

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

**CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): December 7, 2021

BIOTRICITY INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or Other Jurisdiction of
Incorporation or Organization)

001-40761

(Commission
File Number)

30-0983531

(IRS Employer
Identification No.)

**275 Shoreline Drive, Suite 150
Redwood City, California 94065**

(Address of Principal Executive Offices)

(650) 832-1626

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	BTCY	NASDAQ Capital Markets

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure

On December 7, 2021, Biotricity, Inc. (the “Company”) issued a press release announcing the issuance of a letter to shareholders on its website summarizing certain milestones and goals for 2022.

A copy of the press release is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference. The information in this Item 7.01 and in Item 9.01 of this report (including Exhibit 99.1) is being furnished pursuant to Item 7.01 and shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. This report will not be deemed an admission as to the materiality of any information herein (including Exhibit 99.1).

Item 9.01 Financial Statements and Exhibits

(d) Exhibits. The exhibit listed in the following Exhibit Index is furnished as part of this Current Report on Form 8-K:

Exhibit Number	Description
99.1	Press Release dated December 7, 2021
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: December 8, 2021

BIOTRICITY INC.

By: */s/ Waqaas Al-Siddiq*

Waqaas Al-Siddiq
Chief Executive Officer

**Leader in Remote Cardiac Health Monitoring Solutions, Biotricity CEO
Issues 2021 Shareholder Letter**

*Company is “well-positioned and fully confident that 2022
will prove to be our historically pivotal breakout year.”*

Letter highlights milestones, products roadmap, growth strategy and 2022 goals

REDWOOD CITY, CA / December XX, 2021 /Biotricity, Inc. (NASDAQ: BTCY) (“Biotricity” or the “Company”), a medical diagnostic and consumer healthcare technology company, has released its December 2021 CEO Shareholder Letter, which discusses recent Company milestones achieved including its financial performance, commercialization of its new Biokit, and other state-of-the-art remote cardiac monitoring devices and software apps in development.

Highlights from the shareholder letter include:

- Recent uplisting to Nasdaq that will further attract a much larger pool of investors, and an increase in liquidity and visibility
- Introduced personal medical 3-devices kit, Biokit, for integration into the Biotricity ecosystem
- Record quarterly revenue of \$1.81 million for its 2022 fiscal year’s second quarter ended September 30, 2021, up 143% year-over-year — its tenth consecutive quarter of triple-digit year-over-year growth
- The product roadmap for Bioflux®, Biotres, Biocare® Telemed, Biokit, and Bioheart
- Company’s 2022 goals including launching new state-of-the-art cardiac monitoring solutions and software services to round out a complete cardiac solution, making Biotricity the go-to turnkey solution for all cardiac health diagnostic and disease management needs.

Dr. Waqaas Al-Siddiq, Founder and CEO of Biotricity commented, “We had a historic second quarter that saw revenue increase 143% YoY, the strengthening of our balance sheet, and uplist to Nasdaq which has boosted our exposure to investors worldwide. We’ve made great strides in each vertical we targeted over the year and are well-positioned and fully confident that 2022 will prove to be our historically pivotal breakout year. We are taking telemedicine to an entirely new, next-generation level of cost-effectiveness and patient care to disrupt the cardiac care landscape for lower costs and improved patient outcomes.”

The Biotricity December 2021 Shareholder Letter can be viewed at https://www.biotricity.com/wp-content/uploads/2016/09/Biotricity_Letter-To-Shareholders-Dec21.pdf.

About Biotricity Inc.

Biotricity is reforming the healthcare market by bridging the gap in remote monitoring and chronic care management. Doctors and patients trust Biotricity’s unparalleled standard for preventive & personal care, including diagnostic and post-diagnostic products for chronic conditions. The Company develops comprehensive remote health monitoring solutions for the medical and consumer markets. To learn more, visit www.biotricity.com.

Important Cautions Regarding Forward-Looking Statements

Any statements contained in this press release that do not describe historical facts may constitute forward-looking statements. Forward-looking statements, which involve assumptions and describe our future plans, strategies, and expectations, are generally identifiable by use of the words “may,” “should,” “would,” “will,” “could,” “scheduled,” “expect,” “anticipate,” “estimate,” “believe,” “intend,” “seek,” “project,” or “goal” or the negative of these words or other variations on these words or comparable terminology. Forward-looking statements may include, without limitation, statements regarding (i) the plans, objectives and goals of management for future operations, including plans, objectives or goals relating to the design, development and commercialization of Bioflux or any of the Company’s other proposed products or services, (ii) a projection of income (including income/loss), earnings (including earnings/loss) per share, capital expenditures, dividends, capital structure or other financial items, (iii) the Company’s future financial performance, (iv) the regulatory regime in which the Company operates or intends to operate and (v) the assumptions underlying or relating to any statement described in points (i), (ii), (iii) or (iv) above. Such forward-looking statements are not meant to predict or guarantee actual results, performance, events or circumstances and may not be realized because they are based upon the Company’s current projections, plans, objectives, beliefs, expectations, estimates and assumptions and are subject to a number of risks and uncertainties and other influences, many of which the Company has no control over. Actual results and the timing of certain events and circumstances may differ materially from those described by the forward-looking statements as a result of these risks and uncertainties. Factors that may influence or contribute to the inaccuracy of the forward-looking statements or cause actual results to differ materially from expected or desired results may include, without limitation, the Company’s inability to obtain additional financing, the significant length of time and resources associated with the development of its products and related insufficient cash flows and resulting illiquidity, the Company’s inability to expand the Company’s business, significant government regulation of medical devices and the healthcare industry, lack of product diversification, existing or increased competition, results of arbitration and litigation, stock volatility and illiquidity, and the Company’s failure to implement the Company’s business plans or strategies. These and other factors are identified and described in more detail in the Company’s filings with the SEC. The Company assumes no obligation to update any forward-looking statements in order to reflect any event or circumstance that may arise after the date of this release.

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