

---

---

**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): April 23, 2024

**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.)

**203 Redwood Shores Parkway, Suite 600  
Redwood City, California 94065  
(Address of Principal Executive Offices)**

**(650) 832-1626**

(Registrant's telephone number, including area code)

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:

<b>Title of Class</b>	<b>Trading Symbol (s)</b>	<b>Name of each exchange on which registered</b>
Common Stock, Par Value \$0.001	BTCY	Nasdaq Capital Market

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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

As previously disclosed, on August 1, 2023, Biotricity Inc. (the “Company”) received a deficiency letter from the Listing Qualifications Department (the “Staff”) of the Nasdaq Stock Market (“Nasdaq”) notifying the Company that, for the preceding 30 consecutive business days, the Company’s Market Value of Listed Securities (“MVLS”) was below the \$35 million minimum requirement for continued inclusion on The Nasdaq Capital Market pursuant to Nasdaq Listing Rule 5550(b)(2) (the “MVLS Requirement”). In accordance with Nasdaq Listing Rule 5810(c)(3)(C), Nasdaq granted the Company 180 calendar days, or until January 29, 2024 (the “Compliance Date”), to regain compliance with the MVLS Requirement.

As also previously disclosed, on January 30, 2024, the Company received a delisting determination letter (the “Letter”) from the Staff advising the Company that the Staff had determined that the Company did not regain compliance with the MVLS Requirement by the Compliance Date because the Company’s MVLS did not close at or above \$35 million for a minimum of 10 consecutive business days prior to the Compliance Date. The Company submitted a hearing request to the Nasdaq Hearings Panel (the “Panel”) to appeal the Staff’s delisting determination, which stayed the suspension of the Company’s securities and the filing of a Form 25-NSE pending the Panel’s decision. A hearing was held on April 9, 2024, at which time the Company presented a plan to regain compliance with the MVLS Requirement.

On April 23, 2024, Nasdaq notified the Company that the Panel granted its request to continue its listing on Nasdaq, subject to the Company meeting certain milestones including an increase in its outstanding shares of common stock through the issuance of shares of stock in certain stock offerings and upon the conversion of certain convertible securities, the receipt of shareholder approval of certain actions and on or before July 29, 2024, the Company regaining compliance with all applicable requirements for continued listing on The Nasdaq Capital Market.

#### **Item 8.01 Other Events.**

The disclosure included in Item 3.01 of this Current Report on Form 8-K is incorporated herein by reference.

#### **Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit</b>	<b>Description</b>
----------------	--------------------

<b>Number</b>	
---------------	--

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: April 23, 2024

**BIOTRICITY INC.**

By: /s/ Waqaas Al-Siddiq

Waqaas Al-Siddiq

Chief Executive Officer