

**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): **July 31, 2018**

BIOTRICITY, INC.

(Exact Name of Registrant as Specified in Its Charter)

Nevada

(State or Other Jurisdiction of
Incorporation or Organization)

333-201719

(Commission File Number)

47-2548273

(IRS Employer Identification
No.)

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

(Address of Principal Executive Offices)

94065

(Zip Code)

Registrant's Telephone Number, Including Area Code: **(800) 590-4155**

(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))

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 1.01 Entry into a Material Definitive Agreement

On July 31, 2018, the board of directors of (the “Board”) of Biotricity, Inc. (the “Company”) adopted the following compensation program for directors:

- Cash compensation for the current fiscal year in the amount of \$24,000.
 - Equity compensation for the current fiscal year, to include:
 - Thirty one thousand two hundred and fifty (31,250) shares of the Company’s common stock and
 - Thirty one thousand two hundred and fifty (31,250) options to purchase shares of common stock at \$2.00 per share, such options to vest and be fully exercisable upon the first anniversary from the date upon which a director was named to the Board.
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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: August 3, 2018

BIOTRICITY, INC.

By: /s/ John Ayanoglou
John Ayanoglou
Chief Financial Officer