

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM S-1**

REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

**BIOTRICITY INC.**

(Exact name of Registrant as specified in its charter)

**Nevada**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**3845**  
(Primary Standard Industrial  
Classification Code Number)

**47-2548273**  
(I.R.S. Employer  
Identification No.)

**75 International Blvd., Suite 300  
Toronto, ON M9W 6L9  
(416) 214-3678**

(Address, including zip code, and telephone number, including area code, of Registrant's executive offices)

**Waqas Al-Siddiq, CEO  
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**Approximate date of commencement of proposed sale to the public:  
From time to time after the Registration Statement becomes effective.**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box. []

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement number for the same offering. []

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  
 ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be Registered (1)</b>	<b>Proposed Maximum Offering Price Per Share (2)</b>	<b>Proposed Maximum Aggregate Offering Price (2)</b>	<b>Amount of Registration Fee</b>
Common Stock, \$.001 par value	24,192,735 (3)	\$1.906	\$46,111,353	\$4,643.42

- (1) Pursuant to Rule 416 under the Securities Act, the shares of common stock being registered hereunder include such indeterminate number of shares as may be issuable as a result of stock splits, stock dividends or similar transactions.
- (2) Estimated solely for purposes of determining the registration fee pursuant to Rule 457(c) under the Securities Act, computed based upon the average of the high and low prices of the registrant’s common stock on April 20, 2016 on the OTCQB marketplace.
- (3) Represents 9,123,031 shares of the registrant’s common stock issuable upon the exchange of outstanding Exchangeable Shares of its indirect subsidiary, 13,376,947 outstanding shares of the registrant’s common stock, 912,660 shares of the registrant’s common stock underlying outstanding convertible debentures and 780,097 shares of the registrant’s common stock underlying outstanding common stock purchase warrants.

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

**The information in this preliminary prospectus is not complete and may be changed. The Selling Stockholders may not sell these securities until the registration statement filed with the Securities and Exchange Commission becomes effective. This preliminary prospectus is not an offer to sell these securities nor does it seek offers to buy these securities in any state where the offer or sale is not permitted.**

**Subject To Completion, Dated April 26, 2016**

**PRELIMINARY PROSPECTUS**

**BIOTRICITY INC.**

**24,192,735 Shares of Common Stock**

This prospectus relates to the offer and sale from time to time of up to 24,192,735 shares of our common stock by the persons described in this prospectus, whom we call the “selling stockholders.” Of such shares:

- 9,123,031 may be issued upon exchange of the Exchangeable Shares of our indirect subsidiary, 1062024 B.C. LTD., held by the selling stockholders;
- 13,376,947 outstanding shares of our common stock;
- 912,660 shares of our common stock underlying outstanding convertible debentures; and
- 780,097 shares of our common stock underlying outstanding common stock purchase warrants.

The registration of the shares offered under this prospectus does not mean that the selling stockholders will actually offer or sell any of these shares. The selling stockholders may offer the shares of our common stock at prevailing market prices at the time of sale, at prices related to the prevailing market price, at varying prices determined at the time of sale or at negotiated prices. See “Plan of Distribution” for additional information.

We are not offering any shares of common stock for sale under this prospectus and we will not receive any proceeds from sales of shares of our common stock by the selling stockholders; however, we will receive an aggregate of approximately \$805,928 upon the exercise of all of the warrants.

Our common stock is quoted on the OTCQB marketplace under the symbol “BTCY..”

These are speculative securities. See “Risk Factors” beginning on Page 4 for the factors you should consider before buying shares of our common stock.

We are an “emerging growth company” as defined under the federal securities laws and, as such, may elect to comply with certain reduced public company reporting requirements for future filings.

**Neither the Securities and Exchange Commission nor any state securities commission or other regulatory body has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

**The Date of this Prospectus is                      , 2016**

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We are responsible for the information contained in this prospectus. We have not, and the selling stockholders have not, authorized anyone to give you any other information, and neither we nor any selling stockholder take any responsibility for any other information that others may give you. The selling stockholders are offering to sell, and seeking offers to buy, shares of our common stock only in jurisdictions where offers and sales are permitted. The information contained in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or of any sale of our common stock.

### BASIS OF PRESENTATION

Unless otherwise noted, references in this prospectus to “Biotricity,” the “Company,” “we,” “our,” or “us” means Biotricity Inc., the registrant, and, unless the context otherwise requires, together with its subsidiaries, including iMedical Innovation Inc., a Canadian corporation (“iMedical”). References to iMedical refer to such company prior to its acquisition by the Company on February 2, 2016.

## **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

This prospectus contains statements reflecting assumptions, expectations, projections, intentions or beliefs about future events that are intended as “forward-looking statements”. All statements included in this prospectus, other than statements of historical fact, that address activities, events or developments that we expect, believe or anticipate will or may occur in the future are forward-looking statements. These statements appear in a number of places, including, but not limited to “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Risk Factors.” These statements represent our reasonable judgment of the future based on various factors and using numerous assumptions and are subject to known and unknown risks, uncertainties and other factors that could cause our actual results and financial position to differ materially from those contemplated by the statements. You can identify these statements by the fact that they do not relate strictly to historical or current facts, and use words such as “anticipate,” “believe,” “estimate,” “expect,” “forecast,” “may,” “should,” “plan,” “project” and other words of similar meaning. In particular, these include, but are not limited to, statements relating to the following:

- projected operating or financial results, including anticipated cash flows used in operations;
- expectations regarding capital expenditures; and
- our beliefs and assumptions relating to our liquidity position, including our ability to obtain financing.

Any or all of our forward-looking statements may turn out to be wrong. They can be affected by inaccurate assumptions or by known or unknown risks, uncertainties and other factors including, among others:

- the loss of key management personnel on whom we depend; and
- our ability to operate our business efficiently, manage capital expenditures and costs (including general and administrative expenses) and obtain financing when required.

In addition, there may be other factors that could cause our actual results to be materially different from the results referenced in the forward-looking statements, some of which are included elsewhere in this prospectus, including “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Risk Factors.” Many of these factors will be important in determining our actual future results. Consequently, no forward-looking statement can be guaranteed. Our actual future results may vary materially from those expressed or implied in any forward-looking statements. All forward-looking statements contained in this prospectus are qualified in their entirety by this cautionary statement. Forward-looking statements speak only as of the date they are made, and we disclaim any obligation to update any forward-looking statements to reflect events or circumstances after the date of this prospectus, except as otherwise required by applicable law.

## **CAUTIONARY NOTE REGARDING INDUSTRY DATA**

Unless otherwise indicated, information contained in this prospectus concerning our company, our business, the services we provide and intend to provide, our industry and our general expectations concerning our industry are based on management estimates. Such estimates are derived from publicly available information released by third party sources, as well as data from our internal research, and reflect assumptions made by us based on such data and our knowledge of the industry, which we believe to be reasonable.

## PROSPECTUS SUMMARY

*This summary highlights information contained elsewhere in this prospectus. This summary may not contain all of the information that may be important to you. You should read the entire prospectus carefully together with our financial statements and the related notes appearing elsewhere in this prospectus before you decide to invest in our common stock. This prospectus contains forward-looking statements, which involve risks and uncertainties. Our actual results could differ materially from those anticipated in such forward-looking statements as a result of certain factors, including those discussed under the heading “Risk Factors” and other sections of this prospectus.*

### **Our Business**

Biotricity is a leading-edge medical technology company focused on biometric data monitoring solutions. Our aim is to deliver innovative, remote monitoring solutions to the medical, healthcare, and consumer markets, with a focus on diagnostic and post-diagnostic solutions for lifestyle and chronic illnesses. We approach the diagnostic side of remote patient monitoring by applying innovation within existing business models where reimbursement is established. We believe this approach reduces the risk associated with traditional medical device development and accelerates the path to revenue. In post-diagnostic markets, we intend to apply medical grade biometrics to enable consumers to self-manage, thereby driving patient compliance and reducing healthcare costs. We intend to first focus on a segment of the multi-billion-dollar diagnostic mobile cardiac telemetry market, otherwise known as MCT.

### **Corporate Overview**

Our Company was incorporated on August 29, 2012 in the State of Nevada. At the time of our incorporation the name of our company was Metasolutions, Inc. On January 27, 2016, we filed with the Secretary of State of the State of Nevada a Certificate of Amendment to our Articles of Incorporation (the “Certificate of Amendment”), effective as of February 1, 2016, whereby, among other things, we changed our name to Biotricity Inc. and increased the authorized number of shares of common stock from 100,000,000 to 125,000,000 and “blank check” preferred stock from 1,000,000 to 10,000,000.

iMedical was incorporated on July 3, 2014 under the Canada Business Corporations Act. Sensor Mobility Inc. was incorporated on July 22, 2009 under the laws of the Province of Ontario, Canada. Sensor Mobility was also engaged in research and development activities within the remote monitoring segment of preventative care. On August 11, 2014, all the stockholders of Sensor Mobility entered into a series of rollover agreements for the sale of their shares to iMedical. Pursuant to these agreements, all the stockholders of Sensor Mobility received twice the number of shares of iMedical in exchange for their shares in Sensor Mobility. Accordingly, iMedical issued 11,829,500 shares in exchange for 5,914,750 shares of Sensor Mobility, which were subsequently cancelled, effective November 21, 2014. As the former stockholders of Sensor Mobility became the majority stockholders of iMedical in such transaction, it was accounted for as a reverse merger and was treated as an acquisition of iMedical (legal acquirer) and a recapitalization of Sensor Mobility (accounting acquirer). As Sensor Mobility was the accounting acquirer, the results of its operations carried over. Consequently, the assets and liabilities and the historical operations reflected in this prospectus for the periods prior to November 21, 2014 are those of Sensor Mobility. Effective from November 21, 2014, iMedical’s financial statements include the assets, liabilities and operations of iMedical.

Our principal executive office is located at 75 International Blvd., Suite 300, Toronto, ON Canada M9W 6L9, and our telephone number is (416) 214-3678. We also have executive offices at 275 Shoreline Drive, Redwood City, California. Our website address is [www.biotricity.com](http://www.biotricity.com). The information on our website is not part of this prospectus.

### **Emerging Growth Company Status**

We are an “emerging growth company” as defined under the Jumpstart Our Business Startups Act, common referred to as the “JOBS Act.” We will remain an “emerging growth company” for up to five years, or until the earliest of (i) the last day of the fiscal year in which our total annual gross revenues exceed \$1 billion, (ii) the date that we become a “large accelerated filer” as defined in Rule 12b-2 under the Securities Exchange Act of 1934, which would occur if the market value of our ordinary shares that is held by non-affiliates exceeds \$700 million as of the last business day of our most recently completed second fiscal quarter, or (iii) the date on which we have issued more than \$1 billion in non-convertible debt during the preceding three year period.

As an “emerging growth company,” we may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not “emerging growth companies” including, but not limited to:

- not being required to comply with the auditor attestation requirements of Section 404(b) of the Sarbanes-Oxley Act (we will also not be subject to the auditor attestation requirements of Section 404(b) as long as we are a “smaller reporting company,” which includes issuers that had a public float of less than \$75 million as of the last business day of their most recently completed second fiscal quarter);
- reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements; and
- exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved.

In addition, Section 107 of the JOBS Act provides that an “emerging growth company” can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. Under this provision, an “emerging growth company” can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. However, we are choosing to “opt out” of such extended transition period, and as a result, we will comply with new or revised accounting standards on the relevant dates on which adoption of such standards is required for non-emerging growth companies. Section 107 of the JOBS Act provides that our decision to opt out of the extended transition period for complying with new or revised accounting standards is irrevocable.

## The Offering

Common stock offered by the selling stockholders

24,192,735 shares of our common stock, of which:

- 9,123,031 shares are issuable upon the exchange of outstanding Exchangeable Shares of our indirect subsidiary, 1062024 B.C. LTD., a British Columbia corporation;
- 13,376,947 outstanding shares of our common stock;
- 912,660 shares of our common stock underlying outstanding convertible debentures; and
- 780,097 shares of our common stock underlying outstanding common stock purchase warrants.

The Exchangeable Shares may be exchanged at any time from time to time and do not have an exercise price. The convertible debentures may be converted at any time in satisfaction of the indebtedness represented by such debentures. The warrants may be exercised at any time through the maturity dates thereof, which range from September 21, 2017 through October 15, 2019, at exercise prices that range from CND1.25 to \$1.50.

Common stock to be outstanding after the offering

Up to 26,692,735 shares of common stock, based on our issued and outstanding shares of common stock as of April 20, 2016, and assuming the exchange of all of our outstanding Exchangeable Shares, conversion of all of the convertible debentures and exercise of all of the warrants.

Use of Proceeds

We will not receive any proceeds from the sale of common stock by the selling stockholders participating in this offering; however, we will receive an aggregate of approximately \$805,928 upon the exercise of all of the warrants, subject to exchange rates. The selling stockholders will receive all of the net proceeds from the sale of their respective shares of common stock in this offering. See “Use of Proceeds” on page 17 of this prospectus.

Risk Factors

See “Risk Factors” on page 4 of this prospectus for a discussion of factors you should carefully consider before deciding to invest in our common stock.



## **RISK FACTORS**

*The risks set forth below are not the only ones facing our Company. Additional risks and uncertainties may exist that could also adversely affect our business, financial condition, prospects and/or operations. If any of the following or other risks actually materialize, our business, financial condition, prospects and/or operations could suffer. In such event, the value of our securities could decline.*

### **Risks Related to Our Business**

***We have a limited operating history upon which investors can evaluate our future prospects.***

We have a limited operating history upon which an evaluation of its business plan or performance and prospects can be made. The business and prospects of the Company must be considered in the light of the potential problems, delays, uncertainties and complications encountered in connection with a newly established business and creating a new industry. The risks include, but are not limited to, the possibility that we will not be able to develop functional and scalable products and services, or that although functional and scalable, our products and services will not be economical to market; that our competitors hold proprietary rights that preclude us from marketing such products; that our competitors market a superior or equivalent product; that we are not able to upgrade and enhance our technologies and products to accommodate new features and expanded service offerings; or the failure to receive necessary regulatory clearances for our products. To successfully introduce and market our products at a profit, we must establish brand name recognition and competitive advantages for our products. There are no assurances that we can successfully address these challenges. If it is unsuccessful, we and our business, financial condition and operating results could be materially and adversely affected.

The current and future expense levels are based largely on estimates of planned operations and future revenues rather than experience. It is difficult to accurately forecast future revenues because our business is new and our market has not been developed. If our forecasts prove incorrect, the business, operating results and financial condition of the Company will be materially and adversely affected. Moreover, we may be unable to adjust our spending in a timely manner to compensate for any unanticipated reduction in revenue. As a result, any significant reduction in revenues would immediately and adversely affect our business, financial condition and operating results.

***We have had no revenues since inception, and we cannot predict when we will achieve profitability.***

We have not been profitable and cannot predict when we will achieve profitability. We have experienced net losses and have had no revenues since our and our predecessor's inception in 2009. We do not anticipate generating significant revenues until we successfully develop, commercialize and sell our existing and proposed products, of which we can give no assurance. We are unable to determine when we will generate significant revenues, if any, from the sale of any of such products.

We cannot predict when we will achieve profitability, if ever. Our inability to become profitable may force us to curtail or temporarily discontinue our research and development programs and our day-to-day operations. Furthermore, there can be no assurance that profitability, if achieved, can be sustained on an ongoing basis. As of December 31, 2015, we had an accumulated deficit of approximately \$9.3 million.

***We may never complete the development of the Bioflux or any of our other proposed products into marketable products.***

We do not know when or whether we will successfully complete the development of the Bioflux or any other proposed or contemplated product, for any of our target markets. We continue to seek to improve our technologies before we are able to produce a commercially viable product. Failure to improve on any of our technologies could delay or prevent their successful development for any of our target markets.

Developing any technology into a marketable product is a risky, time consuming and expensive process. You should anticipate that we will encounter setbacks, discrepancies requiring time consuming and costly redesigns and changes and that there is the possibility of outright failure.

***We may not meet our product development and commercialization milestones.***

We have established milestones, based upon our expectations regarding our technologies at that time, which we use to assess our progress toward developing our products. These milestones relate to technology and design improvements as well as to dates for achieving development goals. If our products exhibit technical defects or are unable to meet cost or performance goals, our commercialization schedule could be delayed and potential purchasers of our initial commercial products may decline to purchase such products or may opt to pursue alternative products.

We may also experience shortages of monitors, sensors or bases due to manufacturing difficulties. Multiple suppliers provide the components used in our devices. Our manufacturing operations could be disrupted by fire, earthquake or other natural disaster, a labor-related disruption, failure in supply or other logistical channels, electrical outages or other reasons. If there were a disruption to manufacturing facilities, we would be unable to manufacture devices until we have restored and re-qualified our manufacturing capability or developed alternative manufacturing facilities.

Generally, we have made technological advances meeting our milestone schedules. We can give no assurance that our commercialization schedule will continue to be met as we further develop the Bioflux or any of our other proposed products.

***Our business is dependent upon physicians utilizing our monitoring solution when prescribing cardiac monitoring; if we fail in convincing physicians in utilizing our solution, our revenue could fail to grow and could decrease.***

The success of our planned cardiac monitoring business is expected to be dependent upon physicians utilizing our solution when prescribing cardiac monitoring to their patients. The utilization of our solution by physicians for use in the prescription of cardiac monitoring will be directly influenced by a number of factors, including:

- the ability of the physicians with whom we work to obtain sufficient reimbursement and be paid in a timely manner for the professional services they provide in connection with the use of our monitoring solutions;
- continuing to establish ourselves as an arrhythmia monitoring technology company;
- our ability to educate physicians regarding the benefits of MCT over alternative diagnostic monitoring solutions;

- our demonstrating that our proposed products are reliable and supported by us in the field;
- supplying and servicing sufficient quantities of products directly or through marketing alliances; and
- pricing products competitively in light of the current macroeconomic environment, which, particularly in the case of the medical device industry, are becoming increasingly price sensitive.

If we are unable to educate physicians regarding the benefits of MCT and unable to drive physician utilization, revenue from the provision of our arrhythmia monitoring solutions could fail to grow or even potentially decrease.

***We are subject to extensive governmental regulations relating to the manufacturing, labeling and marketing of our products.***

Our medical technology products and operations are subject to regulation by the FDA, Health Canada and other governmental authorities both inside and outside of the United States. These agencies enforce laws and regulations that govern the development, testing, manufacturing, labeling, advertising, marketing and distribution, and market surveillance of our medical products.

Under the United States Federal Food, Drug, and Cosmetic Act, medical devices are classified into one of three classes — Class I, Class II or Class III — depending on the degree of risk associated with each medical device and the extent of control needed to ensure safety and effectiveness. We believe our current or planned products will be Class I (with respect to software) or Class II (with respect to hardware) medical devices. Class I devices are those for which safety and effectiveness can be assured by adherence to a set of guidelines, which include compliance with the applicable portions of the FDA's Quality System Regulation, facility registration and product listing, reporting of adverse medical events, and appropriate, truthful and non-misleading labeling, advertising, and promotional materials. Class II devices are subject to additional controls, including full applicability of the Quality System Regulations, and requirements for 510(k) pre-market notification.

In addition to regulations in the United States, we will be subject to a variety of foreign regulations governing clinical trials and commercial sales and distribution of our products in foreign countries. Whether or not we obtain FDA approval for a product, we must obtain approval of a product by the comparable regulatory authorities of foreign countries before we can commence clinical trials or marketing of the product in those countries. The approval process varies from country to country, and the time may be longer or shorter than that required for FDA approval. The requirements governing the conduct of clinical trials, product licensing, pricing and reimbursement vary greatly from country to country.

The policies of the FDA and foreign regulatory authorities may change and additional government regulations may be enacted which could prevent or delay regulatory approval of our products and could also increase the cost of regulatory compliance. We cannot predict the likelihood, nature or extent of adverse governmental regulation that might arise from future legislative or administrative action, either in the United States or abroad.

Following the introduction of a product, these agencies will also periodically review our design and manufacturing processes and product performance. The process of complying with the applicable good manufacturing practices, adverse event reporting, clinical trial and other requirements can be costly and time consuming, and could delay or prevent the production, manufacturing or sale of our products. In addition, if we fail to comply with applicable regulatory requirements, it could result in fines, delays or suspensions of regulatory clearances, closure of manufacturing sites, seizures or recalls of products and damage to our reputation. Recent changes in enforcement practice by the FDA and other agencies have resulted in increased enforcement activity, which increases the compliance risk for the Company and other companies in our industry. In addition, governmental agencies may impose new requirements regarding registration, labeling or prohibited materials that may require us to modify or re-register products already on the market or otherwise impact our ability to market our products in those countries. Once clearance or approval has been obtained for a product, there is an obligation to ensure that all applicable FDA, Health Canada and other regulatory requirements continue to be met.

***We may be subject to penalties and may be precluded from marketing our products if we fail to comply with extensive governmental regulations.***

We believe that our proposed products are categorized as Class I (with respect to software) or Class II (with respect to hardware). Class I devices are those for which safety and effectiveness can be assured by adherence to a set of guidelines, which include compliance with the applicable portions of the FDA's Quality System Regulation, facility registration and product listing, reporting of adverse medical events, and appropriate, truthful and non-misleading labeling, advertising, and promotional materials. However, the FDA has not made any determination about whether our specific medical products are Class I or Class II medical devices. While such a determination is not necessary in order for us to list a Class I device with the FDA and bring that device to the U.S. market, we may decide to get clarification from the FDA prior to introducing a product into the market. From time to time, the FDA may disagree with the classification of a new Class I medical device and require the manufacturer of that device to apply for approval as a Class II or Class III medical device. In the event that the FDA determines that our Class I medical products should be classified as Class II or Class III medical devices, we could be precluded from marketing the devices for clinical use within the United States for months, years or longer, depending on the specific change the classification. Reclassification of our Class I medical products as Class II or Class III medical devices could significantly increase our regulatory costs, including the timing and expense associated with required clinical trials and other costs.

The FDA and non-U.S. regulatory authorities require that our products be manufactured according to rigorous standards. These regulatory requirements may significantly increase our production costs and may even prevent us from making our products in amounts sufficient to meet market demand. If we change our approved manufacturing process, the FDA may need to review the process before it may be used. Failure to comply with applicable regulatory requirements discussed could subject us to enforcement actions, including warning letters, fines, injunctions and civil penalties, recall or seizure of our products, operating restrictions, partial suspension or total shutdown of our production, and criminal prosecution.

Federal, state and non-U.S. regulations regarding the manufacture and sale of medical devices are subject to future changes. The complexity, timeframes and costs associated with obtaining marketing clearances are unknown. Although we cannot predict the impact, if any, these changes might have on our business, the impact could be material.

Injuries caused by the malfunction or misuse of cardiac monitoring devices, even where such malfunction or misuse occurs with respect to one of our competitor's products, could cause regulatory agencies to implement more conservative regulations on the medical cardiac monitoring industry, which could significantly increase our operating costs.

***If we are not able to both obtain and maintain adequate levels of third-party reimbursement for our products, it would have a material adverse effect on our business.***

Healthcare providers and related facilities are generally reimbursed for their services through payment systems managed by various governmental agencies worldwide, private insurance companies, and managed care organizations. The manner and level of reimbursement in any given case may depend on the site of care, the procedure(s) performed, the final patient diagnosis, the device(s) utilized, available budget, the efficacy, safety, performance and cost-effectiveness of our planned products and services, or a combination of these or other factors, and coverage and payment levels are determined at each payer's discretion. The coverage policies and reimbursement levels of these third-party payers may impact the decisions of healthcare providers and facilities regarding which medical products they purchase and the prices they are willing to pay for those products. Thus, changes in reimbursement levels or methods may either positively or negatively impact sales of our products.

We have no direct control over payer decision-making with respect to coverage and payment levels for our medical device products. Additionally, we expect many payers to continue to explore cost-containment strategies (e.g., comparative and cost-effectiveness analyses, so-called "pay-for-performance" programs implemented by various public and private payers, and expansion of payment bundling schemes such as Accountable Care Organizations, and other such methods that shift medical cost risk to providers) that may potentially impact coverage and/or payment levels for our current products or products we develop.

The ability of physicians and other providers to successfully utilize our cardiac monitoring solution and successfully allow payors to reimburse for the physicians' technical and professional fees is critical to our business because physicians and their patients will select arrhythmia monitoring solutions other than ours in the event that payors refuse to adequately reimburse our technical fees and physicians' professional fees.

***Changes in reimbursement practices of third-party payers could affect the demand for our products and the prices at which they are sold.***

The sales of our proposed products could depend, in part, on the extent to which healthcare providers and facilities or individual users are reimbursed by government authorities, private insurers and other third-party payers for the costs of our products or the services performed with our products. The coverage policies and reimbursement levels of third-party payers, which can vary among public and private sources and by country, may affect which products customers' purchase and the prices they are willing to pay for those products in a particular jurisdiction. Reimbursement rates can also affect the acceptance rate of new technologies. Legislative or administrative reforms to reimbursement systems in the United States or abroad, or changes in reimbursement rates by private payers, could significantly reduce reimbursement for procedures using the Company's products or result in denial of reimbursement for those products, which would adversely affect customer demand or the price customers may be willing to pay for such products.

***We may experience difficulty in obtaining reimbursement for our services from commercial payors that consider our technology to be experimental and investigational, which would adversely affect our revenue and operating results.***

Many commercial payors refuse to enter into contracts to reimburse the fees associated with medical devices or services that such payors determine to be "experimental and investigational." Commercial payors typically label medical devices or services as "experimental and investigational" until such devices or services have demonstrated product superiority evidenced by a randomized clinical trial.

Clinical trials have been performed on other mobile cardiac telemetry devices, proving higher diagnostic yield than traditional event loop monitoring. Certain remaining commercial payors, however, have stated that they do not believe the data from the clinical trials justifies the removal of the experimental designation for mobile cardiac telemetry solutions. As a result, certain commercial payors may refuse to reimburse the technical and professional fees associated with cardiac monitoring solutions such as the one expected to be offered by Biotricity.

If commercial payors decide not to reimburse physicians or providers for their services during the utilization of our cardiac monitoring solutions, our revenue could fail to grow and could decrease.

***Reimbursement by Medicare is highly regulated and subject to change; our failure to comply with applicable regulations, could decrease our expected revenue and may subject us to penalties or have an adverse impact on our business.***

The Medicare program is administered by CMS, which imposes extensive and detailed requirements on medical services providers, including, but not limited to, rules that govern how we structure our relationships with physicians, and how and where we provide our arrhythmia monitoring solutions. Our failure to comply with applicable Medicare rules could result in discontinuing the ability for physicians to receive reimbursement as they will likely utilize our cardiac monitoring solution under the Medicare payment program, civil monetary penalties, and/or criminal penalties, any of which could have a material adverse effect on our business and revenues.

***Consolidation of commercial payors could result in payors eliminating coverage of mobile cardiac monitoring solutions or reducing reimbursement rates.***

When payors combine their operations, the combined company may elect to reimburse physicians for cardiac monitoring services at the lowest rate paid by any of the participants in the consolidation. If one of the payors participating in the consolidation does not reimburse for these services at all, the combined company may elect not to reimburse at any rate. Reimbursement rates tend to be lower for larger payors. As a result, as payors consolidate, our expected average reimbursement rate may decline.

***Product defects could adversely affect the results of our operations.***

The design, manufacture and marketing of our products involve certain inherent risks. Manufacturing or design defects, unanticipated use of our products, or inadequate disclosure of risks relating to the use of our products can lead to injury or other adverse events. These events could lead to recalls or safety alerts relating to our products (either voluntary or required by the FDA, Health Canada or similar governmental authorities in other countries), and could result, in certain cases, in the removal of a product from the market. A recall could result in significant costs, as well as negative publicity and damage to our reputation that could reduce demand for our products. Personal injuries relating to the use of our products could also result in product liability claims being brought against us. In some circumstances, such adverse events could also cause delays in new product approvals.

***Interruptions or delays in telecommunications systems or in the data services provided to us by cellular communication providers or the loss of our wireless or data services could impair the delivery of our cardiac monitoring services.***

The success of Biotricity's cardiac monitoring services will be dependent upon our ability to store, retrieve, process and manage data and to maintain and upgrade our data processing and communication capabilities. The monitoring solution relies on a third party wireless carrier to transmit data over its data network. All data sent by our monitors via this wireless data network or via landline is expected to be routed directly to data centers and subsequently routed to our monitoring center. We are therefore dependent upon third party wireless carrier to provide data transmission and data hosting services to us. If we lose wireless carrier services, we would be forced to seek alternative providers of data transmission and data hosting services, which might not be available on commercially reasonable terms or at all.

As we expand our commercial activities, an increased burden is expected to be placed upon our data processing systems and the equipment upon which they rely. Interruptions of our data networks, or the data networks of our wireless carrier, for any extended length of time, loss of stored data or other computer problems could have a material adverse effect on our business and operating results. Frequent or persistent interruptions in our arrhythmia monitoring services could cause permanent harm to our reputation and could cause current or potential users or prescribing physicians to believe that our systems are unreliable, leading them to switch to our competitors. Such interruptions could result in liability, claims and litigation against us for damages or injuries resulting from the disruption in service.

Our systems are also expected to be vulnerable to damage or interruption from earthquakes, floods, fires, power loss, telecommunication failures, terrorist attacks, computer viruses, break-ins, sabotage, and acts of vandalism. Despite any precautions that we may take, the occurrence of a natural disaster or other unanticipated problems could result in lengthy interruptions in these services. We do not carry business interruption insurance to protect against losses that may result from interruptions in service as a result of system failures. Moreover, the communications and information technology industries are subject to rapid and significant changes, and our ability to operate and compete is dependent on our ability to update and enhance the communication technologies used in our systems and services.

***We could be exposed to significant liability claims if we are unable to obtain insurance at acceptable costs and adequate levels or otherwise protect ourselves against potential product liability claims.***

The testing, manufacture, marketing and sale of medical devices entail the inherent risk of liability claims or product recalls. Product liability insurance is expensive and may not be available on acceptable terms, if at all. A successful product liability claim or product recall could inhibit or prevent the successful commercialization of our products, cause a significant financial burden on the Company, or both, which in either case could have a material adverse effect on our business and financial condition.

***We require additional capital to support our present business plan and our anticipated business growth, and such capital may not be available on acceptable terms, or at all, which would adversely affect our ability to operate.***

We will require additional funds to further develop our business plan. Based on our current operating plans, we require a minimum of \$6 million to fund our planned operations necessary to introduce Bioflux into the market. We can give no assurance that we will be successful in raising any funds. Additionally, if we are unable to generate sufficient revenues from our operating activities, we may need to raise additional funds through equity offerings or otherwise in order to meet our expected future liquidity requirements, including to introduce our other planned products or to pursue new product opportunities. Any such financing that we undertake will likely be dilutive to current stockholders and you.

We intend to continue to make investments to support our business growth, including patent or other intellectual property asset creation. In addition, we may also need additional funds to respond to business opportunities and challenges, including our ongoing operating expenses, protecting our intellectual property, satisfying debt payment obligations, developing new lines of business and enhancing our operating infrastructure. While we may need to seek additional funding for such purposes, we may not be able to obtain financing on acceptable terms, or at all. In addition, the terms of our financings may be dilutive to, or otherwise adversely affect, holders of its common stock. We may also seek additional funds through arrangements with collaborators or other third parties. We may not be able to negotiate any such arrangements on acceptable terms, if at all. If we are unable to obtain additional funding on a timely basis, we may be required to curtail or terminate some or all of our business plans.

***We cannot predict our future capital needs and we may not be able to secure additional financing.***

We will need to raise additional funds in the future to fund our working capital needs and to fund further expansion of our business. We may require additional equity or debt financings, collaborative arrangements with corporate partners or funds from other sources for these purposes. No assurance can be given that necessary funds will be available for us to finance our development on acceptable terms, if at all. Furthermore, such additional financings may involve substantial dilution of our stockholders or may require that we relinquish rights to certain of our technologies or products. In addition, we may experience operational difficulties and delays due to working capital restrictions. If adequate funds are not available from operations or additional sources of financing, we may have to delay or scale back our growth plans.



***The results of our research and development efforts are uncertain and there can be no assurance of the commercial success of our products.***

We believe that we will need to incur additional research and development expenditures to continue development of our existing proposed products as well as research and development expenditures to develop new products and services. The products and services we are developing and may develop in the future may not be technologically successful. In addition, the length of our product and service development cycle may be greater than we originally expected and we may experience delays in product development. If our resulting products and services are not technologically successful, they may not achieve market acceptance or compete effectively with our competitors' products and services.

***If we fail to retain certain of our key personnel and attract and retain additional qualified personnel, we might not be able to pursue our growth strategy.***

Our future success will depend upon the continued service of Waqaas Al-Siddiq, our President and Chief Executive Officer. Although we believe that our relationship with him is positive, there can be no assurance that his services will continue to be available to us in the future. We do not carry any key man life insurance policies on any of our existing or proposed executive officers.

***The impact of the Patient Protection and Affordable Care Act remains uncertain.***

In 2010, significant reforms to the health care system were adopted as law in the United States. The law includes provisions that, among other things, reduce or limit Medicare reimbursement, require all individuals to have health insurance (with limited exceptions) and impose increased taxes. These factors, in turn, could result in reduced demand for our products and increased downward pricing pressure. Specifically, the law requires the medical device industry to subsidize health care reform in the form of a 2.3% excise tax on United States sales of most medical devices. The excise tax will increase our operating expenses. Because other parts of the 2010 health care law remain subject to implementation, the long-term impact on us is uncertain. The new law or any future legislation could reduce medical procedure volumes, lower reimbursement for our products, and impact the demand for our products or the prices at which we sell our products. Accordingly, while it is too early to understand and predict the ultimate impact of the new law on our business, the legislation and resulting regulations could have a material adverse effect on our business, cash flows, financial condition and results of operations.

***We will not be profitable unless we can demonstrate that our products can be manufactured at low prices.***

To date, we have focused primarily on research and development of the first generation version of the Bioflux, as well as starting the prototyping of Biolife. Consequently, we have no experience in manufacturing these products on a commercial basis. We may manufacture our products through third-party manufacturers. We can offer no assurance that either we or our manufacturing partners will develop efficient, automated, low-cost manufacturing capabilities and processes to meet the quality, price, engineering, design and production standards or production volumes required to successfully mass market our products. Even if we or our manufacturing partners are successful in developing such manufacturing capability and processes, we do not know whether we or they will be timely in meeting our product commercialization schedule or the production and delivery requirements of potential customers. A failure to develop such manufacturing processes and capabilities could have a material adverse effect on our business and financial results.

Our profitability in part is dependent on material and other manufacturing costs. We are unable to offer any assurance that either we or a manufacturing partner will be able to reduce costs to a level which will allow production of a competitive product or that any product produced using lower cost materials and manufacturing processes will not suffer from a reduction in performance, reliability and longevity.

***If we or our suppliers fail to achieve or maintain regulatory approval of manufacturing facilities, our growth could be limited and our business could be harmed.***

We currently assemble our devices in our California facility.. In order to maintain compliance with FDA and other regulatory requirements, our manufacturing facilities must be periodically re-evaluated and qualified under a quality system to ensure they meet production and quality standards. Suppliers of components and products used to manufacture our devices must also comply with FDA regulatory requirements, which often require significant resources and subject us and our suppliers to potential regulatory inspections and stoppages. If we or our suppliers do not maintain regulatory approval for our manufacturing operations, our business could be adversely affected.

***Our dependence on a limited number of suppliers may prevent us from delivering our devices on a timely basis.***

We currently rely on a limited number of suppliers of components for our devices. If these suppliers became unable to provide components in the volumes needed or at an acceptable price, we would have to identify and qualify acceptable replacements from alternative sources of supply. The process of qualifying suppliers is lengthy. Delays or interruptions in the supply of our requirements could limit or stop our ability to provide sufficient quantities of devices on a timely basis or meet demand for our services, which could have a material adverse effect on our business, financial condition and results of operations.

***Our operations in international markets involve inherent risks that we may not be able to control.***

Our business plan includes the marketing and sale of our proposed products in international markets. Accordingly, our results could be materially and adversely affected by a variety of uncontrollable and changing factors relating to international business operations, including:

- Macroeconomic conditions adversely affecting geographies where we intend to do business;
- Foreign currency exchange rates;
- Political or social unrest or economic instability in a specific country or region;
- Higher costs of doing business in foreign countries;
- Infringement claims on foreign patents, copyrights or trademark rights;
- Difficulties in staffing and managing operations across disparate geographic areas;
- Difficulties associated with enforcing agreements and intellectual property rights through foreign legal systems;
- Trade protection measures and other regulatory requirements, which affect our ability to import or export our products from or to various countries;
- Adverse tax consequences;
- Unexpected changes in legal and regulatory requirements;
- Military conflict, terrorist activities, natural disasters and medical epidemics; and
- Our ability to recruit and retain channel partners in foreign jurisdictions.

***Our financial results may be affected by fluctuations in exchange rates and our current currency hedging strategy may not be sufficient to counter such fluctuations.***

Our financial statements are presented in U.S. dollars, while a significant portion of our business is conducted, and a substantial portion of our operating expenses are payable, in currencies other than the U.S. dollar, specifically the Canadian dollar. Due to the substantial volatility of currency exchange rates, exchange rate fluctuations may have a positive or adverse impact on our future revenues or expenses presented in our financial statements. We may use financial instruments, principally forward foreign currency contracts, in our management of foreign currency exposure. These contracts would primarily require us to purchase and sell certain foreign currencies with or for U.S. dollars at contracted rates. We may be exposed to a credit loss in the event of non-performance by the counterparties of these contracts. In addition, these financial instruments may not adequately manage our foreign currency exposure. Our results of operations could be adversely affected if we are unable to successfully manage currency fluctuations in the future.

### **Risks Related to Our Industry**

***The industry in which we operate is highly competitive and subject to rapid technological change. If our competitors are better able to develop and market products that are safer, more effective, less costly, easier to use, or are otherwise more attractive, we may be unable to compete effectively with other companies.***

The medical technology industry is characterized by intense competition and rapid technological change, and we will face competition on the basis of product features, clinical outcomes, price, services and other factors. Competitors may include large medical device and other companies, some of which have significantly greater financial and marketing resources than we do, and firms that are more specialized than we are with respect to particular markets. Our competition may respond more quickly to new or emerging technologies, undertake more extensive marketing campaigns, have greater financial, marketing and other resources than ours or may be more successful in attracting potential customers, employees and strategic partners.

Our competitive position will depend on multiple, complex factors, including our ability to achieve regulatory clearance and market acceptance for our products, develop new products, implement production and marketing plans, secure regulatory approvals for products under development and protect our intellectual property. In some instances, competitors may also offer, or may attempt to develop, alternative systems that may be delivered without a medical device or a medical device superior to ours. The development of new or improved products, processes or technologies by other companies may render our products or proposed products obsolete or less competitive. The entry into the market of manufacturers located in low-cost manufacturing locations may also create pricing pressure, particularly in developing markets. Our future success depends, among other things, upon our ability to compete effectively against current technology, as well as to respond effectively to technological advances or changing regulatory requirements, and upon our ability to successfully implement our marketing strategies and execute our research and development plan. Our research and development efforts are aimed, in part, at solving increasingly complex problems, as well as creating new technologies, and we do not expect that all of our projects will be successful. If our research and development efforts are unsuccessful, our future results of operations could be materially harmed.

***We face competition from other medical device companies that focus on similar markets.***

We face competition from primarily five companies that also focus on the ECG market that we intend to enter: CardioNet, LifeWatch, eCardio, Linecare, ScottCare and TZ Medical. These companies have longer operating histories and may have greater name recognition and substantially greater financial, technical and marketing resources than us. Many of these companies also have FDA or other applicable governmental approval to market and sell their products, and more extensive customer bases, broader customer relationships and broader industry alliances than us, including relationships with many of our potential customers. Increased competition from any of these sources could result in our failure to achieve and maintain an adequate level of customers and market share to support the cost of our operations.

***Our industry is experiencing greater scrutiny and regulation by governmental authorities, which may lead to greater governmental regulation in the future.***

In recent years, the medical device industry has been subject to increased regulatory scrutiny, including by the FDA, Health Canada and numerous other federal, state, provincial and foreign governmental authorities. This has included increased regulation, enforcement, inspections, and governmental investigations of the medical device industry and disclosure of financial relationships with health care professionals. We anticipate that governments will continue to scrutinize our industry closely, and that additional regulation by governmental authorities, both foreign and domestic, may increase compliance costs, exposure to litigation and other adverse effects to our operations.

***Unsuccessful clinical trials or procedures relating to products under development could have a material adverse effect on our prospects.***

The regulatory approval process for new products and new indications for existing products requires extensive clinical trials and procedures, including early clinical experiences and regulatory studies. Unfavorable or inconsistent clinical data from current or future clinical trials or procedures conducted by us, our competitors, or third parties, or perceptions regarding this clinical data, could adversely affect our ability to obtain necessary approvals and the market's view of our future prospects. Such clinical trials and procedures are inherently uncertain and there can be no assurance that these trials or procedures will be completed in a timely or cost-effective manner or result in a commercially viable product. Failure to successfully complete these trials or procedures in a timely and cost-effective manner could have a material adverse effect on our prospects. Clinical trials or procedures may experience significant setbacks even after earlier trials have shown promising results. Further, preliminary results from clinical trials or procedures may be contradicted by subsequent clinical analysis. In addition, results from our clinical trials or procedures may not be supported by actual long-term studies or clinical experience. If preliminary clinical results are later contradicted, or if initial results cannot be supported by actual long-term studies or clinical experience, our business could be adversely affected. Clinical trials or procedures may be suspended or terminated by us, the FDA or other regulatory authorities at any time if it is believed that the trial participants face unacceptable health risks.

***Intellectual property litigation and infringement claims could cause us to incur significant expenses or prevent us from selling certain of our products.***

The industry we operate in, in particular, the medical device industry is characterized by extensive intellectual property litigation and, from time to time, we might be the subject of claims by third parties of potential infringement or misappropriation. Regardless of outcome, such claims are expensive to defend and divert the time and effort of our management and operating personnel from other business issues. A successful claim or claims of patent or other intellectual property infringement against us could result in our payment of significant monetary damages and/or royalty payments or negatively impact our ability to sell current or future products in the affected category and could have a material adverse effect on its business, cash flows, financial condition or results of operations.

***If we are unable to protect the confidentiality of our trade secrets, our business and competitive position would be harmed.***

We plan on relying on trade secrets, including unpatented know-how, technology and other proprietary information, to maintain our competitive position. We will seek to protect these trade secrets, in part, by entering into non-disclosure and confidentiality agreements with parties who have access to them, such as our employees, corporate collaborators, outside scientific collaborators, contract manufacturers, consultants, advisors and other third parties. We will seek to protect our confidential proprietary information, in part, by entering into confidentiality and invention or patent assignment agreements with our employees and consultants. Moreover, to the extent we enter into such agreements, any of these parties may breach the agreements and disclose our proprietary information, including our trade secrets, and we may not be able to obtain adequate remedies for such breaches. Enforcing a claim that a party illegally disclosed or misappropriated a trade secret is difficult, expensive and time-consuming, and the outcome is unpredictable. In addition, some courts inside and outside the United States are less willing or unwilling to protect trade secrets. If any of our trade secrets were to be lawfully obtained or independently developed by a competitor, we would have no right to prevent them, or those to whom they communicate it, from using that technology or information to compete with us. If any of our trade secrets were to be disclosed to or independently developed by a competitor, our competitive position would be harmed. In general, any loss of trade secret protection or other unpatented proprietary rights could harm our business, results of operations and financial condition.

***If we are unable to protect our patents or other proprietary rights, or if we infringe on the patents or proprietary rights of others, our competitiveness and business prospects may be materially damaged.***

We have filed for one patent in Canada. We may continue to seek patent protection for our proprietary technology. Seeking patent protection is a lengthy and costly process, and there can be no assurance that patents will be issued from any pending applications, or that any claims allowed from existing or pending patents will be sufficiently broad or strong to protect our proprietary technology. There is also no guarantee that any patents we hold will not be challenged, invalidated or circumvented, or that the patent rights granted will provide competitive advantages to us. Our competitors have developed and may continue to develop and obtain patents for technologies that are similar or superior to our technologies. In addition, the laws of foreign jurisdictions in which we develop, manufacture or sell our products may not protect our intellectual property rights to the same extent, as do the laws of Canada or the United States.

Adverse outcomes in current or future legal disputes regarding patent and other intellectual property rights could result in the loss of our intellectual property rights, subject us to significant liabilities to third parties, require us to seek licenses from third parties on terms that may not be reasonable or favorable to us, prevent us from manufacturing, importing or selling our products, or compel us to redesign our products to avoid infringing third parties' intellectual property. As a result, we may be required to incur substantial costs to prosecute, enforce or defend our intellectual property rights if they are challenged. Any of these circumstances could have a material adverse effect on our business, financial condition and resources or results of operations.

***Dependence on patent and other proprietary rights and failing to protect such rights or to be successful in litigation related to such rights may result in our payment of significant monetary damages or impact offerings in our product portfolios.***

Our long-term success largely depends on our ability to market technologically competitive products. If we fail to obtain or maintain adequate intellectual property protection, we may not be able to prevent third parties from using our proprietary technologies or may lose access to technologies critical to our products. Also, our currently pending or future patents applications may not result in issued patents, and issued patents are subject to claims concerning priority, scope and other issues.

Furthermore, to the extent we do not file applications for patents domestically or internationally, we may not be able to prevent third parties from using our proprietary technologies or may lose access to technologies critical to our products in other countries.

***Enforcement of federal and state laws regarding privacy and security of patient information may adversely affect our business, financial condition or operations.***

The use and disclosure of certain health care information by health care providers and their business associates have come under increasing public scrutiny. Recent federal standards under the Health Insurance Portability and Accountability Act of 1996, or HIPAA, establish rules concerning how individually-identifiable health information may be used, disclosed and protected. Historically, state law has governed confidentiality issues, and HIPAA preserves these laws to the extent they are more protective of a patient's privacy or provide the patient with more access to his or her health information. As a result of the implementation of the HIPAA regulations, many states are considering revisions to their existing laws and regulations that may or may not be more stringent or burdensome than the federal HIPAA provisions. We must operate our business in a manner that complies with all applicable laws, both federal and state, and that does not jeopardize the ability of our customers to comply with all applicable laws. We believe that our operations are consistent with these legal standards. Nevertheless, these laws and regulations present risks for health care providers and their business associates that provide services to patients in multiple states. Because these laws and regulations are recent, and few have been interpreted by government regulators or courts, our interpretations of these laws and regulations may be incorrect. If a challenge to our activities is successful, it could have an adverse effect on our operations, may require us to forego relationships with customers in certain states and may restrict the territory available to us to expand our business. In addition, even if our interpretations of HIPAA and other federal and state laws and regulations are correct, we could be held liable for unauthorized uses or disclosures of patient information as a result of inadequate systems and controls to protect this information or as a result of the theft of information by unauthorized computer programmers who penetrate our network security. Enforcement of these laws against us could have a material adverse effect on our business, financial condition and results of operations.

***We may be subject, directly or indirectly, to federal and state health care fraud and abuse laws and regulations and if we are unable to fully comply with such laws, the Company could face substantial penalties.***

Our operations may be directly or indirectly affected by various broad state and federal health care fraud and abuse laws, including the Federal Healthcare Programs' Anti-Kickback Statute and the Stark law. If our present or future operations are found to be in violation of these laws, we or our officers may be subject to civil or criminal penalties, including large monetary penalties, damages, fines, imprisonment and exclusion from Medicare and Medicaid program participation. If enforcement action were to occur, our business and results of operations could be adversely affected.

***We may be subject to federal and state false claims laws which impose substantial penalties.***

Many of the physicians and patients whom we expect to use our services will file claims for reimbursement with government programs such as Medicare and Medicaid. As a result, we may be subject to the federal False Claims Act if we knowingly “cause” the filing of false claims. Violations may result in substantial civil penalties, including treble damages. The federal False Claims Act also contains “whistleblower” or “qui tam” provisions that allow private individuals to bring actions on behalf of the government alleging that the defendant has defrauded the government. In recent years, the number of suits brought in the medical industry by private individuals has increased dramatically. Various states have enacted laws modeled after the federal False Claims Act, including “qui tam” provisions, and some of these laws apply to claims filed with commercial insurers. We are unable to predict whether we could be subject to actions under the federal False Claims Act, or the impact of such actions. However, the costs of defending claims under the False Claims Act, as well as sanctions imposed under the False Claims Act, could adversely affect our results of operations.

***Changes in the health care industry or tort reform could reduce the number of arrhythmia monitoring solutions ordered by physicians, which could result in a decline in the demand for our planned solutions, pricing pressure and decreased revenue.***

Changes in the health care industry directed at controlling health care costs or perceived over-utilization of arrhythmia monitoring solutions could reduce the volume of solutions ordered by physicians. If more health care cost controls are broadly instituted throughout the health care industry, the volume of cardiac monitoring solutions could decrease, resulting in pricing pressure and declining demand for our planned services, which could harm our operating results. In addition, it has been suggested that some physicians order arrhythmia monitoring solutions, even when the services may have limited clinical utility, primarily to establish a record for defense in the event of a claim of medical malpractice against the physician. Legal changes increasing the difficulty of initiating medical malpractice cases, known as tort reform, could reduce the amount of our services prescribed as physicians respond to reduced risks of litigation, which could harm our operating results.

## **Risks Related to Our Securities and Other Risks**

### ***An active and visible public trading market for our Common Stock may not develop.***

We do not currently have an active or visible trading market. We cannot predict whether an active market for our Common Stock will ever develop in the future. In the absence of an active trading market:

- Investors may have difficulty buying and selling or obtaining market quotations;
- Market visibility for shares of our Common Stock may be limited; and
- A lack of visibility for shares of our Common Stock may have a depressive effect on the market price for shares of our Common Stock.

Our Common Stock is quoted over-the-counter on a market operated by OTC Markets Group, Inc. These markets are relatively unorganized, inter-dealer, over-the-counter markets that provide significantly less liquidity than NASDAQ or the NYSE MKT. No assurances can be given that our Common Stock, even if quoted on such markets, will ever actively trade on such markets, much less a senior market like NASDAQ or NYSE MKT. In this event, there would be a highly illiquid market for our Common Stock and you may be unable to dispose of your Common Stock at desirable prices or at all. Moreover, there is a risk that our Common Stock could be delisted from its current tier of the OTC Market, in which case our stock may be quoted on markets even more illiquid.

### ***The market price of our common stock may be volatile.***

The market price for our Common Stock may be volatile and subject to wide fluctuations in response to factors including the following:

- Our ability to successfully bring any of our proposed or planned products to market;
- Actual or anticipated fluctuations in our quarterly or annual operating results;
- Changes in financial or operational estimates or projections;
- Conditions in markets generally;
- Changes in the economic performance or market valuations of companies similar to ours;
- Announcements by us or our competitors of new products, acquisitions, strategic partnerships, joint ventures or capital commitments;
- Our intellectual property position; and
- General economic or political conditions in the United States or elsewhere.

In addition, the securities market has from time to time experienced significant price and volume fluctuations that are not related to the operating performance of particular companies. These market fluctuations may also materially and adversely affect the market price of shares of our Common Stock.

### ***Because we were engaged in a transaction that can be generally characterized as a “reverse merger,” we may not be able to attract the attention of major brokerage firms.***

Additional risks may exist since we were engaged in a transaction that can be generally characterized as a “reverse merger.” Securities analysts of major brokerage firms may not provide coverage of the Company since there is little incentive to brokerage firms to recommend the purchase of the common stock. No assurance can be given that brokerage firms will want to conduct any secondary offerings on behalf of the Company in the future.



***Our Company may have undisclosed liabilities and any such liabilities could harm our revenues, business, prospects, financial condition and results of operations.***

Before the Acquisition Transaction, iMedical conducted due diligence on our Company customary and appropriate for a transaction similar to the Acquisition Transaction. However, the due diligence process may not reveal all material liabilities of our Company currently existing or which may be asserted in the future against our Company relating to its activities before the consummation of the Acquisition Transaction. In addition, the Exchange Agreement contains representations with respect to the absence of any liabilities. However, there can be no assurance that our Company will not have any liabilities upon the closing of the Acquisition Transaction that we are unaware of or that we will be successful in enforcing any indemnification provisions or that such indemnification provisions will be adequate to reimburse us. Any such liabilities of our Company that survive the Acquisition Transaction could harm our revenues, business, prospects, financial condition and results of operations.

***When the registration statement of which this prospectus is a part become effective, there will be a significant number of shares of common stock eligible for sale, which could depress the market price of such stock.***

We are registering for resale all of the approximately 22,500,000 shares of common stock issued or issuable to the iMedical shareholders, in addition to an additional 2,241,740 shares underlying convertible debentures and warrants that we have outstanding. Although the 22,500,000 shares are subject to a lock-up agreement for a period of no more than one year from the effective date of the registration statement, a large number of shares of our common stock would become available for sale in the public market, which could harm the market price of the stock.

***Our largest stockholder will substantially influence our Company for the foreseeable future, including the outcome of matters requiring shareholder approval and such control may prevent you and other stockholders from influencing significant corporate decisions and may result in conflicts of interest that could cause the Company's stock price to decline.***

Mr. Al-Siddiq beneficially owns approximately 19% of our outstanding shares of Common Stock and common stock underlying the Exchangeable Shares. As a result, coupled with his board seat, he will have the ability to influence the election of our directors and the outcome of corporate actions requiring shareholder approval, such as: (i) a merger or a sale of our Company, (ii) a sale of all or substantially all of our assets, and (iii) amendments to our articles of incorporation and bylaws. This concentration of voting power and control could have a significant effect in delaying, deferring or preventing an action that might otherwise be beneficial to our other shareholders and be disadvantageous to our shareholders with interests different from those entities and individuals. Mr. Al-Siddiq also has significant control over our business, policies and affairs as an executive officer or director of our Company. He may also exert influence in delaying or preventing a change in control of the Company, even if such change in control would benefit the other stockholders of the Company. In addition, the significant concentration of stock ownership may adversely affect the market value of the Company's common stock due to investors' perception that conflicts of interest may exist or arise.

***We currently do not have any independent directors on our Board, which limits our ability to establish effective independent corporate governance procedures.***

Our board of directors has significant control over us and we have not established committees comprised of independent directors. We have only one director, who holds executive officer positions and is not independent. Accordingly, he has significant control over all corporate issues. We do not have an audit, compensation, governance or nominating committee comprised of independent directors. Our Board as a whole currently performs these functions. Thus, there is a potential conflict in that our sole director is also engaged in management and participate in decisions concerning management compensation and audit issues, among other issues, that may affect management performance.

Although we intend to add additional members to our Board of Directors as qualified candidates become available, until we have a board of directors that would include a majority of independent members, if ever, there will be limited or no independent oversight of our directors' decisions and activities.

***Material weaknesses may exist when the Company reports on the effectiveness of its internal control over financial reporting for purposes of its reporting requirements.***

We will be required to provide management's report on the effectiveness of internal control over financial reporting in our Annual Reports on Form 10-K, as required by Section 404 of Sarbanes-Oxley. Material weaknesses may exist when the Company reports on the effectiveness of its internal control over financial reporting for purposes of its reporting requirements under the Exchange Act or Section 404 of Sarbanes-Oxley following the completion of the Acquisition Transaction. The existence of one or more material weaknesses would preclude a conclusion that the Company maintains effective internal control over financial reporting. Such a conclusion would be required to be disclosed in the Company's future Annual Reports on Form 10-K and could harm the Company's reputation and cause the market price of its common stock to drop.

***Anti-takeover provisions that may be in the Company's charter and bylaws may prevent or frustrate attempts by stockholders to change the board of directors or current management and could make a third-party acquisition of the Company difficult.***

The Company's certificate of incorporation and bylaws may contain provisions that may discourage, delay or prevent a merger, acquisition or other change in control that stockholders may consider favorable, including transactions in which stockholders might otherwise receive a premium for their shares. These provisions could limit the price that investors might be willing to pay in the future for shares of the Company's common stock.

***If our common stock becomes subject to the SEC's penny stock rules, broker-dealers may experience difficulty in completing customer transactions and trading activity in our securities may be adversely affected.***

The SEC has adopted regulations, which generally define "penny stock" to be an equity security that has a market price of less than \$5.00 per share, subject to specific exemptions. The market price of our common stock after the consummation of the Acquisition Transaction will likely be less than \$5.00 per share and therefore would be a "penny stock" according to SEC rules, unless we are listed on a national securities exchange. Under these rules, broker-dealers who recommend such securities to persons other than institutional accredited investors must:

- Make a special written suitability determination for the purchaser;
- Receive the purchaser's prior written agreement to the transaction;
- Provide the purchaser with risk disclosure documents which identify certain risks associated with investing in "penny stocks" and which describe the market for these "penny stocks" as well as a purchaser's legal remedies; and
- Obtain a signed and dated acknowledgment from the purchaser demonstrating that the purchaser has actually received the required risk disclosure document before a transaction in a "penny stock" can be completed.

If our Common Stock becomes subject to these rules, broker-dealers may find it difficult to effectuate customer transactions and trading activity in our securities may be adversely affected. As a result, the market price of our securities may be depressed, and you may find it more difficult to sell your securities.

***The market for penny stocks has experienced numerous frauds and abuses, which could adversely impact investors in our stock.***

OTC Market securities are frequent targets of fraud or market manipulation, both because of their generally low prices and because reporting requirements are less stringent than those of the stock exchanges such as NASDAQ. Patterns of fraud and abuse include:

- Control of the market for the security by one or a few broker-dealers that are often related to the promoter or issuer;
- Manipulation of prices through prearranged matching of purchases and sales and false and misleading press releases;
- "Boiler room" practices involving high pressure sales tactics and unrealistic price projections by inexperienced sales persons;
- Excessive and undisclosed bid-ask differentials and markups by selling broker-dealers; and
- Wholesale dumping of the same securities by promoters and broker-dealers after prices have been manipulated to a desired level, along with the inevitable collapse of those prices with consequent investor losses.

Our management is aware of the abuses that have occurred historically in the penny stock market.

***We have not paid dividends in the past and do not expect to pay dividends in the future, and any return on investment may be limited to the value of our stock.***

We have never paid any cash dividends on our common stock and do not anticipate paying any cash dividends on our common stock in the foreseeable future and any return on investment may be limited to the value of our common stock. We plan to retain any future earning to finance growth.

**IN ADDITION TO THE ABOVE RISKS, BUSINESSES ARE OFTEN SUBJECT TO RISKS NOT FORESEEN OR FULLY APPRECIATED BY MANAGEMENT. IN REVIEWING THIS PROSPECTUS, POTENTIAL INVESTORS SHOULD KEEP IN MIND THAT THERE MAY BE OTHER POSSIBLE RISKS THAT COULD BE IMPORTANT.**

## USE OF PROCEEDS

The shares of our common stock offered by this prospectus are being registered solely for the account of the selling stockholders. We will not receive any of the proceeds from the sale of these shares; however, we will receive an aggregate of approximately \$805,928 upon the exercise of the warrants, subject to exchange rates.

## DETERMINATION OF OFFERING PRICE

The selling stockholders will determine at what price they may sell the shares of common stock offered by this prospectus, and such sales may be made at prevailing market prices, or at privately negotiated prices.

## MARKET PRICE AND DIVIDENDS ON OUR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

### Market Information

Our common stock is traded on the OTCQB marketplace under the symbol “BTCY” since February 1, 2016. Prior to that, from November 11, 2015, our common stock was quoted on the OTCQB marketplace under the symbol “MTSU,” but did not commence trading until February 15, 2016. On April 20, 2016, the closing price of our common stock as reported on the OTCQB marketplace was \$1.8 per share. The quotations on our common stock reflect inter-dealer prices, without retail mark-up, mark-down or commission and may not represent actual transactions.

We consider our common stock to be thinly traded and, accordingly, reported sales prices or quotations may not be a true market-based valuation of our common stock.

### Holdings

As of April 20, 2016, an aggregate of 15,876,947 shares of our common stock were issued and outstanding and owned by approximately 26 shareholders of record, and of which 750,000 are held in escrow and subject to forfeiture if we are unable to raise at least \$6,000,000 in capital within six months of the closing of the Acquisition Transaction. In addition, as of April 20, 2016, 9,123,031 Exchangeable Shares were issued and outstanding, which were held by approximately 31 holders of record. We also believe there are more owners of our common stock whose shares are held by nominees or in street name.

There is one share of the Special Voting Preferred Stock issued and outstanding, held by the Trustee.

### Dividends

We do not anticipate paying any cash dividends in the foreseeable future and we intend to retain all of our earnings, if any, to finance our growth and operations and to fund the expansion of our business. Payment of any dividends will be made in the discretion of our Board of Directors, after our taking into account various factors, including our financial condition, operating results, current and anticipated cash needs and plans for expansion. No dividends may be declared or paid on our Common Stock, unless a dividend, payable in the same consideration or manner, is simultaneously declared or paid, as the case may be, on our shares of preferred stock, if any.

## Repurchase of Equity Securities

In May 2015, iMedical repurchased 1,100,000 of its outstanding common shares at cost from a related party, which were cancelled upon their repurchase. We have no plans, programs or other arrangements in regards to further repurchases of our common stock.

## Equity Compensation Plan Information

Shown below is information as of December 31, 2015 with respect to the common shares of iMedical that may be issued under its equity compensation plans.

<b>Plan category</b>	<b>(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights</b>	<b>(b) Weighted-average exercise price of outstanding options, warrants and rights</b>	<b>(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))</b>
Equity compensation plans approved by security holders	—	—	—
Equity compensation plans not approved by security holders (1)	1,097,500	\$0.847	—
Total	1,097,500		—

(1)

At the time of the Acquisition Transaction on February 2, 2016, each (a) outstanding option granted or issued pursuant to iMedical's equity compensation plans was exchanged for approximately 1.197 economically equivalent replacement options with a corresponding adjustment to the exercise price and (b) outstanding warrant granted or issued pursuant to iMedical's equity compensation plans was adjusted so the holder receives approximately 1.197 shares of common stock with a corresponding adjustment to the exercise price.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The following Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") covers information pertaining to iMedical up to December 31, 2015 and should be read in conjunction with the audited financial statements and related notes of iMedical as of and for the year ended December 31, 2015 and 2014. Except as otherwise noted, the financial information contained in this MD&A and in the financial statements has been prepared in accordance with accounting principles generally accepted in the United States of America. All amounts are expressed in U.S. dollars unless otherwise noted.*

### Forward Looking Statements

Certain information contained in this MD&A includes "forward-looking statements." Statements which are not historical reflect our current expectations and projections about our future results, performance, liquidity, financial condition and results of operations, prospects and opportunities and are based upon information currently available to us and our management and their interpretation of what is believed to be significant factors affecting our existing and proposed business, including many assumptions regarding future events. Actual results, performance, liquidity, financial condition and results of operations, prospects and opportunities could differ materially and perhaps substantially from those expressed in, or implied by, these forward-looking statements as a result of various risks, uncertainties and other factors, including those risks described in detail in the section of this prospectus entitled "Risk Factors" as well as elsewhere in this prospectus.

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," or "project" or the negative of these words or other variations on these words or comparable terminology.

In light of these risks and uncertainties, and especially given the nature of our existing and proposed business, there can be no assurance that the forward-looking statements contained in this section and elsewhere in this prospectus will in fact occur. Potential investors should not place undue reliance on any forward-looking statements. Except as expressly required by the federal securities laws, there is no undertaking to publicly update or revise any forward-looking statements, whether as a result of new information, future events, changed circumstances or any other reason.

### Company Overview

We are a healthcare technology company committed to the development of software and hardware solutions to help the management of chronic health issues. We aim to provide a turnkey, wearable medical cardiac monitoring solution. To achieve this, we are dedicated to continuing our research and development programs, honing our medical-device expertise, increasing our deep knowledge of biometrics, developing both software and hardware components and nurturing a cohesive medical network.

## **Critical Accounting Policies**

The financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“US GAAP”) and are expressed in United States Dollars. Significant accounting policies are summarized below:

### **Use of Estimates**

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Areas involving significant estimates and assumptions include: deferred income tax assets and related valuation allowance, accruals and valuation of warrants and stock options. Actual results could differ from those estimates. These estimates are reviewed periodically, and, as adjustments become necessary, they are reported in earnings in the period in which they become known.

### **Equipment**

Equipment is recorded at cost less accumulated depreciation and depreciated over the estimated useful lives at the following rates and methods:

Computer & Electronics — 3 year straight line

Furniture and Fixtures — 3 year straight line

Routine repairs and maintenance are expensed as incurred. Improvements, that are betterments, are capitalized at cost. iMedical applies a half-year rule in the year of acquisition.

### **Cash**

Cash includes cash on hand and balances with banks.

### **Research and Development**

iMedical is engaged in research and development work. Research and development costs, which relate primarily to software development, are charged to operations as incurred. Under certain research and development arrangements with third parties, iMedical may be required to make payments that are contingent on the achievement of specific developmental, regulatory and/or commercial milestones. Before a product receives regulatory approval, milestone payments made to third parties are expensed when the milestone is achieved. Milestone payments made to third parties after regulatory approval is received are capitalized and amortized over the estimated useful life of the approved product. Research and development costs were \$1,143,453 and \$832,661 for the years ended December 31, 2015 and 2014, respectively.

## **Income Taxes**

iMedical accounts for income taxes in accordance with ASC 740. iMedical provides for federal and provincial income taxes payable, as well as for those deferred because of the timing differences between reporting income and expenses for financial statement purposes versus tax purposes. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Deferred tax assets and liabilities are measured using the enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recoverable or settled. The effect of a change in tax rates is recognized as income or expense in the period of the change. A valuation allowance is established, when necessary, to reduce deferred income tax assets to the amount that is more likely than not to be realized.

## **Fair Value of Financial Instruments**

Accounting Standards Codification Topic 820 “Fair Value Measurements and Disclosures” (“ASC 820”) defines fair value, establishes a framework for measuring fair value and expands required disclosure about fair value measurements of assets and liabilities. ASC 820-10 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820-10 also establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

- Level 1 – Valuation based on quoted market prices in active markets for identical assets or liabilities.
- Level 2 – Valuation based on quoted market prices for similar assets and liabilities in active markets.
- Level 3 – Valuation based on unobservable inputs that are supported by little or no market activity, therefore requiring management’s best estimate of what market participants would use as fair value.

In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety. iMedical’s assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset or liability.

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values due to the short-term nature of these instruments or interest rates that are comparable to market rates. These financial instruments include cash and accounts payable. iMedical’s cash, which is carried at fair value, is classified as a Level 1 financial instrument. iMedical’s bank accounts are maintained with financial institutions of reputable credit, therefore, bear minimal credit



## **Impairment of Long-Lived Assets**

In accordance with ASC Topic 360-10, iMedical, on a regular basis, reviews the carrying amount of long-lived assets for the existence of facts or circumstances, both internally and externally, that suggest impairment. iMedical determines if the carrying amount of a long-lived asset is impaired based on anticipated undiscounted cash flows, before interest, from the use of the asset. In the event of impairment, a loss is recognized based on the amount by which the carrying amount exceeds the fair value of the asset. Fair value is determined based on appraised value of the assets or the anticipated cash flows from the use of the asset or asset group, discounted at a rate commensurate with the risk involved.

## **Stock Based Compensation**

iMedical accounts for share-based payments in accordance with the provision of ASC 718, which requires that all share-based payments issued to acquire goods or services, including grants of employee stock options, be recognized in the statement of operations based on their fair values, net of estimated forfeitures. ASC 718 requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. Compensation expense related to share-based awards is recognized over the requisite service period, which is generally the vesting period.

iMedical accounts for stock based compensation awards issued to non-employees for services, as prescribed by ASC 718-10, at either the fair value of the services rendered or the instruments issued in exchange for such services, whichever is more readily determinable, using the guidelines in ASC 505-50. iMedical issues compensatory shares for services including, but not limited to, executive, management, accounting, operations, corporate communication, financial and administrative consulting services.

## **Convertible Notes Payable and Derivative Instruments**

iMedical accounts for conversion options embedded in convertible notes in accordance with ASC 815. ASC 815 generally requires companies to bifurcate conversion options embedded in convertible notes from their host instruments and to account for them as free standing derivative financial instruments. ASC 815 provides for an exception to this rule when convertible notes, as host instruments, are deemed to be conventional, as defined by ASC 815-40.

iMedical accounts for convertible notes deemed conventional and conversion options embedded in non-conventional convertible notes which qualify as equity under ASC 815, in accordance with the provisions of ASC 470-20, which provides guidance on accounting for convertible securities with beneficial conversion features. Accordingly, iMedical records, as a discount to convertible notes, the intrinsic value of such conversion options based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. Debt discounts under these arrangements are amortized over the term of the related debt.

## Recently Issued Accounting Pronouncements

In May 2014, an accounting pronouncement was issued by the FASB to clarify existing guidance on revenue recognition. This guidance includes the required steps to achieve the core principle that a company should recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. This pronouncement is effective for fiscal years and interim periods beginning after December 15, 2017, with early adoption permitted. The guidance permits the use of one of two retrospective transition methods. The Company has not yet selected a transition method nor have determined the effect that the adoption of the pronouncement may have on its financial position and/or results of operations.

On January 1, 2015, the Company adopted the accounting pronouncement issued by the FASB updating existing guidance on discontinued operations. This guidance raises the threshold for a disposal to qualify as a discontinued operation and requires new disclosures of both discontinued operations and certain other disposals that do not meet the definition of a discontinued operation. This pronouncement is aimed at reducing the frequency of disposals reported as discontinued operations by focusing on strategic shifts that have or will have a major effect on an entity's operations and financial results. The Company will consider this guidance in conjunction with future disposals, if any.

In April 2015, an accounting pronouncement was issued by the FASB to update the guidance related to the presentation of debt issuance costs. This guidance requires debt issuance costs, related to a recognized debt liability, be presented in the balance sheet as a direct deduction from the carrying amount of the related debt liability rather than being presented as an asset. This pronouncement is effective retrospectively for fiscal years beginning after December 15, 2015, with early adoption permitted. The Company intend to adopt this pronouncement on January 1, 2016, and the adoption will not have a material impact on its financial position and/or results of operations.

In September 2015, an accounting pronouncement was issued by the FASB which eliminates the requirement that an acquirer in a business combination account for measurement-period adjustments retrospectively. Instead, an acquirer will recognize a measurement-period adjustment during the period in which it determines the amount of the adjustment. This pronouncement is effective for fiscal years beginning after December 15, 2015, with early adoption permitted. The Company intend to adopt this pronouncement on January 1, 2016, and the adoption will not have a material impact on its financial position and/or results of operations.

In November 2015, an accounting pronouncement was issued by the FASB to simplify the presentation of deferred income taxes within the balance sheet. This pronouncement eliminates the requirement that deferred tax assets and liabilities are presented as current or noncurrent based on the nature of the underlying assets and liabilities. Instead, the pronouncement requires all deferred tax assets and liabilities, including valuation allowances, be classified as noncurrent. This pronouncement is effective for fiscal years beginning after December 15, 2016, with early adoption permitted. The Company intend to adopt this pronouncement on January 1, 2017, and the adoption will not have a material impact on its financial position and/or results of operations.

## **Results of Operations**

From our inception in July 2009 through to December 31, 2015, iMedical has generated a deficit of \$9,228,774. We expect to incur additional operating losses during the fiscal year ending December 31, 2016 and beyond, principally as a result of our continuing anticipated research and development costs and due to anticipated initial limited sales of the Bioflux, our planned first product. When we approach final stages of the anticipated commercialization of the Bioflux, we will have to devote and expect to continue to devote significant resources in the areas of capital expenditures and research and development costs.

### ***Fiscal Year Ended December 31, 2015 Compared To Fiscal Year Ended December 31, 2014***

#### *Operating Expenses*

Total operating expenses for the fiscal year ended December 31, 2015 were \$5,130,003 compared to \$1,706,202 for the fiscal year ended December 31, 2014, as further described below.

For the fiscal year ended December 31, 2015, we incurred research and development expenses of \$1,143,453, compared to research and development expenses of \$832,661 for the fiscal year ended December 31, 2014. The increase in research and development expenses relates primarily to hiring additional members of our research and development team as well as accelerating our research and development activities as we approach the commercialization of our first product.

For the fiscal year ended December 31, 2015, we incurred general and administrative expenses of \$3,986,550, compared to general and administrative expenses of \$873,541 for the fiscal year ended December 31, 2014. The increase relates primarily to the stock based compensation of \$2,257,953 recorded during the fiscal year 2015 and an increase in professional and consulting fees of \$254,048 due to acceleration in our activities in connection with our planned commercialization of our first product.

#### *Net Loss*

Net loss for the fiscal year ended December 31, 2015 amounted to \$5,185,852, resulting in a loss per share of \$0.32, compared to \$1,706,202 for the fiscal year ended December 31, 2014, resulting in a loss per share of \$0.12. The increase in the net loss from the fiscal year ended December 31, 2014 to the fiscal year ended December 31, 2015 is primarily due to the increase in stock based compensation and acceleration of our research and development and commercialization activities in 2015.

#### *Translation Adjustment*

Translation adjustment for the year ended December 31, 2015 was \$35,313 as compared to translation adjustment of \$3,052 for the year ended December 31, 2014. This translation adjustment represents loss resulted from the translation of currency in the financial statements from iMedical's functional currency of Canadian dollars to the reporting currency in U.S. dollars.

## **Liquidity and Capital Resources**

We are a development stage company and have not yet realized any revenues from our planned operations. We have working capital of \$105,821 at December 31, 2015, and have incurred a deficit of \$9,228,774 from inception to December 31, 2015. We have funded operations primarily through the issuance of capital stock and other securities.

During the year ended December 31, 2015, we raised net cash of \$1,996,628 through the issuance of convertible promissory notes and exercise of warrants, as compared to \$1,715,695 for the year ended December 31, 2014.

As we proceed with the commercialization of the Bioflux product development we have devoted and expect to continue to devote significant resources in the areas of capital expenditures and research and development costs and operations, marketing and sales expenditures.

We expect to require additional funds to further develop our business plan, including the anticipated commercialization of the Bioflux and Biolife products. Based on our current operating plans, we will require additional resources to introduce the Bioflux into the Mobile Cardiac Telemetry market and the Biolife device into the consumer market. Since it is impossible to predict with certainty the timing and amount of funds required to launch the Bioflux and Biolife product in any other markets or any of our other proposed products, we anticipate that we will need to raise additional funds through equity or debt offerings or otherwise in order to meet our expected future liquidity requirements. Any such financing that we undertake will likely be dilutive to existing stockholders.

In addition, we expect to also need additional funds to respond to business opportunities and challenges, including our ongoing operating expenses, protecting our intellectual property, developing or acquiring new lines of business and enhancing our operating infrastructure. While we may need to seek additional funding for such purposes, we may not be able to obtain financing on acceptable terms, or at all. In addition, the terms of our financings may be dilutive to, or otherwise adversely affect, holders of our common stock. We may also seek additional funds through arrangements with collaborators or other third parties. We may not be able to negotiate any such arrangements on acceptable terms, if at all. If we are unable to obtain additional funding on a timely basis, we may be required to curtail or terminate some or all of our product lines.

## **Off Balance Sheet Arrangements**

We have no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

## BUSINESS

### Summary

Biotricity is a leading-edge medical technology company focused on biometric data monitoring solutions. Our aim is to deliver innovative, remote monitoring solutions to the medical, healthcare, and consumer markets, with a focus on diagnostic and post-diagnostic solutions for lifestyle and chronic illnesses. We approach the diagnostic side of remote patient monitoring by applying innovation within existing business models where reimbursement is established. We believe this approach reduces the risk associated with traditional medical device development and accelerates the path to revenue. In post-diagnostic markets, we intend to apply medical grade biometrics to enable consumers to self-manage, thereby driving patient compliance and reducing healthcare costs. We intend to first focus on a segment of the multi-billion-dollar diagnostic mobile cardiac telemetry market, otherwise known as MCT.

To date, we have developed our Bioflux MCT technology which is comprised of a monitoring device and software component, verified our business model, and built strategic partnerships to accelerate our go-to-market strategy and growth.

We have established research partnerships with academic institutions such as the University of Calgary, and federal research organizations such as the National Research Council of Canada (NRCC). We are also currently engaged in a collaboration with the Rockyview General Hospital in Calgary, Canada, to determine the predictive value of electrocardiogram (ECG) readings in preventative healthcare applications. The study is designed to identify novel patterns in ECG readings that may be translated into probability models for use in the development of proprietary algorithms for diagnostic applications, and to determine if ECG readings have predictive value for use in preventative healthcare applications, such as self-managed care. The research is partly funded by the NRCC.

### History

Our Company was incorporated on August 29, 2012 in the State of Nevada. At the time of our incorporation the name of our company was Metasolutions, Inc. On January 27, 2016, we filed with the Secretary of State of the State of Nevada a Certificate of Amendment to our Articles of Incorporation (the "Certificate of Amendment"), effective as of February 1, 2016, whereby, among other things, we changed our name to Biotricity Inc. and increased the authorized number of shares of common stock from 100,000,000 to 125,000,000 and "blank check" preferred stock from 1,000,000 to 10,000,000.

iMedical was incorporated on July 3, 2014 under the Canada Business Corporations Act. Sensor Mobility Inc. was incorporated on July 22, 2009 under the laws of the Province of Ontario, Canada. Sensor Mobility was also engaged in research and development activities within the remote monitoring segment of preventative care. On August 11, 2014, all the stockholders of Sensor Mobility entered into a series of rollover agreements for the sale of their shares to iMedical. Pursuant to these agreements, all the stockholders of Sensor Mobility received twice the number of shares of iMedical in exchange for their shares in Sensor Mobility. Accordingly, iMedical issued 11,829,500 shares in exchange for 5,914,750 shares of Sensor Mobility, which were subsequently cancelled, effective November 21, 2014. As the former stockholders of Sensor Mobility became the majority stockholders of iMedical in such transaction, it was accounted for as a reverse merger and was treated as an acquisition of iMedical (legal acquirer) and a recapitalization of Sensor Mobility (accounting acquirer). As Sensor Mobility was the accounting acquirer, the results of its operations carried over. Consequently, the assets and liabilities and the historical operations reflected in this prospectus for the periods prior to November 21, 2014 are those of Sensor Mobility. Effective from November 21, 2014, the financial statements include the assets, liabilities and operations of iMedical.

Our principal executive office is located at 75 International Blvd., Suite 300, Toronto, ON Canada M9W 6L9, and its telephone number is (416) 214-3678. It also has executive offices at 275 Shoreline Drive, Redwood City, California. Our website address is www.biotricity.com. The information on our website is not part of this prospectus.

### **The Acquisition Transaction**

On February 2, 2016 we completed our acquisition of iMedical through our indirect subsidiary 1062024 B.C. LTD., a company existing under the laws of the Province of British Columbia ("Exchangeco"), as described more fully below (collectively referred to as the "Acquisition Transaction").

In connection with the closing of the Acquisition Transaction, we experienced a change of control, as:

- our sole former director resigned and a new director, who is the sole director of iMedical, was appointed to fill the vacancy;
- our prior Chief Executive Officer and sole officer, who beneficially owned 6,500,000 shares of our common stock, resigned from all positions and transferred all of his shares back to us for cancellation;
- the former management of iMedical were appointed as our executive officers; and
- the former shareholders of iMedical entered into a transaction whereby their existing common shares of iMedical were exchanged for either: (a) shares in the capital of Exchangeco that are exchangeable for shares of our common stock at the same ratio as if the shareholders exchanged their common shares in iMedical at the consummation of the Acquisition Transaction for our common stock (the "Exchangeable Shares"); or (b) shares of our common stock, which (assuming exchange of all such Exchangeable Shares) would equal in the aggregate a number of shares of our common stock that constitute 90% of our issued and outstanding shares as of the date of the closing date of the Acquisition Transaction.

Immediately prior to the closing of the Acquisition Transaction, we transferred all of the then-existing business, properties, assets, operations, liabilities and goodwill of the Company, to W270 SA, a Costa Rican corporation, pursuant to an Assignment and Assumption Agreement (the "Assignment and Assumption Agreement"). Accordingly, as of immediately prior to the closing of the Acquisition Transaction, we had no assets or liabilities.

On February 2, 2016, we entered into an Exchange Agreement with 1061806 BC LTD. ("Calco"), a British Columbia corporation and our wholly owned subsidiary, Exchangeco, iMedical and the former shareholders of iMedical (the "Exchange Agreement"), whereby Exchangeco acquired 100% of the outstanding common shares of iMedical, taking into account the Exchangeable Share Transaction (as defined below). After giving effect to this transaction, we commenced operations through iMedical.

Effective on the closing of the Acquisition Transaction:

- (a) the Company issued approximately 1.197 shares of its common stock in exchange for each common share of iMedical held by iMedical shareholders who in general terms, are not residents of Canada (for the purposes of the *Income Tax Act* (Canada)) (the “Non-Eligible Holders”);
- (b) shareholders of iMedical who in general terms, are Canadian residents (for the purposes of the *Income Tax Act* (Canada)) (the “Eligible Holders”) received approximately 1.197 Exchangeable Shares in the capital of Exchangeco in exchange for each common share of iMedical held (collectively, (a) and (b) being, the “Exchangeable Share Transaction”);
- (c) each outstanding option (each an “Option”) to purchase common shares in iMedical (whether vested or unvested) was exchanged, without any further action or consideration on the part of the holder of such option, for approximately 1.197 economically equivalent replacement options (each a “Replacement Option”) with an inverse adjustment to the exercise price of the Replacement Option to reflect the exchange ratio of approximately 1.197:1;
- (d) each outstanding warrant (each a “Warrant”) to purchase common shares in iMedical was adjusted, in accordance with the terms thereof, such that it entitles the holder to receive approximately 1.197 shares of the common stock of the Company for each Warrant, with an inverse adjustment to the exercise price of the Warrants to reflect the exchange ratio of approximately 1.197:1;
- (e) each outstanding advisor warrant (each an “Advisor Warrant”) to purchase common shares in iMedical was adjusted, in accordance with the terms thereof, such that it entitles the holder to receive approximately 1.197 shares of the common stock of the Company for each Advisor Warrant, with an inverse adjustment to the exercise price of the Advisor Warrants to reflect the exchange ratio of approximately 1.197:1; and
- (f) the outstanding 11% secured debentures of iMedical (each a “Convertible Debenture”) were adjusted, in accordance with the adjustment provisions thereof, as and from closing, so as to permit the holders to convert (and in some circumstances permit the Company to force the conversion of) the Convertible Debentures into shares of the common stock of the Company at a 25% discount to the purchase price per share in our next offering.

Pursuant to the rights and privileges of the Exchangeable Shares, the holders of such Exchangeable Shares maintain the right to: (i) receive dividends equal to, and to be paid concurrently with, dividends paid by the Company to the holders of its common stock; (ii) vote, through the Trustee’s voting of the Special Voting Preferred Stock (as defined herein), on all matters that the holders of Common Stock of the Company are entitled to vote upon; and (iii) receive shares of Common Stock of the Company upon the liquidation or insolvency of the Company or upon the redemption of such Exchangeable Shares by Exchangeco. The Exchangeable Shares do not give the holders thereof any economic, voting, or other control rights over either Exchangeco or iMedical.

As part of the Exchangeable Share Transaction, we entered into the following agreements, each dated February 2, 2016:

- Voting and Exchange Trust Agreement (the “Trust Agreement”) with Exchangeco, Callco and Computershare Trust Company of Canada (the “Trustee”); and
- Support Agreement (the “Support Agreement”) with Exchangeco and Callco.

Pursuant to the terms of the Trust Agreement, the parties created a trust for the benefit of its beneficiaries, which are the holders of the Exchangeable Shares, enabling the Trustee to exercise the voting rights of such holders until such time as they choose to redeem their Exchangeable Shares for shares of the common stock of the Company, and allowing the Trustee to hold certain exchange rights in respect of the Exchangeable Shares.

As a condition of the Trust Agreement and prior to the execution thereof, we filed a Certificate of Designation with the Nevada Secretary of State, effective February 2, 2016, designating a class of our preferred shares as the Special Voting Preferred Stock (the “Special Voting Preferred Stock”) and issued one share of the Special Voting Preferred Stock to the Trustee.

The Special Voting Preferred Stock entitles the Trustee to exercise the number of votes equal to the number of Exchangeable Shares outstanding on a one-for-one basis during the term of the Trust Agreement. The Trust Agreement further sets out the terms and conditions under which holders of the Exchangeable Shares are entitled to instruct the Trustee as to how to vote during any stockholder meetings of our company.

Pursuant to the terms of the Trust Agreement, we granted the Trustee the right to require the Company to purchase the Exchangeable Shares from any beneficiary upon the occurrence of certain events including in the event that we are bankrupt, insolvent or our business is wound up. The Trust Agreement continues to remain in force until the earliest of the following events: (i) no outstanding Exchangeable Shares are held by any beneficiary under the Trust Agreement; and (ii) each of iMedical and us elects to terminate the Trust Agreement in writing and the termination is approved by the beneficiaries.

Pursuant to the terms of the Support Agreement, we agreed to certain covenants while the Exchangeable Shares were outstanding, including: (i) not to declare or pay any dividends on our common stock unless Exchangeco simultaneously declares or pays an equivalent dividend for the holders of the Exchangeable Shares; (ii) advising Exchangeco in advance of any dividend declaration by the Company; (iii) ensure that the record date for any dividend or other distribution declared on the shares of the Company is not less than seven days after the declaration date of such dividend or other distribution; (iv) taking all actions reasonably necessary to enable Exchangeco to pay and otherwise perform its obligations with respect to the issued and outstanding Exchangeable Shares; (v) to ensure that shares of the Company are delivered to holders of Exchangeable Shares upon exercise of certain redemption rights set out in the agreement and in the rights and restrictions of the Exchangeable Shares; and (vi) reserving for issuance and keeping available from our authorized common stock such number of shares as may be equal to: (A) the number of Exchangeable Shares issued and outstanding from time to time; and (B) the number of Exchangeable Shares issuable upon the exercise of all rights to acquire Exchangeable Shares from time to time.



The Support Agreement also outlines certain restrictions on our ability to issue any dividends, rights, options or warrants to all or substantially all of our stockholders during the term of the agreement unless the economic equivalent is provided to the holders of Exchangeable Shares. The Support Agreement is governed by the laws of the Province of Ontario.

In conjunction with the closing of the Acquisition Transaction, an aggregate of 6,500,000 shares of our common stock were deemed cancelled, all of which were held by our former President and Chief Executive Officer.

Following the Acquisition Transaction, as of the date of the closing of the Acquisition Transaction, there were an equivalent of approximately 25,000,000 shares of our common stock issued and outstanding of which pre-existing stockholders hold 2,500,000 and former iMedical shareholders hold: (a) an equivalent of 9,123,031 shares of our common stock through their ownership of 100% of the Exchangeable Shares and (b) 13,376,947 shares of our common stock directly.

As a result, our pre-Acquisition Transaction stockholders hold approximately 10% of our issued and outstanding shares of Common Stock (which could be decreased to approximately 7.2%), and the former stockholders of iMedical hold approximately 90% of our issued and outstanding shares of Common Stock (which could be increased to approximately 92.8%) either directly or indirectly through their ownership of 100% of the Exchangeable Shares.

Furthermore, up to 750,000 shares of our common stock that were outstanding prior to the Acquisition Transaction are held in escrow and are subject to forfeiture in the event we are not able to raise \$6 million within 6 months of the date of the Acquisition Transaction.

Any shares of our common stock and any Exchangeable Shares, in either case that were issued in the Exchangeable Share Transaction, are subject to the following lock-up schedule (unless such schedule is accelerated at the discretion of our board of directors, with the written consent of Highline Research Advisors, LLC, an adviser):

- 10% shall be released upon effectiveness of the registration statement in Form S-1 proposed to be filed with the U.S. Securities and Exchange Commission, allowing for the resale of such shares as provided therein (the “S-1 Filing”);
- 25% shall be released on the 6 month anniversary of effectiveness of the S-1 Filing;
- 50% shall be released on the 9 month anniversary of effectiveness of the S-1 Filing; and
- the remaining 15% shall be released on the 12 month anniversary of effectiveness of the S-1 Filing.

## **Description of Business**

### ***Company Overview***

Through December 31, 2015 and until the Acquisition Transaction we were an energy intelligence company that sought to provide comprehensive energy efficiency solutions to the commercial market. Following the close of the Acquisition Transaction, we became a leading-edge medical technology company focused on biometric data monitoring solutions. Our aim is to deliver innovative, remote monitoring solutions to the medical, healthcare, and consumer markets, with a focus on diagnostic and post-diagnostic solutions for lifestyle and chronic illnesses. We approach the diagnostic side of remote patient monitoring by applying innovation within existing business models where reimbursement is established. We believe this approach reduces the risk associated with traditional medical device development and accelerates the path to revenue. In post-diagnostic markets, we intend to apply medical grade biometrics to enable consumers to self-manage, thereby driving patient compliance and reducing healthcare costs. We intend to first focus on a segment of the multi-billion-dollar diagnostic mobile cardiac telemetry market, otherwise known as MCT.

To date, we have developed our Bioflux MCT technology which is comprised of a monitoring device and software component, verified our business model, and built strategic partnerships to accelerate our go-to-market strategy and growth.

We have established research partnerships with academic institutions such as the University of Calgary, and federal research organizations such as the National Research Council of Canada (NRCC). We are also currently engaged in a collaboration with the Rockyview General Hospital in Calgary, Canada, to determine the predictive value of electrocardiogram (ECG) readings in preventative healthcare applications. The study is designed to identify novel patterns in ECG readings that may be translated into probability models for use in the development of proprietary algorithms for diagnostic applications, and to determine if ECG readings have predictive value for use in preventative healthcare applications, such as self-managed care. The research is partly funded by the NRCC.

### ***Market Overview***

Chronic diseases are the number one burden on the healthcare system, driving up costs year over year. Lifestyle related illnesses such as obesity and hypertension are the top contributing factors of chronic conditions including diabetes and heart disease. Government and healthcare organizations are focused on driving costs down by shifting to evidence-based healthcare where individuals, especially those suffering from chronic illnesses, engage in self-management. This has led to massive growth in the connected health market, which is projected to reach \$59 billion by 2020 at a compound annual growth rate (CAGR) of 33.4%. Remote patient monitoring (RPM), one of the key areas of focus for self-management and evidence-based practice, is growing at a CAGR of 49%, with an estimated 36 million patients using such solutions by 2020. Currently, over 50% of hospitals are already using RPM solutions to improve risk management and care quality.

The number one cost to the healthcare system is cardiovascular disease (CVD), responsible for 1 in every 6 healthcare dollars spent in the US. By 2030, CVD is expected to have an impact of over \$1 trillion in medical expenses and lost productivity. With CVD also being the number one cause of death worldwide, early detection, diagnosis, and management of chronic cardiac conditions are necessary to relieve the increasing burden on the healthcare infrastructure. Diagnostic tests such as ECGs are used to detect, diagnose and track certain types of cardiovascular conditions. We believe that the rise of lifestyle related illnesses associated with heart disease has created a need to develop cost-effective diagnostic mechanisms to fill a hole in the current ECG market.

The global ECG market is expected to be worth \$26 billion in 2020 and is growing at a CAGR of 4.7%. The factors driving this market include an aging population, an increase in chronic diseases related to lifestyle choices, improved technology in diagnostic ECG devices, and high growth rates of ECG device sales.

The US portion of the ECG market is expected to be worth \$9.32 billion in 2020 and is comprised of three major segments: resting (non-stress) ECG systems, stress ECG systems, and event monitoring systems. The event monitoring segment alone is expected to be worth \$4.66 billion in 2020, and is currently broken into the Holter, Event Loop, and MCT monitoring categories.

We believe that MCT is the preferred diagnostic choice of physicians and cardiologists, as it increases the quality of care and reduces patient risk. The MCT diagnostic is a robust, continuous, remote monitoring solution for cardiac arrhythmia, and it often eliminates the need for expensive overnight monitoring in a hospital. However, the MCT devices currently available are based on outdated technologies which often require a patient to wear a bulky device, and are not readily accessible.

In the US, MCT tests are primarily conducted through outsourced Independent Diagnostic Testing Facilities (IDTFs) that are reimbursed at an average rate of \$850 per diagnostic test. There are currently five competitors within the US MCT diagnostic market, which have effectively restricted MCT services to outsourced clinics and locked physicians out of the MCT market with no ability to receive financial reimbursement for MCT diagnostics.

We intend to enter our MCT diagnostic device and software solution into the market as the sixth competitor and employ an insourcing business model. This proposed business model is applicable to a significantly larger portion of the total available market, which include hospitals, physicians' offices and other IDTFs. We believe our insourcing model has the benefit of a reduced operating overhead by offering our solution on a pay-per-use basis, enabling a more efficient market penetration and distribution strategy.

Our vision is to revolutionize the MCT market by providing a convenient, cost-effective, integrated MCT solution, inclusive of both software and hardware for the providers and the patients. The solution is designed as a platform to encompass all segments of the event monitoring market, and future market growth.

Our Bioflux MCT solution is comprised of a uniquely designed monitoring device that is pending 510(k) clearance and an ECG reporting software component that is already FDA cleared and has 300 existing customers, enabling us to introduce the Bioflux device quickly and efficiently into the marketplace. We believe the Bioflux solution is superior to its competitors because it:

- offers better and/or equivalent diagnostics to current MCT devices in use;
- provides recurring reimbursements to doctors, hospitals and IDTFs;
- provides a revenue model that fits within the established insurance billing practices;
- provides built-in cellular connectivity, enabling immediate alert to user in the event of an emergency;
- provides motion tracking to detect exercise, activity, and disorientation; and
- incorporates technology that is future-ready, in that its form and function enables opportunities adjacent to the MCT market.

Following Bioflux, we intend to introduce medical-grade monitoring into the consumer market via our proposed Biolife solution, which we are designing to improve healthcare with technology that aids chronic disease prevention. Biolife is expected to be designed to empower individuals by creating a compliance optimized user experience that combines ECG data and social media interactivity with a lifestyle log.. Design and development is already underway, and Biolife is scheduled to launch in the Fall of 2016.

### ***Market Opportunity***

ECGs are a key diagnostic test utilized in the diagnosis of cardiovascular disease, the number one cause of death worldwide. The global ECG market is projected to be worth \$26 billion in 2020, of which approximately 36% (\$9.32 billion) is attributed to the US ECG market, with event monitoring accounting for \$4.66 billion of that. In the US in 2012, there were 26.6 million people living with cardiovascular disease with an additional 2.5 million people being diagnosed every year. The increasing market size is attributed to an aging population and an influx in chronic diseases related to lifestyle choices.

The US ECG market is divided into three major product segments:

1. Event monitoring systems;
2. Stress ECG systems; and
3. Resting (non-stress) ECG systems.

Event monitoring systems are projected to grow the fastest due to a shift from in-hospital/clinic monitoring to outpatient monitoring. This shift is expected to help reduce health care costs by limiting the number of overnight hospital stays for patient monitoring. We believe that physicians prefer event monitoring systems over resting and stress ECG systems because they provide better insight to the patient's condition for diagnostic purposes.

The event monitoring market is divided into the Holter, Event Loop and Mobile Cardiac Telemetry (MCT) product segments, of which Holter and Event Loop are the current market leaders. Amongst event monitoring systems, we believe that the preferred choice of physicians and cardiologists is MCT, because of its ability to continuously monitor patients in real-time, thereby reducing a patient's risk and a physician's liability. MCT devices have built-in arrhythmia detectors and real-time communication, which allow physicians to prescribe the device for a longer period of time; thereby enabling prolonged data collection and delivering a more complete picture for diagnosis.

We believe that Holter and Event Loop solutions compromise patient safety because they lack the ability to alert the patient in the event of an emergency. With Holter and Event Loop monitoring, ECG data is not uploaded or transmitted in real-time. Comparatively, if the patient were monitored through an MCT device with real-time ECG data transfer and cellular network access, then in the event of cardiac distress, the monitoring center would immediately send communication to the patient.

Despite our belief that MCT is the optimal solution and the preferred system, the MCT Market is the smallest segment of event monitoring systems with an estimated size of approximately \$918 million. This is because the reimbursement revenues associated with MCT incentivizes the dominant solution providers to earn the fees independent of the physician. This creates a critical problem in the marketplace where physicians have the choice to either use the Holter/Event monitor, or lose money and prescribe an MCT. An additional option is to incur huge costs to build out MCT capabilities in order to prescribe MCT. As a result, we believe that physicians will mostly prescribe MCT tests on high-risk patients only, where real-time communication is critical.

In order to properly administer the MCT test, a healthcare provider must have access to three essential components:

1. The MCT device;
2. An ECG viewing software that is capable of reading the data recorded from the device; and
3. A monitoring station that collects the ECG data and responds to the patient in case of an alarm detection.

In addition, there is a shortage in the number of MCT solutions available, as the current MCT diagnostic providers essentially control all of the current MCT devices and software. Since MCT requires an FDA-cleared device, FDA-cleared ECG software, and remote monitoring capabilities, very few companies have attempted to create an all-encompassing solution due to regulatory and development timelines. Currently, there are only 5 MCT solutions within the market of which there are both solution providers and device manufacturers. There also exists overlap amongst the providers and device manufacturers, leading to further confusion and marketplace complexities.

Of the five MCT systems currently available in the market, three are owned by solution providers (IDTFs) who employ an outsourcing business model and we believe are unwilling to sell to physicians. The other two MCT providers we believe are willing to sell their solution at prohibitively high prices for devices plus upfront software costs and a per test fee for monitoring. One of these MCT devices does not have scalable software; and the other lacks monitoring software, requiring a customer to acquire third party software and incur integration expenses.. In these two scenarios, the physician would have to incur upfront costs that would take time to recoup before profits are realized.

The limited number of competitors makes this an attractive market for new entrants. However, entry into the market requires a hardware device coupled with ECG software and access to a monitoring station.. Two of the five MCT players have done so by building their own monitoring infrastructure, developing their own ECG software and utilizing TZ Medical's MCT device. However, this is capital intensive and we believe cost prohibitive for hospitals and clinics. These barriers are in our opinion the key reasons as to why Holter and Event Loop have maintained a significant portion of the \$4.66 billion US event monitoring market.

The Bioflux MCT solution and business model attempts to address these complications with its complete, turn-key solution, which consists of an easy-to-wear GSM-enabled cardiac monitoring device, ECG viewing software and access to a 24/7 ECG monitoring center. Bioflux employs an insourced business model, where the physician and/or hospital are sharing the profits with us. The entire Bioflux solution is expected to be free to doctors and revenue is expected to be derived from insurance reimbursable ECG reads. We expect that service providers such as physicians, clinics and/or hospitals can request as many devices as they require, at no cost, provided they are utilized. This business model creates a partnership between us and the service provider, where revenue is generated based on usage. Using an average reimbursement of \$850, for instance, the proceeds could be distributed as follows: \$150 could go to the monitoring center, with the balance split between us and the service provider. If the service provider has the internal capability of doing the monitoring, then \$500 could go to the service provider and \$350 would go to us.

### ***Market Strategy***

The Bioflux MCT device is expected to be deployed into hospitals, clinics, physicians' offices and IDTFs, on a pay-per-use basis. The MCT diagnostic read currently is a reimbursable service from payers such as Medicare and insurance companies. In the United States, billing codes for an MCT diagnostic read are currently available under the American Medical Association Current Procedural Terminal, with a current average reimbursement rate of \$850 per read (a read is between 3 and 14 days long).

We believe that Bioflux's pay-per-use strategy, with no fee for device purchases, is a significant and disruptive departure from the pricing and reimbursement strategies of the five existing competitors in the MCT market, which use a 'closed-garden' model to MCT diagnostics, where the entire procedure and reimbursement is restricted to an outsourced model. The physicians, clinics, hospitals and IDTFs do not receive any financial incentive to switch to the MCT diagnostic, from other non-MCT devices (i.e. Holter and Event Loop recording monitors).

Bioflux's pricing reimbursement strategy is enabled by planned low-cost manufacturing, and supported by a robust and sustainable gross margin (approximately 83%) on the revenue generated from each MCT diagnostic read. This in turn creates a barrier to entry for other competitors seeking to emulate our strategy.

The pay-per-use strategy expected to be employed by us provides a financial incentive for the healthcare provider to switch devices or technologies (i.e. from Holter and Event Loop) and other cardiac diagnostic solutions. This strategy simultaneously incentivizes major medical distributors to place multiple devices in our target markets: physicians' offices, clinics, hospitals, and IDTFs.

In early 2016, we expect to simultaneously roll-out its first devices to existing users of the ECG viewer software and key opinion leaders such as cardiologists, physicians, and research scientists. In 2017, we expect to begin widespread distribution with the addition of a major channel distributor to enable a market penetration of approximately 2,213 physician offices (out of approximately 221,235 physician offices in the U.S.), 58 hospitals (out of approximately 5,754 hospitals in the U.S.), and 30 IDTFs (out of 3,000 estimated IDTFs in the U.S.).

Our insourcing business model has been validated with on-the ground market research with end-users and payers who have indicated that they are (1) willing to switch to the our MCT device from existing modalities, and (2) accept our share of the MCT diagnostic service reimbursement in exchange for a no-cost delivery of the MCT device.

### ***Product and Technology***

Bioflux is an advanced, integrated ECG device and software solution for the MCT market. The Bioflux device is comprised of a wet electrode and worn either on a lanyard around the neck or on a belt clip around the waist. The Bioflux software will allow doctors and labs to view a patient's ECG data for monitoring and diagnostic purposes. Both the device and software are in accordance with MCT billing code standards, compliant with arrhythmia devices and alarms as defined by the FDA, and are pending 510(k) clearance.

The Bioflux MCT device is optimized to allow production at a significantly lower cost than many of the existing MCT devices. The cost-effective manufacturing of Bioflux enables the device to be distributed for free, while allowing Bioflux to receive a fee-for-service reimbursement for each diagnostic read. This combination creates a barrier to entry for existing competitors and future entrants.

The Bioflux device has been developed, among other things, with the following features:

- GSM mobile chip for global cellular network compatibility;
- Touch-screen LCD viewer; and
- Extended battery pack for an additional 48 hours of battery life.

The Bioflux platform has a built-in cellular chipset and a real-time embedded operating system which allows for our technology to be utilized as an Internet of Things (IoT) platform. This technology can be leveraged into other applications and industries by utilizing the platform and OS side of Bioflux.

We have licensed on an exclusive basis for the MCT market, what we believe is the only FDA cleared ECG viewer software for use in MCT, from CardioComm Solutions Inc. CardioComm's ECG viewer software is already installed and utilized by hospitals and call centers, and we believe we can leverage this familiarity to gain access to decision makers at such hospitals and call centers. Bioflux is integrating the ECG software between the device and the ECG viewer software for a seamless user experience.

### ***Future Markets***

It is widely reported that chronic illnesses related to lifestyle diseases are on the rise, resulting in increased healthcare costs. This has caused a major shift in the US healthcare market, emphasizing a need for evidence based healthcare system focused on overall health outcomes. Patient compliance is a critical component in driving improved health outcomes, where the patient adheres to and implements their physician's recommendation. Unfortunately, poor patient compliance is one of the most pressing issues in the healthcare market. One of the key contributing factors to this is the lack of a feedback mechanism to measure improvement and knowledge. Studies show that poor patient compliance costs the US healthcare system \$100 to \$300 billion annually, representing 3% to 10% of total US healthcare costs.

The above trends point to a need for preventative care solutions that are clinically relevant and designed for the consumer to promote compliance. Current consumer products are simple gadgets with limited, if any, clinical relevance. This forces patients to rely on clinical visits to gauge improvement, with time between visits being spent on following and implementing physician recommendations. Research has shown that the latter is closely linked to non-compliance due to the lack of feedback to patients.

We expect that Biolife, our planned second product, will be focused on filling this need by developing a clinically relevant, preventative care and disease management solution for the consumer. A key underlying component of Biolife is expected to be the ability to measure patient improvements—with clinical accuracy—which will drive feedback and eventual patient compliance. This approach is implemented in our development process by focusing on a disease/chronic illness profile, as opposed to a customer profile. We are focused on cardiovascular disease for its first preventative care solution since Bioflux is aimed at the same health segment. This will enable us to leverage the knowledge and expertise gained with Bioflux and apply it to Biolife.

### *Preventative Care*

The preventative care market (also referred to as the health and wellness market) is currently estimated at \$452 billion in 2015. The preventative care market segments include: core diagnostic market and therapeutics (\$42 billion), personalized medical care (\$100 billion) and nutrition and wellness (\$310 billion).

With the knowledge and expertise gained during the development of the Bioflux MCT solution, we have developed a secondary device, Biolife, aimed at the preventative consumer healthcare market. Biolife is a health and lifestyle solution comprised of an ECG monitoring device, an app, and social media support. Biolife will track, simplify and generate a user's health pattern score by aggregating medical grade ECG data with a lifestyle log. The idea is to provide real-time feedback and a social support system, so that the individual is motivated to be proactive about preventing adverse cardiac complications.

Biolife's target market are individuals between 45 to 75, and those at risk for cardiovascular disease and other chronic health illnesses who want the support of making lifestyle changes to have a better quality of life.

We are currently prepared to enter future markets for users that are interested in:

- Self-management of cardiovascular disease and other related chronic diseases;
- Users seeking lifestyle and wellness applications for remote ECG monitoring; and
- Users seeking a predictive and prognostic solution using ECG (known as Heart Rate Variability).

### *Adjacent Chronic Healthcare Markets and Prenatal Care*

In the next two years, we intend to expand our reach with medical-grade solutions for diabetes, sleep apnea, fetal monitoring, and other adjacent healthcare and lifestyle markets.



Bionatal is a proposed solution for monitoring the fetus' health by remote cardiac monitoring. In the US, there are approximately 60,000 fetal deaths per year. First time mothers are at the greatest risk for still births, approximating 20% of 840,000 pregnancies. Bionatal's fetal ECG monitoring solution has a total market of \$2.3 million, with an initial target of 900,000 pregnancies.

### *Event Monitoring*

The Holter and Event Loop monitors are significantly simplified versions of an MCT device without a cellular connectivity solution. Holter and Event Loop monitors require data to be downloaded manually, for test periods of 24 hours to 30 days. With just a few adjustments to the software, Bioflux's MCT device is expected to be able to be used as a Holter or an Event loop monitor, which would open up the entire Holter and Event Loop monitor markets which are estimated to be \$3.7 billion in 2020. Combined with Bioflux's global cellular chipset, the Bioflux MCT device can become a 3 in 1 device that is applicable to the global event monitoring market. Bioflux intends to offer this complete solution to its three target markets: physicians, clinics/hospitals and IDTFs, which includes the Bioflux MCT device, Bioflux ECG software, and access to a third party ECG monitoring center. There will be no-cost to any of our customers for the device itself, and the entire revenue is derived from the pay-per-use service.

### **Competition**

The medical technology equipment industry is characterized by strong competition and rapid technological change. There are a number of companies developing technologies that are competitive to our existing and proposed products, many of them, when compared to our Company, having significantly longer operational history and greater financial and other resources.

Within the US event monitoring systems market, the MCT product segment is comprised of 5 main competitors. These competitors have increased market presence and distribution primarily through existing IDTFs. The existing competitors have maintained a competitive advantage within the market by controlling the distribution of all available MCT devices and software solutions. The five primary competitors in the MCT market are:

- *CardioNet*. CardioNet is a public company in the US, with the largest network of IDTFs within the MCT market. CardioNet is considered a complete solution provider as it produces and distributes its own MCT device, software solution, and MCT monitoring stations. The company acquired its MCT device through the acquisition of a MCT manufacturer, Braemar. Upon acquisition of Braemar, CardioNet offered limited support to other clients utilizing Braemar's technology. This resulted in CardioNet increasing the use of its device and software solution, enabling wide market penetration. We believe that CardioNet's business model is focused on providing the MCT diagnostic service, as opposed to selling MCT solutions to other IDTFs or service providers, which enables a perpetual per-read fee as opposed to one time device or software sales. Equity research analysts categorize CardioNet as a clinical health provider, because of its business model, rather than as a medical device company. As such, we believe that CardioNet's market cap is limited by the low multiples associated with that type of business, and, as a clinical health provider, CardioNet has significant overhead and fixed costs associated with monitoring stations and health professionals.

- *LifeWatch*. LifeWatch is a public company based in Switzerland. LifeWatch operates a large network of IDTFs. LifeWatch is smaller relative to CardioNet, yet we believe it follows the same business model. To this end, LifeWatch has developed its own MCT device and software solution, as well as established MCT monitoring stations.
- *eCardio*. eCardio is a private company, based in Houston, Texas. eCardio's device is manufactured by a third party medical device company, TZ Medical. eCardio has integrated TZ Medical's device with its software solution to create a complete MCT solution. Similar to LifeWatch and CardioNet, we believe eCardio follows the same business model of offering the MCT service and acting as a clinical health provider.
- *Linecare*. Linecare is a private company, based in Clearwater, Florida. We believe that Linecare's main focus is respiratory care, but it also has franchises in diagnostic care, including the MCT product segment of the ECG monitoring market. Linecare has followed a similar approach as eCardio, where they have integrated TZ Medical's device into their software solution to offer a complete MCT service. Similarly, it acts as a clinical health provider and offers its MCT service as an outsourced offering to the physician.
- *ScottCare*. ScottCare is a private company in the US and a subsidiary of Scott Fetzer Company, a division of Berkshire Hathaway. ScottCare provides equipment for cardiovascular clinics and diagnostic technicians. ScottCare has built its own MCT device and software solution. Unlike the others, ScottCare offers its solution in an insourced model, where the physician has the opportunity to bill. This model requires the physician to purchase a minimum number of devices at an approximate average cost of \$2,000 and their software at a cost of \$25,000 to \$40,000.. After this initial upfront cost, ScottCare charges an additional per test fee for monitoring. We believe the above model creates a long return on investment for the physician. In our opinion, this has resulted in little market penetration for ScottCare as compared to the others.
- *TZ Medical*. TZ Medical is a medical device company that focuses on manufacturing a variety of medical devices. We do not consider TZ Medical to be a direct competitor as they produce an MCT device that is available for purchase. However, TZ Medical does not have a software solution, requiring any new entrant to either acquire or build out a software solution and then integrate that with the TZ Medical device. This creates a requirement for a large upfront capital investment. As a result, we believe this approach only works for organizations looking to become MCT solution providers with the same business model as the others.

## **Intellectual Property**

We primarily rely on trade secret protection for our proprietary information. No assurance can be given that we can meaningfully protect our trade secrets.. Others may independently develop substantially equivalent confidential and proprietary information or otherwise gain access to, or disclose, our trade secrets.

We have licensed on an exclusive basis for the MCT market, what we believe is the only FDA cleared ECG viewer software for use in MCT, from CardioComm Solutions Inc. The exclusivity is indefinite unless earlier terminated in accordance with the terms of the agreement, including by CardioComm if we fail to remain current in the payment of applicable royalty fees.

We have and generally plan to continue to enter into non-disclosure, confidentially and intellectual property assignment agreements with all new employees as a condition of employment. In addition, we intend to also generally enter into confidentiality and non-disclosure agreements with consultants, manufacturers' representatives, distributors, suppliers and others to attempt to limit access to, use and disclosure of our proprietary information. There can be no assurance, however, that these agreements will provide meaningful protection or adequate remedies for our trade secrets in the event of unauthorized use or disclosure of such information.

We also may from time to time rely on other intellectual property developed or acquired, including patents, technical innovations, laws of unfair competition and various other licensing agreements to provide our future growth and to build our competitive position. We have filed an industrial design patent in Canada, and we may decide to file for additional patents as we continue to expand our intellectual property portfolio. However, we can give no assurance that competitors will not infringe on our patent or other rights or otherwise create similar or non-infringing competing products that are technically patentable in their own right.

Currently, we do not have any registered copyrights; however, we may obtain such registrations in the future.

## **Research and Development**

Our research and development programs are generally pursued by engineers and scientists employed by us in Toronto on a full-time basis or hired as per diem consultants or through partnerships with industry leaders in manufacturing and design and researchers and academia. We are also working with subcontractors in developing specific components of our technologies.

The primary objective of our research and development program is to advance the development of our existing and proposed products, to enhance the commercial value of such products.

Prior to our acquisition of iMedical in the Acquisition Transaction and for the transition period ended December 31, 2015 and the fiscal year ended August 31, 2015, we did not incur any research and development costs. iMedical incurred research and development costs of \$1,143,436 for the year ended December 31, 2015 and \$832,661 for the year ended December 31, 2014.

## **Government Regulation**

### *General*

Our proposed product is subject to regulation by the U.S. Food and Drug Administration (“FDA”) and various other federal and state agencies, as well as by foreign governmental agencies. These agencies enforce laws and regulations that govern the development, testing, manufacturing, labeling, advertising, marketing and distribution, and market surveillance of the our medical device products.

In addition to the below, the only regulations we encounter are the regulations that are common to all businesses, such as employment legislation, implied warranty laws, and environmental, health and safety standards, to the extent applicable. We will also encounter in the future industry-specific government regulations that would govern our products, if and when developed for commercial use. It may become the case that other regulatory approvals will be required for the design and manufacture of our products and proposed products.

### *U.S. Regulation*

Under the U.S. Federal Food, Drug, and Cosmetic Act, medical devices are classified into one of three classes — Class I, Class II or Class III — depending on the degree of risk associated with each medical device and the extent of control needed to ensure safety and effectiveness. Our current medical products are expected to be categorized as either Class I (with respect to software) or Class II (with respect to hardware). Class I devices are those for which safety and effectiveness can be assured by adherence to a set of guidelines, which include compliance with the applicable portions of the FDA's Quality System Regulation, facility registration and product listing, reporting of adverse medical events, and appropriate, truthful and non-misleading labeling, advertising, and promotional materials. Class II devices require a 510(k) premarket submission to the US FDA. Equivalent agencies in other countries require similar submissions prior to the device being marketed.

We also need to establish a suitable and effective quality management system, which establishes controlled processes for our product design, manufacturing, and distribution. We plan to do this in compliance with the internationally recognized standard ISO 13485:2013 Medical Devices – Quality Management Systems – Requirements for Regulatory Purposes. Following the introduction of a product, the FDA and foreign agencies engage in periodic reviews of our quality systems, as well as product performance and advertising and promotional materials. These regulatory controls, as well as any changes in FDA policies, can affect the time and cost associated with the development, introduction and continued availability of new products. Where possible, we anticipate these factors in our product development processes.. These agencies possess the authority to take various administrative and legal actions against us, such as product recalls, product seizures and other civil and criminal sanctions.

### *Foreign Regulation*

In addition to regulations in the United States, we will be subject to a variety of foreign regulations governing clinical trials and commercial sales and distribution of our products in foreign countries. Whether or not we obtain FDA approval for a product, we must obtain approval of a product by the comparable regulatory authorities of foreign countries before we can commence clinical trials or marketing of the product in those countries. The approval process varies from country to country, and the time may be longer or shorter than that required for FDA approval. The requirements governing the conduct of clinical trials, product licensing, pricing and reimbursement vary greatly from country to country.

The policies of the FDA and foreign regulatory authorities may change and additional government regulations may be enacted which could prevent or delay regulatory approval of our products and could also increase the cost of regulatory compliance. We cannot predict the likelihood, nature or extent of adverse governmental regulation that might arise from future legislative or administrative action, either in the United States or abroad.

## **Employees**

We currently have 25 employees and consultants who are based in our offices located in Toronto, Canada and Silicon Valley, California. These employees oversee day-to-day operations of the Company and with the consultants, support management, engineering, manufacturing, and administration. We have no unionized employees.

Based on funding ability, we currently plan to hire 5 to 10 additional full-time employees within the next 12 months, whose principal responsibilities will be the support of our sales, marketing, research and development, and clinical development activities.

We consider relations with our employees to be satisfactory.

## **Legal Matters**

From time to time, we may become involved in various lawsuits and legal proceedings, which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm business.

We are not currently a party in any legal proceeding or governmental regulatory proceeding nor are we currently aware of any pending or potential legal proceeding or governmental regulatory proceeding proposed to be initiated against us that would have a material adverse effect on us or our business.

## **Description of Property**

Our principal executive office is located in leased premises of approximately 5,000 square feet at 75 International Blvd., Suite 300, Toronto, ON Canada M9W 6L9. We also have executive offices at leased premises of approximately 3,500 square feet at 275 Shoreline Drive, Redwood City, California. We believe that these facilities are adequate for our needs, including providing the space and infrastructure to accommodate our development work based on our current operating plan. We do not own any real estate.

## MANAGEMENT

Effective as of the closing of the Acquisition Transaction, Kazi Hasan, at that time our sole director and executive officer, resigned as Chief Executive Officer and director and Waqaas Al-Siddiq was appointed the sole director of the Company to fill the vacancy. In addition, our Board of Directors appointed Waqaas Al-Siddiq to serve as our President, Chief Executive Officer and Chairman of the Board of Directors, effective immediately upon the closing of the Acquisition Transaction.

<u>Name</u>	<u>Age</u>	<u>Position</u>
Waqaas Al-Siddiq (1)	31	President, Chief Executive Officer and Chairman of the Board of Directors
Kazi Hasan (2)	69	Former Chief Executive Officer and Director
Peter McGoldrick (3)	51	Former President, Chief Executive Officer, Treasurer, Chairman of the Board of Directors and Chief Financial Officer

(1) Mr. Al-Siddiq was appointed as President, Chief Executive Officer and Chairman of the Board of Directors on February 2, 2016.

(2) Kazi Hasan was appointed as Chief Executive Officer and director on December 29, 2015, and subsequently resigned from his position as Chief Executive Officer and director on February 2, 2016.

(3) Mr. McGoldrick was appointed as President, Chief Executive Officer (CEO), Treasurer, Chairman of the Board of directors and Chief Executive Officer (CFO) on August 29, 2012 and resigned from his executive and director positions on December 29, 2015.

***Waqaas Al-Siddiq: President, Chief Executive Officer and Chairman of the Board of Directors.*** Waqaas Al-Siddiq is the founder of iMedical and has been its Chairman and Chief Executive Officer since inception in July 2014. Prior to that, from July 2010 through July 2014, he was the Chief Technology Officer of Sensor Mobility Inc., a Canadian private company engaged in research and development activities within the remote monitoring segment of preventative care and that was acquired by iMedical in August 2014. Mr. Al-Siddiq also during this time provided consulting services with respect to technology strategy.

Mr. Al-Siddiq serves as a member of the Board of Directors as he is the founder of iMedical and his current executive position with the Company. We also believe that Mr. Al-Siddiq is qualified due to his experience as an entrepreneur and raising capital.

***Kazi Hasan: Former Chief Executive Officer and Director.*** Mr. Hasan is our former Chief Executive Officer and sole director as of December 29, 2015. Mr. Hasan has a Master's Degree in Manufacturing Engineering and an MBA from Boston University. He started his career working as a Consulting Engineer for URS Corp., followed by working as a Security Analyst for Prescott, Ball & Turban (since acquired by Kemper). Mr. Hasan has been an entrepreneur and media consultant since 2000, but has been retired from active employment since prior to 2010. Mr. Hasan resigned from all of his executive officer and board positions as of February 2, 2016.

**Peter McGoldrick: Former Founder, President, Chief Executive Officer (CEO), Treasurer, Chairman of the Board of Directors and Chief Financial Officer.** Mr. McGoldrick is our former President, Chief Executive Officer and Chairman of the Board. Mr. McGoldrick began his career in the energy industry in 1986 with Long Island Lighting Company (or LILCO). Mr. McGoldrick is currently employed by PSEG Long Island, a subsidiary of Public Service Enterprise Group Incorporated (PSEG), a publicly traded diversified energy company with annual revenues of \$10 billion. PSEG operates the Long Island Power Authority’s transmission and distribution system under a 12-year contract. Mr. McGoldrick manages and oversees several critical aspects of PSEG’s services in the Long Island region in the position of Senior Work Coordinator, Distribution Support. Mr. McGoldrick has held that position in varying levels of responsibility since before 2009. Mr. McGoldrick obtained his Bachelors of Science in Business Management from Long Island University in 1990, his Masters of Business Administration from Dowling College in 1995. Mr. McGoldrick received his Accounting certification from Hofstra University in 2006. Mr. McGoldrick resigned from all of his executive officer and board positions as of December 29, 2015.

There are no family relationships among any of our current or proposed officers and directors.

### EXECUTIVE COMPENSATION

The following table set forth certain information as to the compensation paid to the executive officers of the Company during the transition period ended December 31, 2015, which is referred to in the table as “2015T,” and the fiscal years ended August 31, 2015 and 2014. It further includes the compensation paid to Mr. Al-Siddiq as an executive officer of iMedical during the transition period and the years ended December 31, 2015 and 2014.

Name and Principal Position <sup>(1)</sup>	Year		Salary	Bonus	Stock Awards	Option Awards	Non-Equity Incentive Plan Compensation	All Other Compensation	Total
<b>Waqas Al-Siddiq</b> <sup>(2)</sup>	2015T	\$	60,000	\$63,000	–	–	–	\$2,400	\$125,400
Chief Executive Officer	2015	\$	180,000	\$63,000	–	\$2,190,152 <sup>(3)</sup>	–	\$7,200	\$2,440,352
	2014	\$	187,900	\$36,000	–	–	–	–	\$223,900
<b>Kazi Hasan</b> <sup>(4)</sup>	2015T		–	–	–	–	–	–	–
Former CEO	2015		–	–	–	–	–	–	–
	2014		–	–	–	–	–	–	–
<b>Peter McGoldrick</b> <sup>(5)</sup>	2015T	\$	–	–	–	–	–	–	–
Former CEO	2015	\$	18,000	–	–	–	–	–	\$18,000
	2014	\$	18,000	–	–	–	–	–	\$18,000

(1) See “Management” above for information on the dates in which the named executive officers served as such on behalf of the Company.

(2) Mr. Al-Siddiq was appointed as President, Chief Executive Officer and Chairman of the Board of Directors of the Company on the closing of the Acquisition Transaction on February 2, 2016.

(3) For assumptions made in such valuation, see notes 2 and 9 to iMedical’s audited financial statements included as Exhibit 99.1 to this Transition Report. All of such options were exercised by Mr. Al-Siddiq in 2015.

(4) Mr. Hasan resigned from his executive and director positions on February 2, 2016.

(5) Mr. McGoldrick resigned from his executive and director positions on December 29, 2015.

## Outstanding Equity Awards

The following table provides information about the number of outstanding equity awards held by our named executive officers at December 31, 2015.

Name	Option awards			Stock awards			Market value of shares or units of stock that have not vested as of 12/31/15	Equity incentive plan awards: Number of unearned shares, units or other rights that have not vested	Equity incentive plan awards: Market or payout value of unearned shares, units or other rights that have not vested
	Number of securities underlying unexercised options (#) exercisable	Number of securities underlying unexercised options (#) unexercisable	Equity incentive plan awards: Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Number of shares or units of stock that have not vested (#)			
Waqas Al-Siddiq	-	-	-	-	-	-	-	-	-
Kazi Hasan	-	-	-	-	-	-	-	-	-
Peter McGoldrick	-	-	-	-	-	-	-	-	-

## Employment Agreements

We entered into an employment agreement with Waqaas Al-Siddiq on April 12, 2016, to serve as our Chief Executive Officer, on an indefinite basis subject to the termination provisions described in the agreement. Pursuant to the terms of the agreement, Mr. Al-Siddiq will receive an annual base salary of \$240,000 per annum, to be reviewed annually by the Board of Directors. If we successfully secure an aggregate \$6 million or more pursuant to one or more arm's length, third-party debt or equity financings, Mr. Al-Siddiq's annual base salary shall increase to \$300,000. Mr. Al-Siddiq is also eligible to receive a minimum annual bonus of 50% of annual base salary for the prior year based on his individual performance and the achievement of corporate objectives as determined by the Board.

Pursuant to the agreement, by May 12, 2016, we are obligated to grant to Mr. Al-Siddiq options to purchase 10% of our outstanding shares. Mr. Al-Siddiq shall be entitled to participate in our benefit plans generally made available to employees in accordance with the terms of such plans.



We may terminate Mr. Al-Siddiq's employment at any time for just cause without payment of any compensation either by way of anticipated earnings or damages of any kind, except for annual base salary and vacation pay accrued and owing up to the effective date of termination. "Just cause" shall mean (a) a material breach by Mr. Al-Siddiq of the terms of the agreement; (b) a conviction of or plea of guilty or nolo contendere to any felony or any other crime involving dishonesty or moral turpitude, (c) the commission of any act of fraud or dishonesty, or theft of or intentional damage to our property, (d) willful or intentional breach of Mr. Al-Siddiq's fiduciary duties, (e) the violation of a material policy as in effect from time to time or (f) any act or conduct that would constitute cause at common law.

If Mr. Al-Siddiq's employment is terminated by us for any reason other than for just cause, we shall provide Mr. Al-Siddiq with: (a) a severance payment equal to 12 months of his then annual base salary plus an amount equal to the last annual bonus paid to him; (b) all annual base salary and vacation pay accrued and owing; and (c) a continuation of our contributions necessary to maintain his Executive's participation for the minimum period prescribed by applicable employment standards legislation in all group insurance and benefit or pension plans or programs provided to him immediately prior to the termination of employment.

The agreement contains customary non-competition and non-solicitation provisions pursuant to which Mr. Al-Siddiq agrees not to compete and solicit with us. Mr. Al-Siddiq also agreed to customary terms regarding confidentiality, ownership of intellectual property and non-disparagement.

This summary is qualified in all respects by the actual terms of the employment agreement, which is filed as an exhibit to this Form 10-K as Exhibit 10.7.

### **Corporate Governance**

The business and affairs of the Company are managed under the direction of our Board of Directors, which is comprised of Waqaas Al-Siddiq.

### **Term of Office**

Directors are appointed to hold office until the next annual general meeting of stockholders or until removed from office in accordance with our bylaws. Our officers are appointed by our Board and hold office until removed by our Board.

All officers and directors listed above will remain in office until the next annual meeting of our stockholders, and until their successors have been duly elected and qualified. Our bylaws provide that officers are appointed annually by our Board and each executive officer serves at the discretion of our Board.

### **Director Compensation**

Our directors are reimbursed for expenses incurred by them in connection with attending board meetings, are eligible for stock option grants but they do not receive any other compensation for serving on the board at this time. We plan to compensate independent directors in the future.

## **Board Committees**

Our board of directors does not currently have any committees, such as an audit committee or a compensation committee. However, the board of directors may establish such committees in the future. However, our board of directors will establish an audit committee and a compensation committee (and any other committees that are required) if the Company seeks to be listed on a national securities exchange.

## **Code of Business Conduct and Ethics Policy**

We adopted a Code of Business Conduct and Ethics as of April 12, 2016, that applies to, among other persons, our principal executive officers, principal financial officer, principal accounting officer or controller, and persons performing similar functions. Our Code of Business Conduct and Ethics is available on our website [www.biotricity.com](http://www.biotricity.com).

## **Section 16(a) Beneficial Ownership Reporting Compliance**

The Company has not had a class of securities registered pursuant to Section 12(b) or 12(g) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and therefore our executive officers, directors and holders of more than 10% of our equity securities have not been subject to the reporting requirements of Section 16(a) of the Exchange Act. On or prior to the effective date of the registration statement of which this prospectus forms a part, we intend to register under the Exchange Act under Section 12(g).

## **Director Independence**

We use the definition of “independence” of The NASDAQ Stock Market to make this determination. NASDAQ Listing Rule 5605(a)(2) provides that an “independent director” is a person other than an officer or employee of the company or any other individual having a relationship, which, in the opinion of the Company’s Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The NASDAQ listing rules provide that a director cannot be considered independent if:

- The director is, or at any time during the past three years was, an employee of the company;
- The director or a family member of the director accepted any compensation from the company in excess of \$120,000 during any period of 12 consecutive months within the three years preceding the independence determination (subject to certain exclusions, including, among other things, compensation for board or board committee service);
- A family member of the director is, or at any time during the past three years was, an executive officer of the company;
- The director or a family member of the director is a partner in, controlling stockholder of, or an executive officer of an entity to which the company made, or from which the company received, payments in the current or any of the past three fiscal years that exceed 5% of the recipient’s consolidated gross revenue for that year or \$200,000, whichever is greater (subject to certain exclusions);
- The director or a family member of the director is employed as an executive officer of an entity where, at any time during the past three years, any of the executive officers of the company served on the compensation committee of such other entity; or
- The director or a family member of the director is a current partner of the company’s outside auditor, or at any time during the past three years was a partner or employee of the company’s outside auditor, and who worked on the company’s audit.

Under such definitions, we do not have any independent directors.

## OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table shows the beneficial ownership of our Common Stock as of April 20, 2016 held by (i) each person known to us to be the beneficial owner of more than five percent of our Common Stock; (ii) each director and director nominee; (iii) each executive officer; and (iv) all directors, director nominees and executive officers as a group.

Beneficial ownership is determined in accordance with the rules of the SEC, and generally includes voting power and/or investment power with respect to the securities held. Shares of Common Stock subject to options and warrants currently exercisable or which may become exercisable within 60 days of April 20, 2016 are deemed outstanding and beneficially owned by the person holding such options or warrants for purposes of computing the number of shares and percentage beneficially owned by such person, but are not deemed outstanding for purposes of computing the percentage beneficially owned by any other person. Except as indicated in the footnotes to this table, the persons or entities named have sole voting and investment power with respect to all shares of our Common Stock shown as beneficially owned by them.

The following table assumes 24,999,978 shares are outstanding as of April 20, 2016, consisting of 15,876,947 shares of Common Stock and 9,123,031 Common Stock equivalents through the Exchangeable Shares. The percentages below assume the exchange by all of the holders of Exchangeable Shares of iMedical for an equal number of shares of our Common Stock in accordance with the terms of the Exchangeable Shares. Unless otherwise indicated, the address of each beneficial holder of our Common Stock is our corporate address.

Name of Beneficial Owner	Shares of Common Stock Beneficially Owned	% of Shares of Common Stock Beneficially Owned
Waqas Al-Siddiq	4,712,336	18.85%
Isa Bin Khalid Al-Khalifa	2,814,594	11.26%
Rehan Huda (1)(2)	2,142,515	8.57%
Caldwell ICM Market Strategy Trust (1)(3)	1,522,193	6.01%
Ansari American Holdings, LLC (1)	1,436,322	5.75%
All directors, director appointees and executive officers as a group (1 person)	4,712,336	18.85%

\* Less than 1%

(1) Such shares will initially be held as Exchangeable Shares for tax purposes. The Exchangeable Shares have the following attributes, among others:

- Be, as nearly as practicable, the economic equivalent of the Common Stock as of the consummation of the Acquisition Transaction;
- Have dividend entitlements and other attributes corresponding to the Common Stock;
- Be exchangeable, at each holder's option, for Common Stock; and
- Upon the direction of our board of directors, be exchanged for Common Stock on the 10 year anniversary of the Acquisition Transaction, subject to applicable law, unless exchanged earlier upon the occurrence of certain events.

The holders of the Exchangeable Shares, through the Special Voting Preferred Stock, will have voting rights and other attributes corresponding to the Common Stock.

(2) Of such shares, 837,855 are held indirectly by 1903790 Ontario Inc., of which Mr. Huda is the sole owner and director.

(3) Includes warrants to acquire 325,258 shares of our common stock. Their address is 150 King Street West, Suite 1702, P.O. Box 47, Toronto, Ontario M5H 1J9.

## **TRANSACTIONS WITH RELATED PERSONS, PROMOTERS AND CERTAIN CONTROL PERSONS**

As of February 2, 2016, as part of the Acquisition Transaction and the resignation of Mr. Hasan as our Chief Executive Officer, we cancelled an aggregate of 6,500,000 shares of the Company's common stock beneficially owned by him.

On August 11, 2014, all the stockholders of Sensor Mobility, including Mr. Al-Siddiq, entered into a series of roll over agreements for the sale of their shares to iMedical. Pursuant to these agreements, all the stockholders of Sensor Mobility received twice the number of shares of iMedical in exchange for their shares in Sensor Mobility. Accordingly, iMedical issued 11,829,500 shares in exchange for 5,914,750 shares of Sensor Mobility, which were subsequently cancelled, effective November 21, 2014. As a result, the former stockholders of Sensor Mobility, including Mr. Al-Siddiq, became the majority stockholders of iMedical. Mr. Al-Siddiq was also the Chief Technology Officer of Sensor Mobility from July 2010 through July 2014.

In May 2015, iMedical repurchased 1,100,000 of its outstanding common shares at a price per share of CDN\$0.0001 from 2427304 Ontario Inc., which is beneficially owned by Geoffrey Smith, a former board member. These shares were cancelled upon their repurchase.

## SELLING STOCKHOLDERS

This prospectus relates to the registration of an aggregate of 24,192,735 shares of our common stock, of which:

- 9,123,032 shares are issuable upon the exchange of outstanding Exchangeable Shares of our indirect subsidiary, 1062024 B.C. LTD., a British Columbia corporation;
- 13,376,947 outstanding shares of our common stock;
- 912,660 shares of our common stock underlying outstanding convertible debentures; and
- 780,097 shares of our common stock underlying outstanding common stock purchase warrants.

Each Exchangeable Share and the warrants and convertible debentures may be adjusted, as provided under the terms of such instrument, for stock splits, stock dividends and other similar transactions.

The selling stockholders identified in this prospectus may offer the shares of our common stock at prevailing market prices at the time of sale, at prices related to the prevailing market price, at varying prices determined at the time of sale or at negotiated prices. See “Plan of Distribution” for additional information.

Unless otherwise indicated, we believe, based on information supplied by the following persons, that the persons named in the table below have sole voting and investment power with respect to all shares of common stock that they beneficially own. The information presented in the columns under the heading “Shares Beneficially Owned After Offering” assumes the sale of all of our shares offered by this prospectus. The registration of the offered shares does not mean that any or all of the selling stockholders will, as applicable, exchange any or all of their Exchangeable Shares, convert any or all of their convertible debentures or exercise any or all of their warrants, or that they will offer or sell any of the shares of common stock upon any such exchange, conversion or exercise.

Unless otherwise indicated elsewhere in this prospectus, none of the selling stockholders have within the past three years had any position, office or other material relationship with the Company or any of its predecessors or affiliates.

Name of Selling Stockholder	Number of Shares Beneficially Owned	Common Stock Offered by the Selling Stockholder	Shares Beneficially Owned After Offering	
			Number	Percent
1634792 Ontario Inc. (1)(2)	389,004	389,004	-	-
1903790 Ontario Inc. (1)(3)	837,855	837,855	-	-
2427304 Ontario Inc. (1)(4)	957,548	957,548	-	-
Aamar Khwaja (1)	179,540	179,540	-	-
Abdulla Silim (1)	11,969	11,969	-	-
Ali Bokhari (1)	11,969	11,969	-	-
Atik Nakrawala (1)	2,393	2,393	-	-
Brianne Elizabeth Hanson (1)	83,785	83,785	-	-
Caldwell ICM Market Strategy Trust (1)(5)	1,522,193	1,522,193	-	-
Cassandra Jane Hanson (1)	23,938	23,938	-	-
Christopher Sims Professional Corporation(1)(6)	167,571	167,571	-	-
David Liepert (1)	287,264	287,264	-	-
Emrana Holdings Incorporated (1)(7)	179,540	179,540	-	-
George Nikopoulos (1)	143,632	143,632	-	-
Idris Elbakri (1)	71,816	71,816	-	-
Jay Khemchandani (1)	23,938	23,938	-	-
Jennifer Cook (1)	478,774	478,774	-	-
John Dushinski (1)	179,540	179,540	-	-
The Siddiqui Family Trust (1)(8)	179,540	179,540	-	-
Madeline Nancy Hanson (1)	119,693	119,693	-	-
Naveed Malik (1)	502,713	502,713	-	-
Pervez and Jeroo Patel (1)	418,927	418,927	-	-
Redwood Pension (1)(9)	478,774	478,774	-	-
Rehan Huda (1)	1,304,660	1,304,660	-	-
RKH Ltd (1)	394,988	394,988	-	-
Sinna Mozifian (1)	167,571	167,571	-	-
Syed Reza (1)	131,662	131,662	-	-
Tarek Fakhuri (1)	47,877	47,877	-	-
Taylor Ross Hanson (1)	119,693	119,693	-	-
Thomas John Finch (1)	5,984	5,984	-	-
Vaani Sigamany (1)	23,938	23,938	-	-
Asif Mustafa	59,846	59,846	-	-
Fareeha Al-Siddiq	718,161	718,161	-	-
Farhan Huda	143,632	143,632	-	-
Isa Bin Khalid Al-Khalifa	2,814,594	2,814,594	-	-
Jeff Woo	149,616	149,616	-	-
Jimmy Gu	14,961	14,961	-	-
Mohammad Siddiqui	718,161	718,161	-	-
Rizwana Siddiqui	718,161	718,161	-	-
Ansari American Holdings, LLC	1,436,322	1,436,322	-	-
Sohaira Siddiqui	718,161	718,161	-	-
Spencer LaDow	1,053,303	1,053,303	-	-
Syed Ahsan Aslam	119,693	119,693	-	-
Waqas Al-Siddiq	4,712,336	4,712,336	-	-
Schnarr Holdings Corporation (9)(10)	166,667	166,667	-	-
Faolan & Katherine Delany (9)	6,667	6,667	-	-
Jennifer Cook (9)	133,334	133,334	-	-
Greg Symons & Debbie Ignagni (9)	23,334	23,334	-	-
Jayshree Khemchandani (9)	66,667	66,667	-	-
Albatech (9)	20,000	20,000	-	-
Dan's Doors (9)	24,844	24,844	-	-
M.T. Berger (9)	36,420	36,420	-	-
Kim & Bonnie McKenzie(9)	24,692	24,692	-	-
Susan Rogers (9)	21,124	21,124	-	-
Thomas Scanlan (9)	24,806	24,806	-	-
Malaka El-Aily (9)	15,866	15,866	-	-
David Jong (9)	16,850	16,850	-	-

1069754 Ontario (9)	24,719	24,719	-	-
Sohaira Siddiqui (9)	50,000	50,000	-	-
Hero Ventures Ltd (9)	133,334	133,334	-	-
Julie Osborne (9)	6,667	6,667	-	-
David Slorach (9)	13,334	13,334	-	-
Derek Slorach (9)	6,667	6,667	-	-
Alison Slorach (9)	13,334	13,334	-	-
Wayne Cockburn (9)	16,667	16,667	-	-
The Asylum Inc. (9)(11)	66,667	66,667	-	-
Apurva Udavant (12)	23,939	23,939	-	-
Basil Rafikalli (12)	23,939	23,939	-	-
Ben Cohen (12)	23,939	23,939	-	-
Ghezali Warsi (12)	35,909	35,909	-	-
Leanne Dolan (12)	29,924	29,924	-	-
Amjad Talpur (12)	119,694	119,694	-	-
Syed Razaqi (12)	119,694	119,694	-	-
Tom Elias (12)	77,801	77,801	-	-
<b>TOTAL</b>	<b>24,192,735</b>	<b>24,192,735</b>	<b>-</b>	<b>-</b>

(1) Represents shares of our common stock that may be issued to the selling stockholder upon the exchange of Exchangeable Shares held by such selling stockholder, on a one-for-one basis.

(2) John Sanchez has voting and dispositive control over these shares.

(3) Rehan Huda has voting and dispositive control over these shares.

(4) Geoff Smith has voting and dispositive control over these shares.

(5) Includes 325,258 shares underlying warrants. Brendan T.N. Caldwell has voting and dispositive control over these shares.

(6) Christopher Henry Sims has voting and dispositive control over these shares.

(7) Nayyar Razvi has voting and dispositive control over these shares.

(8) M. Kamran Siddiqui has voting and dispositive control over these shares.

(9) Represents shares of our common stock that may be issued to the selling stockholder upon the conversion of convertible debentures held by such selling stockholder.

(10) Glen A. Schnarr has voting and dispositive control over these shares.

(11) Ron Angellotti has voting and dispositive control over these shares.

(12) Represents shares of our common stock that may be issued to the selling stockholder upon the exercise of common stock purchase warrants held by such selling stockholder.

## **DESCRIPTION OF SECURITIES**

### **General**

Our authorized capital stock consists of 125,000,000 shares of common stock, with a par value of \$0.001 per share, and 10,000,000 shares of preferred stock, with a par value of \$0.001 per share. As of April 20, 2016, there were 15,876,947 shares of Common Stock issued and outstanding, of which 750,000 are held in escrow and subject to forfeiture, and 9,123,031 Exchangeable Shares issued and outstanding. Of the shares of Common Stock issued and outstanding (or that may be issued upon exchange of the Exchangeable Shares), approximately 22,500,000 of such shares are or would be restricted shares under the Securities Act, subject to registration pursuant to the registration statement of which this prospectus forms a part. There is currently one share of the Special Voting Preferred Stock issued and outstanding held by one holder of record, which is the Trustee in accordance with the terms of the Trust Agreement. None of these restricted shares are eligible for resale absent registration or an exemption from registration under the Securities Act. As of the date hereof, the exemption from registration provided by Rule 144 under the Securities Act is not available for these shares pursuant to Rule 144(i).

### **Common Stock**

Each holder of Common Stock will be entitled to one vote for each share of Common Stock held of record by such holder with respect to all matters to be voted on or consented to by our stockholders, except as may otherwise be required by applicable Nevada law. The stockholders will not have pre-emptive rights under our Certificate of Incorporation to acquire additional shares of Common Stock or other securities. The Common Stock will not be subject to redemption rights and will carry no subscription or conversion rights. In the event of liquidation of the Company, the stockholders will be entitled to share in corporate assets on a pro rata basis after the Company satisfies all liabilities and after provision is made for each class of capital stock having preference over the Common Stock (if any). Subject to the laws of the State of Nevada, if any, of the holders of any outstanding series of preferred stock, the Board of Directors will determine, in their discretion, to declare dividends advisable and payable to the holders of outstanding shares of Common Stock. Shares of our Common Stock are subject to transfer restrictions.

### **Blank-Check Preferred Stock**

We are currently authorized to issue up to 10,000,000 shares of blank check preferred stock, \$0.001 par value per share, of which one share has currently been designated as the Special Voting Preferred Stock (as described below). The Board of Directors has the discretion to issue shares of preferred stock in series and, by filing a Preferred Stock Designation or similar instrument with the Nevada Secretary of State, to establish from time to time the number of shares to be included in each such series, and to fix the designation, power, preferences and rights of the shares of each such Series and the qualifications, limitations and restrictions thereof.

### **Special Voting Preferred Stock**

The Board authorized the designation of a class of the Special Voting Preferred Stock, with the rights and preferences specified below. For purposes of deferring Canadian tax liabilities that would be incurred by certain of our shareholders, iMedical and its shareholders have entered into a transaction pursuant to which the eligible holders, who would have otherwise received shares of common stock of the Company pursuant to the Acquisition Transaction, received Exchangeable Shares. The right to vote the Common Stock equivalent of such Exchangeable Shares shall be conducted by the vote of the Special Voting Preferred Stock issued to the Trustee.



In that regard, we have designated one share of preferred stock as the Special Voting Preferred Stock with a par value of \$0.001 per share. The rights and preferences of the Special Voting Preferred Stock entitle the holder (the Trustee and, indirectly, the holders of the Exchangeable Shares) to the following:

- the right to vote in all circumstances in which holders of our common stock have the right to vote, with the common stock as one class;
- an aggregate number of votes equal to the number of shares of our common stock that are issuable to the holders of the outstanding Exchangeable Shares;
- the same rights as the holders of our common stock as to notices, reports, financial statements and attendance at all stockholder meetings;
- no entitlement to dividends; and
- a total sum of \$1.00 upon windup, dissolution or liquidation of the Company.

The Company may cancel the Special Voting Preferred Stock when there are no Exchangeable Shares outstanding and no option or other commitment of iMedical or its affiliates, which could require iMedical or its affiliates to issue more Exchangeable Shares.

As set forth above, the holders of the Exchangeable Shares, through the Special Voting Preferred Stock, have voting rights and other attributes corresponding to the Common Stock. The Exchangeable Shares provide an opportunity for Eligible Holders to obtain a full deferral of taxable capital gains for Canadian federal income tax purposes in specified circumstances.

### **Registration Rights**

We have agreed to register the shares of common stock and shares of Common Stock underlying the Exchangeable Shares issued to the iMedical shareholders in the Acquisition Transaction by means of filing a registration statement with the SEC. We will pay all costs and expenses incurred by us in complying with our obligations to file the registration statement, except that the selling holders will be responsible for their shares of the attorney's fees and expenses and any commissions or other compensation to selling agents and similar persons. The registration statement of which this prospectus forms a part satisfies such registration obligations.

### **Transfer Agent and Registrar**

Action Stock Transfer Corporation is the transfer agent for our shares of common stock. Its address is 2469 E. Fort Union Blvd., Suite 214, Salt Lake City, UT 84121; Telephone: (801) 274-1088.

### **Penny Stock**

Our Common Stock is subject to provisions of Section 15(g) and Rule 15g-9 of the Exchange Act, commonly referred to as the "penny stock rule." Section 15(g) sets forth certain requirements for transactions in penny stock, and Rule 15g-9(d) incorporates the definition of "penny stock" that is found in Rule 3a51-1 of the Exchange Act. The SEC generally defines a penny stock to be any equity security that has a market price less than \$5.00 per share, subject to certain exceptions. The Company is subject to the SEC's penny stock rules.

Since the Common Stock will be deemed to be penny stock, trading in the shares of our common stock is subject to additional sales practice requirements on broker-dealers who sell penny stock to persons other than established customers and accredited investors. “Accredited investors” are persons with assets in excess of \$1,000,000 or annual income exceeding \$200,000 or \$300,000 together with their spouse. For transactions covered by these rules, broker-dealers must make a special suitability determination for the purchase of such security and must have the purchaser’s written consent to the transaction prior to the purchase. Additionally, for any transaction involving a penny stock, unless exempt the rules require the delivery, prior to the first transaction of a risk disclosure document, prepared by the SEC, relating to the penny stock market. A broker-dealer also must disclose the commissions payable to both the broker-dealer and the registered representative and current quotations for the securities. Finally, monthly statements must be sent disclosing recent price information for the penny stocks held in an account and information to the limited market in penny stocks. Consequently, these rules may restrict the ability of broker-dealer to trade and/or maintain a market in our common stock and may affect the ability of the Company’s stockholders to sell their shares of common stock.

### **Stock Option and Incentive Plans**

We adopted a new equity incentive plan effective as of February 2, 2016 to attract and retain employees, directors and consultants. The equity incentive plan is administered by our Board of Directors which may determine, among other things, the (a) terms and conditions of any option or stock purchase right granted, including the exercise price and the vesting schedule, (b) persons who are to receive options and stock purchase rights and (c) the number of shares to be subject to each option and stock purchase right. The equity incentive plan may also be administered by a special committee, as determined by the Board of Directors.

The maximum aggregate number of shares of our common stock that may be issued under the equity incentive plan is 3,750,000, which, except as provided in the plan shall automatically increase on January 1 of each year for no more than 10 years, so the number of shares that may be issued is an amount no greater than 15% of our outstanding shares of common stock and Exchangeable Shares as of such January 1. The equity incentive plan provides for the grant of (i) “incentive” options (qualified under section 422 of the Internal Revenue Code of 1986, as amended) to our employees and (ii) nonstatutory options and restricted stock to our employees, directors or consultants.

## PLAN OF DISTRIBUTION

Each selling stockholder of the securities offered hereby and any of their pledgees, assignees and successors-in-interest may, from time to time, sell any or all of their securities covered hereby on the principal trading market or any other stock exchange, market or trading facility on which the securities are traded or in private transactions. These sales may be at fixed or negotiated prices. A selling stockholder may use any one or more of the following methods when selling securities:

- ordinary brokerage transactions and transactions in which the broker dealer solicits purchasers;
- block trades in which the broker dealer will attempt to sell the securities as agent but may position and resell a portion of the block as principal to facilitate the transaction;
- purchases by a broker dealer as principal and resale by the broker dealer for its account;
- an exchange distribution in accordance with the rules of the applicable exchange;
- privately negotiated transactions;
- settlement of short sales entered into after the effective date of the registration statement of which this prospectus is a part;
- in transactions through broker dealers that agree with the selling stockholders to sell a specified number of such securities at a stipulated price per security;
- through the writing or settlement of options or other hedging transactions, whether through an options exchange or otherwise;
- a combination of any such methods of sale; or
- any other method permitted pursuant to applicable law.

The selling stockholders may also sell securities under Rule 144 under the Securities Act of 1933, as amended (or the Securities Act), if available, rather than under this prospectus.

Broker dealers engaged by the selling stockholders may arrange for other brokers dealers to participate in sales. Broker dealers may receive commissions or discounts from the selling stockholders (or, if any broker dealer acts as agent for the purchaser of securities, from the purchaser) in amounts to be negotiated, but, except as set forth in a supplement to this prospectus, in the case of an agency transaction not in excess of a customary brokerage commission in compliance with FINRA Rule 2440; and in the case of a principal transaction a markup or markdown in compliance with FINRA IM-2440.

In connection with the sale of the securities or interests therein, the selling stockholders may enter into hedging transactions with broker-dealers or other financial institutions, which may in turn engage in short sales of the securities in the course of hedging the positions they assume. The selling stockholders may also sell securities short and deliver these securities to close out their short positions, or loan or pledge the securities to broker-dealers that in turn may sell these securities. The selling stockholders may also enter into option or other transactions with broker-dealers or other financial institutions or create one or more derivative securities which require the delivery to such broker-dealer or other financial institution of securities offered by this prospectus, which securities such broker-dealer or other financial institution may resell pursuant to this prospectus (as supplemented or amended to reflect such transaction).

The selling stockholders and any broker-dealers or agents that are involved in selling the securities may be deemed to be “underwriters” within the meaning of the Securities Act in connection with such sales. In such event, any commissions received by such broker-dealers or agents and any profit on the resale of the securities purchased by them may be deemed to be underwriting commissions or discounts under the Securities Act. Each selling stockholder has informed the Company that it does not have any written or oral agreement or understanding, directly or indirectly, with any person to distribute the securities. In no event shall any broker-dealer receive fees, commissions and markups which, in the aggregate, would exceed eight percent.

We have agreed to pay certain fees and expenses incurred by us incident to the registration of the securities.

Because selling stockholders may be deemed to be “underwriters” within the meaning of the Securities Act, they will be subject to the prospectus delivery requirements of the Securities Act including Rule 172 thereunder. In addition, any securities covered by this prospectus which qualify for sale pursuant to Rule 144 under the Securities Act may be sold under Rule 144 rather than under this prospectus. The selling stockholders have advised us that there is no underwriter or coordinating broker acting in connection with the proposed sale of the resale securities by the Selling Stockholders.

We have agreed to keep this prospectus effective until the earlier of (i) the date on which the securities may be resold by the selling stockholders without registration and without regard to any volume or manner-of-sale limitations by reason of Rule 144, without the requirement for us to be in compliance with the current public information under Rule 144 under the Securities Act or any other rule of similar effect or (ii) all of the securities have been sold pursuant to this prospectus or Rule 144 under the Securities Act or any other rule of similar effect. The resale securities will be sold only through registered or licensed brokers or dealers if required under applicable state securities laws. In addition, in certain states, the resale securities covered hereby may not be sold unless they have been registered or qualified for sale in the applicable state or an exemption from the registration or qualification requirement is available and is complied with.

Under applicable rules and regulations under the Securities Exchange Act of 1934, as amended (or the Exchange Act), any person engaged in the distribution of the resale securities may not simultaneously engage in market making activities with respect to the common stock for the applicable restricted period, as defined in Regulation M promulgated under the Exchange Act, prior to the commencement of the distribution. In addition, the selling stockholders will be subject to applicable provisions of the Exchange Act and the rules and regulations thereunder, including Regulation M, which may limit the timing of purchases and sales of securities of the common stock by the selling stockholders or any other person. We will make copies of this prospectus available to the selling stockholders and have informed them of the need to deliver a copy of this prospectus to each purchaser at or prior to the time of the sale (including by compliance with Rule 172 under the Securities Act).

## **LEGAL MATTERS**

The validity of the shares of common stock covered by this prospectus will be passed upon by Ruskin Moscou Faltischek, P.C., Uniondale, New York..

## **EXPERTS**

The financial statements of iMedical at December 31, 2015 and 2014 appearing in this prospectus have been audited by SRCO Professional Corporation, an independent registered public accounting firm, as set forth in their report thereon appearing elsewhere herein, and are included in reliance upon such report given on the authority of such firm as an expert in accounting and auditing.

## **WHERE YOU CAN FIND MORE INFORMATION**

We have filed with the SEC under the Securities Act a registration statement on Form S-1 relating to the common stock to be sold in this offering. The registration statement, including the attached exhibits and schedules, contains additional relevant information about us and our capital stock. This prospectus does not contain all of the information set forth in the registration statement and the exhibits and schedules thereto. For further information about us and our common stock, you should refer to the registration statement, including the exhibits and schedules thereto. Statements contained in this prospectus as to the contents of any contract or other document referred to are not necessarily complete and in each instance, if such contract or document is filed as an exhibit, reference is made to the copy of such contract or other document filed as an exhibit to the registration statement, each statement being qualified in all respects by such reference. You may inspect a copy of the registration statement and the exhibits and schedules thereto without charge at the Public Reference Room of the SEC at 100 F Street, N.E., Washington, D.C. 20549. You may obtain copies of all or any part of the registration statement from such office at prescribed rates. You may also obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. In addition, the SEC maintains an Internet website, which is located at <http://www.sec.gov>, that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC. You may access the registration statement, of which this prospectus is a part, at the SEC's Internet website.

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SRCO Professional Corporation  
Chartered Professional Accountants  
Licensed Public Accountants  
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15 Wertheim Court, Suite 409  
Richmond Hill, ON L4B 3H7  
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[www.srco.ca](http://www.srco.ca)

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of iMedical Innovations Inc.

We have audited the accompanying balance sheets of iMedical Innovations Inc. [the “Company”] as of December 31, 2015 and 2014, and the related statements of operations and comprehensive loss, stockholders’ (deficiency) equity, and cash flows for each of the years in the two-year period ended December 31, 2015. The Company’s management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2015 and 2014, and the results of its operations and its cash flows for each of the years in the two-year period ended December 31, 2015, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 3 to the financial statements, the Company has incurred recurring losses from operations and has an accumulated deficit that raise substantial doubt about its ability to continue as a going concern. Management’s plans regarding these matters are also described in Note 3. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

*/s/ SRCO Professional Corporation*

CHARTERED PROFESSIONAL  
ACCOUNTANTS

Authorized to practise public accounting by the  
Chartered Professional Accountants of Ontario

Richmond Hill, Ontario, Canada  
April 12, 2016

# iMedical Innovations Inc.

## BALANCE SHEETS

(Expressed in US dollars)

	As at December 31, 2015 \$	As at December 31, 2014 \$
<b>CURRENT ASSETS</b>		
Cash	410,601	448,599
Harmonized sales tax recoverable	36,291	71,336
Deposits and other receivables	72,202	-
<b>Total current assets</b>	<b>519,094</b>	519,935
Equipment <i>[Note 5]</i>	-	-
<b>TOTAL ASSETS</b>	<b>519,094</b>	519,935
<b>LIABILITIES AND STOCKHOLDERS' (DEFICIENCY) EQUITY</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable and accrued liabilities <i>[Note 6]</i>	413,273	176,039
<b>Total current liabilities</b>	<b>413,273</b>	176,039
Convertible promissory notes <i>[Note 7]</i>	783,778	-
Derivative liabilities <i>[Note 8]</i>	561,220	-
<b>TOTAL LIABILITIES</b>	<b>1,758,271</b>	176,039
<b>STOCKHOLDERS' (DEFICIENCY) EQUITY</b>		
Preferred stock, no par value, unlimited authorized, no share issued and outstanding as at December 31, 2015 and 2014, respectively <i>[Note 9]</i>	-	-
Common stock, no par value, unlimited authorized, 18,798,000 and 16,315,500 shares issued and outstanding as at December 31, 2015 and 2014, respectively <i>[Note 9]</i>	4,771,954	3,959,849
Additional paid-in-capital	3,235,645	409,658
Accumulated other comprehensive (loss) income	(18,002)	17,311
Accumulated deficit	(9,228,774)	(4,042,922)
<b>Total stockholders' (deficiency) equity</b>	<b>(1,239,177)</b>	343,896
<b>TOTAL LIABILITIES AND STOCKHOLDERS' (DEFICIENCY) EQUITY</b>	<b>519,094</b>	519,935

Commitments *[Note 12]*

Subsequent events *[Note 13]*

*See accompanying notes to financial statements*

On behalf of the Board:



**iMedical Innovations Inc.**  
**STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS**  
(Expressed in US dollars)

	Year ended December 31, 2015 \$	Year ended December 31, 2014 \$
<b>REVENUE</b>	-	-
<b>EXPENSES</b>		
General and administrative expenses <i>[Notes 9 and 11]</i>	3,986,550	873,541
Research and development expenses <i>[Note 12]</i>	1,143,453	832,661
<b>TOTAL OPERATING EXPENSES</b>	<b>5,130,003</b>	1,706,202
Accretion expense <i>[Note 7]</i>	59,875	-
Change in fair value of derivative liabilities <i>[Note 8]</i>	(4,026)	-
<b>NET LOSS BEFORE INCOME TAXES</b>	<b>(5,185,852)</b>	(1,706,202)
Income taxes <i>[Note 10]</i>	-	-
<b>NET LOSS</b>	<b>(5,185,852)</b>	(1,706,202)
Translation adjustment	(35,313)	3,050
<b>COMPREHENSIVE LOSS</b>	<b>(5,221,165)</b>	(1,703,152)
<b>LOSS PER SHARE, BASIC AND DILUTED</b>	<b>(0.32)</b>	(0.12)
<b>WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING</b>	<b>16,167,781</b>	14,409,314

*See accompanying notes to financial statements*

**iMedical Innovations Inc.**  
**STATEMENTS OF STOCKHOLDERS' (DEFICIENCY) EQUITY**  
(Expressed in US dollars)

	Common stock		Additional paid-in-capital	Accumulated other comprehensive (loss) income	Accumulated deficit	Total
	Shares	Amount				
		\$	\$	\$	\$	\$
<b>Balance, December 31, 2013</b>	10,517,500	2,424,646	-	14,261	(2,336,720)	102,187
Issuance of shares for cash [Note 9]	1,170,000	545,278	-	-	-	545,278
Issuance of shares for services [Note 9]	142,000	66,179	-	-	-	66,179
Issuance of warrants for services [Note 9]	-	-	400,335	-	-	400,335
Acquisition of net liabilities and shares outstanding - reverse merger [Notes 1 and 9]	3,300,000	-	(237,348)	-	-	(237,348)
Issuance of shares and warrants for cash [Note 9]	1,036,000	857,558	246,671	-	-	1,104,229
Exercise of warrants for cash [Note 9]	150,000	66,188	-	-	-	66,188
Translation adjustment	-	-	-	3,050	-	3,050
Net loss	-	-	-	-	(1,706,202)	(1,706,202)
<b>Balance, December 31, 2014</b>	16,315,500	3,959,849	409,658	17,311	(4,042,922)	343,896
Exercise of warrants for cash [Note 9]	750,000	686,975	20,221	-	-	707,196
Cancellation of shares [Note 9]	(1,100,000)	(89)	-	-	-	(89)
Stock based compensation [Note 9]	-	-	2,257,953	-	-	2,257,953
Issuance of warrants for services [Note 9]	-	-	672,749	-	-	672,749
Cancellation of warrants [Note 9]	-	124,936	(124,936)	-	-	-
Exercise of stock option plan [Note 9]	2,832,500	283	-	-	-	283
Translation adjustment	-	-	-	(35,313)	-	(35,313)
Net loss	-	-	-	-	(5,185,852)	(5,185,852)
<b>Balance, December 31, 2015</b>	18,798,000	4,771,954	3,235,645	(18,002)	(9,228,774)	(1,239,177)

(a) Retroactively restated to reflect the effect of the recapitalization transaction on November 21, 2014, as explained in Notes 1 and 7.

See accompanying notes to financial statements

# iMedical Innovations Inc.

## STATEMENTS OF CASH FLOWS

(Expressed in US dollars)

	Year ended December 31, 2015 \$	Year ended December 31, 2014 \$
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net loss	(5,185,852)	(1,706,202)
<i>Adjustments to reconcile net loss to net cash used in operating activities:</i>		
Stock based compensation	2,257,953	-
Depreciation	-	9,051
Issuance of shares for consulting services	-	66,179
Accretion expense	59,875	-
Change in fair value of derivatives liabilities	(4,026)	-
Issuance of warrants for services	672,749	400,335
<i>Changes in operating assets and liabilities:</i>		
Harmonized sales tax recoverable	25,437	(73,578)
Deposits and other receivables	(77,740)	-
Accounts payable and accrued liabilities	287,629	(77,570)
<b>Net cash used in operating activities</b>	<b>(1,963,975)</b>	<b>(1,381,785)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from issuance of shares, net	-	1,649,507
Proceeds from issuance of convertible promissory notes, net	1,289,149	-
Proceeds from exercise of warrants	707,196	66,188
Proceeds from exercise of stock option	283	-
<b>Net cash provided by financing activities</b>	<b>1,996,628</b>	<b>1,715,695</b>
Effect of foreign currency translation	(70,651)	(1,067)
Net increase in cash during the year	32,653	333,910
Cash, beginning of year	448,599	115,756
<b>Cash, end of year</b>	<b>410,601</b>	<b>448,599</b>

See accompanying notes to financial statements

# **iMedical Innovations Inc.**

## **NOTES TO FINANCIAL STATEMENTS**

### **For the years ended December 31, 2015 and 2014**

(Expressed in US dollars)

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#### **1. NATURE OF OPERATIONS**

iMedical Innovations Inc. [the “Company” or “iMed”] was incorporated on July 3, 2014 under the laws of the Province of Ontario, Canada. The Company is engaged in research and development activities within the remote monitoring segment of preventative care. The Company is focused on a realizable healthcare business model that has an existing market and commercialization pathway. As such, its efforts to date have been devoted in building technology that enables access to this market through the development of a tangible product.

Sensor Mobility Inc.. [“Sensor”] was incorporated on July 22, 2009 under the laws of the Province of Ontario, Canada. Sensor was also engaged in research and development activities within the remote monitoring segment of preventative care.

On August 11, 2014, all the stockholders of Sensor entered into a series of roll over agreements for the sale of their shares to iMedical Innovations Inc. in accordance with section 85 (1) of the Income Tax Act (Canada). Pursuant to these agreements, all the stockholders of Sensor received twice the number of shares of iMed in exchange for their shares in Sensor. Accordingly, iMed issued 11,829,500 shares in exchange for 5,914,750 shares of Sensor, which were subsequently cancelled as a result of amalgamation. The amalgamation became effective from November 21, 2014, pursuant to approval by Canada Revenue Agency. Immediately prior to the Amalgamation, iMed had net liabilities of \$237,348 and 3,300,000 outstanding shares of common stock, which are presented in the financial statements.

As the former stockholders of Sensor became the majority stockholders of iMed after amalgamation, this transaction has been accounted for as a reverse merger and was treated as an acquisition of iMed (legal acquirer) and a recapitalization of Sensor (accounting acquirer). As Sensor was the accounting acquirer, the results of its operations carried over. Consequently, the assets and liabilities and the historical operations reflected in the financial statements for the periods prior to November 21, 2014, are those of Sensor and are recorded at historical cost basis. Effective from November 21, 2014, the Company’s financial statements include the assets, liabilities and operations of iMed.

#### **2. BASIS OF PRESENTATION AND MEASUREMENT**

The financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America (“US GAAP”) and are expressed in United States dollars (“USD”).

#### **3. GOING CONCERN**

The financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The Company has incurred recurring losses from operations and as at December 31, 2015 and December 31, 2014 had accumulated deficit of \$9,228,774 and \$4,042,922, respectively. Management anticipates the Company will attain profitable status and improve its liquidity through continued business development and additional debt or equity investment in the Company. Management is pursuing various sources of financing.

On October 31, 2015, the Company engaged an agent to act as exclusive financial advisor to the Company with respect to assisting the Company in its capital raising efforts as well as assisting the Company in the review of potential financing alternatives available to it and to provide recommendations with respect to the options available to it for meeting its capital needs. Under the engagement agreement, the agent will represent the Company as the sole or lead placement agent, underwriter, book-runner or similar representation in its efforts to obtain financing of up to \$12 million in the form of a private placement, public offering, whether in one or a series of transactions, in a private or public offering of equity, convertible debt or equity, equity linked securities or any other securities.

The Company's continued existence is dependent upon its ability to continue to execute its operating plan and to obtain additional debt or equity financing. There can be no assurance that the necessary debt or equity financing will be available, or will be available on terms acceptable to the Company, in which case the Company may be unable to meet its obligations. Should the Company be unable to realize its assets and discharge its liabilities in the normal course of business, the net realizable value of its assets may be materially less than the amounts recorded in the financial statements. The financial statements do not include any adjustments relating to the recoverability of recorded asset amounts that might be necessary should the Company be unable to continue in existence.

#### **4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

##### Cash

Cash includes cash on hand and balances with banks.

##### Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Areas involving significant estimates and assumptions include: deferred income tax assets and related valuation allowance, accruals and valuation of warrants and stock options. Actual results could differ from those estimates. These estimates are reviewed periodically, and, as adjustments become necessary, they are reported in earnings in the period in which they become known.

##### Earnings (Loss) Per Share

The Company has adopted the Financial Accounting Standards Board's ("FASB") Accounting Standards Codification ("ASC") Topic 260-10 which provides for calculation of "basic" and "diluted" earnings per share. Basic earnings per share includes no dilution and is computed by dividing net income or loss available to common stockholders by the weighted average number of common shares outstanding for the period. Diluted earnings per share reflect the potential dilution of securities that could share in the earnings of an entity. Diluted earnings per share exclude all potentially dilutive shares if their effect is anti-dilutive. There were no potentially dilutive shares outstanding as at December 31, 2015 and 2014.

##### Foreign Currency Translation

The functional currency of the Company is Canadian dollar. Transactions denominated in currencies other than the functional currency are translated into the functional currency at the exchange rates prevailing at the dates of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the exchange rate prevailing at the balance sheet date. Non-monetary assets and liabilities are translated using the historical rate on the date of the transaction. All exchange gains or losses arising from translation of these foreign currency transactions are included in net income (loss) for the year. The translation gains and losses resulting from the changes in exchange rates are reported in accumulated other comprehensive gain (loss).

### Equipment

Equipment are stated at cost less accumulated depreciation and depreciated over their estimated useful lives at the following rate and method.

Furniture and fixtures	3 year straight line
Computer equipment	3 year straight line

Routine repairs and maintenance are expensed as incurred. Improvements, that are betterments, are capitalized at cost. The Company applies a half-year rule in the year of acquisition.

### Impairment of Long-Lived Assets

In accordance with ASC 360-10, the Company, on a regular basis, reviews the carrying amount of long-lived assets for the existence of facts or circumstances, both internally and externally, that suggest impairment. The Company determines if the carrying amount of a long-lived asset is impaired based on anticipated undiscounted cash flows, before interest, from the use of the asset. In the event of impairment, a loss is recognized based on the amount by which the carrying amount exceeds the fair value of the asset. Fair value is determined based on appraised value of the assets or the anticipated cash flows from the use of the asset or asset group, discounted at a rate commensurate with the risk involved.

### Fair Value of Financial Instruments

ASC 820 defines fair value, establishes a framework for measuring fair value and expands required disclosure about fair value measurements of assets and liabilities. ASC 820-10 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820-10 also establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

- Level 1 – Valuation based on quoted market prices in active markets for identical assets or liabilities.
- Level 2 – Valuation based on quoted market prices for similar assets and liabilities in active markets.
- Level 3 – Valuation based on unobservable inputs that are supported by little or no market activity, therefore requiring management's best estimate of what market participants would use as fair value.

In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset or liability.

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values due to the short-term nature of these instruments or interest rates that are comparable to market rates.. These financial instruments include cash and accounts payable. The Company's cash, which is carried at fair value, is classified as a Level 1 financial instrument. The Company's bank accounts are maintained with financial institutions of reputable credit, therefore, bear minimal credit risk.

### Income Taxes

The Company accounts for income taxes in accordance with ASC 740. The Company provides for federal and provincial income taxes payable, as well as for those deferred because of the timing differences between reporting income and expenses for financial statement purposes versus tax purposes. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Deferred tax assets and liabilities are measured using the enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recoverable or settled. The effect of a change in tax rates is recognized as income or expense in the period of the change. A valuation allowance is established, when necessary, to reduce deferred income tax assets to the amount that is more likely than not to be realized.

### Research and Development

Research and development costs, which relate primarily to product and software development, are charged to operations as incurred. Under certain research and development arrangements with third parties, the Company may be required to make payments that are contingent on the achievement of specific developmental, regulatory and/or commercial milestones. Before a product receives regulatory approval, milestone payments made to third parties are expensed when the milestone is achieved. Milestone payments made to third parties after regulatory approval is received are capitalized and amortized over the estimated useful life of the approved product.

### Stock Based Compensation

The Company accounts for share-based payments in accordance with the provision of ASC 718, which requires that all share-based payments issued to acquire goods or services, including grants of employee stock options, be recognized in the statement of operations based on their fair values, net of estimated forfeitures. ASC 718 requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. Compensation expense related to share-based awards is recognized over the requisite service period, which is generally the vesting period.

The Company accounts for stock based compensation awards issued to non-employees for services, as prescribed by ASC 718-10, at either the fair value of the services rendered or the instruments issued in exchange for such services, whichever is more readily determinable, using the guidelines in ASC 505-50. The Company issues compensatory shares for services including, but not limited to, executive, management, accounting, operations, corporate communication, financial and administrative consulting services.

### Operating Leases

The Company leases office space and certain office equipment under operating lease agreements. The lease term begins on the date of initial possession of the leased property for purposes of recognizing lease expense on a straight-line basis over the term of the lease. Lease renewal periods are considered on a lease-by-lease basis and are generally not included in the initial lease term.

### Convertible Notes Payable and Derivative Instruments

The Company accounts for conversion options embedded in convertible notes in accordance with ASC 815. ASC 815 generally requires companies to bifurcate conversion options embedded in convertible notes from their host instruments and to account for them as free standing derivative financial instruments. ASC 815 provides for an exception to this rule when convertible notes, as host instruments, are deemed to be conventional, as defined by ASC 815-40.

The Company accounts for convertible notes deemed conventional and conversion options embedded in non-conventional convertible notes which qualify as equity under ASC 815, in accordance with the provisions of ASC 470-20, which provides guidance on accounting for convertible securities with beneficial conversion features. Accordingly, the Company records, as a discount to convertible notes, the intrinsic value of such conversion options based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. Debt discounts under these arrangements are amortized over the term of the related debt.

#### Recently Issued Accounting Pronouncements

In June 2014, the FASB issued Accounting Standards Update ASU 2014-10, "Development Stage Entities". The amendments in this update remove the definition of a development stage entity from the Master Glossary of the ASC thereby removing the financial reporting distinction between development stage entities and other reporting entities from U.S. GAAP. In addition, the amendments eliminate the requirements for development stage entities to (1) present inception-to-date information in the statements of income, cash flows, and shareholder equity, (2) label the financial statements as those of a development stage entity, (3) disclose a description of the development stage activities in which the entity is engaged, and (4) disclose in the first year in which the entity is no longer a development stage entity that in prior years it had' been in the development stage. The Company adopted this amendment beginning from January 1, 2014. The amendments in this update were applied retrospectively.

In May 2014, an accounting pronouncement was issued by the FASB to clarify existing guidance on revenue recognition. This guidance includes the required steps to achieve the core principle that a company should recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. This pronouncement is effective for fiscal years and interim periods beginning after December 15, 2017, with early adoption permitted. The guidance permits the use of one of two retrospective transition methods. The Company has not yet selected a transition method nor have determined the effect that the adoption of the pronouncement may have on its financial position and/or results of operations.

On January 1, 2015, the Company adopted the accounting pronouncement issued by the FASB updating existing guidance on discontinued operations. This guidance raises the threshold for a disposal to qualify as a discontinued operation and requires new disclosures of both discontinued operations and certain other disposals that do not meet the definition of a discontinued operation. This pronouncement is aimed at reducing the frequency of disposals reported as discontinued operations by focusing on strategic shifts that have or will have a major effect on an entity's operations and financial results. The Company will consider this guidance in conjunction with future disposals, if any.

In April 2015, an accounting pronouncement was issued by the FASB to update the guidance related to the presentation of debt issuance costs. This guidance requires debt issuance costs, related to a recognized debt liability, be presented in the balance sheet as a direct deduction from the carrying amount of the related debt liability rather than being presented as an asset. This pronouncement is effective retrospectively for fiscal years beginning after December 15, 2015, with early adoption permitted. The Company intend to adopt this pronouncement on January 1, 2016, and the adoption will not have a material impact on its financial position and/or results of operations.

In September 2015, an accounting pronouncement was issued by the FASB which eliminates the requirement that an acquirer in a business combination account for measurement-period adjustments retrospectively. Instead, an acquirer will recognize a measurement-period adjustment during the period in which it determines the amount of the adjustment. This pronouncement is effective for fiscal years beginning after December 15, 2015, with early adoption permitted. The Company intend to adopt this pronouncement on January 1, 2016, and the adoption will not have a material impact on its financial position and/or results of operations.



In November 2015, an accounting pronouncement was issued by the FASB to simplify the presentation of deferred income taxes within the balance sheet. This pronouncement eliminates the requirement that deferred tax assets and liabilities are presented as current or noncurrent based on the nature of the underlying assets and liabilities. Instead, the pronouncement requires all deferred tax assets and liabilities, including valuation allowances, be classified as noncurrent. This pronouncement is effective for fiscal years beginning after December 15, 2016, with early adoption permitted. The Company intend to adopt this pronouncement on January 1, 2017, and the adoption will not have a material impact on its financial position and/or results of operations.

## 5. EQUIPMENT

	As at December 31, 2015 \$	As at December 31, 2014 \$
Furniture	41,272	41,272
Computer equipment	27,826	27,826
Total cost	69,098	69,098
Less: Accumulated depreciation	(69,098)	(69,098)
	-	-

## 6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	As at December 31, 2015 \$	As at December 31, 2014 \$
Trade accounts payable	274,055	130,913
Accrued liabilities	139,218	45,126
	413,273	176,039

## 7. CONVERTIBLE PROMISSORY NOTES

Pursuant to a term sheet offering of \$2,000,000, the Company during the year ended December 31, 2015 issued convertible promissory notes to various accredited investors amounting to \$1,368,978. These notes have a maturity date of 24 months and carry annual interest rate of 11%. The note holders have the right until any time until the note is fully paid, to convert any outstanding and unpaid principal portion of the note, and accrued interest, into fully paid and non-assessable shares of Common Stock. The note has a conversion price initially set at \$1.78. Upon any future financings completed by the Company, the conversion price will reset to 75% of the future financing pricing. These notes do not contain prepayment penalties upon redemption. These debentures are secured by all of the present and after acquired property of the Company.

However, the Company can force conversion of these notes, if during the term of the agreement, the Company completes a public listing and the Common Share price exceeds the conversion price for at least 20 consecutive trading days. At the closing of the Notes, the Company issued cash (7%) and warrants (7% of the number of Common Shares into which the Notes may be converted) to a broker. The broker received 3% in cash and warrants for those investors in the Presidents List. The warrants have a term of 24 months and a similar reset provision based on future financings.

The embedded conversion features and reset feature in the notes and broker warrants have been accounted for as a derivative liability based on FASB guidance (refer Note 8).

The details of the outstanding convertible promissory notes are as follows:

	\$
Face value of convertible promissory notes issued during the year	1,368,978
Discount recognised at issuance due to embedded derivatives	(479,479)
Cash issuance costs	(79,829)
Fair value of broker warrants at issuance	(85,767)
Accretion expense for the year	59,875
<b>Accreted value of convertible promissory notes as at December 31, 2015</b>	<b>783,778</b>

The Company incurred \$79,829 in cash as issuance costs and issued 43,161 broker warrants. The cash issuance costs and fair value of these warrants at issuance have been adjusted against the liability and accreted over the term of these notes using an effective interest rate ranging from 20.5% to 30.5%.

As explained in detail in Note 13, all outstanding convertible promissory notes were exchanged/adjusted pursuant to Exchange Agreement effective February 2, 2016.

## 8. DERIVATIVE LIABILITIES

In connection with the sale of debt or equity instruments, the Company may sell options or warrants to purchase our common stock. In certain circumstances, these options or warrants may be classified as derivative liabilities, rather than as equity. Additionally, the debt or equity instruments may contain embedded derivative instruments, such as embedded derivative features which in certain circumstances may be required to be bifurcated from the associated host instrument and accounted for separately as a derivative instrument liability.

The Company's derivative instrument liabilities are re-valued at the end of each reporting period, with changes in the fair value of the derivative liability recorded as charges or credits to income in the period in which the changes occur. For options, warrants and bifurcated embedded derivative features that are accounted for as derivative instrument liabilities, the Company estimates fair value using either quoted market prices of financial instruments with similar characteristics or other valuation techniques. The valuation techniques require assumptions related to the remaining term of the instruments and risk-free rates of return, our current common stock price and expected dividend yield, and the expected volatility of our common stock price over the life of the option.

The derivative liabilities arising from convertible promissory notes and related issuance of broker warrants are as follows:

	<b>Convertible</b>	<b>Broker</b>	<b>Total</b>
	<b>notes</b>	<b>warrants</b>	
	<b>\$</b>	<b>\$</b>	<b>\$</b>
Derivative fair value at issuance	479,479	85,767	565,246
Change in fair value of derivatives	1,473	(5,499)	(4,026)
<b>Derivative liabilities as at December 31, 2015</b>	<b>480,952</b>	<b>80,268</b>	<b>561,220</b>

The lattice methodology was used to value the convertible notes issued and the related broker warrants, with the following assumptions:

<b>Assumptions</b>	<b>December 31 2015</b>
Dividend yield	0.00%
Risk-free rate for term	0.33%-0.72%
Volatility	98%-100%
Remaining terms (years)	1.72-2
Stock price (\$ per share)	2

## **9. STOCKHOLDERS' (DEFICIENCY) EQUITY**

### **Authorized stock**

Until August 11, 2014, the Company was authorized to issue unlimited number of Class "A" preferred shares, optionally redeemable at a price to be agreed by the stockholders, with no par value and unlimited number of Class "A" common shares and Class "B" common shares with no par value. Class A preferred shares were classified as equity as they did not meet the requirements of mandatorily redeemable financial instruments pursuant to ASC 480.

On August 11, 2014, the Company's Articles of Association were amended thereby consolidating various classes of shares which were then issued into common shares and changing the Company's authorized shares to unlimited number of common shares and an unlimited number of preferred shares.

### **Issued and outstanding stock**

During April 2014, Sensor entered into agreements for issuance of warrants against services with four of its then stockholders and issued 475,000 warrants (previously 237,500 warrants) entitling those stockholders to purchase one common share (previously preferred class A share) against each warrant at an exercise price of \$0.46 per warrant to be exercised within one year from the issuance date. The fair value of the warrants on the issuance date was \$400,335, which is included as consulting charges in general and administrative expenses during the year ended December 31, 2014 with corresponding credit to additional paid-in-capital. The fair value has been estimated using a multi-nomial lattice model with an expected life of 365 days, dividend yield of 0%, stock price of \$0.46, a risk free rate of 0.06% and expected volatility of 105%, determined based on comparable companies historical volatilities.

Pursuant to roll over agreements dated August 11, 2014, as described in Note 1, all the above warrants which were issued by Sensor were cancelled and were reissued by iMedical Innovations Inc.

During June and July 2014, Sensor issued 1,170,000 common shares (previously 585,000 Class "A" preferred shares) through various subscription agreements issue at price of \$0.47 for aggregate cash proceeds of \$545,278.

During July 2014, Sensor issued 142,000 common shares (previously 71,000 Class "A" preferred shares) for consulting services at fair value of \$0.47 per share, determined based on recent private placements. Accordingly, the Company recognized \$66,179 as consulting expenses, which are included in general and administrative expenses during the year ended December 31, 2014 with corresponding credit to common stock.

As described in Note 1, On August 11, 2014, all the stockholders of Sensor entered into a series of roll over agreements for the sale of their shares to iMedical Innovations Inc. in accordance with section 85 (1) of the Income Tax Act (Canada). Pursuant to these agreements, all the stockholders of Sensor received twice the number of shares of iMed in exchange for their shares in Sensor. Accordingly, iMed issued 11,829,500 shares in exchange for 5,914,750 shares of Sensor, which were subsequently cancelled as a result of amalgamation. The amalgamation became effective from November 21, 2014, pursuant to approval by Canada Revenue Agency. Immediately prior to Amalgamation, iMed had net liabilities of \$237,348 and 3,300,000 outstanding shares of common stock, which are presented in the financial statements.

During November 2014, iMed issued 1,036,000 units at an exercise price of \$1.10 and received gross cash proceeds of \$1,142,837 (net proceeds of \$1,104,229). Each unit comprised of 1,036,000 common shares and 1,554,000 warrants to be exercised at \$1.10 within 120 to 270 days from the date of issuance. In connection with the proceeds received, the Company paid in cash \$38,609 as finder's fees and issued 51,080 broker warrants to be exercised at \$1.10 within 365 days from the date of issuance. The fair value of these warrants amounting to \$246,671 has been estimated using a multi-nomial lattice model with an expected life of 365 days, dividend yield of 0%, stock price of \$1.10, a risk free rate ranging from 0.02% to 0.07% and expected volatility of 89%, determined based on comparable companies historical volatilities. The fair value of these warrants was allocated to cash with corresponding credit to additional paid-in-capital. During May 2015 804,000 warrants expired out of total issuance of 1,554,000, which has resulted in transfer of \$124,936 from additional paid-in-capital to common stock.

In addition during November 2014, 150,000 warrants were exercised at a price of \$0.44 per share and the Company received cash proceeds of \$66,188, which has been credited to common stock.

During March and May 2015, 500,000 warrants were exercised at a price of \$1.01 per share and the Company received gross cash proceeds of \$500,584 (net proceeds of \$470,758). In connection with the proceeds received, the Company paid in cash \$35,420 as finder's fees and issued 35,000 broker warrants which were fair valued at \$5,594 and were allocated to cash with corresponding credit to additional paid-in-capital. The fair value has been estimated using a multi-nomial lattice model with an expected life of 365 days, dividend yield of 0%, stock price of \$1.01, a risk free rate ranging from 0.04% to 1.07% and expected volatility of 94%, determined based on comparable companies historical volatilities.

During May 2015, iMed repurchased 1,100,000 of its outstanding common shares at cost from a related party, by virtue of significant influence. These shares were cancelled upon their repurchase.

During August and September 2015, 250,000 warrants were exercised at a price of \$1.05 per share and the Company received gross cash proceeds of \$253,800 (net proceeds of \$236,438). In connection with the proceeds received, the Company paid in cash \$17,362 as finder's fees and issued 17,500 broker warrants which were fair valued at \$14,627 and were allocated to cash with corresponding credit to additional paid-in-capital. The fair value has been estimated using a multi-nomial lattice model with an expected life of 24 months, a risk free rate ranging from 0.04% to 1.07%, stock price of \$2 and expected volatility in the range of 98% to 100%, determined based on comparable companies historical volatilities.

During September and October 2015, iMed entered into agreements for the issuance for a total of 605,000 warrants against services entitling to purchase one common share against each warrant at an exercise price of \$1 per warrant to be exercised within 180 to 730 days from the issuance date. The fair value of the warrants on the issuance date was \$672,749, which is included as consulting charges in general and administrative expenses during the year ended December 31, 2015 with corresponding credit to additional paid-in-capital. The fair value has been estimated using a multi-nomial lattice model with an expected life ranging from 180 to 730 days, a risk free rate ranging from 0.04% to 1.07%, stock price of \$2, annual attrition rate of 5% and expected volatility in the range of 98% to 100%, determined based on comparable companies historical volatilities.

In addition as explained in detail in Note 13, all outstanding common stock, warrants and options were exchanged/adjusted pursuant to Exchange Agreement effective February 2, 2016.

**Stock-based compensation**

On March 30, 2015, the Company approved Directors, Officers and Employees Stock Option Plan, under which it authorized and issued 3,000,000 options. This plan was established to enable the Company to attract and retain the services of highly qualified and experience directors, officers, employees and consultants and to give such person an interest in the success of the Company.

The fair value of each option granted is estimated at the time of grant using multi-nomial lattice model using the following assumptions:

	<b>2015</b>
Exercise price (\$)	0.0001
Risk free interest rate	0.04% to 1.07%
Expected term (Years)	10
Expected volatility	94%
Expected dividend yield	0%
Fair value of option (\$)	0.74
Expected forfeiture (attrition) rate	5% to 20%

50% of the grants will either vest immediately or at the time of FDA (Food and Drug Administration) filing date and 50% will vest upon Liquidity Trigger. Liquidity Trigger means the day on which the board of directors resolve in favour of i) the Company is able to raise a certain level of financing; ii) a reverse takeover transaction that results in the Company being a reporting issuer, and iii) initial public offering that results in the Company being a reporting issuer.

These grants will expire on the tenth anniversary of the grant date. The risk free interest rate is based on the yield of U.S. Treasury securities that correspond to the expected holding period of the options. The volatility was determined based on comparable companies' historical volatilities. The expected forfeiture (attrition) rates were based on the position of the employee receiving the options. The dividend yield was based on an expected future dividend rate for the period at the time of grant.

The following table summarizes the stock option activities of the Company:

	<b>Number of options</b>	<b>Weighted average exercise price (\$)</b>
Granted	3,000,000	0.0001
Exercised	(2,832,500)	0.0001
Outstanding as of December 31, 2015	167,500	0.0001

The fair value of options at the issuance date were determined at \$2,257,953 which were fully expensed during the year ended December 31, 2015 based on vesting period and were included in general and administrative expenses with corresponding credit to additional paid-in-capital.

During the year ended December 31, 2015, 2,832,500 options were exercised by those employees who met the vesting conditions as described above.

## 10. INCOME TAXES

### Income taxes

The provision for income taxes differs from that computed at Canadian corporate tax rate of approximately 15.50% (2014 - 15.50%) as follows:

	<b>Year ended December 31, 2015 \$</b>	<b>Year ended December 31, 2014 \$</b>
Net loss for the year before income taxes	(5,185,852)	(1,706,202)
Expected income tax recovery from net loss	(803,807)	(264,461)
Non-deductible expenses	462,915	72,310
Other temporary differences	(2,859)	(116)
Change in valuation allowance	343,751	192,267
	-	-

### Deferred tax assets

	<b>As at December 31, 2015 \$</b>	<b>As at December 31, 2014 \$</b>
Non-capital loss carry forwards	756,534	404,127
Other temporary differences	23,565	5,870
Change in valuation allowance	(780,099)	(409,997)
	-	-

As of December 31, 2015 and 2014, the Company determined that a valuation allowance relating to above deferred tax asset of the Company was necessary. This determination was based largely on the negative evidence represented by the losses incurred. The Company decided not to recognize any deferred tax asset, as it is not more likely than not to be realized. Therefore, a valuation allowance of \$780,099 and \$409,997, for the years ended December 31, 2015 and 2014, respectively, was recorded to offset deferred tax assets.

As of December 31, 2015 and 2014, the Company has approximately \$4,880,865 and \$2,607,270, respectively, of non-capital losses available to offset future taxable income. These losses will expire between 2032 and 2034.

As of December 31, 2015 and 2014, the Company is not subject to any uncertain tax positions.

## 11. RELATED PARTY TRANSACTIONS

The Company's transactions with related parties were carried out on normal commercial terms and in the course of the Company's business.

Other than those disclosed elsewhere in the financial statements, the related party transactions are as follows:

General and administrative expenses for the years ended December 31, 2015 and 2014 include consulting charges of \$Nil, and \$66,179, respectively in connection with issuance of shares/warrants to certain stockholders of the Company for their consulting services as explained in Note 9.

In addition, the Company paid consulting charges in cash to its stockholders amounting to \$249,145 and \$198,611 for the years ended December 31, 2015 and 2014, respectively.

## 12. COMMITMENTS

- a) On September 14, 2014, iMedical finalized an agreement with CardioComm Solutions Inc. ("CardioComm") for the development of a customized software for the ECG. The term of this agreement is later of 5 years or completion of all services from the effective date of agreement, which is September 14, 2014. Pursuant to this agreement, iMedical paid CardioComm a non-refundable royalty advance of \$224,775 (CAD 250,000), which was fully expensed during year ended December 31, 2014 as the Company is still under research and development phase. In addition, the Company has committed to pay \$584,415 for design of a Windows Operating System ECG Management Software in accordance with an estimated payment schedules for the work performed. During the years ended December 31, 2015 and 2014, Company paid \$281,520 and \$87,662, which were expensed and included in research and development expenses.
- b) On July 4, 2014, iMedical entered into an operating lease contract for its office premises in Mississauga, Ontario for a one year term. The monthly lease payment was \$3,910 which was increased to \$7,931. The lease agreement also include provisions of Cloud Hosting services at \$2,737 per month and telephone and internet services at \$1,173 per month.

## 13. SUBSEQUENT EVENTS

The Company's management has evaluated subsequent events up to April 12, 2016, the date the financial statements were issued, pursuant to the requirements of ASC 855 and has determined the following material subsequent events:

On February 2, 2016, Biotricity Inc., a corporation incorporated under the laws of the State of Nevada (the "Parent" and "Biotricity"), 1061806 BC LTD., a wholly owned subsidiary of Biotricity, and a corporation incorporated under the laws of the Province of British Columbia ("Callco"), 1062024 BC LTD., a subsidiary of Callco and a corporation incorporated under the laws of the Province of British Columbia ("Exchangeco"), iMedical Innovations Inc., a corporation incorporated under the laws of the Province of Ontario ("iMedical") and the Shareholders of iMedical entered into an Exchange Agreement in connection with the closing of the Acquisition Transaction as detailed below:

- Biotricity's sole existing director resigned and a new director who is the sole director of iMedical was appointed to fill the vacancy;
- Biotricity's sole Chief Executive Officer and sole officer, who beneficially owned 6,500,000 shares of outstanding common stock, resigned from all positions and transferred all of his shares back for cancellation;

- The existing management of iMedical were appointed as executive officers; and
- The existing shareholders of iMedical entered into a transaction whereby their existing common shares of iMedical were exchanged for either (a) a new class of shares that are exchangeable for shares of Biotricity's common stock, or (b) shares of Biotricity's common stock, which (assuming exchange of all such exchangeable shares) would equal in the aggregate a number of shares of Biotricity's common stock that constitute 90% of Biotricity's issued and outstanding shares.

In addition, effective on the closing date of the acquisition transaction:

- Biotricity issued approximately 1.197 shares of its common stock in exchange for each common share of iMedical held by iMedical shareholders who in general terms, are not residents of Canada (for the purposes of the Income Tax Act (Canada));
- Shareholders of iMedical who in general terms, are Canadian residents (for the purposes of the Income Tax Act (Canada)) received approximately 1.197 Exchangeable Shares in the capital of Exchangeco in exchange for each common share of iMedical held;
- Each outstanding option to purchase common shares in iMedical (whether vested or unvested) was exchanged, without any further action or consideration on the part of the holder of such option, for approximately 1.197 economically equivalent replacement options with an inverse adjustment to the exercise price of the replacement option to reflect the exchange ratio of approximately 1.197:1;
- Each outstanding warrant to purchase common shares in iMedical was adjusted, in accordance with the terms thereof, such that it entitles the holder to receive approximately 1.197 shares of the common stock of Biotricity for each Warrant, with an inverse adjustment to the exercise price of the Warrants to reflect the exchange ratio of approximately 1.197:1
- Each outstanding advisor warrant to purchase common shares in iMedical was adjusted, in accordance with the terms thereof, such that it entitles the holder to receive approximately 1.197 shares of the common stock of Biotricity for each Advisor Warrant, with an inverse adjustment to the exercise price of the Advisor Warrants to reflect the exchange ratio of approximately 1.197:1; and
- The outstanding 11% secured convertible promissory notes of iMedical were adjusted, in accordance with the adjustment provisions thereof, as and from closing, so as to permit the holders to convert (and in some circumstances permit the Company to force the conversion of) the Convertible Debentures into shares of the common stock of Biotricity at a 25% discount to purchase price per share in Biotricity's our next offering.

As a result, Biotricity's management have determined to treat the acquisition as a reverse merger and recapitalization for accounting purposes, with iMedical as the acquirer for accounting purposes.



## PART II

### INFORMATION NOT REQUIRED IN PROSPECTUS

#### Item 13. Other Expenses of Issuance and Distribution

The following table sets forth the costs and expenses expected to be incurred by Biotricity Inc. (the “Registrant”) in connection with this offering described in this registration statement. All amounts shown are estimates, except the SEC registration fee.

SEC registration fee	\$ 4,643.42
Accounting fees and expenses	\$ 2,500.00
Legal fees and expenses	\$ 2,500.00
Miscellaneous	\$ 5,356.58
Total	<u>\$ 15,000.00</u>

#### Item 14. Indemnification of Directors and Officers

The Registrant is incorporated under the laws of the State of Nevada.

Nevada Revised Statute (“NRS”) Section 78.7502 provides that a corporation shall indemnify any director, officer, employee or agent of a corporation against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with any the defense to the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to Section 78.7502(1) or 78.7502(2), or in defense of any claim, issue or matter therein.

NRS 78..7502(1) provides that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, except an action by or in the right of the corporation, by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he: (a) is not liable pursuant to NRS 78.138; or (b) acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

NRS Section 78.7502(2) provides that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including amounts paid in settlement and attorneys' fees actually and reasonably incurred by him in connection with the defense or settlement of the action or suit if he: (a) is not liable pursuant to NRS 78.138; or (b) acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation. Indemnification may not be made for any claim, issue or matter as to which such a person has been adjudged by a court of competent jurisdiction, after exhaustion of all appeals there from, to be liable to the corporation or for amounts paid in settlement to the corporation, unless and only to the extent that the court in which the action or suit was brought or other court of competent jurisdiction determines upon application that in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the court deems proper.

NRS Section 78.747 provides that except as otherwise provided by specific statute, no director or officer of a corporation is individually liable for a debt or liability of the corporation, unless the director or officer acts as the alter ego of the corporation. The court as a matter of law must determine the question of whether a director or officer acts as the alter ego of a corporation.

The Registrant's Articles of Incorporation and Bylaws provide that it shall indemnify its directors, officers, employees and agents to the full extent permitted by NRS, including in circumstances in which indemnification is otherwise discretionary under such law.

These indemnification provisions may be sufficiently broad to permit indemnification of the Registrant's officers, directors and other corporate agents for liabilities (including reimbursement of expenses incurred) arising under the Securities Act of 1933.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the company pursuant to the foregoing provisions, or otherwise, the Registrant has been informed that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable.

The Registrant has the power to purchase and maintain insurance on behalf of any person who is or was one of the Registrant's directors or officers, or is or was serving at the Registrant's request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other business against any liability asserted against the person or incurred by the person in any of these capacities, or arising out of the person's fulfilling one of these capacities, and related expenses, whether or not the Registrant would have the power to indemnify the person against the claim under the provisions of the NRS. The Registrant does not currently maintain director and officer liability insurance on behalf of its director and officers; however, it intends to so purchase and maintain such insurance when economically feasible.

## **Item 15. Recent Sales of Unregistered Securities.**

The Registrant or its predecessors have sold the following securities within the last three fiscal years on an unregistered basis:

In June and December 2013, Sensor Mobility issued 610,000 common shares (previously 105,000 Class "A" preferred shares and 200,000 Class "B" common shares) for consulting services at fair value of \$0.47 per share.

In December 2013, Sensor Mobility issued 940,000 common shares (previously 470,000 Class "A" preferred shares) at prices ranging from \$0.20 to \$0.47 for aggregate cash proceeds of \$439,031.

In April 2014, Sensor Mobility entered into agreements for issuance of warrants against services with four of its then stockholders and issued 475,000 warrants (previously 237,500 warrants) entitling those stockholders to purchase one common share (previously preferred class A share) against each warrant at an exercise price of \$0.46 per warrant to be exercised within one year from the issuance date. All of such warrants were cancelled and were reissued by iMedical in its reverse merger with Sensor Mobility..

In June and July 2014, Sensor Mobility issued 1,170,000 common shares (previously 585,000 Class "A" preferred shares) through at a price per share of \$0.47 for aggregate cash proceeds of \$545,278.

In July 2014, Sensor Mobility issued 142,000 common shares (previously 71,000 Class "A" preferred shares) for consulting services at \$0.47 per share.

On August 11, 2014, all the stockholders of Sensor Mobility entered into a series of roll over agreements for the sale of their shares to iMedical. Pursuant to these agreements, iMedical issued 11,829,500 shares in exchange for 5,914,750 shares of Sensor Mobility, which were subsequently cancelled.

In November 2014, iMedical issued 1,036,000 units at an exercise price of \$1.10 and received gross cash proceeds of \$1,142,837. Each unit was comprised of 1,036,000 common shares and 1,554,000 warrants to be exercised at \$1.10 within 120 to 270 days from the date of issuance. In connection with the proceeds received, iMedical, among other things, issued 51,080 broker warrants to be exercised at \$1.10 within 365 days from the date of issuance.

In November 2014, 150,000 common stock purchase warrants were exercised at a price of \$0.44 per share.

In March and May 2015, 500,000 common stock purchase warrants were exercised at a price of \$1.01 per share. In connection with the proceeds received, iMedical, among other things, issued 35,000 broker warrants to be exercised at \$1.10 within 3 years from the date of issuance.

In August and September 2015, 250,000 warrants were exercised at a price of \$1.05 per share. In connection with the proceeds received, iMedical, among other things, issued 17,500 broker warrants.

In September, October and November 2015, iMedical sold \$1,368,978 aggregate principal amount of convertible promissory notes to accredited investors. These notes have a maturity date of 24 months from the date of issuance and carry annual interest rate of 11%. The note holders have the right until any time until the note is fully paid, to convert any outstanding and unpaid principal portion of the note, and accrued interest, into fully paid and non-assessable shares of Common Stock. The note has a conversion price initially set at \$1.78. As part of this offering, iMedical issued 43,161 broker warrants.

During the year ended December 31, 2015, 2,832,500 shares of iMedical common shares were issued upon the exercise of outstanding options by iMedical employees, at a weighted average exercise price per share of \$0.0001.

None of the above issuances were offered or sold in the U.S., or were offered and sold in the U.S. pursuant to an exemption from registration under Section 4(a)(2).

On February 2, 2016, we issued an aggregate of 13,376,947 shares of our common stock to iMedical stockholders in the Acquisition Transaction. Such shares were offered and sold in the U.S. pursuant to an exemption from registration under Section 4(a)(2) and/or the rules and regulations promulgated thereunder.

#### **Item 16. Exhibits and Financial Statement Schedules.**

(a) The following exhibits are filed as a part of, or incorporated by reference into, this Registration Statement.

<u>Exhibit</u>	<u>Description</u>
3.1	Amended and Restated Articles of Incorporation (filed as Exhibit 3(i) to the Registrant's Current Report on Form 8-K filed with the SEC on February 3, 2016 and incorporated herein by reference).
3.2	Amended and Restated By-Laws (filed as Exhibit 3(ii) to the Registrant's Current Report on Form 8-K filed with the SEC on February 3, 2016 and incorporated herein by reference).
4.1	Certificate of Designation of Preferences, Rights and Limitations of Special Voting Preferred Stock of Biotricity Inc. (filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed with the SEC on February 3, 2016 and incorporated herein by reference).
4.2	Exchangeable Share provisions with respect to the special rights and restrictions attached to Exchangeable Shares (filed as Exhibit 4.2 to the Registrant's Current Report on Form 8-K filed with the SEC on February 3, 2016 and incorporated herein by reference).
4.3	Form of Secured Convertible Debenture due September 21, 2017 (filed as Exhibit 4.3 to the Registrant's Current Report on Form 8-K filed with the SEC on February 3, 2016 and incorporated herein by reference).
4.4	Form of Warrant (filed as Exhibit 4.4 to the Registrant's Current Report on Form 8-K filed with the SEC on February 3, 2016 and incorporated herein by reference).
4.5	Form of Convertible Promissory Note (filed as Exhibit 4.5 to the Registrant's Transition Report on Form 10-KT filed with the SEC on April 13, 2016 and incorporated herein by reference).

4.6	Form of Warrant (filed as Exhibit 4.5 to the Registrant’s Transition Report on Form 10-KT filed with the SEC on April 13, 2016 and incorporated herein by reference).
5.1	Opinion of Ruskin Moscou Faltischek, P.C.*
10.1	Exchange Agreement, dated February 2, 2016, among Biotricity Inc., Biotricity Callco Inc., Biotricity Exchangeco Inc., iMedical Innovation Inc. and the Shareholders of iMedical Innovations Inc. (filed as Exhibit 10.1 to the Registrant’s Current Report on Form 8-K filed with the SEC on February 3, 2016 and incorporated herein by reference).
10.2	Assignment and Assumption Agreement, dated as of February 2, 2016, by and between Biotricity Inc. and W270 SA (filed as Exhibit 10.2 to the Registrant’s Current Report on Form 8-K filed with the SEC on February 3, 2016 and incorporated herein by reference).
10.3	Voting and Exchange Trust Agreement, as of February 2, 2016, among Biotricity Inc., Biotricity Callco Inc., Biotricity Exchangeco Inc. and Computershare filed as Exhibit 10.3 to the Registrant’s Current Report on Form 8-K filed with the SEC on February 3, 2016 and incorporated herein by reference).
10.4	Support Agreement, made as of February 2, 2016, among Biotricity Inc., Biotricity Callco Inc. and Biotricity Exchangeco Inc. (filed as Exhibit 10.4 to the Registrant’s Current Report on Form 8-K filed with the SEC on February 3, 2016 and incorporated herein by reference).
10.5	2016 Equity Incentive Plan filed as Exhibit 10.5 to the Registrant’s Current Report on Form 8-K filed with the SEC on February 3, 2016 and incorporated herein by reference).
10.6	Exclusivity & Royalty Agreement, dated as of September 15, 2014, by and between iMedical Innovation Inc. and CardioComm Solutions, Inc. (filed as Exhibit 10.6 to the Registrant’s Current Report on Form 8-K filed with the SEC on February 3, 2016 and incorporated herein by reference).
10.7	Employment Agreement dated April 12, 2016 with Waqaas Al-Siddiq (filed as Exhibit 4.5 to the Registrant’s Transition Report on Form 10-KT filed with the SEC on April 13, 2016 and incorporated herein by reference).
10.8	Form of Subscription Agreement for convertible promissory notes and warrants (filed as Exhibit 4.5 to the Registrant’s Transition Report on Form 10-KT filed with the SEC on April 13, 2016 and incorporated herein by reference).
14.1	Code of Business Conduct and Ethics (filed as Exhibit 4.5 to the Registrant’s Transition Report on Form 10-KT filed with the SEC on April 13, 2016 and incorporated herein by reference).
21..1	List of Subsidiaries (filed as Exhibit 4.5 to the Registrant’s Transition Report on Form 10-KT filed with the SEC on April 13, 2016 and incorporated herein by reference).
23.1	Consent of Auditors
23.2	Consent of Ruskin Moscou Faltischek, P.C. (contained in the Opinion of Ruskin Moscou Faltischek, P.C., under Exhibit 5.1)*
24.1	Power of Attorney (included on signature page)
101	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document Accounting Officer
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

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\*To be filed by amendment.

## Item 17. Undertakings

The undersigned Registrant hereby undertakes:

(a)(1) To file, during any period in which it offers or sales are being made, a post-effective amendment to this registration statement:

- (i) To include any prospectus required by Section 10(a) (3) of the Securities Act;
- (ii) To reflect in the prospectus any facts or events which, individually or together, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement.

(2) For determining liability under the Securities Act, to treat each post-effective amendment as a new registration statement relating to the securities then being offered, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering of such securities.

(3) To file a post-effective amendment to remove from registration any of the securities that remain unsold at the end of the offering.

(4) That, for the purpose of determining liability under the Securities Act to any purchaser:

If the undersigned Registrant is subject to Rule 430C, each prospectus filed pursuant to Rule 424(b) as part of this Registration Statement, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the Registration Statement as of the date it is first used after effectiveness; *provided, however*, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the Registration Statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the Registration Statement or made in any such document immediately prior to such date of first use.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of Registrant pursuant to Item 14 of this Part II to the registration statement, or otherwise, Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by Registrant of expenses incurred or paid by a director, officer or controlling person of Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized on April 26, 2016.

### BIOTRICITY INC.

By: /s/ WAQAAS AL-SIDDIQ  
Waqaas Al-Siddiq  
Chairman, President and Chief Executive Officer

KNOW ALL PERSONS BY THESE PRESENTS, that the persons whose signatures appear below, constitute and appoint Waqaas Al-Siddiq as their true and lawful attorney-in-fact and agent, acting alone, with full power of substitution and resubstitution, for them and in their names, places, steads, in any and all capacities, to sign this Registration Statement to be filed with the Securities and Exchange Commission and any and all amendments (including post-effective amendments) to this Registration Statement, and any subsequent registration statement filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as they might or could do in person, thereby ratifying and confirming all that said attorney-in-fact and agent, acting alone, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement in Form S-1 has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ WAQAAS AL-SIDDIQ</u> Waqaas Al-Siddiq	Chairman, President and Chief Executive Officer (principal executive, financial and accounting officer)	April 26, 2016





SRCO Professional Corporation  
Chartered Professional Accountants  
Licensed Public Accountants  
Park Place Corporate Centre  
15 Wertheim Court, Suite 409  
Richmond Hill, ON L4B 3H7  
Tel: 905 882 9500 & 416 671 7292  
Fax: 905 882 9580  
Email: [sohail.raza@srco.ca](mailto:sohail.raza@srco.ca)  
[www.srco.ca](http://www.srco.ca)

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the use in this Registration Statement on Form S-1 of our report dated April 12, 2016 relating to December 31, 2015 and 2014 financial statements of iMedical Innovations Inc.

We also consent to the reference to our Firm under the caption "Experts" in the Registration Statement.

*/s/ SRCO Professional Corporation*

CHARTERED PROFESSIONAL ACCOUNTANTS

Authorized to practise public accounting by the

Chartered Professional Accountants of Ontario

Richmond Hill, Canada

April 22, 2016

<b>Document and Entity Information - USD (\$)</b>	<b>12 Months Ended</b>	
	<b>Dec. 31, 2015</b>	<b>Jun. 30, 2015</b>
<b><u>Document and Entity Information:</u></b>		
<u>Entity Registrant Name</u>	BIOTRICITY INC.	
<u>Document Type</u>	S-1	
<u>Document Period End Date</u>	Dec. 31, 2015	
<u>Trading Symbol</u>	btsy	
<u>Amendment Flag</u>	false	
<u>Entity Central Index Key</u>	0001630113	
<u>Current Fiscal Year End Date</u>	--12-31	
<u>Entity Common Stock, Shares Outstanding</u>	18,798,000	
<u>Entity Public Float</u>		\$ 0
<u>Entity Filer Category</u>	Smaller Reporting Company	
<u>Entity Current Reporting Status</u>	Yes	
<u>Entity Voluntary Filers</u>	No	
<u>Entity Well-known Seasoned Issuer</u>	No	
<u>Document Fiscal Year Focus</u>	2015	
<u>Document Fiscal Period Focus</u>	FY	

X

**- Definition**

If the value is true, then the document is an amendment to previously- filed/accepted document.

**+ References**

No definition available.

**+ Details**

**Name:** dei\_AmendmentFlag

**Namespace Prefix:** dei\_

**Data Type:** xbrli:booleanItemType

**Balance Type:** na

**Period Type:** duration

X

**- Definition**

End date of current fiscal year in the format - - MM- DD.

**+ References**

No definition available.

**+ Details**

**Name:** dei\_CurrentFiscalYearEndDate

**Namespace Prefix:** dei\_

**Data Type:** xbrli:gMonthDayItemType

**Balance Type:** na

**Period Type:** duration

X

[- Definition](#)

This is focus fiscal period of the document report. For a first quarter 2006 quarterly report, which may also provide financial information from prior periods, the first fiscal quarter should be given as the fiscal period focus. Values: FY, Q1, Q2, Q3, Q4, H1, H2, M9, T1, T2, T3, M8, CY.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** dei\_DocumentFiscalPeriodFocus

**Namespace Prefix:** dei\_

**Data Type:** dei:fiscalPeriodItemType

**Balance Type:** na

**Period Type:** duration

X

[- Definition](#)

This is focus fiscal year of the document report in CCYY format. For a 2006 annual report, which may also provide financial information from prior periods, fiscal 2006 should be given as the fiscal year focus. Example: 2006.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** dei\_DocumentFiscalYearFocus

**Namespace Prefix:** dei\_

**Data Type:** xbrli:gYearItemType

**Balance Type:** na

**Period Type:** duration

X

[- Definition](#)

The end date of the period reflected on the cover page if a periodic report. For all other reports and registration statements containing historical data, it is the date up through which that historical data is presented. If there is no historical data in the report, use the filing date. The format of the date is CCYY- MM- DD.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** dei\_DocumentPeriodEndDate

**Namespace Prefix:** dei\_

**Data Type:** xbrli:dateItemType

**Balance Type:** na

**Period Type:** duration

X

[- Definition](#)

The type of document being provided (such as 10- K, 10- Q, 485BPOS, etc). The document type is limited to the same value as the supporting SEC submission type, or the word "Other".

[+ References](#)

No definition available.

[+ Details](#)

**Name:** dei\_DocumentType

**Namespace Prefix:** dei\_

**Data Type:** dei:submissionTypeItemType

**Balance Type:** na

**Period Type:** duration

X

- [Definition](#)

A unique 10- digit SEC- issued value to identify entities that have filed disclosures with the SEC. It is commonly abbreviated as CIK.

+ [References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher SEC
- Name Regulation 12B
- Number 240
- Section 12b
- Subsection 1

+ [Details](#)

**Name:** dei\_EntityCentralIndexKey

**Namespace Prefix:** dei\_

**Data Type:** dei:centralIndexKeyItemType

**Balance Type:** na

**Period Type:** duration

X

- [Definition](#)

Indicate number of shares or other units outstanding of each of registrant's classes of capital or common stock or other ownership interests, if and as stated on cover of related periodic report. Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument.

+ [References](#)

No definition available.

+ [Details](#)

**Name:** dei\_EntityCommonStockSharesOutstanding

**Namespace Prefix:** dei\_

**Data Type:** xbrli:sharesItemType

**Balance Type:** na

**Period Type:** instant

X

- [Definition](#)

Indicate "Yes" or "No" whether registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the related disclosure.

+ [References](#)

No definition available.

+ [Details](#)

**Name:** dei\_EntityCurrentReportingStatus

**Namespace Prefix:** dei\_

**Data Type:** dei:yesNoItemType

**Balance Type:** na

**Period Type:** duration

X

- Definition

Indicate whether the registrant is one of the following: (1) Large Accelerated Filer, (2) Accelerated Filer, (3) Nonaccelerated Filer, (4) Smaller Reporting Company (Non- accelerated) or (5) Smaller Reporting Accelerated Filer. Definitions of these categories are stated in Rule 12b- 2 of the Exchange Act. This information should be based on the registrant's current or most recent filing containing the related disclosure.

+ References

No definition available.

+ Details

**Name:** dei\_EntityFilerCategory

**Namespace Prefix:** dei\_

**Data Type:** dei:filerCategoryItemType

**Balance Type:** na

**Period Type:** duration

X

- Definition

State aggregate market value of voting and non- voting common equity held by non- affiliates computed by reference to price at which the common equity was last sold, or average bid and asked price of such common equity, as of the last business day of registrant's most recently completed second fiscal quarter. The public float should be reported on the cover page of the registrants form 10K.

+ References

No definition available.

+ Details

**Name:** dei\_EntityPublicFloat

**Namespace Prefix:** dei\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** credit

**Period Type:** instant

X

- Definition

The exact name of the entity filing the report as specified in its charter, which is required by forms filed with the SEC.

+ References

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher SEC

- Name Regulation 12B

- Number 240

- Section 12b

- Subsection 1

+ Details

**Name:** dei\_EntityRegistrantName

**Namespace Prefix:** dei\_

**Data Type:** xbrli:normalizedStringItemType

**Balance Type:** na

**Period Type:** duration

X

- Definition

Indicate "Yes" or "No" if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

+ References

No definition available.

[+ Details](#)

**Name:** dei\_EntityVoluntaryFilers

**Namespace Prefix:** dei\_

**Data Type:** dei:yesNoItemType

**Balance Type:** na

**Period Type:** duration

X

[- Definition](#)

Indicate "Yes" or "No" if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Is used on Form Type: 10-K, 10-Q, 8-K, 20-F, 6-K, 10-K/A, 10-Q/A, 20-F/A, 6-K/A, N-CSR, N-Q, N-1A.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** dei\_EntityWellKnownSeasonedIssuer

**Namespace Prefix:** dei\_

**Data Type:** dei:yesNoItemType

**Balance Type:** na

**Period Type:** duration

X

[- Definition](#)

Trading symbol of an instrument as listed on an exchange.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** dei\_TradingSymbol

**Namespace Prefix:** dei\_

**Data Type:** xbrli:normalizedStringItemType

**Balance Type:** na

**Period Type:** duration

X

[- References](#)

No definition available.

[+ Details](#)

**Name:** fil\_DocumentAndEntityInformationAbstract

**Namespace Prefix:** fil\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

<b>iMedical Innovations Inc. - Balance Sheets - USD (\$)</b>	<b>Dec. 31, 2015</b>	<b>Dec. 31, 2014</b>
<b><u>Current Assets:</u></b>		
<u>Cash</u>	\$ 410,601	\$ 448,599
<u>Harmonized sales tax recoverable</u>	36,291	71,336
<u>Deposits and other receivables</u>	72,202	
<b><u>TOTAL CURRENT ASSETS</u></b>	<b>\$ 519,094</b>	<b>\$ 519,935</b>
<u>Equipment</u>	[1]	
<u>Total Assets</u>	\$ 519,094	\$ 519,935
<b><u>CURRENT LIABILITIES</u></b>		
<u>Accounts payable and accrued liabilities</u>	[2]	413,273
<u>Total current liabilities</u>	413,273	\$ 176,039
<u>Convertible promissory notes</u>	[3]	783,778
<u>Derivative liabilities</u>	[4]	561,220
<b><u>TOTAL LIABILITIES</u></b>	<b>\$ 1,758,271</b>	<b>\$ 176,039</b>
<b><u>STOCKHOLDERS' (DEFICIENCY) EQUITY</u></b>		
<u>Preferred stock</u>	[5]	
<u>Common stock</u>	[6]	\$ 4,771,954
<u>Additional paid-in capital</u>	3,235,645	409,658
<u>Accumulated other comprehensive (loss) income</u>	(18,002)	17,311
<u>Accumulated deficit</u>	(9,228,774)	(4,042,922)
<u>Total stockholders' (deficiency) equity</u>	(1,239,177)	343,896
<b><u>TOTAL LIABILITIES AND STOCKHOLDERS' (DEFICIENCY) EQUITY</u></b>	<b>\$ 519,094</b>	<b>\$ 519,935</b>

[1] See Note 5

[2] See Note 6

[3] See Note 7

[4] See Note 8

[5] no par value, unlimited authorized, no share issued and outstanding as at December 31, 2015 and 2014, respectively. See Note 9

[6] no par value, unlimited authorized, 18,798,000 and 16,315,500 shares issued and outstanding as at December 31, 2015 and 2014, respectively. See Note 9

X

- Definition

Represents the monetary amount of Harmonized sales tax recoverable, as of the indicated date.

+ References

No definition available.

+ Details

**Name:** fil\_HarmonizedSalesTaxRecoverable

**Namespace Prefix:** fil\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** instant

X

- **Definition**

Sum of the carrying values as of the balance sheet date of obligations incurred through that date, including liabilities incurred and payable to vendors for goods and services received, taxes, interest, rent and utilities, compensation costs, payroll taxes and fringe benefits (other than pension and postretirement obligations), contractual rights and obligations, and statutory obligations.

+ **References**

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 942
- SubTopic 210
- Section S99
- Paragraph 1
- Subparagraph (SX 210.9- 03.15(1),(5))
- URI <http://asc.fasb.org/extlink&oid=6876686&loc=d3e534808-122878>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 944
- SubTopic 210
- Section S99
- Paragraph 1
- Subparagraph (SX 210.7- 03.15)
- URI <http://asc.fasb.org/extlink&oid=6879938&loc=d3e572229-122910>

+ **Details**

**Name:** us- gaap\_AccountsPayableAndAccruedLiabilitiesCurrentAndNoncurrent

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** credit

**Period Type:** instant

X

- **Definition**

Accumulated change in equity from transactions and other events and circumstances from non- owner sources, net of tax effect, at period end. Excludes Net Income (Loss), and accumulated changes in equity from transactions resulting from investments by owners and distributions to owners. Includes foreign currency translation items, certain pension adjustments, unrealized gains and losses on certain investments in debt and equity securities, other than temporary impairment (OTTI) losses related to factors other than credit losses on available- for- sale and held- to- maturity debt securities that an entity does not intend to sell and it is not more likely than not that the entity will be required to sell before recovery of the amortized cost basis, as well as changes in the fair value of derivatives related to the effective portion of a designated cash flow hedge.

+ **References**

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 220
- SubTopic 10
- Section 45
- Paragraph 11



- URI <http://asc.fasb.org/extlink&oid=36458714&loc=d3e637-108580>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 220
- SubTopic 10
- Section 45
- Paragraph 14
- URI <http://asc.fasb.org/extlink&oid=36458714&loc=d3e681-108580>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 220
- SubTopic 10
- Section 45
- Paragraph 14A
- URI <http://asc.fasb.org/extlink&oid=36458714&loc=SL7669686-108580>

Reference 4: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher SEC
- Name Regulation S- X (SX)
- Number 210
- Section 02
- Paragraph 31
- Article 5

Reference 5: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher SEC
- Name Regulation S- X (SX)
- Number 210
- Section 04
- Article 3

[+ Details](#)

**Name:** us- gaap\_AccumulatedOtherComprehensiveIncomeLossNetOfTax

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** credit

**Period Type:** instant

**X**

[- Definition](#)

Excess of issue price over par or stated value of the entity's capital stock and amounts received from other transactions involving the entity's stock or stockholders. Includes adjustments to additional paid in capital. Some examples of such adjustments include recording the issuance of debt with a beneficial conversion feature and certain tax consequences of equity instruments awarded to employees. Use this element for the aggregate amount of additional paid- in capital associated with common and preferred stock. For additional paid- in capital associated with only common stock, use the element additional paid in capital, common stock. For additional paid- in capital associated with only preferred stock, use the element additional paid in capital, preferred stock.

[+ References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB

- Name Accounting Standards Codification
- Topic 210
- SubTopic 10
- Section S99
- Paragraph 1
- Subparagraph (SX 210.5- 02.30(a)(1))
- URI <http://asc.fasb.org/extlink&oid=6877327&loc=d3e13212- 122682>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher SEC
- Name Regulation S- X (SX)
- Number 210
- Section 02
- Paragraph 31
- Article 5

+ [Details](#)

**Name:** us- gaap\_ AdditionalPaidInCapital

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** credit

**Period Type:** instant

X

- [Definition](#)

Sum of the carrying amounts as of the balance sheet date of all assets that are recognized. Assets are probable future economic benefits obtained or controlled by an entity as a result of past transactions or events.

+ [References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 210
- SubTopic 10
- Section S99
- Paragraph 1
- Subparagraph (SX 210.5- 02.18)
- URI <http://asc.fasb.org/extlink&oid=6877327&loc=d3e13212- 122682>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 210
- SubTopic 10
- Section S99
- Paragraph 1
- URI <http://asc.fasb.org/extlink&oid=6877327&loc=d3e13212- 122682>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher SEC
- Name Regulation S- X (SX)
- Number 210
- Section 03
- Paragraph 12
- Article 7

## + Details

**Name:** us- gaap\_Assets

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** instant

## X

### - Definition

Sum of the carrying amounts as of the balance sheet date of all assets that are expected to be realized in cash, sold, or consumed within one year (or the normal operating cycle, if longer). Assets are probable future economic benefits obtained or controlled by an entity as a result of past transactions or events.

### + References

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 210
- SubTopic 10
- Section S99
- Paragraph 1
- Subparagraph (SX 210.5- 02.9)
- URI <http://asc.fasb.org/extlink&oid=6877327&loc=d3e13212- 122682>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 210
- SubTopic 10
- Section 45
- Paragraph 3
- URI <http://asc.fasb.org/extlink&oid=28358313&loc=d3e6801- 107765>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 210
- SubTopic 10
- Section 45
- Paragraph 1
- URI <http://asc.fasb.org/extlink&oid=28358313&loc=d3e6676- 107765>

### + Details

**Name:** us- gaap\_AssetsCurrent

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** instant

## X

### - References

No definition available.

### + Details

**Name:** usgaap\_AssetsCurrentAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

X

- [Definition](#)

Amount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Excludes cash and cash equivalents within disposal group and discontinued operation.

+ [References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Glossary Cash
- URI <http://asc.fasb.org/extlink&oid=6506951>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 210
- SubTopic 10
- Section S99
- Paragraph 1
- Subparagraph (SX 210.5- 02.1)
- URI <http://asc.fasb.org/extlink&oid=6877327&loc=d3e13212- 122682>

+ [Details](#)

**Name:** us- gaap\_Cash

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** instant

X

- [Definition](#)

Aggregate par or stated value of issued nonredeemable common stock (or common stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable common shares, par value and other disclosure concepts are in another section within stockholders' equity.

+ [References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 210
- SubTopic 10
- Section S99
- Paragraph 1
- Subparagraph (SX 210.5- 02.29)
- URI <http://asc.fasb.org/extlink&oid=6877327&loc=d3e13212- 122682>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher SEC
- Name Regulation S- X (SX)
- Number 210

- Section 02
- Paragraph 30
- Article 5

+ [Details](#)

**Name:** us- gaap\_ CommonStockValue

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** credit

**Period Type:** instant

[X](#)

- [Definition](#)

Including the current and noncurrent portions, carrying amount of debt identified as being convertible into another form of financial instrument (typically the entity's common stock) as of the balance sheet date, which originally required full repayment more than twelve months after issuance or greater than the normal operating cycle of the company.

+ [References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 944
- SubTopic 210
- Section S99
- Paragraph 1
- Subparagraph (SX 210.7- 03.16(a)(2))
- URI <http://asc.fasb.org/extlink&oid=6879938&loc=d3e572229- 122910>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 942
- SubTopic 210
- Section S99
- Paragraph 1
- Subparagraph (SX 210.9- 03.16)
- URI <http://asc.fasb.org/extlink&oid=6876686&loc=d3e534808- 122878>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher SEC
- Name Regulation S- X (SX)
- Number 210
- Section 02
- Paragraph 19, 20, 22
- Article 5

+ [Details](#)

**Name:** us- gaap\_ ConvertibleDebt

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** credit

**Period Type:** instant

## X

### - Definition

Fair value, after the effects of master netting arrangements, of a financial liability or contract with one or more underlyings, notional amount or payment provision or both, and the contract can be net settled by means outside the contract or delivery of an asset. Includes liabilities not subject to a master netting arrangement and not elected to be offset.

### + References

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 210
- SubTopic 20
- Section 55
- Paragraph 10
- URI <http://asc.fasb.org/extlink&oid=51825145&loc=SL20226008-175313>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 825
- SubTopic 10
- Section 50
- Paragraph 15
- URI <http://asc.fasb.org/extlink&oid=49121117&loc=d3e13495-108611>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 210
- SubTopic 20
- Section 50
- Paragraph 3
- Subparagraph (c)
- URI <http://asc.fasb.org/extlink&oid=51824906&loc=SL20225862-175312>

Reference 4: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 825
- SubTopic 10
- Section 50
- Paragraph 10
- Subparagraph (a)
- URI <http://asc.fasb.org/extlink&oid=49121117&loc=d3e13433-108611>

Reference 5: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 815
- SubTopic 10
- Section 45
- Paragraph 6
- URI <http://asc.fasb.org/extlink&oid=6945355&loc=d3e41271-113958>

Reference 6: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 815
- SubTopic 10
- Section 45
- Paragraph 5
- URI <http://asc.fasb.org/extlink&oid=6945355&loc=d3e41228-113958>

[+ Details](#)

**Name:** us- gaap\_DerivativeLiabilities

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** credit

**Period Type:** instant

X

[- Definition](#)

Sum of the carrying amounts as of the balance sheet date of all liabilities that are recognized. Liabilities are probable future sacrifices of economic benefits arising from present obligations of an entity to transfer assets or provide services to other entities in the future.

[+ References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 210
- SubTopic 10
- Section S99
- Paragraph 1
- Subparagraph (SX 210.5- 02.19- 26)
- URI <http://asc.fasb.org/extlink&oid=6877327&loc=d3e13212-122682>

[+ Details](#)

**Name:** us- gaap\_Liabilities

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** credit

**Period Type:** instant

X

[- Definition](#)

Amount of liabilities and equity items, including the portion of equity attributable to noncontrolling interests, if any.

[+ References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 210
- SubTopic 10
- Section S99
- Paragraph 1
- Subparagraph (SX 210.5- 02.32)
- URI <http://asc.fasb.org/extlink&oid=6877327&loc=d3e13212-122682>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher SEC
- Name Regulation S- X (SX)
- Number 210
- Section 03
- Paragraph 25
- Article 7

[+ Details](#)

**Name:** us- gaap\_LiabilitiesAndStockholdersEquity

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** credit

**Period Type:** instant

X

[- Definition](#)

Total obligations incurred as part of normal operations that are expected to be paid during the following twelve months or within one business cycle, if longer.

[+ References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 210
- SubTopic 10
- Section S99
- Paragraph 1
- Subparagraph (SX 210.5- 02.21)
- URI <http://asc.fasb.org/extlink&oid=6877327&loc=d3e13212- 122682>

[+ Details](#)

**Name:** us- gaap\_LiabilitiesCurrent

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** credit

**Period Type:** instant

X

[- References](#)

No definition available.

[+ Details](#)

**Name:** usgaap\_LiabilitiesCurrentAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

X

[- Definition](#)

Carrying amounts due as of the balance sheet date from parties or arising from transactions not otherwise specified in the taxonomy.

[+ References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification



- Topic 210
- SubTopic 10
- Section S99
- Paragraph 1
- Subparagraph (SX 210.5- 02.8)
- URI <http://asc.fasb.org/extlink&oid=6877327&loc=d3e13212-122682>

[+ Details](#)

**Name:** us- gaap\_ OtherReceivables

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** instant

**X**

[- Definition](#)

Aggregate par or stated value of issued nonredeemable preferred stock (or preferred stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable preferred shares, par value and other disclosure concepts are in another section within stockholders' equity.

[+ References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 505
- SubTopic 10
- Section S99
- Paragraph 1
- Subparagraph (SX 210.3- 04)
- URI <http://asc.fasb.org/extlink&oid=27012166&loc=d3e187085-122770>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 210
- SubTopic 10
- Section S99
- Paragraph 1
- Subparagraph (SX 210.5- 02.28)
- URI <http://asc.fasb.org/extlink&oid=6877327&loc=d3e13212-122682>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher SEC
- Name Regulation S- X (SX)
- Number 210
- Section 02
- Paragraph 29
- Article 5

[+ Details](#)

**Name:** us- gaap\_ PreferredStockValue

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** credit

**Period Type:** instant

## X

### - Definition

Amount after accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business to produce goods and services and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures.

### + References

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 210
- SubTopic 10
- Section S99
- Paragraph 1
- Subparagraph (SX 210.5- 02.13)
- URI <http://asc.fasb.org/extlink&oid=6877327&loc=d3e13212- 122682>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 360
- SubTopic 10
- Section 50
- Paragraph 1
- URI <http://asc.fasb.org/extlink&oid=6391035&loc=d3e2868- 110229>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher SEC
- Name Regulation S- X (SX)
- Number 210
- Section 02
- Paragraph 13
- Subparagraph a
- Article 5

Reference 4: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher SEC
- Name Regulation S- X (SX)
- Number 210
- Section 03
- Paragraph 8
- Article 7

### + Details

**Name:** us- gaap\_PropertyPlantAndEquipmentNet

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** instant

## X

### - Definition

The cumulative amount of the reporting entity's undistributed earnings or deficit.

### + References

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 210
- SubTopic 10
- Section S99
- Paragraph 1
- Subparagraph (SX 210.5- 02.31(a)(3))
- URI <http://asc.fasb.org/extlink&oid=6877327&loc=d3e13212-122682>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher SEC
- Name Regulation S- X (SX)
- Number 210
- Section 04
- Article 3

[+ Details](#)

**Name:** us- gaap\_RetainedEarningsAccumulatedDeficit

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** credit

**Period Type:** instant

**X**

[- Definition](#)

Total of all stockholders' equity (deficit) items, net of receivables from officers, directors, owners, and affiliates of the entity which are attributable to the parent. The amount of the economic entity's stockholders' equity attributable to the parent excludes the amount of stockholders' equity which is allocable to that ownership interest in subsidiary equity which is not attributable to the parent (noncontrolling interest, minority interest). This excludes temporary equity and is sometimes called permanent equity.

[+ References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 310
- SubTopic 10
- Section S99
- Paragraph 2
- Subparagraph (SAB TOPIC 4.E)
- URI <http://asc.fasb.org/extlink&oid=27010918&loc=d3e74512-122707>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 210
- SubTopic 10
- Section S99
- Paragraph 1
- Subparagraph (SX 210.5- 02.29- 31)
- URI <http://asc.fasb.org/extlink&oid=6877327&loc=d3e13212-122682>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher SEC
- Name Staff Accounting Bulletin (SAB)

- Number Topic 4

- Section E

+ [Details](#)

**Name:** us- gaap\_ StockholdersEquity

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** credit

**Period Type:** instant

X

- [References](#)

No definition available.

+ [Details](#)

**Name:** usgaap\_ StockholdersEquityAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

v3.4.0.3

<b>Statement of Financial Position - Parenthetical - shares</b>	<b>Dec. 31, 2015</b>	<b>Mar. 31, 2015</b>	<b>Dec. 31, 2014</b>	<b>Aug. 11, 2014</b>
<b><u>Statement of Financial Position</u></b>				
<b><u>Common Stock, Shares Issued</u></b>	18,798,000	1,100,000	16,315,500	
<b><u>Common Stock, Shares Outstanding</u></b>	18,798,000		16,315,500	3,300,000

X

**- Definition**

Total number of common shares of an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury.

**+ References**

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 210
- SubTopic 10
- Section S99
- Paragraph 1
- Subparagraph (SX 210.5- 02.29)
- URI <http://asc.fasb.org/extlink&oid=6877327&loc=d3e13212- 122682>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher SEC
- Name Regulation S- X (SX)
- Number 210
- Section 02
- Paragraph 30
- Article 5

**+ Details**

**Name:** us- gaap\_CommonStockSharesIssued

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:sharesItemType

**Balance Type:** na

**Period Type:** instant

X

**- Definition**

Number of shares of common stock outstanding. Common stock represent the ownership interest in a corporation.

**+ References**

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 505
- SubTopic 10
- Section 50
- Paragraph 2
- URI <http://asc.fasb.org/extlink&oid=6928386&loc=d3e21463- 112644>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 210
- SubTopic 10
- Section S99
- Paragraph 1
- Subparagraph (SX 210.5- 02.29)
- URI <http://asc.fasb.org/extlink&oid=6877327&loc=d3e13212-122682>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 505
- SubTopic 10
- Section S99
- Paragraph 1
- Subparagraph (SX 210.3- 04)
- URI <http://asc.fasb.org/extlink&oid=27012166&loc=d3e187085-122770>

Reference 4: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher SEC
- Name Regulation S- X (SX)
- Number 210
- Section 02
- Paragraph 30
- Article 5

[+ Details](#)

**Name:** us- gaap\_CommonStockSharesOutstanding

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:sharesItemType

**Balance Type:** na

**Period Type:** instant

[X](#)

[- References](#)

No definition available.

[+ Details](#)

**Name:** usgaap\_StatementOfFinancialPositionAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

<b>iMedical Innovations Inc. - Statements of Operations - USD (\$)</b>	<b>12 Months Ended</b>	
	<b>Dec. 31, 2015</b>	<b>Dec. 31, 2014</b>
<b><u>Income Statement</u></b>		
<u>Revenue</u>		
<b><u>Expenses:</u></b>		
<u>General and administrative expenses</u>	[1] \$ 3,986,550	\$ 873,541
<u>Research and development expenses</u>	[2] 1,143,453	832,661
<b><u>TOTAL OPERATING EXPENSES</u></b>	5,130,003	\$ 1,706,202
<u>Accretion expense</u>	[3] 59,875	
<u>Change in fair value of derivative liabilities</u>	[4] (4,026)	
<b><u>NET LOSS BEFORE INCOME TAXES</u></b>	\$ (5,185,852)	\$ (1,706,202)
<u>Income taxes</u>	[5]	
<u>Net loss</u>	\$ (5,185,852)	\$ (1,706,202)
<u>Translation adjustment</u>	(35,313)	3,050
<b><u>COMPREHENSIVE LOSS</u></b>	\$ (5,221,165)	\$ (1,703,152)
<b><u>LOSS PER SHARE, BASIC AND DILUTED</u></b>	\$ (0.32)	\$ (0.12)
<b><u>WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING</u></b>	16,167,781	14,409,314

[1] See Notes 9 and 11

[2] See Note 12

[3] See Note 7

[4] See Note 8

[5] See Note 10

## X

### - Definition

Amount recognized for the passage of time, typically for liabilities, that have been discounted to their net present values. Excludes accretion associated with asset retirement obligations.

### + References

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 410
- SubTopic 20
- Section 45
- Paragraph 1
- URI <http://asc.fasb.org/extlink&oid=6392676&loc=d3e7480-110848>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 420
- SubTopic 10

- Section 35
  - Paragraph 4
  - URI <http://asc.fasb.org/extlink&oid=6394232&loc=d3e17558-110866>
- + [Details](#)

**Name:** us- gaap\_ AccretionExpense  
**Namespace Prefix:** us- gaap\_  
**Data Type:** xbrli:monetaryItemType  
**Balance Type:** debit  
**Period Type:** duration

## X

### - [Definition](#)

Amount after tax of increase (decrease) in equity from transactions and other events and circumstances from net income and other comprehensive income, attributable to parent entity. Excludes changes in equity resulting from investments by owners and distributions to owners.

### + [References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Glossary Other Comprehensive Income
- URI <http://asc.fasb.org/extlink&oid=51831270>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Glossary Comprehensive Income
- URI <http://asc.fasb.org/extlink&oid=51831223>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 220
- SubTopic 10
- Section 45
- Paragraph 5
- URI <http://asc.fasb.org/extlink&oid=36458714&loc=d3e557-108580>

Reference 4: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Glossary Net Income
- URI <http://asc.fasb.org/extlink&oid=51831255>

### + [Details](#)

**Name:** us- gaap\_ ComprehensiveIncomeNetOfTax  
**Namespace Prefix:** us- gaap\_  
**Data Type:** xbrli:monetaryItemType  
**Balance Type:** credit  
**Period Type:** duration



X

- Definition

The amount of net income or loss for the period per each share in instances when basic and diluted earnings per share are the same amount and reported as a single line item on the face of the financial statements. Basic earnings per share is the amount of net income or loss for the period per each share of common stock or unit outstanding during the reporting period. Diluted earnings per share includes the amount of net income or loss for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period.

+ References

No definition available.

+ Details

**Name:** us- gaap\_ EarningsPerShareBasicAndDiluted

**Namespace Prefix:** us- gaap\_

**Data Type:** num:perShareItemType

**Balance Type:** na

**Period Type:** duration

X

- Definition

The aggregate total of expenses of managing and administering the affairs of an entity, including affiliates of the reporting entity, which are not directly or indirectly associated with the manufacture, sale or creation of a product or product line.

+ References

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB

- Name Accounting Standards Codification

- Topic 225

- SubTopic 10

- Section S99

- Paragraph 2

- Subparagraph (SX 210.5- 03.4)

- URI <http://asc.fasb.org/extlink&oid=26872669&loc=d3e20235- 122688>

+ Details

**Name:** usgaap\_ GeneralAndAdministrativeExpense

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

X

- References

No definition available.

+ Details

**Name:** usgaap\_ IncomeStatementAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

X

- Definition

Amount of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations.

+ References

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 740
- SubTopic 10
- Section 50
- Paragraph 9
- Subparagraph (a),(b)
- URI <http://asc.fasb.org/extlink&oid=6907707&loc=d3e32639-109319>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 235
- SubTopic 10
- Section S99
- Paragraph 1
- Subparagraph (SX 210.4-08.(h))
- URI <http://asc.fasb.org/extlink&oid=26873400&loc=d3e23780-122690>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Glossary Income Tax Expense (or Benefit)
- URI <http://asc.fasb.org/extlink&oid=6515339>

+ Details

**Name:** us- gaap\_IncomeTaxExpenseBenefit

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

X

- Definition

The increase (decrease) during the period in the carrying value of derivative instruments reported as liabilities that are due to be disposed of within one year (or the normal operating cycle, if longer).

+ References

No definition available.

+ Details

**Name:** us- gaap\_IncreaseDecreaseInDerivativeLiabilities

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

X

- Definition

The portion of profit or loss for the period, net of income taxes, which is attributable to the parent.

## + References

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Glossary Net Income
- URI <http://asc.fasb.org/extlink&oid=51831255>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 230
- SubTopic 10
- Section 45
- Paragraph 28
- URI <http://asc.fasb.org/extlink&oid=56944662&loc=d3e3602-108585>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 944
- SubTopic 225
- Section S99
- Paragraph 1
- Subparagraph (SX 210.7- 04.19)
- URI <http://asc.fasb.org/extlink&oid=6879464&loc=d3e573970-122913>

Reference 4: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 260
- SubTopic 10
- Section 50
- Paragraph 1
- URI <http://asc.fasb.org/extlink&oid=6371337&loc=d3e3550-109257>

Reference 5: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 225
- SubTopic 10
- Section S99
- Paragraph 2
- Subparagraph (SX 210.5- 03.18)
- URI <http://asc.fasb.org/extlink&oid=26872669&loc=d3e20235-122688>

Reference 6: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 944
- SubTopic 225
- Section S99
- Paragraph 1
- Subparagraph (SX 210.7- 04.22)

- URI <http://asc.fasb.org/extlink&oid=6879464&loc=d3e573970-122913>

Reference 7: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Glossary Other Comprehensive Income
- URI <http://asc.fasb.org/extlink&oid=51831270>

Reference 8: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher SEC
- Name Regulation S- X (SX)
- Number 210
- Section 03
- Paragraph 19
- Article 5

Reference 9: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher SEC
- Name Regulation S- X (SX)
- Number 210
- Section 04
- Paragraph 20
- Article 9

[+ Details](#)

**Name:** us- gaap\_NetIncomeLoss

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** credit

**Period Type:** duration

X

[- Definition](#)

Generally recurring costs associated with normal operations except for the portion of these expenses which can be clearly related to production and included in cost of sales or services. Includes selling, general and administrative expense.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** us- gaap\_OperatingExpenses

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

X

[- Definition](#)

Amount of tax expense (benefit) allocated to other comprehensive income (loss).

[+ References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 220
- SubTopic 10

- Section 45
- Paragraph 12
- URI <http://asc.fasb.org/extlink&oid=36458714&loc=d3e640-108580>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 740
- SubTopic 20
- Section 45
- Paragraph 11
- Subparagraph (b)
- URI <http://asc.fasb.org/extlink&oid=18498875&loc=d3e39076-109324>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher SEC
- Name Regulation S- X (SX)
- Number 210
- Section 02
- Paragraph 31
- Article 5

Reference 4: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher SEC
- Name Regulation S- X (SX)
- Number 210
- Section 04
- Article 3

#### [+ Details](#)

**Name:** us- gaap\_OtherComprehensiveIncomeLossTax

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

#### [X](#)

##### [- References](#)

No definition available.

##### [+ Details](#)

**Name:** usgaap\_OtherExpensesAbstractus- gaap\_

**Namespace Prefix:**

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

#### [X](#)

##### [- Definition](#)

The aggregate costs incurred (1) in a planned search or critical investigation aimed at discovery of new knowledge with the hope that such knowledge will be useful in developing a new product or service, a new process or technique, or in bringing about a significant improvement to an existing product or process; or (2) to translate research findings or other knowledge into a plan or design for a new product or process or for a significant improvement to an existing product or process whether intended for sale or the entity's use, during the reporting period charged to research and development projects, including the costs of developing computer

software up to the point in time of achieving technological feasibility, and costs allocated in accounting for a business combination to in- process projects deemed to have no alternative future use.

[+ References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 730
- SubTopic 10
- Section 50
- Paragraph 1
- URI <http://asc.fasb.org/extlink&oid=6420194&loc=d3e21568-108373>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 985
- SubTopic 20
- Section 50
- Paragraph 1
- URI <http://asc.fasb.org/extlink&oid=6501960&loc=d3e128462-111756>

[+ Details](#)

**Name:** usgaap\_ResearchAndDevelopmentExpense

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

[X](#)

[- Definition](#)

Amount of revenue recognized from goods sold, services rendered, insurance premiums, or other activities that constitute an earning process. Includes, but is not limited to, investment and interest income before deduction of interest expense when recognized as a component of revenue, and sales and trading gain (loss).

[+ References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 225
- SubTopic 10
- Section S99
- Paragraph 2
- Subparagraph (SX 210.5- 03.1)
- URI <http://asc.fasb.org/extlink&oid=26872669&loc=d3e20235-122688>

[+ Details](#)

**Name:** us- gaap\_Revenues

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** credit

**Period Type:** duration

[X](#)

[- Definition](#)

Adjustments to temporary equity resulting from foreign currency translation adjustments.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** us- gaap\_TemporaryEquityForeignCurrencyTranslationAdjustments

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** credit

**Period Type:** duration

**X**

[- Definition](#)

Average number of shares or units issued and outstanding that are used in calculating basic and diluted earnings per share (EPS).

[+ References](#)

No definition available.

[+ Details](#)

**Name:** us- gaap\_WeightedAverageNumberOfShareOutstandingBasicAndDiluted

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:sharesItemType

**Balance Type:** na

**Period Type:** duration

v3.4.0.3

<b>iMedical Innovations Inc. - Statements of Stockholders' (Deficiency) Equity - USD (\$)</b>	<b>Total</b>	<b>Common Stock</b>	<b>Additional Paid- in Capital</b>	<b>Accumulated other comprehensive (loss) income</b>	<b>Accumulated Deficit</b>
<u>Balance, Value at Dec. 31, 2013</u>	\$ 102,187	\$ 2,424,646		\$ 14,261	\$ (2,336,720)
<u>Balance, Shares at Dec. 31, 2013</u>		10,517,500			
<u>Issuance of shares for cash, Value</u>	545,278	\$ 545,278			
<u>Issuance of shares for cash, Shares</u>		1,170,000			
<u>Issuance of shares for services, Value</u>	66,179	\$ 66,179			
<u>Issuance of shares for services, Shares</u>		142,000			
<u>Issuance of warrants for services</u>	400,335		\$ 400,335		
<u>Acquisition of net liabilities and shares outstanding- reverse merger, Value</u>	(237,348)		(237,348)		
<u>Acquisition of net liabilities and shares outstanding- reverse merger, Shares</u>		3,300,000			
<u>Issuance of shares and warrants for cash, Value</u>	1,104,229	\$ 857,558	246,671		
<u>Issuance of shares and warrants for cash, Shares</u>		1,036,000			
<u>Exercise of warrants for cash, Value</u>	66,188	\$ 66,188			
<u>Exercise of warrants for cash, Shares</u>		150,000			
<u>Translation adjustment</u>	3,050			3,050	
<u>Net loss</u>	(1,706,202)				(1,706,202)
<u>Balance, Value at Dec. 31, 2014</u>	343,896	\$ 3,959,849	409,658	17,311	(4,042,922)
<u>Balance, Shares at Dec. 31, 2014</u>		16,315,500			
<u>Issuance of warrants for services</u>	672,749		672,749		
<u>Exercise of warrants for cash, Value</u>	707,196	\$ 686,975	20,221		
<u>Exercise of warrants for cash, Shares</u>		750,000			
<u>Translation adjustment</u>	(35,313)			(35,313)	
<u>Net loss</u>	(5,185,852)				(5,185,852)
<u>Cancellation of shares, Value</u>	(89)	\$ (89)			
<u>Stock based compensation</u>	2,257,953		2,257,953		
<u>Cancellation of warrants</u>		124,936	(124,936)		
<u>Exercise of stock option plan, Value</u>	283	\$ 283			
<u>Exercise of stock option plan, Shares</u>		2,832,500			
	\$				
<u>Balance, Value at Dec. 31, 2015</u>	(1,239,177)	\$ 4,771,954	\$ 3,235,645	\$ (18,002)	\$ (9,228,774)
<u>Balance, Shares at Dec. 31, 2015</u>		18,798,000			

X

- Definition

Acquisition of net liabilities and shares outstanding- reverse merger, Value.

+ References

No definition available.

+ Details

**Name:** fil\_AcquisitionOfNetLiabilitiesAndSharesOutstandingReverseMergerShares

**Namespace Prefix:** fil\_

**Data Type:** xbrli:sharesItemType

**Balance Type:** na

**Period Type:** duration



X

[- Definition](#)

Issuance of warrants for services.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** fil\_AcquisitionOfNetLiabilitiesAndSharesOutstandingReverseMergerValue

**Namespace Prefix:** fil\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

X

[- Definition](#)

Translation adjustment.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** fil\_CancellationOfSharesValue

**Namespace Prefix:** fil\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

X

[- Definition](#)

Cancellation of shares, Shares.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** fil\_CancellationOfWarrants

**Namespace Prefix:** fil\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

X

[- Definition](#)

Exercise of warrants for cash, Value.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** fil\_ExerciseOfWarrantsForCashShares

**Namespace Prefix:** fil\_

**Data Type:** xbrli:sharesItemType

**Balance Type:** na

**Period Type:** duration

X

[- Definition](#)

Issuance of shares and warrants for cash, Shares.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** fil\_ExerciseOfWarrantsForCashValue

**Namespace Prefix:** fil\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

X

[- Definition](#)

Issuance of shares and warrants for cash, Value.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** fil\_IssuanceOfSharesAndWarrantsForCashShares

**Namespace Prefix:** fil\_

**Data Type:** xbrli:sharesItemType

**Balance Type:** na

**Period Type:** duration

X

[- Definition](#)

Acquisition of net liabilities and shares outstanding- reverse merger, Shares.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** fil\_IssuanceOfSharesAndWarrantsForCashValue

**Namespace Prefix:** fil\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

X

[- Definition](#)

Issuance of shares for cash, Value.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** fil\_IssuanceOfSharesForCashShares

**Namespace Prefix:** fil\_

**Data Type:** xbrli:sharesItemType

**Balance Type:** na

**Period Type:** duration

X

[- Definition](#)

Represents the monetary amount of Issuance of shares for cash, Value, during the indicated time period.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** fil\_IssuanceOfSharesForCashValue

**Namespace Prefix:** fil\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

X

[- Definition](#)

Issuance of shares for services, Value.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** fil\_IssuanceOfSharesForServicesShares

**Namespace Prefix:** fil\_

**Data Type:** xbrli:sharesItemType

**Balance Type:** na

**Period Type:** duration

X

[- Definition](#)

Issuance of shares for cash, Shares.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** fil\_IssuanceOfSharesForServicesValue

**Namespace Prefix:** fil\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

X

[- Definition](#)

Issuance of shares for services, Shares.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** fil\_IssuanceOfWarrantsForServices

**Namespace Prefix:** fil\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

X

[- Definition](#)

Exercise of warrants for cash, Shares.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** fil\_TranslationAdjustment

**Namespace Prefix:** fil\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

## X

### - Definition

The consolidated profit or loss for the period, net of income taxes, including the portion attributable to the noncontrolling interest.

### + References

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 810
- SubTopic 10
- Section 45
- Paragraph 19
- URI <http://asc.fasb.org/extlink&oid=51664549&loc=SL4569616-111683>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 810
- SubTopic 10
- Section 55
- Paragraph 4K
- URI <http://asc.fasb.org/extlink&oid=35736750&loc=SL4591552-111686>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 810
- SubTopic 10
- Section 50
- Paragraph 1A
- Subparagraph (a),(c)
- URI <http://asc.fasb.org/extlink&oid=18733093&loc=SL4573702-111684>

Reference 4: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 810
- SubTopic 10
- Section 55
- Paragraph 4J
- URI <http://asc.fasb.org/extlink&oid=35736750&loc=SL4591551-111686>

### + Details

**Name:** us- gaap\_ProfitLoss

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** credit

**Period Type:** duration

## X

### - Definition

The aggregate amount of noncash, equity- based employee remuneration. This may include the value of stock or unit options, amortization of restricted stock or units, and adjustment for officers' compensation. As noncash, this element is an add back when calculating net cash generated by operating activities using the indirect method.

### + References

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 230
- SubTopic 10
- Section 45
- Paragraph 28
- Subparagraph (a)
- URI <http://asc.fasb.org/extlink&oid=56944662&loc=d3e3602-108585>

### + Details

**Name:** us- gaap\_ShareBasedCompensation

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

## X

### - Definition

Number of shares of stock issued as of the balance sheet date, including shares that had been issued and were previously outstanding but which are now held in the treasury.

### + References

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 505
- SubTopic 10
- Section 50
- Paragraph 2
- URI <http://asc.fasb.org/extlink&oid=6928386&loc=d3e21463-112644>

### + Details

**Name:** us- gaap\_SharesIssued

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:sharesItemType

**Balance Type:** na

**Period Type:** instant

## X

### - Definition

Number of shares (or other type of equity) issued during the period as a result of any equity- based compensation plan other than an employee stock ownership plan (ESOP), net of any shares forfeited. Shares issued could result from the issuance of restricted stock, the exercise of stock options, stock issued under employee stock purchase plans, and/or other employee benefit plans.

### + References

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 505
- SubTopic 10
- Section 50
- Paragraph 2
- URI <http://asc.fasb.org/extlink&oid=6928386&loc=d3e21463-112644>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 505
- SubTopic 10
- Section S99
- Paragraph 1
- Subparagraph (SX 210.3- 04)
- URI <http://asc.fasb.org/extlink&oid=27012166&loc=d3e187085-122770>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher SEC
- Name Regulation S- X (SX)
- Number 210
- Section 02
- Paragraph 29, 30
- Article 5

[+ Details](#)

**Name:** us- gaap\_ StockIssuedDuringPeriodSharesShareBasedCompensation

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:sharesItemType

**Balance Type:** na

**Period Type:** duration

[X](#)

[- Definition](#)

Value of stock (or other type of equity) issued during the period as a result of any equity- based compensation plan other than an employee stock ownership plan (ESOP), net of stock value of such awards forfeited. Stock issued could result from the issuance of restricted stock, the exercise of stock options, stock issued under employee stock purchase plans, and/or other employee benefit plans.

[+ References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 718
- SubTopic 10
- Section 50
- Paragraph 1
- Subparagraph (c)
- URI <http://asc.fasb.org/extlink&oid=6415400&loc=d3e5047-113901>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 718
- SubTopic 10
- Section 50
- Paragraph 2
- Subparagraph (d)(1)
- URI <http://asc.fasb.org/extlink&oid=6415400&loc=d3e5070-113901>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB

- Name Accounting Standards Codification
- Topic 505
- SubTopic 10
- Section S99
- Paragraph 1
- Subparagraph (SX 210.3- 04)
- URI <http://asc.fasb.org/extlink&oid=27012166&loc=d3e187085-122770>

Reference 4: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher SEC
- Name Regulation S- X (SX)
- Number 210
- Section 02
- Paragraph 29, 30, 31
- Article 5

+ [Details](#)

**Name:** us- gaap\_ StockIssuedDuringPeriodValueShareBasedCompensation

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** credit

**Period Type:** duration

X

- [Definition](#)

Total of all stockholders' equity (deficit) items, net of receivables from officers, directors, owners, and affiliates of the entity which are attributable to the parent. The amount of the economic entity's stockholders' equity attributable to the parent excludes the amount of stockholders' equity which is allocable to that ownership interest in subsidiary equity which is not attributable to the parent (noncontrolling interest, minority interest). This excludes temporary equity and is sometimes called permanent equity.

+ [References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 310
- SubTopic 10
- Section S99
- Paragraph 2
- Subparagraph (SAB TOPIC 4.E)
- URI <http://asc.fasb.org/extlink&oid=27010918&loc=d3e74512-122707>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 210
- SubTopic 10
- Section S99
- Paragraph 1
- Subparagraph (SX 210.5- 02.29- 31)
- URI <http://asc.fasb.org/extlink&oid=6877327&loc=d3e13212-122682>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher SEC
- Name Staff Accounting Bulletin (SAB)

- Number Topic 4

- Section E

+ [Details](#)

**Name:** us- gaap\_ StockholdersEquity

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** credit

**Period Type:** instant

X

- [Details](#)

**Name:** us- gaap\_ StatementEquityComponentsAxis=usgaap\_ CommonStockMember

**Namespace Prefix:**

**Data Type:** na

**Balance Type:**

**Period Type:**

X

- [Details](#)

**Name:** us- gaap\_ StatementEquityComponentsAxis=usgaap\_

AdditionalPaidInCapitalMember

**Namespace Prefix:**

**Data Type:** na

**Balance Type:**

**Period Type:**

X

- [Details](#)

**Name:** usgaap\_ StatementEquityComponentsAxis=fil\_ AccumulatedOtherComprehensiveLossIncomeMember

**Namespace Prefix:**

**Data Type:** na

**Balance Type:**

**Period Type:**

X

- [Details](#)

**Name:** usgaap\_ StatementEquityComponentsAxis=fil\_ AccumulatedDeficitMember

**Namespace Prefix:**

**Data Type:** na

**Balance Type:**

**Period Type:**



<b>iMedical Innovations Inc. - Statements of Cash Flows - USD (\$)</b>	<b>12 Months Ended</b>	
	<b>Dec. 31, 2015</b>	<b>Dec. 31, 2014</b>
<b><u>Cash flow from operating activities:</u></b>		
<u>Net loss</u>	\$ (5,185,852)	\$ (1,706,202)
<b><u>Adjustments to reconcile net loss to net cash used in operating activities:</u></b>		
<u>Stock based compensation</u>	2,257,953	
<u>Depreciation</u>		9,051
<u>Issuance of shares for consulting services</u>		\$ 66,179
<u>Accretion expense</u>	[1] 59,875	
<u>Change in fair value of derivative liabilities</u>	[2] (4,026)	
<u>Issuance of warrants for services</u>	672,749	\$ 400,335
<b><u>Changes in operating assets and liabilities:</u></b>		
<u>Harmonized sales tax recoverable</u>	25,437	(73,578)
<u>Deposits and other receivables</u>	(77,740)	
<u>Accounts payable and accrued liabilities</u>	287,629	(77,570)
<u>Net cash used in operating activities</u>	(1,963,975)	(1,381,785)
<b><u>Cash flows from financing activities:</u></b>		
<u>Proceeds from issuance of shares, net</u>		1,649,507
<u>Proceeds from issuance of convertible promissory notes, net</u>	1,289,149	
<u>Proceeds from exercise of warrants</u>	707,196	66,188
<u>Proceeds from exercise of stock options</u>	283	
<u>Net cash provided by financing activities</u>	1,996,628	1,715,695
<u>Effect of foreign currency translation</u>	(70,651)	(1,067)
<u>Net increase in cash during the year</u>	32,653	333,910
<u>Cash, beginning of year</u>	448,599	115,756
<u>Cash, end of year</u>	\$ 410,601	\$ 448,599

[1] See Note 7

[2] See Note 8

X

- Definition

Issuance of shares for consulting services.

+ References

No definition available.

+ Details

**Name:** fil\_HarmonizedSalesTaxRecoverable1**Namespace Prefix:** fil\_**Data Type:** xbrli:monetaryItemType**Balance Type:** debit

**Period Type:** duration

X

- [Definition](#)

Harmonized sales tax recoverable.

+ [References](#)

No definition available.

+ [Details](#)

**Name:** fil\_IssuanceOfSharesForConsultingServices

**Namespace Prefix:** fil\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

X

- [Definition](#)

Represents the monetary amount of Proceeds from exercise of stock options, during the indicated time period.

+ [References](#)

No definition available.

+ [Details](#)

**Name:** fil\_ProceedsFromExerciseOfStockOptions

**Namespace Prefix:** fil\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

X

- [Definition](#)

Amount recognized for the passage of time, typically for liabilities, that have been discounted to their net present values. Excludes accretion associated with asset retirement obligations.

+ [References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB

- Name Accounting Standards Codification

- Topic 410

- SubTopic 20

- Section 45

- Paragraph 1

- URI <http://asc.fasb.org/extlink&oid=6392676&loc=d3e7480-110848>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB

- Name Accounting Standards Codification

- Topic 420

- SubTopic 10

- Section 35

- Paragraph 4

- URI <http://asc.fasb.org/extlink&oid=6394232&loc=d3e17558-110866>

+ [Details](#)

**Name:** us- gaap\_AccretionExpense

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

X

- [References](#)

No definition available.

+ [Details](#)

**Name:** usgaap\_AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

X

- [Definition](#)

Amount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short- term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation.

+ [References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Glossary Cash
- URI <http://asc.fasb.org/extlink&oid=6506951>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 210
- SubTopic 10
- Section 45
- Paragraph 1
- Subparagraph (a)
- URI <http://asc.fasb.org/extlink&oid=28358313&loc=d3e6676-107765>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 230
- SubTopic 10
- Section 45
- Paragraph 4
- URI <http://asc.fasb.org/extlink&oid=56944662&loc=d3e3044-108585>

Reference 4: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Glossary Cash Equivalents
- URI <http://asc.fasb.org/extlink&oid=6507016>

Reference 5: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB

- Name Accounting Standards Codification
- Topic 210
- SubTopic 10
- Section S99
- Paragraph 1
- Subparagraph (SX 210.5- 02.1)
- URI <http://asc.fasb.org/extlink&oid=6877327&loc=d3e13212-122682>

+ [Details](#)

**Name:** usgaap\_CashAndCashEquivalentsAtCarryingValue

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** instant

X

- [Definition](#)

Amount of increase (decrease) in cash. Cash is the amount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Includes effect from exchange rate changes.

+ [References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 830
- SubTopic 230
- Section 45
- Paragraph 1
- URI <http://asc.fasb.org/extlink&oid=49171198&loc=d3e33268-110906>

+ [Details](#)

**Name:** us- gaap\_CashPeriodIncreaseDecrease

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

X

- [Definition](#)

The amount of expense recognized in the current period that reflects the allocation of the cost of tangible assets over the assets' useful lives. Includes production and non- production related depreciation.

+ [References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 230
- SubTopic 10
- Section 45
- Paragraph 28
- Subparagraph (b)
- URI <http://asc.fasb.org/extlink&oid=56944662&loc=d3e3602-108585>

+ [Details](#)

**Name:** us- gaap\_Depreciation

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit  
**Period Type:** duration

X

- Definition

The increase (decrease) during the reporting period in the amounts payable to vendors for goods and services received and the amount of obligations and expenses incurred but not paid.

+ References

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 230
- SubTopic 10
- Section 45
- Paragraph 28
- Subparagraph (a)
- URI <http://asc.fasb.org/extlink&oid=56944662&loc=d3e3602-108585>

+ Details

**Name:** us- gaap\_ IncreaseDecreaseInAccountsPayableAndAccruedLiabilities

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

X

- Definition

The increase (decrease) during the period in the carrying value of derivative instruments reported as liabilities that are due to be disposed of within one year (or the normal operating cycle, if longer).

+ References

No definition available.

+ Details

**Name:** us- gaap\_ IncreaseDecreaseInDerivativeLiabilities

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

X

- References

No definition available.

+ Details

**Name:** usgaap\_ IncreaseDecreaseInOtherOperatingAssetsAndLiabilitiesNetAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

X

- Definition

The increase (decrease) during the reporting period in other amounts due to the reporting entity, which are not otherwise defined in the taxonomy.

+ References

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
  - Name Accounting Standards Codification
  - Topic 230
  - SubTopic 10
  - Section 45
  - Paragraph 28
  - Subparagraph (a)
  - URI <http://asc.fasb.org/extlink&oid=56944662&loc=d3e3602-108585>
- [+ Details](#)

**Name:** us- gaap\_IncreaseDecreaseInOtherReceivables

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** credit

**Period Type:** duration

X

[- Definition](#)

Fair value of share- based compensation granted to nonemployees as payment for services rendered or acknowledged claims.

[+ References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 230
- SubTopic 10
- Section 45
- Paragraph 28
- Subparagraph (b)
- URI <http://asc.fasb.org/extlink&oid=56944662&loc=d3e3602-108585>

[+ Details](#)

**Name:** us- gaap\_IssuanceOfStockAndWarrantsForServicesOrClaims

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

X

[- Definition](#)

Amount of cash inflow (outflow) from financing activities, including discontinued operations. Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long- term credit.

[+ References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 230
- SubTopic 10
- Section 45
- Paragraph 24
- URI <http://asc.fasb.org/extlink&oid=56944662&loc=d3e3521-108585>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
  - Name Accounting Standards Codification
  - Topic 230
  - SubTopic 10
  - Section 45
  - Paragraph 26
  - URI <http://asc.fasb.org/extlink&oid=56944662&loc=d3e3574-108585>
- [+ Details](#)

**Name:** usgaap\_NetCashProvidedByUsedInFinancingActivities

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

X

[- References](#)

No definition available.

[+ Details](#)

**Name:** usgaap\_NetCashProvidedByUsedInFinancingActivitiesAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

X

[- Definition](#)

Amount of cash inflow (outflow) from operating activities, including discontinued operations. Operating activity cash flows include transactions, adjustments, and changes in value not defined as investing or financing activities.

[+ References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 230
- SubTopic 10
- Section 45
- Paragraph 24
- URI <http://asc.fasb.org/extlink&oid=56944662&loc=d3e3521-108585>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 230
- SubTopic 10
- Section 45
- Paragraph 28
- URI <http://asc.fasb.org/extlink&oid=56944662&loc=d3e3602-108585>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 230

- SubTopic 10
- Section 45
- Paragraph 25
- URI <http://asc.fasb.org/extlink&oid=56944662&loc=d3e3536-108585>

+ [Details](#)

**Name:** us- gaap\_NetCashProvidedByUsedInOperatingActivities

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** na

**Period Type:** duration

X

- [References](#)

No definition available.

+ [Details](#)

**Name:** usgaap\_NetCashProvidedByUsedInOperatingActivitiesAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

X

- [Definition](#)

The portion of profit or loss for the period, net of income taxes, which is attributable to the parent.

+ [References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Glossary Net Income
- URI <http://asc.fasb.org/extlink&oid=51831255>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 230
- SubTopic 10
- Section 45
- Paragraph 28
- URI <http://asc.fasb.org/extlink&oid=56944662&loc=d3e3602-108585>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 944
- SubTopic 225
- Section S99
- Paragraph 1
- Subparagraph (SX 210.7- 04.19)
- URI <http://asc.fasb.org/extlink&oid=6879464&loc=d3e573970-122913>

Reference 4: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification



- Topic 260
- SubTopic 10
- Section 50
- Paragraph 1
- URI <http://asc.fasb.org/extlink&oid=6371337&loc=d3e3550-109257>

Reference 5: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 225
- SubTopic 10
- Section S99
- Paragraph 2
- Subparagraph (SX 210.5- 03.18)
- URI <http://asc.fasb.org/extlink&oid=26872669&loc=d3e20235-122688>

Reference 6: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 944
- SubTopic 225
- Section S99
- Paragraph 1
- Subparagraph (SX 210.7- 04.22)
- URI <http://asc.fasb.org/extlink&oid=6879464&loc=d3e573970-122913>

Reference 7: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Glossary Other Comprehensive Income
- URI <http://asc.fasb.org/extlink&oid=51831270>

Reference 8: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher SEC
- Name Regulation S- X (SX)
- Number 210
- Section 03
- Paragraph 19
- Article 5

Reference 9: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher SEC
- Name Regulation S- X (SX)
- Number 210
- Section 04
- Paragraph 20
- Article 9

+ [Details](#)

**Name:** us- gaap\_NetIncomeLoss

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** credit

**Period Type:** duration

## X

### - Definition

Amount before tax, after reclassification adjustments of gain (loss) on foreign currency translation adjustments, on foreign currency transactions designated and effective as economic hedges of a net investment in a foreign entity and intra- entity foreign currency transactions that are of a long- term- investment nature, attributable to parent entity.

### + References

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 810
- SubTopic 10
- Section 50
- Paragraph 1A
- Subparagraph (c)(3)
- URI <http://asc.fasb.org/extlink&oid=18733093&loc=SL4573702-111684>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 810
- SubTopic 10
- Section 45
- Paragraph 19
- URI <http://asc.fasb.org/extlink&oid=51664549&loc=SL4569616-111683>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 810
- SubTopic 10
- Section 45
- Paragraph 20
- URI <http://asc.fasb.org/extlink&oid=51664549&loc=SL4569643-111683>

### + Details

**Name:** usgaap\_

OtherComprehensiveIncomeForeignCurrencyTransactionAndTranslationAdjustmentBeforeTaxPortionAttributableToParent

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** credit

**Period Type:** duration

## X

### - Definition

The cash inflow from the additional capital contribution to the entity.

### + References

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Glossary Financing Activities
- URI <http://asc.fasb.org/extlink&oid=6513228>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 230
- SubTopic 10
- Section 45
- Paragraph 14
- Subparagraph (a)
- URI <http://asc.fasb.org/extlink&oid=56944662&loc=d3e3255-108585>

[+ Details](#)

**Name:** usgaap\_ProceedsFromIssuanceOfCommonStock

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

X

[- Definition](#)

The cash inflow from a debt initially having maturity due after one year or beyond the operating cycle, if longer.

[+ References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 230
- SubTopic 10
- Section 45
- Paragraph 14
- Subparagraph (b)
- URI <http://asc.fasb.org/extlink&oid=56944662&loc=d3e3255-108585>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Glossary Financing Activities
- URI <http://asc.fasb.org/extlink&oid=6513228>

[+ Details](#)

**Name:** us- gaap\_ProceedsFromIssuanceOfLongTermDebt

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

X

[- Definition](#)

The cash inflow associated with the amount received from holders exercising their stock warrants.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** us- gaap\_ProceedsFromWarrantExercises

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

## X

### - Definition

The aggregate amount of noncash, equity- based employee remuneration. This may include the value of stock or unit options, amortization of restricted stock or units, and adjustment for officers' compensation. As noncash, this element is an add back when calculating net cash generated by operating activities using the indirect method.

### + References

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 230
- SubTopic 10
- Section 45
- Paragraph 28
- Subparagraph (a)
- URI <http://asc.fasb.org/extlink&oid=56944662&loc=d3e3602-108585>

### + Details

**Name:** us- gaap\_ ShareBasedCompensation

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

## 1. Nature of Operations

12 Months Ended  
Dec. 31, 2015

### Notes

#### 1. Nature of Operations

#### 1. NATURE OF OPERATIONS

iMedical Innovations Inc. [the “Company” or “iMed”] was incorporated on July 3, 2014 under the laws of the Province of Ontario, Canada. The Company is engaged in research and development activities within the remote monitoring segment of preventative care. The Company is focused on a realizable healthcare business model that has an existing market and commercialization pathway. As such, its efforts to date have been devoted in building technology that enables access to this market through the development of a tangible product.

Sensor Mobility Inc. [“Sensor”] was incorporated on July 22, 2009 under the laws of the Province of Ontario, Canada. Sensor was also engaged in research and development activities within the remote monitoring segment of preventative care.

On August 11, 2014, all the stockholders of Sensor entered into a series of roll over agreements for the sale of their shares to iMedical Innovations Inc. in accordance with section 85 (1) of the Income Tax Act (Canada). Pursuant to these agreements, all the stockholders of Sensor received twice the number of shares of iMed in exchange for their shares in Sensor. Accordingly, iMed issued 11,829,500 shares in exchange for 5,914,750 shares of Sensor, which were subsequently cancelled as a result of amalgamation. The amalgamation became effective from November 21, 2014, pursuant to approval by Canada Revenue Agency. Immediately prior to the Amalgamation, iMed had net liabilities of \$237,348 and 3,300,000 outstanding shares of common stock, which are presented in the financial statements.

As the former stockholders of Sensor became the majority stockholders of iMed after amalgamation, this transaction has been accounted for as a reverse merger and was treated as an acquisition of iMed (legal acquirer) and a recapitalization of Sensor (accounting acquirer). As Sensor was the accounting acquirer, the results of its operations carried over. Consequently, the assets and liabilities and the historical operations reflected in the financial statements for the periods prior to November 21, 2014, are those of Sensor and are recorded at historical cost basis. Effective from November 21, 2014, the Company’s financial statements include the assets, liabilities and operations of iMed.

X

- References

No definition available.

+ Details

**Name:** usgaap\_DisclosureTextBlockAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

## X

### - Definition

The entire disclosure for the nature of an entity's business, major products or services, principal markets including location, and the relative importance of its operations in each business and the basis for the determination, including but not limited to, assets, revenues, or earnings. For an entity that has not commenced principal operations, disclosures about the risks and uncertainties related to the activities in which the entity is currently engaged and an understanding of what those activities are being directed toward.

### + References

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 275
- SubTopic 10
- Section 50
- Paragraph 2
- URI <http://asc.fasb.org/extlink&oid=51801978&loc=d3e6003-108592>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 275
- SubTopic 10
- Section 50
- Paragraph 2A
- URI <http://asc.fasb.org/extlink&oid=51801978&loc=SL51803626-108592>

### + Details

**Name:** us- gaap\_NatureOfOperations

**Namespace Prefix:** us- gaap\_

**Data Type:** nonnum:textBlockItemType

**Balance Type:** na

**Period Type:** duration

**2. Basis of  
Presentation and  
Measurement**

**12 Months Ended**

**Dec. 31, 2015**

**Notes**

**2. Basis of Presentation 2. BASIS OF PRESENTATION AND MEASUREMENT  
and Measurement**

The financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America (“US GAAP”) and are expressed in United States dollars (“USD”).

X

**- Definition**

The entire disclosure for the business description and basis of presentation concepts. Business description describes the nature and type of organization including but not limited to organizational structure as may be applicable to holding companies, parent and subsidiary relationships, business divisions, business units, business segments, affiliates and information about significant ownership of the reporting entity. Basis of presentation describes the underlying basis used to prepare the financial statements (for example, US Generally Accepted Accounting Principles, Other Comprehensive Basis of Accounting, IFRS).

**+ References**

No definition available.

**+ Details**

**Name:** us- gaap\_BusinessDescriptionAndBasisOfPresentationTextBlock

**Namespace Prefix:** us- gaap\_

**Data Type:** nonnum:textBlockItemType

**Balance Type:** na

**Period Type:** duration

X

**- References**

No definition available.

**+ Details**

**Name:** usgaap\_DisclosureTextBlockAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

**3. Going  
Concern****12 Months Ended  
Dec. 31, 2015****Notes****3. Going  
Concern****3. GOING CONCERN**

The financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The Company has incurred recurring losses from operations and as at December 31, 2015 and December 31, 2014 had accumulated deficit of \$9,228,774 and \$4,042,922, respectively. Management anticipates the Company will attain profitable status and improve its liquidity through continued business development and additional debt or equity investment in the Company. Management is pursuing various sources of financing.

On October 31, 2015, the Company engaged an agent to act as exclusive financial advisor to the Company with respect to assisting the Company in its capital raising efforts as well as assisting the Company in the review of potential financing alternatives available to it and to provide recommendations with respect to the options available to it for meeting its capital needs. Under the engagement agreement, the agent will represent the Company as the sole or lead placement agent, underwriter, book-runner or similar representation in its efforts to obtain financing of up to \$12 million in the form of a private placement, public offering, whether in one or a series of transactions, in a private or public offering of equity, convertible debt or equity, equity linked securities or any other securities.

The Company's continued existence is dependent upon its ability to continue to execute its operating plan and to obtain additional debt or equity financing. There can be no assurance that the necessary debt or equity financing will be available, or will be available on terms acceptable to the Company, in which case the Company may be unable to meet its obligations.. Should the Company be unable to realize its assets and discharge its liabilities in the normal course of business, the net realizable value of its assets may be materially less than the amounts recorded in the financial statements. The financial statements do not include any adjustments relating to the recoverability of recorded asset amounts that might be necessary should the Company be unable to continue in existence.

**X****- References**

No definition available.

**+ Details****Name:** usgaap\_DisclosureTextBlockAbstract**Namespace Prefix:** us- gaap\_**Data Type:** xbrli:stringItemType**Balance Type:** na**Period Type:** duration



## X

### - Definition

The entire disclosure when substantial doubt is raised about the ability to continue as a going concern. Includes, but is not limited to, principal conditions or events that raised substantial doubt about the ability to continue as a going concern, management's evaluation of the significance of those conditions or events in relation to the ability to meet its obligations, and management's plans that alleviated or are intended to mitigate the conditions or events that raise substantial doubt about the ability to continue as a going concern.

### + References

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 205
- SubTopic 40
- Section 50
- Paragraph 13
- URI <http://asc.fasb.org/extlink&oid=51888302&loc=SL51888449-203568>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 205
- SubTopic 40
- Section 50
- Paragraph 12
- URI <http://asc.fasb.org/extlink&oid=51888302&loc=SL51888443-203568>

### + Details

**Name:** us- gaap\_ SubstantialDoubtAboutGoingConcernTextBlock

**Namespace Prefix:** us- gaap\_

**Data Type:** nonnum:textBlockItemType

**Balance Type:** na

**Period Type:** duration

**4. Summary of  
Significant  
Accounting  
Policies**

**12 Months Ended**

**Dec. 31, 2015**

[Notes](#)

[4. Summary of  
Significant  
Accounting  
Policies](#)

**4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*Cash*

Cash includes cash on hand and balances with banks.

*Use of Estimates*

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Areas involving significant estimates and assumptions include: deferred income tax assets and related valuation allowance, accruals and valuation of warrants and stock options. Actual results could differ from those estimates. These estimates are reviewed periodically, and, as adjustments become necessary, they are reported in earnings in the period in which they become known.

*Earnings (Loss) Per Share*

The Company has adopted the Financial Accounting Standards Board's ("FASB") Accounting Standards Codification ("ASC") Topic 260-10 which provides for calculation of "basic" and "diluted" earnings per share. Basic earnings per share includes no dilution and is computed by dividing net income or loss available to common stockholders by the weighted average number of common shares outstanding for the period. Diluted earnings per share reflect the potential dilution of securities that could share in the earnings of an entity. Diluted earnings per share exclude all potentially dilutive shares if their effect is anti-dilutive. There were no potentially dilutive shares outstanding as at December 31, 2015 and 2014.

*Foreign Currency Translation*

The functional currency of the Company is Canadian dollar. Transactions denominated in currencies other than the functional currency are translated into the functional currency at the exchange rates prevailing at the dates of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the exchange rate prevailing at the balance sheet date. Non-monetary assets and liabilities are translated using the historical rate on the date of the transaction. All exchange gains or losses arising from translation of these foreign currency transactions are included in net income (loss) for the year. The translation gains and losses resulting from the changes in exchange rates are reported in accumulated

other comprehensive gain (loss).

### Equipment

Equipment are stated at cost less accumulated depreciation and depreciated over their estimated useful lives at the following rate and method.

Furniture and fixtures	3 year straight
Computer equipment	line
	3 year straight
	line

Routine repairs and maintenance are expensed as incurred. Improvements, that are betterments, are capitalized at cost. The Company applies a half year rule in the year of acquisition.

### Impairment of Long-Lived Assets

In accordance with ASC 360-10, the Company, on a regular basis, reviews the carrying amount of long-lived assets for the existence of facts or circumstances, both internally and externally, that suggest impairment. The Company determines if the carrying amount of a long-lived asset is impaired based on anticipated undiscounted cash flows, before interest, from the use of the asset. In the event of impairment, a loss is recognized based on the amount by which the carrying amount exceeds the fair value of the asset. Fair value is determined based on appraised value of the assets or the anticipated cash flows from the use of the asset or asset group, discounted at a rate commensurate with the risk involved.

### Fair Value of Financial Instruments

ASC 820 defines fair value, establishes a framework for measuring fair value and expands required disclosure about fair value measurements of assets and liabilities. ASC 820-10 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820-10 also establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1 – Valuation based on quoted market prices in active markets for identical assets or liabilities.

Level 2 – Valuation based on quoted market prices for similar assets and liabilities in active markets.

Level 3 – Valuation based on unobservable inputs that are supported by little or no market activity, therefore requiring management's best

estimate of what market participants would use as fair value.

In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset or liability.

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values due to the short-term nature of these instruments or interest rates that are comparable to market rates. These financial instruments include cash and accounts payable. The Company's cash, which is carried at fair value, is classified as a Level 1 financial instrument. The Company's bank accounts are maintained with financial institutions of reputable credit, therefore, bear minimal credit risk.

#### Income Taxes

The Company accounts for income taxes in accordance with ASC 740. The Company provides for federal and provincial income taxes payable, as well as for those deferred because of the timing differences between reporting income and expenses for financial statement purposes versus tax purposes. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Deferred tax assets and liabilities are measured using the enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recoverable or settled. The effect of a change in tax rates is recognized as income or expense in the period of the change. A valuation allowance is established, when necessary, to reduce deferred income tax assets to the amount that is more likely than not to be realized.

#### Research and Development

Research and development costs, which relate primarily to product and software development, are charged to operations as incurred. Under certain research and development arrangements with third parties, the Company may be required to make payments that are contingent on the achievement of specific developmental, regulatory and/or commercial milestones. Before a product receives regulatory approval, milestone payments made to third parties are expensed when the milestone is achieved. Milestone payments made to third parties after regulatory approval is received are capitalized and amortized over the estimated useful life of the approved product.

#### Stock Based Compensation

The Company accounts for share-based payments in accordance with the provision of ASC 718, which requires that all share-based payments issued to acquire goods or services, including grants of employee stock options, be recognized in the statement of operations based on their fair values, net of estimated forfeitures. ASC 718 requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. Compensation expense related to share-based awards is recognized over the requisite service period, which is generally the vesting period.

The Company accounts for stock based compensation awards issued to non-employees for services, as prescribed by ASC 718-10, at either the fair value of the services rendered or the instruments issued in exchange for such services, whichever is more readily determinable, using the guidelines in ASC 505-50. The Company issues compensatory shares for services including, but not limited to, executive, management, accounting, operations, corporate communication, financial and administrative consulting services.

#### Operating Leases

The Company leases office space and certain office equipment under operating lease agreements. The lease term begins on the date of initial possession of the leased property for purposes of recognizing lease expense on a straight-line basis over the term of the lease. Lease renewal periods are considered on a lease-by-lease basis and are generally not included in the initial lease term.

#### Convertible Notes Payable and Derivative Instruments

The Company accounts for conversion options embedded in convertible notes in accordance with ASC 815. ASC 815 generally requires companies to bifurcate conversion options embedded in convertible notes from their host instruments and to account for them as free standing derivative financial instruments. ASC 815 provides for an exception to this rule when convertible notes, as host instruments, are deemed to be conventional, as defined by ASC 815-40.

The Company accounts for convertible notes deemed conventional and conversion options embedded in non-conventional convertible notes which qualify as equity under ASC 815, in accordance with the provisions of ASC 470-20, which provides guidance on accounting for convertible securities with beneficial conversion features. Accordingly, the Company records, as a discount to convertible notes, the intrinsic value of such conversion options based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note.. Debt discounts under these arrangements are amortized over the term of the related debt.

#### Recently Issued Accounting Pronouncements

In June 2014, the FASB issued Accounting Standards Update ASU 2014-10,

“Development Stage Entities”. The amendments in this update remove the definition of a development stage entity from the Master Glossary of the ASC thereby removing the financial reporting distinction between development stage entities and other reporting entities from U.S. GAAP. In addition, the amendments eliminate the requirements for development stage entities to (1) present inception-to-date information in the statements of income, cash flows, and shareholder equity, (2) label the financial statements as those of a development stage entity, (3) disclose a description of the development stage activities in which the entity is engaged, and (4) disclose in the first year in which the entity is no longer a development stage entity that in prior years it had’ been in the development stage. The Company adopted this amendment beginning from January 1, 2014. The amendments in this update were applied retrospectively.

In May 2014, an accounting pronouncement was issued by the FASB to clarify existing guidance on revenue recognition. This guidance includes the required steps to achieve the core principle that a company should recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. This pronouncement is effective for fiscal years and interim periods beginning after December 15, 2017, with early adoption permitted. The guidance permits the use of one of two retrospective transition methods. The Company has not yet selected a transition method nor have determined the effect that the adoption of the pronouncement may have on its financial position and/or results of operations.

On January 1, 2015, the Company adopted the accounting pronouncement issued by the FASB updating existing guidance on discontinued operations. This guidance raises the threshold for a disposal to qualify as a discontinued operation and requires new disclosures of both discontinued operations and certain other disposals that do not meet the definition of a discontinued operation. This pronouncement is aimed at reducing the frequency of disposals reported as discontinued operations by focusing on strategic shifts that have or will have a major effect on an entity’s operations and financial results. The Company will consider this guidance in conjunction with future disposals, if any.

In April 2015, an accounting pronouncement was issued by the FASB to update the guidance related to the presentation of debt issuance costs. This guidance requires debt issuance costs, related to a recognized debt liability, be presented in the balance sheet as a direct deduction from the carrying amount of the related debt liability rather than being presented as an asset. This pronouncement is effective retrospectively for fiscal years beginning after December 15, 2015, with early adoption permitted. The Company intend to adopt this pronouncement on January 1, 2016, and the adoption will not have a material impact on its financial position and/or results of operations.

In September 2015, an accounting pronouncement was issued by the FASB which eliminates the requirement that an acquirer in a business combination account for measurement-period adjustments retrospectively. Instead, an acquirer will

recognize a measurement-period adjustment during the period in which it determines the amount of the adjustment. This pronouncement is effective for fiscal years beginning after December 15, 2015, with early adoption permitted. The Company intend to adopt this pronouncement on January 1, 2016, and the adoption will not have a material impact on its financial position and/or results of operations.

In November 2015, an accounting pronouncement was issued by the FASB to simplify the presentation of deferred income taxes within the balance sheet. This pronouncement eliminates the requirement that deferred tax assets and liabilities are presented as current or noncurrent based on the nature of the underlying assets and liabilities. Instead, the pronouncement requires all deferred tax assets and liabilities, including valuation allowances, be classified as noncurrent. This pronouncement is effective for fiscal years beginning after December 15, 2016, with early adoption permitted.. The Company intend to adopt this pronouncement on January 1, 2017, and the adoption will not have a material impact on its financial position and/or results of operations.

X

- References

No definition available.

+ Details

**Name:** usgaap\_DisclosureTextBlockAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

X

- Definition

The entire disclosure for all significant accounting policies of the reporting entity.

+ References

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB

- Name Accounting Standards Codification

- Topic 235

- SubTopic 10

- Section 50

- Paragraph 6

- URI <http://asc.fasb.org/extlink&oid=51655414&loc=d3e18861-107790>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB

- Name Accounting Standards Codification

- Topic 235

- SubTopic 10

- Section 50

- Paragraph 3

- URI <http://asc.fasb.org/extlink&oid=51655414&loc=d3e18780-107790>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB

- Name Accounting Standards Codification
- Topic 235
- SubTopic 10
- Section 50
- Paragraph 1
- URI <http://asc.fasb.org/extlink&oid=51655414&loc=d3e18726-107790>

Reference 4: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 235
- SubTopic 10
- Section 50
- Paragraph 2
- URI <http://asc.fasb.org/extlink&oid=51655414&loc=d3e18743-107790>

Reference 5: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 235
- SubTopic 10
- Section 50
- Paragraph 5
- URI <http://asc.fasb.org/extlink&oid=51655414&loc=d3e18854-107790>

[+ Details](#)

**Name:** us- gaap\_ SignificantAccountingPoliciesTextBlock

**Namespace Prefix:** us- gaap\_

**Data Type:** nonnum:textBlockItemType

**Balance Type:** na

**Period Type:** duration



**5. Equipment**

**12 Months Ended  
Dec. 31, 2015**

[Notes](#)[5. Equipment](#) **5. EQUIPMENT**

	<b>As at December 31, 2015 \$</b>	<b>As at December 31, 2014 \$</b>
Furniture	41,272	41,272
Computer equipment	27,826	27,826
Total cost	69,098	69,098
Less: Accumulated depreciation	(69,098)	(69,098)
	-	-

X

[- References](#)

No definition available.

[+ Details](#)**Name:** usgaap\_DisclosureTextBlockAbstract**Namespace Prefix:** us- gaap\_**Data Type:** xbrli:stringItemType**Balance Type:** na**Period Type:** duration

X

[- Definition](#)

The entire disclosure for long- lived, physical assets used in the normal conduct of business and not intended for resale. Includes, but is not limited to, accounting policies and methodology, roll forwards, depreciation, depletion and amortization expense, including composite depreciation, accumulated depreciation, depletion and amortization expense, useful lives and method used, income statement disclosures, assets held for sale and public utility disclosures.

[+ References](#)Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB

- Name Accounting Standards Codification

- Topic 210

- SubTopic 10

- Section S99

- Paragraph 1

- Subparagraph (SX 210.5- 02.13- 14)

- URI <http://asc.fasb.org/extlink&oid=6877327&loc=d3e13212- 122682>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 205
- SubTopic 20
- Section 50
- Paragraph 1
- URI <http://asc.fasb.org/extlink&oid=51717284&loc=d3e1361-107760>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 360
- SubTopic 10
- Section 50
- Paragraph 2
- URI <http://asc.fasb.org/extlink&oid=51719941&loc=d3e2921-110230>

Reference 4: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 360
- SubTopic 10
- Section 50
- Paragraph 1
- URI <http://asc.fasb.org/extlink&oid=6391035&loc=d3e2868-110229>

[+ Details](#)

**Name:** us- gaap\_PropertyPlantAndEquipmentDisclosureTextBlock

**Namespace Prefix:** us- gaap\_

**Data Type:** nonnum:textBlockItemType

**Balance Type:** na

**Period Type:** duration

v3.4.0.3

**6.  
Accounts  
Payable  
and  
Accrued  
Liabilities**

**12 Months Ended**

**Dec. 31, 2015**

**Notes**

**6.  
Accounts  
Payable  
and  
Accrued  
Liabilities**

**6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES**

	<b>As at December 31, 2015</b>	<b>As at December 31, 2014</b>
	<b>\$</b>	<b>\$</b>
Trade accounts payable	274,055	130,913
Accrued liabilities	139,218	45,126
	<b>413,273</b>	<b>176,039</b>

**X**

**- Definition**

The entire disclosure for accounts payable and accrued liabilities at the end of the reporting period.

**+ References**

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB

- Name Accounting Standards Codification

- Topic 210

- SubTopic 10

- Section S99

- Paragraph 1

- Subparagraph (SX 210.5- 02.19(a),20,24)

- URI <http://asc.fasb.org/extlink&oid=6877327&loc=d3e13212- 122682>

**+ Details**

**Name:** us- gaap\_AccountsPayableAndAccruedLiabilitiesDisclosureTextBlock

**Namespace Prefix:** us- gaap\_

**Data Type:** nonnum:textBlockItemType

**Balance Type:** na

**Period Type:** duration

**X**

**- References**

No definition available.

**+ Details**

**Name:** usgaap\_DisclosureTextBlockAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

7.  
**Convertible  
 Promissory  
 Notes**

**12 Months Ended**

**Dec.. 31, 2015**

Notes

7.  
Convertible  
Promissory  
Notes

**7. CONVERTIBLE PROMISSORY NOTES**

Pursuant to a term sheet offering of \$2,000,000, the Company during the year ended December 31, 2015 issued convertible promissory notes to various accredited investors amounting to \$1,368,978. These notes have a maturity date of 24 months and carry annual interest rate of 11%. The note holders have the right until any time until the note is fully paid, to convert any outstanding and unpaid principal portion of the note, and accrued interest, into fully paid and non-assessable shares of Common Stock. The note has a conversion price initially set at \$1.78.. Upon any future financings completed by the Company, the conversion price will reset to 75% of the future financing pricing. These notes do not contain prepayment penalties upon redemption. These debentures are secured by all of the present and after acquired property of the Company. However, the Company can force conversion of these notes, if during the term of the agreement, the Company completes a public listing and the Common Share price exceeds the conversion price for at least 20 consecutive trading days. At the closing of the Notes, the Company issued cash (7%) and warrants (7% of the number of Common Shares into which the Notes may be converted) to a brokers. The brokers receive 3% in cash and warrants for those investors in the Presidents List. The warrants have a term of 24 months and a similar reset provision based on future financings.

The embedded conversion features and reset feature in the notes and broker warrants have been accounted for as a derivative liability based on FASB guidance (refer Note 8).

The details of the outstanding convertible promissory notes are as follows:

	\$
Face value of convertible promissory notes issued during the year	1,368,978
Discount recognised at issuance due to embedded derivatives	(479,479)
Cash issuance costs	(79,829)
Fair value of broker warrants at issuance	(85,767)
Accretion expense for the year	59,875
<b>Accreted value of convertible promissory notes as at December 31, 2015</b>	<b>783,778</b>

The Company incurred \$79,829 in cash as issuance costs and issued 43,161 broker warrants. The cash issuance costs and fair value of these warrants at issuance have been

adjusted against the liability and accreted over the term of these notes using an effective interest rate ranging from 20.5% to 30.5%.

As explained in detail in Note 13, all outstanding convertible promissory notes were exchanged/adjusted pursuant to Exchange Agreement effective February 2, 2016.

X

- Definition

The entire disclosure for information about short- term and long- term debt arrangements, which includes amounts of borrowings under each line of credit, note payable, commercial paper issue, bonds indenture, debenture issue, own- share lending arrangements and any other contractual agreement to repay funds, and about the underlying arrangements, rationale for a classification as long- term, including repayment terms, interest rates, collateral provided, restrictions on use of assets and activities, whether or not in compliance with debt covenants, and other matters important to users of the financial statements, such as the effects of refinancing and noncompliance with debt covenants.

+ References

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 505
- SubTopic 10
- Section 50
- Paragraph 3
- URI <http://asc.fasb.org/extlink&oid=6928386&loc=d3e21475- 112644>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 210
- SubTopic 10
- Section S99
- Paragraph 1
- Subparagraph (SX 210.5- 02.19,20,22)
- URI <http://asc.fasb.org/extlink&oid=6877327&loc=d3e13212- 122682>

+ Details

**Name:** us- gaap\_DebtDisclosureTextBlock

**Namespace Prefix:** us- gaap\_

**Data Type:** nonnum:textBlockItemType

**Balance Type:** na

**Period Type:** duration

X

- References

No definition available.

+ Details

**Name:** usgaap\_DisclosureTextBlockAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

**8.  
Derivative  
Liabilities**

**12 Months Ended**

**Dec. 31, 2015**

Notes

8.  
Derivative  
Liabilities

**8. DERIVATIVE LIABILITIES**

In connection with the sale of debt or equity instruments, the Company may sell options or warrants to purchase our common stock. In certain circumstances, these options or warrants may be classified as derivative liabilities, rather than as equity. Additionally, the debt or equity instruments may contain embedded derivative instruments, such as embedded derivative features which in certain circumstances may be required to be bifurcated from the associated host instrument and accounted for separately as a derivative instrument liability.

The Company's derivative instrument liabilities are re-valued at the end of each reporting period, with changes in the fair value of the derivative liability recorded as charges or credits to income in the period in which the changes occur. For options, warrants and bifurcated embedded derivative features that are accounted for as derivative instrument liabilities, the Company estimates fair value using either quoted market prices of financial instruments with similar characteristics or other valuation techniques. The valuation techniques require assumptions related to the remaining term of the instruments and risk-free rates of return, our current common stock price and expected dividend yield, and the expected volatility of our common stock price over the life of the option.

The derivative liabilities arising from convertible promissory notes and related issuance of broker warrants are as follows:

	<b>Convertible notes</b>	<b>Broker warrants</b>	<b>Total</b>
	\$	\$	\$
Derivative fair value at issuance	479,479	85,767	565,246
Change in fair value of derivatives	1,473	(5,499)	(4,026)
<b>Derivative liabilities as at December 31, 2015</b>	<b>480,952</b>	<b>80,268</b>	<b>561,220</b>

The lattice methodology was used to value the convertible notes issued and the related broker warrants, with the following assumptions:

<b>Assumptions</b>	<b>December 31 2015</b>
Dividend yield	0.00%
Risk-free rate for term	0.33%-0.72%
Volatility	98%-100%
Remaining terms (years)	1.72-2
Stock price (\$ per share)	2.00

X

- [Definition](#)

The entire disclosure for derivatives and fair value of assets and liabilities.

+ [References](#)

No definition available.

+ [Details](#)

**Name:** usgaap\_DerivativesAndFairValueTextBlock

**Namespace Prefix:** us- gaap\_

**Data Type:** nonnum:textBlockItemType

**Balance Type:** na

**Period Type:** duration

X

- [References](#)

No definition available.

+ [Details](#)

**Name:** usgaap\_DisclosureTextBlockAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

[Notes](#)[9.  
Stockholders'  
\(deficiency\)  
Equity](#)**9. STOCKHOLDERS' (DEFICIENCY) EQUITY****Authorized stock**

Until August 11, 2014, the Company was authorized to issue unlimited number of Class "A" preferred shares, optionally redeemable at a price to be agreed by the stockholders, with no par value and unlimited number of Class "A" common shares and Class "B" common shares with no par value. Class A preferred shares were classified as equity as they did not meet the requirements of mandatorily redeemable financial instruments pursuant to ASC 480.

On August 11, 2014, the Company's Articles of Association were amended thereby consolidating various classes of shares which were then issued into common shares and changing the Company's authorized shares to unlimited number of common shares and an unlimited number of preferred shares.

**Issued and outstanding stock**

During April 2014, Sensor entered into agreements for issuance of warrants against services with four of its then stockholders and issued 475,000 warrants (previously 237,500 warrants) entitling those stockholders to purchase one common share (previously preferred class A share) against each warrant at an exercise price of \$0.46 per warrant to be exercised within one year from the issuance date. The fair value of the warrants on the issuance date was \$400,335, which is included as consulting charges in general and administrative expenses during the year ended December 31, 2014 with corresponding credit to additional paid-in-capital. The fair value has been estimated using a multinomial lattice model with an expected life of 365 days, dividend yield of 0%, stock price of \$0.46, a risk free rate of 0.06% and expected volatility of 105%, determined based on comparable companies historical volatilities.

Pursuant to roll over agreements dated August 11, 2014, as described in Note 1, all the above warrants which were issued by Sensor were cancelled and were reissued by iMedical Innovations Inc.

During June and July 2014, Sensor issued 1,170,000 common shares (previously 585,000 Class "A" preferred shares) through various subscription agreements issue at price of \$0.47 for aggregate cash proceeds of \$545,278.

During July 2014, Sensor issued 142,000 common shares (previously 71,000 Class "A" preferred shares) for consulting services at fair value of \$0.47 per share, determined based on recent private placements. Accordingly, the Company recognized \$66,179 as consulting expenses, which are included in general and administrative expenses during the



year ended December 31, 2014 with corresponding credit to common stock.

As described in Note 1, On August 11, 2014, all the stockholders of Sensor entered into a series of roll over agreements for the sale of their shares to iMedical Innovations Inc. in accordance with section 85 (1) of the Income Tax Act (Canada). Pursuant to these agreements, all the stockholders of Sensor received twice the number of shares of iMed in exchange for their shares in Sensor. Accordingly, iMed issued 11,829,500 shares in exchange for 5,914,750 shares of Sensor, which were subsequently cancelled as a result of amalgamation. The amalgamation became effective from November 21, 2014, pursuant to approval by Canada Revenue Agency.. Immediately prior to Amalgamation, iMed had net liabilities of \$237,348 and 3,300,000 outstanding shares of common stock, which are presented in the financial statements.

During November 2014, iMed issued 1,036,000 units at an exercise price of \$1.10 and received gross cash proceeds of \$1,142,837 (net proceeds of \$1,104,229). Each unit comprised of 1,036,000 common shares and 1,554,000 warrants to be exercised at \$1.10 within 120 to 270 days from the date of issuance. In connection with the proceeds received, the Company paid in cash \$38,609 as finder's fees and issued 51,080 broker warrants to be exercised at \$1.10 within 365 days from the date of issuance. The fair value of these warrants amounting to \$246,671 has been estimated using a multi-nomial lattice model with an expected life of 365 days, dividend yield of 0%, stock price of \$1.10, a risk free rate ranging from 0.02% to 0.07% and expected volatility of 89%, determined based on comparable companies historical volatilities. The fair value of these warrants were allocated to cash with corresponding credit to additional paid-in-capital. During May 2015 804,000 warrants expired out of total issuance of 1,554,000, which has resulted in transfer of \$124,936 from additional paid-in-capital to common stock.

In addition during November 2014, 150,000 warrants were exercised at a price of \$0.44 per share and the Company received cash proceeds of \$66,188, which has been credited to common stock.

During March and May 2015, 500,000 warrants were exercised at a price of \$1.01 per share and the Company received gross cash proceeds of \$500,584 (net proceeds of \$470,758). In connection with the proceeds received, the Company paid in cash \$35,420 as finder's fees and issued 35,000 broker warrants which were fair valued at \$5,594 and were allocated to cash with corresponding credit to additional paid-in-capital. The fair value has been estimated using a multi-nomial lattice model with an expected life of 365 days, dividend yield of 0%, stock price of \$1.01, a risk free rate ranging from 0.04% to 1.07% and expected volatility of 94%, determined based on comparable companies historical volatilities.

During May 2015, iMed repurchased 1,100,000 of its outstanding common shares at cost from a related party, by virtue of significant influence. These shares were cancelled upon their repurchase.

During August and September 2015, 250,000 warrants were exercised at a price of \$1.05 per share and the Company received gross cash proceeds of \$253,800 (net proceeds of \$236,438). In connection with the proceeds received, the Company paid in cash \$17,362

as finder's fees and issued 17,500 broker warrants which were fair valued at \$14,627 and were allocated to cash with corresponding credit to additional paid-in-capital. The fair value has been estimated using a multi-nomial lattice model with an expected life of 24 months, a risk free rate ranging from 0.04% to 1.07%, stock price of \$2 and expected volatility in the range of 98% to 100%, determined based on comparable companies historical volatilities.

During September and October 2015, iMed entered into agreements for the issuance for a total of 605,000 warrants against services entitling to purchase one common share against each warrant at an exercise price of \$1.00 per warrant to be exercised within 180 to 730 days from the issuance date. The fair value of the warrants on the issuance date was \$672,749, which is included as consulting charges in general and administrative expenses during the year ended December 31, 2015 with corresponding credit to additional paid-in-capital. The fair value has been estimated using a multi-nomial lattice model with an expected life ranging from 180 to 730 days, a risk free rate ranging from 0.04% to 1.07%, stock price of \$2, annual attrition rate of 5% and expected volatility in the range of 98% to 100%, determined based on comparable companies historical volatilities.

In addition as explained in detail in Note 13, all outstanding common stock, warrant's and options were exchanged/adjusted pursuant to Exchange Agreement effective February 2, 2016.

### **Stock-based compensation**

On March 30, 2015, the Company approved Directors, Officers and Employees Stock Option Plan, under which it authorized and issued 3,000,000 options. This plan was established to enable the Company to attract and retain the services of highly qualified and experience directors, officers, employees and consultants and to give such person an interest in the success of the Company.

The fair value of each option granted is estimated at the time of grant using multi-nomial lattice model using the following assumptions:

	<b>2015</b>
Exercise price (\$)	0.0001
Risk free interest rate	0.04% to 1.07%
Expected term (Years)	10
Expected volatility	94%
Expected dividend yield	0%
Fair value of option (\$)	0.74
Expected forfeiture (attrition) rate	5% to 20%

50% of the grants will either vest immediately or at the time of FDA (Food and Drug Administration) filing date and 50% will vest upon Liquidity Trigger. Liquidity Trigger means the day on which the board of directors resolve in favour of i) the Company is able to raise a certain level of financing; ii) a reverse takeover transaction that results in the Company being a reporting issuer, and iii) initial public offering that results in the Company being a reporting issuer.

These grants will expire on the tenth anniversary of the grant date. The risk free interest rate is based on the yield of U.S. Treasury securities that correspond to the expected holding period of the options. The volatility was determined based on comparable companies' historical volatilities. The expected forfeiture (attrition) rates were based on the position of the employee receiving the options. The dividend yield was based on an expected future dividend rate for the period at the time of grant.

The following table summarizes the stock option activities of the Company:

	Number of options	Weighted average exercise price (\$)
Granted	3,000,000	0.0001
Exercised	(2,832,500)	0.0001
Outstanding as of December 31, 2015	167,500	0.0001

The fair value of options at the issuance date were determined at \$2,257,953 which were fully expensed during the year ended December 31, 2015 based on vesting period and were included in general and administrative expenses with corresponding credit to additional paid-in-capital.

During the year ended December 31, 2015, 2,832,500 options were exercised by those employees who met the vesting conditions as described above.

X

- References

No definition available.

+ Details

**Name:** usgaap\_DisclosureTextBlockAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

X

- Definition

The entire disclosure for shareholders' equity comprised of portions attributable to the parent entity and noncontrolling interest, including other comprehensive income. Includes, but is not limited to, balances of common stock, preferred stock, additional paid- in capital, other capital and retained earnings, accumulated balance for each classification of other comprehensive income and amount of comprehensive income.

+ References

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB

- Name Accounting Standards Codification

- Topic 235

- SubTopic 10

- Section S99

- Paragraph 1

- Subparagraph (SX 210.4- 08.(d),(e))

- URI <http://asc.fasb.org/extlink&oid=26873400&loc=d3e23780-122690>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 505
- SubTopic 10
- Section 50
- Paragraph 4
- URI <http://asc.fasb.org/extlink&oid=6928386&loc=d3e21484-112644>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 310
- SubTopic 10
- Section S99
- Paragraph 2
- Subparagraph (SAB TOPIC 4.E)
- URI <http://asc.fasb.org/extlink&oid=27010918&loc=d3e74512-122707>

Reference 4: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 505
- SubTopic 10
- Section 50
- Paragraph 5
- URI <http://asc.fasb.org/extlink&oid=6928386&loc=d3e21488-112644>

Reference 5: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 210
- SubTopic 10
- Section S99
- Paragraph 1
- Subparagraph (SX 210.5- 02.29- 31)
- URI <http://asc.fasb.org/extlink&oid=6877327&loc=d3e13212-122682>

Reference 6: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 505
- SubTopic 10
- Section S99
- Paragraph 4
- Subparagraph (SAB TOPIC 4.C)
- URI <http://asc.fasb.org/extlink&oid=27012166&loc=d3e187143-122770>

Reference 7: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification

- Topic 505
- SubTopic 10
- Section 50
- Paragraph 6
- URI <http://asc.fasb.org/extlink&oid=6928386&loc=d3e21506-112644>

Reference 8: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 505
- SubTopic 10
- Section S99
- Paragraph 1
- Subparagraph (SX 210.3- 04)
- URI <http://asc.fasb.org/extlink&oid=27012166&loc=d3e187085-122770>

Reference 9: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 505
- SubTopic 30
- Section 50
- Paragraph 2
- URI <http://asc.fasb.org/extlink&oid=6405834&loc=d3e23285-112656>

Reference 10: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 505
- SubTopic 10
- Section 50
- Paragraph 3
- URI <http://asc.fasb.org/extlink&oid=6928386&loc=d3e21475-112644>

Reference 11: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Glossary Preferred Stock
- URI <http://asc.fasb.org/extlink&oid=6521494>

Reference 12: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 505
- SubTopic 10
- Section 50
- Paragraph 2
- URI <http://asc.fasb.org/extlink&oid=6928386&loc=d3e21463-112644>

Reference 13: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 505

- SubTopic 10
- Section 50
- Paragraph 11
- URI <http://asc.fasb.org/extlink&oid=6928386&loc=d3e21564-112644>

Reference 14: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher SEC
- Name Staff Accounting Bulletin (SAB)
- Number Topic 4
- Section E

Reference 15: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher SEC
- Name Staff Accounting Bulletin (SAB)
- Number Topic 4
- Section C

[+ Details](#)

**Name:** us- gaap\_ StockholdersEquityNoteDisclosureTextBlock

**Namespace Prefix:** us- gaap\_

**Data Type:** nonnum:textBlockItemType

**Balance Type:** na

**Period Type:** duration

**10. Income  
Taxes**

**12 Months Ended  
Dec. 31, 2015**

[Notes](#)

[10. Income  
Taxes](#)

**10. INCOME TAXES**

*Income taxes*

The provision for income taxes differs from that computed at Canadian corporate tax rate of approximately 15.50% (2014 - 15.50%) as follows:

	Year ended December 31, 2015 \$	Year ended December 31, 2014 \$
Net loss for the year before income taxes	(5,185,852)	(1,706,202)
Expected income tax recovery from net loss	(803,807)	(264,461)
Non-deductible expenses	462,915	72,310
Other temporary differences	(2,859)	(116)
Change in valuation allowance	343,751	192,267
	-	-

*Deferred tax assets*

	As at December 31, 2015 \$	As at December 31, 2014 \$
Non-capital loss carry forwards	756,534	404,127
Other temporary differences	23,565	5,870
Change in valuation allowance	(780,099)	(409,997)
	-	-

As of December 31, 2015 and 2014, the Company determined that a valuation allowance relating to above deferred tax asset of the Company was necessary. This determination was based largely on the negative evidence represented by the losses incurred. The Company decided not to recognize any deferred tax asset, as it is not more likely than not to be realized. Therefore, a valuation allowance of \$780,099 and \$409,997, for the years ended December 31, 2015 and 2014, respectively, was recorded to offset deferred tax assets.

As of December 31, 2015 and 2014, the Company has approximately \$4,880,865 and \$2,607,270, respectively, of non-capital losses available to offset future taxable income. These losses will expire between 2032 to 2034.

As of December 31, 2015 and 2014, the Company is not subject to any uncertain tax positions.

X

- References

No definition available.

+ Details

**Name:** usgaap\_DisclosureTextBlockAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

X

- Definition

The entire disclosure for income taxes. Disclosures may include net deferred tax liability or asset recognized in an enterprise's statement of financial position, net change during the year in the total valuation allowance, approximate tax effect of each type of temporary difference and carryforward that gives rise to a significant portion of deferred tax liabilities and deferred tax assets, utilization of a tax carryback, and tax uncertainties information.

+ References

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB

- Name Accounting Standards Codification

- Topic 235

- SubTopic 10

- Section S99

- Paragraph 1

- Subparagraph (SX 210.4- 08.(h))

- URI <http://asc.fasb.org/extlink&oid=26873400&loc=d3e23780-122690>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB

- Name Accounting Standards Codification

- Topic 740

- SubTopic 10

- Section 50

- Paragraph 3

- URI <http://asc.fasb.org/extlink&oid=6907707&loc=d3e32559-109319>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB

- Name Accounting Standards Codification

- Topic 740

- SubTopic 10

- Section 50

- Paragraph 15

- URI <http://asc.fasb.org/extlink&oid=6907707&loc=d3e32718-109319>



Reference 4: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 740
- SubTopic 10
- Section 50
- Paragraph 9
- URI <http://asc.fasb.org/extlink&oid=6907707&loc=d3e32639-109319>

Reference 5: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 740
- SubTopic 10
- Section 50
- Paragraph 2
- URI <http://asc.fasb.org/extlink&oid=6907707&loc=d3e32537-109319>

[+ Details](#)

**Name:** usgaap\_IncomeTaxDisclosureTextBlock

**Namespace Prefix:** us- gaap\_

**Data Type:** nonnum:textBlockItemType

**Balance Type:** na

**Period Type:** duration

**11. Related Party  
Transactions**

**12 Months Ended  
Dec. 31, 2015**

Notes

11. Related Party  
Transactions **11. RELATED PARTY TRANSACTIONS**

The Company's transactions with related parties were carried out on normal commercial terms and in the course of the Company's business.

Other than those disclosed elsewhere in the financial statements, the related party transactions are as follows:

General and administrative expenses for the years ended December 31, 2015 and 2014 include consulting charges of \$0, and \$66,179, respectively in connection with issuance of shares/warrants to certain stockholders of the Company for their consulting services as explained in Note 9.

In addition, the Company paid consulting charges in cash to its stockholders amounting to \$249,145 and \$198,611 for the years ended December 31, 2015 and 2014, respectively.

X

- References

No definition available.

+ Details

**Name:** usgaap\_DisclosureTextBlockAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

X

- Definition

The entire disclosure for related party transactions. Examples of related party transactions include transactions between (a) a parent company and its subsidiary; (b) subsidiaries of a common parent; (c) and entity and its principal owners; and (d) affiliates.

+ References

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB

- Name Accounting Standards Codification

- Topic 850

- SubTopic 10

- Section 50

- Paragraph 3

- URI <http://asc.fasb.org/extlink&oid=6457730&loc=d3e39603-107864>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB

- Name Accounting Standards Codification

- Topic 850
- SubTopic 10
- Section 50
- Paragraph 4
- URI <http://asc.fasb.org/extlink&oid=6457730&loc=d3e39622-107864>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 850
- SubTopic 10
- Section 50
- Paragraph 1
- URI <http://asc.fasb.org/extlink&oid=6457730&loc=d3e39549-107864>

Reference 4: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 850
- SubTopic 10
- Section 50
- Paragraph 5
- URI <http://asc.fasb.org/extlink&oid=6457730&loc=d3e39678-107864>

Reference 5: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 850
- SubTopic 10
- Section 50
- Paragraph 6
- URI <http://asc.fasb.org/extlink&oid=6457730&loc=d3e39691-107864>

Reference 6: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 235
- SubTopic 10
- Section S99
- Paragraph 1
- Subparagraph (SX 210.4- 08.(k))
- URI <http://asc.fasb.org/extlink&oid=26873400&loc=d3e23780-122690>

Reference 7: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher SEC
- Name Regulation S- X (SX)
- Number 210
- Section 04
- Paragraph b
- Article 3A

[+ Details](#)

**Name:** usgaap\_RelatedPartyTransactionsDisclosureTextBlock

**Namespace Prefix:** us- gaap\_

**Data Type:** nonnum:textBlockItemType

**Balance Type:** na

**Period Type:** duration

**12.  
Commitments**

**12 Months Ended  
Dec. 31, 2015**

Notes

12.  
Commitments

**12. COMMITMENTS**

- a) On September 14, 2014, iMedical finalized an agreement with CardioComm Solutions Inc.. (“CardioComm”) for the development of a customized software for the ECG. The term of this agreement is later of 5 years or completion of all services from the effective date of agreement, which is September 14, 2014. Pursuant to this agreement, iMedical paid CardioComm a non-refundable royalty advance of \$224,775 (CAD 250,000), which was fully expensed during year ended December 31, 2014 as the Company is still under research and development phase. In addition, the Company has committed to pay \$584,415 for design of a Windows Operating System ECG Management Software in accordance with an estimated payment schedules for the work performed. During the years ended December 31, 2015 and 2014, Company paid \$281,520 and \$87,662, which were expensed and included in research and development expenses.
- b) On July 4, 2014, iMedical entered into an operating lease contract for its office premises in Mississauga, Ontario for a one year term. The monthly lease payment was \$3,910 which was increased to \$11,841. The lease agreement also include provisions of Cloud Hosting services at \$2,737 per month and telephone and internet services at \$1,173 per month.

**X**

**- Definition**

The entire disclosure for significant arrangements with third parties, which includes operating lease arrangements and arrangements in which the entity has agreed to expend funds to procure goods or services, or has agreed to commit resources to supply goods or services, and operating lease arrangements. Descriptions may include identification of the specific goods and services, period of time covered, minimum quantities and amounts, and cancellation rights.

**+ References**

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 942
- SubTopic 210
- Section S99
- Paragraph 1
- Subparagraph (SX 210.9- 03.17)
- URI <http://asc.fasb.org/extlink&oid=6876686&loc=d3e534808- 122878>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 944
- SubTopic 210

- Section S99
- Paragraph 1
- Subparagraph (SX 210.7- 03.(a)(19))
- URI <http://asc.fasb.org/extlink&oid=6879938&loc=d3e572229-122910>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 210
- SubTopic 10
- Section S99
- Paragraph 1
- Subparagraph (SX 210.5- 02.25)
- URI <http://asc.fasb.org/extlink&oid=6877327&loc=d3e13212-122682>

[+ Details](#)

**Name:** us- gaap\_ CommitmentsDisclosureTextBlock

**Namespace Prefix:** us- gaap\_

**Data Type:** nonnum:textBlockItemType

**Balance Type:** na

**Period Type:** duration

X

[- References](#)

No definition available.

[+ Details](#)

**Name:** usgaap\_ DisclosureTextBlockAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

**13.  
Subsequent  
Events**

**12 Months Ended**

**Dec. 31, 2015**

[Notes](#)

[13.  
Subsequent  
Events](#)

**13. SUBSEQUENT EVENTS**

The Company's management has evaluated subsequent events up to April 12, 2016, the date the financial statements were issued, pursuant to the requirements of ASC 855 and has determined the following material subsequent events:

On February 2, 2016, Biotricity Inc., a corporation incorporated under the laws of the State of Nevada (the "Parent" and "Biotricity"), 1061806 BC LTD., a wholly owned subsidiary of Biotricity, and a corporation incorporated under the laws of the Province of British Columbia ("Callco"), 1062024 BC LTD., a subsidiary of Callco and a corporation incorporated under the laws of the Province of British Columbia ("Exchangeco"), iMedical Innovations Inc., a corporation incorporated under the laws of the Province of Ontario ("iMedical") and the Shareholders of iMedical entered into an Exchange Agreement in connection with the closing of the Acquisition Transaction as detailed below:

- Biotricity's sole existing director resigned and a new director who is the sole director of iMedical was appointed to fill the vacancy;
- Biotricity's sole Chief Executive Officer and sole officer, who beneficially owned 6,500,000 shares of outstanding common stock, resigned from all positions and transferred all of his shares back for cancellation;
- The existing management of iMedical were appointed as executive officers; and
- The existing shareholders of iMedical entered into a transaction whereby their existing common shares of iMedical were exchanged for either (a) a new class of shares that are exchangeable for shares of Biotricity's common stock, or (b) shares of Biotricity's common stock, which (assuming exchange of all such exchangeable shares) would equal in the aggregate a number of shares of Biotricity's common stock that constitute 90% of Biotricity's issued and outstanding shares.

In addition, effective on the closing date of the acquisition transaction:

- Biotricity issued approximately 1.197 shares of its common stock in exchange for each common share of iMedical held by iMedical shareholders who in general terms, are not residents of Canada (for the purposes of the Income Tax Act (Canada));
- Shareholders of iMedical who in general terms, are Canadian

residents (for the purposes of the Income Tax Act (Canada)) received approximately 1.197 Exchangeable Shares in the capital of Exchangeco in exchange for each common share of iMedical held;

- Each outstanding option to purchase common shares in iMedical (whether vested or unvested) was exchanged, without any further action or consideration on the part of the holder of such option, for approximately 1.197 economically equivalent replacement options with an inverse adjustment to the exercise price of the replacement option to reflect the exchange ratio of approximately 1.197:1;
- Each outstanding warrant to purchase common shares in iMedical was adjusted, in accordance with the terms thereof, such that it entitles the holder to receive approximately 1.197 shares of the common stock of Biotricity for each Warrant, with an inverse adjustment to the exercise price of the Warrants to reflect the exchange ratio of approximately 1.197:1
- Each outstanding advisor warrant to purchase common shares in iMedical was adjusted, in accordance with the terms thereof, such that it entitles the holder to receive approximately 1.197 shares of the common stock of Biotricity for each Advisor Warrant, with an inverse adjustment to the exercise price of the Advisor Warrants to reflect the exchange ratio of approximately 1.197:1; and
- The outstanding 11% secured convertible promissory notes of iMedical were adjusted, in accordance with the adjustment provisions thereof, as and from closing, so as to permit the holders to convert (and in some circumstances permit the Company to force the conversion of) the Convertible Debentures into shares of the common stock of Biotricity at a 25% discount to purchase price per share in Biotricity's our next offering.

As a result, Biotricity's management have determined to treat the acquisition as a reverse merger and recapitalization for accounting purposes, with iMedical as the acquirer for accounting purposes.

[X](#)

[- References](#)

No definition available.

[+ Details](#)

**Name:** usgaap\_DisclosureTextBlockAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration



## X

### - Definition

The entire disclosure for significant events or transactions that occurred after the balance sheet date through the date the financial statements were issued or the date the financial statements were available to be issued. Examples include: the sale of a capital stock issue, purchase of a business, settlement of litigation, catastrophic loss, significant foreign exchange rate changes, loans to insiders or affiliates, and transactions not in the ordinary course of business.

### + References

No definition available.

### + Details

**Name:** us- gaap\_SubsequentEventsTextBlock

**Namespace Prefix:** us- gaap\_

**Data Type:** nonnum:textBlockItemType

**Balance Type:** na

**Period Type:** duration

**4. Summary of Significant Accounting Policies: Cash  
(Policies)**

**12 Months Ended  
Dec. 31, 2015**

**Policies**

**Cash**

**Cash**

Cash includes cash on hand and balances with banks.

**X**

**- Definition**

Disclosure of accounting policy for cash and cash equivalents, including the policy for determining which items are treated as cash equivalents. Other information that may be disclosed includes (1) the nature of any restrictions on the entity's use of its cash and cash equivalents, (2) whether the entity's cash and cash equivalents are insured or expose the entity to credit risk, (3) the classification of any negative balance accounts (overdrafts), and (4) the carrying basis of cash equivalents (for example, at cost) and whether the carrying amount of cash equivalents approximates fair value.

**+ References**

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 305
- SubTopic 10
- Section 05
- Paragraph 1
- URI <http://asc.fasb.org/extlink&oid=6375392&loc=d3e26790-107797>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 230
- SubTopic 10
- Section 50
- Paragraph 1
- URI <http://asc.fasb.org/extlink&oid=6367179&loc=d3e4273-108586>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Glossary Cash
- URI <http://asc.fasb.org/extlink&oid=6506951>

Reference 4: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 235
- SubTopic 10
- Section 50
- Paragraph 3
- URI <http://asc.fasb.org/extlink&oid=51655414&loc=d3e18780-107790>

Reference 5: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Glossary Cash Equivalents
- URI <http://asc.fasb.org/extlink&oid=6507016>

Reference 6: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher SEC
- Name Financial Reporting Release (FRR)
- Number 203
- Paragraph 02- 03

Reference 7: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher SEC
- Name Regulation S- X (SX)
- Number 210
- Section 02
- Paragraph 1
- Article 5

[+ Details](#)

**Name:** us- gaap\_CashAndCashEquivalentsPolicyTextBlock

**Namespace Prefix:** us- gaap\_

**Data Type:** nonnum:textBlockItemType

**Balance Type:** na

**Period Type:** duration

[X](#)

[- References](#)

No definition available.

[+ Details](#)

**Name:** usgaap\_PolicyTextBlockAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

**4. Summary of  
Significant Accounting  
Policies: Use of  
Estimates (Policies)**

**12 Months Ended**

**Dec. 31, 2015**

**Policies**

**Use of Estimates**

*Use of Estimates*

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Areas involving significant estimates and assumptions include: deferred income tax assets and related valuation allowance, accruals and valuation of warrants and stock options. Actual results could differ from those estimates. These estimates are reviewed periodically, and, as adjustments become necessary, they are reported in earnings in the period in which they become known.

X

- References

No definition available.

+ Details

**Name:** usgaap\_PolicyTextBlockAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

X

- Definition

Disclosure of accounting policy for the use of estimates in the preparation of financial statements in conformity with generally accepted accounting principles.

+ References

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB

- Name Accounting Standards Codification

- Topic 275

- SubTopic 10

- Section 50

- Paragraph 4

- URI <http://asc.fasb.org/extlink&oid=51801978&loc=d3e6061-108592>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB

- Name Accounting Standards Codification

- Topic 275

- SubTopic 10

- Section 50

- Paragraph 9

- URI <http://asc.fasb.org/extlink&oid=51801978&loc=d3e6143-108592>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB

- Name Accounting Standards Codification

- Topic 275

- SubTopic 10

- Section 50

- Paragraph 8

- URI <http://asc.fasb.org/extlink&oid=51801978&loc=d3e6132-108592>

[+ Details](#)

**Name:** us- gaap\_ UseOfEstimates

**Namespace Prefix:** us- gaap\_

**Data Type:** nonnum:textBlockItemType

**Balance Type:** na

**Period Type:** duration

**4. Summary of  
Significant Accounting  
Policies: Earnings (loss)  
Per Share (Policies)**

**12 Months Ended**

**Dec. 31, 2015**

**Policies**

**Earnings (loss) Per Share**    *Earnings (Loss) Per Share*

The Company has adopted the Financial Accounting Standards Board's ("FASB") Accounting Standards Codification ("ASC") Topic 260-10 which provides for calculation of "basic" and "diluted" earnings per share. Basic earnings per share includes no dilution and is computed by dividing net income or loss available to common stockholders by the weighted average number of common shares outstanding for the period. Diluted earnings per share reflect the potential dilution of securities that could share in the earnings of an entity. Diluted earnings per share exclude all potentially dilutive shares if their effect is anti-dilutive. There were no potentially dilutive shares outstanding as at December 31, 2015 and 2014.

**X**

**- Definition**

Disclosure of accounting policy for computing basic and diluted earnings or loss per share for each class of common stock and participating security. Addresses all significant policy factors, including any antidilutive items that have been excluded from the computation and takes into account stock dividends, splits and reverse splits that occur after the balance sheet date of the latest reporting period but before the issuance of the financial statements.

**+ References**

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 260
- SubTopic 10
- Section 50
- Paragraph 1
- URI <http://asc.fasb.org/extlink&oid=6371337&loc=d3e3550-109257>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 260
- SubTopic 10
- Section 50
- Paragraph 1
- Subparagraph (c)
- URI <http://asc.fasb.org/extlink&oid=6371337&loc=d3e3550-109257>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 260

- SubTopic 10
- Section 50
- Paragraph 2
- URI <http://asc.fasb.org/extlink&oid=6371337&loc=d3e3630-109257>

Reference 4: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 235
- SubTopic 10
- Section 50
- Paragraph 3
- URI <http://asc.fasb.org/extlink&oid=51655414&loc=d3e18780-107790>

[+ Details](#)

**Name:** us- gaap\_ EarningsPerSharePolicyTextBlock

**Namespace Prefix:** us- gaap\_

**Data Type:** nonnum:textBlockItemType

**Balance Type:** na

**Period Type:** duration

[X](#)

[- References](#)

No definition available.

[+ Details](#)

**Name:** usgaap\_ PolicyTextBlockAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

**4. Summary of Significant  
Accounting Policies:  
Foreign Currency  
Translation (Policies)**

**12 Months Ended**

**Dec. 31, 2015**

**Policies**

**Foreign Currency  
Translation**

**Foreign Currency Translation**

The functional currency of the Company is Canadian dollar.. Transactions denominated in currencies other than the functional currency are translated into the functional currency at the exchange rates prevailing at the dates of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the exchange rate prevailing at the balance sheet date. Non-monetary assets and liabilities are translated using the historical rate on the date of the transaction. All exchange gains or losses arising from translation of these foreign currency transactions are included in net income (loss) for the year. The translation gains and losses resulting from the changes in exchange rates are reported in accumulated other comprehensive gain (loss).

**X**

**- Definition**

Disclosure of accounting policy for (1) transactions denominated in a currency other than the reporting enterprise's functional currency, (2) translating foreign currency financial statements that are incorporated into the financial statements of the reporting enterprise by consolidation, combination, or the equity method of accounting, and (3) remeasurement of the financial statements of a foreign reporting enterprise in a hyperinflationary economy.

**+ References**

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 235
- SubTopic 10
- Section 50
- Paragraph 3
- URI <http://asc.fasb.org/extlink&oid=51655414&loc=d3e18780-107790>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 830
- SubTopic 30
- Section 50
- Paragraph 1
- URI <http://asc.fasb.org/extlink&oid=6450520&loc=d3e32583-110901>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 830



- SubTopic 20
- Section 50
- Paragraph 1
- URI <http://asc.fasb.org/extlink&oid=6450222&loc=d3e30840-110895>

[+ Details](#)

**Name:** us- gaap\_ ForeignCurrencyTransactionsAndTranslationsPolicyTextBlock

**Namespace Prefix:** us- gaap\_

**Data Type:** nonnum:textBlockItemType

**Balance Type:** na

**Period Type:** duration

X

[- References](#)

No definition available.

[+ Details](#)

**Name:** usgaap\_ PolicyTextBlockAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

**4. Summary of Significant  
Accounting Policies:  
Equipment (Policies)**

**12 Months Ended  
Dec. 31, 2015**

**Policies**

**Equipment**

**Equipment**

Equipment are stated at cost less accumulated depreciation and depreciated over their estimated useful lives at the following rate and method.

Furniture and fixtures	3 year
Computer equipment	straight line
	3 year
	straight line

Routine repairs and maintenance are expensed as incurred. Improvements, that are betterments, are capitalized at cost. The Company applies a half year rule in the year of acquisition.

X

**- References**

No definition available.

**+ Details**

**Name:** usgaap\_PolicyTextBlockAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

X

**- Definition**

Disclosure of accounting policy for long- lived, physical assets used in the normal conduct of business and not intended for resale. Includes, but is not limited to, basis of assets, depreciation and depletion methods used, including composite depreciation, estimated useful lives, capitalization policy, accounting treatment for costs incurred for repairs and maintenance, capitalized interest and the method it is calculated, disposals and impairments.

**+ References**

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB

- Name Accounting Standards Codification

- Topic 360

- SubTopic 10

- Section 50

- Paragraph 1

- URI <http://asc.fasb.org/extlink&oid=6391035&loc=d3e2868-110229>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB

- Name Accounting Standards Codification

- Topic 235

- SubTopic 10
- Section 50
- Paragraph 3
- URI <http://asc.fasb.org/extlink&oid=51655414&loc=d3e18780-107790>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 210
- SubTopic 10
- Section S99
- Paragraph 1
- Subparagraph (SX 210.5- 02.13(a))
- URI <http://asc.fasb.org/extlink&oid=6877327&loc=d3e13212-122682>

[+ Details](#)

**Name:** usgaap\_PropertyPlantAndEquipmentPolicyTextBlock

**Namespace Prefix:** us- gaap\_

**Data Type:** nonnum:textBlockItemType

**Balance Type:** na

**Period Type:** duration

**4. Summary of Significant  
Accounting Policies:  
Impairment of Long-lived  
Assets (Policies)**

**12 Months Ended**

**Dec. 31, 2015**

**Policies**

**Impairment of Long-lived  
Assets**      *Impairment of Long-Lived Assets*

In accordance with ASC 360-10, the Company, on a regular basis, reviews the carrying amount of long-lived assets for the existence of facts or circumstances, both internally and externally, that suggest impairment. The Company determines if the carrying amount of a long-lived asset is impaired based on anticipated undiscounted cash flows, before interest, from the use of the asset. In the event of impairment, a loss is recognized based on the amount by which the carrying amount exceeds the fair value of the asset. Fair value is determined based on appraised value of the assets or the anticipated cash flows from the use of the asset or asset group, discounted at a rate commensurate with the risk involved.

**X**

**- Definition**

Disclosure of accounting policy for recognizing and measuring the impairment of long-lived assets. An entity also may disclose its accounting policy for long-lived assets to be sold. This policy excludes goodwill and intangible assets.

**+ References**

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 235
- SubTopic 10
- Section 50
- Paragraph 3
- URI <http://asc.fasb.org/extlink&oid=51655414&loc=d3e18780-107790>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 360
- SubTopic 10
- Section 05
- Paragraph 4
- URI <http://asc.fasb.org/extlink&oid=51717228&loc=d3e202-110218>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher SEC
- Name Staff Accounting Bulletin (SAB)
- Number Topic 5
- Section CC
- Subsection 3

**+ Details**

**Name:** us- gaap\_ImpairmentOrDisposalOfLongLivedAssetsPolicyTextBlock

**Namespace Prefix:** us- gaap\_

**Data Type:** nonnum:textBlockItemType

**Balance Type:** na

**Period Type:** duration

[X](#)

[- References](#)

No definition available.

[+ Details](#)

**Name:** usgaap\_PolicyTextBlockAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

**4. Summary of Significant  
Accounting Policies: Fair  
Value of Financial  
Instruments (Policies)**

**12 Months Ended**

**Dec. 31, 2015**

**Policies**

**Fair Value of Financial  
Instruments**

*Fair Value of Financial Instruments*

ASC 820 defines fair value, establishes a framework for measuring fair value and expands required disclosure about fair value measurements of assets and liabilities. ASC 820-10 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820-10 also establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1 – Valuation based on quoted market prices in active markets for identical assets or liabilities.

Level 2 – Valuation based on quoted market prices for similar assets and liabilities in active markets.

Level 3 – Valuation based on unobservable inputs that are supported by little or no market activity, therefore requiring management's best estimate of what market participants would use as fair value.

In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset or liability.

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values due to the short-term nature of these instruments or interest rates that are comparable to market rates. These financial instruments include cash and accounts payable. The Company's cash, which is carried at fair value, is classified as a Level 1

financial instrument. The Company's bank accounts are maintained with financial institutions of reputable credit, therefore, bear minimal credit risk.

X

- Definition

Disclosure of accounting policy for determining the fair value of financial instruments.

+ References

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 235
- SubTopic 10
- Section 50
- Paragraph 3
- URI <http://asc.fasb.org/extlink&oid=51655414&loc=d3e18780-107790>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 825
- SubTopic 10
- Section 50
- Paragraph 1
- URI <http://asc.fasb.org/extlink&oid=49121117&loc=d3e13279-108611>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 820
- SubTopic 10
- Section 60
- Paragraph 1
- URI <http://asc.fasb.org/extlink&oid=7493716&loc=d3e21868-110260>

+ Details

**Name:** us- gaap\_FairValueOfFinancialInstrumentsPolicy

**Namespace Prefix:** us- gaap\_

**Data Type:** nonnum:textBlockItemType

**Balance Type:** na

**Period Type:** duration

X

- References

No definition available.

+ Details

**Name:** usgaap\_PolicyTextBlockAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

**4. Summary of  
Significant Accounting  
Policies: Income Taxes  
(Policies)**

**12 Months Ended**

**Dec. 31, 2015**

**Policies**

**Income Taxes**

*Income Taxes*

The Company accounts for income taxes in accordance with ASC 740. The Company provides for federal and provincial income taxes payable, as well as for those deferred because of the timing differences between reporting income and expenses for financial statement purposes versus tax purposes. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Deferred tax assets and liabilities are measured using the enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recoverable or settled. The effect of a change in tax rates is recognized as income or expense in the period of the change. A valuation allowance is established, when necessary, to reduce deferred income tax assets to the amount that is more likely than not to be realized.

**X**

**- Definition**

Disclosure of accounting policy for income taxes, which may include its accounting policies for recognizing and measuring deferred tax assets and liabilities and related valuation allowances, recognizing investment tax credits, operating loss carryforwards, tax credit carryforwards, and other carryforwards, methodologies for determining its effective income tax rate and the characterization of interest and penalties in the financial statements.

**+ References**

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 235
- SubTopic 10
- Section 50
- Paragraph 3
- URI <http://asc.fasb.org/extlink&oid=51655414&loc=d3e18780-107790>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 740
- SubTopic 10
- Section 50
- Paragraph 19
- URI <http://asc.fasb.org/extlink&oid=6907707&loc=d3e32840-109319>



Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 740
- SubTopic 30
- Section 05
- Paragraph 1
- URI <http://asc.fasb.org/extlink&oid=6423966&loc=d3e40913-109327>

Reference 4: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 954
- SubTopic 740
- Section 50
- Paragraph 1
- URI <http://asc.fasb.org/extlink&oid=6491622&loc=d3e9504-115650>

Reference 5: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 740
- SubTopic 10
- Section 50
- Paragraph 17
- Subparagraph (b)
- URI <http://asc.fasb.org/extlink&oid=6907707&loc=d3e32809-109319>

Reference 6: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 740
- SubTopic 10
- Section 45
- Paragraph 25
- URI <http://asc.fasb.org/extlink&oid=37586315&loc=d3e32247-109318>

Reference 7: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 740
- SubTopic 10
- Section 45
- Paragraph 28
- URI <http://asc.fasb.org/extlink&oid=37586315&loc=d3e32280-109318>

[+ Details](#)

**Name:** us- gaap\_IncomeTaxPolicyTextBlock

**Namespace Prefix:** us- gaap\_

**Data Type:** nonnum:textBlockItemType

**Balance Type:** na

**Period Type:** duration

[X](#)

[- References](#)

No definition available.

[+ Details](#)

**Name:** usgaap\_PolicyTextBlockAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

**4. Summary of Significant  
Accounting Policies:  
Research and  
Development (Policies)**

**12 Months Ended**

**Dec. 31, 2015**

**Policies**

**Research and Development** *Research and Development*

Research and development costs, which relate primarily to product and software development, are charged to operations as incurred. Under certain research and development arrangements with third parties, the Company may be required to make payments that are contingent on the achievement of specific developmental, regulatory and/or commercial milestones. Before a product receives regulatory approval, milestone payments made to third parties are expensed when the milestone is achieved. Milestone payments made to third parties after regulatory approval is received are capitalized and amortized over the estimated useful life of the approved product.

X

- References

No definition available.

+ Details

**Name:** usgaap\_PolicyTextBlockAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

X

- Definition

Disclosure of accounting policy for costs it has incurred (1) in a planned search or critical investigation aimed at discovery of new knowledge with the hope that such knowledge will be useful in developing a new product or service, a new process or technique, or in bringing about a significant improvement to an existing product or process; or (2) to translate research findings or other knowledge into a plan or design for a new product or process or for a significant improvement to an existing product or process.

+ References

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB

- Name Accounting Standards Codification

- Topic 730

- SubTopic 10

- Section 50

- Paragraph 1

- URI <http://asc.fasb.org/extlink&oid=6420194&loc=d3e21568-108373>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB

- Name Accounting Standards Codification

- Topic 235

- SubTopic 10
- Section 50
- Paragraph 3
- URI <http://asc.fasb.org/extlink&oid=51655414&loc=d3e18780-107790>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Glossary Research and Development
- URI <http://asc.fasb.org/extlink&oid=6523717>

[+ Details](#)

**Name:** us- gaap\_ ResearchAndDevelopmentExpensePolicy

**Namespace Prefix:** us- gaap\_

**Data Type:** nonnum:textBlockItemType

**Balance Type:** na

**Period Type:** duration

**4. Summary of Significant  
Accounting Policies: Stock  
Based Compensation  
(Policies)**

**12 Months Ended**

**Dec. 31, 2015**

**Policies**

**Stock Based Compensation** *Stock Based Compensation*

The Company accounts for share-based payments in accordance with the provision of ASC 718, which requires that all share-based payments issued to acquire goods or services, including grants of employee stock options, be recognized in the statement of operations based on their fair values, net of estimated forfeitures. ASC 718 requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. Compensation expense related to share-based awards is recognized over the requisite service period, which is generally the vesting period.

The Company accounts for stock based compensation awards issued to non-employees for services, as prescribed by ASC 718-10, at either the fair value of the services rendered or the instruments issued in exchange for such services, whichever is more readily determinable, using the guidelines in ASC 505-50. The Company issues compensatory shares for services including, but not limited to, executive, management, accounting, operations, corporate communication, financial and administrative consulting services.

**X**

**- Definition**

Disclosure of accounting policy for salaries, bonuses, incentive awards, postretirement and postemployment benefits granted to employees, including equity-based arrangements; discloses methodologies for measurement, and the bases for recognizing related assets and liabilities and recognizing and reporting compensation expense.

**+ References**

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 235
- SubTopic 10
- Section 50
- Paragraph 1
- URI <http://asc.fasb.org/extlink&oid=51655414&loc=d3e18726-107790>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 718
- SubTopic 10
- Section 50
- Paragraph 2

- Subparagraph (b),(f(1))
- URI <http://asc.fasb.org/extlink&oid=6415400&loc=d3e5070-113901>

[+ Details](#)

**Name:** us- gaap\_ CompensationRelatedCostsPolicyTextBlock

**Namespace Prefix:** us- gaap\_

**Data Type:** nonnum:textBlockItemType

**Balance Type:** na

**Period Type:** duration

[X](#)

[- References](#)

No definition available.

[+ Details](#)

**Name:** usgaap\_PolicyTextBlockAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

**4. Summary of  
Significant Accounting  
Policies: Operating  
Leases (Policies)**

**12 Months Ended**

**Dec. 31, 2015**

**Policies**

**Operating Leases**

**Operating Leases**

The Company leases office space and certain office equipment under operating lease agreements. The lease term begins on the date of initial possession of the leased property for purposes of recognizing lease expense on a straight-line basis over the term of the lease. Lease renewal periods are considered on a lease-by-lease basis and are generally not included in the initial lease term.

**X**

**- Definition**

Disclosure of accounting policy for leasing arrangements (both lessor and lessee). This disclosure may address (1) lease classification (that is, operating versus capital), (2) how the term of a lease is determined (for example, the circumstances in which a renewal option is considered part of the lease term), (3) how rental revenue or expense is recognized for a lease that contains rent escalations, (4) an entity's accounting treatment for deferred rent, including that which arises from lease incentives, rent abatements, rent holidays, or tenant allowances (5) an entity's accounting treatment for contingent rental payments and (6) an entity's policy for reviewing, at least annually, the residual values of sales- type and direct- finance leases. The disclosure also may indicate how the entity accounts for its capital leases, leveraged leases or sale- leaseback transactions.

**+ References**

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 235
- SubTopic 10
- Section 50
- Paragraph 3
- URI <http://asc.fasb.org/extlink&oid=51655414&loc=d3e18780-107790>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 840
- SubTopic 20
- Section 05
- Paragraph 1
- URI <http://asc.fasb.org/extlink&oid=6453394&loc=d3e39740-112701>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 944
- SubTopic 40
- Section 50

- Paragraph 1
- URI <http://asc.fasb.org/extlink&oid=6482485&loc=d3e14754-158437>

Reference 4: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 840
- SubTopic 40
- Section 05
- Paragraph 1
- URI <http://asc.fasb.org/extlink&oid=6456037&loc=d3e48589-112741>

Reference 5: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 840
- SubTopic 30
- Section 50
- Paragraph 1
- URI <http://asc.fasb.org/extlink&oid=6455398&loc=d3e45280-112737>

[+ Details](#)

**Name:** us- gaap\_LeasePolicyTextBlock

**Namespace Prefix:** us- gaap\_

**Data Type:** nonnum:textBlockItemType

**Balance Type:** na

**Period Type:** duration

[X](#)

[- References](#)

No definition available.

[+ Details](#)

**Name:** usgaap\_PolicyTextBlockAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration



**4. Summary of Significant  
Accounting Policies:  
Convertible Notes Payable  
and Derivative Instruments  
(Policies)**

**12 Months Ended**

**Dec. 31, 2015**

**Policies**

**Convertible Notes Payable and  
Derivative Instruments**

**Convertible Notes Payable and Derivative Instruments**

The Company accounts for conversion options embedded in convertible notes in accordance with ASC 815. ASC 815 generally requires companies to bifurcate conversion options embedded in convertible notes from their host instruments and to account for them as free standing derivative financial instruments. ASC 815 provides for an exception to this rule when convertible notes, as host instruments, are deemed to be conventional, as defined by ASC 815-40.

The Company accounts for convertible notes deemed conventional and conversion options embedded in non-conventional convertible notes which qualify as equity under ASC 815, in accordance with the provisions of ASC 470-20, which provides guidance on accounting for convertible securities with beneficial conversion features. Accordingly, the Company records, as a discount to convertible notes, the intrinsic value of such conversion options based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. Debt discounts under these arrangements are amortized over the term of the related debt.

**X**

**- Definition**

Disclosure of accounting policy for its derivative instruments and hedging activities.

**+ References**

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 235
- SubTopic 10
- Section 50
- Paragraph 3
- URI <http://asc.fasb.org/extlink&oid=51655414&loc=d3e18780-107790>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 815
- SubTopic 10
- Section 50

- Paragraph 2
- URI <http://asc.fasb.org/extlink&oid=56946850&loc=d3e41620-113959>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 235
- SubTopic 10
- Section S99
- Paragraph 1
- Subparagraph (SX 210.4- 08.(n))
- URI <http://asc.fasb.org/extlink&oid=26873400&loc=d3e23780-122690>

Reference 4: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 815
- SubTopic 10
- Section 50
- Paragraph 1
- URI <http://asc.fasb.org/extlink&oid=56946850&loc=SL5579240-113959>

Reference 5: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 815
- SubTopic 10
- Section 50
- Paragraph 1A
- URI <http://asc.fasb.org/extlink&oid=56946850&loc=SL5579245-113959>

Reference 6: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 815
- SubTopic 10
- Section 50
- Paragraph 7
- URI <http://asc.fasb.org/extlink&oid=56946850&loc=d3e41675-113959>

Reference 7: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 815
- SubTopic 10
- Section 50
- Paragraph 4
- URI <http://asc.fasb.org/extlink&oid=56946850&loc=d3e41638-113959>

[+ Details](#)

**Name:** us- gaap\_DerivativesPolicyTextBlock

**Namespace Prefix:** us- gaap\_

**Data Type:** nonnum:textBlockItemType

**Balance Type:** na

**Period Type:** duration

[X](#)

[- References](#)

No definition available.

[+ Details](#)

**Name:** usgaap\_PolicyTextBlockAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

**4. Summary of Significant  
Accounting Policies: Recently  
Issued Accounting  
Pronouncements (Policies)**

**Policies**

**Recently Issued Accounting  
Pronouncements**

**12 Months Ended**

**Dec. 31, 2015**

**Recently Issued Accounting Pronouncements**

In June 2014, the FASB issued Accounting Standards Update ASU 2014-10, "Development Stage Entities". The amendments in this update remove the definition of a development stage entity from the Master Glossary of the ASC thereby removing the financial reporting distinction between development stage entities and other reporting entities from U.S. GAAP. In addition, the amendments eliminate the requirements for development stage entities to (1) present inception-to-date information in the statements of income, cash flows, and shareholder equity, (2) label the financial statements as those of a development stage entity, (3) disclose a description of the development stage activities in which the entity is engaged, and (4) disclose in the first year in which the entity is no longer a development stage entity that in prior years it had' been in the development stage. The Company adopted this amendment beginning from January 1, 2014. The amendments in this update were applied retrospectively.

In May 2014, an accounting pronouncement was issued by the FASB to clarify existing guidance on revenue recognition. This guidance includes the required steps to achieve the core principle that a company should recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. This pronouncement is effective for fiscal years and interim periods beginning after December 15, 2017, with early adoption permitted. The guidance permits the use of one of two retrospective transition methods. The Company has not yet selected a transition method nor have determined the effect that the adoption of the pronouncement may have on its financial position and/or results of operations.

On January 1, 2015, the Company adopted the accounting pronouncement issued by the FASB updating existing guidance on discontinued operations. This guidance raises the threshold for a disposal to qualify as a discontinued operation and requires new disclosures of both discontinued operations and certain other disposals that do not meet the definition of a discontinued operation. This pronouncement is aimed at reducing the frequency of disposals reported as discontinued operations by focusing on strategic shifts

that have or will have a major effect on an entity's operations and financial results. The Company will consider this guidance in conjunction with future disposals, if any.

In April 2015, an accounting pronouncement was issued by the FASB to update the guidance related to the presentation of debt issuance costs. This guidance requires debt issuance costs, related to a recognized debt liability, be presented in the balance sheet as a direct deduction from the carrying amount of the related debt liability rather than being presented as an asset. This pronouncement is effective retrospectively for fiscal years beginning after December 15, 2015, with early adoption permitted. The Company intend to adopt this pronouncement on January 1, 2016, and the adoption will not have a material impact on its financial position and/or results of operations.

In September 2015, an accounting pronouncement was issued by the FASB which eliminates the requirement that an acquirer in a business combination account for measurement-period adjustments retrospectively. Instead, an acquirer will recognize a measurement-period adjustment during the period in which it determines the amount of the adjustment. This pronouncement is effective for fiscal years beginning after December 15, 2015, with early adoption permitted. The Company intend to adopt this pronouncement on January 1, 2016, and the adoption will not have a material impact on its financial position and/or results of operations.

In November 2015, an accounting pronouncement was issued by the FASB to simplify the presentation of deferred income taxes within the balance sheet. This pronouncement eliminates the requirement that deferred tax assets and liabilities are presented as current or noncurrent based on the nature of the underlying assets and liabilities. Instead, the pronouncement requires all deferred tax assets and liabilities, including valuation allowances, be classified as noncurrent. This pronouncement is effective for fiscal years beginning after December 15, 2016, with early adoption permitted. The Company intend to adopt this pronouncement on January 1, 2017, and the adoption will not have a material impact on its financial position and/or results of operations.

[X](#)

[- Definition](#)

Disclosure of accounting policy pertaining to new accounting pronouncements that may impact the entity's financial reporting. Includes, but is not limited to, quantification of the expected or actual impact.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** us- gaap\_ NewAccountingPronouncementsPolicyPolicyTextBlock

**Namespace Prefix:** us- gaap\_

**Data Type:** nonnum:textBlockItemType

**Balance Type:** na

**Period Type:** duration

[X](#)

[- References](#)

No definition available.

[+ Details](#)

**Name:** usgaap\_PolicyTextBlockAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

**5. Equipment:  
Property, Plant  
and Equipment  
(Tables)**

**12 Months Ended**

**Dec. 31, 2015**

[Tables/Schedules](#)  
[Property, Plant and](#)  
[Equipment](#)

	As at December 31, 2015 \$	As at December 31, 2014 \$
Furniture	41,272	41,272
Computer equipment	27,826	27,826
Total cost	69,098	69,098
Less: Accumulated depreciation	(69,098)	(69,098)
	-	-

**X**

**- Definition**

Tabular disclosure of physical assets used in the normal conduct of business and not intended for resale. Includes, but is not limited to, balances by class of assets, depreciation and depletion expense and method used, including composite depreciation, and accumulated depreciation.

**+ References**

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 210
- SubTopic 10
- Section S99
- Paragraph 1
- Subparagraph (SX 210.5- 02.13)
- URI <http://asc.fasb.org/extlink&oid=6877327&loc=d3e13212- 122682>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 360
- SubTopic 10
- Section 50
- Paragraph 1
- URI <http://asc.fasb.org/extlink&oid=6391035&loc=d3e2868- 110229>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher SEC
- Name Regulation S- X (SX)

- Number 210
- Section 02
- Paragraph 13
- Subparagraph b
- Article 5

[+ Details](#)

**Name:** us- gaap\_PropertyPlantAndEquipmentTextBlock

**Namespace Prefix:** us- gaap\_

**Data Type:** nonnum:textBlockItemType

**Balance Type:** na

**Period Type:** duration

X

[- References](#)

No definition available.

[+ Details](#)

**Name:** usgaap\_TableTextBlockSupplementAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration



**6. Accounts Payable and  
Accrued Liabilities:  
Schedule of Accounts  
Payable and Accrued  
Liabilities (Tables)**

**12 Months Ended**

**Dec. 31, 2015**

[Tables/Schedules](#)

[Schedule of Accounts  
Payable and Accrued  
Liabilities](#)

	<b>As at December 31, 2015</b>	<b>As at December 31, 2014</b>
	<b>\$</b>	<b>\$</b>
Trade accounts payable	274,055	130,913
Accrued liabilities	139,218	45,126
	<b>413,273</b>	<b>176,039</b>

X

[- Definition](#)

Tabular disclosure of the (a) carrying value as of the balance sheet date of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business (accounts payable); (b) other payables; and (c) accrued liabilities. Examples include taxes, interest, rent and utilities. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). An alternative caption includes accrued expenses.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** us- gaap\_ ScheduleOfAccountsPayableAndAccruedLiabilitiesTableTextBlock

**Namespace Prefix:** us- gaap\_

**Data Type:** nonnum:textBlockItemType

**Balance Type:** na

**Period Type:** duration

X

[- References](#)

No definition available.

[+ Details](#)

**Name:** usgaap\_ TableTextBlockSupplementAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

**7. Convertible  
Promissory Notes:  
Convertible Debt  
(Tables)**

**12 Months Ended**

**Dec. 31, 2015**

[Tables/Schedules](#)

[Convertible Debt](#)

	\$
Face value of convertible promissory notes issued during the year	1,368,978
Discount recognised at issuance due to embedded derivatives	(479,479)
Cash issuance costs	(79,829)
Fair value of broker warrants at issuance	(85,767)
Accretion expense for the year	59,875
<b>Accreted value of convertible promissory notes as at December 31, 2015</b>	<b>783,778</b>

X

- Definition

Tabular disclosure of borrowings which can be exchanged for a specified number of another security at the option of the issuer or the holder. Disclosures include, but are not limited to, principal amount, amortized premium or discount, and amount of liability and equity components.

+ References

No definition available.

+ Details

**Name:** usgaap\_ConvertibleDebtTableTextBlock

**Namespace Prefix:** us- gaap\_

**Data Type:** nonnum:textBlockItemType

**Balance Type:** na

**Period Type:** duration

X

- References

No definition available.

+ Details

**Name:** usgaap\_TableTextBlockSupplementAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

**8. Derivative  
Liabilities: Schedule  
of Derivative  
Liabilities at Fair  
Value (Tables)**

**12 Months Ended**

**Dec. 31, 2015**

**Tables/Schedules**

**Schedule of  
Derivative Liabilities  
at Fair Value**

	<b>Convertible notes \$</b>	<b>Broker warrants \$</b>	<b>Total \$</b>
Derivative fair value at issuance	479,479	85,767	565,246
Change in fair value of derivatives	1,473	(5,499)	(4,026)
<b>Derivative liabilities as at December 31, 2015</b>	<b>480,952</b>	<b>80,268</b>	<b>561,220</b>

X

**- Definition**

Tabular disclosure of derivative liabilities at fair value.

**+ References**

No definition available.

**+ Details**

**Name:** usgaap\_ScheduleOfDerivativeLiabilitiesAtFairValueTableTextBlock

**Namespace Prefix:** us- gaap\_

**Data Type:** nonnum:textBlockItemType

**Balance Type:** na

**Period Type:** duration

X

**- References**

No definition available.

**+ Details**

**Name:** usgaap\_TableTextBlockSupplementAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

**8. Derivative Liabilities:  
Schedule of Assumptions  
Used (Tables)**

**12 Months Ended  
Dec. 31, 2015**

[Tables/Schedules](#)

[Schedule of Assumptions](#)

[Used](#)

<b>Assumptions</b>	<b>December 31 2015</b>
Dividend yield	0.00%
Risk-free rate for term	0.33%-0.72%
Volatility	98%-100%
Remaining terms (years)	1.72-2
Stock price (\$ per share)	2.00

X

[- Definition](#)

Tabular disclosure of the assumptions used to determine for pension plans and/or other employee benefit plans the benefit obligation and net benefit cost, including assumed discount rates, rate increase in compensation increase, and expected long- term rates of return on plan assets.

[+ References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB

- Name Accounting Standards Codification

- Topic 715

- SubTopic 20

- Section 50

- Paragraph 1

- Subparagraph (k)

- URI <http://asc.fasb.org/extlink&oid=58740216&loc=d3e1928-114920>

[+ Details](#)

**Name:** us- gaap\_ ScheduleOfAssumptionsUsedTableTextBlock

**Namespace Prefix:** us- gaap\_

**Data Type:** nonnum:textBlockItemType

**Balance Type:** na

**Period Type:** duration

X

[- References](#)

No definition available.

[+ Details](#)

**Name:** usgaap\_ TableTextBlockSupplementAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

**10. Income Taxes:  
Schedule of Effective  
Income Tax Rate  
Reconciliation (Tables)**

**12 Months Ended**

**Dec. 31, 2015**

[Tables/Schedules](#)

[Schedule of Effective](#)

[Income Tax Rate](#)

[Reconciliation](#)

	Year ended December 31, 2015	Year ended December 31, 2014
	\$	\$
Net loss for the year before income taxes	(5,185,852)	(1,706,202)
Expected income tax recovery from net loss	(803,807)	(264,461)
Non-deductible expenses	462,915	72,310
Other temporary differences	(2,859)	(116)
Change in valuation allowance	343,751	192,267
	-	-

X

[- Definition](#)

Tabular disclosure of the reconciliation using percentage or dollar amounts of the reported amount of income tax expense attributable to continuing operations for the year to the amount of income tax expense that would result from applying domestic federal statutory tax rates to pretax income from continuing operations.

[+ References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB

- Name Accounting Standards Codification

- Topic 740

- SubTopic 10

- Section 50

- Paragraph 12

- URI <http://asc.fasb.org/extlink&oid=6907707&loc=d3e32687-109319>

[+ Details](#)

**Name:** us- gaap\_ ScheduleOfEffectiveIncomeTaxRateReconciliationTableTextBlock

**Namespace Prefix:** us- gaap\_

**Data Type:** nonnum:textBlockItemType

**Balance Type:** na

**Period Type:** duration

[X](#)

[- References](#)

No definition available.

[+ Details](#)

**Name:** usgaap\_TableTextBlockSupplementAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

**10. Income Taxes:  
Schedule of Deferred  
Tax Assets and  
Liabilities (Tables)**

**12 Months Ended**

**Dec. 31, 2015**

[Tables/Schedules](#)

[Schedule of Deferred Tax  
Assets and Liabilities](#)

	As at December 31, 2015 \$	As at December 31, 2014 \$
Non-capital loss carry forwards	756,534	404,127
Other temporary differences	23,565	5,870
<u>Change in valuation allowance</u>	<u>(780,099)</u>	<u>(409,997)</u>
	-	-

X

[- Definition](#)

Tabular disclosure of the components of net deferred tax asset or liability recognized in an entity's statement of financial position, including the following: the total of all deferred tax liabilities, the total of all deferred tax assets, the total valuation allowance recognized for deferred tax assets.

[+ References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 740
- SubTopic 10
- Section 50
- Paragraph 2
- URI <http://asc.fasb.org/extlink&oid=6907707&loc=d3e32537-109319>

[+ Details](#)

**Name:** us- gaap\_ ScheduleOfDeferredTaxAssetsAndLiabilitiesTableTextBlock

**Namespace Prefix:** us- gaap\_

**Data Type:** nonnum:textBlockItemType

**Balance Type:** na

**Period Type:** duration

X

[- References](#)

No definition available.

[+ Details](#)

**Name:** usgaap\_ TableTextBlockSupplementAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

v3.4.0.3

**1. Nature of Operations (Details) - USD (\$)**      **Dec. 31, 2015**      **Dec. 31, 2014**      **Aug. 11, 2014**

**Details**

**Liabilities, Noncurrent**

\$ 237,348

**Common Stock, Shares Outstanding**

18,798,000

16,315,500

3,300,000

X

**- Definition**

Number of shares of common stock outstanding. Common stock represent the ownership interest in a corporation.

**+ References**

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB

- Name Accounting Standards Codification

- Topic 505

- SubTopic 10

- Section 50

- Paragraph 2

- URI <http://asc.fasb.org/extlink&oid=6928386&loc=d3e21463-112644>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB

- Name Accounting Standards Codification

- Topic 210

- SubTopic 10

- Section S99

- Paragraph 1

- Subparagraph (SX 210.5- 02.29)

- URI <http://asc.fasb.org/extlink&oid=6877327&loc=d3e13212-122682>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB

- Name Accounting Standards Codification

- Topic 505

- SubTopic 10

- Section S99

- Paragraph 1

- Subparagraph (SX 210.3- 04)

- URI <http://asc.fasb.org/extlink&oid=27012166&loc=d3e187085-122770>

Reference 4: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher SEC

- Name Regulation S- X (SX)

- Number 210

- Section 02

- Paragraph 30

- Article 5

**+ Details**

**Name:** us- gaap\_ CommonStockSharesOutstanding

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:sharesItemType



**Balance Type:** na  
**Period Type:** instant

X

- [Definition](#)

Amount of obligation due after one year or beyond the normal operating cycle, if longer.

+ [References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB

- Name Accounting Standards Codification

- Topic 210

- SubTopic 10

- Section S99

- Paragraph 1

- Subparagraph (SX 210.5- 02.22- 26)

- URI <http://asc.fasb.org/extlink&oid=6877327&loc=d3e13212-122682>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher SEC

- Name Regulation S- X (SX)

- Number 210

- Section 02

- Paragraph 22, 23, 24, 25, 26, 27

- Article 5

+ [Details](#)

**Name:** us- gaap\_LiabilitiesNoncurrent

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** credit

**Period Type:** instant

X

- [References](#)

No definition available.

+ [Details](#)

**Name:** usgaap\_TextBlockAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

<b>5. Equipment: Property, Plant and Equipment (Details) - USD (\$)</b>	<b>Dec. 31, 2015</b>	<b>Dec. 31, 2014</b>
<b><u>Details</u></b>		
<u>Furniture and Fixtures, Gross</u>	\$ 41,272	\$ 41,272
<u>Machinery and Equipment, Gross</u>	27,826	27,826
<u>Property, Plant and Equipment, Gross</u>	69,098	69,098
<u>Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment</u>	\$ (69,098)	\$ (69,098)

X

**- Definition**

Amount of accumulated depreciation, depletion and amortization for physical assets used in the normal conduct of business to produce goods and services.

**+ References**

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 360
- SubTopic 10
- Section 50
- Paragraph 1
- Subparagraph (c)
- URI <http://asc.fasb.org/extlink&oid=6391035&loc=d3e2868-110229>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 210
- SubTopic 10
- Section S99
- Paragraph 1
- Subparagraph (SX 210.5- 02.14)
- URI <http://asc.fasb.org/extlink&oid=6877327&loc=d3e13212-122682>

**+ Details**

**Name:** us- gaap\_AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** credit

**Period Type:** instant

X

**- Definition**

Amount before accumulated depreciation of equipment commonly used in offices and stores that have no permanent connection to the structure of a building or utilities. Examples include, but are not limited to, desks, chairs, tables, and bookcases.

**+ References**

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification

- Topic 360
  - SubTopic 10
  - Section 50
  - Paragraph 1
  - Subparagraph (b)
  - URI <http://asc.fasb.org/extlink&oid=6391035&loc=d3e2868-110229>
- [+ Details](#)

**Name:** us- gaap\_FurnitureAndFixturesGross  
**Namespace Prefix:** us- gaap\_  
**Data Type:** xbrli:monetaryItemType  
**Balance Type:** debit  
**Period Type:** instant

## X

### - Definition

Amount before accumulated depreciation of tangible personal property used to produce goods and services, including, but is not limited to, tools, dies and molds, computer and office equipment.

### + References

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 210
- SubTopic 10
- Section 45
- Paragraph 4
- Subparagraph (f)
- URI <http://asc.fasb.org/extlink&oid=28358313&loc=d3e6812-107765>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 360
- SubTopic 10
- Section 50
- Paragraph 1
- Subparagraph (b)
- URI <http://asc.fasb.org/extlink&oid=6391035&loc=d3e2868-110229>

### + Details

**Name:** us- gaap\_MachineryAndEquipmentGross  
**Namespace Prefix:** us- gaap\_  
**Data Type:** xbrli:monetaryItemType  
**Balance Type:** debit  
**Period Type:** instant

## X

### - Definition

Amount before accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures.

### + References

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification

- Topic 360
- SubTopic 10
- Section 50
- Paragraph 1
- Subparagraph (b)
- URI <http://asc.fasb.org/extlink&oid=6391035&loc=d3e2868-110229>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 210
- SubTopic 10
- Section S99
- Paragraph 1
- Subparagraph (SX 210.5- 02.13)
- URI <http://asc.fasb.org/extlink&oid=6877327&loc=d3e13212-122682>

[+ Details](#)

**Name:** us- gaap\_PropertyPlantAndEquipmentGross

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** instant

X

[- References](#)

No definition available.

[+ Details](#)

**Name:** usgaap\_TextBlockAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

**6. Accounts Payable and Accrued Liabilities: Schedule of Accounts Payable and Accrued Liabilities (Details) - USD (\$)**

**Dec. 31, 2015      Dec. 31, 2014**

**Details**

<a href="#"><u>Accounts Payable, Trade, Current</u></a>	\$ 274,055	\$ 130,913
<a href="#"><u>Accrued Liabilities, Current</u></a>	\$ 139,218	\$ 45,126

**X**

**- Definition**

Carrying value as of the balance sheet date of obligations incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer).

**+ References**

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Glossary Current Liabilities
- URI <http://asc.fasb.org/extlink&oid=6509677>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 210
- SubTopic 10
- Section 45
- Paragraph 8
- URI <http://asc.fasb.org/extlink&oid=28358313&loc=d3e6935-107765>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 210
- SubTopic 10
- Section S99
- Paragraph 1
- Subparagraph (SX 210.5- 02.19(a))
- URI <http://asc.fasb.org/extlink&oid=6877327&loc=d3e13212-122682>

**+ Details**

**Name:** usgaap\_AccountsPayableTradeCurrent

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** credit

**Period Type:** instant

**X**

**- Definition**

Carrying value as of the balance sheet date of obligations incurred and payable, pertaining to costs that are statutory in nature, are incurred on contractual obligations, or accumulate over time and for which invoices have not yet been received or will not be rendered. Examples include taxes, interest, rent and utilities. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer).

[+ References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 210
- SubTopic 10
- Section S99
- Paragraph 1
- Subparagraph (SX 210.5- 02.20)
- URI <http://asc.fasb.org/extlink&oid=6877327&loc=d3e13212- 122682>

[+ Details](#)

**Name:** us- gaap\_AccruedLiabilitiesCurrent

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** credit

**Period Type:** instant

[X](#)

[- References](#)

No definition available.

[+ Details](#)

**Name:** usgaap\_TextBlockAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

v3.4.0.3

**12 Months Ended**

**7. Convertible Promissory Notes (Details)      Dec. 31, 2015  
USD (\$)**

**Details**

<a href="#">Convertible Debt as per term sheet</a>	\$ 2,000,000
<a href="#">Convertible Note Issued to Investors</a>	\$ 1,368,978
<a href="#">Debt Conversion, Converted Instrument, Rate</a>	11.00%

X

- [Definition](#)

Convertible Debt as per term sheet.

+ [References](#)

No definition available.

+ [Details](#)

**Name:** fil\_ConvertibleDebtAsPerTermSheet

**Namespace Prefix:** fil\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

X

- [Definition](#)

Convertible Note Issued to Investors.

+ [References](#)

No definition available.

+ [Details](#)

**Name:** fil\_ConvertibleNoteIssuedToInvestors

**Namespace Prefix:** fil\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

X

- [Definition](#)

Dividend or interest rate associated with the financial instrument issued in exchange for the original debt being converted in a noncash or part noncash transaction. Noncash are transactions that affect recognized assets or liabilities but that do not result in cash receipts or cash payments. Part noncash refers to that portion of the transaction not resulting in cash receipts or cash payments.

+ [References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB

- Name Accounting Standards Codification

- Topic 230

- SubTopic 10

- Section 50

- Paragraph 3

- URI <http://asc.fasb.org/extlink&oid=6367179&loc=d3e4304-108586>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB

- Name Accounting Standards Codification
- Topic 230
- SubTopic 10
- Section 50
- Paragraph 5
- URI <http://asc.fasb.org/extlink&oid=6367179&loc=d3e4332-108586>

[+ Details](#)

**Name:** usgaap\_DebtConversionConvertedInstrumentRate

**Namespace Prefix:** us- gaap\_

**Data Type:** num:percentItemType

**Balance Type:** na

**Period Type:** duration

X

[- References](#)

No definition available.

[+ Details](#)

**Name:** usgaap\_TextBlockAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration



v3.4.0.3

<b>7. Convertible Promissory Notes: Convertible Debt (Details) - USD (\$)</b>	<b>1 Months Ended Mar. 31, 2015</b>	<b>2 Months Ended Sep. 30, 2015</b>	<b>12 Months Ended Dec. 31, 2015</b>
<a href="#"><u>Details</u></a>			
<a href="#"><u>Convertible Promissory Notes Issued During the Year</u></a>			\$ 1,368,978
<a href="#"><u>Discount at Issuance due to Embedded Derivatives</u></a>			(479,479)
<a href="#"><u>Cash Issuance Costs</u></a>			(79,829)
<a href="#"><u>Fair Value of Warrants at Issuance</u></a>	\$ 5,594	\$ 14,627	(85,767)
<a href="#"><u>Accretion Expense for the Year</u></a>			59,875
<a href="#"><u>Convertible Promissory Notes Issued During the Year</u></a>			\$ 783,778

X

- Definition

Accretion Expense for the Year.

+ References

No definition available.

+ Details

**Name:** fil\_AccretionExpenseForTheYear

**Namespace Prefix:** fil\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

X

- Definition

Cash Issuance Costs.

+ References

No definition available.

+ Details

**Name:** fil\_CashIssuanceCosts

**Namespace Prefix:** fil\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

X

- Definition

Convertible Promissory Notes Issued During the Year.

+ References

No definition available.

+ Details

**Name:** fil\_ConvertiblePromissoryNotesIssuedDuringTheYear

**Namespace Prefix:** fil\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

X

[- Definition](#)

Convertible Promissory Notes Issued During the Year.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** fil\_ConvertiblePromissoryNotesIssuedDuringTheYear1

**Namespace Prefix:** fil\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** credit

**Period Type:** instant

X

[- Definition](#)

Discount at Issuance due to Embedded Derivatives.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** fil\_DiscountAtIssuanceDueToEmbeddedDerivatives

**Namespace Prefix:** fil\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

X

[- Definition](#)

Fair Value of Warrants at Issuance.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** fil\_FairValueOfWarrantsAtIssuance

**Namespace Prefix:** fil\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

X

[- References](#)

No definition available.

[+ Details](#)

**Name:** usgaap\_TextBlockAbstract

**Namespace**

**Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

v3.4.0.3

**8. Derivative Liabilities: Schedule of Derivative Liabilities at Fair Value (Details)** **Dec. 31, 2015**  
**USD (\$)**

Convertible Notes

Derivative Assets (Liabilities), at Fair Value, Net \$ 479,479

Change in Fair Value of Derivatives 1,473

Derivative Liability, Current 480,952

Broker Warrants

Derivative Assets (Liabilities), at Fair Value, Net 85,767

Change in Fair Value of Derivatives (5,499)

Derivative Liability, Current 80,268

Total

Derivative Assets (Liabilities), at Fair Value, Net 565,246

Change in Fair Value of Derivatives (4,026)

Derivative Liability, Current \$ 561,220

X

- Definition

Change in Fair Value of Derivatives.

+ References

No definition available.

+ Details

**Name:** fil\_ChangeInFairValueOfDerivatives

**Namespace Prefix:** fil\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** instant

X

- Definition

Fair values as of the balance sheet date of the net amount of all assets and liabilities resulting from contracts that meet the criteria of being accounted for as derivative instruments.

+ References

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB

- Name Accounting Standards Codification

- Topic 815

- SubTopic 10

- Section 45

- Paragraph 5

- URI <http://asc.fasb.org/extlink&oid=6945355&loc=d3e41228-113958>

+ Details

**Name:** usgaap\_DerivativeAssetsLiabilitiesAtFairValueNet

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** instant

## X

### - Definition

Fair value, after the effects of master netting arrangements, of a financial liability or contract with one or more underlyings, notional amount or payment provision or both, and the contract can be net settled by means outside the contract or delivery of an asset, expected to be settled within one year or normal operating cycle, if longer. Includes assets not subject to a master netting arrangement and not elected to be offset.

### + References

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 210
- SubTopic 20
- Section 50
- Paragraph 3
- Subparagraph (c)
- URI <http://asc.fasb.org/extlink&oid=51824906&loc=SL20225862-175312>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Glossary Current Liabilities
- URI <http://asc.fasb.org/extlink&oid=6509677>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 815
- SubTopic 10
- Section 45
- Paragraph 5
- URI <http://asc.fasb.org/extlink&oid=6945355&loc=d3e41228-113958>

Reference 4: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 815
- SubTopic 10
- Section 45
- Paragraph 6
- URI <http://asc.fasb.org/extlink&oid=6945355&loc=d3e41271-113958>

Reference 5: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 825
- SubTopic 10
- Section 50
- Paragraph 10
- Subparagraph (a)
- URI <http://asc.fasb.org/extlink&oid=49121117&loc=d3e13433-108611>

Reference 6: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB

- Name Accounting Standards Codification
  - Topic 825
  - SubTopic 10
  - Section 50
  - Paragraph 15
  - URI <http://asc.fasb.org/extlink&oid=49121117&loc=d3e13495-108611>
- [+ Details](#)

**Name:** us- gaap\_DerivativeLiabilitiesCurrent

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** credit

**Period Type:** instant

[X](#)

[- Details](#)

**Name:** fil\_DerivativeLiabilities1Axis=fil\_ConvertibleNotesMember

**Namespace Prefix:**

**Data Type:** na

**Balance Type:**

**Period Type:**

[X](#)

[- Details](#)

**Name:** fil\_DerivativeLiabilities1Axis=fil\_BrokerWarrantsMember

**Namespace Prefix:**

**Data Type:** na

**Balance Type:**

**Period Type:**

[X](#)

[- Details](#)

**Name:** fil\_DerivativeLiabilities1Axis=fil\_TotalMember

**Namespace Prefix:**

**Data Type:** na

**Balance Type:**

**Period Type:**

12 Months Ended

## 8. Derivative Liabilities: Schedule of Assumptions Used (Details)

Dec. 31, 2015

\$ / shares

Details

<u>Dividend Yield</u>	0.00%
<u>Risk Free Interest Rate, Minimum</u>	0.33%
<u>Risk Free Interest Rate, Maximum</u>	0.72%
<u>Volatility, Minimum</u>	98.00%
<u>Volatility, Maximum</u>	100.00%
<u>Remaining Term</u>	1 year 8 months 19 days
<u>Remaining Term2</u>	2 years
<u>Sale of Stock, Price Per Share</u>	\$ 2.00

X

- Definition

Dividend Yield.

+ References

No definition available.

+ Details

**Name:** fil\_DividendYield**Namespace Prefix:** fil\_**Data Type:** num:percentItemType**Balance Type:** na**Period Type:** instant

X

- Definition

Remaining Term.

+ References

No definition available.

+ Details

**Name:** fil\_RemainingTerm**Namespace Prefix:** fil\_**Data Type:** xbrli:durationItemType**Balance Type:** na**Period Type:** duration

X

- Definition

Remaining Term.

+ References

No definition available.

+ Details

**Name:** fil\_RemainingTerm2**Namespace Prefix:** fil\_**Data Type:** xbrli:durationItemType**Balance Type:** na**Period Type:** duration

X

[- Definition](#)

Risk Free Interest Rate, Maximum.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** fil\_RiskFreeInterestRateMaximum

**Namespace Prefix:** fil\_

**Data Type:** num:percentItemType

**Balance Type:** na

**Period Type:** instant

X

[- Definition](#)

Risk Free Interest Rate, Minimum.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** fil\_RiskFreeInterestRateMinimum

**Namespace Prefix:** fil\_

**Data Type:** num:percentItemType

**Balance Type:** na

**Period Type:** instant

X

[- Definition](#)

Volatility, Maximum.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** fil\_VolatilityMaximum

**Namespace Prefix:** fil\_

**Data Type:** num:percentItemType

**Balance Type:** na

**Period Type:** instant

X

[- Definition](#)

Volatility, Minimum.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** fil\_VolatilityMinimum

**Namespace Prefix:** fil\_

**Data Type:** num:percentItemType

**Balance Type:** na

**Period Type:** instant

X

[- Definition](#)

Per share amount received by subsidiary or equity investee for each share of common stock issued or sold in the stock transaction.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** us- gaap\_ SaleOfStockPricePerShare

**Namespace Prefix:** us- gaap\_

**Data Type:** num:perShareItemType

**Balance Type:** na

**Period Type:** instant

[X](#)

[- References](#)

No definition available.

[+ Details](#)

**Name:** usgaap\_ TextBlockAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration



9. Stockholders' (deficiency) Equity (Details) - USD (S)	1 Months Ended				2 Months Ended			12 Months Ended	
	May. 31, 2015	Mar. 31, 2015	Nov. 30, 2014	Jul. 31, 2014	Oct. 31, 2015	Sep. 30, 2015	Jul. 31, 2014	Dec. 31, 2015	Dec. 31, 2014
<b>Details</b>									
<a href="#">Warrants Issued</a>								475,000	
<a href="#">Warrants Per Share</a>								\$ 0.46	
<a href="#">Fair Value of Warrants Issued</a>									\$ 400,335
<a href="#">Common Stock Shares Issued</a>			1,036,000	142,000			1,170,000		
<a href="#">Common Stock Subscriptions Per Share</a>							\$ 0.47		
<a href="#">Common Stock Subscriptions</a>							\$ 545,278		
<a href="#">Fair Value Shares Issued Per Share</a>				\$ 0.47					
<a href="#">Professional Fees</a>				\$ 66,179				\$ 249,145	198,611
<a href="#">Exercise Price of Shares Issued</a>			\$ 1.10						
<a href="#">Gross Proceeds Upon Exercise of Warrants</a>		\$ 500,584	1,142,837			\$ 253,800			
<a href="#">Broker Warrants Issued</a>		35,000	51,080			17,500			
<a href="#">Fair Value of Warrants at Issuance</a>			\$ 246,671		\$ 672,749				
<a href="#">Warrants Expired</a>	804,000								
<a href="#">Other Additional Capital</a>	\$ 124,936								
<a href="#">Exercise of warrants for cash, Shares</a>		500,000	150,000		605,000	250,000			
<a href="#">Investment Warrants, Exercise Price</a>		\$ 1.01	\$ 0.44		\$ 1.00	\$ 1.05			
<a href="#">Proceeds from exercise of warrants</a>			\$ 66,188					707,196	\$ 66,188
<a href="#">Finder's Fee</a>		\$ 35,420				\$ 17,362			
<a href="#">Fair Value of Warrants at Issuance</a>		\$ 5,594				\$ 14,627		\$ (85,767)	
<a href="#">Common Stock, Shares Issued</a>		1,100,000						18,798,000	16,315,500
<a href="#">Share-based Compensation Arrangement by Share-based Payment Award, Fair Value Assumptions, Risk Free Interest Rate, Minimum</a>								0.04%	
<a href="#">Share-based Compensation Arrangement by Share-based Payment Award, Fair Value Assumptions, Risk Free Interest Rate, Maximum</a>								1.07%	
<a href="#">Share-based Compensation Arrangement by Share-based Payment Award, Fair Value Assumptions, Expected Term</a>								10 years	
<a href="#">Share-based Compensation Arrangement by Share-based Payment Award, Fair Value Assumptions, Expected Volatility Rate</a>								94.00%	
<a href="#">Share-based Compensation Arrangement by Share-based Payment Award, Fair Value Assumptions, Expected Dividend Rate</a>								0.00%	
<a href="#">Share-based Compensation Arrangement by Share-based Payment Award, Options, Vested, Weighted Average Grant Date Fair Value</a>								\$ 0.74	
<a href="#">Expected Forfeiture, Minimum</a>								5.00%	
<a href="#">Expected Forfeiture, Maximum</a>								20.00%	
<a href="#">Share-based Compensation Arrangement by Share-based Payment Award, Options, Grants in Period, Net of Forfeitures</a>								3,000,000	
<a href="#">Share-based Compensation Arrangement by Share-based Payment Award, Options, Grants in Period, Weighted Average Grant Date Fair Value</a>								\$ 0.0001	
<a href="#">Share-based Compensation Arrangement by Share-based Payment Award, Options, Exercises in Period</a>								(2,832,500)	
<a href="#">Share-based Compensation Arrangements by Share-based Payment Award, Options, Grants in Period, Weighted Average Exercise Price</a>								\$ 0.0001	
<a href="#">Share-based Compensation Arrangement by Share-based Payment Award, Options, Outstanding, Number</a>								167,500	
<a href="#">Share-based Compensation Arrangement by Share-based Payment Award, Options, Outstanding, Weighted Average Exercise Price</a>								\$ 0.0001	
<a href="#">Share-based Compensation Arrangement by Share-based Payment Award, Options, Vested in Period, Fair Value</a>								\$ 2,257,953	
<a href="#">Options Exercised by Employees</a>								2,832,500	

X

[- Definition](#)

Broker Warrants Issued.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** fil\_BrokerWarrantsIssued

**Namespace Prefix:** fil\_

**Data Type:** xbrli:sharesItemType

**Balance Type:** na

**Period Type:** duration

X

[- Definition](#)

Common Stock Shares Issued.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** fil\_CommonStockSharesIssued1

**Namespace Prefix:** fil\_

**Data Type:** xbrli:sharesItemType

**Balance Type:** na

**Period Type:** duration

X

[- Definition](#)

Common Stock Share Subscriptions.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** fil\_CommonStockSubscriptions

**Namespace Prefix:** fil\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

X

[- Definition](#)

Common Stock Subscriptions Per Share.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** fil\_CommonStockSubscriptionsPerShare

**Namespace Prefix:** fil\_

**Data Type:** num:perShareItemType

**Balance Type:** na

**Period Type:** duration

X

[- Definition](#)

Exercise of warrants for cash, Value.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** fil\_ExerciseOfWarrantsForCashShares

**Namespace Prefix:** fil\_

**Data Type:** xbrli:sharesItemType

**Balance Type:** na

**Period Type:** duration

X

[- Definition](#)

Exercise Price of Shares Issued.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** fil\_ExercisePriceOfSharesIssued

**Namespace Prefix:** fil\_

**Data Type:** num:perShareItemType

**Balance Type:** na

**Period Type:** duration

X

[- Definition](#)

Expected Forfeiture.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** fil\_ExpectedForfeitureMaximum

**Namespace Prefix:** fil\_

**Data Type:** num:percentItemType

**Balance Type:** na

**Period Type:** duration

X

[- Definition](#)

Expected Forfeiture.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** fil\_ExpectedForfeitureMinimum

**Namespace Prefix:** fil\_

**Data Type:** num:percentItemType

**Balance Type:** na

**Period Type:** duration

X

[- Definition](#)

Fair Value of Warrants at Issuance.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** fil\_FairValueOfWarrantsAtIssuance

**Namespace Prefix:** fil\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

X

[- Definition](#)

Fair Value of Warrants at Issuance.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** fil\_FairValueOfWarrantsAtIssuance1

**Namespace Prefix:** fil\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

X

[- Definition](#)

Fair Value of Warrants Issued.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** fil\_FairValueOfWarrantsIssued

**Namespace Prefix:** fil\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

X

[- Definition](#)

Fair Value Shares Issued Per Share.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** fil\_FairValueSharesIssuedPerShare

**Namespace Prefix:** fil\_

**Data Type:** num:perShareItemType

**Balance Type:** na

**Period Type:** duration

X

[- Definition](#)

Finder's Fee.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** fil\_FinderSFee

**Namespace Prefix:** fil\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

X

[- Definition](#)

Gross Porceeds Upon Exercise of Warrants.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** fil\_GrossPorceedsUponExerciseOfWarrants

**Namespace Prefix:** fil\_

**Data Type:** xbrli:monetaryItemType Credit

**Balance Type:**

**Period Type:** duration

X

[- Definition](#)

Options Exercised by Employees.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** fil\_OptionsExercisedByEmployees

**Namespace Prefix:** fil\_

**Data Type:** xbrli:sharesItemType

**Balance Type:** na

**Period Type:** duration

X

[- Definition](#)

Warrants Expired.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** fil\_WarrantsExpired

**Namespace Prefix:** fil\_

**Data Type:** xbrli:sharesItemType

**Balance Type:** na

**Period Type:** duration

X

[- Definition](#)

Warrants Issued.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** fil\_WarrantsIssued

**Namespace Prefix:** fil\_

**Data Type:** xbrli:sharesItemType

**Balance Type:** na

**Period Type:** duration

X

[- Definition](#)

Warrants Per Share.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** fil\_WarrantsPerShare

**Namespace Prefix:** fil\_

**Data Type:** num:perShareItemType

**Balance Type:** na

**Period Type:** duration

X

- [Definition](#)

Exercise price of the warrants.

+ [References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher SEC

- Name Regulation S- X (SX)

- Number 210

- Article 12

- Section 13

- Sentence Column A

+ [Details](#)

**Name:** invest\_InvestmentWarrantsExercisePrice

**Namespace Prefix:** invest\_

**Data Type:** num:perShareItemType

**Balance Type:** na

**Period Type:** duration

X

- [Definition](#)

Total number of common shares of an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury.

+ [References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB

- Name Accounting Standards Codification

- Topic 210

- SubTopic 10

- Section S99

- Paragraph 1

- Subparagraph (SX 210.5- 02.29)

- URI <http://asc.fasb.org/extlink&oid=6877327&loc=d3e13212-122682>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher SEC

- Name Regulation S- X (SX)

- Number 210

- Section 02

- Paragraph 30

- Article 5

+ [Details](#)

**Name:** us- gaap\_CommonStockSharesIssued

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:sharesItemType

**Balance Type:** na

**Period Type:** instant

## X

### - Definition

Additional paid- in capital or capital from other sources not otherwise defined. Use this element if the registrant wishes to distinguish between Additional paid- in capital from Other Additional Capital. The following adjustments are some examples of Other Additional Capital: recording the issuance of debt issued with a beneficial conversion feature, the issuance of convertible debt at a substantial premium, certain tax consequences of equity instruments awarded to employees, and accounting for certain expenses and liabilities paid for by the principal shareholder

### + References

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 210
- SubTopic 10
- Section S99
- Paragraph 1
- Subparagraph (SX 210.5- 02.30(a)(2))
- URI <http://asc.fasb.org/extlink&oid=6877327&loc=d3e13212- 122682>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher SEC
- Name Regulation S- X (SX)
- Number 210
- Section 02
- Paragraph 31
- Article 5

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher SEC
- Name Staff Accounting Bulletin (SAB)
- Number Topic 5
- Section T

### + Details

**Name:** us- gaap\_ OtherAdditionalCapital

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** credit

**Period Type:** instant

## X

### - Definition

The cash inflow associated with the amount received from holders exercising their stock warrants.

### + References

No definition available.

### + Details

**Name:** us- gaap\_ ProceedsFromWarrantExercises

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

## X

### - Definition

A fee charged for services from professionals such as doctors, lawyers and accountants. The term is often expanded to include other professions, for example, pharmacists charging to maintain a medicinal profile of a client or customer.

### + References

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 946
- SubTopic 225
- Section S99
- Paragraph 1
- Subparagraph (SX 210.6- 07.2(a),(b),(c),(d))
- URI <http://asc.fasb.org/extlink&oid=6488393&loc=d3e606610-122999>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 946
- SubTopic 225
- Section 45
- Paragraph 3
- Subparagraph (k)
- URI <http://asc.fasb.org/extlink&oid=6488370&loc=d3e13550-115849>

### + Details

**Name:** us- gaap\_ProfessionalFees

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

## X

### - Definition

The estimated dividend rate (a percentage of the share price) to be paid (expected dividends) to holders of the underlying shares over the option's term.

### + References

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 718
- SubTopic 10
- Section 50
- Paragraph 2
- Subparagraph (f)(2)(iii)
- URI <http://asc.fasb.org/extlink&oid=6415400&loc=d3e5070-113901>

### + Details

**Name:** usgaap\_

ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedDividendRate

**Namespace Prefix:** us- gaap\_

**Data Type:** num:percentItemType

**Balance Type:** na



**Period Type:** duration

X

- [Definition](#)

The estimated measure of the percentage by which a share price is expected to fluctuate during a period. Volatility also may be defined as a probability- weighted measure of the dispersion of returns about the mean. The volatility of a share price is the standard deviation of the continuously compounded rates of return on the share over a specified period. That is the same as the standard deviation of the differences in the natural logarithms of the stock prices plus dividends, if any, over the period.

+ [References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB

- Name Accounting Standards Codification

- Topic 718

- SubTopic 10

- Section 50

- Paragraph 2

- Subparagraph (f)(2)(ii)

- URI <http://asc.fasb.org/extlink&oid=6415400&loc=d3e5070-113901>

+ [Details](#)

**Name:** usgaap\_

ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRate

**Namespace Prefix:** us- gaap\_

**Data Type:** num:percentItemType

**Balance Type:** na

**Period Type:** duration

X

- [Definition](#)

The maximum risk- free interest rate assumption that is used in valuing an option on its own shares.

+ [References](#)

No definition available.

+ [Details](#)

**Name:** usgaap\_

ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRateMaximum

**Namespace Prefix:** us- gaap\_

**Data Type:** num:percentItemType

**Balance Type:** na

**Period Type:** duration

X

- [Definition](#)

The minimum risk- free interest rate assumption that is used in valuing an option on its own shares.

+ [References](#)

No definition available.

+ [Details](#)

**Name:** usgaap\_

ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRateMinimum

**Namespace Prefix:** us- gaap\_

**Data Type:** num:percentItemType

**Balance Type:** na  
**Period Type:** duration

X

- [Definition](#)

Net number of share options (or share units) granted during the period.

+ [References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 718
- SubTopic 10
- Section 50
- Paragraph 2
- Subparagraph (c)(1)(iv)(1)
- URI <http://asc.fasb.org/extlink&oid=6415400&loc=d3e5070-113901>

+ [Details](#)

**Name:** usgaap\_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriod

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:sharesItemType

**Balance Type:** na

**Period Type:** duration

X

- [Definition](#)

The weighted average grant- date fair value of options granted during the reporting period as calculated by applying the disclosed option pricing methodology.

+ [References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 718
- SubTopic 10
- Section 50
- Paragraph 2
- Subparagraph (d)(1)
- URI <http://asc.fasb.org/extlink&oid=6415400&loc=d3e5070-113901>

+ [Details](#)

**Name:** usgaap\_

ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageGrantDateFairValue

**Namespace Prefix:** us- gaap\_

**Data Type:** num:perShareItemType

**Balance Type:** na

**Period Type:** duration

X

- [Definition](#)

Number of options outstanding, including both vested and non- vested options.

+ [References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification

- Topic 718
- SubTopic 10
- Section 50
- Paragraph 2
- URI <http://asc.fasb.org/extlink&oid=6415400&loc=d3e5070-113901>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 718
- SubTopic 10
- Section 50
- Paragraph 2
- Subparagraph (c)(1)(i)- (ii)
- URI <http://asc.fasb.org/extlink&oid=6415400&loc=d3e5070-113901>

[+ Details](#)

**Name:** usgaap\_

ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:sharesItemType

**Balance Type:** na

**Period Type:** instant

X

[- Definition](#)

Weighted average price at which grantees can acquire the shares reserved for issuance under the stock option plan.

[+ References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 718
- SubTopic 10
- Section 50
- Paragraph 2
- Subparagraph (c)(1)(i)
- URI <http://asc.fasb.org/extlink&oid=6415400&loc=d3e5070-113901>

[+ Details](#)

**Name:** usgaap\_

ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice

**Namespace Prefix:** us- gaap\_

**Data Type:** num:perShareItemType

**Balance Type:** na

**Period Type:** instant

X

[- Definition](#)

Weighted average per share amount at which grantees can acquire shares of common stock by exercise of options.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** usgaap\_  
ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverage  
ExercisePrice  
**Namespace Prefix:** us- gaap\_  
**Data Type:** num:perShareItemType  
**Balance Type:** na  
**Period Type:** duration

X

- Definition

Expected term of share- based compensation awards, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days.

+ References

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 718
- SubTopic 10
- Section S99
- Paragraph 1
- Subparagraph (SAB TOPIC 14.D.2)
- URI <http://asc.fasb.org/extlink&oid=27013229&loc=d3e301413-122809>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 718
- SubTopic 10
- Section 50
- Paragraph 2
- Subparagraph (f)(2)(i)
- URI <http://asc.fasb.org/extlink&oid=6415400&loc=d3e5070-113901>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher SEC
- Name Staff Accounting Bulletin (SAB)
- Number Topic 14
- Section D
- Subsection 2

+ Details

**Name:** usgaap\_  
SharebasedCompensationArrangementBySharebasedPaymentAwardFairValueAssumptionsExpectedTerm1  
**Namespace Prefix:** us- gaap\_  
**Data Type:** xbrli:durationItemType  
**Balance Type:** na  
**Period Type:** duration

X

- Definition

Fair value of options vested. Excludes equity instruments other than options, for example, but not limited to, share units, stock appreciation rights, restricted stock.

+ References

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 718
- SubTopic 10
- Section 50
- Paragraph 2
- Subparagraph (c)
- URI <http://asc.fasb.org/extlink&oid=6415400&loc=d3e5070-113901>

[+ Details](#)

**Name:** usgaap\_

SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsVestedInPeriodFairValue1

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** credit

**Period Type:** duration

X

- [Definition](#)

Weighted average grant- date fair value of options vested.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** usgaap\_

SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsVestedWeightedAverageGrantDate  
FairValue

**Namespace Prefix:** us- gaap\_

**Data Type:** num:perShareItemType

**Balance Type:** na

**Period Type:** duration

X

- [Definition](#)

Number of share options (or share units) exercised during the current period.

[+ References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 505
- SubTopic 10
- Section 50
- Paragraph 2
- URI <http://asc.fasb.org/extlink&oid=6928386&loc=d3e21463-112644>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 505
- SubTopic 10
- Section S99
- Paragraph 1
- Subparagraph (SX 210.3- 04)
- URI <http://asc.fasb.org/extlink&oid=27012166&loc=d3e187085-122770>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 718
- SubTopic 10
- Section 50
- Paragraph 2
- Subparagraph (c)(1)(iv)(2)
- URI <http://asc.fasb.org/extlink&oid=6415400&loc=d3e5070-113901>

Reference 4: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 210
- SubTopic 10
- Section S99
- Paragraph 1
- Subparagraph (SX 210.5- 02.28,29)
- URI <http://asc.fasb.org/extlink&oid=6877327&loc=d3e13212-122682>

Reference 5: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher SEC
- Name Regulation S- X (SX)
- Number 210
- Section 02
- Paragraph 29, 30
- Article 5

[+ Details](#)

**Name:** us- gaap\_StockIssuedDuringPeriodSharesStockOptionsExercised

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:sharesItemType

**Balance Type:** na

**Period Type:** duration

[X](#)

[- References](#)

No definition available.

[+ Details](#)

**Name:** usgaap\_TextBlockAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

**10. Income Taxes: Schedule of Effective Income Tax Rate  
Reconciliation (Details) - USD (\$)**

**12 Months Ended**

**Dec. 31,      Dec. 31,  
2015              2014**

**Details**

<a href="#"><u>Other Comprehensive Income (Loss), before Tax</u></a>	\$	\$
	(5,185,852)	(1,706,202)
<a href="#"><u>Expected Income Tax Recovery</u></a>	(803,807)	(264,461)
<a href="#"><u>Non Deductible Expense</u></a>	462,915	72,310
<a href="#"><u>Other Temporary Differences</u></a>	(2,859)	(116)
<a href="#"><u>Valuation Allowance</u></a>	\$ 343,751	\$ 192,267

X

[- Definition](#)

Expected Income Tax Recovery.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** fil\_ExpectedIncomeTaxRecovery

**Namespace Prefix:** fil\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

X

[- Definition](#)

Non Deductible Expense.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** fil\_NonDeductibleExpense

**Namespace Prefix:** fil\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

X

[- Definition](#)

Other Temporary Differences.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** fil\_OtherTemporaryDifferences

**Namespace Prefix:** fil\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

X

- [Definition](#)

Valuation Allowance.

+ [References](#)

No definition available.

+ [Details](#)

**Name:** fil\_ValuationAllowance

**Namespace Prefix:** fil\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

X

- [Definition](#)

Amount before tax, after reclassification adjustments of other comprehensive income (loss).

+ [References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB

- Name Accounting Standards Codification

- Topic 220

- SubTopic 10

- Section 45

- Paragraph 1B

- URI <http://asc.fasb.org/extlink&oid=36458714&loc=SL7669625-108580>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB

- Name Accounting Standards Codification

- Topic 323

- SubTopic 10

- Section 45

- Paragraph 3

- URI <http://asc.fasb.org/extlink&oid=35755396&loc=d3e33775-111570>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB

- Name Accounting Standards Codification

- Topic 220

- SubTopic 10

- Section 45

- Paragraph 1A

- URI <http://asc.fasb.org/extlink&oid=36458714&loc=SL7669619-108580>

+ [Details](#)

**Name:** us-gaap\_OtherComprehensiveIncomeLossBeforeTax

**Namespace Prefix:** us-gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** credit

**Period Type:** duration

X

- [References](#)

No definition available.

+ [Details](#)



**Name:** usgaap\_TextBlockAbstract  
**Namespace Prefix:** us- gaap\_  
**Data Type:** xbrli:stringItemType  
**Balance Type:** na  
**Period Type:** duration

v3.4.0.3

**10. Income Taxes: Schedule of Deferred Tax Assets and Liabilities  
(Details) - USD (\$)**

**Dec. 31,  
2015**      **Dec. 31,  
2014**

**Details**

<a href="#">Deferred Tax Assets, Operating Loss Carryforwards</a>	\$ 756,534	\$ 404,127
<a href="#">Deferred Tax Assets, Other Loss Carryforwards</a>	23,565	5,870
<a href="#">Deferred Tax Assets, Valuation Allowance, Current</a>	\$ (780,099)	\$ (409,997)

X

**- Definition**

Amount before allocation of valuation allowances of deferred tax asset attributable to deductible operating loss carryforwards.

**+ References**

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 740
- SubTopic 10
- Section 25
- Paragraph 20
- Subparagraph (b)
- URI <http://asc.fasb.org/extlink&oid=51675352&loc=d3e28680-109314>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 740
- SubTopic 10
- Section 50
- Paragraph 6
- URI <http://asc.fasb.org/extlink&oid=6907707&loc=d3e32621-109319>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 740
- SubTopic 10
- Section 50
- Paragraph 8
- URI <http://asc.fasb.org/extlink&oid=6907707&loc=d3e32632-109319>

**+ Details**

**Name:** us- gaap\_DeferredTaxAssetsOperatingLossCarryforwards

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** instant

## X

### - Definition

Amount before allocation of valuation allowances of deferred tax asset attributable to other deductible loss carryforwards not separately disclosed.

### + References

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 740
- SubTopic 10
- Section 25
- Paragraph 20
- URI <http://asc.fasb.org/extlink&oid=51675352&loc=d3e28680-109314>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 740
- SubTopic 10
- Section 50
- Paragraph 6
- URI <http://asc.fasb.org/extlink&oid=6907707&loc=d3e32621-109319>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 740
- SubTopic 10
- Section 50
- Paragraph 8
- URI <http://asc.fasb.org/extlink&oid=6907707&loc=d3e32632-109319>

### + Details

**Name:** us- gaap\_DeferredTaxAssetsOtherLossCarryforwards

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** instant

## X

### - Definition

Amount of valuation allowances of deferred tax asset attributable to deductible temporary differences and carryforwards expected to be realized or consumed within one year or operating cycle, if longer.

### + References

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 740
- SubTopic 10
- Section 45
- Paragraph 4
- URI <http://asc.fasb.org/extlink&oid=37586315&loc=d3e31917-109318>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 740
- SubTopic 10
- Section 50
- Paragraph 2
- Subparagraph (c)
- URI <http://asc.fasb.org/extlink&oid=6907707&loc=d3e32537-109319>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 740
- SubTopic 10
- Section 45
- Paragraph 5
- URI <http://asc.fasb.org/extlink&oid=37586315&loc=d3e31928-109318>

[+ Details](#)

**Name:** us- gaap\_DeferredTaxAssetsValuationAllowanceCurrent

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** credit

**Period Type:** instant

X

- References

No definition available.

[+ Details](#)

**Name:** usgaap\_TextBlockAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

v3.4.0.3

<b>10. Income Taxes (Details) - USD (\$)</b>	<b>Dec. 31, 2015</b>	<b>Dec. 31, 2014</b>
<a href="#"><u>Details</u></a>		
<a href="#"><u>Non-Capital Losses</u></a>	\$ 4,880,865	\$ 2,607,270

X

- Definition

Non- Capital Losses.

+ References

No definition available.

+ Details

**Name:** fil\_NonCapitalLosses

**Namespace Prefix:** fil\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** instant

X

- References

No definition available.

+ Details

**Name:** usgaap\_TextBlockAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

v3.4.0.3

**11. Related Party Transactions (Details) - USD (\$)**

	<b>1 Months Ended</b>	<b>12 Months Ended</b>	
	<b>Jul. 31, 2014</b>	<b>Dec. 31, 2015</b>	<b>Dec. 31, 2014</b>

[Details](#)

<u><a href="#">Other General and Administrative Expense</a></u>		\$ 0	\$ 66,179
<u><a href="#">Professional Fees</a></u>	\$ 66,179	\$ 249,145	\$ 198,611

X

[- Definition](#)

The sum of expenses not otherwise specified in the taxonomy for managing and administering the affairs of an entity, including affiliates of the reporting entity, which are not directly or indirectly associated with the manufacture, sale or creation of a product or product line.

[+ References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 225
- SubTopic 10
- Section S99
- Paragraph 2
- Subparagraph (SX 210.5- 03.4)
- URI <http://asc.fasb.org/extlink&oid=26872669&loc=d3e20235- 122688>

[+ Details](#)

**Name:** usgaap\_OtherGeneralAndAdministrativeExpense

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

X

[- Definition](#)

A fee charged for services from professionals such as doctors, lawyers and accountants. The term is often expanded to include other professions, for example, pharmacists charging to maintain a medicinal profile of a client or customer.

[+ References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 946
- SubTopic 225
- Section S99
- Paragraph 1
- Subparagraph (SX 210.6- 07.2(a),(b),(c),(d))
- URI <http://asc.fasb.org/extlink&oid=6488393&loc=d3e606610- 122999>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 946
- SubTopic 225

- Section 45
- Paragraph 3
- Subparagraph (k)
- URI <http://asc.fasb.org/extlink&oid=6488370&loc=d3e13550-115849>

[+ Details](#)

**Name:** us- gaap\_ProfessionalFees

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

[X](#)

[- References](#)

No definition available.

[+ Details](#)

**Name:** usgaap\_TextBlockAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

12. Commitments (Details) - USD (\$)	12 Months Ended		Sep. 14, 2014	Jul. 04, 2014
	Dec. 31, 2015	Dec. 31, 2014		
<a href="#">Details</a>				
<a href="#">Amortization of Advance Royalty</a>		\$ 224,775		
<a href="#">Commitments and Contingencies</a>			\$ 584,415	
<a href="#">Other Research and Development Expense</a>	\$ 281,520	\$ 87,662		
<a href="#">Other Commitment</a>				\$ 11,841

X

**- Definition**

The expense charged against earnings for the periodic recognition of the advance royalties. These royalties are paid in one accounting period, but are deducted from earnings over time through amortization. For example, royalties that are required to be paid in advance of production from a mineral, oil, or gas property and amortized over the period of right to produce these items.

**+ References**

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 230
- SubTopic 10
- Section 45
- Paragraph 28
- Subparagraph (b)
- URI <http://asc.fasb.org/extlink&oid=56944662&loc=d3e3602-108585>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 225
- SubTopic 10
- Section S99
- Paragraph 2
- Subparagraph (SX 210.5- 03.3)
- URI <http://asc.fasb.org/extlink&oid=26872669&loc=d3e20235-122688>

**+ Details**

**Name:** us- gaap\_ AmortizationOfAdvanceRoyalty

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

X

**- Definition**

Represents the caption on the face of the balance sheet to indicate that the entity has entered into (1) purchase or supply arrangements that will require expending a portion of its resources to meet the terms thereof, and (2) is exposed to potential losses or, less frequently, gains, arising from (a) possible claims against a company's resources due to future performance under contract terms, and (b) possible losses or likely gains from uncertainties that will ultimately be resolved when one or more future events that are deemed likely to occur do occur or fail to occur.



## + References

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 944
- SubTopic 210
- Section S99
- Paragraph 1
- Subparagraph (SX 210.7- 03.(a),19)
- URI <http://asc.fasb.org/extlink&oid=6879938&loc=d3e572229- 122910>

Reference 2: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 450
- SubTopic 20
- Section 50
- Paragraph 1
- URI <http://asc.fasb.org/extlink&oid=25496072&loc=d3e14326- 108349>

Reference 3: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 942
- SubTopic 210
- Section S99
- Paragraph 1
- Subparagraph (SX 210.9- 03.17)
- URI <http://asc.fasb.org/extlink&oid=6876686&loc=d3e534808- 122878>

Reference 4: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB
- Name Accounting Standards Codification
- Topic 210
- SubTopic 10
- Section S99
- Paragraph 1
- Subparagraph (SX 210.5- 02.25)
- URI <http://asc.fasb.org/extlink&oid=6877327&loc=d3e13212- 122682>

## + Details

**Name:** usgaap\_CommitmentsAndContingencies

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** credit

**Period Type:** instant

## X

### - Definition

Minimum amount of other commitment not otherwise specified in the taxonomy. Excludes commitments explicitly modeled in the taxonomy, including but not limited to, long- term and short- term purchase commitments, recorded and unrecorded purchase obligations, supply commitments, registration payment arrangements, leases, debt, product warranties, guarantees, environmental remediation obligations, and pensions.

[+ References](#)

No definition available.

[+ Details](#)

**Name:** us- gaap\_ OtherCommitment

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** credit

**Period Type:** instant

**X**

[- Definition](#)

Amount of other research and development expense.

[+ References](#)

Reference 1: <http://www.xbrl.org/2003/role/presentationRef>

- Publisher FASB

- Name Accounting Standards Codification

- Topic 730

- SubTopic 10

- Section 50

- Paragraph 1

- URI <http://asc.fasb.org/extlink&oid=6420194&loc=d3e21568-108373>

[+ Details](#)

**Name:** usgaap\_ OtherResearchAndDevelopmentExpense

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:monetaryItemType

**Balance Type:** debit

**Period Type:** duration

**X**

[- References](#)

No definition available.

[+ Details](#)

**Name:** usgaap\_ TextBlockAbstract

**Namespace Prefix:** us- gaap\_

**Data Type:** xbrli:stringItemType

**Balance Type:** na

**Period Type:** duration

# Filing Summary

<b>Version:</b>	3.4.0.3
<b>ProcessingTime:</b>	
<b>ReportFormat:</b>	html
<b>ContextCount:</b>	40
<b>ElementCount:</b>	188
<b>EntityCount:</b>	1
<b>FootnotesReported:</b>	true
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<b>ScenarioCount:</b>	0
<b>TuplesReported:</b>	false
<b>UnitCount:</b>	4

IsDefault	HasEmbeddedReports	HtmlFileName	LongName	Report Type	Role	Short Name	Menu Category	Parent Role	Position
false	false	R1.htm	000010 - Document - Document and Entity Information	Sheet	http://www.biotricity.com/20151231/role/idr_DocumentAndEntityInformation	Document and Entity Information	Cover		1
false	false	R2.htm	000020 - Statement - iMedical Innovations Inc. - Balance Sheets	Sheet	http://www.biotricity.com/20151231/role/idr_iMedicalInnovationsIncBalanceSheets	iMedical Innovations Inc. - Balance Sheets	Statements		2
false	false	R3.htm	000030 - Statement - Statement of Financial Position - Parenthetical	Sheet	http://www.biotricity.com/20151231/role/idr_StatementOfFinancialPositionParenthetical	Statement of Financial Position - Parenthetical	Statements		3
false	false	R4.htm	000040 - Statement - iMedical Innovations Inc. - Statements of Operations	Sheet	http://www.biotricity.com/20151231/role/idr_iMedicalInnovationsIncStatementsOfOperations	iMedical Innovations Inc. - Statements of Operations	Statements		4
false	false	R5.htm	000050 - Statement - iMedical Innovations Inc. - Statements of Stockholders' (Deficiency) Equity	Sheet	http://www.biotricity.com/20151231/role/idr_iMedicalInnovationsIncStatementsOfStockholdersDeficiencyEquity	iMedical Innovations Inc. - Statements of Stockholders' (Deficiency) Equity	Statements		5
false	false	R6.htm	000060 - Statement - iMedical Innovations Inc. - Statements of Cash	Sheet	http://www.biotricity.com/20151231/role/idr_iMedicalInnovationsIncStatementsOfCashFlows	iMedical Innovations Inc. - Statements of Cash Flows	Statements		6

			Flows						
false	false	R7.htm	000070 - Disclosure - 1. Nature of Operations	Sheet	<a href="http://www.biotricity.com/20151231/role/idr_Disclosure1NatureOfOperations">http://www.biotricity.com/20151231/role/idr_Disclosure1NatureOfOperations</a>	1. Nature of Operations	Notes		7
false	false	R8.htm	000080 - Disclosure - 2. Basis of Presentation and Measurement	Sheet	<a href="http://www.biotricity.com/20151231/role/idr_Disclosure2BasisOfPresentationAndMeasurement">http://www.biotricity.com/20151231/role/idr_Disclosure2BasisOfPresentationAndMeasurement</a>	2. Basis of Presentation and Measurement	Notes		8
false	false	R9.htm	000090 - Disclosure - 3. Going Concern	Sheet	<a href="http://www.biotricity.com/20151231/role/idr_Disclosure3GoingConcern">http://www.biotricity.com/20151231/role/idr_Disclosure3GoingConcern</a>	3. Going Concern	Notes		9
false	false	R10.htm	000100 - Disclosure - 4. Summary of Significant Accounting Policies	Sheet	<a href="http://www.biotricity.com/20151231/role/idr_Disclosure4SummaryOfSignificantAccountingPolicies">http://www.biotricity.com/20151231/role/idr_Disclosure4SummaryOfSignificantAccountingPolicies</a>	4. Summary of Significant Accounting Policies	Notes		10
false	false	R11.htm	000110 - Disclosure - 5. Equipment	Sheet	<a href="http://www.biotricity.com/20151231/role/idr_Disclosure5Equipment">http://www.biotricity.com/20151231/role/idr_Disclosure5Equipment</a>	5. Equipment	Notes		11
false	false	R12.htm	000120 - Disclosure - 6.. Accounts Payable and Accrued Liabilities	Sheet	<a href="http://www.biotricity.com/20151231/role/idr_Disclosure6AccountsPayableAndAccruedLiabilities">http://www.biotricity.com/20151231/role/idr_Disclosure6AccountsPayableAndAccruedLiabilities</a>	6. Accounts Payable and Accrued Liabilities	Notes		12
false	false	R13.htm	000130 - Disclosure - 7. Convertible Promissory Notes	Notes	<a href="http://www.biotricity.com/20151231/role/idr_Disclosure7ConvertiblePromissoryNotes">http://www.biotricity.com/20151231/role/idr_Disclosure7ConvertiblePromissoryNotes</a>	7. Convertible Promissory Notes	Notes		13
false	false	R14.htm	000140 - Disclosure - 8.. Derivative Liabilities	Sheet	<a href="http://www.biotricity.com/20151231/role/idr_Disclosure8DerivativeLiabilities">http://www.biotricity.com/20151231/role/idr_Disclosure8DerivativeLiabilities</a>	8. Derivative Liabilities	Notes		14
false	false	R15.htm	000150 - Disclosure - 9. Stockholders' (deficiency) Equity	Sheet	<a href="http://www.biotricity.com/20151231/role/idr_Disclosure9StockholdersDeficiencyEquity">http://www.biotricity.com/20151231/role/idr_Disclosure9StockholdersDeficiencyEquity</a>	9. Stockholders' (deficiency) Equity	Notes		15
false	false	R16.htm	000160 - Disclosure - 10. Income Taxes	Sheet	<a href="http://www.biotricity.com/20151231/role/idr_Disclosure10IncomeTaxes">http://www.biotricity.com/20151231/role/idr_Disclosure10IncomeTaxes</a>	10. Income Taxes	Notes		16
false	false	R17.htm	000170 - Disclosure - 11. Related Party Transactions	Sheet	<a href="http://www.biotricity.com/20151231/role/idr_Disclosure11RelatedPartyTransactions">http://www.biotricity.com/20151231/role/idr_Disclosure11RelatedPartyTransactions</a>	11. Related Party Transactions	Notes		17
false	false	R18.htm	000180 - Disclosure - 12. Commitments	Sheet	<a href="http://www.biotricity.com/20151231/role/idr_Disclosure12Commitments">http://www.biotricity.com/20151231/role/idr_Disclosure12Commitments</a>	12. Commitments	Notes		18
false	false	R19.htm	000190 - Disclosure - 13. Subsequent Events	Sheet	<a href="http://www.biotricity.com/20151231/role/idr_Disclosure13SubsequentEvents">http://www.biotricity.com/20151231/role/idr_Disclosure13SubsequentEvents</a>	13. Subsequent Events	Notes		19
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			Disclosure - 4. Summary of Significant Accounting Policies: Cash (Policies)		231/role/idr_Disclosure4SummaryOfSignificantAccountingPoliciesCashPolicies	Significant Accounting Policies: Cash (Policies)		om/20151231/role/idr_Disclosure4SummaryOfSignificantAccountingPolicies	
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false	false	R26.htm	000260 - Disclosure - 4.. Summary of Significant Accounting Policies: Fair Value of Financial Instruments (Policies)	Sheet	<a href="http://www.biotricity.com/20151231/role/idr_Disclosure4SummaryOfSignificantAccountingPoliciesFairValueOfFinancialInstrumentsPolicies">http://www.biotricity.com/20151231/role/idr_Disclosure4SummaryOfSignificantAccountingPoliciesFairValueOfFinancialInstrumentsPolicies</a>	4. Summary of Significant Accounting Policies: Fair Value of Financial Instruments (Policies)	Policies	<a href="http://www.biotricity.com/20151231/role/idr_Disclosure4SummaryOfSignificantAccountingPolicies">http://www.biotricity.com/20151231/role/idr_Disclosure4SummaryOfSignificantAccountingPolicies</a>	26
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false	false	R30.htm	000300 - Disclosure - 4. Summary of Significant Accounting Policies: Operating Leases (Policies)	Sheet	<a href="http://www.biotricity.com/20151231/role/idr_Disclosure4SummaryOfSignificantAccountingPoliciesOperatingLeasesPolicies">http://www.biotricity.com/20151231/role/idr_Disclosure4SummaryOfSignificantAccountingPoliciesOperatingLeasesPolicies</a>	4. Summary of Significant Accounting Policies: Operating Leases (Policies)	Policies	<a href="http://www.biotricity.com/20151231/role/idr_Disclosure4SummaryOfSignificantAccountingPolicies">http://www.biotricity.com/20151231/role/idr_Disclosure4SummaryOfSignificantAccountingPolicies</a>	30
false	false	R31.htm	000310 - Disclosure - 4.. Summary of Significant Accounting Policies: Convertible Notes Payable and Derivative Instruments (Policies)	Notes	<a href="http://www.biotricity.com/20151231/role/idr_Disclosure4SummaryOfSignificantAccountingPoliciesConvertibleNotesPayableAndDerivativeInstrumentsPolicies">http://www.biotricity.com/20151231/role/idr_Disclosure4SummaryOfSignificantAccountingPoliciesConvertibleNotesPayableAndDerivativeInstrumentsPolicies</a>	4. Summary of Significant Accounting Policies: Convertible Notes Payable and Derivative Instruments (Policies)	Policies	<a href="http://www.biotricity.com/20151231/role/idr_Disclosure4SummaryOfSignificantAccountingPolicies">http://www.biotricity.com/20151231/role/idr_Disclosure4SummaryOfSignificantAccountingPolicies</a>	31
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false	false		All Reports	Book		All Reports			

### Input Files

btcy-20151231.xml

btcy-20151231.xsd

btcy-20151231\_cal.xml

btcy-20151231\_def.xml

btcy-20151231\_lab.xml

btcy-20151231\_pre.xml

**HasPresentationLinkbase:** true

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