

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 10-K
(Amendment No. 1)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended: March 31, 2024

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number: 000-56074

BIOTRICITY INC.

(Exact name of registrant as specified in its charter)

NEVADA

(State or other jurisdiction of
incorporation or organization)

30-0983531

(I.R.S. Employer
Identification)

**203 Redwood Shores Parkway, Suite 600
Redwood City, CA 94065**

(Address of principal executive offices, including zip code)

(800) 590-4155

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act: None

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

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

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

<u>Title of Each Class</u>	<u>Name of Each Exchange On Which Registered</u>
N/A	N/A

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in 405 of the Securities Act. Yes No

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

Indicate by check mark whether the registrant: (1) has 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 the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller Reporting Company
Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. Yes No

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter: \$16,344,389.

The number of shares outstanding of each of the registrant's classes of common stock, as of June 25, 2024, was 21,484,396 (not including 160,672 Exchangeable Shares, directly exchangeable into an equivalent number of shares of common stock).

DOCUMENTS INCORPORATED BY REFERENCE

None.

<u>Auditor Name</u>	<u>Auditor Location</u>	<u>Auditor Firm ID</u>
SRCO Professional Corporation	Richmond Hill, Ontario, Canada	5828

Explanatory Note

The purpose of this Amendment No. 1 (the “Amendment”) to the Annual Report on Form 10-K of Biotricity Inc. (the “Company”) for the year ended March 31, 2024 (the “Original Form 10-K”) is to re-file the consent of the Company’s independent registered public accounting firm. In connection with the filing of this Amendment, the Company is also including with this Amendment certain currently dated certifications. Except as otherwise set forth in this Explanatory Note, no other information included in the Original Form 10-K is amended or changed by this Amendment.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

<u>Exhibit</u>	<u>Description</u>
3.1	<u>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).</u>
3.2	<u>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).</u>
4.1	<u>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).</u>
4.2	<u>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).</u>
4.3	<u>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).</u>
4.4	<u>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).</u>
4.5	<u>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).</u>
4.6	<u>Form of Warrant (filed as Exhibit 4.6 to the Registrant’s Transition Report on Form 10-KT filed with the SEC on April 13, 2016 and incorporated herein by reference).</u>
4.7	<u>Form of Warrant (filed as Exhibit 4.1 to the Registrant’s Current Report on Form 8-K filed with the SEC on March 9, 2017 and incorporated herein by reference).</u>
4.8	<u>Form of Placement Agent Warrant (filed as Exhibit 4.2 to the Registrant’s Current Report on Form 8-K filed with the SEC on March 9, 2017 and incorporated herein by reference).</u>
4.9	<u>Form of Promissory Note (filed as Exhibit 10.3 to the Registrant’s Current Report on Form 8-K filed with the SEC on March 9, 2017 and incorporated herein by reference).</u>
4.10	<u>Form of Promissory Note (filed as Exhibit 10.2 to the Registrant’s Current Report on Form 8-K filed with the SEC on July 12, 2019 and incorporated herein by reference).</u>
4.11	<u>Certificate of Designation of Rights, Powers, Preferences, Privileges and Restrictions of Series A Convertible Preferred Stock (filed as Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed with the SEC on December 20, 2019 and incorporated herein by reference).</u>
4.12	<u>Promissory Note between Biotricity Inc. and Cross River Bank (filed as exhibit 4.12 to the Registrant’s Annual Report on Form 10-K for the fiscal year ended March 31, 2020 filed with the SEC on July 15, 2020 and incorporated herein by reference).</u>
4.13**	<u>Description of Registrant’s Securities</u>
10.1	<u>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).</u>
10.2	<u>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).</u>
10.3	<u>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).</u>
10.4	<u>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).</u>
10.5*	<u>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).</u>

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 \(filed as Exhibit 10.7 to the Registrant's Transition Report on Form 10-KT filed with the SEC on April 13, 2016 and incorporated herein by reference\).](#)
- 10.8 [Form of Subscription Agreement for convertible promissory notes and warrants \(filed as Exhibit 10.8 to the Registrant's Transition Report on Form 10-KT filed with the SEC on April 13, 2016 and incorporated herein by reference\).](#)
- 10.9 [Investment Banking Agreement, as amended \(filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on March 9, 2017 and incorporated herein by reference\).](#)
- 10.10 [Form of Subscription Agreement \(filed as Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed with the SEC on March 9, 2017 and incorporated herein by reference\).](#)
- 10.11+ [Software Development and Services Agreement, dated as of September 15, 2014, by and between iMedical Innovations Inc. and CardioComm Solutions, Inc. \(filed as Exhibit 10.11 to the Registrant's Transition Report on Form 10-KT filed with the SEC on June 29, 2017 and incorporated herein by reference\).](#)
- 10.12 [Form of Securities Purchase Agreement \(filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on December 26, 2017 and incorporated herein by reference\).](#)
- 10.14 [Form of Promissory Note \(filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on January 15, 2019 and incorporated herein by reference\).](#)
- 10.15 [Form of Purchase Agreement \(filed as Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed with the SEC on January 15, 2019 and incorporated herein by reference\).](#)
- 10.16 [Form of Subscription Agreement \(filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on July 12, 2019 and incorporated herein by reference\).](#)
- 10.17 [Form of Securities Purchase Agreement \(filed as Exhibit 10.3 to the Registrant's Current Report on Form 8-K filed with the SEC on December 20, 2019 and incorporated herein by reference\).](#)
- 10.18 [Form of Exchange Agreement \(filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on January 13, 2019 and incorporated herein by reference\).](#)
- 10.19 [Employment Agreement between the Company and Waqaas Al-Siddiq filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on April 13, 2020 and incorporated herein by reference\).](#)
- 10.20 [Form of Subscription Agreement \(filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on August 6, 2020 and incorporated herein by reference\).](#)
- 10.21 [Form of Convertible Promissory Note \(filed as Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed with the SEC on August 6, 2020 and incorporated herein by reference\).](#)
- 10.22 [Form of Warrant filed as Exhibit 10.3 to the Registrant's Current Report on Form 8-K filed with the SEC on August 6, 2020 and incorporated herein by reference\).](#)
- 10.23 [Form of Registration Rights Agreement filed as Exhibit 10.4 to the Registrant's Current Report on Form 8-K filed with the SEC on August 6, 2020 and incorporated herein by reference\).](#)
- 10.24 [Form of Subscription Agreement filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on January 22, 2021 and incorporated herein by reference\).](#)
- 10.25 [Form of Convertible Promissory Note filed as Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed with the SEC on January 22, 2021 and incorporated herein by reference\).](#)
- 10.26 [Form of Registration Rights Agreement filed as Exhibit 10.4 to the Registrant's Current Report on Form 8-K filed with the SEC on January 22, 2021 and incorporated herein by reference\).](#)
- 10.27 [Credit Agreement \(filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on December 28, 2021 and incorporated herein by reference\).](#)
- 10.28 [Common Stock Purchase Agreement \(filed as Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed with the SEC on December 28, 2021 and incorporated herein by reference\).](#)
- 10.29 [Collateral Agreement \(filed as Exhibit 10.3 to the Registrant's Current Report on Form 8-K filed with the SEC on December 28, 2021 and incorporated herein by reference\).](#)
- 10.30 [IP Security Agreement \(filed as Exhibit 10.4 to the Registrant's Current Report on Form 8-K filed with the SEC on December 28, 2021 and incorporated herein by reference\).](#)
- 10.31 [At The Market Offering Agreement, by and between the Company and H.C. Wainwright & CO, LLC, dated March 22, 2022 \(filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on March 22, 2022 and incorporated herein by reference\).](#)
- 10.32 [Credit Agreement, by and between the Company and SWK Funding LLC \(filed as Exhibit 10.1 to the current report under Form 8-K filled with SEC on December 28, 2021\)](#)
- 14.1 [Code of Business Conduct and Ethics \(filed as Exhibit 14.1 to the Registrant's Transition Report on Form 10-KT filed with the SEC on April 13, 2016 and incorporated herein by reference\).](#)
- 19** [Insider Trading Policy](#)
- 21.1 [List of Subsidiaries \(filed as Exhibit 21.1 to the Registrant's Transition Report on Form 10-KT filed with the SEC on April 13, 2016 and incorporated herein by reference\).](#)
- 23.1*** [Consent of SRCO Professional Corporation](#)
- 31.1*** [Section 302 Certification of Principal Executive Officer](#)
- 31.2*** [Section 302 Certification of Principal Financial and Accounting Officer](#)
- 32.1*** [Section 906 Certification of Principal Executive Officer](#)
- 32.2*** [Section 906 Certification of Principal Financial and Accounting Officer](#)

97** [Clawback policy](#)
101 Inline XBRL Instance Document (the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document)
104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

* Indicates management contract or compensatory plan or arrangement.

+ Portions of this document have been omitted and submitted separately with the Securities and Exchange Commission pursuant to a request for “Confidential Treatment”.

** Previously Filled

*** Filed herewith

SIGNATURES

Pursuant to the requirements of the Section 13 or 15 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on the day of June 27, 2024.

BIOTRICITY INC.

By: /s/ Waqaas Al-Siddiq

Waqaas Al-Siddiq
Chief Executive Officer and President

In accordance with the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and 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 officer)	June 27, 2024
<u>/s/ John Ayanoglou</u> John Ayanoglou	Chief Financial Officer (principal financial and accounting officer)	June 27, 2024
<u>/s/ David A. Rosa</u> David A. Rosa	Director	June 27, 2024
<u>/s/ Chester White</u> Chester White	Director	June 27, 2024
<u>/s/ Ronald McClurg</u> Ronald McClurg	Director	June 27, 2024



SRCO Professional Corporation
Chartered Professional Accountants
Licensed Public Accountants
Park Place Corporate Centre
15 Wertheim Court, Suite 409
Richmond Hill, ON L4B 3H7, Canada
Tel: 905 882 9500 & 416 671 7292
Fax: 905 882 9580
Email: info@srco.ca
www.srco.ca

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements of Biotricity Inc. on Form S-3 (No. 333-262288, 333-279226, and 333-279284) of our report dated June 26, 2024 relating to the audited consolidated financial statements of Biotricity Inc. for the year ended March 31, 2024 and 2023, which appear in this Form 10-K/A for the year ended March 31, 2024. We also consent to the reference to our firm under the heading “Experts” in the Registration Statements.

/s/ SRCO Professional Corporation

Richmond Hill, Ontario, Canada
June 27, 2024

CHARTERED PROFESSIONAL ACCOUNTANTS
Authorized to practice public accounting by the
Chartered Professional Accountants of Ontario

BIOTRICITY, INC.

CERTIFICATION PURSUANT TO RULE 13a-14(a) OR 15d-14(a) OF THE SECURITIES
EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE
SARBANES-OXLEY ACT OF 2002

I, Waqaas Al-Siddiq, certify that:

1. I have reviewed this Annual Report on Form 10-K/A of Biotricity, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiary, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: June 27, 2024

/s/ Waqaas Al-Siddiq

Waqaas Al-Siddiq
Chief Executive Officer
(principal executive officer)

BIOTRICITY, INC.CERTIFICATION PURSUANT TO RULE 13a-14(a) OR 15d-14(a) OF THE SECURITIES
EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE
SARBANES-OXLEY ACT OF 2002

I, John Ayanoglou, certify that:

1. I have reviewed this Annual Report on Form 10-K/A of Biotricity, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiary, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: June 27, 2024

/s/ John Ayanoglou

John Ayanoglou

(principal financial officer and principal accounting officer)

BIOTRICITY, INC.

CERTIFICATION PURSUANT TO
18 U.S.C. §1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report on Form 10-K/A of Biotricity Inc. (the “Company”) for the fiscal year ended March 31, 2024, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Waqaas Al-Siddiq, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: June 27, 2024

/s/ Waqaas Al-Siddiq

Waqaas Al-Siddiq
Chief Executive Officer
(principal executive officer)

BIOTRICITY, INC.

CERTIFICATION PURSUANT TO
18 U.S.C. §1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report on Form 10-K/A of Biotricity, Inc. (the “Company”) for the fiscal year ended March 31, 2024, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, John Ayanoglou, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: June 27, 2024

/s/ John Ayanoglou

John Ayanoglou
(principal financial officer and principal accounting officer)