

GOLDEN MATRIX GROUP, INC.

FORM 10-KT/A (Annual Transition Report)

Filed 07/15/20 for the Period Ending 01/31/20

Address	3651 LINDELL ROAD, STE D131 LAS VEGAS, NV, 89103
Telephone	917-775-9689
CIK	0001437925
Symbol	GMGID
SIC Code	1000 - Metal Mining
Industry	Internet Services
Sector	Technology
Fiscal Year	01/31

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

FORM 10-KT/A
Amendment No.1

ANNUAL REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended

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

For the transition period from **August 1, 2019 to January 31, 2020**

Commission File # 000-54840



Golden Matrix Group, Inc.

(Exact name of small business issuer as specified in its charter)

Nevada

(State or other jurisdiction of incorporation or organization)

46-1814729

(IRS Employer Identification Number)

3651 Lindell Road, Suite D131, Las Vegas, NV 89103

(Address of principal offices)

(702) 318-7548

(Issuer's telephone number)

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

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

Common Stock, Par Value \$0.00001 per share

(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 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 15(d) of the Act: Yes No

Indicate by check mark whether the registrant(1) has filed all reports required 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 day. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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 and post such files). Yes No

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

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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 accounting standard provided pursuant to Section 13(a) of the Exchanger Act

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

On July 31, 2019, the last business day of the registrant's most recently completed second fiscal quarter, the aggregate market value of the Common Stock held by non-affiliates of the registrant was \$8,140,113, based upon the closing price on that date of the Common Stock of the registrant on the OTC PINK of \$0.006. For purposes of this response, the registrant has assumed that its directors, executive officers and beneficial owners of 5% or more of its Common Stock are deemed affiliates of the registrant.

As of May 28, 2020, the registrant had 2,855,318,757 shares of its Common Stock, \$0.00001 par value, outstanding.

Golden Matrix Group, Inc.

Explanatory Note

This Amendment No. 1 on Form 10-KT/A (the “Amendment”) to the Transition Annual Report on Form 10-KT for the fiscal year ended January 31, 2020, filed by Golden Matrix Group, Inc., a Nevada corporation (the “Company”), with the United States Securities and Exchange Commission on June 8, 2020 (the “Transition Annual Report”), is filed for the sole purpose of including Exhibit 23.1, the auditor’s consent, which was inadvertently omitted from the previously filed Transition Annual Report.

As required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended, new certifications of our principal executive officer and principal financial officer are being filed as exhibits to this Amendment.

Other than the inclusion of Exhibit 23.1, there are no changes to the information contained in the Transition Annual Report and this Amendment does not reflect events occurring after the Transition Annual Report, or modify or update the disclosures therein in any way.

Golden Matrix Group, Inc.
Part IV

SIGNATURES

Pursuant to the requirements of Section 13 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.

Golden Matrix Group, Inc.

/s/ Anthony Goodman

Anthony Goodman
President, Chief Executive Officer,
Secretary, Treasurer and Chairman

July 14, 2020

Pursuant to the requirements of 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/ Anthony Goodman</u> Anthony Goodman	President	July 14, 2020
<u>/s/ Weiting Feng</u> Weiting Feng	Director	July 14, 2020
<u>/s/ Thomas E. McChesney</u> Thomas E. McChesney	Director	July 14, 2020

Golden Matrix Group, Inc.
Part IV

EXHIBIT INDEX

Number	Exhibit Description
<u>3.1*</u>	<u>Articles of Incorporation of Golden Matrix Group, Inc.</u>
<u>3.2*</u>	<u>Bylaws of Golden Matrix Group, Inc.</u>
<u>23.1+</u>	<u>Consent of Independent Registered Public Accounting Firm</u>
<u>31.1+</u>	<u>Certification of the Chief Executive Officer pursuant to section 302 of the Sarbanes-Oxley Act</u>
<u>31.2+</u>	<u>Certification of the Chief Financial Officer pursuant to section 302 of the Sarbanes-Oxley Act</u>
<u>32.1+ ‡</u>	<u>Certification of the Chief Executive Officer pursuant to section 906 of the Sarbanes-Oxley Act</u>
<u>32.2+ ‡</u>	<u>Certification of the Chief Financial Officer pursuant to section 906 of the Sarbanes-Oxley Act</u>

* Filed with the SEC on the October 7, 2008 as part of our Registration of Securities on Form S-1.

+ Filed herewith.

‡ This certificate accompanies this report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed filed by GMGI for purposes of Section 18 or any other provision of the Securities Exchange Act of 1934, as amended.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement No. 333-234192 on Form S-8, of our report dated June 8, 2020 relating to the consolidated financial statements which appeared in Golden Matrix Group, Inc.'s Annual Report on Form 10-KT for the six-months ended January 31, 2020 and the years ended July 31, 2019 and 2018.

/s/ M&K CPA's, PLLC

Houston, TX
June 8, 2020

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER REQUIRED BY RULE 13A-14(a) OF
THE SECURITIES EXCHANGE ACT OF 1934 AS AMENDED, AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Anthony Goodman, certify that:

1. I have reviewed this report on Form 10-KT/A of Golden Matrix Group, 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 consolidated 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. I am 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, 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 consolidated 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. 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: July 14, 2020

By: /s/ Anthony Goodman
President, Chief Executive Officer,
Secretary, Treasurer and Chairman

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER REQUIRED BY RULE 13A-14(a) OF
THE SECURITIES EXCHANGE ACT OF 1934 AS AMENDED, AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Weiting Feng, certify that:

1. I have reviewed this report on Form 10-KT/A of Golden Matrix Group, 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 consolidated 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. I am 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, 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 consolidated 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. 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: July 14, 2020

By: /s/ Weiting Feng
Chief Financial Officer

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

I, Anthony Goodman, Chief Executive Officer of Golden Matrix Group, Inc. (the "Company"), certify, pursuant to 18 U.S.C. Section 1350 adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) the accompanying Annual Report on Form 10-KT/A of the Company for the year ended January 31, 2020 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); 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: July 14, 2020

By: /s/ Anthony Goodman
President, Chief Executive Officer,
Secretary, Treasurer and Chairman

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

I, Weiting Feng, Chief Financial Officer of Golden Matrix Group, Inc. (the "Company"), certify, pursuant to 18 U.S.C. Section 1350 adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) the accompanying Annual Report on Form 10-KT/A of the Company for the year ended January 31, 2020 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); 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: July 14, 2020

By: /s/ Weiting Feng
Chief Financial Officer