

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

**FORM 10-K/A**  
(Amendment No. 1)

(Mark One)

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

For the fiscal year ended January 31, 2021

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

Commission File Number: 000-54840



**Golden Matrix Group, Inc.**

(Exact name of registrant as specified in its charter)

Nevada

State or other jurisdiction of  
incorporation or organization

46-1814729

(I.R.S. Employer  
Identification No.)

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

(Address of principal offices)(Zip Code)

Registrant's telephone number, including area code: (702) 318-7548

**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 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 an 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.

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.

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, 2020, the last business day of the registrant's most recently completed second quarter, the aggregate market value of the Common Stock held by non-affiliates of the registrant was \$34,877,966, based upon the closing price on that date of the Common Stock of the registrant on the OTC Pink

Market of \$3.48. 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 April 30, 2021, the registrant had 23,289,273 shares of its Common Stock, \$0.00001 par value, outstanding.

#### DOCUMENTS INCORPORATED BY REFERENCE

None.

#### EXPLANATORY NOTE

Golden Matrix Group, Inc. (the “Company”, “we” and “us”) is filing this Amendment No. 1 (“Amendment No. 1”) to our Annual Report on Form 10-K for the year ended January 31, 2021 (the “Original Form 10-K”), as filed with the Securities and Exchange Commission on April 30, 2021 (the “Original Filing Date”), solely to correct a typographical error in the Consent of Independent Registered Public Accounting Firm included as Exhibit 23.1 thereto (the “Consent”) that resulted in an improperly worded auditor’s consent. A new Exhibit 23.1 with the appropriate corrections is filed as Exhibit 23.1 attached hereto.

Except as described above, no changes have been made to the Original Form 10-K and this Amendment No. 1 does not modify, amend or update in any way any of the financial or other information contained in the Original Form 10-K. This Amendment No. 1 does not reflect events that may have occurred subsequent to the Original Filing Date. This Amendment No. 1 is an exhibit-only filing. Except for Exhibit 23.1, this Amendment does not otherwise update any exhibits as originally filed or previously amended.

Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended, this Amendment No. 1 also contains a new certification for our Principal Executive Officer and Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 attached hereto. Because no financial statements have been included in this Amendment No. 1 and this Amendment No. 1 does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4, and 5 have been omitted from such certification. The Company is not including certifications pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350) as no financial statements are being filed with this Amendment No. 1.

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#### PART IV

##### Item 15. Exhibits, Financial Statement Schedules.

(3) Exhibits required by Item 601 of Regulation S-K

<u>Exhibit Number</u>	<u>Description</u>
<u>23.1*</u>	<u>Consent of M&amp;K CPAS, PLLC</u>
<u>31.1*</u>	<u>Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
<u>31.2*</u>	<u>Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>

\* Filed herewith.

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#### 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.

Date: October 5, 2021

By: /s/ Anthony Brian Goodman  
Anthony Brian Goodman  
President, Chief Executive Officer, Secretary,  
Treasurer and Chairman  
(Principal Executive Officer)



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 of Golden Matrix Group, Inc. (File No. 333-234192), of our report dated April 30, 2021, relating to the audited consolidated financial statements which appeared in Golden Matrix Group, Inc.'s Annual Report on Form 10-K for the year ended January 31, 2021, the six-months ended January 31, 2020, and the years ended July 31, 2019 and 2018.

*/s/ M&K CPA's, PLLC*

Houston, Texas  
October 5, 2021

## CERTIFICATION

I, Anthony Brian Goodman, certify that:

1. I have reviewed this Amendment No. 1 to Annual Report on Form 10-K/A for the year ended January 31, 2021, 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;

Date: October 5, 2021

*/s/ Anthony Brian Goodman*

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Anthony Brian Goodman  
Chief Executive Officer  
(Principal Executive Officer)

## CERTIFICATION

I, Omar Jimenez, certify that:

1. I have reviewed this Amendment No. 1 to Annual Report on Form 10-K/A for the year ended January 31, 2021, 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;

Date: October 5, 2021

*/s/ Omar Jimenez*

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Omar Jimenez

Chief Financial Officer

(Principal Financial/Accounting Officer)