

GOLDEN ALLY LIFETECH GROUP, INC.

FORM 10-Q (Quarterly Report)

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

FORM 10-Q

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

For the quarterly period ended **March 31, 2023**

or

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

For the transition period from _____ to _____

Commission File No. 000-51185

Golden Ally Lifetech Group, Inc.

(exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

16-1732674

(I.R.S. Employer
Identification Number)

901 S. Mopac Exp Building 1, Suite 300, Austin, TX 78746

(Address of principal executive offices) (zip code)

(512) 430-1553

(Registrant's telephone number, including area code)

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

Title of each class

Trading symbol(s)

Name of each exchange on which registered

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 or 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	<input type="checkbox"/>	Accelerated Filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
Emerging growth company	<input 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 financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

As of May 12, 2023, the registrant had 7,408,561,902 shares of common stock outstanding.

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Item 1. Financial Statements.**Golden Ally Lifetech Group, Inc.
Condensed Consolidated Balance Sheets**

	<u>March 31, 2023</u> (Unaudited)	<u>December 31, 2022</u> (Audited)
Assets		
Current		
Cash	\$ 191,041	\$ 581,965
Prepays	24,543	40,952
Loan receivable - related party	1,000,000	1,000,000
Total Current Assets	<u>1,215,584</u>	<u>1,622,917</u>
Right of use asset	80,623	97,899
Total Assets	<u>\$ 1,296,207</u>	<u>\$ 1,720,816</u>
Liabilities and Stockholders' Equity		
Current Liabilities		
Accounts payable and accrued liabilities	\$ 24,274	\$ 23,740
Lease liabilities	71,255	69,577
Due to related parties	279,214	5,000
Total Current liabilities	<u>374,743</u>	<u>98,317</u>
Lease liability, net of current portion	12,550	31,006
Total Liabilities	<u>387,293</u>	<u>129,323</u>
Stockholders' Equity		
Convertible Series A Preferred Stock, par value \$0.00001: 1,000,000,000 authorized; 1,000,000,000 and 1,000,000,000 outstanding	10,000	10,000
Common Stock, par value \$0.00001; 10,000,000,000 authorized; 7,408,561,902, and 7,403,561,902 outstanding	74,086	74,036
Additional paid-in capital	9,381,564	7,636,614
Accumulated deficit	(8,556,736)	(6,129,157)
Total Stockholders' Equity	<u>908,914</u>	<u>1,591,493</u>
Total Liabilities and Stockholders' Equity	<u>\$ 1,296,207</u>	<u>\$ 1,720,816</u>

See accompanying notes to financial statements.

Golden Ally Lifetech Group, Inc.
Condensed Consolidated Statements of Operations
For the Three Months Ended March 31, 2023 and 2022
(Unaudited)

	For the Three Months Ended March 31,	
	2023	2022
Operating Expenses		
General and administrative	\$ 1,785,676	\$ 156,546
Professional fees	215,332	1,393,883
Research and development	1,600	-
Wages and salaries	424,971	411,321
	<u>2,427,579</u>	<u>1,961,750</u>
Total Operating Expenses	<u>2,427,579</u>	<u>1,961,750</u>
Net operating loss	(2,427,579)	(1,961,750)
Income tax	-	-
Net Loss	<u>\$ (2,427,579)</u>	<u>\$ (1,961,750)</u>
Loss per Common Share	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>
Weighted Average Common Shares Outstanding	<u>7,406,506,346</u>	<u>8,496,061,902</u>

See accompanying notes to financial statements.

Golden Ally Lifetech Group, Inc.
Condensed Consolidated Statements of Stockholders' Equity
For the Three Months Ended March 31, 2023 and 2022
(Unaudited)

	<u>Series A Preferred Stock</u>		<u>Common Stock</u>		<u>Additional Paid-in Capital</u>	<u>Subscriptions Receivable</u>	<u>Accumulated Deficit</u>	<u>Total</u>
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>				
Balance, December 31, 2021 - pre reverse recapitalization	1,000,000,000	\$ 10,000	8,496,061,902	\$ 84,961	\$ 7,999,039	\$ (5,042,060)	\$ (57,570)	\$ 2,994,370
Subscription received	-			-		5,042,060		5,042,060
Share exchange (reverse merger)					(373,350)	-		(373,350)
Net loss	-	-	-	-	-		(1,961,750)	(1,961,750)
Adjusted retrospective Balance, March 31, 2022	1,000,000,000	\$ 10,000	8,496,061,902	\$ 84,961	\$ 7,625,689	\$ -	\$ (2,019,320)	\$ 5,701,330
Balance December 31, 2022	1,000,000,000	\$ 10,000	7,403,561,902	\$ 74,036	\$ 7,636,614	\$ -	\$ (6,129,157)	\$ 1,591,493
Common shares issues for services	-	\$ -	5,000,000	50	\$ 1,744,950	\$ -	\$ -	\$ 1,745,000
Net loss	-	-	-	-	-		(2,427,579)	(2,427,579)
Balance March 31, 2023	<u>1,000,000,000</u>	<u>\$ 10,000</u>	<u>7,408,561,902</u>	<u>\$ 74,086</u>	<u>\$ 9,381,564</u>	<u>\$ -</u>	<u>\$ (8,556,736)</u>	<u>\$ 908,914</u>

See accompanying notes to financial statements.

Golden Ally Lifetech Group Inc.
Condensed Consolidated Statements of Cash Flows
For the Three Months Ended March 31, 2023 and 2022
(Unaudited)

	For the Three Months Ended March 31,	
	2023	2022 (Restated)
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	\$ (2,427,579)	\$ (1,961,750)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock-based compensation	1,745,000	-
Amortization of ROU asset	17,276	-
Payment of lease liability	499	-
Prepays	16,409	(389,876)
Accounts payable and accrued liabilities and other	(16,743)	19,862
Net cash used in Operating Activities	(665,138)	(2,331,764)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issuance of common shares	-	5,042,060
Net cash provided by Financing Activities	-	5,042,060
CASH FLOWS FROM INVESTING ACTIVITIES		
Due to related party	274,214	-
Net cash provided by (used) in Investing Activities	274,214	-
Inflow of Cash	(390,924)	2,710,296
Cash - Beginning of period	581,965	2,999,370
Cash - End of period	\$ 191,041	\$ 5,709,666
SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid for income taxes	\$ -	\$ -
Cash paid for interest	\$ -	\$ -

See accompanying notes to financial statements.

Golden Ally Lifetech Group, Inc.
Condensed Consolidated Notes to Unaudited Financial Statements
March 31, 2023

NOTE 1 – BUSINESS

Golden Ally Lifetech Group Inc. (“Golden Ally” or the “Company”) is a Delaware corporation incorporated on December 1, 2020, and operates out of Austin, Texas.

Golden Ally is a start-up focusing on a unique product offering. Golden Ally’s activities to date have focused on the development and exploration of water filtration technology and consumer products with Aquaporin (“AQP”) Active Water. Golden Ally has been working with field experts and research institutions to apply and explore the ability to enhance water filtration for improved body cell absorption in commercialized water products.

On April 6, 2022, Golden Ally closed on the Share Purchase and Exchange Agreement (“SPA”) with Signet International Holdings, Inc. (“Signet”), a Delaware corporation formed on February 2, 2005, and the Signet Controlling Shareholders. Under generally accepted accounting principles, the acquisition by Signet of Golden Ally is considered to be a capital transaction in substance, rather than a business combination. That is, the acquisition is equivalent to the acquisition by Golden Ally of Signet with the issuance of stock by Golden Ally for the net assets of Signet. This transaction is reflected as a recapitalization and is accounted for as a change in capital structure. Accordingly, the accounting for the acquisition is identical to that resulting from a reverse acquisition. Under reverse merger accounting, the comparative historical financial statements of Signet, as the legal acquirer, are those of the accounting acquirer, Golden Ally. Accordingly, Golden Ally’s financial statements prior to the closing of the reverse acquisition, reflect only the business of Golden Ally, as a result, the prior periods have been retrospectively adjusted from the earliest presented period. Under the SPA, the Controlling Shareholders of Signet agreed to sell to the Company their capital stock of the Company, consisting of 5,000,000 shares of Series A Convertible Super Preferred Stock (convertible into 50,000,000 common shares) and 4,474,080 common shares for \$375,000 in cash.

In March 2022 Signet’s Board of Directors approved, among other things, an Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, subject to stockholder approval. Stockholder approval was obtained through written consent. Upon approval of all regulating authorities, Signet’s name was changed from “Signet International Holdings, Inc.” to “Golden Ally Lifetech Group, Inc.”

NOTE 2 – GOING CONCERN

The financial statements have been prepared on a going concern basis which assumes Golden Ally will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. Golden Ally has not yet established a source of revenues sufficient to cover its operating costs and allow it to continue as a going concern. As reflected in the accompanying financial statements, Golden Ally had a net loss of \$2,427,579 and used net cash in operations of \$665,138 for the three months ending March 31, 2023. Golden Ally has an accumulated deficit of \$8,556,736 as of March 31, 2023. These factors raise substantial doubt about the ability of the Company to continue as a going concern.

In order to continue as a going concern, Golden Ally will need, among other things, additional capital resources. Management’s plan is to attempt to obtain such resources for Golden Ally by obtaining capital from management and significant shareholders sufficient to meet its minimal operating expenses and seeking third party equity and/or debt financing, however, there can be no assurance of such capital will be available on reasonable terms, or at all.

Management has held preliminary discussions with potential investors to secure significant capital for Golden Ally in 2023. Management is optimistic that the diversified options for financing available to Golden Ally in 2023, along with support from significant shareholders, will allow the Company to achieve its objectives and satisfy its capital requirements.

These financial statements do not include any adjustments related to the recoverability and classification of assets or the amounts and classification of liabilities that might be necessary should Golden Ally be unable to continue as a going concern.

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements have been prepared in accordance with GAAP and applicable rules and regulations of the U.S. Securities and Exchange Commission (“SEC”).

Pursuant to the SPA, the Business Combination was accounted for as a recapitalization in accordance with US GAAP. Under this method of accounting, of Signet, was treated as the acquired company and Golden Ally Lifetech Group, Inc., was treated as the acquirer for financial statement reporting purposes.

Golden Ally Lifetech Group, Inc. was determined to be the accounting acquirer based on evaluation of the following facts and circumstances:

- Golden Ally Lifetech Group, Inc., through their ownership of the Convertible Series A Preferred stock and Common Stock, has a 77% of the voting interest;
- Golden Ally Lifetech Group, Inc., selected all of the new board of directors of Signet;
- Golden Ally Lifetech Group, Inc., senior management is the senior management of Signet; and
- Golden Ally Lifetech Group, Inc., is the larger entity based on historical operating activity.

Use of Estimates

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, revenues and expenses, and disclosure at the date of the financial statements. Actual results could differ from those estimates. Management periodically evaluates estimates used in the preparation of the financial statements for continued reasonableness. Actual results and outcomes may differ from management’s estimates and assumptions.

Cash and cash equivalents

For purposes of the statement of cash flows, Golden Ally considers all highly liquid instruments purchased with an original maturity of three months or less to be cash.

As of March 31, 2023, and December 31, 2022, Golden Ally had cash of \$191,041 and \$581,965, respectively.

Concentrations of Credit Risk

Golden Ally maintains its cash in bank deposit accounts, the balances of which at times may exceed federally insured limits. Golden Ally continually monitors its banking relationships and consequently has not experienced any losses in its accounts. Management believes Golden Ally is not exposed to any significant credit risk on cash.

Deferred Income Tax and Valuation Allowance

The Company accounts for income taxes under ASC 740 “Income Taxes.” Under the asset and liability method of ASC 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period the enactment occurs. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations.

Research and Development (“R&D”)

R&D expenses consist primarily of costs related to product development, personnel expenses, and other R&D expenses. Product development relates to the Company’s creation and development of consumer product. Personnel expenses relate primarily to salaries and benefits. R&D expenditures are charged to operations as incurred.

Loans receivable

Loans receivable due from related parties are stated at historical cost and reviewed periodically for collectability.

Loss per Share

Loss per share is computed by dividing net loss available to common shareholders by the weighted average number of outstanding common shares during the period. Golden Ally had no dilutive instruments outstanding during the periods presented.

Recent Accounting Pronouncements

Golden Ally has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and Golden Ally does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

Reclassification

In prior filings, the Company had classified and recognized goodwill associated with the acquisition of Signet by Golden Ally. As of March 31, 2023, these financial statements have reflected the classification of the reverse merger with no goodwill recorded.

NOTE 4 – PREPAID EXPENSE

During the year ended December 31, 2022 the Company entered into several service agreements with terms of twelve months or greater. As March 31, 2023, the Company had prepaid expenses of \$24,543 relating to prepaid insurance and prepaid software.

NOTE 5 – LOAN RECEIVABLE – RELATED PARTY

On May 15, 2022, the Company entered into a loan agreement whereby the Company loaned \$1,000,000 to a related Company. The loan is interest free and was scheduled to mature on November 14, 2022, and its term was subsequently extended to November 2023. There are no indications the amounts are not collectible.

NOTE 6 - LEASES

During the year ended December 31, 2022, the Company entered into a lease for a location in California. The lease commenced on June 1, 2022 and is for a period of two years. The Company has accounted for the lease in accordance with ASC 842, Leases. Upon commencement of the lease, the Company recorded a right of use asset and lease liability for \$138,210. During the three months ended March 31, 2023, the Company recognized \$17,276 in amortization, \$2,122 in interest expense and made payments of \$18,900 on the lease liability. As at March 31, 2023, the right of use asset was \$80,623 and the lease liability was \$83,805.

Lease Liability principal payments – March 31, 2023	\$	88,200
Less imputed interest		4,395
Minimum payments		<u>92,595</u>

NOTE 7 – INVESTMENT – RELATED PARTY, AND ITS SUBSEQUENT RECISSION

On December 1, 2021, the Company entered into an agreement to purchase 20% of the issued and outstanding shares of Asia Hybrid Cryptocurrency Company Limited (“Asia Hybrid”) for \$2,000,000. As part of the agreement, Asia Hybrid was to develop and maintain a digital platform for use by the Company. The Company made the payment of \$2,000,000 in accordance with the agreement in December 2021.

On March 7, 2022, the Company entered a rescission agreement with Asia Hybrid, and a related party, whereby the original agreement between the Company and Asia Hybrid was rescinded effective December 1, 2021, and both party’s obligations under the agreement were terminated and the \$2,000,000 was repaid to the Company.

NOTE 8 – CAPITAL STOCK

Common Stock

During the three months ended March 31, 2022, Golden Ally received \$5,042,060 for stock subscriptions related to common stock.

On February 7, 2023, the Company issued 5,000,000 common shares as compensation to a consultant. The shares were valued at \$0.3490 per share, and resulted in \$1,745,000 in stock-based compensation expense.

The authorized capital stock consists of 10,000,000,000 shares of common stock at par value of \$0.00001. There were 7,408,561,902 and 7,403,561,902 common shares outstanding as of March 31, 2023 and December 31, 2022.

Preferred stock

On April 6, 2022, the Company amended the authorized shares of capital preferred stock to 1,000,000,000 with a par value of \$0.00001. All of such shares have been designated as Series A Preferred Stock and have a 10:1 voting right and are convertible to common stock at a ratio of 1:1.

On April 6, 2022, the Company issued 995,000,000 shares of Series A Preferred Stock in connection with the transaction effected pursuant to the SPA generally described in Note 1.

There were 1,000,000,000 and 1,000,000,000 shares of Series A preferred stock issued and outstanding as of March 31, 2023, and December 31, 2022.

On July 8, 2022, the Company merged its then sole subsidiary into the Company. Only the Company exists from this date.

NOTE 9 – RELATED PARTIES

During the year ended December 31, 2021, a related party paid expenses on behalf of the Company of \$5,000. As of March 31, 2023, the related party owed \$5,000.

During the year ended December 31, 2022, Golden Ally entered into an agreement with a company owned by a related party to develop and implement marketing strategies for Golden Ally’s products. During the three months ended March 31, 2023, Golden Ally paid \$170,000 per the terms of the agreement for marketing services to be provided.

During the three months ended March 31, 2023 and 2022, the Company incurred expenses of \$424,971 and \$nil, respectively, in wages and salaries to related parties. As of March 31, 2023 and December 31, 2022, amounts owed to related parties for wages and salaries were \$274,214, and \$nil.

See Note 5 for Loan Receivable – Related Party.

NOTE 10 – COMMITMENTS

Operating lease

During the year ended December 31, 2022, the Company entered into an agreement for office space in Texas. The agreement term is from January 19, 2022, to January 31, 2023 at a rate of \$332 per month. The lease has been accounted for as a short-term lease and rental payments expensed.

During the year ended December 31, 2022, the Company entered into a lease for a location in California. The initial term of the lease was four months ending on May 31, 2022. The base rent is \$5,970 per month. The lease was been accounted for as a short-term lease and rental payments expensed. The lease was renewed on June 1, 2022 and has been accounted for in accordance with ASC 842, Leases.

NOTE 11 – SUBSEQUENT EVENTS

In accordance with ASC 855-20, “Subsequent Events,” the Company has reviewed subsequent events through the date of the filing and has determined there are no subsequent events that require disclosure.

END OF FINANCIAL STATEMENTS

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

You should read the following discussion and analysis together with our financial statements and the notes to those statements included elsewhere in this Quarterly Report on Form 10-Q and other reports we filed with the Securities and Exchange Commission. This Quarterly Report on Form 10-Q contains statements that discuss future events or expectations, projections of results of operations or financial condition, trends in our business, business prospects and strategies and other “forward-looking” information. In some cases, you can identify “forward-looking statements” by words like “may,” “will,” “should,” “expects,” “plans,” “anticipates,” “believes,” “estimates,” “predicts,” “intends,” “potential” or “continue” or the negative of those words and other comparable words. These statements may relate to, among other things, our ability to implement and fund our business plan; expectations for our financial results, revenue, operating expenses and other financial measures in future periods; and the adequacy of our sources of liquidity to satisfy our working capital needs, capital expenditures, and other liquidity requirements.

April 2022 Reverse Merger (Purchase)

On February 28, 2022, Signet International Holdings, Inc. (“Signet”), Estate of Ernest W. Letiziano, Ms. Hope Hillabrand, and Mr. Thomas Donaldson (collectively, the “Controlling Shareholders”) and Golden Ally Lifetech Group Co., Ltd., a Delaware corporation (“Golden Ally”) entered into a Share Purchase and Exchange Agreement (the “SPA”).

Under the SPA, the Controlling Shareholders agreed to exchange their capital stock of Signet, consisting of 5,000,000 shares of Series A Convertible Super Preferred Stock (convertible into 50,000,000 common shares), 4,474,080 common shares, and \$375,000 cash for all the shares of Golden Ally (the “Purchase”).

The Purchase contemplated by the SPA was consummated on April 6, 2022. Immediately after the closing, the former stockholders of “Golden Ally Sub” collectively hold beneficially and of record over 99% of the total issued and outstanding equity securities and voting power of Signet. The Purchase resulted in Golden Ally becoming a subsidiary of Signet and the shareholders of Golden Ally holding shares of Signet.

In March 2022 Signet’s Board of Directors approved, among other things, an Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, subject to stockholder approval. Stockholder approval was obtained through written consent. On July 8, 2022, Golden Ally was merged with and into Signet and Signet’s name was from “Signet International Holdings, Inc.” to “Golden Ally Lifetech Group, Inc.” In this report references to “Golden Ally” or the “Company” refer to the operations and assets of the Company on a post-purchase basis.

Our Business

Golden Ally is focused on its Aquaporin (“AQP”) Bottled Water project, which is a derivative of an academic inspiration from the 2003 Nobel Laureates in Chemistry, Dr. Peter Agre and Dr. Roderick MacKinnon jointly, “for discoveries concerning channels in cell membranes”. Golden Ally has been working closely with experienced field experts and top scientific research institutions to apply the theory of aquaporins into its commercialized products, i.e., the AQP Bottled Water.

AQP Bottled Water is the product of a unique water filtration technology derived from raw materials with exclusive access by Golden Ally. The advanced technology can enhance water filtration for better body cell absorption. All AQP Bottled Water products are expected to be produced through OEM arrangements and their distribution logistics will also be supported by the OEM partners.

AQP Bottled Water is an epoch-making product. Golden Ally has been running laboratory tests on its products at the David Geffen School of Medicine at University of California, Los Angeles.

High-income households are Golden Ally’s targeted consumers due to a strong correlation between income level and health spending. The global consumer pool for AQP Bottled Water is estimated at 17.61 million households. These households represent the portion that has an annual household income of over \$150,000 USD, a level that can potentially support annual household spending on healthcare products.

Results of Operations

Overview

Golden Ally is a developmental stage company that is currently implementing its business plan, which is to be a start-up focused on a unique product offering. Our activities to date have focused on the development and exploration of water filtration technology and consumer products with AQP Bottled Water. We have been working with field experts and research institutions to apply and explore the ability to enhance water filtration for improved body cell absorption in commercialized water products. During the quarter ended March 31, 2023, the Company continued taking steps to implement its business plan, including taking actions under various agreements related to the production, marketing and distribution of its products, including under a Supplier Agreement with Taucoin Asset Management, LLC and a Strategic Alliance Agreement with Taucoin Asset Management, LLC.

Limited Operating History; Need for Additional Capital

We have had limited operations and have been issued a “going concern” opinion by our auditor for the year ended December 31, 2022, based on our lack of an established source of revenues sufficient to cover our operating costs and allow us to continue as a going concern. As of March 31, 2023, we have incurred a cumulative deficit of \$8,556,736. There is limited historical financial information about us upon which to base an evaluation of our performance. We have not generated any revenues from operations. We cannot guarantee that we will be successful in our business operations.

Our business is subject to risks inherent in the establishment of a new business enterprise, including limited capital resources, possible delays in developing our products and market downturns.

During the year ended December 31, 2022, Golden Ally received \$5,042,000 for stock subscriptions receivable related to its Common Stock. We expect to require further outside sources of liquidity and have no assurance that future financings will be available to us on acceptable terms, or at all. If financing is not available on satisfactory terms, we may be unable to continue, develop or expand our operations. Equity financing could result in additional dilution to existing shareholders. If we are unable to raise additional capital to maintain our operations in the future, we may be unable to carry out our business plans or we may be forced to cease operations.

Going Concern

Our financial statements have been prepared on a going concern basis which assumes Golden Ally will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. No revenues have been generated to date and we expect limited revenues.

Results of Operations

During the three months ended March 31, 2023, we did not generate any revenue. Our operating expenses for the three-month period ended March 31, 2023, were \$2,427,579, consisting primarily of professional fees and other expenses paid to continue to develop and implement marketing strategies for its products and wages and salaries for Company personnel. As a result, for the three months ended March 31, 2023, we incurred a loss from operations of \$2,427,579. During the three months ended March 31, 2022, we did not generate any revenue and our operating expenses for the three-month period ended March 31, 2022, were \$1,961,750, consisting primarily of professional fees and other expenses paid to continue to develop and implement marketing strategies for its products and wages and salaries for Company personnel. During the 2023 period our general and administrative expenses were significantly higher than in the 2022 period primarily as a result of stock-based compensation of \$1,745,000 resulting from the issuance of stock to a consultant during the first quarter of 2023. In the 2022 period our professional fees were significantly higher than during the 2023 period primarily as a result of various accounting, legal and other professional expenses we incurred as to negotiate and effect the transaction with Signet, including the reverse merger and Purchase generally described above.

Liquidity and Capital Resources

Working Capital and Cash Flows. Golden Ally used cash of \$665,138 for operating activities for the three months ended March 31, 2023. During the three month period ended March 31, 2022 Golden Ally used cash of \$2,331,764 for operating activities. Cash used in the 2023 period was primarily the result of a net loss of \$2,427,579 offset by non-cash stock-based compensation of \$1,745,000 and other changes in working capital, whereas during the 2022 period cash used for operating activities was primarily the result of a net loss of \$1,961,750, and a change in prepaids of \$389,867.

On January 3, 2022, Golden Ally entered into an agreement with a company owned by a related party, Taucoin Asset Management LLC, to develop and implement marketing strategies for its products and paid \$1,000,000 on January 12, 2022, per the terms of the agreement for services, and subsequently another \$200,000 was paid.

On January 18, 2022, Golden Ally entered into an agreement for legal services. In January 2022, Golden Ally paid \$500,000 as a retainer to the legal service provider.

Golden Ally has a lease for an office in Texas for one year at \$332 per month. During the year ended December 31, 2022, the Company also entered into a lease for a location in California. The initial term of the lease was four months ending on May 31, 2022. The lease was renewed on June 1, 2022, and the base rent is currently \$6,300 per month.

During the three months ended March 31, 2023 the Company paid a related party, Taucoin Asset Management LLC, additional amounts of \$170,000 to develop and implement marketing strategies for Company products.

Off-Balance Sheet Arrangements

We do not have any 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 that is material to investors.

Critical Accounting Policies

Our financial statements and related public financial information are based on the application of accounting principles generally accepted in the United States (“GAAP”). GAAP requires the use of estimates; assumptions, judgments and subjective interpretations of accounting principles that affect the reported amounts of assets and liabilities, revenues and expenses and related disclosures in our financial statements. We had no critical accounting policies for the year ended December 31, 2022, or for the quarter ended March 31, 2023.

We have other key accounting policies, which involve the use of estimates, judgments and assumptions that are significant to understanding our results, which are summarized in Note 3 to our financial statements. Although we believe that our estimates, judgments and assumptions are reasonable, they are based upon information presently available. Actual results may differ from those estimates.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide the information under this item.

Item 4. Controls and Procedures

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our periodic reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC, and that such information is collected and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Our Chief Executive Officer and Chief Financial Officer are responsible for establishing and maintaining disclosure controls and procedures for our Company. In designing and evaluating our disclosure controls and procedures, management recognizes that no matter how well conceived and operated, disclosure controls and procedures can provide only reasonable, not absolute, assurance that the objectives of the disclosure controls and procedures are met.

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, carried out an evaluation of the effectiveness of our “disclosure controls and procedures” (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of the end of the period covered by this Quarterly Report on Form 10-Q (the “Evaluation Date”). Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of the Evaluation Date, our disclosure controls and procedures were not effective to provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Exchange Act (i) is recorded, processed, summarized and reported, within the time periods specified in the SEC rules and forms and (ii) is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosures.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended March 31, 2023 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II.

Item 1. Legal Proceedings

None.

Item 1A. Risk Factors

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide the information under this item.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

On February 7, 2023, the Company issued 5,000,000 common shares to a consultant in consideration for services. The shares were issued to a single investor in a private transaction pursuant to the exemption from registration afforded by Section 4(a)(2) under the Securities Act of 1933, as amended.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

<u>EXHIBIT NO.</u>	<u>DESCRIPTION</u>
31.1*	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1**	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2**	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted in Inline XBRL and contained in Exhibit 101)

* *Furnished herewith.*

** *The certifications attached as Exhibits 32.1 and 32.2 that accompanies this Quarterly Report on Form 10-Q are not deemed filed with the Securities and Exchange Commission and are not to be incorporated by reference into any filing of Registrant under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Quarterly Report on Form 10-Q, irrespective of any general incorporation language contained in such filing.*

+ *Certain portions of this agreement have been omitted because such information is not material and is the type that the registrant treats as private or confidential.*

SIGNATURES

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.

Date: May 15, 2023

GOLDEN ALLY LIFETECH GROUP, INC.

By: /s/ Oliver Keren Ban

Oliver Keren Ban, Chief Executive Officer and President (Principal Executive Officer), Secretary, Treasurer, and Director

By: /s/ Tak Yiu Cheng

Tak Yiu Cheng, Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)

**CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Oliver Keren Ban, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Golden Ally Lifetech Group, Inc. for the quarter ended March 31, 2023;
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 subsidiaries, 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;
5. The registrant's other certifying officer and I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditor 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: May 15, 2023

GOLDEN ALLY LIFETECH GROUP, INC.

By: /s/ Oliver Keren Ban

Oliver Keren Ban, Chief Executive Officer (Principal Executive Officer) and Director

**CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Tak Yiu Cheng, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Golden Ally Lifetech Group, Inc. for the quarter ended March 31, 2023;
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 subsidiaries, 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;
5. The registrant's other certifying officer and I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditor 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: May 15, 2023

GOLDEN ALLY LIFETECH GROUP, INC.

By: /s/ Tak Yiu Cheng

Tak Yiu Cheng, Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)

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

In connection with the Quarterly Report of Golden Ally Lifetech Group, Inc. (the "Company") on Form 10-Q for the period ended March 31, 2023, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the Company's Chief Executive Officer, Oliver Keren Ban, certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 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: May 15, 2023

GOLDEN ALLY LIFETECH GROUP, INC.

By: /s/ Oliver Keren Ban

Oliver Keren Ban, Chief Executive Officer (Principal Executive Officer) and Director

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

In connection with the Quarterly Report of Golden Ally Lifetech Group, Inc. (the "Company") on Form 10-Q for the period ended March 31, 2023, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the Company's Chief Financial Officer, Tak Yiu Cheng, certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 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: May 15, 2023

GOLDEN ALLY LIFETECH GROUP, INC.

By: /s/ Tak Yiu Cheng

Tak Yiu Cheng, Chief Financial Officer (Principal Financial Officer and
Principal Accounting Officer)
