

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 **June 30, 2021**

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

For the transition period from _____ to _____

Commission File Number: **0-29651**

OCULUS VISIONTECH INC.

(Exact name of registrant as specified in its charter)

Wyoming

(State or Other Jurisdiction of
Incorporation or Organization)

06-1576391

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

Suite 507 - 837 West Hastings Street, Vancouver, BC, Canada, V6C 3N6

(Address of principal executive offices) (Zip code)

(604) 685-1017

(Registrant's telephone number, including area code)

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, 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

Accelerated filer

Non-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 is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

As at August 4, 2021, there were 91,422,569 shares of the registrant's common stock outstanding.

[Table of Contents](#)

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

Title of Each Class	Trading Symbol(s)	Name of each exchange on which registered
Common		
Common stock - no par value	OVTZ	Over The Counter Bulletin Board
Preferred stock - no par value	N/A	N/A
Common stock - no par value	OVT	TSX Venture Exchange
Common stock - no par value	USF1	Frankfurt Stock Exchange

TABLE OF CONTENTS

PART I – FINANCIAL INFORMATION

	Forward Looking Statements	4
Item 1.	Financial Statements	6
	Condensed Interim Consolidated Balance Sheets	6
(A)	Condensed Interim Consolidated Statements of Operations	7
(B)	Condensed Interim Consolidated Statements Of Stockholders' Equity (Deficiency)	8
(C)	Condensed Interim Consolidated Statements of Cash Flows	9
(D)	Notes to Condensed Interim Consolidated Financial Statements	10
Item 2.	(E) Management's Discussion and Analysis of Financial Condition and Results of Operations	13
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	17
Item 4.	Controls and Procedures	17

PART II – OTHER INFORMATION

Item 1.	Legal Proceedings	18
Item 1A.	Risk Factors	18
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	18
Item 3.	Defaults Upon Senior Securities	18
Item 4.	Mine Safety Disclosure	18
Item 5.	Other Information	18
Item 6.	Exhibits	18

FORWARD LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements. All statements other than statements of historical fact are “forward-looking statements” for the purposes of this Quarterly Report on Form 10-Q. In some cases, you can identify these statements by forward-looking words such as “plan”, “may”, “will”, “expect”, “intend”, “anticipate”, “believe”, “estimate” and “continue” or similar words. Forward-looking statements are statements that are not historical facts, and include, but are not limited to:

- statements regarding our products and services, including:
 - our digital watermarking technology and Cloud-based document protection system;
 - our data privacy and data protection services and solutions; o our technology, our cash needs, including our ability to fund our future capital expenditures and working capital requirements;
 - our expectations regarding competition and growth in our sector; o the future sources and availability of additional funding; and
 - the effect of funding arrangements on projects and products.

You should read statements that contain these words carefully because they discuss future expectations and plans, which contain projections of future results of operations or financial condition or state other forward-looking information. We believe that it is important to communicate future expectations to investors. However, there may be events in the future that we are not able to accurately predict or control. Accordingly, we do not undertake any obligation to update any forward-looking statements for any reason, even if new information becomes available or other events occur in the future, except as required by law.

Forward-looking statements are based on current expectations about future events affecting the Company and are subject to uncertainties and factors that affect all business operating in a global market as well as matters specific to the Company. These uncertainties and factors are difficult to predict, and many of them are beyond the Company’s control. Factors to consider when evaluating these forward-looking statements include, but are not limited to:

- the impact of pandemics;
- the Company’s limited operating history makes it difficult to evaluate its business and prospects;
- the Company has incurred substantial losses and expects to incur losses in the future and may never achieve profitability;
- if the Company is unable to obtain substantial additional financing, it may not be able to remain in business;
- the Company’s operating results in future periods are expected to be subject to significant fluctuations, which would likely affect the trading price of the Company’s common shares;
- the data privacy and data protection markets are highly competitive, and the Company’s failure to successfully compete will limit its ability to attain, retain and increase its market share;
- the document protection market is highly competitive, and the Company’s failure to compete successfully would limit its ability to retain and increase its market share;
- the video digital watermarking business is highly competitive, and the Company’s failure to compete successfully would limit its ability to retain and increase its market share;
- the Company is subject to rapid technological change, which could render its products and services obsolete;
- the Company is dependent upon vendors and other third-party service providers and will be competing with some of these companies;
- the Company’s services are technically complex and it may not be able to prevent defects that could decrease their market acceptance, result in product liability or harm its reputation;
- any loss of the Company’s personnel or inability to acquire new personnel could harm its business;
- failure to maintain effective internal controls in accordance with Section 404 of the Sarbanes-Oxley Act could have material adverse effect on the Company’s business and operating results and shareholders could lose confidence in the Company’s financial reporting;
- the Company does not currently have any paying customers;
- the Company’s business may suffer if it cannot protect its intellectual property;
- the Company’s products may infringe the intellectual property rights of others, causing the Company to incur significant costs or prevent us from licensing its products;
- the Company’s success depends on the continued growth in demand for e-business applications;
- government regulation and legal uncertainties could add additional costs and risks to doing business on the Internet;
- the Company’s share price has been and could be highly volatile, which could result in substantial losses to investors;
- the Company has not paid cash dividends in the past and does not expect to pay cash dividends in the foreseeable future.

[Table of Contents](#)

Any return on investment may be limited to the value of the Company's common shares;

- securities analysts may not initiate coverage or continue to cover the Company's common shares, and this may have a negative impact on its market price;
- anti-takeover provisions in our charter documents could prevent or delay a change in control of the Company; LEGAL_36260802.1
- the Company intends to issue additional equity securities, which may dilute the interests of current shareholders or carry rights or preferences senior to the common shares;
- the exercise of options and warrants and other issuances of common shares or securities convertible into or exercisable for common shares will dilute the ownership interest of the Company's current shareholders and may adversely affect the future market price of the Company's common shares;
- limited liability of executive officers and directors may discourage shareholders from bringing a lawsuit against them;
- requirements of the SEC with regard to low-priced "penny stocks" may adversely affect the ability of shareholders to sell their shares in the secondary market;
- the Company does not anticipate paying dividends to shareholders in the foreseeable future;
- the Company may be exposed to adverse currency exchange rate fluctuations, which could harm the Company's financial results and cash flows;
- service outages and disruption of the Company's infrastructure may harm the Company and adversely impact business operations and injure reputation;
- security vulnerabilities in the Company's products and services or any breach of the Company's security measures may injure its reputation and disrupt the Company's business;
- the financial reporting obligations of being a public company in the United States are expensive, time consuming, and may place significant demands on the Company's management; and
- the Company's failure to manage or adequately address any one or more of these risks could result in the business suffering a material adverse effect.

The Company believes the items outlined above are important factors that could cause estimates included in its financial statements to differ materially from the actual results and those expressed in a forward-looking statement made in this report or elsewhere by the Company or on its behalf. The Company has discussed these factors in more detail under "Risk Factors" in its Annual Report on Form 10-K for the fiscal year ended December 31, 2020 and other periodic reports filed with the United States Securities and Exchange Commission ("SEC"). Accordingly, to the extent that this quarterly report contains forward-looking statements regarding the financial condition, operating results, business prospects or any other aspect of the Company, please be advised that the Company's actual financial condition, operating results and business performance may differ materially from that projected or estimated by the Company in forward-looking statements. We do not intend to update our description of important factors each time a potential important factor arises, except as required by applicable securities laws and regulations. We advise our shareholders that they should (i) be aware that factors not referred to above could affect the accuracy of the Company's forward-looking statements and (ii) use caution when considering the Company's forward-looking statements.

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements.

OCULUS VISIONTECH INC. AND SUBSIDIARY
CONDENSED INTERIM CONSOLIDATED BALANCE SHEETS
(Stated in US Dollars)
(Unaudited)

	June 30,	December 31,
	2021	2020
	(unaudited)	(audited)
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 3,062,944	\$ 490,190
Prepaid expenses and other current assets	12,862	6,082
Total Assets	\$ 3,075,806	\$ 496,272
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Accounts payable and accrued expenses	\$ 59,311	\$ 32,329
Accounts payable and accrued expenses - related parties	135,759	135,738
Total current liabilities	195,070	168,067
Commitments and Contingencies	-	-
Stockholders' Equity:		
Preferred stock - no par value; authorized 250,000,000 shares, none issued		
Common stock and additional paid-in capital - no par value; authorized 500,000,000 shares, issued and outstanding 91,422,569 and 86,522,569	47,503,149	44,073,257
Commitment to issue shares	414,128	414,128
Accumulated deficit	(45,036,541)	(44,159,180)
Stockholders' equity	2,880,736	328,205
Total Liabilities and Stockholders' Equity	\$ 3,075,806	\$ 496,272

SEE ACCOMPANYING NOTES

OCULUS VISIONTECH INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF OPERATIONS
(Stated in US Dollars)
(Unaudited)

	For the three months ended June 30,		For the six months ended June 30,	
	2021	2020	2021	2020
Revenue	\$ -	\$ -	\$ -	\$ -
Expenses:				
Consulting	24,021	12,000	24,021	12,000
Research and development	147,445	35,333	280,169	36,910
Selling, general and administrative	122,119	37,084	205,525	108,842
Stock-based compensation (Note 7)	190,156	-	367,646	-
Total expenses	483,741	84,417	877,361	157,752
Loss from operations	(483,741)	(84,417)	(877,361)	(157,752)
Other income				
Interest income	-	-	-	96
	-	-	-	96
Net loss	\$ (483,741)	\$ (84,417)	\$ (877,361)	\$ (157,656)
Net loss per share - basic and diluted	\$ (0.01)	\$ (0.00)	\$ (0.01)	\$ (0.00)
Weighted average number of common shares outstanding – basic and diluted	90,357,352	71,897,568	88,482,569	67,022,568

SEE ACCOMPANYING NOTES

OCULUS VISIONTECH INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Stated in US Dollars)
(Unaudited)

	Common Stock and Additional Paid in Capital		Commitment to Issue Shares	Accumulated Deficit	Stockholders' Equity
	Shares	Amount			
Balance at January 1, 2020	67,022,568	\$ 41,634,999	\$ -	\$ (41,386,696)	\$ 248,303
Sale of common stock	7,000,001	773,038	-	-	773,038
Shares issued for asset acquisition	12,500,000	1,380,427	-	-	1,380,427
Contingent consideration	-	-	414,128	-	414,128
Net loss	-	-	-	(157,656)	(157,656)
Balance at June 30, 2020	86,522,569	\$ 43,788,464	\$ 414,128	\$ (41,544,352)	\$ 2,658,240
Balance at January 1, 2021	86,522,569	\$ 44,073,257	\$ 414,128	\$ (44,159,180)	\$ 328,205
Sale of common stock	4,900,000	3,098,616	-	-	3,098,616
Share issuance costs – cash	-	(36,370)	-	-	(36,370)
Share-based compensation	-	367,646	-	-	367,646
Net loss	-	-	-	(877,361)	(877,361)
Balance at June 30, 2021	91,422,569	\$ 47,503,149	\$ 414,128	\$ (45,036,541)	\$ 2,880,736

OCULUS VISIONTECH INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Stated in US Dollars)
(Unaudited)

Six months ended June 30,	2021	2020
Cash flows from operating activities:		
Net loss	\$ (877,361)	\$ (157,656)
Add back non-cash share-based compensation	367,646	-
Adjustments to reconcile net loss to net cash used in operating activities:		
Changes in operating assets and liabilities:		
Decrease in prepaid expenses and other current assets	(6,780)	(1,804)
Decrease (increase) in accounts payable and accrued expenses	26,982	(718)
Decrease (increase) in accounts payable and accrued expenses due to related parties	21	(240,071)
Net cash used in operating activities	(489,492)	(400,249)
Cash flows from operating activities:		
Cash acquired on asset acquisition	-	114,169
Net cash provided by investing activities	-	114,169
Cash flows from operating activities:		
Proceeds from sale of common stock	3,098,616	773,038
Share issuance costs	(36,370)	-
Net cash provided by financing activities	3,062,246	773,038
Net decrease in cash and cash equivalents	2,572,754	486,958
Cash and cash equivalents at beginning of period	490,190	382,452
Cash and cash equivalents at end of period	\$ 3,062,944	\$ 869,410
Supplemental disclosures of cash flow information:		
Cash paid during the period for interest	\$ -	\$ -
Cash paid during the period for income taxes	\$ -	\$ -
<i>Non-cash financing and investing activities</i>		
Common stock issued on acquisition	\$ -	\$ 1,380,427
Intangible acquired on acquisition	\$ -	\$ (1,966,939)
Warrants issued on acquisition	\$ -	\$ 414,128
Account payable acquired on acquisition	\$ -	\$ 172,384
	\$ -	\$ -

SEE ACCOMPANYING NOTES

OCULUS VISIONTECH INC. AND SUBSIDIARY**NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS****June 30, 2021 and 2020****(Stated in US Dollars)****(Unaudited)****1. BASIS OF PRESENTATION AND BUSINESS**

These unaudited condensed interim consolidated financial statements should be read in conjunction with the annual financial statements for Oculus VisionTech Inc. ("Oculus" or the "Company") most recently completed fiscal year ended December 31, 2020. These unaudited condensed interim consolidated financial statements do not include all disclosures required in annual financial statements, but rather are prepared in accordance with recommendations for interim financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP"). These unaudited condensed interim consolidated financial statements have been prepared using the same accounting policies and methods as those used by the Company in the annual audited financial statements for the year ended December 31, 2020, except when disclosed below.

The accompanying condensed interim consolidated financial statements include the accounts of Oculus and its wholly-owned subsidiaries, OCL Technologies Corp. (from the date of acquisition, Note 6). All intercompany balances and transactions have been eliminated upon consolidation. In the opinion of the management, all adjustments (consisting of normal recurring accruals) considered necessary for fair presentation have been included. The results for the interim periods are not necessarily indicative of the results that may be attained for an entire year or any future periods. For further information, refer to the Financial Statements and footnotes thereto in the Company's annual report on Form 10-K for the fiscal year ended December 31, 2020.

Oculus VisionTech, Inc. (the "*Company*") is a designer of digital watermarking services and solutions. At June 30, 2021 and fiscal 2020, substantially all of the Company's assets and substantially all its operations are located and conducted in the United States and Canada.

2. GOING CONCERN

The accompanying condensed interim consolidated financial statements have been prepared assuming the Company will continue as a going concern. As shown in the financial statements, the Company has incurred a loss of \$877,361 for the six month period ended June 30, 2021 and, in addition the Company incurred losses of \$2,772,484 and \$192,865 for the year ended December 31, 2020 and 2019. As of June 30, 2021, the Company had an accumulated deficit of \$45,036,541 and a working capital of \$2,880,736. These conditions raise doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to generate sufficient cash flow to meet its obligations as they come due which management believes it will be able to do. To date, the Company has funded operations primarily through the issuance of common stock and warrants to outside investors and the Company's management. The Company believes that its operations will generate additional funds and that additional funding from outside investors and the Company's management will continue to be available to the Company when needed. The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classifications of liabilities that might be necessary in the event the Company cannot continue as a going concern.

3. PREPAID EXPENSES AND OTHER CURRENT ASSETS

Prepaid expenses and other current assets consist of the following:

	June 30, 2021	December 31, 2020
Prepaid expenses	\$ 7,500	\$ 1,030
Tax Receivable – Canadian GST	5,362	5,052
	\$ 12,862	\$ 6,082

[Table of Contents](#)

4. ACCOUNTS PAYABLE AND ACCRUED EXPENSES

Accounts payable and accrued expenses consist of the following:

	June 30, 2021	December 31, 2020
Accounts payable	\$ 59,311	\$ 16,670
Accrued fees and expenses	-	15,659
	\$ 59,311	\$ 32,329

Accounts payable and accrued expenses – related parties consist of accounts payable for research and development, advances and accrued interest on related party debt.

5. ACQUISITION OF COMPLYTRUST INC. (FORMERLY OCL TECHNOLOGIES CORP.)

During the year ended December 31, 2020, the Company acquired a 100% interest in ComplyTrust Inc. (formerly OCL Technologies Corp.) (“CTI”) by issuing 12,500,000 shares with a fair value of \$1,380,427 and contingent consideration consisting of 12,500,000 non-transferable warrants with a fair value of \$414,128. The transaction does not meet the definition of a business as defined in ASC 805-10. As a result, the acquisition of CTI has been accounted for as an asset acquisition, whereby all of the assets acquired and liabilities assumed are assigned a carrying amount based on their relative fair values. Upon closing of the transaction, CTI became a subsidiary of the Company. The net assets acquired pursuant to the acquisition are as follows:

Purchase Price	
Issuance of 12,500,000 shares	\$ 1,380,427
Contingent consideration – warrants	414,128
Transaction costs	54,532
Total Purchase Price	\$ 1,849,087

Contingent consideration consists of 12,500,000 non-transferable warrants that are exercisable into 12,500,000 common shares if certain criteria are met at an exercise price of \$0.001 for a period of five years from the date of issuance expiry June 4, 2025. No share purchase warrants are exercisable until specific performance criteria have been met. Such criteria being 1) revenue sales projections per CTI’s 5 year proformas, or 2) listing on a major US exchange, or 3) change of control. The Company has estimated the fair value of the contingent consideration to be \$414,128.

Purchase Price Allocation	
Cash	\$ 114,169
Accounts payable and due from related party	(232,021)
Intangible asset	1,966,939
Total Purchase Price	\$ 1,849,087

During the year ended December 31, 2020, the Company impaired the intangible asset resulting an expense on the consolidated statement of operations of \$1,966,939.

[Table of Contents](#)

6. COMMON STOCK

The Company has one class of no par value common stock with 500,000,000 authorized shares 91,422,569 and 86,522,569 outstanding on June 30, 2021 and December 31, 2020, respectively.

On June 5, 2020, the Company issued 12,500,000 shares at a value of \$0.15 CAD per share pursuant to the acquisition of OCL Technologies Corp.

On June 5, 2020, the Company issued 7,000,001 shares to investors, including 1,766,667 common shares to a consultant and directors at \$0.15 CAD per share.

On June 14, 2021, the Company closed a non-brokered private placement financing of 4,900,000 units of the Company at a price of CAD\$0.80 per unit for gross proceeds of \$3,920,000CAD (\$3,098,616). Each unit consisted of one common share of the Company and one common share purchase warrant, with each warrant entitling the holder to acquire one additional common share of the Company at an exercise price of \$1.00CAD for a period of 24 months from the date of closing. The expiry date of the warrants may be accelerated at the Company's discretion if, the closing price of the Shares on the TSX Venture Exchange is equal to or greater than \$2.50CAD for a minimum of ten consecutive trading days and a notice of acceleration is provided in accordance with the terms of the warrant. In connection to the private placement, the Company paid \$45,500CAD (\$36,370) as share issuance costs.

7. STOCK OPTIONS

During the period ended June 30, 2021 and year ended December 31, 2020, the Company adopted a Rolling Stock Option Plan. Up to 10% of the Company's issued and outstanding common shares may be reserved for granting of stock options.

During the period ended June 30, 2021, the Company:

i) granted 500,000 stock options to consultants, exercisable into 500,000 shares at an exercise price of \$1.20CAD and an expiry date of January 29, 2024. The options have a fair value of \$424,300CAD, calculated using the Black-Scholes option pricing model using the following inputs (i) Volatility of 125%; (ii) Term of 3 years; (iii) Discount rate of 0.14%; (iv) Dividend rate of Nil; and (v) market stock price of \$1.18. The options vest 20% every 6 months starting July 29, 2021. During the period ended June 30, 2021, the Company recorded \$162,055CAD (\$130,313) of stock-based compensation relating to the vesting period.

i) granted 375,000 stock options to consultants, exercisable into 375,000 shares at an exercise price of \$0.80CAD and an expiry date of June 10, 2024. The options have a fair value of \$211,700CAD, calculated using the Black-Scholes option pricing model using the following inputs (i) Volatility of 120.80%; (ii) Term of 3 years; (iii) Discount rate of 0.25%; (iv) Dividend rate of Nil; and (v) market stock price of \$0.8000CAD. The options vest 20% every 6 months starting December 10, 2021. During the period ended June 30, 2021, the Company recorded \$10,580CAD (\$8,611) of stock-based compensation relating to the vesting period.

During the year ended December 31, 2020, the Company:

i) granted 3,600,000 stock options to consultants, directors and officers exercisable into 3,600,000 shares at an exercise price of \$0.35CAD and an expiry date of July 21, 2023. The options have a fair value of \$909,900CAD, calculated using the Black-Scholes option pricing model using the following inputs (i) Volatility of 125%; (ii) Term of 3 years; (iii) Discount rate of 0.27%; (iv) Dividend rate of Nil; and (v) market stock price of \$0.35. The options vest 20% every 6 months starting January 21, 2020. During the year ended December 31, 2020, the Company recorded \$369,597CAD (\$283,307) of stock-based compensation relating to the vesting period. During the period ended June 30, 2021, the Company recorded \$252,167CAD (\$201,934) of stock-based compensation relating to the vesting period.

ii) granted 250,000 stock options to consultants, directors and officers exercisable into 250,000 shares at an exercise price of \$0.45CAD and an expiry date of December 21, 2023. The options have a fair value of \$75,800CAD, calculated using the Black-Scholes option pricing model using the following inputs (i) Volatility of 125%; (ii) Term of 3 years; (iii) Discount rate of 0.02%; (iv) Dividend rate of Nil; and (v) market stock price of \$0.425. The options vest 20% every 6 months starting June 21, 2021. During the year ended December 31, 2020, the Company recorded \$1,899CAD (\$1,486) of stock-based compensation relating to the vesting period. During the period ended June 30, 2021, the Company recorded \$33,329CAD (\$26,788) of stock-based compensation relating to the vesting period.

8. COVID-19

In early 2020, a coronavirus that causes COVID-19 emerged globally, which is currently affecting the global economies and has a resulting effect on the Company. Therefore, while the Company expects this matter to negatively impact the Company's financial

condition, results of operations, or cash flows, the extent of the financial impact and duration cannot be reasonably estimated at this time.

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

FORWARD-LOOKING STATEMENTS AND SUPPLEMENTARY DATA

The following discussion should be read in conjunction with our condensed interim financial statements and other financial information appearing elsewhere in this quarterly report. In addition to historical information, the following discussion and other parts of this quarterly report contain forward-looking statements under applicable securities laws. You can identify these statements by forward-looking words such as "plan", "may", "will", "expect", "intend", "anticipate", "believe", "estimate" and "continue" or similar words. Forward-looking statements are statements that are not historical facts, and include, but are not limited to, statements regarding our products and services, including our digital watermarking technology and Cloud-based document protection system, our data privacy and data protection services and solutions, our technology, our cash needs, including our ability to fund our future capital expenditures and working capital requirements, and our expectations regarding competition and growth in our sector, are forward looking statements, the future sources and availability of additional funding, and the effect of funding arrangements on projects and products. You should read statements that contain these words carefully because they discuss future expectations and plans, which contain projections of future results of operations or financial condition or state other forward-looking information. We believe that it is important to communicate future expectations to investors. However, there may be events in the future that we are not able to accurately predict or control. Accordingly, we do not undertake any obligation to update any forward-looking statements for any reason, even if new information becomes available or other events occur in the future, except as required by law.

The forward-looking statements included herein are based on current expectations that involve a number of risks and uncertainties set forth under "Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2020 and other periodic reports filed with the United States Securities and Exchange Commission ("SEC"). Accordingly, to the extent that this quarterly report contains forward-looking statements regarding the financial condition, operating results, business prospects or any other aspect of the Company, please be advised that the Company's actual financial condition, operating results and business performance may differ materially from that projected or estimated by the Company in forward-looking statements.

OVERVIEW OF THE COMPANY

Oculus VisionTech Inc. (OVTZ) is a Canadian-based development-stage technology company focused on cyber security, data privacy and data protection solutions for Enterprise business customers. Headquartered in Vancouver, British Columbia, Canada, the company was originally founded by image processing experts and is operated by experienced leadership. Currently, OVTZ is expanding and investing in a suite of new data protection and data privacy security products that will revolutionize CCPA, GDPR, LGPD and other data privacy legislation compliance for both data subjects and data controllers worldwide. Our mission is innovation of viable software tools that enable intelligent automated solutions for public cloud customer services and needs specific to data privacy and data protection for individuals, organizations and their customers worldwide, through a vision of mutually trusted data compliance.

Our Forget-Me-Yes® data privacy product is a Software-as-a-Service (SaaS) platform developed to specifically address the global 'Right-to-be-Forgotten' (RtbF) and Right-of-Erase (RoE) legal components of Brazil's LGPD, Europe's GDPR, California Consumer Privacy Act (CCPA), Nevada SB220, and Washington Privacy Act (WPA) regulatory compliance. Additional new data protection software tools are being developed to address public cloud data governance compliance globally. Our Cloud Document Protection System (Cloud-DPS) technology leverages our digital watermarking technology enabling OVTZ to offer a SaaS-based document management platform for tamper-proof document authentication and protection. Historically, we have used our digital watermarking technology for streaming video content distribution based on embedded digital watermarking, as well as video-on-demand (VOD) systems, services and source-to-destination digital media delivery solutions that allow live or recorded digitized and compressed video to be transmitted through Internet, intranet, satellite or wireless connectivity.

We were incorporated on April 18, 1986, as "First Commercial Financial Group Inc." in the Province of Alberta, Canada. In 1989, our name was changed to "Micron Metals Canada Corp.", which purchased 100% of the outstanding shares of USA Video Inc., a Texas corporation, in order to focus on the digital media business. In 1995, we changed our name to "USA Video Interactive Corp." and continued out of the Province of Alberta into the State of Wyoming. At a shareholders meeting held on December 30, 2011, a resolution was passed to change our name to "Oculus VisionTech Inc." and to alter our share capital by way of a reverse stock split (share consolidation) on the basis of fifteen old common shares for one new common share. On January 25, 2012, we changed our name to "Oculus VisionTech Inc." In June 2020, OVTZ acquired OCL Technologies Inc. (OCL), a Delaware corporation data privacy software development startup based in San Diego, California. As a 100% wholly-owned subsidiary of OVTZ and to better align with customer and market focus, OCL has completed a corporate name change to ComplyTrust® Inc. (CTI) on January 21, 2021. All OCL references throughout this document are synonymous with the new name change, CTI.

Our executive and corporate headquarter offices are located at Suite 507, 837 West Hastings Street, Vancouver, British Columbia, Canada, V6C 3N6. Our telephone number is 1-800-684-0183 and our facsimile number is 604-685-5777. Our email address is contact@ovtz.com and our website is www.ovtz.com. Our common shares are listed for trading on the TSX Venture Exchange (TSX.V – OVT, OTCQB – OVTZ, FSE – USF1). 13

[Table of Contents](#)

BUSINESS OBJECTIVES:

In this age of digital transformation, data monetization, IoT, and massive data migration to converged hyperscale, geo-disbursed Cloud infrastructure and workloads, data protection and data privacy have taken center stage. GDPR, LGPD, CCPA, and many other new international (China, India) and upcoming US data privacy regulations enable individuals and organizations the right to access and request deletion of all personal information for a given data subject. In our ever increasing Everything-as-a-Service world, OVTZ recognizes the need for global cloud-native data privacy and data protection solutions that are multi-cloud platform-ready and can augment both existing legacy and newer agile-driven architectures. OVTZ is building modular microservices-based software solutions and services for both hybrid on-premise and multi-cloud data management that incorporate automated malware, privacy and ransomware scanning, reporting and visualization.

Our new Forget-Me-Yes® (FMY) Software-as-a-Service (SaaS) data privacy solution is a highly-secure, Zero-Knowledge platform providing a single-source capability of continuous ‘right-to-be-forgotten’ (RtbF) and ‘right-of-erase’ (RoE) privacy compliance by incorporating automated policy-driven re-query services. FMY guarantees a Data Subject’s requested RtbF/RoE data remains ‘forgotten’ over the life of their FMY subscription. FMY incorporates hybrid envelope encryption technology that ensures all User Interface, data-in-transit and data-at-rest remain secure and can only be accessed by the subscriber. With a cloud-native architecture, the FMY functionality can be utilized as either a complete turnkey SaaS subscription platform, or individually licensed for seamless integration with existing 3rd. party applications and data privacy platforms.

Our new ComplyTrust® Software-as-a-Service Suite (CTSS) is a set of software tools specifically designed to address cloud-native data management and regulatory compliant data governance. CTSS will help to remove enterprise organizational barriers and blockers to further enable successful cloud migration and deployment that benefit the cloud infrastructure providers, enterprise organizations, and users collectively. The first CTSS product to be released is the ComplyScan™ backup compliance reporting tool, which helps to automate and visualize cloud data backup compliance reporting across accounts, regions and services based on a variety of user-definable and data driven metrics.

OVTZ had recognized that cloud-based, digital document security/protection products were a potentially viable business opportunity for the Company that allowed us to apply our proprietary real-time digital video watermarking technology, originally developed for studios and networks in the entertainment industry, to the digital document security/protection market. Cloud-DPS secures and protects digital documents (including text documents, photos, blueprints, etc.) from any modification, and/or attempted forgery by imperceptibly watermarking documents, using real-time image processing and watermarking algorithms, embedded into a secured/protected copy of a document. This authentication and verification process ensures the integrity of the original digital document.

Our near-term business objectives for the above:

1. Execute our new go-to-market strategy to introduce and demonstrate the Forget-Me-Yes® and CTSS ComplyScan™ solutions into the Amazon Web Services (AWS), Salesforce, Shopify and other applicable data compliance-centric market segments;
2. Gain industry acceptance and recognition for the architectural and business differentiators of the company products;
3. Begin to generate sales and support revenues in FY21;
4. Patent and license new technology developed within the corporate research and development program;
5. Re-evaluate the current potential Cloud-DPS addressable market and underlying architecture to determine next steps in the product evolution. The limited market adoption and lack of revenues indicate the need for an updated Cloud-DPS strategy that could include AI/ML capabilities and become a potential future component/plugin within the CTSS toolset.

CRITICAL ACCOUNTING POLICIES (AND ESTIMATES)

Our discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, we evaluate these estimates, including those related to customer programs and incentives, bad debts, inventories, investments, intangible assets, income taxes, warranty obligations, impairment or disposal of long-lived assets, contingencies and litigation. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

We have identified the policies below as critical to our business operations and to the understanding of our financial results. The impact and any associated risks related to these policies on our business operations is discussed throughout management’s discussion and analysis of financial condition and results of operations where such policies affect our reported and expected financial results:

- Revenue recognition;

[Table of Contents](#)

- Impairment or disposal of long-lived assets;
- Deferred taxes;
- Accounting for stock-based compensation; and
- Commitments and contingencies.

Revenue Recognition. In May 2014, the Financial Accounting Standards Board issued Accounting Standards Update No. 2014-09, *Revenue from Contracts with Customers (Topic 606)* ("ASC 606"). This guidance outlines a single, comprehensive model for accounting for revenue from contracts with customers to depict the transfer of control over a product to a customer. The guidance's core principle is that the Company will recognize revenue when it transfers control over promised goods or services to customers in an amount that reflects consideration to which the Company expects to be entitled in exchange for those goods or services.

Under ASC 606, a performance obligation is a promise in a contract with a customer to transfer a distinct good or service to a customer. The Company's contracts with customers typically contain a single performance obligation. A contract's transaction price is allocated to its distinct performance obligation and recognized as revenue when, or as, the performance obligation is satisfied. If there are multiple performance obligations within a contract, the Company allocates the transaction price to each performance obligation based on their relative standalone selling prices. Sales are recorded net of sales returns, discounts and allowances.

Impairment or Disposal of Long-Lived Assets. Long-lived assets are reviewed in accordance with ASC Topic 360-10-05. Impairment or disposal of long-lived assets losses are recognized in the period the impairment or disposal occurs.

Deferred Taxes. We record a valuation allowance to reduce deferred tax assets when it is more likely than not that some portion of the amount may not be realized.

Accounting for Stock-Based Compensation. Under ASC Topic 718, Stock Compensation (formerly referred to as SFAS No. 123(R)), the Company estimates the fair value of stock options granted using the Black-Scholes option pricing model. The fair value for awards that are expected to vest is then amortized on a straight-line basis over the requisite service period of the award, which is generally the option vesting term. The amount of expense attributed is based on estimated forfeiture rate, which is updated based on actual forfeitures as appropriate. This option pricing model requires the input of highly subjective assumptions, including the expected volatility of the Company's common stock, pre-vesting forfeiture rate and an option's expected life. The financial statements include amounts that are based on the Company's best estimates and judgments.

Commitments and Contingencies. We account for commitments and contingencies in accordance with ASC Topic 450 Contingencies (formerly referred to as financial accounting standards board Statement No. 5, Accounting for Contingencies). We record a liability for commitments and contingencies when the amount is both probable and reasonably estimable.

RESULTS OF OPERATIONS

Sales

Sales for the six and three month period ended June 30, 2021 and 2020 were \$-0-

Cost of Sales

The cost of sales for the six and three months ended June 30, 2021 and 2020 were \$-0-.

[Table of Contents](#)

Selling, General and Administrative Expenses

Selling, general and administrative expenses, consisting of product go-to-marketing expenses, consulting fees, office, professional fees and other expenses to execute our business plan and for our day-to-day operations, increased in the period ended June 30, 2021. As we continue to develop and market both the ComplyScan™ and Forget-Me-Yes® solutions, Administrative expenses have increased as a result of product expansion costs through the company's ComplyTrust® suite of products.

Six month period ended June 30, 2021

Selling, general and administrative expenses for the period ended June 30, 2021 increased to \$205,525 from \$108,842 for the period ended June 30, 2020. We incurred increased costs in 2021 due to post acquisition legal and accounting costs, as well as product development, support and corporate marketing.

Three month period ended June 30, 2021

Selling, general and administrative expenses for the period ended June 30, 2021 increased to \$122,119 from \$37,084 for the period ended June 30, 2020. We incurred increased costs in 2021 due to post acquisition legal, accounting, product development and marketing costs.

We have arranged for additional staff and consultants to engage in marketing activities in an effort to identify and assess appropriate market segments, develop business arrangements with prospective partners, create awareness of new products and services, and communicate to the industry and potential customers.

Research and Development

Six month period ended June 30, 2021

Research and development costs for the six months ended June 30, 2021, increased to \$280,169 from \$36,910 for the comparable period. We incurred increased costs in 2021 due to management's decision to re-evaluate the C-DPS – Cloud Document Protection System market, as well as the development of our subsidiary's Forget-Me-Yes® (FMY) zero trust data privacy ("Right-to-be-Forgotten" and "Right-to-Erase") and the CTSS ComplyScan™ products.

Three month period ended June 30, 2021

Research and development costs for the three months ended June 30, 2021, increased to \$147,445 from \$35,333 for the comparable period. We incurred increased costs in 2021 due to management's decision to re-evaluate the C-DPS – Cloud Document Protection System market, as well as the development of our subsidiary's Forget-Me-Yes® (FMY) zero trust data privacy ("Right-to-be-Forgotten" and "Right-to-Erase") and the CTSS ComplyScan™ products.

Net Losses

Six month period ended June 30, 2021

To date, we have not achieved profitability and expect to incur substantial losses for the foreseeable future. Our net loss for the six months ended June 30, 2021 was \$877,361, compared with a net loss of \$157,656 for the comparative period.

Three month period ended June 30, 2021

To date, we have not achieved profitability and expect to incur substantial losses for the foreseeable future. Our net loss for the three months ended June 30, 2021 was \$483,741, compared with a net loss of \$84,417 for the comparative period.

Liquidity and Capital Resources

At June 30, 2021, our cash position was \$3,062,944, compared to \$490,190 at December 31, 2020. We had a working capital of \$2,572,754 and an accumulated deficit of \$45,036,541 at June 30, 2021.

On June 14, 2021, the Company closed a non-brokered private placement financing of 4,900,000 units of the Company at a price of CDN\$0.80 per unit for gross proceeds of \$3,920,000CDN (\$3,098,616). Each unit consisted of one common share of the Company and one common share purchase warrant, with each warrant entitling the holder to acquire one additional common share of the Company at an exercise price of \$1.00CDN for a period of 24 months from the date of closing. The expiry date of the warrants may be accelerated at the Company's discretion if, the closing price of the Shares on the TSX Venture Exchange is equal to or greater

than \$2.50CDN for a minimum of ten consecutive trading days and a notice of acceleration is provided in accordance with the terms of the warrant. In connection to the private placement, the Company paid \$45,500CDN (\$36,370) as share issuance costs. We have historically satisfied our capital needs primarily by issuing equity securities to our officers, directors, employees and a small group of investors, and from short-term bridge loans from members of management.

OFF-BALANCE SHEET ARRANGEMENTS

As of June 30, 2021 we have no off-balance sheet arrangements.

[Table of Contents](#)

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Oculus is a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and is not required to provide information required under this Item.

Item 4. Controls and Procedures.

We maintain “disclosure controls and procedures”, as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, that are designed to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in SEC rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer, who is our principal executive officer, and Chief Financial Officer, who is our principal financial officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating our disclosure controls and procedures, management recognized that disclosure controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the disclosure controls and procedures are met. Additionally, in designing disclosure controls and procedures, our management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible disclosure controls and procedures.

As of June 30, 2021, we carried out an evaluation, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective in ensuring that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms and that such information is accumulated and communicated to our management, including our principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There were no changes in the our internal control over financial reporting for the quarterly period ended June 30, 2021, identified in connection with the evaluation required by paragraph (d) of Rule 13a-15 or Rule 15d-15, that materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

From time to time, we may become involved in various lawsuits and legal proceedings, which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business. We are currently not aware of any such legal proceedings or claims that we believe will have, individually or in the aggregate, a material adverse effect on our business, financial condition or operating results.

Item 1A. Risk Factors.

Oculus is a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and is not required to provide information required under this Item. A description of the risks associated with our business, financial condition, and results of operations is set forth in Part I, Item 1A, of our Annual Report on Form 10-K for the fiscal year ended December 31, 2019 filed with the SEC on June 30, 2021. Those factors continue to be meaningful for your evaluation of Oculus and we urge you to review and consider the risk factors presented in such Form 10-K.

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

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

None.

Item 6. Exhibits.

The information required by this Item is set forth on the exhibit index which follows the signature page of this report.

Exhibit No. Description

EX-31.1	Certification of CEO
EX-31.2	Certification of CFO
EX-32.1	SOX Certification of CEO
EX-32.2	SOC Certification of CFO
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 as Inline XBRL and contained in Exhibit 101).

SIGNATURES

Pursuant to the requirements 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.

OCULUS VISIONTECH INC.

August 4, 2021

By: /s/ Rowland Perkins

Rowland Perkins
President and Chief Executive Officer
(principal executive officer)

August 4, 2021

By: /s/ Anton J. Drescher

Anton J. Drescher
Chief Financial Officer
(principal financial and accounting officer)

CERTIFICATION

I, Rowland Perkins, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Oculus VisionTech 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(s) 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 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; and
5. The registrant's other certifying officer(s) 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: August 4th, 2021

By: /s/ Rowland Perkins

Rowland Perkins
Chief Executive Officer
(Principal Executive Officer)

CERTIFICATIONS

I, Anton J. Drescher, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Oculus VisionTech 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(s) 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 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; and
5. The registrant's other certifying officer(s) 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: August 4th, 2021

By: /s/ Anton J. Drescher
Anton J. Drescher
Chief Financial Officer
(Principal Financial and 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 on Form 10-Q of Oculus VisionTech Inc. (the “Company”), for the period ended June 30, 2021 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Rowland Perkins, Chief Executive Officer of the Company, hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

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 operation of the Company.

Date: August 4th, 2021

By: /s/ Rowland Perkins _____
Rowland Perkins
Chief Executive Officer
(Principal Executive 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 on Form 10-Q of Oculus VisionTech Inc. (the “Company”), for the period ended June 30, 2021, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Anton J. Drescher, Chief Financial Officer for the Company, hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

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 operation of the Company.

Date: August 4th, 2021

By: /s/ Anton J. Drescher
Anton J. Drescher
Chief Financial Officer
(Principal Financial and Accounting Officer)