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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-K

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

For the fiscal year ended December 31, 2019

☐ **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	**06-1576391**
(State or Other Jurisidiction of Incorporation of Organization)	*(I.R.S. Employer Identification No.)*

#507, 837 West Hastings Street, Vancouver, BC	**V6C 3N6**
(Address of principal executive offices)	*(ZIP Code)*

Registrant's telephone number, including area code: **(604) 685-1017**

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

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

Common Shares
(Title of Class)

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

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for shorter period that the registrant as 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐.

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 Act).
Yes ☐ No ☒.
As at March10th,202, there were 67,02,568 shares of the registrant's common stock outstanding
Documents Incorporated by Reference**: NONE**

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GENERAL

References herein to "we," "us," and "the Company" are to Oculus VisionTech Inc. and our subsidiary.

Cautionary Statement regarding Forward-Looking Statements

This annual report on Form 10-K contains "forward-looking statements" within the meaning of the Section 27A of the Securities Act of 1933, as amended (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). All statements made in this annual report, other than statements of historical fact, including statements addressing operating and financial performance, our products and services, including our digital watermarking technology and Cloud-based document protection system, 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. Because they refer to future events or conditions, forward-looking statements may include words such as "anticipate," "believe," "estimate," "intend," "could," "should," "would," "may," "seek," "plan," "might," "will," "expect," "predict," "project," "forecast," "potential," "continue," "up to," and similar terms and phrases. Though we believe that the expectations reflected in these statements are reasonable, they involve certain assumptions, risks and uncertainties. For a discussion of the risks, uncertainties and assumptions that could affect our future events, developments or results, you should carefully review the risk factors described in "Item 1A. Risk Factors" below in this annual report, as well as "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" below in this annual report. Many of those factors are outside of our control and could cause actual results to differ materially from the results expressed or implied by those forward-looking statements. All subsequent written and oral forward-looking statements concerning other matters addressed in this Report and attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this annual report. Except to the extent required by law, we undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, a change in events, conditions, circumstances or assumptions underlying such statements, or otherwise.

Exchange Rate for Canadian Dollar

The accounts for Oculus are maintained in Canadian dollars which is the Company's functional currency. All dollar amounts contained herein are expressed in U.S. dollars, except as otherwise indicated. As at March 7, 2020, the exchange rate for Canadian dollars/United States dollars based on the Bank of Canada closing rate was $1.00 (CDN) = $0.748 (U.S.).

Set forth below are the exchange rates based on the Bank of Canada noon rates for the Canadian dollar equivalent expressed in United States currency during 2019 and 2018.

	Years ended December 31,	
	2019	**2018**
At End of Year	0.7699	0.7330
Average	0.7537	0.7632
High	0.7699	0.7967
Low	0.7353	0.7330

PART I

Item 1. Description of Business

Overview

Oculus VisionTech Inc. is a Canadian-based development-stage technology company that designs and markets digital marking technology to business customers.

We have also developed a Cloud-based Document Protection System (Cloud-DPS) technology that allows us to offer a Cloud-based Internet service for document tamper-proof protection and authentication that allow us to leverage our digital watermarking technology.

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 developed a number of specific products and services based on these technologies. These include MediaSentinel™ and SmartMarks™, a process that watermarks digital video content; StreamHQ™, a collection of source-to-destination media delivery services marketed to businesses; EncodeHQ™, a service that digitizes and compresses analog-source video; hardware server and encoder system applications under the brand name Hurricane Mediacaster™; ZMail™, a service that delivers web and rich media content to targeted audiences, and mediaClix™, a service that delivers content similar to Zmail™ but originating from an existing web presence.

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." and completed the reverse stock split. We had one wholly-owned subsidiary, USVO Inc., a corporation organized under the laws of the State of Connecticut that was dissolved December 30, 2019.

Our executive and corporate offices are located at Suite 507, 837 West Hastings Street, Vancouver, British Columbia, Canada, V6C 3N6. Our telephone number is 1-800-321-8564 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).

Business Environment and Market Opportunity

We have recognized that Internet-based, digital document security/protection products are a business opportunity for the Company that allow us to apply our proprietary real-time digital video watermarking technology, which was developed for studios and networks in the entertainment industry, to the digital document security/protection sector. Our Cloud- DPS technology introduces the Company to the online, digital document security/protection industry and possible vertical markets that exist in the sector, including the ability to confirm the authenticity of online documents and photographs distributed through traditional wireline networks or over wireless smart devices.

Our Cloud-DPS secures and protects digital documents (including text documents, photos, blueprints, etc.) from any modification, and/or attempted forgery. It works by imperceptibly watermarking documents, using real-time image processing and watermarking algorithms, embedded into a secured/protected copy of a document. This protected copy is designed to resist any attempts to alter or forge the document by forensically tracking and deterring any attempts to tamper with the document. The watermarking algorithms are able to ascertain whether a document is protected by our DPS technology and if any attempts to modify or tamper with the document occurred. Any such modifications will be flagged, time stamped, and can be spatially highlighted in the document where any tampering occurred. This authentication and verification process ensures the integrity of the original document.

Strategic Plan

Our strategic plan is to use our proprietary digital watermarking technology to offer a Cloud-based Internet service for document tamper-proof protection and authentication. We expect to continue our focus on developing our Cloud-DPS technology and, overtime to switch our focus away from video-on-demand (VOD) systems and the associated products and services.

We believe that our Cloud-DPS technology is superior to the products offered by our competitors, which do not rely on a file invariant watermarking system (as opposed to a system that supports different file formats, such as Microsoft Office, Open Office, etc., by employing handlers for each document file format.). In order for a non-file invariant system to be used successfully for a variety of documents, it must be capable of handling and working with all present and future file formats, whereas our DPS solution relies on the PDF (portable document format) document format to create a format invariant watermarking system. PDF document readers are freely available and widely popular. All the incoming documents can be converted into PDF images and protected with an image understanding algorithm, while the PDF document layout is preserved.

Going forward, we plan to license our Cloud-based Document Protection Services (Cloud-DPS) to select document distributors and allow these distributors to expand their Cloud-based service offerings for end-customers. We expect to differentiate the Cloud-DPS from our competitors on the basis of its core tamper-proof technology and by providing a superior process workflow and mobile user experience for document protection, processing and management for business to business (B2B) and business to consumer (B2C) customers. We also plan to develop our Cloud services and workflows to enable the mass market mobile users access these technologies while processing, storing and sharing their sensitive documents.

Proprietary Technologies

Our previous video-on-demand (VOD) systems, source-to-destination digital media delivery solution were based on our proprietary rich media delivery infrastructure and software and our Store and Forward Video-on-Demand patent. This patent expired in February of 2010. Subsequently, we have elected not to patent our Cloud-DPS technology.

Our proprietary document protection technologies include digital watermarking based document tamper-proofing for all types of documents. The objective is providing document originators and users the confidence that a subject document is authentic and has not been forged.

Our main technology differentiator is content-based document protection, which involves searches for robust, invariant document/image segments. This proprietary document "recognition" technology is a file format invariant watermarking system, and is subsequently fundamentally different from today's document data encrypted schemes, stored in different file formats-containers. The key feature of our DPS technology are:

- Our DPS technology "personalizes" protected documents, based on their content, thereby creating a format invariant watermarking system. A document, converted into a PDF document is encrypted before delivery, such that it cannot be opened without providing proper credentials. The result is that a document watermarking system can be offered as a cloud-based software service that can:
  - **Protect** - Accept any incoming document through a web portal, watermark it and return the watermarked document as a PDF document.
  - **Authenticate** - The "document authenticator" is also a cloud-based software service that can accept the watermarked document and validate the authenticity of the documents.
- Our DPS technology combines the access control security for electronic documents, forensic grade anti-tampering technology based on the document's content "understanding", and data storage (optional) into a single, unique solution. Because of its cloud-based scalable system architecture, the DPS has a potential to expand and grow into a complete document management, security and storage eco-system, offered in a flexible and cost-effective web service model.

Products and Services

Currently, our principal product is our proprietary digital watermarking document protection technology.

Our Cloud-based web service system architecture enhances already existing storage and collaboration solutions such as Google Drive, DropBox, Box.com and others by adding document tamper-proof protection and workflows such as document sign-offs, authentication, secure distribution and collaboration. We believe that this will allow our DPS technology to be deployed and scaled in wide range of vertical markets such as:

- Corporate contracts and agreements management
- Corporate core development documents
  - IP protection
  - real estate contracts management
  - government-related document management and security (health care, law enforcement)
- Specification document protection for industrial users in the automotive, aerospace, engineering companies.

Another product under development is a stand-alone, cost-effective document/photo security solution for the personal document management field (B2C segment).

We have been developing a number of specific products and services based on our DPS technology. These include:

- *Legal DPS* - A text-based DPS web-service to protect legal/contract documents for business partners
- *Cyber DPS* - A stand-alone, generic DPS product, fully accessible by a Desktop/Web/Mobile App (smart devices), and intended for retail/small-office customers and individual users.
- *Photo DPS* - An online photo protection system intended for social media industry, and for hybrid documents – mixed text, still images (including medical images), graphs, blue prints etc.
- *Hybrid DPS* - A protection/security system for documents with textual, graphical and photo (still images) inputs - segments, making a document page.
- *MS Cyber DPS* - A next-generation stand-alone DPS, offering a user friendly end-to-end Cloud-based DPS with a competitive document management system (DMS) for small businesses and individuals, on top of document protection/security service.
- *P2 Biometrics* - A photo protection system for social media industry that is intended to include fast online image understanding, features selection and extraction for facial/pattern recognition/detection, capabilities. This product may require a co-development effort with global network providers.

We also plan to launch our own Cloud with the following features:

- Secure server cluster
- Digital vault for storing protected documents
- Online document availability and delivery
- Off-site backup using a secure archival service
- Redundancy maintained by the fail-over servers.

Customers and Markets

We currently have no customers for our products and services. We are taking steps to monetize our Cloud-DPS technology. These steps include actively seeking licensing initiatives. Our DPS architecture is designed as a web service, which allows for an easy customization to individual customer needs. The main customization effort is reduced by our creation of well synchronized interfaces to a potential customer's infrastructure. This feature will allow us to offer "white label" licensing of our DPS technology.

The principal market for our products services are businesses requiring digital documents protection, authentication and storage. For example, digital watermarking technology may be required by copyright-owning content providers who have concerns about the authenticity and forgery protection of their documents. Potential business users and areas of our products include:

- *Legal Contracts* – We plan to offer a secured contract protection services to online legal content distributors, and directly to legal firms from our data center. This will require us to launch our Legal DPS differently, disruptively and globally for the mass market rather than joining the list of local vendors in this segment.
- *Real Estate Contracts* – A special case of the above service, real estate is a large and unique market where we can provide streamlined efficient contract signing and sharing service among buyers, sellers, agents and lawyers related to a deal. We believe that many of the cumbersome, manually signed contracts today could become paperless and be signed off from mobile. Real estate title registration in the United Stated by First American Title, Fidelity National Financial and alike are potential customers, because the tamper-proofing protection of their title documents is crucial and including millions of documents a year.
- *Healthcare Records Management System* – This vertical market requires secure sharing of patient data among healthcare service providers, the patients, and the healthcare insurers. We expect to develop B2B projects with selected healthcare providers that require secure and standard complying health records management.
- *Government Documents Management* – We expect this vertical to be similar to the Healthcare vertical applications in serving citizens, businesses, and vendors.
- *Engineering Specs Protection* – Manufacturing and engineering companies are required to store, manage and share their secured files with vendors and developers. We intend to offer secured cloud storage for tamper-proof documents.
- *Financial Institutions* have a great deal of account related files, agreements and transaction records that may require tamper-proof protection. We intend to pursue large opportunities in this vertical market and be open to licensing servers in these institutions' data centers.
- *High Security Organizations* – Similarly to Financial Institutions, these organizations would require our DPS installed in their data centers. This complicates the update and maintenance of these servers and hence makes this difficult market even less attractive for us. We will monitor opportunities in this vertical market.

Materials and Supplies

We are in the process of migrating from a server-based environment into a Cloud web-based environment. Eventually, we expect to host a digital cloud in our own data center. We plan to assemble our cloud server hardware from components manufactured by others. We will specify, procure, assemble, test and deploy the various system components (servers, routers, solid-state memory blocks) according a set of procedures that we will develop for this. We have started preliminary consultations with companies that supply the major components and materials needed to build and expand our Cloud systems. Cloud components can be programmed and configured to meet a wide variety of different vertical markets requirements. We will procure the materials and hardware to assemble our Cloud from various companies, as needed, and in sufficient quantities to preclude any danger of significant sourcing problems in the immediate future. There are no seasonal limitations on our operations.

We plan to launch the OVT Cloud with main set of features, as follows:

- Secure server cluster
- Digital vault for storing protected documents
- Online document availability and delivery
- Off-site backup using a secure archival service
- Redundancy maintained by the fail-over servers

Competition

To successfully launch our products and services and derive revenues from our technology, we face competition from a number of competitors with more established products and services in our sector. Potential competitors include:

1. *Digi-Sign*, which markets Cloud-based application programming to document creating companies, offering them digital signatures. Their business model is similar to ours. While a potential competitor, we are contemplating offering a product that complements Digi-Sign's technology, otherwise we will have to provide our own document signing and protecting workflows and solutions. The principal differences between the Digi-Sign solution and our solution are that we offer (i) document tamper-proof protection for high-value documents; (ii) simple and fast mobile user experience; (iii) B2C consumer collaborative repository of contracts, signed and sealed, in the Cloud.

2. *Altavion/NexStamp*, a California based developer of document and human authentication technologies. The company developed Digital Stamping Technology for document authentication filling a void in the standard Digital Signature Technology area. This technology alleviates the burden of proof of forgeries made to documents. The company grows through franchises in various countries.

3. *MarkAny* from South Korea released in 2001 e-Page SAFER™, the world's first solution designed to prevent document forgery. The solution has improved public administration services and helped move the age of e-government forward in Korea. MarkAny also developed Content SAFER, a digital rights management platform that has contributed to the development of Korea's content industry by creating a secure environment for the distribution of content through the protection of multimedia content copyrights. MarkAny develops a technology for 3D parts protection from copying.

4. *ContractWorks.com* is the newest member of the SecureDocs, Inc. from California. ContractWorks provides contract management software services from the Cloud that focuses on usability and a simple user interface. They provide secure storage and visible watermarking feature to protect documents. Their pricing is $400 a month for unlimited secure storage of contracts.

Most of our current and potential competitors have longer operating histories in the document protection industry, larger customer bases, greater name recognition and significantly greater financial, marketing and other resources than us. In addition, larger, well-established and well-financed entities may acquire, invest in or form joint ventures with on-line competitors as the use of the Internet-centric, Cloud-based cyber document security services increases. In addition, cyber document security and cloud document management technologies and the expansion of existing B2B and B2C document protection technologies are expected to result in additional competition.

Research and Development

Our current research and development is focused on the evolution of our digital watermark technology. We redirected our Wavelet development and other image processing methods toward the creation of an adaptive, content-dependent document protection technology that is grounded in similar science as Wavelet compression. Products currently in development include:

- *Photo DPS* - An online photo protection system intended for social media industry, and for hybrid documents – mixed text, still images (including medical images), graphs, blue prints etc.
- *Hybrid DPS* - A protection/security system for documents with textual, graphical and photo (still images) inputs - segments, making a document page.
- *DM Cyber DPS* - A next-generation stand-alone DPS, offering a user friendly end-to-end Cloud-based DPS with a competitive document management system (DMS) for small businesses and individuals, on top of document protection/security service.

Our short-to-mid-term R&D plans include:

- *Android App*

  In order to use DPS as a stand-alone product, it needs to have a front end interface. For wider acceptance, the front-end application needs to be implemented on smartphone devices. In this release, an app will be created for Android platform, which will be available in the Google Play store.
- *Photo Protection*

  This release will enhance DPS in a major way by implementing new watermarking algorithm, capable of protecting photos. With this functionality, DPS can start to address wider market such as Healthcare, Social Media etc.
- *Document Dispatch Agent*

  With the document dispatch framework more document dispatch agents can be created that are capable of routing the protected documents to various destinations, such as:
  - Dropbox
  - Google Drive
- *Oculus ProtectedPrint*

  We plan to create a stand-alone product that allows user to protect the documents from their own favourite apps by simply printing the document to Oculus Virtual Printer. This product will only be available on Microsoft Windows Desktop platforms.
- *iOS (iPhone App)*

  We plan to address DPS front end capability as well by supporting the iOS platform and by creating iPhone App. DPS will then be capable of running the front-end apps on Windows Desktop, Android and iOS platform, allowing us to cover all of the major platforms available.

During fiscal 2019 and 2018, our research and development expenditures were $-0- and $4,763, respectively.

Intellectual Property

Our success is dependent, in part, upon our proprietary technology. We generally rely upon patents, trademarks, and trade secret laws to establish and maintain our proprietary rights in our technology products and services.

On June 19, 2001, United States Patent Application No. 09/884,787, "*Method and Apparatus for Digitally Fingerprinting Videos*", was officially filed with the U.S. Patent and Trademark Office. This patent is for "*MediaSentinel*™". This patent expired in February of 2010. At this time, we have elected not to patent our Cloud-DPS technology.

Laws and Regulations

Our operations are or may be subject to various federal, provincial, state and local laws, regulations and recommendations relating to the marketing of products and relationships with data protection, intellectual property protection, the export of technology products to certain countries and privacy protection. Although we believe that we are compliance with all federal, provincial, state and local regulations, the risk of claims and actions against us for breach of the aforesaid laws cannot be eliminated completely. In the event of a breach of these laws, we could be held liable for any damages that result. The amount of such damages could have a materially adverse effect on our results of operations and financial condition.

Employees

We currently have no employees. We engage independent contractors to provide services as necessary. Compensation for current and future work will be conducted on a contract basis.

The loss of the services of any key management could have a materially adverse effect on the Company. We do not maintain key man life insurance on the life of its officers. In addition, our future success will depend in part upon its continuing ability to hire, train, motivate and retain key senior management and skilled technical and marketing personnel. Competition for technical personnel in the industry we compete in is intense. Our future success will depend in part on our continued ability to contract, assimilate and retain qualified personnel. To date, we have had limited success in recruiting qualified contractors, but there is no assurance that we will continue to do so in the future. Attracting qualified expertise is contingent on raising sufficient working capital and project advancement.

Oculus' Website

Our website address is www.oculusvisiontech.com. Information found on our website is not incorporated by reference into this annual report. We make available free of charge through our website our Securities and Exchange Commission ("SEC"), filings filed pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after it electronically files such material with, or furnish it to, the SEC. We will also make available all financial reports filed in accordance with United States generally accepted accounting principles ("US GAAP") on SEDAR through its website www.sedar.com. We invite investors and interested parties to sign up for "Email Alerts" on our website to receive information such as press releases as they become available.

Item 1A. Risk Factors.

Our business and operations are subject to a number of risks and uncertainties as described below. However, the risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties that we are unaware of, or that we may currently deem immaterial, may become important factors that harm our business, financial condition or operations. If any of the following risks actually occur, our business, financial condition or operations could suffer.

Our limited operating history makes it difficult to evaluate our business and prospects.

We have a very limited operating history in the context of document protection products and services and have yet to develop an extensive record regarding the sale of our products and services. As a result, our ability to accurately forecast our future operating results is limited and subject to a number of uncertainties, including our ability to:

- maintain or develop relationships with suppliers and marketing partners;
- establish a customer base;
- continue to develop and upgrade our technology, products and services;
- provide superior customer service;
- respond to competitive developments; and
- retain and motivate qualified personnel.
- In addition, we have and will continue to be subject to the risks and uncertainties frequently experienced by growing companies in rapidly changing industries. If our assumptions regarding these risks and uncertainties are incorrect or change due to market factors, or if we are unsuccessful in addressing these risks, our business could suffer.

We have incurred substantial losses; we expect to incur losses in the future, and may never achieve profitability.

To date, we have not generated a profit or significant revenue from operations and in fact have incurred substantial losses. For the year ended December 31, 2019 we maintained $248,303 of working capital but sustained a net loss of $192,865 and had an accumulated deficit of $41,386,696.

We intend to continue to expend significant financial and management resources on the development of our proposed products and services, and other aspects of our business. As a result, we expect operating losses and negative cash flows to increase for the foreseeable future. Consequently, we will need to generate significant revenues to achieve and maintain profitability. We may be unable to do so. If our revenues grow more slowly than anticipated or if operating expenses increase more than expected, or are not reduced sufficiently, we may never achieve profitability. Because of factors discussed in this paragraph, our auditors, in their report on our financial statements, have expressed substantial doubt concerning our ability to continue as a going concern.

If we are unable to obtain substantial additional financing, we may not be able to remain in business.

We require substantial working capital to fund our business. We have had significant operating losses and negative cash flow from operations since the inception of our current business and expect to continue to do so for the foreseeable future. Our capital requirements will depend on several factors, including our ability to establish and expand a client base, to grow our sales and to employ effective marketing efforts. Our capital needs will also be influenced by the rate of market acceptance of our products and services.

We expect that we will require approximately $1,000,000 to $3,500,000 in financing to meet our working capital needs for the remainder of 2020 and further financing thereafter. If our capital requirements vary materially from those currently planned, we may require additional financing. We have no arrangements or commitments for any financing. Financing may not be available when needed on terms favorable to us, or at all. If adequate funds are not available or are not available on acceptable terms, we may be unable to further develop or enhance our products and services, take advantage of future opportunities or respond to competitive pressures, or ultimately, to remain in business.

Our operating results in future periods are expected to be subject to significant fluctuations, which would likely affect the trading price of our common shares.

Our quarterly and annual operating results are likely to fluctuate significantly in the future due to a variety of factors, many of which are outside of our control. Some of these factors include:

- our ability to attract and retain customers;
- the introduction of new enhancements in digital watermarking;
- price competition;
- our ability to remain competitive in our product and service offerings;
- our ability to attract new personnel; and
- U.S. and foreign regulations relating to the Internet.

As a result of the factors listed above, and others, period-to-period comparisons of our operating results may not be meaningful in predicting our future performance. It is possible that our operating results will not meet market expectations in some future quarter or quarters, which would likely result in a significant decline in our stock price.

The document protection market is highly competitive, and our failure to compete successfully would limit our ability to retain and increase our market share.

The cyber document security, and its superset, cyber data security are new, rapidly evolving and extremely competitive sectors and we expect that competition will intensify in the future. We compete with other companies that provide all or certain aspects of our services, including other cyber/document protection systems based on document digital watermarking, and others, and expect that additional competition in the future will be provided by those types of providers. Our current market share is insignificant.

The document protection market is currently dominated by a small number of larger companies, including Digi-Sign, Altavion/NexStamp, MarkAny and ContractWorks.com. Most of our competitors have longer operating histories, larger customer bases, stronger brand recognition and significantly greater financial, marketing and other resources than us. In addition, larger, well-established and well-financed entities may acquire, invest in or form joint ventures with on-line competitors as the use of the Internet-centric, Cloud-based cyber document security services increases. In addition, cyber document security and cloud document management technologies and the expansion of existing B2B and B2C document protection technologies are expected to result in additional competition.

We may not be able to compete successfully against current and future competitors, and the inability to do so could decrease our revenues, prevent us from achieving profitability and adversely affect our ability to establish, maintain and increase our market share.

The video digital watermarking business is highly competitive, and our failure to compete successfully would limit our ability to retain and increase our market share.

The video digital watermarking market is rapidly evolving and extremely competitive. We expect competition to intensify in the future. We compete with companies that provide all or certain aspects of our services, including other media-streaming providers, content encoders, video production companies, and Internet data-management companies. Our current market share is insignificant.

The video digital watermarking market is currently dominated by a small number of larger companies, including Civolution and Verimatrix. Most of our competitors have longer operating histories, larger customer bases, stronger brand recognition and significantly greater financial, marketing and other resources than us. In addition, larger, well-established and well-financed entities may acquire, invest in or form joint ventures with online competitors as the use of the Internet and other online services increases. In addition, new technologies and the expansion of existing technologies are expected to result in additional competition.

We may not be able to compete successfully against current and future competitors, and the inability to do so could decrease our revenues, prevent us from achieving profitability and adversely affect our ability to establish, maintain and increase our market share.

We are subject to rapid technological change, which could render our products and services obsolete.

Our future success will depend in part on our ability to offer products and services that incorporate leading technology and address the increasingly sophisticated and varied needs of our current and prospective customers. Our market is characterized by rapidly changing and unproven technology, evolving industry standards, changes in customer needs, emerging competition and frequent new service introductions. These changes and developments may render our products and technologies obsolete in the future. As a result, our success depends on our ability to adapt to these changes, particularly to develop new products and services, adapt our current products and services or to acquire new products and services that can compete successfully. There can be no assurance that we will be successful in these efforts.

In addition, future advances in technology may not be beneficial to or compatible with our business and we may not be able to incorporate technological advances into our products and services in a cost-effective and timely manner. Keeping pace with technological advances may require substantial expenditures and lead time, particularly with respect to acquiring updated hardware and infrastructure components for our systems. We may require additional financing to fund such purchases. Any such financing may not be available on commercially reasonably terms, if at all, when needed and may result in a loss of earnings and market share.

We are dependent upon vendors and other third party service providers, and will be competing with some of these companies.

We are, and will continue to be dependent on vendors and other providers to supply the hardware, software and co-location resources that comprise our products and services. We have no long-term or exclusive contracts or arrangements with any of these vendors or providers. We cannot be certain that our current and proposed vendors and service providers will continue to do business with us or that we will be able to establish relationships with new vendors and service providers if necessary. If we are unable to establish and maintain satisfactory relationships and arrangements with these third parties, our business could be harmed. In addition, we will be dependent upon our third party vendors and other suppliers to adequately test their products before release, and to provide support for their products after delivery. Failure to do so could have a material adverse effect on our business.

Further, we currently compete with, and expect to compete with in the future, providers of some of our technology or system components. If we are unable to effectively balance our need to cooperate and compete with these companies, our business may be harmed.

Our services are complex and we may not be able to prevent defects that could decrease their market acceptance, result in product liability or harm our reputation.

Our document security, digital water marketing and streaming media products and services are complex, and the steps we take to ensure that they are free of errors or defects, particularly when first introduced or when new versions or enhancements are released, may not be successful. We cannot guarantee that current versions or enhanced versions or our products will be free of significant software defects or bugs. Despite our testing, and testing by our third-party vendors and providers, current or future products may contain serious defects. Serious defects or errors could result in lost revenue or a delay in market acceptance of our products and could seriously harm our business and operating results. Errors in our products may be caused by defects in third-party hardware or software incorporated into our products. If so, we may be unable to fix these defects without the co-operation of these third-party providers. Because these defects may not be as significant to these providers as they are to us, we may not receive the rapid co-operation that we may require. Errors, defects or other performance problems with our products could also harm our customers' businesses or result in potential product liability claims. Even if unsuccessful, a product liability claim brought against us would likely be time-consuming, costly and harmful to our reputation. Nor can there be any assurance that our product liability insurance coverage will be sufficient to satisfy any successful claim.

Any loss of our personnel or inability to acquire new personnel could harm our business.

Our continued operations and future success relies significantly on the continued services and performance of our senior management. The loss of the services of any member of our senior management team could cause significant disruption in our business. We have no long-term employment agreements with senior management, do not currently maintain any "*key person*" life insurance and have no employees. As such, our future success depends on our ability to retain current senior management and to identify, attract, hire, train, retain and motivate other highly skilled technical, managerial, operations, customer service, and sales and marketing personnel. Competition for such personnel is intense, and we may not successfully attract, assimilate or retain sufficiently qualified personnel. The failure to retain and attract the necessary personnel could impede our future success.

Failure to maintain effective internal controls in accordance with Section 404 of the Sarbanes-Oxley Act could have a material adverse effect on our business and operating results and shareholders could lose confidence in our financial reporting.

Effective internal controls are necessary for the Company to provide reliable financial reports and effectively prevent fraud. If we cannot provide reliable financial reports or prevent fraud, our's operating results could be harmed. Failure to achieve and maintain an effective internal control environment, regardless of whether the Company is required to maintain such controls, could also cause investors to lose confidence in our reported financial information, which could have a material adverse effect on the Company's share price. Although the we are not aware of anything that would impact its ability to maintain effective internal controls, we have not obtained an independent audit of the Company's internal controls and, as a result, we are not aware of any deficiencies which would result from such an audit. Further, at such time as the Company is required to comply with the internal controls requirements of the Sarbanes-Oxley Act, we may incur significant expenses in having its internal controls audited and in implementing any changes which are required.

We do not currently have any paying customers.

Our sales were $-0- in 2019 and 2018. We expect that a small number of customers will account for a substantial portion of our revenue in the foreseeable future. The inability to increase the number of customers could limit our ability to maintain or increase our market share, or could cause revenue to drop quickly and unexpectedly.

Our business may suffer if we cannot protect our intellectual property.

We seek to protect our proprietary rights through a combination of patents, trade secrets, trademark laws, confidentiality procedures and contractual provisions with employees and third parties. Despite our efforts to protect our proprietary rights, unauthorized parties may attempt to copy aspects of our products or obtain and use information that we have proprietary rights over. Litigation may be necessary to enforce our intellectual property rights, to protect our trade secrets and to determine the validity and scope of our proprietary rights. Any litigation could result in substantial costs and diversion of management and other resources with no assurance of success and could seriously harm our business and operating results.

Our products may infringe the intellectual property rights of others, causing us to incur significant costs or prevent us from licensing our products.

Other companies, including our competitors, may have or obtain patents or other proprietary rights that would prevent, limit or interfere with our ability to make, use or license our products. We cannot be certain that our products do not and will not infringe patents or the proprietary rights of others. We may be subject to legal proceedings, including claims of alleged infringement by others of the intellectual property rights of third parties. If a successful claim of infringement is brought against us and we fail to or are unable to license the infringed technology on commercially reasonable terms, our business and operating results could be significantly harmed. Companies in the technology sector are increasingly bringing suits alleging infringement of their proprietary rights, particularly patent rights. Although we are not currently subject to any litigation or claims, any future claims, whether or not valid, could result in substantial costs and diversion of resources with no assurance of success. Intellectual property litigation or claims could force us to do one or more of the following:

- cease selling, incorporating or using products or services that incorporate the infringed intellectual property;
- obtain a license from the rights-holder or owner of the infringed intellectual property, which license may not be available on commercially reasonable terms, or at all; or
- re-design our products or services.

If we are forced to take any of these actions, our business could be substantially harmed.

Our success depends on the continued growth in demand for e-business applications.

Our primary business strategy involves the development of products and services that enable users to transmit video over the Internet. As a result, our future sales and any future profits will be substantially dependent upon the widespread acceptance and use of the Internet as an effective medium of business by consumers and businesses. To be successful, consumers and businesses that have historically used traditional means of commerce to transact business must continue to accept and utilize the Internet as a medium for conducting business and exchanging information. Consumers and businesses may reject the Internet as a viable commercial medium for a number of reasons, including potentially inadequate network infrastructure, slow development of enabling technologies, insufficient commercial support and privacy concerns. In addition, delays in the development or adoption of new standards and protocols required to handle increased levels of Internet activity or increased government regulation could cause the Internet to lose its viability as a commercial medium. If the demand for e-business applications does not grow or grows more slowly than expected, demand for our products and services would be reduced and our revenue would suffer.

Government regulation and legal uncertainties could add additional costs and risks to doing business on the Internet.

We are not currently subject to direct regulation by any governmental agency, other than regulations applicable to businesses generally, export control laws and laws or regulations directly applicable to electronic commerce. However, due to the increasing popularity and use of the Internet, it is possible that a number of laws and regulations may be adopted with respect to the Internet covering issues such as: user privacy, pricing, content, copyrights, distribution and characteristics and quality of products and services.

Furthermore, the growth and development of the market for electronic commerce may prompt calls for more stringent consumer protection laws that may impose additional burdens on companies conducting business online. The adoption of additional laws or regulations may decrease the growth of the Internet or other online services, which could, in turn, decrease the demand for our products and services and increase our cost of doing business.

The applicability of existing laws to the Internet, property ownership, copyrights, encryption and other intellectual property issues, taxation, libel, export or import matters, obscenity and personal privacy is uncertain. The vast majority of such laws were adopted prior to the advent of the Internet and related technologies. As a result, they do not contemplate or address the unique issues of the Internet and related technologies. Changes to such laws intended to address these issues, including some recently proposed changes, could create uncertainty in the Internet marketplace. Such uncertainty could reduce demand for our products and services or increase the cost of doing business due to increased costs of litigation or increased service delivery costs.

Our share price has been and could be highly volatile, which could result in substantial losses to investors.

The trading price of our common shares has been and is likely to continue to be highly volatile and could be subject to wide fluctuations in response to a number of factors including variations in quarterly operating results, new products or services offered by us or our competitors, conditions or trends in the Internet and online commerce industries, changes in the economic performance and/or market valuations of other Internet and online service companies, and other events or factors, many of which are beyond our control. In addition, the stock market in general, and the market for Internet-related and technology companies in particular, has experienced extreme price and volume fluctuations, including large price drops in 2017, 2015, 2011, 2010, 2009, 2008, 2003, 2002 and 2001, that have often been unrelated or disproportionate to the operating performance of such companies. These broad market and industry factors may materially adversely affect the market price of our common shares, regardless of our actual operating performance. In the past, following periods of volatility in the market price of a company's securities, securities class-action litigation has often been instituted against affected companies. Such litigation, if instituted, could result in substantial costs and a diversion of management's attention and resources.

We have not paid cash dividends in the past and does not expect to pay cash dividends in the foreseeable future. Any return on investment may be limited to the value of the Company's common shares.

We have never paid cash dividends on its capital stock and does not anticipate paying cash dividends on its capital stock in the foreseeable future. The payment of dividends on the Company's capital stock will depend on its earnings, financial condition and other business and economic factors affecting the Company at such time as the board of directors may consider relevant. If we do not pay dividends, its common shares may be less valuable because a return on your investment will only occur if the common shares price appreciates.

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.

The trading market for the Company's securities could depend in part on the research and reports that securities analysts publish about Oculus' business and the Company. We do not have any control over these analysts. There is no guarantee that securities analysts will cover the Company's securities. If securities analysts do not cover the Company, the lack of research coverage may adversely affect the market prices of the Company's common shares. If the Company is covered by securities analysts, and its securities are the subject of an unfavorable report, the prices for the Company's securities would likely decline. If one or more of these analysts ceases to cover the Company or fails to publish regular reports on the Company, the Company could lose visibility in the financial markets, which could cause its share price and/or trading volume to decline.

Anti-takeover provisions in our charter documents could prevent or delay a change in control of the company.

Our articles of continuance and bylaws contain anti-takeover provisions that could discourage, delay or even prevent an acquisition of our company at a premium price or at all. Any of these provisions might prevent the market price of our common shares from increasing in response to takeover attempts, and could prevent our shareholders from realizing a premium over the then-prevailing market price for the common shares.

We intend to issue additional equity securities, which may dilute the interests of current shareholders or carry rights or preferences senior to the common shares.

We intend to issue additional equity securities in order to raise working capital. Accordingly, existing shareholders may experience additional dilution of their percentage ownership interest in our company. In addition, the new equity securities may have rights, preferences or privileges senior to those of our existing 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 interests of the Company's current shareholders and may adversely affect the future market price of the Company's common shares.

We may use stock options, stock grants and other equity-based incentives, to provide motivation and compensation to our officers, employees and key independent consultants. The award of any such incentives will result in an immediate and potentially substantial dilution to our existing shareholders and could result in a decline in the value of the Company's share price. The exercise of these options and the sale of the underlying common shares and the sale of common shares issued pursuant to stock grants may have an adverse effect upon the price of the Company's common shares.

Limited liability of executive officers and directors may discourage shareholders from bringing a lawsuit against them.

Our bylaws contain provisions that limit the liability of directors for monetary damages and provide for indemnification of officers and directors. These provisions may discourage shareholders from bringing a lawsuit against officers and directors for breaches of their fiduciary duty and may also reduce the likelihood of derivative litigation against officers and directors even though such action, if successful, might otherwise have benefited the shareholders. In addition, a shareholder's investment in Oculus may be adversely affected to the extent that costs of settlement and damage awards against officers or directors are paid by Oculus pursuant to the indemnification provisions of the bylaws.

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.

"Penny stocks" are low-priced, and usually highly speculative, stock selling at less than $5.00 per share. Our securities are subject to Rule 15g-9 under the Exchange Act, which imposes additional sales practice requirements on broker-dealers who sell such securities to persons other than established customers and "accredited investors" (generally, an individual with a net worth in excess of $1,000,000 or an annual income exceeding $200,000, or $300,000 together with his or her spouse). For transactions covered by this rule, a broker-dealer must make a special suitability determination for the purchaser and have received the purchaser's written consent to the transaction prior to sale. The rule also requires the delivery, prior to the transaction, of a risk disclosure document mandated by the SEC relating to the penny stock market. The broker-dealer must also disclose the commissions payable for the transaction, current quotations for the stock, and, if applicable, the fact that it is the sole market maker in the stock. Consequently, the rule may adversely affect the ability of broker-dealers to sell our securities and may adversely affect the ability of shareholders to sell their shares in the secondary market.

We do not anticipate paying dividends to shareholders in the foreseeable future.

We have not paid dividends on our common shares and we intend, for the foreseeable future, to invest any earnings in the further development of our business. Accordingly, shareholders should not expect to receive any dividends on their shares.

We may be exposed to adverse currency exchange rate fluctuations, which could harm our financial results and cash flows.

Substantially all of our assets and operations are located and conducted in the United States and Canada. As a result, our primary exposure to movements in foreign currency rates relate to Canadian dollar operating expenses, assets and liabilities. A decline in the Canadian dollar would decrease the U.S. dollar value of our Canadian assets while a rise in the Canadian dollar would increase the U.S. dollar value of Canadian operating expenses and liabilities.

International transactions are settled in U.S. dollars. As a result, weaknesses in foreign currencies could adversely affect demand for our products.

Service outages and disruption of our infrastructure may harm our adversely impact business operations and injure reputation.

We may experience outages or disruptions to our services or infrastructure before, during or after the transition to a cloud platform, including information technology system failures and network disruptions. Such events could interrupt our customers' access to our services, adversely affect their perception of our services' reliability and consequently reduce our revenue.

Security vulnerabilities in our products and services or any breach of our security measures may injure our reputation and disrupt our business.

We intend to host a digital Cloud platform with various features including document storage. While this Cloud service will have security features, Cloud-based content has been, and continues to be, targeted by malicious cyber-attacks. Should our security features be breached as a result of third-party attacks or due any error, negligence, product defect or otherwise, and should such a breach compromise the confidentiality, integrity or availability of our cloud services, the business may suffer and its reputation may be injured. In addition, if an actual or perceived security breach occurs, we may become subject to significant liability through lawsuits or claims and lose future sales and customers and there is no assurance that our product liability insurance coverage will be sufficient to satisfy any successful claims.

Techniques used to defeat online security measures are constantly evolving and may not be discovered until after the secured information has already been compromised. Therefore, we may be unable to anticipate these techniques, react in a timely manner, or implement adequate preventative measures.

The financial reporting obligations of being a public company in the United States are expensive and time consuming, and may place significant demands on the Company's management.

The obligations of being a public company in the United States require significant expenditures and place certain demands on our management, including costs resulting from public company reporting obligations under the Exchange Act and the rules and regulations regarding corporate governance practices, including those under the Sarbanes-Oxley Act of 2002, and the Dodd-Frank Wall Street Reform and Consumer Protection Act. Our management and other personnel devote a substantial amount of time to ensure that the Company complies with all of these requirements. Moreover, despite recent reforms made possible by the Jumpstart Our Business Startups Act, the reporting requirements, rules and regulations increase the Company's legal and financial compliance costs and will make some activities more time-consuming and costly. Any changes that the Company makes to comply with these obligations may not be sufficient to allow it to satisfy its obligations as a public company on a timely basis, or at all.

We also expect these rules and regulations to make it more difficult and more expensive for it to obtain director and officer liability insurance, and we may be required to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. These factors also could make it more difficult for us to attract and retain qualified persons to serve on its board of directors, particularly to serve on its audit and compensation committees, or as executive officers.

Our failure to manage or adequately address any one or more of these risks could result in our business suffering a material adverse effect.

Item 1B. Unresolved Staff Comments.

None.

Item 2. Description of Properties.

The Company's corporate headquarters are located at Suite 507, 837 West Hastings Street, Vancouver, British Columbia and are subject to an office space lease on a month-to-month basis. The monthly base rent is $3,950 (CAD dollars).

Item 3. Legal Proceedings.

From time to time the Company may be a defendant or plaintiff in various legal proceedings arising in the normal course of the Company's business. The Company is unaware of any material, active, pending or threatened proceeding against the Company, nor is the Company involved as a plaintiff or defendant in any material proceeding or pending litigation.

Item 4. Mine Safety Disclosures.

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity and Related Stockholder Matters.

There is a limited public market for our common shares. Our common shares trade on the TSX Venture Exchange (the "*TSX*") under the trading symbol "*OVT*", and on the NASD OTC Bulletin Board under the symbol "*OVTZ*".

The following table shows the high and low sales prices (in Canadian dollars) of our common shares as reported by the TSX for the periods indicated (post 15 to 1 reverse split).

	***TSX** (Symbol "OVT")*	
Period	**High (Cdn $)**	**Low (Cdn $)**
First Quarter 2018	0.13	0.09
Second Quarter 2018	0.15	0.09
Third Quarter 2018	0.13	0.08
Fourth Quarter 2018	0.12	0.07
First Quarter 2019	0.12	0.09
Second Quarter 2019	0.12	0.10
Third Quarter 2019	0.12	0.10
Fourth Quarter 2019	0.15	0.11

The following table shows the high and low prices of our common shares on the NASD OTC Bulletin Board. The following quotations reflect inter-dealer prices, without retail mark-up, mark-down or commission and may not necessarily represent actual transactions:

OTC Bulletin Board *(Symbol "OVTZ")*		
Period	**High (US $)**	**Low (US $)**
First Quarter 2018	0.10	0.07
Second Quarter 2018	0.12	0.07
Third Quarter 2018	0.10	0.05
Fourth Quarter 2018	0.11	0.06
First Quarter 2019	0.12	0.07
Second Quarter 2019	0.10	0.07
Third Quarter 2019	0.10	0.07
Fourth Quarter 2019	0.12	0.08

Holders

As of March 9th, 2020 there were 67,022,568 common shares outstanding, held by 1,271 shareholders of record. However, beneficial holders of the Company's common shares who hold their shares in an account with an investment dealer or broker are represented by one nominee. Therefore, although the number of registered shareholders is 1,271, the number of registered holders may not be representative of the number of beneficial owners.

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

Dividends

The Company has not declared or paid any dividends in the previous two years. The Company currently intends to retain future earnings, if any, for use in its business. The Company does not anticipate paying dividends on the common shares in the foreseeable future. Any determination to pay any future dividends will remain at the discretion of the board of directors of the Company (the "Board of Directors") and will be made taking into account the Company's financial condition and other factors deemed relevant by the Board of Directors.

Equity Compensation Plan Information

The Company has a stock option plan under which options to purchase shares of common stock may be granted to certain officers, directors and service providers.

On September 30, 2019, the Company adopted Rolling Stock Option Plan. Up to 10% of the Company's issued and outstanding common shares may be reserved for granting of stock options. The Company has reserved up to 6,702,257 options to grant under the Plan based on the fee calculation table. The Company has not issued stock options from the plan as of the date of this statement.

The Plan provides for the issuance of both incentive stock options and nonqualified options as those terms are defined in the Internal Revenue Code of 1986, as amended.

During the years ended December 31, 2019 and 2018, the Company had no options, warrants and rights granted, issued, exercised or outstanding under any equity compensation plan.

Recent Sales of Unregistered Securities

Not applicable.

Issuer Purchases of Equity Securities

Not applicable.

Item 6. Selected Financial Data.

Not applicable.

Item 7. Management's Discussion and Analysis of Financial Conditions and Results of Operation.

You should read the following discussion and analysis of our financial condition and results of operations together with ''Selected Consolidated Financial Data'' and our consolidated financial statements and related notes appearing elsewhere in this annual report on Form 10-K. This discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions. The actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors, including, but not limited to, those set forth under ''Risk Factors'' and elsewhere in this annual report on Form 10-K.

Overview

We design and market to business customers digital watermarking, streaming video and 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. The Company's systems, services and delivery solutions include digital watermark solutions and video content production, content encoding, media asset management, media and application hosting, multi-mode content distribution, transaction data capture and reporting, e-commerce, specialized engineering services, and Internet streaming hardware.

The Company's products and services are based on its media delivery infrastructure and software. It has developed a number of specific products and services. These include MediaSentinel and SmartMarks, a process that watermarks digital video content; StreamHQ, a collection of source-to-destination media delivery services marketed to businesses; EncodeHQ, a service that digitizes and compresses analog-source video; hardware server and encoder system applications under the brand name Hurricane Mediacaster; ZMail, a service that delivers Web and rich media content to targeted audiences, and mediaClix, a service that delivers content similar to Zmail but originating from an existing Web presence.

As more fully discussed below we have not been profitable, and our revenues for 2019 and 2018 were $-0-. We cannot predict our revenue levels for the next 12 months, or thereafter, nor when, or if, our operations will become profitable. We will require additional financing, both for the remainder of fiscal 2019 and thereafter, to continue to operate and expand our business. There is no assurance that such financing will be available on commercially reasonable terms, if at all.

CRITICAL ACCOUNTING POLICIES

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

REVENUE RECOGNITION. Revenue is recognized for digital water marking based on a contracted usage schedule on a monthly billing cycle. Software revenue and other services are recognized in accordance with the terms of the specific agreement, which is generally upon delivery and when accepted by customer. Maintenance, support and service revenue are recognized ratably over the term of the related agreement. In order to recognize revenue, we must not have any continuing obligations and it must also be probable that we will collect the accounts receivable.

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

Revenues

Revenues for the year ended December 31, 2019 and for the year ended December 31, 2018 were $-0-.

Expenses

Total operating expenses for fiscal 2019 were $196,621, compared with $183,279 for fiscal 2018. For the years 2019 and 2018, cost of sales were $-0-.

Our management agreed to no compensation for fiscal 2019 and 2018. Product marketing costs decreased due to management's decision to direct our efforts toward the completion of the product. Administrative expenses have decreased due to management decision to downsize operation until the product is available for sale.

Fiscal 2019 versus fiscal 2018

Research and development expenses consisted primarily of contractors, compensation, hardware, software, licensing fees, and new product applications for our proprietary MediaSentinel™ with a related party. Research and development expenses decreased to $-0- for fiscal 2019, from $4,763 for the comparable period in fiscal 2018.

Selling, general and administrative expenses were $196,621 for fiscal 2019, as compared to $178,516 for fiscal 2019. Selling, general and administrative expenses consisted of marketing expenses, consulting fees, noncash compensation, office, professional fees, and other expenses to execute our business plan and for day-to-day operations. The primary components of the increases from fiscal 2019 to fiscal 2018 were:

- a $9,643 increase in fiscal 2019 in professional fees was due to the cost of the a private placement: and
- a $12,761 increase in filing fees.

Net Losses

To date, we have not achieved profitability and expect to incur substantial losses for the foreseeable future. Our net loss for fiscal 2019 was $192,865, compared with a net loss of $183,279 for fiscal 2018.

Liquidity and Capital Resources

At December 31, 2019 our cash position was $382,452, an increase of $376,880 from December 31, 2018. We had a working capital of $248,303 and an accumulated deficit of $41,386,696 at December 31, 2019.

Our principal source of cash during fiscal 2019 was $1,176,702 from sale of common stock.

We have historically satisfied our capital needs primarily by shareholders' loans and issuing equity securities to our officers, directors, employees and a small group of investors, and from short-term bridge loans from members of management.

Our independent registered public accounting firm, in their report accompanying our audited financial statements at and for the year ended December 31, 2019, have stated that there is substantial doubt about our ability to continue as a going concern. As of December 31, 2019, we had $382,452 in cash. We will require an additional $1 million to $3 million to finance operations for the fiscal 2020 and we intend to obtain such financing through sales of our equity securities. The threat to our ability to continue as a going concern will be removed only when revenues have reached a level that sustains our business operations.

Assuming the aforementioned $1 million to $3 million in financing is obtained, continuing operations for the longer-term will be supported through anticipated growth in revenues and through additional sales of our securities. Although longer-term financing requirements may vary depending upon our sales performance, management expects that we will require additional financing of $1 million to $3 million for fiscal 2020. We have no binding commitments or arrangements for additional financing, and there is no assurance that management will be able to obtain any additional financing on terms acceptable to us, if at all.

Off-Balance Sheet Arrangements

As of fiscal 2019 we have no off-balance sheet arrangements.

Item 7A. Quantitative and Qualitative Disclosure About Market Risk.

As a smaller reporting issuer, the Company is not required to provide the information under this Item.

Item 8. Financial Statements and Supplementary Data.

The financial statements and supplementary financial information required to be filed under this item are presented on pages F-1 through F-14 of this Report and are incorporated herein by reference.

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OCULUS VISIONTECH, INC. AND SUBSIDIARY

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and
Stockholders of Oculus VisionTech Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Oculus VisionTech Inc. (the Company) as of December 31, 2019 and 2018, and the related consolidated statements of operations, stockholders' equity (deficiency), and cash flows for the years ended December 31, 2019 and 2018, and the related notes (collectively referred to as the financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as of December 31, 2019 and 2018, and the results of its consolidated operations and its consolidated cash flows for the years ended December 31, 2019 and 2018, in conformity with accounting principles generally accepted in the United States of America.

Going Concern Uncertainty

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 3 to the consolidated financial statements, the Company has suffered recurring losses from operations and its limited capital resources raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are described in Note 3. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are the matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to the accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

A significant deficiency was noted related to the overall lack of internal controls over financial reporting. The Company has weak internal controls because the Company does not have employees, and the size of the Company does not lend itself to the ability to design and implement effective internal controls.

/s/ KWCO, PC
KWCO, PC

We have served as the Company's auditor since 2011.

Odessa, Texas

March 10. 2020

Comments by Auditors for Canadian Readers on U.S. – Canada Reporting Differences

In Canada, reporting standards do not require the addition of an explanatory paragraph (following the opinion paragraph) or a reservation of opinion when the consolidated financial statements are effected by conditions and events that cast substantial doubt on the Company's ability to continue as a going concern. Such doubt is accounted for and disclosed in accordance with United States generally accepted accounting principles.

Our report to the Board of Directors dated March 9, 2020, is expressed in accordance with the standards of the Public Company Accounting Oversight Board (United States), which requires an explanatory paragraph in the auditor's report.

/s/KWCO, PC
KWCO, PC

Odessa, Texas

March 10, 2020

See Notes to Consolidated Financial Statements

OCULUS VISIONTECH, INC. AND SUBSIDIARY
CONSOLIDATED BALANCE SHEETS

December 31,		2019		2018
ASSETS				
Current Assets:				
Cash and cash equivalents	$	382,452	$	5,572
Prepaid expenses and other current assets		1,267		1,192
Total current assets		383,719		6,764
Deferred Tax Assets, net of valuation allowance of $6,586,000 and $6,545,000 , respectively		-		-
Total Assets	$	383,719	$	6,764
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIENCY)				
Current Liabilities:				
Accounts payable and accrued expenses	$	5,431	$	56,877
Accounts payable and accrued expenses - related parties		129,985		685,421
Total current liabilities		135,416		742,298
Commitments and Contingencies				
Stockholders' Equity (Deficiency):				
Preferred stock - no par value; authorized 250,000,000 shares, none issued				
Common stock - no par value; authorized 500,000,000 shares, issued and outstanding 67,022,568 and 45,572,568		41,634,999		40,458,297
Accumulated deficit		(41,386,696)		(41,193,831)
Stockholders' equity (deficiency)		248,303		(735,534)
Total Liabilities and Stockholders' Equity (Deficiency)	$	383,719	$	6,764

OCULUS VISIONTECH, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF OPERATIONS

Years ended December 31,		**2019**		**2018**
Expenses:				
Research and development	$	-	$	4,763
Selling, general and administrative		196,621		178,516
Total expenses		(196,621)		(183,279)
Loss from operations		(196,621)		(183,279)
Other income				
Interest income		449		-
Gain on settlements of accounts payable		3,307		-
Total other income		3,756		-
Net loss	$	(192,865)	$	(183,279)
Net loss per share - basic and diluted	$	-	$	-
Weighted-average number of common shares outstanding - basic and diluted		57,032,157		45,572,568

See Notes to Consolidated Financial Statements

OCULUS VISIONTECH, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIENCY)
YEARS ENDED DECEMBER 31, 2019 AND 2018

	Common Stock		Accumulated	Stockholders' Equity
	Shares	**Amount**	**Deficit**	**(Deficiency)**
Balance at January 1, 2018	45,572,568	$ 40,458,297	$ (41,010,552)	$ (552,255)
Net loss			(183,279)	(183,279)
Balance at December 31, 2018	45,572,568	40,458,297	(41,193,831)	(735,534)
Sale of common stock, net of $32,416 of issuance cost	21,450,000	1,176,702	-	1,176,702
Net loss	-	-	(192,865)	(192,865)
Balance at December 31, 2019	67,022,568	$ 41,634,999	$ (41,386,696)	$ 248,303

See Notes to Consolidated Financial Statements

OCULUS VISIONTECH, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CASH FLOWS

Years ended December 31,		**2019**		**2018**
Cash flows from operating activities:				
Net loss	$	(192,865)	$	(183,279)
Changes in operating assets and liabilities:				
Decrease (increase) in prepaid expenses and other current assets		(75)		27,679
Increase (decrease) in accounts payable and accrued expenses		(51,446)		8,294
Increase (decrease) in accounts payable and accrued expenses due to related parties		(555,436)		152,878
Net cash (used) provided in operating activities		(799,822)		5,572
Cash flows from financing activities				
Proceeds from the sale of common stock		1,176,702		-
Net cash from financing activities		1,176,702		-
Net increase in cash and cash equivalents		376,880		5,572
Cash and cash equivalents at beginning of year		5,572		-
Cash and cash equivalents at end of year	$	382,452	$	5,572
Supplemental disclosures of cash flow information:				
Cash paid during the period for interest	$	-	$	-
Cash paid during the period for income taxes	$	-	$	-

See Notes to Consolidated Financial Statements

1. BASIS OF PRESENTATION: The following consolidated financial statements present the financial results of Oculus VisionTech, Inc., and its wholly owned subsidiary USVO Inc. on a consolidated basis. USVO Inc. was dissolved December 30, 2019.

2. BUSINESS: Oculus VisionTech, Inc. (the "*Company*") is a designer of digital watermarking services and solutions. At December 31, 2019 and for the two-year period then ended, substantially all of the Company's assets and substantially all its operations are located and conducted in the United States and Canada.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES: The accompanying 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 losses of $192,865 and $183,279 for the years ended December 31, 2019 and 2018, respectively. In addition, the Company has a working capital of $248,303 and an accumulated deficit of $41,386,696 at December 31, 2019. 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 revenue and 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, warrants and options to outside investors and to 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 consolidated 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.

The accompanying consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary. All intercompany accounts and transactions have been eliminated.

The Company maintains cash in bank deposit accounts which, at times, may exceed federally insured limits. The Company has not experienced any losses on these accounts.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

The Company considers all highly liquid investments with original maturities of three months or less to be cash equivalents.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES: *(continued)*

The Company sells its products to customers on an open credit basis. The Company's trade accounts receivable are due from such customers and are generally uncollateralized. Management closely monitors outstanding accounts receivable and charges off to expense any balances that are determined to be uncollectible or establishes an allowance for doubtful accounts. As of December 31, 2019 and 2018, the Company had no account receivable.

Revenue from hardware product sales is recognized when the product has been shipped and the collection of payment is reasonably assured. Revenue recognized from these sales is net of applicable provisions for refunds, discounts and allowances. Engineering services sales are recognized upon the service having been provided. The Company had no hardware product sales in 2019 or 2018.

Revenue from software sales is recognized when the product has been delivered. Revenue from multiple element contracts (hardware, software and engineering) is allocated to the various elements based on fair value. If objective evidence of fair value is not available, revenue from these contracts is deferred until the earlier of when objective evidence of fair value does exist or all elements of the contract have been delivered. Discounts will be applied to each element on a proportionate basis. No portion of the revenue will be recognized if the portion of the revenue allocable to delivered elements is subject to forfeiture, refund or other concession. The Company had no software sales in 2019 or 2018.

Revenue is recognized for digital water marking based on a contracted usage schedule on a monthly billing cycle. Revenue for digital watermarking software usage totaled $-0- in 2019 and 2018.

Income taxes are accounted for under the liability method. Under this method, deferred tax assets and liabilities are recorded based on the temporary differences between the financial statement and the tax basis of assets and liabilities and for operating loss carry forwards measured using the enacted tax rates in effect for the year in which the differences are expected to reverse. The Company periodically evaluates the reliability of its net deferred tax assets and records a valuation allowance if, based on the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

The foreign assets and liabilities of the Company are translated into U.S. dollars at current exchange rates, and revenue and expenses are translated at average rates of exchange prevailing during the period. The aggregate effect of translation adjustments is immaterial at December 31, 2019 and 2018.

Basic loss per common share ("*EPS*") is computed as net loss divided by the weighted-average number of common shares outstanding during the period. Diluted EPS includes the impact of common stock potentially issuable upon the exercise of options and warrants. As of December 31, 2019 and 2018 there were no potentially issuable common stock, except for stock purchase warrants.

Management does not believe that any other recently issued, but not yet effective, accounting standards if currently adopted would have a material effect on the accompanying financial statements.

4. PREPAID EXPENSES AND OTHER CURRENT ASSETS:

Prepaid expenses and other current assets consist of the following:

December 31,		2019		2018
Taxes Receivable – Canadian GST		1,267		1,192
	$	1,192	$	1,192

5. ACCOUNTS PAYABLE AND ACCRUED EXPENSES

Accounts payable and accrued expenses consist of the following:

December 31,		2019		2018
Accounts payable	$	5,048	$	28,745
Accrued professional fees		383		24,825
Accrued payroll and related tax withholdings		-0-		3,307
	$	5,431	$	56,877

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

6. STOCKHOLDERS' EQUITY: The Company has one class of no par value common stock with 500,000,000 authorized shares and 67,022,568 and 45,572,568 outstanding on December 31, 2019 and 2018, respectively.

7. STOCK OPTIONS AND STOCK WARRANTS:

The Company has a stock option plan under which options to purchase shares of common stock may be granted to certain officers, directors and service providers.

On September 30, 2019, the Company adopted Rolling Stock Option Plan. Up to 10% of the Company's issued and outstanding common shares may be reserved for granting of stock options. The Company has reserved up to 6,702,257 options to grant under the Plan based on the fee calculation table. The Plan provides for the issuance of both incentive stock options and nonqualified options as those terms are defined in the *Internal Revenue Code of 1986*, as amended (the "*Code*").

During the years ended December 31, 2019 and 2018, the Company had no options granted, issued, exercised or outstanding.

During the years ended December 31, 2019 and 2018, the Company had no warrants granted, issued, exercised or outstanding.

8. INCOME TAXES:

As of December 31, 2019 the Company had deferred tax assets resulting primarily from net operating loss carry forwards of approximately $31,116,000, which are available to offset future taxable income, if any, through 2039. As utilization of the net operating loss carryforwards is not assured, a 100% valuation allowance has been provided (tax rates have been adjusted for Tax Cuts and Job Act).

The components of the net deferred tax assets are as follows:

December 31,	2019	2018
Net operating loss carryforwards	$ 6,586,000	$ 6,545,000
Valuation allowance	(6,586,000)	(6,545,000)
Net deferred tax assets	$ - 0 - -	$ - 0 - -

The reconciliation of the effective income tax rate to the federal statutory rate are as follows:

Year ended December 31,	2019	2018
Federal statutory tax rate	21%	21%
Valuation allowance on net operating loss carryforwards	(21)	(21)
Effective income tax rate	- 0 -%	- 0 -%

As of December 31, 2019, open Federal income tax years subjected to examination, include the tax years ended December 31, 2018 through December 31, 2017. Tax carry forwards begin to expire in 2019.

9. RELATED PARTIES:

The Company for the years ended December 31, 2019 and 2018 reimbursed a related party $25,184 and $19,552, respectively. The Company incurred no expenses from a related party for research and development for the years ended December 31, 2019 and 2018. Related parties advanced (repaid) the Company approximately ($555,000) and $153,000 during 2019 and 2018, respectively.

10. OPERTATING LEASES:

The Company has two operating leases with unrelated third parties for office space at the Vancouver, Canada and Connecticut, United States locations.

The lease at the Vancouver, Canada location is on a month to month basis with monthly rental payments of $3,950 (CND). For the years ended December 31, 2019 and 2018 rent expense was $35,651 and $33,243, respectively.

The lease at the Connecticut, United States location is on a month to month basis with monthly rental payments of $500. For the years ended December 31, 2019 and 2018 rent expense was $6,000 each year. As of December 30, 2019, rent was discontinued.

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11. QUARTERLY FINANCIAL INFORMATION (UNAUDITED): The following table summarizes selected quarterly data for the years ended December 31, 2019 and 2018:

		First Quarter		Second Quarter		Third Quarter		Fourth Quarter		Full Year
2019:										
Revenue	$	-0-	$	-0-	$	-0-	$	-0-	$	-0-
Expenses		(52,680)		(69,486)		(42,817)		(27,882)		(192,865)
Net Gain(Loss)		(52,680)		(69,486)		(42,817)		(27,882)		(192,865)
Net gain(loss) per common share Basic and Diluted	$	(0.00)	$	(0.00)	$	(0.00)	$	(0.00)	$	(0.00)
2018:										
Revenue	$	-0-	$	-0-	$	-0-	$	-0-	$	-0-
Expenses		(37,861)		(27,824)		(25,984)		(91,610)		(183,279)
Net Gain(Loss)		(37,861)		(27,824)		(25,984)		(91,610)		(183,279)
Net gain(loss) per common share Basic and Diluted	$	(0.00)	$	(0.00)	$	(0.00)	$	(0.00)	$	(0.00)

12. SUBSEQUENT EVENT: None.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

None

Item 9A Control and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated 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 report.

In designing and evaluating our disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives.

No system of controls can prevent errors and fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur. Controls can also be circumvented by individual acts of some people, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with its policies or procedures. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Subject to the limitations above, management believes that the consolidated financial statements and other financial information contained in this report, fairly present in all material respects our financial condition, results of operations, and cash flows for the periods presented.

Based on the evaluation of the effectiveness of our disclosure controls and procedures, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) were not effective as a result of the weaknesses in the design of our internal control over financial reporting.

Based upon their evaluation of our internal controls over financial reporting, our Chief Executive Officer and Chief Financial Officer have concluded that our internal controls over financial reporting are ineffective. The material weaknesses in our internal controls related to a lack of segregation of duties due to inadequate staffing within our accounting department and upper management, the assignment of authority and responsibility, lack of consistent policies and procedures, inadequate monitoring controls and inadequate disclosure controls.

There were no changes in our internal controls that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect our internal controls over financial reporting.

We are committed to improving our financial organization. As part of this commitment, we will create a position to segregate duties consistent with control objectives and will increase our personnel resources and technical accounting expertise within the accounting function when funds are available to our company.

In addition, management believes that preparing and implementing sufficient written policies and checklists will remedy the following material weaknesses (i) insufficient written policies and procedures for accounting and financial reporting with respect to the requirements and application of US GAAP and SEC disclosure requirements; and (ii) ineffective controls over period end financial close and reporting processes. Further, management believes that the hiring of additional personnel who have the technical expertise and knowledge will result in proper segregation of duties and provide more checks and balances within the department. Additional personnel will also provide the cross training needed to support our company if personnel turn over issues within the department occur.

We will continue to monitor and evaluate the effectiveness of our internal controls and procedures and our internal controls over financial reporting on an ongoing basis and are committed to taking further action and implementing additional enhancements or improvements, as necessary and as funds allow.

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit our company to provide only management's report in this annual report.

Item 9B. Other Information

Not applicable

PART III

Item 10. Directors and Executive Officers of the Registrant.

The following table sets forth the name, age, position, and period of service in his present position of each director and executive officer of Oculus VisionTech Inc.

Name	Age	Position	Period of Service
Anton J. Drescher (1)	63	Director, Chief Financial Officer and Corporate Secretary	Since 1994
Maurice Loverso (1)	59	Director	Since 2003
Rowland Perkins	67	Director, President and Chief Executive Officer	Since 2005
Tom Perovic	67	Director	Since 2011
Ron Wages (1)	57	Director	Since 2011
Shawn Nichols	58	Director	Since 2019

(1) Member of the Audit Committee

Anton Drescher, Maurice Loverso, Rowland Perkins, Tom Perovic and Ron Wages were elected as directors of Oculus VisionTech, Inc. at the shareholders meeting held on December 30, 2011.

Executive Officers and Directors of the Company:

Anton J. Drescher - Chief Financial Officer, Secretary and Director

Mr. Drescher has been Chief Financial Officer of Oculus since December 1994. During the past 5 years, Mr. Drescher has provided administrative and consulting services in his capacity as President and a Director of Harbour Pacific Capital Corp. since 1998 and Westpoint Management Consultants Ltd. of Vancouver, British Columbia, Canada since 1978. Mr. Drescher also currently serves as a director and/or officer of the following public companies: International Tower Hill Mines Ltd. (ITH - TSX & NYSE: American) since October 1991, Xiana Mining Inc. (XIA – TSX.V) since December 1998; Centr Brands Corp. (CNTR- CSE) since May 2014 Ravenquest BioMed, Inc. (RBQ – CSE) April 2007 -November.2019, Trevali Mining Corp. (TV – TSX) March 2008-July,2019 and Corvus Gold, Inc. (KOR – TSX) since August 2010. Mr. Drescher obtained a Diploma in Financial Management from the British Columbia Institute of Technology in June 1974. He also obtained his Certified Management Accountant's designation in October 1981.

Maurice Loverso – Director

Mr. Loverso has been an independent director of Oculus since May 2003. He has been President of 3336298 Canada Inc. since 1996, providing financial consultation services to small capital public and private companies and has been a director of Group Intercapital Inc. since 1996, assisting a small cap venture capital firm with financial advice.

Rowland Perkins – President, Chief Executive Officer and Director

Mr. Perkins was formerly the President & Chief Executive Officer of ebackup Inc. (2001-2015), a digital cloud data service provider specializing in cloud services,data backup and business continuity. Mr. Perkins has over 35 years of business experience and 20 years with various public companies. In addition to Oculus VisionTech Inc., Mr. perkins is a director of Corvus Gold inc. since 2010. He is a former director of Xiana Mining Inc (TSXV) from 2011 to 2018 and of International Tower Hill Mines Ltd.(TSX & NYSE: American) from 2005 to 2010. Mr Perkins has a degree in Economics from the University of Manitoba.

Tom Perovic – Director

Mr. Perovic has over 30 years of experience in high technology management, from research and development to high-level and top development and executive positions in businesses including automotive (vision based real time driver assistance applications), electronics (embedded hardware, imaging/video processing based products), software (real time, streaming content - movie watermarking products for the entertainment industry, machine vision 2D signal processing algorithms, IP based video communications), PCB production/development equipment, professional video (TV broadcasting), Internet imaging, security video surveillance, contract manufacturing, material handling/logistics and production/distribution. He has been General Manager of Magna International Inc. since 2006, where he is responsible for restructuring since a takeover, P/L, development strategy, operational team building and leadership.

Ron Wages – Director

Mr. Wages is an innovative and results-driven corporate professional with an impressive 20 year record of success in delivering record profit growth in multiple markets worldwide. He is the founder and has been Chief Executive Officer of Vagues Solid State Lighting, a manufacturer of LED based lighting, since January 2009 As Chief Executive Officer, he developed the business strategy and full business plan including sales goals, market research, expense budgets and P&L plan. Previously, he was President and General Manager of MEMScAP Inc./JDS Uniphase, a public company in the semiconductors industry. He managed the day-to-day operations for sales, marketing, manufacturing, legal and finance. Mr. Wages has a B.S. in Electrical Engineering from the University of Maryland College Park and an MBA (Honors) from the University of Houston Executive MBA Program.

Shawn Nichols – Director

Mr. Nichols has over 30 years of experience in capital markets having worked as Senior Investment Counsel and Assistant Corporate Secretary for Citibank Canada. Mr. Nichols also served as Director of Capital Markets for Scotia Capital Inc., from 2002-2014. He holds a Master of Laws Degree from Boston University and Bachelor of Laws Degree from Osgoode Hall Law School in Toronto, Ontario.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the *Securities Exchange Act of 1934*, as amended ("*Section 16*"), requires that reports of beneficial ownership of capital stock and changes in such ownership be filed with the SEC by Section 16 "*reporting persons*," including directors, certain officers, and holders of more than 10% of the outstanding common shares. We are required to disclose in this Annual Report on Form 10-K each reporting person whom we know to have failed to file any required reports under Section 16 on a timely basis during the fiscal year ended December 31, 2014.

To our knowledge, based solely on a review of copies of Forms 3, 4 and 5 furnished to us and written representations that no other reports were required, during the fiscal year ended December 31, 2014, our officers, directors and 10% shareholders complied with all Section 16(a) filing requirements applicable to them.

Code of Ethics

We have adopted a Code of Ethics and Corporate Disclosure Policy that apply to the directors, officers and employees and Corporate Governance Guidelines that applies to our directors and officers. A copy of the Code of Ethics, Corporate Disclosure Policy and Corporate Governance Guidelines are posted on our website at http://www.usvo.com. These documents are also available in print to any shareholder who requests a copy by sending a written request to our corporate secretary at #507, 837 West Hastings Street, Vancouver, British Columbia, V6C 3N6.

Audit Committee

The Audit Committee of the Board of Directors consists of Maurice Loverso, Anton J. Drescher and Ron Wages, who serves as Chairman. The Board of Directors had determined that each Audit Committee member has sufficient knowledge in financial and accounting matters to serve on the Committee and that Anton J. Drescher is an "*audit committee financial expert*" as defined by SEC rules.

The Audit Committee meets with our independent auditors at least quarterly to discuss the results of the annual audit or interim periodic reviews and to review the financial statements; appoints the independent auditors to be retained; oversees the independence of the independent accountants; evaluates the independent auditors' performance; approves fees paid to independent auditors and receives and considers the independent auditors' comments as to controls, adequacy of staff and management performance and procedures in connection with audit and financial controls. The Audit Committee met informally by telephone conference four times and signed four consent resolutions during each of fiscal 2019 and 2018.

The Audit Committee is primarily concerned with the effectiveness of our audits by our internal audit staff and by our independent auditors. Its duties include: (1) recommending the selection of independent auditors; (2) reviewing the scope of the audit to be conducted by them, as well as the results of their audit; (3) reviewing the organization and scope of our internal system of audit and financial controls; (4) appraising our financial reporting activities (including our Proxy Statement and Annual Report) and the accounting standards and principles followed; and (5) examining other reviews relating to compliance by employees with important policies and applicable laws. The Audit Committee operates under a written Charter adopted by the Board of Directors, a copy of which is attached to this Proxy Statement as Schedule "A".

Item 11. Executive Compensation.

The following table sets forth compensation awarded to, earned by or paid to Oculus's Chief Executive Officer (CEO), and to other persons serving as executive officers as of December 31, 2019, whose salary and bonus for such year exceeded $100,000 (collectively, the "*Named Executive Officers*") for the last three completed fiscal years.

					Long Term Compensation			
		Summary Compensation Annual Compensation			Awards		Payouts	
Name and Principal Position	**Year**	**Salary $**	**Bonus $**	**Other Annual Compen-sation $**	**Restricted Stock Award(s) $**	**Securities Underlying Options/SARs (#)**	**LTIP Payouts $**	**All Other Compen-sation $**
Drescher, Anton	2019	-0-	-0-	-0-	-0-	-0-	-0-	-0-
	2018	-0-	-0-	-0-	-0-	-0-	-0-	-0-
	2017	-0-	-0-	-0-	-0-	-0-	-0-	-0-
CFO								
Loverso, Maurice	2019	-0-	-0-	-0-	-0-	-0-	-0-	-0-
	2018	-0-	-0-	-0-	-0-	-0-	-0-	-0-
	2017	-0-	-0-	-0-	-0-	-0-	-0-	-0-
Director								
Perkins, Rowland	2019	-0-	-0-	-0-	-0-	-0-	-0-	-0-
	2018	-0-	-0-	-0-	-0-	-0-	-0-	-0-
	2017	-0-	-0-	-0-	-0-	-0-	-0-	-0-
CEO								
Pervic, Tom	2019	-0-	-0-	-0-	-0-	-0-	-0-	-0-
	2018	-0-	-0-	-0-	-0-	-0-	-0-	-0-
	2017	-0-	-0-	-0-	-0-	-0-	-0-	-0-
Director								
Wages Ron	2019	-0-	-0-	-0-	-0-	-0-	-0-	-0-
	2018	-0-	-0-	-0-	-0-	-0-	-0-	-0-
	2017	-0-	-0-	-0-	-0-	-0-	-0-	-0-

Director

Nichols	2019	-0-	-0-	-0-	-0-	-0-	-0-	-0-
Shawn	2018	-0-	-0-	-0-	-0-	-0-	-0-	-0-
	2017	-0-	-0-	-0-	-0-	-0-	-0-	-0-
Director								

No stock options were granted to the Named Executive Officers during the years ended December 31, 2019 and 2018.

The following table sets forth certain information concerning exercises of stock options by the Named Executive Officers during the year ended December 31, 2019 and stock options held at year end.

Aggregated Option / SAR Exercises in Last Fiscal Year and FY-End Option / SAR Values

Name	Shares Acquired on Exercise (#)	Value Realized ($)	Number of Securities Underlying Unexercised Options / SARs at Fiscal year End (#) Exercisable/ Unexercisable	Value of Unexercised In-the-Money Options / SARs at Fiscal Year End ($) Exercisable/ Unexercisable	
Drescher, Anton	-0-	-0-	0 / 0	N/A	/ $0
Loverso, Maurice	-0-	-0-	0 / 0	N/A	/ $0
Perkins, Rowland	-0-	-0-	0 / 0	N/A	/ $0
Pervic, Tom	-0-	-0-	0 / 0	N/A	/ $0
Wages, Ron	-0-	-0-	0 / 0	N/A	/ $0
Shawn Nichols	-0-	-0-	0 / 0	N/A	/ $0

Compensation of Directors

Directors receive no compensation for their service as such.

Employment Contracts

We do not have an employment contract with Mr. Perkins and the other Named Executive Officer. We have no obligation to provide any compensation to Mr. Perkins or any other Named Executive Officer in the event of his resignation, retirement or termination, or a change in control of our company, or a change in any Named Executive Officers' responsibilities following a change in control.

We may in the future create retirement, pension, profit sharing and medical reimbursement plans covering our Executive Officers and Directors.

Item 12. Security Ownership of Certain Beneficial Owners and Management.

The following table sets forth as of March 9th, 2020, the number of our outstanding common shares beneficially owned by (i) each person known to us to beneficially own more than 5% of our outstanding common shares, (ii) each director, (iii) each Named Executive Officer, and (iv) all officers and directors as a group.

Name	Shares Owned	Percentage of Class
Anton J. Drescher	12,704,540	18.95%
Maurice Loverso	-0-	0.00%
Rowland Perkins	8,600,000	12.83%
Tom Perovic	1,895,000	2.83%
Ron Wages	200,000	0.30%
Shawn Nichols	1,117,935	1.67
All Executive Officers and Directors as a Group (five persons)	24,517,475	36.58%

Name	Shares Owned	Percentage of Class
N/A	-0-	0.00%
Person known to us to beneficial own more than 5%	-0-	0.00%

Item 13. Certain Relationships and Related Transactions.

In 2019 and 2018, we reimbursed for expenses of $25,184 and $27,410, respectively, to Harbour Pacific Capital Corp., a company controlled by Anton J. Drescher

Item 14. Principle Accountant Fees and Services

Audit and Non-Audit Fees

The following table presents fees for the professional audit services rendered by KWCO, P.C. for the audit of our annual financial statements for the years ended December 31, 2019 and 2018.

-

Year ended December 31	2019	2018
Audit fees	$ 20,545	$ 16,825
Audit-related fees	-0-	-0-
Tax fees	-0-	-0-
All other fees	-0-	-0-
Total	**$ 20,545**	**$ 16,825**

The Audit Committee reviews all audit and non-audit related fees at least annually. The Audit Committee pre-approved all audit and non-audit related services in fiscal 2019 and 2018.

PART IV

Item 15. Exhibits, Financial Statements to Shareholders and Reports on Form 8-K.

(a)(1) Financial Statements Independent Auditors' Reports Consolidated Balance Sheets Consolidated Statements of Operations Operations Consolidated Statements of Stockholders' Equity Consolidated Statements of Cash Flows Notes to Consolidated Financial Statements

(a)(2) All schedules are omitted because they are not applicable or the required information is shown in the financial statements or the notes thereto included in this Report.

(b) Reports on Form 8-K

During the last quarter of the fiscal year covered by this Report, we did not file any reports on Form 8K.

(c) Exhibits

3.1 Articles of Amendment (Wyoming) filed January 26, 2012.

3.2 Articles of Continuance (Wyoming) filed February 16, 1995 *(incorporated by reference from Exhibit 3.1 to the registrant's Form 10).*

3.3 Articles of Amendment (Alberta) filed January 3, 1995 *(incorporated by reference from Exhibit 3.2 to the registrant's Form 10).*

3.4 Articles of Amendment (Alberta) filed June 28, 1993 *(incorporated by reference from Exhibit 3.3 to the registrant's Form 10).*

3.5 Articles of Amendment (Alberta) filed April 6, 1992 (incorporated by reference from Exhibit 3.3 to the registrant's Form 10).

3.6 Articles of Amendment (Alberta) filed September 1, 1989 *(incorporated by reference from Exhibit 3.5 to the registrant's Form 10).*

3.7 Articles of Incorporation (Alberta) filed April 18, *1986 (incorporated by reference from Exhibit 3.6 to the registrant's Form 10).*

3.8 Bylaws *(incorporated by reference from Exhibit 3.7 to the registrant's Form 10).*

4.3 Share Option Plan *(incorporated by reference from Exhibit 4.3 to the registrant's Form 10).*

10.4 Alliance Partner Agreement dated November 11, 1999, between Exodus Communications, Inc. and registrant *(incorporated by reference from Exhibit 10.4 to the registrant's Form 10).*

21. Subsidiaries of the Registrant:

Name	**State of Incorporation**	**Status**
USA Video (California) Corporation	Nevada	Dissolved
USA Video Corporation	Texas	Dissolved
Old Lyme Video Productions Inc.	Wyoming	Dissolved
USA Video Technology Corporation	Wyoming	Dissolved
USVO, Inc.	Connecticut	Dissolved

31.1 Certification of the Chief Executive Officer Pursuant To Rule 13a-14 Or 15d-14 of the *Securities Exchange Act Of 1934*,as adopted pursuant to Section 302 of the *Sarbanes-Oxley Act of 2002*

31.2 Certification of the Chief Financial Officer Pursuant To Rule 13a-14 Or 15d-14 of the *Securities Exchange Act of 1934*,as adopted pursuant to Section 302 of the *Sarbanes-Oxley Act of 2002*

32.1 Certification of the Chief Executive 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 the 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 XBRL Instance Document
101.SCH XBRL Taxonomy Extension Schema Document
101.CAL XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB XBRL Taxonomy Extension Label Linkbase Document
101.PRE XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF XBRL Taxonomy Extension Definition Linkbase Document

SIGNATURES

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

OCULUS VISIONTECH, INC.

Dated: March 10th , 2020

By: /s/ *Rowland Perkins*
Rowland Perkins
Chief Executive Officer

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.

Signature	Title	Date
/s/ *Rowland Perkins* Rowland Perkins	Chief Executive Officer, Director	March 10, 2020
/s/ *Anton J. Drescher* Anton J. Drescher	Chief Financial Officer, (principal financial officer and principal accounting officer), Director	March 10, 2020
/s/ *Maurice Loverso* Maurice Loverso	Director	March 10, 2020
/s/ *Tom Perovic* Tom Perovic	Director	March 10, 2020
/s/ *Ron Wages* Ron Wages	Director	March 10, 2020

EXHIBIT 31.1

CERTIFICATION

I, Rowland Perkins, certify that:

1. I have reviewed this Annual Report on Form 10-K of Oculus VisioTech 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: March 10th, 2020

By: /s/ Rowland Perkins
Rowland Perkins
Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 31.2

CERTIFICATIONS

I, Anton J. Drescher, certify that:

1. I have reviewed this Annual Report on Form 10-K 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: March 10th, 2020

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

EXHIBIT 32.1

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 Annual Report on Form 10-K of Oculus VisionTech Inc. (the "Company"), for the period ended December 31, 2019, 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: March 10th, 2020

By: /s/ Rowland Perkins
Rowland Perkins
Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 32.2

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 Annual Report on Form 10-K of Oculus VisionTech Inc. (the “Company”), for the period ended December 31, 2019, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, 20-F of Oculus VisionTech Inc., 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: March 10th, 2020

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