UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2022

OR

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

For the transition period from ____________to _______________.

Commission File Number: **001-35988**

Vislink Technologies, Inc.
(Exact name of registrant as specified in its charter)

Delaware	**20-5856795**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

350 Clark Drive, Suite 125,
Mt. Olive, NJ 07828
(Address of Principal Executive Offices)

(941) 953-9035
(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock par value $0.00001 per share	VISL	The Nasdaq Capital Market

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such a shorter period than the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for a such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

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

Large accelerated filer ☐	Accelerated filer ☐
Non-accelerated filer ☒	Smaller reporting company ☒
	Emerging growth company ☐

If an emerging growth company, indicate by a checkmark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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

The number of shares of the registrant's common stock outstanding as of November 14, 2022, is 47,419,317.

VISLINK TECHNOLOGIES, INC.
QUARTERLY REPORT ON FORM 10-Q
For the three and nine months ended September 30, 2022 and 2021

PART I: FINANCIAL INFORMATION

Item 1. Financial Statements

Index to Condensed Consolidated Financial Statements

FORWARD-LOOKING INFORMATION

This Quarterly Report on Form 10-Q (including the section regarding Management's Discussion and Analysis of Financial Condition and Results of Operations) (the "Report") contains forward-looking statements regarding our business, financial condition, results of operations, and prospects. Words such as "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates," and similar words and phrases are intended to identify forward-looking statements. However, this is not an all-inclusive list of words or phrases identifying forward-looking statements in this Report. Also, all information concerning future matters is forward-looking statements.

Although forward-looking statements in this Report reflect our management's good faith judgment, such information can only be based on facts and circumstances currently known by us. Forward-looking statements are inherently subject to risks and uncertainties, and actual results and outcomes may differ materially from the results and outcomes discussed in or anticipated by the forward-looking statements. Factors that could cause or contribute to such differences in results and outcomes include, without limitation, those discussed elsewhere in this Report.

The Company files reports with the Securities and Exchange Commission ("SEC"), and those reports are available free of charge on our website (www.vislinktechnologies.com) under "About/Investor Information/SEC Filings." The reports available include our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports, which are available as soon as reasonably practicable after the Company electronically files such materials or furnishes them to the SEC. The SEC also maintains an Internet site (sec.gov) containing reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC, including us.

The Company undertakes no obligation to revise or update forward-looking statements to reflect any event or circumstance that may arise after this Report's date. The Company urges you to carefully review and consider all the disclosures made in this Report

REFERENCES TO VISLINK

In this Quarterly Report, unless otherwise stated or the context otherwise indicates, references to "VISL," "Vislink," "the Company," "we," "us," "our," and similar references refer to Vislink Technologies, Inc., a Delaware corporation.

VISLINK TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(IN THOUSANDS EXCEPT SHARE AND PER SHARE DATA)

	September 30, 2022	December 31, 2021
	(unaudited)	
ASSETS		
Current assets		
Cash	$ 24,476	$ 36,231
Accounts receivable, net	9,386	9,069
Inventories, net	15,069	11,894
Prepaid expenses and other current assets	1,577	2,470
Total current assets	50,508	59,664
Right of use assets, operating leases	1,124	1,362
Property and equipment, net	1,361	1,173
Intangible assets, net	4,648	5,921
Total assets	$ 57,641	$ 68,120
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable	$ 2,979	$ 3,075
Accrued expenses	1,788	3,155
Notes payable	251	99
Operating lease obligations, current	451	560
Customer deposits and deferred revenue	2,163	2,113
Total current liabilities	7,632	9,002
Operating lease obligations, net of current portion	1,152	1,507
Deferred tax liabilities	818	978
Total liabilities	9,602	11,487
Commitments and contingencies (See Note 10)		
Stockholders' equity		
Preferred stock – $0.00001 par value per share: 10,000,000 shares authorized on September 30, 2022, and December 31, 2021; -0- shares issued and outstanding as of September 30, 2022, and December 31, 2021, respectively	—	—
Common stock, – $0.00001 par value per share, 100,000,000 shares authorized, 47,419,317 and 45,825,089 shares issued and 47,416,658 and 45,822,430 outstanding at September 30, 2022, and December 31, 2021, respectively	—	—
Additional paid-in capital	345,070	343,746
Accumulated other comprehensive income	(2,182)	(297)
Treasury stock, at cost – 2,659 shares as of September 30, 2022, and December 31, 2021, respectively	(277)	(277)
Accumulated deficit	(294,572)	(286,539)
Total stockholders' equity	48,039	56,633
Total liabilities and stockholders' equity	$ 57,641	$ 68,120

The accompanying notes are an integral part of these condensed consolidated financial statements.

VISLINK TECHNOLOGIES, INC. AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(IN THOUSANDS EXCEPT NET LOSS PER SHARE DATA)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2022	2021	2022	2021
Revenue, net	$ 7,114	$ 11,200	$ 21,024	$ 22,840
Cost of revenue and operating expenses				
Cost of components and personnel	3,616	4,224	10,225	9,994
Inventory valuation adjustments	207	278	404	589
General and administrative expenses	4,624	6,007	13,973	13,405
Research and development expenses	885	841	3,154	2,161
Impairment of right-of-use assets	88	—	88	—
Amortization and depreciation	502	343	1,424	860
Total cost of revenue and operating expenses	9,922	11,693	29,268	27,009
Loss from operations	(2,808)	(493)	(8,244)	(4,169)
Other income (expense)				
Changes in fair value of derivative liabilities	—	25	—	8
Gain on settlement of debt	17	1,168	26	1,362
Other income	—	1	32	3
Interest expense	(3)	(25)	(8)	(29)
Total other income (expense)	14	1,169	50	1,344
Net (loss) income before income taxes	(2,794)	676	(8,194)	(2,825)
Income taxes				
Deferred tax benefits	54	—	161	—
Net (loss) income	$ (2,740)	$ 676	$ (8,033)	$ (2,825)
Basic and diluted loss per share	$ (0.06)	$ (0.01)	$ (0.17)	$ (0.07)
Weighted average number of shares outstanding:				
Basic and diluted	47,409	45,748	46,448	42,696
Comprehensive loss:				
Net (loss) income	$ (2,740)	$ 676	$ (8,033)	$ (2,825)
Unrealized gain (loss) on currency translation adjustment	746	(394)	1,885	(408)
Comprehensive loss	$ (1,994)	$ 282	$ (6,148)	$ (3,233)

The accompanying notes are an integral part of these condensed consolidated financial statements.

VISLINK TECHNOLOGIES, INC. AND SUBSIDIARIES
UNAUDITED CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2022
(IN THOUSANDS, EXCEPT SHARE DATA)

Three months ending September 30, 2022:

	Preferred Stock		Common Stock		Additional Paid In	Accumulated Other Comprehensive	Treasury	Accumulated	
	Shares	Amount	Shares	Amount	Capital	Loss	Stock	Deficit	Total
Balance, June 30, 2022	—	$ —	47,380,614	$ —	$ 344,732	$ (1,436)	$ (277)	$ (291,832)	$ 51,187
Net loss	—	—	—	—	—	—	—	(2,740)	(2,740)
Unrealized gain on currency translation adjustment	—	—	—	—	—	(746)	—	—	(746)
Issuance of common stock in connection with:									
Satisfaction of accounts payable vendor balance	—	—	38,703	—	23	—	—	—	23
Satisfaction of withholding tax upon conversion of restricted stock units	—	—	—	—	—	—	—	—	—
Satisfaction with the conversion of restricted stock units	—	—	—	—	—	—	—	—	—
Stock-based compensation	—	—	—	—	315	—	—	—	315
Balance, September 30, 2022	—	$ —	47,419,317	$ —	$ 345,070	$ (2,182)	$ (277)	$ (294,572)	$ 48,039

Nine months ending September 30, 2022:

	Preferred Stock		Common Stock		Additional Paid In	Accumulated Other Comprehensive	Treasury	Accumulated	
	Shares	Amount	Shares	Amount	Capital	Loss	Stock	Deficit	Total
Balance, January 1, 2022	—	$ —	45,825,089	$ —	$ 343,746	$ (297)	$ (277)	$ (286,539)	$ 56,633
Net loss	—	—	—	—	—	—	—	(8,033)	(8,033)
Unrealized gain on currency translation adjustment	—	—	—	—	—	(1,885)	—	—	(1,885)
Issuance of common stock in connection with:									
Satisfaction of accounts payable vendor balance	—	—	77,406	—	54	—	—	—	54
Satisfaction of withholding tax upon conversion of restricted stock units	—	—	357,778	—	—	—	—	—	—
Satisfaction with the conversion of restricted stock units	—	—	1,159,044	—	—	—	—	—	—
Stock-based compensation	—	—	—	—	1,270	—	—	—	1,270
Balance, September 30, 2022	—	$ —	47,419,317	$ —	$ 345,070	$ (2,182)	$ (277)	$ (294,572)	$ 48,039

The accompanying notes are an integral part of these condensed consolidated financial statements.

VISLINK TECHNOLOGIES, INC. AND SUBSIDIARIES
UNAUDITED CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2021
(IN THOUSANDS, EXCEPT SHARE DATA)

For the Three Months Ended September 30, 2021:

	Series D Preferred Stock		Common Stock		Additional Paid In	Accumulated Other Comprehensive	Treasury	Accumulated	
	Shares	Amount	Shares	Amount	Capital	Income	Stock	Deficit	Total
Balance, June 30, 2021	—	$ —	45,652,249	$ —	$ 339,514	$ 134	$ (277)	$ (273,648)	$65,723
Net income	—	—	—	—	—	—	—	676	676
Unrealized loss on currency translation adjustment	—	—	—	—	—	(394)	—	—	(394)
Issuance of common stock in connection with:									
Underwriting equity raise, net of offering costs	—	—	83,600	—	243	—	—	—	243
Exercise of common stock warrants	—	—	1,520	—	—	—	—	—	—
Stock issuance commitments	—	—	87,720	—	200	—	—	—	200
Stock-based compensation	—	—	—	—	34	—	—	—	34
Balance, September 30, 2021	—	$ —	45,825,089	$ —	$ 339,991	$ (260)	$ (277)	$ (272,972)	$66,482

For the Nine Months Ended September 30, 2021:

	Series D Preferred Stock		Common Stock		Additional Paid In	Accumulated Other Comprehensive	Treasury	Accumulated	
	Shares	Amount	Shares	Amount	Capital	Income	Stock	Deficit	Total
Balance, January 1, 2021	—	$ —	21,382,290	$ —	$ 280,273	$ 148	$ (277)	$ (270,147)	$ 9,997
Net loss	—	—	—	—	—	—	—	(2,825)	(2,825)
Unrealized loss on currency translation adjustment	—	—	—	—	—	(408)	—	—	(408)
Issuance of common stock in connection with:									
Underwriting equity raise, net of offering costs	—	—	24,345,018	—	59,334	—	—	—	59,334
Exercise of common stock warrants	—	—	3,811	—	2	—	—	—	2
Exercise of cashless common stock warrants	—	—	6,250	—	—	—	—	—	—
Warrants issued in a settlement agreement					74				74
Stock issuance commitments	—	—	87,720	—	200	—	—	—	200
Stock-based compensation	—	—	—	—	108	—	—	—	108
Balance, September 30, 2021	—	$ —	45,825,089	$ —	$ 339,991	$ (260)	$ (277)	$ (272,972)	$66,482

The accompanying notes are an integral part of these condensed consolidated financial statements.

VISLINK TECHNOLOGIES, INC. AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(IN THOUSANDS)

	For the Nine Months Ended September 30, 2022	For the Nine Months Ended September 30, 2021
Cash flows used in operating activities		
Net loss	$ (8,033)	$ (2,825)
Adjustments to reconcile net loss to net cash used in operating activities		
Gain on settlement of debt	(26)	(1,362)
Deferred tax benefits	(161)	—
Stock-based compensation	1,270	108
Stock issuance commitments	200	200
Warrants issued in a settlement agreement	—	74
Provision for bad debt	19	207
Recovery of bad debt	(17)	(167)
Inventory valuation adjustments	404	589
Amortization of right-of-use assets, operating assets	152	166
Depreciation and amortization	1,424	860
Impairment on right-of-use assets	88	—
Change in fair value of derivative liabilities	—	(8)
Changes in assets and liabilities		
Accounts receivable	(803)	30
Inventory	(6,077)	(4,811)
Prepaid expenses and other current assets	1,695	(88)
Accounts payable	33	(1,909)
Accrued expenses and interest expense	(1,555)	826
Operating lease liabilities	(464)	(371)
Deferred revenue and customer deposits	84	252
Net cash used in operating activities	(11,767)	(8,229)
Cash flows used in investing activities		
Cash acquired from MVP acquisition	—	965
Cash used in the acquisition of 100% of MVP's outstanding shares	—	(18,311)
Cash used for property and equipment	(352)	(158)
Net cash used in investing activities	(352)	(17,504)
Cash flows provided in financing activities		
Proceeds received from equity financings	—	62,914
Costs incurred in connection with equity financing	—	(3,580)
Proceeds from the exercise of common stock warrants	—	2
Principal payments on D & O notes payable	(791)	(731)
Net cash provided in financing activities	(791)	58,605
Effect of exchange rate changes on cash	1,155	(5)
Net increase in cash	(11,755)	32,867
Cash, beginning of the period	36,231	5,190
Cash, end of the period	$ 24,476	$ 38,057
Supplemental disclosure of cash flow information:		
Cash paid during the period for interest	$ 9	$ 38
Supplemental disclosure of non-cash information:		
Forgiveness of PPP government grant	$ —	$ 1,168
Notes payable recognized on D & O insurance policy	$ 943	$ 1,098
Common stock warrants issued in connection with:		
Settlement of amounts due to related parties	$ —	$ 74
Common stock shares issued in connection with:		
Settlement of amounts due accounts payable	$ 54	$ —
Compensation awards previously accrued	$ —	$ 200

ROU assets and operating lease obligations recognized (Note 6):		
Operating lease assets recognized	$ —	$ —
Less: non-cash changes to operating lease assets		
amortization	(152)	(166)
lease termination	(131)	—
impairments	(43)	—
loss on lease impairments	(88)	—
	$ (414)	$ (166)
Operating lease liabilities recognized	$ —	$ —
Less: non-cash changes to lease liabilities		
accretion	(464)	(371)
	$ (464)	$ (371)

The accompanying notes are an integral part of these condensed consolidated financial statements

NOTE 1 — ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations

Vislink, incorporated in Delaware in 2006, is a global technology business specializing in collecting, delivering, and managing high-quality, live video and associated data from the action scene to the viewing screen. Vislink provides solutions for collecting live news, sports, and entertainment events for the broadcast markets. Vislink also furnishes the surveillance and defense markets with real-time video intelligence solutions using various tailored transmission products. The Vislink team also provides professional and technical services utilizing a staff of technology experts with decades of applied knowledge and real-world experience in the terrestrial microwave, satellite, fiber optic, surveillance, and wireless communications systems delivering a broad spectrum of customer solutions.

Live Broadcast:

Vislink delivers an extensive portfolio of solutions for live news, sports, and entertainment industries. These solutions include video collection, transmission, management, and distribution via microwave, satellite, cellular, I.P. (Internet Protocol), MESH, and bonded cellular/5G networks. We also provide solutions that utilize A.I. (Artificial Intelligence) technologies to provide automated coverage of news and sporting events. With over 50 years in operation, Vislink has the expertise and technology portfolio to deliver fully integrated, seamless, end-to-end solutions.

Industry-wide contributors acknowledge Vislink’s live broadcast solutions. The transmission of a vast majority of all outside wireless broadcast video content uses our equipment, with over 200,000 systems installed worldwide. We work closely with the majority of the world’s broadcasters. Vislink wireless cameras and ultra-compact encoders help bring many of the world’s most prestigious sporting and entertainment events to life. Recent examples include globally watched international sporting contests, award shows, racing events, and annual music and cultural events.

Military And Government:

Vislink has developed high-quality solutions to meet surveillance and defense markets’ operational and industry challenges based on our knowledge of live video delivery. Vislink solutions are specifically designed with interagency cooperation, utilizing the internationally-recognized I.P. platform and a web interface for video delivery. Vislink provides comprehensive video, audio, and data communications solutions to law enforcement and the public safety community, including Airborne, Unmanned Systems, Maritime, and Tactical Mobile Command Posts. These solutions may include airborne downlinks, terrestrial point-to-point, tactical mobile command, maritime, UAV, and personal portable products that meet the demands of field operations, command centers, and central receiving sites. Short-range and long-range solutions are available in areas including established infrastructure and exceptionally remote regions, making valuable video intelligence available regardless of location. Vislink public safety and surveillance solutions are deployed worldwide, including throughout the U.S., Europe, and the Middle East, at the local, regional, and federal levels of operation, criminal investigation, crisis management, mobile command posts, and field operations.

Satellite Communications:

Over 30 years of technical expertise support Vislink’s satellite solutions. These solutions ensure robust, secure communications while delivering low transmission costs for any organization that needs high-quality, reliable satellite transmission. We offer turnkey solutions that begin with state-of-the-art coding, compression, and engine modulation and end with our robust, lightweight antenna systems. Vislink Satellite solutions focus heavily on being the smallest, lightest, and most efficient in their categories, making transportation and ease of use a key driver in the customer experience. Vislink offers an extensive range of satellite designs that allow customers to optimize bit rate, size, weight, and total cost. Our satellite systems are used extensively globally, with over 2,000 systems deployed by governments, militaries, and broadcasters.

NOTE 1 — ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Nature of Operations (continued)

Connected Edge Solutions:

Vislink offers the hardware and software solutions needed to acquire, produce, contribute, and deliver video over all private and public networks with the Mobile Viewpoint acquisition. Connected edge solutions aid the video transport concept of utilizing ubiquitous IP networks and cloud-scale computing across 5G, WiFi6, Mesh, and COFDM-enabled networks. These solutions include:

- Live video encoding, stream adaptation, decoding, and production solutions
- Remote production workflows
- Wireless cameras
- AI-driven automated production
- Ability to contribute video over:
    - Bonded cellular (3G and 4G)
    - Satellite
    - Fiber
    - Emerging networks, including 5G and Starlink

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements are prepared under the United States generally accepted accounting principles (“US GAAP”) for interim financial information and following Form 10-Q and Regulation S-X instructions. Accordingly, these financial statements do not include all information or notes required by GAAP for annual financial statements. Read these financial statements in conjunction with the consolidated financial statements filed on the Company’s Annual Report on Form 10-K for the year ended December 31, 2021, filed with the United States Securities and Exchange Commission (the “SEC”) on March 31, 2022. In the opinion of management, the unaudited condensed consolidated financial statements included herein contain all adjustments necessary to present the Company’s consolidated financial position as of September 30, 2022, the results of its operations, and cash flow for the nine months ended September 30, 2022, and 2021. Such adjustments are of a routine recurring nature. The results of operations for the nine months ended September 30, 2022, may not indicate results for an entire year, any other interim period, or any future year period.

Principles of Consolidation

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America or (“U.S. GAAP”) as found in the Accounting Standards Codification (“ASC”), the Accounting Standards Update (“ASU”) of the Financial Accounting Standards Board (“FASB”) and the rules and regulations of the US Securities and Exchange Commission (the “SEC”). The accompanying consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. We have eliminated all intercompany accounts and transactions upon consolidating our subsidiaries.

Segment Reporting

The Company identifies operating segments as components of an enterprise about which separate discrete financial information is available for evaluation by the operating decision-makers, or decision-making group, in deciding how to allocate resources and assess performance. The Company’s decision-making group is the senior executive management team. The Company and the decision-making group view the Company’s operations and manage its business as one operating segment with different product offerings. All long-lived assets of the Company reside in the U.S., the U.K., and the Netherlands.

Use of Estimates

The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make estimates, judgments, and assumptions that affect the reported amounts of assets and liabilities in the consolidated financial statements. Significant accounting estimates reflected in the Company’s consolidated financial statements include the useful lives of property, plant, and equipment, the useful lives of right-of-use assets, the useful lives of intangible assets, impairment of long-lived assets, allowance for accounts receivable doubtful accounts, allowance for inventory obsolescence reserve, allowance for deferred tax assets, valuation of warranty reserves, contingent consideration liabilities, and the accrual of potential liabilities. These estimates also affect the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from estimates, and any such differences may be material to our financial statements.

NOTE 1 — ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Risks and Uncertainties

The future impacts of the Russia-Ukraine war, the novel coronavirus (“COVID-19”) pandemic, and their residual effects include economic uncertainty, an inflationary environment, currency fluctuations, disruption within the global supply chain, and labor markets worldwide industries remain uncertain. These circumstances have created prevalent uncertainty and risk. The impact of these issues on our business will vary by geographic market and discipline. In response to potential reductions in revenue, we may take actions to align our cost structure with changes in customer demand and manage our working capital. However, there can be no assurance as to the effectiveness of our efforts to mitigate any impact of the current and future adverse economic conditions, reductions in client revenue, changes in client creditworthiness, and other developments. We monitor the circumstances mentioned above to assess direct material adverse effects on our business, financial condition, or results of operations. Therefore, these impacts may change accounting estimates and assumptions over time. Interim period results are not necessarily indicative of the expected results for the full fiscal year.

Inventories

Inventories consist of raw materials, work-in-process, and finished goods and are recorded at the lower of cost, on a first-in, first-out basis, or net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable completion, disposal, and transportation costs. The Company evaluates inventory balances and either writes down obsolete inventory or records a reserve for slow-moving or excess inventory based on net realizable value analysis.

Revenue Recognition

We account for the Company’s operating results under ASC Topic 606, adopted on January 1, 2019. It is a comprehensive revenue recognition model that requires recognition when the Company transfers control of the promised goods or services to our customers at an amount that reflects the consideration we expect to receive. The application of ASC Topic 606 requires us to use more judgment and make more estimates than under previously issued guidance.

The Company generates all its revenue from contracts with customers. The Company recognizes revenue when we satisfy a performance obligation by transferring control of the promised goods or services to a customer in an amount that reflects the consideration we expect to receive in exchange for those services.

The Company determines revenue recognition through the following steps:

1. Identification of the contract, or contracts, with a customer.
2. Identification of the performance obligations in the contract.
3. Determination of the transaction price.
4. Allocation of the transaction price to the performance obligations in the contract; and
5. Recognition of revenue when, or as, we satisfy a performance obligation.

At contract inception, the Company assesses the goods and services promised in our contracts with customers and identifies a performance obligation for each. To determine the performance obligations, the Company considers all the products and services promised in the contract regardless of whether they are explicitly stated or implied by customary business practices. The timing of satisfaction of the performance obligation is not subject to significant judgment. We measure revenue as the amount of consideration we expect to receive in exchange for transferring goods and services. The value-added sales taxes and other charges we collect concurrent with revenue-producing activities are excluded from income.

Remaining Performance Obligations:

The remaining performance obligations, or backlog, represent the aggregate amount of the transaction price allocated to the remaining obligations that the Company has not performed under its customer contracts. The Company has elected to use the optional exemption in ASC 606-10-50-14, which exempts an entity from such disclosures if a performance obligation is part of a contract with an original expected duration of one year or less.

NOTE 1 — ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Intangible Assets

Patents and licenses:

Patents and licenses, measured initially at purchase cost, are included in intangible assets on the Company's balance sheet and are amortized on a straight-line basis over their estimated useful lives of 18.5 to 20 years.

Other intangible assets:

The Company's remaining intangible assets include the trade names, technology, and customer lists acquired in its acquisition of IMT, Vislink, and Mobile Viewpoint Corporate B.V. ("MVP"). A third-party appraiser determined the value of these acquired assets for these business combinations. Absent an indication of fair value from a potential buyer or similar specific transactions, we have determined that using the methods employed provided a reasonable estimate in reporting the values assigned. The Company amortizes intangible asset costs over their useful lives of 3 to 15 years with its net book value reported on the balance sheet.

Leases

The Company determines if an arrangement is a lease at inception. The Company recognizes lease expense for lease payments on a straight-line basis over the lease term. The Company includes operating leases as "Right of use assets, operating leases" ("ROU") in the consolidated balance sheets. For lease liabilities, operating lease liabilities are included in "Operating lease obligations, current" and "Operating lease liabilities, net of current portion" in the consolidated balance sheets. The Company recognizes operating lease ROU assets and liabilities on the commencement date based on the present value of lease payments for all leases with a term longer than 12 months. No lease and non-lease components are separated for all our real estate contracts.

The ROU assets and related lease liabilities recorded under ASC 842 are calculated based on the present value of the lease payments using (1) the rate implicit in the lease or (2) the lessee's incremental borrowing rate ("IBR"), defined as the rate of interest that a lessee would have to pay to borrow on a collateralized basis over a similar term an amount equal to the lease payments in a comparable economic environment. As most of our leases do not provide an implicit rate, we generally use our incremental borrowing rates based on an analysis of prior collateralized borrowings over similar terms of the lease payments at the commencement date to estimate the IBR under ASC 842. There were no capital leases, which are now titled "finance leases" under ASC 842, in the Company's lease portfolio as of March 31, 2022.

Stock-Based Compensation

The Company accounts for stock compensation with persons classified as employees for accounting purposes under ASC 718 "Compensation-Stock Compensation," which recognizes awards at fair value on the date of grant and recognition of compensation over the service period for awards expected to vest. The fair value of stock options is determined using the Black-Scholes Option Pricing Model, and the fair value of common stock issued for services is determined based on the Company's stock price on the issuance date.

The expansion of Topic 718 fell under ASU 2018-07 to include share-based payment transactions for acquiring goods and services from nonemployees. The measurement date for equity-classified nonemployee share-based payment awards is no longer at the earlier date at which a commitment for performance by the counterparty is reached or the date at which the counterparty's performance is complete. Instead, the grant date is now considered the measurement date. Under today's guidance, the measurement of nonemployee share-based payment awards with performance conditions is at the lowest aggregate fair value, often resulting in a zero value. The new ASU aligns the accounting for nonemployee share-based payment awards with performance conditions with accounting for employee share-based payment awards under Topic 718 by requiring entities to consider the probability of satisfying performance conditions. Current guidance requires entities to use the contractual term to measure the nonemployee share-based payment awards. The new ASU allows entities to make an award-by-award election to use the expected duration (consistent with employee share-based payment awards) or the contractual term for nonemployee awards.

NOTE 1 — ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Stock-Based Compensation (continued)

Stock-Option Awards — Time-based and performance-based:

Under ASC Topic 718, the compensation cost is measured based on an award's fair value at the grant's date for the time vested option award using the Black Scholes-Merton formula as a valuation technique. The Company used the U.S. Treasury note's rate over the expected option term for the risk-free rate. Employees' expected term represents the period that options granted are expected to be outstanding using the simplified method. The Company's historical share option exercise experience does not provide a reasonable basis for estimating the expected term. For nonemployee options, the expected term is the entire term of the option. Expected volatility is based on the average weekly share price changes over the shorter expected term or the period from the Nasdaq Capital Markets Exchange placement to the grant's date. The Company estimates forfeiture and volatility using historical information. The risk-free interest rate is based on the implied yield on U.S. Treasury zero-coupon issues over the options' equivalent lives.

The Company has not paid dividends on its common stock, and no assumption of dividend payment(s) is made in the model. For employee equity-classified awards, compensation cost is recognized over the employee's requisite service period with a corresponding credit to additional paid-in capital. The employee's requisite service period begins at the service inception date and ends when the requisite service has been provided.

Restricted Stock Unit Awards ("RSUs") — Time Based:

Under ASC 718, the exercise price for RSUs is determined using the fair market value of the Company's common stock on the grant date. For an award with graded vesting subject only to a service condition (e.g., time-based vesting), ASC 718-10-35-8 provides an accounting policy choice between graded vesting attribution or straight-line attribution. The Company elects the graded vesting method, recognizing compensation expense for only the portion of awards expected to vest. Forfeitures of time-based units and awards are recognized as they occur. Stock-based compensation costs are calculated using the closing stock price on the grant date to estimate the fair value of time-based restricted stock units.

Restricted Stock Unit Awards ("RSUs") — Performance-Based:

The accruals of compensation cost for an award with a performance condition are related to that performance condition's probable outcome. Under ASC 718, a "performance condition" is the achievement of a specified target that is defined by referring to the employer's operations or activities, such as an option that vests if the employer's growth rate increases by a certain amount or there are the attainment of regulatory approval for a product. There is an accrual of compensation cost upon the likely achievement of the performance condition, and there is no accrual if the accomplishment of the performance condition is not probable. The exercise price for RSUs is determined using the fair market value of the Company's common stock on the grant date. Stock-based compensation costs are calculated using the closing stock price on the grant date to estimate performance-based restricted stock units' fair value.

Right-of-use operating lease abandonment

As part of the Company's cost savings strategy implemented in the third quarter of the fiscal year 2022, management decided to vacate the Billerica, MA facility. The economic environment of the location precluded the action of sub-letting and management determined the (leased facility) to be abandoned as of September 30, 2022. Under ASC 360, leased space abandonment is an impairment indicator, and the Company assessed the lease right-of-use ("ROU") assets for impairment. The Company considered approximately $131,000 of right-of-use operating assets impaired, and for the three and nine months ending September 31, 2022, and 2021, the Company recognized a loss on impairment of ROU assets of approximately $88,000 and $-0-, respectively.

NOTE 1 — ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Loss Per Share

The Company reports loss per share under ASC Topic 260, "Earnings Per Share," which establishes standards for computing and presenting earnings per share. The basic loss per share calculation divides the net loss allocable to common stockholders by the weighted-average shares of common stock outstanding during the period without considering common stock equivalents. The diluted loss per share calculation is calculated by adjusting the weighted-average shares of common stock outstanding for the dilutive effect of common stock equivalents, including stock options and warrants, outstanding for the period as determined using the treasury stock method. For the diluted net loss per share calculation, common stock equivalents are excluded from the calculation because their effect would be anti-dilutive. Therefore, basic and diluted net loss per share applicable to common stockholders is the same for periods with a net loss.

The following table illustrates the anti-dilutive potential common stock equivalents excluded from the calculation of loss per share (in thousands):

	Nine months Ended September 30,	
	2022	**2021**
Anti-dilutive potential common stock equivalents excluded from the calculation of loss per share:		
Stock options	698	166
Warrants	9,175	9,297
	9,873	9,463

Fair Value of Financial Instruments

GAAP requires disclosing financial instruments' fair value to the extent practicable for financial instruments recognized or unrecognized in the consolidated balance sheet. The fair value of the financial instruments disclosed herein is not necessarily representative of the amount that could be realized or settled, nor does the fair value amount consider the tax consequences of realization or settlement.

In assessing the fair value of financial instruments, the Company uses various methods and assumptions based on estimates of market conditions and risks existing at the time. For specific instruments, including accounts receivable and accounts payable, the Company estimated that the carrying amount approximated fair value because of these instruments' short maturities. All debt is based on current rates at which the Company could borrow funds with similar remaining maturities and approximates fair value.

GAAP establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs consist of items that market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of the Company. Unobservable inputs reflect the Company's assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The hierarchy is described below. As of March 31, 2022, the Company had no fair valued assets or liabilities classified under Level 1 or Level 2.

- Level 1 – Quoted prices in active markets for identical assets or liabilities,
- Level 2 – Observable prices based on inputs not quoted on active markets but corroborated by market data,
- Level 3 – Unobservable inputs are used when little or no market data is available; the fair value hierarchy gives the lowest priority to Level 3 inputs (see Note 7).

NOTE 1 — ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign Currency and Other Comprehensive (Gains) Losses

We record gains or losses resulting from foreign currency transactions in foreign currency income or loss except for the effect of exchange rates on long-term inter-company transactions that are considered long-term investments that are accumulated and credited or charged to other comprehensive income. We have two foreign subsidiaries, one in the United Kingdom and the other in the Netherlands, and their functional currencies are British Pounds and Euros, respectively. The translation from the respective foreign currency to United States Dollars ("US Dollars") is performed for balance sheet accounts using current exchange rates at the balance sheet date and for income statement accounts using an average exchange rate for the nine months ending September 30, 2022. We included gains or losses from such translation as a separate component of accumulated other comprehensive (loss) income.

Transaction gains and losses are recognized in our operations' results based on the difference between the foreign exchange rates on the transaction date and the reporting date. The foreign currency exchange gains and losses are a component of general and administrative expenses in the accompanying Unaudited Condensed Consolidated Statements of Operations.

The Company has recognized foreign exchanges gains and losses and changes in accumulated comprehensive income approximately as follows:

	For the three months ended September 30,		For the nine months ended September 30,	
	2022	2021	2022	2021
Net foreign exchange transactions:				
(Gains) Losses	$ 52,000	$ 23,000	$ 47,000	$ 86,000
Accumulated comprehensive income:				
Unrealized (gains) losses on currency translation adjustment	$ (746,000)	$ 394,000	$ (1,885,000)	$ 408,000

The exchange rates adopted for the foreign exchange transactions are quoted on OANDA, a Canadian-based foreign exchange company and internet website providing currency conversion, online retail foreign exchange trading, online foreign currency transfers, and forex information. The Company translated amounts from British Pounds into United States Dollars and Euros to British Pounds at the following exchange rates for the respective periods:

- As of September 30, 2022 – £1.1132910000 to $1.00; €0.9797440000 to $1.00
- The average exchange rate for the nine months ended September 30, 2022 – £1.2578587969 to $1.00; €1.0628459141 to $1.00

Subsequent Events

Management has evaluated subsequent events or transactions occurring through the date the consolidated financial statements were issued and determined that no events or transactions are required to be disclosed herein except as disclosed.

Recently Issued Accounting Principles

The Company reviews new accounting standards issued by the Financial Accounting Standards Board, including its Emerging Issues Task Force, the American Institute of Certified Public Accountants, and the SEC. From time to time, new accounting pronouncements are issued by the FASB or other standard setting bodies and adopted by the Company as of the specified effective date. Unless otherwise discussed, the Company believes that the impact of recently issued standards that are not yet effective will not have a material impact on our condensed consolidated financial statements and disclosures.

NOTE 2 — LIQUIDITY AND FINANCIAL CONDITION

The Company incurred an approximate $8.2 million loss from operations and $11.8 million of cash used in operating activities for the nine months ending September 30, 2022. The Company had $42.9 million in working capital, $294.6 million in accumulated deficits, and $24.5 million of cash on hand as of September 30, 2022.

The enduring effect of the COVID-19 pandemic, including the advent of successive variants, plus the uncertainty of possible future variants, may subject the Company to particular challenges in its business, financial condition, results of operations, and cash flows. The unpredictability of the pandemic's scope, severity, duration, and actions implemented to alleviate its direct and indirect economic effects and containment measures provide no assurances that the pandemic will not have material adverse repercussions on the Company's operations, liquidity, financial condition, and any residual unfavorable consequences to global economics.

The Company bases its evaluation on possibilities that may prove wrong and could exhaust our available capital resources sooner than we expect. Developments may take place, including those beyond our control, that would cause us to consume our available capital more quickly, including but not limited to those relating economic conditions including inflation, foreign exchange, fluctuations, and the markets in which we compete or wish to enter, strategic acquisitions, our market strategy, our research and development activities, regulatory matters, and technology and product innovations. The Company believes it will have sufficient funds to continue its operations for at least twelve months from the date of the filing of these financial statements.

NOTE 3 – ACQUISITION OF MOBILE VIEWPOINT CORPORATE B.V.

On August 16, 2021, the Company, through a wholly-owned subsidiary, entered into a stock purchase agreement with Triple I.T. Corporate B.V., a private company incorporated in the Netherlands, under which the Company acquired 100% of the outstanding capital of MVP for an aggregate purchase price of €14,824,278 (or approximately $17.5 million based on a USD to EUR exchange rate of 0.85 as of August 13, 2021) plus the assumption and payment of €717,785 of intercompany indebtedness, all paid by the Company in cash, subject to certain routine closing adjustments in respect of working capital and net indebtedness ("The Transaction"). The Transaction was closed on August 16, 2021.

The Company accounts for the acquisition under the acquisition method under ASC 805 "Business Combinations," and we elected not to apply pushdown accounting upon the purchase of MVP. Therefore, we recognized the preliminary historical basis of MVP's acquired assets and liabilities. We identified any excess of the consideration paid in excess of the net assets acquired in the table below. In addition, we recorded approximately $1.6 million of preliminary acquisition-related transaction costs (e.g., legal, due diligence, valuation, and other professional fees) not included as a component of consideration transferred but are required to be expensed as incurred and included in our consolidated statement of operations. Future transaction costs are indeterminable as the Company progresses to the finalization of the Transaction.

The Company received a final valuation report from our third-party appraiser regarding allocating the consideration paid in excess of the net assets acquired. Additionally, the Company received an updated list of certain assets and liabilities acquired on August 16, 2021. Under ASC 805, we recorded measurement period adjustments under the previously mentioned revisions

NOTE 3 – ACQUISITION OF MOBILE VIEWPOINT CORPORATE B.V. (continued)

The following table summarizes the historical value of the assets and liabilities as of the acquisition date, allocation of the consideration paid in excess of net assets acquired, relative useful lives, and amortization method of the listed intangible assets.

	As Initially Reported	Measurement Period Adjustments	As Adjusted
Fair value of consideration transferred:			
Cash	$ 18,311,000	$ —	$ 18,311,000
Recognized amounts of identifiable assets acquired and liabilities assumed:			
Cash	$ 965,000	$ —	$ 965,000
Accounts receivable, net	911,000	—	911,000
Inventories, net	2,534,000	1,231,000	3,765,000
Prepaid expenses and other assets	625,000	(112,000)	513,000
Property and equipment, net	149,000	—	149,000
Accounts payable	(507,000)	—	(507,000)
Accrued expenses	(551,000)	—	(551,000)
Customer deposits and deferred revenue	(293,000)	—	(293,000)
Deferred tax liabilities	—	(978,000)	(978,000)
Total identifiable net assets	$ 3,833,000	$ 141,000	$ 3,974,000
Consideration paid	$ 18,311,000	$ —	$ 18,311,000
Total identifiable assets acquired	3,833,000	141,000	3,974,000
Excess of consideration paid over net assets acquired	$ 14,478,000	$ (141,000)	$ 14,337,000
Preliminary allocation of the consideration paid in excess of the net assets acquired:			
Trade name	$ 730,000	$ 70,688	$ 800,688
Proprietary technology	1,850,000	282,749	2,132,749
Customer relationship	3,723,000	(1,508,003)	2,214,997
Goodwill	8,175,000	1,013,566	9,188,856
Total intangible assets acquired	$ 14,478,000	$ (141,000)	$ 14,337,000

As a result of the updated purchase price allocations for the MVP acquisition on August 16, 2021, specific fair value amounts previously estimated were adjusted during the measurement period. These measurement period adjustments resulted from our external valuation specialists' updated valuation reports and appraisals and revisions to internal account classifications. The changes from the final valuation report included an increase of $1.23 million in inventory, $0.07 million in the trade name, $.028 million in proprietary technology, and $0.04 million in goodwill, offset by a reduction of $1.51 million in customer relationships. The revision in internal account classification resulted in a decrease of $0.11 million in prepaid expenses and other current assets with a reciprocal increase of $0.11 million in inventory.

In the related note 4 of the Company's Annual Report on Form 10-K for the period ending December 31, 2021, the Company had a typographical error in the amount indicated on the line item "Deferred tax liabilities," whereby the amount reported of $978,000 should have been reported as ($978,000), which error has been corrected above. The error did not impact the calculation of goodwill or the allocation or adjustment of the other intangible assets. The error had no impact on the company's audited financial statements as of and for the period ending December 31, 2021, included in Company's Annual Report on Form 10-K for the period ending December 31, 2021.

NOTE 3 – ACQUISITION OF MOBILE VIEWPOINT CORPORATE B.V. (continued)

Intangible assets acquired:

The Purchaser acquired intangible assets from MVP as a result of the Transaction. The Tradename, Proprietary Technology, and Customer Relationships are intangible assets noted to have a finite life, while Goodwill has an indefinite life span. The finite life intangible assets will be amortized using the straight-line method of the respective lives of each asset, while the indefinite life intangible assets will not be amortized.

Based thereon, below are the acquired intangibles with their relative useful lives and method of amortization:

Intangible Asset	Useful Life	Amortization Method
Tradename	15 Years	Straight-line
Proprietary Technology	5 Years	Straight-line
Customer Relationships	10 Years	Straight-line
Goodwill	Indefinite	N/A

The following presents the unaudited Pro-forma combined results of operations of Vislink with MVP as if the combination of the entities occurred on January 1, 2021.

	Three Months Ending September 30, 2021	Nine Months Ending September 30, 2021
Revenues, net	$ 11,997	$ 26,028
Net income (loss) allocable to common stockholders	$ 735	$ (2,589)
Net income (loss) per share	$ 0.02	$ (0.06)
Weighted average number of shares outstanding	45,748	42,696

The unaudited Pro-forma results of operations are presented for information purposes only. The unaudited Pro-forma results are not intended to present actual results that would have been attained had the acquisition been completed as of January 1, 2021, or to project potential operating results as of any future date or for any future periods.

NOTE 4 — INTANGIBLE ASSETS

The Company continuously monitors operating results, events, and circumstances that may indicate potential impairment of intangible assets. Management concluded that no triggering events occurred during the nine months that ended September 30, 2022.

The following table illustrates finite intangible assets as of September 30, 2022:

	Proprietary Technology		Patents and Licenses		Trade Names & Technology		Customer Relationships		
	Cost	Accumulated Amortization	Cost	Accumulated Amortization	Cost	Accumulated Amortization	Cost	Accumulated Amortization	Net
Balance, December 31, 2021	$2,132,000	$ (223,000)	$12,378,000	$ (11,843,000)	$2,251,000	$ (1,052,000)	$5,095,000	$ (2,817,000)	$ 5,921,000
Amortization	—	(442,000)	—	(535,000)	—	(104,000)	—	(192,000)	(1,273,000)
Balance, September 30, 2022	$2,132,000	$ (665,000)	$12,378,000	$ (12,378,000)	$2,251,000	$ (1,156,000)	$5,095,000	$ (3,009,000)	$ 4,648,000

NOTE 4 — INTANGIBLE ASSETS (continued)

Proprietary Technology:

The Company amortizes proprietary technology over its useful lives of 3 to 5 years. The proprietary technology consists of wireless multiplex transmitters and artificial intelligence developed and used by MVP internally to produce and sell products or services to the end-user or customer.

Patents and Licenses:

The Company amortizes filed patents and licenses over their useful lives, ranging from 18.5 to 20 years. The amortization of the costs incurred by processing provisional patents and pending applications begins after successful review and filing.

Trade Name, Technology, and Customer Relationships:

The Company amortizes these other intangible assets over their estimated useful lives of 3 to 15 years. Prior acquisitions of the Company's subsidiaries, IMT, Vislink, and MVP, created these intangible assets of trade names, technology, and customer lists.

The Company has recognized net capitalized intangible costs as follows:

	September 30, 2022	December 31, 2021
Proprietary Technology	$ 1,468,000	$ 1,910,000
Patents and Licenses	—	535,000
Trade Names and Technology	1,094,000	1,198,000
Customer Relationships	2,086,000	2,278,000
	$ 4,648,000	$ 5,921,000

The Company has recognized the amortization of intangible assets as follows:

	Three Months Ended September 30		Nine Months Ended September 30	
	2022	2021	2022	2021
Proprietary Technology	$ 149,000	$ 45,000	$ 442,000	$ 45,000
Patents and Licenses	204,000	168,000	535,000	500,000
Trade Names and Technology	35,000	33,000	104,000	96,000
Customer Relationships	65,000	55,000	192,000	73,000
	$ 453,000	$ 301,000	$ 1,273,000	$ 714,000

The weighted average remaining life of the amortization of the Company's intangible assets is approximately 5.4 years. The following table represents the estimated amortization expense for total intangible assets for the succeeding five years:

Period ending September 30,	
2023	$ 650,000
2024	649,000
2025	649,000
2026	585,000
2027	544,000
Thereafter	1,571,000
	$ 4,648,000

NOTE 5 — NOTES PAYABLE

The table below represents the Company's notes payable as of September 30, 2022, and December 31, 2021:

	Principal	
	9/30/22	**12/31/21**
On April 5, 2021, the Company renewed its D & O insurance policy and increased the premium to approximately $1,098,000, less a down payment of $225,000, financing the remaining balance of approximately $872,000. The loan's terms are nine months at a 5.25% annual interest rate and a monthly principal and interest payment of approximately $99,000. As of March 31, 2022, the loan is paid in full. For three and nine months ending September 30, 2022, the Company recorded no interest expense. For three and nine months ending September 30, 2021, the Company recorded approximately $8,000 and $15,000, respectively.	$ —	$ 99,000
On April 5, 2022, the Company renewed its D & O insurance policy, with a one-year premium of approximately $1,037,000, less a down payment of $194,000, financing the remaining balance of approximately $943,000. The loan's terms are nine months at a 2.09% annual interest rate and a monthly principal and interest payment of approximately $84,000. For three and nine months ending September 30, 2022, the Company recorded approximately $4,000 and $6,000 of interest expense, respectively.	251,000	—
	$ 251,000	$ 99,000

NOTE 6 — LEASES

The Company's leasing arrangements include office space, deployment sites, and storage warehouses domestically and internationally. The operating leases contain various terms and provisions, with remaining lease terms for the nine months ending September 30, 2021, ranging from approximately one to four years, and maturity dates ranging from July 2023 to December 2026. The weighted-average discount rate was 9.4% on September 30, 2022. Certain individual leases contain rent escalation clauses and lease concessions that require additional rental payments later in the term. The Company recognizes rent expense for these contracts on a straight-line basis over the minimum lease term.

On September 30, 2022, the Company recorded approximately $1.12 million of ROU assets net of $1.14 million accumulated amortization on the balance sheet. Additionally, the Company recorded relatively $1.6 million of operating lease liabilities, of which $0.45 million is current and $1.15 million is non-current, as reported on the balance sheet. The weighted-average remaining term for lease contracts was 3.7 years on September 30, 2022, with maturity dates from July 2023 to January 2027.

Adjustments for straight-line rental expense for the respective periods was not material. Most costs recognized are reflected in cash used in operating activities for the respective periods. This expense consisted primarily of payments for base rent on office and warehouse leases. Amounts related to short-term lease costs, taxes, and variable service charges on leased properties were immaterial. Besides, we have the right to renew individual leases for various renewal terms but no obligation.

As part of the Company's cost savings strategy implemented in the third quarter of the fiscal year 2022, management decided to vacate the Billerica, MA facility. The economic environment of the location precluded the action of sub-letting, and management determined the (leased facility) to be abandoned as of September 30, 2022. For the three and nine months ending September 31, 2022, and 2021, the Company recognized a loss on impairment of ROU assets of approximately $88,000 and $-0-, respectively.

On April 28, 2022, the Company entered a one-year lease for 600 square feet of administrative office space in Lutton, UK, commencing on May 3, 2022, and terminating on May 31, 2023, for £1,320 monthly or approximately $1,800 per month. The Company renewed its lease for 976 square feet of administrative office space commencing on July 3, 2022, and terminating on July 2, 2023, in Dubai Studio City, UAE, for AED 5,995 or approximately US$ 1,632 monthly.

NOTE 6 — LEASES (continued)

The following table illustrates operating lease data for three and nine months ended September 30, 2022, and 2021:

	Three months Ended September 30, 2022	Three months Ended September 30, 2021	Nine months Ended September 30, 2022	Nine months Ended September 30, 2021
Lease cost:				
Operating lease cost	$ 105,000	$ 128,000	$ 338,000	$ 343,000
Short-term lease cost	10,000	80,000	84,000	317,000
Sublease income	—	—	—	—
Total lease cost	$ 115,000	$ 208,000	$ 422,000	$ 660,000
Cash paid for lease liabilities:				
Cash flows from operating leases			$ 380,000	$ 482,000
Weighted-average remaining lease term—operating leases			3.7 years	3.6 years
Weighted-average discount rate—operating leases			9.4%	9.2%

Maturities of operating lease liabilities were as follows as of September 30, 2022:

	Amount
2023	$ 604,000
2024	436,000
2025	442,000
2026	281,000
2027	122,000
Thereafter	—
Total lease payments	1,885,000
Less: imputed interest	282,000
Present value of lease liabilities	1,603,000
Less: Current lease liabilities	451,000
Non-current lease liabilities	$ 1,152,000

The table below lists the location and lease expiration date from 2023 through 2027:

Location	Square Footage	Lease-End Date	Approximate Future Payments
Colchester, U.K. – Waterside House	16,000	Dec 2025	$ 639,000
Singapore	950	July 2023	25,000
Billerica, MA	2,000	Dec 2026	440,000
Hemel, UK	12,870	Oct 2023	151,000
Mount Olive, NJ	7,979	Jan 2027	630,000

NOTE 7 — DERIVATIVE LIABILITIES

Under the guidance of ASC 815, Accounting for Derivative Instruments and Hedging Activities, the Company, identified common stock warrants in various offerings containing a net cash settlement provision whereby, upon certain fundamental events, the holders could put these warrants back to the Company for cash. We identified and classified the following transactions as derivative liabilities: warrants issued with the May 2016 financing, the July 2016 financing, the August 2017 underwritten offering, and the May 2018 Financing.

The Company records derivative liabilities on its consolidated balance sheet at their fair value on the issuance date. The Company revalues the derivative liabilities on each subsequent balance sheet until exercised or expired, with any changes in the fair value between reporting periods recorded as other income or expense. The Company uses option pricing models and assumptions based on the instruments' characteristics on the valuation date. We use assumptions for future financings, expected volatility, expected life, yield, and risk-free interest rate to estimate fair value.

The following are the key assumptions used in connection with the valuation of the warrants exercisable into common stock on September 30, 2022, and 2021:

	Nine months Ended September 30, 2022	Nine months Ended September 30, 2021
Number of shares underlying the warrants	53,333	72,206
The fair market value of stock	$ 0.42	$ 1.81
Exercise price	$ 0.00 to $ 60.00	$ 60.00 to $ 150.00
Volatility	0% to 62%	129% to 159%
Risk-free interest rate	0% to 3.77%	0.09% to 0.28%
Expected dividend yield	—	—
Warrant life (years)	0.0 to 0.7	0.9 to 1.7

Level 3 liabilities are valued using unobservable inputs to the valuation methodology significant in measuring the liabilities' fair value. For fair value measurements categorized within Level 3 of the fair value hierarchy, the Company's accounting and finance department, subject to the approval of the Chief Financial Officer, determines the applicable valuation policies and procedures.

Level 3 Valuation Techniques:

Level 3 financial liabilities consist of the derivative liabilities for which there is no current market for these securities, such that determining fair value requires significant judgment or estimation. Changes in fair value measurements categorized within Level 3 of the fair value hierarchy are analyzed each period based on changes in estimates or assumptions and recorded as appropriate. The Company deems financial instruments that do not have fixed settlement provisions as derivative instruments. Under US GAAP, the fair value of these warrants is classified as a liability on the Company's consolidated balance sheets because, according to the terms of the warrants, a fundamental transaction could give rise to an obligation of the Company to pay cash to its warrant holders. Such instruments do not have fixed settlement provisions and have also been recorded as derivative liabilities. Corresponding changes in the fair value of the derivative liabilities are recognized in earnings on the Company's consolidated operations statements in each subsequent period. To calculate fair value, the Company uses a binomial model style simulation, as the standard Black-Scholes model would not capture the value of certain features of the warrant derivative liabilities.

The following table sets forth a summary of the changes in the fair value of Level 3 financial liabilities that are measured at fair value on a recurring basis:

	Three months Ended September 30,		Nine months Ended September 30,	
	2022	2021	2022	2021
Beginning balance	$ —	$ 39,000	$ —	$ 22,000
Change in fair value of derivative liabilities	—	(25,000)	—	(8,000)
Ending balance	$ —	$ 14,000	$ —	$ 14,000

NOTE 8 — STOCKHOLDERS' EQUITY

Common stock issuances

During the nine months ended September 30, 2022, the Company:

- Issued 357,778 shares of common stock as payment of the minimum withholding tax obligation due upon the vesting of shares restricted stock units.
- Issued 1,159,044 shares of common stock, net of 357,778 shares attributable to withholding tax, upon the exercise of restricted stock units under the Company's various stock compensation plans.
- Under the terms of an $80,000 consulting agreement: on May 4, 2022, issued 38,703 shares of common stock were valued at $0.81 per share on the issuance date with a total value of $31,349 in satisfaction of $40,000. On July 19, 2022, 38,703 shares of common stock were valued at $0.59 per share on the issuance date, with a total value of $22,835 in satisfaction of the remaining balance of $40,000. The Company recognized a total gain on debt settlement in the amount of $25,816. The value of the common stock issued was based on the fair value of the stock at the time of the issuance.
- Recognized approximately $1,270,000 of stock-based compensation costs associated with outstanding stock options recorded in general and administrative expenses offsetting additional paid-in capital.

Common stock warrants

During the nine months ended September 30, 2022, 34,885 warrants expired. As of September 30, 2022, these outstanding warrants contained no intrinsic value. The weighted average exercise price of warrants outstanding on September 30, 2022, is $3.60, with a weighted average remaining contractual life of 3.3 years.

The following table sets forth common stock purchase warrants outstanding as of September 30, 2022:

	Number of Warrants (in shares)	Weighted Average Exercise Price
Outstanding, December 31, 2021	9,209,811	$ 4.10
Warrants expired	(34,885)	$ (131.20)
Outstanding, September 30, 2022	9,174,926	$ 3.60
Exercisable, September 30, 2022	9,174,926	$ 3.60

Delisting Notice

On May 20, 2022, Vislink Technologies, Inc. (the "Company") received notice from the Nasdaq Listing Qualifications Department (the "Staff") of the Nasdaq Stock Market LLC ("Nasdaq") notifying the Company of its non-compliance with Nasdaq Listing Rule 5550(a)(2) (the "Rule") by failing to maintain a minimum bid price for its common stock on the Nasdaq Capital Market of at least $1.00 per share for 30 consecutive business days.

According to the Nasdaq notice, the Company has a 180-calendar day grace period to regain compliance with the Rule (the "Grace Period"), subject to a potential 180 calendar day extension, as described below. To regain compliance, the Company's common stock must have a minimum closing bid price on the Nasdaq Capital Market of at least $1.00 per share for at least ten consecutive business days within the Grace Period.

If the Company does not regain compliance by November 16, 2022, the end of the Grace Period, the Company may be eligible for an additional 180-calendar day grace period to regain compliance. To qualify for the supplemental grace period, the Company will be required to meet the continued listing requirement for the market value of its publicly held shares and all other initial listing standards for The Nasdaq Capital Market, except for the bid price requirement. We have provided written notice to the Staff of our intention to cure the deficiency during the second grace period by effecting a reverse stock split, if necessary, and intend to hold a special meeting of our stockholders seeking approval of a reverse split in January 2023. However, if it appears to Nasdaq at the end of the Grace Period that the Company will be unable to cure the deficiency, or if the Company is not otherwise eligible for the additional cure period, Nasdaq will provide notice that the Company's common stock will be subject to delisting. If the Company receives notice that its common stock is being delisted, Nasdaq listing rules permit the Company to appeal the delisting determination by the Staff to a Nasdaq hearings panel.

NOTE 8 — STOCKHOLDERS' EQUITY (continued)

Delisting Notice (continued)

During the defined term grace period and any supplemental grace period, the Company's common stock will continue to be listed and traded on The Nasdaq Capital Market under the symbol "VISL," subject to the Company's compliance with the other continued listing requirements of The Nasdaq Capital Market.

The Company intends to monitor the closing bid price of its common stock and may, if appropriate, consider available options to regain compliance with the Rule, including potentiall seeking stockholder approval to save the Company the option of amending its Certificate of Incorporation to effect a reverse stock split. There can be no assurance that the Company will be able to regain compliance with the Rule or otherwise be in compliance with other Nasdaq Listing Rules.

NOTE 9 — STOCK-BASED COMPENSATION

Stock Options

Equity Incentive Plans:

The following table illustrates various plan data under the amended Long-Term Stock Incentive Plan (the "Plan") for the three and nine months ended September 30, 2022, and 2021:

	Three months ended September 30,		Nine months ended September 30,	
	2022	2021	2022	2021
Stock-based compensation expense	$ —	$ 19,000	$ 1,000	$ 22,000
Remaining expense of stock-based compensation			$ —	$ 7,000
Remaining amortization period			0.0 years	0.6 years
Weighted average remaining contractual life – options outstanding and exercisable			4.8 years	5.8 years
Intrinsic value per share			$ —	$ —

The table below summarizes the status of the Plan's stock option awards:

	September 30, 2022	
	Number of Options (in shares)	Weighted Average (Exercise Price)
Beginning balance - January 1, 2022, quantity of outstanding options	49,925	$ 89.79
Stock options granted, canceled, expired	(4,333)	(96.54)
Ending balance - September 30, 2022, quantity of outstanding and exercisable options	45,592	$ 87.50
Range of exercise prices	$6.96 to $ 1,173.60	

NOTE 9 — STOCK-BASED COMPENSATION (continued)

Time-vested stock options:

In connection with their employment agreement(s), the Company granted the following ten-year, non-statutory time-vested option inducement awards under the NASDAQ Listing Rule 5653(c)(4) outside of the Company's existing equity compensation plans (all subject to continued employment):

Recipient	Date of Grant	Options Granted	Exercise Price	Vesting Commencement Date	Expiration Date	25% Vesting	75% Remaining Vesting
● Carleton M. Miller — CEO	1/22/20	359,247	$ 1.71	1/22/20	1/22/30	1/22/21	36 equal monthly periods
● Michael Bond — CFO	2/27/20	135,168	$ 0.96	4/1/20	4/1/30	4/1/21	36 equal monthly periods

<u>In determining the time-vested options award's grant-date fair value, the following assumptions were used:</u>

	Expected term (years)	Expected dividend yield	Risk-free interest rate	Volatility	Exercise Price
● Carleton M. Miller — CEO	6.5	—	1.57%	153.0%	$ 1.71
● Michael Bond — CFO	6.3	—	0.62%	155.0%	$ 0.96

The following table illustrates various plan data under time-based stock option awards for the three and nine months ended September 30, 2022, and 2021:

	Three months ended September 30, 2022	Three months ended September 30, 2021	Nine months ended September 30, 2022	Nine months ended September 30, 2021
Stock-based compensation expense	$ 33,000	$ 29,000	$ 89,000	$ 86,000
Remaining expense of stock-based compensation			$ 408,000	$ 526,000
Remaining amortization period			1.4 years	3.5 years
Weighted average remaining contractual life – options outstanding and exercisable			7.4 years	8.4 years
Intrinsic value per share			$ —	$ 0.41

The table below summarizes the status of the time-based stock option awards:

September 30, 2022	Outstanding Quantity of RSUs	Outstanding Weighted Average Exercise Price	Exercisable Quantity of RSUs	Exercisable Weighted Average Exercise Price
Beginning balance, outstanding on January 1, 2022	494,415	$ 1.01	236,915	$ 1.40
Stock option award units vested	—	—	61,785	1.40

Ending balances, outstanding on September 30, 2022	494,415	$	0.80	298,700	$	1.40
Range of exercise prices	$0.96 to $1.71					

NOTE 9 — STOCK-BASED COMPENSATION (continued)

Performance-based stock options:

In connection with their employment agreement, the Company granted the following ten-year, non-statutory performance-based stock option inducement award under the NASDAQ Listing Rule 5653(c)(4) outside of the Company's existing equity compensation plans that will vest in three equal tranches upon attainment of applicable performance conditions for each tranche (all subject to continued employment):

				Options Vesting Dates		Options Vesting Schedule		
Recipient	Date of Grant	Options Granted	Exercise Price	Commencement	Expiration	Tranche 1	Tranche 2	Tranche 3
Carleton M. Miller — CEO	1/22/20	250,000	$ 1.71	1/22/20	1/22/30	*83,334	**83,333	***83,333

Applicable performance conditions:

* Shares will vest upon the Company's attainment, on or before the fifth (5th) anniversary of the Vesting Commencement Date, of Cumulative EBITDA of more than $6,000,000 accumulated over four consecutive fiscal quarters.

** Shares will vest upon the Company's attainment, on or before the fifth (5th) anniversary of the Vesting Commencement Date, of Cumulative EBITDA of more than $15,000,000 accumulated over four consecutive fiscal quarters.

*** Shares will vest upon the Company's attainment, on or before the fifth (5th) anniversary of the Vesting Commencement Date, of Cumulative EBITDA of more than $23,000,000 accumulated over four consecutive fiscal quarters.

In determining the performance-based options award's grant-date fair value, the following assumptions were used:

	Expected term (years)	Expected dividend yield	Risk-free interest rate	Volatility	Exercise Price
● Carleton M. Miller — CEO	6.5	—	1.57%	153.0%	$ 1.71

The following table illustrates various plan data under time-based restricted stock awards for the three and nine months ended September 30, 2022, and 2021:

	Three months ended September 30,		Six months ended September 30,	
	2022	2021	2022	2021
Stock-based compensation expense	$ —	$ —	$ —	$ —
Remaining expense of stock-based compensation			$ 414,000	$ 414,000
Remaining amortization period			2.3 years	3.3 years
Weighted average remaining contractual life – options outstanding			7.3 years	8.3 years
Intrinsic value per share			$ —	$ 0.11

The table below summarizes the status of the performance-based stock option awards:

	September 30, 2022	
	Number of Options (in shares)	Weighted Average (Exercise Price)
Beginning balance — January 1, 2022, quantity of outstanding options	250,000	$ 1.70

Performance-based stock option awards granted, canceled, expired	—	—
Ending balance — September 30, 2022, quantity of outstanding options	250,000	$ 1.70
Ending balance — September 30, 2022, quantity of exercisable options	—	$ —
Range of exercise prices	$1.71	

The probability of achieving any required metrics for vesting is inconclusive, and no options are exercisable as of September 30, 2022. When the Company determines that the remaining performance metrics' achievement becomes probable, the Company will record a cumulative catch-up stock-based compensation amount. We will record unrecognized costs over the remaining requisite service period of the awards.

NOTE 9 — STOCK-BASED COMPENSATION (continued)

Restricted Stock Units

Restricted stock awards — time-based:

The Company granted the following awards under the amended Plan for restricted stock units ("RSUs") subject to continued employment:

	Grant			Initial RSUs Vesting		Remaining RSUs Vesting	
Recipient	Date	Units	Exercise Price	Date	Units	Units	Terms
Carleton M. Miller — CEO	3/3/21	598,665	$ 3.60	3/3/22	199,555	399,110	24 equal monthly periods
Michel Bais — Managing Director	8/17/21	200,000	$ 1.89	8/17/22	50,000	150,000	36 equal monthly periods
Ronnie Hamilton — VP Global Operations	1/12/22	200,000	$ 1.10	1/12/23	66,000	134,000	24 equal monthly periods
Group of 22 Employees	2/17/22	515,000	$ 0.98	2/17/23	169,950	345,050	24 equal monthly periods
Carleton M. Miller — CEO	2/16/22	1,033,076	$ 1.05	2/16/23	258,269	774,807	36 equal monthly periods
Mike Bond — CFO	2/16/22	392,985	$ 1.05	2/16/23	98,246	294,739	36 equal monthly periods

The following table illustrates various plan data under time-based restricted stock awards for the three and nine months ended September 30, 2022, and 2021:

	Three months ended September 30,		Six months ended September 30,	
	2022	2021	2022	2021
Stock-based compensation expense	$ 282,000	$ —	$ 1,180,000	$ —
Remaining expense of stock-based compensation			$ 3,576,000	$ 2,533,000
Remaining amortization period			2.5 years	3.5 years
Weighted average remaining contractual life – options outstanding			2.7 years	2.8 years
Weighted average remaining contractual life – options exercisable			1.6 years	—
Intrinsic value per share			$ —	$ —

The table below summarizes the status of the time-based restricted stock awards:

	September 30, 2022			
	Outstanding		Exercisable	
	Quantity of RSUs	Weighted Average Exercise Price	Quantity of RSUs	Weighted Average Exercise Price
Beginning balance, on January 1, 2022	798,655	$ 3.17	—	$ —
Restricted stock units granted	2,141,061	1.04	—	—
Restricted stock units vested	(353,500)	(3.30)	353,500	3.30
Ending balances, September 30, 2022	2,586,226	$ 1.40	353,500	$ 3.30
Range of exercise prices	$0.98 to $3.60			

NOTE 9 — STOCK-BASED COMPENSATION (continued)

Restricted stock awards — performance-based:

The Company granted the following awards under the amended Plan for restricted stock units ("RSUs") subject to performance vesting conditions and continued employment:

	Grant				Units Vesting Schedule		
Recipient	Date	Units	Exercise Price		Tranche 1	Tranche 2	Tranche 3
Carleton M. Miller — CEO	3/3/21	896,665	$	3.60	298,888	298,888	298,889
Michael Bond — CFO	12/31/20	368,715	$	1.32	122,905	122,905	122,905

Note: The above performance-based restricted stock units met all three revenue thresholds in the last quarter of 2021, and the Company recognized stock-based compensation expense accordingly for the year ending December 31, 2021.

	Grant				Units Vesting Schedule		
Recipient	Date	Units	Exercise Price		Tranche 1	Tranche 2	Tranche 3
Carleton M. Miller — CEO	2/16/22	1,033,076	$	1.05	*344,359	**344,359	***344,358
Michael Bond — CFO	2/16/22	392,985	$	1.05	*130,995	**130,995	***130,995

* RSUs will vest upon the Company's attainment, on or before December 31, 2026, of revenue of more than $35,575,000 accumulated over four consecutive fiscal quarters.

** RSUs will vest upon the Company's attainment, on or before December 31, 2026, of revenue of more than $37,353,000 accumulated over four consecutive fiscal quarters.

*** RSUs will vest upon the Company's attainment, on or before December 31, 2026, of revenue of more than $39,220,000 accumulated over four consecutive fiscal quarters.

Note: the determination of revenue for any fiscal period shall be made based on the Company's revenues on a consolidated basis for each such fiscal period if the employee remains in continuous employment with the Company through the date the Compensation Committee certifies the revenue for such fiscal period and authorizes the issuance of the underlying shares of common stock to the employee according to his award agreement. Except as provided in each employment agreement, if an individual ceases to be an employee of the Company before any vesting date, the remaining portion of the total number of shares unvested is forfeited. The probability of achieving any required metrics for vesting is inconclusive as of September 30, 2022. When the Company determines that the remaining performance metrics' achievement becomes probable, the Company will record a cumulative catch-up stock-based compensation amount. We will record unrecognized costs over the remaining requisite service period of the awards.

NOTE 9 — STOCK-BASED COMPENSATION (continued)

Restricted stock awards — performance-based (continued):

The following table illustrates various plan data under time-based restricted stock awards for the three and nine months ended September 30, 2022, and 2021:

	Three months ended September 30,		Six months ended September 30,	
	2022	2021	2022	2021
Stock-based compensation expense	$ —	$ —	$ —	$ —
Remaining expense of stock-based compensation			$ 1,498,000	$ 3,722,000
Remaining amortization period			3.3 years	4.3 years
Weighted average remaining contractual life – options outstanding			3.3 years	4.3 years
Intrinsic value per share			$ —	$ —

The table below summarizes the status of the time-based restricted stock awards:

	September 30, 2022			
	Outstanding		Exercisable	
	Quantity of RSUs	Weighted Average Exercise Price	Quantity of RSUs	Weighted Average Exercise Price
Beginning balance, outstanding on January 1, 2022	1,267,380	$ 2.94	1,267,380	$ 2.90
Restricted stock units granted	1,426,062	1.05	—	—
Restricted stock units exercised	(1,267,380)	(2.94)	(1,267,380)	(2.90)
Ending balances, September 30, 2022	1,426,062	$ 1.10	—	$ —
Range of exercise prices	$1.05			

NOTE 10 — COMMITMENTS AND CONTINGENCIES

Pension:

The Company may make a matching contribution to the 401(k) plan in which its employees participate. Vislink also has a Group Personal Plan in our U.K. Subsidiary, investing funds with Royal London. U.K. employees are entitled to join the Plan to which the Company contributes varying amounts subject to status. Additionally, the Company operates a stakeholder pension scheme in the U.K.

The table below represents the Company's matching contributions as follows:

	Three months Ended September 30,		Nine months Ended September 30,	
	2022	2021	2022	2021
Company matching contributions - Group Personal Pension Plan, U.K.	$ 51,000	$ 43,000	$ 148,000	$ 126,000

NOTE 11 — CONCENTRATIONS

Customer concentration risk

During the three and nine months that ended September 30, 2022, no customers accounted for more than 10% of the Company's total consolidated sales. During the three months ending September 30, 2021, 38% and 14% of the Company's revenue came from two customers of approximately $4.3 million and $1.6 million, respectively. During the nine months ending September 30, 2021, 9% of the Company's revenue came from a single customer, approximately $4.3 million.

On September 30, 2022, approximately 45% of the Company's consolidated net accounts receivable was due from one customer for approximately $4,204,000. On September 30, 2021, approximately $1.8 million (33%) attributable to one customer accounting for more than 10% of the Company's total consolidated accounts receivable.

Vendor concentration risk

During the three months ending September 30, 2022, 12% of the Company's total consolidated purchases attributable to one vendor of approximately $0.5 million. During the nine months that ended September 30, 2022, no purchases were made by individual vendors above 10% of the Company's total consolidated purchases.

During the three months ending September 30, 2021, no vendor accounted for more than 10% of the Company's quarterly-only consolidated purchases. During the nine months ending September 30, 2021, 11% and 10% of the Company's total consolidated purchases attributable to two vendors of approximately $1.8 million and $1.7 million, respectively.

On September 30, 2022, no individual vendors accounted for more than 10% of the Company's total accounts payable. On September 30, 2021, two vendors represented approximately $0.33 million (13%) and $0.29 million (11%), respectively, of the Company's consolidated accounts payable, accounting for more than 10% of the Company's total accounts payable.

NOTE 12 – REVENUE

The Company has one operating segment, and the decision-making group is the senior executive management team. The Company disaggregated revenue by primary geographical markets and revenue sources in the following tables:

	Three months Ended September 30,		Nine months Ended September 30,	
	2022	2021	2022	2021
Primary geographical markets:				
North America	$ 4,394,000	$ 6,071,000	$ 10,294,000	$ 11,941,000
South America	70,000	65,000	169,000	327,000
Europe	2,052,000	4,131,000	6,630,000	8,079,000
Asia	64,000	224,000	1,436,000	950,000
Rest of World	534,000	709,000	2,495,000	1,543,000
	$ 7,114,000	$ 11,200,000	$ 21,024,000	$ 22,840,000
Primary revenue source:				
Equipment sales	$ 6,061,000	$ 10,581,000	$ 18,533,000	$ 21,045,000
Installation, integration, and repairs	687,000	366,000	1,260,000	897,000
Warranties	375,000	365,000	956,000	573,000
Other (See Note 13)	**(9,000)	*(2,000)	275,000	325,000
	$ 7,114,000	$ 11,200,000	$ 21,024,000	$ 22,840,000
Long-Lived Assets:				
United States			$ 1,922,000	$ 2,070,000
Netherlands			20,000	—
United Kingdom			5,191,000	16,292,000
			$ 7,133,000	$ 18,362,000

** This $9,000 decrease represents the weakening in the translation rate from British Pounds to U.S. dollars and a loss from the recognition of $284,000 in the second quarter of fiscal 2022.

* This $2,000 decrease represents the weakening in the translation rate from British Pounds to U.S. dollars and a loss from the original recognition of $327,000 in the second quarter of fiscal 2021.

NOTE 13 — REBATES

The amounts generated in Note 12 as part of the Primary revenue source “other” resulted from rebates issued to the Company’s filing appropriate governmental forms related to the research costs incurred by our U.K. subsidiary in prior fiscal years. The Company expects to continue filing applicable rebate forms for the 2022 fiscal year but cannot guarantee that such rebates will be available in future financial periods at similar levels or at all.

NOTE 14 — SUBSEQUENT EVENTS

Series A preferred stock dividends

Effective as of November 9, 2022, the Board of Directors (the “Board”) of the Company declared a dividend of one one-thousandth of a share of Series A Preferred Stock, par value $0.00001 per share (“Series A Preferred Stock”), for each outstanding share of the Company’s common stock, par value $0.00001 per share (“Common Stock”), which dividend would be issuable to stockholders of record at 5:00 p.m. Eastern Time on November 21, 2022 (the “Record Date”). The outstanding shares of Series A Preferred Stock will vote together with the outstanding shares of the Company’s common stock as a single class, exclusively concerning a reverse stock split proposal at a special meeting of stockholders expected to be held on January 11, 2023 (“Special Meeting”) and will not be entitled to vote on any other matter, except to the extent required under the Delaware General Corporation Law. Subject to certain limitations, each outstanding share of Series A Preferred Stock will have 1,000,000 votes per share (or 1,000 votes per one one-thousandth of a share of Series A Preferred Stock).

All shares of Series A Preferred Stock that are not present in person or by proxy at the Special Meeting held to vote on the reverse stock split as of immediately prior to the opening of the polls at such meeting will automatically be redeemed by the Company. Any outstanding shares of Series A Preferred Stock that have not been so redeemed will be redeemed if such redemption is ordered by the Board or automatically upon the approval by the Company’s stockholders of an amendment to the Company’s certificate of incorporation affecting the reverse stock split at such meeting.

The Series A Preferred Stock will be uncertificated, and no shares of Series A Preferred Stock will be transferable by any holder thereof except in connection with a transfer by such holder of any shares of the Company’s common stock held by such holder. In that case, a number of one one-thousandths of a share of Series A Preferred Stock equal to the number of shares of the Company’s common stock to be transferred by such holder would be transferred to the transferee of such shares of common stock.

The preceding description of the terms of the Series A Preferred Stock does not purport to be complete and is incorporated by reference to the related Certificate of Designation, which, is filed as Exhibit 3.1(i)(d) to this Quarterly Report on Form 10-Q, and which is incorporated into this Note 14 by reference.

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

The following is a discussion of the financial condition and results of operations of Vislink Technologies, Inc. for the three and nine-month period ended September 30, 2022. Unless otherwise specified herein, references to the "Company," "Arcturus," "we," "our" and "us" mean Arcturus Therapeutics Holdings Inc. and its consolidated subsidiaries. You should read the following discussion and analysis together with the interim condensed consolidated financial statements and related notes included elsewhere herein. For additional information relating to our management's discussion and analysis of financial conditions and results of operations, please see our Annual Report on Form 10 K for the year ended December 31, 2021 (the "2021 Annual Report"), which was filed with the U.S. Securities and Exchange Commission (the "Commission") on March 31, 2022, as amended on May 2, 2022 and September 21, 2022. Unless otherwise defined herein, capitalized words and expressions used herein shall have the same meanings ascribed to them in the 2021 Annual Report.

Cautionary Note About Forward-Looking Statements

This report includes forward-looking statements that, although based on assumptions that we consider reasonable, are subject to risks and uncertainties, which could cause actual events or conditions to differ materially from those currently anticipated and expressed or implied by such forward-looking statements. You should read this report and the documents we reference in this report and have filed as exhibits to this report entirely and understand that our actual future results may be materially different from what we expect. You should also review the factors we describe in the reports we will file or submit from time to time with the SEC after this report's date. We qualify all of our forward-looking statements by these cautionary statements.

Overview of COVID-19 Effects

The ongoing global health crisis (including resurgences) resulting from the pandemic has and continues to disrupt the normal operations of many businesses, including the temporary closure or scale-back of business operations and/or the imposition of either quarantine or remote work or meeting requirements for employees, either by government order or voluntarily. In March 2020, the World Health Organization declared the COVID-19 outbreak a global pandemic, and worldwide governmental authorities have taken extraordinary steps to contain and combat the impact of the coronavirus. While the outbreak recently appeared to be trending downward, notably as vaccination rates increased, new variants of COVID-19 continue emerging, including the Delta variant and the newly-discovered highly transmissible Omicron variant (currently a "variant of concern"), spreading throughout the United States and globally and causing significant uncertainty.

The global economy, our markets, and our business have been and may continue to be materially and adversely affected by COVID-19. Mounting omicron infections have forced firms to scramble, threatening economic recovery, and many employers vow to stay open but struggle as employees fall sick or quarantined. Major airlines have canceled thousands of flights, while New York and Washington public transit systems curtailed service because of staffing shortages. Professional sports schedules were upended, and corporations such as American Express, Goldman Sachs, and The Washington Post have shelved their return-to-office plans. The recovery remains vulnerable to the coronavirus's unpredictable trajectory.

The COVID-19 pandemic in generating cases worldwide affects air and sea cargo shippers, factory shutdowns, and closures, creating global supply-chain bottlenecks, shortages of components, and surging prices of critical raw materials, squeezing manufacturers globally. We cannot foresee if worldwide governments can effectively contain the outbreak of COVID-19 on a sustained basis, nor can we predict the severity and duration of its impact. We cannot predict the effect of the Delta or Omicron variant or other new, more contagious, or lethal variants that may emerge, the effectiveness of COVID-19 vaccines against the Delta or Omicron variant or such different variants, and the related responses by governments, including reinstated government-imposed lockdowns or other measures.

The Company closely monitors the impact of the COVID-19 pandemic on all aspects of our business and geographies, including how it will impact business partners. The Company continues to experience supply chain shortages and delays in obtaining specific inventory items. The Company's operations team is mitigating the risk by increasing inventory levels in its purchase management of these components. The execution of this policy has improved our ability to ship products. It is unclear how such restrictions will contribute to a general slowdown in the global economy, and it is difficult to isolate the impact of the pandemic on our business, the results of operations, financial condition, and our future strategic plans. Further, while many companies have survived the past year, and some have thrived, as the pandemic endures, we cannot predict how the global economy will respond to the return to normalcy or whether it will continue to sustain steadily.

In addition, the Company is uncertain of the total effect the pandemic will have on it in the long term since the scope and duration of the pandemic is unknown. The protocol followed in distributing effective vaccines across the world, and the extent of any resurgences of the virus or emergence of new variants of the virus, such as the Delta, Omicron, and other variants, will impact the stability of economic recovery and growth. The extent to which the operations of the Company, and the operations of its customers and supply chain, may be adversely impacted by the COVID-19 pandemic will depend mainly on these future developments. The Company may experience long-term disruptions to its operations resulting from government policy or guidance; quarantines of employees, customers, and suppliers in areas affected by the pandemic; and closures of businesses or manufacturing facilities critical to its business or supply chains. The Company is actively monitoring and will continue to monitor the pandemic and the potential impact on its operations, financial condition, liquidity, suppliers, industry, and workforce.

Ukraine/Russian Conflict

The war increasingly affects economic and global financial markets and exacerbates ongoing economic challenges, including rising inflation and global supply-chain disruption. The degree to which entities are or will be mainly affected depends on the nature and duration of uncertain and unpredictable events, such as further military action, additional sanctions, and reactions to ongoing developments by global financial markets. Because of its broader impact on these macroeconomic conditions, many companies globally may need to consider the war's effect on specific accounting and financial reporting matters.

The Company does not generate revenue from the Russian or Ukrainian countries, nor do we have a physical presence, employees, or contractors in these areas. The Russian government's invasion of Ukraine and the resultant sanctions imposed by the U.S. and other governments—designed to inflict severe consequences on the Russian economy—are impacting business continuity, liquidity, and asset values in Ukraine and Russia, agitating markets worldwide. It is difficult to estimate the impact of the ongoing invasion on the global economy, including increased inflation and higher energy and transportation costs; the invasion of Ukraine could adversely impact our financial results. Although we do not presently foresee risks that may affect our Company's liquidity, operating results, and financial reporting, we monitor developments in Ukraine to assess direct material adverse effects on our business, financial condition, or results of operations.

Climate Change-Related Effects

Climate change is an important global issue that presents opportunities and challenges for our Company, partners, and communities. Climate change matters for our Company are likely to be driven by changes in physical climate parameters, regulations and/or public policy, and changes in technology and product demand.

While we seek to mitigate the risks associated with climate change, we recognize inherent climate-related risks regardless of where we conduct our businesses. Any of our locations may be vulnerable to the adverse effects of climate change. Climate-related events can potentially disrupt our business, including our customers, and cause us to experience higher attrition, losses, and additional costs to resume operations. Access to clean water and reliable energy in the communities where we operate our Company is a priority.

Overview

Vislink, incorporated in Delaware in 2006, is a global technology business specializing in collecting, delivering, and managing high-quality, live video and associated data from the action scene to the viewing screen. Vislink provides solutions for collecting live news, sports, and entertainment events for the broadcast markets. Vislink also furnishes the surveillance and defense markets with real-time video intelligence solutions using various tailored transmission products. The Vislink team also provides professional and technical services utilizing a staff of technology experts with decades of applied knowledge and real-world experience in the terrestrial microwave, satellite, fiber optic, surveillance, and wireless communications systems delivering a broad spectrum of customer solutions.

Live Broadcast:

Vislink delivers an extensive portfolio of solutions for live news, sports, and entertainment industries. These solutions include video collection, transmission, management, and distribution via microwave, satellite, cellular, I.P. (Internet Protocol), MESH, and bonded cellular/5G networks. We also provide solutions that utilize A.I. (Artificial Intelligence) technologies to provide automated coverage of news and sporting events. With over 50 years in operation, Vislink has the expertise and technology portfolio to deliver fully integrated, seamless, end-to-end solutions.

Industry-wide contributors acknowledge Vislink's live broadcast solutions. The transmission of a vast majority of all outside wireless broadcast video content uses our equipment, with over 200,000 systems installed worldwide. We work closely with the majority of the world's broadcasters. Vislink wireless cameras and ultra-compact encoders help bring many of the world's most prestigious sporting and entertainment events to life. Recent examples include globally watched international sporting contests, award shows, racing events, and annual music and cultural events.

Military And Government:

Vislink has developed high-quality solutions to meet surveillance and defense markets' operational and industry challenges based on our knowledge of live video delivery. Vislink solutions are specifically designed with interagency cooperation, utilizing the internationally-recognized I.P. platform and a web interface for video delivery. Vislink provides comprehensive video, audio, and data communications solutions to law enforcement and the public safety community, including Airborne, Unmanned Systems, Maritime, and Tactical Mobile Command Posts. These solutions may include airborne downlinks, terrestrial point-to-point, tactical mobile command, maritime, UAV, and personal portable products that meet the demands of field operations, command centers, and central receiving sites. Short-range and long-range solutions are available in areas including established infrastructure and exceptionally remote regions, making valuable video intelligence available regardless of location. Vislink public safety and surveillance solutions are deployed worldwide, including throughout the U.S., Europe, and the Middle East, at the local, regional, and federal levels of operation, criminal investigation, crisis management, mobile command posts, and field operations.

Satellite Communications:

Over 30 years of technical expertise support Vislink's satellite solutions. These solutions ensure robust, secure communications while delivering low transmission costs for any organization that needs high-quality, reliable satellite transmission. We offer turnkey solutions that begin with state-of-the-art coding, compression, and engine modulation and end with our robust, lightweight antenna systems. Vislink Satellite solutions focus heavily on being the smallest, lightest, and most efficient in their categories, making transportation and ease of use a key driver in the customer experience. Vislink offers an extensive range of satellite designs that allow customers to optimize bit rate, size, weight, and total cost. Our satellite systems are used extensively globally, with over 2,000 systems deployed by governments, militaries, and broadcasters.

Connected Edge Solutions:

Vislink offers the hardware and software solutions needed to acquire, produce, contribute, and deliver video overall private and public networks with the Mobile Viewpoint acquisition. Connected edge solutions aid the video transport concept of utilizing ubiquitous IP networks and cloud-scale computing across 5G, WiFi6, Mesh, and COFDM-enabled networks. These solutions include:

- Live video encoding, stream adaptation, decoding, and production solutions
- Remote production workflows
- Wireless cameras
- AI-driven automated production
- Ability to contribute video over:
    - Bonded cellular (3G and 4G)
    - Satellite
    - Fiber
    - Emerging networks, including 5G and Starlink

Results of Operations

Comparison for the three and nine months ended September 30, 2022, and 2021

Revenues

In the three months ended September 30, 2022, the revenue was $7.1 million compared to $11.2 million for the three months ended September 30, 2021, representing a decrease of $4.1 million or 37%. In the nine months ended September 30, 2022, the revenue was $21.1 million compared to $22.8 million for the nine months ended September 30, 2021, representing a decrease of $1.7 million or 7%.

The decline in quarterly and year to date revenue was primarily attributable to a delay of several large government contracts. This was due to longer than expected sales cycles and reductions and delays in Government funding due to "Defund the Police" efforts.

Cost of Revenue and Operating Expenses

Cost of Components and Personnel

In the three months ended September 30, 2022, the cost of components and personnel was $3.6 million compared to $4.2 million for the three months ended September 30, 2021, representing a decrease of $0.6 million or 14%. In the nine months ended September 30, 2022, the cost of components and personnel was $10.2 million compared to $9.9 million for the nine months ended September 30, 2021, representing an increase of $0.3 million or 3%.

The decrease in the cost of components and personnel directly reflects the recognition of the Company's cost savings strategy implemented in the third quarter of the fiscal year 2022, offset by a slight cost increase associated with delayed sales orders, new product line sales, and raw material contract requirements of the U.S. Department of Defense contract.

General and Administrative Expenses

General and administrative expenses are costs incurred in the operation of the day-to-day business, including salaries and benefits, stock-based compensation, payroll taxes, trade shows, marketing programs, promotional materials, professional services, facilities upkeep, general liability insurance, travel, other operating expenses associated with an established public entity.

In the three months ended September 30, 2022, the general and administrative expenses were $4.7 million compared to $6.0 million for the three months ended September 30, 2021, representing a decrease of $1.3 million or 22%. In the nine months ended September 30, 2022, the general and administrative expenses were $14.0 million compared to $13.4 million for the nine months ended September 30, 2021, representing an increase of $0.6 million or 4%.

The three-month decrease of $1.3 million is primarily attributable to a decrease of $1.6 million in acquisition costs, $0.7 million in salaries and benefits, and $0.3 in commissions. The decrease was primarily offset by an increase of $0.3 million each in consulting fees and stock-based compensation and $0.2 million each in consulting, employee benefits, and freight and postage.

The nine-month increase of $0.6 million is primarily attributable to an increase of $1.2 million in stock-based compensation and $0.8 million in advertising. The increase was offset mainly by a decrease of $1.6 million in acquisition costs.

Research and Development Expenses

Research and development expenses consist primarily of salary and benefit expenses, including stock-based compensation, payroll taxes, prototypes, facilities, and travel costs.

In the three months ended September 30, 2022, research and development expenses were $0.9 million compared to $0.8 million for the three months ended September 30, 2021, representing an increase of $0.1 million or 13%. In the nine months ended September 30, 2022, research and development expenses were $3.2 million compared to $2.2 million for the nine months ended September 30, 2021, representing an increase of $1.0 million or 45%.

The three-month increase of $0.1 million is primarily attributable to an increase of $0.2 million in salaries and benefits offset by a decrease of $0.1 in miscellaneous research costs. The nine-month increase of $1.0 million is mainly attributable to an increase of $0.8 million in wages and benefits and $0.2 million in miscellaneous research costs.

Amortization and Depreciation

In the three months ended September 30, 2022, amortization and depreciation expenses were $0.5 million compared to $0.3 million for the three months ended September 30, 2021, representing an increase of $0.2 million or 67%. In the nine months ended September 30, 2022, amortization and depreciation expenses were $1.4 million compared to $0.9 million for the nine months ended September 30, 2021, representing a decrease of $0.5 million or 56%.

The increases are primarily attributable to the additional recognition of depreciation of property and equipment along with the amortization of intangible assets recognized in the acquisition of MVP

Other

Gain on settlement of debt

No material transactions occurred in the three months ended September 30, 2022, and 2021. In the nine months ended September 30, 2022, gain on settlement of debt were none compared to $1.4 million for the nine months ended September 30, 2021, representing a decrease of $1.4 million or 100%.

Net Loss

In the three months ended September 30, 2022, the Company had a net loss of $2.8 million compared to a net income of $0.7 million for the three months ended September 30, 2021, or an increase of $3.7 million or 529%. In the nine months ended September 30, 2022, the Company had a net loss of $8.2 million compared to a net loss of $2.8 million for the nine months ended September 30, 2021, or an increase of $5.4 million or 193%.

The increases are primarily attributable to a decrease in revenue accompanied by increases in stock-based compensation, advertising costs , and consulting fees, offset by a decrease in acquisition costs, salaries, and benefits.

Liquidity and Capital Resources

The Company incurred an approximate $8.2 million loss from operations and $11.8 million of cash used in operating activities for the nine months ending September 30, 2022. The Company had $42.9 million in working capital, $294.6 million in accumulated deficits, and $24.5 million of cash on hand as of September 30, 2022.

The enduring effect of the COVID-19 pandemic, including the advent of successive variants, plus the uncertainty of possible future variants, may subject the Company to particular challenges in its business, financial condition, results of operations, and cash flows. The unpredictability of the pandemic's scope, severity, duration, and actions implemented to alleviate its direct and indirect economic effects and containment measures provide no assurances that the pandemic will not have material adverse repercussions on the Company's operations, liquidity, financial condition, and any residual unfavorable consequences to global economics.

The Company bases its evaluation on possibilities that may prove wrong and could exhaust our available capital resources sooner than we expect. Developments may take place, including those beyond our control, that would cause us to consume our available capital more quickly, including but not limited to those relating economic conditions including inflation, foreign exchange, fluctuations, and the markets in which we compete or wish to enter, strategic acquisitions, our market strategy, our research and development activities, regulatory matters, and technology and product innovations. The Company believes it will have sufficient funds to continue its operations for at least twelve months from the date of the filing of these financial statements.

Critical Accounting Policies

As of the date of the filing of this quarterly report, we believe there have been no material changes to our critical accounting policies during the nine months ended September 30, 2022, compared to those disclosed in our Annual Report on Form 10-K for the year ended December 31, 2021, as filed with the SEC on March 31, 2022. The location of additional information about these critical accounting policies is in the "Management's Discussion & Analysis of Financial Condition and Results of Operations" section included in our Annual Report on Form 10-K for the fiscal year ending December 31, 2021.

Cash Flows

The following table sets forth the significant components of our cash flow data statements for the periods presented.

For the Nine Months Ended
(In Thousands)

	September 30, 2022	September 30, 2021
Net cash used in operating activities	$ (11,767)	$ (8,229)
Net cash used in investing activities	(352)	(17,504)
Net cash (used) provided by financing activities	(791)	58,605
Effect of exchange rate changes on cash	1,155	(5)
Net (decrease) increase in cash	$ (11,755)	$ 32,867

Operating Activities

Net cash used in operating activities of approximately $11.8 million during the nine months ended September 30, 2022, was principally attributable to a net loss of $8.0 million and an increase in $6.0 million in inventory, $0.8 million in accounts receivable, and $1.3 million in stock-based compensation; a decrease in $1.7 million in prepaid expenses and other current assets, and $1.6 million of accrued expenses and interest expense.

Net cash used in operating activities of approximately $8.3 million during the nine months ended September 30, 2021, was principally attributable to an increase in inventory of $4.8 million, an increase in gain on settlement of debt of $1.4 million, an increase in net income of $2.8 million, a decrease in accounts payable of $1.9 million. The increases were predominantly offset by an increase in deferred revenue and customer deposits of $0.3 million, $0.9 of amortization and depreciation, $0.5 million of inventory valuation adjustments, and $0.2 million of bad debt.

Investing Activities

Net cash used by investing activities for the nine months ended September 30, 2022, and 2021 were $.4 million and $17.5 million, respectively, and principally related to the capital expenditures for furniture and computer equipment and the 2021 acquisition of MVP.

Financing Activities

Net cash used in and provided financing activities of approximately $0.8 million during the nine months ended September 30, 2022, was principally attributable to principal payments made towards D & O policy premiums. Net cash provided by financing activities of approximately $58.61 million during the nine months ended September 30, 2021, was principally attributable to net proceeds from equity raises and common stock warrants' exercise.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

As of September 30, 2022, there have been no material changes to the information related to quantitative and qualitative disclosures about the market risk provided in the Company's Annual Report on Form 10-K for the year ended December 31, 2021, filed with the SEC on March 31, 2022.

Item 4. Controls and Procedures.

(a) Evaluation of Disclosure Controls and Procedures

As required by Rules 13a-15(b) and 15d-15(b) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), our Chief Executive Officer and Chief Financial Officer (our "Certifying Officers") evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of September 30, 2022. Based upon their evaluation, our Certifying Officers concluded that our disclosure controls and procedures (as defined in Rules 13a -15(e) and I5d-15(e) under the Exchange Act) were not effective at the reasonable assurance level, as of September 30, 2022, due to the previously reported material weakness in our internal control over financial reporting. We identified the material weakness and discussed it in our amended annual report for the year ended December 31, 2021 filed, on Form 10-K/A on September 21, 2022 (the "Annual Report").

b***) Changes in Internal Controls over Financial Reporting***

As required by Rules 13a-15(d) and 15d-15(d) under the Exchange Act, our Certifying Officers evaluated the internal control over financial reporting to determine whether any changes occurred during the period covered by this Quarterly Report on Form 10-Q that have materially affected or are reasonably likely to materially affect, our internal control over financial reporting. Although we have continued our remediation efforts in connection with identified material weaknesses, as discussed in the Annual Report, the material weakness discussed in the Annual Report have not been fully remediated. Accordingly, we continue to pursue the remediation of the material weakness in our internal controls. Notwithstanding the continuing and unremediated material weakness, management, including the Certifying Officers, believes that the condensed consolidated financial statements contained in this Quarterly Report fairly present, in all material respects, our financial condition, results of operations, and cash flows for the fiscal periods presented in this Quarterly Report in conformity with GAAP.

PART II: OTHER INFORMATION

Item 1. Legal Proceedings.

None

Item 1A. Risk Factors.

You should carefully consider the risk factors included in Item 1A. of our Annual Report on Form 10-K for the year ended December 31, 2021, filed with the SEC on March 31, 2022. In addition, you should carefully consider the other information in this report on Form 10-Q, including the section of this report titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our financial statements and related notes. If any of the events described in our risk factors and the risks described elsewhere in this report on Form 10-Q occur, our business, operating results, and financial condition could be seriously harmed. Accordingly, this report on Form 10-Q also contains forward-looking statements that involve risks and uncertainties. Therefore, our actual results could differ materially from those anticipated in the forward-looking statements due to our risk factors and risks elsewhere in this report or otherwise.

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

On May 4, 2022, as part of a consulting agreement, the Company issued 38,703 shares of common stock to North Equities Corp. pursuant to the exemption available under Section 4(a)(2) of the Act for marketing consulting services, valued at $31,349. The value of the common stock issued was based on the stock's fair value at the issuance time.

On July 19, 2022, as part of a consulting agreement, the Company issued 38,703 shares of common stock to North Equities Corp. pursuant to the exemption available under Section 4(a)(2) of the Act for marketing consulting services, valued at $22,835. The value of the common stock issued was based on the fair value of the stock at the time of the issuance.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

None

Item 6. Exhibits.

Exhibit Number	Description of Exhibit
3.1(i)	Amended & Restated Certificate of Incorporation(1)
3.1(i)(a)	Amendment to Certificate of Incorporation filed June 11, 2014(2)
3.1(i)(b)	Amendment to Certificate of Incorporation filed July 10, 2015(3)
3.1(i)(c)	Amendment to Certificate of Incorporation filed June 10, 2016(4)
3.1(i)(d)	Certificate of Designation of the Series A Preferred Stock of the Company, dated November 9, 2022(5)
3.1(i)(e)	Certificate of Elimination for Series D Preferred Stock of the Company, dated November 9, 2022(6)
3.1(i)(f)	Certificate of Elimination for Series E Preferred Stock of the Company, dated November 9, 2022(7)
3.1 (ii)	Third Amended & Restated Bylaws(8)
31.1*	Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1*	Certification of Principal 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 Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Schema
101.CAL	Inline XBRL Taxonomy Calculation Linkbase
101.DEF	Inline XBRL Taxonomy Definition Linkbase
101.LAB	Inline XBRL Taxonomy Label Linkbase
101.PRE	Inline XBRL Taxonomy Presentation Linkbase
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

In accordance with SEC Release 33-8238, Exhibits 32.1 and 32.2 are being furnished and not filed.

*	Filed herewith
(1)	Filed as an Exhibit on Form S-1 with the SEC on October 23, 2013.
(2)	Filed as an Exhibit on Current Report on Form 8-K with the SEC on June 13, 2014.
(3)	Filed as an Exhibit on Current Report on Form 8-K with the SEC on July 20, 2015.
(4)	Filed as an Exhibit on Current Report on Form 8-K with the SEC on June 20, 2016.
(5)	Filed as an Exhibit on Current Report to Form 8-K with the SEC on August 20, 2021.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

VISLINK TECHNOLOGIES, INC.

Date: November 14, 2022	By: */s/ Carleton Miller* Carleton Miller Chief Executive Officer (Principal Executive Officer)
Date: November 14, 2022	By: */s/ Michael Bond* Michael Bond Chief Financial Officer (Principal Accounting and Financial Officer)

Exhibit 31.1

CERTIFICATION PURSUANT TO 18 USC. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002

I, Carleton M. Miller, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Vislink Technologies, Inc. (the "registrant"):

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 13-a13a-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: November 14, 2022

/s/ Carleton M. Miller
Carleton M. Miller
Chief Executive Officer

Exhibit 31.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002

I, Michael Bond, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Vislink Technologies, Inc. (the "registrant"):

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 13-a13a-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: November 14, 2022	*/s/ Michael Bond*
	Michael Bond
	Chief Financial Officer

Exhibit 32.1

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

In connection with the Quarterly Report of Vislink Technologies, Inc. (the “Company”) on Form 10-Q for the period ended September 30, 2022 (the “Report”), I, Carleton M. Miller, 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:

1. The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 14, 2022

/s/ Carleton M. Miller
Carleton M. Miller
Chief Executive Officer

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

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

In connection with the Quarterly Report of Vislink Technologies, Inc. (the "Company") on Form 10-Q for the period ended September 30, 2022 (the "Report"), I, Michael Bond, Chief Financial 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:

1. The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 14, 2022

/s/ Michael Bond
Michael Bond
Chief Financial Officer

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.