



#507, 837 West Hastings Street  
Vancouver, British Columbia  
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[www.ovtz.com](http://www.ovtz.com)

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**  
**To be held on November 23, 2020**

Dear Stockholder:

The annual meeting of stockholders (the “**Meeting**”) of **Oculus VisionTech Inc.** (the “**Company**”) will be held on Monday, November 23<sup>rd</sup>, 2020 at 9:00 am (Pacific Time), at Suite 507, 837 West Hasting Street, Vancouver, British Columbia, Canada. Stockholders that wish to listen to the Meeting via teleconference, but will not be able to participate in the Meeting or vote, may use the following teleconference dial-in numbers:

- (a) Canada/USA TF: -800-319-4610;
- (b) Montreal Toll: +1-514-374-0364;
- (c) Toronto Toll: +1-416-915-3239;
- (d) Calgary Toll: +1-403-351-0324
- (e) International Toll: +1-604-638-5340

At the Meeting, stockholders will be asked:

1. to elect Anton J. Drescher, Maurice Loverso, Rowland Perkins, Tom Perovic, Ron Wages and Fabrice Helliker to act as directors of the Company;
2. to ratify and approve the appointment of KWCO, PC as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2020;
3. to ratify and approve the adoption of the Company’s 2020 Share Option Plan dated for reference August 28, 2020, as more particularly described in the Proxy Statement;
4. to approve the amendment to the Company’s Articles of Incorporation to change the Company’s name to “Oculus Inc.”, or such other name as the Board of Directors shall determine;
5. to approve, on a non-binding advisory basis, the compensation of our named executive officers;
6. to approve, on a non-binding advisory basis, the frequency of executive compensation votes; and
7. to transact any other business properly brought before the Meeting or any adjournment thereof.

On or about October 6, 2020, the Company mailed to all stockholders of record as of September 22, 2020, a Notice of Internet Availability of Proxy Materials (the “**Notice**”). Please carefully review the Notice for information on how to access and view the Notice of Annual Meeting, Proxy Statement, Proxy Card, being the Meeting proxy materials, and our Annual Report on Form 10-K for the fiscal year ended December 31, 2019 (the “**Annual Report on Form 10-K**”), at <http://www.ovtz.com/investors/annual-general-meeting>, in addition to instructions on how you may request to receive a paper or email copy of these documents. There is no charge to you for requesting a paper copy of these documents. Our Annual Report on Form 10-K, including financial statements for such period, does not constitute any part of the material for the solicitation of proxies.

The foregoing items of business are more fully described in the Proxy Statement accompanying this Notice. **Only stockholders of record of the Company’s common stock at the close of business on September 22, 2020, are entitled to notice of, and to vote at, the Meeting or any adjournment thereof.**

It is important that your shares be represented and voted at the Meeting. If you are the registered holder of the Company's common stock, you can vote your shares by completing and returning the enclosed proxy card, even if you plan to attend the Meeting. You may vote your shares of common stock in person even if you previously returned a proxy card. Please note, however, that if your shares of common stock are held of record by a broker, bank or other nominee and you wish to vote in person at the Meeting, you must obtain a proxy issued in your name from such broker, bank or other nominee. Please carefully review the instructions on the proxy card or the information forwarded by your broker, bank or other nominee regarding voting instructions.

**NOTE OF CAUTION Concerning COVID-19 Pandemic**

At the date of this Notice the Company intends to hold the Meeting at the location stated above. In light of current public health guidelines concerning COVID-19, we ask Stockholders to vote their shares by proxy and **not** attend the Meeting in person. Those Stockholders who do wish to attend the Meeting in person, should carefully consider and follow the instructions of the federal Public Health Agency of Canada available at: <https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>. Stockholders should also review and follow the instructions of any regional health authorities of the Province of British Columbia, and any other health authority holding jurisdiction over the areas you must travel through to attend the Meeting. Please do not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 14 days immediately prior to the Meeting. All Stockholders are strongly encouraged to vote by submitting their completed form of Proxy as set out in the Proxy form included with Meeting proxy materials.

Any Stockholders who wish to attend the Meeting in person, are requested to please provide notice beforehand by email to [ajd@ovtz.com](mailto:ajd@ovtz.com) of their intention to attend to ensure the Company can maintain physical distancing and comply with current health regulations, which regulations may limit the number of Stockholders permitted to attend the Meeting in person. The Company will confirm via email in advance with permitted attendees.

If you attend the Meeting in person, you will be asked to register before entering the Meeting. **All attendees will be required to present government-issued photo identification** (e.g., driver's license or passport). If you are a stockholder of record, your ownership of the Company's common stock will be verified against the list of stockholders of record as of September 22, 2020, prior to being admitted to the Meeting. **If you are not a stockholder of record and hold your shares of common stock in "street name" (that is, your shares of common stock are held in a brokerage account or by a bank or other nominee), you must also provide proof of beneficial ownership as of September 22, 2020, such as your most recent account statement prior to September 22, 2020, and a copy of the voting instruction card provided by your broker, bank or nominee or similar evidence of ownership.**

**By Order of the Board of Directors**

**OCULUS VISIONTECH INC.**

*/s/ Anton J. Drescher*

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

Dated: October 6, 2020.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON NOVEMBER 23, 2020:**

**The Proxy Statement and form of Proxy, as well as the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2019 are available for viewing via the Internet at:**  
<http://www.ovtz.com/investors/annual-general-meeting>