

**TYPE OF MEETING: ANNUAL MEETING OF STOCKHOLDERS**  
**Name of Corporation: OCULUS VISIONTECH INC. (the "Company")**

**Meeting Date:** November 23, 2020

**Meeting Time:** 9:00 a.m. (Pacific Time)

**Meeting Location:** Suite 507, 837 West Hastings Street, Vancouver, British Columbia, Canada



The undersigned stockholder of the Company hereby appoints Mr. Anton J. Drescher, CFO of the Company, or failing him, Mr. Rowland Perkins, CEO of the Company, or failing him, \_\_\_\_\_, as proxyholder for and on behalf of the stockholder with full power of substitution, to represent and vote as designated below, all shares of common stock of **Oculus VisionTech Inc.** held of record by the undersigned on September 22, 2020, at the Annual Meeting of Stockholders (the "**Meeting**") to be held at Suite 507, 837 West Hastings Street, Vancouver, British Columbia, Canada on Monday, November 23, 2020 at 9:00 am (Pacific Time) or any adjournment or postponement thereof.

**The Board of Directors recommends a vote "For" the Election of Directors and "For" Proposals 2, 3, 4 and 5 and a vote of "2 Years" on Proposal 6.**

**Please sign here:** \_\_\_\_\_

**Please print name:** \_\_\_\_\_

**Date:** \_\_\_\_\_

**This proxy form is not valid unless it is signed and dated.** If someone other than the stockholder of the Company signs this proxy form on behalf of the named stockholder of the Company, documentation acceptable to the Chairman of the Meeting must be deposited with this proxy form, authorizing the signing person to do such.

**To be represented at the Meeting, this proxy form must be delivered by either: (i) mail or by hand to: Computershare Trust Company, 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1; (ii) fax to: 1-866-2499-7775; and must be received by Computershare no later than 9:00 a.m. (Pacific Time) on November 19, 2020; or (iii) via the internet at [www.investorvote.com](http://www.investorvote.com); or (iv) by touch-tone telephone 1-800-652-8683.**

**Proxies submitted via the internet or by telephone must be received by Computershare no later than 11:59 pm EST on November 19, 2020.**

**See note 1 on the back of this form with respect to internet voting.**

For full details of each Proposal, please see the Notice and Schedule 14A - Proxy Statement available at:

<http://www.ovtz.com/investors/annual-general-meeting>

**Please indicate your proposal selection by placing an "X" in the appropriate space with blue or black ink only.**

PROPOSALS	For	Withhold			
1. Elect the following as directors:					
a. Anton J. Drescher	<input type="checkbox"/>	<input type="checkbox"/>			
b. Maurice Loverso	<input type="checkbox"/>	<input type="checkbox"/>			
c. Rowland Perkins	<input type="checkbox"/>	<input type="checkbox"/>			
d. Tom Perovic	<input type="checkbox"/>	<input type="checkbox"/>			
e. Ron Wages	<input type="checkbox"/>	<input type="checkbox"/>			
f. Fabrice Helliker	<input type="checkbox"/>	<input type="checkbox"/>			
2. To ratify the appointment of KWCO PC, Chartered Professional Accountants, as the Company's Independent Registered Public Accounting Firm.	<b>For</b> <input type="checkbox"/>	<b>Against</b> <input type="checkbox"/>	<b>Abstain</b> <input type="checkbox"/>		
3. To ratify and approve adoption of the Company's 2020 Stock Option Plan, being a maximum 10% rolling plan, as more particularly described in the Schedule 14A - Proxy Statement related to the Meeting.	<b>For</b> <input type="checkbox"/>	<b>Against</b> <input type="checkbox"/>	<b>Abstain</b> <input type="checkbox"/>		
4. To approve, the amendment to the Company's Articles of Incorporation to change the name of the Company to "Oculus Inc." or such other name as the Board of Directors shall determine.	<b>For</b> <input type="checkbox"/>	<b>Against</b> <input type="checkbox"/>	<b>Abstain</b> <input type="checkbox"/>		
5. To approve, on a non-binding advisory basis, the compensation of our named executive officers, as more particularly described in the Schedule 14A - Proxy Statement.	<b>For</b> <input type="checkbox"/>	<b>Against</b> <input type="checkbox"/>	<b>Abstain</b> <input type="checkbox"/>		
6. <b>The Board of Directors recommends you vote "2 Years" on the following proposal:</b> To approve, on a non-binding advisory basis, the frequency of executive compensation votes.					
	<b>Every:</b>	<input type="checkbox"/> 1 Year	<input type="checkbox"/> 2 Years	<input type="checkbox"/> 3 Years	<b>Abstain</b> <input type="checkbox"/>

## Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:

The Notice and Proxy Statement and the Form 10-K are available for viewing at <http://www.ovtz.com/investors/annual-general-meeting>.

### This Proxy is solicited by the Management of the Company.

1. **To vote by internet**, use the internet to transmit your voting instructions and for electronic delivery of information. Have this form of proxy available when you access the website at [www.investorvote.com](http://www.investorvote.com). You will be prompted to enter your Control Number, which is located on the **Notice Regarding the Availability of Proxy Materials** mailed to you. You may also appoint a person other than the persons designated on this form of proxy by following the instructions provided on the website.
2.
  - a. *If you, as the stockholder, wish to attend the meeting to vote on the resolutions in person*, please register your attendance with the Company's scrutineers at the meeting. **Due to COVID-19 pandemic, the Company recommends that stockholders do not attend the Meeting in person. Instead, the Company recommends that stockholders review the Meeting Proxy Materials and submit their votes by Proxy well ahead of the Meeting.**
  - b. *If a stockholder has securities held by a financial institution and the stockholder wishes to attend the meeting to vote on the proposals in person*, please cross off the management appointee name or names, insert the stockholder's name in the blank space provided, do not indicate a voting choice by any proposal, sign and date the proxy form and return the proxy form. At the meeting a vote will be taken on each of the proposals as set out on this proxy form and the stockholder's vote will be counted at that time. **Due to COVID-19 pandemic, the Company recommends that stockholders do not attend the Meeting in person. Instead, the Company recommends that stockholders review the Meeting Proxy Materials and submit their votes by Proxy well ahead of the Meeting.**
3. *If the stockholder will not attend the Meeting but wishes to vote on the proposals and to appoint one of the management appointees named*, please leave the wording "appointing a nominee" as shown, sign and date the proxy form and return the proxy form. Where no choice is specified by the stockholder on a proposal shown on the proxy form, this proxy form confers discretionary authority upon the stockholder's appointed proxyholder. This proxy form does not confer authority to vote for the election of any person as a Director of the Company other than those persons named in the accompanying Schedule 14A – Proxy Statement.
4. *If the stockholder will not attend the Meeting but wishes to vote on the proposals and to appoint one of the management appointees named*, please leave the wording "appointing a nominee" as shown, sign and date the proxy form and return the proxy form. Where no choice is specified by a stockholder on a proposal shown on the proxy form, a nominee of management acting as proxyholder will vote the securities as if the shareholder had specified an affirmative vote.
5. The securities represented by this proxy form will be voted or withheld from voting in accordance with the instructions of the stockholder on any ballot of a proposal that may be called for and, if the stockholder specifies a choice with respect to any matter to be acted upon, the securities will be voted accordingly. With respect to any amendments or variations in any of the proposals shown on the proxy form, or in matters which may properly come before the Meeting, the securities will be voted by the nominee appointed and as the nominee, in its sole discretion, sees fit.
6. If a non-registered stockholder returns the proxy form but subsequently decides to attend the Meeting to vote in person, the stockholder must revoke the first proxy form by sending a properly completed new proxy form in accordance with the foregoing instructions, with the management appointee named crossed off and the stockholder's name inserted in the blank.