



#507, 837 West Hastings Street
Vancouver, British Columbia
Canada V6C 3N6
www.ovtz.com

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
to be held on September 15, 2022

Dear Stockholder:

The annual meeting of stockholders (the “**Meeting**”) of **Oculus VisionTech Inc.** (the “**Company**”) will be held on Thursday, September 15, 2022 at 9:00 am (Pacific Time), at Suite 507, 837 West Hasting Street, Vancouver, British Columbia, Canada, for the following purposes:

1. to elect Anton J. Drescher, Fabrice Helliker, Maurice Loverso, Rowland Perkins, Tom Perovic and Ron Wages to act as directors of the Company;
2. to ratify and approve the appointment of Davidson & Company LLP, Chartered Professional Accountants, as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2022;
3. to ratify and approve the adoption of the Company’s Omnibus Equity Incentive Compensation Plan, as more particularly described in the Proxy Statement;
4. to approve, on a non-binding advisory basis, the compensation of our named executive officers; and
5. to transact any other business properly brought before the Meeting or any adjournment thereof.

On or about July 22, 2022, the Company mailed to all stockholders of record as of July 19, 2022, 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, 2021 (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 July 19, 2022, 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

At the date hereof the Company intends to hold the Meeting at the location stated above. However, due to potential unforeseen changes in the ongoing coronavirus COVID-19 outbreak (“COVID-19”), we recommend all Stockholders submit votes by sending in a properly completed and signed form of proxy and not attend the Meeting in person. The Company reserves the right to take pre-cautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to changes in COVID-19 including: change of Meeting date, change of Meeting venue or the way in which the Meeting is held, for example by virtual meeting. Should any changes to the Meeting occur, the Company will announce any and all changes by way of news release filed under the Company’s profile on SEDAR at www.sedar.com and under the Company’s profile on EDGAR at www.sec.gov on a Form 8-K and as Definitive Additional Materials. Please check the Company’s SEDAR and EDGAR profiles prior to the Meeting for the most current information. In the event of changes to the Meeting format due to COVID-19, the Company will not prepare or mail amended 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 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 July 19, 2022, 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 July 19, 2022, such as your most recent account statement prior to July 19, 2022, 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: July 22, 2022.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON SEPTEMBER 15, 2022:

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, 2021 are available for viewing via the Internet at:

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