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[www.ovtz.com](http://www.ovtz.com)

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**  
**to be held on September 30, 2024**

Dear Stockholder:

The annual meeting of stockholders (the “**Meeting**”) of **Oculus VisionTech Inc.** (the “**Company**”) will be held on Monday, September 30, 2024 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, 2024;
3. to approve the continuation 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;
5. to approve the amendment to the Company’s Articles of Incorporation to change the name to “Oculus Inc.”, or such other name as the Board of Directors shall determine; and
6. to transact any other business properly brought before the Meeting or any adjournment thereof.

On or about August 13, 2024, the Company will mail to all stockholders of record as of August 2, 2024, 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 and our Annual Report to Security Holders for the fiscal year ended December 31, 2023 (the “**Annual Report**”), 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, 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 August 2, 2024, 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.

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 August 2, 2024, 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 August 2, 2024, such as your most recent account statement prior to August 2, 2024, 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 of Oculus VisionTech Inc.**

*/s/ Anton J. Drescher*

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

Dated: August 9, 2024.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS  
FOR THE ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON SEPTEMBER 30, 2024:**

**The Proxy Statement, Proxy Card and Annual Report for the fiscal year ended December 31, 2023  
are available for viewing via the Internet at:**

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

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