**Form 51–102F3**
***MATERIAL CHANGE REPORT***

**Item 1. Name and Address of Company**

OCULUS VISIONTECH INC. (the "**Company**" or "**Oculus**")
Suite 507, 837 West Hastings Street
Vancouver, BC V6C 3N6

**Item 2. Date of Material Change**

April 19, 2021

**Item 3. News Release**

A news release with respect to the material change described herein was issued on April 19, 2020 and filed on SEDAR at www.sedar.com.

**Item 4. Summary of Material Change**

The Company has completed its previously announced non-brokered private placement (the "**Offering**") and issued an aggregate 4,900,000 units of the Company (the "**Units**") for gross proceeds of $3,920,000.

**Item 5. Full Description of Material Change**

On April 19, 2021 the Company announced that, further to its press release of March 31, 2021, it has closed the Offering and issued 4,900,000 Units at a price of $0.80 per Unit for gross proceeds of $3,920,000.

Each Unit consisted of one common share of the Company ("**Shares**") and one common share purchase warrant ("**Warrant**"), with each Warrant entitling the holder to acquire one additional common share of the Company at an exercise price of $1.00 for a period of 24 months from the date of closing. The expiry date of the Warrants may be accelerated at the Company's discretion if, the closing price of the Shares on the TSX Venture Exchange is equal to or greater than $2.50 for a minimum of ten consecutive trading days and a notice of acceleration is provided in accordance with the terms of the Warrant.

Oculus intends to use the net proceeds of the Offering for general working capital, commercialization and marketing of the *ComplyTrust*™ suite of products, including the upcoming *Forget-Me-Yes*™ GA launch.

In connection with the Offering, the Company paid cash finders' fees in the amount of $42,000, representing 6.0% of the gross proceeds raised in the Offering by certain finders.

The Offering is subject to final acceptance by the TSX Venture Exchange upon filing of final documentation.

One (1) insider of the Company subscribed for a total of 100,000 Units in connection with the Offering. Such participation is considered to be a "related party transaction" as defined under Multilateral Instrument 61-101 ("**MI 61-101**"). The transaction was exempt from the formal valuation and minority shareholder approval requirements of MI 61-101, as neither the fair market value of any securities issued to nor the consideration paid by such persons exceeded 25% of the Company's market capitalization.

Furthermore, the Shares and Warrants issued pursuant to the Offering have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") or any state securities laws of the United States. Accordingly, the Shares and Warrants may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons", as such term is defined in Regulation S promulgated under the U.S. Securities Act, unless registered under the U.S. Securities Act and applicable state securities laws. This news release does not constitute an offer to sell or a solicitation of any offer to buy any of the securities of the Company.

The Shares and Warrants issued pursuant to the Offering are "restricted securities" within the meaning of Rule 144(a)(3) of the U.S. Securities Act and contain the appropriate restrictive legends as required under the U.S. Securities Act. In addition, all of the securities issued in connection with the Offering are subject to a statutory hold period in Canada, expiring four months and one day from the date of closing.

**Item 6. Reliance on subsection 7.1(2) of National Instrument 51–102**

Not applicable.

**Item 7. Omitted Information**

No information has been omitted on the basis that it is confidential.

**Item 8. Executive Officers**

The following senior officer of the Issuer is knowledgeable about the material change disclosed in this report.

Anton (Tony) J. Drescher, CFO & Director
Business Telephone No.: (604) 685-1017

**Item 9. Date of Report**

April 29, 2021