



P R E S S R E L E A S E

Ocumetics Announces Issuance of Restricted Share Units

For Immediate Release

Calgary, Alberta – January 24, 2025. Ocumetics Technology Corp. (“**Ocumetics**” or the “**Corporation**”) (TSXV: OTC) (OTCQB: OTCFF) (FRA: 2QBO), a leader in advanced ophthalmic technology, announces that it has issued an aggregate of 5,000,000 restricted share units (each, a “**Unit**”) to Grit Marketing Inc. under the Corporation’s restricted share unit plan (the “**RSU Plan**”). Grit Marketing Inc. (the “**Consultant**”) is the consulting company of Dean Burns, the President and Chief Executive Officer of the Corporation.

The Units shall vest in installments upon the achievement of certain performance milestones, up to a maximum of 5,000,000 Units, provided that in no event shall any Unit vest until one year after the date of grant. All non-vested Units shall expire on January 23, 2030, subject to earlier termination if the Consultant ceases to be an eligible participant under the RSU Plan. Each vested Unit shall entitle the Consultant to receive one Common Share in the share capital of the Corporation (each, a “**Share**”).

Issuance of the Units to the Consultant was approved by the Corporation’s board of directors to provide an incentive to the Consultant to advance the progress of the Corporation and aligns the interests of the Consultant with the Corporation.

RSU Plan

The RSU Plan was approved by the shareholders of the Corporation at the Corporation’s annual general and special meeting held on November 22, 2024. The RSU Plan was first implemented with the issuance of Units to the Consultant January 23 2025.

The total number of Shares that may be reserved for issuance from treasury in connection with the Units granted pursuant to the RSU Plan shall not exceed 11,976,797 Shares. If any Unit granted under the RSU Plan expires or terminates without having been paid in full, the unissued Shares subject thereto shall again be available for the purpose of the RSU Plan.

The RSU Plan is subject to the following limitations as required by the policies of the TSX Venture Exchange (the “**Policies**”):

- (a) unless the Corporation has obtained disinterested shareholder approval as provided for in the Policies, the maximum aggregate number of Shares that are issuable pursuant to all Security Based Compensation (as such term is defined by the Exchange) (“**SBC**”) granted or issued to Insiders (as a group) must not exceed 10% of the issued and outstanding Shares of the Corporation at any point in time (the “**Insider Limit**”);

- (b) unless the Corporation has obtained disinterested shareholder approval as provided for in the Policies, the maximum aggregate number of Shares that are issuable pursuant to all SBC granted or issued in any 12-month period to Insiders (as a group) must not exceed 10% of the issued and outstanding Shares, calculated as at the date any SBC is granted or issued to any Insider;
- (c) unless the Corporation has obtained disinterested shareholder approval as provided for in the Policies, the maximum aggregate number of Shares issuable pursuant to SBC grants to any one person in any 12-month period must not exceed 5% of the issued and outstanding Shares, calculated on the date the SBC is granted or issued to the person; and
- (d) the maximum aggregate number of Shares issuable pursuant to SBC granted to any one consultant in any 12-month period must not exceed 2% of the issued and outstanding Shares, calculated on the date of grant or issuance.

The number of Units subject to each grant, the expiry date of each Unit, the vesting dates with respect to each grant of Units and other terms and conditions relating to each such Unit shall be determined by the Corporation's board of directors. The board may, in its discretion, subsequent to the time of granting Units, permit the vesting of all or any portion of unvested Units then outstanding and granted to the Participant under the Share RSU Plan, in which event all such unvested Units then outstanding and granted to the Participant shall be deemed to be immediately vested. Notwithstanding the foregoing, in no event shall Units vest before one year from date of issuance or grant except in event of the death of the Participant, or where the Participant ceases to be an eligible Participant in connection with a change of control, take-over bid, reverse take-over or other similar transaction.

Units granted under the Share RSU Plan are non-transferable and non-assignable to anyone other than to the estate of a Participant in the event of death and then only in accordance with the terms of the RSU Plan.

The Insider Limit was waived by the shareholders of the Corporation with respect to the aforementioned issuance of Units to the Consultant.

About Ocumetics

Ocumetics Technology Corp. (TSXV: OTC) (OTCQB: OTCF) (FRA: 2QBO) is a Canadian research and product development company that is dedicated to developing advanced vision correction solutions that enhance the quality of life for patients. Through innovative research and development, Ocumetics aims to transform the field of ophthalmology with state-of-the-art intraocular lenses and other vision-enhancing technologies.

Ocumetics is in the preclinical study stage of a game-changing technology for the ophthalmic industry. Ocumetics has developed an intraocular lens that fits within the natural lens compartment of the eye potentially to eliminate the need for corrective lenses. It is designed to allow the eye's natural muscle activity to shift focus from distance to near, providing clear vision at all distances without the help of glasses or contact lenses.

FOR FURTHER INFORMATION, PLEASE CONTACT:

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Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION: This news release includes certain “forward-looking statements” under applicable Canadian securities legislation. Forward-looking statements include, but are not limited to, statements with respect to the commencement, timing and scope of the research and development to be conducted by the Corporation as well as the possible achievement of milestones and vesting of units mentioned above. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include but are not limited to: operational matters, historical trends, current conditions and expected future developments, access to financing as well as other considerations that are believed to be appropriate in the circumstances. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Corporation disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.