

# USA VIDEO INTERACTIVE CORP.

## NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL

The Notice of Meeting, Proxy Statement, Proxy Card and Form 10-K Annual Report are available at:

<http://www.usvo.com/proxymaterial2009.htm>

## PROXY

### 2009 Annual and Special Meeting of Shareholders

(SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS)

**KNOW ALL MEN BY THESE PRESENTS**, that the undersigned shareholder of USA Video Interactive Corp. (the “*Company*”), hereby constitutes and appoints Anton J. Drescher and Rowland Perkins and each or either of them, or instead of any or all of the foregoing, \_\_\_\_\_ the attorneys and proxies of the undersigned with full power of substitution to act and vote for an in the name, place and stead of the undersigned, at the 2009 Annual and Special Meeting of the Shareholders of the Company, to be held at 11:00 a.m. on Tuesday, September 29, 2009, and at any adjournments thereof, the number of votes the undersigned would be entitled to cast if present upon all matters referred to below and described in the Proxy Statement for the meeting and, at their discretion, upon any other matters that may properly come before the meeting:

**(1) ELECTION OF DIRECTORS:**

VOTE FOR ALL NOMINEES LISTED BELOW

WITHHOLD AUTHORITY

Nominees:

Edwin Molina  
Anton J. Drescher  
Maurice Loverso  
Rowland Perkins

**INSTRUCTIONS:** To withhold authority to vote for any individual nominee(s) listed above, write the nominee's name in the space provided below.

**Exceptions** \_\_\_\_\_

**(2) RATIFICATION OF APPOINTMENT OF JOHN A. BRADEN & COMPANY, LLP AS INDEPENDENT AUDITORS:**

FOR

AGAINST

ABSTAIN

- (3) **APPROVAL OF AN INCREASE TO THE AUTHORIZED SHARE CAPITAL FROM 250,000,000 SHARES OF COMMON STOCK TO 500,000,000 SHARES OF COMMON STOCK.**

FOR

AGAINST

ABSTAIN

- (3) **APPROVAL TO AMEND THE ARTICLES OF INCORPORATION TO CHANGE THE QUORUM REQUIREMENTS FOR SHAREHOLDER MEETINGS FROM AT LEAST A MAJORITY OF THE OUTSTANDING SHARES ENTITLED TO VOTE TO AT LEAST 25% OF THE OUTSTANDING SHARES ENTITLED TO VOTE.**

FOR

AGAINST

ABSTAIN

When properly executed, this Proxy will be voted in the manner specified by the Shareholder. Unless you specify otherwise, this Proxy will be voted "FOR" the election of all of the nominees as directors and "FOR" Item 2, Item 3 and Item 4.

A majority of the proxies or their substitutes at the meeting, or any adjournments thereof may exercise all of the powers given by this Proxy. Any Proxy to vote any of the shares for which the undersigned is or would be entitled to vote previously given to any person or persons other than the persons named above is hereby revoked.

**IN WITNESS WHEREOF**, the undersigned has signed and sealed this Proxy and acknowledges receipt of a copy of the notice of said meeting and proxy statement in reference thereto both dated August 20, 2009.

Dated: \_\_\_\_\_, 2009

\_\_\_\_\_  
**Number of Shares**

\_\_\_\_\_  
**Print Name of Shareholder**

\_\_\_\_\_  
**Signature of Shareholder**

*Joint Owners should each sign. Attorneys-in-fact, administrators, custodians, partners, or corporation officers should give full title.*

NOTE: This proxy, properly completed, dated and signed, should be returned immediately in the enclosed, envelope to Computershare Trust Company Inc., 350 Indiana Street, Suite 800, Golden, Colorado, 80401, Fax: (303) 262-0631.