



**NOTICE OF ANNUAL GENERAL MEETING  
AND  
MANAGEMENT INFORMATION CIRCULAR**

**August 29, 2023**

**Annual General Meeting of Shareholders  
To be held on  
Thursday, October 12, 2023  
Suite 700, 1090 West Georgia Street  
Vancouver, British Columbia, Canada V6E 3V7**

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# MANAGEMENT PROXY CIRCULAR

## GLOSSARY OF TERMS

Unless the context otherwise requires, the following terms shall have the following respective meanings when used in this Circular. Any capitalized but undefined terms shall have the meanings ascribed to them in the respective documents to which they refer.

“Award”	means any right granted under the Option Plan.
“Board”	means the board of directors of the Company.
“Business day”	means a day that is not a Saturday, Sunday or statutory holiday in Vancouver, British Columbia.
“CEO”	means Chief Executive Officer
“CFO”	means Chief Financial Officer
“Circular”	means, collectively, the Notice of Meeting and this information circular sent to Shareholders in connection with the Meeting.
“Committee”	means a standing committee of the Board.
“Common Share” or “Share”	means a common share in the capital of the Company.
“Company” or “Vizsla Copper”	means Vizsla Copper Corp., a company organized under the laws of British Columbia.
“CSE”	means the Canadian Securities Exchange
“Independent Directors”	means a member of the Board who is not an officer or employee of the Company or any of its affiliates as described in NI 52-110.
“Insider”	has the meaning set out in the TSX Venture Exchange Company Manual.
“Material Relationship”	means a relationship which could, in the view of the Board, reasonably interfere with the exercise of a director’s independent judgement.
“Meeting”	means the annual general meeting of Shareholders to be held on October 12, 2023, and any adjournment(s) thereof.
“NI 52-110”	means National Instrument 52-110 <i>Audit Committees</i> .
“Notice of Meeting”	means the notice of meeting forming part of this Circular to be mailed to Shareholders in connection with the Meeting.
“NYSE”	means the New York Stock Exchange.
“Option”	means a stock option granted under the Stock Option Plan.
“Option Plan”	means the stock option plan as described under “Equity Incentive Plans”.
“OTCQB”	means OTC Markets
“Shareholder”	means a holder of Shares.
“TSX”	means the Toronto Stock Exchange.
“TSXV”	means the TSX Venture Exchange.

## ATTENDING AND PARTICIPATING AT THE MEETING

This management proxy circular (“**Information Circular**”) is furnished in connection with the solicitation of proxies by or on behalf of the management of the Company for use at the annual general meeting of shareholders (the “**Shareholders**”) of the Company (the “**Meeting**”) to be held in person on **Thursday, October 12, 2023 at 11:00 a.m.** (PDT) and at any adjournment(s) or postponement(s) thereof for the purposes set forth in the Notice of Meeting.

The meeting will be held at Suite 700, 1090 West Georgia Street, Vancouver, British Columbia.

## NOTICE REGARDING INFORMATION

Information in this Information Circular is given as at August 29, 2023 unless otherwise indicated and except for information contained in the documents incorporated herein by reference, which is given as at the respective dates stated therein.

No person is authorized to give any information or make any representation not contained in this Information Circular and, if given or made, such information or representation should not be relied upon as having been authorized. This Information Circular does not constitute an offer to sell, or a solicitation of an offer to purchase, any securities, or the solicitation of a proxy, by any person in any jurisdiction in which such an offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such an offer or solicitation of an offer or proxy solicitation. Neither delivery of this Information Circular nor any distribution of the securities referred to in this Information Circular will, under any circumstances, create an implication that there has been no change in the information set forth herein since the date of this Information Circular.

## GENERAL INFORMATION CONCERNING THE MEETING AND VOTING

### Solicitation of Proxies

This Information Circular is provided in connection with the solicitation by the management of the Company of proxies to be used at the Meeting. The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. The Company will bear all costs of this solicitation.

### Appointment of Proxyholder

The individuals named in the accompanying form of proxy are officers and/or directors of Vizsla. **If you are a securityholder entitled to vote at the Meeting, you have the right to appoint a person or company other than either of the persons designated in the form of proxy accompanying this Information Circular, who need not be a shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the form of proxy accompanying this Information Circular or by completing and delivering another suitable form of proxy.**

### Voting by Proxyholder

The persons named in the form of proxy accompanying this Information Circular will vote or withhold Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. In the absence of any instructions to the contrary, the Common Shares represented by proxies received by management will be voted FOR the approval of the resolutions described herein, among other things.

The Proxy confers discretionary authority on the persons named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified;
- (b) any amendment to or variation of any matter identified therein; and

- (c) any other matter that properly comes before the Meeting or any adjournments thereof.

At the date of this Information Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting other than the matters referred to in the Notice of Meeting. If any other matters do properly come before the Meeting, it is intended that the person appointed as proxy will vote on such other business in such manner as that person then considers to be proper.

### **Registered Shareholders**

Registered holders of Common Shares electing to submit a proxy may do so by phone or internet provided on the proxy or by completing, dating and signing the enclosed form of proxy and returning it to the Company's transfer agent, Computershare Investor Services Inc., by mail or hand delivery to 100 University Ave., 8<sup>th</sup> Floor, Toronto, ON M5J 2Y1, in all cases ensuring that the form of proxy is received before 11:00 a.m. (PDT) on October 10, 2023 or if the Meeting is adjourned or postponed, at least 48 business hours (where "business hours" means hours on days other than a Saturday, Sunday or any other holiday in British Columbia or Ontario) before the time on the date to which the Meeting is adjourned or postponed.

### **Beneficial Shareholders**

**The following information is of significant importance to shareholders who do not hold Common Shares in their own name.**

Shareholders who hold their common shares through their brokers, intermediaries, trustees or other persons, or who otherwise do not hold their common shares in their own name (referred to herein as "**Beneficial Shareholders**") should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by registered shareholders (those whose names appear on the records of the Corporation as the registered holders of Common Shares) or as set out in the following disclosure.

If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in the shareholder's name on the records of Vizsla. Such Common Shares will more likely be registered under the names of intermediaries. In the United States, the vast majority of such Common Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of meetings of shareholders. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

There are two kinds of Beneficial Shareholders – those who object to their name being made known to the issuers of securities which they own (called "**OBOs**" for Objecting Beneficial Owners) and those who do not object to the issuers of the securities they own knowing who they are (called "**NOBOs**" for Non-Objecting Beneficial Owners).

### **Non-Objecting Beneficial Owners**

Vizsla is taking advantage of the provisions of NI 54-101 that permit it to deliver proxy-related materials directly to its NOBOs. As a result, NOBOs can expect to receive a scannable VIF from the Company's transfer agent, Computershare Investor Services Inc. The VIF is to be completed and returned to Computershare Investor Services Inc. as set out in the instructions provided on the VIF. Computershare Investor Services Inc. will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive.

These securityholder materials are being sent to both registered and non-registered owners of the securities of Vizsla. If you are a non-registered owner, and Vizsla or its agent has sent these materials directly to you, your name, address and information about your holdings of securities, were obtained in accordance with applicable securities regulatory

requirements from the intermediary holding securities on your behalf. By choosing to send these materials to you directly, Vizsla (and not the intermediary holding securities on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your VIF as specified in the request for voting instructions that was sent to you.

### **Objecting Beneficial Owners**

Beneficial Shareholders, who are OBOs, should follow the instructions of their intermediary carefully to ensure that their Common Shares are voted at the Meeting.

Vizsla does not intend to pay for intermediaries to deliver to OBOs the meeting materials and Form 54-101F7 Request for Voting Instructions Made by Intermediary. An OBO will not receive the materials unless the OBO's intermediary assumes the cost of delivery.

The form of proxy supplied to you by your broker will be similar to the proxy provided to registered holders of Common Shares. However, its purpose is limited to instructing the intermediary on how to vote your Common Shares on your behalf. Most brokers delegate responsibility for obtaining instructions from clients to Broadridge in the United States and in Canada. Broadridge mails a VIF in lieu of a proxy provided by Vizsla. The VIF will name the same persons as the Company's proxy to represent your Common Shares at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder), other than any of the persons designated in the VIF, to represent your Common Shares at the Meeting and that person maybe you. To exercise this right, insert the name of the desired representative (which may be yourself) in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting and the appointment of any shareholder's representative. **If you receive a VIF from Broadridge, the VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have your Common Shares voted or to have an alternate representative duly appointed to attend the Meeting and vote your Common Shares at the Meeting.**

### **Notice to Vizsla Copper Securityholders in the United States**

The solicitation of proxies involves securities of an issuer located in Canada and are being effected in accordance with the corporate laws of the Province of British Columbia, Canada and securities laws of the provinces of Canada. The proxy solicitation rules under the U.S. Exchange Act are not applicable to Vizsla Copper or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Vizsla Copper Securityholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws.

The enforcement by Vizsla Copper Securityholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that Vizsla Copper is existing under the Business Corporations Act, certain of its directors and its executive officers are residents of Canada and a substantial portion of its assets and the assets of such persons are located outside the United States. Securityholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

### **Revocation of Proxy**

In addition to revocation in any other manner permitted by law, a registered Shareholder who has given a proxy may revoke it by executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered holder of Common Shares or the authorized attorney thereof in writing, or, if the registered holder of Common Shares is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to Computershare Investors Services Inc. at 100 University Ave., 8<sup>th</sup> Floor, Toronto, ON M5J 2Y1, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law, or

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

## NOTICE-AND-ACCESS

National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations* allow for the use of the notice and access system for the delivery to shareholders of certain materials, including notice of meeting, management information circular, annual financial statements and management’s discussion and analysis (collectively, the “Meeting Materials”) by reporting issuers.

Under the notice and access system, reporting issuers are permitted to deliver the Meeting Materials by posting them on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) as well as a website other than SEDAR+ and sending a notice package to shareholders that includes: (i) the relevant form of proxy or voting instruction form; (ii) basic information about the meeting and the matters to be voted on; (iii) instructions on how to obtain a paper copy of the Meeting Materials; and (iv) a plain language explanation of how the notice and access system operates and how the Meeting Materials can be accessed online.

As described in the Notice and Access Notification to be mailed to the Shareholders of the Company on or about September 6, 2023, the Company has elected to deliver its Meeting Materials to Beneficial Holders using the notice and access system. These Beneficial Shareholders will receive a notice and access notification which will contain the prescribed information. Registered Shareholders and those Beneficial Holders with existing instructions on their account to receive printed materials will receive a printed copy of the Meeting Materials with the notice package.

## VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized share capital of the Company is an unlimited amount of Common Shares. As at the date of this Information Circular, the outstanding shares of the Company are 107,654,365 Common Shares.

Shareholders registered as at August 29, 2023, are entitled to attend and vote at the Meeting. Shareholders who wish to be represented by proxy at the Meeting must, to entitle the person appointed by the Proxy to attend and vote, deliver their Proxies at the place and within the time set forth in the notes to the Proxy.

To the knowledge of the directors and senior officers of the Company, no persons beneficially own, or controls or directs, directly or indirectly, more than 10% of the outstanding shares.

## FINANCIAL STATEMENTS

The audited financial statements of the Company for the year ended April 30, 2023, together with the auditor’s report on those statements and Management Discussion and Analysis, will be presented to the shareholders at the Meeting.

## FIXING THE NUMBER OF DIRECTORS

Shareholders of Vizsla Copper will be asked to consider and, if thought appropriate, to approve and adopt an ordinary resolution fixing the number of directors at five (5).

## ELECTION OF DIRECTORS

A shareholder can vote for all of the above nominees, vote for some of the below nominees and withhold for other of the below nominees or withhold for all of the below nominees. **Unless otherwise instructed, the named proxyholders will vote FOR the election of each of the proposed nominees set forth below as directors of Vizsla Copper.**


The directors of Vizsla Copper are elected annually and hold office until the next annual general meeting of the shareholders or until their successors are elected or appointed. Management of Vizsla Copper proposes to nominate the persons listed below for election as directors of Vizsla Copper to serve until their successors are elected or appointed. In the absence of instructions to the contrary, Proxies given pursuant to the solicitation by management of

Vizsla Copper will be voted for the nominees listed in this Information Circular. Management does not contemplate that any of the nominees will be unable to serve as a director.

The following tables set forth profiles of the five (5) individuals who are nominated by management for election as directors, including the positions and offices with Vizsla Copper now held by each nominee, the business experience over the last five (5) years of each nominee, the period during which each nominee has served as a director, and the number of securities of the Vizsla Copper (including Common Shares and options to purchase Common Shares through stock options (“**Options**”) and share purchase warrants (“**Warrants**”), beneficially owned, or controlled or directed, directly or indirectly, by each nominee as at the date of this Circular. The information as to securities beneficially owned, or controlled or directed, directly or indirectly, by each nominee has been furnished by the respective proposed nominees individually.

The Board has determined that three (3) of the five (5) individuals nominated for election as a director at the Meeting are independent. The non-independent member(s) of the Board are Chris Donaldson who is President and CEO of the Company and Craig Parry who is Executive Chairman for the Company.

All of the members of the Compensation Committee and the Audit Committee are independent directors. The Corporate Governance and Nominating Committee is made up of a majority of independent members. For more information on the Company’s independence standards and assessments, see the section of this Circular entitled “[Corporate Governance Disclosure](#)”. For information on compensation paid to non-management directors, see the section of this Circular entitled “[Statement of Executive Compensation – Compensation](#)”. In addition, a description of the role of the Board is included in the section of this Circular entitled “[Corporate Governance Disclosure – Mandate of the Board](#)”.

CRAIG PARRY		
 <p><b>Director Since:</b> May 13, 2021  <b>Non-Independent</b>  <b>Residence:</b> British Columbia, Canada  <b>Age:</b> 50</p>	<p>Mr. Parry is the Executive Chairman of Vizsla Copper Corp. He is also Chairman of Vizsla Silver Corp. and co-founder and Chairman of Inventa Capital Corp., a private natural resource investment company. He is a founding shareholder and Senior Advisor to EMR Capital.</p> <p>Mr. Parry founded NexGen Energy Ltd. where he now serves as a senior advisor. NexGen owns 53% of IsoEnergy Ltd. where he served as President and CEO until February 2021. He is currently Chairman of Skeena Resources Ltd and has been a Director since Dec. 15, 2016. He is also a founder and Chairman Gold Bull Resources (since June 29, 2020) and Outback Goldfields Ltd (since January 2019). He is a Director of Surge Copper Corp. (since September 29, 2020). He is a geologist and has served as CEO, President and Chairman for several Australian and Toronto Venture Stock Exchange listed mining companies.</p>	
<b>Board Committee Membership</b>		
None		
<b>Securities beneficially owned, or controlled or directed, directly or indirectly</b>		
<b>Security</b>	<b>Number</b>	<b>% of Ownership</b>
Common Shares	2,383,842	2.21%
Stock Options	950,000	<1%
Warrants	520,850	<1%
<b>Total</b>	<b>3,854,692</b>	<b>3.58%</b>



## CHRIS DONALDSON



**Director Since:** May 13, 2021  
**Non-Independent**  
**Residence:** British Columbia, Canada  
**Age:** 49

### Board Committee Membership

Corporate Governance and Nominating Committee

Mr. Donaldson is the President, CEO and a Director of Vizsla Copper Corp.

Mr. Donaldson has over 25 years experience as an executive, focusing on capital markets, government and community relationships. In doing so he has a proven track record of leading teams and raising funds and building out new investment channels for both public and private companies.

He is on the board of a number of TSX.V listed companies and also serves as Chief Executive Officer and a Director of Outback Goldfields Corporation and Executive Chairman of TinOne Resources Corp. Previous to that he was Director and Corporate Development of Western Copper and Gold as well as Director, Corporate Development and Community with Casino Mining Company.

### Securities beneficially owned, or controlled or directed, directly or indirectly

Security	Number	% of Ownership
Common Shares	70,433	<1%
Stock Options	527,143	<1%
Warrants	-	-
<b>Total</b>	<b>597,576</b>	<b>&lt;1%</b>

## MICHAEL KONNERT



**Director Since:** May 13, 2021  
**Independent**  
**Residence:** British Columbia, Canada  
**Age:** 35

### Board Committee Membership

Audit and Risk Committee  
 Compensation Committee (Chair)

Mr. Konnert is a current director of Vizsla Copper Corp. He is also the founder of Vizsla Silver Corp. and he currently serves as the President, Chief Executive Officer and a Director of the Company. Mr. Konnert is co-founder and Partner of Inventa Capital Corp., a private natural resource investment company based in Vancouver, BC. Previously, he was co-founder and CEO of Cobalt One Energy Corp. which was acquired by Blackstone Minerals Ltd. (ASX-BSX) in 2017.

Mr. Konnert is an advisor to several companies and a Director of Summa Silver Corp.

Mr. Konnert has nearly a decade of experience in the natural resources industry, specifically in executing successful corporate strategies for mineral exploration companies.

### Securities beneficially owned, or controlled or directed, directly or indirectly

Security	Number	% of Ownership
Common Shares	504,524	<1%
Stock Options	500,000	<1%
Warrants	41,700	<1%
<b>Total</b>	<b>1,046,224</b>	<b>&lt;1%</b>

## SIMON CMRLEC



**Director Since:** May 13, 2021  
**Independent**  
**Residence:** British Columbia, Canada  
**Age:** 50

### Board Committee Membership

Audit and Risk Committee  
 Compensation Committee  
 Corporate Governance & Nominating Committee (Chair)

Mr. Cmrlec is currently a director of Vizsla Copper Corp. He also serves as a director of Vizsla Silver Corp. Mr. Cmrlec also currently serves as Chief Operating Officer at Ausenco Limited. He was previously President, Americas and prior to that President, APAC Africa at Ausenco Limited.

Mr. Cmrlec has focused on project execution over the past 25 years and held positions of increasing seniority from Supervisory level through to Executive level.

During his time at Ausenco, Mr. Cmrlec has overseen more than 30 development stage projects and 100 hundred feasibility level studies.

Prior to joining Ausenco in 2009, Simon was the Deputy Project Director and Construction Director for Vale's Goro Nickel project.

### Securities beneficially owned, or controlled or directed, directly or indirectly

Security	Number	% of Ownership
Common Shares	1,405,258	1.31%
Stock Options	439,286	<1%
Warrants	416,700	<1%
<b>Total</b>	<b>2,261,244</b>	<b>2.10%</b>

## KARLENE COLLIER



**Director Since:** May 13, 2021  
**Independent**  
**Residence:** British Columbia, Canada  
**Age:** 36

### Board Committee Membership

Audit and Risk Committee (Chair)  
 Compensation Committee  
 Corporate Governance & Nominating Committee

Ms. Collier is currently a director of Vizsla Copper Corp. She also is a Director of TinOne Resources Inc. and serves as a Director for Baltic I Acquisition Corp.

Ms. Collier has 15 years of experience in capital markets and M&A. She scaled the first publicly listed cryptocurrency company in Canada with a market capitalization of over \$1.7B. Ms. Collier currently serves as Vice-President of Operations at Inventa Capital where she has used her expertise in the natural resource sector to manage and scale a portfolio of companies.

### Securities beneficially owned, or controlled or directed, directly or indirectly

Security	Number	% of Ownership
Common Shares	7,937	<1%
Stock Options	351,429	<1%
Warrants	-	-
<b>Total</b>	<b>359,366</b>	<b>&lt;1%</b>

## Corporate Cease Trade Orders or Bankruptcies

To the knowledge of Management, no director or proposed director of Vizsla Copper is, or within the ten years prior to the date of this Information Circular has been, a director or executive officer of any company, including Vizsla Copper, that while that person was acting in that capacity:

- (a) was the subject of a cease trade order or similar order or an order that denied Vizsla Copper access to any exemption under securities legislation for a period of more than 30 consecutive days; or
- (b) was subject to an event that resulted, after the director ceased to be a director or executive officer of Vizsla Copper being the subject of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
- (c) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

To the knowledge of Management, no director or proposed director of Vizsla Copper has, within the ten years prior to the date of this Information Circular, become bankrupt or made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that individual.

None of the proposed directors have been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority, has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable security holder making a decision about whether to vote for the proposed director.

## CORPORATE GOVERNANCE DISCLOSURE

National Instrument 58-101, *Disclosure of Corporate Governance Practices*, requires all reporting issuers to provide certain annual disclosure of their corporate governance practices with respect to the corporate governance guidelines (the “**Guidelines**”) adopted in National Policy 58-201. These Guidelines are not prescriptive but have been used by Vizsla Copper in adopting its corporate governance practices. The Company’s approach to corporate governance is set out below.

### Governance Highlights

Governance Element	Vizsla Copper Current Practice
Board size	5 directors
Board independence	3 directors are independent
Independent committees	Audit and Risk Committee ( <i>fully independent</i> ) Compensation Committee ( <i>fully independent</i> ) Corporate Governance & Nominating Committee ( <i>majority independent</i> )
Independent board and committee meetings	Unless otherwise determined by the Board, independent directors hold in-camera sessions at the conclusion of all regularly scheduled Board and committee meetings
Voting standard for board elections	Annually by a majority of votes cast.
Majority voting policy	Yes
Annual board assessments	Not currently.

The Board is responsible for corporate governance and establishes the overall policies and standards of the Company. The Board meets on a regularly scheduled basis. In addition to these meetings, the directors are kept informed of the Company's operations through discussions with management.

The Company has adopted the following comprehensive corporate governance policies, mandate and charters:

- Audit and Risk Committee Charter
- Compensation Committee Charter
- Corporate Governance and Nominating Committee Charter
- Board Mandate
- Code of Business Conduct and Ethics
- Advance Notice Policy
- Anti-Bribery and Anti-Corruption Policy
- Human Rights Policy
- Majority Voting Policy
- Timely Disclosure, Confidentiality & Insider Trading Policy
- Whistleblower Policy

Please visit our [Corporate Governance Page](#) on our website to access and view all corporate governance materials.

### **Mandate of the Board**

The Directors are responsible for fostering the short and long-term success of the Company and is accountable to the Company's shareholders. The Directors are also responsible for the management and supervising management of the Company's business and affairs. The Board has adopted a Board Mandate that can be accessed by visiting the Company's [Corporate Governance Page](#) on the Company's website. The Board Mandate requires compliance from each Director and the following is a summary of the Board Mandate:

- managing the affairs of the Board that include delegating certain of its authorities, including spending authorization to management and by reserving certain powers to itself; overseeing management and succession planning;
- adopting and reviewing a strategic planning process for the Company;
- approving annual budgets;
- overseeing the integrity of the Company's internal financial controls; and
- identify the principal risks and opportunities of the Company's business and ensure the implementation of appropriate systems to manage these risks.

### **Composition and Independence of the Board**

Management is nominating five (5) individuals to the Board, all of whom are current directors of Vizsla Copper.

The Guidelines suggest that the board of directors of every reporting issuer should be constituted with a majority of individuals who qualify as "independent" directors under NI 52-110, which provides that a director is independent if he or she has no direct or indirect "material relationship" with Vizsla Copper. The "material relationship" is defined as a relationship which could, in the view of the Board, reasonably interfere with the exercise of a director's independent judgement.

The Board is proposing five (5) individuals to the Board, all of whom are current directors of Vizsla Copper. The independent nominees are Mr. Simon Cmrlec, Mr. Michael Konnert and Ms. Karlene Collier. The non-independent nominees are Christopher Donaldson, who is the Company's President and Chief Executive Officer, Craig Parry, who is the Executive Chairman.

## Other Directorships

The following directors of Vizsla Copper are also directors of other reporting issuers:

Name of Director	Names of Other Reporting Issuers	Exchange	Director Since
Christopher Donaldson	Outback Goldfields Corporation Tinone Resources Inc. Lahontan Gold Corp.	TSX-V, OTCQB TSX-V TSX-V	October 1, 2020 February 15, 2022 April 5, 2022
Michael Konnert	Archer Exploration Corp. Summa Silver Corp. Vizsla Silver Corp. TinOne Resources Inc. Tarachi Gold Corp.	CSE TSX-V TSX-V, NYSE TSX-V CSE, OTCQB	January 12, 2022 August 10, 2020 September 26, 2017 December 30, 2021 December 2, 2020
Craig Parry	Skeena Resources Limited Outback Goldfields Corp. Gold Bull Resources Corp. Vizsla Silver Corp.	TSX, NYSE TSX-V, OTCQB TSX-V, OTCQB TSX-V, NYSE	December 15, 2016 January 29, 2019 June 29, 2020 December 21, 2018
Karlene Collier	TinOne Resources Inc. Baltic I Acquisition Corp. Targa Exploration Corp.	TSX-V TSX-V CSE, OTCQB	December 30, 2021 May 3, 2021 September 1, 2020
Simon Cmrlec	Vizsla Silver Corp.	TSX-V, NYSE	February 21, 2019

## Other Board Committees

The Board established three committees. These include an Audit and Risk Committee (“**Audit Committee**”), a Compensation Committee (“**Compensation Committee**”) and a Corporate Governance and Nominating Committee (“**CGNC**”).

### *Audit Committee*

Vizsla Copper is a venture issuer and must disclose the following regarding the Audit & Risk Committee.

#### Composition

The composition of the Audit Committee consists of the following three independent Directors; Ms. Karlene Collier (Chair), Mr. Simon Cmrlec and Mr. Michael Konnert.

National Instrument 52-110 *Audit Committees*, (“**NI 52-110**”) provides that a member of an audit committee is “independent” if the member has no direct or indirect material relationship with Vizsla Copper, which could, in the view of the Board, reasonably interfere with the exercise of the member’s independent judgment.

NI 52-110 provides that an individual is “financially literate” if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company’s financial statements. All of the members of the Company’s audit and risk committee are financially literate as that term is defined. The following sets out the members of the audit and risk committee and their education and experience that is relevant to the performance of his responsibilities as an audit and risk committee member.

#### Charter

The text of the Audit and Risk Committee’s charter is attached as Appendix “A” to this Information Circular and the full version can be accessed by visiting the Company’s [Corporate Governance Page](#) on the Company’s website.

### Relevant Education and Experience

All proposed members of the Audit and Risk Committee have the ability to read, analyze and understand the complexities surrounding the issuance of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements, and have an understanding of internal controls.

In addition to each member's general business experience, the education and experience of each proposed Audit and Risk Committee member that is relevant to the performance of his/her responsibilities as an Audit and Risk Committee member is as follows:

**Karlene Collier** – Ms. Collier is a director of Vizsla Copper and is a current director of TinOne Resources Inc. and Baltic I Acquisition Corp. Based on her business experience, Ms. Collier is financially literate.

**Simon Cmrlec** – Mr. Cmrlec is a director of Vizsla Copper. Mr. Cmrlec currently serves as Chief Operating Officer at Ausenco Limited. He is responsible for leading teams all over the world. Mr. Cmrlec has previously been involved with project management, designing, constructing and commissioning different mining projects. Based on his business experience, Mr. Cmrlec is financially literate.

**Michael Konnert** – Mr. Konnert is a director of Vizsla Copper. He is also the founder of Vizsla Silver Corp. and he currently serves as the President, Chief Executive Officer and a Director of Vizsla Silver Corp. Mr. Konnert is co-founder and Partner of Inventa Capital Corp., a private natural resource investment company based in Vancouver, BC. Previously, he was co-founder and CEO of Cobalt One Energy Corp. which was acquired by Blackstone Minerals Ltd. (ASX-BSX) in 2017. Based on his business experience, Mr. Konnert is financially literate.

### Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, the audit and risk committee of Vizsla Copper has not made any recommendations to nominate or compensate an external auditor which were not adopted by the Board.

### Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year, Vizsla Copper has not relied on:

- (a) the exemption in section 2.4 (*De Minimis Non-audit Services*) of NI 52-110; or
- (b) an exemption from NI 52-110, in whole or in part, granted under Part 8 (*Exemptions*).

### Pre-Approval Policies and Procedures

The audit and risk committee has not adopted any specific policies and procedures for the engagement of non-audit services.

### Audit Fees

The following sets forth the fees paid by Vizsla Copper and its subsidiaries to MNP LLP, Chartered Accountants, for services rendered in the last two fiscal years:

	2023 \$	2022 \$
Audit Fees <sup>1</sup>	45,000	35,000
Audit Related Fees <sup>2</sup>	Nil	Nil

<sup>1</sup> "Audit fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's consolidated financial statements; fees for review of tax provisions; accounting consultations on matters reflected in the financial statements; and, audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

<sup>2</sup> "Audited related fees" include services that are traditionally performed by the auditor such as employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.

	2023 \$	2022 \$
Tax Fees <sup>3</sup>	2,996	Nil
All Other Fees <sup>4</sup>	Nil	Nil
<b>Total</b>	<b>\$47,996</b>	<b>\$35,000</b>

Exemption in Section 6.1

Vizsla Copper is a “venture issuer” as defined in NI 52-110 and is relying on the exemption in section 6.1 of NI 52-110 relating to Parts 3 (*Composition of Audit Committee*) and 5 (*Reporting Obligations*).

*Compensation Committee*

Composition

The Compensation Committee consists of the following independent Directors; Mr. Michael Konnert (Chair), Ms. Karlene Collier and Mr. Simon Cmrlec.

Charter

The Compensation Committee follows the mandate of the Compensation Committee Charter that can be accessed by visiting the Company’s [Corporate Governance Page](#) on the Company’s website.

The Compensation Committee is responsible for assisting the Board in discharging the Board's oversight responsibilities relating to the attraction, compensation, evaluation and retention of key senior executive officers with the skills and expertise needed to enable the Company to achieve its goals and strategies at fair and competitive compensation and appropriate performance incentives. The Compensation Committee shall to the best of its ability, knowledge and acting reasonably, meet all applicable legal, regulatory and listing requirements, including, without limitation, those of any stock exchange on which the Company's shares are listed, the Canada Business Corporations Act and all applicable securities regulatory authorities.

*Corporate Governance & Nominating Committee*

Composition

The Corporate Governance & Nominating Committee consists of the following three Directors; Mr. Simon Cmrlec (Chair), Mr. Chris Donaldson and Ms. Karlene Collier. The majority of the Corporate Governance & Nominating Committee are independent.

Charter

The Corporate Governance & Nominating Committee follows the mandate of the Corporate Governance & Nominating Committee Charter that can be accessed by visiting the Company’s [Corporate Governance Page](#) on the Company’s website.

The Corporate Governance & Nominating Committee is responsible for assisting the Board in fulfilling its corporate governance responsibilities. The overall purpose of the Corporate Governance & Nominating Committee is (i) to oversee the development framework of rules and practices for the Company’s approach to matters of corporate governance, (ii) assess the directors on an on-going basis, and (iii) to identify and propose new qualified nominees to the Board and to review and make recommendations to the Board as to all such matters.

<sup>3</sup> “Tax fees” includes fees for all tax services other than those included in “Audit fees” and “Audit related fees”. This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.

<sup>4</sup> “All other fees” include all other non-audit services.



## **Orientation and Continuing Education**

The Board of Directors provides an overview of the Company's business activities, systems and business plan to all new directors. New director candidates have free access to any of the Company's records, employees or senior management in order to conduct their own due diligence and will be briefed on the strategic plans, short, medium and long term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing policies of the Company.

## **Ethical Business Conduct**

The Board has adopted the Code of Business Conduct and Ethics (the "Code") for the Company's employees, directors, officers and consultants that can be accessed by visiting the Company's [Corporate Governance Page](#) on the Company's website.

The Code is designed to deter wrongdoings and to promote honest and ethical conduct, the avoidance of conflicts of interest, accurate and timely disclosure, compliance with applicable governmental laws, rules and regulations and the prompt internal reporting to an appropriate person(s) of violations of this Code.

The Board delegates the communication of the Code to employees, officers and consultants who will be expected to encourage and promote a culture of ethical business conduct.

## **Nomination of Directors**

The Board considers its size each year when it considers the number of Directors to recommend to the Shareholders for election at the annual meeting of Shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

When directorships become vacant, or it is anticipated that they will be vacated, the Corporate Governance and Nominating Committee is responsible for identifying and recommending suitable candidates to be directors to the Board. Merit, performance, experience and diversity are the foremost criteria's considered when new directors are considered for appointment to the Board.

## **Compensation**

The Board reviews adequacy and form of compensation and compares it to other companies of similar size and stage of development.

## **Assessments**

The Corporate Governance and Nominating Committee annually reviews the performance and effectiveness of the Board as well as the effectiveness and performance of any committees. Effectiveness is subjectively measured by comparing actual corporate results with stated objectives.

## **APPOINTMENT OF AUDITOR**

Management of the Vizsla Copper intends to nominate MNP LLP, Chartered Accountants ("MNP"), of Vancouver, British Columbia, for appointment as auditor of Vizsla Copper. Proxies given pursuant to this solicitation will, on any poll, be voted as directed and, if there is no direction, for the appointment of MNP, as the auditor of Vizsla Copper to hold office for the ensuing year with remuneration to be fixed by the directors.

**BE IT RESOLVED, as an ordinary resolution of the shareholders of Vizsla Copper, that MNP LLP, Chartered Professional Accountants, be appointed as the auditors of Vizsla Copper, and the board of Directors of Vizsla Copper are hereby authorized to fix the remuneration of MNP LLP, Chartered Professional Accountants.**



An ordinary resolution is a resolution passed at the Meeting by a simple majority of the votes cast by shareholders voting Common Shares at the Meeting.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT EACH SHAREHOLDER VOTE “FOR” THE APPOINTMENT OF AUDITOR RESOLUTION. Unless otherwise indicated, the persons designated as proxyholders in the accompanying Proxy intend to vote the Common Shares represented by such Proxy, properly executed, FOR the Appointment of Auditor Resolution.**

### **CONFIRMING STOCK OPTION PLAN**

Vizsla Copper is seeking shareholder confirmation of its “rolling” stock option plan (the “**Stock Option Plan**”) which was originally adopted by it the board of directors (the “**Board**”) on September 20, 2021 and last approved by Shareholders on October 6, 2022. There have been no changes to the Stock Option Plan since it was adopted by the Board. There are currently 10,037,668 stock options outstanding under the Stock Option Plan representing 9.32% of the current outstanding Common Shares. The TSX Venture Exchange requires that the Stock Option Plan be confirmed by shareholders at each annual general meeting of the Company. Accordingly, Vizsla Copper is seeking ratification and approval of the Stock Option Plan by the shareholders.

The purpose of the Stock Option Plan is to provide Vizsla Copper with a share-related mechanism to attract, retain and motivate qualified Executives, Employees and Consultants, to incent such individuals to contribute toward the long-term goals of Vizsla Copper, and to encourage such individuals to acquire Shares of Vizsla Copper as long term investments.

The maximum number of Common Shares issuable under the Stock Option Plan, together with the number of Common Shares issuable under outstanding options granted otherwise than under the Stock Option Plan, shall not exceed 10% of the Common Shares outstanding from time to time. As of the date of this Information Circular, Vizsla Copper was eligible to grant up to 727,768 options under its Stock Option Plan.

#### **Terms of the Stock Option Plan**

The following is a summary of the key terms of the Stock Option Plan:

- Options may be granted under the Stock Option Plan to such service providers of Vizsla Copper, if any, as the Board may from time to time designate.
- The exercise price shall be that price per share, as determined by the Board in its sole discretion as of the award date, at which an option holder may purchase a share upon the exercise of an option, and shall not be less than the last closing price of the Vizsla Copper’s shares traded through the facilities of the Exchange prior to the grant of the option, less any discount permitted by the Exchange, or such other price as may be required by the Exchange.
- The Board will not grant options: (a) to any one person in any 12 month period which could, when exercised, result in the issuance of common shares exceeding five percent (5%) of the issued and outstanding common shares unless Vizsla Copper has obtained the requisite disinterested shareholder approval to the grant.
- If the option holder ceases to be a director of Vizsla Copper or ceases to be employed by Vizsla Copper (other than by reason of death), or ceases to be a consultant of Vizsla Copper as the case may be, then the option granted will expire on no later than the 30th day following the date that the option holder ceases to be a director, ceases to be employed by Vizsla Copper or ceases to be a consultant of Vizsla Copper, subject to the terms and conditions set out in the Stock Option Plan.

At the Meeting, Shareholders will be asked to pass the following resolution:

**“IT IS RESOLVED THAT the Stock Option Plan is hereby approved and confirmed.”**

A copy of the Stock Option Plan will be available for review at the office of Vizsla Copper, located at Suite 700, 1090

West Georgia Street, Vancouver, British Columbia, during normal business hours up to and including the date of the Meeting.

## STATEMENT OF EXECUTIVE COMPENSATION

### Named Executive Officers

For the purposes of this section, “**named executive officer**” or “**NEO**” means each of the following individuals:

- the Chief Executive Officer (“**CEO**”);
- the Chief Financial Officer (“**CFO**”); and
- each of the three most highly compensated executive officers of the Company, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000 for that financial year.

The NEO’s for Fiscal 2023 are:

Chris Donaldson	- Chief Executive Officer
Grant Tanaka	- Chief Financial Officer
Craig Parry	- Executive Chairman

### Compensation for NEOs and Directors

The following table of compensation, excluding options and compensation securities, provides a summary of the compensation paid by the Company to each NEO and Director of the Company, current or former, and for any individual that earned more than \$150,000 in total compensation for the completed financial year ended April 30, 2023. Note that for the year ended April 30, 2022, NEO or Director received compensation as indicated.

Name and Position	Year	Salary, consulting fee (\$)	Bonus (\$)	Committee or meeting fees (\$)	Other compensation (\$)	Total compensation (\$)
Chris Donaldson <sup>5</sup> President, CEO & Director	2023	68,750	Nil	Nil	Nil	68,750
	2022	12,500	Nil	Nil	Nil	12,500
Grant Tanaka <sup>6</sup> CFO	2023	110,000	Nil	Nil	Nil	110,000
	2022	98,723	Nil	Nil	4,073 <sup>7</sup>	102,796
Craig Parry <sup>8</sup> Executive Chairman	2023	300,000	Nil	Nil	Nil	300,000
	2022	175,000	Nil	Nil	Nil	175,000
Michael Konnert <sup>9</sup> Director	2023	Nil	Nil	25,000	Nil	25,000
	2022	Nil	Nil	14,584	Nil	14,584
Simon Cmrlec <sup>10</sup> Director	2023	Nil	Nil	30,000	Nil	30,000
	2022	Nil	Nil	17,500	Nil	17,500
Karlene Collier <sup>11</sup> Director	2023	Nil	Nil	30,000	Nil	30,000
	2022	Nil	Nil	18,452	Nil	18,452

<sup>5</sup> Chris Donaldson has been President, CEO and a Director since May 13, 2021.

<sup>6</sup> Grant Tanaka has been CFO since May 13, 2021.

<sup>7</sup> Monthly parking

<sup>8</sup> Craig Parry has been Executive Chairman since May 13, 2021.

<sup>9</sup> Michael Konnert has been a Director since May 13, 2021.

<sup>10</sup> Simon Cmrlec has been a Director since May 13, 2021.

<sup>11</sup> Karlene Collier has been a Director since May 13, 2021.

## Stock options and other compensation securities

The following table of compensation securities provides a summary of all compensation securities granted or issued by the Company to each NEO and Director of the Company, current and former, and for any individual that earned more than \$150,000 in total compensation for the financial year ended April 30, 2023, for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries:

Name and position	Type of security	Number of securities	Grant Date <sup>12</sup>	Exercise price (\$)	Closing price on date of grant (\$)	Closing price at year end (\$)	Expiry date
Chris Donaldson <sup>13</sup> President, CEO & Director	Option	250,000	11-Jan-2023	\$0.265	\$0.265	\$0.28	11-Jan-2028
Grant Tanaka <sup>14</sup> CFO	Option	75,000	11-Jan-2023	\$0.265	\$0.265	\$0.28	11-Jan-2028
Craig Andrew Parry <sup>15</sup> Executive Chairman	Option	200,000	11-Jan-2023	\$0.265	\$0.265	\$0.28	11-Jan-2028
Michael Konnert <sup>16</sup> Director	Option	100,000	11-Jan-2023	\$0.265	\$0.265	\$0.28	11-Jan-2028
Simon Cmrlec <sup>17</sup> Director	Option	75,000	11-Jan-2023	\$0.265	\$0.265	\$0.28	11-Jan-2028
Karlene Collier <sup>18</sup> Director	Option	100,000	11-Jan-2023	\$0.265	\$0.265	\$0.28	11-Jan-2028

### Exercise of Compensation Securities by Directors and NEO's

No compensation securities were exercised by any Director or NEO during the most recently completed financial year.

### Stock Option Plans and Other Incentive Plans

Effective September 20, 2021, the Board adopted the Stock Option Plan, which Stock Option Plan was drafted in accordance with the latest policies and rules of the TSX Venture Exchange (“TSXV”). The Stock Option Plan was approved by shareholders of the Company at its last annual general meeting held on October 6, 2022.

The purpose of the Stock Option Plan is to provide the Company with a share-related mechanism to attract, retain and motivate qualified employees, directors, officers, consultants and employees of a person or company which provides management services to the Company or its associated, affiliated, controlled and subsidiary companies (the “Participants”) and to grant such Participants stock options to acquire up to 10% of the Company’s issued and outstanding common shares of the Company (“Common Shares”) from time to time. This is a “rolling” plan as the number of shares reserved for issuance pursuant to the grant of stock options will increase as the Company’s issued and outstanding share capital increases. The Stock Option Plan provides that the directors of the Company may grant

<sup>12</sup> Options granted on January 11, 2023 were vested over two years (20% immediately, 20% July 11, 2023, 20% January 11, 2024, 20% July 11, 2024 and 20% January 11, 2025).

<sup>13</sup> On April 30, 2023, Chris Donaldson held a total of 327,143 stock options, and 111,716 stock options were fully vested.

<sup>14</sup> On April 30, 2023, Grant Tanaka held a total of 229,286 stock options and 138,428 stock options were fully vested.

<sup>15</sup> On April 30, 2023, Craig Parry held a total of 500,000 stock options and 280,000 stock options were fully vested.

<sup>16</sup> On April 30, 2023, Michael Konnert held a total of 300,000 stock options and 180,000 stock options were fully vested.

<sup>17</sup> On April 30, 2023, Simon Cmrlec held a total of 239,286 stock options and 146,428 stock options were fully vested.

<sup>18</sup> On April 30, 2023, Karlene Collier held a total of 151,429 stock options and 61,144 stock options were fully vested.

options to purchase Common Shares on terms that the directors may determine, within the limitations of the Stock Option Plan. The exercise price of an option issued under the Stock Option Plan is determined by the directors but may not be less than the closing market price of the Common Shares on the day preceding the date of granting of the option less any available discount, in accordance with TSXV Policies. No option may be granted for a term longer than ten years. An option may expire on such earlier date or dates as may be fixed by the Board, subject to earlier termination in the event the optionee ceases to be eligible under the Stock Option Plan by reason of death, retirement or otherwise.

The Stock Option Plan provides for the following restrictions: (i) no Participant may be granted an option if that option would result in the total number of stock options granted to the Participant in the previous 12 months, exceeding 5% of the issued and outstanding Common Shares unless the Company has obtained disinterested shareholder approval in accordance with TSXV Policies; (ii) the aggregate number of options granted to Participants conducting Investor Relations Activities (as defined in TSXV Policies) in any 12 month period must not exceed 2% of the issued and outstanding Common Shares, calculated at the time of grant; and (iii) the aggregate number of options granted to any one consultant in any 12 month period must not exceed 2% of the issued and outstanding Common Shares, calculated at the time of grant.

In addition, options granted to consultants conducting Investor Relations Activities (as defined in TSXV Policies) will vest over a period of not less than 12 months as to 25% on the date that is three months from the date of grant, and a further 25% on each successive date that is three months from the date of the previous vesting or such longer vesting.

#### **Employment, consulting and management agreements**

The Company entered into a consulting agreement with 1295296 B.C. Ltd., effective March 15, 2021 for Grant Tanaka's services as CFO. Pursuant to the terms of the consulting agreement, the Company has agreed to pay Mr. Tanaka a base salary of \$110,000. The agreement is for an indefinite term. Mr. Tanaka may resign by giving the Company 30 days' notice in which he shall not be entitled to any severance payment but shall be entitled to receive all annual salary earned to and including the last written notice day together with any final expenses. The Company may terminate without cause at any time by giving 12 months written notice or payment in lieu in thereof, as part of the final wages. Severance shall be payable and will consist of final wages. In the event of termination after a change of control without cause within 12 months after the change of control, the Company shall provide Mr. Tanaka with a lump sum of up to 18 months' pay, equivalent to the number of months of the aggregate of his annual salary.

The Company entered into an employment agreement with Steve Blower effective October 15, 2021 for his services as VP Exploration with a base salary of \$250,000. The agreement is for an indefinite term. Mr. Blower may resign by giving the Company 30 days' notice and the Company may terminate without cause by providing ninety days' notice or payment in lieu in thereof, as part of the final wages.

#### **Oversight and description of director and named executive officer compensation**

The objective of the Company's compensation program is to compensate the executive officers for their services to the Company at a level that is both in line with the Company's fiscal resources and competitive with companies at a similar stage of development.

Independent Directors receive an annual base salary of \$25,000 plus an additional salary of \$5,000 per annum if they Chair a committee. Directors of the Company are also eligible to participate in the Stock Option Plan.

#### **Option-Based Awards**

The Stock Option Plan has been and will be used to provide share purchase options which are granted in consideration of the level of responsibility of the executive as well as his or her impact or contribution to the longer-term operating performance of the Company. In determining the number of options to be granted to the executive officers, the Board takes into account the number of options, if any, previously granted to each executive officer, and the exercise price of any outstanding options to ensure that such grants are in accordance with the policies of the TSXV and closely align the interests of the executive officers with the interests of shareholders.

The directors and officers of the Company from time to time may be granted incentive stock options in accordance with the policies of the TSXV and pursuant to the Stock Option Plan.

### SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

As of the end of the Vizsla Copper's most recently completed financial year with respect to compensation plans under which equity securities of the Company are authorized for issuances, aggregated as follows:

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights \$	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by Shareholders	10,037,668	0.40	727,768
Equity compensation plans not approved by Shareholders	-	-	-
<b>Total</b>	<b>10,037,668</b>	<b>0.40</b>	<b>727,768</b>

### INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at the date of this Information Circular and at all times since, no executive officer, director, employee or former executive officer, director or employee of Vizsla Copper or any of its subsidiaries is or has been indebted to Vizsla Copper, or any of its subsidiaries, nor are or have any of these individuals been indebted to another entity, which indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by Vizsla Copper, or its subsidiaries.

### INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

No director or executive officer of Vizsla Copper or any proposed nominee of management of Vizsla Copper for election as a director of Vizsla Copper, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, since the beginning of the Company's last financial year in matters to be acted upon at the Meeting, other than the election of directors, the appointment of auditors and the confirmation of the Stock Option Plan.

### INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

None of the directors or executive officers of Vizsla Copper, proposed nominee for election as a director of Vizsla Copper, persons beneficially owning, directly or indirectly, shares carrying more than 10% of the voting rights attached to all outstanding shares of Vizsla Copper nor any associate or affiliate of the foregoing persons has any material interest, direct or indirect, in any transaction since the commencement of the Company's last completed financial year or in any proposed transaction which has or will materially affect Vizsla Copper, as disclosed in the Company's audited financial statements and Management's Discussion & Analysis for the last financial year.

### MANAGEMENT CONTRACTS

Except as set out herein, there are no management functions of Vizsla Copper which are to any substantial degree performed by a person or company other than the directors or NEOs of Vizsla Copper.

## **ADDITIONAL INFORMATION**

Additional information relating to Vizsla Copper including audited comparative financial statements and Management's Discussion and Analysis for the year ended April 30, 2023 is available on [SEDAR+](#) and upon request from Vizsla Copper at Suite 700, 1090 West Georgia Street, Vancouver, British Columbia, V6E 3V7, telephone no.: 778-899-3050 or email: [jen@vizslacopper.com](mailto:jen@vizslacopper.com). Copies of documents referred to above will be provided, upon request, free of charge to security holders of Vizsla Copper. Vizsla Copper may require the payment of a reasonable charge from any person or company who is not a security holder of Vizsla Copper, who requests a copy of any such document.

## **OTHER BUSINESS**

Management is not aware of any matters to come before the Meeting other than those set forth in the Notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the Proxy to vote the Common Shares represented thereby in accordance with their best judgment on such matter.

## **APPROVAL OF BOARD**

The contents and the sending of this Information Circular have been approved by the Board.

DATED at Vancouver, British Columbia, on August 29, 2023.

## **BY ORDER OF THE BOARD OF DIRECTORS**

*“Chris Donaldson”*

Chris Donaldson  
**President, Chief Executive Officer and Director**