

# **VIZSLA ROYALTIES CORP.**

## **Management's Discussion and Analysis**

**For the three and six months ended October 31, 2025 and 2024**

(Expressed in Canadian dollars)

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**MANAGEMENT'S DISCUSSION AND ANALYSIS**

This Management's Discussion and Analysis ("MD&A") of Vizsla Royalties Corp. (the "Company" or "Vizsla Royalties") provides an analysis of the Company's financial position and results of operations for the three and six months ended October 31, 2025, and 2024. This MD&A was prepared by management of the Company and should be read in conjunction with the Company's unaudited condensed interim combined and consolidated financial statements as at and for the three and six months ended October 31, 2025, and 2024 (the "Financial Statements"), which are prepared in accordance with IAS 34 *Interim Financial Reporting*. In addition, the MD&A should be read in conjunction with the audited consolidated financial statements for the years ended April 30, 2025, and 2024 (the "Annual Financial Statements"), as some disclosures from the Annual Financial Statements have been condensed or omitted in the Financial Statements.

All amounts are expressed in Canadian dollars unless otherwise stated. The functional currency of the Company and its subsidiaries is disclosed in the notes to the Financial Statements. References to "US\$" or "USD" are to United States dollars and references to "MXN" are to Mexican pesos. Other information contained in this document has been prepared by management and is consistent with the data contained in the Financial Statements.

The Company's certifying officers are responsible for ensuring that the Financial Statements and MD&A do not contain any untrue statement of a material fact or omit to state a material fact required to be stated, or that is necessary to make a statement not misleading in light of the circumstances under which it was made. The Company's certifying officers certify that the Financial Statements, together with the other financial information included in the filings, fairly present, in all material respects, the financial condition, financial performance and cash flows of the Company as of the date and for the periods presented in the filings.

In this MD&A, unless the context otherwise dictates, a reference to "us", "we", "our", or similar terms refers to the Company. The first, second, third and fourth quarters of the Company's fiscal years are referred to as "Q1", "Q2", "Q3" and "Q4", respectively. The six months ended October 31, 2025 and 2024 are referred to as "YTD 2026" and "YTD 2025", respectively.

This MD&A has been prepared by management, in accordance with the requirements of National Instrument 51-102 *Continuous Disclosure Obligations* and approved by the Board of Directors as of December 22, 2025 (the "MD&A Date").

**OVERVIEW OF THE BUSINESS**

Panuco Royalty Corp. ("Panuco" or the "Subsidiary") was incorporated on January 11, 2021, under the Business Corporations Act (British Columbia) with the name Vizsla Copper Corp. as a wholly owned subsidiary of Vizsla Silver Corp. ("Vizsla Silver"). The Subsidiary changed its name (i) to 1283303 B.C. Ltd. on April 23, 2021, (ii) to Vizsla Royalty Corp. on July 9, 2021, and (iii) to Panuco Royalty Corp. on October 13, 2023.

Vizsla Royalties Corp. ("Vizsla Royalties" or the "Parent") was incorporated on October 13, 2023 as a wholly owned subsidiary of Vizsla Silver. Vizsla Silver subsequently transferred its ownership of Panuco to Vizsla Royalties such that Panuco became a wholly owned subsidiary of Vizsla Royalties.

The Company is a royalty-focused company holding net smelter return ("NSR") royalties on Vizsla Silver's wholly owned Panuco-Copala properties located in Mexico. The head office and principal address of the Company is located at Suite 1723 - 595 Burrard Street, Vancouver, British Columbia, V7X 1J1. On June 24, 2024, following the completion of the Spinout Transaction (defined below) the Company became a reporting issuer in all provinces and territories of Canada. The Company is listed on the TSX Venture Exchange under the symbol "VROYV" and on the QTCQB Venture Market under the symbol "VROYF". On June 26, 2025, the Company's became listed on the Frankfurt Stock Exchange under the symbol "K2X".

The Company's activities for royalty generation are in an emerging nation and, consequently, may be subject to a higher level of risk compared to developed countries. Operations, the status of mineral property rights, and the recoverability of investments in emerging nations can be affected by changing economic, legal, regulatory, and political situations.

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As at October 31, 2025, the Company had working capital of \$2,330,314 (April 30, 2025 - \$7,731,175). During the three and six months ended October 31, 2025, the Company recorded a net loss of \$4,918,593 and \$8,743,070, respectively (2024 - \$719,373 and \$1,358,015, respectively). The Company expects to incur further losses in the development of its business, all of which indicate a material uncertainty that may cast significant doubt upon the Company's ability to continue as a going concern. The Company will require additional financing in order to meet its ongoing levels of corporate overheads and discharge its liabilities as they come due.

#### **Spinout Transaction**

On June 24, 2024 (the "Effective Date"), Vizsla Silver and Vizsla Royalties completed an arrangement agreement, whereby Vizsla Silver would spin out certain common shares and common share purchase warrants of the Company to the shareholders of Vizsla Silver (the "Spinout Transaction"). Pursuant to the Spinout Transaction, the shareholders of Vizsla Silver at the Effective Date received, in exchange for each Vizsla Silver common share held at the close of business the day before the Effective Date, one-third of a Company's common shares (the "Vizsla Royalties Shares"), one-third of a Company's share purchase warrants (the "Vizsla Royalties Warrants"), and one new common share of Vizsla Silver (the "New Vizsla Silver Share"). As a result, Vizsla Royalties issued 16,349,365 Vizsla Royalties Shares and 8,049,365 Vizsla Royalties Warrants to Vizsla Silver shareholders and Vizsla Silver - 8,300,000 common shares were retained by Vizsla Silver. Each Vizsla Royalties Warrant entitles the holder to acquire one additional Vizsla Royalties Share at a price of \$0.50 per share until December 24, 2024 (120 days after the Company's listing date of August 26, 2024). Vizsla Silver continues to hold a number of Vizsla Royalties' shares which represent 17.19% ownership as at October 31, 2025.

Pursuant to the terms of the Spinout Transaction, Vizsla Silver's outstanding stock options (the "Vizsla Silver Options") and share purchase warrants (the "Vizsla Silver Warrants") were adjusted as follows:

- Each outstanding Vizsla Silver Option was exchanged for: (a) one Vizsla Silver replacement option (the "Vizsla Silver Replacement Options") to acquire one New Vizsla Silver Share, and (b) one Vizsla Royalties option (the "Vizsla Royalties Options") to acquire one-third of Vizsla Royalties Shares. Each whole Vizsla Royalties Option has an exercise price equal to the product of the original exercise price of the Vizsla Silver Option multiplied by the fair market value of one-third of the Vizsla Royalties Share at the Effective Date, divided by the total of the fair market value of one New Vizsla Silver Share and one-third of the Vizsla Royalties Share at the Effective Date. As a result, the Company issued 2,726,624 Vizsla Royalties Options with an average exercise price of \$1.44 which will expire between August 6, 2025 and September 25, 2029.
- Each outstanding Vizsla Silver Warrant was amended to allow the holder to acquire: (a) one New Vizsla Silver Share, and (b) one-third of Vizsla Royalties Shares at the original exercise price. Upon the exercise of the Vizsla Silver Warrants, Vizsla Silver will collect and pay to the Company an amount for each one-third of the Company issued common share that is equal to the exercise price under the Vizsla Silver Warrant multiplied by the fair market value of one-third of Vizsla Royalties Share at the Effective Date divided by the total of the fair market value of one New Vizsla Silver Share and one-third of Vizsla Royalties Share at the Effective Date.

#### **Share Consolidation**

On August 6, 2024, the Company completed a consolidation of its issued and outstanding common shares (the "Share Consolidation") on the basis of one new common share for every ten existing common shares. As a result, all references to the number of common shares, weighted average number of common shares, loss per share, and number of stock options and share purchase warrants have been retrospectively restated to give effect to the Share Consolidation.

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**SELECTED QUARTERLY FINANCIAL INFORMATION**

A summary of selected quarterly financial information is as follows:

	Q2 2026	Q1 2026	Q4 2025	Q3 2025
	\$	\$	\$	\$
Net loss	(4,918,593)	(3,824,477)	(1,732,399)	(285,969)
Basic and diluted loss per share <sup>(1)</sup>	(0.07)	(0.07)	(0.05)	(0.01)

  

	Q2 2025	Q1 2025	Q4 2024	Q3 2024
	\$	\$	\$	\$
Net loss	(719,373)	(638,642)	(86,838)	(94,521)
Basic and diluted loss per share <sup>(1)</sup>	(0.04)	(0.02)	(0.01)	(0.01)

(1) On August 6, 2024, the Company completed the Share Consolidation. As a result, all references to the number of common shares, weighted average number of common shares, loss per share, number of stock options and share purchase warrants have been retrospectively restated to give effect to the Share Consolidation.

The Company's net loss is predominantly made up of professional fees, corporate overhead costs, and share based compensation. The net loss increased significantly in Q2 2026 compared to Q4 2025 due to the recognition of share-based compensation expense of \$3,369,611 in Q1 2026 and \$3,905,334 in Q2 2026 from the vesting of stock options, restricted share units ("RSUs") and performance share units ("PSUs"). The increased net loss in Q4 2025 compared to the prior quarters was due to a share-based compensation expense of \$2,164,296 from the vesting of stock options granted during fiscal 2025.

**ROYALTY INTERESTS**

On February 25, 2022, the Company signed two agreements to purchase a 0.5% and 2.0% NSR on properties that are part of the Panuco-Copala properties in Mexico from Minera Canam S.A. de C.V. ("Minera Canam"), a subsidiary of Vizsla Silver. The Company paid US\$100,000 for the 0.5% NSR and US\$900,000 for the 2.0% NSR.

On November 16, 2022, the Company signed three agreements to purchase a 2.0% NSR royalty on multiple properties that are part of the Panuco-Copala properties in Mexico from Minera Canam for the following payments:

- US\$3,500 for the 2.0% royalty on the La Cruz Negra and La Cruz Negra 2 properties.
- US\$2,000 for the 2.0% royalty on the San Antonio property.
- US\$5,000 for the 2.0% royalty on the Maria Chuchena property.

On July 23, 2023, the Company signed an agreement to purchase a 2.0% NSR royalty on multiple properties that are part of the Panuco-Copala properties in Mexico from Minera Canam. On October 26, 2023, the Company paid US\$10,000 for the 2.0% royalty on the El Oregano, El Oregano 2, and Dos Compadres properties.

The purchase of the NSR from Minera Canam by the Company was a transaction between parties under common control. Accordingly, the royalty interests were recorded at fair value which was determined to be \$1.

On June 4, 2025, the Company signed a royalty purchase agreement (the "Purchase Agreement") to purchase an additional 3.0% NSR on certain concessions ("Silverstone Concessions") comprising the Panuco-Copala properties. On June 12, 2025, pursuant to the Purchase Agreement, the Company paid \$54,634,720 (US\$40,000,000) for the 3.0% NSR on the Silverstone Concessions. In connection with the purchase of the 3.0% NSR, the Company paid \$8,751,893 (US\$6,400,000) in Mexican value-added tax. Transaction costs in the amount of \$96,660 related to the purchase of the 3.0% NSR were capitalized. As at October 31, 2025, the Company holds 3.5% NSR on the Silverstone Concessions of which 0.5% was retained from the Company's spin-out from Vizsla Silver.

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A summary of the Company's royalty interests is as follows:

	\$
Balance, April 30, 2025 and 2024	1
Additions	54,731,380
Currency translation differences	2,894,096
<b>Balance, October 31, 2025</b>	<b>57,625,477</b>

**RESULTS OF OPERATIONS**

A summary of the Company's results of operations is as follows:

	Q2 2026	Q2 2025	YTD 2026	YTD 2025
	\$	\$	\$	\$
<b>Operating expenses</b>				
Directors' fees	197,209	12,500	245,959	12,500
Filing fees	20,265	61,976	90,638	64,937
Management fees	57,500	106,250	115,000	106,250
Marketing expenses	325,705	5,314	449,699	5,314
Office and miscellaneous	45,867	1,645	57,612	1,919
Professional fees	371,459	165,241	515,048	565,525
Rent expenses	15,000	-	30,000	-
Salary and wages (recovery)	(5,433)	54,789	(2,194)	54,789
Share-based compensation	3,905,334	333,850	7,274,945	570,715
Travel	16,703	3,977	34,025	3,977
	<b>4,949,609</b>	745,542	<b>8,810,732</b>	1,385,926
<b>Other income</b>				
Interest and other income	2,523	25,430	17,389	25,430
Foreign exchange gain	28,493	739	50,273	2,481
<b>Net loss</b>	<b>(4,918,593)</b>	(719,373)	<b>(8,743,070)</b>	(1,358,015)

**Q2 2026 compared to Q2 2025**

Net loss increased to \$4,918,593 compared to \$719,373 the prior year comparable period. The primary drivers of this increase in net loss were as follows:

- Directors' fees increased to \$197,209 from \$12,500 in the prior year comparable period due to expenses related to the vesting of DSUs granted in the current period and the Company increased director compensation following the Spinout Transaction.
- Marketing expenses increased to \$325,705 from \$5,314 in the prior year comparable period due to increased marketing activities to raise public awareness of the Company as well as to engage a market maker to support future equity financings.
- Office and miscellaneous expenses increased to \$45,867 from \$1,645 in the prior year comparable period due to significant additional administrative expenses and corporate overhead incurred as a result of the Company operating as a separate entity following the Spinout Transaction.
- Professional fees increased to \$371,459 from \$165,241 in the prior year comparable period due to the engagement of a new consultant for royalty assessment services and higher legal fees for general corporate matters during the current period.
- Rent expenses increased to \$15,000 from \$nil in the prior year comparable period due to office rent expenses paid to a company controlled by a director.
- Share-based compensation increased to \$3,905,334 from \$333,850 in the prior year comparable period due to the vesting of stock options granted pursuant to the terms of the Spinout Transaction and from new stock options, RSUs, and PSUs granted to officers, directors, and consultants in the current period.

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Partially offsetting the increase in net loss was a decrease to certain expenses as follows:

- Filing fees decreased to \$20,265 from \$61,976 in the prior year comparable period due to the non-recurring costs associated with the Spinout Transaction in the prior period.
- Management fees decreased to \$57,500 from \$106,250 in the prior year comparable period due to additional fees recognized related to the Spinout Transaction in the prior period.
- Salary and wages decreased to a recovery of \$5,433 from an expense of \$54,789 in the prior year comparable period due to the reversal of unused vacation liability in the current period.

#### **YTD 2026 compared to YTD 2025**

Net loss increased to \$8,743,070 compared to \$1,358,015 the prior year comparable period. The primary drivers of this increase in net loss were as follows:

- Directors' fees increased to \$245,959 from \$12,500 in the prior year comparable period due to expenses related to the vesting of DSUs granted in the current period and the Company increased director compensation following the Spinout Transaction.
- Marketing expenses increased to \$449,699 from \$5,314 in the prior year comparable period due to increased marketing activities to raise public awareness of the Company as well as to engage a market maker to support future equity financings.
- Office and miscellaneous expenses increased to \$57,612 from \$1,919 in the prior year comparable period due to significant administrative expenses and corporate overhead incurred as a result of the Company operating as a separate entity following the Spinout Transaction.
- Rent expenses increased to \$30,000 from \$nil in the prior year comparable period due to office rent expenses paid to a company controlled by a director.
- Share-based compensation increased to \$7,274,945 from \$570,715 in the prior year comparable period due to the vesting of stock options granted pursuant to the terms of the Spinout Transaction and from new stock options, RSUs, and PSUs granted to officers, directors, and consultants in the current period.

Partially offsetting the increase in net loss was a decrease to certain expenses as follows:

- Professional fees decreased to \$515,048 from \$565,525 in the prior year comparable period due to the non-recurring costs associated with the Spinout Transaction in the prior period.
- Salary and wages decreased to a recovery of \$2,194 from an expense of \$54,789 in the prior year comparable period due to the reversal of unused vacation liability in the current period.

#### **LIQUIDITY, CAPITAL RESOURCES AND GOING CONCERN**

As at October 31, 2025, the Company had cash and cash equivalents of \$2,533,952 (April 30, 2025 - \$7,727,605) and working capital of \$2,330,314 (April 30, 2025 - \$7,731,175). The working capital in both periods are primarily driven by the Company's cash and cash equivalents.

During the six months ended October 31, 2025, cash used in operating activities increased to \$10,084,256 from \$543,937 in the prior year comparable period due to cash paid for value-added tax in connection with the purchase of royalty interests as well as compensation paid to management and directors of the Company.

During the six months ended October 31, 2025, cash used in investing activities increased to \$54,731,380 from \$nil in the prior year comparable period due to cash spent on the purchase of royalty interests in the current period.

During the six months ended October 31, 2025, cash provided by financing activities increased to \$59,580,515 from \$5,476,717 in the prior year comparable period resulting from gross proceeds from the bought deal public offering of \$63,020,000, and proceeds from stock option exercises of \$51,179, offset by cash share issuance costs of \$3,490,664 in connection with the bought deal public offering. A portion of the proceeds from the bought deal public offering was used to purchase the royalty interests and the remaining proceeds will be used for working capital and general corporate purposes

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**RELATED PARTY TRANSACTIONS**

Key management personnel include those who have the authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors, officers and companies controlled by key management personnel.

A summary of the Company's related party transactions with key management personnel is as follows:

	<b>Q2 2026</b>	<b>Q2 2025</b>	<b>YTD 2026</b>	<b>YTD 2025</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Directors' fees	<b>197,209</b>	12,500	<b>245,959</b>	12,500
Management fees paid to officers <sup>(1)</sup>	<b>50,000</b>	106,250	<b>100,000</b>	106,250
Office and miscellaneous paid to a company under the control of a director	<b>12,708</b>	-	<b>20,320</b>	-
Rent expenses paid to a company under the control of a director	<b>15,000</b>	-	<b>30,000</b>	-
Salary and wages paid to an officer	-	54,789	-	54,789
Share-based compensation incurred with directors and officers	<b>2,843,466</b>	300,586	<b>4,606,729</b>	300,586
	<b>3,118,383</b>	474,125	<b>5,003,008</b>	474,125

(1) During the three and six months ended October 31, 2024, compensation of \$54,789 and \$54,789 to an officer was included in salary and wages. Compensation to this officer in subsequent periods was classified as management fees following a title change.

As at October 31, 2025, the Company had \$24,325 (April 30, 2025 - \$nil) due to related parties which is included in accounts payable and accrued liabilities. The amounts are unsecured, due on demand, and are non-interest bearing.

As at October 31, 2025, the Company had \$nil (April 30, 2025 - \$7,875) in prepaid rent to a related company under common control, included in prepaid expenses.

As at October 31, 2025, the Company had \$13,337 (April 30, 2025 - \$1,745) in subscriptions receivable from a related company under common control.

**OFF-BALANCE SHEET ARRANGEMENTS**

As at October 31, 2025 and at the MD&A Date, the Company did not have any off-balance sheet arrangements.

**PROPOSED TRANSACTIONS**

As at October 31, 2025 and at the MD&A Date, the Company did not have any proposed transactions.

**SIGNIFICANT ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY**

Preparation of the Financial Statements under IFRS Accounting Standards requires management to make judgments, estimates, and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

The accounting estimates, judgements and assumptions are fully disclosed in the notes to the Financial Statements and the Annual Financial Statements.

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**SUBSEQUENT EVENT**

Subsequent to period end, the Company issued 285,817 common shares pursuant to the exercise of 285,817 stock options of the Company.

**OUTSTANDING SHARE DATA**

A summary of the number of the Company's issued and outstanding equity instruments is as follows:

	October 31, 2025	MD&A Date
	#	#
Common shares <sup>(1)</sup>	67,006,277	67,292,094
Stock options	6,674,486	6,388,669
RSUs	2,522,780	2,522,780
PSUs	2,800,000	2,800,000
DSUs	250,000	250,000

(1) Authorized: Unlimited common shares without par value.

**FINANCIAL INSTRUMENTS AND RISK MANAGEMENT**

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The classification of each measurement within this hierarchy is based on the lowest-level significant input used in valuation. The three levels of the fair value hierarchy are:

- Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities
- Level 2 - Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly
- Level 3 - Inputs that are not based on observable market data

As at October 31, 2025, Company's financial instruments are comprised of cash and cash equivalents, subscriptions receivable, accounts payable and accrued liabilities, and deferred compensation liability.

Except for the deferred compensation liability, all financial assets and liabilities of the Company are measured at amortized cost. The carrying value of these financial instruments approximate their respective fair values due to their short-term nature.

The deferred compensation liability is measured at fair value through profit or loss as Level 1 in the fair value hierarchy.

The Company is exposed in varying degrees to a variety of financial instrument-related risks. The type of risk exposure and the way in which such exposure is managed is provided as follows:

**Credit risk**

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the Company to incur a financial loss. The Company's primary exposure to credit risk is through its cash and cash equivalents and subscriptions receivable. The carrying amounts of financial assets best represent the maximum credit risk exposure at the reporting date. The Company manages its credit risk relating to cash and cash equivalents and interest receivable from short-term investments through the use of major financial institutions which have a high credit quality as determined by rating agencies. Cash and cash equivalents are held with reputable banks in Canada and Mexico. The Company's exposure to credit risk related to subscriptions receivable is insignificant. The Company assesses its credit risk as low.

**Liquidity risk**

Liquidity risk is the risk that the Company is unable to meet its financial obligations as they come due. The Company is exposed to liquidity risk through its accounts payable and accrued liabilities. The Company's liquidity and operating results may be adversely affected if its access to capital markets is hindered. The Company has no sources of revenue and has obligations to settle its accounts payable and accrued liabilities. The Company manages this risk by careful management of its working capital to ensure the Company's expenditure will not exceed available resources. As at October 31, 2025, the Company had a working capital of \$2,330,314 (April 30, 2025 - \$7,731,175). The Company assesses its liquidity risk as low.

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#### Foreign exchange risk

Foreign exchange risk is the risk that a variation in exchange rates between the Canadian dollar, the United States dollar, and Mexican Peso will affect the Company's operations and financial results. The Company and its subsidiaries are exposed to foreign exchange risk to the extent that it has monetary assets and liabilities denominated in foreign currencies.

The Company measures the effect on total assets or total receipts of reasonably foreseen changes in foreign exchange rates. The analysis is used to determine if these risks are material to the financial position of the Company.

The table below summarizes the foreign exchange exposure on the financial assets and financial liabilities of the Company and its subsidiaries against their respective functional currencies, expressed in the presentation currency, as at October 31, 2025:

	USD	MXN
	\$	\$
<b>Financial assets</b>		
Cash and cash equivalents	2,034,043	202,843
<b>Financial liabilities</b>		
Accounts payable and accrued liabilities	-	(32,386)
	<b>2,034,043</b>	<b>170,457</b>

The Company has not entered any foreign currency contracts to mitigate this risk. A 5% change in the foreign exchange rate between the CAD against the USD would change the net loss and comprehensive loss by approximately \$101,702 (April 30, 2025 - \$nil), and a 5% change in foreign exchange rate between CAD against the MXN would change the net loss and comprehensive loss by approximately \$8,523 (April 30, 2025 - \$2,263).

#### CAPITAL MANAGEMENT

The Company manages its capital to safeguard the Company's ability to continue as a going concern, so that it can continue to provide adequate returns to shareholders and benefits to other stakeholders, and to have sufficient funds on hand for business opportunities as they arise. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

There were no changes in the Company's approach to capital management during the six months ended October 31, 2025. In the management of capital, the Company includes the components of shareholder's equity. As at October 31, 2025, the Company is not subject to externally imposed capital requirements.

#### RISKS AND UNCERTAINTIES

For a detailed listing of the risk factors faced by the Company, refer to the Company's MD&A for the years ended April 30, 2025 and 2024.

#### CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain information, estimates and projections contained herein, and the documents incorporated by reference herein, if any, constitute forward-looking statements regarding the Company, its operations, and projects, including, but not limited to, the Panuco-Copala properties. All statements that are not historical facts, involving without limitation, statements regarding future projections, plans and objectives, securing strategic partners and financing requirements are forward-looking statements, or forward-looking information. Forward-looking information and statements involve risks and uncertainties that could cause actual results and future events to differ materially from those anticipated in such information or statements. Such risk factors and uncertainties include, but are in no way limited to, statements with respect to capital expenditures, government regulation of mining operations, environmental risks, title disputes or claims, fluctuations in mineral prices, uncertainties and other factors relating to public health crises, including the volatility in the global financial markets, increased inflation, and turbulence in mining markets resulting from the invasion of Ukraine by Russia, and other risk factors, as discussed in the Company's filings with Canadian securities regulatory agencies including the documents incorporated by reference herein.

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Generally, forward-looking information can be identified by the use of forward-looking terminology such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved”. Forward-looking statements are based on the opinions and estimates of management as of the date such statements are made and they are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking statements or forward-looking information. Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements or forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended.

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 and forward-looking information. The Company disclaims any obligation to update any forward-looking statements or information, other than as may be specifically required by applicable securities laws and regulations.

**OTHER INFORMATION**

All technical reports on material properties, press releases, and material change reports for the Company are filed on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).