

VIZSLA ROYALTIES CORP.

Management's Discussion and Analysis

For the years ended April 30, 2025 and 2024

(Expressed in Canadian dollars)

MANAGEMENT'S DISCUSSION AND ANALYSIS

This Management Discussion and Analysis ("MD&A") of the financial position and results of Vizsla Royalties Corp. and its subsidiaries ("Vizsla Royalties" or the "Company") was prepared by management and should be read in conjunction with the combined and consolidated financial statements for the years ended April 30, 2025 and 2024 and the accompanying notes thereto (the "Financial Statements"). Readers are cautioned that the MD&A contains forward-looking statements and that actual events may vary from management's expectations. Readers are encouraged to read the Forward-Looking Statement disclaimer included with this MD&A.

The Financial Statements have been prepared by management in accordance with IFRS[®] Accounting Standards ("IFRS"), as issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretations Committee. All amounts are expressed in Canadian dollars, the presentation currency of the Company, unless otherwise stated. The functional currency of the Company and its subsidiaries is disclosed in the notes to the Financial Statements. Other information contained in this document has been prepared by management and is consistent with the information contained in the Financial Statements. References to "\$" or "CAD" are to Canadian dollars, references to "US\$" or "USD" are to United States dollars, and references to "MXN" are to Mexican pesos.

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 years ended April 30, 2025 and 2024 are referred to as "Fiscal 2025" and "Fiscal 2024", 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 July 23, 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 Financial Statements present the results of the Vizsla Royalties and Panuco on a combined basis (such combined entity being referred to as the "Company") and include the historical results of Vizsla Royalties and Panuco prior to the transfer of Panuco from Vizsla Silver to Vizsla Royalties for the year ended April 30, 2024.

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".

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.

As at April 30, 2025, the Company has a working capital surplus of \$7,731,175 (April 30, 2024 - deficit of \$1,438,809). During the year ended April 30, 2025, the Company recorded a net loss of \$3,376,383 (2024 - \$183,632). 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.

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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 the earlier of: (i) 120 days after the date of a public listing, and (ii) December 31, 2025. Vizsla Silver continues to hold a number of Vizsla Royalties' shares which represents 32.89% ownership as of April 30, 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 June 29, 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.

SELECTED QUARTERLY FINANCIAL INFORMATION

A summary of selected quarterly financial information is as follows:

	Q4 2025	Q3 2025	Q2 2025	Q1 2025
	\$	\$	\$	\$
Net loss	(1,732,399)	(285,969)	(719,373)	(638,642)
Basic and diluted loss per share ⁽¹⁾	(0.05)	(0.01)	(0.04)	(0.09)
	Q4 2024	Q3 2024	Q2 2024	Q1 2024
	\$	\$	\$	\$
Net income (loss)	(86,838)	(94,521)	(43,112)	40,839
Basic and diluted (loss) per share ⁽¹⁾	(0.01)	(0.01)	(0.00)	0.00

(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.

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The Company's net loss is predominantly made up of professional fees and corporate overhead costs. The net loss increased significantly in Q4 2025 due to a share-based compensation expense of \$2,164,296 from the vesting of stock options granted during Fiscal 2025. Net loss was also high in Q1 2025 and Q2 2025 due to transaction costs associated with the Spinout Transaction.

SELECTED ANNUAL INFORMATION

A summary of selected financial data derived from the Company's combined and consolidated financial statements for each of the three most recently completed Fiscal years is as follows:

	Fiscal 2025	Fiscal 2024	Fiscal 2023
	\$	\$	\$
Comprehensive income (loss)	(3,412,543)	(164,957)	45,614
Basic and diluted income (loss) per share	(0.13)	(0.01)	19,151
Total assets	7,841,526	288,428	302,102
Total liabilities	110,350	1,727,236	1,562,815

The Company's comprehensive income (loss) and operating expenses fluctuated primarily due to the transaction costs associated with the Spinout Transaction. During Fiscal 2025, the Company's comprehensive loss and operating expenses increased significantly due to transaction costs related to the Spinout Transaction and a share-based compensation expense of \$2,164,296 from the vesting of stock options. These additional losses contributed to the increased loss per share. Total assets increased significantly due to the receipt of cash from the closing of a non-brokered private placement (the "Private Placement") of \$5,192,498 in Q2 2025 and proceeds from warrants exercised during Fiscal 2025 of \$3,606,792.

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. For the year ended April 30, 2024, the difference between the fair value and the agreed consideration of \$13,138 (US\$10,000) is recorded as contributed deficit in equity.

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RESULTS OF OPERATIONS

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

	Q4 2025	Q4 2024	Fiscal 2025	Fiscal 2024
	\$	\$	\$	\$
Operating expenses				
Directors' fees	48,750	-	178,750	-
Filing fees	32,460	-	99,416	-
Management fees	57,500	-	230,383	-
Marketing expenses	-	-	9,637	-
Office and miscellaneous	9,935	215	32,421	468
Professional fees	108,156	85,874	702,245	181,034
Rent expenses	15,000	-	45,000	-
Salary and wages	4,576	-	14,272	-
Share-based compensation	1,524,949	-	2,164,296	-
Travel	9,305	-	13,669	-
	1,810,631	86,089	3,490,089	181,502
Other income (expenses)				
Interest and other income	78,225	-	111,183	-
Foreign exchange gain (loss)	7	(749)	2,523	(2,130)
Net loss for the year	(1,732,399)	(86,838)	(3,376,383)	(183,632)
Currency translation differences	1,044	8,848	(36,160)	18,675
Comprehensive loss for the year	(1,731,355)	(77,990)	(3,412,543)	(164,957)

Q4 2025 compared to Q4 2024

Net loss and comprehensive loss increased to \$1,731,355 compared to \$77,990 in the prior year comparable period. The primary drivers of this increase in net loss were as follows:

- Directors' fees increased to \$48,750 from \$nil in the prior year comparable period due to fees and compensation paid to directors of the Company.
- Filing fees increased to \$32,460 from \$nil in the prior year comparable period due to regulatory and compliance fees associated with stock exchange listing of the Company in the current period.
- Management fees increased to \$57,500 from \$nil in the prior year comparable period due to the engagement of management services from the Chief Executive Officer ("CEO"), Chief Finance Officer ("CFO") and the Corporate Secretary in the current period.
- Office and miscellaneous increased to \$9,935 from \$215 in the prior year comparable period due to bank charges, payroll processing fees, business license application, software subscription, and insurance.
- Rent expenses increased to \$15,000 from \$nil in the prior year comparable period due to office rent expenses incurred in the current period.
- Share-based compensation increased to \$1,524,949 from \$nil in the prior year comparable period due to the vesting of stock options granted pursuant to the terms of the Spinout Transaction.

Partially offsetting the increase in net loss and comprehensive loss was an increase to interest and other income to \$78,225 from \$nil in the prior year comparable period due to the accrual of interest income receivable from guaranteed investment certificates ("GICs").

Fiscal 2025 compared to Fiscal 2024

Net loss and comprehensive loss increased to \$3,412,543 compared to \$164,957 in the prior year. The primary drivers of this increase in net loss and comprehensive loss were as follows:

- Directors' fees increased to \$178,750 from \$nil in the prior year due to fees and compensation paid to directors of the Company.
- Filing fees increased to \$99,416 from \$nil in the prior year due to regulatory and compliance fees associated with stock exchange listing of the Company in the current period.
- Management fees increased to \$230,383 from \$nil in the prior year due to the engagement of management services from the CEO, CFO, and the Corporate Secretary in the current year.

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- Office and miscellaneous fees increased to \$32,421 from \$468 in the prior year due to bank charges, payroll processing fees, business license application, software subscription, and insurance.
- Professional fees increased to \$702,245 from \$181,034 in the prior year due to transaction costs on the Spinout Transaction, and accounting and legal fees regarding corporate matters in the current year.
- Rent expenses increased to \$45,000 from \$nil in the prior year due to office rent expenses incurred in the current year.
- Share-based compensation increased to \$2,164,296 from \$nil in the prior year due to the vesting of stock options granted pursuant to the terms of the Spinout Transaction.

Partially offsetting the increase in net loss and comprehensive loss was an increase to interest and other income to \$111,183 from \$nil in the prior year comparable period due to the accrual of interest income receivable from GICs.

LIQUIDITY, CAPITAL RESOURCES AND GOING CONCERN

As at April 30, 2025, the Company had cash and cash equivalents of \$7,727,605 (April 30, 2024 - \$22,596) and working capital of \$7,731,175 (April 30, 2024 - working capital deficit of \$1,438,809). The working capital in the current year is primarily due to cash proceeds from the Private Placement of \$5,192,498 and proceeds from warrant exercises of \$3,606,792.

During the year ended April 30, 2025, cash used in operating activities increased to \$994,482 from \$185,143 in the prior year due to cash spent professional fees in association with the Spinout Transaction as well as compensation paid to management and directors of the Company.

During the year ended April 30, 2025, cash used in investing activities decreased to \$nil from \$13,138 in the prior year due to cash spent on purchasing of royalty interests in the prior year.

During the year ended April 30, 2025, cash provided by financing activities increased to \$8,704,513 from \$165,696 in the prior year due to cash proceeds from the Private Placement of \$5,192,498, proceeds from warrant exercises of \$3,606,792 and proceeds from stock option exercises of \$6,403, partially offset by the net cash payments made to Vizsla Silver of \$470,081 to settle the outstanding due to related party balance.

RELATED PARTY TRANSACTIONS

Key management personnel include those persons having authority and responsibility for planning, directing, and controlling the activities of the Company. 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 is as follows:

	Fiscal 2025	Fiscal 2024
	\$	\$
Directors' fees paid to directors	178,750	-
Management fees paid to officers	192,633	-
Office and miscellaneous paid to a company under the control of a director	27,067	-
Rent expenses paid to a company under the control of a director	45,000	-
Share-based compensation incurred by directors and officers	1,393,049	-
	1,836,499	-

On July 3, 2024, the Company entered into a debt settlement agreement with Vizsla Silver to settle the outstanding debt balance of \$1,609,312 by issuing the Company's common shares. On July 18, 2024, the Company issued 3,218,624 common shares to Vizsla Silver to settle the fair value of the outstanding debt balance.

On July 29, 2024, the Company settled the remaining outstanding balance due to Vizsla Silver by making a cash payment of \$470,081. As at April 30, 2025, the due to related party balance is \$nil (April 30, 2024 - \$1,711,973).

As at April 30, 2025, the Company had \$23,839 (April 30, 2024 - \$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 April 30, 2025, the Company had \$7,875 (April 30, 2024 - \$nil) in prepaid rent to a related company under common control, included in prepaid expenses.

OFF-BALANCE SHEET ARRANGEMENTS

As at April 30, 2025 and at the MD&A Date, the Company does not have any off-balance sheet arrangements and does not contemplate having them in the foreseeable future.

PROPOSED TRANSACTIONS

As at April 30, 2025 and at the MD&A Date, the Company did not have any proposed transactions other than those disclosed in the subsequent events section below.

CHANGES IN ACCOUNTING POLICIES

The Company adopted the following amendments to accounting standards, which are effective for annual periods beginning on or after May 1, 2024:

Classification of liabilities as current or non-current - amendments to IAS 1

The amendments to IAS 1 specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

- What is meant by a right to defer settlement.
- That a right to defer must exist at the end of the reporting period.
- That classification is unaffected by the likelihood that an entity will exercise its deferral right.
- That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification.

In addition, an entity is required to disclose when a liability arising from a loan agreement is classified as non-current and the entity's right to defer settlement is contingent on compliance with future covenants within twelve months. The amendments have not had an impact on the classification of the Company's liabilities.

SIGNIFICANT ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of 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.

SUBSEQUENT EVENTS

On June 12, 2025, the Company entered into a royalty purchase agreement (the "Purchase Agreement") with Grupo Minero Bacis, S.A. de C.V to acquire a 3.0% NSR on additional concessions (the "Silverstone Concessions") comprising the Panuco Project.

Under the terms of the Purchase Agreement, the Company will exercise the right to repurchase 50% of the 3.0% NSR for US\$1.95 million and will purchase the remaining 50% of the 3.0% NSR for US\$38.05 million, for a total cash consideration of US\$40 million. On June 13, 2025, pursuant to the Purchase Agreement, the Company paid US\$40,000,000 for the purchase of the Silverstone Concessions.

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On June 12, 2025, the Company entered into an agreement with CIBC Capital Markets ("CIBC"), as lead bookrunner and underwriter, on its own behalf and on behalf of a syndicate of underwriters (the "Underwriters"). Pursuant to the agreement, the Underwriters have agreed to purchase 27,400,000 common shares (the "Shares") of the Company at a price of \$2.00 per share for aggregate gross proceeds of \$54,800,000 (the "Offering"). In addition, the Underwriters exercised an option to purchase an additional 15% of the Shares sold under the Offering (the "Over-allotment Option") for 4,110,000 Shares at a price of \$2.00 per share for gross proceeds of \$8,220,000. In consideration for the services provided by the Underwriters, the Company paid a cash commission equal to 5% of the gross proceeds. The Company also paid CIBC an advisory fee of \$683,650 (US\$500,000), which was satisfied by the issuance of 341,825 common shares at a deemed price of \$2.00. The net proceeds of the Offering will be used for the cash consideration for the acquisition of the Silverstone Concessions and for general corporate purposes.

On June 13, 2025, the Company amended its Omnibus Plan to increase the maximum issuable number of performance share units, deferred share units, and restricted share units ("RSU") from 2,800,589 to 5,322,798. Pursuant to the Omnibus Plan, the Company granted 3,961,850 stock options at an exercise price of \$2.35 and 2,522,780 RSUs to directors, officers, employees, and consultants of the Company. The stock options are exercisable for a period of five years and vest over two years, and the RSUs will vest in three equal annual instalments commencing on the first anniversary of the grant date. The Omnibus Plan and issuances granted under the Omnibus Plan are subject to approvals of the TSX Venture Exchange and disinterested shareholders.

On June 26, 2025, the Company's common shares began trading on the Frankfurt Stock Exchange under the symbol: K2X.

Subsequent to the period ended April 30, 2025, the Company issued 58,818 common shares pursuant to the exercise of 58,818 stock options and 5,945 common shares pursuant to the exercise of Vizsla Silver Warrants.

OUTSTANDING SHARE DATA

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

	April 30, 2025	MD&A Date
	#	#
Common shares ^{(1) (2)}	35,019,855	66,940,276
Stock options ⁽²⁾	2,694,621	6,590,487
RSUs	-	2,522,780

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

(2) 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 adjusted to give effect to the Share Consolidation.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments consist of cash and cash equivalents, interest receivable, subscriptions receivable, accounts payable and accrued liabilities, and due to related party. The carrying value of cash and cash equivalents, interest receivable, subscriptions receivable, accounts payable and accrued liabilities, and due to related party approximate their respective fair values due to the short-term nature of these financial instruments.

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, interest receivable, and subscription 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 through the use of major financial institutions which have a high credit quality as determined by rating agencies. Cash and cash equivalents and interest receivable are held with reputable banks in Canada and Mexico. Credit risk associated with subscription receivable is considered low, as they originate from shareholders with a vested interest in the Company's success. 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 the capital market 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 April 30, 2025, the Company had a working capital surplus of \$7,731,175 (April 30, 2024 - deficit of \$1,438,809). The Company assesses its liquidity risk as low.

Foreign exchange risk

Foreign exchange risk is the risk that a variation in exchange rates between the CAD, the USD, and the MXN 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. A 1% change in the foreign exchange rate between the CAD to the MXN and the USD would increase (decrease) the net loss and comprehensive loss for the year ended April 30, 2025, by approximately \$2,263 (2024 - \$2,875). Actual financial results for the coming year will vary since the balances of financial assets are expected to decline as funds are used for Company expenses.

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 year ended April 30, 2025. In the management of capital, the Company includes the components of shareholder's equity. As at April 30, 2025, the Company is not subject to externally imposed capital requirements.

RISKS AND UNCERTAINTIES

Overview

The Company is focused on gaining exposure to commodity prices by making strategic investments in mining interests, including royalties, streams, debt and equity investments in mining companies. Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but from finding mineral deposits, which, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered may be affected by numerous factors that are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations of metal prices, the proximity and capacity of milling facilities, mineral markets, processing reagents and equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environment protection, the combination of which factors may result in the Company not receiving an adequate return on investment.

Competition

Other exploration companies, including those with greater financial resources than the Company, could adopt or may have adopted the same business strategies and thereby compete directly with the Company, or may seek to acquire and develop mineral claims in areas targeted by the Company. While the risk of direct competition may be mitigated by the Company's experience and technical capabilities, there can be no assurance that competition will not increase or that the Company will be able to compete successfully.

Foreign operations and political risk

The Company's mineral properties are in Canada, Mexico, and the United States. In foreign jurisdictions, mineral exploration and mining activities may be affected in varying degrees by political or economic instability, expropriation of property, and changes in government regulations such as tax laws, business laws, environmental laws, and mining laws. Any changes in regulations or shifts in political conditions are beyond the control of the Company and may materially adversely affect its business, or if significant enough, may make it impossible to continue to operate in certain countries. Operations may be affected in varying degrees by government regulations concerning restrictions on production, price controls, foreign exchange restrictions, export controls, income taxes, expropriation of property, environmental legislation, and exploration health and safety. These risks are not unique to foreign jurisdictions and apply equally to the property interest in Canada.

Uninsured or uninsurable risks

The Company may become subject to liability for pollution or hazards against which it cannot insure or against which it may elect not to insure where premium costs are disproportionate to the Company's evaluation of the relevant risks. The payment of such insurance premiums and of such liabilities would reduce the funds available for exploration and operating activities.

Commodity prices

The prices of gold, silver, copper, lead, zinc, moly, and other minerals have fluctuated widely in recent years and are affected by several factors beyond the Company's control, including international economic and political conditions, expectations of inflation, international currency exchange rates, interest rates, consumption patterns, and speculative activities and increased production due to improved exploration and production methods. Fluctuations in commodity prices will influence the willingness of investors to fund mining and exploration companies and the willingness of companies to participate in joint ventures with the Company and the level of their financial commitment. The supply of commodities is affected by various factors, including political events, economic conditions, and production costs in major producing regions. There can be no assurance that the price of any commodities will be such that any of the properties in which the Company has, or has the right to acquire, an interest may be mined at a profit.

Increased costs

Management anticipates that costs at the Company's projects will frequently be subject to variation from one year to the next due to several factors, such as the results of ongoing exploration activities (positive or negative), changes in mineralisation encountered, and revisions to exploration programs, if any, in response to the foregoing. Increases in the prices of such commodities or a scarcity of consultants or drilling contractors could render the costs of exploration programs to increase significantly over those budgeted. A material increase in costs for any significant exploration programs could have a significant effect on the Company's operating funds and ability to continue its planned exploration programs.

Conflicts of interest

Certain directors and officers of the Company serve as directors, officers and advisors of other companies involved in natural resource exploration and development. To the extent that such companies may participate in ventures with the Company, such directors and officers may have conflicts of interest in negotiating and concluding the terms of such ventures. Such other companies may compete with the Company for the acquisition of mineral property rights. In the event that any such conflict of interest arises, the Company's policy is that such director or officer will disclose the conflict to the board of directors and, if the conflict involves a director, such director will abstain from voting on the matter. In accordance with the Business Corporations Act (British Columbia), the directors and officers of the Company are required to act honestly and in good faith with a view to the best interests of the Company.

Dependence upon others and key personnel

The success of the Company's operations will depend upon numerous factors including its ability to attract and retain additional key personnel in exploration, marketing, joint venture operations, and finance. This will require the use of outside suppliers as well as the talents and efforts of the Company and its consultants and employees. There can be no assurance that the Company will be successful in finding and retaining the necessary employees, personnel, and/or consultants to be able to successfully carry out such activities. This is especially true as the competition for qualified geological, technical personnel and consultants can be particularly intense.

Government regulation

The Company operates in an industry that is governed by numerous regulations, including but not limited to, environmental regulations as well as occupational health and safety regulations. Most of the Company's mineral properties are subject to government reporting regulations. The Company believes that it is in full compliance with all regulations and requirements related to mineral property interest claims. However, it is possible that regulations or tenure requirements could be changed by the respective governments resulting in additional costs or barriers to the development of the properties. This would adversely affect the value of properties and the Company's ability to hold onto them without incurring significant additional costs. It is possible that the Company could violate of, or non-compliant with, regulations it is not aware of.

On April 21, 2023, the Mexican parliament's lower house voted to approve significant changes to the country's mining laws to avoid overexploitation of natural resources (the "Proposed Mining Law Amendments"). It is uncertain whether the Proposed Mining Law Amendments will be enacted in the form approved by the lower house of parliament or at all. This MD&A does not take into account the Proposed Mining Law Amendments.

Internal control over financial reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting and disclosure controls and procedures. Due to its inherent limitations, internal control over financial reporting and disclosure may not prevent or detect all misstatements. Further, the effectiveness of internal controls is subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with policies and procedures may change. There were no changes in our internal controls over financial reporting during the year ended April 30, 2025, that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

Under the supervision and with the participation of management, including the CEO and CFO, management will continue to monitor and evaluate the design and effectiveness of its internal controls over financial reporting and disclosure controls and procedures and may make modifications from time to time as considered necessary.

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 and the ability to fund future mine development 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 the effect and estimated timeline of the drilling and assay results of the Company, the estimation of mineral reserves and mineral resources, the timing and amount of estimated future exploration, costs of exploration, capital expenditures, success of exploration activities, permitting time lines and permitting, government regulation of mining operations, environmental risks, unanticipated reclamation expenses, 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.

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 Vizsla Royalties Corp. are filed on SEDAR+ at www.sedarplus.ca.