

FORM 51-102F3

MATERIAL CHANGE REPORT

**Item 1. Name and Address of Company**

**VIZSLA RESOURCES CORP.**

Suite 1001, 1030 West Georgia Street  
Vancouver, BC V6E 3B9

**Item 2. Date of Material Change**

November 14, 2019

**Item 3. News Release**

The news release was issued on November 14, 2019 and was disseminated by The Newswire and filed on SEDAR.

**Item 4. Summary of Material Change**

Vancouver, British Columbia (November 14, 2019) – **Vizsla Resources Corp.** (TSX-V: VZLA) (“**Vizsla**” or the “**Company**”) is pleased to announce that it has entered into an agreement with a syndicate of agents led by PI Financial Corp. (collectively, the “**Agents**”) for a marketed private placement of 10,000,000 shares of the Company (the “**Shares**”) at a price of [C\$0.40] for aggregate gross proceeds of C\$4,000,000 (the “**Offering**”) and a non-brokered private placement (the “**Non-Brokered Financing**”) to raise aggregate gross proceeds of C\$2.0 million.

**Item 5. Full Description of Material Change**

The Company has entered into an agreement with a syndicate of agents led by PI Financial Corp. (collectively, the “**Agents**”) for a marketed private placement of 10,000,000 shares of the Company (the “**Shares**”) at a price of [C\$0.40] for aggregate gross proceeds of C\$4,000,000 (the “**Offering**”) and a non-brokered private placement (the “**Non-Brokered Financing**”) to raise aggregate gross proceeds of C\$2.0 million.

**Brokered Private Placement**

The Shares will be offered by way of a private placement pursuant to exemptions from the prospectus requirements to residents of the Provinces of British Columbia, Alberta, Ontario and such other jurisdictions as may be agreed to by the Company and the Agents.

In addition, Vizsla Resources has granted the Agents an option (the “**Agents’ Option**”), exercisable, in whole or in part, up to two days prior to the closing of the Offering to increase the size of the Offering by up to 20% solely to cover over-allotments, if any, and for market stabilization purposes.

In consideration for their services, the Agents will receive a cash commission equal to 6.0% of the gross proceeds of the Offering and broker warrants to purchase such number of common shares as is equal to 6.0% of the number of Shares issued under the Offering at an exercise price equal to C\$0.40 per common share for a period of 24 months from the closing of the Offering.

**Non-Brokered Private Placement**

Under the Non-Brokered Financing, the Company will issue an aggregate of 5,000,000 Shares at a price of C\$0.40 per Share for aggregate gross proceeds of C\$2,000,000. A Finders’ Fee will be payable on the gross proceeds of the Non-Brokered Financing of 6.0% in the form of cash and broker warrants to purchase such number of common shares as is equal to 6.0% of the number of Shares issued under the Non-Brokered Financing at an exercise price equal to C\$0.40 per common share for a period of 24 months from the closing of the Offering.

The gross proceeds from the sale of the Shares will be used for general exploration expenditures. The closing of the Offering is anticipated to occur on or around November 28, 2019 (the "Closing Date") and is subject to certain conditions including, but not limited to, the receipt of all necessary regulatory approvals, including the acceptance of the TSX Venture Exchange.

All securities issued under the Offering and the Non-Brokered Financing will be subject to a statutory hold period in Canada expiring four months and one day from the date of issuance. All dollar amounts expressed in Canadian dollars unless otherwise stated.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

**Item 6. Reliance on Subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7. Omitted Information**

None.

**Item 8. Executive Officer**

**Michael Konnert**  
Chief Executive Officer and President

**Item 9. Date of Report**

November 14, 2019