



**MANAGEMENT DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED  
APRIL 30, 2023**

**VIZSLA SILVER CORP.**

**MANAGEMENT DISCUSSION AND ANALYSIS**

**FOR THE YEAR ENDED APRIL 30, 2023**

---

**BASIS OF DISCUSSION & ANALYSIS**

This Management Discussion and Analysis (“MD&A”) of the financial position and results of Vizsla Silver Corp. (the “Company” or “Vizsla”) should be read in conjunction with the Company’s audited financial statements for the years ended April 30, 2023, and 2022. The MD&A was prepared to conform to National Instrument 51-102F1 and was approved by the Board of Directors prior to its release. 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 consolidated financial statements and MD&A are presented in Canadian dollars, unless otherwise indicated, and have been prepared in accordance with International Financial Reporting Standards (“IFRS”). The statements and any summary of results presented in the MD&A were prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). Please consult the audited consolidated financial statements for the years ended April 30, 2023, and 2022 for more complete financial information.

All the Company’s public disclosure filings, including its most recent management information circular, annual information form (“AIF”), material change reports, press releases, and other information, may be accessed via [www.sedar.com](http://www.sedar.com) and readers are urged to review these materials, including the technical reports filed with respect to the Company’s mineral properties. Information on risks associated with investing in the Company’s securities is contained in the most recently filed AIF.

**DATE**

This MD&A has been prepared based on information available to the Company as of July 20, 2023.

**OVERALL PERFORMANCE**

**NATURE OF BUSINESS**

Vizsla Silver Corp. was incorporated as Vizsla Capital Corp. under the Business Corporations Act (British Columbia) on September 26, 2017. On March 8, 2018, the Company changed its name to Vizsla Resources Corp. The shares of the Company are trading on the TSX Venture Exchange under the symbol “VZLA”. On February 5, 2021, the Company changed its name to Vizsla Silver Corp. The Company’s principal business activity is the exploration of mineral properties. The Company currently conducts its operations in Mexico and Canada.

On January 21, 2022, Vizsla Silver Corp was listed on the NYSE American exchange and commenced trading under the symbol “VZLA”.

The head office and principal address of the Company is located at #700 -1090 West Georgia Street, Vancouver, B.C. V6E 3V7.

The Company has no substantial revenue and supports its operations through the sale of equity or assets such as mineral properties. The value of any mineral property is dependent upon the existence or potential existence of economically recoverable mineral reserves. See the section related to “Risk Factors” in this statement.

**VIZSLA SILVER CORP.**

**MANAGEMENT DISCUSSION AND ANALYSIS**

**FOR THE YEAR ENDED APRIL 30, 2023**

---

**OVERALL PERFORMANCE** (continued)

**FINANCING**

On February 9, 2023, the Company completed a private placement during which it issued 27,286,050 common shares at a price of \$1.65 for gross proceeds of \$45,021,982. The Company paid a cash commission of \$2,701,319 equal to 6% of the gross proceeds of the offering and issued 1,637,163 compensation options to the agents. Each compensation option is exercisable to acquire one common share of the Company at the issue price of \$1.65 until February 9, 2025. The compensation options have a fair value of \$1,408,313 using the Black-Scholes Options pricing model. The Company incurred a total of \$3,023,679 in cash share issue costs.

All securities issued under the private placement will be subject to a statutory hold period in Canada expiring four months and one day from the date of issuance.

On November 15, 2022, the Company closed a bought deal financing of 23,805,000 units at a price of \$1.45 per unit for gross proceeds of \$34,517,250. Each unit consists of one common share of the Company and one-half of one common share purchase warrant (each whole common share purchase warrant, a "Warrant"). Each Warrant entitles the holder to acquire one common share of the Company until November 15, 2024, at a price of \$2.00.

The financing was subject to 6% cash finders' fees and 6% finders warrant exercisable at \$1.45 on or before November 15, 2024. The finders' warrants have a fair value of \$1,138,453 using the Black-Scholes Options pricing model. The Company incurred a total of \$2,542,864 in cash share issue costs.

**STRATEGIC INVESTMENT IN PRISMO METALS INC.**

On January 6, 2023, the Company completed the strategic investment with Prismo Metals Inc. ("Prismo"). Prismo is trading on the Canadian Securities Exchange under the symbol of "PRIZ".

Pursuant to the strategic investment, the Company acquired (i) a right of first refusal ("ROFR") to purchase the Palos Verdes project four years from the Closing Date, and (ii) 4,000,000 units of Prismo ("Prismo Units").

ROFR in this context refers to the obligation of Prismo to notify the Company of any written offers received from third parties to purchase any portion of the Palos Verdes Properties (referred to as the "Offered Interest"). The Company reserves the right to purchase the Offered Interest at the same price and under the same conditions within a 45-day window. If the Company declines or fails to respond, Prismo is permitted to sell to the third party after 90-days, and the Company's rights expire after four years, unless its percentage of ownership is below 8%. The Company's ROFR persists through any change of control of Prismo.

The consideration for the strategic investment consisted of a cash payment of \$500,000 (paid) and 1,000,000 common shares (issued) of the Company. The consideration shares are subject to a statutory hold period of four months and one day, and a voluntary escrow period of 24 months with 25% of the securities released every six months.

In connection with the strategic investment, Prismo and the Company have agreed to form a technical committee to pursue the district-scale exploration of the Panuco silver-gold district.

Immediately prior to the closing of the strategic investment, the Company did not beneficially own, directly or indirectly, or exercise control or direction over, any Prismo shares or any securities convertible into or exercisable for Prismo Shares. Immediately following the closing of the strategic investment, the Company owns 4,000,000 Prismo Shares and 2,000,000 Prismo Warrants, representing 10.08% of the issued and outstanding Prismo shares on a non-diluted basis and 14.4% of the Prismo shares on a partially diluted basis. As the Company has no common management or directors, it does not have significant influence. As such, the Prismo Units have been recognised as investments and measured at fair value through profit and loss.

**VIZSLA SILVER CORP.**

**MANAGEMENT DISCUSSION AND ANALYSIS**

**FOR THE YEAR ENDED APRIL 30, 2023**

---

**OVERALL PERFORMANCE** (Continued)

**USE OF PROCEEDS**

Net proceeds from the financing completed in February 2023 has been deployed for drill program to increase the resource, carry out environmental assessments, complete Geotech hydro drilling, social baseline work, and general and administration expenses.

Net proceeds of the financings completed in November 2022 were used primarily to carry out the drill program to extend the resource, deliver the second resource estimate, and cover the general and administration expenses.

Net proceeds of the bought deal completed in June 2021 and the non-brokered private placement of the same month were primarily used for the acquisition of the Panuco and Copala projects to consolidate the district, carry out a drill program and deliver the maiden resource estimate, Also, the funds were used to build the workforce and the general administration expenses.

The Company will continue to evaluate and acquire future growth opportunities including strengthening the land holding in the district.

**GRANT, EXERCISE, AND CANCELLATION OF STOCK OPTIONS, WARRANTS, AND RESTRICTED SHARES UNITS**

For the fiscal year ending April 30, 2023, a total of 32,424,902 warrants expired, and 658,153 options were canceled. As part of the bought deal financing completed on November 15, 2022, the Company issued 11,902,500 warrants and 1,428,300 broker warrants. Additionally, in connection with the private placement closed on February 9, 2023, the Company issued 1,637,163 compensation options.

On June 2, 2022, the Company granted 590,000 stock options to officers, employees, and consultants at an exercise price of \$1.74. On February 10, 2023, the Company granted an additional 2,130,000 stock options to officers, employees, and consultants at an exercise price of \$1.60.

For the fiscal year ending April 30, 2023, 775,347 options were exercised for proceeds of \$318,000.

On February 10, 2023, pursuant to the Company's Equity Incentive Compensation Plan, the Company granted 1,133,572 restricted share units (each, an "RSU") to directors, officers, employees, and consultants of the Company. These RSUs have an exercise period of five years and will vest over a two-year period. Additionally, the RSUs will be subject to three equal annual installments, with vesting beginning on the first anniversary of the grant date.

The fair value of each RSU is \$1.60 which is the value of a Vizsla common share on issuance day (February 10, 2023). The total share-based compensation of the RSUs is valued at \$1,813,715, which will be realized as the RSUs vest.

For the year ended April 30, 2023, the Company has recognised a fair value of \$239,767 (2022: \$nil) for the RSUs.

**ROYALTY**

On January 10, 2022, the Company created a 100% owned subsidiary, Canam Royalties Mexico, S.A. de C.V. ("Canam Royalties") through Vizsla Royalty Corp., which is 100% owned by the Company. On February 23, 2022, Vizsla transferred 2% NSR on certain concessions and 0.5% NSR on certain concessions to Canam Royalties.

## **VIZSLA SILVER CORP.**

### **MANAGEMENT DISCUSSION AND ANALYSIS**

#### **FOR THE YEAR ENDED APRIL 30, 2023**

---

##### **PLAN OF ARRANGEMENT**

On June 20, 2021, the Company announced that at its special meeting of shareholders held on June 15, 2021, all the resolutions were duly passed, including the special resolution to approve the proposal plan of arrangement (the "Arrangement") pursuant to which Vizsla Silver will spin-out its British Columbia copper exploration assets to Vizsla Copper Corp. ("Vizsla Copper" or "SpinCo"). The Supreme Court of British Columbia approved the Arrangement under the terms of the Business Corporations Act (British Columbia). Common shares of Vizsla Copper (the "SpinCo Shares") will be distributed to shareholders of Vizsla Silver (the "Shareholders") on the basis of one Vizsla Copper share for every three common shares of Vizsla Silver. The Arrangement will not result in any change to a shareholder's ownership of Vizsla Silver. The majority of shareholders (those who hold their shares through their broker) will receive their SpinCo Shares with no further action. Once the Arrangement becomes effective, Shareholders will own shares in both public companies: (i) Vizsla Copper, which will focus on the 100% owned Blueberry copper project located in the Babine porphyry belt of Central British Columbia and the option to acquire a 60% interest in the Carruthers Pass copper property located 200 kilometres north of Smithers, British Columbia, and (ii) Vizsla Silver, which will continue to advance the Panuco-Copala silver-gold project in Mexico.

The Arrangement was completed on September 20, 2021, and the Company injected \$1,122,356 working capital to Vizsla Copper as a transaction cost for the Arrangement. The shares of Vizsla Copper commenced trading on the TSX Venture Exchange ("TSXV") on September 21, 2021, under the symbol – VCU.

On September 20, 2021, the Company transferred its 100% interest in the Blueberry Property and Carruthers Pass Property and completed the Arrangement to spin out the shares of Vizsla Copper to the shareholders of Vizsla Silver. Pursuant to the Arrangement, holders of common shares of Vizsla Silver on September 19, 2021, received one new common share of Vizsla Silver and 0.3333 of a Vizsla Copper share for each common share held.

Under the terms of the Arrangement, each issued and outstanding Vizsla Silver option has been adjusted for the assets spun-out. The exercise prices of the Vizsla Silver replacement stock options were adjusted based on the proportional market value of the two companies after completion of the Arrangement.

Under the terms of the Arrangement, each issued and outstanding Vizsla Silver warrant has been adjusted for the assets spun-out such that for each of the warrant exercised, the holder is entitled to receive one New Vizsla Share for each Vizsla Share that was issuable upon due exercise of the Vizsla Warrant and one-third of Vizsla Copper share immediately prior to September 20, 2021.

In connection with the Arrangement, the carrying value of Blueberry Property and Carruthers Pass copper property totaling \$1,493,798 were derecognized, and the Vizsla Copper shares were treated as a distribution of capital to the shareholders of the Company. In accordance with IFRIC17, the distribution was valued at \$7,382,566 based on fair value of the common shares of Vizsla Copper and the Company recorded a gain on the spin-out totaling \$4,766,412 in the consolidated statements of loss and comprehensive loss for the year ended April 30, 2022.

**VIZSLA SILVER CORP.**

**MANAGEMENT DISCUSSION AND ANALYSIS**

**FOR THE YEAR ENDED APRIL 30, 2023**

**SELECTED ANNUAL FINANCIAL INFORMATION**

	Year Ended April 30, 2023	Year Ended April 30, 2022	Year Ended April 30, 2021
	\$	\$	\$
Interest income	959,740	139,864	38,790
Net loss for the year	13,591,728	15,270,556	11,099,272
Comprehensive loss for the year	3,758,024	15,644,443	11,093,796
Loss per share (basic and diluted)	0.08	0.11	0.13
Total assets	238,603,177	165,934,248	39,475,370
Current liabilities	6,455,851	10,149,141	1,290,721
Shareholders' equity	232,147,326	155,785,107	38,184,649
Cash dividends declared – per share	N/A	N/A	N/A

The decreased comprehensive loss for the year is due to the strengthening of the Mexican pesos from 2022 and 2023 which leads to a \$9,833,704 translation gain of the Mexican operations. The year-over-year increase in interest income can be attributed to a larger cash balance and higher interest rates. The Company's total assets grow year over year due to its initiatives to expand the Panuco Copala Project and increase exploration and evaluation activities.

**RESULTS OF OPERATION**

**PANUCO-COPALA PROJECT – MEXICO**

*MINERAL RESOURCE ESTIMATE*

On January 24<sup>th</sup>, 2023, the Company announced the results of the Panuco project mineral resource estimate update. The company in conjunction with an independent qualified person (QP) completed a geostatistical block model estimate. Details of the methods used, and other project information are available for review in a NI43-101 compliant report available on SEDAR dated March 10, 2023.

**Panuco Project Resource Summary – January 24, 2023 (150 g/t AgEq cut-off) or (2.00 g/t AuEq cut-off)**

Classification	Tonnes (Mt)	Average Grade						Contained Metal					
		Ag	Au	Pb	Zn	AgEq	Au Eq	Ag	Au	Pb	Zn	AgEq	AuEq
		(g/t)	(g/t)	(%)	(%)	(g/t)	(g/t)	(koz)	(koz)	(kt)	(kt)	(koz)	(koz)
Indicated	7.5	243	2.12	0.23	0.71	437	5.83	58,330	508	17	53	104,793	1,397
Inferred	7.2	304	2.14	0.19	0.54	491	6.55	70,672	496	14	39	114,113	1,521

AgEq = Ag ppm + (((Au ppm x Au price/gram) + (Pb% x Pb price/t) + (Zn% x Zn price/t))/Ag price/gram).

AuEq = Au ppm + (((Ag ppm x Ag price/gram) + (Pb% x Pb price/t) + (Zn% x Zn price/t))/Au price/gram).

Metal price assumptions are \$24.00/oz silver, \$1,800/oz gold, \$2,425/t lead, and \$2,976/t zinc.

VIZSLA SILVER CORP.

MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED APRIL 30, 2023

RESULTS OF OPERATION (Continued)

PANUCO-COPALA PROJECT – MEXICO (Continued)

MINERAL RESOURCE ESTIMATE (Continued)

Panuco Project Indicated & Inferred Resource Summary by Vein (150 g/t AgEq cut-off) or (2.00 g/t AuEq cut-off)

Classification	Tonnes (Mt)	Average Grade						Contained Metal					
		Ag	Au	Pb	Zn	AgEq	Au Eq	Ag	Au	Pb	Zn	AgEq	AuEq
		(g/t)	(g/t)	(%)	(%)	(g/t)	(g/t)	(koz)	(koz)	(kt)	(kt)	(koz)	(koz)
<b>Indicated</b>													
Napoleon	3.3	135	1.99	0.41	1.39	351	4.68	14,186	209	13.5	45.2	36,814	491
Napoleon HW	0.3	151	1.45	0.22	0.79	298	3.97	1,407	14	0.6	2.3	2,767	37
Josephine	0.1	179	5.13	0.33	0.94	610	8.13	519	15	0.3	0.8	1,766	24
<b>NP Area Total</b>	<b>3.6</b>	<b>138</b>	<b>2.02</b>	<b>0.40</b>	<b>1.33</b>	<b>353</b>	<b>4.71</b>	<b>16,112</b>	<b>237</b>	<b>14.4</b>	<b>48.3</b>	<b>41,347</b>	<b>551</b>
Copala	3.1	343	2.22	0.06	0.12	516	6.88	33,999	220	1.9	3.6	51,106	681
Tajitos	0.6	329	2.09	0.10	0.17	496	6.62	6,197	39	0.6	1.0	9,337	124
Cristiano	0.2	414	2.54	0.08	0.19	614	8.19	2,022	12	0.1	0.3	3,003	40
<b>TJ Area Total</b>	<b>3.8</b>	<b>344</b>	<b>2.21</b>	<b>0.07</b>	<b>0.13</b>	<b>517</b>	<b>6.89</b>	<b>42,218</b>	<b>271</b>	<b>2.6</b>	<b>4.9</b>	<b>63,446</b>	<b>846</b>
<b>Total Indicated</b>	<b>7.5</b>	<b>243</b>	<b>2.12</b>	<b>0.23</b>	<b>0.71</b>	<b>437</b>	<b>5.83</b>	<b>58,330</b>	<b>508</b>	<b>17.0</b>	<b>53.3</b>	<b>104,793</b>	<b>1,397</b>
<b>Inferred</b>													
Napoleon	1.7	149	1.59	0.29	1.06	318	4.24	8,129	87	4.9	18.1	17393.0	232
Napoleon HW	0.4	176	1.58	0.23	1.00	341	4.54	2,025	18	0.8	3.6	3910.0	52
Josephine	0.2	110	3.28	0.24	0.67	389	5.19	817	24	0.5	1.6	2891.0	39
Cruz	0.4	123	2.62	0.24	1.16	371	4.95	1490	32	0.9	4.4	4514.0	60
<b>NP Area Total</b>	<b>2.7</b>	<b>145</b>	<b>1.88</b>	<b>0.27</b>	<b>1.03</b>	<b>335</b>	<b>4.46</b>	<b>12,461</b>	<b>161</b>	<b>7.2</b>	<b>27.6</b>	<b>28,708.0</b>	<b>383</b>
Copala	2.8	433	2.31	0.11	0.21	617	8.23	38,838	207	3.2	5.7	55,409.0	739
Tajitos	0.7	340	2.08	0.20	0.32	514	6.85	7,740	47	1.4	2.3	11,713.0	156
Cristiano	0.4	604	3.82	0.18	0.32	908	12.11	7,494	47	0.7	1.2	11,273.0	150
<b>TJ Area Total</b>	<b>3.9</b>	<b>433</b>	<b>2.42</b>	<b>0.14</b>	<b>0.24</b>	<b>627</b>	<b>8.36</b>	<b>54,072</b>	<b>302</b>	<b>5.3</b>	<b>9.3</b>	<b>78,395.0</b>	<b>1,045</b>
Generales	0.3	226	1.30	0.01	0.03	325	4.33	2,038	12	0.0	0.1	2,936.0	39
Animas	0.4	169	1.68	0.29	0.60	327	4.37	2,101	21	1.1	2.3	4,074.0	54
<b>Total Inferred</b>	<b>7.2</b>	<b>304</b>	<b>2.14</b>	<b>0.19</b>	<b>0.54</b>	<b>491</b>	<b>6.55</b>	<b>70,672</b>	<b>496</b>	<b>13.6</b>	<b>39.3</b>	<b>114,113.0</b>	<b>1,521</b>

AgEq = Ag ppm + (((Au ppm x Au price/gram) + (Pb% x Pb price/t) + (Zn% x Zn price/t))/Ag price/gram).

AuEq = Au ppm + (((Ag ppm x Ag price/gram) + (Pb% x Pb price/t) + (Zn% x Zn price/t))/Au price/gram).

Metal price assumptions are \$24.00/oz silver, \$1,800/oz gold, \$2,425/t lead, and \$2,976/t zinc.

**VIZSLA SILVER CORP.**

**MANAGEMENT DISCUSSION AND ANALYSIS**

**FOR THE YEAR ENDED APRIL 30, 2023**

**RESULTS OF OPERATION** (Continued)

**PANUCO-COPALA PROJECT – MEXICO** (Continued)

*MINERAL RESOURCE ESTIMATE* (Continued)

**Panuco Project Indicated & Inferred Resource Sensitivity Table**

Classification COG AgEq	Tonnes (Mt)	Average Grade					Contained Metal				
		Ag	Au	Pb	Zn	AgEq	Ag	Au	Pb	Zn	AgEq
		(g/t)	(koz)	(%)	(%)	(g/t)	(koz)	(koz)	(kt)	(kt)	(koz)
<b>Indicated:</b>											
>=300 ppm	3.8	380	3.28	0.24	0.70	661	45,989	397	9.1	26.5	79,969
>=250 ppm	4.6	339	2.92	0.24	0.73	594	49,543	428	10.8	33.2	86,858
>=200 ppm	5.7	294	2.54	0.24	0.73	520	53,574	464	13.4	41.4	94,831
>=150 ppm	7.5	243	2.12	0.23	0.71	437	58,330	508	17.0	53.3	104,793
>=120 ppm	9.0	213	1.86	0.22	0.69	386	61,400	537	19.5	61.7	111,255
>100 ppm	10.2	194	1.70	0.21	0.66	354	63,419	554	21.1	67.3	115,469
<b>Inferred:</b>											
>=300 ppm	4.0	456	3.13	0.20	0.47	716	59,148	406	8.3	18.9	92,784
>=250 ppm	4.8	410	2.83	0.20	0.48	647	62,677	433	9.6	23.1	98,968
>=200 ppm	5.7	362	2.51	0.20	0.52	576	66,412	461	11.1	29.5	105,757
>=150 ppm	7.2	304	2.14	0.19	0.54	491	70,672	496	13.6	39.3	114,113
>=120 ppm	8.6	268	1.89	0.18	0.53	436	73,709	519	15.3	45.5	119,802
>100 ppm	9.8	241	1.71	0.17	0.52	394	75,803	538	17.1	50.7	124,190

AgEq = Ag ppm + (((Au ppm x Au price/gram) + (Pb% x Pb price/t) + (Zn% x Zn price/t))/Ag price/gram).  
 Metal price assumptions are \$24.00/oz silver, \$1,800/oz gold, \$2,425/t lead, and \$2,976/t zinc.

**VIZSLA SILVER CORP.**

**MANAGEMENT DISCUSSION AND ANALYSIS**

**FOR THE YEAR ENDED APRIL 30, 2023**

**RESULTS OF OPERATION** (Continued)

**PANUCO-COPALA PROJECT – MEXICO** (Continued)

**Metallurgical Studies**

The Company had preliminary metallurgical test work completed for the Napoleon ore body. A consulting company with experts in the field performed the studies using a third-party laboratory. Results for the Napoleon ore body were announced in a press release on February 17, 2022.

Process Option	Stage	Mass Recovery (%)	Global Recovery (%)				Product Grade (% or g/t)			
			Ag	Au	Pb	Zn	Ag	Au	Pb	Zn
Whole Ore Leach	Direct Cyanidation Leach	100	87	93	-	-	-	-	-	-
Bulk Sulfide Flotation*	Rougher Conc.	17.0	93	90	94	94	666	16	6.8	5.8
	1 Stage Cleaner Conc	7.1	89	88	87	90	1,524	36	15.1	13.2
	2 Stage Cleaner Conc	5.6	87	86	82	87	1888	45	18.1	16.2
Sequential Flotation*	Lead Rougher Conc	6.0	79	80	93	24	1,804	40	18.3	4.4
	Zinc Rougher Conc	6.2	9	8	3	72	194	4	0.5	12.8
	Lead Rougher Conc	6.0	79	80	93	24	1,804	40	18.3	4.4
	1 Stage Cleaner Conc	2.1	71	76	87	12	4,656	110	49.1	6.3
	2 Stage Cleaner Conc	1.7	68	74	83	9	5,550	134	58.4	5.7
	Zinc Rougher Conc	6.2	9	8	3	72	194	4	0.5	12.8
	1 Stage Cleaner Conc	1.7	8	7	2	71	628	13	1.4	47.2
	2 Stage Cleaner Conc	1.4	7	7	1	71	692	15	1.2	56.2
	Gravity Concentration	Knelson Concentrate	3.6	29	40	28	12	1,087	31	8.9
Tabled Knelson Conc		0.6	12	26	13	2	2,670	122	24.8	2.9

*Summary of results from optimized test work for Napoleon ore body. \*Open circuit tests*

Further preliminary metallurgical testing of the Tajitos ore body was conducted, and results were released in the company's Technical Report dated March 10, 2023, and posted on SEDAR.

**VIZSLA SILVER CORP.**

**MANAGEMENT DISCUSSION AND ANALYSIS**

**FOR THE YEAR ENDED APRIL 30, 2023**

**RESULTS OF OPERATION** (Continued)

**PANUCO-COPALA PROJECT – MEXICO** (Continued)

Composite	Flowsheet	Displayed Values	Extraction - percent		Reagent Cons. - kg/tonne feed	
			Au	Ag	NaCN	Lime
Diorite MC	Cyanidation of Flotation Concentrate and Tails	<b>Combined CN Extractions</b>	<b>90.3</b>	<b>89.7</b>	<b>1.0</b>	<b>1.0</b>
	Salable Concentrate/ Cyanidation on Tails	Float Con	63.7	69.7	-	-
		Estimated Tail CN Extraction	30.6*	19.7*	0.4-0.6*	0.8*
		<b>Combined Float/CN</b>	<b>87.3*</b>	<b>89.4*</b>	<b>0.4-0.6*</b>	<b>0.8*</b>
Andesite MC	Cyanidation of Flotation Concentrate and Tails	<b>Combined CN Extractions</b>	<b>94.2</b>	<b>87.3</b>	<b>1.0</b>	<b>1.4</b>
	Salable Concentrate/ Cyanidation on Tails	Float Con	60.0	72.5	-	-
		Estimated Tail CN Extraction	34.1*	17.3*	0.5*	*1.2
		<b>Combined Float/CN</b>	<b>94.1*</b>	<b>89.8*</b>	<b>0.4-0.6*</b>	<b>0.8*</b>
Andesite Low MnOX MC	Cyanidation of Flotation Concentrate and Tails	<b>Combined CN Extractions</b>	<b>90.1</b>	<b>80.8</b>	<b>0.9</b>	<b>0.8</b>

*Potential Flowsheet Comparison for Tajitos ore body*

Note: \*Estimated Values, testing would be required to confirm

**EXERCISE OF OPTION AGREEMENTS**

On July 21, 2021, the Company announced that it has signed a binding amending agreement (the "Panuco Amending Agreement") with Panuco and has executed a binding option exercise notice ("Copala Exercise Notice") with Copala, which together will constitute the acceleration and exercise of the Company's option to acquire 100% of the Panuco-Copala silver gold district ("Panicu District" or the "Project").

Under the Amending Agreement, Vizsla and Panuco have agreed to amend the terms of the original Panuco option agreement to accelerate the Company's exercise of its option on the Panuco property (the "Panicu Property"). Upon closing of the transactions contemplated by the Panuco Amending Agreement, Vizsla will acquire a 100% ownership interest in the Panuco Property (comprising 43 mining concessions with a combined surface area of 3,839 Ha) and the "El Coco" mill (the "Mill") in consideration for:

- A cash payment of US\$4,250,000 payable to Panuco upon signing of the Amending Agreement (paid);
- The issuance to Panuco of 6,245,902 common shares of Vizsla priced at \$2.44 per share (for a total value of US\$12,000,000) upon the completion of the transfer of the Panuco Property on or before August 10, 2021 (issued); and
- A cash payment of US\$6,100,000: US\$250,000 was paid on August 19, 2021; US\$850,000 was paid on February 1, 2022, for the mineral claims around the Coco mill. On May 6th, 2022, following the transfer of ownership of the mill, US\$5,000,000 was paid.

The mineral concessions comprising the Panuco Property include the Napoleon vein corridor, which has seen the majority of Vizsla's exploration and are unencumbered by royalties.

**VIZSLA SILVER CORP.**

**MANAGEMENT DISCUSSION AND ANALYSIS**

**FOR THE YEAR ENDED APRIL 30, 2023**

---

**RESULTS OF OPERATION** (Continued)

**PANUCO-COPALA PROJECT – MEXICO** (Continued)

*EXERCISE OF OPTION AGREEMENTS* (Continued)

Under the Copala Exercise Notice, Vizsla and Copala have agreed to amend the terms of the original Copala option agreement in order to accelerate the Company's exercise of its option on the Copala property (the "Copala Property"). A definitive agreement was signed on July 20, 2021 (the "Copala Amending Agreement" and, together with the Panuco Amending Agreement, the "Amending Agreements").

Upon closing of the transactions contemplated by the Copala Amending Agreement, Vizsla will acquire a 100% ownership interest in the Copala Property (comprising 64 mining concessions with a combined surface area of 5,547 Ha) in consideration for:

- A cash payment of US\$9,500,000 payable to Copala upon the completion of the transfer of the Copala Property on or before August 3, 2021 (paid); and
- The issuance to Copala of 4,944,672 common shares of Vizsla priced at \$2.44 per share upon the completion of the transfer of the Copala Property (issued)

During the Year period ended April 30, 2023, the Company continues its exploration program at Panuco-Copala flagship project with an aggressive drill program. The exploration program has comprised prospecting and detailed mapping and systematic sampling of surface which led to diamond drilling. Drilling has been carried out at forty targets thus far with 295,821 metres of drilling carried out to date.

*LOCATION AND CONCESSIONS*

The Panuco Silver Project is in the Panuco – Copala mining district in the municipality of Concordia in southern Sinaloa state along the western margin of the Sierra Madre Occidental physiographic province in western Mexico. The Panuco project area is accessed from Mazatlán via Federal Highway 15 to Villa Union and then on Highway 40 for a total of 56 kilometres. The project is centered at 23°19' North latitude and 105°54' West longitude.

The Project comprises 117 approved mining concessions covering a total area of 5,868.37 ha, and two applications for two mineral concessions covering 1,321.15 ha. The mineral concessions are held 100% by Vizsla Silver. The company also hold 4,103 hectares on four concessions located west of the Panuco Project.

**VIZSLA SILVER CORP.**

**MANAGEMENT DISCUSSION AND ANALYSIS**

**FOR THE YEAR ENDED APRIL 30, 2023**

---

**RESULTS OF OPERATION** (Continued)

**PANUCO-COPALA PROJECT – MEXICO** (Continued)

*GEOLOGY*

The Panuco project is located along the western margin of the Sierra Madre Occidental (“SMO”), a high plateau and physiographic province that extends from the U.S.A. – Mexico border to the east-trending Trans Mexican Volcanic Belt. The SMO is an igneous province recording continental magmatic activity from the Late Cretaceous to the Miocene that has been separated into two episodes: the Lower Volcanic Complex (LVC) and the Upper Volcanic Series (UVS).

The stratigraphic column in the Project consists predominantly of intrusive, volcanic and volcanoclastic rocks of intermediate to felsic composition of the LVC that have been intruded by younger domes and dikes of rhyolite and basalt compositions of the UVS. An approximately 9 by 3-km pluton of diorite to quartz diorite composition and lavas and tuffs of andesite composition are the main host lithologies of the epithermal veins in the district. The rhyolites and dacites on top of the andesite (upper part of the LVS) host vein mineralization in minor proportion. Field work and interpretations conducted in the Project, suggest that the andesites of the LVC units are correlative with the Tarahumara formation of Sonora, and the ~77 to 69 Ma Socavon, Buelna and Portal members described in San Dimas. The rocks of the LVC in San Dimas are intruded by the Piaxtla batholith, dated at 49 to 44 Ma, whereas the age of epithermal mineralization has been constrained there between 41 and 37.8 (Enriquez et al, 2018 and Montoya et al, 2019). The diorite to quartz diorite pluton in Panuco has not been dated, but it is interpreted to be older than the Piaxtla intrusive, and correlative with the 64 Ma San Ignacio batholith dated by Montoya et al, (2019) in a locality west of San Dimas. Mineralization has not been dated in Panuco either, but it is possible that one or more epithermal pulses may be of late Eocene to early Oligocene age; this based on the observation that rhyolite dikes of possible Oligocene age (intruding the LVS units) are crosscut by veins in southern Napoleon area. The rhyolite-dacite dome in the Animas zone, adjacent to the El Muerto mine shows strong silicification and quartz veining as well.

Additionally, the Jurassic – Early Cretaceous basement (Tahue terrane), comprised of metasediments (phyllites and sandstones) have been recognized through tectonic/erosional “windows” into the LVS and in some drill-holes. The basement rocks are unconformably overlain by the LVC andesites and felsic rocks of the Tarahumara Formation and intruded by the diorite-granodiorite and granite plutons centered in Panuco project. The granite intrusion around the Panuco town has a reported K/Ar age of 57 Ma (McDowell and Kayzer 1977) whereas a granodiorite porphyry in Malpica located 30 km southeast of the Project area was dated at 54.2 Ma by K/Ar (Henry, 1975). Locally, the diorite intrusion has been observed to contain clasts of andesite and granite, implying a younger age for the diorite in the project area. Another intrusive phase of granodiorite to quartz-monzonite that may be coeval with the main diorite pluton, has been mapped in the footwall of the Animas–Refugio structure (Henry, 2003). Following deposition of the Tarahumara andesites, a quiescence period in volcanism, concomitant with uplift and erosion, favored formation of lakes and deposition of water-lain hyaloclastites and volcanoclastics composed of alternating rhyolite and andesite tuffs of Eocene age. These volcanoclastic unit is believed to be correlative with the Productive andesite member in San Dimas. The unit is hundreds of metres thick and has been intruded also by felsic stocks, plugs and dikes of the UVS.

**VIZSLA SILVER CORP.**

**MANAGEMENT DISCUSSION AND ANALYSIS**

**FOR THE YEAR ENDED APRIL 30, 2023**

---

**RESULTS OF OPERATION** (Continued)

**PANUCO-COPALA PROJECT – MEXICO** (Continued)

*MINERALIZATION*

Mineralization on the property comprises a number of epithermal quartz veins. To date approximately 86 kilometres of these veins have been traced by Vizsla and previous workers. Individual vein corridors are up to 3.7 kilometres long and range from decimeters to greater than 10 metres in width. Veins have narrow envelopes of silicification, local argillic alteration and are commonly marked by clay gouge. More distal alteration comprises propylitic alteration bearing chlorite and epidote.

The mineralization along the vein corridors comprises hydrothermal veins - breccias with grey silica in the matrix and white or grey quartz clasts. The grey colour is due to the presence of very fine-grained disseminated sulphides, presumed to be mainly argentite or acanthite. Several hydrothermal breccias have been identified to date by Vizsla's geologists: breccias with grey quartz tend to occur at lower levels in the fault structures whereas breccias with barren white quartz tend to occur at higher levels. Locally, mineralized zones are cut by narrow, banded quartz veins with thin dark bands of argentite / acanthite and pyrite. In the higher-grade zones fine-grained pyrite is disseminated in the quartz with rare fine-grained sphalerite and / or galena. Bladed quartz pseudomorphs after calcite have been noted at various locations within the fault zone and are indicative of boiling conditions. All the mineralized zones have been cut by later quartz veinlets consisting of white quartz and purple amethyst quartz. The amethyst is thought to be related to mixing of near surface waters as the hydrothermal system is collapsing, as has been noted at the nearby San Dimas district (Montoya-Lopera et al, 2019).

The main structural corridors are Animas-Refugio, Cordon del Oro, Cinco Señores, Napoleon and La Colorada. Each structural corridor contains multiple identified prospects.

*EXPLORATION UPDATE*

Vizsla uses a multiple phase method of exploration. The initial activity consists of prospecting, surface mapping and sampling to identify areas of interest. The next phase is detailed mapping and systematic sampling. Mapping and sampling of mine workings are also performed to define potential areas for future work. A total of 4,200 surface samples and 800 underground channel samples have been collected and sent for laboratory analysis by Vizsla staff since work by the company began. The prospects are then catalogued and prioritized for drilling.

Since November 2019, over 40 prospects have been tested with 295,821 m drilled in 834 holes completed on HQ and NQ diameter. A total of 51,809 core samples plus 8,360 QA/QC controls have been analyzed to date.

**TECHNICAL DISCLOSURE**

All technical disclosure covering the Company's mineral properties was prepared under the supervision of Martin Dupuis, P. Geo, Chief Operating Officer for the Company and a "Qualified Person" within the meaning of NI 43-101.

**VIZSLA SILVER CORP.****MANAGEMENT DISCUSSION AND ANALYSIS****FOR THE YEAR ENDED APRIL 30, 2023****FINANCIAL RESULTS**For the year ended April 30, 2023, and April 30, 2022

For the year ended April 30, 2023 ("2023"), Vizsla incurred a comprehensive loss of \$3,758,024 compared to \$15,644,329 for the year ended April 30, 2022 ("2022"). The comprehensive loss in 2023 included \$9,833,704 of translation gain (2022 - \$373,887) to translate the exploration and evaluation assets from Mexican pesos to Canadian dollars.

Stock-based compensation and amortization are non-cash items. Excluding the non-cash items, the loss for 2023 is \$9,636,047 compared to \$8,174,565 for 2022, an increase of \$1,461,482.

In 2023, the Company bolstered its management and administration teams and support staff to maintain growth. The NYSE listing brought higher insurance costs of \$737,775, and transfer agent fees increased by \$390,126 due to the NYSE listing fee and annual renewal fee. Consulting fees rose by \$342,534 to meet the higher demand for consulting services in 2023. The increased need for audit, legal, and CFO services resulted in a rise of \$362,147 in professional fees. However, the impact of these increases was offset by reductions in expenses mentioned below.

The Company has been strategic in its marketing efforts and investor relations activities, resulting in a \$164,284 decrease in marketing expenses compared to 2022. In 2023, the Company also reduced office and miscellaneous expenses by \$470,965 and management fees by \$50,000, mainly due to a decrease in bonuses. The Company worked with industry experts to ensure that the executive compensation structure is equitable and aligned with industry standards. The fluctuation of foreign exchange gains is due to volatility in foreign exchange rates.

Interest income increased by \$819,876 in 2023 compared to 2022, primarily due to the higher interest rates and availability of the cash flow to invest in short-term high-interest savings accounts and GICs.

There is a \$116,127 revaluation loss from the change in fair value of the shares and warrants and a \$443,930 impairment loss from the written-off of intangible asset related to the Strategic investment. The gain on spin out of mining interest is related to the Plan of Arrangement with Vizsla Copper.

The table below shows the major variances for the years ended April 30, 2023, and 2022:

	For the year ended April 30, 2023	For the year ended April 30, 2022	Variance
	\$	\$	\$
Amortization	269,186	62,294	206,892
Consulting fees	1,374,548	1,032,014	342,534
Directors fees	324,550	401,806	(77,256)
Exploration investigation	-	-	-
Foreign exchange gain	(48,270)	(589,288)	541,018
Insurance	737,775	200,777	536,998
Management fees	650,000	700,000	(50,000)
Marketing	3,093,682	3,257,966	(164,284)
Office and miscellaneous	1,319,424	1,790,389	(470,965)
Professional fees	981,800	619,653	362,147
Share based compensation	4,086,178	11,939,973	(7,853,795)
Transfer agent and filing	642,133	252,007	390,126
Travel and promotion	560,405	509,241	51,164
<b>Other (income) / loss</b>			
Interest income	(959,740)	(139,864)	(819,876)
Gain on spin-out of mining interest	-	(4,766,412)	4,766,412
Revaluation loss on investment in equity instruments	116,127	-	116,127
Impairment loss	443,930	-	443,930

**VIZSLA SILVER CORP.****MANAGEMENT DISCUSSION AND ANALYSIS****FOR THE YEAR ENDED APRIL 30, 2023****FINANCIAL RESULTS** (Continued)

For the three months period ended April 30, 2023, and April 30, 2022

During the three months that ended April 30, 2023 ("2023"), Vizsla recorded a comprehensive income of \$5,013,791, whereas the comprehensive income for the same period in 2022 ("2022") was \$1,797,588. The comprehensive income for the three months period ended April 30, 2023, included \$9,833,704 of translation gain (2022 - \$373,887) to translate the exploration and evaluation assets from Mexican pesos to Canadian dollars.

Non-cash items such as stock-based compensation and amortization are included in these figures. Excluding these non-cash items, the loss for 2023 was \$154,883, compared to \$1,196,297 for 2022. This represents a decrease of \$1,041,414 from the prior year.

To sustain growth, the Company continued to expand its management, administration teams, and support staff. As a result of the listing on the NYSE, transfer agent fees increased by \$179,531 in 2023 due to the NYSE-related fees annual renewal fee. Professional fees and management fees increased by \$157,274 and \$100,000 respectively in 2023 due to increased demand for audit, legal, management, and CFO services. Salary increases and bonuses for marketing executives resulted in a \$41,736 increase in marketing expenses. Consulting fees increase by \$94,526 due to an increase in the number of consultants and professionals to support operations in both Canada and Mexico. However, these increases were partially offset by the decreases mentioned below.

In 2023, the Company reduced office and miscellaneous expenses, resulting in a decrease of \$78,403 compared to the previous year, 2022. Director fees decrease by \$33,089 due to a reduction in number of directors in 2023. The fluctuation of foreign exchange gains is due to volatility in foreign exchange rates.

Interest income increased by \$607,883 in 2023 compared to 2022, primarily due to the higher interest rates and availability of the cash flow to invest in short-term high-interest savings accounts and GICs.

There is a \$42,878 revaluation gain from the revaluation of the Prismo shares and a \$443,930 impairment loss from the written-off of intangible asset related to the Strategic investment. The gain on spin out of mining interest is related to the Plan of Arrangement with Vizsla Copper.

The table below shows the major variances for the three months ended April 30, 2023, and 2022:

	<b>Three months ended April 30, 2023</b>	<b>Three months ended April 30, 2022</b>	<b>Variance</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>
Consulting fees	209,111	114,585	94,526
Directors fees	78,717	111,806	(33,089)
Exploration investigation	-	-	-
Foreign exchange gain	1,146,027	(916,328)	2,062,355
Insurance	204,635	183,688	20,947
Management fees	187,500	87,500	100,000
Marketing	743,857	702,121	41,736
Office and miscellaneous	353,326	431,729	(78,403)
Professional fees	368,641	211,367	157,274
Transfer agent and filing	217,643	38,112	179,531
Travel and promotion	252,946	257,682	(4,736)
<b>Other (income) / loss</b>			
Interest income	(633,734)	(25,851)	(607,883)
Gain on spin-out of mining interest	-	(4,766,412)	4,766,412
Revaluation gain on investment in equity instruments	(42,878)	-	(42,878)
Impairment loss	443,930	-	443,930

**VIZSLA SILVER CORP.**  
**MANAGEMENT DISCUSSION AND ANALYSIS**  
**FOR THE YEAR ENDED APRIL 30, 2023**

**SUMMARY OF QUARTERLY RESULTS**

Selected quarterly information for each of the eight most recently completed financial periods is set out below. All results were compiled using IFRS.

	Q4 April 30, 2023	Q3 January 31, 2023	Q2 October 31, 2022	Q1 July 31, 2022	Q4 April 30, 2022	Q3 January 31, 2022	Q2 October 31, 2021	Q1 July 31, 2021
Interest income	\$ 633,734	\$ 228,656	\$ 62,167	\$ 35,183	\$ 25,851	\$ 22,752	\$ 40,182	\$ 51,079
Net loss / (income)	\$ 5,167,554	\$ 2,977,812	\$ 2,096,124	\$ 3,350,238	\$(2,770,425)	\$ 5,919,057	\$ 6,956,005	\$ 5,165,919
Loss per common share	\$ (0.01)	\$ (0.02)	\$ (0.01)	\$ (0.02)	\$ 0.04	\$ (0.04)	\$ (0.05)	\$ (0.05)

The variance over the eight quarters is due to the increase in exploration activities in Panuco Copala, the expansion of the office operation, and the fair value of the stock-based compensation. The net income in the fourth quarter of fiscal 2022 is due to the gain on the spin-out of Vizsla Copper. The net loss in the third quarter is higher than the net loss in the second quarter of fiscal 2023 because of the year-end bonus. The larger net loss in the fourth quarter of fiscal 2023 is due to stock-based compensation. The loss in each quarter in fiscal 2023 does not fluctuate substantially as operations supported the Company's sustained focus on the Panuco-Copala project.

**LIQUIDITY**

The Company's cash and cash equivalents on April 30, 2023, were \$12,608,704 compared to \$30,482,269 on April 30, 2022 (\$40,115,000 is in short-term investments as guaranteed investment certificates (GICs)). The Company had working capital of \$67,564,983 on April 30, 2023, compared to a working capital of \$36,690,499 at April 30, 2022. Working capital has been stable due to multiple financing rounds to raise capital to continue extensive efforts to expand the Panuco-Copala projects during the year ended April 30, 2023.

During the year ended April 30, 2023, \$9.3 million was used in operating activities compared to \$14.2 million during the comparative year. \$83.2 million was used in investing activities during 2023 compared to \$47.5 million in 2022. \$74.7 million was generated from financing compared to \$72.7 million in 2022.

The company's financial instruments, including cash and cash equivalents, are readily convertible without restrictions. However, the GICs within the short-term investments have a maturity date from six months to eight months.

The Company has no long-term debt or commitments.

As the Company has no revenues, its ability to fund operations is dependent upon its ability to secure financing through the sale of equity or assets. The value of any mineral property is dependent upon the existence of economically recoverable mineral reserves, the possibility of discovering such reserves, or proceeds from the disposition of such properties. See Section "Risk Factors", below.

## **VIZSLA SILVER CORP.**

### **MANAGEMENT DISCUSSION AND ANALYSIS**

#### **FOR THE YEAR ENDED APRIL 30, 2023**

---

##### **CAPITAL RESOURCES**

The Company had 207,938,329 issued and outstanding common shares as of April 30, 2023 (April 30, 2022 – 154,875,802).

On February 9, 2023, the Company completed a private placement during which it issued 27,286,050 common shares at a price of \$1.65 for gross proceeds of \$45,021,982. The Company paid a cash commission of \$2,701,319 equal to 6% of the gross proceeds of the offering and issued 1,637,163 compensation options to the Agents. Each compensation option is exercisable to acquire one common share of the Company at the issue price of \$1.65 until February 9, 2025. The finders' warrants have a fair value of \$1,408,313 using the Black-Scholes Options pricing model. The Company incurred a total of \$3,023,679 in cash share issue costs.

All securities issued under the private placement will be subject to a statutory hold period in Canada expiring four months and one day from the date of issuance.

On November 15, 2022, the Company closed a bought deal financing of 23,805,000 units at a price of \$1.45 per units for gross proceeds of \$34,517,250. Each unit consists of one common share of the Company and one-half of one common share purchase warrant (each whole common share purchase warrant, a "Warrant"). Each Warrant entitles the holder to acquire one common share of the Company until November 15, 2024, at a price of \$2.00.

The financing was subject to 6% cash finders' fees and 6% finders warrants exercisable at \$1.45 on or before November 15, 2024. The finders' warrants have a fair value of \$1,138,453 using the Black-Scholes Options pricing model. The Company incurred a total of \$2,542,865 in share issue costs.

On January 6, 2023, the Company issued 1,000,000 shares in connection to the strategic investment in Prismo Metals Inc. The shares are subject to a statutory hold period of four months and one day, and a voluntary escrow period of 24 months with 25% of the securities released every six months. The shares are fair valued at \$1,357,155.

During the year ended April 30, 2023, the Company issued 14,967,963 warrants with a weighted average price of \$1.57 in relation to the two financings that were completed. During the year ended April 30, 2023, 196,130 warrants with a weighted average exercise price of \$1.97 were exercised for proceeds of \$386,221.

The fair value of the warrants issued was calculated using the Black-Scholes pricing model with a risk-free interest rate of 3.86% to 3.98%, expected volatility of 101.32%, and zero expected dividend yield for a two-year term. The Company recorded a fair value of \$2,546,766 (year ended April 30, 2022 - \$1,530,056) against reserves.

During the year ended April 30, 2023, the Company issued 2,720,000 options with a weighted average exercise price of \$1.63, 775,347 options with a weighted average exercise price of \$0.39 were exercised for proceeds of \$318,000, and 658,153 options were canceled.

The fair value of the options granted was calculated using the Black-Scholes option pricing model with a risk-free interest rate of 2.89% to 3.31%, expected volatility of 101.32%, and zero expected dividend yield for a five-year term. The Company recorded a total fair value of \$3,846,411 as share-based compensation for the year ended April 30, 2023.

On February 10, 2023, pursuant to the Company's Equity Incentive Compensation Plan, the Company granted 1,133,572 restricted share units (each, an "RSU") to directors, officers, employees, and consultants of the Company. The RSUs will vest in three equal annual installments commencing on the first anniversary of the grant date. The fair value of each RSU is \$1.60 which is the value of a Vizsla common share on issuance day (February 10, 2023). The total share-based compensation of the RSUs is valued at \$1,813,715, which will be realized as the RSUs vest.

For the year ended April 30, 2023, the Company has recognised a fair value of \$239,767 (2022: \$nil) for the RSUs.

**VIZSLA SILVER CORP.****MANAGEMENT DISCUSSION AND ANALYSIS****FOR THE YEAR ENDED APRIL 30, 2023****OFF-BALANCE SHEET ARRANGEMENTS**

As a policy, the Company does not enter into off-balance sheet arrangements with special-purpose entities in the normal course of business, nor does it have any unconsolidated affiliates.

**TRANSACTIONS WITH RELATED PARTIES**

During the year ended April 30, 2023, and 2022, the Company has the following related party transactions:

- (a) The Company has incurred \$2,238,520 (2022: \$2,128,342) in salary and consulting fees to the Company's officers and companies owned by the Company's officers as compensation.
- (b) The Company has incurred \$324,550 (2022: \$401,806) in director fees to the Company's directors.
- (c) The Company has paid \$600,000 (2022: \$600,000) to a company controlled by the chairman of the board and the CEO for rent expenses and administration expenses.
- (d) For the year ended April 30, 2023, the Company has granted 2,075,000 (2022: 5,109,500) stock options to officers and directors of the Company. The Company has granted 649,167 RSUs (2022: nil) to officers and directors of the Company.
- (e) As of April 30, 2023, \$nil (April 30, 2022: \$50,000) was receivable from a company controlled by the chairman of the board and the CEO and \$280,505 (April 30, 2022: \$21,875) was payable to directors, officers, and related companies to directors and officers of the Company.

Below is a summary of cash compensation, stocked based compensation, and restricted shares units paid to officers and directors of the Company:

	<b>For the year ended</b>	
	<b>April 30,</b>	<b>April 30,</b>
	<b>2023</b>	<b>2022</b>
<b>Cash compensation</b>		
CEO fees	\$ 650,000	\$ 612,500
CFO fees	369,996	204,000
COO fees	460,500	306,900
SVP Business Development and Strategy fees	341,250	280,923
VP Exploration fees	358,441	8,695
Director fees	324,550	401,806
	<b>\$ 2,504,737</b>	<b>\$ 1,814,824</b>
<b>Stock-based compensation</b>		
CEO fees	\$ 610,650	\$ 2,880,117
CFO fees	396,923	966,300
COO fees	506,858	600,070
SVP Business Development and Strategy fees	470,213	490,310
VP Exploration	445,823	-
Director fees	195,420	4,276,983
	<b>\$ 2,625,887</b>	<b>\$ 9,213,780</b>
<b>Restricted shares units</b>		
CEO fees	\$ 33,650	\$ -
CFO fees	9,871	-
COO fees	25,638	-
SVP Business Development and Strategy fees	15,831	-
VP Exploration	23,475	-
Director fees	28,843	-
	<b>\$ 137,308</b>	<b>\$ -</b>

**VIZSLA SILVER CORP.**

**MANAGEMENT DISCUSSION AND ANALYSIS**

**FOR THE YEAR ENDED APRIL 30, 2023**

---

**FOURTH QUARTER**

During the three months ended April 30, 2023, the Company continued with the normal course of business of exploration. As in the other quarters, the concentration was on the exploration and preparation of the resource update of the Panuco Copala project in Mexico.

On February 9, 2023, the Company completed a private placement during which it issued 27,286,050 common shares at a price of \$1.65 for gross proceeds of \$45,021,982. The Company paid a cash commission of \$2,701,319 equal to 6% of the gross proceeds of the offering and issued 1,637,163 compensation options to the Agents. Each compensation option is exercisable to acquire one common share of the Company at the issue price of \$1.65 until February 9, 2025. The finders' warrants have a fair value of \$1,408,313 using the Black-Scholes Options pricing model. The Company incurred a total of \$3,023,679 in cash share issue costs. All securities issued under the private placement will be subject to a statutory hold period in Canada expiring four months and one day from the date of issuance.

On February 10, 2023, the Company granted 2,130,000 stock options ("Options") at an exercise price of \$1.60 and 1,133,572 restricted share units (each, an "RSU") to directors, officers, employees, and consultants of the Company. The Options are exercisable for a period of five years and will vest over the next two years and the RSUs will vest in three equal annual installments commencing on the first anniversary of the grant date.

During the three months period that ended April 30, 2023, 196,130 warrants were exercised for gross proceeds of \$386,221. 150,000 options were exercised for gross proceeds of \$114,000.

**PROPOSED TRANSACTIONS**

There are no proposed transactions as of the date of this MD&A.

## VIZSLA SILVER CORP.

### MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED APRIL 30, 2023

---

#### CRITICAL ACCOUNTING ESTIMATES

The preparation of the Company's consolidated financial statements requires management to make certain estimates that affect the amounts reported in the consolidated financial statements. The accounting estimates considered to be significant include the recognition of deferred income tax assets and share-based compensation.

##### Share-based compensation

Calculating share-based compensation requires estimates of expected volatility in the share price, risk-free interest rates, number of options expected to vest, and a determination that standard option pricing models such as Black-Scholes fairly represent the actual compensation associated with options. Share price volatility is calculated using the Company's own trading history. The risk-free interest rate is obtained from the Bank of Canada zero coupon bond yield for the expected life of the options. The Company believes that the Black-Scholes option pricing model is appropriate for determining the compensation cost associated with the grant of options.

##### Impairment of exploration and evaluation assets (E&E assets)

Judgment is involved in assessing whether there is any indication that an asset may be impaired. This assessment is made based on the analysis of, amongst other factors, changes in the market or business environment, events that have transpired that have impacted the asset, and information from internal reporting.

##### Deferred tax assets and liabilities.

Provisions for income taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were originally recorded, such differences will affect the tax provisions in the period in which such determination is made.

##### Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and any accumulated impairment losses.

Intangible assets with a finite useful life are amortized on a straight-line basis over their useful lives. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at each financial year-end. Any changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate, and treated as changes in accounting estimates.

##### Tax receivables

Value-added tax ("VAT") receivable is collectible from the government of Mexico. The collection of VAT is subject to risk due to the complex application and collection process and therefore, risk related to the collectability and timing of payment from the Mexican government. The Company uses its best estimates based on the facts known at the time and its experience to determine its best estimate of the collectability and timing of these recoveries. Changes in the assumptions regarding collectability and the timing of collection could impact the valuation and classification of VAT receivable.

**VIZSLA SILVER CORP.**

**MANAGEMENT DISCUSSION AND ANALYSIS**

**FOR THE YEAR ENDED APRIL 30, 2023**

---

**CRITICAL ACCOUNTING ESTIMATES (Continued)**

Income Taxes

Income tax expense comprises current and deferred tax. Income tax is recognized in the statement of loss and comprehensive loss except to the extent it relates to items recognized directly in equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at year end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recognized using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized on the initial recognition of assets or liabilities in a transaction that is not a business combination and, at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss). In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis, or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

**CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION**

There has been no adoption or recognition of accounting policies other than that are disclosed in note 3 to the annual audited consolidated financial statements for the years ended April 30, 2023, and 2022.

**FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS**

The Company's activities expose it to a variety of financial risks, which include market risk, foreign currency risk, interest rate risk, price risk, credit risk, and liquidity risk. The Company's risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company's financial performance.

*Market risk*

Market risk is the risk that changes in market prices will affect the Company's earnings or the value of its financial instruments. Market risk is comprised of commodity price risk and interest rate risk. The objective of market risk management is to manage and control exposures within acceptable limits while maximizing returns. The Company is not exposed to significant market risk.

*Interest rate risk*

Interest rate risk is the risk of losses that arise because of changes in contracted interest rates. The Company is not exposed to significant interest rate risk.

**VIZSLA SILVER CORP.**

**MANAGEMENT DISCUSSION AND ANALYSIS**

**FOR THE YEAR ENDED APRIL 30, 2023**

---

**FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS (Continued)**

*Foreign currency risk*

The Company incurs certain expenses in currencies other than the Canadian dollar. The Company is subject to foreign exchange risk because of fluctuations in exchange rates. The Company manages this risk by maintaining bank accounts in US dollars and Mexican pesos to pay foreign currency expenses as they arise. Receipts in foreign currencies are maintained in those currencies. The Company does not undertake currency hedging activities. The Company also does not attempt to hedge the net investment and equity of integrated foreign operations.

The Company measures the effect on total assets or total receipts of reasonably foreseen changes in interest rates and 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 foreign exchange rate of CAD to MXN would increase/decrease the net and comprehensive loss for the year ended April 30, 2023, by approximately \$139,000. 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.

*Price risk*

This risk relates to fluctuations in commodity and equity prices. The Company closely monitors commodity prices of precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company. Fluctuations in pricing may be significant.

*Credit risk*

Credit risk is the risk of an unexpected loss if a counterparty or third party to a financial instrument fails to meet its contractual obligations. To reduce credit risk, cash and cash equivalents are on deposit at major financial institutions. The Company is not aware of any counterparty risk that could have an impact on the fair value of the cash and cash equivalents.

The carrying value of the financial assets represents the maximum credit exposure. The Company minimizes credit risk by reviewing the credit risk of the counterparties to its arrangements prior to entering into such agreements.

*Liquidity risk*

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis, including exploration plans. The Company attempts to ensure that there are sufficient funds to meet its short-term business requirements, considering its anticipated cash flows from operations and holdings of cash and cash equivalents.

**OTHER REQUIREMENTS**

**Risks Factors and Uncertainties**

Information on risks associated with investing in the Company's securities is contained in the most recently filed AIF.

*Overview*

The Company is subject to many risks that may affect future operations over which the Company has little control. These risks include, but are not limited to, intense competition in the resource industry, market conditions and the Company's ability to access new sources of capital, mineral property title, results from property exploration and development activities, and currency fluctuations. The Company has a history of recurring losses and there is no expectation that this situation will change in the foreseeable future.

**OTHER REQUIREMENTS** (Continued)

**Risks Factors and Uncertainties** (Continued)

*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.

*Access to Capital*

The exploration and subsequent development of mineral properties is capital intensive. Should it not be possible to raise additional equity funds when required, the Company may not be able to continue to fund its operations which would have a material adverse effect on the Company's potential profitability and ability to continue as a going concern. At present, the Company has cash resources to fund planned exploration for the next twelve months. Timing of additional equity funding will depend on market conditions as well as exploration requirements.

In recent years, the securities markets in Canada have experienced a high level of price and volume volatility, and the market price of securities of many companies, particularly those considered exploration stage companies, have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. These conditions may persist for an indeterminate period.

*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 with respect to 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.

**OTHER REQUIREMENTS** (Continued)

**Risks Factors and Uncertainties** (Continued)

*Mineral Property Tenure and Permits*

The Company has completed a review of its mineral property titles and believes that all requirements have been met to ensure continued access and tenure for these titles. However, ongoing requirements are complex and constantly changing so there is no assurance that these titles will remain valid. The operations of the Company will require consents, approvals, licenses and/or permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary consents, approvals, licenses and permits that may be required to carry out exploration, development, and production operations at its projects.

Although the Company acquired the rights to some or all the resources in the ground subject to the tenures that it acquired, in most cases it does not thereby acquire any rights to, or ownership of, the surface to the areas covered by its mineral tenures. In such cases, applicable laws usually provide for rights of access to the surface for the purpose of carrying on exploration activities, however, the enforcement of such rights can be costly and time consuming. It is necessary, as a practical matter, to negotiate surface access.

There can be no guarantee that, despite having the right at law to access the surface and carry-on exploration activities, the Company will be able to negotiate a satisfactory agreement with existing landowners for such access, and therefore it may be unable to carry out exploration activities. In addition, in circumstances where such access is denied, or no agreement can be reached, the Company may need to rely on the assistance of local officials or the courts in such jurisdictions.

*Reclamation*

There is a risk that monies allotted for land reclamation may not be sufficient to cover all risks, due to changes in the nature of the waste rock or tailings and/or revisions to government regulations. Therefore, additional funds, or reclamation bonds or other forms of financial assurance may be required over the tenure of any mineral project of the Company to cover potential risks. These additional costs may have a material adverse effect on the Company's business, financial condition, and results of operations.

*Environmental Restrictions*

The activities of the Company are subject to environmental regulations promulgated by government agencies in different countries from time to time. Environmental legislation generally provides for restrictions and prohibitions on spills, releases or emissions into the air, discharges into water, management of waste, management of hazardous substances, protection of natural resources, antiquities and endangered species and reclamation of lands disturbed by mining operations. Certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which means stricter standards, and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers, and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations.

**VIZSLA SILVER CORP.**

**MANAGEMENT DISCUSSION AND ANALYSIS**

**FOR THE YEAR ENDED APRIL 30, 2023**

---

**OTHER REQUIREMENTS** (Continued)

**Risks Factors and Uncertainties** (Continued)

*Title Matters*

Although the Company has taken steps to verify the title to the mineral properties in which it has or has a right to acquire an interest in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee title (whether of the Company or of any underlying vendor(s) from whom the Company may be acquiring its interest). Title to mineral properties may be subject to unregistered prior agreements or transfers and may also be affected by undetected defects or the rights of indigenous peoples. The Company has investigated title to all its mineral properties and, to the best of its knowledge, title to all its properties for which titles have been issued are in good standing.

*Exploration and Mining Risks*

Fires, power outages, labour disruptions, flooding, explosions, cave-ins, landslides, and the inability to obtain suitable or adequate machinery, equipment or labour are other risks involved in the operation of mines and the conduct of exploration programs. Substantial expenditures are required to establish reserves through drilling, to develop metallurgical processes, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis. The economics of developing mineral properties is affected by many factors including the cost of operations, variations of the grade of ore mined, fluctuations in the price of gold or other minerals produced, costs of processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. In addition, the grade of mineralization ultimately mined may differ from that indicated by drilling results and such differences could be material. Short term factors, such as the need for orderly development of ore bodies or the processing of new or different grades, may have an adverse effect on mining operations and on the results of operations. There can be no assurance that minerals recovered in small scale laboratory tests will be duplicated in large scale tests under on-site conditions or in production scale operations. Material changes in geological resources, grades, stripping ratios or recovery rates may affect the economic viability of projects.

*Speculative Nature of Mineral Exploration and Development*

The exploration for and development of mineral deposits involves significant risk which even a combination of careful evaluation, experience and knowledge may not adequately mitigate. While the discovery of an ore body may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. There is no assurance that commercial quantities of ore will be discovered on any of the Company's properties. Even if commercial quantities of ore are discovered, there is no assurance that the mineral property will be brought into production. Whether a mineral deposit will be commercially viable depends on several factors, including the attributes of the deposit, such as its size, grade, metallurgy, and proximity to infrastructure; commodity prices, which have fluctuated widely in recent years; and government regulations, including those relating to taxes, royalties, land tenure, land use, aboriginal rights, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, and the Company's business may be adversely affected by its inability to advance projects to commercial production.

## VIZSLA SILVER CORP.

### MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED APRIL 30, 2023

---

#### OTHER REQUIREMENTS (Continued)

##### Risks Factors and Uncertainties (Continued)

###### *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 also 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 also 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 (BC), 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 in order 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.

**VIZSLA SILVER CORP.**  
**MANAGEMENT DISCUSSION AND ANALYSIS**  
**FOR THE YEAR ENDED APRIL 30, 2023**

---

**OTHER REQUIREMENTS** (Continued)

**Risks Factors and Uncertainties** (Continued)

*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 also possible that the Company could be in violation 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 with the intention of avoiding 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.

*Effects of COVID-19*

COVID-19 has severely impacted economies around the globe. In many countries, including Canada, businesses have been forced to cease or limit operations. Measures taken to contain the spread of the virus have triggered significant disruptions to businesses worldwide, resulting in significant unemployment and an economic slowdown. Global stock markets have also experienced great volatility and a significant weakening of certain sectors. Governments and central banks have responded with monetary and fiscal interventions designed to stabilize economic conditions.

To date, the Company's operations have not been materially negatively affected by these events, apart from increasing costs. Additionally, in 2022 and the year ended April 30, 2023, operations experienced higher inflation on material inputs. The duration and impact of the COVID-19 pandemic as well as the effectiveness of government and central bank responses, remain unclear currently. The pandemic has not had any lasting effects on the financial position or results of the Company.

*Military Conflict in Ukraine*

The military conflict in Ukraine could lead to heightened volatility in the global financial markets, increased inflation, and turbulence in mining markets. More recently, in response to Russian military actions in Ukraine, several countries (including Canada, the United States, and certain allies) have imposed economic sanctions and export control measures and may impose additional sanctions or export control measures in the future, which have and could in the future result in, among other things, severe or complete restrictions on exports and other commerce and business dealings involving Russia, certain regions of Ukraine, and/or particular entities and individuals. While the Company does not have any direct exposure or connection to Russia or Ukraine, as the military conflict is a rapidly developing situation, it is uncertain how such events and any related economic sanctions could impact the global economy. Any negative developments in respect thereof could have an adverse effect on the Company's business, operations, financial condition, and the value of the Company's securities.

**VIZSLA SILVER CORP.**  
**MANAGEMENT DISCUSSION AND ANALYSIS**  
**FOR THE YEAR ENDED APRIL 30, 2023**

---

**OTHER REQUIREMENTS** (Continued)

**Risks Factors and Uncertainties** (Continued)

*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 control 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 period ended April 30, 2023, 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 Chief Executive Officer and Chief Financial Officer, management will continue to monitor and evaluate the design and effectiveness of its internal control over financial reporting and disclosure controls and procedures, and may make modifications from time to time as considered necessary.

**ADDITIONAL DISCLOSURE FOR ISSUERS WITHOUT SIGNIFICANT REVENUE**

The consolidated financial statements present the significant components of general and administrative expenditures. Significant components of mineral property expenditures are included in Section Results of Operations.

**Outstanding Share Data**

As of the date of this MD&A, the Company had 207,943,819 issued and outstanding common shares. In addition, the Company has 15,926,972 options outstanding that are expiring through February 27, 2029, and 14,766,343 warrants outstanding that are expiring through February 9, 2025. Details of issued share capital are included in Note 9 of the consolidated financial statements for the year ended April 30, 2023.

**OTHER INFORMATION**

All technical reports on material properties, press releases, and material change reports are filed on SEDAR at [www.sedar.com](http://www.sedar.com).

**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 Property (as defined herein). 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 evolving COVID-19 coronavirus ("COVID-19"), 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 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.