

# **Vizsla Copper Corp.**

## **Condensed Interim Consolidated Financial Statements**

**For the three and nine months ended January 31, 2024 and 2023**

(Unaudited - Expressed in Canadian dollars)

**Notice of Disclosure of Non-auditor Review of the Condensed Interim Consolidated Financial Statements for the Three and Nine Months Ended January 31, 2024 and 2023**

Pursuant to National Instrument 51-102 *Continuous Disclosure Obligations*, part 4, subsection 4.3(3)(a) issued by the Canadian Securities Administrators, if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated financial statements of Vizsla Copper Corp. for the interim periods ended January 31, 2024 and 2023, have been prepared in accordance with International Accounting Standard 34 *Interim Financial Reporting*, as issued by the International Accounting Standards Board, and are the responsibility of the management.

The independent auditors, MNP LLP, have not performed a review of these unaudited condensed interim consolidated financial statements.

March 28, 2024

**Vizsla Copper Corp.**  
**Condensed Interim Consolidated Statements of Financial Position**  
(Unaudited - Expressed in Canadian dollars)

	Note	January 31, 2024	April 30, 2023
		\$	\$
<b>ASSETS</b>			
<b>Current</b>			
Cash		485,071	1,170,113
Deferred transaction costs		131,455	-
GST/HST receivable		33,648	61,418
Prepays		153,223	102,914
Loan receivable	7	150,000	-
		953,397	1,334,445
Exploration and evaluation assets	8	28,727,664	22,301,030
<b>Total assets</b>		<b>29,681,061</b>	<b>23,635,475</b>
<b>LIABILITIES</b>			
<b>Current</b>			
Accounts payable and accrued liabilities	12	273,265	435,493
Flow-through premium liability	10	51,634	63,879
Loan payable	9	341,988	324,563
		666,887	823,935
Deferred tax liability		1,116,998	1,116,998
<b>Total liabilities</b>		<b>1,783,885</b>	<b>1,940,933</b>
<b>SHAREHOLDERS' EQUITY</b>			
Share capital	11(b)	30,449,976	22,450,329
Reserves		4,887,663	3,981,157
Deficit		(7,440,463)	(4,736,944)
<b>Total shareholders' equity</b>		<b>27,897,176</b>	<b>21,694,542</b>
<b>Total liabilities and shareholders' equity</b>		<b>29,681,061</b>	<b>23,635,475</b>

Nature of operations and going concern (Note 1)  
Subsequent event (Note 15)

Approved and authorized for issue on behalf of the Board of Directors:

<u>/s/ Craig Parry</u>	<u>/s/ Michael Konnert</u>
Director	Director

*The accompanying notes are an integral part of these condensed interim consolidated financial statements.*

**Vizsla Copper Corp.****Condensed Interim Consolidated Statements of Loss and Comprehensive Loss**

(Unaudited - Expressed in Canadian dollars, except number of shares)

		Three months ended January 31,		Nine months ended January 31,	
	Note	2024	2023	2024	2023
		\$	\$	\$	\$
<b>Operating expenses</b>					
Consulting fees	12	170,000	108,750	450,000	341,306
Director fees	12	27,895	21,633	71,183	65,211
Exploration and evaluation		-	3,375	-	3,375
General and administrative		171,166	103,866	406,209	252,558
Insurance		2,912	7,366	20,918	9,541
Marketing expense		185,702	42,921	401,219	130,390
Professional fees (recovery)		65,948	(95,179)	287,127	130,987
Salaries and wages	12	256,993	191,873	629,983	490,251
Share-based payments	12	159,331	221,400	695,227	564,652
Transfer agent and filing fees		11,560	18,305	69,840	44,485
		1,051,507	624,310	3,031,706	2,032,756
<b>Other income (expenses)</b>					
Amortization of flow-through premium liability	10	59,267	37,646	345,612	233,057
Interest expense		(5,889)	-	(17,425)	(3,135)
<b>Net loss and comprehensive loss</b>		<b>(998,129)</b>	<b>(586,664)</b>	<b>(2,703,519)</b>	<b>(1,802,834)</b>
<b>Net loss per share:</b>					
Basic and diluted		(0.01)	(0.01)	(0.03)	(0.06)
<b>Weighted average number of common shares:</b>					
Basic and diluted		107,654,365	47,705,761	102,005,023	31,487,518

*The accompanying notes are an integral part of these condensed interim consolidated financial statements.*

**Vizsla Copper Corp.**  
**Condensed Interim Consolidated Statements of Cash Flows**  
(Unaudited - Expressed in Canadian dollars)

	Nine months ended January 31,	
	2024	2023
	\$	\$
<b>Operating activities:</b>		
Net loss for the period	(2,703,519)	(1,802,834)
Adjustments for:		
Share-based payments	695,227	564,652
Amortization of flow-through premium liability	(345,612)	(233,057)
Interest expense	17,425	3,135
Changes in non-cash working capital:		
Deferred transaction costs	(131,455)	-
GST/HST receivable	27,770	(61,385)
Prepays	(50,309)	(77,402)
Accounts payable and accrued liabilities	(169,742)	(195,352)
Due to related parties	-	(57,180)
<b>Cash used in operating activities</b>	<b>(2,660,215)</b>	<b>(1,859,423)</b>
<b>Investing activities:</b>		
Investment in exploration and evaluation assets	(3,443,854)	(2,279,747)
Cash acquired upon Woodjam acquisition	-	1,933,682
Cash acquired upon Redgold acquisition	80,984	-
Cash paid for acquisition expenses	-	(198,756)
Investment in loan receivable	(150,000)	-
<b>Cash used in investing activities</b>	<b>(3,512,870)</b>	<b>(544,821)</b>
<b>Financing activities:</b>		
Proceeds from exercise of options	-	10,750
Proceeds from issuance of units in private placement	2,002,000	-
Proceeds from issuance of flow-through shares in private placement	4,000,400	-
Share issuance costs	(514,357)	-
<b>Cash provided by financing activities</b>	<b>5,488,043</b>	<b>10,750</b>
Net change in cash	(685,042)	(2,393,494)
Cash, beginning of the period	1,170,113	4,573,316
<b>Cash, end of the period</b>	<b>485,071</b>	<b>2,179,822</b>
<b>Cash paid during the period for:</b>		
Interest expense	-	-
Income taxes	-	-
<b>Supplemental cash flow information:</b>		
Exploration and evaluation assets in accounts payable and accrued liabilities	7,514	1,301
Issuance of common shares in RG Copper Agreement	2,760,000	-
Issuance of common shares for Megaton Project	67,500	-
Issuance of common shares for Trailbreaker Project	33,750	-
Issuance of common shares for Redgold Project	48,000	-
Issuance of common shares for Copperview Project	147,000	-

*The accompanying notes are an integral part of these condensed interim consolidated financial statements.*

**Vizsla Copper Corp.**
**Condensed Interim Consolidated Statements of Changes in Shareholders' Equity**

(Unaudited - Expressed in Canadian dollars, except for number of shares)

	Common shares	Share capital	Reserves	Deficit	Total shareholders' equity
	#	\$	\$	\$	\$
Balance, April 30, 2022	23,378,397	10,558,305	2,637,814	(2,508,506)	10,687,613
Reclassification from reserves to deficit upon the expiration of warrants	-	-	(21,072)	21,072	-
Issuance of common shares in Woodjam Arrangement	43,432,346	11,400,991	-	-	11,400,991
Issuance of common shares as finder's fees in Woodjam Arrangement	1,302,970	342,030	-	-	342,030
Issuance of replacement options in Woodjam Arrangement	-	-	405,710	-	405,710
Issuance of replacement warrants in Woodjam Arrangement	-	-	257,484	-	257,484
Shares issued upon exercise of options	61,441	16,291	(5,541)	-	10,750
Share-based payments	-	-	564,652	-	564,652
Net loss and comprehensive loss for the period	-	-	-	(1,802,834)	(1,802,834)
Balance, January 31, 2023	68,175,154	22,317,617	3,839,047	(4,290,268)	21,866,396
Shares issued upon exercise of options	215,044	70,212	(32,712)	-	37,500
Shares issued for Woodjam Project	100,000	27,500	-	-	27,500
Shares issued for Carruthers Pass Project	145,834	35,000	-	-	35,000
Share-based payments	-	-	174,822	-	174,822
Net loss and comprehensive loss for the period	-	-	-	(446,676)	(446,676)
Balance, April 30, 2023	68,636,032	22,450,329	3,981,157	(4,736,944)	21,694,542
Issuance of common shares for cash in private placement <sup>1</sup>	9,100,000	2,002,000	-	-	2,002,000
Issuance of flow-through shares for cash in private placement	16,668,333	4,000,400	-	-	4,000,400
Flow-through premium liability	-	(333,367)	-	-	(333,367)
Share issuance costs	-	(514,357)	-	-	(514,357)
Issuance of warrants as finder's fees in private placement	-	(211,279)	211,279	-	-
Issuance of common shares in RG Copper Agreement	12,000,000	2,760,000	-	-	2,760,000
Issuance of common shares for Megaton Project	300,000	67,500	-	-	67,500
Issuance of common shares for Trailbreaker Project	150,000	33,750	-	-	33,750
Issuance of common shares for Redgold Project	200,000	48,000	-	-	48,000
Issuance of common shares for Copperview Project	600,000	147,000	-	-	147,000
Share-based payments	-	-	695,227	-	695,227
Net loss and comprehensive loss for the period	-	-	-	(2,703,519)	(2,703,519)
<b>Balance, January 31, 2024</b>	<b>107,654,365</b>	<b>30,449,976</b>	<b>4,887,663</b>	<b>(7,440,463)</b>	<b>27,897,176</b>

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

## **1. NATURE OF OPERATIONS AND GOING CONCERN**

Vizsla Copper Corp. (the "Company" or "Vizsla Copper") was incorporated on December 28, 2017 and was acquired by Vizsla Silver Corp. ("Vizsla Silver") on January 16, 2019. The Company operates in a single industry segment, mineral exploration, within the geographical segment of Canada. The head office and principal address of the Company is Suite 1723, 595 Burrard Street, Vancouver, British Columbia, V7X 1J1.

On September 30, 2021, the Company's common shares commenced trading on the TSX Venture Exchange ("TSX-V") under the ticker symbol "VCU". In October 2021, the Company's common shares commenced trading on the Frankfurt Exchange under the ticker symbol "97E". On October 11, 2022, the Company's common shares commenced trading on the OTCQB® Venture Market in the United States under the ticker symbol "VCUFF".

### **a) Going concern**

These unaudited condensed interim consolidated financial statements for the three and nine months ended January 31, 2024 and 2023 (the "financial statements") have been prepared on a going concern basis, which assumes that the Company will be able to meet its obligations and continue its operations for at least the next twelve months. As at January 31, 2024, the Company had working capital of \$286,510 (April 30, 2023 - \$510,510) and an accumulated deficit of \$7,440,463 (April 30, 2023 - \$4,736,944). For the three and nine months ended January 31, 2024, the Company incurred a net loss and comprehensive loss of \$998,129 and \$2,703,519 respectively (2023 - \$586,664 and \$1,802,834, respectively) and used cash in operating activities of \$2,660,215 (2023 - \$1,859,423). These factors indicate the existence of a material uncertainty that may cast significant doubt upon the Company's ability to continue as a going concern. As a result, the Company may be unable to realize its assets and discharge its liabilities in the normal course of business. The Company's ability to continue as a going concern is dependent upon its ability to generate positive cash flows from operations, and/or raise adequate funding through equity or debt financing to discharge its liabilities as they come due. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. Should the Company be unable to continue as a going concern, asset and liability realization values may be substantially different from their carrying values. These financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. Such adjustments could be material.

### **b) Share consolidation**

On December 13, 2022, the Company completed a consolidation of its common shares on a three and one-half to one basis. All share and per share amounts have been retrospectively adjusted to reflect the consolidation. Any references to common shares are on a post-consolidation basis. Numbers of warrants and stock options and their respective exercise prices have been retrospectively adjusted to reflect the effects of the consolidation.

## **2. BASIS OF PREPARATION**

### **a) Statement of compliance**

These financial statements were approved by the Board of Directors and authorized for issue on March 28, 2024.

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretations Committee applicable to the preparation of interim financial statements including International Accounting Standard 34 *Interim Financial Reporting*. These financial statements do not include all disclosures required for annual audited financial statements. Accordingly, they should be read in conjunction with the notes to the Company's audited financial statements for the years ended April 30, 2023 and 2022 (the "Annual Financial Statements").

### **b) Basis of presentation**

The financial statements have been prepared using the historical cost basis, except for certain financial assets and liabilities which are measured at fair value, as specified by IFRS, as well as information presented in the condensed interim consolidated statements of cash flows.

**VIZSLA COPPER CORP.****Notes to the Condensed Interim Consolidated Financial Statements****For the three and nine months ended January 31, 2024 and 2023**

(Unaudited - Expressed in Canadian dollars)

**2. BASIS OF PREPARATION (continued)****c) Functional and presentation currency**

The functional currency is the currency of the primary economic environment in which an entity operates. The functional currency of the Company and its subsidiaries is the Canadian dollar. The financial statements are presented in Canadian dollars, except as otherwise noted.

**d) Basis of consolidation**

These financial statements include the accounts of the Company and its subsidiaries. All intercompany transactions and balances are eliminated on consolidation. Control exists where the parent entity has power over the investee and is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Subsidiaries are included in the financial statements from the date control commences until the date control ceases.

A summary of the Company's subsidiaries consolidated in these financial statements as at January 31, 2024 is as follows:

<b>Name of subsidiary</b>	<b>Country of incorporation</b>	<b>Percentage ownership</b>	<b>Functional currency</b>
Woodjam Copper Corp. <sup>(1)</sup>	Canada	100%	CAD
Woodjam Horsefly Resources Ltd. <sup>(1)</sup>	Canada	100%	CAD
RG Copper Corp. <sup>(2)</sup>	Canada	100%	CAD

(1) On December 13, 2022, the Company acquired a 100% interest in Woodjam Copper Corp. and its wholly owned subsidiary Woodjam Horsefly Resources Ltd. (Note 5).

(2) On June 27, 2023, the Company acquired a 100% interest in RG Copper Corp. (Note 6).

**e) Reclassification of prior period presentation**

Certain prior period amounts have been reclassified to conform to the current period presentation. These reclassifications had no effect on the reported results of operations.

**3. SIGNIFICANT ACCOUNTING POLICIES**

In preparation of these financial statements, the Company used the same accounting policies disclosed in the notes to the Annual Financial Statements.

**4. SIGNIFICANT ACCOUNTING POLICY JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY**

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, revenues, and expenses. Management continually evaluates these judgments, estimates and assumptions based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates and judgments, which may cause a material adjustment to the carrying amounts of assets and liabilities. The Company's interim results are not necessarily indicative of its results for a full year. The critical judgements and estimates applied in the preparation of these financial statements are consistent with those applied and disclosed in the notes to the Annual Financial Statements.

**VIZSLA COPPER CORP.****Notes to the Condensed Interim Consolidated Financial Statements****For the three and nine months ended January 31, 2024 and 2023**

(Unaudited - Expressed in Canadian dollars)

**5. WOODJAM ARRANGEMENT**

Woodjam Copper Corp. ("Woodjam") is a mineral exploration company incorporated on July 20, 2011 in the Province of British Columbia. Woodjam's principal business activity is the exploration of mineral properties located in British Columbia. Woodjam has a wholly owned subsidiary, Woodjam Horsefly Resources Ltd.

On September 7, 2022, the Company entered into an agreement to acquire 100% of the issued and outstanding common shares of Woodjam Copper Corp. (the "Woodjam Arrangement").

On December 13, 2022, the Company acquired 100% of the issued and outstanding common shares of Woodjam.

Immediately prior to the Woodjam Arrangement, the Company completed a consolidation of its common shares on the basis of one post-consolidation share for every three and one-half shares issued and outstanding immediately prior to the consolidation.

Under the terms of the Woodjam Arrangement, 100% of the issued and outstanding Woodjam shares were exchanged for Vizsla Copper shares on the basis of approximately 0.31 of a Vizsla Copper share for each Woodjam share. Pursuant to the Woodjam Arrangement, Vizsla Copper issued an aggregate of 43,432,346 Vizsla Copper shares to Woodjam shareholders. In addition, all outstanding Woodjam stock options were exchanged for 2,826,296 replacement options of Vizsla Copper and all Woodjam warrants became 3,072,061 Vizsla Copper warrants exercisable to acquire common shares of the Company.

In connection to the Woodjam Arrangement, the Company entered into a finder's fee agreement with an arm's length party. As compensation for the introduction of the Company and Woodjam, the Company issued to the finders, 1,302,970 common shares at approximately \$0.26 per share for an aggregate fair value of \$342,030.

The Company incurred transaction costs of \$223,163 comprised of legal fees and due diligence costs prior to the closing of the Woodjam Arrangement and the amount is allocated as part of the consideration.

The acquisition of Woodjam has been accounted for by the Company as an asset acquisition. The acquisition did not qualify as a business combination under IFRS 3 *Business Combinations*, as the significant inputs, processes, and outputs, that together constitute a business, did not exist in Woodjam at the time of acquisition. Therefore, the acquisition was accounted for in accordance with guidance provided in IFRS 2 *Share-based payment*. Accordingly, no goodwill was recorded with respect to the acquisition.

A summary of the Company's consideration paid and the net assets acquired from Woodjam as at the December 13, 2022 acquisition date is as follows:

	\$
<b>Purchase price:</b>	
Fair value of common shares issued to Woodjam shareholders	11,400,991
Fair value of finders' shares	342,030
Fair value of Woodjam options exchanged	405,710
Fair value of Woodjam warrants exchanged	257,484
Transaction costs	223,163
	<b>12,629,378</b>
<b>Purchase price allocation:</b>	
Cash	1,933,682
Accounts receivable	19,981
GST/HST receivable	10,562
Exploration and evaluation assets	11,351,209
Accounts payable and accrued liabilities	(439,290)
Flow-through premium liability (Note 10)	(246,766)
	<b>12,629,378</b>

Accounts receivable consists of a \$19,981 mining exploration tax credit receivable from the Government of British Columbia.

The amount of \$11,351,209 allocated to the exploration and evaluation assets was pro-rated between the three properties owned by Woodjam: the Woodjam Project, the Megaton Project and the Magalloy Project for \$10,344,910, \$629,186, and \$377,113, respectively (Note 8(c)).

**VIZSLA COPPER CORP.****Notes to the Condensed Interim Consolidated Financial Statements****For the three and nine months ended January 31, 2024 and 2023**

(Unaudited - Expressed in Canadian dollars)

**6. RG COPPER CORP. ACQUISITION**

RG Copper Corp. ("RG Copper") is a privately held copper exploration company, which holds the right to acquire up to 70% interest in the Redgold Copper-Gold Project, by satisfying the conditions of the underlying agreement with the owners of the Redgold Copper-Gold Project.

On May 12, 2023, the Company entered into an agreement to acquire 100% of the issued and outstanding common shares of RG Copper (the "RG Copper Agreement").

On the closing date of the RG Copper Agreement on June 27, 2023, the Company issued 12,000,000 common shares to the former shareholders of RG Copper at a fair value of \$0.23 per share for a total fair value of \$2,760,000. As a result of the acquisition, the Company acquired the right to acquire up to 70% interest in the Redgold Copper-Gold Project ("Redgold Project") which consists of 58 mineral claims covering an area of 8,278 hectares contiguous with Vizsla Copper's Woodjam Project (Note 8(d)). In addition, the Company acquired RG Copper's positive cash position of \$80,984.

The Company incurred transaction costs of \$47,815 comprised of legal fees and due diligence costs prior to the closing of the RG Copper Agreement and the amount is allocated as part of the consideration.

The acquisition of RG Copper has been accounted for by the Company as an asset acquisition. The acquisition did not qualify as a business combination under IFRS 3 *Business Combinations*, as the significant inputs, processes, and outputs, that together constitute a business, did not exist in RG Copper at the time of acquisition. Therefore, the asset acquisition transaction was accounted for in accordance with guidance provided in IFRS 2 *Share-based Payment*. Accordingly, no goodwill was recorded with respect to the acquisition.

A summary of the fair values of the consideration and the assets acquired as at the June 27, 2023 acquisition date is as follows:

	\$
<b>Purchase price:</b>	
Common shares issued to RG Copper shareholders	2,760,000
Transaction costs	47,815
	<b>2,807,815</b>
<b>Purchase price allocation:</b>	
Cash	80,984
Exploration and evaluation assets (Note 8(d))	2,726,831
	<b>2,807,815</b>

**7. LOAN RECEIVABLE**

On December 14, 2023, the Company entered into a non-interest-bearing loan agreement (the "Loan Agreement") with Universal Copper Ltd. ("UNV") for a principal amount of \$150,000 (the "Principal Amount"), with a maturity date being the earlier of: (i) 10 days after the closing of the Company's acquisition of 100% of UNV (Note 15), or (ii) May 28, 2024. In addition, at any time following an occurrence of an event of default set forth in the Loan Agreement, the Company will have an option to convert all or part of the Principal Amount into common shares of UNV at a price of \$0.023 per share.

**VIZSLA COPPER CORP.****Notes to the Condensed Interim Consolidated Financial Statements****For the three and nine months ended January 31, 2024 and 2023**

(Unaudited - Expressed in Canadian dollars)

**8. EXPLORATION AND EVALUATION ASSETS**

A summary of the Company's exploration and evaluation assets is as follows:

	January 31, 2024	April 30, 2023
	\$	\$
Blueberry Project	7,949,296	7,937,875
Carruthers Pass Project	2,368,758	2,385,043
Woodjam Project	14,009,392	10,948,812
Megaton Project	772,774	639,717
Magalloy Project	500,837	380,766
Rand	8,999	8,817
Redgold Copper Gold Project	2,837,978	-
Copperview Project	243,415	-
Trailbreaker Project	36,215	-
	<b>28,727,664</b>	<b>22,301,030</b>

**a) Blueberry Project**

A summary of the Company's Blueberry Project exploration and evaluation asset is as follows:

	April 30, 2022	Additions	April 30, 2023	Additions	January 31, 2024
	\$	\$	\$	\$	\$
<b>Acquisition costs</b>					
Common shares issued	7,467,177	-	7,467,177	-	7,467,177
	7,467,177	-	7,467,177	-	7,467,177
<b>Exploration costs</b>					
Analysis	15,365	20,193	35,558	-	35,558
Camp costs	19,625	42,558	62,183	-	62,183
Equipment	13,800	-	13,800	-	13,800
Geophysical consulting	273,868	35,608	309,476	-	309,476
Project management	12,540	37,141	49,681	11,421	61,102
	335,198	135,500	470,698	11,421	482,119
	<b>7,802,375</b>	<b>135,500</b>	<b>7,937,875</b>	<b>11,421</b>	<b>7,949,296</b>

**b) Carruthers Pass Project**

On February 17, 2021, the Company entered into an option agreement with Cariboo Rose Resources Ltd. ("Cariboo Rose") to acquire 60% interest in the exploration and evaluation assets ("Carruthers Pass Project").

On November 23, 2021, the Company and Cariboo Rose announced the amendment of the option agreement dated February 17, 2021 to acquire a 60% interest in the project by complying with the following conditions:

Due date	Exploration expenditures	Cash payments	Share issuance
	\$	\$	\$
February 17, 2021 (completed)	-	20,000	-
February 17, 2022 (completed)	-	20,000	10,000
February 17, 2023 (completed)	400,000	40,000	35,000
February 17, 2024 <sup>(1)</sup>	600,000	75,000	40,000
February 17, 2025	1,000,000	110,000	75,000
February 17, 2026	1,000,000	135,000	90,000
	<b>3,000,000</b>	<b>400,000</b>	<b>250,000</b>

(1) The Company has not made the required payment and is presently evaluating the continuance of the Carruthers Pass Project.

**VIZSLA COPPER CORP.****Notes to the Condensed Interim Consolidated Financial Statements****For the three and nine months ended January 31, 2024 and 2023**

(Unaudited - Expressed in Canadian dollars)

**8. EXPLORATION AND EVALUATION ASSETS (continued)**

The number of Vizsla Copper shares issued are determined at a price equal to the ten-day volume weighted average trading price of the Vizsla Copper shares prior to issuance. On February 17, 2022, 13,605 shares were issued at the price of \$0.74 per share for a fair value of \$10,000. On February 17, 2023, the Company issued 145,834 common shares at a deemed value of \$0.24 per share for a fair value of \$35,000 (Note 11(b)).

A summary of the Company's Carruthers Pass Project exploration and evaluation asset is as follows:

	April 30, 2022	Additions	April 30, 2023	Additions (recoveries)	January 31, 2024
	\$	\$	\$	\$	\$
<b>Acquisition costs</b>					
Cash	51,620	41,128	92,748	-	<b>92,748</b>
Common shares issued	160,500	35,000	195,500	-	<b>195,500</b>
	212,120	76,128	288,248	-	<b>288,248</b>
<b>Exploration costs</b>					
Airborne geophysical survey	-	167,256	167,256	-	<b>167,256</b>
Analysis	-	72,383	72,383	-	<b>72,383</b>
Camp costs	1,660	365,215	366,875	(25,340) <sup>(1)</sup>	<b>341,535</b>
Drilling	-	1,051,953	1,051,953	(800) <sup>(2)</sup>	<b>1,051,153</b>
Equipment	-	24,437	24,437	932	<b>25,369</b>
Geophysical consulting	100,743	190,929	291,672	(2,498) <sup>(3)</sup>	<b>289,174</b>
Project management	2,165	120,054	122,219	11,421	<b>133,640</b>
	104,568	1,992,227	2,096,795	(16,285)	<b>2,080,510</b>
	316,688	2,068,355	2,385,043	(16,285)	<b>2,368,758</b>

(1) During the nine months ended January 31, 2024, the Company was reimbursed a previously paid security deposit.

(2) During the nine months ended January 31, 2024, the Company was reimbursed for the return of previously purchased drilling consumables.

(3) During the nine months ended January 31, 2024, the Company received a credit on account for previous payments.

**c) Woodjam Projects**

On December 13, 2022, the Company completed the previously announced Woodjam Arrangement to acquire all Woodjam's issued and outstanding shares. Woodjam is engaged in copper, gold and molybdenum exploration and development in central British Columbia. Pursuant to the Woodjam Arrangement, the Company acquired a 100% interest of four exploration projects consisting of the Woodjam Project, the Megaton Project, the Magalloy Project and the Rand Project (collectively the "Woodjam Projects").

A summary of the Company's Woodjam Projects exploration and evaluation assets is as follows:

	January 31, 2024	April 30, 2023
	\$	\$
Woodjam Project	<b>14,009,392</b>	10,948,812
Megaton Project	<b>772,774</b>	639,717
Magalloy Project	<b>500,837</b>	380,766
Rand Project	<b>8,999</b>	8,817
	<b>15,292,002</b>	11,978,112

**VIZSLA COPPER CORP.****Notes to the Condensed Interim Consolidated Financial Statements****For the three and nine months ended January 31, 2024 and 2023**

(Unaudited - Expressed in Canadian dollars)

**8. EXPLORATION AND EVALUATION ASSETS (continued)**Woodjam Project

Pursuant to the Woodjam Arrangement, the Company owns a 100% interest in the Woodjam Project, which is located in elephant country in the prolific Quesnel terrane in South-Central British Columbia.

On February 3, 2023, two additional claims totaling 1,069 hectares were acquired and added to the Woodjam Project. The claims were purchased from an arms-length vendor for 100,000 common shares of the Company at a fair value of \$0.275 per share for a total fair value of \$27,500 and are unencumbered by any royalties or other interests.

A summary of the Company's Woodjam Project exploration and evaluation asset is as follows:

	April 30, 2022	Additions	April 30, 2023	Additions	January 31, 2024
	\$	\$	\$	\$	\$
<b>Acquisition costs</b>					
Securities issued (Note 5)	-	10,344,910	10,344,910	-	<b>10,344,910</b>
Common shares issued	-	27,500	27,500	-	<b>27,500</b>
Cash	-	-	-	1,281	<b>1,281</b>
		10,372,410	10,372,410	1,281	<b>10,373,691</b>
<b>Exploration costs</b>					
Airborne geophysical survey	-	420,789	420,789	82,020	<b>502,809</b>
Drilling	-	-	-	1,848,427	<b>1,848,427</b>
Camp costs	-	-	-	249,887	<b>249,887</b>
Equipment	-	-	-	114,756	<b>114,756</b>
Geochemical surveying	-	-	-	103,981	<b>103,981</b>
Geophysical consulting	-	11,875	11,875	464,573	<b>476,448</b>
Project management	-	143,738	143,738	195,655	<b>339,393</b>
	-	576,402	576,402	3,059,299	<b>3,635,701</b>
	-	10,948,812	10,948,812	3,060,580	<b>14,009,392</b>

Megaton Project

Pursuant to the Woodjam Arrangement, the Company acquired a 100% interest in the Megaton Project, which is located in the northeast of the Southeast Zone and includes the Three Firs zone which was discovered in 2012. Under the arrangement assumed from Woodjam (the "Megaton Option Agreement"), the Company is to make cash payments to the vendors ("Megaton Vendors") totaling \$1,000,000 (\$150,000 paid), incur a minimum of \$2,081,728 in exploration expenditures by 2027 (\$846,894 completed), and reserve a 2% Net Smelter Returns royalty ("NSR") for the private vendors that may be reduced to 1% for a cash payment of \$1,000,000.

A summary of the Company's Megaton Project exploration and evaluation asset is as follows:

	April 30, 2022	Additions	April 30, 2023	Additions	January 31, 2024
	\$	\$	\$	\$	\$
<b>Acquisition costs</b>					
Securities issued (Note 5)	-	629,186	629,186	-	<b>629,186</b>
Common shares issued	-	-	-	67,500	<b>67,500</b>
Cash	-	-	-	65,008	<b>65,008</b>
	-	629,186	629,186	132,508	<b>761,694</b>
<b>Exploration costs</b>					
Airborne geophysical survey	-	10,531	10,531	-	<b>10,531</b>
Geophysical consulting	-	-	-	381	<b>381</b>
Project Management	-	-	-	168	<b>168</b>
	-	10,531	10,531	549	<b>11,080</b>
	-	639,717	639,717	133,057	<b>772,774</b>

**VIZSLA COPPER CORP.****Notes to the Condensed Interim Consolidated Financial Statements****For the three and nine months ended January 31, 2024 and 2023**

(Unaudited - Expressed in Canadian dollars)

**8. EXPLORATION AND EVALUATION ASSETS (continued)**

On April 30, 2023, the Company signed an amendment to the Megaton Option Agreement to include an additional 1,061 hectares of land contiguous with the Woodjam Project (the "Megaton Extension") and move the exploration commitment dates of May 6, 2026 and May 6, 2027 up by one year to May 6, 2025 and May 6, 2026, respectively. On June 2, 2023, as consideration for the Megaton Extension, the Company issued 300,000 common shares to the Megaton Vendors (Note 11(b)).

As a result of the amendment to the Megaton Option Agreement, the Company has the right to earn up to 100% ownership of the claims by complying with the following conditions:

<b>Due date</b>	<b>Exploration expenditures</b>	<b>Cash payments</b>	<b>Share issuance</b>
	\$	\$	#
May 6, 2013 (Completed)	-	40,000	-
May 6, 2014 (Completed)	250,000	50,000	-
May 6, 2018 (Completed)	206,957	-	450,000
May 6, 2023 (Completed)	124,771	60,000	-
May 6, 2024	-	100,000	-
May 6, 2025	500,000	250,000	-
May 6, 2026	1,000,000	250,000	-
May 6, 2027	-	250,000	-
	<b>2,081,728</b>	<b>1,000,000</b>	<b>450,000</b>

**Magalloy Project**

Pursuant to the Woodjam Arrangement, the Company acquired a 100% interest in the Magalloy Project, which is located within the boundaries of the Woodjam Project. Under the terms arrangement of the option agreement Woodjam signed for a 100% interest in the Magalloy Project, the Company is required to make cash payments to the vendors totaling \$300,000 over a four-year term (\$300,000 paid) and reserve a 1.5% NSR for the private vendors, which may be purchased outright for a cash payment of \$1,500,000. Subsequent amendments allowed the Company to reacquire 0.5% of the NSR for a cash payment of \$500,000.

A summary of the Company's Magalloy Project exploration and evaluation asset is as follows:

	<b>April 30, 2022</b>	<b>Additions</b>	<b>April 30, 2023</b>	<b>Additions</b>	<b>January 31, 2024</b>
	\$	\$	\$	\$	\$
<b>Acquisition costs</b>					
Securities issued (Note 5)	-	377,113	377,113	-	<b>377,113</b>
Cash	-	-	-	120,000	<b>120,000</b>
	-	377,113	377,113	120,000	<b>497,113</b>
<b>Exploration costs</b>					
Airborne geophysical survey	-	3,653	3,653	-	<b>3,653</b>
Geophysical consulting	-	-	-	7	<b>7</b>
Project Management	-	-	-	64	<b>64</b>
	-	3,653	3,653	71	<b>3,724</b>
	-	380,766	380,766	120,071	<b>500,837</b>

## 8. EXPLORATION AND EVALUATION ASSETS (continued)

### Rand Project

Pursuant to the Woodjam Arrangement, the Company owns a 51% interest in the Rand Project, which is located directly north of the Megaton Project within the boundaries of the Woodjam Project.

A summary of the Company's Rand Project exploration and evaluation asset is as follows:

	April 30, 2022	Additions	April 30, 2023	Additions	January 31, 2024
	\$	\$	\$	\$	\$
<b>Exploration costs</b>					
Airborne geophysical survey	-	8,817	8,817	-	<b>8,817</b>
Geophysical consulting	-	-	-	15	<b>15</b>
Project Management	-	-	-	167	<b>167</b>
	-	8,817	8,817	182	<b>8,999</b>

### **d) Redgold Project**

On June 27, 2023, the Company acquired the right to acquire up to 70% interest in the Redgold Project, by satisfying the conditions of the underlying agreement with the owners of the Redgold Project (the "Redgold Project Vendors"), with the acquisition of RG Copper (Note 6).

Under the arrangement assumed from RG Copper (the "Redgold Agreement"), the Company is required to issue an aggregate of \$900,000 worth of common shares of the Company.

With the RG Copper acquisition, the Company acquired an "Initial Option" with which it may acquire a 51% interest, and a "Second Option" following the completion of the Initial Option with which it may acquire a further 19% interest, for a total of a 70% interest in the Redgold Project. A summary of the Company's conditions to meet under the Initial Option is as follows:

Due date	Exploration expenditures	Cash payments	Share issuance	Share issuance
	\$	\$	\$	#
April 11, 2022 (completed)	-	50,000	-	-
July 1, 2023 (completed)	-	50,000	-	200,000
October 1, 2024	550,000	50,000	-	200,000
October 1, 2025	600,000	150,000	50,000	-
October 1, 2026	850,000	200,000	350,000	-
	<b>2,000,000</b>	<b>500,000</b>	<b>400,000</b>	<b>400,000</b>

A summary of the Company's conditions to meet under the Second Option is as follows:

Due date	Exploration expenditures	Cash payments	Share issuance	Share issuance
	\$	\$	\$	#
October 1, 2027	1,000,000	250,000	250,000	-
October 1, 2028	1,000,000	250,000	250,000	-
	<b>2,000,000</b>	<b>500,000</b>	<b>500,000</b>	-

**VIZSLA COPPER CORP.****Notes to the Condensed Interim Consolidated Financial Statements****For the three and nine months ended January 31, 2024 and 2023**

(Unaudited - Expressed in Canadian dollars)

**8. EXPLORATION AND EVALUATION ASSETS (continued)**

A summary of the Company's Redgold Project exploration and evaluation asset is as follows:

	April 30, 2023 and 2022	Additions	January 31, 2024
	\$	\$	\$
<b>Acquisition costs</b>			
Exploration and evaluation assets (Note 6)	-	2,726,831	<b>2,726,831</b>
Cash	-	50,000	<b>50,000</b>
Common shares issued	-	48,000	<b>48,000</b>
	-	2,824,831	<b>2,824,831</b>
<b>Exploration costs</b>			
Drilling	-	265	<b>265</b>
Geophysical consulting	-	182	<b>182</b>
Geophysical surveying	-	9,600	<b>9,600</b>
Project management	-	3,100	<b>3,100</b>
	-	13,147	<b>13,147</b>
	-	2,837,978	<b>2,837,978</b>

**e) Copperview Project**

On July 18, 2023, the Company acquired a 100% interest in 40 claims covering an area of 37,466 hectares situated in the Aspen Grove area of south-central British Columbia (the "Copperview Project").

The Company issued 600,000 common shares with a fair value of \$147,000 (the "Consideration Shares" - Note 11(b)) and paid \$5,000 cash as consideration for the Copperview Project, and an additional \$1,630 in transaction costs for the acquisition. The Copperview Project claims are subject to a 2% NSR. The Company may purchase one half of the NSR over the Copperview Project for a \$3,000,000 cash payment.

A summary of the Company's Copperview Project exploration and evaluation asset is as follows:

	April 30, 2023 and 2022	Additions	January 31, 2024
	\$	\$	\$
<b>Acquisition costs</b>			
Cash	-	6,630	<b>6,630</b>
Common shares issued	-	147,000	<b>147,000</b>
	-	153,630	<b>153,630</b>
<b>Exploration costs</b>			
Airborne geophysical survey	-	85,025	<b>85,025</b>
Analysis	-	660	<b>660</b>
Geophysical surveying	-	1,600	<b>1,600</b>
Project management	-	2,500	<b>2,500</b>
	-	89,785	<b>89,785</b>
	-	243,415	<b>243,415</b>

**f) Trailbreaker Project**

On June 22, 2023, the Company entered into an option agreement (the "Trailbreaker Option Agreement") with Trailbreaker Resources Ltd. ("Trailbreaker") to acquire a 100% interest in four claims from Trailbreaker's Eagle Lake Project which covers approximately 6,479 hectares contiguous to the Woodjam Project (the "Trailbreaker Project").

**VIZSLA COPPER CORP.****Notes to the Condensed Interim Consolidated Financial Statements****For the three and nine months ended January 31, 2024 and 2023**

(Unaudited - Expressed in Canadian dollars)

**8. EXPLORATION AND EVALUATION ASSETS (continued)**

As consideration the Company is required to issue 400,000 common shares over a three-year period. The Company has the right to accelerate the Trailbreaker Option Agreement any time after June 22, 2024 by issuing the remaining shares in advance of the due dates. The optioned claims will be subject to a 2% NSR. Trailbreaker and Teck Resources Limited will retain a 1% NSR each on three of the claims and Trailbreaker will retain a 2% NSR on the fourth claim. One-half of the 1% NSR may be bought from Trailbreaker for a cash payment of \$500,000. One-half of the 2% NSR may be bought from Trailbreaker for a cash payment of \$1,000,000.

A summary of the Company's common shares to be issued under the Trailbreaker Option Agreement is as follows:

<b>Due date</b>	<b>Share issuance #</b>
June 22, 2023 (completed)	150,000
June 22, 2024	50,000
June 22, 2025	75,000
June 22, 2026	125,000
	<b>400,000</b>

A summary of the Company's Trailbreaker Project exploration and evaluation asset is as follows:

	<b>April 30, 2023 and 2022</b>	<b>Additions</b>	<b>January 31, 2024</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>
<b>Acquisition costs</b>			
Cash	-	1,330	<b>1,330</b>
Common shares issued	-	33,750	<b>33,750</b>
	-	35,080	<b>35,080</b>
<b>Exploration costs</b>			
Geophysical consulting	-	435	<b>435</b>
Project management	-	700	<b>700</b>
	-	1,135	<b>1,135</b>
	-	36,215	<b>36,215</b>

**9. LOAN PAYABLE**

On April 30, 2022, the Company entered into a non-interest-bearing loan with Vizsla Silver for \$324,563. The loan is repayable on or before April 30, 2023 (the "Maturity Date"). On June 28, 2023 the loan was renegotiated, and the Maturity Date was extended to April 24, 2024. In addition, from June 28, 2023, the loan becomes interest bearing at Bank of Canada prime rate with the interest payable on the Maturity Date.

During the three and nine months ended January 31, 2024, the Company accrued \$5,889 and \$17,425, respectively (2023 - \$nil and \$nil, respectively) of interest expense on this loan recorded in the loan payable, at an average rate of 7.20%.

**10. FLOW-THROUGH PREMIUM LIABILITY**

Flow-through shares are issued at a premium, calculated as the difference between the price of a flow-through share and the price of a common share at that date, as tax deductions generated by the eligible expenditures are passed through to the shareholders of the flow-through shares once the eligible expenditures are incurred and renounced.

On December 13, 2022, in connection with the Woodjam Arrangement, the Company acquired \$246,766 flow-through premium liability as part of the Woodjam Arrangement (Note 5) with an associated expenditure requirement of \$792,540 by December 31, 2023. During the three and nine months ended January 31, 2024, the Company incurred \$nil and \$205,161, respectively of qualifying exploration expenditures related to the Woodjam Project. As a result, an amortization of flow-through premium liability of \$63,879 was recorded.

**VIZSLA COPPER CORP.****Notes to the Condensed Interim Consolidated Financial Statements****For the three and nine months ended January 31, 2024 and 2023**

(Unaudited - Expressed in Canadian dollars)

**10. FLOW-THROUGH PREMIUM LIABILITY (continued)**

On June 1, 2023, the Company issued 16,668,333 flow-through shares (the "FT Shares") at the price of \$0.24 per flow-through share for gross proceeds of \$4,000,400. The FT Shares were issued at a premium of \$0.02 per flow-through share. As a result, a flow-through premium liability of \$333,367 was recorded (Note 11(b)). The Company is obligated to spend \$4,000,400 by December 31, 2024, on eligible exploration expenditures. During the three and nine months ended January 31, 2024, the Company incurred \$711,204 and \$3,380,794, respectively of qualifying exploration expenditures. As a result, an amortization of flow-through premium liability of \$281,733 was recorded.

A summary of the Company's flow-through premium liability and remaining eligible expenditure obligation is as follows:

	<b>Flow-through funding and eligible expenditures</b>	<b>Flow-through premium liability</b>
	\$	\$
Balance, April 30, 2022	1,172,465	195,411
Woodjam assets acquisition (Note 5)	792,540	246,766
Eligible expenditures renounced	(1,759,844)	(378,298)
Balance, April 30, 2023	205,161	63,879
Flow-through funds raised	4,000,400	333,367
Eligible expenditures renounced	(3,585,955)	(345,612)
<b>Balance, January 31, 2024</b>	<b>619,606</b>	<b>51,634</b>

**11. SHARE CAPITAL****a) Authorized share capital**

The Company is authorized to issue an unlimited number of common shares without par value.

**b) Issued and outstanding**

During the nine months ended January 31, 2024, the following share issuances occurred:

- On June 1, 2023, the Company closed a brokered private placement for aggregate gross proceeds of \$6,002,400 by issuing 9,100,000 units (the "Units") at a price of \$0.22 per unit for gross proceeds of \$2,002,000 and 16,668,333 FT Shares at a price of \$0.24 per flow-through share for gross proceeds of \$4,000,400 (Note 10). Each Unit consists of one common share of the Company and one-half of one common share purchase warrant (each whole warrant a "Warrant"). Each Warrant is exercisable into one additional common share of the Company until June 1, 2025 at an exercise price of \$0.30 per share. The gross proceeds from the Units were allocated using the residual value method whereby the proceeds were allocated to the common shares based on the market value at the date of issuance and the remaining proceeds were allocated to the warrants and recognized in reserves. As the fair value of the common shares issued exceeded the remaining proceeds, there was no proceeds allocated to the warrants. The gross proceeds from the FT Shares were first allocated to the flow-through premium, calculated as the difference between the price of a flow-through share and the price of a common share at that date. As a result, \$333,367 was allocated to the flow-through premium and the remaining proceeds of \$3,667,033 was allocated to the common shares. Total share issuance costs were \$725,636 in connection with this private placement, which include \$514,357 of cash share issuance costs and \$211,279 related to 1,421,050 broker's warrants issued to agents, which were valued using the Black-Scholes option pricing model with a corresponding amount added to the reserves account in equity. Each broker's warrant entitles the holder to purchase one common share at an exercise price of \$0.22 per share until June 1, 2025.
- On June 2, 2023, pursuant to the Megaton Option Agreement, the Company issued 300,000 common shares at a fair value of \$0.225 per share for a total fair value of \$67,500 (Note 8(c)).
- On June 22, 2023, pursuant to the Trailbreaker Option Agreement, the Company issued 150,000 common shares at a fair value of \$0.22 per share, for an aggregate value of \$33,750 (Note 8(f)).
- On June 27, 2023, pursuant to the closing of the RG Copper Agreement, the Company issued 12,000,000 common shares to RG Copper shareholders at a fair value of \$0.23 per share, for an aggregate value of \$2,760,000 (Note 6).

**VIZSLA COPPER CORP.****Notes to the Condensed Interim Consolidated Financial Statements****For the three and nine months ended January 31, 2024 and 2023**

(Unaudited - Expressed in Canadian dollars)

---

**11. SHARE CAPITAL (continued)**

- On July 1, 2023, the Company issued 200,000 common shares at a fair value of \$0.24 per share for a total fair value of \$48,000 to the Redgold Project Vendors as per the Initial Options requirements of the Redgold Project option agreement (Note 8(d)).
- On July 18, 2023, the Company issued 600,000 common shares with a fair value of \$147,000 to acquire the Copperview Project (Note 8(e)).

During the year ended April 30, 2023, the following share issuances occurred:

- On December 13, 2022, pursuant to the closing of the Woodjam Arrangement, the Company issued 43,432,346 common shares to Woodjam at a fair value of approximately \$0.26 per share, for an aggregate value of \$11,400,991 (Note 5). In connection with the Woodjam Arrangement, the Company issued 1,302,970 common shares to finders at approximately \$0.26 per share for an aggregate value of \$342,030. The finder's shares are subject to a voluntary escrow arrangement (Note 11(c)).
- On January 10, 2023, the Company issued 61,441 common shares for gross proceeds of \$10,750 on the exercise of stock options. As a result, \$5,541 was reallocated from reserves to share capital.
- On February 3, 2023, the Company issued 100,000 common shares at a fair value of \$0.275 per share for a total fair value of \$27,500 as a consideration for two additional claims totaling 1,069 hectares in relation to the Woodjam Project (Note 8(c)).
- On February 17, 2023, the Company issued 145,834 common shares at a fair value of \$0.24 per share for a total fair value of \$35,000 to Cariboo Rose as per the second anniversary requirements of the Carruthers Pass option agreement dated February 17, 2021 (Note 8(b)).
- On April 19, 2023, the Company issued 215,044 common shares for gross proceeds of \$37,500 on the exercise of stock options. As a result, \$32,712 was reallocated from reserves to share capital.

**c) Escrowed Shares**

The Company has entered into escrow agreements and voluntary arrangements with its shareholders under which escrowed shares may only be transferred or assigned subject to regulatory consent as follows:

- On September 20, 2021, 2,632,284 common shares were deposited in escrow. Under the escrow agreement, 10% of the escrowed shares were released on September 20, 2021 and a further 15% of the escrowed shares are to be released every 6 months over a three-year period ending September 20, 2024.
- On December 13, 2022, in connection with the completion of the Woodjam Arrangement, the Company issued 1,302,970 finder's common shares which were deposited in escrow subject to a voluntary escrow arrangement. Under the voluntary escrow arrangement, escrowed shares are released over a three-year period ending December 13, 2025 as follows: 12.5% every six months over the first two years and thereafter 25% every six months over the final year.
- On July 18, 2023, in connection with the completion of the Copperview Purchase Agreement, the Company issued 600,000 common shares which were deposited in escrow subject to a voluntary escrow arrangement. Under the voluntary escrow arrangement, one third of the escrowed shares are released every four months over one year period ending July 18, 2024.

As at January 31, 2024, the remaining balance of Consideration Shares held in escrow is 2,166,913.

**d) Warrants**

During the nine months ended January 31, 2024, the Company completed the following transaction:

- On June 1, 2023, in connection with the brokered private placement unit issuance, 4,550,000 warrants were issued. As the fair value of the common shares issued exceeded the cash proceeds, there was \$nil residual value allocated to the warrants. Each share purchase warrant entitles the holder thereof to purchase one common share of the Company at an exercise price of \$0.30 until June 1, 2025. In connection with the brokered private placement, 1,421,050 broker warrants were issued. Each broker warrant entitles the holder thereof to purchase one common share of the Company at an exercise price of \$0.22 until June 1, 2025. The total fair value of the agent warrants issued was \$211,279.

**VIZSLA COPPER CORP.**  
**Notes to the Condensed Interim Consolidated Financial Statements**  
**For the three and nine months ended January 31, 2024 and 2023**  
(Unaudited - Expressed in Canadian dollars)

**11. SHARE CAPITAL (continued)**

During the year ended April 30, 2023, the Company completed the following transaction:

- On December 13, 2022, in connection with the Woodjam Arrangement, all warrants of Woodjam became exercisable to acquire common shares of the Company, in amounts and at exercise prices adjusted in accordance with the terms of the Woodjam Arrangement. As a result, 3,072,061 warrants, each exercisable into one Vizsla Copper share, were granted at an exercise price of \$0.65 per share and expire on April 14, 2024. On December 15, 2023, the Company amended the terms of these warrants by changing the exercise price to \$0.35 per share and expiry date to April 14, 2025 as approved by the TSX-V.

A summary of the Company's warrant activity is as follows:

	<b>Number of warrants</b>	<b>Weighted average exercise price <sup>(1)</sup></b>
	<b>#</b>	<b>\$</b>
Balance, April 30, 2022	145,131	0.88
Issued	3,072,061	0.65
Expired	(145,131)	0.88
Balance, April 30, 2023	3,072,061	0.65
Issued	5,971,050	0.28
<b>Balance, January 31, 2024</b>	<b>9,043,111</b>	<b>0.30</b>

(1) The weighted average exercise price as at January 31, 2024 has been adjusted to \$0.30 to reflect the amendment to the terms of the warrants on December 15, 2023.

A summary of the Company's outstanding warrants as at January 31, 2024 is as follows:

<b>Date of expiry</b>	<b>Weighted average exercise price</b>	<b>Number of warrants</b>	<b>Weighted average remaining life</b>
	<b>\$</b>	<b>#</b>	<b>Years</b>
April 14, 2025	0.35	3,072,061	1.20
June 1, 2025	0.22	1,421,050	1.33
June 1, 2025	0.30	4,550,000	1.33
	<b>0.30</b>	<b>9,043,111</b>	<b>1.29</b>

A summary of the Company's inputs used in the Black-Scholes option pricing model for warrants granted on June 1, 2023 is as follows:

Share price	\$0.22
Exercise price	\$0.28
Expected life	2 years
Expected volatility	135.47%
Risk-free rate	4.20%
Expected annual dividend yield	0.00%

A summary of the Company's inputs used in the Black-Scholes option pricing model for warrants granted on December 13, 2022 is as follows:

Share price	\$0.26
Exercise price	\$0.65
Expected life	1.34 years
Expected volatility	122.89%
Risk-free rate	3.74%
Expected annual dividend yield	0.00%

**VIZSLA COPPER CORP.****Notes to the Condensed Interim Consolidated Financial Statements****For the three and nine months ended January 31, 2024 and 2023**

(Unaudited - Expressed in Canadian dollars)

**11. SHARE CAPITAL (continued)****e) Stock options**

The Company has a rolling stock option plan ("the Plan") whereby a maximum of 10% of the issued common shares will be reserved for issuance under the Plan. Options granted under the Plan vest immediately or over a period at the discretion of the Board of Directors.

Under the Plan, the number of shares reserved for issuance to any optionee will not exceed 5% of the then issued and outstanding shares unless the Company has obtained disinterested shareholder approval. The options are non-assignable and non-transferable and will be exercisable up to 10 years from the date of grant. The exercise price of an option will be set by the Board of Directors.

During the nine months ended January 31, 2024, the Company completed the following transaction:

- On July 5, 2023, the Company granted 3,200,000 stock options to certain directors, officers, employees and consultants of the Company. The stock options are exercisable until July 5, 2028 at an exercise price of \$0.24 per stock option, and vest in five equal semi-annual installments commencing on July 5, 2023.
- On July 5, 2023, the Company granted 400,000 stock options to certain employees and consultants of the Company. The stock options are exercisable until October 3, 2024 at an exercise price of \$0.24 per stock option, and vest in four equal quarterly installments commencing on October 5, 2023.

During the year ended April 30, 2023, the Company completed the following transactions:

- On December 13, 2022, in connection with the Woodjam Arrangement, all outstanding stock options of Woodjam were exchanged for replacement options of the Company. As a result, 2,826,296 stock options with exercise prices ranging from \$0.16 to \$0.49 were granted. The terms range from 0.05 to 3.76 years and were all vested on the grant date.
- On January 11, 2023, the Company granted 1,825,000 stock options to certain directors, officers, employees and consultants of the Company. The options are exercisable at a price of \$0.27 per share, have a term of five years, and will vest over a period of 24 months.

A summary of the Company's stock option activity is as follows:

	Number of options	Weighted average exercise price
	#	\$
Balance, April 30, 2022	2,062,857	0.88
Granted	4,651,296	0.29
Exercised	(276,485)	0.17
Balance, April 30, 2023	6,437,668	0.48
Granted	3,600,000	0.24
Cancelled	(88,286)	0.49
Forfeited	(156,000)	0.25
Expired	(1,612,832)	0.33
<b>Balance, January 31, 2024</b>	<b>8,180,550</b>	<b>0.41</b>

**VIZSLA COPPER CORP.****Notes to the Condensed Interim Consolidated Financial Statements****For the three and nine months ended January 31, 2024 and 2023**

(Unaudited - Expressed in Canadian dollars)

**11. SHARE CAPITAL (continued)**

A summary of the Company's stock options outstanding and exercisable as at January 31, 2024 is as follows:

<b>Expiry date</b>	<b>Weighted average exercise price</b>	<b>Options outstanding</b>	<b>Options exercisable</b>	<b>Weighted average remaining life</b>
	\$	#	#	Years
October 3, 2024	0.24	400,000	200,000	0.68
December 9, 2024	0.16	92,162	92,162	0.86
December 24, 2024	0.16	61,441	61,441	0.90
April 27, 2026	0.16	230,405	230,405	2.24
August 29, 2026	0.21	61,441	61,441	2.58
September 15, 2026	0.41	491,530	491,530	2.63
October 21, 2026	0.88	2,028,571	2,028,571	2.73
January 11, 2028	0.27	1,765,000	1,059,000	3.95
July 5, 2028	0.24	3,050,000	1,220,000	4.43
	<b>0.41</b>	<b>8,180,550</b>	<b>5,444,550</b>	<b>3.47</b>

During the three and nine months ended January 31, 2024, the Company incurred share-based payments of \$159,331 and \$695,227, respectively (2023 - \$221,400 and \$564,652, respectively) in connection with the vesting of stock options.

A summary of the Company's inputs used in the Black-Scholes option pricing model for stock options granted on the acquisition date of December 13, 2022 is as follows:

Share price	\$0.26
Exercise price	\$0.30
Expected life	1.34 years
Expected volatility	122.89%
Risk-free rate	3.74%
Expected annual dividend yield	0.00%

A summary of the Company's inputs used in the Black-Scholes option pricing model for stock options granted on January 11, 2023 is as follows:

Share price	\$0.29
Exercise price	\$0.27
Expected life	5 years
Expected volatility	122.89%
Risk-free rate	3.13%
Expected annual dividend yield	0.00%

A summary of the Company's inputs used in the Black-Scholes option pricing model for stock options granted on July 5, 2023 is as follows:

Share price	\$0.22
Exercise price	\$0.24
Expected life	5 years
Expected volatility	140.74%
Risk-free rate	3.82%
Expected annual dividend yield	0.00%

**VIZSLA COPPER CORP.****Notes to the Condensed Interim Consolidated Financial Statements****For the three and nine months ended January 31, 2024 and 2023**

(Unaudited - Expressed in Canadian dollars)

**12. RELATED PARTY TRANSACTIONS**

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

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

	Three months ended January 31,		Nine months ended January 31,	
	2024	2023	2024	2023
	\$	\$	\$	\$
Consulting fees	170,000	108,750	450,000	326,250
Director fees	21,644	21,633	64,933	65,211
Salaries and wages	84,206	64,198	209,206	189,198
Share-based payments	91,482	127,505	390,646	323,139
	367,332	322,086	1,114,785	903,798

As at January 31, 2024, the Company had \$58,621 due to related parties (April 30, 2023 - \$13,781) in accounts payable and accrued liabilities. The amounts are unsecured, due on demand, and are non-interest bearing.

**13. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT**

As at January 31, 2024 and April 30, 2023, the financial instruments were comprised of cash, loan receivable, accounts payable and accrued liabilities, and loan payable are classified and measured at amortized cost. The carrying value of cash, loan receivable, accounts payable and accrued liabilities 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:

**a) Credit risk**

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to fulfil its contractual obligations. The Company's credit risk relates primarily to cash and loan receivable. The Company minimizes its credit risk related to cash by placing cash with major financial institutions. The Company considers the credit risk related to cash to be minimal. The Company considers the credit risk related to loan receivable to be minimal due to the debtor's stable financial position.

**b) Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due. The company's is exposed to liquidity risk through accounts payable and accrued liabilities and loan payable. To mitigate this risk, the Company has a planning and budgeting process in place to determine the funds required to support its ongoing operations and capital expenditures. The Company endeavors to ensure that sufficient funds are raised from equity offerings or debt financing to meet its operating requirements, after taking into account existing cash and expected exercise of stock options and share purchase warrants. The Company's cash is held in business accounts, which are available on demand for the Company's programs. Refer to Note 1 with respect to going concern matters. As at January 31, 2024, the Company had working capital of \$286,510 (April 30, 2023 - \$510,510).

**c) Market risk**

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and foreign exchange rates. As at January 31, 2024, the Company had a loan payable with carrying amount of \$341,988 that has floating interest rate and therefore, the Company is exposed to interest rate risk. The sensitivity of the Company's profit or loss to changes in the interest rate would be as follows: a 1% change in the interest rate would change the Company's profit or loss by approximately \$2,454. The Company does not have any financial assets subject to changes in exchange rates. As a result, the Company does not expect exchange rates to impose any impact to the Company.

**VIZSLA COPPER CORP.****Notes to the Condensed Interim Consolidated Financial Statements****For the three and nine months ended January 31, 2024 and 2023**

(Unaudited - Expressed in Canadian dollars)

---

**14. CAPITAL MANAGEMENT**

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders, and to bring its mineral properties to commercial production.

Historically, the Company has depended on external financing to fund its activities. As at January 31, 2024, the capital structure of the Company currently consists of shareholders' equity, which was \$27,897,176 (April 30, 2023 - \$21,694,542). The Company manages its capital structure and makes adjustments for changes in economic conditions and the risk characteristics of the underlying assets, being mineral properties.

In order to maintain or adjust its capital structure, the Company may issue new shares through equity offerings or sell assets to fund operations. Management reviews the Company's capital management approach on a regular basis. The Company is not subject to externally imposed capital requirements.

There have not been changes to the Company's capital management policy during the three and nine months ended January 31, 2024.

**15. SUBSEQUENT EVENTS**

On February 13, 2024, the Company announced a definitive agreement (the "Arrangement Agreement") to acquire 100% of the issued and outstanding common shares of Universal Copper Ltd. ("UNV") in exchange for the common shares of the Company. Pursuant to the agreement, the Company plans to issue an aggregate of approximately 32,659,742 common shares of the Company to current UNV shareholders. Upon completion of the agreement, current UNV shareholders will own approximately 23.30% of the issued and outstanding common shares of the Company.

On February 21, 2024, the Company issued 200,000 common shares in connection with an asset purchase agreement (the "Purchase Agreement"), dated December 28, 2023, with arm's length vendors (the "Stope Baby Vendors") to acquire 100% interest in two mineral claims (the "Stope Baby Claims"). Pursuant to the Purchase Agreement, the Company granted a transferable 2% NSR on the Stope Baby Claims to the Stope Baby Vendors, which may be reduced to 1% for a cash payment of \$1,000,000.

In addition, pursuant to a purchase agreement entered into with arm's length vendor (the "Copper Pit Vendor"), the Company has agreed to purchase two mineral claims totalling 60 hectares from the Copper Pit Vendor, free and clear of any encumbrances, in exchange for 100,000 common shares of the Company (the "Consideration Shares"). The Consideration Shares will be subject to a four-month hold period pursuant to applicable Canadian securities laws, after which 25% of the Consideration Shares will become free trading. In addition, the Copper Pit Vendor has agreed to voluntary resale restrictions whereby an additional 25% of the Consideration Shares will become free trading every four months thereafter. The acquisition is subject to standard closing conditions, including the approval of TSX-V and should close in the coming weeks.

On March 5, 2024, the Company announced a non-brokered private placement (the "Offering") for aggregate gross proceeds of \$1,500,000. On March 18, 2024, the Company announced that the size of the Offering increased to \$2,500,000. In connection with the private placement, the Company plans to issue 38,461,538 units at a price of \$0.065 per unit. The Offering is subject to customary closing conditions, including the Company's receipt of TSX-V approval. Each unit consists of one common share and one common share purchase warrant. Each common share purchase warrant is exercisable into one additional common share for 36 months from the closing date at an exercise price of \$0.12 per common share.