CORPORATE GOVERNANCE & NOMINATING COMMITTEE CHARTER

September 2026

ARTICLE 1
PURPOSE

1.1 The Corporate Governance and Nominating Committee (the "**Committee**") is appointed by and reports to the Board of Directors (the "**Board**") of Vizsla Silver Corp. (the "**Company**") and shall assist the Board in fulfilling its corporate governance responsibilities. The overall purpose of the Committee is (i) to oversee the development framework of rules and practices for the Company's approach to matters of corporate governance, (ii) assess the directors on an on-going basis, and (iii) to identify and propose new qualified nominees to the Board and to review and make recommendations to the Board as to all such matters.

1.2 The Committee and its membership shall to the best of its ability, knowledge and acting reasonably, meet all applicable legal, regulatory and listing requirements, including, without limitation, those of any stock exchange on which the Company' securities are listed and all applicable securities regulatory authorities.

ARTICLE 2
COMPOSITION, PROCEDURE, AND ORGANIZATION

2.1 The Committee shall consist of at least three members of the Board (each a "**Committee Member**" or "**Member**"). Each Committee Member shall be an "independent director" as determined in accordance with applicable legal requirements, including the requirements of the National Instrument 52-110[1] of the Canadian Securities Administrators ("**NI 52-110**") and NYSE American LLC Company Guide, as such rules are revised, updated or replaced from time to time.

2.2 The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.

2.3 Unless the Board has appointed a Chair of the Committee, the members of the Committee shall elect a Chair of the Committee by majority vote of the full membership of the Committee.

2.4 The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.

2.5 Meetings of the Committee shall be conducted as follows:

(a) The Committee shall meet as frequently as required, but at least four times a year and at such times and at such locations as maybe requested by the Chair of the Committee.

[1] The National Instrument 52-110 may be accessed here.

(b) The Committee is governed by the rules regarding meetings (including virtual meetings), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board;

(c) The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the incorporating documents of the Company, or (c) applicable law;

(d) In the absence of the Committee Chair from any meeting, the Members shall elect a Chair from those in attendance to act as Chair of that meeting;

(e) At all meetings of the Committee, every question shall be decided by a majority of the votes cast. In case of an equality of votes, the matter will be referred to the Board for decision. Any decision or determination of the Committee reduced to writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held. The Committee may form and delegate authority to subcommittees when and where appropriate;

(f) The Committee Chair shall appoint a secretary for each meeting of the Committee and shall maintain minutes of all meetings and record the deliberations of the Committee. This role is normally filled by the Secretary of the Company; and

(g) Following the meetings of the Committee, the Committee Chair shall report to the Board on matters related to the Committee's functions and responsibilities.

2.6 The Committee will conduct and review with the Board annually an evaluation of the Committee's performance with respect to the requirements of this Charter. The Committee shall also review the adequacy of this Charter on an annual basis and recommend any proposed amendments to the Board for approval. This evaluation should also set forth the goals and objectives of the Committee for the upcoming year. The Committee may conduct this performance evaluation in such manner as the Committee, in its business judgment, deems appropriate.

ARTICLE 3
ROLES AND RESPONSIBILITIES

3.1 The duties and responsibilities of the Committee as they relate to corporate governance shall be as follows:

(a) annually review the charters of the Board of Directors and its committees and make recommendations to the Board for any amendments that the Committee proposes;

(b) ensure that the responsibilities of the Board are well understood by both the Board and management;

(c) provide leadership and adopt any procedures to enable the Board to conduct its work effectively and efficiently;

(d) evaluating the Company's securities reporting and trading compliance procedures and policies and approving any material changes to such procedures and policies;

(e) reviewing and making recommendations to the Board on the independence of directors and nominees;

(f) recommending corporate governance policies and the Company's approach to governance issues, including its corporate governance guidelines;

(g) reviewing and recommending to the Board, annually, disclosure respecting the Company's corporate governance practices to be included in annual report, management information circular or annual information form, which disclosure shall address the corporate governance disclosure requirements of the Canadian Securities Administrators and applicable rules of the U.S. Securities and Exchange Commission.

(h) reviewing the Company's Articles and recommending any changes to the Board; and

(i) reviewing the minimum shareholding requirements for directors and the disclosure of the shareholdings of individual directors.

3.2 The duties and responsibilities of the Committee as they relate to nominating directors shall be as follows:

(a) determine the competencies and skills they consider to be necessary for the Board, as a whole, to possess. In doing so, the Board should recognize that the particular competencies and skills required for the Company may not be the same as those required for another;

(b) evaluate the competencies and skills of each director of the Company. The Board should note that it is unlikely that any one director of the Company will have all the competencies and skills required by the Board. Instead, the Board should consider the Board as a group, with each individual making his or her own contribution. The Board should also consider the personality and other qualities of each director of the Company, as these may ultimately shape the boardroom dynamic;

(c) consider the appropriate size of the board, with a view to facilitating decision making;

(d) ensure that diversity is kept in mind when considering the Board's overall makeup;

(e) approving an appropriate orientation and education program for new recruits to the Board of Directors and reviewing continuing education opportunities and participation by directors.

3.3 The Committee is also charged with the duties and responsibilities, as follows:

(a) developing and recommending to the Board for approval succession plans for the Chief Executive Officer and certain other senior management positions;

(b) overseeing the self-evaluation of the Board and each of its committees; and

(c) performing any other activities consistent with this Charter and governing law, as the Committee or the Board deems necessary or appropriate.

3.4 The duties and responsibilities of the Committee Chair shall be as follows:

The fundamental responsibility of the Committee Chair is to be responsible for the management and effective performance of the Committee and provide leadership to the Committee in fulfilling its mandate and any other matters delegated to it by the Board. To that end, the Committee Chair's responsibilities include:

(a) working with the Chairman of the Board and the Secretary to establish the frequency of Committee meetings and the agendas for meetings;

(b) providing leadership to the Committee and presiding over Committee meetings;

(c) facilitating the flow of information to and from the Committee and fostering an environment in which Committee members may ask questions and express their viewpoints;

(d) reporting to the Board with respect to the significant activities of the Committee and any recommendations of the Committee;

(e) leading the Committee in annually reviewing and assessing the adequacy of its mandate and evaluating its effectiveness in fulfilling its mandate; and

(f) taking such other steps as are reasonably required to ensure that the Committee carries out its mandate.

3.5 Without limiting the generality of anything in this Charter, the Committee has the authority:

(a) to engage independent counsel, third-party search firms, and other advisors as it determines necessary to carry out its duties; and

(b) to set and pay the compensation for any advisors employed by the Committee.

ARTICLE 4
EFFECTIVE DATE

4.1 This Charter was adopted by the Board on April 29, 2022.

4.2 This Charter was amended by the Board on March 12, 2025.

4.3 This Charter was further amended by the Board on September 3, 2026.