



**ENVIRONMENTAL & SOCIAL
RESPONSIBILITY COMMITTEE
CHARTER**

December 2023

ARTICLE 1 PURPOSE

1.1 The Environmental & Social Responsibility Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Vizsla Silver Corp. (the “**Company**”) shall assist the Board in fulfilling its environmental, social and governance (“**ESG**”) responsibilities.

1.2 The overall purpose of the Committee is (i) to ensure that management implements and maintains an appropriate ESG compliance program and (ii) model appropriate ESG behaviors and foster a culture of ethics, transparency and honest.

ARTICLE 2 COMPOSITION, PROCEDURE, AND ORGANIZATION

2.1 The Committee shall consist of five members (each a “**Committee Member**” or “**Member**”). Two of the members must be from the Board, preferably from the Corporate Governance and Nominating Committee, and the remaining Members must be filled by executive officers and/or senior levels of management as designated by the Chief Executive Officer.

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, present in person or by telephone, video conference or another telecommunication device that permits all persons participating in the meeting to speak and to hear each other.

2.5 The Committee shall meet at least quarterly and at such times and at such locations as maybe requested by the chair of the Committee.

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. 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 shall be as follows:

- (a) develop and implement ESG policies and guidelines for the Company and its subsidiaries (collectively the “**Organization**”) while ensuring that any changes or additions to corporate policies are recommended to the Corporate Governance & Nominating Committee for approval;
- (b) identify and assess ESG related risks and opportunities that can impact the business;
- (c) recommend and set specific measurable ESG goals and targets for the Organization;
- (d) oversee the collection, analysis; and reporting of ESG related data and metrics to internal and external stakeholders;
- (e) regularly monitor and evaluate the Organization's performance in achieving its ESG goals and targets;
- (f) provide clear and transparent communication to the board of directors about the company's ESG efforts, performance, and any emerging issues or trends;
- (g) model appropriate ESG behaviour and foster a culture of ethics, transparency, and honesty; and
- (h) reviewing and recommending to the Board, annually, disclosure respecting the Company’s ESG practices to be included in annual report, management information circular or annual information form, which disclosure shall address the ESG requirements of the Canadian Securities Administrators and the Corporate Governance Rules of the U.S. Securities Exchange Act of 1934, as such rules are revised, updated or replaced from time to time.

3.2 The duties and responsibilities of Executive Officers and Senior Management shall be as follows:

- (a) ensure that the Organization devises, implements, monitors, and continuously improves an effective ESG compliance program, supported by risk assessments, policies, and procedures, adequate internal controls over books and records; training; guidance, detection, investigation, and reporting mechanisms; controls over intermediaries, business partners, and related entities; project-specific due diligence; and appropriate monitoring and continuous improvement;
- (b) model appropriate ESG behaviour and foster a culture of ethics, transparency, and honesty; and
- (c) ensure that ESG compliance permeates the Organization.

3.3 The duties and responsibilities of Department Heads and Managers shall be as follows:

- (a) effect and monitor the ESG compliance within their teams, that includes ensuring that direct reports read, understand, and adheres to policies and procedures; guiding team members; and monitoring and supervising to identify ESG violations and exemplary behaviours and taking action in response to the same;
- (b) work collaboratively with Company leadership to develop and improve the ESG program; and
- (c) modeling appropriate ESG behaviours.

3.4 The duties and responsibilities of employees shall be as follows:

- (a) comply with ESG policies and principles;
- (b) choose a course of action that is consistent with ESG principles in the absence of a specific policy or guidance on a matter;
- (c) seek guidance from their manager to clarify ESG issues; and
- (d) report instances of ESG violations suspected or identified.

3.5 Without limiting the generality of anything in this Charter, the Committee has the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties.

ARTICLE 4 EFFECTIVE DATE

4.1 This Charter was adopted by the Board on December 15, 2023.