

VIZSLA COPPER CLOSES NON-BROKERED PRIVATE PLACEMENT FOR GROSS PROCEEDS OF C\$5.6 MILLION AND AMENDED ITS MEGATON OPTION AGREEMENT

/NOT FOR DISTRIBUTION TO U.S. NEWS WIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES/

VANCOUVER, BC, May 26, 2025 /CNW/ - Vizsla Copper Corp. (TSXV: VCU) (OTCQB: VCUFF) ("**Vizsla Copper**" or the "**Company**") is pleased to announce that, further to its news releases dated April 15, 2025, April 17, 2025 and May 16, 2025, it has closed the final tranche in its non-brokered private placement (the "**Offering**") for additional gross proceeds of C\$1,764,997.50. The total Offering raised aggregate gross proceeds of C\$5,565,717.45.

In the final tranche, a further 33,920,000 units of the Company (the "**HD Units**") were issued at a price of C\$0.05 per HD Unit for gross proceeds of C\$1,696,000. Each HD Unit consists of one common share of the Company (each, a "**Unit Share**") and one common share purchase warrant (a "**Warrant**").

In the final tranche, a total of 1,254,500 flow-through units of the Company (the "**FT Units**", and together with the HD Units, the "**Offered Units**") were issued at a price of C\$0.055 per FT Unit for gross proceeds of C\$68,997.50. Each FT Unit consists of one common share of the Company to be issued as a "flow-through share" within the meaning of the *Income Tax Act* (Canada) (each, a "**FT Share**") and one-half of one Warrant.

Each whole Warrant shall entitle the holder to purchase one common share of the Company at a price of C\$0.09 at any time on or before that date which is May 26, 2027.

The Company intends to use the net proceeds from the sale of HD Units for working capital and general corporate purposes. The gross proceeds from the sale of the FT Units will be used by the Company to incur eligible "Canadian exploration expenses" that will qualify as "flow-through mining expenditures" as such terms are defined in the *Income Tax Act* (Canada) (the "**Qualifying Expenditures**") related to the Company's projects in British Columbia, Canada. All Qualifying Expenditures will be renounced in favour of the subscribers of the FT Units effective December 31, 2025.

In connection with the final tranche of the Offering, the Company paid finders fees of \$4,140 cash and issued 78,000 finders warrants of the Company (the "**Finders Warrants**") to eligible arm's length finders. Each Finders Warrant entitles the finder to purchase one common share of the Company (a "**Finder Warrant Share**") at a price of \$0.09 per Finder Warrant Share until May 26, 2027.

The securities issued in connection with the Offering are subject to a four-month and one-day hold period under applicable Canadian securities laws. Closing of the Offering is subject to final approval of the TSX Venture Exchange.

In the final tranche, Directors and officers of the Company subscribed for an aggregate of 11,574,500 Offered Units for gross proceeds of \$580,997.50 under the Offering. Participation by insiders of the Company in the Offering constitutes a related-party transaction as defined under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The issuance of securities is exempt from the formal valuation requirements of Section 5.4 of MI 61-101 pursuant to Subsection 5.5(b) of MI 61-101 as the common shares of the Company are listed on the TSX-V. The issuance of securities is also exempt from the minority approval requirements of Section 5.6 of MI 61-101 pursuant to Subsection 5.7(1)(b) of MI 61-101 as the fair market value was less than \$2,500,000.

The securities described herein have not been, and will not be, registered under the U.S. Securities Act, as amended, or any state securities laws, and accordingly, may not be offered or sold within the United States or the US persons except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities requirements or pursuant to exemptions therefrom. This press release does not constitute an offer to sell or a solicitation to buy any securities in any jurisdiction.

UPDATED TERMS TO MEGATON OPTION AGREEMENT

The Company further announces that it has amended the terms of the Megaton option agreement dated May 6, 2013, as amended, (the "**Option Agreement**") with respect to its right to acquire a 100% interest in the Megaton Property (the "**Amending Agreement**").

Under the new amended terms, and subject to TSX Venture Exchange approval, Vizsla Copper will issue 4,200,000 common shares to the optionors in lieu of making a cash payment of \$250,000. Vizsla Copper has the right to earn up to 100% ownership of the claims by satisfying the payments outlined in Table 1.

Table 1 – Amended Schedule for Megaton Option Agreement

	Exploration Commitments	Shares	Milestone Date
C\$40,000	Nil	Nil	Satisfied
C\$50,000	C\$250,000	Nil	Satisfied
Nil	C\$206,957	450,000	Satisfied
C\$60,000	C\$124,771	Nil	Satisfied
C\$100,000	Nil	Nil	Satisfied
Nil	C\$500,000	4,200,000	Satisfied
C\$250,000	C\$1,000,000	Nil	May 6, 2026
C\$250,000	Nil	Nil	May 6, 2027

All common shares issued in connection with the Amending Agreement will be subject to a hold period expiring four months plus one day from the date of issuance. In addition, 3,1500,000 common shares issued in connection with the Amending Agreement will have an additional hold period expiring eight month from the date of issuance.

ABOUT VIZSLA COPPER

Vizsla Copper is a Cu-Au-Mo focused mineral exploration and development company headquartered in Vancouver, Canada. The Company is primarily focused on its flagship Woodjam project, located within the prolific Quesnel Terrane, 55 kilometers east of the community of Williams Lake, British Columbia. It has three additional copper properties: Poplar, Copperview, and Redgold, all well situated amongst significant infrastructure in British Columbia. The Company's growth strategy is focused on the exploration and development of its copper properties within its portfolio in addition to value accretive acquisitions. Vizsla Copper's vision is to be a responsible copper explorer and developer in the stable mining jurisdiction of British Columbia, Canada and it is committed to socially responsible exploration and development, working safely, ethically and with integrity.

Vizsla Copper is a spin-out of Vizsla Silver Corp. and is backed by Inventa Capital Corp., a premier

investment group founded in 2017 with the goal of discovering and funding opportunities in the resource sector. Additional information about the Company is available on SEDAR+ (www.sedarplus.ca) and the Company's website (www.vizslacopper.com).

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

FORWARD-LOOKING STATEMENTS

The information contained herein contains "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995 and "forward-looking information" within the meaning of applicable Canadian securities legislation. "Forward-looking information" includes, but is not limited to, statements with respect to the activities, events or developments that the Company expects or anticipates will or may occur in the future, including, without limitation, planned exploration activities. Generally, but not always, forward-looking information and statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or the negative connotation thereof or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved" or the negative connotation thereof. Forward-looking statements in this news release include, among others, statements relating to: obtaining the required regulatory approvals for the Offering; the expected Closing Date; completion of the Offering; the intended use of proceeds of the Offering; the Company's growth and business strategies; and the exploration and development of the Company's properties.

Such forward-looking information and statements are based on numerous assumptions, including among others, that the results of planned exploration activities are as anticipated, the anticipated cost of planned exploration activities, that general business and economic conditions will not change in a material adverse manner, that financing will be available if and when needed and on reasonable terms, that third party contractors, equipment and supplies and governmental and other approvals required to conduct the Company's planned exploration activities will be available on reasonable terms and in a timely manner. Although the assumptions made by the Company in providing forward-looking information or making forward-looking statements are considered reasonable by management at the time, there can be no assurance that such assumptions will prove to be accurate.

Forward-looking information and statements also involve known and unknown risks and uncertainties and other factors, which may cause actual events or results in future periods to differ materially from any projections of future events or results expressed or implied by such forward-looking information or statements, including, among others: negative operating cash flow and dependence on third party financing, uncertainty of additional financing, no known mineral reserves or resources, the limited operating history of the Company, the influence of a large shareholder, aboriginal title and consultation issues, reliance on key management and other personnel, actual results of exploration activities being different than anticipated, changes in exploration programs based upon results, availability of third party contractors, availability of equipment and supplies, failure of equipment to operate as anticipated; accidents, effects of weather and other natural phenomena and other risks associated with the mineral exploration industry, environmental risks, changes in laws and regulations, community relations and delays in obtaining governmental or other approvals.

Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in the forward-looking information or implied by forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking information and statements will prove to be accurate, as actual results and future events could differ materially from those anticipated,

estimated or intended. Accordingly, readers should not place undue reliance on forward-looking statements or information. The Company undertakes no obligation to update or reissue forward-looking information as a result of new information or events except as required by applicable securities laws.

SOURCE Vizsla Copper Corp.

 View original content to download multimedia:

<http://www.newswire.ca/en/releases/archive/May2025/26/c8790.html>

%SEDAR: 00053112E

For further information: CONTACT INFORMATION: For more information and to sign-up to the mailing list, please contact: Craig Parry, Chief Executive Officer and Chairman, Tel: (604) 364-2215 | Email: info@vizslacopper.com

CO: Vizsla Copper Corp.

CNW 15:28e 26-MAY-25