

TAX INSTRUCTION LETTER

September 14, 2026

TO: Former holders of common shares ("**Vizsla Royalties Shares**") of Vizsla Royalties Corp. ("**Vizsla Royalties**") who were Eligible Holders (as defined herein)

RE: Instruction letter for Eligible Holders who wish to file a Section 85 Election (as defined herein) in respect of the acquisition of their Vizsla Royalties Shares by Elemental Royalty Corporation ("**Elemental**")

Unless otherwise defined herein, all capitalized words or terms in this tax instruction letter (the "**Instruction Letter**") have the meaning set out in the management information circular for the special meeting of shareholders of Vizsla Royalties dated June 9, 2026 (the "**Circular**").

The purpose of this Instruction Letter is to describe the process for an Eligible Holder who receives common shares of Elemental ("**Elemental Shares**") pursuant to the Arrangement to make a joint election with Elemental under subsection 85(1) of the *Income Tax Act* (Canada) (the "**Tax Act**") or, in the case of an Eligible Holder that is a partnership, under subsection 85(2) of the Tax Act (in either case, a "**Section 85 Election**"), in respect of the disposition of such Eligible Holder's Vizsla Royalties Shares to Elemental pursuant to the Arrangement as described in the Circular.

A Section 85 Election in respect of a disposition of Vizsla Royalties Shares to Elemental may only be made by a former holder of Vizsla Royalties Shares who was an "**Eligible Holder**" and who receives Elemental Shares as part of the consideration for its Vizsla Royalties Shares. An Eligible Holder is a beneficial owner of Vizsla Royalties Shares immediately prior to the Effective Time (other than a Dissenting Shareholder) who is:

- (a) a person (other than a partnership) that is a resident of Canada for the purposes of the Tax Act and not exempt from taxes under Part I of the Tax Act; or
- (b) a partnership, any member of which is a resident of Canada for the purposes of the Tax Act (other than a partnership, all members of which are exempt from tax under Part I of the Tax Act).

A Section 85 Election is not available if your Vizsla Royalties Shares were held in an RRSP, RRIF, RESP, TFSA, RDSP, FHSA or deferred profit sharing plan, as such plans are not Eligible Holders. If your Vizsla Royalties Shares were held in such a plan there should be no tax payable as a result of the disposition of Vizsla Royalties Shares pursuant to the Plan of Arrangement in any event. Please consult your tax advisor if you require additional information.

If you are an Eligible Holder that would otherwise realize a gain on the disposition of Vizsla Royalties Shares to Elemental, it may be to your advantage to make the Section 85 Election. **You should seek professional advice from your tax advisor to determine whether making the Section 85 Election is appropriate, considering your particular facts and circumstances.**

Please review this Instruction Letter very carefully and consult your tax advisor as to the proper completion and delivery of the Section 85 Election Form (as defined below) to Elemental (or its agents) and the applicable deadlines. The information provided herein and in the Circular with respect to such Section 85 Elections is provided for general assistance only, may not be exhaustive and is not intended to be, nor should it be construed as, legal or tax advice to any particular Eligible Holder. The law in this area is complex and contains numerous technical requirements not addressed in this Instruction Letter.

This Instruction Letter assumes that the Eligible Holder reports their Canadian tax results in Canadian dollars. If the Eligible Holder reports their Canadian tax results in another currency, the Eligible Holder should consult their tax advisor and advise Elemental of the currency.

Furthermore, apart from providing this Instruction Letter and enclosure(s) to an Eligible Holder for their convenience, none of Elemental, Vizsla Royalties, the Depositary or any of the appointed agents or representatives assisting with the Section 85 Election process and technology, nor any affiliate or successor of any such entity will provide an Eligible Holder with any advice on making a Section 85 Election. Accordingly, Eligible Holders wishing to make a Section 85 Election are urged to consult with their own tax advisors without delay for specific advice in respect of the process involved in making the Section 85 Election and how to comply with the requirements for making such Section 85 Election having regard to their own particular circumstances.

Such Eligible Holders should also review Information Circular 76-19R3 and Interpretation Bulletin IT-291R3 (archived) issued by the Canada Revenue Agency ("CRA") for information in respect of the Section 85 Election under the Tax Act.

1. EXECUTION AND DELIVERY OF A SECTION 85 ELECTION

A Section 85 Election may be made by an Eligible Holder by providing two duly completed and signed copies of the necessary joint election forms (the "**Section 85 Election Form**") to the appointed representative of Elemental, Sarah Ford (the "**Representative**"), at the e-mail address provided below. For Eligible Holders who are individuals, trusts or corporations, the prescribed federal Section 85 Election Form is Form T2057 – *Election on Disposition of Property by a Taxpayer to a Taxable Canadian Corporation* ("**Form T2057**"). For Eligible Holders that are partnerships, the prescribed federal Section 85 Election Form is Form T2058 – *Election on Disposition of Property by a Partnership to a Taxable Canadian Corporation* ("**Form T2058**").

As described in the Circular, the deadline for providing the Section 85 Election Form to Elemental is 60 days following the Effective Date (the "Election Deadline"). The Effective Date is September 14, 2026. Accordingly, the Election Deadline is November 13, 2026.

This Instruction Letter and a partially completed Form T2057 and Form T2058 will be made available on Elemental's website at www.elementalroyalty.com/investors/corporate-documents/ promptly following the Effective Date.

If the Section 85 Election Form for an Eligible Holder is not received by Elemental by the Election Deadline and in accordance with the procedures set out in this Instruction Letter, Elemental will have no obligation to make a Section 85 Election with such Eligible Holder. An Eligible Holder wishing to make a Section 85 Election should give their immediate attention to this matter. In its sole discretion, Elemental may choose to sign and deliver a Section 85 Election based on a Section 85 Election Form received after the Election Deadline, but will have no obligation to do so and no assurances can be given that Elemental will sign and deliver such a Section 85 Election.

Each Eligible Holder who wishes to make a Section 85 Election must send its Section 85 Election Form to the Representative via e-mail by the Election Deadline using the following e-mail address: accounts@elementalroyalty.com.

Elemental will not verify the accuracy of the information provided on the Section 85 Election Form provided by or on behalf of any electing Eligible Holder.

2. PROVINCIAL OR TERRITORIAL ELECTIONS

In certain provinces or territories, it may be necessary to file a separate copy of the Section 85 Election or a separate provincial or territorial tax election analogous to the Section 85 Election with the taxing authority of such province or territory.

Elemental will also make such a provincial or territorial tax election with an Eligible Holder. **Eligible Holders are entirely responsible for determining whether any such separate provincial or territorial election is applicable and appropriate in their circumstances and completing and forwarding the related forms to Elemental for execution by Elemental by the Election Deadline.**

Provincial or territorial tax forms will not be made available on Elemental's website. Please consult your advisor on the completion of any applicable provincial or territorial tax forms, the due date for such forms with the applicable provincial or territorial taxing authorities and how to deliver such forms to such provincial or territorial taxing authorities.

3. FILING A SECTION 85 ELECTION WITH THE CRA

After submission of your Section 85 Election Form to the Representative, Elemental shall, within 30 days after receiving the duly completed and signed joint election forms from an electing Eligible Holder, and subject to such joint election forms being correct and complete and in compliance with requirements imposed under the Tax Act (or any analogous provision of provincial or territorial income tax legislation), sign and return such forms to such Eligible Holder.

Each Eligible Holder is solely responsible for ensuring the Section 85 Election Form is completed correctly and filed with the CRA (and any applicable provincial or territorial tax authority) within the time prescribed by the Tax Act (and any applicable provision of provincial or territorial income tax legislation) (the "**Filing Due Date**").

Neither Elemental, Vizsla Royalties nor any successor corporation shall be responsible for the proper or timely completion and filing of any joint election form, except for the obligation to sign and return the duly completed joint election forms which are received by the Election Deadline. The Eligible Holder will be solely responsible for the payment of any taxes, interest or penalties arising as a result of the failure of an Eligible Holder to properly or timely complete and file such joint election forms in the form and manner prescribed by the Tax Act (or any applicable provincial or territorial tax legislation).

The following is a brief summary of how to execute and deliver the forms to the CRA:

Filing Due Date

Generally, for a Section 85 Election under subsection 85(1) of the Tax Act to be accepted by the CRA without an electing Eligible Holder being liable for a late filing penalty, such completed Section 85 Election must be filed with the CRA on or before the date that is the earlier of:

- (a) the day by which Elemental is required to file an income tax return for the taxation year that includes the Effective Date; and
- (b) the day by which the electing Eligible Holder is required to file an income tax return for the taxation year that includes the Effective Date.

Special rules apply for partnerships when determining the Filing Due Date for a Section 85

Election under subsection 85(2) of the Tax Act. If you are an Eligible Holder that is a partnership, please consult your advisor on such Filing Due Date.

Elemental's taxation year that includes the Effective Date is scheduled to end on December 31, 2026, and its income tax return is required to be filed within six months from the end of the taxation year (June 30, 2027).

Where to file the Section 85 Election

A Section 85 Election may be filed electronically at www.canada.ca/cra-special-elections-and-returns or may be mailed to your CRA Tax Centre. The Tax Services Offices and the associated Tax Centre are listed on the CRA website: <https://www.canada.ca/en/revenue-agency/corporate/contact-information/tax-services-offices-tax-centres.html>.

Where the Section 85 Election is made by a partnership or an Eligible Holder that owned Vizsla Royalties Shares together with a co-owner or co-owners, the applicable Tax Centre is that of Elemental, being:

Prince Edward Island Tax Centre
275 Pope Road
Summerside, PE C1N 6A2

Each Eligible Holder is urged to consult its own tax advisor as soon as possible respecting the Section 85 Election and the Filing Due Date (at the federal and provincial and territorial level) that apply to it. However, regardless of the applicable Filing Due Date, a complete and accurate Section 85 Election Form must be received by Elemental on or before the Election Deadline and in accordance with the procedures set out in this Instruction Letter.

With the exception of the execution and delivery of the election form by Elemental following receipt of the Section 85 Election Form (provided such information is received by Elemental by the Election Deadline), compliance with the requirements for a valid Section 85 Election will be the sole responsibility of the Eligible Holder making the election. None of Elemental, Vizsla Royalties, the Depositary or any of the appointed agents or representatives assisting with the Section 85 Election process and technology will be responsible or liable for taxes, interest, penalties, damages or expenses resulting from the failure by anyone to provide information necessary for the election in accordance with the procedures set out in this Instruction Letter, to properly complete any election form or to properly file it within the time prescribed and in the form prescribed under the Tax Act (or the corresponding provisions of any provincial or territorial tax legislation).

4. PROCEDURE FOR COMPLETING PRESCRIBED FORM T2057

The following section illustrates the information required to be provided by an Eligible Holder completing Form T2057. Please consult your advisor on the completion of any additional prescribed forms (such as Form T2058 and any applicable provincial or territorial tax forms). Eligible Holders completing Form T2058 and/or any applicable provincial or territorial election forms may refer to the instructions set out below, although the order of presentation of the information on the other forms may differ from that of Form T2057 and some of the required information may be different. The guidance below assumes that the Eligible Holder reports their Canadian tax results in Canadian dollars. If an Eligible Holder reports their Canadian tax results in another currency, the Eligible Holder should consult their tax advisor and advise Elemental of the currency.

Note: Do not write the required information on this Instruction Letter. The information should be typed or legibly printed on the prescribed forms.

Part 1 of Form T2057

Complete the information in this first box for the Eligible Holder making the election:

Part 1 – Identification			
If the transferor is an individual , is the transferor or their spouse self-employed for the year of the election?			025 ☐ Yes
Is the transferor a non-resident of Canada?			004 ☐ Yes ☐ No
If yes , enter their taxpayer identification number (TIN)			020
002 Taxpayer's name (transferor)		001 Social insurance, business, or trust account number	
Address		City	
Province, territory, or state	Postal or ZIP code	Country	
Tax year of the taxpayer	011 Start: Year Month Day	012 End: Year Month Day	
019 Name of contact person	024 Name of firm	022 Telephone number	023 Extension

The response in line 004 above must be "No". If you are a non-resident of Canada, you are not an Eligible Holder and are therefore not permitted to make the Section 85 Election in respect of the disposition of your Vizsla Royalties Shares to Elemental.

The taxation year for individuals and trusts (other than a "graduated rate estate" as defined in the Tax Act) is January 1, 2026 to December 31, 2026. A corporation, graduated rate estate or a partnership must provide the taxation year that includes the Effective Date.

Complete the last line of this section by filling in your name and telephone number or, if appropriate, the name and telephone number of your tax advisor.

Complete the information in the following box if the Vizsla Royalties Shares were held in joint ownership, otherwise leave the box blank or enter "N/A":

Co-owner legal name		Social insurance, business, or trust account number
013		014
1.		
2.		
3.		
4.		

The next section will have already been completed by Elemental on the Form T2057 that is available on Elemental's website:

015 Corporation's name (transferee)		016 Business number	
Elemental Royalty Corporation		8 5 8 9 5 5 2 0 6 R C 0 0 0 1	
Address	City	Province or territory	Postal code
905 - 815 West Hastings Street	Vancouver	British Columbia	V6C 1B4
Tax year of the corporation	017 Start: Year Month Day	018 End: Year Month Day	
	2 0 2 6 0 1 0 1	2 0 2 6 1 2 3 1	

Part 2 of Form T2057

Part 2 of Form T2057 relates to late-filed elections and is only applicable to Eligible Holders whose elections will be filed late.

Part 3 of Form T2057

The answers to the questions in Part 3 may be completed as follows:

1. Is there a written agreement relating to this transfer? **200** ☒ Yes ☐ No ☐ N/A
2. Is there a valuation report for the transferred assets? **201** ☐ Yes ☒ No ☐ N/A
(A valuation report is an independent assessment of the FMV of the transferred property)
3. Does a price adjustment clause apply to any of the properties? (See Income Tax Folio S4-F3-C1 for details) ... **202** ☐ Yes ☒ No ☐ N/A
4. Do any persons other than the taxpayer own or control directly or indirectly any shares of any class of the transferee? **203** ☒ Yes ☐ No ☐ N/A
5. Does a non-arm's length transfer exist between two or more corporations? **204** ☐ Yes ☒ No ☐ N/A
If **yes** to question 5, have all or substantially all (90% or more) of the properties of the corporation(s) been transferred to the transferee corporation? **205** ☐ Yes ☐ No ☐ N/A
6. Where shares of a corporation are being transferred, does the transferee own more than 10% of the capital stock of the corporation after the transfer? **206** ☒ Yes ☐ No ☐ N/A
7. If the transferor is a non-resident of Canada, are any of the properties transferred taxable Canadian properties? **207** ☐ Yes ☐ No ☒ N/A

The final part of this section should be left blank:

Where shares of the capital stock of a private corporation are included in the property disposed of, provide the following:			
	Corporation's name 216	Business number 217	Total paid-up capital (under the Income Tax Act) 218
1.		R C	
2.		R C	
3.		R C	
4.		R C	
5.		R C	

Part 4 of Form T2057

Part 4 of Form T2057 ("Description of shares received") may be completed as set out below (and will be partially completed by Elemental on the Form T2057 available on its website), with the exception of box 250, which Eligible Holders must complete independently by entering in the number of Elemental Shares received under the Arrangement.

Eligible Holders that are entitled to make a Section 85 Election received either Share Consideration or Combination Consideration for each Vizsla Royalties Share held. Any election for Cash Consideration or Combination Consideration made by an Eligible Holder may have been subject to proration as described in more detail in the Circular. Accordingly, in certain circumstances, the Cash Consideration and Combination Consideration actually received by the Eligible Holder may differ from the Eligible Holder's Cash Consideration and Combination Consideration election.

Part 4 – Description of shares received								
	Number of shares transferor received 250	Class of shares: Common 251	Class of shares other than Common 252	Redemption value per share 253	Total paid-up capital (under the Income Tax Act) 254	Voting 255	Non-Voting 256	Are the shares redeemable at the holder's option? 257
1.		☒ Yes			Per ITA 85(2.1)	☒ Yes	☐ Yes	☐ Yes ☒ No
2.		☐ Yes				☐ Yes	☐ Yes	☐ Yes ☐ No
3.		☐ Yes				☐ Yes	☐ Yes	☐ Yes ☐ No
4.		☐ Yes				☐ Yes	☐ Yes	☐ Yes ☐ No
5.		☐ Yes				☐ Yes	☐ Yes	☐ Yes ☐ No

Part 5 of Form T2057

In Part 5 of Form T2057 ("Election and Certification"), the Eligible Holder or its authorized officer or authorized person must complete the portion under the heading "Transferor". Elemental will complete the portion under the heading "Transferee".

Schedule A of Form T2057

On the top line of this section, the Eligible Holder should enter the date on which it disposed of its Vizsla Royalties Shares and received the Consideration, being the Effective Date.

If the Vizsla Royalties Shares were capital property of the Eligible Holder, complete the information in each column of this section (within the area designated by the title "Capital property (shares only)"), according to the instructions referenced below. If the Vizsla Royalties Shares were inventory of the Eligible Holder, complete the below information within the area designated by the title "Inventory excluding real property".

Capital property (shares only)										
	Number and class of shares 520	Elected amount limits ¹ FMV of the disposed property 521	Elected amount limits ¹ Cost amount ² 522	Agreed amount (cannot be "0") 523	Amount to be reported (line 523 minus line 522) ⁴ 524	Description of consideration received (non-share) 525	FMV of consideration received (non-share) 526	Number and class of share consideration received 527	FMV of share consideration received 528	Total FMV of the consideration received (line 526 plus line 528) 529
1.	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)

- (1) Enter the number and class of Vizsla Royalties Shares you sold to Elemental. The class should be described as "common shares".
- (2) Enter the total fair market value of the Vizsla Royalties Shares you sold to Elemental at the time of sale. The total fair market value of the Vizsla Royalties Shares sold will be equal to the total of (i) the amount of cash consideration received by the Eligible Holder and (ii) the aggregate fair market value of the Elemental Shares received by the Eligible Holder. Please note that the fair market value of the Elemental Shares received by an Eligible Holder must be determined on a reasonable basis. There is no specific method prescribed by the CRA for determining the fair market value of a share. Management of Elemental suggests that Eligible Holders consider using the closing price of the Elemental Shares on the TSX on the last day of trading before the Effective Date, which was \$29.71.
- (3) Enter the adjusted cost base (or cost amount in the case of inventory) of the Vizsla Royalties Shares you sold to Elemental pursuant to the Arrangement. **Each Eligible Holder should consult its own tax advisor to obtain assistance in determining the**

correct adjusted cost base or cost amount of the Vizsla Royalties Shares disposed of pursuant to the Arrangement.

- (4) Enter the Agreed Amount, which will be your deemed proceeds of sale of the Vizsla Royalties Shares, subject to the rules described below with respect to the calculation of the Agreed Amount.
- (5) Enter the result of (4) minus (3), if it is greater than \$0.
- (6) Enter "Cash".
- (7) Enter the dollar amount of the cash consideration you received.
- (8) Enter the number and class of the Elemental Shares you received. The class should be described as "common shares".
- (9) Enter the fair market value of the Elemental Shares received. As noted above, Management of Elemental suggests that Eligible Holders consider using the closing price of the Elemental Shares on the TSX on the last day of trading before the Effective Date.
- (10) Enter the total fair market value of the Consideration you received. The amount entered here should be equal to the amount entered in (2), above.

As described in the Circular, the Agreed Amount (referred to as the "Elected Amount" in the Circular) that is chosen by the Eligible Holder, within certain parameters described in the Tax Act, will affect the tax results of the disposition of the Vizsla Royalties Shares. The Agreed Amount will be the proceeds of disposition for purposes of computing any gain or loss on the Eligible Holder's disposition of the Vizsla Royalties Shares under the Arrangement.

The Eligible Holder's Agreed Amount for Vizsla Royalties Shares disposed of pursuant to the Arrangement must comply with the following rules:

- (a) The Agreed Amount may not be less than the amount of cash consideration received by the Eligible Holder.
- (b) The Agreed Amount may not be less than the lesser of (i) the adjusted cost base (or cost amount, if the Vizsla Royalties Shares were inventory) to the Eligible Holder of the Vizsla Royalties Shares sold, determined immediately before the time of the sale, and (ii) the fair market value of such Vizsla Royalties Shares at that time.
- (c) The Agreed Amount may not exceed the fair market value of the Vizsla Royalties Shares at the time of the sale.

An Agreed Amount that does not otherwise comply with the foregoing limitations will be automatically adjusted under the Tax Act so that it is in compliance with such limitations.

Eligible Holders should consult their tax advisors regarding the selection of the appropriate Agreed Amount in respect of their Vizsla Royalties Shares.