

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2020

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 001-9025



VISTA GOLD

VISTA GOLD CORP.

(Exact Name of Registrant as Specified in its Charter)

British Columbia

(State or other jurisdiction of incorporation or organization)

98-0542444

(I.R.S. Employer Identification No.)

7961 Shaffer Parkway, Suite 5
Littleton, Colorado

(Address of Principal Executive Offices)

80127

(Zip Code)

(720) 981-1185

(Registrant's Telephone Number, including Area Code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class:	Trading Symbol	Name of each exchange on which registered:
Common Shares, no par value	VGZ	NYSE American

Indicate by checkmark whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the Registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large Accelerated Filer Accelerated Filer Non-Accelerated Filer
Smaller Reporting Company Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act): Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practical date: 102,684,704 common shares, without par value, outstanding as of October 23, 2020.

VISTA GOLD CORP.
(An Exploration Stage Enterprise)
FORM 10-Q
For the Quarter Ended September 30, 2020
INDEX

	<u>Page</u>
PART I – FINANCIAL INFORMATION	
ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS	3
ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	14
ITEM 4. CONTROLS AND PROCEDURES	30
PART II – OTHER INFORMATION	
ITEM 1. LEGAL PROCEEDINGS	30
ITEM 1A. RISK FACTORS	30
ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS	31
ITEM 3. DEFAULTS UPON SENIOR SECURITIES	31
ITEM 4. MINE SAFETY DISCLOSURE	31
ITEM 5. OTHER INFORMATION	31
ITEM 6. EXHIBITS	32
SIGNATURES	

PART I

ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS.

VISTA GOLD CORP.
UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS
(Dollar amounts in U.S. dollars and in thousands, except shares)

	<u>September 30,</u> <u>2020</u>	<u>December 31,</u> <u>2019</u>
Assets:		
Current assets:		
Cash and cash equivalents	\$ 6,106	\$ 1,408
Short-term investments (Note 3)	4,049	3,260
Other investments, at fair value (Note 3)	295	3,676
Other current assets	190	482
Total current assets	10,640	8,826
Non-current assets:		
Mineral properties (Note 4)	2,146	2,146
Plant and equipment, net (Note 5)	5,589	5,623
Right-of-use assets	16	89
Total non-current assets	7,751	7,858
Total assets	\$ 18,391	\$ 16,684
Liabilities and Shareholders' Equity:		
Current liabilities:		
Accounts payable	\$ 69	\$ 190
Accrued liabilities and other	637	472
Deferred option gain (Note 4)	68	168
Provision for environmental liability (Note 7)	—	240
Total current liabilities	774	1,070
Non-current liabilities:		
Deferred option gain (Note 4)	—	2,960
Provision for environmental liability (Note 7)	240	—
Lease liability	3	8
Total non-current liabilities	243	2,968
Total liabilities	1,017	4,038
Commitments and contingencies (Note 8)		
Shareholders' equity:		
Common shares, no par value - unlimited shares authorized; shares outstanding: 2020 - 102,684,704 and 2019 - 100,698,124 (Note 6)	459,822	457,716
Accumulated deficit	(442,448)	(445,070)
Total shareholders' equity	17,374	12,646
Total liabilities and shareholders' equity	\$ 18,391	\$ 16,684

Approved by the Board of Directors

/s/ Tracy A. Stevenson
Tracy A. Stevenson
Director

/s/ John M. Clark
John M. Clark
Director

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

VISTA GOLD CORP.
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF INCOME/(LOSS)
(Dollar amounts in U.S. dollars and in thousands, except shares and per share data)

	<u>Three Months Ended September 30,</u>		<u>Nine Months Ended September 30,</u>	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Operating income/(expense):				
Gain on disposal of mineral property interests, net (Note 4)	\$ 3,540	\$ —	\$ 6,108	\$ —
Exploration, property evaluation and holding costs	(1,034)	(1,401)	(2,942)	(3,294)
Corporate administration	(891)	(865)	(3,144)	(3,079)
Depreciation and amortization	(11)	(14)	(34)	(40)
Total operating income/(expense)	<u>1,604</u>	<u>(2,280)</u>	<u>(12)</u>	<u>(6,413)</u>
Non-operating income/(expense):				
Gain/(loss) on other investments (Note 3)	2,437	(234)	2,407	(1,951)
Interest income	1	27	15	103
Other income/(loss)	178	(11)	212	67
Total non-operating income/(expense)	<u>2,616</u>	<u>(218)</u>	<u>2,634</u>	<u>(1,781)</u>
Income/(loss) before income taxes	<u>4,220</u>	<u>(2,498)</u>	<u>2,622</u>	<u>(8,194)</u>
Net income/(loss)	<u>\$ 4,220</u>	<u>\$ (2,498)</u>	<u>\$ 2,622</u>	<u>\$ (8,194)</u>
Basic:				
Weighted average number of shares outstanding	102,368,232	100,606,542	101,482,849	100,490,309
Net income/(loss) per share (Note 6)	\$ 0.05	\$ (0.02)	\$ 0.03	\$ (0.08)
Diluted:				
Weighted average number of shares outstanding	105,504,340	100,606,542	103,992,868	100,490,309
Net income/(loss) per share	\$ 0.05	\$ (0.02)	\$ 0.03	\$ (0.08)

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

VISTA GOLD CORP.
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(Dollar amounts in U.S. dollars and in thousands, except shares)

	Common shares	Amount	Accumulated deficit	Total shareholders' equity
Balances at July 1, 2019	100,537,541	\$ 457,425	\$ (441,380)	\$ 16,045
Shares issued (RSUs vested, net of shares withheld) (Note 6)	123,916	(30)	—	(30)
Stock-based compensation (Note 6)	—	148	—	148
Net loss	—	—	(2,498)	(2,498)
Balances at September 30, 2019	<u>100,661,457</u>	<u>\$ 457,543</u>	<u>\$ (443,878)</u>	<u>\$ 13,665</u>
Balances at July 1, 2020	102,096,256	\$ 459,055	\$ (446,668)	\$ 12,387
Shares issued, net of offering costs (Note 6)	509,315	629	—	629
Shares issued (RSUs vested, net of shares withheld) (Note 6)	79,133	(27)	—	(27)
Stock-based compensation (Note 6)	—	165	—	165
Net income	—	—	4,220	4,220
Balances at September 30, 2020	<u>102,684,704</u>	<u>\$ 459,822</u>	<u>\$ (442,448)</u>	<u>\$ 17,374</u>
	Common shares	Amount	Accumulated deficit	Total shareholders' equity
Balances at January 1, 2019	100,268,161	\$ 456,938	\$ (435,684)	\$ 21,254
Shares issued (RSUs vested, net of shares withheld) (Note 6)	266,296	(76)	—	(76)
Shares issued (exercise of stock options) (Note 6)	127,000	66	—	66
Stock-based compensation (Note 6)	—	615	—	615
Net loss	—	—	(8,194)	(8,194)
Balances at September 30, 2019	<u>100,661,457</u>	<u>\$ 457,543</u>	<u>\$ (443,878)</u>	<u>\$ 13,665</u>
Balances at January 1, 2020	100,698,124	\$ 457,716	\$ (445,070)	\$ 12,646
Shares issued, net of offering costs (Note 6)	1,541,134	1,436	—	1,436
Shares issued (RSUs vested, net of shares withheld) (Note 6)	395,446	(124)	—	(124)
Shares issued (exercise of stock options) (Note 6)	50,000	37	—	37
Stock-based compensation (Note 6)	—	757	—	757
Net income	—	—	2,622	2,622
Balances at September 30, 2020	<u>102,684,704</u>	<u>\$ 459,822</u>	<u>\$ (442,448)</u>	<u>\$ 17,374</u>

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

VISTA GOLD CORP.
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Dollar amounts in U.S. dollars and in thousands)

	<u>Nine months ended September 30,</u>	
	<u>2020</u>	<u>2019</u>
Cash flows from operating activities:		
Net income/(loss)	\$ 2,622	\$ (8,194)
Adjustments to reconcile net income/(loss) for the period to net cash used in operations:		
Depreciation and amortization	34	40
Stock-based compensation	757	615
Gain on disposal of mineral property interests, net	(6,108)	—
(Gain)/Loss on other investments	(2,407)	1,951
Change in working capital account items:		
Other current assets	292	217
Provision for environmental liability	—	(2)
Accounts payable, accrued liabilities and other	112	183
Net cash used in operating activities	<u>(4,698)</u>	<u>(5,190)</u>
Cash flows from investing activities:		
Proceeds from sales of marketable securities	5,788	—
Disposition (acquisitions) of short-term investments, net	(789)	3,886
Additions to plant and equipment	—	(40)
Proceeds from option/sale agreements, net	3,048	1,667
Net cash provided by investing activities	<u>8,047</u>	<u>5,513</u>
Cash flows from financing activities:		
Proceeds from equity financing, net	1,436	—
Payment of taxes from withheld shares	(124)	(76)
Proceeds from exercise of stock options	37	66
Net cash provided by (used in) financing activities	<u>1,349</u>	<u>(10)</u>
Net increase in cash and cash equivalents	4,698	313
Cash and cash equivalents, beginning of period	1,408	1,071
Cash and cash equivalents, end of period	<u>\$ 6,106</u>	<u>\$ 1,384</u>

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

VISTA GOLD CORP.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Dollar amounts in U.S. dollars and in thousands, except share amounts and per ounce amounts)

1. Nature of Operations and Basis of Presentation

Vista Gold Corp. and its subsidiaries (collectively, “Vista,” the “Company,” “we,” “our,” or “us”) operate in the gold mining industry. We are focused on evaluation, acquisition, exploration and advancement of gold exploration and potential development projects, which may lead to gold production or value adding strategic transactions such as earn-in right agreements, option agreements, leases to third parties, joint venture arrangements with other mining companies, or outright sales of assets for cash and/or other consideration. We look for opportunities to improve the value of our gold projects through exploration drilling and/or technical studies focused on optimizing previous engineering work. We do not currently generate cash flows from mining operations.

The Company’s flagship asset is its 100% owned Mt Todd gold project (“Mt Todd” or the “Project”) in Northern Territory, Australia. Mt Todd is the largest undeveloped gold project in Australia and, if developed as presently designed, is projected to produce an estimated 5.3 million ounces of gold from proven and probable reserves over a 13-year mine life. Since acquiring Mt Todd in 2006, we have invested substantial financial resources to systematically explore, evaluate, engineer, permit and de-risk the Project. We believe these efforts have increased the total gold resources and reserves, added substantially to the underlying value of the Project, and demonstrated its development potential.

In September 2019, Vista announced the positive results of an updated preliminary feasibility study for Mt Todd and subsequently amended this study in September 2020 to correct and/or clarify certain items (the “2019 PFS”). Key improvements reflected in the 2019 PFS included increased estimated gold recovery and production, and selection of vertical milling equipment that is expected to be better suited for anticipated grinding requirements and to reduce energy consumption. Mt Todd will benefit from these improvements, other design efficiencies, and utilization of certain existing infrastructure, which we expect to considerably reduce the Project’s estimated development costs.

Vista held other non-core assets at September 30, 2020, including royalty interests in the United States and Indonesia, payments receivable from the sale of a gold/silver project in Mexico, mill equipment not in use and listed for sale, and other holdings of third-party equity securities.

The interim Condensed Consolidated Financial Statements (“interim statements”) of the Company are unaudited. In the opinion of management, all adjustments and disclosures necessary for a fair presentation of these interim statements have been included. The results reported in these interim statements are not necessarily indicative of the results that may be reported for the entire year. These interim statements should be read in conjunction with the Company’s Consolidated Financial Statements for the year ended December 31, 2019 as filed with the United States Securities and Exchange Commission and Canadian securities regulatory authorities on Form 10-K (the “2019 Financial Statements”). The year-end balance sheet data was derived from audited financial statements and, in accordance with the instructions to Form 10-Q, certain information and footnote disclosures required by United States generally accepted accounting principles have been condensed or omitted.

References to \$ are to United States dollars and A\$ are to Australian dollars.

2. Significant Accounting Policies

Significant accounting policies are included in the 2019 Financial Statements.

3. Short-term and Other Investments

Short-term investments

As of September 30, 2020, and December 31, 2019, the amortized cost basis of our short-term investments was \$4,049 and \$3,260, respectively, which approximates fair value. Short-term investments at September 30, 2020 and December 31, 2019 were comprised of U.S. government treasury securities and certificates of deposit, all of which had maturity dates on

the date of purchase greater than 90 days but less than one year. Investments with maturity dates of 90 days or less are included in cash and cash equivalents.

Other investments

The Company’s investments in common shares of Midas Gold Corp. (“Midas Gold Shares”) and Nusantara Resources Limited shares (“Nusantara Shares”) were recorded at fair value in the Condensed Consolidated Balance Sheets. Subsequent changes in fair value were recorded in the Condensed Consolidated Statements of Comprehensive Income/(Loss) in the period in which they occurred.

As of September 30, 2020, and December 31, 2019, the Company held nil and 6,882,115 Midas Gold Shares, respectively. The Company also held 1,333,334 Nusantara Shares as of September 30, 2020 and December 31, 2019. The fair value of other investments was \$295 and \$3,676 as of September 30, 2020 and December 31, 2019, respectively. During the three months ended September 30, 2020, the Company sold its remaining 4,667,615 Midas Gold Shares for net proceeds of \$4,835, at a gain of \$2,454 based on the most recent measurement period of June 30, 2020. During the nine months ended September 30, 2020, the Company sold 6,882,115 Midas Gold Shares for net proceeds of \$5,788, at a gain of \$2,574 based on the most recent measurement periods of June 30, 2020, March 31, 2020, and December 31, 2019. Cumulative realized loss since acquisition of these Midas Gold Shares in April 2011 was \$11,841, of which \$14,415 was recognized in previous periods as unrealized loss, net. No Midas Gold Shares were sold during the three and nine months ended September 30, 2019.

4. Mineral Properties

Mt Todd, Northern Territory, Australia

The capitalized mineral property values are as follows:

	<u>At September 30, 2020</u>	<u>At December 31, 2019</u>
Mt Todd, Australia	\$ 2,146	\$ 2,146

Vista acquired Mt Todd in March 2006. The transaction-related costs of \$2,146 were capitalized as mineral properties. This amount included the purchase price and related transaction costs. Since 2006, the Company has systematically advanced the Project through exploration, metallurgical testing, engineering, and site management activities. Costs associated with these activities were charged to expense as incurred. See Note 8 for other commitments to the Jawoyn Association Aboriginal Corporation (the “Jawoyn Association”).

Guadalupe de Los Reyes, Sinaloa, Mexico

In July 2020, the Company received the final \$1,500 payment from Prime Mining Corporation (“Prime Mining”) for the Guadalupe de los Reyes gold and silver project in Sinaloa, Mexico (“Los Reyes”). With this final payment and upon transfer of the Los Reyes project to Prime Mining, Vista recognized an operating gain of \$3,540, inclusive of previously deferred option gain of \$2,892 and net of associated closing costs, during the three months ended September 30, 2020. In addition, Prime Mining is required to make additional payments to Vista of \$2,100 in lieu of Vista being granted certain royalty and back-in rights, with \$1,100 due in January 2021 and \$1,000 due in July 2021. If Prime Mining fails to make the \$1,100 and \$1,000 payments, Vista will have the right to reinstate its royalty and back-in rights.

Awak Mas, Sulawesi, Indonesia

Vista holds a net smelter return royalty (“NSR”) on the Awak Mas project in Indonesia. During 2019, Vista and the holder of Awak Mas amended the original royalty agreement to allow the holder or a nominated party to make a \$2,400 payment to Vista by April 30, 2020 to cancel a 1% NSR on the first 1,250,000 ounces produced at Awak Mas and a 1.25% NSR on the next 1,250,000 ounces produced. On May 5, 2020, the Company received \$2,400 to cancel the related 1% NSR and 1.25% NSR. The gain recognized upon receipt of this payment was \$2,568, which included the \$2,400 payment plus \$168 of previously deferred option gain. The holder of Awak Mas or a nominated party now has the right to cancel the remaining 1% NSR and 1.25% NSR for an additional payment of \$2,500 by April 30, 2021, at which time the Company will recognize

a gain for this amount and \$68 that is currently carried as deferred option gain. If the holder does not make this final payment by April 30, 2021, Vista will retain the remaining royalty interests.

5. Plant and Equipment

	September 30, 2020			December 31, 2019		
	Cost	Accumulated depreciation	Net	Cost	Accumulated depreciation	Net
Mt Todd, Australia	\$ 5,237	\$ 5,148	\$ 89	\$ 5,237	\$ 5,114	\$ 123
Corporate, United States	333	333	—	333	333	—
Used mill equipment, Canada	5,500	—	5,500	5,500	—	5,500
	<u>\$ 11,070</u>	<u>\$ 5,481</u>	<u>\$ 5,589</u>	<u>\$ 11,070</u>	<u>\$ 5,447</u>	<u>\$ 5,623</u>

6. Common Shares

Equity Financing

Vista previously entered into an at-the-market offering agreement (the “ATM Agreement”) with H. C. Wainwright & Co., LLC (“Wainwright”), under which the Company may, but is not obligated to, issue and sell common shares of the Company (“Common Shares”) through Wainwright for aggregate sales proceeds of up to \$10,000 (the “ATM Program”). No securities will be offered in Canada under the ATM Agreement. The ATM Agreement was amended in June 2020 to remain in force until terminated by either party. During the three and nine months ended September 30, 2020 the Company sold 509,315 Common Shares for net proceeds of \$629 and 1,541,134 Common Shares for net proceeds of \$1,436, respectively, under the ATM Program. No offers or sales were made under the ATM Program during the nine months ended September 30, 2019. Each sale under the ATM Agreement was made pursuant to an “at the market offering” as defined in Rule 415 under the United States Securities Act of 1933, as amended.

Warrants

All outstanding warrants totaling 6,514,625 expired unexercised in August 2019.

Stock-Based Compensation

The Company’s stock-based compensation plans include: restricted share units (“RSUs”) currently outstanding under the Company’s long-term equity incentive plan (“LTIP”), deferred share units (“DSUs”) issuable pursuant to the Company’s deferred share unit plan (“DSU Plan”) and stock options (“Stock Options”) issuable under the Company’s stock option plan (the “Plan”). Stock-based compensation may be issued to our directors, officers, employees and consultants. The maximum number of Common Shares that may be reserved for issuance under the combined stock-based compensation plans is a variable number equal to 10% of the issued and outstanding Common Shares on a non-diluted basis at any one time. Vista also issued phantom units in 2018 to be settled in cash over a three-year term. Stock-based compensation and phantom units may be granted from time to time at the discretion of the Board of Directors of the Company (the “Board”), with vesting provisions as determined by the Board.

Stock-based compensation expense for the three and nine months ended September 30, 2020 and 2019 was:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
Restricted share units	\$ 158	\$ 119	\$ 489	\$ 246
Deferred share units	—	—	209	209
Stock Options	7	29	59	160
	<u>\$ 165</u>	<u>\$ 148</u>	<u>\$ 757</u>	<u>\$ 615</u>
Phantom units	\$ 45	\$ 28	\$ 79	\$ 72

As of September 30, 2020, unrecognized compensation expense for RSUs, Stock Options, and phantom units was \$476, \$5, and \$59, respectively, which is expected to be recognized over weighted average periods of 1.2, 0.5, and 0.8 years, respectively.

Restricted Share Units

The following table summarizes RSU activity:

	Number of RSUs	Weighted average grant-date fair value per RSU
Unvested - December 31, 2018	1,002,670	\$ 0.78
Granted	1,412,500	0.49
Cancelled/forfeited	(657,573)	0.76
Vested, net of shares withheld	(266,296)	0.84
Unvested - December 31, 2019	1,491,301	\$ 0.51
Granted	1,609,000	0.41
Cancelled/forfeited	(237,853)	0.60
Vested, net of shares withheld	(395,446)	0.63
Unvested - September 30, 2020	<u>2,467,002</u>	\$ 0.42

During the nine months ended September 30, 2020 and 2019, the Company withheld Common Shares with an equivalent value to meet employee withholding tax obligations of \$124 and \$76, respectively, that resulted upon vesting of RSUs during the period. Common Shares withheld are considered cancelled/forfeited.

Deferred Share Units

The DSU Plan provides for granting of DSUs to non-employee directors. DSUs vest immediately, however the Company will issue one Common Share for each DSU only after the non-employee director has ceased to be a director of the Company. In March 2020, the Board granted 360,000 DSUs and the Company recognized \$209 in DSU expense. In May 2019, the Board granted 366,000 DSUs and the Company recognized \$209 in DSU expense.

The following table summarizes DSU activity:

	Number of DSUs	Weighted average grant-date fair value per DSU
Unvested - December 31, 2018	—	—
Granted	366,000	0.57
Outstanding - December 31, 2019	366,000	0.57
Granted	360,000	0.58
Outstanding - September 30, 2020	<u>726,000</u>	<u>0.57</u>

Stock Options

The following table summarizes option activity:

	Number of options	Weighted average exercise price per option	Weighted average remaining contractual term (years)	Aggregate intrinsic value
Outstanding - December 31, 2018	1,319,149	0.71	3.84	\$ 1
Granted	350,000	0.73		
Exercised	(163,667)	0.54		33
Cancelled/Forfeited	(16,667)	0.75		—
Expired	(51,815)	0.70		2
Outstanding - December 31, 2019	1,437,000	\$ 0.73	3.49	\$ 35
Granted	50,000	0.51		
Exercised	(50,000)	0.75		9
Cancelled/Forfeited	(70,000)	1.02		—
Outstanding - September 30, 2020	1,367,000	\$ 0.71	2.89	\$ 520
Exercisable - September 30, 2020	1,333,667	\$ 0.71	2.87	\$ 507

The following table summarizes unvested option activity:

	Number of options	Weighted average grant-date fair value per option	Weighted average remaining amortization period (years)
Unvested - December 31, 2018	759,669	\$ 0.45	1.14
Granted	350,000	0.30	
Cancelled/Forfeited	(35,000)	0.43	
Vested	(560,665)	0.41	
Unvested - December 31, 2019	514,004	\$ 0.40	0.61
Granted	50,000	0.20	
Vested	(530,671)	0.38	
Unvested - September 30, 2020	33,333	\$ 0.31	0.50

The fair value of stock options granted is estimated at the grant date using the Black-Scholes option pricing model. Option grants made during the nine months ended September 30, 2020 and 2019 used the following weighted average assumptions:

	September 30,	
	2020	2019
Expected volatility	64.1 %	61.1 %
Risk-free interest rate	0.3 %	2.0 %
Expected life (years)	2.6	2.8
Dividend yield	0 %	0 %
Forfeiture assumption	0 %	0 %

Phantom Units

A summary of unvested phantom units as of September 30, 2020 is set forth in the following table:

	<u>Number of phantom units</u>	<u>Weighted average remaining vesting term (years)</u>
Unvested - December 31, 2018	265,000	
Cancelled/forfeited	(32,667)	
Vested	<u>(88,333)</u>	
Unvested - December 31, 2019	144,000	1.00
Vested	<u>(72,000)</u>	
Unvested - September 30, 2020	<u>72,000</u>	0.75

7. Provision for Environmental Liability

Vista maintains a \$240 provision for reclamation costs attributable to certain mining claims previously held by the Company should no other potentially responsible parties be identified.

8. Commitments and Contingencies

Our exploration and development activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and are generally becoming more restrictive. As such, future expenditures that may be required for compliance with these laws and regulations cannot be predicted. We conduct our operations in an effort to minimize effects on the environment and believe our operations are in compliance with applicable laws and regulations in all material respects.

Under our agreement with the Jawoyn Association, the Jawoyn Association will be entitled to an annual cash payment, or payment in kind, equal to 1% of the value of the annual gold production from the current mining licenses, and a 1% NSR on other metals, subject to a minimum payment of A\$50 per year. In addition, our agreement requires that we offer the Jawoyn Association the opportunity to establish a joint venture with Vista holding a 90% participating interest and the Jawoyn Association holding a 10% participating interest in Mt Todd.

9. Fair Value Accounting

The following table sets forth the Company's assets measured at fair value by level within the fair value hierarchy.

	<u>Fair value at September 30, 2020</u>		
	<u>Total</u>	<u>Level 1</u>	<u>Level 3</u>
Other investments	\$ 295	\$ 295	\$ —

	<u>Fair value at December 31, 2019</u>		
	<u>Total</u>	<u>Level 1</u>	<u>Level 3</u>
Other investments	\$ 3,676	\$ 3,676	\$ —

At September 30, 2020, our investment in Nusantara Shares was classified as Level 1 of the fair value hierarchy as they are valued at quoted market prices in an active market. At December 31, 2019, our investments in Midas Gold Shares and Nusantara Shares were also classified as Level 1.

There have been no transfers between levels in 2020, nor have there been any changes in valuation techniques.

10. Geographic and Segment Information

The Company has one reportable operating segment. We evaluate, acquire, explore and advance gold exploration and potential development projects, which may lead to gold production or value adding strategic transactions. These activities

are currently focused principally in Australia. We reported no revenues during the three and nine months ended September 30, 2020 and 2019. Geographic location of mineral properties and plant and equipment is provided in Notes 4 and 5, respectively.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

The following discussion and analysis should be read in conjunction with our unaudited condensed consolidated financial statements for the nine months ended September 30, 2020, and the related notes thereto, which have been prepared in accordance with generally accepted accounting principles in the United States. This discussion and analysis contains forward-looking statements and forward-looking information that involve risks, uncertainties and assumptions. Our actual results may differ materially from those anticipated in these forward-looking statements and information as a result of many factors. See section heading "Note Regarding Forward-Looking Statements" below.

All dollar amounts stated herein are in U.S. dollars in thousands, except per share and per ounce amounts and currency exchange rates unless specified otherwise. References to \$ are to United States dollars and to A\$ are to Australian dollars.

Overview

Vista Gold Corp. and its subsidiaries (collectively, "Vista," the "Company," "we," "our," or "us") operate in the gold mining industry. We are focused on evaluation, acquisition, exploration and advancement of gold exploration and potential development projects, which may lead to gold production or value-adding strategic transactions such as earn-in right agreements, option agreements, leases to third parties, joint venture arrangements with other mining companies, or outright sales of assets for cash and/or other consideration. We look for opportunities to improve the value of our gold projects through exploration drilling and/or technical studies focused on optimizing previous engineering work. We do not currently generate cash flows from mining operations.

The Company's flagship asset is its 100% owned Mt Todd gold project ("Mt Todd" or the "Project") in Northern Territory, Australia. Mt Todd is the largest undeveloped gold project in Australia and, if developed as presently designed, is projected to produce an estimated 5.3 million ounces of gold from proven and probable reserves over a 13-year mine life.

We have invested nearly \$100 million to systematically explore, evaluate, engineer, permit and de-risk Mt Todd since we acquired it in 2006. These efforts have:

- more than quadrupled reported measured and indicated gold resources (inclusive of gold reserves) ⁽¹⁾;
- established proven and probable gold reserves of 5.85 million contained gold ounces⁽¹⁾;
- led to adopting industry-proven processing technologies that demonstrate gold recoveries in excess of 90%;
- validated major mining and processing aspects of the Project; and
- established Vista as a leader in environmental and community stewardship in Northern Territory, Australia.

⁽¹⁾ - See "Cautionary Note to Investors Regarding Estimates of Mineral Reserves and Resources" and the information under the heading "Project Updates – 2019 PFS" of this discussion and analysis for further information.

We believe this work has added substantially to the value of the Project, which reflects a \$1.9 billion net present value (NPV_{5%}) at the recent gold price of \$1,900 per ounce and demonstrates near-term development potential. See the "Gold Price and Foreign Exchange Sensitivity Table" below.

In September 2019, Vista announced the positive results of an updated preliminary feasibility study for Mt Todd and subsequently amended this study in September 2020 to correct and/or clarify certain items (the "2019 PFS"). Key improvements reflected in the 2019 PFS included increased estimated gold recovery and production, and selection of vertical milling equipment. This equipment is expected to be better suited for the anticipated grinding requirements and to reduce energy consumption. As designed, Mt Todd would benefit from economies of scale inherent with a 50,000 tpd operation, an owner-operated mining fleet, employing a local workforce that avoids costly fly-in-fly-out labor and related costs, and current industry-proven processing technologies and equipment. The 2019 PFS also contemplates utilizing certain existing infrastructure, which resulted in benefit to the Project's estimated development costs.

Vista continues to advance and de-risk Mt Todd. An ongoing geologic evaluation, while still preliminary, is focusing on the Batman deposit and the area northeast to the Quigleys deposit. Findings to date indicate district-scale potential as

supported by our better understanding of the continuity of gold mineralization along a 5.4 Km strike length. As we evaluate this potential combined with the potential positive impacts on reserves resulting from continued improved gold prices, Vista is now targeting a plus 20-year mine life. Other ongoing programs are in process and planned to further improve Mt Todd's near-term development potential and evaluate additional economic optimization opportunities.

In addition to the technical advancements of the Project, Vista has all major environmental permits and approval of the Mine Management Plan (operating permit) is in process. We have invested significant resources in water treatment and management, environmental, and social programs. We believe this has benefited our relationships with the traditional aboriginal land owners, local communities, and Northern Territory Government, creating a strong social license.

Vista is well positioned to consider prospective development partners that will recognize the value of Mt Todd. We are focused on realizing value for the Project that appropriately rewards shareholders.

Vista holds a number of non-core assets, some of which have been monetized to generate working capital to support ongoing operations in a non-dilutive manner. Among these assets were common shares of Midas Gold Corp. ("Midas Gold Shares"). In April 2011, we contributed our Yellow Pine assets in Idaho to Midas Gold Corp. and participated in a concurrent private placement that resulted in Vista owning 31.8 million Midas Gold Shares. Total consideration paid by Vista was \$4,300. Since acquisition through September 30, 2020, Vista monetized all 31.8 million Midas Gold Shares for net proceeds of \$19,533, including \$4,835 and \$5,788 received during the three and nine months ended September 30, 2020, respectively.

In addition, Vista received proceeds totaling \$3,048 during the nine months ended September 30, 2020 from the sale of its interests in the Guadalupe de los Reyes gold and silver project ("Los Reyes") and Awak Mas gold projects, and has agreements in place to realize up to \$4,600 over the next nine months. Management continues to seek opportunities to monetize other non-core assets, which include mill equipment not in use and listed for sale, a royalty interest, and holdings of listed equity securities. Management's objective is to continue to monetize non-core assets as a means to generate working capital in a non-dilutive manner.

COVID-19 Pandemic Update

The COVID-19 pandemic continues to have a significant impact on human life and health, and on the global economy, financial markets and commodities. The full extent and impact of the COVID-19 pandemic in human and financial terms remains unknown. The slowdown in economic activity resulting from the global response to slow the spread of COVID-19 has elevated the prospects of a severe global recession, which has caused many countries to introduce economic stimulus measures. Certain market segments have declined significantly and remain highly volatile. Precious metals, while volatile, have generally demonstrated an upward trend.

The global response undertaken to slow the spread of COVID-19 commonly includes travel restrictions, stay-at-home orders and social distancing. These and other actions caused many entities to temporarily suspend operations, re-direct resources and defer activities. Many entities have re-started operations in some capacity, but have and will continue to experience adverse financial impacts. The impact on investors, banking institutions, businesses, the global economy or financial and commodity markets may have a material adverse impact on the Company's financial condition and results of operations.

Vista's response to the COVID-19 pandemic has been to ensure the health and safety of its employees and other stakeholders. Corporate activities continue with personnel working remotely and on a limited in-office basis. Corporate travel and participation in conferences has been replaced by video conferencing. In Northern Territory, Australia, Covid-19 cases are almost nil and control measures have been significantly relaxed. Mt Todd is continues to operate under a COVID-19 Management and Mitigation Plan that is presently less restrictive. Direct costs to implement and maintain this plan have been minimal. To date, our workforce remains healthy. Vista experienced a decline in the value of its other investments during the initial stages of the pandemic, but has since seen the share prices of its other investments recover to pre-pandemic levels and higher. Management expects to incur ongoing costs while certain corporate objectives, including efforts to seek a strategic development partner, are extended. These and other conditions may ultimately have a material adverse impact on the

Company's financial condition and results of operations. See "Liquidity and Capital Resources" and "Risk Factors" for additional information.

Results from Operations

Summary

Consolidated net income (loss) for the three months ended September 30, 2020 and 2019 was \$4,220 and \$(2,498), respectively. Consolidated net income (loss) for the nine months ended September 30, 2020 and 2019 was \$2,622 and \$(8,194), respectively. The three and nine-month period ended September 30, 2020 included a gain of \$2,568 associated with partial cancellation of the Company's royalties on the Awak Mas project in Indonesia and a gain of \$3,540 related to the sale of the Los Reyes project. The principal components of these year-over-year changes are discussed below.

The Company had working capital of \$9,866 at September 30, 2020. This amount included deferred option gains of \$68 related to the Awak Mas transaction, which will ultimately be recognized as income and not require any use of current assets. Consequently, the components of working capital affecting Vista's liquidity and capital resources at September 30, 2020 included current assets totaling \$10,640 and an offset for accounts payable and accrued liabilities totaling \$706. The Company had no debt as of September 30, 2020.

Operating income and expenses

Gain on disposition of mineral property interests, net

In May 2020, the Company received \$2,400 to cancel a 1% net smelter return royalty ("NSR") on the first 1,250,000 gold ounces produced at the Awak Mas project and a 1.25% NSR on the next 1,250,000 gold ounces produced. Including recognition of the associated deferred option gain, the Company recognized a gain of \$2,568 upon receipt of the payment. In July 2021, the Company received the final Los Reyes option payment and transferred control of the project to Prime Mining. Including recognition of the associated deferred option gain, we recognized a gain of \$3,540 upon completion of the transfer.

Exploration, property evaluation and holding costs

Exploration, property evaluation and holding costs were \$1,034 and \$1,401 during the three months ended September 30, 2020 and 2019, respectively; and \$2,942 and \$3,294 for the nine months ended September 30, 2020 and 2019, respectively. These costs remained relatively constant, although the nature of expenses shifted from work associated with the 2019 PFS to activities to finalize the Mine Management Plan and advance strategic development initiatives. The declines period-over-period resulted from more activity in 2019 related to completing the 2019 PFS and a stronger U.S. dollar compared to the Australian dollar in 2020.

Corporate administration

Corporate administration costs were \$891 and \$865 during the three months ended September 30, 2020 and 2019, respectively and \$3,144 and \$3,079 during the nine months ended September 30, 2020 and 2019, respectively. Administrative expenses were generally equal for the nine months ended September 30, 2020 and 2019. Reduced travel and investor relations expenses resulting from limitations caused by the COVID-19 pandemic were offset by higher costs for legal and compliance activities.

Non-operating income and expenses

Gain/(Loss) on other investments

Gain/(Loss) on other investments was \$2,437 and \$(234) for the three months ended September 30, 2020 and 2019, respectively; and \$2,407 and \$(1,951) for the nine months ended September 30, 2020 and 2019, respectively. These amounts reflect unrealized gains (losses) from changes in fair value of our Midas Gold Shares and Nusantara Resources

Limited shares (“Nusantara Shares”) and realized gains on sales of the Midas Gold Shares. The unrealized gain/(loss) on Midas Gold Shares was nil and \$(158) for the three and nine months ended September 30, 2020, respectively. The unrealized loss on Nusantara Shares was \$17 and \$9 for the three and nine months ended September 30, 2020, respectively. No such gains/(losses) were recognized for the Nusantara Shares in 2019. The Company sold 4,667,615 Midas Gold Shares and received net proceeds of \$4,835 with a realized gain of \$2,454 during the three months ended September 30, 2020. The Company sold 6,882,115 Midas Gold Shares and received net proceeds of \$5,788 with a realized gain of \$2,574 during the nine months ended September 30, 2020. There were no Midas Gold Share sales during the three or nine months ended September 30, 2019.

Financial Position, Liquidity and Capital Resources

Operating activities

Net cash used in operating activities was \$4,698 and \$5,190 for the nine months ended September 30, 2020 and 2019, respectively. The decline in operating cashflows generally reflects reduced expenditures in U.S. dollar terms due to a stronger U.S. dollar compared to the Australian dollar and a decrease in certain costs due to the COVID-19 pandemic, such as travel.

Investing activities

Net cash provided by investing activities was \$8,047 and \$5,513 for the nine months ended September 30, 2020 and 2019, respectively. Sources of cash from investing activities during the nine months ended September 30, 2020 were realized through monetization of non-core assets, including net proceeds of \$5,788 from sales of 6,882,115 Midas Gold Shares, \$2,400 for partial cancellation of the Awak Mas royalties, and \$648 for the net final purchase price payment received for the Los Reyes project. These sources of cash from investing activities were partially offset by net purchases of short-term investments of \$789 during the nine months ended September 30, 2020. Net cash provided by investing activities for the nine months ended September 30, 2019 include net dispositions of short-term investments of \$3,886 and receipts of \$1,667 under the Los Reyes agreement.

Financing activities

During the nine months ended September 30, 2020 and 2019, net cash of \$1,349 and \$(10), respectively, was provided by (used in) financing activities. Cash from financing activities during the nine months ended September 30, 2020 included net proceeds of \$1,436, which was received upon issuance of 1,541,134 common shares of the Company (“Common Shares”). The net amount expended during the nine months ended September 30, 2019 included proceeds from exercises of stock options, offset by payments of employee withholding tax obligations in lieu of issuing Common Shares.

Liquidity and capital resources

The Company had working capital of \$9,866 at September 30, 2020. This amount included a deferred option gain of \$68 related to the Awak Mas transaction, which will ultimately be recognized as income and not require any use of current assets. Consequently, the components of working capital affecting Vista’s liquidity and capital resources at September 30, 2020 included current assets totaling \$10,640 offset by accounts payable and accrued liabilities of \$706. This compares to current assets totaling \$8,826 offset by accounts payable and accrued liabilities of \$662 at December 31, 2019. Furthermore, cash plus short-term investments totaled \$10,155 at September 30, 2020 compared to \$4,668 at December 31, 2019.

Vista’s liquidity improved primarily through successful monetization of its non-core assets, which generated total net cash proceeds of \$8,993 during the nine months ended September 30, 2020. Limited use of the Company’s ATM Program (defined below) also generated additional net proceeds to the Company of \$1,436 during the nine months ended September 30, 2020 and our expenditure profile remained modest. For additional details see the “Results from Operations” section above and the preceding discussions in this section of operating activities, investing activities and financing activities.

Vista’s response to the COVID-19 pandemic has been to ensure the health and safety of its employees and other

stakeholders. To date, the direct effect on Vista's liquidity and capital resources has been limited to ongoing costs incurred and extension of some corporate strategic objectives. This has been offset by cash inflows from non-core asset monetization and limited use of the Company's ATM Program. Despite the recent improvement in Vista's liquidity and capital resources and a generally upward trend in the gold price, the duration of global travel restrictions and the pace and extent of economic recovery may affect the Company's ability to raise additional working capital on reasonable terms, or at all, and are likely to continue to extend the time required to accomplish strategic initiatives. Extended delays will affect Vista's liquidity and capital resources and may ultimately have a material adverse effect on Vista's short-term and long-term financial position and results of operations.

Despite these conditions, we believe our existing working capital at September 30, 2020, together with other potential future sources of non-dilutive financing, will be sufficient to fully fund our currently planned corporate expenses and Project holding costs, which we expect to be generally consistent with 2020 to date, and discretionary programs for more than 12 months.

The Company continues to focus on monetizing non-dilutive sources of funding. Vista has agreements in place to realize up to \$4,600 over the next nine months from the sale of its interests in the Los Reyes and Awak Mas gold projects. The Company also owns a royalty interest and holds listed equity securities. Additionally, the Company's used mill equipment is being marketed by a third-party mining equipment dealer.

If other potential sources of non-dilutive financing cannot be realized within the timeframe or for the amounts required to meet obligations when due, Vista will need to raise additional capital through equity issuances, or other means. Among several means that are available, the Company has an at-the-market offering agreement (the "ATM Agreement") with H. C. Wainwright & Co., LLC ("Wainwright") to provide additional balance sheet flexibility at a potentially lower cost than other means of equity issuances.

Under the ATM Agreement the Company may, but is not obligated to, issue and sell Common Shares through Wainwright for aggregate sales proceeds of up to \$10,000 (the "ATM Program"). The ATM Agreement was amended in June 2020 to remain in force until terminated by either party. During the three months ended September 30, 2020 the Company sold 509,315 Common Shares under the ATM Program for net proceeds of \$629. Total sales under the ATM Program through September 30, 2020 were 1,541,134 Common Shares for net proceeds of \$1,436. Offers or sales of Common Shares under the ATM Program will be made only in the United States in an "at the market offering" as defined in Rule 415 under the United States Securities Act of 1933, as amended, subject to an effective registration statement under the U.S. Securities Act of 1933, as amended, and no offers or sales of Common Shares under the ATM Agreement will be made in Canada. The Common Shares will be distributed at market prices prevailing at the time of sale.

Vista's viability beyond 12 months is dependent upon our ability to maintain a low expenditure profile, realize value from non-dilutive assets, and, if necessary, issue additional equity or find other means of financing to secure sufficient funding. Our objective is to maintain adequate liquidity and seek to preserve and enhance the value of our core assets in order to assure positive equity returns to our shareholders. The underlying value and recoverability of the amounts shown as mineral properties and plant and equipment in our Condensed Consolidated Balance Sheets are dependent on our ability to attract sufficient capital resources to execute our strategy and the ultimate success of our programs to enhance value, most importantly at Mt Todd.

Fair Value Accounting

The following table sets forth the Company's assets measured at fair value by level within the fair value hierarchy.

	Fair value at September 30, 2020		
	Total	Level 1	Level 3
Other investments	\$ 295	\$ 295	\$ —

	Fair value at December 31, 2019		
	Total	Level 1	Level 3
Other investments	\$ 3,676	\$ 3,676	\$ —

At September 30, 2020, our investment in Nusantara Shares was classified as Level 1 of the fair value hierarchy as they are valued at quoted market prices in an active market. At December 31, 2019, our investments in Midas Gold Shares and Nusantara Shares were also classified as Level 1.

There have been no transfers between levels in 2020, nor have there been any changes in valuation techniques.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements.

Contractual Obligations

We have no material contractual obligations as of September 30, 2020.

Project Updates

Mt Todd Gold Project, Northern Territory, Australia

The scientific and technical information about Mt Todd in this discussion and analysis has been reviewed and approved by Mr. John Rozelle, Senior Vice President of Vista. Mr. Rozelle is a qualified person as defined by Canadian National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* (“NI 43-101”).

Environmental Approvals

The Environmental Impact Statement (“EIS”) for Mt Todd was approved by the Northern Territory Environmental Protection Authority (“NT EPA”) in September 2014. In its formal notification to the Company, the NT EPA advised that it has assessed the environmental impacts of the Mt Todd project and concluded that it can proceed, subject to a number of recommendations outlined in the Assessment Report. Subsequently, the Company undertook to complete these recommendations.

In January 2018, we announced that the “authorization of a controlled activity” at Mt Todd, as required under the *Environment Protection and Biodiversity Conservation Act*, as it relates to the Gouldian Finch, had been approved by the Australian Commonwealth Department of Environment and Energy. With this authorization, Vista has all major environmental approvals necessary to allow development of Mt Todd.

2019 PFS

Vista filed a technical report titled “NI 43-101 Technical Report Mt Todd Gold Project 50,000 tpd Preliminary Feasibility Study Northern Territory, Australia,” dated October 7, 2019, with an effective date of September 10, 2019 as amended September 22, 2020, (the “2019 PFS”). The amendment dated September 22, 2020 was to correct and/or clarify certain items included in the original technical report dated October 7, 2019. See below for a summary of changes.

The 2019 PFS was based on the results of metallurgical testing, a comprehensive review of the Project and the re-design of elements of the process flow sheet, and most importantly, grinding circuit design changes. The 2019 PFS provides updated material, scientific, and technical information based on additional data obtained from extensive metallurgic test work conducted in 2018 and 2019. This work confirmed: 1) the efficiency of ore sorting across a broad range of head grades and the natural concentration of gold in the screen undersize material prior to sorting; 2) the efficiency of fine grinding and improved gold leach recoveries at an 80% passing grind size of 40 microns; and 3) the selection of FLSmidth's (FLS) VXP mill as the preferred fine grinding mill.

The process improvement efforts resulted in revised estimates that reflect reduced operating costs, increased gold recovery and higher gold production. In addition, we commissioned an independent benchmarking study to assess the appropriateness of capital and operating cost estimates, construction and ramp-up schedules, owner's costs and key components of the Mt Todd project. Recommendations from the study were incorporated, as appropriate, in the 2019 PFS. We also updated revenue, capital, and operating costs based on 2019 market conditions and quotes from suppliers.

The 2019 PFS reflects a 50,000 tpd project with a 13-year mine life. Highlights are presented in the table below:

	Years 1-5	Life of Mine (13 years)
Average Milled Grade (g Au/t)	0.96	0.82
Payable Gold Annual Average (000's ozs)	495	413
Payable Gold Total (000's ozs)	2,476	5,305
Gold Recovery	92.3 %	91.9 %
Cash Costs (\$/oz) ⁽¹⁾	\$ 575	\$ 645
AISC (\$/oz) ⁽²⁾	\$ 688	\$ 746
Strip Ratio (waste:ore)	2.65	2.52
Initial Capital (\$ millions)		\$ 826
After-tax NPV _{5%} (\$ millions)		\$ 823
After-tax IRR		23.4 %
After-tax Payback (Production Years)		2.9

Notes: Economics presented using \$1,350/oz gold and a flat \$0.70:A\$1.00 exchange rate and assumes deferral of certain Northern Territory tax obligations as well as realization of equipment salvage values at the end of the mine life. The mine plan includes both proven and probable mineral reserves.

- (1) Cash Costs per ounce is a non-GAAP financial measure; see the Non-GAAP Financial Measures section below for additional disclosure.*
- (2) All-in Sustaining Costs ("AISC") per ounce is a non-GAAP financial measure; see the Non-GAAP Financial Measures section below for additional disclosure.*

The following table illustrates the sensitivity of the after-tax economics to variable gold prices and foreign exchange assumptions:

Gold Price and Foreign Exchange Sensitivity Table										
Foreign Exchange (\$/A\$)	Gold Price									
	\$800		\$1,000		\$1,200		\$1,300		\$1,350	
	IRR	NPV _{5%}	IRR	NPV _{5%}	IRR	NPV _{5%}	IRR	NPV _{5%}	IRR	NPV _{5%}
0.60	(1.3%)	(\$265)	12.1%	\$290	21.6%	\$687	26.3%	\$895	28.4%	\$994
0.65	(4.7%)	(\$410)	9.8%	\$206	19.2%	\$604	23.7%	\$807	25.8%	\$911
0.70	(7.9%)	(\$552)	6.4%	\$61	16.9%	\$525	21.2%	\$718	23.4%†	\$823†
0.75	(11.0%)	(\$693)	4.1%	(\$42)	14.7%	\$440	18.9%	\$636	20.9%	\$734
0.80	(13.9%)	(\$835)	1.9%	(\$150)	12.6%	\$355	16.8%	\$557	18.8%	\$652

Gold Price and Foreign Exchange Sensitivity Table (continued)									
Foreign Exchange (\$/A\$)	Gold Price								
	\$1,400		\$1,500		\$1,700		\$1,900		
	IRR	NPV _{5%}	IRR	NPV _{5%}	IRR	NPV _{5%}	IRR	NPV _{5%}	
0.60	30.5%	\$1,094	34.7%	\$1,296	43.4%	\$1,700	50.6%	\$2,099	
0.65	27.9%	\$1,011	32.0%	\$1,209	40.3%	\$1,617	47.4%	\$2,015	
0.70	25.4%	\$928	29.4%	\$1,126	37.4%	\$1,533	44.4%	\$1,932	
0.75	23.1%	\$839	27.0%	\$1,043	34.7%	\$1,445	41.6%	\$1,848	
0.80	20.7%	\$750	24.7%	\$954	32.2%	\$1,362	39.0%	\$1,765	

† Assumptions used in the 2019 PFS.

Key capital expenditures for initial and sustaining capital requirements are:

Capital Expenditures (\$ Millions, except per ounce amount)	Initial Capital	Sustaining Capital
Mining	\$ 121	\$ 406
Process Plant	367	17
Project Services	109	72
Project Infrastructure	26	—
Site Establishment & Early Works	18	—
Management, Engineering, EPCM Services	82	—
Preproduction Costs	16	—
Contingency	87	40
Sub-Total	\$ 826	\$ 536
Asset Sale and Salvage	—	(140)
Total Capital	\$ 826	\$ 397 ⁽¹⁾
Total Capital per payable ounce of gold	\$ 156	\$ 75 ⁽¹⁾

Notes: may not add due to rounding.

(1) Net of asset sales.

The following table presents a breakdown of operating costs.

Operating Cost	First 5 Years		Life of Mine Cost	
	Per tonne processed	Per ounce	Per tonne processed	Per ounce
Mining	\$ 6.51	\$ 234	\$ 6.02	\$ 251
Processing	7.82	281	7.88	328
Site General and Administrative	1.07	39	1.11	46
Jawoyn Royalty ⁽¹⁾	0.38	14	0.32	14
Water Treatment	0.07	2	0.08	4
Tailings Management	0.08	3	0.07	3
Refining Costs ⁽¹⁾	0.09	3	0.08	3
Power Credit	—	—	(0.10)	(4)
Total Cash Costs ⁽²⁾	<u>\$ 16.01</u>	<u>\$ 575</u>	<u>\$ 15.48</u>	<u>\$ 645</u>

Notes: May not add due to rounding.

(1) Jawoyn Royalty and refinery costs calculated at \$1,350 per ounce gold.

(2) Total Cash Costs is a non-GAAP financial measure; see the Non-GAAP Financial Measures section below for additional disclosure.

The mine plan contemplates 221.0 million tonnes of ore containing an estimated 5.85 million ounces of gold at an average grade of 0.82 g Au/t to be processed over the 13-year operating life of the Project. Total recovered gold is expected to be 5.3 million ounces. Average annual gold production over the life of the Project is expected to be 413,400 ounces, averaging 495,100 ounces during the first five years of commercial operations, with 608,600 ounces produced in the first year of commercial operation. Commercial production is anticipated to begin after two years of construction and six months of commissioning and ramp-up.

The table below highlights the 2019 PFS production schedule.

Years	Ore Mined (kt)	Waste mined (kt)	Strip Ratio (W:O)	Milled Ore (kt)	Feed Grade (g Au/t)	Contained Ounces (kozs)	Mill Production (kozs)
(1)	2,859	8,802	3.08	—	—	—	—
1	16,138	10,498	0.65	12,461	1.17	469	430
2	15,613	47,536	3.04	17,750	0.85	482	438
3	24,495	32,880	1.34	17,799	1.04	593	541
4	15,586	76,531	4.91	17,750	0.70	399	360
5	29,852	58,085	1.95	17,750	1.10	629	574
6	8,984	87,011	9.69	17,750	0.78	446	404
7	7,178	68,218	9.50	17,799	0.52	298	264
8	13,482	56,598	4.20	15,129	0.61	297	266
9	18,750	42,935	2.29	17,750	0.70	397	358
10	28,653	29,747	1.04	17,750	0.93	528	481
11	25,970	4,148	0.16	17,799	1.18	674	618
12	127	—	—	17,750	0.65	371	334
13	—	—	—	15,805	0.52	265	237
Total	<u>207,687</u>	<u>522,990</u>	<u>2.52</u>	<u>221,041</u>	<u>0.82</u>	<u>5,848</u>	<u>5,305</u>

Note: May not add due to rounding. Total milled ore includes material from the heap leach pad that is planned to be processed at the end of the mine life. The mine plan includes both proven and probable reserves.

The table below illustrates the updated mineral reserve and resource estimate for the Project. The effective date of the Mt Todd mineral resource estimate is September 2019.

Mt Todd Mineral Resources (50,000 tpd)												
	Batman Deposit			Heap Leach Pad			Quigleys Deposit			Total		
	Tonnes (000s)	Grade (g Au/t)	Contained Ounces	Tonnes (000s)	Grade (g Au/t)	Contained Ounces	Tonnes (000s)	Grade (g Au/t)	Contained Ounces	Tonnes (000s)	Grade (g Au/t)	Contained Ounces
Measured	77,725	0.88	2,191	—	—	—	594	1.15	22	78,319	0.88	2,213
Indicated	200,112	0.80	5,169	13,354	0.54	232	7,301	1.11	260	220,767	0.80	5,661
Total	277,837	0.82	7,360	13,354	0.54	232	7,895	1.11	282	299,086	0.82	7,874
Inferred	61,323	0.72	1,421	—	—	—	3,981	1.46	187	65,304	0.77	1,608

Notes:

- Measured & Indicated Resources include Proven and Probable Reserves. Batman reserves are calculated at a 0.40 g Au/tonne cut-off grade and US\$1,350 per ounce gold price. Batman and Quigleys resources are quoted at a 0.40g Au/t cut-off grade. Heap Leach reserves and resources are the average grade of the heap, no cut-off applied as all of this material is processed. Economic analysis conducted only on proven and probable reserves.
- Rex Bryan of Tetra Tech is the Qualified Person responsible for the Statement of Mineral Resources for the Batman, Heap Leach Pad and Quigleys deposits. Thomas Dyer of Mine Development Associates is the Qualified Person responsible for developing reserves for the Batman deposit. Deepak Malhotra of Resource Development Inc. is the Qualified Person responsible for developing reserves for the heap leach.
- All scientific and technical information contained herein has been prepared by, or under the supervision of, John Rozelle, Vista's Senior Vice President, a Qualified Person as defined by National Instrument 43-101 – Standards of Disclosure for Mineral Projects

The mine plan in the 2019 PFS includes both proven and probable reserves and estimated total recovered gold at 5.3 million ounces. The table below presents the estimated mineral reserves for the Project.

Mt Todd Gold Project Mineral Reserves – 50,000 tpd, 0.40 g Au/t cut-off and \$1,250 per ounce gold												
	Batman Deposit			Heap Leach Pad			Quigleys Deposit			Total		
	Tonnes (000s)	Grade (gAu/t)	Contained Ounces (000s)	Tonnes (000s)	Grade (g Au/t)	Contained Ounces (000s)	Tonnes (000s)	Grade (g/t)	Contained Ounces (000s)	Tonnes (000s)	Grade (g Au/t)	Contained Ounces (000s)
Proven	72,672	0.88	2,057	—	—	—	—	—	—	72,672	0.88	2,057
Probable	135,015	0.82	3,559	13,354	0.54	232	—	—	—	148,369	0.79	3,791
Proven & Probable	207,687	0.84	5,616	13,354	0.54	232	—	—	—	221,041	0.82	5,848

Economic analysis conducted only on proven and probable mineral reserves. These reserves are not reserves under SEC Industry Guide 7 standards.

The September 22, 2020 amendment to the 2019 PFS reflects amendments to correct and/or clarify certain items, including:

- Changes to the title page to include each Qualified Person's (QP) professional designation to comply with form requirements;
- Clarification of QP disclaimers and additions to Section 3 – Reliance on Other Experts to comply with form requirements;
- Additions to Section 9 - Exploration and Section 10 - Drilling to comply with form requirements;
- Clarification of credentials in certificates for specific QPs;
- Adjustment of measured, indicated, and inferred mineral resources for Quigleys deposit; and
- Certain other minor changes to comply with form requirements.

There were no changes to the following key items in the 2019 PFS:

- Reported measured, indicated, and inferred mineral resources for Batman deposit;
- Reported design parameters for the open pit mine plans;
- Reported proven and probable mineral reserves;

- Reported design parameters for the process plant or process flow sheet;
- Reported metallurgical recoveries and associated supporting test work;
- Reported capital and operating costs;
- Reported design parameters for the tailings dams and waste rock dump;
- Reported design parameters and associated costs for the reclamation plan; and
- Reported financial results from the cash flow analysis, rates of return, and schedules.

For additional information on Mt Todd, see the 2019 PFS, which is available on SEDAR at www.sedar.com, EDGAR at www.sec.gov, as well as on Vista's website under "Mt Todd – Technical Reports." *See Cautionary Note to Investors regarding Estimates of Mineral Reserves and Resources below. The technical report is referenced for informational purposes only and is not incorporated herein by reference.*

The Company intends to continue to de-risk Mt Todd in a cost-effective manner while it seeks to secure a development partner. The 2019 PFS provides a solid basis for engagement with prospective development partners who management believe will recognize the value of Mt Todd and provide appropriate reward for Vista shareholders.

Mt Todd is without known mineral reserves under SEC Industry Guide 7.

Guadalupe de los Reyes Gold/Silver Project, Sinaloa, Mexico

In July 2020, the Company received the final \$1,500 purchase price payment from Prime Mining for the Los Reyes project. With this final payment and upon transfer of the Los Reyes project to Prime Mining, Vista recognized an operating gain of \$3,540, inclusive of previously deferred option gain of \$2,892 and net of associated closing costs, during the three months ended September 30, 2020. In addition, Prime Mining is required to make additional payments to Vista of \$2,100 in lieu of Vista being granted certain royalty and back-in rights, with \$1,100 due in January 2021 and \$1,000 due in July 2021. If Prime Mining fails to make the \$1,100 and \$1,000 payments, Vista will have the right to reinstate its royalty and back-in rights.

Awak Mas Project, Indonesia

Vista holds a net smelter return royalty ("NSR") on the Awak Mas project in Indonesia. During 2019, Vista and the holder of Awak Mas amended the original royalty agreement to allow the holder or a nominated party to make a \$2,400 payment to Vista by April 30, 2020 to cancel a 1% NSR on the first 1,250,000 ounces produced at Awak Mas and a 1.25% NSR on the next 1,250,000 ounces produced. On May 5, 2020, the Company received \$2,400 to cancel the related 1% NSR and 1.25% NSR. The gain recognized upon receipt of this payment was \$2,568, which included the \$2,400 payment plus \$168 of previously deferred option gain. The holder of Awak Mas or a nominated party now has the right to cancel the remaining 1% NSR and 1.25% NSR for an additional payment of \$2,500 by April 30, 2021, at which time the Company will recognize a gain for this amount and \$68 that is currently carried as deferred option gain. If the holder does not make this final payment by April 30, 2021, Vista will retain the remaining royalty interests.

Certain U.S. Federal Income Tax Considerations

Vista has been a "passive foreign investment company" ("PFIC") as defined under Section 1297 of the U.S. Internal Revenue Code of 1986, as amended, in recent years and expects to continue to be a PFIC in the future. Current and prospective United States shareholders should consult their tax advisors as to the tax consequences of PFIC classification and the U.S. federal tax treatment of PFICs. Additional information on this matter is included in Vista's Annual Report on Form 10-K for the year ended December 31, 2019, under "Part II. Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities — Certain United States Federal Income Tax Considerations for U.S. Residents."

Note Regarding Forward-Looking Statements

This quarterly report on Form 10-Q contains “forward-looking statements” within the meaning of the *Private Securities Litigation Reform Act of 1995* and forward-looking information under Canadian securities laws that are intended to be covered by the safe harbor created by such legislation. All statements, other than statements of historical facts, included in this quarterly report on Form 10-Q, our other filings with the Securities and Exchange Commission and Canadian securities commissions and in press releases and public statements by our officers or representatives that address activities, events or developments that we expect or anticipate will or may occur in the future are forward-looking statements and forward-looking information, including, but not limited to, such things as those listed below.

Operations

- Our belief that our efforts to evaluate, engineer, permit and de-risk the Project have increased gold resources and reserves and added substantially to the underlying value of the Project and demonstrate strong development potential, including a potentially longer mine life;
- our belief that Mt Todd is the largest undeveloped gold project in Australia;
- our belief that our efforts in water treatment and management, biodiversity and social programs have created a strong social license in respect of the Project;
- our belief that process improvements reflected in the 2019 PFS will result in reduced operating costs, increased gold recovery, and higher gold production realized at Mt Todd;
- our plans and available funding to continue to improve Mt Todd’s near-term development potential and evaluate additional economic optimization opportunities;
- estimates of future operating and financial performance;
- plans to secure a development partner that will recognize the value of Mt Todd and provide appropriate reward for Vista shareholders;
- our belief that our work on Mt Todd has added substantially to the value of the Project, which reflects a \$1.9 billion net present value (NPV_{5%}) at the current gold price of approximately \$1,900/ounce and demonstrates near-term development potential;
- our expectation that vertical milling equipment would be better suited for anticipated grinding requirements and reduce energy consumption;
- our belief that utilizing certain existing infrastructure from that operation will benefit the Project’s estimated development costs;
- our belief that preliminary geologic evaluations indicate district-scale potential along a 5.4 Km strike length at Mt Todd;
- our belief that a plus 20-year mine life is achievable;
- estimates of mineral reserves and mineral resources at Mt Todd;
- estimated operating costs, gold recovery and estimated gold production at Mt Todd;
- our intention to improve the value of our gold projects;
- the potential that development projects may lead to gold production or value adding strategic transactions;
- the results of feasibility studies;

Business and Industry

- our belief that our existing working capital, together with potential future sources of non-dilutive financing will be sufficient to fully fund our currently planned corporate expenses and project holding costs, which we expect to be generally consistent with 2019, and discretionary programs for more than 12 months;

- our belief that the ATM Program will provide additional balance sheet flexibility at a potentially lower cost than other means of equity issuances;
- the potential monetization of our non-core assets, including our mill equipment which is for sale, and certain royalty interests;
- potential funding requirements and sources of capital, including near-term sources of additional cash;
- our belief that we are in compliance in all material respects with applicable laws and regulations;
- our expectation that we will continue to be a PFIC for U.S. Federal tax purposes;
- the potential that we may grant options and/or other stock-based awards to our directors, officers, employees and consultants;
- our belief that we will receive any future payments pursuant to the terms of the Los Reyes agreement and, if not received, we will be granted net smelter return royalties and a back in right;
- our expectation that we will recover value added tax on the Los Reyes final purchase price payment in normal course;
- our expectation that we will receive any future payments for cancellation of the remaining net smelter return royalties on the Awak Mas project in Indonesia;
- the potential that future expenditures may be required for compliance with various laws and regulations governing the protection of the environment; and
- our belief that the COVID-19 pandemic may have a material adverse impact on the Company's financial condition and results of operations.

Forward-looking statements and forward-looking information have been based upon a number of estimates and assumptions including material estimates and assumptions related to our current business and operating plans, as approved by the Company's Board of Directors; our cash and other funding requirements and timing and sources thereof; results of pre-feasibility and feasibility studies, mineral resource and reserve estimates, preliminary economic assessments and exploration activities; advancements of the Company's required permitting processes; our experience working with our regulators; current market conditions and project development plans. The words "estimate," "plan," "anticipate," "expect," "intend," "believe," "will," "may" and similar expressions are intended to identify forward-looking statements and forward-looking information. These statements involve known and unknown risks, uncertainties, assumptions and other factors which may cause our actual results, performance or achievements to be materially different from any results, performance or achievements expressed or implied by such forward-looking statements and forward-looking information. These factors include risks such as:

Operating Risks

- pre-feasibility and feasibility study results, timing and the accuracy of estimates and assumptions on which they are based;
- resource and reserve estimate results, the accuracy of such estimates and the accuracy of sampling and subsequent assays and geologic interpretations on which they are based;
- technical and operational feasibility and the economic viability of deposits;
- our ability to obtain, renew or maintain the necessary authorizations and permits for Mt Todd, including its development plans and operating activities;
- market conditions supporting a decision to develop Mt Todd;
- delays in commencement of construction at Mt Todd;
- increased costs that affect our operations or our financial condition;
- our reliance on third parties to fulfill their obligations under agreements with us;

- whether projects not managed by us will comply with our standards or meet our objectives;
- whether our acquisition, exploration and development activities, as well as the realization of the market value of our assets, will be commercially successful and whether any transactions we enter into will maximize the realization of the market value of our assets;
- the success of future joint ventures, partnerships and other arrangements relating to our properties;
- perception of the potential environmental impact of Mt Todd;
- known and unknown environmental and reclamation liabilities, including reclamation requirements at Mt Todd;
- potential challenges to the title to our mineral properties;
- future water supply issues at Mt Todd;
- our ability to secure and maintain natural gas supply contracts to sustain the operation of our planned electrical power generation facility;
- litigation or other legal claims;
- environmental lawsuits;

Financial and Business Risks

- fluctuations in the price of gold;
- lack of adequate insurance to cover potential liabilities;
- the lack of cash dividend payments by us;
- our history of losses from operations;
- our ability to attract, retain and hire key personnel;
- volatility in our stock price and gold equities generally;
- our ability to obtain a development partner for Mt Todd on favorable terms, if at all;
- our ability to raise additional capital or raise funds from the sale of non-core assets on favorable terms, if at all;
- industry consolidation which could result in the acquisition of a control position in the Company for less than fair value;
- evolving corporate governance and public disclosure regulations;
- intense competition in the mining industry;
- tax initiatives on domestic and international levels;
- potential changes in regulations of taxation initiatives;
- fluctuation in foreign currency values;
- potential adverse findings by the Australian Government upon review of our Australian research and development grants;
- our likely status as a PFIC for U.S. federal tax purposes;
- delays, potential losses and inability to maintain sufficient working capital due to business interruptions or global economic slowdowns caused by the COVID-19 pandemic (See Item 1A Risk Factors below);

Industry Risks

- inherent hazards of mining exploration, development and operating activities;

- a shortage of skilled labor, equipment and supplies;
- the accuracy of calculations of mineral reserves, mineral resources and mineralized material and fluctuations therein based on metal prices, and inherent vulnerability of the ore and recoverability of metal in the mining process;
- changes in environmental regulations to which our exploration and development operations are subject; and
- changes in climate change regulations could result in increased operating costs.

For a more detailed discussion of such risks and other important factors that could cause actual results to differ materially from those in such forward-looking statements and forward-looking information, please see the risk factors contained in our Annual Report on Form 10-K for the year ended December 31, 2019, under “Part I-Item 1A. Risk Factors” and also “Part II Item 1A. Risk Factors” below. Although we have attempted to identify important factors that could cause actual results to differ materially from those described in forward-looking statements and 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 these statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in the statements. Except as required by law, we assume no obligation to publicly update any forward-looking statements and forward-looking information, whether as a result of new information, future events or otherwise.

Cautionary Note to Investors Regarding Estimates of Mineral Reserves and Resources

The 2019 PFS referenced herein uses the terms “mineral reserve”, “proven mineral reserve” and “probable mineral reserve” as defined in Canadian National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* (“NI 43-101”) and the Canadian Institute of Mining, Metallurgy and Petroleum (the “CIM”) – *CIM Definition Standards on Mineral Resources and Mineral Reserves*, adopted by the CIM Council, as amended (the “CIM Definition Standards”). These definitions differ from the definitions in the United States Securities and Exchange Commission (“SEC”) Industry Guide 7 (“SEC Industry Guide 7”) under the United States Securities Act of 1933, as amended (the “Securities Act”). Under SEC Industry Guide 7 standards, a “final” or “bankable” feasibility study is required to report reserves, the three-year historical average metal price is used in any reserve or cash flow analysis to designate reserves, and the primary environmental analysis or report must be filed with the appropriate governmental authority.

In addition, the 2019 PFS uses the terms “mineral resource”, “measured mineral resource”, “indicated mineral resource” and “inferred mineral resource” which are defined in and required to be disclosed by NI 43-101; however, these terms are not defined terms under SEC Industry Guide 7 and are normally not permitted to be used in reports and registration statements filed with the SEC. Investors are cautioned not to assume that all or any part of a mineral deposit in these categories will ever be converted into reserves. “Inferred mineral resources” have a great amount of uncertainty as to their existence, and great uncertainty as to their economic, technical and legal feasibility. It cannot be assumed that all, or any part, of an inferred mineral resource will ever be upgraded to a higher category. Under Canadian rules, estimates of inferred mineral resources may not form the basis of feasibility or pre-feasibility studies, except in rare cases. Investors are cautioned not to assume that all or any part of an inferred mineral resource exists or is economically, technically or legally mineable. Disclosure of “contained ounces” in a resource is permitted disclosure under Canadian regulations; however, the SEC normally only permits issuers to report mineralization that does not constitute “reserves” by SEC standards as in place tonnage and grade without reference to unit measures.

Accordingly, the 2019 PFS contains descriptions of our mineral deposits that may not be comparable to similar information made public by U.S. companies reporting under SEC Industry Guide 7.

The SEC has adopted amendments to its disclosure rules to modernize the mineral property disclosure requirements for issuers whose securities are registered with the SEC. These amendments became effective February 25, 2019 (the “SEC Modernization Rules”) and, following a two-year transition period, the SEC Modernization Rules will replace the historical property disclosure requirements for mining registrants that are included in SEC Industry Guide 7. The Company is not required to provide disclosure on its mineral properties under the SEC Modernization Rules until its fiscal year beginning January 1, 2021. Under the SEC Modernization Rules, the definitions of “proven mineral reserves” and “probable mineral reserves” have been amended to be substantially similar to the corresponding CIM Definition Standards and the SEC has added definitions to recognize “measured mineral resources”, “indicated mineral resources” and “inferred mineral

resources” which are also substantially similar to the corresponding CIM Definition Standards; however there are differences in the definitions and standards under the SEC Modernization Rules and the CIM Definition Standards and therefore once the Company begins reporting under the SEC Modernization Rules there is no assurance that the Company’s mineral reserve and mineral resource estimates will be the same as those reported under CIM Definition Standards as contained in the 2019 PFS or that the economics for the Mt Todd project estimated in the 2019 PFS will be the same as those estimated in any technical report prepared by the Company under the SEC Modernization Rules in the future.

Non-GAAP Financial Measures

In this report, we have provided information prepared or calculated according to United States generally accepted accounting principles (“U.S. GAAP”), as well as provided some non-U.S. GAAP prospective financial performance measures. Because the non-GAAP performance measures do not have any standardized meaning prescribed by U.S. GAAP, they may not be comparable to similar measures presented by other companies. These measures should not be considered in isolation or as substitutes for measures of performance prepared in accordance with U.S. GAAP. There are limitations associated with the use of such non-GAAP measures. Since these measures do not incorporate revenues, changes in working capital and non-operating cash costs, they are not necessarily indicative of potential operating profit or loss, or cash flow from operations as determined in accordance with U.S. GAAP.

Total Cash Costs and All-In Sustaining Costs

The non-GAAP measures Total Cash Costs, Cash Costs per ounce and All-in Sustaining Costs (AISC) per ounce are not, and are not intended to be, presentations in accordance with U.S. GAAP. As referenced in the 2019 PFS, these measures represent, respectively, our prospective cash costs and all-in sustaining costs related to our Mt Todd project.

We believe that these metrics help investors understand the economics of the Mt Todd project. We present the Non-GAAP financial measures for our Mt Todd project in the tables below. Actual U.S. GAAP results may vary from the amounts disclosed. Other companies may calculate these measures differently.

Total Cash Costs, Cash Costs per ounce, and All-in Sustaining Costs per ounce are non-GAAP metrics developed by the World Gold Council to provide transparency into the costs associated with producing gold and provide a comparable standard. The Company reports Cash Costs and AISC per ounce because it believes that these metrics more completely reflect mining costs over the life of a mine. These metrics are widely used in the gold mining industry as a benchmark for performance.

Total Cash Costs consist of operating costs net of power sales, refining costs, and non-government royalties, and exclude depreciation and amortization. The sum of these costs is divided by the corresponding gold ounces estimated to be sold to determine a Cash Cost per ounce amount. The Company’s Total Cash Costs exclude the allocation of corporate general and administrative costs.

All in Sustaining Costs consist of Total Cash Costs (as described above), plus sustaining capital costs. The sum of All-in Sustaining Costs is divided by the corresponding gold ounces estimated to be sold to determine All-in Sustaining Costs per ounce.

Costs excluded from Total Cash Costs and All-in Sustaining Costs are income taxes, government royalties, financing charges, costs related to business combinations, asset acquisitions other than sustaining capital, allocation of corporate general and administrative costs, and asset dispositions.

The following table reconciles the Mt Todd Total Cash Costs, Cash Costs per ounce and AISC per ounce amounts with the Project costs described in the 2019 PFS.

	Units	Years 1-5	Life of Mine (13 years)
Payable Gold	koz	2,476	5,305
Operating Costs	US\$000s	1,381,396	3,333,631
Refining Cost	US\$000s	7,910	17,075
Royalties	US\$000s	33,420	71,615
Cash Costs	US\$000s	1,422,726	3,422,321
Cash Cost per ounce	US\$/oz	\$575	\$645
Sustaining Capital	US\$000s	279,569	536,176
All-In-Sustaining Costs	US\$000s	1,702,294	3,958,497
AISC per ounce	US\$/oz	\$688	\$746

ITEM 4. CONTROLS AND PROCEDURES.

Disclosure Controls and Procedures.

At the end of the period covered by this quarterly report on Form 10-Q for the three and nine months ended September 30, 2020, an evaluation was carried out under the supervision of and with the participation of our management, including the Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”), of the effectiveness of the design and operations of our disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) under the Exchange Act). Based on that evaluation, the CEO and the CFO have concluded that as of the end of the period covered by this quarterly report, our disclosure controls and procedures were effective in ensuring that: (i) information required to be disclosed by us in reports that we file or submit to the SEC under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in applicable rules and forms and (ii) material information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to our management, including our CEO and CFO, as appropriate, to allow for accurate and timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There has been no change in our internal control over financial reporting during the quarter ended September 30, 2020, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II

ITEM 1. LEGAL PROCEEDINGS.

We are not aware of any material pending or threatened litigation or of any proceedings known to be contemplated by governmental authorities and/or other parties that are, or would be, likely to have a material adverse effect upon us or our operations, taken as a whole.

ITEM 1A. RISK FACTORS.

There have been no material changes from the risk factors set forth in our Annual Report on Form 10-K for the year ended December 31, 2019 as filed with the SEC and Canadian securities regulatory authorities in February 2020, except:

Direct and indirect consequences of the COVID-19 pandemic may have material adverse consequences.

The COVID-19 pandemic is having a material adverse effect on the global economy, which has impacted the natural resource sector and Vista. Vista is incurring ongoing costs while certain corporate objectives, including efforts to seek a strategic development partner, are delayed. If a significant portion of our workforce becomes unable to work or travel to

our operations due to illness or state or federal government restrictions (including travel restrictions and “shelter-in-place” and similar orders), we may be forced to reduce or suspend activities at Mt Todd or our offices, which could limit currently ongoing activities. Illnesses or government restrictions, including the closure of national borders, related to COVID-19 also may disrupt the supply of raw goods, equipment, supplies and services upon which our operations rely. These conditions will require working capital not previously anticipated, which may adversely affect our liquidity and ability to source additional working capital on reasonable terms. Extended delays will continue to affect our liquidity and capital resources and may ultimately have a material adverse effect on both short-term and long-term financial position and results of operations. To the extent the COVID-19 pandemic adversely affects our business and financial results, it may also have the effect of heightening many of the other risks described in this “Risk Factors” section and those set forth under the caption “Risk Factors” in Item 1A of Part I of our Annual Report on Form 10-K for the year ended December 31, 2019, such as those relating to our operations and financial condition. Because of the highly uncertain and dynamic nature of events relating to the COVID-19 pandemic, it is not currently possible to estimate the impact of the pandemic on our business. However, these effects could have a material impact on our operations, and we will continue to monitor the COVID-19 situation closely.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. MINE SAFETY DISCLOSURE.

We consider health, safety and environmental stewardship to be a core value for us.

Pursuant to Section 1503(a) of the United States *Dodd-Frank Wall Street Reform and Consumer Protection Act of 2011* (the “Dodd-Frank Act”), issuers that are operators, or that have a subsidiary that is an operator, of a coal or other mine in the United States are required to disclose in their periodic reports filed with the SEC information regarding specified health and safety violations, orders and citations, related assessments and legal actions, and mining-related fatalities under the regulation of the Federal Mine Safety and Health Administration (“MSHA”) under the *United States Federal Mine Safety and Health Act of 1977* (the “Mine Act”). During the nine months ended September 30, 2020, we had no U.S. properties subject to regulation by the MSHA under the Mine Act and consequently no disclosure is required under Section 1503(a) of the Dodd-Frank Act.

ITEM 5. OTHER INFORMATION.

None.

ITEM 6. EXHIBITS.

Exhibits

The following exhibits are filed as part of this report:

Exhibit Number	Description
3.01	Certificate of Continuation, previously filed as Exhibit 3.1 to the Corporation's Form 8-K filed with the Commission on June 12, 2013 and incorporated by reference herein (File No. 1-9025)
3.02	Notice of Articles, previously filed as Exhibit 3.2 to the Corporation's Form 8-K filed with the Commission on June 12, 2013 and incorporated herein by reference (File No. 1-9025)
3.03	Articles, previously filed as Exhibit 3.3 to the Corporation's Form 8-K filed with the Commission on June 12, 2013 and incorporated herein by reference (File No. 1-9025)
23.1*	Consent of John Rozelle
23.2*	Consent of Rex Bryan
23.3*	Consent of Thomas Dyer
23.4*	Consent of Deepak Malhotra
31.1*	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended
31.2*	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended
32.1*	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2*	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS ⁽¹⁾	XBRL Instance Document – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH ⁽¹⁾	XBRL Taxonomy Extension – Schema
101.CAL ⁽¹⁾	XBRL Taxonomy Extension – Calculations
101.DEF ⁽¹⁾	XBRL Taxonomy Extension – Definitions
101.LAB ⁽¹⁾	XBRL Taxonomy Extension – Labels
101.PRE ⁽¹⁾	XBRL Taxonomy Extension – Presentations
104	Cover Page Interactive Data File—the cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.

* - Filed herewith

- (1) Submitted electronically herewith. Attached as Exhibit 101 to this report are the following formatted in XBRL (Extensible Business Reporting Language): (i) Condensed Consolidated Statements of Income/(Loss) for the three and nine months ended September 30, 2020 and 2019, (ii) Condensed Consolidated Balance Sheets at September 30, 2020 and December 31, 2019, (iii) Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2020 and 2019, and (iv) Notes to Condensed Consolidated Financial Statements.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the *Securities Exchange Act of 1934*, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

VISTA GOLD CORP.

(Registrant)

Dated: October 28, 2020

By: /s/ Frederick H. Earnest

Frederick H. Earnest,
Chief Executive Officer

Dated: October 28, 2020

By: /s/ Douglas L. Tobler

Douglas L. Tobler
Chief Financial Officer