

**\*\*\* Exercise Your *Right* to Vote \*\*\***  
**Important Notice Regarding the Availability of Proxy Materials for the  
Shareholder Meeting to Be Held on April 30, 2020.**

**VISTA GOLD CORP.**

VISTA GOLD CORP.  
7961 SHAFFER PARKWAY, SUITE 5  
LITTLETON, CO 80127 USA

**Meeting Information**

**Meeting Type:** Annual General and Special Meeting  
**For holders as of:** March 11, 2020  
**Date:** April 30, 2020 **Time:** 10:00 AM Vancouver Time  
**Location:** Borden Ladner Gervais LLP  
Suite 1200  
200 Burrard Street  
Vancouver, British Columbia

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com), at [www.sedar.com](http://www.sedar.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials, including the section of the information circular entitled "Particulars of Matters to be Acted Upon", before voting.

**See the reverse side of this notice to obtain  
proxy materials and voting instructions.**

— **Before You Vote** —  
How to Access the Proxy Materials

**Proxy Materials Available to VIEW or RECEIVE:**

NOTICE AND PROXY STATEMENT      ANNUAL REPORT ON FORM 10-K

**How to View Online:**

Have the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

**How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET:      [www.proxyvote.com](http://www.proxyvote.com)
- 2) BY TELEPHONE:    1-800-579-1639
- 3) BY E-MAIL\*:      [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 16, 2020 to facilitate timely delivery. If you do not make a request, you will not receive a paper or e-mail copy.

— **How To Vote** —  
Please Choose One of the Following Voting Methods

**Vote In Person:** Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX (located on the following page) available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

## Voting Items

The Board of Directors recommends you vote FOR each nominee to the Board of Directors and FOR each of the following proposals:

1. **Election of Directors**

- 1a. John M. Clark
- 1b. Frederick H. Earnest
- 1c. W. Durand Eppler
- 1d. Deborah J. Friedman
- 1e. C. Thomas Ogryzlo
- 1f. Michael B. Richings
- 1g. Tracy A. Stevenson

2. **Appointment of Auditors**

Appointment of **Plante & Moran, PLLC** as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.

3. **Advisory Vote on the Approval of Executive Compensation**

To consider and, if thought appropriate, approve, on an advisory, non-binding basis, of the Shareholder resolution regarding the compensation of the Corporation's named executive officers as described in the Corporation's proxy statement.

**NOTE:** Such other business as may properly come before the meeting or any adjournment thereof.

