

VISTA GOLD CORP. NOTICE OF MEETING

NOTICE IS HEREBY GIVEN THAT the 2021 annual general and special meeting (the “Meeting”) of the shareholders of Vista Gold Corp. (the “Corporation”) will be held on April 29, 2021 at 10:00 a.m., MDT, via live teleconference at the following numbers: Toll-free +1 (888) 378-4413 or International +1 (647) 792-1280 (Conference ID 5852561) for the following purposes:

1. to receive the Annual Report on Form 10-K and the consolidated financial statements of the Corporation, together with the auditor’s report thereon, for the fiscal year ended December 31, 2020;
2. to elect directors to hold office until the next annual general meeting;
3. to appoint Plante & Moran, PLLC as auditor to hold office until the next annual general meeting;
4. to conduct an advisory vote on executive compensation;
5. to consider and, if thought appropriate, approve, an ordinary resolution approving all unallocated options under the Corporation’s Stock Option Plan, as more particularly described in the accompanying management information and proxy circular (the “Information Circular”), the full text of which ordinary resolution is set out in Part I to Appendix “C” to the Information Circular as the “Unallocated Options Under the Stock Option Plan Resolution”; and
6. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

Being made available along with this Notice of Meeting are (1) the Information Circular; (2) a form of proxy and notes thereto; and (3) the Corporation’s Annual Report on Form 10-K.

The Board has fixed March 11, 2021, as the record date for the Meeting.

Due to the ongoing public health impact of the coronavirus pandemic and to support the health, well-being and safety of its shareholders, employees and communities, the Meeting will be held via conference call only with no physical in-person meeting, excluding a few members of management. Shareholders and duly-appointed proxyholders, regardless of geographic location, will have an equal opportunity to participate at the Meetings through teleconference as they would at a physical meeting, provided they remain connected on the telephone at all times during the Meeting.

Registered shareholders and duly-appointed proxyholders will be able to listen to the Meeting and to ask questions when prompted while the Meeting is being held, and to submit their votes at the Meeting. It is the responsibility of shareholders to ensure connectivity for the duration of the Meeting. We encourage shareholders currently planning to participate in the Meeting to submit their votes or form of proxy in advance so that their votes will be counted in the event of technical difficulties.

In order to be permitted to vote or ask questions at the Meeting, it is recommended that registered shareholders and duly-appointed proxyholders register by 9:45 a.m. MDT at Toll-free +1 (888) 378-4413 or International +1 (647) 792-1280. Please reference conference call ID 5852561. **Callers will speak to an operator who will place them in the Meeting and provide instructions to those registered shareholders and duly-appointed proxyholders who wish to vote their shares during the Meeting.** In order to allow time for the tabulation of votes cast during the Meeting, the voting results will be announced via press release and a report of voting results, which will be filed on the System for Electronic Document Analysis and Retrieval (“SEDAR”) at www.sedar.com and on EDGAR at www.sec.gov/edgar.shtml following the applicable Meeting.

If you are a *registered shareholder* of the Corporation and are unable to attend the teleconference Meeting, please date and execute the accompanying form of proxy for the Meeting and deposit it with Broadridge by mail at 51 Mercedes Way, Edgewood, NY 11717, Attention: Processing, or vote by telephone at 1-800-690-6903 or online at www.proxyvote.com before 10:00 a.m., MDT, on April 27, 2021, or no later than 48 hours (excluding Saturdays,

Sundays and holidays) before any adjournment or postponement of the Meeting. We encourage shareholders currently planning to participate in the Meeting to submit their votes or form of proxy in advance so that their votes will be counted in the event of technical difficulties.

If you are a *non-registered shareholder* of the Corporation and receive these materials through your broker or another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or such other intermediary.

This Notice of Meeting, the Information Circular, the form of proxy and notes thereto for the Meeting, are first being made available to shareholders of the Corporation on or about March 18, 2021.

DATED at Littleton, Colorado, this 18th day of March, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Frederick H. Earnest

FREDERICK H. EARNEST
President and Chief Executive Officer

