

**VISTA GOLD CORP.
NOTICE OF MEETING**

NOTICE IS HEREBY GIVEN THAT the 2023 annual general and special meeting (the “Meeting”) of the shareholders (the “Shareholders”) of Vista Gold Corp. (the “Corporation”) will be held at the offices of Borden Ladner Gervais LLP, Suite 1200, 200 Burrard Street, Vancouver, British Columbia on April 27, 2023 at 10:00 a.m., PDT, 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, 2022;
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 conduct an advisory vote to determine the frequency of conducting future advisory votes on executive compensation;
6. to consider and, if thought appropriate, approve, an ordinary resolution approving amendments to the Corporation’s Long Term Equity Incentive Plan to (a) permit recoupment of equity awards pursuant to a clawback policy the Corporation expects to adopt later in the year pursuant to anticipated stock exchange rules and (b) allow the board of directors to amend the plan without Shareholder approval if the amendment is required to comply with applicable laws, as more particularly described in the accompanying management information and proxy circular (the “Information Circular”); the full text of the ordinary resolution is set out in Part I to Appendix “C” to the Information Circular as the “LTIP Amendment Resolution”; and
7. 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 10, 2023, as the record date for the Meeting.

If you are a *registered Shareholder* of the Corporation and are unable to attend the Meeting in person, 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., PDT, on April 25, 2023, 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 to ensure their votes will be counted.

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 17, 2023.

DATED at Littleton, Colorado, this 17th day of March, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Frederick H. Earnest

FREDERICK H. EARNEST
President and Chief Executive Officer