

VISTA GOLD CORP.

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN THAT the 2018 annual general and special meeting (the “**Meeting**”) of 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, Canada on April 26, 2018 at 10:00 a.m., Vancouver time, for the following purposes:

1. to receive the annual report to shareholders and the consolidated financial statements of the Corporation, together with the auditor’s report thereon, for the fiscal year ended December 31, 2017;
2. to elect directors to hold office until the next annual general meeting;
3. to appoint EKS&H LLLP as auditor to hold office until the next annual general meeting and at a remuneration to be fixed by the Corporation’s Board of Directors (the “**Board**”) through the Audit Committee;
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**”;
6. to consider and, if thought appropriate, approve, an ordinary resolution approving all unallocated awards under the Corporation’s Long-Term Equity Incentive Plan, as more particularly described in the accompanying Information Circular, the full text of which ordinary resolution is set out in Part II to Appendix “C” to the Information Circular as the “**Unallocated Awards Under the LTIP Resolution**”;
7. to consider and, if thought appropriate, approve, an ordinary resolution approving the adoption of a Deferred Share Unit Plan of the Corporation as more particularly described in the accompanying Information Circular, the full text of which ordinary resolution is set out in Part III to Appendix “C” to the Information Circular as the “**Deferred Share Unit Plan Resolution**”; and
8. 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 (i) the Information Circular; (ii) a form of proxy and notes thereto; and (iii) the Corporation’s annual report to shareholders.

The Board has fixed March 1, 2018, 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 by telephone at 1-800-690-6903, online at www.proxyvote.com or by smartphone by scanning the QR code on the form of proxy before 10:00 a.m., Vancouver time, on April 24, 2018, or no later than 48 hours before any adjournment or postponement of the Meeting.

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 16, 2018.

DATED at Littleton, Colorado, this 16th day of March, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Frederick H. Earnest

FREDERICK H. EARNEST
President and Chief Executive Officer