

**VISTA GOLD CORP.**  
(the “Company”)

**HEALTH, SAFETY, ENVIRONMENT AND SOCIAL RESPONSIBILITY  
COMMITTEE CHARTER**

**I. GENERAL**

The primary purpose of the Health, Safety, Environment and Social Responsibility Committee (the “Committee”) of the Board of Directors (the “Board”) of the Company is to assist the Board in its oversight of:

1. Health, safety, environmental and community risks;
2. The Company’s compliance with applicable legal and regulatory requirements;
3. The Company’s performance in relation to health, safety, environmental and social responsibility matters;
4. The performance and leadership of the health, safety, environmental and social responsibility functions of the Company; and
5. The Company’s external reporting with respect to health, safety, environmental and social responsibility matters.

Nothing herein is intended to expand, or shall result in the expansion of, applicable standards of liability under U.S. or Canadian law for directors of a corporation.

**II. APPOINTMENT AND REMOVAL**

The members of the Committee shall be appointed annually by the Board at the first meeting of the Board following the annual general meeting and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The Board may remove the members of the Committee, with or without cause by a majority vote of the Board. Any vacancy in the Committee occurring for any cause may be filled by a majority vote of the Board then in office. A Chair of the Committee shall be appointed by the Board to: (i) provide leadership to the Committee; (ii) manage the affairs of the Committee; and (iii) ensure that the Committee functions effectively in fulfilling its duties to the Board and the Company.

**III. MEETINGS**

A majority of the members of the Committee shall constitute a quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee. The Committee shall meet in person, telephonically or electronically at least two times during the year for purposes of performing its duties.

#### **IV. AUTHORITY, DUTIES AND RESPONSIBILITIES**

The duties and responsibilities of the Committee are as follows:

1. Review periodically the health, safety, environmental and social responsibility policies of the Company and recommend to the Board any improvements to such policies that the Committee considers necessary or valuable.
2. Monitor the health, safety, environmental and social responsibility policies and activities of the Company to ensure that the Company is in compliance with applicable laws.
3. Review quarterly reports by management on health, safety, environmental and social responsibility issues.
4. Review all updates, notices or significant events in respect of health, safety, environmental and social matters that the executive team provide to the Chair of the Committee.
5. Encourage, assist, support and counsel management in developing short and long term policies, procedures and standards to ensure that the principles set out in the health, safety, environmental and social responsibility policies are being adhered to and achieved.
6. Review periodically health, safety, environmental and social responsibility compliance issues and incidents to determine whether the Company is taking appropriate action in respect of those matters and whether the Company has been appropriately diligent in carrying out its responsibilities and activities in that regard.
7. Review results of health, safety, environmental and social responsibility programs and ensure that risks and impacts are identified and that sufficient resources are allocated to address the identified risks and impacts.
8. Make periodic visits, as individual members or as the Committee, to corporate locations in order to become familiar with the nature of the operations, and to review relevant objectives, procedures and performance with respect to health, safety, environmental and social responsibility performance.
9. Report regularly to the Board on matters pertinent to the Company and the Committee, including:
  - (i) following meetings of the Committee;
  - (ii) with respect to those matters that are relevant to the Committee's and the Company's discharge of its health, safety, environmental and social responsibilities; and
  - (iii) with respect to those recommendations that the Committee may deem appropriate or required. The report to the Board may take the form of an oral or written report by the Chair of the Committee or any other member of the Committee designated by the Committee to make such report.

10. Perform a review and evaluation, at least annually, of the performance of the Committee and its members, including a review of the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess annually the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in the manner it deems appropriate.
11. The Committee shall have access to such officers, employees, independent consultants and advisors of the Company, and to such information with respect to the Company as it considers necessary in order to perform its duties and responsibilities. The Committee shall have sole authority to retain, terminate and pay reasonable compensation to any outside advisor that the Committee determines necessary to permit the Committee to carry out its duties.