

Security Class

Holder Account Number

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Form of Proxy - Annual General Meeting to be held on May 4, 2009

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

1. Every registered shareholder has the right to appoint some other person or company of their choice, who need not be a shareholder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the shares are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on this proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management or its agent to the shareholder.
5. **A registered shareholder may direct the manner in which his or her shares are voted or withheld from voting in accordance with the instructions of the registered shareholder, by marking this proxy accordingly. Where no choice is specified, or in the absence of certain instructions, the shares represented by this proxy will be voted For the resolutions.**
6. The shares represented by this proxy will be voted for or withheld from voting in accordance with the instructions of the registered shareholder, on any ballot that may be called for and, if the registered shareholder has specified a choice with respect to any matter to be acted on, the shares will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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Proxies submitted must be received by 4:30 p.m., Toronto Time, on Friday, May 1, 2009, or no later than 48 hours (excluding Saturdays, Sundays and holidays) before any adjournment or postponement of the meeting.



Appointment of Proxyholder

The undersigned, a "Registered Shareholder" of Vista Gold Corp. (the "Company") hereby appoint : Michael B. Richings, or failing him, Gregory G. Marlier,

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, FOR each matter) and all other matters that may properly come before the Annual General Meeting of shareholders of the Company to be held at the offices of Borden Ladner Gervais LLP, Suite 1200, 200 Burrard Street, Vancouver, British Columbia on Monday, May 4, 2009 at 10:00 a.m. (Vancouver Time) and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

1. Election of Directors

	For	Withhold		For	Withhold		For	Withhold
01. John M. Clark	<input type="checkbox"/>	<input type="checkbox"/>	02. W. Durand Eppler	<input type="checkbox"/>	<input type="checkbox"/>	03. C. Thomas Ogryzlo	<input type="checkbox"/>	<input type="checkbox"/>
04. Tracy A. Stevenson	<input type="checkbox"/>	<input type="checkbox"/>	05. Michael B. Richings	<input type="checkbox"/>	<input type="checkbox"/>	06. Frederick H. Earnest	<input type="checkbox"/>	<input type="checkbox"/>

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For **Withhold**

2. Appointment of Auditor

Appointment of PricewaterhouseCoopers LLP as Auditor of the Company to hold office until the close of the next Annual General Meeting of the Company or until a successor is appointed and authorizing the Board of Directors through the Audit Committee to fix their remuneration.

For **Against**

3. Amendment to Stock Option Plan

To approve an ordinary resolution relating to making certain amendments to the Stock Option Plan, all as described in the accompanying information and proxy circular.

For **Against**

4. Approval of All Unallocated Options Under the Stock Option Plan

To approve an ordinary resolution approving all unallocated options under the Stock Option Plan, all as described in the accompanying information and proxy circular.

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Authorized Signature(s) - This section must be completed for your instructions to be executed.

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, this Proxy will be voted For each resolution.

Signature(s)

Date

DD / MM / YY

