

VISTA GOLD CORP.

DIVERSITY POLICY

(Adopted on March 13, 2019, as amended on July 28, 2020)

1. INTRODUCTION

The Board of Directors (the “**Board**”) of Vista Gold Corp. (the “**Company**”) recognizes that a diverse and talented workforce is a competitive advantage and that the Company’s success is the result of the quality and skills of its people. To this end, the Board has unanimously adopted this Policy.

2. POLICY OBJECTIVES

To facilitate the Company’s overall objective of diversity, the Company has implemented the following policies, to:

- promote a work environment where discrimination (whether on the basis of race, religion, ethnicity, national origin, color, gender, age, citizenship, veteran’s status, sexual orientation or disability) and harassment (including sexual, physical, verbal or any other kind) by others are not tolerated;
- consider, recruit, manage and promote individuals who are highly qualified, based on their talents, experience, functional expertise, skills, character, and qualities, and in light of the Company’s current and future plans and objectives as well as anticipated regulatory and market developments and any other factors that the Board, its committees or employees of the Company may, as applicable, deem appropriate;
- consider criteria that promote diversity, including on the basis of age, race, gender, ethnicity, geographic knowledge, industry experience, board tenure and culture;
- consider the level of diverse representation on the Board and in senior executive officer positions along with other measures or indicators of diversity when making recommendations for nominees to the Board or for appointment as senior executive officers and in general with regard to succession planning for the Board and executive officers;
- create a workplace characterized by inclusive practices and behaviours for the benefit of all staff and stakeholders, which is free from discriminatory behaviours and business practices; and
- attract and retain a diverse range of talented individuals to further the Company’s corporate goals.

3. IMPLEMENTATION

The Board has delegated oversight to the executive officers of the Company (“**Management**”). The Board and Management will ensure that grievances raised concerning diversity, unfair discrimination and harassment are addressed appropriately, fairly and in a timely manner. Management will report to the Board regarding the efficacy of steps taken to achieve compliance with this Policy and, should they occur, any material instances or trends of violations of this Policy.

4. REPORTING VIOLATIONS

Any person may anonymously report a suspected violation of the Company’s Diversity Policy by sending an e-mail to the Chairman of the Audit Committee at whistleblower@vistagold.com. It is not necessary to reveal one’s identity in order to make a report, but if an individual chooses to reveal his/her identity, it will not be disclosed by the Chairman of the Audit Committee unless disclosure is unavoidable during an investigation.