

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended September 30, 2017**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from                      to**

**Commission file number: 001-9025**



VISTA GOLD

**VISTA GOLD CORP.**

(Exact Name of Registrant as Specified in its Charter)

**British Columbia**

(State or other jurisdiction of incorporation or organization)

**98-0542444**

(I.R.S. Employer Identification No.)

**Suite 5, 7961 Shaffer Parkway  
Littleton, Colorado**

(Address of Principal Executive Offices)

**80127**

(Zip Code)

**(720) 981-1185**

(Registrant's Telephone Number, including Area Code)

Indicate by checkmark whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large Accelerated Filer  Accelerated Filer  Non-Accelerated Filer   
Smaller Reporting Company  Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act): Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practical date: 99,412,007 common shares, without par value, outstanding as of October 17, 2017.

**VISTA GOLD CORP.**  
**(An Exploration Stage Enterprise)**  
**FORM 10-Q**  
**For the Quarter Ended September 30, 2017**  
**INDEX**

	<u>Page</u>
<b>PART I – FINANCIAL INFORMATION</b>	
ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS	3
ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	13
ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK	21
ITEM 4. CONTROLS AND PROCEDURES	22
<b>PART II – OTHER INFORMATION</b>	
ITEM 1. LEGAL PROCEEDINGS	22
ITEM 1A. RISK FACTORS	22
ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS	22
ITEM 3. DEFAULTS UPON SENIOR SECURITIES	22
ITEM 4. MINE SAFETY DISCLOSURE	22
ITEM 5. OTHER INFORMATION	23
ITEM 6. EXHIBITS	23
<b>SIGNATURES</b>	

**PART I**

**ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS.**

**VISTA GOLD CORP.**  
**UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS**  
(Dollar amounts in U.S. dollars and in thousands, except shares)

	<u>September 30,</u> <u>2017</u>	<u>December 31,</u> <u>2016</u>
Assets:		
Current assets:		
Cash and cash equivalents	\$ 1,248	\$ 1,904
Short-term investments (Note 2)	16,658	21,975
Other investments, at fair value (Note 2)	4,136	4,994
Other current assets	528	648
Total current assets	<u>22,570</u>	<u>29,521</u>
Non-current assets:		
Mineral properties (Note 3)	3,874	3,874
Plant and equipment, net (Note 4)	7,754	8,213
Total non-current assets	<u>11,628</u>	<u>12,087</u>
Total assets	<u>\$ 34,198</u>	<u>\$ 41,608</u>
Liabilities and Shareholders' Equity:		
Current liabilities:		
Accounts payable	\$ 479	\$ 252
Accrued liabilities and other	722	481
Provision for environmental liability	260	350
Total current liabilities	<u>1,461</u>	<u>1,083</u>
Total liabilities	<u>1,461</u>	<u>1,083</u>
Commitments and contingencies – (Note 6)		
Shareholders' equity:		
Common shares, no par value - unlimited shares authorized; shares outstanding: 2017 - 99,412,007 and 2016 - 97,786,608 (Note 5)	455,859	455,443
Accumulated other comprehensive income/(loss)	(5)	15
Accumulated deficit	<u>(423,117)</u>	<u>(414,933)</u>
Total shareholders' equity	<u>32,737</u>	<u>40,525</u>
Total liabilities and shareholders' equity	<u>\$ 34,198</u>	<u>\$ 41,608</u>

Approved by the Board of Directors

/s/ Tracy A. Stevenson  
Tracy A. Stevenson  
Director

/s/ John M. Clark  
John M. Clark  
Director

*The accompanying notes are an integral part of these condensed consolidated financial statements.*

**VISTA GOLD CORP.**  
**UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF INCOME/(LOSS) AND COMPREHENSIVE**  
**INCOME/(LOSS)**

(Dollar amounts in U.S. dollars and in thousands, except share and per share data)

	<u>Three Months Ended September 30,</u>		<u>Nine Months Ended September 30,</u>	
	<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u>
Operating expense:				
Exploration, property evaluation and holding costs	\$ (1,635)	\$ (1,168)	\$ (4,695)	\$ (2,979)
Corporate administration	(823)	(581)	(2,619)	(2,319)
Depreciation and amortization	(137)	(144)	(455)	(431)
Gain on disposal of mineral property, net (Note 3)	—	—	358	150
Total operating expense	<u>(2,595)</u>	<u>(1,893)</u>	<u>(7,411)</u>	<u>(5,579)</u>
Non-operating income/(expense):				
Gain/(loss) on other investments (Note 2)	(78)	(234)	(858)	3,586
Research and development grant, net (Note 9)	—	—	—	744
Interest income	38	20	117	45
Other income/(expense)	(20)	24	(32)	44
Total non-operating income/(expense)	<u>(60)</u>	<u>(190)</u>	<u>(773)</u>	<u>4,419</u>
Net loss	<u>\$ (2,655)</u>	<u>\$ (2,083)</u>	<u>\$ (8,184)</u>	<u>\$ (1,160)</u>
Other comprehensive loss:				
Unrealized fair value increase/(decrease) on available-for-sale securities	1	7	(20)	71
Comprehensive loss	<u>\$ (2,654)</u>	<u>\$ (2,076)</u>	<u>\$ (8,204)</u>	<u>\$ (1,089)</u>
Basic:				
Weighted average number of shares outstanding	98,993,395	92,543,232	98,363,761	86,135,588
Net loss per share	\$ (0.03)	\$ (0.02)	\$ (0.08)	\$ (0.01)
Diluted:				
Weighted average number of shares outstanding	98,993,395	92,543,232	98,363,761	86,135,588
Net loss per share	\$ (0.03)	\$ (0.02)	\$ (0.08)	\$ (0.01)

*The accompanying notes are an integral part of these condensed consolidated financial statements.*

**VISTA GOLD CORP.**  
**UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY**  
(Dollar amounts in U.S. dollars and in thousands)

	Common shares	Amount	Accumulated deficit	Accumulated other comprehensive income/(loss)	Total shareholders' equity
<b>Balances at December 31, 2015</b>	82,883,562	\$ 438,900	\$ (411,800)	\$ (35)	\$ 27,065
Units issued (net of offering costs of \$1,425)	12,362,500	15,883	—	—	15,883
Shares issued (RSUs vested/options exercised)	2,540,546	15	—	—	15
Stock-based compensation	—	645	—	—	645
Other comprehensive income	—	—	—	50	50
Net loss	—	—	(3,133)	—	(3,133)
<b>Balances at December 31, 2016</b>	97,786,608	\$ 455,443	\$ (414,933)	\$ 15	\$ 40,525
Shares issued (RSUs vested, net of shares withheld)	1,625,399	(264)	—	—	(264)
Stock-based compensation	—	680	—	—	680
Other comprehensive loss	—	—	—	(20)	(20)
Net loss	—	—	(8,184)	—	(8,184)
<b>Balances at September 30, 2017</b>	99,412,007	\$ 455,859	\$ (423,117)	\$ (5)	\$ 32,737

*The accompanying notes are an integral part of these condensed consolidated financial statements.*

**VISTA GOLD CORP.**  
**UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Dollar amounts in U.S. dollars and in thousands)

	<b>Nine months ended September 30,</b>	
	<b>2017</b>	<b>2016</b>
Cash flows from operating activities:		
Net loss for the period	\$ (8,184)	\$ (1,160)
Adjustments to reconcile net income/(loss) for the period to net cash used in operations:		
Depreciation and amortization	455	431
Stock-based compensation	680	476
Gain on disposal of mineral property	(358)	(150)
(Gain)/loss on other investments	858	(3,586)
Change in working capital account items:		
Other current assets	104	65
Accounts payable, accrued liabilities and other	378	(200)
Net cash used in operating activities	<u>(6,067)</u>	<u>(4,124)</u>
Cash flows from investing activities:		
Disposition of short-term investments, net of acquisitions	5,317	(11,486)
Additions to plant and equipment	—	(35)
Proceeds from option/sale agreements, net	358	150
Net cash provided by/(used in) investing activities	<u>5,675</u>	<u>(11,371)</u>
Cash flows from financing activities:		
Proceeds from equity financings, net	—	15,883
Payment of taxes from withheld shares	(264)	—
Proceeds from exercise of stock options	—	15
Net cash provided by/(used in) financing activities	<u>(264)</u>	<u>15,898</u>
Net increase/(decrease) in cash and cash equivalents	(656)	403
Cash and cash equivalents, beginning of period	1,904	902
Cash and cash equivalents, end of period	<u>\$ 1,248</u>	<u>\$ 1,305</u>

*The accompanying notes are an integral part of these condensed consolidated financial statements.*

**VISTA GOLD CORP.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)**

(All dollar amounts in U.S dollars and in thousands, except per share, per ounce and per option amounts unless otherwise noted)

**1. Nature of Operations and Basis of Presentation**

Vista Gold Corp. and its subsidiaries (collectively, “Vista,” the “Company,” “we,” “our,” or “us”) operate in the gold mining industry. We are focused on the evaluation, acquisition, exploration and advancement of gold exploration, and potential development projects, which may lead to gold production or value adding strategic transactions such as earn-in right agreements, option agreements, leases to third parties, joint venture arrangements with other mining companies, or outright sales of assets for cash and/or other consideration. We look for opportunities to improve the value of our gold projects through exploration drilling and/or technical studies focused on optimizing previous engineering work.

The Company’s flagship asset is its 100% owned Mt Todd gold project (“Mt Todd”) in the Northern Territory (“NT”) Australia. We are currently completing metallurgical and other engineering studies that we believe will lead to improved gold recovery and production costs. This new information, together with the most current economic factors, will be used to update the Mt Todd Preliminary Feasibility Study (completed May 2013 and amended July 2014) (“PFS”). We also hold 4.2% of the outstanding common shares in the capital of Midas Gold Corp. (“Midas Gold Shares”), a non-core project in Mexico and royalty interests in the United States and Indonesia.

The interim Condensed Consolidated Financial Statements (“interim statements”) of the Company are unaudited. In the opinion of management, all adjustments and disclosures necessary for a fair presentation of these interim statements have been included. The results reported in these interim statements are not necessarily indicative of the results that may be reported for the entire year. These interim statements should be read in conjunction with the Company’s Consolidated Financial Statements for the year ended December 31, 2016 as filed with the United States Securities and Exchange Commission and Canadian securities regulatory authorities on February 22, 2017 on Form 10-K. The year-end balance sheet data was derived from the audited financial statements and, in accordance with the instructions to Form 10-Q, certain information and footnote disclosures required by United States generally accepted accounting principles have been condensed or omitted.

References to C\$ refer to Canadian currency, A\$ to Australian currency and \$ to United States currency.

**2. Short-term and Other Investments**

*Short-term investments*

As of September 30, 2017 and December 31, 2016, the amortized cost basis of our short-term investments was \$16,658 and \$21,975, respectively. The amortized cost basis approximates fair value at September 30, 2017 and December 31, 2016. Short-term investments at September 30, 2017 and December 31, 2016 are comprised of U.S. government treasury bills and/or notes, all of which have maturity dates greater than 90 days but less than one year.

*Other investments - Midas Gold Shares*

Upon initial recognition of our investment in the Midas Gold Shares, we elected to apply the fair value option, and as such, the investment in Midas Gold Shares is recorded at fair value in the Condensed Consolidated Balance Sheets. Subsequent changes in fair value are recorded in the Condensed Consolidated Statements of Income/(Loss) and Comprehensive Income/(Loss) in the period in which they occur.

**VISTA GOLD CORP.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)**

(All dollar amounts in U.S dollars and in thousands, except per share, per ounce and per option amounts unless otherwise noted)

The following table summarizes our investment in Midas Gold Shares as of September 30, 2017 and December 31, 2016.

	<u>September 30, 2017</u>	<u>December 31, 2016</u>
<b>Fair value at beginning of period</b>	\$ 4,994	\$ 1,798
Gain/(loss) during the period	(858)	3,196
<b>Fair value at end of period</b>	<u>\$ 4,136</u>	<u>\$ 4,994</u>
<b>Midas Gold Shares held at the end of the period</b>	7,802,615	7,802,615

**3. Mineral Properties**

	<u>At September 30, 2017</u>	<u>At December 31, 2016</u>
Mt Todd, Australia	\$ 2,146	\$ 2,146
Guadalupe de los Reyes, Mexico	1,728	1,728
	<u>\$ 3,874</u>	<u>\$ 3,874</u>

*Long Valley Claims*

During the nine months ended September 30, 2017, we sold our Long Valley unpatented mining claims located in California for consideration, net of transaction costs, of \$358 which was paid at closing; a future payment of \$500 one month after the start of commercial production; a future payment of \$500 on or prior to the first anniversary of the start of commercial production; and a net smelter return royalty (“NSR”) on any future production from said claims at a variable rate between 0.5% and 2.0% depending on the average gold price realized. This sale resulted in a realized gain of \$358 for the nine months ended September 30, 2017.

*Utah Claims*

During the nine months ended September 30, 2016, we sold our unpatented mining claims located in Utah for \$150 and a 2% NSR on any future production from said claims. This sale resulted in a realized gain of \$150 for the nine months ended September 30, 2016.

**4. Plant and Equipment**

	<u>September 30, 2017</u>			<u>December 31, 2016</u>		
	<u>Cost</u>	<u>Accumulated depreciation</u>	<u>Net</u>	<u>Cost</u>	<u>Accumulated depreciation</u>	<u>Net</u>
Mt Todd, Australia	\$ 5,654	\$ 4,400	\$ 1,254	\$ 5,654	\$ 3,944	\$ 1,710
Guadalupe de los Reyes, Mexico	—	—	—	14	11	3
Corporate, United States	333	333	—	333	333	—
Used mill equipment, Canada	6,500	—	6,500	6,500	—	6,500
	<u>\$ 12,487</u>	<u>\$ 4,733</u>	<u>\$ 7,754</u>	<u>\$ 12,501</u>	<u>\$ 4,288</u>	<u>\$ 8,213</u>



**VISTA GOLD CORP.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)**  
(All dollar amounts in U.S dollars and in thousands, except per share, per ounce and per option amounts unless otherwise noted)

**5. Common Shares**

Warrants

Warrant activity is summarized in the following table:

	<b>Warrants outstanding</b>	<b>Weighted average exercise price per share</b>	<b>Weighted average remaining life (yrs.)</b>	<b>Intrinsic value</b>
As of December 31, 2016	6,514,625	\$ 1.92	2.6	\$ —
As of September 30, 2017	6,514,625	\$ 1.92	1.9	\$ —

Stock-Based Compensation

Under our Stock Option Plan (the “Plan”) and our Long-Term Equity Incentive Plan (the “LTIP”), we may grant options and/or restricted stock units (“RSUs”) or restricted stock awards to our directors, officers, employees and consultants. The combined maximum number of our common shares (“Common Shares”) that may be reserved for issuance under the Plan and the LTIP is a variable number equal to 10% of the issued and outstanding Common Shares on a non-diluted basis at any one time. Options and RSUs under the Plan and LTIP, respectively, are granted from time to time at the discretion of the Board of Directors of the Company (“Board”), with vesting periods and other terms as determined by the Board.

During the year ended December 31, 2016, the Company adopted, *Compensation – Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting (Accounting Standards Update 2016-09)*, which included our election to change our accounting policy from estimating forfeiture rates to accounting for forfeitures as they occur. Stock-based compensation expense for the three and nine months ended September 30, 2017 and 2016 is as follows:

	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2017</b>	<b>2016</b>	<b>2017</b>	<b>2016</b>
Stock options	\$ 8	\$ 7	\$ 32	\$ 12
Restricted stock units	245	161	648	464
	<b>\$ 253</b>	<b>\$ 168</b>	<b>\$ 680</b>	<b>\$ 476</b>

As of September 30, 2017, stock options and RSUs had unrecognized compensation expense of \$12 and \$838, respectively, which is expected to be recognized over a weighted average period of 1.2 and 1.5 years, respectively.

Stock Options

A summary of options under the Plan as of September 30, 2017 is set forth in the following table:

	<b>Number of options</b>	<b>Weighted average exercise price per option</b>	<b>Weighted average remaining contractual term</b>	<b>Aggregate intrinsic value</b>
Outstanding - December 31, 2016	1,544,500	\$ 1.05	1.8	\$ 626
Expired	(200,000)	3.14		
Outstanding - September 30, 2017	<b>1,344,500</b>	\$ 0.74	1.2	\$ 417
Exercisable - September 30, 2017	1,098,250	\$ 0.82	1.2	\$ 318

**VISTA GOLD CORP.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)**

(All dollar amounts in U.S dollars and in thousands, except per share, per ounce and per option amounts unless otherwise noted)

A summary of our unvested stock options as of September 30, 2017 is set forth in the following table:

	Number of options	Weighted average grant-date fair value per option	Weighted average remaining amortization period (Years)
Unvested - December 31, 2016	296,250	\$ 0.30	1.2
Vested	(50,000)	0.69	
Unvested - September 30, 2017	<u>246,250</u>	\$ 0.22	1.2

*Restricted Stock Units*

The following table summarizes the RSUs outstanding under the LTIP as of September 30, 2017:

	Number of units	Weighted average grant-date fair value per unit
Unvested - December 31, 2016	2,668,387	\$ 0.49
Cancelled/forfeited	(441,084)	0.34
Vested, net of shares withheld	(1,625,399)	0.38
Granted	966,003	0.79
Unvested - September 30, 2017	<u>1,567,907</u>	\$ 0.83

A portion of the RSU awards vest on a fixed future date provided the recipient continues to be affiliated with Vista on that date. Other RSU awards vest subject to certain performance and market criteria, including the accomplishment of certain corporate objectives and the Company's share price performance. The minimum vesting period for RSUs is one year.

During the nine months ended September 30, 2017, the Company withheld shares equivalent to the employee withholding tax obligation which resulted from RSUs vesting in the period. Shares withheld are considered cancelled/forfeited.

**6. Commitments and Contingencies**

Our exploration and development activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and are generally becoming more restrictive. As such, the future expenditures that may be required for compliance with these laws and regulations cannot be predicted. We conduct our operations in an effort to minimize effects on the environment and believe our operations are in compliance with applicable laws and regulations in all material respects.

Under our agreement with the Jawoyn Association Aboriginal Corporation (the "JAAC"), we must offer the JAAC the opportunity to establish a joint venture with Vista holding a 90% participating interest and the JAAC holding a 10% participating interest in the mining licenses associated with Mt Todd. In addition, the JAAC will be entitled to an annual cash payment, or payment in kind, equal to 1% of the value of the annual gold production from the current mining licenses, and a 1% NSR on other metals, subject to a minimum payment of A\$50 per year.

During November 2015, we entered into a two-year lease agreement to store our used mill equipment. Monthly rent for the term of the lease is C\$18 (\$14).

**VISTA GOLD CORP.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)**

(All dollar amounts in U.S dollars and in thousands, except per share, per ounce and per option amounts unless otherwise noted)

**7. Fair Value Accounting**

The following table sets forth the Company's assets measured at fair value by level within the fair value hierarchy. As required by accounting guidance, assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

	Fair value at September 30, 2017		
	Total	Level 1	Level 3
Marketable securities	\$ 88	\$ 88	\$ —
Other investments (Midas Gold Shares)	4,136	4,136	—

  

	Fair value at December 31, 2016		
	Total	Level 1	Level 3
Marketable securities	\$ 109	\$ 109	\$ —
Other investments (Midas Gold Shares)	4,994	4,994	—
Used mill equipment (non-recurring)	6,500	—	6,500

Our marketable securities and investment in Midas Gold Shares are classified as Level 1 of the fair value hierarchy as they are valued at quoted market prices in an active market. Marketable securities are included in other current assets on the Condensed Consolidated Balance Sheets for each period presented.

The used mill equipment is classified as Level 3 of the fair value hierarchy as its value at December 31, 2016 was based on an independent third-party valuation. As of September 30, 2017, an independent third-party evaluation was not deemed necessary. The mill equipment is included in plant and equipment on the Condensed Consolidated Balance Sheets for each period presented.

There have been no transfers between levels in 2017, nor have there been any changes in valuation techniques.

**8. Geographic and Segment Information**

The Company has one reportable operating segment. We evaluate, acquire, explore and advance gold exploration and potential development projects, which may lead to gold production or value adding strategic transactions. These activities are currently focused principally in Australia. We reported no revenues during the three and nine months ended September 30, 2017 and 2016. Geographic location of mineral properties and plant and equipment is provided in Notes 3 and 4, respectively.

**9. Research and Development Grant**

During the nine months ended September 30, 2016, the Company received Research & Development ("R&D") Tax Incentive refunds, net of costs to prepare and file, paid under the Australian Government's R&D Tax Incentive Program, a program designed to encourage industry to engage in R&D activities that benefit Australia. The R&D Tax Incentive Program is a self-assessment process, and as such, the Australian Government has the right to review the qualifying programs and expenditures for a period of four years. As of September 30, 2017, the Australian Government has not initiated a formal review.

**VISTA GOLD CORP.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)**

(All dollar amounts in U.S dollars and in thousands, except per share, per ounce and per option amounts unless otherwise noted)

**10. Subsequent Event**

During October 2017, we entered into an agreement (the “Option Agreement”) to option our interest in the Guadalupe de los Reyes gold and silver project in Sinaloa, Mexico (the “GdIR Project”) to Minera Alamos Inc. and its subsidiary Minera Alamos de Sonora S.A. de C.V. (“Minera Alamos”).

Pursuant to the terms of the Option Agreement, we have granted Alamos an exclusive right and option right to earn a 100% interest in the GdIR Project by:

- making payments totaling \$6,000 comprised of a payment of \$1,500 made at the execution of the Option Agreement (“Option Grant Date”); two successive payments of \$1,500 each to be made at the one-year and two-year anniversaries of the Option Grant Date; and a final \$1,500 payment to be made before the four-year anniversary of the Option Grant Date;
- maintaining the concessions comprising the GdIR Project in good standing;
- fulfilling all of our obligations to the Ejido La Tasajera (the “Ejido”) as set out in the temporary occupation contract between us and the Ejido;
- granting us a capped NSR royalty on production from open pit mining (the “Open Pit NSR”) at rates that range from 1% (at gold prices of \$1,400/oz or less) to a maximum of 2% (at gold prices above \$1,600/oz) up to an aggregate of \$2,000 in royalty payments;
- granting us a perpetual NSR royalty on production from underground mining (the “Underground NSR”) at rates that range from 1% (at gold prices of \$1,400/oz or less) to a maximum of 2% (at gold prices above \$1,600/oz); and
- granting us the right to assume a 49% non-carried interest in an underground project if Minera Alamos decides to develop an underground mine at the GdIR Project (the “Back-in Right”).

The Option Agreement provides that all cash payments are non-refundable and optional to Minera Alamos, and in the event Minera Alamos fails to pay any of the required amounts as set out in the Option Agreement, or fails to comply with its other obligations, the Option Agreement will terminate and Minera Alamos will have no interest in the GdIR Project. Provided it is not in breach of the Option Agreement, Minera Alamos may at its discretion advance the above payment schedule.

Subject to Minera Alamos timely making all the option payments, and fulfilling its other obligations with respect to the Option Agreement, we will transfer 100% of the ownership of the GdIR Project to Minera Alamos and the Open-Pit NSR and Underground NSR will be granted to us.

If Minera Alamos discovers, and decides to develop, an underground mine at the GdIR Project and we exercise the Back-in Right, we and Minera Alamos have agreed to form a joint venture to develop and operate the underground mine. If the joint venture is formed, the Underground NSR will terminate.

## **ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.**

*The following discussion and analysis should be read in conjunction with our unaudited condensed consolidated financial statements for the three and nine months ended September 30, 2017, and the related notes thereto, which have been prepared in accordance with generally accepted accounting principles in the United States. This discussion and analysis contains forward-looking statements and forward-looking information that involve risks, uncertainties and assumptions. Our actual results may differ materially from those anticipated in these forward-looking statements and information as a result of many factors. See section heading "Note Regarding Forward-Looking Statements" below.*

*All dollar amounts stated herein are in U.S. dollars in thousands, except per share and per ounce amounts and currency exchange rates unless specified otherwise. References to C\$ refer to Canadian currency, A\$ to Australian currency and \$ to United States currency.*

### **Overview**

Vista Gold Corp. and its subsidiaries (collectively, "Vista," the "Company," "we," "our," or "us") operate in the gold mining industry. We are focused on the evaluation, acquisition, exploration and advancement of gold exploration and potential development projects, which may lead to gold production or value adding strategic transactions such as earn-in right agreements, option agreements, leases to third parties, joint venture arrangements with other mining companies, or outright sales of assets for cash and/or other consideration. We look for opportunities to improve the value of our gold projects through exploration drilling and/or technical studies focused on optimizing previous engineering work. We do not currently generate cash flows from mining operations.

The Company's flagship asset is its 100% owned Mt Todd gold project ("Mt Todd") in the Northern Territory ("NT") Australia. We are currently completing metallurgical and other engineering studies that we believe will lead to improved gold recovery and production costs. This new information, together with the most current economic factors, will be used to update the Mt Todd Preliminary Feasibility Study (completed May 2013 and amended July 2014) ("PFS").

As one of the largest, undeveloped single-deposit gold projects in Australia, we believe Mt Todd has the potential to generate significant value for us. We have identified several potential paths which we believe will be beneficial to us and our shareholders. Our strong working capital position provides the flexibility to advance the Mt Todd project to take advantage of its strong strategic position.

### **Results from Operations**

#### **Summary**

Through September 30, 2017, we continued to effectively execute a strategy of strict cost control while completing selected discretionary programs that are expected to add value to Mt Todd. As a result of an equity financing completed in 2016, we believe we are well funded, and we have no debt.

Consolidated net loss for the three months ended September 30, 2017 and 2016 was \$2,655 and \$2,083 or \$0.03 and \$0.02 per share, respectively. Consolidated net loss for the nine months ended September 30, 2017 and 2016 was \$8,184 and \$1,160 or \$0.08 and \$0.01 per share, respectively. The principal components of these year-over-year changes are discussed below.

#### **Exploration, property evaluation and holding costs**

Exploration, property evaluation and holding costs were \$1,635 and \$1,168 during the three months ended September 30, 2017 and 2016, respectively, and \$4,695 and \$2,979 for the nine months ended September 30, 2017 and 2016, respectively. These costs are predominantly associated with Mt Todd. For the three and nine months ended September 30, 2017 and 2016, our fixed costs (which include cash expenditures necessary to ensure that we preserve our property rights and meet all of our safety, regulatory and environmental responsibilities) were substantially unchanged period over period, consistent with our expectations. The magnitude of discretionary program spending during the three and nine

months ended September 30, 2017 was significantly higher than the discretionary program spending during the three and nine months ended September 30, 2016, and this trend is expected to continue through 2017. The material 2017 discretionary programs included: the completion of the drilling program to generate the 20 tonne sample for use in the ore sorting testing program; the ore sorting testing program and subsequent metallurgical studies including grinding studies to confirm the potential for improved gold recoveries; the start of the PFS update; and preparation of a draft Mine Management Plan (“MMP”).

#### ***Corporate administration***

Corporate administration costs were \$823 and \$581 during the three months ended September 30, 2017 and 2016, respectively, and \$2,619 and \$2,319 for the nine months ended September 30, 2017 and 2016, respectively. Cost increases in 2017 primarily resulted from non-cash stock-based compensation and added marketing programs. Stock-based compensation is higher in 2017 mainly due to a change in accounting policy (see Note 5) and increases in grant date fair values per RSU.

#### ***Gain on disposal of mineral property***

##### *Long Valley claims*

During the nine months ended September 30, 2017, we sold our Long Valley unpatented mining claims located in California for consideration, net of transaction costs, of \$358 which was paid at closing; a future payment of \$500 one month after the start of commercial production; a future payment of \$500 on or prior to the first anniversary of the start of commercial production; and a net smelter return royalty (“NSR”) on any future production from said claims at a variable rate between 0.5% and 2.0% depending on the average gold price realized. This sale resulted in a realized gain of \$358 for the nine months ended September 30, 2017.

##### *Utah claims*

During the nine months ended September 30, 2016, we sold our unpatented mining claims located in Utah for \$150 and a 2% NSR on any future production from said claims. This sale resulted in a realized gain of \$150 for the nine months ended September 30, 2016.

#### ***Non-operating income and expenses***

##### *Gain/(loss) on other investments*

Gain/(loss) on other investments was \$(78) and \$(234) for the three months ended September 30, 2017 and 2016, respectively, and \$(858) and \$3,586 for the nine months ended September 30, 2017 and 2016, respectively. These amounts are the result of changes in fair value of the common shares we hold in Midas Gold Corp. (“Midas Gold Shares”).

##### *Research and development grant*

During the nine months ended September 30, 2016, the Company received \$744, net of costs to prepare and file, from the Australian Government related to R&D activities at Mt Todd. These refunds are related to costs we incurred during the 2014 fiscal year for qualifying R&D programs. Grants in 2017, if any, are not expected to be material.

### **Financial Position, Liquidity and Capital Resources**

#### ***Operating activities***

Net cash used in operating activities was \$6,067 and \$4,124 for the nine months ended September 30, 2017 and 2016, respectively. Cash used in 2016 is net of grants totaling \$744 from the Government of Australia related to R&D expenditures we incurred in 2014. No similar grants were received in 2017. Fluctuations in accounts payable partially

offset other factors that contributed to the period over period change which are discussed in “Results from Operations” above.

#### ***Investing activities***

Net cash of \$5,675 was provided by the disposition of short-term investments, net of acquisitions for the nine months ended September 30, 2017.

Net cash of \$11,371 was utilized for the net purchase of short-term investments, net of dispositions for the nine months ended September 30, 2016.

#### ***Financing activities***

Net cash of \$264 for the nine months ended September 30, 2017 was utilized for the payment of certain employee withholding tax obligations in lieu of the issuance of common shares.

Net cash of \$15,898 was primarily provided by the public offering we closed in August of 2016, pursuant to which we sold 12,362,500 units (the “Units”), which included 1,612,500 Units issued pursuant to the full exercise of the underwriters’ over-allotment option, for net proceeds of \$15,883 (the “2016 Offering”). Each Unit consisted of one common share in the capital of the Company (“Common Share”) and one-half of one Common Share purchase warrant (each full warrant, a “2016 Warrant”). Each 2016 Warrant entitles the holder thereof to purchase one Common Share at a price of \$1.92 per Common Share (subject to adjustment in certain circumstances) and is exercisable for a period of 36 months from the closing of the 2016 Offering.

#### ***Liquidity and capital resources***

Our cash and short-term investments as of September 30, 2017 decreased to \$17,906 from \$23,879 at December 31, 2016 due mainly to expenditures for operating activities. Our net working capital decreased to \$21,109 as at September 30, 2017 from \$28,438 at December 31, 2016 due mainly to the decrease in cash and short-term investments to fund operating activities and the decrease in the market value of our Midas Gold Shares.

We believe that our existing working capital, coupled with potential future sources of non-dilutive financing, will be sufficient to cover our fixed costs and project activities for several years. Our fixed costs include cash expenditures necessary to ensure that we preserve our property rights and meet all of our safety, regulatory and environmental responsibilities. We also believe that we can fund all of the critical milestones, including permitting and feasibility studies, necessary to advance the Mt Todd gold project to the point of a development decision.

Potential future sources of non-dilutive financing include the sale of non-core assets such as our used mill equipment and the Guadalupe de los Reyes gold/silver project; and, depending on market conditions, the sale of some or all of our remaining Midas Gold Shares. We do not currently expect that R&D grants from the Australian Government will be a material source of near term funding.

The continuing long-term viability of the Company is dependent upon our ability to secure sufficient funding and ultimately to generate future profits from operations or sales of assets. The underlying value and recoverability of the amounts shown as mineral properties and plant and equipment in our Condensed Consolidated Balance Sheets are dependent on our ability to fund exploration and development activities that could lead to profitable production or proceeds from the disposition of these assets.

## Fair Value Accounting

The following table sets forth the Company's assets measured at fair value by level within the fair value hierarchy. As required by accounting guidance, assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

	Fair value at September 30, 2017		
	Total	Level 1	Level 3
Marketable securities	\$ 88	\$ 88	\$ —
Other investments (Midas Gold Shares)	4,136	4,136	—

  

	Fair value at December 31, 2016		
	Total	Level 1	Level 3
Marketable securities	\$ 109	\$ 109	\$ —
Other investments (Midas Gold Shares)	4,994	4,994	—
Used mill equipment (non-recurring)	6,500	—	6,500

Our marketable securities and investment in Midas Gold Shares are classified as Level 1 of the fair value hierarchy as they are valued at quoted market prices in an active market. Marketable securities are included in other current assets on the Condensed Consolidated Balance Sheets for each period presented.

The used mill equipment is classified as Level 3 of the fair value hierarchy as its value at December 31, 2016 was based on an independent third-party valuation. As of September 30, 2017, an independent third-party evaluation was not deemed necessary. The used mill equipment is included in plant and equipment on the Condensed Consolidated Balance Sheets for each period presented.

There have been no transfers between levels in 2017, nor have there been any changes in valuation techniques.

## Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements.

## Contractual Obligations

During November 2015, we entered into a two-year lease agreement to store our used mill equipment. Monthly rent for the term of the lease is C\$18 (\$14). This lease agreement was subsequently extended for an additional year on substantially the same terms.

## Project Updates

### *Mt Todd Gold Project, Northern Territory, Australia*

The following scientific and technical disclosures about Mt Todd have been reviewed and approved by Mr. John Rozelle, Senior Vice President of Vista. Mr. Rozelle is a qualified person as defined by Canadian National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*.

In late 2016, we completed preliminary process area optimization studies that indicated that selectively screening and rejecting sub-economic, coarse crusher product prior to grinding could be expected to produce higher gold recoveries and lower process area operating costs. These results warranted additional metallurgical test work. Accordingly, in December 2016, we initiated a drill program to generate approximately 20 tonnes of large diameter (3.75 inch diameter) core from the Batman deposit, which was completed in January 2017. The core comprised four 5-tonne bulk samples of ore representing different parts of the deposit. The samples were crushed and screened at 5/8" (16 mm) at an HPGR test facility. Crushing was completed in late June 2017 and approximately 18% of each High Pressure Grinding Roll ("HPGR")-crushed sample was retained as plus 5/8" material ("coarse fraction"). The coarse fraction was then subjected



to two-step automated sorting tests designed to separate the gold-bearing sulfide minerals and quartz veining from non-gold bearing waste material. These tests were completed in early July 2017.

Following the sorting tests, the fine fraction from the HPGR crushing test (minus 5/8" material) together with the sorted coarse fraction were shipped to a laboratory where grind-size and leach recovery optimization and tailings characterization studies are being completed. The results of these tests are expected to provide the design criteria to grind the ore finer for enhanced leaching and gold recovery.

Sorting the non-gold bearing waste material from the gold bearing material, after the HPGR and prior to the grinding circuit, would enable us to reduce the overall material going to the grinding and leaching circuits, improve the grinding circuit head-grade and reduce operating costs. We believe these design changes can be implemented without materially changing the project's capital requirements.

The Company expects to be able to announce the final results of the test work in the fourth quarter of 2017. The results of these tests are expected to confirm improved recoveries with fine grinding and provide the design criteria for the updated PFS. The PFS update is expected to include design changes incorporating an automated sorting circuit, two-stage grinding, current gold price and current foreign exchange rates. We believe the results of this study, when completed in the first quarter of 2018, will demonstrate a technically sound project with improved economics at current gold prices.

We also plan to complete a first draft of the MMP in the fourth quarter of 2017. The MMP is essentially the plan of operations, and is one of the final remaining major permits.

In May 2017, the Company executed an extension of its Mt Todd agreement with the Northern Territory of Australia. The agreement extends through December 31, 2023 and includes the option for an additional 3-year extension. Under the ongoing terms of the agreement, the Company holds the exclusive right to develop the Mt Todd gold project and commits to the appropriate care and management of the site. Vista Gold, at its sole option, may elect to proceed with the development of the project by giving notice to the NT Government, which in turn will result in the transfer of NT-owned assets at Mt Todd and all pre-existing environmental liability for the Mt Todd project from the NT to the Company. Prior to providing notice of its intention to mine, the Company retains no environmental liability for the condition of the site prior to its involvement in 2006.

#### ***Guadalupe de los Reyes Gold/Silver Project, Sinaloa, Mexico***

During October 2017, we entered into an agreement (the "Option Agreement") to option our interest in the Guadalupe de los Reyes gold and silver project in Sinaloa, Mexico (the "GdIR Project") to Minera Alamos Inc. and its subsidiary Minera Alamos de Sonora S.A. de C.V. ("Minera Alamos").

Pursuant to the terms of the Option Agreement, we have granted Alamos an exclusive right and option right to earn a 100% interest in the GdIR Project by:

- making payments totaling \$6,000 comprised of a payment of \$1,500 made at the execution of the Option Agreement ("Option Grant Date"); two successive payments of \$1,500 each to be made at the one-year and two-year anniversaries of the Option Grant Date; and a final \$1,500 payment to be made before the four-year anniversary of the Option Grant Date;
- maintaining the concessions comprising the GdIR Project in good standing;
- fulfilling all of our obligations to the Ejido La Tasajera (the "Ejido") as set out in the temporary occupation contract between us and the Ejido;
- granting us a capped NSR royalty on production from open pit mining (the "Open Pit NSR") at rates that range from 1% (at gold prices of \$1,400/oz or less) to a maximum of 2% (at gold prices above \$1,600/oz) up to an aggregate of \$2,000 in royalty payments;

- granting us a perpetual NSR royalty on production from underground mining (the “Underground NSR”) at rates that range from 1% (at gold prices of \$1,400/oz or less) to a maximum of 2% (at gold prices above \$1,600/oz); and
- granting us the right to assume a 49% non-carried interest in an underground project if Minera Alamos decides to develop an underground mine at the GdIR Project (the “Back-in Right”).

The Option Agreement provides that all cash payments are non-refundable and optional to Minera Alamos, and in the event Minera Alamos fails to pay any of the required amounts as set out in the Option Agreement, or fails to comply with its other obligations, the Option Agreement will terminate and Minera Alamos will have no interest in the GdIR Project. Provided it is not in breach of the Option Agreement, Minera Alamos may at its discretion advance the above payment schedule.

Subject to Minera Alamos timely making all the option payments, and fulfilling its other obligations with respect to the Option Agreement, we will transfer 100% of the ownership of the GdIR Project to Minera Alamos and the Open-Pit NSR and Underground NSR will be granted to us.

If Minera Alamos discovers, and decides to develop, an underground mine at the GdIR Project and we exercise the Back-in Right, we and Minera Alamos have agreed to form a joint venture to develop and operate the underground mine. If the joint venture is formed, the Underground NSR will terminate.

### **Certain U.S. Federal Income Tax Considerations**

Vista has been a “passive foreign investment company” (“PFIC”) as defined under Section 1297 of the U.S. Internal Revenue Code of 1986, as amended, in recent years and expects to continue to be a PFIC in the future. Current and prospective United States shareholders should consult their tax advisors as to the tax consequences of PFIC classification and the U.S. federal tax treatment of PFICs. Additional information on this matter is included in Vista’s Annual Report on Form 10-K for the year ended December 31, 2016, under “Part II. Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities — Certain United States Federal Income Tax Considerations for U.S. Residents.”

### **Note Regarding Forward-Looking Statements**

This quarterly report on Form 10-Q contains “forward-looking statements” within the meaning of the *Private Securities Litigation Reform Act of 1995* and forward-looking information under Canadian securities laws that are intended to be covered by the safe harbor created by such legislation. All statements, other than statements of historical facts, included in this quarterly report on Form 10-Q, our other filings with the Securities and Exchange Commission and Canadian securities commissions and in press releases and public statements by our officers or representatives that address activities, events or developments that we expect or anticipate will or may occur in the future are forward-looking statements and forward-looking information, including, but not limited to, such things as those listed below:

- our expectation to announce the final results of our metallurgical test work in the fourth quarter of 2017;
- our belief that selectively screening and rejecting sub-economic material could improve gold recoveries and lower process operating costs at Mt Todd;
- our expectation that we will update the PFS integrating possible flow sheet changes following completion of the current metallurgical studies;
- our belief that the design changes can be implemented without materially changing the project’s capital requirements;
- our belief that the results of the current PFS, when completed in the first quarter of 2018, will demonstrate a technically sound project with improved economics at current gold prices;

- our expectation that we will complete the first draft of the MMP in the fourth quarter of 2017;
- our plans and available funding to continue to identify and study potential Mt Todd optimizations, project improvements and efficiencies;
- the feasibility of Mt Todd;
- our belief that our existing working capital, coupled with potential future sources of non-dilutive financing will be sufficient to cover our fixed costs (those cash expenditures necessary to ensure that we preserve our property rights and meet all of our safety, regulatory and environmental responsibilities) and project activities for several years;
- our expectation that we will incur higher discretionary costs in 2017 than in 2016;
- our expectation that we will be able to fund Mt Todd, including permitting and feasibility studies, to the point of a development decision;
- the potential monetization of our non-core assets, including our mill equipment which is for sale, and our Midas Gold Shares;
- our expectation that R&D grants from the Australian Government will not be a material source of near term funding;
- our ability to provide sufficient additional information required to complete the *Environmental Protection and Biodiversity Conservation Act 1999* authorization;
- estimates of future operating and financial performance;
- potential funding requirements and sources of capital, including near-term sources of additional cash;
- our expectation that the Company will continue to incur losses and will not pay dividends for the foreseeable future;
- the timing, performance and results of feasibility studies;
- our potential entry into agreements to find, lease, purchase, option or sell mineral interests;
- our belief that Mt Todd has the potential to generate significant value for us;
- our plans to advance work at Mt Todd to take advantage of our strategic position;
- our expectation of Mt Todd's impact, including environmental and economic impacts;
- plans and estimates concerning potential project development, including the use of high pressure grinding roll crushers and access to a water supply, as well as the ability to obtain all required permits;
- our belief that we are in compliance in all material respects with applicable mining, health, safety and environmental statutes and regulations in all of the jurisdictions in which we operate;
- our belief that we maintain reasonable amounts of insurance;
- estimates of mineral reserves and mineral resources;
- our intention to improve the value of our gold projects;
- potential changes in regulations or taxation initiatives;
- our expectation that we will continue to be a PFIC;
- the potential that we may grant options and/or RSUs or restricted stock awards to our directors, officers, employees and consultants;
- the potential that future expenditures may be required for compliance with various laws and regulations governing the protection of the environment; and

- the potential that development projects may lead to gold production or value adding strategic transactions;
- our belief that Minera Alamos will have no interest in the GdLR Project if the Option Agreement terminates;
- our belief that we will receive any future payments and that we will be granted the Open-pit NSR and the Underground NSR pursuant to the terms of the Option Agreement;
- our belief that if we exercise the Back-in Right we will enter into a joint venture agreement on acceptable terms, if at all.

Forward-looking statements and forward-looking information have been based upon our current business and operating plans, as approved by the Company's Board of Directors; our cash and other funding requirements and timing and sources thereof; results of pre-feasibility and feasibility studies, mineral resource and reserve estimates, preliminary economic assessments and exploration activities; advancements of the Company's required permitting processes; our experience working with our regulators; current market conditions and project development plans. The words "estimate," "plan," "anticipate," "expect," "intend," "believe," "will," "may" and similar expressions are intended to identify forward-looking statements and forward-looking information. These statements involve known and unknown risks, uncertainties, assumptions and other factors which may cause our actual results, performance or achievements to be materially different from any results, performance or achievements expressed or implied by such forward-looking statements and forward-looking information. These factors include risks such as:

- pre-feasibility and feasibility study results and preliminary assessment results and the accuracy of estimates and assumptions on which they are based;
- resource and reserve estimate results, the accuracy of such estimates and the accuracy of sampling and subsequent assays and geologic interpretations on which they are based;
- technical and operational feasibility and the economic viability of deposits;
- our ability to obtain, renew or maintain the necessary authorizations and permits for Mt Todd, including its development plans and operating activities;
- the timing and results of a feasibility study on Mt Todd;
- delays in commencement of construction at Mt Todd;
- increased costs that affect our operations or our financial condition;
- our reliance on third parties to fulfill their obligations under agreements with us;
- whether projects not managed by us will comply with our standards or meet our objectives;
- a shortage of skilled labor, equipment and supplies;
- whether our acquisition, exploration and development activities, as well as the realization of the market value of our assets, will be commercially successful and whether any transactions we enter into will maximize the realization of the market value of our assets;
- the lack of cash dividend payments by us;
- the success of future joint ventures, partnerships and other arrangements relating to our properties;
- perception of potential environmental impact of Mt Todd;
- known and unknown environmental and reclamation liabilities, including reclamation requirements at Mt Todd;
- our history of losses from operations;
- future water supply issues at Mt Todd;
- litigation or other legal claims;

- environmental lawsuits;
- lack of adequate insurance to cover potential liabilities;
- our ability to attract, retain and hire key personnel;
- fluctuations in the price of gold;
- volatility in our stock price and gold equities generally;
- our ability to raise additional capital or raise funds from the sale of non-core assets on favorable terms, if at all;
- industry consolidation which could result in the acquisition of a control position in the Company for less than fair value;
- inherent hazards of mining exploration, development and operating activities;
- the accuracy of calculations of mineral reserves, mineral resources and mineralized material fluctuations therein based on metal prices, and inherent vulnerability of the ore and recoverability of metal in the mining process;
- changes in environmental regulations to which our exploration and development operations are subject;
- changes in climate change regulations could result in increased operating costs;
- intense competition in the mining industry;
- potential challenges to the title to our mineral properties;
- evolving corporate governance and public disclosure regulations;
- tax initiatives on domestic and international levels;
- fluctuation in foreign currency values;
- potential review of our Australian R&D grants; and
- our likely status as a PFIC for U.S. federal tax purposes.

For a more detailed discussion of such risks and other important factors that could cause actual results to differ materially from those in such forward-looking statements and forward-looking information, please see the risk factors contained in our Annual Report on Form 10-K for the year ended December 31, 2016, under “Part I-Item 1A. Risk Factors”. Although we have attempted to identify important factors that could cause actual results to differ materially from those described in forward-looking statements and forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that these statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in the statements. Except as required by law, we assume no obligation to publicly update any forward-looking statements and forward-looking information, whether as a result of new information, future events or otherwise.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

We operate in the gold mining industry. We are focused on the evaluation, acquisition, exploration and advancement of gold exploration, and potential development projects, which may lead to gold production or value adding strategic transactions such as earn-in right agreements, option agreements, leases to third parties, joint venture arrangements with other mining companies, or outright sales of assets for cash and/or other consideration. The value of our properties and common shares, as well as our investment in Midas Gold Shares, is closely related to the price of gold, and changes in the price of gold could affect our ability to raise capital and could affect the value of, and/or our ability to generate revenue from, these assets.

Gold prices may fluctuate widely from time to time and are affected by numerous factors, including: expectations with respect to the rate of inflation, exchange rates, interest rates, global and regional political and economic circumstances and governmental policies, including those with respect to gold holdings by central banks. The demand for and supply of gold affect gold prices, but not necessarily in the same manner as demand and supply affect the prices of other

commodities. The supply of gold consists of a combination of new mine production and existing stocks of bullion and fabricated gold held by governments, public and private financial institutions, industrial organizations and private individuals. The demand for gold primarily consists of jewelry and investments. Additionally, hedging activities by producers, consumers, financial institutions and individuals can affect gold supply and demand. Because of these dynamics, it is extremely difficult to predict the future market value of gold with any certainty.

Our principal gold project is located in Australia, consequently we are subject to Australian dollar currency fluctuations. We do not currently engage in currency hedging to offset any risk of currency fluctuations.

#### **ITEM 4. CONTROLS AND PROCEDURES.**

##### **Disclosure Controls and Procedures.**

At the end of the period covered by this quarterly report on Form 10-Q for the nine months ended September 30, 2017, an evaluation was carried out under the supervision of and with the participation of our management, including the Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”), of the effectiveness of the design and operations of our disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) under the Exchange Act). Based on that evaluation, the CEO and the CFO have concluded that as of the end of the period covered by this quarterly report, our disclosure controls and procedures were effective in ensuring that: (i) information required to be disclosed by us in reports that we file or submit to the SEC under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in applicable rules and forms and (ii) material information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to our management, including our CEO and CFO, as appropriate, to allow for accurate and timely decisions regarding required disclosure.

##### **Changes in Internal Control over Financial Reporting**

There has been no change in our internal control over financial reporting during the quarter ended September 30, 2017 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## **PART II**

#### **ITEM 1. LEGAL PROCEEDINGS.**

We are not aware of any material pending or threatened litigation or of any proceedings known to be contemplated by governmental authorities that are, or would be, likely to have a material adverse effect upon us or our operations, taken as a whole.

#### **ITEM 1A. RISK FACTORS.**

There have been no material changes from the risk factors set forth in our Annual Report on Form 10-K for the year ended December 31, 2016 as filed with the SEC and Canadian securities regulatory authorities on February 22, 2017.

#### **ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.**

None.

#### **ITEM 3. DEFAULTS UPON SENIOR SECURITIES.**

None.

#### **ITEM 4. MINE SAFETY DISCLOSURE.**

We consider health, safety and environmental stewardship to be a core value for us.

Pursuant to Section 1503(a) of the United States *Dodd-Frank Wall Street Reform and Consumer Protection Act of 2011* (the “Dodd-Frank Act”), issuers that are operators, or that have a subsidiary that is an operator, of a coal or other mine in the United States are required to disclose in their periodic reports filed with the SEC information regarding specified health and safety violations, orders and citations, related assessments and legal actions, and mining-related fatalities under the regulation of the Federal Mine Safety and Health Administration (“MSHA”) under the *United States Federal Mine Safety and Health Act of 1977* (the “Mine Act”). During the nine months ended September 30, 2017, our U.S exploration properties were not subject to regulation by the MSHA under the Mine Act and consequently no disclosure is required under Section 1503(a) of the Dodd-Frank Act.

**ITEM 5. OTHER INFORMATION.**

None.

**ITEM 6. EXHIBITS.**

*Exhibits*

The following exhibits are filed as part of this report:

<b>Exhibit Number</b>	<b>Description</b>
3.01	Certificate of Continuation, previously filed as Exhibit 3.1 to the Corporation’s Form 8-K dated June 12, 2013 and incorporated by reference herein (File No. 1-9025)
3.02	Notice of Articles, previously filed as Exhibit 3.2 to the Corporation’s Form 8-K dated June 12, 2013 and incorporated herein by reference (File No. 1-9025)
3.03	Articles, previously filed as Exhibit 3.3 to the Corporation’s Form 8-K dated June 12, 2013 and incorporated herein by reference (File No. 1-9025)
4.01	Warrant Indenture dated August 8, 2016, previously filed as Exhibit 4.1 to the Corporation’s Form 8-K dated August 8, 2016 and incorporated by reference herein (File No. 1-9025)
31.1*	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended
31.2*	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended
32.1*	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2*	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS <sup>*(1)</sup>	XBRL Instance Document
101.SCH <sup>*(1)</sup>	XBRL Taxonomy Extension – Schema
101.CAL <sup>*(1)</sup>	XBRL Taxonomy Extension – Calculations
101.DEF <sup>*(1)</sup>	XBRL Taxonomy Extension – Definitions
101.LAB <sup>*(1)</sup>	XBRL Taxonomy Extension – Labels
101.PRE <sup>*(1)</sup>	XBRL Taxonomy Extension – Presentations

\* - Filed herewith

(1) Submitted Electronically Herewith. Attached as Exhibit 101 to this report are the following formatted in XBRL (Extensible Business Reporting Language): (i) Condensed Consolidated Statements of Income/(Loss) and Comprehensive Income/(Loss) for the three and nine months ended September 30, 2017 and 2016, (ii) Condensed Consolidated Balance Sheets at September 30, 2017 and December 31, 2016, (iii) Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2017 and 2016, and (iv) Notes to Condensed Consolidated Financial Statements.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the *Securities Exchange Act of 1934*, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**VISTA GOLD CORP.**  
(Registrant)

Dated: October 24, 2017

By: /s/ Frederick H. Earnest  
Frederick H. Earnest,  
Chief Executive Officer

Dated: October 24, 2017

By: /s/ John F. Engele  
John F. Engele  
Chief Financial Officer