

Notice to Participating Organizations

March 10, 2011

2011-020

Restrictions concerning Trading of Vista Gold Corp. Warrants (VGZ.WT.S, formerly VGZ.WT.U)

This Notice contains important information that should be read carefully by all Participating Organizations.

On March 1, 2011, 15,308,044 common share purchase warrants (the "Warrants") of Vista Gold Corp. ("Vista") began trading on Toronto Stock Exchange ("TSX") under the symbol VGZ.WT.U. Vista is a company continued under the laws of the Yukon Territory. On March 14, 2011, the Warrants will commence trading under the symbol VGZ.WT.S. The Warrants have not been registered with the U.S. Securities and Exchange Commission ("SEC") under the United States Securities Act of 1933, as amended (the "1933 Act") and were offered and sold in Canada under the exclusion from such registration requirements provided by Regulations S ("Regulation S") under the 1933 Act and were offered and sold in the United States under the exemption from such registration requirements provided by Regulation D under the 1933 Act. ("Regulation D"). Because Vista does not qualify as a "foreign private issuer" as defined in Rule 405 under the 1933 Act, Vista is treated as a domestic issuer under the 1933 Act and trading in the Warrants offered and sold under Regulation S and Regulation D are subject to restrictions.

The ".S" portion of the trading symbol indicates that the Warrants are subject to Regulation S trading restrictions. In particular, during what is referred to as the "distribution compliance period" (a period of at least six months from the date of the first sale), the Warrants may not be offered or sold to persons in the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S and attached as an exhibit to this Notice), and there can be no "directed selling efforts" (as defined in Regulation S) in the United States, unless the offer and sale has been registered under the 1933 Act and any applicable state securities laws or an exemption from such registration requirements is available. Further, any Warrants traded over the facilities of TSX, will continue to bear a legend restricting their transfer in the United States or to, or for the account or benefit of, a U.S. person, except pursuant to registration under the 1933 Act or an exemption or exclusion from such registration requirements. Such Warrants will also continue to bear a legend restricting the exercise of the Warrant in the United States or by, or for the account or benefit of, a U.S. person and prohibiting the delivery of the common shares underlying such Warrants to an address in the United States unless such exercise is registered under the 1933 Act or an exemption or exclusion from such registration requirements is available.

Therefore, while the trading symbol for the Warrants contains ".S", you must restrict your trading activities in the Warrants as follows:

1. You may not execute a trade in the Warrants if you know that the buyer is in the United States, or is a U.S. person, or is acting for the account or benefit of a U.S. person. For the purpose of this Notice, a buyer means not only your customers but any customer of a broker who is not a Participating Organization but for whom you execute trades.

2. You must make reasonable efforts to ascertain whether a buyer is in the United States, or is a U.S. person, or is acting for the account or benefit of a U.S. person. If you determine that a buyer is in the United States, or is a U.S. person, or is acting for the account or benefit of a U.S. person, you may not execute the trade.
3. You must implement measures designed to assure reasonable compliance with the above requirements.
4. If you have direct market access clients who are in the United States, or are U.S. persons, you must notify such clients that they may not place an order to buy the Warrants and that, if they do, the trade will be reversed. **In addition, if you place trades for brokers who are not Participating Organizations you must notify such brokers that they may not place an order to buy the Warrants for any of their clients who are in the United States or are U.S. persons, and that if such a trade occurs, it will be reversed.** Furthermore, you must adopt procedures to permit purchases for such accounts to be blocked, or to be identified and reversed.
5. Confirmation notices sent out in connection with trades of the Warrants must include a legend to the effect that “Sales in the U.S. or to, or for the account or benefit of, U.S. persons are prohibited.”

Questions may be directed to David Babstock, Senior Manager, Listed Issuer Services, Toronto Stock Exchange at (604) 643-6599 or david.babstock@tsx.com.

EXHIBIT A

Definition of U.S. Person

“U.S. person” means:

Any natural person resident in the United States;

Any partnership or corporation organized or incorporated under the laws of the United States;

Any estate of which any executor or administrator is a U.S. person;

Any trust of which any trustee is a U.S. person;

Any agency or branch of a foreign entity located in the United States;

Any non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a U.S. person;

Any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organized, incorporated, or (if an individual) resident in the United States; and

Any partnership or corporation if:

Organized or incorporated under the laws of any foreign jurisdiction; and

Formed by a U.S. person principally for the purpose of investing in securities not registered under the 1933 Act, unless it is organized or incorporated, and owned, by accredited investors (as defined in Rule 501(a) under the 1933 Act) who are not natural persons, estates or trusts.

The following are not “U.S. persons:”

Any discretionary account or similar account (other than an estate or trust) held for the benefit or account of a non-U.S. person by a dealer or other professional fiduciary organized, incorporated, or (if an individual) resident in the United States;

Any estate of which any professional fiduciary acting as executor or administrator is a U.S. person if:

An executor or administrator of the estate who is not a U.S. person has sole or shared investment discretion with respect to the assets of the estate; and

The estate is governed by foreign law;

Any trust of which any professional fiduciary acting as trustee is a U.S. person, if a trustee who is not a U.S. person has sole or shared investment discretion with respect to the trust assets, and no beneficiary of the trust (and no settlor if the trust is revocable) is a U.S. person;

An employee benefit plan established and administered in accordance with the law of a country other than the United States and customary practices and documentation of such country;

Any agency or branch of a U.S. person located outside the United States if:

The agency or branch operates for valid business reasons; and

The agency or branch is engaged in the business of insurance or banking and is subject to substantive insurance or banking regulation, respectively, in the jurisdiction where located; and

The International Monetary Fund, the International Bank for Reconstruction and Development, the Inter-American Development Bank, the Asian Development Bank, the African Development Bank, the United Nations, and their agencies, affiliates and pension plans, and any other similar international organizations, their agencies, affiliates and pension plans.

“United States” means:

The United States of America, its territories and possession any state of the United States, and the District of Columbia.

About TMX Group (TSX-X)

TMX Group's key subsidiaries operate cash and derivative markets for multiple asset classes including equities, fixed income and energy. Toronto Stock Exchange, TSX Venture Exchange, Montreal Exchange, Natural Gas Exchange, Boston Options Exchange (BOX), Shorcan, Equicom and other TMX Group companies provide trading markets, clearing facilities, data products and other services to the global financial community. TMX Group is headquartered in Toronto with offices in Montreal, Calgary and Vancouver. For more information about TMX Group, visit our website at www.tmx.com.

A French version of this notice is available on our web site at www.tmx.com. Une version française de cet avis est disponible sur notre site Web à l'adresse www.tmx.com.