

VISTA GOLD CORP  
Form S-3/A  
December 22, 2004

As filed with the Securities and Exchange Commission on December 22, 2004

Registration No. 333-120335

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**AMENDMENT NO. 1**  
**TO**  
**FORM S-3**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**VISTA GOLD CORP.**

(Exact name of registrant as specified in its charter)

Yukon Territory, Canada

(State or other jurisdiction of incorporation or organization)

None

(I.R.S. Employer Identification Number)

Suite 5, 7961 Shaffer Parkway

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Littleton, Colorado 80127

(720) 981-1185

(Address, including zip code, and telephone number, including area code,  
of registrant's principal executive offices)

Michael B. Richings

President and Chief Executive Officer

Vista Gold Corp.

Suite 5, 7961 Shaffer Parkway

Littleton, Colorado 80127

(720) 981-1185

(Name, address, including zip code, and telephone number, including area code,  
of agent for service and authorized representative of registrant in the United States)

*with copies to:*

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**Approximate date of commencement of proposed sale to the public:** As soon as possible after this Registration Statement is declared effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, check the following box. "

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. x

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box. "

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**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until this Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

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**The information contained in this prospectus is not complete and may be changed. The selling security holders may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.**

**SUBJECT TO COMPLETION, DATED DECEMBER 22, 2004**

## **VISTA GOLD CORP.**

**4,367,661 Common Shares**

**without par value**

All of the 4,367,661 Vista Gold common shares offered by this prospectus may be offered and sold, from time to time, by the selling security holders identified in this prospectus. These shares include 2,278,282 shares currently owned by selling security holders and 2,089,379 shares issuable upon exercise of warrants, all as described in this prospectus under Selling Security Holders. We will not receive any of the proceeds from the sale of shares by the selling security holders.

The selling security holders may sell the common shares from time to time in public or private transactions, on or off the American Stock Exchange or the Toronto Stock Exchange, at prevailing market prices, or at privately negotiated prices. The selling security holders may sell shares directly to purchasers or through brokers or dealers. Brokers or dealers may receive compensation in the form of discounts, concessions or commissions from the selling security holders.

Our common shares are traded on the American Stock Exchange and on the Toronto Stock Exchange under the symbol VGZ. On December 21, 2004, the closing price of a common share, as reported on the American Stock Exchange, was \$3.82 per share.

**INVESTING IN OUR COMMON SHARES INVOLVES A HIGH DEGREE OF RISK. SEE RISK FACTORS BEGINNING ON PAGE 2 TO READ ABOUT CERTAIN RISKS YOU SHOULD CONSIDER BEFORE BUYING OUR COMMON SHARES.**

**NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

**The date of this prospectus is December \_\_, 2004.**

## FORWARD-LOOKING STATEMENTS

Certain statements in this prospectus and in the documents incorporated by reference herein constitute forward-looking statements concerning, among other things, mineralized material, proven or probable reserves and cash operating costs. Forward-looking statements typically contain words or phrases such as anticipates, estimates, projects, foresees, management believes, believes and words or phrases of similar import. statements are subject to certain risks, uncertainties or assumptions. If one or more of these risks or uncertainties materialize, or if underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated or projected. Important factors that could cause actual results to differ materially from those in such forward-looking statements include those identified in this document under Risk Factors below. Vista Gold assumes no obligation to update these forward-looking statements to reflect actual results, changes in assumptions, or changes in other factors affecting such statements.

## VISTA GOLD CORP.

Vista Gold Corp. is engaged in the evaluation, acquisition, and exploration of gold exploration and potential development projects. Our approach to acquisitions of gold projects has generally been to seek projects within political jurisdictions with well-established mining, land ownership and tax laws, which have adequate drilling and geological data to support the completion of a third-party review of the geological data and to complete an estimate of the mineralized material. In addition, we look for opportunities to improve the value of our gold projects through exploration drilling or introducing technological innovations. We expect that emphasis on gold project acquisition and improvement will continue in the future.

We currently own or control 11 gold properties: the Maverick Springs, Mountain View, Hasbrouck, Three Hills, Wildcat projects and the Hycroft mine, all in Nevada; the Long Valley project in California; the Yellow Pine project in Idaho; the Paredones Amarillos and Guadalupe de los Reyes projects in Mexico; and the Amayapampa project in Bolivia. We also own several exploration claims in Canada and approximately 25% of the shares of Zamora Gold Corp., a company that was exploring for gold in Ecuador and is currently inactive. On November 2, 2004, we announced that we had signed an option agreement to acquire the Awak Mas gold deposit located in Sulawesi, Indonesia.

Vista Gold does not produce gold in commercial quantities and does not currently generate operating earnings. In recent years, we have obtained funds to acquire and explore gold properties, as well as operating funds, through private placements of equity units consisting of Vista Gold common shares and warrants to purchase common shares. We expect to continue to raise capital through the exercise of warrants and through additional equity financings.

Vista Gold was originally incorporated under the *Company Act* (British Columbia) in 1983 under the name Granges Exploration Ltd. . In 1985, Granges Exploration Ltd. and Pecos

Resources Ltd. amalgamated under the name Granges Exploration Ltd. and in 1989, Granges Exploration Ltd. changed its name to Granges Inc. . In 1995, Granges and Hycroft Resources & Development Corporation were amalgamated under the name Granges Inc. . In 1996, Granges and Da Capo Resources Ltd. amalgamated under the name Vista Gold Corp. . Effective December 17, 1997, Vista Gold was continued from British Columbia to the Yukon Territory, Canada under the *Business Corporations Act* (Yukon Territory).

Our principal executive offices are located at Suite 5, 7961 Shaffer Parkway, Littleton, Colorado 80127, and our telephone number is (720) 981-1185.

Unless otherwise specified, monetary amounts in this prospectus are reported in U.S. dollars.

### **RISK FACTORS**

An investment in our common shares involves a high degree of risk. You should carefully consider the risks described below and the other information contained in this prospectus before deciding to invest in our common shares. The risks described below are not the only ones facing our company or otherwise associated with an investment in our common shares. Additional risks not presently known to us or which we currently consider immaterial may also adversely affect our business. We have attempted to identify the major factors under the heading Risk Factors that could cause differences between actual and planned or expected results, and we have included all material risk factors. If any of the following risks actually happen, our business, financial condition and operating results could be materially adversely affected. In this case, the trading price of our common shares could decline, and you could lose part or all of your investment.

**We cannot be certain that our acquisition, exploration and development activities will be commercially successful.**

We currently have no properties that produce gold in commercial quantities. Our gold production has declined steadily since mining activities were suspended at the Hycroft mine in 1998, and gold production is incidental to solution recirculation on the heaps.

Substantial expenditures are required to acquire existing gold properties, to establish ore reserves through drilling and analysis, to develop metallurgical processes to extract metal from the ore and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. We cannot assure you that any gold reserves or mineralized material acquired or discovered will be in sufficient quantities or quality to justify commercial operations or that the funds required for development can be obtained on a timely basis.

**The price of gold is subject to fluctuations, which could adversely affect the realizable value of our assets and potential future results of operations and cash flow.**

Our principal assets are gold reserves and mineralized material. We intend to attempt to acquire additional properties containing gold reserves and mineralized material. The price that we pay to acquire these properties will be, in large part, influenced by the price of gold at the time of the acquisition. Our potential future revenues are expected to be, in large part, derived from the mining and sale of gold from these properties or from the outright sale or joint venture of some of these properties. The value of these gold reserves and mineralized material, and the value of any potential gold production therefrom, will vary in proportion to variations in gold prices. The price of gold has fluctuated widely, and is affected by numerous factors beyond our control including, but not limited to, international, economic and political trends, expectations of inflation, currency exchange fluctuations, central bank activities, interest rates, global or regional consumption patterns and speculative activities. The effect of these factors on the price of gold, and therefore the economic viability of any of our projects, cannot accurately be predicted. Any drop in the price of gold would adversely affect our asset values, cash flows, potential revenues and profits.

**Mining exploration, development and operating activities are inherently hazardous.**

Mineral exploration involves many risks that even a combination of experience, knowledge and careful evaluation may not be able to overcome. Operations in which Vista Gold has direct or indirect interests will be subject to all the hazards and risks normally incidental to exploration, development and production of gold and other metals, any of which could result in work stoppages, damage to property and possible environmental damage. The nature of these risks is such that liabilities might exceed any liability insurance policy limits. It is also possible that the liabilities and hazards might not be insurable, or, Vista Gold could elect not to insure itself against such liabilities due to high premium costs or other reasons, in which event, we could incur significant costs that could have a material adverse effect on our financial condition.

**Reserve calculations are estimates only, subject to uncertainty due to factors including metal prices, inherent variability of the ore, and recoverability of metal in the mining process.**

There is a degree of uncertainty attributable to the calculation of reserves and corresponding grades dedicated to future production. Until reserves are actually mined and processed, the quantity of ore and grades must be considered as an estimate only. In addition, the quantity of reserves and ore may vary depending on metal prices. Any material change in the quantity of reserves, mineralization, grade or stripping ratio may affect the economic viability of our properties. In addition, there can be no assurance that gold recoveries or other metal recoveries in small-scale laboratory tests will be duplicated in larger scale tests under on-site conditions or during production.

**Our exploration and development operations are subject to environmental regulations, which could result in our incurring additional costs and operational delays.**

All phases of our operations are subject to environmental regulation. Environmental legislation is evolving in some countries or jurisdictions in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect our projects. We are currently subject to environmental regulations with respect to our properties in Nevada, California and Idaho in the United States, as well as Bolivia and Mexico.

The Hycroft mine in Nevada occupies private and public lands. The public lands include unpatented mining claims on lands administered by the U.S. Bureau of Land Management, Nevada State Office. These claims are governed by the laws and regulations of the U.S. federal government and the state of Nevada.

#### U.S. Federal Laws

The U.S. Bureau of Land Management requires that mining operations on lands subject to its regulation obtain an approved plan of operations subject to environmental impact evaluation under the National Environmental Policy Act. Any significant modifications to the plan of operations may require the completion of an environmental assessment or Environmental Impact Statement prior to approval. Mining companies must post a bond or other surety to guarantee the cost of post-mining reclamation. These requirements could add significant additional cost and delays to any mining project we undertake.

Under the U.S. Resource Conservation and Recovery Act, mining companies may incur costs for generating, transporting, treating, storing, or disposing of hazardous waste, as well as for closure and post-closure maintenance once they have completed mining activities on a property. Our mining operations may produce air emissions, including fugitive dust and other air pollutants, from stationary equipment, storage facilities, and the use of mobile sources such as trucks and heavy construction equipment which are subject to review, monitoring and/or control requirements under the Federal Clean Air Act and state air quality laws. Permitting rules may impose limitations on our production levels or create additional capital expenditures in order to comply with the rules.

The U.S. Comprehensive Environmental Response Compensation and Liability Act of 1980, as amended ( CERCLA ), imposes strict, joint and several liability on parties associated with releases or threats of releases of hazardous substances. Those liable groups include, among others, the current owners and operators of facilities which release hazardous substances into the environment and past owners and operators of properties who owned such properties at the time the disposal of the hazardous substances occurred. This liability could include the cost of removal or remediation of the release and damages for injury to the surrounding property. We



cannot predict the potential for future CERCLA liability with respect to our Nevada property or surrounding areas.

#### Nevada Laws

At the state level, mining operations in Nevada are also regulated by the Nevada Department of Conservation and Natural Resources, Division of Environmental Protection. Nevada state law requires the Hycroft mine to hold Nevada Water Pollution Control Permits, which dictate operating controls and closure and post-closure requirements directed at protecting surface and ground water. In addition, we are required to hold Nevada Reclamation Permits required under NRS 519A.010 through 519A.170. These permits mandate concurrent and post-mining reclamation of mines and require the posting of reclamation bonds sufficient to guarantee the cost of mine reclamation. Other Nevada regulations govern operating and design standards for the construction and operation of any source of air contamination, and landfill operations. Any changes to these laws and regulations could have an adverse impact on our financial performance and results of operations by, for example, required changes to operating constraints, technical criteria, fees or surety requirements.

#### California Laws

A new mining operation in California, such as the Long Valley project, which is on Federal unpatented mining claims within a National Forest, would require obtaining various Federal, State and local permits. Mining projects require the establishment and presentation of environmental baseline conditions for air, water, vegetation, wildlife, cultural, historical, geological, geotechnical, geochemical, soil, and socioeconomic parameters. An Environmental Impact Statement ( EIS ) would be required for any mining activities proposed on public lands. A Plan of Operations/Reclamation Plan would be required. Also required would be permits for waste-water discharge and wetland disturbance (dredge and fill); a county mining plan and reclamation plan; a county mining operations permit; special use permits from the U.S. Forest Service; and possibly others. In addition, compliance must be demonstrated with the Endangered Species Act and the National Historical Preservation Act consultation process. Possible county zoning and building permits and authorization may be required. Baseline environmental conditions are the basis by which direct and indirect project-related impacts are evaluated and by which potential mitigation measures are proposed. If our project is found to significantly adversely impact any of these baseline conditions, we could incur significant costs to correct the adverse impact, or delay the start of production. In addition, on December 12, 2002, California adopted a Backfilling Law requiring open-pit surface mining operations for metallic minerals to back-fill the mines. While we have determined that the geometry of our Long Valley project would lend itself to compliance with this law, future adverse changes to this law could have a corresponding adverse impact on our financial performance and results of operations, for example, by requiring changes to operating constraints, technical criteria, fees or surety requirements.

Idaho Laws

Permitting a mining operation, such as Yellow Pine, located on patented mining claims within a National Forest in Idaho would require obtaining various Federal, State and local permits under the coordination of the Idaho Joint Review Process ( JRP ). Mining projects require the establishment and presentation of environmental baseline conditions for air, water, vegetation, wildlife, cultural, historical, geological, geotechnical, geochemical, soil and socioeconomic parameters. An Environmental Impact Statement would be required for any mining activities proposed on public lands. Permits would also be required for storm-water discharge; wetland disturbance (dredge and fill); surface mining; cyanide use, transport and storage; air quality; dam safety (for water storage and/or tailing storage); septic and sewage; water rights appropriation; and possibly others. In addition, compliance must be demonstrated with the Endangered Species Act and the National Historical Preservation Act consultation process. Possible county zoning and building permits and authorization may be required. Baseline environmental conditions are the basis by which direct and indirect project-related impacts are evaluated and by which potential mitigation measures are proposed. If our project is found to significantly adversely impact any of these baseline conditions, we could incur significant costs to correct the adverse impact, or might have to delay the start of production.

Bolivia Laws

We are required under Bolivian laws and regulations to acquire permits and other authorizations before we can develop and mine the Amayapampa project. In Bolivia there is relatively new comprehensive environmental legislation, and the permitting and authorization process may be less established and less predictable than in the United States. While we have all the necessary permits to place the Amayapampa project into production, when a production decision is reached, these permits will need to be re-affirmed and there can be no assurance that we will be able to acquire updates to necessary permits or authorizations on a timely basis. Delays in acquiring any permit or authorization update could increase the development cost of the Amayapampa project, or delay the start of production.

Under Bolivian regulations, the primary component of environmental compliance and permitting is the completion and approval of an environmental impact study known as Estudio de Evaluacion de Impacto Ambiental ( EEIA ), which we submitted in 1997 and was subsequently approved. The EEIA provides a description of the existing environment, both natural and socio-economic, at the project site and in the region; interprets and analyzes the nature and magnitude of potential environmental impacts that might result from project activities; and describes and evaluates the effectiveness of the operational measures planned to mitigate the environmental impacts. Baseline environmental conditions, including meteorology and air quality, hydrological resources and surface water, are the basis by which direct and indirect project-related impacts are evaluated and by which potential mitigation measures are proposed. If our project is found to significantly adversely impact any of these baseline conditions, we could incur significant costs to correct the adverse impact, or might have to delay the start of production.

Mexico Laws

We are required under Mexican laws and regulations to acquire permits and other authorizations before the Paredones Amarillos or Guadalupe de los Reyes projects can be developed and mined. Since the passage of Mexico's 1988 General Law on Ecological Equilibrium and Environmental Protection, a sophisticated system for environmental regulation has evolved. In addition, North American Free Trade Agreement (NAFTA) requirements for regulatory standards in Mexico equivalent to those of the U.S. and Canada have obligated the Mexican government to continue further development of environmental regulation. Most regulatory programs are implemented by various divisions of the Secretariat of Environment and Natural Resources of Mexico (SEMARNAT). While we have the necessary permits to place the Paredones Amarillos project into production, there can be no assurance that we will be able to acquire updates to necessary permits or authorizations on a timely basis. Likewise, there can be no assurance that we will be able to acquire the necessary permits or authorizations on a timely basis to place the Guadalupe de los Reyes project into production. Delays in acquiring any permit, authorization or updates could increase the development cost of the Paredones Amarillos project or the Guadalupe de los Reyes project, or delay the start of production.

The most significant environmental permitting requirements, as they relate to the Paredones Amarillos and the Guadalupe de los Reyes projects are developing reports on environmental impacts; regulation and permitting of discharges to air, water and land; new source performance standards for specific air and water pollutant emitting sources; solid and hazardous waste management regulations; developing risk assessment reports; developing evacuation plans; and monitoring inventories of hazardous materials. If the Paredones Amarillos or the Guadalupe de los Reyes projects are found to not be in compliance with any of these requirements, we could incur significant compliance costs, or might have to delay the start of production.

**We face intense competition in the mining industry.**

The mining industry is intensely competitive in all of its phases. As a result of this competition, some of which is with large established mining companies with substantial capabilities and with greater financial and technical resources than ours, we may be unable to acquire additional attractive mining claims or financing on terms we consider acceptable. Vista Gold also competes with other mining companies in the recruitment and retention of qualified managerial and technical employees. If we are unable to successfully compete for qualified employees, our exploration and development programs may be slowed down or suspended. We compete with other gold companies for capital. If we are unable to raise sufficient capital, our exploration and development programs may be jeopardized or we may not be able to acquire, develop or operate gold projects.

**We may be unable to raise additional capital on favorable terms.**

The exploration and development of our development properties, specifically the construction of mining facilities and commencement of mining operations, may require substantial additional financing. Significant capital investment is required to achieve commercial production from each of our non-producing properties. We will have to raise additional funds from external sources in order to maintain and advance our existing property positions and to acquire new gold projects. There can be no assurance that additional financing will be available at all or on acceptable terms and, if additional financing is not available, we may have to substantially reduce or cease our operations.

**Some of our directors may have conflicts of interest as a result of their involvement with other natural resource companies.**

Some of our directors are directors or officers of other natural resource or mining-related companies. Robert A. Quartermain is President and a director of Silver Standard Resources Inc., and is a director of Canplats Resources Corporation, Radiant Resources, Inc., IAMGold Corporation, Rare Element Resources Ltd., Esperanza Silver Corporation and Strathmore Minerals Corp. C. Thomas Ogryzlo is the President, CEO and a director of Polaris Geothermal Inc., and is a director of Tiomin Resources Inc., Birim Goldfields Inc., Plata Peru Mining Inc. and Baja Mining Corp. Michael B. Richings, who is also our President and Chief Executive Officer, is a director of Triumph Gold Corp. (successor to IMC Ventures), which holds interests in mineral properties. John Clark is a director of Impact Energy Inc. (a Canadian oil and gas exploration company) and CFO and a director of Polaris Geothermal Inc. These associations may give rise to conflicts of interest from time to time. In the event that any such conflict of interest arises, a director who has such a conflict is required to disclose the conflict to a meeting of the directors of the company in question and to abstain from voting for or against approval of any matter in which such director may have a conflict. In appropriate cases, the company in question will establish a special committee of independent directors to review a matter in which several directors, or management, may have a conflict. In accordance with the laws of the Yukon Territory, the directors of all Yukon Territory companies are required to act honestly, in good faith and in the best interests of a company for which they serve as a director.

**There may be challenges to our title in our mineral properties.**

There may be challenges to title to the mineral properties in which we hold a material interest. If there are title defects with respect to any of our properties, we might be required to compensate other persons or perhaps reduce our interest in the affected property. Also, in any such case, the investigation and resolution of title issues would divert management's time from ongoing exploration and development programs.

**Our property interests in Bolivia and Mexico are subject to risks from political and economic instability in those countries.**

We have property interests in Bolivia and Mexico, which may be affected by risks associated with political or economic instability in those countries. The risks include, but are not limited to: military repression, extreme fluctuations in currency exchange rates, labor instability or militancy, mineral title irregularities and high rates of inflation. Changes in mining or investment policies or shifts in political attitude in Bolivia or Mexico may adversely affect our business. We may be affected in varying degrees by government regulation with respect to restrictions on production, price controls, export controls, income taxes, expropriation of property, maintenance of claims, environmental legislation, land use, land claims of local people, water use and mine safety. The effect of these factors cannot be accurately predicted.

**Our financial position and results are subject to fluctuations in foreign currency values.**

Because we have mining exploration and development operations in North and South America, we are subject to foreign currency fluctuations, which may materially affect our financial position and results. We do not engage in currency hedging to offset any risk of currency fluctuations.

We measure and report our financial results in U.S. dollars. We have mining projects in Bolivia and Mexico, and we are looking for other projects in Mexico and in Central and South America. Economic conditions and monetary policies in these countries can result in severe currency fluctuations.

Currently all our material transactions in Mexico and Bolivia are denominated in U.S. dollars. However, if we were to begin commercial operations in Mexico or Bolivia (or other Latin American countries) it is possible that material transactions incurred in the local currency, such as engagement of local contractors for major projects, will be settled at a U.S. dollar value that is different from the U.S. dollar value of the transaction at the time it was incurred. This could have the effect of undermining profits from operations in that country.

**The market price of our common shares could decrease as a result of the impact of the significant increase in the number of our outstanding shares that may result from exercise of warrants pursuant to our issuances in recent years.**

At October 5, 2004, we had outstanding 17,849,407 common shares. Of the 4,367,661 shares being offered by our selling security holders under this prospectus, 2,278,282 are currently outstanding and therefore are already reflected in our total outstanding shares, and the remaining 2,089,379 are issuable upon exercise of warrants. An additional 3,137,379 shares are issuable upon exercise of other warrants, including warrants issued upon conversion of debentures, all as acquired from Vista Gold in private placement and property acquisition transactions in 2002 and 2003, as described in previous filings with the SEC including our Annual Report on Form 10-K for the year ended December 31, 2003. If all of the warrants are exercised, the number of our currently outstanding shares would increase by approximately 29.3%, to 23,076,165. The impact of the issuance of a significant amount of common shares from these warrant exercises may place substantial downward pressure on the market price of our common shares.

**It may be difficult to enforce judgments or bring actions outside the United States against us and certain of our directors and officers.**

Vista Gold is a Canadian corporation and certain of its directors and officers are neither citizens nor residents of the United States. A substantial part of the assets of several of these persons, and of Vista Gold, are located outside the United States. As a result, it may be difficult or impossible for an investor:

to enforce in courts outside the United States judgments obtained in United States courts based upon the civil liability provisions of United States federal securities laws against these persons and Vista Gold; or

to bring in courts outside the United States an original action to enforce liabilities based upon United States federal securities laws against these persons and Vista Gold.

**USE OF PROCEEDS**

Vista Gold will not receive any proceeds from the sale of the common shares offered by the selling security holders.

**SELLING SECURITY HOLDERS**

The selling security holders identified in the following table are offering for sale a total of 4,367,661 common shares. These shares include 2,278,282 common shares currently owned by selling security holders and 2,089,379 shares issuable upon exercise of warrants. We issued the shares and warrants to the selling security holders in different transactions, as follows:

***Private Placement Financing.*** In a private placement financing in September 2004, we issued an aggregate 1,966,456 equity units, each consisting of one common share and one warrant. The purchasers are listed in the table below.

***Scheduled Payments for Property Acquisitions.*** In October 2003, we issued an aggregate 122,923 equity units, each consisting of one common share and one warrant, to Newmont USA Limited pursuant to our October 2002 agreement to acquire the Maverick Springs and Mountain View properties. In June and July 2004, we issued an aggregate 50,475 common shares to Newmont Capital Limited pursuant to our May 2003 agreement to acquire the Hasbrouck and Three Hills properties. In August 2004, we issued 138,428 common shares to Enrique Gaitan Maumejean

pursuant to our August 2003 agreement to acquire the Guadalupe de los Reyes property.

These issuances are discussed below.

#### Issuances in Private Placement Financing

On September 29, 2004, we completed a private placement financing in which we issued 1,966,456 units at a price of \$3.30 per unit, for an aggregate purchase price of \$6.5 million. Each unit consists of one common share and one warrant. Each warrant will entitle the holder to acquire one common share at an exercise price of \$4.75 for a period of two years from the date of issue, provided a registration statement is declared effective by the SEC within six months of the closing date; otherwise, the exercise price of each warrant will be reduced automatically to \$4.25. Starting six months after the share registration is declared effective, if our closing common share price on the American Stock Exchange is \$5.50 or more for 20 consecutive trading days, then for 15 business days, we will have the option to request that the warrants be exercised. Any warrants not exercised within 15 business days following our request would be deemed canceled.

The transaction was priced as of July 22, 2004. The common share component of the unit represented substantially all of the unit value. On July 22, 2004, the closing price for our common shares on the American Stock Exchange was \$3.75. Our net proceeds were approximately \$6.1 million after commissions and costs including a 5% cash finder's commission paid to Global Resource Investments Ltd., which served as a finder in this transaction. The net proceeds will allow us to continue with our strategy of acquiring additional gold resources, as suitable opportunities arise; improving our gold projects through additional drilling, re-engineering and feasibility studies; and provide for on-going administration costs. We agreed in connection with this transaction to register all shares issuable in the transaction including shares issuable upon exercise of warrants.

#### Issuances in Connection with Scheduled Payments for Property Acquisitions

We issued common shares and warrants in connection with scheduled payment obligations for the following property acquisitions made in 2002 and 2003, all as described in previous filings with the SEC. In each case, we agreed to register all shares issuable in the transactions including shares issuable upon exercise of warrants.

*Maverick Springs and Mountain View.* Pursuant to an agreement dated as of October 7, 2002, we acquired a 100% interest in each of the Maverick Springs gold and silver project and the Mountain View gold project, both in Nevada, from Newmont USA Limited, doing business as Newmont Mining Corporation ( "Newmont" ), and its wholly-owned subsidiary Newmont Capital Limited ( "Newmont Capital" ). The total purchase price for both projects included Vista Gold assuming all of the sellers' obligations with respect to the properties, and paying \$1.5 million, of which \$1 million was paid at closing, including \$300,000 in cash and \$700,000 in Vista Gold equity units consisting of one common share and one two-year warrant, all as

previously described in our SEC filings including a previous registration statement on Form S-3, File No. 333-102384, under which those common shares, and the common shares issuable on exercise of the warrants, were registered for resale. On October 7, 2003, the first anniversary of the closing, we issued to Newmont \$500,000 in Vista Gold equity units also consisting of one common share and one two-year warrant. Pursuant to the terms of the acquisition agreement, the price of the equity units was \$4.068, being the weighted average closing price of our common shares on the American Stock Exchange on the 10 trading days immediately preceding the anniversary date. Accordingly, we issued 122,923 equity units on that date. The exercise price of the warrants was set at \$5.08, or approximately 125% of the equity unit price, pursuant to the agreement terms.

*Hasbrouck and Three Hills.* On May 23, 2003, we signed an agreement to purchase the Hasbrouck property and the Three Hills property, both in Nevada, from Newmont Capital. The total purchase price for both properties included Vista Gold assuming all of the seller's obligations with respect to the properties, and paying \$250,000, of which \$50,000 was paid in cash at closing and \$200,000 was payable at the first anniversary of the closing with the latter payment to be made in cash or, at our discretion, the equivalent in Vista Gold common shares with the per share value being the weighted average closing price of our common shares on the American Stock Exchange on the 10 trading days immediately preceding the first anniversary of the closing. Accordingly, in June and July 2004, we issued to Newmont Capital an aggregate 50,475 common shares at a deemed per share price of \$3.9623.

*Guadalupe de los Reyes.* On August 1, 2003, we signed an agreement to acquire a 100% interest in the Guadalupe de los Reyes gold project in Mexico and an associated data package, from Enrique Gaitan Maumejean ( Gaitan ) for aggregate consideration of \$1.4 million and a 2% net smelter returns royalty. We paid cash of \$300,000 as of August 1, 2003 and \$100,000 during the option period prior to that date. The agreement required us to make a \$500,000 payment in August 2004, with the payment to be made in cash or, at our discretion, the equivalent in Vista Gold common shares with the per share value being the weighted average closing price of our common shares on the American Stock Exchange on the 10 trading days immediately preceding July 31, 2004. Accordingly, on August 4, 2004, we issued to Gaitan 138,428 common shares at a deemed per share price of \$3.612. An additional \$500,000 in cash will be paid by way of \$100,000 payments on each of the second through sixth anniversaries of the signing of the formal agreement, with the outstanding balance becoming due upon commencement of commercial production.

The selling security holders may offer their common shares for sale from time to time at market prices prevailing at the time of sale or at negotiated prices, and without payment of any underwriting discounts or commissions except for usual and customary selling commissions paid to brokers or dealers.



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The following table sets forth, as of October 20, 2004, the number of shares being held of record or beneficially by the selling security holders that may be offered under this prospectus, all of which is based upon information currently available to us.

Name of Selling Security Holder	Beneficial Ownership of Shares			Beneficial Ownership of Shares	
	Prior to Offering <sup>(1)</sup>			After Offering <sup>(2)</sup>	
	Number	Percent	Number of Shares Offered Hereby <sup>(3)</sup>	Number	Percent
Adventure Seekers Travel, Inc. <sup>(5)</sup>	67,366	*	30,000	37,366	*
Agora, Inc. <sup>(6)</sup>	40,000	*	40,000	0	*
David Albrecht	20,000	*	20,000	0	*
Marv Anderson & Nancy Chanda JTWROS	20,000	*	20,000	0	*
Harnack Family Trust U/A DTD 10/27/87, Anthony E. & Elizabeth S. Harnack, TTEES	130,312	*	98,312	32,000	*
Anthony E. Harnack II Tr. #2 U/A DTD 1/1/04, Anthony E. Harnack, TTEE	20,000	*	20,000	0	*
Alan Antin	10,000	*	10,000	0	*
Brauer Revocable Living Trust U/A DTD 12/18/97, Arthur E. & Glenda M. Brauer, TTEES	6,000	*	6,000	0	*
Hilgert Revocable Family Trust U/A DTD 8/18/94, Audrey Hilgert, TTEE	12,000	*	12,000	0	*
Brian Batt	30,000	*	30,000	0	*
Marvin Berkman	30,000	*	20,000	10,000	*
RBC Dain Rauscher Cust., Marvin Berkman IRA	50,000	*	40,000	10,000	*
Thomas Bridges	11,500	*	10,000	1,500	*
Plaut Accounting Inc. Retirement Plan U/A DTD 10/5/1988, Bruce Plaut, TTEE	10,000	*	10,000	0	*
Mark Butler	8,000	*	8,000	0	*
John V. Campbell and Virginia B. Campbell JTWROS	8,000	*	8,000	0	*
Merry Lee Carnall	46,000	*	30,000	16,000	*
Douglas R. Casey MPP PSP U/A DTD 12/31/73	210,000	1.2%	60,000	150,000	*
Joseph & Christianna Cassady JTWROS	20,000	*	20,000	0	*
RBC Dain Rauscher Cust., Joseph F. Cassady Jr. IRA	30,000	*	30,000	0	*
Robert & Jereann Chaney	140,000	*	140,000	0	*
Charles Hill & Richard Utley & JLT Ltd. TTEES Oakland Energy (UK) Ltd. Rtmt. Ben. Schm. <sup>(7)</sup>	30,000	*	20,000	10,000	*
Steven Crifase <sup>(4)</sup>	18,000	*	18,000	0	*
The Cucalon Living Trust U/A/D 7/14/1984, Antonio & Rosario Cucalon, TTEES	11,000	*	10,000	1,000	*

Name of Selling Security Holder	Beneficial Ownership of			Beneficial Ownership of	
	Shares			Shares	
	Prior to Offering <sup>(1)</sup>			After Offering <sup>(2)</sup>	
	Number	Percent	Number of Shares Offered Hereby <sup>(3)</sup>	Number	Percent
Dante J. Gallinetti Trust U/A DTD 2/17/04, Dante J. Gallinetti, TTEE	16,500	*	8,000	8,500	*
Otto Dauber <sup>(4)</sup>	60,000	*	60,000	0	*
Adrian Day <sup>(4)</sup>	44,000	*	24,000	20,000	*
David DeLamar	12,000	*	6,000	6,000	*
The Dresser Family Trust UTD 8-23-1994, Hugh W. & Joyce A. Dresser, TTEES	11,000	*	10,000	1,000	*
E. Zimmerman Boulos Office Environments & Services Profit Shr Plan <sup>(4)</sup>	30,000	*	30,000	0	*
E. Zimmerman Boulos Office Environments & Services <sup>(4)</sup>	23,500	*	21,000	2,500	*
Paul Engeling & Mary Jane Engeling JTWROS	6,000	*	6,000	0	*
Eric F. Yuhl Professional Corp. Def. Bene. Plan DTD 6/7/04 FBO Plan Participants, Eric F. Yuhl, TTEE	30,000	*	30,000	0	*
Johnnie & Patsy Eubank JTWROS	8,000	*	8,000	0	*
Robert L. Frederick	10,000	*	10,000	0	*
J. Clay Freeny and Phyllis Jones Freeny JTWROS	13,000	*	6,000	7,000	*
Gentling Investments LLC <sup>(8)</sup>	200,000	1.1%	200,000	0	*
Sterne Family Trust U/A DTD 3/23/83, George Sterne, TTEE	10,000	*	10,000	0	*
Jerome Ginsburg	120,000	*	80,000	40,000	*
Michael Glasgow	35,000	*	30,000	5,000	*
Dennis Goebel & Lori Goebel JTWROS	10,000	*	10,000	0	*
Edward Grout & Sharon Bush JTWROS	22,000	*	12,000	10,000	*
Edward Grout	12,000	*	12,000	0	*
Haegelin Family LLC <sup>(9)</sup>	36,000	*	36,000	0	*
Charles A. Haegelin	94,000	*	84,000	10,000	*
Billy E. Hale & Ruby L. Hale	8,000	*	8,000	0	*
Harold & Marjorie Miller Living Trust U/A DTD 12/28/93, Harold O. & Marjorie E. Miller, TTEES	12,000	*	12,000	0	*
Thomas C. Havens	12,000	*	12,000	0	*
Health Freedom Trust U/A DTD 7/15/1999 <sup>(4)</sup>	27,000	*			