

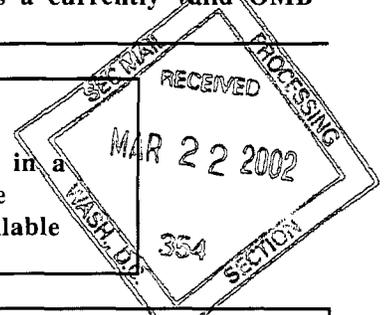
78 3324

SEC 1972
(6/99)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption



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

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2002
Estimated average burden hours per response...1



02025789

FORM D
NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY		
Prefix		Serial
DATE RECEIVED		

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Debentures, Debenture Units, Agent's Special Warrants, Agent's Units, Debenture Warrants, warrants included in Agent's Units and Common Shares (including (i) those to be issued as components of Debenture Units and of Agent's Units and (ii) those issuable upon exercise of Debenture Warrants and warrants included in Agent's Units) as follows:

Debentures (\$2,774,000 aggregate principal amount) are convertible into units (the "Debenture Units") consisting of Common Shares and warrants ("Debenture Warrants") to purchase Common Shares of the Issuer. In addition, as compensation to the Agent (see Part B., below), Issuer has issued to the Agent special warrants (the "Agent's Special Warrants") convertible into 4,325,925 units ("Agent's Units"), with each unit consisting of one Common Share and one Warrant with the same terms as the Debenture Units. See Note 1 in Part C., below, for additional details of offered securities.

Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [x] Rule 506 [] Section 4(6) [] ULOE

Type of Filing: [x] New Filing [] Amendment

PROCESSED

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

Vista Gold Corp.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

Suite 5, 7961 Shaffer Parkway, Littleton, Colorado 80127 Tel.: (720) 981-1185

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices)

Brief Description of Business

The issuer is engaged in mineral exploration and mining.

APR 01 2002

THOMSON FINANCIAL

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner

Full Name (Last name first, if individual)
McGregor, Ronald J.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Vista Gold Corp., Suite 5, 7961 Shaffer Parkway, Littleton, Colorado 80127

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner

Full Name (Last name first, if individual)
Ogryzlo, C. Thomas

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Vista Gold Corp., Suite 5, 7961 Shaffer Parkway, Littleton, Colorado 80127

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner

Full Name (Last name first, if individual)
Richings, Michael B.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Vista Gold Corp., Suite 5, 7961 Shaffer Parkway, Littleton, Colorado 80127

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner

Full Name (Last name first, if individual)
Sinclair, Murray

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Vista Gold Corp., Suite 5, 7961 Shaffer Parkway, Littleton, Colorado 80127

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner

Full Name (Last name first, if individual)
Engele, John F.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Vista Gold Corp., Suite 5, 7961 Shaffer Parkway, Littleton, Colorado 80127

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner

Full Name (Last name first, if individual)
Stockscape.com Technologies, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Pacific Opportunity Co., Ltd., Suite 410, 325 Howe Street, Vancouver, BC V6C 1Z7

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes No
Answer also in Appendix, Column 2, if filing under ULOE. [] [X]
2. What is the minimum investment that will be accepted from any individual?.....
N/A.
Yes No
[X] []
3. Does the offering permit joint ownership of a single unit?.....
[X] []

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Global Resource Investments Ltd.

Business or Residence Address (Number and Street, City, State, Zip Code)

7770 El Camino Real, Carlsbad, CA 92009

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)

[] All States

[AL] [AK] [AZ] [AR] X[CA] X[CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
[MT] [NE] X[NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)

[] All States

[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security ¹	Aggr. Off'g Price	Amount Already Sold
Debt.....	\$0	\$0
Equity .. <input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred	\$4,380,000 ²	\$0
Convertible Securities (including warrants).....	\$2,774,000	\$2,774,000
Partnership Interests	\$0	\$0
Other (Specify.....).	\$0	\$0
Total	\$7,154,000	\$2,774,000

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number of Investors	Aggr. \$ Amt of Purchases
Accredited Investors	8 ³	\$1,422,000
Non-accredited Investors		--
Total (for filings under Rule 504 only)		--

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505		\$
<u>Regulation A</u>		\$
Rule 504		\$
Total		\$

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input checked="" type="checkbox"/>	\$1,000
Printing and Engraving Costs	<input checked="" type="checkbox"/>	\$5,000
Legal Fees	<input checked="" type="checkbox"/>	\$90,000
Accounting Fees	<input type="checkbox"/>	\$0
Engineering Fees	<input type="checkbox"/>	\$0
Sales Commissions (plus warrants ⁴).....	<input type="checkbox"/>	\$0
Other Expenses (identify): ⁵	<input checked="" type="checkbox"/>	\$37,500
Total	<input checked="" type="checkbox"/>	\$133,500

¹ Issuer offered convertible Debentures and also issued 4,325,925 special warrants (the "Agent's Special Warrants") to the Agent as consideration for services as agent in connection with this "Debenture Offering." Subject to conditions including shareholder approval of the Debenture Offering, Debentures are convertible into units (the "Debenture Units") at a price of \$0.0513 per Debenture Unit, each consisting of one Common Share and one 5-year Debenture Warrant entitling the holder to purchase one Common Share at a price of \$0.075 per share. Agent's Special Warrants, also subject to shareholder approval, are convertible into 4,325,925 units, each consisting of one Common Share and one warrant with the same terms as the Debenture Units.

² Includes \$4,055,556 that could potentially be raised if all Debenture Warrants included in Debenture Units are exercised, plus \$324,444 that could potentially be raised if all warrants included in Agent's Units are exercised.

³ Includes issuance to Agent of Agent's Special Warrants. No dollar amount allocated to issuance.

⁴ Agent commission payable in Agent's Special Warrants only. No cash commission paid.

⁵ Includes \$35,000 for listing fees (Toronto Stock Exchange, American Stock Exchange) and state filing fees; and \$2,500 for escrow fees.

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$7,020,500

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees	<input checked="" type="checkbox"/> \$ 272,000	<input checked="" type="checkbox"/> \$ 280,000
Purchase of real estate	<input type="checkbox"/> \$0	<input type="checkbox"/> \$0
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$0	<input type="checkbox"/> \$0
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$0	<input type="checkbox"/> \$0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> \$0	<input type="checkbox"/> \$0
Repayment of indebtedness	<input type="checkbox"/> \$0	<input type="checkbox"/> \$0
Working capital	<input type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$ 6,468,500
Other (specify): _____	<input type="checkbox"/> \$0	<input type="checkbox"/> \$0
Column Totals	<input type="checkbox"/> \$ 272,000	<input checked="" type="checkbox"/> \$6,748,500
Total Payments Listed (column totals added)	<input checked="" type="checkbox"/> \$ 7,020,500	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Vista Gold Corp.	Signature 	Date March 21, 2002
Name of Signer (Print or Type) John F. Engele	Title of Signer (Print or Type) Chief Financial Officer	

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations.
(See 18 U.S.C. 1001.)

E. STATE SIGNATURE

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly signed person.

Issuer (Print or Type) Vista Gold Corp.	Signature 	Date March 21, 2002
Name of Signer (Print or Type) John F. Engele	Title of Signer (Print or Type) Chief Financial Officer	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1) Convertible Debentures, Warrants, Cmn Shares (See Part C)	4 Type of investor and Amount purchases in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount (only Convertible Debentures Sold To Date)	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		X		5	\$170,000	-	-		X
CO		X		1	\$100,000	-	-		X
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									

