



MANDATE OF THE CHIEF EXECUTIVE OFFICER

Effective February 19, 2025

The Chief Executive Officer (the “**CEO**”) of B2Gold Corp. (the “**Company**”) is accountable for enhancing shareholder value, executing the strategic vision of the Company, providing effective leadership, and fostering a culture of integrity, good governance, ethical and sustainable decision-making, and social responsibility.

The CEO, along with the Board of Directors of the Company (the “**Board**”) and senior management, is responsible for the ongoing strategic planning process and the establishment of the goals and objectives for the Company.

The CEO is appointed by the Board and shall have the competencies and business acumen as considered appropriate by the Board.

The CEO reports to the Chair of the Board and is accountable to the Board.

DUTIES AND RESPONSIBILITIES

The CEO is responsible for the management and overall performance and business affairs of the Company. The CEO has the following specific business responsibilities, but these do not, in any way, limit the CEO’s accountabilities for the performance of the Company and the management of the business affairs of the Company:

- Provide leadership and vision necessary to ensure the long-term success of the Company.
- Provide general supervision and management of the daily and routine affairs of the Company within the guidelines established by the Board, consistent with the Board’s expectations of management.
- Establish the Company’s long-term strategic plan in conjunction with the Board, and assist in the formulation of the Company’s corporate vision, objectives and goals.
- Monitor operational performance and ensure the Company achieves and maintains a standard of operational excellence and a sustainable competitive position within its industry.
- Develop and maintain an effective organizational structure that reflects operational needs and defines the authority and responsibility of management.
- Appoint, counsel, and monitor the performance of senior management, and ensure the Board has regular exposure to senior management.
- Set the ethical tone for the Company and management, including (i) overseeing the administration and implementation of, and compliance with, the Company’s policies and procedures; and (ii) satisfy the Board that the CEO and senior management create a culture of integrity throughout the organization.
- Together with the SVP, Finance and Chief Financial Officer of the Company, implement policies and processes to ensure the integrity of the Company’s internal financial controls, management information systems and financial reporting.
- Lead the development of appropriate and effective risk management strategies, including procedures to identify and manage risk and to respond to crisis, along with effective communications mechanisms for the reporting of and response to risks and incidents, and with management, advise the Board of key risks and any serious incidents.
- Communicate in a timely manner with the Board on any matters of importance affecting the Company and its ability to carry on its business, to support the Chair of the Board in setting Board agendas, and to provide



timely and relevant information to the Board in order to enable the Board to effectively discharge its obligations.

- Oversee the development of annual objectives, long term and strategic plans, responsible company growth, capital allocation and operating plans and budgets for the Company, monitor the corporate performance relative to the foregoing and develop strategies for improvement as necessary, and provide periodic reports and recommendations to the Board in connection therewith.

GENERAL OBLIGATIONS

The CEO will:

- Oversee the development of the Company's annual budget, including any significant capital plans and allocation of funds to operations and capital projects, and present the annual budget to the Board for approval.
- Direct and oversee the securing of any financings deemed by the Board to be necessary for the Company to maintain its operations and development and carry out assessments of various financing alternatives including debt, equity and hybrid options.
- Make regular assessments of the capital structure of the Company in order to ensure an optimal capital mix of debt and equity.
- Ensure the development of policies necessary for the Company to achieve its strategy and objectives and recommend those policies to the Board as appropriate.
- Serve as an external spokesperson for the Company, and provide direction and leadership in managing relations with the Company's stakeholders, including shareholders, local communities, the financial community, the media, government and non-government organizations, and the general public.
- Develop succession plans for senior management personnel and periodically consider and report on succession planning activities to the Board and/or the Board Committee(s).