



MANDATE OF THE CHAIR OF THE BOARD

Effective February 19, 2025

The Chair is responsible for providing leadership for the effective functionality of the Board of Directors (the “**Board**”) of B2Gold Corp. (the “**Company**”), ensuring that management prioritizes the long-term interests of shareholders and other stakeholders. The Chair leads the Board by providing strategic guidance, facilitating seamless Board operations, fostering informed deliberations of and ensuring that the Board executes its duties and responsibilities as outlined in its mandate.

APPOINTMENT

The Chair shall be a duly elected or appointed, independent Board member, as defined by applicable securities laws. The Board shall annually appoint the Chair, such appointment to be effective immediately following the annual meeting of shareholders.

DUTIES AND RESPONSIBILITIES

Managing the Board

The Chair’s responsibilities include the following:

- In collaboration with the Board, lead, manage and organize the Board, consistent with the approach to corporate governance practices adopted by the Board from time to time, and ensure that the Board maintains accountability for the Company’s overall approach to governance and ethics.
- Preside as Chair at all Board meetings.
- With support from the Chief Executive Officer (“**CEO**”) and Corporate Secretary of the Company, set the agenda of the Board and shareholders’ meetings.
- Ensure that all business set out in the agendas of Board meetings is discussed and brought to resolution, as required.
- Assist Committee Chairs to bring key issues forward to the Board for consideration and resolution.
- Ensure that the Board meets in separate, regularly scheduled, non-management, in-camera sessions
- Provide the Board, the Board committees and individual directors with leadership to assist them to carry out their duties and responsibilities effectively and efficiently, and independently from the Company’s management.
- Ensure the responsibilities of the Board are effectively carried out in compliance with the Board Mandate and that the functions of the Board delegated to committees of the Board are carried out by the committees and reported to the Board and recorded as such.
- With the support of the CEO, foster ethical and responsible decision-making by the Board, the Board committees and individual directors.
- Together with the Corporate Governance and Nominating Committee, actively participate in the recruitment, education and retention of directors.
- Facilitate effective communication between Board and management such that their respective responsibilities are clearly understood and respected and relationships between Board and management are conducted in a professional and constructive manner.



- Together with the CEO, to monitor and consider whether the Board and its committees are receiving adequate and appropriate information from management in order to make informed decisions and to understand key developments, opportunities, and risks relating to the Company, and, if necessary, to communicate any concerns of the Board to management.
- Encourage active participation of individual directors and the effective and efficient operation of the Board and its committees.
- Assist the Corporate Governance and Nominating Committee in the evaluation of this mandate and any suggested amendments thereto.

Working with Management

The Chair's responsibilities include the following:

- Act as a liaison between the Board and the senior management of the Company, including acting as an advisor to the CEO.
- Support the CEO and senior management in corporate development matters.
- Together with the Board, assist the CEO in formulating the Company's corporate vision, objectives, and overall strategy of the Company.

Relations with Shareholders and other Stakeholders

The Chair's responsibilities include the following:

- Preside as Chair at all meetings of the shareholders.
- Together and in consultation with the CEO, and, at times acting independent of senior management, assist in representing the Company as an external spokesperson to shareholders and other stakeholders, including community groups, government, and non-governmental organizations.