



Supplier Code of Conduct



1 Introduction

B2Gold Corp., along with its subsidiaries and affiliates (“B2Gold” or the “Company”), is committed to conducting business in an ethical, lawful, and socially responsible manner. Every decision and action taken by the Company is guided by its core values: fairness, respect, transparency, and accountability. By upholding these principles, B2Gold fosters trust among its investors, employees, partners, governments, and the communities in which it operates. In addition, B2Gold respects human rights as defined in the International Bill of Human Rights. The Company expects individuals and entities working with, for, or on its behalf—including suppliers, contractors, consultants, subcontractors, and vendors (collectively, “Suppliers”)—to share and uphold these same commitments.

This **Supplier Code of Conduct** (“Supplier Code”) is intended to govern the conduct of Suppliers when they do business with the Company. It should be read in conjunction with [B2Gold’s Code of Ethics and Business Conduct](#), as both documents together form the foundation for ethical and responsible business practices. Suppliers are expected to thoroughly review, understand, and comply with the provisions of this Supplier Code, as well as any applicable contractual terms and conditions with the Company. It is the Supplier’s responsibility to ensure that its employees, agents, and subcontractors are fully informed of the requirements set forth in this Supplier Code. Suppliers are also obligated to promptly report any conduct that violates the Supplier Code to the Company. Upholding these standards is essential to maintaining a transparent, respectful, and accountable business relationship. For further reference, B2Gold’s **Code of Ethics and Business Conduct** and all relevant governance policies mentioned in this Supplier Code are available at: <https://www.b2gold.com/sustainability/esg-reporting-portal/default.aspx>

2 General Conditions

Suppliers must review, understand, and formally accept the conditions outlined in this Supplier Code. This is done by completing and signing the Acceptance of Conditions form attached as Schedule “A”.

A. Compliance with the Law

Suppliers must comply with all applicable laws, rules and regulations in each jurisdiction in which they operate. If local laws are more restrictive than this Supplier Code, suppliers are expected to, at a minimum, comply with the applicable local laws.

B. Health & Safety

At B2Gold, safety is not just a priority—it’s a non-negotiable value. Our goal is simple and of utmost importance: everyone returns home safely, every single day. To uphold this standard, we expect Suppliers to share in our commitment to a workplace free from injuries and illnesses. Therefore, Suppliers are expected to:

- Comply with or exceed all applicable health and safety laws and regulations.
- Provide workers with a safe and healthy workplace and foster a culture of proactive employee involvement in health and safety improvements.
- Comply fully with B2Gold’s health and safety policies and procedures during any visit to, or operations on, B2Gold’s site.

C. Environment

B2Gold seeks to avoid, minimize, mitigate or remediate negative impacts on the environment and proactively manage associated risks. In alignment with this commitment, Suppliers are expected to:

- Comply with all applicable environmental laws and regulations in the jurisdictions where they operate.
- Actively identify and manage environmental risks associated with their operations.
- Monitor and evaluate their environmental impact, implementing measures to continuously improve performance.
- Reduce pollution, waste, and resource consumption.



During any visit to, or operation on, a B2Gold site, Suppliers must strictly adhere to B2Gold's environmental policies and procedures, ensuring responsible conduct and alignment with the Company's sustainability goals.

D. Labour and Human Rights

The Company is deeply committed to upholding the human rights of individuals affected by our operations, including employees, contractors, local communities, and external stakeholders. We expect our Suppliers to reflect this commitment in both principle and practice. These are the expectations from Suppliers with respect to labour and Human Rights:

- Suppliers must not engage in, support, or benefit from forced, compulsory, or child labour under any circumstances.
- Suppliers must follow fair employment practices and ensure fair working conditions, reasonable working hours, and equitable compensation for all workers.
- Suppliers must respect workers' rights to organize, engage in collective bargaining, and participate in peaceful protest.
- Suppliers must provide equal opportunities and foster a workplace free from discrimination, harassment, and abuse.
- Suppliers must ensure that workers have access to effective channels for raising and resolving work-related concerns or complaints.

E. Socio-Economic Development

B2Gold is committed to responsible mining practices that contribute meaningfully to the development of local communities. We recognize that our Suppliers play a vital role in advancing this mission and, therefore, they are expected:

- To actively prioritize hiring and sourcing from local communities to support economic growth and capacity building.
- Where there is significant interaction with local communities, coordinate closely with B2Gold on stakeholder engagement strategies and grievance management processes to ensure respectful, transparent, and effective communication.

F. Business Integrity and Ethics

Suppliers must be committed to the highest standards of ethical conduct when dealing with workers, other Suppliers, government and regulatory authorities and the Company.

- Fair Dealing: Suppliers must uphold fair business standards in advertising, sales and competition.
- Conflicts of Interest: Employees of Suppliers must act in a fair and impartial manner and should avoid both real and perceived conflicts of interest in the business that they do with the Company. Suppliers must immediately alert the Company if they become aware of any situation that is or could reasonably be expected to give rise to a conflict of interest between the Company and the Supplier.
- Confidentiality and Publications: Suppliers must maintain all proprietary information of B2Gold in the strictest confidence, except when disclosure is authorized by the Company or is legally mandated. Suppliers must not publish a press release or a different type of publication with the name or the logo of B2Gold or its subsidiaries without official authorization. Suppliers must not publish pictures of goods and services taken on a B2Gold site without an official authorization.
- Record and Internal Controls: Suppliers must make and keep books and records that accurately reflect the Supplier's transactions and dispositions with the Company and devise and maintain an adequate system of internal reporting. Suppliers must record and report facts accurately, honestly and objectively.
- Gifts and Entertainment: Suppliers must not provide any personal gifts, favours or other compensation to an employee of the Company that are intended to influence a business decision.



- Anti-Corruption: Suppliers must comply with all applicable anti-corruption laws, including the Canadian Corruption of Foreign Public Officials Act (CFPOA), the United States Foreign Corrupt Practices Act (FCPA), the United States Foreign Extortion Prevention Act (FEPA), and the local laws in the jurisdictions in which they operate. In so doing, Suppliers must **not** make or promise any payments to government officials for the purpose of influencing the government official's decisions for actions with respect to the goods or services that the Supplier is providing to the Company. Suppliers must inform the Company if any of their directors, officers, shareholders or senior managers are "government officials" for the purposes of ant-corruption laws. Each Supplier is also required to align its practices to [B2Gold's Anti-Corruption Policy](#) and adopt a zero tolerance approach towards bribery and corruption.

3 Audit and Penalties for Non-Compliance

B2Gold seeks to do business with suppliers that share its values and commitments to ethical, legal, and responsible business practices. Suppliers are expected to comply with contractual terms, applicable laws and regulations as well as demonstrate ongoing alignment with the principles outlined in this Supplier Code. To ensure compliance, B2Gold reserves the right to:

- Verify adherence to the Supplier Code through reporting requirements, audits, and investigations.
- Evaluate Supplier performance against these principles throughout the duration of any engagement.
- Request remediation efforts in response to potential impacts or instances of non-compliance.
- Collaborate in good faith with Suppliers to resolve issues and promote continuous improvement.

Failure to meet the principles and requirements of the Supplier Code may result in termination of the agreement at B2Gold's discretion.



Schedule A

Acceptance of Supplier Code of Conduct of B2Gold Corp.

The undersigned hereby certifies that they have read and understood B2Gold's Supplier Code of Conduct, have effectively communicated its requirements to employees and/or subcontractors assigned to perform work for B2Gold, and agree to comply fully with its provisions.

Company Name:

Address:

Name of Legal Representative:

Position:

Signature:

Date: