



BTGQ 000001

SAM SAMPLE  
123 SAMPLES STREET  
SAMPLETOWN SS X9X X9X  
CANADA

Security Class  
COMMON SHARES

Holder Account Number  
C9999999999 IND



Fold

## Form of Proxy - Annual General and Special Meeting to be held on Thursday, June 20, 2024

### This Form of Proxy is solicited by and on behalf of Management.

#### Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the Management Nominees whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If a date is not inserted in the space provided on the reverse of this proxy, it will be deemed to bear the date on which it was mailed to the holder by Management.
5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, and the proxy appoints the Management Nominees listed on the reverse, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted in favour, or withheld from voting, or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for. If you have specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting and Management Information Circular or other matters that may properly come before the meeting or any adjournment or postponement thereof, unless prohibited by law.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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Proxies submitted must be received by 2:00 pm, PDT, on Tuesday, June 18, 2024.

### VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!

 <p><b>To Vote Using the Telephone</b></p> <ul style="list-style-type: none"> <li>• Call the number listed BELOW from a touch tone telephone.</li> </ul> <p><b>1-866-732-VOTE (8683) Toll Free</b></p>	 <p><b>To Vote Using the Internet</b></p> <ul style="list-style-type: none"> <li>• Go to the following web site: <a href="http://www.investorvote.com">www.investorvote.com</a></li> <li>• <b>Smartphone?</b> Scan the QR code to vote now.</li> </ul> 	 <p><b>To Receive Documents Electronically</b></p> <ul style="list-style-type: none"> <li>• You can enroll to receive future securityholder communications electronically by visiting <a href="http://www.investorcentre.com">www.investorcentre.com</a>.</li> </ul>	 <p><b>To Virtually Attend the Meeting</b></p> <ul style="list-style-type: none"> <li>• You can attend the meeting virtually by visiting the URL provided on the back of this document.</li> </ul>
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If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual. Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management Nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER 23456 78901 23456



### Appointment of Proxyholder

I/We being holder(s) of securities of B2Gold Corp. (the "Company") hereby appoint: Clive Johnson, or failing this person, Randall Chatwin (the "Management Nominees")

OR

Print the name of the person you are appointing if this person is someone other than the Management Appointees listed herein.

Note: If completing the appointment box above and you or your appointee intend on attending online YOU MUST go to <http://www.computershare.com/B2Gold> and provide Computershare with the name and email address of the person you are appointing. Computershare will use this information ONLY to provide the appointee with a user name to gain entry to the online meeting. If the appointee is attending the meeting in person, this step is NOT required.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and on all other matters that may properly come before the Annual General and Special Meeting of shareholders of the Company to be held at the Fairmont Pacific Rim Hotel, Star Sapphire Ballroom, 1038 Canada Place, Vancouver, BC and in a virtual format conducted via live audio webcast online at <https://web.lumiagm.com/410432572> on Thursday, June 20, 2024 at 2:00 pm (PDT), and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

#### 1. Election of Directors

	For	Withhold		For	Withhold		For	Withhold
01. Kelvin Dushnisky	<input type="checkbox"/>	<input type="checkbox"/>	02. Clive Johnson	<input type="checkbox"/>	<input type="checkbox"/>	03. Kevin Bullock	<input type="checkbox"/>	<input type="checkbox"/>
04. Liane Kelly	<input type="checkbox"/>	<input type="checkbox"/>	05. Jerry Korpan	<input type="checkbox"/>	<input type="checkbox"/>	06. Thabile Makgala	<input type="checkbox"/>	<input type="checkbox"/>
07. Lisa Pankratz	<input type="checkbox"/>	<input type="checkbox"/>	08. Robin Weisman	<input type="checkbox"/>	<input type="checkbox"/>			

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#### 2. Appointment of Auditors

Appointment of PricewaterhouseCoopers LLP as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration.

<b>For</b>	<input type="checkbox"/>	<b>Withhold</b>	<input type="checkbox"/>
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#### 3. Approval of Stock Option Plan Matters

To approve certain matters relating to the Company's Stock Option Plan as defined and more particularly described in the Management Information Circular of B2Gold Corp. for the Annual General and Special Meeting of the shareholders to be held on June 20, 2024.

<b>For</b>	<input type="checkbox"/>	<b>Against</b>	<input type="checkbox"/>
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#### 4. Advisory Vote on Executive Compensation

To approve a non-binding advisory resolution accepting the Company's approach to executive compensation, as described in the Management Information Circular of B2Gold Corp. for the Annual General and Special Meeting of the shareholders to be held on June 20, 2024.

<b>For</b>	<input type="checkbox"/>	<b>Against</b>	<input type="checkbox"/>
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#### Signature of Proxyholder

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, and the proxy appoints the Management Nominees, this Proxy will be voted as recommended by Management.

Signature(s)

Date

DD / MM / YY

Interim Financial Statements - Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail.

Annual Financial Statements - Mark this box if you would like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at [www.computershare.com/maillinglist](http://www.computershare.com/maillinglist).



BTGQ 000002

SAM SAMPLE  
123 SAMPLES STREET  
SAMPLETOWN SS X9X X9X  
AUSTRALIA

Security Class  
COMMON SHARES

Holder Account Number  
C9999999999 IND



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## Form of Proxy - Annual General and Special Meeting to be held on Thursday, June 20, 2024

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6. The securities represented by this proxy will be voted in favour, or withheld from voting, or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for. If you have specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting and Management Information Circular or other matters that may properly come before the meeting or any adjournment or postponement thereof, unless prohibited by law.
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CONTROL NUMBER 23456 78901 23456



Appointment of Proxyholder

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OR

Print the name of the person you are appointing if this person is someone other than the Management Appointees listed herein.

[Empty box for appointee name]

Note: If completing the appointment box above and you or your appointee intend on attending online YOU MUST go to http://www.computershare.com/B2Gold and provide Computershare with the name and email address of the person you are appointing. Computershare will use this information ONLY to provide the appointee with a user name to gain entry to the online meeting. If the appointee is attending the meeting in person, this step is NOT required.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and on all other matters that may properly come before the Annual General and Special Meeting of shareholders of the Company to be held at the Fairmont Pacific Rim Hotel, Star Sapphire Ballroom, 1038 Canada Place, Vancouver, BC and in a virtual format conducted via live audio webcast online at https://web.lumiagm.com/410432572 on Thursday, June 20, 2024 at 2:00 pm (PDT), and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.

1. Election of Directors

Table with 8 columns: Director Name, For, Withhold, Director Name, For, Withhold, Director Name, For, Withhold. Rows include Kelvin Dushnisky, Clive Johnson, Kevin Bullock, Liane Kelly, Jerry Korpan, Thabile Makgala, Lisa Pankratz, and Robin Weisman.

2. Appointment of Auditors

Appointment of PricewaterhouseCoopers LLP as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration.

For [ ] Withhold [ ]

3. Approval of Stock Option Plan Matters

To approve certain matters relating to the Company's Stock Option Plan as defined and more particularly described in the Management Information Circular of B2Gold Corp. for the Annual General and Special Meeting of the shareholders to be held on June 20, 2024.

For [ ] Against [ ]

4. Advisory Vote on Executive Compensation

To approve a non-binding advisory resolution accepting the Company's approach to executive compensation, as described in the Management Information Circular of B2Gold Corp. for the Annual General and Special Meeting of the shareholders to be held on June 20, 2024.

For [ ] Against [ ]

Signature of Proxyholder

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, and the proxy appoints the Management Nominees, this Proxy will be voted as recommended by Management.

Signature(s)

[Signature box]

Date

DD / MM / YY

Interim Financial Statements - Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail. [ ]

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