

B2GOLD CORP. NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING



WHEN: Thursday
June 20, 2024
2:00 p.m. (Vancouver time)

WHERE: Star Sapphire Ballroom
Fairmont Pacific Rim Hotel,
1038 Canada Place,
Vancouver, British Columbia

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the “**Meeting**”) of the shareholders (“**Shareholders**”) of **B2GOLD CORP.** (“**B2Gold**” or the “**Company**”) will be held at the Star Sapphire Ballroom, Fairmont Pacific Rim Hotel, 1038 Canada Place, Vancouver, British Columbia and in a virtual format conducted via live audio webcast online at <https://web.lumiagm.com/410132572> on Thursday, June 20, 2024 (the “**Meeting Date**”), at 2:00 p.m. (Vancouver time) for the following purposes:

1. To receive and consider the audited annual consolidated financial statements for 2023.
2. To elect directors of the Company for the ensuing year.
3. To appoint PricewaterhouseCoopers LLP, Chartered Professional Accountants, as the Auditor of the Company for the ensuing year and to authorize the directors of the Company to fix their remuneration.
4. To approve certain matters relating to the Company’s Stock Option Plan, as more particularly described and set forth in the accompanying management information circular of the Company dated May 8, 2024 (the “**Information Circular**”).
5. To vote, on a non-binding advisory basis, on a resolution to accept the Company’s approach to executive compensation, as more particularly described and set forth in the accompanying Information Circular.
6. To transact such other business as may properly come before the Meeting, or any adjournment or adjournments thereof.

The board of directors of the Company (the “**Board**” or the “**Board of Directors**”) has fixed the close of business on Wednesday, May 1, 2024, as the record date (the “**Record Date**”) for determining Shareholders who are entitled to receive notice and to vote at the Meeting or any adjournment of the Meeting. No person who becomes a Shareholder of the Company after the Record Date will be entitled to vote or act at the Meeting or any adjournment thereof.

IMPORTANT NOTICE

The Meeting is currently scheduled to take place in person at the Star Sapphire Ballroom, Fairmont Pacific Rim Hotel, 1038 Canada Place, Vancouver, British Columbia, and in a virtual format conducted via live audio webcast online at <https://web.lumiagm.com/410432572>.

Any updates to the Meeting will be announced by news release on the Company’s website at <https://www.b2gold.com> and will be filed under the Company’s profile on SEDAR+ at <https://www.sedarplus.ca> and on EDGAR at <https://www.sec.gov/>. Shareholders are strongly encouraged to check the Company’s website, SEDAR+ and/or EDGAR on a regular basis to ensure that they are apprised of any and all developments with respect to the Meeting.

NOTICE AND ACCESS

This Information Circular is being sent to Shareholders using Notice and Access, the delivery procedures that allow the Company to send Shareholders paper copies of a notice of meeting and form of proxy or voting instruction form, while providing Shareholders access to electronic copies of the Information Circular over the internet or the option to receive paper copies of the Information Circular if they so request within the prescribed time periods (“**Notice and Access**”). For more information, please refer to the Notice and Access Notification delivered to you.

NOTICE

MEETING MATERIALS

Accompanying this Notice of Meeting are: (i) the Information Circular; (ii) a form of proxy; and (iii) an annual financial statement request form.

The Information Circular provides information relating to the matters to be addressed at the Meeting. Copies of any documents to be considered, approved, ratified and adopted or authorized at the Meeting will be available for inspection at the registered and records office of the Company at 1600 – 925 West Georgia Street, Vancouver, British Columbia V6C 3L2, during normal business hours up to June 20, 2024, being the date of the Meeting, as well as at the Meeting. Shareholders are encouraged to access copies of any documents to be considered, approved, ratified and adopted or authorized at the Meeting under the Company's profile on SEDAR+ at <https://www.sedarplus.ca>, on EDGAR at <https://www.sec.gov/>, on the Company's website at <https://www.b2gold.com> or by contacting Randall Chatwin, Senior Vice President, Legal and Corporate Communications, Suite 3400, Park Place, 666 Burrard Street, Vancouver, British Columbia V6C 2X8 (Tel: 604-681-8371).

The Company is not sending proxy-related materials directly to Non-Registered Shareholders who do not object to their name being made known to the Company ("**NOBOs**"). Management of the Company does not intend to pay for intermediaries to forward to Non-Registered Shareholders who do object to their name being made known to the Company ("**OBOs**") under National Instrument 54-101 – *Communications with Beneficial Owners of Securities of a Reporting Issuer* the proxy-related materials and Form 54-101F7 – *Request for Voting Instructions Made by Intermediary*. An OBO will not receive the materials unless the OBO's intermediary assumes the cost of delivery.

VOTING

If you are a registered Shareholder, you are encouraged to vote in advance of the Meeting. To do so, you must date, execute and return the accompanying form of proxy to the Company, c/o Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 (Attn: Proxy Department), by not later than 2:00 p.m. (Vancouver time) on Tuesday, June 18, 2024, or if the Meeting is adjourned, not later than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the adjourned Meeting. You may also vote on the internet or by phone by following the instructions set out in the form of proxy.

If you are a registered Shareholder, you may attend, participate and vote at the Meeting in person at the Star Sapphire Ballroom, Fairmont Pacific Rim Hotel, 1038 Canada Place, Vancouver, British Columbia or online via live audio webcast at <https://web.lumiagm.com/410432572>, provided you are connected to the internet and comply with all of the requirements set out in the Information Circular. If you plan to attend, participate and vote at the Meeting either in person or virtually, you should not vote before the Meeting.

If you are a non-registered Shareholder and receive these materials through your broker or another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or other intermediary. If you are a non-registered Shareholder and do not complete and return the materials in accordance with such instructions, you may lose the right to vote at the Meeting.

Non-registered Shareholders will be able to attend, participate in and vote at the Meeting in person at the Star Sapphire Ballroom, Fairmont Pacific Rim Hotel, 1038 Canada Place, Vancouver, British Columbia or online via live audio webcast at <https://web.lumiagm.com/410432572> if they duly appoint themselves as proxyholder through the method specified by their intermediary and comply with all of the requirements set out in the Information Circular relating to that appointment and registration. If a non-registered Shareholder does not comply with these requirements, that non-registered Shareholder may be able to attend the Meeting as a guest but will not be able to vote or ask questions at the Meeting.

Voting is Easy. Vote Well in Advance of the Proxy Deadline on Tuesday, June 18, 2024 at 2:00 p.m. (Vancouver Time).

	Registered Shareholders	Non-Registered Shareholders
	<i>Common Shares held in own name and represented by a physical certificate or DRS.</i>	<i>Common Shares held with a broker, bank or other intermediary.</i>
	Internet www.investorvote.com	www.proxyvote.com
	Telephone 1-866-732-8683	Dial the applicable number listed on the voting instruction form.
	Mail Return the voting instruction form in the enclosed postage paid envelope.	Return the voting instruction form in the enclosed postage paid envelope.

SHAREHOLDER QUESTIONS

For more detailed information and instructions on voting, please refer to the Information Circular.

Shareholders who have questions, including with respect to Notice and Access, or need assistance with voting their shares should contact Laurel Hill Advisory Group, the proxy solicitation agent, by telephone at 1-877-452-7184 (North American Toll Free) or 416-304-0211 (Outside North America); or by email at assistance@laurelhill.com.

DATED at Vancouver, British Columbia, this 8th day of May, 2024.

BY ORDER OF THE BOARD

"Clive Johnson"

Clive Johnson
President, Chief Executive Officer
and Director