



NON-DISCRIMINATION AND HARASSMENT POLICY

**Effective Date: February 23, 2021
(as amended December 12, 2021)**

PURPOSE

The purpose of this Policy is to:

- Reinforce the commitment of B2Gold Corp (the “**Company**”) to provide and maintain a safe and supportive work environment where individual rights are protected, and dignity respected;
- Provide guidance insofar as forms of misconduct and behavior that are not acceptable in our work environments and situations, and grounds for formal complaints;
- Provide guidance for the Company and its subsidiaries (collectively, the “**B2Gold Group**”) in instances where a regional policy does not exist; and
- Ensure protection from any victimization or retaliation.

SCOPE

- This Policy applies to directors, officers, employees, consultants and contractors of the B2Gold Group (the “**B2Gold Personnel**”) at all levels of seniority and all types of employment or engagement, including permanent, temporary, casual, contract, and interns.
- All conduct related to employment or engagement with the B2Gold Group, at any location or related to any B2Gold Group activity, travel or event will be included under this Policy.
- The Policy applies to interpersonal and electronic communications.
- The Policy will be made available to all B2Gold Personnel.
- All employees of the B2Gold Group and any other party as determined by the Company will receive appropriate training on this Policy.
- The Company will make best efforts to notify contractors and subcontractors of the B2Gold Group of this Policy and require them to take all reasonable steps to ensure their workers fulfill their obligations for ensuring a safe and respectful workplace.
- This Policy is to be read in conjunction with the Company’s Code of Business Conduct and Ethics, People Management Policy, Diversity Policy, Equitable, Diverse and Inclusive Workplaces Policy, Grievance Procedure and Supplier Code of Conduct.

POLICY

The Company has a duty of care towards its employees to (1) guard against exposure to Discrimination and Harassment and (2) provide remedies when preventative measures have failed.

No form of Discrimination or Harassment will be acceptable or tolerated and the Company will handle allegations in a prompt and appropriate manner to determine and implement corrective measures.

Discrimination and Harassment are forms of misconduct that undermine the employment relationship and create an intimidating, hostile or offensive work environment. They impair human rights, debilitate morale and interfere



with work effectiveness.

All employees will be treated, and treat each other, in a fair and respectful manner.

RESPONSIBILITIES

All B2Gold Personnel must:

- **Familiarize themselves** with this Policy and understand what behavior is - and is not - generally regarded as Discrimination or Harassment.
- **Not engage in or condone** Discrimination or Harassment of other B2Gold Personnel or other visitors to the B2Gold Group's sites / offices, while on duty or representing the B2Gold Group.
- **Act responsibly** and use reasonable judgment in the course of doing business, while on training and work-related trips, and at B2Gold Group and / or industry events.
- **Report Discrimination or Harassment** as soon as it is observed or experienced.
- **Report complaints in Good Faith.** A complaint that is Malicious, false or frivolous may result in disciplinary measures against the person who made the complaint or reported the incident.
- **Not Retaliate** in any way to any reporting, disclosure, discipline or associated actions, internally or externally, relating to Discrimination or Harassment. Any B2Gold Personnel who engage in retaliatory behavior may be subject to disciplinary measures.

DEFINITIONS

"Discrimination" is any unfair treatment or arbitrary distinction based on a person's protected characteristics including race, gender, gender identity, religion, nationality, ethnic origin, sexual orientation, disability, age, language, social origin or family or marital status. Discrimination may be an isolated event affecting one person or may affect a group of similarly situated persons or may manifest itself through Harassment or Abuse of Authority.

- *Examples: Denying equal access to or making purposeful exclusion from normal employment practices or workplace activities; targeted social isolation; derogatory name-calling, insults and jokes; display of offensive material.*
- *It is not Discrimination when employment decisions are made to address legitimate historical disadvantages, local employment standards or health and safety measures in the workplace.*

"Harassment" is generally understood as any improper and unwelcome conduct that might reasonably be expected or be perceived to cause offence or humiliation to another person. Harassment may take the form of words, gestures or actions, which tend to annoy, alarm, abuse, demean, intimidate, belittle, humiliate or embarrass another, or which create an intimidating, hostile or offensive work environment. Harassment normally implies a series of incidents. Disagreement on work performance or on other work-related issues is normally not considered Harassment.

- *Examples: Bullying; verbal, written and/or physical intimidation/aggression; vandalizing personal belongings; persistent unjustified criticism, public humiliation, gossip, name-calling, insults; offensive or belittling conduct / language; violating privacy; deliberately disrupting or undermining another's work performance.*



- *Harassment does not include negative remarks or other legitimate exercises of management authority, such as instructing B2Gold Personnel to carry out assignments, constructively criticizing B2Gold Personnel for poor performance, and imposing discipline on B2Gold Personnel for poor performance.*

“Sexual Harassment” is unwanted and unwelcome conduct of a sexual nature that interferes with a person's work or job opportunities. It can include sexual advances, requests for sexual favors, verbal or physical conduct or gesture of a sexual nature, or any other behavior of a sexual nature that might reasonably be expected or be perceived to cause offence or humiliation to another, when such conduct interferes with work, is made a condition of employment or creates an intimidating, hostile or offensive work environment. While typically involving a pattern of behavior, it can take the form of a single incident. A person of any gender / gender identity can be the victim or the offender of Sexual Harassment.

Examples of Sexual Harassment may include:

- *Any form of unwanted and/or inappropriate touching; sexual innuendos; sexually offensive jokes; making sexual gestures; sharing sexual images; telling lies or spreading rumors (or embarrassing personal images) verbally or electronically about a person's personal sex life, invasion of privacy, stalking or cyber-stalking; derogatory remarks about any gender, gender identity or sexuality; unwelcome comments about someone's body; asking for a sexual favour as a condition for employment, employment opportunities, or privileges; actual or attempted rape or sexual assault.*
- *It is not Sexual Harassment for B2Gold Personnel to develop consensual relationships based on mutual attraction, friendship and respect with people they work with. The Company has no concerns with a B2Gold Personnel's private life unless in the case of a direct reporting relationship, conflict of interest or when it affects the B2Gold Personnel's work performance or behaviour in the workplace or the reputation of the B2Gold Group.*

“Abuse of Authority” is the improper use of a position of influence, power or authority against another person. This is particularly serious when a person uses their influence, power or authority to improperly influence the career or employment conditions of another, including, but not limited to, appointment, assignment, contract renewal, performance evaluation, career development or promotion. Abuse of Authority may also include conduct that creates a hostile or offensive work environment that includes, but is not limited to, the use of intimidation, threats, blackmail or coercion. Discrimination and Harassment, including Sexual Harassment, are particularly serious when accompanied by Abuse of Authority.

“Consent” means conscious, informed, fully voluntary agreement to, or permission for, an act. Although Consent may be implied verbally or nonverbally, it should never be assumed. Silence, inaction or absence of expressed denial of Consent may not constitute Consent. Consent is valid only if it is given by a person over the legal age of Consent; voluntarily without threat, force or duress; and by a person with adequate capacity (i.e. not asleep, inebriated, physically or mentally incapacitated or otherwise judgment-impaired). Consent is limited in scope—Consenting to one form of sexual activity is not implied Consent to another form of sexual activity and Consent can be revoked at any time.

“Good Faith” means a sincere belief or motive without any Malicious intent.



“Malicious” means the desire to do harm or cause pain to another.

“Retaliation” means doing something harmful against another individual for reporting a complaint or for participating in an investigation.

REPORTING AN INCIDENT

Formal complaints must be reported and investigated as set out in the Company’s Grievance Procedure.

CONFIDENTIALITY

The Company is committed to the protection against unauthorized disclosure of personal information regarding the parties involved in any complaint. Information collected and compiled through the investigative process will be protected in accordance with confidentiality policies and all privacy regulations in force.

REVIEW AND AMENDMENT

This Policy will be reviewed every year. Local regulations and laws including human rights legislation, which exceed any part of this Policy, will be complied with.

APPROVAL

B2Gold Corp. President and Chief Executive Officer