

B2GOLD CORP.
NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

to be held on June 22, 2022

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 Pacific Ballroom, Fairmont Hotel Vancouver, 900 West Georgia Street, Vancouver, British Columbia and in a virtual format conducted via live audio webcast online at <https://web.lumiagm.com/484692983> on Wednesday, June 22, 2022 (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 2021.
2. To set the number of directors of the Company at nine.
3. To elect directors of the Company for the ensuing year.
4. 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.
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 Management Information Circular of the Company dated May 11, 2022 (the “**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 May 5, 2022, 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 Pacific Ballroom, Fairmont Hotel Vancouver, 900 West Georgia Street, Vancouver, British Columbia, and in a virtual format conducted via live audio webcast online at <https://web.lumiagm.com/484692983>.

The Company’s Board of Directors and management are continuing to monitor ongoing public health concerns raised by COVID-19 and the advisories or mandates that Federal, Provincial and local governments, and related agencies, may issue, and will comply with all restrictions imposed under applicable laws and regulations to protect public health and limit the spread of COVID-19. Only registered Shareholders, non-registered Shareholders who have followed the procedures described in the Information Circular and their respective proxyholders will be entitled to attend the Meeting physically in person. If you are required to self isolate or quarantine, please do not attend the Meeting in person. In addition, the Board may decide that it is in the interests of our employees and Shareholders to adopt measures, including but not limited to mask wearing and social distancing, to preserve the health and wellbeing of any persons who seek to attend the Meeting in person.

If there are developments or changes in public health concerns arising from COVID-19 or to related regulations or public health mandates, including attendance capacity limits, the Company may determine that there will be additional restrictions on attending the Meeting in person, or that the Meeting will be held in a virtual-only format. In the event that the Company decides to impose additional restrictions on attending the Meeting in person or to hold the Meeting in a virtual-only format, the Company will make a public announcement to this effect by issuing a news release as soon as reasonably practicable and prior to the Meeting. The news release will be posted on the Company’s website at <https://www.b2gold.com> and will be filed under the Company’s profile on SEDAR at <https://www.sedar.com> 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.

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 22, 2022, being the date of the Meeting, as well as at the Meeting, subject to the Company's and its registered and records office's compliance with all restrictions and limitations imposed pursuant to any applicable laws, regulations and policies relating to, or in connection with, COVID-19. 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.sedar.com>, 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).

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 Monday, June 20, 2022, 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 Pacific Ballroom, Fairmont Hotel Vancouver, 900 West Georgia Street, Vancouver, British Columbia or online via live audio webcast at <https://web.lumiagm.com/484692983>, 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 Pacific Ballroom, Fairmont Hotel Vancouver, 900 West Georgia Street, Vancouver, British Columbia or online via live audio webcast at <https://web.lumiagm.com/484692983> 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 will 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 June 20, 2022 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. |
|  <u>Mail</u> | 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 11th day of May, 2022.

BY ORDER OF THE BOARD

"Clive Johnson"

Clive Johnson
President, Chief Executive Officer
and Director