



CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

**Effective May 13, 2013
(as amended March 13, 2018)**

1. Purpose

The overall purpose of the Corporate Governance and Nominating Committee (the “Committee”) of B2Gold Corp. (the “Company”) is to take the leadership role in shaping corporate governance by establishing, amending and monitoring the corporate governance processes and practices of the Company, to conduct the Chief Executive Officer candidate identification and appointment process, and to conduct the director identification, appointment and performance assessment processes.

2. Duties and Responsibilities

The duties and responsibilities of the Committee shall be as follows:

- (a) to seek out and review potential director candidates and, when necessary, potential Chief Executive Officer candidates as identified from time to time;
- (b) to review and recommend to the Board of Directors of the Company (the “Board”) the director nominees to be proposed annually for election by the shareholders and any director nominees to be proposed for election or appointment other than at an annual meeting of shareholders;
- (c) in accordance with the Company's Majority Voting Policy, consider and make a recommendation as to the acceptance of resignations tendered by directors under such policy;
- (d) with the assistance of the Board and management, to develop and oversee a process and materials for the orientation and continuing education of directors as and where appropriate;
- (e) to evaluate the structure, responsibilities and composition of the Board and its committees;
- (f) to annually review the size and effectiveness of the Board, the committees of the Board, and the individual directors, and report on such assessments to the Chairman of the Board and the Board. This review will include consideration of which competencies and skills the Board should possess, including consideration of the competencies, skills and personalities of the directors individually and as a group, with due consideration given to diversity of gender, age, race, ethnicity and cultural background and other factors as the Committee sees fit.



- (g) to annually review the composition of the Board and its committees to determine if the Board and committees meet independence requirements of applicable Canadian and U.S. laws and regulations and stock exchange rules for any exchange on which the Company's securities are listed; provided that the Board will ultimately determine if each director is independent under such laws, regulations or rules;
- (h) to recommend to the Board annually, in conjunction with the Chair of the Board, the appointment of directors to committees and the chair of each committee;
- (i) to periodically discuss with the Chief Executive Officer his or her views as to a successor in the event of an unexpected incapacity;
- (j) to develop and assess an annual performance review process for the Chief Executive Officer;
- (k) to establish and periodically review a comprehensive list of good corporate governance practices for the Company consistent with all relevant legislative and regulatory requirements;
- (l) to review and assess the Company's compliance with all such corporate governance requirements;
- (m) to ensure that an appropriate Code of Business Conduct and Ethics (the "Code") is formalized in writing, oversee and monitor compliance with the Code, authorize any waiver granted in connection with the Code (provided, however, that any waiver granted with respect to a director or executive officer must be granted by the Board, and the Committee may delegate the approval of waivers with respect to non-officer employees), and oversee the appropriate disclosure of any such waivers;
- (n) to review and resolve any issues regarding conflicts of interest in accordance with the Code; and
- (o) to monitor any requests made by the directors to engage outside advisors with respect to corporate governance issues, at the Company's expense.

3. **Composition, Procedures and Organization**

- 3.1. The Committee will consist of at least two members of the Board. All directors who are members of this Committee must be "independent" within the meaning of all applicable legal and regulatory requirements, including, without limitation, all applicable Canadian and U.S. securities laws and the rules of each stock exchange on which the Company's



securities are listed, except in circumstances, and only to the extent, permitted by all applicable laws, regulations and stock exchange requirements.

- 3.2. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, will appoint a Chair and the other members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
- 3.3. The Secretary shall be elected by its members, or shall be the Secretary, or the Assistant or Associate Secretary, of the Company or any other individual appointed by the Committee.
- 3.4. A member shall cease to be a member of the Committee upon ceasing to be a director of the Company.
- 3.5. The times and places where meetings of the Committee shall be held and the procedures at such meetings shall be as determined, from time to time, by the Committee.
- 3.6. Notice of each meeting of the Committee shall be given to each member of the Committee. Subject to the following, notice of a meeting shall be given orally or by letter, telex, telegram, electronic mail, telephone facsimile transmission or telephone not less than 48 hours before the time fixed for the meeting. Notice of regular meetings need state only the day of the week or month, the place and the hour at which such meetings will be held and need not be given for each meeting. Members may waive notice of any meeting.
- 3.7. The Committee may invite from time to time such persons as it may see fit to attend its meeting and to take part in discussion and consideration of the affairs of the Committee. However, any such persons invited may not vote at any meeting of the Committee.
- 3.8. A meeting of the Committee may be held by means of such telephonic, electronic or other communications facilities as permit all persons participating in the meeting to communicate adequately with each other during the meeting.
- 3.9. The majority of the Committee shall constitute a quorum for the purposes of conducting the business of the Committee. Notwithstanding any vacancy on the Committee, a quorum may exercise all of the powers of the Committee.
- 3.10. Any decision made by the Committee shall be determined by a majority vote of the members of the Committee present or by consent resolution in writing signed by each member of the Committee. A member will be deemed to have consented to any resolution passed or action taken at a meeting of the Committee unless the member votes against such resolution or dissents.
- 3.11. A record of the minutes of, and the attendance at, each meeting of the Committee shall be kept. The approved minutes of the Committee shall be circulated to the Board forthwith.



- 3.12. The Committee shall report to the Board on all proceedings and deliberations of the Committee at the first subsequent meeting of the Board, or at such other times and in such manner as the Board or the articles of the Company may require or as the Committee in its discretion may consider advisable.
- 3.13. The Committee will meet at least twice annually and may meet as many additional times as deemed necessary or appropriate by the Committee or as may be requested by any member of the Committee, the President and Chief Executive Officer or the Senior Vice President of Finance and Chief Financial Officer, in each case at such times and at such locations as may be determined by the Committee or the chair of the Committee.
- 3.14. The Committee may retain such outside consultants and advisors (at Company expense) as it deems necessary from time to time to fulfill its duties and responsibilities.

4. **General**

In addition to the foregoing, the Committee will:

- (a) assess the Committee's performance of the duties specified in this Charter and report its finding(s) to the Board;
- (b) review and assess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval; and
- (c) perform such other duties as may be assigned to it by the Board from time to time or as may be required by any applicable stock exchanges, regulatory authorities or legislation.