



HEALTH, SAFETY, ENVIRONMENT, SOCIAL AND SECURITY COMMITTEE CHARTER

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

1. Purpose

The purpose of the Health, Safety, Environment, Social and Security Committee (the “Committee”) of the Board of Directors (the “Board”) of B2Gold Corp. (the “Company”) is to assist the Board in overseeing (a) the Company’s health, safety, environmental, corporate social responsibility and security policies and programs, and (b) the Company’s health, safety, environmental, corporate social responsibility and security performance.

2. Committee Responsibilities

2.1 The Committee’s responsibilities with respect to health and safety matters shall include:

- (a) reviewing and making recommendations to management and/or the Board, as appropriate, in regard to the Company’s health and safety policies and programs, including corporate occupational health and safety policies and procedures;
- (b) reviewing and making recommendations to management and/or the Board, as appropriate, in regard to compliance with health and safety regulatory issues, if any;
- (c) satisfying itself that management of the Company monitors trends and reviews current and emerging issues in the health and safety field and evaluates their potential impact on the Company; and
- (d) reviewing the Company’s health and safety performance, including any applicable incident reports, to:
 - (i) assess the appropriateness of health and safety policies and programs and to make recommendations for improvement, where appropriate; and
 - (ii) determine if any health and safety issues that may be identified as a result of such review are of significance to report to the Board.

2.2 The Committee will make recommendations, as the Committee considers appropriate, to the management of the Company and/or to the Board.



3. The Committee's responsibilities with respect to environmental matters shall include:
- (a) reviewing and making recommendations to management and/or the Board, as appropriate, in regard to the Company's environmental management policies and programs, including corporate environmental policies and procedures;
 - (b) reviewing and making recommendations to management and/or the Board, as appropriate, in regard to environmental compliance issues, if any;
 - (c) satisfying itself that management of the Company monitors trends and reviews current and emerging issues in the environmental field, and evaluates their potential impact on the Company;
 - (d) reviewing incident reports to:
 - (i) assess whether environmental management policies and procedures were appropriate in such incidents, and to make recommendations for improvement, where appropriate; and
 - (ii) determine if such incidents are of significance to report to the Board; and
 - (e) reviewing the scope of potential environmental liabilities and the adequacy of the environmental management system to manage these liabilities.

The Committee will make recommendations, as the Committee considers appropriate, to the management of the Company and/or to the Board.

4. The Committee's responsibilities with respect to social responsibility matters shall include:
- (a) receiving reports from management on the Company's social responsibility policies and programs, including significant sustainable development, community relations and security policies and procedures;
 - (b) satisfying itself that management of the Company monitors trends and reviews current and emerging issues in the corporate social responsibility field and evaluates their potential impact on the Company; and
 - (c) receiving reports from management on the Company's social responsibility performance to assess the appropriateness of the social responsibility programs.

The Committee will, as the Committee considers appropriate, make recommendations to the management of the Company and/or to the Board.



5. The Committee's responsibilities with respect to security matters shall include:
- (a) receiving reports from management on the Company's security procedures and programs;
 - (b) satisfying itself that management of the Company monitors trends and reviews current and emerging issues in the security field (physical and internet) and evaluates their potential impact on the Company; and
 - (c) receiving reports from management on the Company's security performance to assess the appropriateness of the physical and internet security programs;
 - (d) Internet Security: receiving report from management with respect to the utilization of new technologies and the Company's compliance with copyright laws and protocols in place in order to protect the Company and its employees from being victimized by the threat of viruses or hacking into the Company's internet servers.

The Committee will, as the Committee considers appropriate, make recommendations to the management of the Company and/or to the Board.

6. Responsibilities of Committee Chair

The fundamental responsibility of the Committee Chair is to be responsible for the management and appropriate performance of the Committee and provide leadership to the Committee in fulfilling its Charter and any other matters delegated to it by the Board. To that end, the Committee Chair's responsibilities shall include:

- (a) working with the Chair of the Board, the Chief Executive Officer and the General Counsel and Corporate Secretary of the Company to establish the frequency of Committee meetings and the agendas for meetings;
- (b) providing leadership to the Committee and presiding over Committee meetings;
- (c) facilitating the flow of information to and from the Committee and fostering an environment in which Committee members may ask questions and express their viewpoints;
- (d) reporting to the Board with respect to the significant activities of the Committee and any recommendations of the Committee;
- (e) leading the Committee in annually reviewing and assessing the adequacy of its Charter and evaluating its appropriateness in fulfilling its Charter; and
- (f) taking such other steps as are reasonably required to ensure that the Committee carries out its Charter.



7. **Powers**

The Committee shall have the power to obtain advice and assistance from outside legal or other advisors in its sole discretion. The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

8. **Composition, Procedures and Organization**

- (a) The Committee will consist of at least two members of the Board, a majority of whom will be “independent” within the meaning of all applicable legal and regulatory requirements, including, without limitation, all applicable Canadian securities laws and, if applicable, the rules of each stock exchange on which the Company’s securities are listed.
- (b) 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.
- (c) The Secretary shall be elected by the Committee’s members, or shall be the Secretary, or the Assistant or Associate Secretary, of the Company or any other individual appointed by the Committee.
- (d) A member shall cease to be a member of the Committee upon ceasing to be a director of the Company.
- (e) 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.
- (f) 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.
- (g) 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.
- (h) 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.
- (i) 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.



- (j) 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.
- (k) 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.
- (l) 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.
- (m) 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 Chief Executive Officer or the 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.
- (n) 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.

9. 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.