

**B2GOLD CORP.**  
**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING**

**to be held on June 12, 2020**

**NOTICE IS HEREBY GIVEN** that the Annual General and Special Meeting (the “**Meeting**”) of the shareholders of **B2GOLD CORP.** (“**B2Gold**” or the “**Company**”) will be held in a virtual-only format conducted via live audio webcast online at <https://web.lumiagm.com/245544973> on Friday, June 12, 2020 (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 2019.
2. To set the number of Directors of the Company at nine (9).
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 approve an amendment to increase the number of common shares reserved under the Company’s Restricted Share Unit Plan by 5,000,000 common shares for a total of 25,000,000 common shares, as more particularly described and set forth in the accompanying management information circular.
6. 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.
7. 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 1, 2020, 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**

Out of an abundance of caution, to proactively deal with potential issues arising from the unprecedented public health impact of Coronavirus Disease 2019 (“**COVID-19**”), the Meeting is currently scheduled to take place in a virtual-only format conducted via live audio webcast online at <https://web.lumiagm.com/245544973>. **As such, registered and non-registered shareholders will not be able to attend the Meeting in person and the Company strongly encourages all registered and non-registered shareholders who wish to attend and participate in the Meeting to carefully follow the procedures described in this Information Circular to ensure they can attend and participate in the Meeting virtually via live audio webcast online at <https://web.lumiagm.com/245544973>.**

**Meeting Material**

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

The accompanying management information circular provides information relating to the matters to be addressed at the Meeting and is deemed to form part of this Notice. 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 12, 2020, being the date of 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. For public health reasons and for the safety of each person, shareholders are strongly 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 [www.sedar.com](http://www.sedar.com) and on EDGAR at [www.sec.gov](http://www.sec.gov), or by contacting Ian MacLean, Vice President of Investor Relations, Suite 3100, 595 Burrard Street, Vancouver, British Columbia V7X 1J1 (Tel: 604-681-8371).

## **Voting**

If you are a registered shareholder, you may attend, participate and vote at the Meeting online via live audio webcast at <https://web.lumiagm.com/245544973>, provided you are connected to the internet and comply with all of the requirements set out in this Information Circular

If you are a registered shareholder and are unable to participate online via the live webcast of the Meeting, in order for your proxy to be valid and your votes to be counted, 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 Wednesday, June 10, 2020, or if the Meeting is adjourned, not later than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the adjourned 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 online.

Non-registered shareholders will be able to attend, participate in and vote at the Meeting online via live audio webcast at <https://web.lumiagm.com/245544973> 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 online as a guest but will not be able to vote or ask questions at the Meeting online.

## **Shareholder Questions**

Shareholders who have questions 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](mailto:assistance@laurelhill.com).

DATED at Vancouver, British Columbia, this 5<sup>th</sup> day of May, 2020.

BY ORDER OF THE BOARD

"Clive Johnson"

Clive Johnson  
President, Chief Executive Officer  
and Director