



BRITISH
COLUMBIA

Number: BC0776025

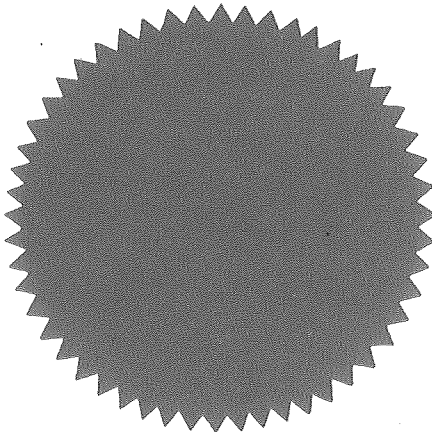
**CERTIFICATE
OF
CHANGE OF NAME**

BUSINESS CORPORATIONS ACT

I Hereby Certify that 0776025 B.C. LTD. changed its name to B2GOLD CORP. on December 21, 2006 at 09:34 AM Pacific Time.

*Issued under my hand at Victoria, British Columbia
On December 21, 2006*

RON TOWNSHEND
Registrar of Companies
Province of British Columbia
Canada





Number: BC0776025

**CERTIFICATE
OF
INCORPORATION**

BUSINESS CORPORATIONS ACT

I Hereby Certify that 0776025 B.C. LTD. was incorporated under the Business Corporations Act on November 30, 2006 at 04:12 PM Pacific Time.

*Issued under my hand at Victoria, British Columbia
On November 30, 2006*

RON TOWNSHEND
Registrar of Companies
Province of British Columbia
Canada

