



SUSTAINABILITY COMMITTEE CHARTER

Effective Date: February 21, 2024

1. Purpose

The purpose of the Sustainability Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of B2Gold Corp. (the “**Company**”) is to assist the Board in overseeing the Company’s occupational health and safety, sustainability, environmental (including climate change), social (including community relations and human rights), and security strategies, policies and programs, risk management and performance.

2. Committee Responsibilities

2.1 The Committee’s responsibilities shall include:

- (a) reviewing and making recommendations to management and/or the Board, as appropriate, in regard to the Company’s strategies, policies, programs and goals as they relate to occupational health and safety, sustainability, environment (including climate change, biodiversity, tailings management, emissions and effluents, water, rehabilitation), social responsibility (including community relations and human rights), mine closure, and physical security and cybersecurity;
- (b) reviewing and making recommendations to Management and/or the Board, as appropriate, in regard to compliance with occupational health and safety, environment, social responsibility, and security, if any;
- (c) confirming that Management monitors trends, reviews current and emerging issues in the field of occupational health and safety, environmental, social, and security and regularly evaluates their potential impact on the Company;
- (d) monitoring the Company’s risk management processes related to occupational health and safety, environment, social responsibility, and security, including reviewing:
 - (i) the Company’s policies with respect to risk identification, assessment and management;
 - (ii) the Company’s major risk exposures; and
 - (iii) the effectiveness of steps Management has taken to monitor and control such exposures;and
- (e) reviewing the Company’s occupational health and safety, environmental, social, and security performance, including any applicable incident reports.



- 2.2 The Committee will coordinate its risk management work with the Audit Committee of the Board, including in relation to reviewing and approving for recommendation to the Board, the risk management sections (as they relate to occupational health and safety, environmental, social and security matters) of the annual report to shareholders, the annual information form, prospectuses and other public reports or documents requiring approval by the Board, and reporting to the Board with respect thereto.
- 2.3 The Committee will review and approve the Company's Responsible Mining Report and any other material reports relating to occupational health and safety, environmental, social and security matters.

3. 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 SVP Legal and the Corporate Secretary (or recording secretary, as the case may be) 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.

4. 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 or individual member of the Committee.



5. Composition, Procedures and Organization

- (a) The Committee will consist of at least three 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 and U.S. 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 of the Committee 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) 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, 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.
- (f) 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.
- (g) 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.
- (h) 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.
- (i) 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.



- (j) 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.
- (k) 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.
- (l) The Committee will meet at least four times per year, 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. The procedures at such meetings shall be as determined, from time to time, by the Committee.
- (m) The independent directors of the Committee will have an in-camera session at each meeting (unless such members of the Committee present determine that such a session is not required).
- (n) The Committee will have unrestricted access to the Company's personnel and documents and will be provided with the resources necessary to carry out its responsibilities.
- (o) The Committee may retain or terminate such outside consultants and advisors (at Company expense) as it deems necessary from time to time to fulfill its duties and responsibilities. The Committee shall have the sole authority to approve the fees and other retention terms of such outside consultants or advisors.

6. **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.