

B2GOLD CORP.

**Officer's Certificate pursuant to Section 2.20 of National Instrument 54-101
*Communication with Beneficial Owners of Securities of a Reporting Issuer***

TO: Canadian Securities Regulatory Authorities

RE: Special Meeting of Shareholders of B2Gold Corp. (the "Company") to be held on December 20, 2012 (the "Meeting")

In connection with the Meeting, the undersigned, being an officer of the Company, hereby certifies for and on behalf of the Company and not in her personal capacity, that:

- (a) the Company made arrangements to have proxy-related materials for the Meeting sent in compliance with National Instrument 54-101 ("NI 54-101") to all beneficial owners at least 21 days before the date fixed for the Meeting;
- (b) the Company made arrangements to have carried out all of the requirements of NI 54-101 in addition to those described in paragraph (a) above; and
- (c) the Company is relying upon section 2.20 of NI 54-101 to abridge the time periods prescribed by section 2.2(1) of NI 54-101 applicable to the Meeting.

DATED November 28, 2012.

B2GOLD CORP.

(Signed) "*Roger Richer*"

Name: Roger Richer
Office: Executive Vice President,
General Counsel and Secretary