



## SPECIAL MEETING OF SHAREHOLDERS

### B2GOLD CORP.

### REPORT OF VOTING RESULTS

In accordance with Section 11.3 of National Instrument 51-102 – *Continuous Disclosure Obligations*, we hereby advise of the results of the voting on the matters submitted to the special meeting of shareholders of B2Gold Corp. (the “**Company**”) held on December 20, 2012 (total shares represented in person or by proxy = 325,921,484 of the 393,158,611 issued and outstanding shares - 82.90%).

#### Item 1: CGA Merger Resolution

By way of ballot, the merger with CGA Mining Limited under an Australian scheme of arrangement, as described in the Management Information Circular dated November 19, 2012, was **approved**. The total votes cast by all shareholders of the Company present in person or by proxy were as follows:

	<u>Total Votes</u>	<u>Percentage of Votes Cast</u>
<b>Votes in Favour</b>	325,726,392	99.94%
<b>Votes Against</b>	<u>195,092</u>	<u>0.06%</u>
<b>Total Votes Cast</b>	325,921,484	100.00%

DATED at Vancouver, British Columbia this 21<sup>st</sup> day of December, 2012.

**B2GOLD CORP.**

*“Clive Johnson”*

Clive Johnson  
President & Chief Executive Officer