

Part II Organizational Action (continued)

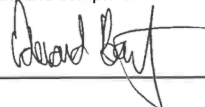
17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ See Attachment.

18 Can any resulting loss be recognized? ▶ See Attachment.

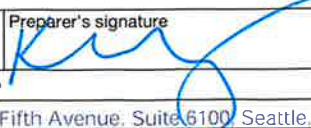
19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See Attachment.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶  Date ▶ November 7, 2022

Print your name ▶ Eduard Bartz Title ▶ VP Financial Reporting and Tax

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	<u>Kendall R. Fisher</u>		<u>Nov. 7, 2022</u>		<u>P01980923</u>
	Firm's name ▶ <u>Dorsey & Whitney LLP</u>	Firm's address ▶ <u>Columbia Center, 701 Fifth Avenue, Suite 6100, Seattle, WA 98104</u>		Firm's EIN ▶	<u>41-0223337</u>
			Phone no.	<u>(206) 903-8793</u>	

B2Gold Corp.

Attachment to Form 8937-Part II

Report of Organizational Actions Affecting Basis of Securities (The Acquisition)

Consult your tax advisor: The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the “Code”), and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations relating to the effects of the Acquisition (as defined below) on the tax basis of shares in B2Gold Corp., a corporation formed under the laws of the Province of British Columbia, Canada (“B2Gold”), in the hands of a holder of shares of B2Gold stock which is a U.S. taxpayer and which received such shares pursuant to the Acquisition by reason of being a holder of shares of stock of Oklo Resources Limited, a corporation formed under the laws of Australia (“Oklo”) (“U.S. Shareholders”). This discussion does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of shareholders. Neither B2Gold nor Oklo provides tax advice to its shareholders. You are urged to consult with your own tax advisors regarding the particular consequences of the Acquisition to you, including the applicability and effect of all U.S. federal, state and local tax laws and foreign tax laws.

For additional information, please read the Scheme Implementation Deed dated as of May 26, 2022 (the “Agreement”) and consult with your own tax advisor.

Item 14. Description of organizational action

On September 19, 2022, B2Gold acquired all of the issued and outstanding shares of Oklo (the “Acquisition”). Pursuant to the Acquisition, each Oklo shareholder received 0.0206 common shares of B2Gold (the “B2Gold Shares”) and approximately U.S.\$0.04 (as converted to U.S. dollars using the daily exchange rate published by the Bank of Canada on September 19, 2022) in cash for each Oklo common share (the “Oklo Shares”) exchanged therefor pursuant to the Acquisition. No fractional B2Gold Shares were issued pursuant to the Acquisition, with any fractional shares rounded down to the nearest whole number.

U.S. Shareholders should review the Agreement and consult with their own tax advisors regarding the tax consequences of the Acquisition to them in light of their particular circumstances.

Part II Item 15. Description of the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer

B2Gold believes that the Acquisition should be treated as a taxable transaction for U.S. federal income tax purposes. As a result, each U.S. Shareholder should have a tax basis in the B2Gold Shares received pursuant to the Acquisition equal to the fair market value of such B2Gold Shares on September 19, 2022.

If Oklo was a passive foreign investment Company (“**PFIC**”), as defined under Code Section 1297, for any tax year during which a U.S. Shareholder held its Oklo Shares, certain special PFIC rules may apply to the Acquisition. U.S. Shareholders should review the Agreement and consult with their own tax advisors regarding the potential application of the PFIC rules.

Part II Item 16. Description of the calculation of the change in basis

For purposes of calculating fair market value, the fair market value of a B2Gold Share on September 19, 2022 is estimated at U.S.\$3.26, which was the opening price of a B2Gold Share on the Toronto Stock Exchange on September 19, 2022 (as converted to U.S. dollars using the daily exchange rate published by the Bank of Canada on September 19, 2022).

U.S. Shareholders should consult with their own tax advisors to determine whether they are required to recognize gain in connection with the Acquisition and what measure of fair market value is appropriate.

Part II Item 17. (list of applicable Code sections)

The U.S. federal income tax consequences for U.S. Shareholders should be determined under Code Sections 1001, 1012, 1211, and 1221.

In addition, if Oklo was a PFIC at any time during the period that a U.S. Shareholder held Oklo Shares, then Code Sections 1291-1297 would be applicable.

Part II Item 18. (recognition of loss)

A U.S. Shareholder may recognize loss pursuant to the Acquisition to the extent such U.S. Shareholder’s tax basis in the Oklo Shares surrendered exceeds the fair market value of the aggregate consideration received in exchange therefor.

Part II Item 19. (other information)

The Acquisition was effective on September 19, 2022. For a U.S. Shareholder which participated in the Acquisition whose taxable year is a calendar year, the reportable tax year is 2022.