

B2Gold Corp.: Scheme of Arrangement Receives Final Court Approval

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VANCOUVER, BRITISH COLUMBIA--(Marketwired - Sep 22, 2014) - [B2Gold Corp.](#) (TSX:BTO)(NYSE MKT:BTG)(NAMIBIAN:B2G) ("**B2Gold**" or the "**Company**") is pleased to announce that the scheme of arrangement transaction with [Papillon Resources Ltd.](#) ("**Papillon**") received final approval of the Federal Court of Australia on September 22, 2014. Under the scheme of arrangement, B2Gold will acquire all of the issued and outstanding shares of Papillon.

The scheme of arrangement had been previously approved by an overwhelming majority of the Papillon shareholders at the Papillon scheme meeting held on September 15, 2014. The record date for determining the holders of Papillon shares entitled to receive B2Gold shares under the scheme of arrangement is September 26, 2014. B2Gold expects the scheme of arrangement to be fully implemented on October 3, 2014, including the issuance of B2Gold shares to former Papillon shareholders.

About B2Gold

[B2Gold Corp.](#) is a Vancouver based gold producer with two mines in Nicaragua, one mine in the Philippines, one mine under construction in Namibia and a strong portfolio of development and exploration assets in Nicaragua, the Philippines, Namibia and Colombia. B2Gold was founded in 2007 by the former executive and management team of [Bema Gold Corp.](#). Bema grew from a junior explorer to an international gold producer that was acquired by [Kinross Gold Corp.](#) through a C\$3.5 billion transaction in February 2007. B2Gold's corporate objective is to build further shareholder value through the exploration and development of existing projects and additional accretive acquisitions, capitalizing on the extensive experience and relationships that management has developed over the past 25 years. B2Gold trades on the Toronto Stock Exchange under the symbol "BTO", on the NYSE MKT under the symbol "BTG" and on the Namibian Stock Exchange under the symbol "B2G".

ON BEHALF OF B2GOLD CORP.

Clive T. Johnson, President and Chief Executive Officer

For more information on B2Gold please visit the Company web site at www.b2gold.com.

This communication does not constitute an offer to purchase or exchange or the solicitation of an offer to sell or exchange any securities of Papillon or an offer to sell or exchange or the solicitation of an offer to buy or exchange any securities of B2Gold, nor shall there be any sale or exchange of securities in any jurisdiction in which such offer, solicitation or sale or exchange would be unlawful prior to the registration or qualification under the laws of such jurisdiction. The distribution of this communication may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this document should inform themselves of and observe these restrictions.

Cautionary Note Regarding Forward-Looking Information

This press release contains "forward-looking statements" and "forward-looking information" within the meaning of the U.S. Private Securities Litigation Reform Act of 1995 and applicable Canadian securities legislation, respectively. Such forward-looking statements and information include, but are not limited to, statements with respect to the future financial or operating performance of B2Gold and Papillon and their respective projects, statements regarding exploration prospects, statements regarding synergies and financial impact of the Scheme, the terms and conditions of the Scheme, the identification of mineral

reserves and resources, future production, the scheduled completion of the Otjikoto project and the potential realized value from the Fekola gold project. Generally, forward-looking statements and information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved".

Forward-looking statements and information are based on various assumptions and on the best estimates of Papillon or B2Gold, as the case may be, as of the date hereof, and are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of B2Gold or Papillon (and the company resulting from the successful completion of the Scheme) to be materially different from those expressed or implied by such forward-looking statements and information, including but not limited to: general business, economic, competitive, political and social uncertainties; the actual results of current exploration activities; timing and availability of external financing on acceptable terms; the business of B2Gold and Papillon not being integrated successfully or such integration proving more difficult, time consuming or costly than expected; not realizing on the potential benefits of the Scheme; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of mineral prices; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry; and, delays in obtaining governmental approvals or required financing or in the completion of activities, and as well as those risks identified in B2Gold's filings with Canadian securities regulators and the U.S. Securities and Exchange Commission ("SEC"), which may be viewed at www.sedar.com and www.sec.gov respectively, as well as in Papillon's filings with Australian securities regulators at www.asx.com, from time to time. Although each of B2Gold and Papillon has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements and information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. Neither B2Gold nor Papillon undertakes to update any forward-looking information, except in accordance with applicable securities laws.

The Toronto Stock Exchange neither approves nor disapproves the information contained in this News Release.

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