

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549
Form 6-K
REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934
For the month of January 2025
Commission File Number: 001-35936
B2Gold Corp. (Translation of registrant's name into English)
British Columbia, Canada (Jurisdiction of incorporation or organization)
Suite 3400, Park Place 666 Burrard Street
Vancouver, British Columbia V6C 2X8 (Address of principal executive office)
Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.
Form 20-F [X] Form 40-F []
DOCUMENTS INCLUDED AS PART OF THIS FORM 6-K See the Exhibit Index hereto.
SIGNATURES Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.
B2Gold Corp.
Date: January 28, 2025
By: /s/ Randall Chatwin
Name: Randall Chatwin
Title: Senior Vice President, Legal and Corporate Communications
EXHIBIT INDEX Exhibit Number Description
99.1 Press Release dated January 28, 2025
Edgar Filing EXHIBIT 99.1
B2Gold Completes Upsized Offering of Convertible Senior Notes
VANCOUVER, British Columbia, Jan. 28, 2025 (GLOBE NEWSWIRE) -- B2Gold Corp. (TSX: BTO, NYSE AMERICAN: BTG, NSX: B2G) (the "B2Gold" or the "Company") has closed its previously announced offering of 2.75% convertible senior unsecured notes due 2030 (the "Notes") in an aggregate principal amount of US\$460 million (the "Offering"), which includes exercise of the full amount of the option to purchase an additional US\$60 million aggregate principal amount of Notes. The initial conversion rate for the Notes is 315.2088 common shares of the Company (the "Shares") per US\$1,000 principal amount of Notes, equivalent to an initial conversion price of approximately US\$3.17 per Share. The Company intends to use the net proceeds from the Offering to fund working capital requirements and for general corporate purposes. In order to reduce interest expense, the Company will initially apply the net proceeds to pay down the outstanding balance under the Company's revolving credit facility (the "Revolving Credit Facility") and then subsequently use future draws on the Revolving Credit Facility to fund such working capital requirements and for general corporate purposes. In connection with the Offering, B2Gold entered into a cash settled total return swap with respect to approximately US\$50 million of Shares with one of the initial purchasers of the Notes. The total return swap is intended to give B2Gold economic exposure to its Shares during the term of the total return swap, which is expected to be approximately one month. In connection with establishing its initial hedge of the total return swap, B2Gold has been advised that the total return swap counterparty or its affiliate has purchased Shares at the close of trading on January 23, 2025. Such purchases may have, or have had, the effect of increasing (or reducing the size of any decrease in) the market price of the Shares. Any unwind of such hedge positions, including at settlement of the total return swap, may have the effect of decreasing (or reducing the size of any increase in) the market price of the Shares or the Notes. The Notes and the Shares issuable upon the conversion thereof have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or qualified by a prospectus in Canada. The Notes and the Shares may not be offered or sold in the United States absent registration under the Securities Act or an applicable exemption from registration under the Securities Act. This news release is neither an offer to sell nor the solicitation of an offer to buy the Notes or any other securities and shall not constitute an offer to sell or solicitation of an offer to buy, or a sale of, the Notes or any other securities in any jurisdiction in which such offer, solicitation or sale is unlawful. The Notes were offered only to "qualified institutional buyers" (as defined in Rule 144A under the Securities Act). Offers and sales in Canada were made only pursuant to exemptions from the prospectus requirements of applicable Canadian securities laws. About B2Gold B2Gold is a low-cost international senior gold producer headquartered in Vancouver, Canada. Founded in 2007, today, B2Gold has operating gold mines in Mali, Namibia and the Philippines, the Goose Project under construction in northern Canada and numerous development and exploration projects in various countries including Mali, Colombia and Finland. ON BEHALF OF B2GOLD CORP. Clive T. Johnson President and Chief Executive Officer Source: B2Gold Corp. This news release contains forward-looking statements which constitute "forward-looking information" within the meaning of applicable Canadian securities legislation and "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995 (collectively, "Forward-looking Statements"). All statements included herein, other than statements of historical fact, are Forward-looking Statements and are subject to a variety of known and unknown risks and uncertainties which could cause actual events or results to differ materially from those reflected in the Forward-looking Statements. The Forward-looking Statements in this news release include, without limitation, statements relating to the Offering, the anticipated use of proceeds and certain statements related to the total return swap. These Forward-looking Statements are based on certain assumptions that B2Gold has made in respect thereof as at the date of this news release. Often, but not always, these Forward-looking Statements can be identified by the use of words such as "estimated", "potential", "open", "future", "assumed", "projected", "used", "detailed", "has been", "gain", "planned", "reflecting", "will", "anticipated", "estimated" "containing", "remaining", "to be", or statements that events, "could" or "should" occur or be achieved and similar expressions, including negative variations. Forward-looking Statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of B2Gold to be materially different from any results, performance or achievements expressed or implied by the Forward-looking Statements. Such uncertainties and factors include, without limitation, risks relating to the need to satisfy the conditions set forth in the purchase agreement for the Notes; the need to satisfy regulatory and legal requirements with respect to the Offering; as well as those factors discussed under "Risk Factors" in B2Gold's Annual Information Form for the fiscal year ended December 31, 2023, a copy of which can be found on the Company's profile on the SEDAR+ website at www.sedarplus.ca and on EDGAR at www.sec.gov/edgar. Although B2Gold has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in Forward-looking Statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. B2Gold's forward-looking statements are based on the applicable assumptions and factors management considers reasonable as of the date hereof, based on the information available to management at such time. B2Gold's forward-looking statements are based on the opinions and estimates of management and reflect their current expectations regarding future events and operating performance and speak only as of the date hereof. B2Gold does not assume any obligation to update forward-looking statements if circumstances or management's beliefs, expectations or opinions should change other than as required by applicable law. There can be no assurance that forward-looking statements will prove to be accurate, and actual results, performance or achievements could differ materially from those expressed in, or implied by, these forward-looking statements. Accordingly, no assurance can be given that any events anticipated by the

forward-looking statements will transpire or occur, or if any of them do, what benefits or liabilities B2Gold will derive therefrom. For the reasons set forth above, undue reliance should not be placed on forward-looking statements.

Investor Relations:Michael McDonaldVP, Investor Relations & Corporate Development+1 604-681-8371investor@b2gold.comCherry DeGeerDirector, Corporate Communications+1 604-681-8371investor@b2gold.com