

Â UNITED STATESSECURITIES AND EXCHANGE COMMISSIONWashington, D.C. 20549Form 6-KREPORT OF  
FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF  
1934For the month of January 2025Commission File Number: 001-35936B2Gold Corp.(Translation of registrant's name  
into English)British Columbia, Canada(Jurisdiction of incorporation or organization)Suite 3400, Park Place666 Burrard  
StreetVancouver, 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 [Â Â ] Â Â Â Â Form 40-F  
[Â X ]DOCUMENTS INCLUDED AS PART OF THIS FORM 6-K See the Exhibit Index hereto.SIGNATURESPursuant 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.Â B2Gold Corp.Â Â Â Â Date: January 28, 2025Â By:Â /s/  
Randall ChatwinÂ Â Â Â Â Â Â Â Â Â Â Name:Â Randall ChatwinÂ Â Title:Â Senior Vice President, Legal and  
Corporate CommunicationsÂ Â EXHIBIT INDEXÂ Exhibit NumberÂ DescriptionÂ Â Â Â Â 99.1Â Press Release dated  
January 28, 2025 EdgarFilingEXHIBIT 99.1B2Gold Completes Upsized Offering of Convertible Senior Notes  
VANCOUVER, British Columbia, Jan. 28, 2025 (GLOBE NEWSWIRE) -- B2Gold Corp. (TSX: BTO, NYSE AMERICAN:  
BTG, NSX: B2G) (â€œB2Goldâ€ or the â€œCompanyâ€) has closed its previously announced offering of 2.75%  
convertible senior unsecured notes due 2030 (the â€œNotesâ€) in an aggregate principal amount of US\$460 million  
(the â€œOfferingâ€), 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 (â€œSharesâ€) 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 Companyâ€™s revolving credit facility (the  
â€œRevolving Credit Facilityâ€) 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 â€œSecurities Actâ€), 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 â€œqualified  
institutional buyersâ€ (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. â€œClive T. Johnsonâ€ President and Chief Executive Officer Source: B2Gold Corp.  
This news release contains forward-looking statements which constitute â€œforward-looking informationâ€ within the  
meaning of applicable Canadian securities legislation and â€œforward-looking statementsâ€ within the meaning of the  
â€œsafe harborâ€ provisions of the Private Securities Litigation Reform Act of 1995 (collectively, â€œForward-looking  
Statementsâ€). 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 â€œestimatedâ€, â€œpotentialâ€, â€œopenâ€, â€œfutureâ€,  
â€œassumedâ€, â€œprojectedâ€, â€œusedâ€, â€œdetailedâ€, â€œhas beenâ€, â€œgainâ€, â€œplannedâ€,  
â€œreflectingâ€, â€œwillâ€, â€œanticipatedâ€, â€œestimatedâ€, â€œcontainingâ€, â€œremainingâ€, â€œto beâ€, or  
statements that events, â€œcouldâ€ or â€œshouldâ€ 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 â€œRisk Factorsâ€ in B2Goldâ€™s Annual Information Form for the fiscal year ended December 31,  
2023, a copy of which can be found on the Companyâ€™s profile on the SEDAR+ website at [www.sedarplus.ca](http://www.sedarplus.ca) and on  
EDGAR at [www.sec.gov/edgar](http://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. B2Goldâ€™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. B2Goldâ€™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.  
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