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## **IMPLEMENTATION OF SCHEME OF ARRANGEMENT FOR THE MERGER OF CGA MINING LIMITED AND B2GOLD CORP.**

### **ANNOUNCEMENT TO THE AUSTRALIAN SECURITIES EXCHANGE**

**31 JANUARY 2013**

#### **Implementation**

CGA Mining Limited (ASX Code: CGX) (**CGA**) is pleased to announce the successful implementation of the scheme of arrangement (**Scheme**) for the merger of CGA with B2Gold Corp. (**B2Gold**).

In accordance with the Scheme, B2Gold has acquired all of the issued shares in CGA and CGA shareholders<sup>1</sup> have been issued 0.74 B2Gold shares for each CGA Share held on the Record Date of 23 January 2013. Documents of title in respect of the B2Gold shares issued in consideration for the Scheme will be sent on or about 7 February 2013. Ineligible Shareholders and Electing Small Scheme Participants will receive the net proceeds of sale of the B2Gold shares to which they would have been entitled.

#### **Cancellation of options**

All 5,804,583 unexercised options to subscribe for shares in CGA have been cancelled in consideration for the issue of a total of 1,933,557 B2Gold shares to former option-holders.

#### **Board resignations**

Michael Carrick and Justine Magee have each resigned as directors of CGA, effective today. Hannah Hudson has also resigned as secretary of CGA. The Company sincerely thanks the retiring directors and secretary for their excellent service to the Company over many years.

#### **Delisting**

CGA has today applied for removal from the official list of the ASX. CGA expects that delisting will occur on or about 4 February 2013. CGA was delisted from the Toronto Stock Exchange on 18 January 2013.

Capitalised terms used in this announcement have the same meaning as set out in the Scheme Booklet dated 23 November 2012 (unless indicated otherwise).

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<sup>1</sup> Other than Ineligible Shareholders and Electing Small Scheme Participants, who will receive the net proceeds following the sale of their entitlement to B2Gold shares.