

8 SEPTEMBER 2022

SCHEME BECOMES EFFECTIVE

Oklo Resources Limited ("**Oklo**" or "**the Company**") is pleased to advise that a copy of the orders made by the Supreme Court of Western Australia ("**Orders**") approving the scheme of arrangement pursuant to which B2Gold Corp. ("**B2Gold**") will acquire, through its wholly owned subsidiary, B2Gold Oklo Resources Pty Limited, 100% of the share capital of Oklo ("**Oklo Shares**"), ("**Scheme**") has been lodged with the Australian Securities and Investments Commission.

This means that the Scheme has become legally effective. A copy of the Orders is attached to this announcement.

SUSPENSION OF TRADING

It is expected that Oklo Shares will be suspended from trading on ASX at close of trading today, Thursday, 8 September 2022.

SCHEME CONSIDERATION

Pursuant to the Scheme, Oklo shareholders who hold shares at 7:00pm (AEST) on 12 September 2022 will receive 0.0206 B2Gold shares per Oklo Share held (other than ineligible foreign shareholders and small shareholders who made an election ("**Electing Small Shareholders**") ("**Scrip Consideration**") and A\$0.0525 cash per Oklo Share held ("**Cash Consideration**"). The Scrip Consideration and the Cash Consideration together form the total Scheme Consideration.

Ineligible foreign shareholders and Electing Small Shareholders will have the Scrip Consideration that they would have otherwise been entitled to receive issued to a Sale Agent, who will sell those B2Gold shares via the facilities of the TSX and will pay the sale proceeds (minus applicable fees, foreign exchange, stamp duty, brokerage and other selling costs, taxes and charges) to Oklo, who will then remit the pro rata share of the sale proceeds to those shareholders, in accordance with the terms of the Scheme.

Shareholders are reminded that Small Shareholders (being Oklo shareholders whose entitlement to the Scrip Consideration would be 17,000 B2Gold shares or less (in other words, an Oklo shareholder who holds 825,242 Oklo Shares or less as at 7:00pm (AEST) on 12 September 2022)) may elect to have their Scrip Consideration allotted to the Sale Agent and sold through the Sale Facility.

To make a valid election to participate in the Sale Facility, Small Shareholders must complete and return the Election Form accompanying the Scheme Booklet to the Share Registry by 5:00pm (AEST) on 12 September 2022. Sections 5.3 and 5.4 of the Scheme Booklet released on ASX on 29 July 2022 provide further information on the Sale Facility.

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INDICATIVE TIMETABLE

The key dates and times for the Scheme are as follows:

Record Date	Monday, 12 September 2022
Implementation Date	Monday, 19 September 2022*
Dispatch of holding statements for B2Gold shares issued as scrip consideration	Monday, 19 September 2022*
Termination of official quotation of Oklo Shares on ASX and Oklo to be removed from the official list of ASX	Tuesday, 20 September 2022

** Due to the time zone differences between Canada and Australia, certain acts relating to the implementation of the Scheme may occur on Monday, 19 September 2022 during Canada's business hours. Accordingly, this may result in implementation of the Scheme completing during the morning of Tuesday, 20 September 2022 (AEST).*

All stated dates and times are indicative only. Any changes to the above timetable will be announced to ASX and will be available under Oklo's profile on ASX.

This announcement is authorised for release by Oklo's Managing Director, Simon Taylor.

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IN THE SUPREME COURT OF WESTERN AUSTRALIA

COR/131/2022

EX PARTE:

OKLO RESOURCES LIMITED (ACN 121 582 607)

First Plaintiff

**ORDERS OF JUSTICE HILL
MADE ON 7 SEPTEMBER 2022**

IT IS ORDERED that:

1. Pursuant to section 411(4)(b) of the Corporations Act 2001 (Cth) (Corporations Act), the scheme of arrangement between the Plaintiff and the holders of fully paid ordinary shares in the capital of the Plaintiff, in the form contained in Annexure MCN-20 (pages 513 to 534) to the fifth affidavit of Michael Choon Ming Ng sworn on 2 September 2022 (Scheme), is approved.
2. Pursuant to section 411(12) of the Corporations Act, the Plaintiff is exempt from compliance with section 411(11) of the Corporations Act, in relation to the Scheme.
3. These orders be entered immediately on being made.
4. The Plaintiff lodge an office copy of these orders with the Australian Securities and Investments Commission as soon as practicable after the orders are issued.

THE COURT NOTES that:

5. The Plaintiff and B2Gold Corp. will rely on the Court's approval of the Scheme for the purpose of qualifying for exemption from the registration requirements of the US Securities Act of 1933, provided for by section 3(a)(10) of that Act, in connection with the implementation of, and provision for consideration under, the Scheme.
6. The Court was informed that shares are to be offered as scheme consideration and an independent expert report has concluded that the Scheme is in the best interests of members.
7. The Court has held a hearing to determine whether the terms of the proposed Scheme are fair to the Plaintiff's members so as to determine whether to approve the terms of the Scheme. As for this, for approval under section 411(4)(b) of the Corporations Act, it is necessary for the Court to consider the fairness and reasonableness of the proposed Scheme. The Court has determined that the proposed Scheme is fair and reasonable.
8. The hearing for approval of the proposed Scheme was held in open court on 7 September 2022. It was open to all members of the Plaintiff to attend. Notice of the hearing was provided to all members in accordance with the orders of the Court made on 28 July 2022. The date of the hearing was advertised in The Australian newspaper on 1 September 2022. The date of the approval court hearing was referred to in the scheme booklet and in announcements to the

Australian Securities Exchange.

9. No member of the Plaintiff, nor the Australian Securities and Investments Commission, gave notice of any intention to appear at the approval court hearing and no member sought leave to appear at the approval court hearing to oppose the approval of the Scheme.

BY THE COURT

THE HONOURABLE JUSTICE J HILL

