



**ORLA MINING LTD.**  
**WHISTLEBLOWER POLICY**

**INTRODUCTION**

The purpose of this Whistleblower Policy (the “Policy”) is to establish procedures for the receipt, retention and treatment of complaints received by Orla Mining Ltd. (the “Company”) regarding accounting, internal accounting controls, auditing matters or fraud.

This Policy protects any individual who in good faith submits any complaint on a confidential and anonymous basis in accordance with the procedures set out below.

**1. COMPLAINT PROCEDURE**

The Company’s Code of Business Conduct and Ethics provides that an individual may report any concerns or complaints regarding accounting, internal accounting controls, audit-related matters or fraud to the Chair of the Audit Committee (the “Chair”) of the Board of Directors of the Company.

Such concerns and/or complaints will be kept confidential and may be communicated anonymously if desired. If an alleged concern or complaint is reported anonymously, enough information about the incident or situation must be provided to allow the Chair to investigate properly. All such concerns shall be set forth either through the Company’s **Confidence Line** (detailed below), an independent and confidential alternative reporting channel providing another mean to raise and report ethics-related concerns, or in writing, sealed in an envelope marked “*Confidential*” and/or “*To be opened by the Chair of the Audit Committee only*” and forwarded to the attention of the Chair at the following address:

Orla Mining Ltd.  
Attention: Chair of the Audit Committee  
1010 – 1075 West Georgia Street  
Vancouver, British Columbia, V6E 3C9

**Confidence Line** web address: [www.orlamining.confidenceline.net](http://www.orlamining.confidenceline.net)

Such envelope will be forwarded promptly and unopened to the Chair.

Following the receipt of any complaints submitted hereunder, the Chair shall promptly investigate each matter so reported. The Chair may enlist employees of the Company and/or outside legal, accounting or other advisors, as appropriate, to conduct any investigation of complaints regarding financial statement disclosures, accounting, internal accounting controls, auditing matters or other violations of the Company’s Code of Business Conduct and Ethics. In conducting any investigation, the Chair shall use reasonable efforts to protect the confidentiality and anonymity of the complainant. If appropriate, the Chair may take corrective and disciplinary actions, which may include, alone or in combination, a warning or letter of reprimand, demotion, loss of merit increase, bonus or stock options, suspension without pay or termination of employment or engagement. It is the obligation of all employees, officers and directors to cooperate with such investigations. The Chair shall retain as part of the records of the Audit Committee any such complaints or concerns for a period of no less than seven years.

## **2. NO RETALIATION**

A submission under this Policy may be made by a director, officer, employee or consultant of the Company without fear of dismissal, disciplinary action or retaliation of any kind. The Company will not discharge, discipline, demote, suspend, threaten or in any manner discriminate against any person who reports in good faith a whistleblower issue or provides assistance to the Chair, management or any other person or group, including any governmental, regulatory or law enforcement body, investigating a whistleblower issue.

## **3. ACTING IN GOOD FAITH**

In the event that the investigation reveals that the complaint was frivolously made or undertaken for improper motives or made in bad faith or without a reasonable and probable basis, that complainant's supervisor may take such disciplinary action as is appropriate in the circumstances.

**ADOPTED BY THE BOARD OF DIRECTORS ON AUGUST 10, 2020**