



ORLA MINING LTD.

CHARTER OF THE ENVIRONMENTAL, SUSTAINABILITY, HEALTH AND SAFETY COMMITTEE

INTRODUCTION

The Environmental, Sustainability, Health, and Safety Committee (the “**Committee**”) shall assist the Board of Directors (the “**Board**”) of Orla Mining Ltd. (the “**Company**”) in fulfilling its oversight role with respect to environmental, sustainable development, health and safety, (“**ESH&S**”) matters concerning the Company.

The Committee and its members shall meet all applicable legal, regulatory and listing requirements, including, without limitation, those of the British Columbia Securities Commission, the *Canada Business Corporations Act*, the Toronto Stock Exchange, and all other applicable securities regulatory authorities.

1. COMPOSITION

- (a) The Committee members will be appointed annually at the first meeting of the Board following the annual general meeting of shareholders.
- (b) The Committee shall be composed of no less than three (3) directors as shall be designated by the Board from time to time. The members of the Committee shall appoint from among themselves a member who shall serve as Chair.
- (c) At least one member of the Committee shall be “independent” (as defined under National Instrument 52-110 - Audit Committees (“**NI 52-110**”))
- (d) If an appointment of the members of the Committee is not made as prescribed, the members shall continue as such until their successors are appointed. The Board may at any time in its sole discretion add a member, fill a vacancy that occurs in the Committee and remove a member of the Committee.
- (e) Each member of the Committee shall serve at the pleasure of and report to the Board.

2. MEETINGS

- (a) The Committee shall meet at least four (4) times per year, at the discretion of the Chair or a majority of its members, as circumstances dictate or as may be required by applicable legal or listing requirements, and a majority of the members of the Committee shall constitute a quorum. For greater certainty, if at any time the Committee is comprised of two members, both members shall constitute a quorum.
- (b) The time and place at which meetings of the Committee shall be held, the calling of meetings and procedures at such meetings, shall be determined from time to time by the Chair. A meeting of the Committee may be called by notice, which may be given by written notice, telephone, email or other communication equipment, given at least 48 hours prior to the time of the meeting provided that no notice of a meeting will be necessary if all of the members are present either in person or by means of conference telephone or if those absent waive notice or otherwise signify their consent to the holding of such meeting.
- (c) The Committee shall keep minutes of its meetings which shall be available for review by the Board.

- (d) The Committee may appoint any individual, who need not be a member, to act as secretary at the meeting.
- (e) The Committee may invite such directors, senior executive officers and other employees of the Company and such other advisors and persons as is considered appropriate to attend any meeting of the Committee.
- (f) Any matter to be determined by the Committee will be decided by a majority of the votes cast at a meeting of the Committee called for such purpose. Each member shall have one vote and decisions of the Committee will be made by affirmative vote of the majority. Any action of the Committee may be taken by an instrument or instruments in writing signed by all of the members of the Committee (including in counterpart) and any such action will be as effective as if it had been decided by a majority of the votes cast at a meeting of the Committee called for such purpose.
- (g) The Committee shall report its determinations and recommendations to the Board by providing an oral report at the next Board meeting.

3. RESOURCES AND AUTHORITY

The Committee has the authority to:

- (a) engage, at the expense of the Company, independent counsel and other experts or advisors as considered advisable and consider requests from the Board or other Board committees to hire such advisors;
- (b) review and approve the compensation for any independent counsel and other experts or advisors retained by the Committee; and
- (c) request any senior executive officer, or outside counsel for the Company, to attend any meeting of the Committee or to meet with any members of, or independent counsel or other experts or advisors to, the Committee.

4. RESPONSIBILITIES

The primary responsibility for management of ESH&S affairs and compliance with applicable laws and regulations rests with the management of the Company. The Committee's primary purposes are to provide advice, counsel, review and recommendations to management on health, safety, security, loss prevention, sustainable development and environmental stewardship. The Committee will assist the Board in its oversight of ESH&S matters and the Company's compliance with relevant regulations and policies and the management of related risks.

Environment

The Committee is responsible for:

- (a) assessing environmental risks and the Company's risk management thereof;
- (b) reviewing from time to time and recommending to the Board for approval changes in or additions to the environmental policies, standards, accountabilities and programs of the Company in the context of competitive, legal and operational considerations;
- (c) reviewing reports on the nature and extent of the compliance or any non-compliance of the Company with the environmental policies, standards, accountabilities and programs of the Company and environmental legislation applicable to the Company, monitoring the correction of any deficiencies, and reporting to the Board on the status of such matters; and

- (d) reviewing such other environmental matters as the Committee considers advisable or the Board may specifically direct the Committee to review or consider.

Health and Safety

The Committee is responsible for:

- (a) ensuring that the Company provides training, instruction and equipment to its personnel so that they may carry out their work in a manner that is safe for them and their colleagues;
- (b) reviewing from time to time and recommending to the Board for approval changes in or additions to the occupational health and safety policies, standards, accountabilities and programs of the Company in the context of competitive, legal and operational considerations;
- (c) reviewing reports on the nature and extent of the compliance or any non-compliance of the Company with the occupational health and safety policies, standards, accountabilities and programs of the Company and occupational health and safety legislation applicable to the Company, monitoring the correction of any deficiencies, and reporting to the Board on the status of such matters;
- (d) reviewing operational security programs, policies, and loss control measures; and
- (e) reviewing such other occupational health and safety matters as the Committee considers advisable or the Board may specifically direct the Committee to review or consider.

Sustainability

The Committee is responsible for:

- (a) assessing sustainable development risks including community and government relations, human rights, and the Company's risk management thereof;
- (b) reviewing from time to time and recommending to the Board for approval changes in or additions to the social responsibility and sustainable development policies, standards, accountabilities and programs of the Company in the context of competitive, legal and operational considerations;
- (c) reviewing reports on the nature and extent of the compliance or any non-compliance of the Company with the sustainable development standards, accountabilities and programs of the Company and sustainable development legislation applicable to the Company, monitoring the correction of any deficiencies, and reporting to the Board on the status of such matters; and
- (d) Provide oversight of the assessment of the Company's sustainability performance to be presented in a public report and engage independent experts or advisors to the extent it is deemed necessary by the Committee.

Other Responsibilities

- (a) The members of the Committee should make periodic visits, as considered appropriate, in order to become familiar with the nature of the operations of the Company, and to review relevant objectives, procedures and performance with respect to ESH&S matters.
- (b) The Committee should review and assess the adequacy of this mandate from time to time and at least annually and submit any proposed amendments to the Board for consideration.

- (c) The Committee should perform any other activities consistent with this mandate and applicable laws as the Committee or the Board considers advisable.

5. RESPONSIBILITIES OF THE COMMITTEE CHAIR

The fundamental responsibility of the Chair is to be responsible for the management and effective performance of the Committee and to provide leadership to the Committee in fulfilling its Charter and any other matters delegated to it by the Board. To that end, the Committee Chair's responsibilities shall include:

- (a) working with the Chairman of the Board and the Chief Executive Officer to establish the frequency of Committee meetings and the agendas for such meetings;
- (b) providing leadership to the Committee and presiding over Committee meetings;
- (c) facilitating the flow of information to and from the Committee and fostering an environment in which Committee members may ask questions and express their viewpoints;
- (d) reporting to the Board with respect to significant activities of the Committee and any recommendations of the Committee;
- (e) leading the Committee in annually reviewing and assessing the adequacy of its mandate and evaluating its effectiveness in fulfilling its mandate; and
- (f) taking such other steps as are reasonably required to ensure that the Committee carries out its mandate.

6. ADOPTION

ADOPTED AND APPROVED by the Committee and the Board on June 19, 2017.

AMENDED AND APPROVED by the Committee and the Board on November 12, 2019.

FURTHER AMENDED AND APPROVED by the Committee and the Board on August 10, 2020.