



ORLA MINING LTD.

CHARTER OF THE TECHNICAL COMMITTEE

INTRODUCTION

The Technical Committee (the “**Committee**”) is established by the Board of Directors (the “**Board**”) of Orla Mining Ltd. (the “**Company**”) to assist in the discharge of its responsibilities with respect to the technical and operational performance matters set out in this Charter. The Committee is accountable to the Board for its performance. Day to day general management of technical and operational issues rests with Management of the Company.

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 Chair of the Committee shall be designated by the Board from among the members of the Committee.
- (c) At least a majority of the Committee members shall be “independent” (as defined under National Instrument 52-110 - *Audit Committees*)
- (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 two independent 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 and the Chair of the Committee shall not have a casting vote. 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.
- (h) The Committee shall hold an *in camera* session without any member of Management present at each meeting of the Committee, unless such a session is not considered necessary by the members present.

3. AUTHORITY

In carrying out its responsibilities, the Committee has the authority to:

- (a) discuss any related matter directly with Management, external or internal auditors or experts and to request reports, explanations and information; and
- (b) obtain external legal and other professional advice or services if it considers this necessary.

Notwithstanding the foregoing, the Committee acts primarily in an advisory capacity to the Board. In making recommendations to the Board, the Committee does not, of itself, have the power or authority of the Board in dealing with the matter on which it advises except where certain powers are delegated by the Board.

4. RESPONSIBILITIES

General

The Committee's responsibilities include assisting the Board with its oversight in the following key areas:

- (a) reporting of the quantity and quality of the Company's mineral resources and reserves with respect to its material properties;
- (b) the operating activities of the Company's material mines, including production forecasts, budgets, life of mine plans;
- (c) the Company's technical activities relating to its material exploration and development projects; and
- (d) the Company process for identifying and managing technical risks.

The Committee's specific responsibilities are set forth below.

Mineral Resources and Reserves

The Committee will review and report to the Board in relation to:

- (a) the Company's assumptions and methodology supporting the mineral resources and reserves estimates; and
- (b) in conjunction with the Audit Committee, the Company's internal control structure over the mineral reserve and resource determination process and reviewing Management's approach to risk and mitigation related to this process.

In discharging its responsibilities, the Committee will review and recommend to the Board:

- (c) approval of annual mineral resources and reserves statement; and
- (d) approval of technical reports relating to the Company's material projects, including any preliminary results published in advance of filing of the technical report.

Oversight of Technical Activities

The Committee will review and report to the Board in relation to:

- (a) the technical aspects of the Company's exploration programs, project development life cycle and construction; and
- (b) operating and production matters including mine production forecasts, budgets, life of mine plans.

In discharging its responsibilities, the Committee will:

- (c) review Management's approach to technical matters relating to exploration, development, construction and/or operational activities of the Company in respect of material projects;
- (d) review life-of-mine plans and annual operating and production plans for the Company's existing mining operations and development and exploration programs, including the reasonableness of the underlying assumptions;
- (e) discuss with Management any exploration, geological, mining, metallurgical or other technical issues of significant concern; and
- (f) understand the Company's material assets, review plans to improve efficiencies; and monitoring and making recommendations as to the Company's development and exploration practices.

Management of Technical Risks

The Committee will review and report to the Board in relation to:

- (a) the Company's major operational risk exposure, including a regular review of the top technical risks identified by Management, including exploration, geological, mining, geotechnical,

metallurgical and other technical issues of concern; and

- (b) the policies and practices adopted by the Company to mitigate technical risks.

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. REVIEW

Performance

The Committee will periodically evaluate its performance against this Charter and agree objectives, areas of focus and work program for the following year.

Review of Terms of Charter

The Committee will review its Charter at least annually and otherwise as and when required.

7. ADOPTION

ADOPTED AND APPROVED by the Committee and the Board on August 3, 2023.