



**ROLE STATEMENT FOR
NON-EXECUTIVE CHAIRMAN OF THE BOARD OF DIRECTORS
OF
ORLA MINING LTD. (THE "COMPANY")**

Introduction

The non-executive Chairman (the "**Chairman**") of the Board of Directors of the Company plays a critical role, leading the Board in its supervision of the management of the business and affairs of the Company. The Chairman is primarily responsible for the management and effective performance of the Board and provides leadership to the Board. The Chairman acts in an advisory capacity to the senior officers of the Company in all matters concerning the interests and management of the Company.

Appointment

1. The Chairman shall be appointed by, and serve at the pleasure of, the Board.
2. The Chairman will have the competencies and skills required by the Board.
3. If, at any time, it is determined that the Chairman is not an independent Director within the meaning of National Instrument 52-110 – *Audit Committees*, then he may not be a member of any standing committee of the Board, but may be invited to attend any meeting of any committee of the Board, except in camera sessions, and may be a member of *ad hoc* committees of the Board.

Responsibilities

Leadership

4. The Chairman should provide leadership to the Board, including by:
 - (a) providing strategic leadership, vision and technical support by working with the Board and the other senior officers to establish, implement and oversee the long-range and short-range goals, strategies, plans and policies of the Company;

- (b) leading, managing and organizing the Board, consistent with the approach to corporate governance established by the Board from time to time;
- (c) promoting cohesiveness among the Directors;
- (d) being satisfied that the responsibilities of the Board and the committees of the Board are well understood by the Board;
- (e) assisting the Board in ensuring the integrity of the senior officers and that such senior officers create a culture of integrity throughout the Company;
- (f) reviewing from time to time the committees of the Board, the Chairs of such committees and the mandates of such committees;
- (g) overseeing the capital markets strategy and general marketing strategy of the Company; and
- (h) assisting the Board, the committees of the Board, individual Directors and the senior officers in understanding and discharging their obligations under the Company's system of corporate governance.

Stewardship

5. The Chairman will assist the Board in satisfying its oversight responsibilities, which include:
- (a) satisfying itself as to the integrity of the Chief Executive Officer ("**CEO**"), President, Chief Financial Officer, Chief Operating Officer and other senior officers of the Company and that the CEO, President, Chief Financial Officer, Chief Operating Officer and other senior officers have created a culture of integrity throughout the organization;
 - (b) monitoring the conduct of the business of the Company to ensure that it is being conducted consistent with a commitment to core values (including entrepreneurial spirit, zero harm, respect and integrity, and operational excellence);
 - (c) strategic planning;
 - (d) identifying and managing risks;
 - (e) succession planning;
 - (f) monitoring the internal control and management information systems; and
 - (g) ensuring that the Board, committees of the Board, individual Directors and senior management of the Company understand and comply with the approach to corporate governance established by the Board from time to time.

Board Meetings

6. In connection with meetings of the Board, the Chairman is responsible for the following:

- (a) scheduling, or arranging for the scheduling of, meetings of the Board;
- (b) coordinating with the Chairs of the committees of the Board the scheduling of meetings of such committees;
- (c) reviewing matters for consideration by the Board;
- (d) ensuring that all matters required to be considered by the Board are presented to the Board, such that the Board is able to supervise the management of the business and affairs of the Company;
- (e) setting the agenda for meetings of the Board and ensuring the co-ordination of the agenda, information packages and related events for Board meetings in conjunction with the CEO, with input from Directors;
- (f) monitoring the adequacy of materials provided to the Board;
- (g) ensuring that the Board has sufficient time to review the materials provided and to fully discuss the business that is presented to the Board;
- (h) presiding over meetings of the Board; and
- (i) encouraging free and open discussion at meetings of the Board.

Information Flow

- 7. The Chairman shall promote the delivery of information to the Directors of the Company on a timely basis in order that the Directors are fully apprised of all matters which are material to the directors.
- 8. The Chairman shall ensure that information requested by any Director of the Company is provided to the Director.

Shareholder Meetings

- 9. The Chairman shall preside over meetings of the Company's shareholders unless otherwise determined by the Board.

General

- 10. The Chairman shall perform such other functions as may be ancillary to the duties and responsibilities described above, and as may be delegated to the Chairman by the Board from time to time.

ADOPTED AND APPROVED BY THE BOARD OF DIRECTORS OF ORLA MINING LTD. – AUGUST 23, 2018.