



ORLA MINING LTD.

CHARTER OF THE COMPENSATION COMMITTEE

INTRODUCTION

The Compensation Committee (the “**Committee**”) shall assist the Board of Directors (the “**Board**”) of Orla Mining Ltd. (the “**Company**” or “**Orla**”) in its oversight role with respect to (i) the Company’s human resource strategy, policies and programs, and (ii) all matters relating to the proper utilization of human resources within the Company, with special focus on management succession, development and compensation.

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) Each of the members 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 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 once 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. SPECIFIC RESPONSIBILITIES OF THE COMMITTEE

The Committee is responsible for:

- (a) reviewing and approving the philosophy and design of the Company's compensation programs and the compensation of the Company's executives and members of the Board and submitting recommendations to the Board in this regard;
- (b) reviewing and making recommendations to the Board with respect to the overall compensation strategy and policies for directors and senior executive officers of the Company;
- (c) reviewing and making recommendations to the independent members of the Board with respect to the corporate goals and objectives relevant to the compensation of the Chief Executive Officer ("CEO"), evaluating the performance of the CEO in light of those goals and objectives, and recommending to the Board the compensation level of the CEO based on this evaluation;

- (d) in consultation with the CEO, reviewing the CEO's assessment of non-CEO executive management and reviewing and approving the annual compensation of all other senior executive officers of the Company, as recommended by the CEO;
- (e) reviewing and making recommendations to the Board, as appropriate, in connection with the Company's succession planning with respect to the CEO and other senior executive officers;
- (f) reviewing as necessary the terms of any recommendations of senior executive officer appointments or terminations;
- (g) ensuring that the structure, design and application of the Company's material compensation programs meet the Company's principles, objectives and risk profile and do not encourage excessive risk taking;
- (h) reviewing the Company's *Share Ownership Policy* on an annual basis and ensure adherence to such policy by members of the Board and other applicable senior executive officers.
- (i) overseeing and approving awards under the Company's stock option plan in accordance with the terms of such plan, and administering all matters relating to any other equity-based incentive plan of the Company and any employee bonus plan of the Company to which the Committee has been delegated authority pursuant to the terms of such plan or by a resolution passed by the Board;
- (j) making recommendations to the Board with respect to the Company's incentive compensation and equity-based plans that are subject to Board approval;
- (k) reviewing and approving annual disclosure relating to executive compensation and corporate annual goals and objectives contained in the Company's management information circular;
- (l) reporting regularly to the Board; and
- (m) reviewing and assessing the Committee's mandate and recommending any proposed changes to the Board.

5. RESPONSIBILITIES OF THE COMMITTEE CHAIR

The fundamental responsibility of the Committee 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 CEO 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 December 6, 2016.

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