51-102F3 MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Orla Mining Ltd. (the “Company”)
1240 – 1140 West Pender Street
Vancouver, BC V6E 4G1

Item 2 Date of Material Change

June 27, 2016

Item 3 News Release

A news release was issued in Vancouver, British Columbia on June 27, 2016 and distributed through Marketwired.

Item 4 Summary of Material Change

The Company announces a non- brokered private placement.

Item 5 Full Description of Material Change

Orla Mining Ltd. announces a non-brokered private placement financing of up to 12,000,000 units (the "Units") at a price of $0.50 per Unit for gross proceeds of up to C$6,000,000. Each Unit consists of one common share of the Company ("Share") and one-half of one share purchase warrant (each whole warrant, a "Warrant"). Each Warrant will entitle the holder to purchase one Share at an exercise price of C$0.62 for a period of five years from the date of issuance. The Company intends to use the net proceeds to further asset review and evaluation opportunities, and for general working capital purposes. The Shares, Warrants and Shares underlying the Warrants will be subject to a four month and one day statutory hold period.

The private placement is scheduled to close on or about July 15, 2016 and is subject to certain conditions including, but not limited to, the receipt of all necessary regulatory and other approvals including the approval of the TSX Venture Exchange. The Company anticipates that there may be insider participation in the private placement.

The securities to be issued under the private placement have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws, and accordingly, may not be offered or sold within the United States except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities requirements or pursuant to exemptions therefrom. This news release does not constitute an offer to sell or a solicitation of an offer to buy any of Orla Mining's securities in the United States.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

This report is not being filed on a confidential basis in reliance on subsection 7.1(2) of National Instrument 51-102.

Item 7 Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer

The following officer of the Company is knowledgeable about the material change disclosed in this report: Tory Fierro, Chairman, Tel: (604) 681-8030

Item 9 Date of Report

June 28, 2016