Notice of Annual General and Special Meeting of Shareholders

to be Held June 19, 2017

NOTICE is hereby given that the annual general and special meeting (the "**Meeting**") of the holders of common shares ("**Shareholders**") of Orla Mining Ltd. (the "**Corporation**") will be held at 1140 West Pender Street, Suite 1240, Vancouver, BC, V6E 4G1 on the 19th day of June, 2017 at 10:00 a.m. (Vancouver time) for the following purposes:

(a) to receive the audited consolidated financial statements of the Corporation as at and for the financial year ended December 31, 2016 and the auditors' report thereon;

(b) to elect directors of the Corporation for the ensuing year;

(c) to appoint Davidson & Company LLP as auditors of the Corporation for the ensuing year and authorize the board of directors to fix the remuneration of the auditors;

(d) to consider, and if deemed advisable, to pass an ordinary resolution to re-approve the Corporation's existing stock option plan;

(e) to consider, and if deemed advisable, to pass, a special resolution authorizing an amendment to the articles of the Corporation to provide that, between annual and general meetings of the Corporation, the directors of the Corporation may appoint one or more additional directors to serve until the next annual and general meeting, but the number of additional directors shall not at any time exceed one-third of the number of directors who held office at the expiration of the last annual and general meeting; and

(f) to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The specific details of the foregoing matters to be put before the Meeting, as well as further information with respect to voting by proxy, are set forth in the management information circular (the "**Circular**") which accompanies, and is deemed to form a part of, this Notice of Meeting.

Registered shareholders who are unable to attend the Meeting in person are requested to complete, sign, date and return the enclosed form of proxy either in the addressed envelope enclosed to Computershare Investor Services Inc., Attn: Proxy Department, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, or via fax to 1-866-249-7775 (toll free North America) or 1-416-263-9524 (International). Alternatively, registered shareholders may vote by telephone by calling 1-866-732-8683 (toll free) or by using the internet at www.investorvote.com. In each case, proxies must be received not later than 10:00 a.m. (Vancouver time) on Thursday, June 15, 2017, or at least 48 hours (excluding Saturdays and holidays), before the time for holding the Meeting or any adjournment thereof.

Non-registered shareholders who receive these materials through their broker or other intermediary are requested to follow the instructions for voting provided by their broker or intermediary, which may include the completion and delivery of a voting instruction form. **If you are a non-registered shareholder and do not complete and return the materials in accordance with such instructions, you may not be entitled to vote at the Meeting, either in person or by proxy.**

If you have any questions about the procedures required to qualify to vote at the Meeting or about obtaining and depositing the required form of proxy, you should contact Computershare Investor Services Inc. by telephone (toll free) at 1-800-564-6253, by fax at 1-866-249-7775 or by e-mail at service@computershare.com.

Dated May 15, 2017.

By Order of the Board of Directors

Marc Prefontaine
Director, President & Chief Executive Officer