ANTI-CORRUPTION AND ANTI-BRIBERY POLICY
(the "**Policy**")

1. PURPOSE

Orla Mining Ltd. (the "**Company**") and its subsidiaries are committed to conducting its business in accordance with all applicable laws, rules and regulations and the highest ethical standards. This commitment is embodied in the Company's *Code of Business Conduct and Ethics* (the "**Code**") and in this Policy.

The Company shall conduct its business in an honest, fair and ethical manner. The Company does not tolerate bribery or corruption and is committed to acting professionally, honourably and with integrity in all business dealings and relationships. The Company does not permit any activity that reflects adversely upon the integrity and reputation of the Company. The prevention, detection and reporting of bribes and other forms of corruption are the responsibility of all of those working for the Company or on its behalf.

The purpose of this Policy is to reiterate the Company's commitment to compliance with Canada's *Corruption of Foreign Public Officials Act* ("**CFPOA**"), the U.S. *Foreign Corrupt Practices Act* ("**FCPA**"), the Organization for Economic Cooperation and Development's ("**OECD**") *Due Diligence Guidance for Responsible Business Conduct* and *Guidelines for Multinational Enterprises* (together, the "**OECD Guidelines**"), and the anti-bribery and anti-corruption laws, rules and regulations of any country in which the Company may operate. This Policy supplements the Code and all applicable laws, rules and regulations and provides guidelines for compliance with such requirements.

2. APPLICATION

This Policy applies to every employee of the Company, officers and to members of the Company's Board of Directors (collectively referred to as "**Company Personnel**"). This Policy also reflects the standards to which the Company shall require its Agents to adhere when acting on the Company's behalf.

For the purposes of this Policy, "**Agent**" includes any entity or individual who provides, and receives payments for, services or goods related to any aspect of the Company's operations. This includes business associates, partners, agents, contractors, subcontractors and consultants.

This Policy is intended to supplement all applicable laws, rules and other corporate policies. It is not intended to supplant any local laws.

As the CFPOA, FCPA, OECD Guidelines and local anti-bribery and anti-corruption laws may have extra-territorial application, Company Personnel and its Agents will be bound by the most stringent of these requirements in respect of its and their conduct in all jurisdictions where they may operate, even if such conduct might otherwise be permitted by the local law of a particular jurisdiction.

3. POLICY

No Company Personnel nor Agent shall, in order to obtain or retain an advantage in the course of business, directly or indirectly, give, offer or agree to give or offer a loan, reward, advantage or benefit of any kind to a public official or to any person for the benefit of a public official:

(a) as consideration for an act or omission by the official in connection with the performance of

the official's duties or functions; or

(b) to induce the official to use his or her position to influence any acts or decisions of the state or public international organization for which the official performs duties or functions.

An "official" includes any member of a government body (including the executive, legislative and judicial branches), public international organization or any person who performs a public function including indigenous officials, military and police personnel, government-owned or government-controlled corporations and employees of international organizations. Bribes given through an agent or received by a party other than an official are still prohibited if the ultimate goal is to influence an official by conferring a benefit.

Bribery and corruption can take many forms, including, without limitation, the provision or acceptance of cash payments, phony jobs or “consulting” relationships, facilitation payments, collusion, conflicts of interest, kickbacks, extortion, political or charitable contributions, social benefits, or gifts, travel, hospitality, and reimbursement of expenses (this list is for illustrative purposes only – it is not exhaustive). If in doubt, please check with the Company's Chief Financial Officer. Reference should also be made to the Code as to acceptable practices with respect to entertainment and gifts.

Given the various jurisdictions in which the Company operates, each region will be encouraged to develop their own policies, procedures and guidelines to ensure that they also adhere to local laws and practices on the condition that the local policies, procedures and guidelines cannot be less restrictive than what is permitted under the CFPOA, FCPA and OECD Guidelines.

4. CFPOA, FCPA AND OECD GUIDELINE BACKGROUND

CFPOA and FCPA anti-bribery offences are very similar. Both forbid transferring or offering to transfer any type of benefit for the purpose of influencing a foreign official to misuse his or her power or influence. The CFPOA and FCPA do not require that the conveyance be direct; bribes given through an agent or received by a party other than an official are prohibited if the ultimate goal is to influence an official by conferring a benefit. However, they do require that the purpose of the bribery is to obtain or retain a business advantage but neither requires that the business arrangement in question includes the recipient of the bribe or that the bribe be successful. Finally, both the CFPOA and FCPA incorporate very similar definitions of "foreign public official", which includes members of government bodies and public international organizations (one difference is that the CFPOA explicitly includes the judiciary).

The OECD Guidelines are recommendations addressed by governments to multinational enterprises operating in or from adhering countries. They provide non-binding principles and standards for responsible business conduct in a global context consistent with applicable laws and internationally recognized standards. The OECD Guidelines are the only multilaterally agreed and comprehensive code of responsible business conduct that governments have committed to promoting. Chapter VII, Combating Bribery, Bribe Solicitation and Extortion of the OECD Guidelines states that enterprises should not, directly or indirectly, offer, promise, give, or demand a bribe or other undue advantage to obtain or retain business or other improper advantage. Enterprises should also resist the solicitation of bribes and extortion.

5. RECORDS, PROCEDURES, AUDITS

The Company's books and records must correctly record both the amount and a written description of any transaction. Company Personnel must ensure that there is a reasonable relationship between the substance of a transaction and how it is described in the Company's books and

records. Under the *Extractive Sector Transparency Measures Act* (Canada) and other transparency initiatives, any and all payments to government and government agencies are subject to disclosure and therefore careful record keeping must be kept.

It is contemplated that the Company will institute detailed procedures and standards related to training, due diligence, the recording of transactions and other areas to implement the terms of this Policy (if and to the extent not already in place) to address such items as:

- engaging third parties, including those who may interact with the government on the Company's behalf;
- contracting with state-owned or state-controlled entities;
- sponsoring travel of government or government officials;
- meals, gifts and entertainment for government officials; and
- donations and charitable contributions for government officials.

The Company will institute "local" standards and procedures as well as provide guidelines to local personnel who may encounter situations where the Policy would apply at the local level.

Audits of the Company's sites, operating units and contractors may be conducted periodically to ensure that the requirements of this Policy and applicable procedures and guidelines are being met. Audits may be conducted internally by the Company or externally by retained third parties. Audit documentation may include performance improvement action plans.

6. WAIVER

There is no permitted deviation or waiver from this Policy.

7. DISCIPLINE

Company Personnel shall be subject to disciplinary action for:

- violating the terms of this Policy;
- having direct knowledge of actual or potential violations of this Policy, but failing to report such actual or potential violations to the Company's management in accordance with Section 8 below; or
- misleading or hindering any investigation inquiring about potential violations of this Policy.

In all cases, disciplinary action may include termination of employment. Any Agent who violates the terms of this Policy, who knows of and fails to report to the Company's management actual or potential violations of this Policy or who misleads investigators making inquiries into potential violations of this Policy, may have their contracts terminated.

8. REPORTING VIOLATIONS

Company Personnel who become aware of, or suspect a violation of this Policy must report the matter using any of the following methods:

- **Reporting the violation in an informal manner:** The concern could be reported directly to any supervisor or member of the Company's management team whom the employee is comfortable approaching. Any manager or other supervisory employee

who receives a report of an alleged violation must immediately forward the report to the CEO, unless the alleged violation involves the CEO, and in such case the report must be forwarded to the Chair of the Audit Committee

- **Reporting the violation through the Company's anonymous and confidential whistleblower helpline:** The Company has also put in place an independent and confidential alternative reporting channel (web access: www.orlamining.confidenceline.net; telephone access: 1-800-661-9675 (Canada and the United States) or 800-062-2572 (Mexico toll free)). This alternative, which is available in English and Spanish, may be used anonymously and is administered by an independent third party to protect confidentiality and ensure proper escalation and follow-ups. All reports received will be treated with confidentiality to the extent permitted by law. All efforts will be made to ensure that the report and the identity of the reporter are only known to those directly involved in the assessment or investigation of the case.

  The Company has adopted an internal *Whistleblower Policy*. Please refer to it for further details. The *Whistleblower Policy* provides for a formal process for submitting complaints regarding ethics-related concerns, with the ability to submit such reports on an anonymous basis.

Retaliation by anyone because of making a good faith report of a possible violation of the law or this Policy is strictly prohibited and will result in disciplinary action, including and up to termination.

9. CORPORATE INTEGRITY TRAINING

The Company and its subsidiaries shall implement structured training programs regarding this Policy for all Company Personnel and Agents to enhance ethical behavior, employee awareness, conflicts of interest, compliance and adequate skills and knowledge about laws, ethical rules and industry standards and frameworks to prevent corruption risks.

10. ADMINISTRATION

The *Corporate Governance and Nominating Committee* of the Company (the "**Committee**") is responsible for governance over the commitments made in this Policy. The Committee shall review this Policy on an annual basis to ensure it remains relevant.

Company Personnel are required to acknowledge that they have read this Policy upon hiring and annually. Requirements for anti-bribery and anti-corruption training will be based on internal risk assessments, will be re-assessed periodically and will be updated as necessary. Education regarding this Policy will also be incorporated into the orientation process for new Company Personnel.

If you have questions about the interpretation of this Policy, please contact the Chief Financial Officer of the Company.

11. APPROVAL

ADOPTED AND APPROVED BY THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE AND THE BOARD OF DIRECTORS OF ORLA MINING LTD. – AUGUST 3, 2023.