

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

ORLA MINING, LTD.

(Exact name of Company as specified in its charter)

Canada
(State or other jurisdiction of
incorporation or organization)

N/A
(I.R.S. Employer
Identification Number)

Suite 1010, 1075 West Georgia Street
Vancouver, British Columbia, Canada V6E 3C9
(Address of Principal Executive Offices, including zip code)

Orla Mining Ltd. Stock Option Plan
Orla Mining Ltd. Restricted Share Unit Plan
(Full title of the plan)

C T Corporation System
28 Liberty Street
New York, New York 10005
(212) 894-8940
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Jen Hansen
Cassels Brock & Blackwell LLP
2200 RBC Place
885 West Georgia Street
Vancouver, British Columbia
Canada V6C 3E8
(604) 691-6100

John Koenigs knecht
Crowell & Moring LLP
455 N. Cityfront Plaza Drive
Suite 3600
Chicago, Illinois 60611
(312) 321-4200

Indicate by check mark whether the Company is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or emerging growth company (as defined in Rule 12b-2 of the Exchange Act):

Large Accelerated Filer	<input type="checkbox"/>	Accelerated Filer	<input checked="" type="checkbox"/>
Non-accelerated Filer	<input type="checkbox"/>	Smaller Reporting Company	<input type="checkbox"/>
		Emerging Growth Company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the Company has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

Orla Mining Ltd. (the “Company” or the “Registrant”) is filing this registration statement on Form S-8 to register 1,080,517 additional shares of the Company’s common shares, no par value (the “Common Shares”) authorized for issuance under the Company’s Restricted Share Unit Plan (the “RSU Plan”). On May 19, 2025, the Company filed with the Securities and Exchange Commission (the “Commission”) a Management Information Circular that included proposals to, among other things, (i) amend the RSU Plan to increase the number of shares available for issuance under the RSU Plan to 3,500,000 Common Shares, and to amend certain provisions of the RSU Plan and (ii) to amend the Company’s Stock Option Plan (collectively, the “Amendments”). The Amendments were approved by the Company’s stockholders on June 24, 2025. In accordance with General Instruction E of Form S-8, the Company hereby incorporates by reference into this Registration Statement the contents of the prior Registration Statement on Form S-8 (File No. [333-272171](#)) and hereby deems such contents to be a part hereof, except as otherwise updated or modified by this Registration Statement.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Company with the Commission pursuant to the Securities Act of 1933, as amended (the “Securities Act”) and the Securities Exchange Act of 1934, as amended (the “Exchange Act”) are incorporated herein by reference:

- (a) The Company’s [Annual Report on Form 40-F for the fiscal year ended December 31, 2024, filed on March 19, 2025](#), excluding the incorporation by reference of (i) the disclosure contained under the heading “Mineral Projects – The Camino Rojo Project”, (ii) the Mineral Reserve and Mineral Resource estimates for the Camino Rojo Project contained under the heading “Summary of Mineral Reserve and Mineral Resource Estimates” and (iii) the disclosure contained under “2021 Camino Rojo Report” under the heading “Interests of Experts” in [Exhibit 99.1](#) to the Annual Report on Form 40-F, as such excluded information has been superseded by the information incorporated by reference herein in subsection (h) below; and (iv) the references to, and all statements relating to, the qualified person responsible for the Mineral Resource estimate for the Musselwhite Mine, contained in the Annual Information Form under the headings “Summary of Mineral Reserve and Mineral Resource Estimates - Mineral Resources - Mineral Resource Notes - Musselwhite, Ontario”, “Mineral Projects - The Musselwhite Mine” and “Interests of Experts - Qualified Persons under NI 43-101”, as such excluded information has been superseded by the information incorporated by reference herein in subsection (h) below;
 - (b) [Audited Consolidated Annual Financial Statements of the Company as at, and for the years ended December 31, 2024 and 2023, together with the independent registered public accounting firm’s report thereon and the notes thereto and the independent registered public accounting firm’s report on the Company’s internal control over financial reporting as of December 31, 2024 \(incorporated by reference to Exhibit 99.3 of the Company’s Annual Report on Form 40-F for the fiscal year ended December 31, 2024, as filed with the Commission on March 19, 2025\)](#);
 - (c) [Management’s Discussions and Analysis of the Company for the year ended December 31, 2024 \(incorporated by reference to Exhibit 99.2 of the Company’s Annual Report on Form 40-F for the fiscal year ended December 31, 2024, as filed with the Commission on March 19, 2025\)](#);
 - (d) [Condensed Interim Financial Statements for the three and six months ended June 30, 2025 \(incorporated by reference to Exhibit 99.1 of the Company’s Report on Form 6-K, as furnished to the Commission on August 12, 2025\)](#);
 - (e) [Management’s Discussion and Analysis of the Company for the three and six months ended June 30, 2025 \(incorporated by reference to Exhibit 99.2 of the Company’s Report on Form 6-K, as furnished to the Commission on August 12, 2025\)](#);
 - (f) [Material Change Report dated June 13, 2025, \(incorporated by reference to Exhibit 99.1 of the Company’s Report on Form 6-K, as furnished to the Commission on June 13, 2025\)](#);
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- (g) [Material Change Report dated July 28, 2025, \(incorporated by reference to Exhibit 99.1 of the Company's Report on Form 6-K, as furnished to the Commission on July 29, 2025\);](#)
- (h) The description of the Camino Rojo Project contained under the heading "Camino Rojo Project" and the statements relating to Mark Williams, P.Geo, Chief Geologist at Musselwhite made under the heading "Interests of Experts" in the Company's Registration Statement on Form F-10, as filed with the Commission on September 15, 2025;
- (i) [Business Acquisition Report of the Registrant dated May 13, 2025, \(incorporated by reference to Exhibit 99.1 of the Company's Report on Form 6-K, as furnished to the Commission on May 14, 2025, as amended by the Company's Report on Form 6-K/A as furnished to the Commission on September 15, 2025\);](#)
- (j) [The Management Information Circular dated May 9, 2025, prepared in connection with the 2025 Annual General and Special Meeting of Shareholders \(incorporated by reference to Exhibit 99.2 of the Company's Report on Form 6-K, as furnished to the Commission on May 12, 2025\);](#)
- (k) All other reports filed by the Company under Section 13(a) or 15(d) of the Exchange Act since December 31, 2024; and
- (l) The description of the Company's Common Shares contained in the Company's Registration Statement on Form 40-F (incorporated by reference to [Exhibit 99.36](#) to the Company's Registration Statement on Form 40-F, as filed on December 4, 2020), as updated by the description of the Common Shares in the Company's [Annual Information Form for the year ended December 31, 2024 \(incorporated by reference to Exhibit 99.1 to the Company's Annual Report on Form 40-F for the year ended December 31, 2024, as filed on March 19, 2025\)](#).

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date hereof and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, including any Reports of Foreign Private Issuers on Form 6-K submitted during such period (or portion thereof) that are identified in such form as being incorporated by reference into this Registration Statement, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 8. Exhibits.**EXHIBIT INDEX**

<u>4.1</u>	<u>Orla Mining Ltd. Stock Option Plan, as amended June 24, 2025 (incorporated by reference to Schedule C of Exhibit 99.2 of the Company's Report on Form 6-K, as filed with the Commission on May 19, 2025.</u>
<u>4.2</u>	<u>Orla Mining Ltd. Restricted Share Unit Plan, as amended June 24, 2025 (incorporated by reference to Schedule D of Exhibit 99.2 of the Company's Report on Form 6-K, as filed with the Commission on May 19, 2025.</u>
<u>5.1</u>	<u>Opinion of Cassels Brock & Blackwell LLP.</u>
<u>23.1</u>	<u>Consent of Auditors - Ernst & Young LLP</u>
<u>23.2</u>	<u>Consent of Auditors - Ernst & Young LLP</u>
<u>23.3</u>	<u>Consent of J. Andrew Cormier</u>
<u>23.4</u>	<u>Consent of Sylvain Guerard</u>
<u>23.5</u>	<u>Consent of Stephen Ling</u>
<u>23.6</u>	<u>Consent of Andrew Kelly</u>
<u>23.7</u>	<u>Consent of Caleb Cook</u>
<u>23.8</u>	<u>Consent of Luis Vasquez</u>
<u>23.9</u>	<u>Consent of Marie-Christine Gosselin</u>
<u>23.10</u>	<u>Consent of RESPEC Company LLC</u>
<u>23.11</u>	<u>Consent of Benjamin Bermudez</u>
<u>23.12</u>	<u>Consent of Richard DeLong</u>
<u>23.13</u>	<u>Consent of Thomas L. Dyer</u>
<u>23.14</u>	<u>Consent of Art S. Ibrado</u>
<u>23.15</u>	<u>Consent of Michael Lindholm</u>
<u>23.16</u>	<u>Consent of Kevin Lutes</u>
<u>23.17</u>	<u>Consent of Matthew Sletten</u>
<u>23.18</u>	<u>Consent of Gary L. Simmons</u>
<u>23.19</u>	<u>Consent of David Frost</u>
<u>23.20</u>	<u>Consent of Daniel M. Gagnon</u>
<u>23.21</u>	<u>Consent of James (Jim) Theriault</u>
<u>23.22</u>	<u>Consent of WSP Canada Inc.</u>
<u>23.23</u>	<u>Consent of Paul Palmer</u>
<u>23.24</u>	<u>Consent of William Richard McBride</u>
<u>23.25</u>	<u>Consent of Jack Lawson</u>
<u>23.26</u>	<u>Consent of Mark Williams</u>
<u>23.27</u>	<u>Consent of Ryan Wilson</u>
<u>23.28</u>	<u>Consent of Cassels Brock & Blackwell LLP (included in Exhibit 5.1)</u>
<u>24.1</u>	<u>Power of Attorney (Included on signature page of this Registration Statement)</u>
<u>107</u>	<u>Filing Fee Table</u>

SIGNATURES

Pursuant to the requirements of the Securities Act, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Vancouver, British Columbia, country of Canada, on September 15, 2025.

ORLA MINING LTD.

By: /s/ Jason Simpson
Jason Simpson
President & Chief Executive Officer

POWERS OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below hereby constitutes and appoints Jason Simpson and Etienne Morin, and each of them, with full power to act without the other, his or her true and lawful agent, proxy and attorney-in -fact, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign this Registration Statement on Form S-8 and any and all amendments, including post-effective amendments, and supplements to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission or any regulatory authority, granting unto said attomeys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attomeys-in-fact and agents or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

This Power of Attorney may be executed in multiple counterparts, each of which shall be deemed an original, but which taken together shall constitute one instrument.

Pursuant to the requirements of the Securities Act, this registration statement and powers of attorney have been signed by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jason Simpson</u> Jason Simpson	President, Chief Executive Officer and Director (principal executive officer)	September 15, 2025
<u>/s/ Etienne Morin</u> Etienne Morin	Chief Financial Officer (principal financial and accounting officer)	September 15, 2025
<u>/s/ Charles A. Jeannes</u> Charles A. Jeannes	Non-Executive Chairman of the Board, Director	September 15, 2025
<u>/s/ Jean Robitaille</u> Jean Robitaille	Director	September 15, 2025
<u>/s/ David Stephens</u> David Stephens	Director	September 15, 2025
<u>/s/ Elizabeth McGregor</u> Elizabeth McGregor	Director	September 15, 2025
<u>/s/ Tamara Brown</u> Tamara Brown	Director	September 15, 2025
<u>/s/ Scott Langley</u> Scott Langley	Director	September 15, 2025
<u>/s/ Ana Sofia Rios</u> Ana Sofia Rios	Director	September 15, 2025
<u>/s/ Rob Kremarov</u> Rob Kremarov	Director	September 15, 2025

AUTHORIZED REPRESENTATIVE

Pursuant to the requirements of Section 6(a) of the Securities Act, the undersigned has signed this Registration Statement, solely in the capacity of the duly authorized representative of Orla Mining Ltd. in the United States on September 15, 2025.

PUGLISI & ASSOCIATES
(Authorized U.S. Representative)

By: /s/ Donald J. Puglisi
Name: Donald J. Puglisi
Title: Managing Director

Cassels

September 15, 2025

Orla Mining Ltd.
1010-1075 W. Georgia St
Vancouver, BC
V6E 3C9

Dear: Sir/Madam:

Re: Registration Statement on Form S-8 of Orla Mining Ltd. (the “Company”)

We have acted as Canadian counsel to the Company, a corporation organized under the *Canada Business Corporations Act* in connection with the Registration Statement on Form S-8 (the “**Registration Statement**”) filed by the Company with the U.S. Securities and Exchange Commission (the “**SEC**”) relating to the registration under the Securities Act of 1933, as amended, of an additional 1,080,517 common shares in the capital of the Company (the “**Shares**”) that may be issued under the Company’s Restricted Share Unit Plan (as it may be amended from time to time, the “**RSU Plan**”).

In connection with giving this opinion, we have examined originals, certified or otherwise identified to our satisfaction, of such public and corporate records, agreements, certificates, orders, opinions, correspondence with public officials, certificates provided by the Company’s officers and representatives, instruments and other documents as we have considered necessary or advisable for the purposes of rendering the opinion set out below, including (i) the corporate and organizational documents of the Company, (ii) the resolutions of the board of directors of the Company with respect to the issuance of the Shares under the RSU Plan and certain related matters, (iii) the RSU Plan, and (iv) the Registration Statement and exhibits thereto. With respect to the accuracy of factual matters material to this opinion, we have relied upon certificates or comparable documents and representations of public officials and of officers and representatives of the Company.

In giving this opinion, we have assumed (i) the genuineness of all signatures, the authenticity of all documents submitted to us as originals, (ii) the conformity to original documents of all documents submitted to us as copies, certified, photostatic or electronic copies and the authenticity of the originals thereof, (iii) the legal capacity of natural persons, (ii) the genuineness of signatures not witnessed by us, (iv) the due authorization, execution and delivery of all documents by all parties, other than the Company, and the validity, binding effect and enforceability thereof and (v) the truth, accuracy and completeness of the information, representations and warranties contained in the records, documents, instruments and certificates we have reviewed. We have also considered such questions of law as we have deemed relevant and necessary as a basis for the opinion hereinafter expressed.

t: 604 691 6100
f: 604 691 6120
cassels.com

Cassels Brock & Blackwell LLP
Suite 2200, RBC Place, 885 West Georgia Street
Vancouver, BC V6C 3E8 Canada

Based and relying upon and subject to the foregoing, we are of the opinion that the Shares have been duly authorized and upon issuance and delivery therefor in accordance with the terms of the RSU Plan, the Shares will be validly issued, fully paid and non-assessable shares in the capital of the Company.

We are solicitors qualified to carry on the practice of law in the Province of British Columbia, and we express no opinion as to any laws, or matters governed by any laws, other than the laws of the Province of British Columbia and the federal laws of Canada applicable therein. The opinions herein are limited to the laws of the Province of British Columbia, and the federal laws of Canada applicable therein in effect as of the date hereof. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal, provincial or state securities law, rule or regulation. Our opinion is as of the date hereof and we have no responsibility to update this opinion for events and circumstances occurring after the date hereof or as to facts relating to prior events that are subsequently brought to our attention and we disavow any undertaking to advise you of any changes in law.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement. In giving this consent, we do not hereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act, or the rules or regulations of the SEC promulgated thereunder.

Yours truly,

/s/ Cassels Brock & Blackwell LLP
Cassels Brock & Blackwell LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Orla Mining Ltd. Stock Option Plan and the Orla Mining Ltd. Restricted Share Unit Plan of Orla Mining Ltd. of our reports dated March 18, 2025, with respect to the consolidated financial statements of Orla Mining Ltd. as of and for the years ended December 31, 2024 and December 31, 2023 and with respect to the effectiveness of internal control over financial reporting as of December 31, 2024, included in its Annual Report on Form 40-F filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Chartered Professional Accountants

Vancouver, Canada

September 15, 2025

Consent of Independent Auditors

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Orla Mining Ltd. Stock Option Plan and the Orla Mining Ltd. Restricted Share Unit Plan of Orla Mining Ltd. of our report dated March 28, 2025, with respect to the combined financial statements of Musselwhite gold mine for the years ended December 31, 2024 and 2023 incorporated by reference in Orla Mining Ltd.'s Form 6-K dated May 13, 2025, furnished to the Securities and Exchange Commission.

/s/ Ernst & Young LLP
Denver, Colorado
September 15, 2025

Consent of J. Andrew Cormier

Reference is made to the Registration Statement on Form S-8, and any amendments or supplements thereto, and the documents incorporated by reference therein (the "Registration Statement") of Orla Mining Ltd. (the "Company") to be filed with the United States Securities and Exchange Commission pursuant to the United States Securities Act of 1933, as amended.

I, J. Andrew Cormier, consent to the use of and reference to my name, and the inclusion and incorporation by reference in the Registration Statement, including any amendments or supplements thereto, of the information prepared by me, that I supervised the preparation of, or reviewed or approved by me that is of a scientific or technical nature and all other references to such information included or incorporated by reference in the Registration Statement, including all information of a scientific or technical nature in the Registration Statement not otherwise covered by any other named expert in the Interest of Experts section therein.

/s/ J. Andrew Cormier
J. Andrew Cormier, P.Eng.
Dated: September 15, 2025

Consent of Sylvain Guerard

Reference is made to the Registration Statement on Form S-8, and any amendments or supplements thereto, and the documents incorporated by reference therein (the "Registration Statement") of Orla Mining Ltd. (the "Company") to be filed with the United States Securities and Exchange Commission pursuant to the United States Securities Act of 1933, as amended.

I, Sylvain Guerard, consent to the use of and reference to my name, including as an expert or "qualified person" and the inclusion and incorporation by reference in the Registration Statement, including any amendments or supplements thereto, of the information prepared by me, that I supervised the preparation of, or reviewed or approved by me that is of a scientific or technical nature, including, without limitation, information in the report entitled "*NI 43-101 Technical Report, Camino Rojo Project, Zacatecas State, Mexico*" dated effective March 31, 2025, and all other references to such information included or incorporated by reference in the Registration Statement, including all information of a scientific or technical nature in the Registration Statement not otherwise covered by any other named expert in the Interest of Experts section therein.

/s/ Sylvain Guerard

Sylvain Guerard, P. Geo.

Senior Vice-President, Exploration Orla Mining Ltd.

Dated: September 15, 2025

Consent of Stephen Ling

Reference is made to the Registration Statement on Form S-8, and any amendments or supplements thereto, and the documents incorporated by reference therein (the "Registration Statement") of Orla Mining Ltd. (the "Company") to be filed with the United States Securities and Exchange Commission pursuant to the United States Securities Act of 1933, as amended.

I, Stephen Ling, consent to the use of and reference to my name, including as an expert or "qualified person," and the inclusion and incorporation by reference in the Registration Statement, including any amendments or supplements thereto, of information derived or summarized from the report entitled "*NI 43-101 Technical Report, Camino Rojo Project, Zacatecas State, Mexico*" dated effective March 31, 2025, or portions thereof, that was prepared by me, that I supervised the preparation of and/or was reviewed and approved by me.

/s/ Stephen Ling, P.Eng.

Stephen Ling, P.Eng.

Dated: September 15, 2025

Consent of Andrew Kelly

Reference is made to the Registration Statement on Form S-8, and any amendments or supplements thereto, and the documents incorporated by reference therein (the "Registration Statement") of Orla Mining Ltd. (the "Company") to be filed with the United States Securities and Exchange Commission pursuant to the United States Securities Act of 1933, as amended.

I, Andrew Kelly, consent to the use of and reference to my name, including as an expert or "qualified person," and the inclusion and incorporation by reference in the Registration Statement, including any amendments or supplements thereto, of information derived or summarized from the report entitled "*NI 43-101 Technical Report, Camino Rojo Project, Zacatecas State, Mexico*" dated effective March 31, 2025, or portions thereof, that was prepared by me, that I supervised the preparation of and/or was reviewed and approved by me.

/s/ Andrew Kelly, P.Eng.

Andrew Kelly, P.Eng.

Dated: September 15, 2025

Consent of Caleb Cook

Reference is made to the Registration Statement on Form S-8, and any amendments or supplements thereto, and the documents incorporated by reference therein (the "Registration Statement") of Orla Mining Ltd. (the "Company") to be filed with the United States Securities and Exchange Commission pursuant to the United States Securities Act of 1933, as amended.

I, Caleb Cook, consent to the use of and reference to my name, including as an expert or "qualified person," and the inclusion and incorporation by reference in the Registration Statement, including any amendments or supplements thereto, of information derived or summarized from the report entitled "*NI 43-101 Technical Report, Camino Rojo Project, Zacatecas State, Mexico*" dated effective March 31, 2025, or portions thereof, that was prepared by me, that I supervised the preparation of and/or was reviewed and approved by me.

/s/ Caleb Cook, P.E.

Caleb Cook, P.E.

Dated: September 15, 2025

SLR Consulting (Canada) Ltd.
55 University Ave., Suite 501, Toronto, ON M5J 2H7



September 15, 2025

Consent of Luis Vasquez

The undersigned hereby consents to the use of their report entitled “NI 43-101 Technical Report, Camino Rojo Project, Zacatecas State, Mexico”, with an effective date of March 31, 2025 and signature date of July 17, 2025, and the information derived therefrom, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form S-8 of Orla Mining Ltd.

(Signed) *Luis Vasquez*

Luis Vasquez, M.Sc., P.Eng.
Principal Hydrotechnical Engineer

SLR Consulting (Canada) Ltd.
55 University Ave., Suite 501, Toronto, ON M5J 2H7



September 15, 2025

Consent of Marie-Christine Gosselin

The undersigned hereby consents to the use of their report entitled “NI 43-101 Technical Report, Camino Rojo Project, Zacatecas State, Mexico”, with an effective date of March 31, 2025 and signature date of July 17, 2025, and the information derived therefrom, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form S-8 of Orla Mining Ltd.

(Signed) *Marie-Christine Gosselin*

Marie-Christine Gosselin, P.Geo.
Senior Resource Geologist

Consent of RESPEC Company LLC

Reference is made to the Registration Statement on Form S-8, and any amendments or supplements thereto, and the documents incorporated by reference therein (the "Registration Statement") of Orla Mining Ltd. (the "Company") to be filed with the United States Securities and Exchange Commission pursuant to the United States Securities Act of 1933, as amended.

RESPEC Company LLC ("RESPEC") hereby consents to the use of and reference to our name and the inclusion and incorporation by reference in the Registration Statement, including any amendments or supplements thereto, of information derived or summarized from the technical report dated effective February 23, 2022, entitled "South Railroad Project Form 43-101F1 Technical Report Feasibility Study, Elko County, Nevada," (the "Technical Report") or portions thereof.

RESPEC is the former employer of Jordan Anderson, who is named as an author of the Technical Report. RESPEC employed Jordan Anderson at the date of the signing of the Technical Report.

RESPEC Company LLC

/s/ Thomas Dyer

Thomas Dyer

Dated: September 15, 2025

Consent of Benjamin Bermudez

Reference is made to the Registration Statement on Form S-8, and any amendments or supplements thereto, and the documents incorporated by reference therein (the "Registration Statement") of Orla Mining Ltd. (the "Company") to be filed with the United States Securities and Exchange Commission pursuant to the United States Securities Act of 1933, as amended.

I, Benjamin Bermudez, consent to the use of and reference to my name, including as an expert or "qualified person," and the inclusion and incorporation by reference in the Registration Statement, including any amendments or supplements thereto, of information derived or summarized from the technical report dated effective February 23, 2022, entitled "South Railroad Project Form 43-101F1 Technical Report Feasibility Study, Elko County, Nevada," or portions thereof, that was prepared by me, that I supervised the preparation of and/ or was reviewed and approved by me.

/s/ Benjamin Bermudez, PE

Benjamin Bermudez, PE

Dated: September 15, 2025

Consent of Richard DeLong

Reference is made to the Registration Statement on Form S-8, and any amendments or supplements thereto, and the documents incorporated by reference therein (the "Registration Statement") of Orla Mining Ltd. (the "Company") to be filed with the United States Securities and Exchange Commission pursuant to the United States Securities Act of 1933, as amended.

I, Richard DeLong, consent to the use of and reference to my name, including as an expert or "qualified person," and the inclusion and incorporation by reference in the Registration Statement, including any amendments or supplements thereto, of information derived or summarized from the technical report dated effective February 23, 2022, entitled "South Railroad Project Form 43-101F1 Technical Report Feasibility Study, Elko County, Nevada," or portions thereof, that was prepared by me, that I supervised the preparation of and/ or was reviewed and approved by me.

/s/ Richard DeLong QP-MMSA, RG, PG

Richard DeLong QP-MMSA, RG, PG

Dated: September 15, 2025

Consent of Thomas L. Dyer

Reference is made to the Registration Statement on Form S-8, and any amendments or supplements thereto, and the documents incorporated by reference therein (the "Registration Statement") of Orla Mining Ltd. (the "Company") to be filed with the United States Securities and Exchange Commission pursuant to the United States Securities Act of 1933, as amended.

I, Thomas L. Dyer, consent to the use of and reference to my name, including as an expert or "qualified person," and the inclusion and incorporation by reference in the Registration Statement, including any amendments or supplements thereto, of information derived or summarized from the technical report dated effective February 23, 2022, entitled "South Railroad Project Form 43-101F1 Technical Report Feasibility Study, Elko County, Nevada," or portions thereof, that was prepared by me, that I supervised the preparation of and/ or was reviewed and approved by me.

/s/ Thomas L. Dyer, PE

Thomas L. Dyer, PE

Dated: September 15, 2025

Consent of Art S. Ibrado

Reference is made to the Registration Statement on Form S-8, and any amendments or supplements thereto, and the documents incorporated by reference therein (the "Registration Statement") of Orla Mining Ltd. (the "Company") to be filed with the United States Securities and Exchange Commission pursuant to the United States Securities Act of 1933, as amended.

I, Art S. Ibrado, consent to the use of and reference to my name, including as an expert or "qualified person," and the inclusion and incorporation by reference in the Registration Statement, including any amendments or supplements thereto, of information derived or summarized from the technical report dated effective February 23, 2022, entitled "South Railroad Project Form 43-101F1 Technical Report Feasibility Study, Elko County, Nevada," or portions thereof, that was prepared by me, that I supervised the preparation of and/or was reviewed and approved by me.

/s/ Art S. Ibrado, PE

Art S. Ibrado, PE

Dated: September 15, 2025

Consent of Michael S. Lindholm

Reference is made to the Registration Statement on Form S-8, and any amendments or supplements thereto, and the documents incorporated by reference therein (the "Registration Statement") of Orla Mining Ltd. (the "Company") to be filed with the United States Securities and Exchange Commission pursuant to the United States Securities Act of 1933, as amended.

I, Michael S. Lindholm, consent to the use of and reference to my name, including as an expert or "qualified person," and the inclusion and incorporation by reference in the Registration Statement, including any amendments or supplements thereto, of information derived or summarized from the technical report dated effective February 23, 2022, entitled "South Railroad Project Form 43-101F1 Technical Report Feasibility Study, Elko County, Nevada," or portions thereof, that was prepared by me, that I supervised the preparation of and/ or was reviewed and approved by me.

/s/ Michael S. Lindholm, CPG

Michael S. Lindholm, CPG

Dated: September 15, 2025

Consent of Kevin Lutes

Reference is made to the Registration Statement on Form S-8, and any amendments or supplements thereto, and the documents incorporated by reference therein (the "Registration Statement") of Orla Mining Ltd. (the "Company") to be filed with the United States Securities and Exchange Commission pursuant to the United States Securities Act of 1933, as amended.

I, Kevin Lutes, consent to the use of and reference to my name, including as an expert or "qualified person," and the inclusion and incorporation by reference in the Registration Statement, including any amendments or supplements thereto, of information derived or summarized from the technical report dated effective February 23, 2022, entitled "South Railroad Project Form 43-101F1 Technical Report Feasibility Study, Elko County, Nevada," or portions thereof, that was prepared by me, that I supervised the preparation of and/ or was reviewed and approved by me.

/s/ Kevin Lutes, PE

Kevin Lutes, PE

Dated: September 15, 2025

Consent of Matthew Sletten

Reference is made to the Registration Statement on Form S-8, and any amendments or supplements thereto, and the documents incorporated by reference therein (the "Registration Statement") of Orla Mining Ltd. (the "Company") to be filed with the United States Securities and Exchange Commission pursuant to the United States Securities Act of 1933, as amended.

I, Matthew Sletten, consent to the use of and reference to my name, including as an expert or "qualified person," and the inclusion and incorporation by reference in the Registration Statement, including any amendments or supplements thereto, of information derived or summarized from the technical report dated effective February 23, 2022, entitled "South Railroad Project Form 43-101F1 Technical Report Feasibility Study, Elko County, Nevada," or portions thereof, that was prepared by me, that I supervised the preparation of and/or was reviewed and approved by me.

/s/ Matthew Sletten, PE

Matthew Sletten, PE

Dated: September 15, 2025

Consent of Gary L. Simmons

Reference is made to the Registration Statement on Form S-8, and any amendments or supplements thereto, and the documents incorporated by reference therein (the "Registration Statement") of Orla Mining Ltd. (the "Company") to be filed with the United States Securities and Exchange Commission pursuant to the United States Securities Act of 1933, as amended.

I, Gary L. Simmons, consent to the use of and reference to my name, including as an expert or "qualified person," and the inclusion and incorporation by reference in the Registration Statement, including any amendments or supplements thereto, of information derived or summarized from the technical report dated effective February 23, 2022, entitled "South Railroad Project Form 43-101F1 Technical Report Feasibility Study, Elko County, Nevada," or portions thereof, that was prepared by me, that I supervised the preparation of and/or was reviewed and approved by me.

/s/ Gary L. Simmons, QP-MMSA

Gary L. Simmons, QP-MMSA

Dated: September 15, 2025

Consent of David Frost

Reference is made to the Registration Statement on Form S-8, and any amendments or supplements thereto, and the documents incorporated by reference therein (the "Registration Statement") of Orla Mining Ltd. (the "Company") to be filed with the United States Securities and Exchange Commission pursuant to the United States Securities Act of 1933, as amended.

I, David Frost, consent to the use of and reference to my name, including as an expert or "qualified person," and the inclusion and incorporation by reference in the Registration Statement, including any amendments or supplements thereto, of information derived or summarized from the technical report dated November 18, 2024, entitled "Technical Report – Musselwhite Mine, Ontario, Canada", or portions thereof, that was prepared by me, that I supervised the preparation of and/or was reviewed and approved by me.

/s/ David Frost, FAusIMM

David Frost, FAusIMM

Dated: September 15, 2025

Consent of Daniel M. Gagnon

Reference is made to the Registration Statement on Form S-8, and any amendments or supplements thereto, and the documents incorporated by reference therein (the "Registration Statement") of Orla Mining Ltd. (the "Company") to be filed with the United States Securities and Exchange Commission pursuant to the United States Securities Act of 1933, as amended.

I, Daniel M. Gagnon, consent to the use of and reference to my name, including as an expert or "qualified person," and the inclusion and incorporation by reference in the Registration Statement, including any amendments or supplements thereto, of information derived or summarized from the technical report dated November 18, 2024, entitled "Technical Report – Musselwhite Mine, Ontario, Canada", or portions thereof, that was prepared by me, that I supervised the preparation of and/or was reviewed and approved by me.

/s/ Daniel M. Gagnon, P.Eng.

Daniel M. Gagnon, P.Eng.

Dated: September 15, 2025

Consent of James (Jim) Theriault

Reference is made to the Registration Statement on Form S-8, and any amendments or supplements thereto, and the documents incorporated by reference therein (the "Registration Statement") of Orla Mining Ltd. (the "Company") to be filed with the United States Securities and Exchange Commission pursuant to the United States Securities Act of 1933, as amended.

I, James (Jim) Theriault, consent to the use of and reference to my name, including as an expert or "qualified person," and the inclusion and incorporation by reference in the Registration Statement, including any amendments or supplements thereto, of information derived or summarized from the technical report dated November 18, 2024, entitled "Technical Report – Musselwhite Mine, Ontario, Canada", or portions thereof, that was prepared by me, that I supervised the preparation of and/or was reviewed and approved by me.

/s/ James (Jim) Theriault, P.Eng.

James (Jim) Theriault, P.Eng.

Dated: September 15, 2025

Consent of WSP Canada Inc.

Reference is made to the Registration Statement on Form S-8, and any amendments or supplements thereto, and the documents incorporated by reference therein (the "Registration Statement") of Orla Mining Ltd. (the "Company") to be filed with the United States Securities and Exchange Commission pursuant to the United States Securities Act of 1933, as amended.

WSP Canada Inc. ("WSP") hereby consents to the use of and reference to its name, and the inclusion and incorporation by reference in the Registration Statement, including any amendments or supplements thereto, of information derived or summarized from the technical report dated November 18, 2024, entitled "Technical Report – Musselwhite Mine, Ontario, Canada" (the "Technical Report") or portions thereof.

WSP is the former employer of Paul Gauthier, who is named as an author of the Technical Report. WSP employed Paul Gauthier at the date of the signing of the Technical Report.

WSP CANADA INC.

/s/ Maegan Ayotte

Maegan Ayotte

September 15, 2025

Consent of Paul Palmer

Reference is made to the Registration Statement on Form S-8, and any amendments or supplements thereto, and the documents incorporated by reference therein (the "Registration Statement") of Orla Mining Ltd. (the "Company") to be filed with the United States Securities and Exchange Commission pursuant to the United States Securities Act of 1933, as amended.

I, Paul Palmer, consent to the use of and reference to my name, including as an expert or "qualified person," and the inclusion and incorporation by reference in the Registration Statement, including any amendments or supplements thereto, of information derived or summarized from the technical report dated November 18, 2024, entitled "Technical Report – Musselwhite Mine, Ontario, Canada", or portions thereof, that was prepared by me, that I supervised the preparation of and/or was reviewed and approved by me.

/s/ Paul Palmer, P.Eng.

Paul Palmer, P.Eng.

Dated: September 15, 2025

Consent of William Richard McBride

Reference is made to the Registration Statement on Form S-8, and any amendments or supplements thereto, and the documents incorporated by reference therein (the "Registration Statement") of Orla Mining Ltd. (the "Company") to be filed with the United States Securities and Exchange Commission pursuant to the United States Securities Act of 1933, as amended.

I, William Richard McBride, consent to the use of and reference to my name, including as an expert or "qualified person," and the inclusion and incorporation by reference in the Registration Statement, including any amendments or supplements thereto, of information derived or summarized from the technical report dated November 18, 2024, entitled "Technical Report – Musselwhite Mine, Ontario, Canada", or portions thereof, that was prepared by me, that I supervised the preparation of and/or was reviewed and me.

/s/ William Richard McBride, P.Eng.

William Richard McBride, P.Eng.

Dated: September 15, 2025

Consent of Jack Lawson

Reference is made to the Registration Statement on Form S-8, and any amendments or supplements thereto, and the documents incorporated by reference therein (the "Registration Statement") of Orla Mining Ltd. (the "Company") to be filed with the United States Securities and Exchange Commission pursuant to the United States Securities Act of 1933, as amended.

I, Jack Lawson, consent to the use of and reference to my name, and the inclusion and incorporation by reference in the Registration Statement, including any amendments or supplements thereto, of the information prepared by me, that I supervised the preparation of, or reviewed or approved by me that is of a scientific or technical nature and all other references to such information included or incorporated by reference in the Registration Statement.

/s/Jack Lawson

Jack Lawson, P. Eng.

Engineering Superintendent, Musselwhite Mine Orla Mining Ltd.

Dated: September 15, 2025

Consent of Mark Williams

Reference is made to the Registration Statement on Form S-8, and any amendments or supplements thereto, and the documents incorporated by reference therein (the "Registration Statement") of Orla Mining Ltd. (the "Company") to be filed with the United States Securities and Exchange Commission pursuant to the United States Securities Act of 1933, as amended.

I, Mark Williams, consent to the use of and reference to my name, and the inclusion and incorporation by reference in the Registration Statement, including any amendments or supplements thereto, of the information prepared by me, that I supervised the preparation of, or reviewed or approved by me that is of a scientific or technical nature and all other references to such information included or incorporated by reference Statement.

/s/ Mark Williams, P. Geo.

Mark Williams, P. Geo.

Chief Geologist, Musselwhite Mine

Orla Mining Ltd.

Dated: September 15, 2025

Consent of Ryan Wilson

Reference is made to the Registration Statement on Form S-8, and any amendments or supplements thereto, and the documents incorporated by reference therein (the "Registration Statement") of Orla Mining Ltd. (the "Company") to be filed with the United States Securities and Exchange Commission pursuant to the United States Securities Act of 1933, as amended.

I, Ryan Wilson, consent to the use of and reference to my name, including as an expert or "qualified person," and the inclusion and incorporation by reference in the Registration Statement, including any amendments or supplements thereto, of information derived or summarized from the technical report dated November 18, 2024, entitled "Technical Report – Musselwhite Mine, Ontario, Canada," or portions thereof, that was prepared by me, that I supervised the preparation of and/or was reviewed and approved by me.

/s/ Ryan Wilson, P.Geol.

Ryan Wilson, P.Geol.

Dated: September 15, 2025
