



NEWS RELEASE

2017-06-21

## ORLA MINING LTD. TO ACQUIRE CAMINO ROJO PROJECT FROM GOLDCORP INC.

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**VANCOUVER, BRITISH COLUMBIA--(Marketwired - June 21, 2017) - Orla Mining Ltd. (TSX VENTURE:OLA)** (the "Company" or "Orla") is pleased to announce that it has entered into an asset purchase agreement dated June 20, 2017 (the "Agreement") with Goldcorp Inc. ("Goldcorp") to acquire the Camino Rojo Project ("Camino Rojo"), a gold and silver oxide heap leach project containing 1.7 million ozs of gold reserves\* located in Zacatecas State, Central Mexico for consideration to Goldcorp consisting of 31.9 million common shares ("Consideration Securities") of Orla and a 2.0% NSR (the "Acquisition"). All of the mineral reserves and resources estimates herein are historical estimates and Orla is not treating such estimates as current. In addition, Orla and Goldcorp have agreed to enter into an option agreement regarding the potential future development of a sulphide operation at Camino Rojo whereby Goldcorp will, subject to the sulphide project meeting certain thresholds, have an option to acquire a 60% to 70% interest in such sulphide project at Camino Rojo (the "Sulphide Option", as described below).

### Key Highlights

- **Acquisition of a second high quality advanced oxide heap leach project:** The Acquisition leverages management's and the board's extensive exploration, development and operating experience in Mexico
- **Significant mineral reserves and resources:** 1.7 million ozs of oxide gold reserves and 4.0 million ozs of attributable Measured & Indicated gold resources<sup>1</sup> along with significant silver, lead, and zinc by-products\*
- **Highly attractive acquisition cost:** Based on the last closing price of Orla common shares, Orla is paying approximately US\$16/oz for oxide gold reserves, with the sulphide resource providing long term optionality to create additional shareholder value
- **Large prospective land package:** Over 200,000 hectares, potential to find additional oxide and sulphide mineral resources
- **Ejido agreements and strong community relationships in place**

Marc Prefontaine, CEO of Orla, commented, "This transaction adds an advanced oxide heap leach project with significant gold reserves and resources in a favourable mining jurisdiction and Orla is now better positioned to create strong value for our shareholders. We are very excited to now have both Goldcorp and Agnico Eagle as strategic shareholders and partners. They are first class gold companies and their ongoing support will prove invaluable as we advance our asset base. We are well on our way to expanding mineral reserves and resources at Cerro Quema and we are confident that we can replicate our past successes in Mexico at Camino Rojo. Orla now owns two high quality capital projects in Cerro Quema and Camino

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Rojo and we are confident that our focus on low capital intensity heap leach projects is the right formula for success. We are strong financially, with cash balance of approximately \$27 million including "in-the-money" proceeds and we are well funded to advance both projects to their next stages."

*\*Note: Mineral Reserves and Resources estimate as reported by Goldcorp in its Annual Information Form dated March 16, 2017 ("AIF") for the financial year ended December 31, 2016, available to Canadian investors at [www.sedar.com](http://www.sedar.com) under Goldcorp's profile. Mineral Reserves and Mineral Resources were prepared by Goldcorp in accordance with National Instrument 43-101 - Standards of Disclosure for Mineral Projects ("NI 43-101") under the supervision of a qualified person. The historical mineral reserve and resource estimates were estimated in accordance with the CIM Definition Standards and were calculated by Goldcorp using metal prices of \$1,200 per gold ounce and \$18 per silver ounce, and mineral resources were calculated using \$1,400 per gold ounce, \$20 per silver ounce, \$1.00 per pound of lead and \$1.00 per pound of zinc. A NI 43-101 Technical Report on Camino Rojo is available on SEDAR under the profile of Canplats Resources Corporation (acquired by Goldcorp in 2010). The last NI 43-101 Technical Report on Camino Rojo was produced on October 16, 2009 and amended on November 30, 2009. Orla is not treating these historical estimates as current and has not completed sufficient work to classify the historical estimate as current mineral reserves or mineral resources for Orla's purposes. Although Orla is not treating this information as current estimates, it believes the Goldcorp work is reliable and that the information, which was made publicly available by Goldcorp, may be of assistance to investors. The Company intends to review all project data, validate data quality, create a new geological model and then make an updated resource estimate in the upcoming months. As well, the Company will be reviewing metallurgical information and key economic parameters in order to evaluate the potential economics of an open pit gold and silver mine and heap leach extraction facility.*

<sup>1</sup> Assuming Orla owns 30% of the sulphide project

## **Overview of Camino Rojo**

Camino Rojo is an advanced-stage project located 50km southeast of Goldcorp's Peñasquito. Road transportation and power are convenient, and in this historic mining region, skilled labour and contractors are readily available. Camino Rojo consists of a near-surface oxide gold and silver deposit and a deeper sulphide zone containing gold, silver, zinc and lead mineralization.

The most recent NI 43-101 Technical Report on Camino Rojo was produced on October 16, 2009 and amended on November 30, 2009 and is available on Sedar under the profile of Canplats Resources Corporation. Since acquiring Camino Rojo in 2010, Goldcorp has completed in excess of 250,000 metres of drilling, including core and RAB drilling, has conducted airborne gravity, MAG and TEM surveys, in addition to updating the mineral reserves and resources on the property. Numerous metallurgical studies were also conducted, including determination of oxide, transition and sulphide ore domains, detailed mineralogical studies, column leach studies for oxide ore, size fraction analysis, variability test work and estimation of gold and silver recoveries.

## **Historical Estimates - Camino Rojo Reserves and Resources\***

As reported by Goldcorp at June 30, 2016, mineral reserves and resources for Camino Rojo are shown below. For Orla's purposes, these estimates for Camino Rojo are considered to be historical estimates under NI 43-101 as they were prepared by Goldcorp prior to Orla's agreement to acquire Camino Rojo. Following

close of the Acquisition, Orla will begin the work necessary to prepare and file a new NI 43-101 technical report.

GOLD & SILVER RESERVES, RESOURCES					
Proven and Probable Reserves					
	Tonnes	Grade (g/t)		Cont. Ounces (Mozs)	
	(Mt)	Gold	Silver	Gold	Silver
Proven	-	-	-	-	-
Probable	75.52	0.70	14.22	1.70	34.53
<b>Total Proven and Probable Reserves</b>	<b>75.52</b>	<b>0.70</b>	<b>14.22</b>	<b>1.70</b>	<b>34.53</b>
Measured & Indicated Resources					
	Tonnes	Grade (g/t)		Cont. Ounces (Mozs)	
	(Mt)	Gold	Silver	Gold	Silver
Measured	-	-	-	-	-
Indicated	223.08	1.05	9.02	7.50	64.72
<b>Total M&amp;I Resources</b>	<b>223.08</b>	<b>1.05</b>	<b>9.02</b>	<b>7.50</b>	<b>64.72</b>
Inferred Resources	17.16	0.88	9.06	0.49	5.00
LEAD AND ZINC RESOURCES					
Measured & Indicated Resources					
	Tonnes	Grade (%)		Cont. Pounds (Mlbs)	
	(Mt)	Lead	Zinc	Lead	Zinc
Measured	-	-	-	-	-
Indicated	146.97	0.08	0.27	260	876
<b>Total M&amp;I Resources</b>	<b>146.97</b>	<b>0.08</b>	<b>0.27</b>	<b>260</b>	<b>876</b>
Inferred Resources	10.07	0.07	0.24	15	53

**Notes:**

1. Mineral Reserves and Mineral Resources estimate as reported by Goldcorp in the AIF for the financial year ended December 31, 2016, available at [www.sedar.com](http://www.sedar.com) under Goldcorp's profile. Mineral Reserves and Mineral Resources were prepared by Goldcorp in accordance with NI 43-101 under the supervision of a qualified person. Orla is not treating these historical estimates as current and has not completed sufficient work to classify the historical estimate as current mineral reserves or mineral resources for Orla's purposes. Orla's qualified person will review and verify the scientific and technical information of Goldcorp, as well as complete the other work necessary for purposes of preparing a 43-101 technical report, including validation of data quality, resource model accuracy, and costs used in reserve and resource cutoffs.
2. Mineral reserves were calculated by Goldcorp using metal prices of \$1,200 per gold ounce and \$18 per silver ounce, and mineral resources were calculated using \$1,400 per gold ounce, \$20 per silver ounce, \$1.00 per pound of lead and \$1.00 per pound of zinc.
3. Mineral resources are in addition to mineral reserves and do not have demonstrated economic viability.

## Summary of the Acquisition

The purchase price for Camino Rojo consists of:

- i. 31.9 million common shares of Orla, representing a 19.9% interest in Orla post transaction
- ii. A 2.0% net smelter royalty (the "Royalty") on the sale of all metal production from Camino Rojo, except for metals produced from a sulphide project where Goldcorp has exercised its Sulphide Option. If Goldcorp elects to sell the Royalty, in whole or in part, the Company would retain a right of first offer on the sale

In connection with the issuance of the Consideration Securities by the Company to Goldcorp, the parties will enter into an investor rights agreement (the "IRA"). The IRA provides that (i) Goldcorp will agree to not sell any of the Consideration Securities for a period of two years from the closing date, except in certain circumstances; (ii) for so long as Goldcorp maintains at least 10.0% equity interest in the Company, it will have the right to participate in future equity offerings used to advance the Cerro Quema or Camino Rojo projects, in order to maintain its *pro rata* ownership and (iii) Goldcorp will have the right to appoint one nominee to the Company's board of directors.

## Sulphide Option

Orla will be operator of Camino Rojo and will have full rights to explore, evaluate, and exploit the property. However, in the event a sulphide project is defined through a positive PFS outlining a development scenario as outlined below, Goldcorp will have an option to enter into a joint venture with Orla for the purpose of future exploration, advancement, construction, and exploitation of the sulphide project

- i. A sulphide project where ore from Camino Rojo is processed using the existing infrastructure of the Penasquito Mine, Mill and Concentrator. In such circumstances, the sulphide project would be operated by Goldcorp, who would earn a 70% interest in the sulphide project, with Orla owning 30%;

or

- ii. A standalone sulphide project with a mine plan containing at least 500 million tonnes of proven and probable reserves using standalone facilities not associated with Penasquito. Under this scenario, the sulphide project would be operated by Goldcorp, who would earn a 60% interest in the sulphide project, with Orla owning 40%.

If Goldcorp elects to sell its portion of the sulphide project, in whole or in part, the Company would retain a right of first refusal on the sale of the sulphide project.

Completion of the Acquisition is subject to a number of customary conditions precedents, including receipt of all regulatory approvals, receipts of Mexican antitrust approvals, and the acceptance of the TSX Venture Exchange (the "Exchange"). The Acquisition is expected to close during the second half of 2017 ("Closing Date").

## Advisors and Counsel

Orla has retained GMP Securities L.P. as financial advisor and Goodmans LLP as legal advisor.

In connection with the Acquisition, Orla will pay finder's fees to Talamanesk Corporation of 3 million non-transferable common share purchase warrants upon closing of the Acquisition. Each warrant will be

exercisable into one common share of Orla at a price of \$1.40 per common share for a period of five years from the date of issuance. Payment of these fees are subject to the acceptance of the Exchange.

### **Conference Call**

Orla will host a conference call on Wednesday, June 21, 2017 at 10:00 a.m. Eastern time, or 7:00 a.m. Pacific, for members of the investment community to discuss the transaction. The call-in details are as follows:

- North America toll-free: 1-800-346-7359
- Outside of North America: 1-973-528-0008

The conference entry code is 894511. A copy of the investor presentation is also available on the Orla website. An audio recording of the conference call will be made available shortly after the call.

### **Qualified Person**

The technical information in this news release has been reviewed and approved by Mr. Hans Smit, P.Geo., Chief Operating Officer of Orla Mining Ltd., who is the Qualified Person for the technical information in this news release under NI 43-101 standards.

### **About Orla Mining**

Orla Mining is a mineral exploration company led by a group of seasoned mining executives with strong financial backing. The company's focus is to acquire mineral exploration opportunities where the Company's exploration and development expertise and corporate share structure could substantially enhance shareholder value. The 100% owned Cerro Quema project in Panama includes a near-term gold production scenario and significant exploration upside. Cerro Quema's 14,800 Ha concession boasts paved road access, a supportive local population and private land ownership. The Cerro Quema project is currently in the last stage of the permitting process for a proposed open pit mine and gold heap leach operation. Please refer to the Cerro Quema Project - Pre-Feasibility Study on the La Pava and Quemita Oxide Gold Deposits dated August 22, 2014, which is available on SEDAR.

### **Historical Estimate Note**

*\*Note: Mineral Reserves and Resources estimate as reported by Goldcorp in the AIF for the financial year ended December 31, 2016, available to Canadian investors at [www.sedar.com](http://www.sedar.com) under Goldcorp's profile. Mineral Reserves and Mineral Resources were prepared by Goldcorp in accordance with NI 43-101 under the supervision of a qualified person. The historical mineral reserve and resource estimates were estimated in accordance with the CIM Definition Standards and were calculated by Goldcorp using metal prices of \$1,200 per gold ounce and \$18 per silver ounce, and mineral resources were calculated using \$1,400 per gold ounce, \$20 per silver ounce, \$1.00 per pound of lead and \$1.00 per pound of zinc. A NI 43-101 Technical Report on Camino Rojo is available on SEDAR under the profile of Canplats Resources Corporation (acquired by Goldcorp in 2010). The last NI 43-101 Technical Report on Camino Rojo was produced on October 16, 2009 and amended on November 30, 2009. Orla is not treating these historical estimates as current and has not completed sufficient work to classify the historical estimate as current mineral reserves or mineral resources for Orla's purposes. Although Orla is not treating this information as current estimates, it believes the Goldcorp work is reliable and that the information, which was made publicly available by Goldcorp, may be of assistance to investors. The Company intends to review all*

*project data, validate data quality, create a new geological model and then make a new resource estimate in the upcoming months. As well, the Company will be reviewing metallurgical information and key economic parameters in order to evaluate the potential economics of an open pit gold and silver mine and heap leach extraction facility.*

### **Cautionary Note Regarding Forward-Looking Information**

*This news release contains certain "forward-looking statements" within the meaning of Canadian and United States securities legislation, including, without limitation, statements with respect to the Acquisition and the Company's objectives and strategies. Forward-looking statements are statements that are not historical facts which address events, results, outcomes or developments that the Company expects to occur. Forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made and they involve a number of risks and uncertainties. Certain material assumptions regarding such forward-looking statements are discussed in this news release, including without limitation, assumptions with respect to the anticipated benefits of the Acquisition; the closing of the Acquisition; the ability of the Company's management and board to effectively leverage their experience to develop Camino Rojo; the Company's ability to develop a sulphide operation at Camino Rojo; that there will be no material adverse change affecting the Company or its properties; that all required approvals will be obtained and that there will be no significant disruptions affecting the Company, its properties or Camino Rojo. Consequently, there can be no assurances that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Forward-looking statements involve significant known and unknown risks and uncertainties, which could cause actual results to differ materially from those anticipated. These risks include, but are not limited to: risks and uncertainties inherent in a transaction of this nature; risks and uncertainties inherent in the preparation of preliminary economic assessments, drill results and the estimation of mineral resources; risks relating to the acquisition of regulatory approvals for the Acquisition; uncertainty as to the timing of completion of the Acquisition, including that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the transaction; risks associated with executing the Company's objectives and strategies, including costs and expenses. Except as required by the securities disclosure laws and regulations applicable to the Company, the Company undertakes no obligation to update these forward-looking statements if management's beliefs, estimates or opinions, or other factors, should change.*

*Neither the Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Exchange) accepts responsibility for the adequacy or accuracy of this news release.*