

Orla Mining Ltd. and Pershimco Resources Inc. Announce Completion of Merger

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[Orla Mining Ltd.](#) ("Orla") (TSX VENTURE:OLA) and [Pershimco Resources Inc.](#) ("Pershimco") (TSX VENTURE:PRO) (FRANKFURT:BIZ) are pleased to announce that they have completed the previously announced plan of arrangement under the *Canada Business Corporations Act* ("CBCA"), pursuant to which Orla and Pershimco have combined to create a new gold company in the Americas (the "Arrangement"). In connection with the closing of the Arrangement, the proceeds of Orla's previously completed C\$50 million private placement of subscription receipts released from escrow and the underlying common shares of Orla were issued. The net proceeds of the private placement will be used to repay any amounts owed to RK Mine Finance in connection with Pershimco's credit facility, for exploration growth at the Cerro Quema project, and for general corporate purposes.

The new company ("NewCo"), which will continue to operate under the name "[Orla Mining Ltd.](#)", will focus on continued exploration and development of the Cerro Quema project located in Panama, and intends to seek further growth opportunities in the Americas. Marc Prefontaine will lead NewCo as President and Chief Executive Officer.

Marc Prefontaine, President and Chief Executive Officer of NewCo stated: "We are pleased to have completed the merger with Pershimco, and look forward to moving forward and executing on our strategy. NewCo has a strong balance sheet, with no debt, and we currently intend to explore and advance the Cerro Quema project. We currently believe the Cerro Quema project has significant exploration potential - first to expand the oxide resource which will support the establishment of a low cost heap leach mine and second to explore for large bulk tonnage porphyry targets. I would like to thank the shareholders of both Orla and Pershimco for their overwhelming support of the transaction. Finally, I would like to welcome Alain Bureau and Jean Robitaille to Orla's Board of Directors and strategic investors, Agnico Eagle and The Sentient Group to our shareholder registry."

Alain Bureau, Director of NewCo commented: "This merger was possible through a common vision of strategic planning between Pershimco and Orla. We believe that organisations that focus on strategic alliances and long-term planning can bring long-term performance and growth. It is our view that this new injection of capital and experience will bring horsepower to a project with potential upside. It is also my belief that we have formed a solid company with a solid plan and we expect that it will continue to build value for all shareholders. I also express my gratitude to all of Pershimco's Management and Board members who made this transaction a success."

Following completion of the Arrangement, NewCo has approximately 115.86 million common shares (the "NewCo Shares") issued and outstanding with approximately 53.1% of the NewCo Shares being held by former shareholders of Orla and 46.9% of the NewCo Shares being held by former shareholders of Pershimco. Additionally, NewCo has approximately 11.44 million class A shares issued and outstanding, which are all held by former shareholders of Pershimco. Each class A share of NewCo will entitle its holder to receive, without payment of additional consideration, one NewCo Share conditional upon the issuance of a ministerial resolution by the Ministry of Environment of Panama, accepting the Environmental and Social Impact Study ("ESIA") for Pershimco's Cerro Quema project on or prior to January 31, 2017. If a ministerial resolution accepting the ESIA for the Cerro Quema project is not received prior to January 31, 2017, the right to receive NewCo Shares will terminate and the class A shares will be automatically cancelled. The 12,121,212 common shares of Pershimco held by Orla were cancelled in connection with the Arrangement.

The NewCo Shares will commence trading on the TSX Venture Exchange under the symbol OLA on December 7, 2016. The Pershimco shares will be delisted from the TSXV at the close of markets on December 6, 2016.

Full details of the Arrangement and certain other matters are set out in the management information circulars of each of Orla and Pershimco dated October 31, 2016. Copies of the Circulars can be found under Orla's and Pershimco's respective profiles on SEDAR at www.sedar.com.

Management and Board of Directors

Following completion of the Arrangement, the leadership team of NewCo includes:

Management	Board of Directors
Marc Prefontaine, President & CEO	Troy Fierro, Chairman
Paul Robertson, CFO	Richard Hall
Hans Smit, COO	Alain Bureau
	Marc Prefontaine
	Jean Robitaille
	Kerry Sparkes
	Hans Smit
	Aaron Wolfe

The Board of Directors of NewCo would like to thank former directors of Pershimco for their dedication and continued support.

Information for Former Orla Shareholders

Pursuant to the Arrangement, former Orla shareholders are entitled to receive one NewCo Share for each Orla share held.

In order to receive NewCo Shares in exchange for former Orla common shares, registered shareholders of Orla must complete sign, date and return the letter of transmittal that was mailed to each Orla shareholder prior to closing (the "Orla Letter of Transmittal"). The Orla Letter of Transmittal is also available under Orla's SEDAR profile at www.sedar.com. For those shareholders of Orla whose shares are registered in the name of a broker, investment dealer, bank, trust company, trust or other intermediary or nominee, they should contact such nominee for assistance in depositing their Orla Shares and should follow the instructions of such intermediary or nominee.

Information for Former Pershimco Shareholders

Pursuant to the Arrangement, former Pershimco shareholders are entitled to receive 0.19 NewCo Shares and 0.04 class A shares for each Pershimco share held.

In order to receive NewCo Shares in exchange for Pershimco common shares, registered shareholders of Pershimco must complete sign, date and return the letter of transmittal that was mailed to each Pershimco shareholder prior to closing (the "Pershimco Letter of Transmittal"). The Pershimco Letter of Transmittal is also available under Pershimco's SEDAR profile at www.sedar.com. For those shareholders of Pershimco whose shares are registered in the name of a broker, investment dealer, bank, trust company, trust or other intermediary or nominee, they should contact such nominee for assistance in depositing their Orla Shares and should follow the instructions of such intermediary or nominee. There will be no certificates issued in respect of the class A shares, and the class A shares are not transferable.

None of the securities to be issued pursuant to the Arrangement have been or will be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws, and any securities issued pursuant to the Arrangement are intended to be issued in reliance upon available exemptions from such registration requirements pursuant to Section 3(a)(10) and Section 3(a)(9), as applicable, of the U.S. Securities Act and applicable exemptions under state securities laws. *This press release does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States.*

Advisors and Counsel

Orla retained GMP Securities L.P. as financial advisor and Cassels Brock & Blackwell LLP as legal advisor. Neal, Gerber & Eisenberg LLP acted as United States legal advisor to Orla.

Pershimco retained Minvisory Corp. as financial advisor and Seguin Racine, Avocats Ltée as legal advisor. The Special Committee of Pershimco retained Primary Capital Inc. as financial advisor and Dentons Canada LLP as legal advisor.

About Orla Mining Ltd.

Orla Mining is a mineral exploration company led by a group of seasoned mining executives. 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 includes a near-term gold oxide production scenario and a copper-gold porphyry target in Panama. Cerro Quema's sizable concession boasts paved road access, a supportive local population and the most favorable climate for mining in the country. As previously reported by the company, the Cerro Quema project is currently in the last stage of the permitting process for a proposed gold oxide heap leach operation. Additionally, the Cerro Quema project has significant exploration upside with resource expansion potential. Please refer to the Cerro Quema Project - Pre-Feasibility Study on the La Pava and Quemita Oxide Gold Deposits, available on Pershimco's website, and filed on SEDAR on August 22, 2014 as well as to the press release of Pershimco July 8, 2014.

Cautionary Note Regarding Forward Looking Information

Certain information set forth in this news release contains "forward-looking statements", and "forward-looking information under Canadian, United States and other applicable securities laws. Except for statements of historical fact, certain information contained herein constitutes forward-looking statements, which include expectations about the completion of the Transaction and Private Placement, and the intended participation of management and directors of Orla in the Private Placement, use of proceeds, the composition of the Board of Directors of NewCo and its senior executive team, future performance, pre-feasibility estimates and optimization, increases to project value, exploration upside, permitting, pro forma capitalization and ownership, receipt of the ESIA, expected cash costs and mineral resource estimates, and are based on Orla's and Pershimco's current internal expectations, estimates, projections, assumptions and beliefs, which may prove to be incorrect. Some of the forward-looking statements may be identified by the use of conditional or future tenses or by the use of such words such as "will", "expects", "may", "should", "estimates", "anticipates", "believes", "projects", "plans", and similar expressions, including variations thereof and negative forms. These statements are not guarantees of future performance and undue reliance should not be placed on them. Such forward-looking statements necessarily involve known and unknown risks and uncertainties, which may cause Orla, Pershimco or NewCo's actual performance and financial results in future periods to differ materially from any projections of future performance or results expressed or implied by such forward-looking statements. These risks and uncertainties include, but are not limited to: risks and uncertainties relating to the completion of the transactions as described herein, the ability to successfully integrate operations and realize the anticipated benefits of the Pershimco acquisition liabilities inherent in mine development and production; geological, mining and processing technical problems; NewCo's inability to obtain required mine licences, mine permits and regulatory approvals required in connection with mining and mineral processing operations; competition for, among other things, capital, acquisitions of reserves, undeveloped lands and skilled personnel; incorrect assessments of the value of acquisitions; changes in commodity prices and exchange rates; currency and interest rate fluctuations; various events that could disrupt operations and/or the transportation of mineral products, including labour stoppages and severe weather conditions; the demand for and availability of rail, port and other transportation services; the ability to secure adequate financing, the risk that management and directors of Orla may not ultimately participate in the private placement to the extent anticipated, and management's ability to anticipate and manage the foregoing factors and risks.

There can be no assurance that forward-looking statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements. Orla and Pershimco undertake no obligation to update forward-looking statements if circumstances or management's estimates or opinions should change except as required by applicable securities laws. The reader is cautioned not to place undue reliance on forward-looking statements. Orla and Pershimco disclaim any intention or obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except to the extent required by securities legislation.

Investors are cautioned that, except as disclosed in the management information circulars to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of Orla and Pershimco should be considered highly speculative.

The companies referenced in this press release each prepare their disclosure in accordance with the requirements of the securities laws in effect in Canada, which differ from the requirements of United States securities laws. Terms relating to mineral resources in this press are defined in accordance with Canadian National Instrument 43-101 - Standards of Disclosure for Mineral Projects ("NI 43-101") and the Canadian Institute of Mining, Metallurgy and Petroleum (the "CIM") - CIM Definition Standards on Mineral Resources and Mineral Reserves, adopted by the CIM Council, as amended. The United States Securities and Exchange Commission ("SEC"), permits mining companies, in their filing with the SEC, to disclose only those mineral deposits that a company can economically and legally extract or produce. The companies reference in this press release may use certain terms, such as "mineral resource", "measured mineral resource",

"indicated mineral resource" and "inferred mineral resource" that the SEC does not recognize (these terms may be used or referred to in this news release and are included in the public filings of such companies, which have been filed with the SEC and the securities commissions or similar authorities in Canada. Accordingly, information contained or referenced in this press release containing descriptions of mineral deposits may not be comparable to similar information made public by U.S. companies subject to the reporting and disclosure requirements under the United States federal securities laws and the rules and regulations thereunder.

The TSX Venture Exchange has in no way passed upon the merits of the proposed Transaction and has neither approved nor disapproved the contents of this press release.

Contact

[Orla Mining Ltd.](#)

Marc Prefontaine, President & Chief Executive Officer

604-681-8030

info@orlaminig.com

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