

# INTERNATIONAL TOWER HILL MINES LTD.

(the “Company”)

## REPORT OF VOTING RESULTS

(Pursuant to section 11.3 of National Instrument 51-102)

The following matters were put to a vote at the Annual General Meeting of the shareholders of the Company held in Vancouver, British Columbia on May 24, 2017 (“Meeting”). Reference is made to the Information Circular/Proxy Statement of the Company dated April 4, 2017 (the “Circular”) for details on these matters. The report on the voting results is as follows:

### 1. Fixing Number of Directors

Upon a unanimous show of hands vote, the following resolution was passed (no poll was requested):

“Resolved that the number of directors of the Company be fixed at eight”.

The proxy count for proxies received with respect to this matter was as follows:

For: 84,925,384 shares (99.19%)  
Against: 692,014 shares ( 0.81%)

\*Shares represented but not voted: 8,378,945 shares

(\*Routine US broker-vote shares voted without beneficial owner instructions and therefore only eligible to vote for the appointment of auditors.)

### 2. Election of Directors

Upon the taking of a vote by ballot, the following eight individuals were elected as the directors of the Company to hold office until the next annual general meeting of the shareholders of the Company or until their successors are elected or appointed:

STEPHEN LANG  
ANTON DRESCHER  
JOHN ELLIS  
MARK HAMILTON  
THOMAS WENG  
MARCELO KIM  
VICTOR FLORES  
THOMAS IRWIN

The results of the ballot on the election of directors was as follows:

<u>Director</u>	<u>Votes For</u>	<u>Votes Withheld</u>
Marcelo Kim - Chair	85,040,156 (99.18%)	702,240 (0.82%)
Stephen Lang – Lead Independent Director	85,123,521 (99.28%)	618,876 (0.72%)
Anton Drescher	76,704,364 (89.46%)	9,038,033 (10.54%)

John Ellis	76,994,869 (89.80%)	8,747,528 (10.20%)
Mark Hamilton	84,974,596 (99.10%)	767,801 (0.90%)
Thomas Weng	85,117,923 (99.27%)	624,473 (0.73%)
Thomas Irwin	85,134,238 (99.29%)	608,158 (0.71%)
Victor Flores	85,022,423 (99.16%)	719,973 (0.84%)

\*Shares represented but not voted: 8,378,946 shares

(\*Routine US broker-vote shares voted without beneficial owner instructions and therefore only eligible to vote for the appointment of auditors.)

As all directors received greater than 50% of the votes cast, no director is required to submit his resignation pursuant to the Company's "Majority Voting in Director Elections" Policy.

### 3. Appointment and Compensation of Auditors

Upon a unanimous show of hands vote, the following resolution was passed (no poll was requested):

"Resolved that PricewaterhouseCoopers LLP, Chartered Accountants, be appointed auditors for the Company for the fiscal year ending December 31, 2017 and that, in accordance with the Articles of the Company, the directors be authorized to fix the auditors' remuneration."

The proxy count for proxies received with respect to this matter was as follows:

For:	93,660,931 shares (99.64%)
Withheld/Abstain:	335,412 shares ( 0.36%)

### 4. Advisory Vote on Compensation of Named Executive Officers ("Say on Pay")

Upon a unanimous show of hands vote, the following resolution was passed (no poll was requested):

"Resolved that the compensation paid to the Company's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion, is hereby approved."

The proxy count for proxies received with respect to this matter was as follows:

For the motion:	84,170,485 shares	(98.31%)
Against the motion:	1,015,271 shares	(1.19%)
Withheld/Abstain:	431,641 shares	(0.50%)
*Shares represented but not voted:	8,378,946 shares	

(\*Routine US broker-vote shares voted without beneficial owner instructions and therefore only eligible to vote for the appointment of auditors.)

### 5. Vote on Issuance of Common Shares to Thomas Irwin

Upon the taking of a vote by ballot, the following resolution was passed:

"Resolved that the issuance of an aggregate of up to 265,454 Common Shares to Thomas Irwin, the Company's former Chief Executive Officer, be and the same is hereby approved."

The results of the ballot on the motion were as follows:

For the motion:	84,188,110 shares	(98.13%)
Against the motion:	1,415,847 shares	(1.65%)
Withheld/Abstain:	188,440 shares	(0.22%)
*Shares represented but not voted:	8,378,946 shares	

(\*Routine US broker-vote shares voted without beneficial owner instructions and therefore only eligible to vote for the appointment of auditors.)

## 6. Vote on the Approval of the Company's 2017 Deferred Share Unit Incentive Plan

Upon the taking of a vote by ballot, the following resolution was passed:

“Resolved that:

1. the Company's 2017 Deferred Share Unit Incentive Plan (“DSU Plan”), in the form attached as Schedule A to the Company's Proxy Statement dated April 4, 2017, be and is hereby ratified, confirmed and approved;
2. the Company be and is hereby authorized to grant deferred share units (“DSU's”) pursuant to the terms and conditions of the DSU Plan equal in number up to an aggregate fixed percentage 10% of the aggregate number of issued and outstanding Common Shares, provided that the maximum number of Common Shares issuable pursuant to outstanding DSUs and all other security based compensation arrangements (which includes the Company's 2006 Incentive Stock Option Plan), may not exceed 10% of the Common Shares outstanding from time to time, and all unallocated DSU's issuable pursuant to the DSU Plan be and are hereby specifically authorized and approved until May 24, 2020;
3. the DSU Plan shall become effective as of May 24, 2017 and shall require re-approval by the shareholders on or before May 24, 2020 in order to remain effective past that date; and
4. the directors of the Company are hereby authorized, to the extent permitted under the DSU Plan, to make such amendments to the DSU Plan as the directors of the Company may, in their sole discretion, determine are necessary, desirable or useful, including, without limiting the generality thereof, authority, from time to time, to make amendments to the DSU Plan without the approval of or further authority from the shareholders of the Company, but only as specifically permitted in the DSU Plan.”

The results of the ballot on the motion were as follows:

For the motion:	74,895,424 shares	(87.35%)
Against the motion:	10,624,989 shares	(12.39%)
Withheld/Abstain:	221,985 shares	(0.26%)
*Shares represented but not voted:	8,378,945 shares	

(\*Routine US broker-vote shares voted without beneficial owner instructions and therefore only eligible to vote for the appointment of auditors.)