

INTERNATIONAL TOWER HILL MINES LTD.
SUITE 2300, 1177 WEST HASTINGS STREET VANCOUVER, BC V6E 2K3
TEL: 604-683-6332
FAX: 604-408-7499

NOTICE OF 2017 ANNUAL GENERAL MEETING OF SHAREHOLDERS

To Be Held May 24, 2017

To the Shareholders of INTERNATIONAL TOWER HILL MINES LTD.:

NOTICE IS HEREBY GIVEN that the 2017 Annual General Meeting (the “Meeting”) of the shareholders of International Tower Hill Mines Ltd. (the “Company”) will be held at the offices of McCarthy Tetrault LLP, Suite 2400 - 745 Thurlow Street, Vancouver, British Columbia, on Wednesday, May 24, 2017, at the hour of 9:00 a.m. (Vancouver time), for the following purposes:

1. To receive the audited consolidated financial statements of the Company for the fiscal year ended December 31, 2016 (with comparative statements relating to the preceding fiscal period) together with the report of the auditor thereon;
2. To fix the number of Directors of the Company at eight (8);
3. To elect the eight (8) persons named in the Company’s Information Circular/Proxy Statement as Directors, to hold office until the next annual shareholders’ meeting or until each such Director’s successor is elected and qualified;
4. To appoint PricewaterhouseCoopers, LLP as auditors/independent registered public accountants of the Company for the fiscal year ending December 31, 2017 and to authorize the Directors to fix the auditors’ remuneration;
5. To conduct an advisory vote on the compensation of the named executive officers;
6. To consider and, if thought appropriate, approve the issuance of common shares to Thomas Irwin (former CEO) as a one-time payment associated with his transition to Senior Advisor;
7. To consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution to approve the Company’s 2017 Deferred Share Unit Incentive Plan and all unallocated deferred share units issuable pursuant to such plan; and
8. To transact any other business that may properly come before the Meeting and any postponements or adjournments thereof.

The Company has fixed the close of business on April 4, 2017 as the record date for the determination of shareholders who are entitled to receive notice of, and to vote at, the Meeting. The transfer books of the Company will not be closed. Only shareholders of record as of the close of business on April 4, 2017 are entitled to receive notice of and to vote at the Meeting and any postponements or adjournments thereof. The accompanying Information Circular/Proxy Statement provides additional information relating to the matters to be dealt with at the Meeting and is incorporated into this notice. It is important that your common shares are represented and voted at the Meeting. For that reason, whether or not you expect to attend in person, please vote your common shares by mail, telephone or through the Internet as detailed in the Information Circular/Proxy Statement, Notice and Access Notice and Proxy/Voting Instruction Form.

BY ORDER OF THE BOARD OF DIRECTORS,

/s/ Marla Ritchie
Marla Ritchie,
Corporate Secretary

Vancouver, British Columbia, Canada
April 4, 2017

**Important Notice Regarding the Availability of Proxy Materials
for the Annual General Meeting of Shareholders to be Held on May 24, 2017:**

The Proxy Statement and 2016 Annual Report to Shareholders are available at the Company’s website: www.ithmines.com