

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 30, 2018 (“Meeting”). Reference is made to the Information Circular/Proxy Statement of the Company dated April 12, 2018 (the “Circular”) for details on these matters. The report on the voting results is as follows:

1. Fixing Number of Directors

By a resolution unanimously passed on a show of hands, the number of directors of the Company was fixed at nine. No poll was requested.

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

For:	127,321,388 shares (99.83%)
Against:	219,551 shares (0.17%)

2. Election of Directors

Upon the taking of a vote by ballot, the following nine 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:

DAMOLA ADAMOLEKUN
ANTON DRESCHER
JOHN J. ELLIS
KARL L. HANNEMAN
STUART A. HARSHAW
THOMAS E. IRWIN
MARCELO KIM
STEPHEN A. LANG
THOMAS S. WENG

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

<u>Director</u>	<u>Votes For</u>	<u>Votes Withheld</u>
Damola Adamolekun	127,034,897 (99.60%)	506,042 (0.40%)
Anton J. Drescher	126,948,082 (99.54%)	592,857 (0.46%)
John J. Ellis	127,123,484 (99.67%)	417,455 (0.33%)
Karl L. Hanneman	127,222,134 (99.75%)	318,805 (0.25%)
Stuart A. Harshaw	127,068,934 (99.63%)	472,005 (0.37%)
Thomas E. Irwin	127,151,334 (99.69%)	389,605 (0.31%)
Marcelo Kim	127,166,214 (99.71%)	374,725 (0.29%)
Stephen A. Lang	127,166,284 (99.71%)	374,655 (0.29%)
Thomas S. Weng	127,173,784 (99.71%)	367,155 (0.29%)

*Shares represented but not voted: 25,976,591 shares

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

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

By a resolution unanimously passed on a show of hands, Davidson & Company LLP, Chartered Accountants, were appointed as the auditors for the Company for the fiscal year ending December 31, 2018 and, in accordance with the Articles of the Company, the directors were authorized to fix the auditors’ remuneration. No poll was requested.

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

For:	152,845,761 shares (99.56%)
Withhold:	671,769 shares (0.44%)

4. Advisory Vote on Compensation of Named Executive Officers (“Say on Pay”)

By a resolution unanimously passed on a show of hands, the following resolution was passed:

“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:	126,774,653 shares	(99.40%)
Against the motion:	686,013 shares	(0.54%)
Abstentions:	80,273 shares	(0.06%)
*Shares represented but not voted:	25,976,591 shares	

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

5. Re-approval of the Company's 2006 Incentive Stock Option Plan

By a resolution unanimously passed on a show of hands, the following resolution was passed:

“Resolved as an ordinary resolution that:

1. the 2006 incentive stock option plan (the “Stock Option Plan”) of the Company be and is hereby approved, ratified and confirmed;
2. the Company be and is hereby authorized to grant stock options pursuant to the terms and conditions of the Stock Option Plan over common shares equal in number up to an aggregate fixed percentage of 10% of the issued capital of the Company at the time of grant of any stock option from time to time, and all unallocated stock options issuable pursuant to the Stock Option Plan be and are hereby specifically authorized and approved until May 30, 2021; and
3. the directors of the Company are hereby authorized, to the extent permitted under the Stock Option Plan, to make such amendments to the Stock Option 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 Stock Option Plan without the approval of or further authority from the shareholders of the Company, but only as specifically permitted in the Stock Option Plan.”

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

For the motion:	99,393,364 shares	(77.93%)
Against the motion:	28,092,232 shares	(22.03%)
Abstentions:	55,343 shares	(0.04%)
*Shares represented but not voted:	25,976,591 shares	

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