

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. Name and Address of Company

INTERNATIONAL TOWER HILL MINES LTD. (the “**Issuer**”)
Suite 2300 – 1177 West Hastings Street
Vancouver, B.C. V6E 4K3

2. Date of Material Change

March 22, 2018

3. News Release

A press release in respect of the material change disclosed in this report was issued by the Issuer on March 22, 2018 through the facilities of Cision/CNW and filed on the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) at www.sedar.com.

4. Summary of Material Change

Effective on March 22, 2018, the Company appointed Damola Adamolekun as a member of the Issuer’s board of directors (the “**Board**”), filling the vacancy created by the resignation of Victor Flores.

5. Full Description of Material Change

On March 16, 2018, Mr. Flores notified the Board of his decision to resign as a member of the Board, effective on March 21, 2018. Mr. Flores was nominated for election as a member of the Board by Paulson & Co. Inc. (“Paulson”) pursuant to that certain Investor Rights Agreement dated December 28, 2016 (the “Agreement”) between the Issuer and Paulson, and served in that capacity since his election at the Issuer’s 2017 annual general meeting. Mr. Flores’ resignation was not the result of any disagreement with the Issuer on any matter relating to the Issuer’s operations, policies or practices.

Effective on March 22, 2018, the Company appointed Mr. Adamolekun as a member of the Board, filling the vacancy created by the resignation of Mr. Flores. Paulson designated Mr. Adamolekun pursuant to its rights under the Agreement..

6. Reliance on Subsection 7.1(2) of National Instrument 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

The following executive officer of the Issuer is knowledgeable about the material change disclosed in this report.

Karl Hanneman, Chief Executive Officer
Business Telephone No.: (907) 328-2801

9. Date of Report

April 3, 2018