

FORM 51-102F3

MATERIAL CHANGE REPORT

- Item 1. Name and Address of Issuer**
INTERNATIONAL TOWER HILL MINES LTD. (the “Issuer”)
Suite 2300 – 1177 West Hastings Street
Vancouver, B.C. V6E 4K3
- Item 2. Date of Material Change**
March 13, 2018
- Item 3. News Release**
The date of the press release issued pursuant to section 7.1 of National Instrument 51-102 with respect to the material change disclosed in this report is March 14, 2018. The press release was issued in Vancouver, British Columbia through the facilities of the Toronto Stock Exchange via Cision/CNW.
- Item 4. Summary of Material Change**
On March 13, 2018, the Issuer completed a non-brokered private placement of 24,000,000 common shares of the Issuer at a price of US \$0.50 per share, for aggregate gross proceeds of US\$12.0 million.
- Item 5. Full Description of Material Change**
On March 13, 2018, the Issuer entered into subscription agreements relating to a non-brokered private placement (the “Private Placement”) of 24,000,000 common shares of the Company at a price of US \$0.50 per share, for aggregate gross proceeds of US\$12.0 million. The offering was taken up by one of the Issuer’s current institutional shareholders and an institutional shareholder that is new to the Issuer. The Company closed the Private Placement on March 13, 2018. The Company intends to use the net proceeds of the Private Placement for the continuation of optimization studies in efforts to further improve and de-risk the Livengood Gold Project in Alaska, required environmental baseline studies, and for general working capital purposes.
- Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**
Not applicable
- Item 7. Omitted Information**
No information has been omitted on the basis that it is confidential.
- Item 8. Senior Officer**
The following senior 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
- Item 9. Date of Report**
March 22, 2018