

# 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 Fairbanks, Alaska, U.S.A. on May 27, 2020 (“Meeting”). Reference is made to the Information Circular/Proxy Statement of the Company dated April 7, 2020 (the “Circular”) for details on these matters. The report on the voting results is as follows:

### 1. Election of Directors

The following seven 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  
KARL L. HANNEMAN  
STUART A. HARSHAW  
MARCELO KIM  
STEPHEN A. LANG  
THOMAS S. WENG

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

<u>Director</u>	<u>Votes For</u>	<u>Votes Withheld</u>
Damola Adamolekun	128,483,728 (98.79%)	1,577,598 (1.21%)
Anton J. Drescher	121,514,014 (93.43%)	8,547,312 (6.57%)
Karl L. Hanneman	129,514,672 (99.58%)	546,654 (0.42%)
Stuart A. Harshaw	129,487,369 (99.56%)	573,957 (0.44%)
Marcelo Kim	128,674,401 (98.93%)	1,386,925 (1.07%)
Stephen A. Lang	127,951,582 (98.38%)	2,109,744 (1.62%)
Thomas S. Weng	129,386,960 (99.48%)	674,366 (0.52%)

\*Shares represented but not voted: 21,648,071 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. No poll was requested.

### 2. Appointment and Compensation of Auditors

Davidson & Company LLP, Chartered Accountants, were appointed as the auditors for the Company for the fiscal year ending December 31, 2020 and, in accordance with the

Articles of the Company, the directors were authorized to fix the auditors' remuneration. No poll was requested.

The result of the vote with respect to this matter was as follows:

For:	150,843,858 shares (99.50%)
Withhold:	765,539 shares (0.50%)

### **3. Advisory Vote on Compensation of Named Executive Officers (“Say on Pay”)**

1. 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 result of vote with respect to this matter was as follows:

For the motion:	122,371,213 shares (94.09%)
Against the motion:	7,690,113 shares (5.91%)
*Shares represented but not voted:	21,648,071 shares

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

### **4. Re-Approval of 2017 Deferred Share Unit Incentive Plan**

The following resolution was passed:

“Resolved, as an ordinary resolutions, that:

1. the Company’s 2017 Deferred Share Unit Plan (the “DSU Plan”) be and is hereby re-approved;
2. the Company be and is hereby authorized to grant deferred share units (“DSUs”) pursuant to the terms and conditions of the DSU Plan entitling the holders of DSUs to receive Common Shares equal in number up to an aggregate fixed percentage of 10% of the issued and outstanding common shares (“Common Shares”) of the Company, provided that the maximum number of Common Shares issuable pursuant to outstanding DSUs and all other equity-based compensation arrangements (including the Company’s 2006 Incentive Stock Option Plan) may not exceed 10% of the number of Common Shares issued and outstanding from time to time, and all unallocated DSU and entitlements issuable pursuant to the DSU Plan be and are hereby specifically authorized and approved until May 27, 2023; and
3. 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 result of the vote with respect to this matter was as follows:

For:	98,105,632 shares (75.43%)
Against:	31,955,694 shares (24.57%)
*Shares represented but not voted:	21,648,071 shares

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