

INTERNATIONAL TOWER HILL MINES LTD.
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NOTICE OF 2020 ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

To Be Held May 27, 2020

To the Shareholders of INTERNATIONAL TOWER HILL MINES LTD.:

NOTICE IS HEREBY GIVEN that the 2020 Annual General and Special Meeting (the “Meeting”) of the shareholders of International Tower Hill Mines Ltd. (the “Company”) will be held at the Company’s Fairbanks office, located at 506 Gaffney Road, Suite 200, Fairbanks, Alaska 99701, on Wednesday, May 27, 2020, at 8:45 a.m. (Alaska Daylight Time), for the following purposes:

1. To receive the audited consolidated financial statements of the Company for the fiscal year ended December 31, 2019 (with comparative statements relating to the preceding fiscal period) together with the report of the auditor thereon;
2. To elect each of the seven persons named in the Company’s Information Circular/Proxy Statement as directors of the Company, to hold office until the Company’s next annual general meeting of shareholders or until such director’s successor is elected and qualified;
3. To appoint Davidson & Company LLP as auditors/independent registered public accountants of the Company for the fiscal year ending December 31, 2020 and to authorize the Company’s board of directors to fix the auditors’ remuneration;
4. To conduct an advisory vote on the compensation of the named executive officers;
5. To re-approve the Company’s 2017 Deferred Share Unit Incentive Plan and approve any unallocated deferred share units or entitlements issuable pursuant to such plan; and
6. 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 7, 2020 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 7, 2020 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.

Due to recently announced restrictions and recommendations regarding public meetings and social distancing measures as a result of COVID-19, shareholders are strongly encouraged to vote their Common Shares in advance of the Meeting rather than attending in person. Social distancing measures will be strictly enforced at the Meeting and travel restrictions may make it difficult for shareholders to travel to and from the Meeting.

Instructions for voting your Common Shares in advance of the Meeting by mail, telephone or through the Internet are detailed in the accompanying Information Circular/Proxy Statement. Shareholders who wish to observe proceedings at the Meeting will be able to join the Meeting by conference call at 800-315-6338 or +1-913-904-9376, access code 82800. The only matters addressed at the Meeting will be the formal business of the Meeting described in this Notice. There will not be a follow-up corporate presentation or question period provided by management or the Chair of the Board.

BY ORDER OF THE BOARD OF DIRECTORS,

/s/ Debbie Evans
Debbie Evans,
Corporate Secretary

Vancouver, British Columbia, Canada
April 7, 2020

**Important Notice Regarding the Availability of Proxy Materials
for the Annual General and Special Meeting of Shareholders to be Held on May 27, 2020:**

The Proxy Statement and 2019 Annual Report to Shareholders are available at the Company’s website: www.ithmines.com