

# 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 23, 2023 (“Meeting”). Reference is made to the Information Circular/Proxy Statement of the Company dated April 13, 2023 (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 six. No poll was requested.

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

For:	124,452,651 shares (99.56%)
Against:	548,339 shares (0.44%)

### 2. Election of Directors

The following six 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:

Anton Drescher  
Karl Hanneman  
Stuart Harshaw  
Marcelo Kim  
Christopher Papagianis  
Thomas 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>
Anton Drescher	108,705,702 (91.21%)	10,479,565 (8.79%)
Karl Hanneman	118,643,698 (99.55%)	541,569 (0.45%)
Stuart Harshaw	109,623,895 (91.98%)	9,561,372 (8.02%)
Marcelo Kim	108,658,993 (91.17%)	10,526,274 (8.83%)
Christopher Papagianis	117,128,771 (98.27%)	2,056,496 (1.73%)
Thomas Weng	118,050,005 (99.05%)	1,135,262 (0.95%)

\*Shares represented but not voted: 5,815,723 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.

### **3. 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, 2023 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:	124,638,793 shares (99.71%)
Withhold:	362,197 shares (0.29%)

### **4. 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:	117,504,343 shares (98.59%)
Against the motion:	1,680,924 shares (1.41%)
*Shares represented but not voted:	5,815,723 shares

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