



INTERNATIONAL
**TOWER
- HILL -**
MINES LTD

Suite 2710
200 Granville Street
Vancouver, BC
Canada V6C 1S4

TEL 604.683.6332
FAX 604.408.7499
www.ithmines.com
TSX: ITH | NYSE-A: THM

2021 ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE-AND-ACCESS NOTIFICATION TO SHAREHOLDERS

You are receiving this notification because International Tower Hill Mines Ltd. (the “Company”) has decided to use the notice and access model for delivery of meeting materials for its 2021 Annual General and Special Meeting (“Meeting”) to its registered and beneficial shareholders. This Notice and Access Notification regarding the Meeting is prepared under the notice-and-access rules that came into effect on February 11, 2013 under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*” and equivalent U.S. rules. Under notice and access, shareholders still receive a proxy or voting instruction form enabling them to vote at the Meeting. However, instead of a paper copy of the Notice of Meeting and Proxy Statement/Information Circular (“Proxy Statement”), shareholders receive this notice with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally responsible as it will help reduce paper use and also will reduce the cost of printing and mailing materials to shareholders.

MEETING DATE AND LOCATION

Date & Time: Tuesday, May 25, 2021 at 9:00 a.m. Alaska Daylight Time

Place: International Tower Hill Mines Ltd.
506 Gaffney Road, Suite 200
Fairbanks, Alaska
USA

Due to the fact that travel restrictions may preclude you from travelling to the meeting and restrictions on social gathering place constraints on in-person meetings, you are strongly encouraged and advised to submit your proxy by the proxy deadline (9:00 a.m. Alaska Daylight Time / 1:00 p.m. Eastern Daylight Time) on Thursday, May 20, 2021 rather than attending the meeting. As a result of travel and gathering restrictions, a dedicated phone line (800-315-6338 or +1-913-904-9376, access code 68561) will be available for shareholders to listen to the meeting.

Only shareholders who own common shares of the Company at the close of business on the record date of April 6, 2021 may vote at the Meeting or any adjournment or postponement of the Meeting.

AT THE MEETING, SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS:

- 1. Election of Directors:** Shareholders will be asked to elect seven (7) directors for the ensuing year. Information can be found in the “Proposal One - Election of Directors” section of the Proxy Statement.
- 2. Appointment of Auditors:** Shareholders will be asked to appoint Davidson & Company LLP as the Company’s independent auditors for the fiscal year ending December 31, 2021, and to authorize the Company’s directors to fix their remuneration. Information can be found in the “Proposal Two - Appointment of Auditors” section of the Proxy Statement.
- 3. Approval of Amendment to the Company’s Notice of Articles and Articles:** Shareholders will be asked to approve an alteration of the Company’s Notice of Articles and the amendment and restatement of the Company’s Articles. Shareholders may vote separately on the alteration to the Company’s Notice of Articles and the amendment and restatement of the Company’s Articles. Information can be found in the “Proposal Three – Approval of Amendment to the Company’s Notice of Articles and Articles” section of the Proxy Statement.

4. **Advisory Vote on Compensation of NEOs:** Shareholders will be asked to approve an advisory, non-binding resolution on the compensation of the Company's named executive officers as described in the Proxy Statement. Information can be found in the "Compensation Discussion and Analysis" and "Proposal Four - Advisory Vote on Compensation of the Named Executive Officers" section of the Proxy Statement.
5. **Advisory Vote on Re-Approval of 2017 Deferred Share Unit Incentive Plan:** Shareholders will be asked to re-approve the Company's 2017 Deferred Share Unit Incentive Plan, and approve any unallocated options thereunder. Information can be found in the "Proposal Five – Re-Approval of 2017 Deferred Share Unit Incentive Plan" section of the Proxy Statement.
6. **Advisory Vote on Re-Approval of 2006 Incentive Stock Option Plan:** Shareholders will be asked to re-approve the Company's 2006 Incentive Stock Option Plan, and approve any unallocated options thereunder. Information can be found in the "Proposal Six – Re-Approval of 2006 Incentive Stock Option Plan" section of the Proxy Statement.
7. **Other Business:** Shareholders may be asked to consider other items of business that may be properly brought before the Meeting. Information respecting the use of discretionary authority to vote on any such other business can be found in the "Proxy Instructions" section of the Proxy Statement.

**SHAREHOLDERS ARE REMINDED TO VIEW THE MATERIALS FOR THE MEETING
PRIOR TO VOTING**

WEBSITE WHERE MEETING MATERIALS ARE POSTED:

<http://www.ithmines.com/investors/agm-materials/>

Materials for the Meeting may also be viewed online at www.sedar.com under the Company's profile.

HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS:

Shareholders may request that paper copies of the materials for the Meeting be sent to them by postal delivery at no cost to them by either calling the Company at 1-855-428-2825 (toll free) or by sending a written request to our offices at the address below:

Suite 200 – 506 Gaffney Road
Fairbanks, Alaska
USA 99701
Attention: Corporate Secretary

Shareholders may also access the materials for the Meeting through the internet by going to the Company's website at: <http://www.ithmines.com/investors/agm-materials/> or by sending an email to RSolie@ithmines.com or DEvans@ithmines.com and requesting a copy be sent to them by e-mail.

Requests may be made up to one (1) year from the date the Proxy Statement was filed on SEDAR, but requests should be received at least five (5) business days in advance of May 20, 2021, being the proxy cut-off date for voting at the Meeting, in order to receive the materials for the Meeting in advance of the proxy cut-off date for the Meeting.

VOTING:

Registered shareholders are asked to return their proxies using one of the following methods at least one (1) business day in advance of May 20, 2021, being the proxy cut-off date for the Meeting:

INTERNET: www.investorvote.com

TELEPHONE: 1-866-732-VOTE (8683) Toll Free

MAIL: Computershare Investor Services Inc., Proxy Dept.
100 University Avenue, 8th Floor, Toronto, Ontario, CANADA

Non-registered holders are asked to use the Voting Instruction Form provided by Computershare or Broadridge, as applicable, and RETURN IT TO COMPUTERSHARE OR BROADRIDGE, as applicable (not to the Company), or vote through the Internet or by telephone as indicated on the Voting Instruction Form, in each case as soon as practicable to ensure that it is transmitted on time. It must be received by Computershare or Broadridge, as applicable, with sufficient time for them to file a proxy by the proxy deadline of May 20, 2021.

Shareholders with questions about notice-and-access can email the Company at DEvans@ithmines.com.