

Security Class

Holder Account Number

Fold

Form of Proxy - Annual General and Special Meeting to be held on May 25, 2021

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the Management Nominees whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If a date is not inserted in the space provided on the reverse of this proxy, it will be deemed to bear the date on which it was mailed to the holder by Management.
5. The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, and the proxy appoints the Management Nominees listed on the reverse, this proxy will be voted as recommended by Management.
6. The securities represented by this proxy will be voted in favour, or withheld from voting, or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for. If you have specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting and Management Information Circular or other matters that may properly come before the meeting or any adjournment or postponement thereof, unless prohibited by law.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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Proxies submitted must be received by 9:00 am, Alaska Daylight Time / 1:00 pm, Eastern Daylight Time on Thursday, May 20, 2021.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

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



To Vote Using the Internet

- Go to the following web site: www.investorvote.com
- **Smartphone?**
Scan the QR code to vote now.



If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual. **Voting by mail or by Internet** are the only methods by which a holder may appoint a person as proxyholder other than the Management Nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER



Appointment of Proxyholder

I/We being holder(s) of securities of International Tower Hill Mines Ltd. (the "Company") hereby appoint: Karl Hanneman, the Chief Executive Officer (the "Management Nominee")

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominee listed herein.

Due to 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 68561. 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.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and on all other matters that may properly come before the Annual General and Special Meeting of shareholders of the Company to be held at the Company's Fairbanks office at 506 Gaffney Road, Suite 200, Fairbanks, Alaska 99701, on Tuesday, May 25, 2021 at 09:00 am, (Alaska Daylight Time) and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.

1. Election of Directors

	For	Withhold		For	Withhold		For	Withhold
01. Anton Drescher	<input type="checkbox"/>	<input type="checkbox"/>	02. Karl Hanneman	<input type="checkbox"/>	<input type="checkbox"/>	03. Stuart Harshaw	<input type="checkbox"/>	<input type="checkbox"/>
04. Marcelo Kim	<input type="checkbox"/>	<input type="checkbox"/>	05. Stephen Lang	<input type="checkbox"/>	<input type="checkbox"/>	06. Christopher Papagianis	<input type="checkbox"/>	<input type="checkbox"/>
07. Thomas Weng	<input type="checkbox"/>	<input type="checkbox"/>						

For Withhold

2. Appointment of Auditors

Appointment of Davidson & Company LLP as Auditors of the Company for the fiscal year ending December 31, 2021 and authorizing the Directors to fix their remuneration.

For Against Abstain

3. Approval of Amendment to the Company's Notice of Articles and Articles

A. To approve an alteration to the Company's Notice of Articles to remove the restriction on the number of Common Shares authorized for issuance.

B. To approve the amendment and restatement of the Company's Articles in order to permit the Company to take certain actions with Board approval only.

For Against

4. Advisory Vote on Compensation of NEOs

To approve the compensation paid to the Company's NEOs on an advisory non-binding basis.

For Against

5. Re-Approval of 2017 Deferred Share Unit Incentive Plan

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.

For Against

6. Re-Approval of 2006 Incentive Stock Option Plan

To re-approve the Company's 2006 Incentive Stock Option Plan and approve any unallocated options thereunder.

Signature of Proxyholder

Signature(s)

Date

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, and the proxy appoints the Management Nominees, this Proxy will be voted as recommended by Management.

MM / DD / YY

