

# **INTERNATIONAL TOWER HILL MINES LTD.**

## **DISCLOSURE CONTROLS AND PROCEDURES POLICY**

(Adopted by the Board of Directors on May 7, 2019)

### **PURPOSE OF THE POLICY**

The purpose of this Policy is to ensure that information required to be publicly disclosed is recorded, processed, summarized and reported within the required time periods. This Policy is intended to ensure that

- (i) Information is accumulated and communicated to management of International Tower Hill Mines Ltd. (“ITH” or the “Company”) to allow timely decisions regarding required public disclosure;
- (ii) ITH’s filed reports are accurate in all material respects and include all material information required to make the statements therein, in the light of the circumstances under which they are made are not misleading;
- (iii) Ensure that information required to be disclosed by the issuer in the reports that it files or submits under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission’s (the “SEC”) rules and forms as well as the instruments, policies and forms of the securities commissions in Canada for the provinces in which ITH is a reporting issuer (the “Commissions”);
- (iv) Maintain compliance with the continuous disclosure obligations imposed by applicable United States and Canadian securities laws and regulations and the rules and regulations of the Toronto Stock Exchange (“TSX”) and the NYSE American;
- (v) Ensure that all communications to the investing public about the business and affairs of ITH are informative, timely, factual and accurate; and consistent and broadly disseminated in accordance with all applicable legal and regulatory requirements;
- (vi) Confirm in writing the Company’s disclosure policies and guidelines to ensure compliance with such laws, rules and regulations as well as to ensure that timely and accurate information is provided equally to all shareholders and market participants; and
- (vii) Establish a disclosure committee to help achieve the above objectives.

Proper application of the disclosure controls and procedures will also capture information that is relevant to assessment of developments and risks that pertain to the Company's business, as well as other material information about the Company.

### **APPLICATION OF THE POLICY**

This Policy applies to all directors, officers, employees, consultants and contractors of ITH who have access to confidential corporate information as well as those persons authorized to speak on behalf of the Company (collectively “Subject Persons”).

This Policy covers all periodic and event driven (anticipated or otherwise) public disclosure, including disclosure made in documents filed with stock exchanges, the SEC and other securities regulators, including all financial and non-financial disclosure, management's discussion and analysis and written statements made in the Company's annual, quarterly and current reports, press releases, letters to shareholders, presentations by senior management and information contained on ITH's website(s) and other electronic communications. It extends to all oral statements made in meetings and telephone conversations with analysts and investors, interviews with the media as well as presentations, speeches, press conferences, conference calls and webcasts.

To ensure that all Subject Persons are aware of the Policy, a copy of the Policy will be distributed to all Subject Persons, or alternatively they will be advised that the Policy is available on the Company's website for their review. All Subject Persons will be informed whenever significant changes are made to this Policy.

## **OVERSIGHT OF THE POLICY**

### **Disclosure Committees**

ITH has established a disclosure committee (the “**Disclosure Committee**” – see Appendix A) which is responsible for (i) collecting information about ITH and determining whether such information is material information, (ii) the timely disclosure of material information in accordance with applicable securities laws and regulations and stock exchange rules and regulations, (iii) reviewing, and ensuring the accuracy and completeness of, the disclosures contained in ITH's SEC and Canadian reports, (iv) monitoring compliance with this Policy, and (v) overseeing the Company's disclosure controls and procedures. Members of the Disclosure Committee will be the Chief Executive Officer (“CEO”), the Chief Financial Officer (“CFO”), the Company's Canadian Counsel, the Corporate Controller, the Company Investor & Community Relations Manager and outside US and Canadian legal counsel as required. The Disclosure Committee will make the determination whether any particular material information should be disclosed and the timing of such disclosure.

The ITH Disclosure Committee is also responsible for preparing and reviewing all news releases disseminated by the Company. Various appropriate members of ITH management including senior project staff will be included when appropriate.

All Subject Persons, directly or through their immediate supervisor, must keep the Disclosure Committee sufficiently apprised of potentially material developments on a timely basis so they can discuss and evaluate any events that might give rise to a disclosure obligation. For clarity, it is the responsibility of each Subject Person to inform senior management without delay of events or developments that might have a material effect on the Company.

If any member of the Disclosure Committee receives a report of non-public, possibly or potentially material information and concludes that the Company may have an obligation to promptly disclose that information to securities regulators, stock exchanges, shareholders or the public, that person shall promptly, and in any event within two business days, advise the members of the Disclosure Committee. The Disclosure Committee shall promptly convene (or communicate electronically) to consider the significance and need for disclosure of that information and, in consultation with outside legal counsel if necessary, shall take such steps as its members deem appropriate under the circumstances .

The Disclosure Committee will meet (or communicate by telephone or electronically) at least once each fiscal quarter and will meet on the request of any member in the event of the occurrence of an event or situation involving or affecting the Company which may warrant public disclosure.

## **Disclosure Committee Review of SEC and Canadian Reports**

The Disclosure Committee will review ITH's SEC and Canadian reports and earnings releases, and meet in person, to the extent practicable; to discuss any comments it may have on the disclosure. When appropriate, a representative of ITH's independent auditors will be invited to attend this meeting. In addition to a general review of the draft, the Disclosure Committee will consider the following matters:

- whether the draft includes all material facts about ITH's business required to be disclosed by applicable securities laws and regulations or good disclosure practice;
- whether the draft contains any material incomplete or inaccurate information;
- the critical accounting policies relevant to the report;
- the significant accounting judgments made in preparing the report, including issues relating to capitalization of expenses, adequacy of reserves, application of revenue-recognition policies, off-balance sheet transactions, impairment of assets, and any similar matters that might affect the financial statements;
- whether the description of risk factors is accurate and complete and should be updated in any annual or quarterly report;
- whether the "Management's Discussion and Analysis" section of the draft is accurate and complete, including whether it adequately describes any known trends and uncertainties;
- the items mentioned in the management representation letter delivered to ITH's independent auditors in connection with an annual audit;
- all other correspondence between ITH and its independent auditors during the periods covered by the reports; and
- any reports issued by ITH's independent auditors with respect to the report under review.

***Review status of outstanding SEC comments.*** ITH will seek to resolve outstanding SEC or other securities regulator's comments relating to accounting and disclosure matters promptly and, where practicable, in advance of any subsequently due report. Where any such comments are not resolved, consideration will be given as to whether it is appropriate to indicate in the report possible changes or alternative outcomes that may result from resolution of such comments. Any material issues raised in past or pending comment letters regarding ITH's accounting or financial reporting shall be raised for consideration by the Disclosure Committee.

***Delegation and reasonable reliance.*** The members of the Disclosure Committee have differing areas of expertise and no member of the Disclosure Committee is expected to be an expert on matters which are beyond his or her area of expertise. The Disclosure Committee may delegate selected duties to one or more subcommittees, employees or outside advisors as necessary. In performing their duties and responsibilities, the members of the Disclosure Committee shall be entitled to rely in good faith on information, opinions, reports or statements prepared or presented by: (a) one or more officers or employees of ITH whom the committee member reasonably believes to be reliable and competent in the matters presented and (b) counsel, independent auditors, or other persons as to matters which the Disclosure Committee member reasonably believes to be within the professional or expert competence of such person.

## **GENERAL GUIDELINES**

### **Principals of Disclosure of Material Information**

In complying with the continuous disclosure obligations imposed by securities laws and regulations and the rules and regulations of the TSX and NYSE American, ITH will observe the following principles in disseminating material information:

- subject to the determination of confidentiality as described below, material information will be publicly disclosed promptly by way of news release, the dissemination of which will include all applicable regulators;
- material changes in the business and affairs of ITH will be described in a material change report and/or Form 8-K, which will be filed with the applicable securities regulators as soon as practical and in any event no later than four (4) business days after the material change occurs, or such shorter time period as may be required by applicable securities laws and regulations.
- there is no distinction between favorable and unfavorable material information for disclosure purposes, and both types of information must be promptly and fully disclosed in accordance with this Policy;
- disclosure must be complete and include any information which by omission would make the rest of the disclosure misleading; and
- there must not be selective disclosure, whether to an analyst, an investor or others.

### **Material Information**

Material information is any information or a change in existing information, relating to the business, operations, capital and affairs of ITH that:

- (i) results in or could reasonably be expected to result in a change in the market price or value of any of ITH's securities; or
- (ii) there is a substantial likelihood that a reasonable shareholder would consider it important in making an investment decision to hold, buy or sell ITH's securities; or view it as significantly altering the 'total mix' of information made available about ITH.

When determining whether or not information or a change therein, is material, the following principles must be taken into account:

- the nature of the information or the change therein and how prevailing market conditions will have an impact on the information;
- the determination of whether or not information, or a change therein, is material often involves the exercise of sound business judgments based upon experience; and
- both positive and negative information, or changes therein, can be material. Because disclosure (or non-disclosure) will be evaluated after the fact with the benefit of hindsight, questions concerning the materiality of particular information, or changes therein, should be resolved by treating such information as being material.

Material information or changes therein, may include, but is not limited to:

- any significant development in connection with any factor listed under the headings “Risk Factors” in ITH’s Form 10-K or Annual Information Form or “Forward Looking Statements” in the Company’s Forms 10-Q;
- changes in ownership of outstanding securities of ITH that may affect control of ITH;
- significant changes to major assets and operations;
- significant exploration results;
- financial performance and significant changes in financial performance;
- significant increase or decrease in operating or exploration expenses;
- significant acquisitions and dispositions;
- significant changes in senior management, including the appointment, resignation or termination of any executive officer of ITH;
- the resignation of a director of ITH (or a director declining to stand for re-election);
- significant changes in corporate structure;
- developing trends with respect to the items listed herein;
- significant litigation;
- changes in capital structure and public or private sale of securities;
- borrowing of a significant amount of funds or the incurrence of significant liabilities, whether direct or contingent;
- ITH’s bankruptcy or receivership;
- a change in ITH’s outside auditors;
- a change in ITH’s fiscal year;
- entry into, or amendment or termination of, or a default under, a significant agreement;
- movement of ITH’s securities from one exchange or quotation system to another, delisting of ITH’s securities from an exchange or quotation system, or a notice that ITH does not comply with a listing standard;
- conclusion or notice that security holders no longer should rely on ITH’s previously issued financial statements or a related audit report;
- any amendment to ITH’s articles or by-laws;
- any amendment to, or waiver of a provisions of, ITH’s code of business conduct and ethics;
- the preliminary results of a shareholder vote taken at a shareholder meeting;
- any significant modifications to rights of holders of ITH’s securities;
- takeover bids, issuer bids or change of control of ITH;
- development of new products and developments affecting the Company’s resources, technology, products or market; and
- any other event outside the ordinary course of business that is significant to ITH’s results of

operations, financial condition or prospects or you believe would be of importance to ITH's shareholders.

### **Confidentiality of Information**

Every effort must be made to limit access to confidential information to only those persons who need to know the information, and such persons must be advised that the information is to be kept confidential. Unless specifically designated, Subject Persons are prohibited from speaking publicly on behalf of ITH or responding to investor, media or analyst requests for information or comment. In addition to the legal requirements, Subject Persons are expected to not discuss business in places where the discussion may be overheard by persons not authorized to have the information. Confidential documents should not be read or displayed in public places or discarded where they can be retrieved. Documents and files containing confidential information should be kept in a safe place with restricted access.

Outside parties who receive or are privy to undisclosed confidential information in the course of conducting business with ITH must confirm their commitment to non-disclosure in a written confidentiality agreement.

### **Selective Disclosure**

Other than public disclosure made in accordance with this Policy, all Subject Persons are legally bound not to disclose confidential information to anyone outside of the Company who is not subject to a confidentiality agreement. Disclosure of such information that has not been publicly disclosed to any person or select group, including investment analysts, institutional investors, other market professionals and the media, is considered selective disclosure. Selective disclosure is illegal and is prohibited.

### **Unintentional Selective Disclosure**

Disclosure of material information that has not previously been publicly disclosed by a person who either did not know its confidential nature or was reckless in not knowing, prior to making the disclosure, is unintentional selective disclosure. If unintentional selective disclosure has been made, then the Disclosure Committee must be immediately notified. The Disclosure Committee must immediately take all appropriate steps including:

- notify the TSX and NYSE American immediately of the unintentional selective disclosure and determine whether a trading halt should be instituted pending issuance of a press release;
- publicly disclose the material information by way of press release as soon as practicable; and
- notify the person to whom the unintentional selective disclosure was made that such information has not been publicly disclosed and must remain confidential and that he or she may not trade in securities of ITH until the information is generally disclosed.

### **COMMUNICATION WITH REGULATORS**

If requested by a stock exchange or other securities regulatory authority to make a public statement, the Disclosure Committee will consider whether to make a statement and determine the content of the disclosure, if any. In making its decision, the Disclosure Committee may consider the advice of the securities regulatory authority or other external advisors and legal counsel, as it deems appropriate.

The Corporate Secretary or Canadian Counsel is responsible for contacting the stock exchanges in advance of a news release of material information to advise as to the intended disclosure and consider if a trading halt is necessary.

## **ELECTRONIC COMMUNICATIONS**

This Policy also applies to electronic communications. Accordingly, officers and employees responsible for written and oral public disclosures are also responsible for electronic communications.

Investor relations is responsible for monitoring the Company's website to ensure that all information on the website is accurate, complete, up-to-date and in compliance with all relevant securities laws and regulations, including the Electronic Communications Disclosure Guidelines established by the TSX (the "TSX Guidelines") for the design of a website and dissemination of information electronically, and this Policy.

Disclosure on the Company's website alone does not constitute adequate disclosure of information that is considered material non-public information. Any disclosure of material information on the Company website must be preceded by the issuance of a news release that has been prepared and reviewed by the Disclosure Committee.

If ITH is considering a distribution of its securities, the content of the website must be reviewed before and during the offering to ensure compliance with applicable securities laws and regulations.

All investor relations material will be contained within a separate section of the website and will include a notice that advises the reader that the information posted was accurate at the time of posting, but may be superseded by subsequent disclosures. Any material changes to the information posted on the website must be updated immediately.

The following information will be included in the Investors Relations section of the website for the applicable retention periods noted below:

- a) all public information that has been disclosed, including either
  - (i) complete copies of or
  - (ii) a link to all documents that have been filed with securities regulatory authorities and on SEDAR and EDGAR; and
- b) all information that is given to analysts, institutional investors and other market professionals, such as fact sheets, slides of investor presentations and material distributed at analyst and industry conferences.

Because links from the Company's website to a third party website may constitute the adoption by the Company of material in the linked website, the Company's website will not contain links to any third party websites.

Investor Relations will be responsible for:

- posting on the website, forthwith after public dissemination has taken place, all public information that has been disclosed;
- carrying out regular reviews of the website to ensure that the information is accurate, complete, up to date and in compliance with the TSX Guidelines and any other applicable disclosure requirements, and to regularly update and correct any outdated or inaccurate information;
- ensure that all outdated or inaccurate information is removed on a timely basis and

- electronically archived;
- ensuring that the following retention periods are applied to the following categories of information on the website:
    - three years for annual financial statements;
    - two years for quarterly financial statements;
    - one year for annual information forms, annual reports on Form 10-K and quarterly reports on Form 10-Q;
    - one year for Annual General Meeting and Proxy materials;
    - the latest National Instrument 43-101 technical reports;
    - the latest investor presentations; and
    - one month for webcasts and investor relations conferences.
  - responding to all electronic enquiries and in so doing ensuring that only information that could otherwise be disclosed in accordance with this Policy is used in such responses.

### **Internet Chat Rooms, Electronic Bulletin Boards, Tweeting and Other Internet Posts**

In order to ensure that no material information is inadvertently disclosed, no Subject Person will participate in or make any post over the internet or on any social media medium (including internet forums, weblogs, social blogs, social networks, podcasts, microblogs, internet chat room, newsgroup discussion or electronic bulletin board) on matters relating to the business, operations, affairs or securities of ITH, unless approved in advance by the Disclosure Committee. All Subject Persons must report to both the Chief Financial Officer and the Corporate Controller any discussion pertaining to the business, affairs or securities of ITH discovered on the Internet.

### **FORWARD-LOOKING INFORMATION**

If ITH decides to disclose forward-looking information in any disclosure document, presentation or other public communication, it will follow these guidelines:

- forward-looking information will only be released in circumstances determined by the Disclosure Committee;
- to the extent any forward-looking information is provided in required disclosure documents under applicable securities laws and regulations, it will be clearly marked as forward-looking and all material assumptions used in the preparation of the forward-looking information will be described in reasonable detail;
- all forward-looking information will be disclosed, updated and withdrawn in compliance with all applicable securities laws and regulations;
- written and oral statements will be accompanied by appropriate contingency and cautionary language or notices, which will identify or refer to the risks and uncertainties that may cause the actual results to differ materially from those projected in the statements;
- all forward-looking information will be accompanied by a statement that disclaims the Company's intention or obligation to update or revise the forward-looking information, whether as a result of new information, future events or otherwise. Notwithstanding this disclaimer,



should subsequent events prove past material statements to no longer be accurate, ITH may in its discretion choose, and will if required by applicable securities laws, update or revise the forward-looking information;

- at the beginning of any conference call or presentation, an ITH spokesperson will make a statement that forward-looking information may be discussed. This will include appropriate cautionary language or references to cautionary statements contained in publicly available documents containing the assumptions, sensitivities and a full discussion of the risks and uncertainties; and
- if ITH has issued a forecast or projection in connection with an offering document pursuant to applicable securities laws and regulations, ITH will update that forecast or projection periodically as required by applicable securities laws and regulations.

## **NON-COMPLIANCE WITH POLICY**

Failure to comply with this Policy may result in severe consequences, which could include disciplinary action or termination of employment or consulting arrangements forthwith upon notice. The violation of this Policy may also violate securities laws and regulations. If it appears that a Subject Person may have violated such laws, the Company may refer the matter to the appropriate regulatory authorities, which could lead to penalties, fines or imprisonment.

## **REVIEW OF POLICY**

SEC rules require that, as of the end of the period covered by each SEC report, ITH carry out an evaluation of its disclosure controls and procedures under the supervision and with the participation of ITH's management, including its CEO, CFO, Canadian Counsel and Corporate Controller. At least quarterly, the Disclosure Committee, including the CEO, CFO, Canadian Counsel and Corporate Controller, will review this Policy to evaluate its effectiveness and recommend any necessary or desirable changes and promptly prepare their written evaluation of the ongoing effectiveness of this Policy. The Audit Committee will regularly consider this Policy and will be informed by the CEO or CFO of any substantive changes made to this Policy. The Audit Committee may make any changes to this Policy that it believes are necessary or desirable to assure that ITH's disclosure process functions efficiently and effectively.

## **CEO AND CFO CERTIFICATIONS INCLUDED WITH CANADIAN REGULATORY AND SEC REPORTS**

This policy is intended to support the required CEO and CFO certifications under Canadian National Instrument (NI) Policy 52-109 and Sections 302 and 906 of the Sarbanes-Oxley Act of 2002 ("SOX") and facilitate the evaluations, disclosures and communications required thereunder. In accordance with NI 52-109 F1 and NI 52-109 F2 as well as Section 302 of SOX, the SEC and the Commissions require ITH's CEO and CFO to make certain certifications with respect to the financial and other information contained in ITH's quarterly and annual reports filed with the SEC and the Commissions. ITH's CEO and CFO are also required to make certain certifications as to their responsibility for the design and evaluation of ITH's disclosure controls and procedures and ITH's internal control over financial reporting. Section 302 of SOX also includes certifications regarding required communications to ITH's independent auditors and Audit Committee pertaining to significant deficiencies or material weaknesses in internal control over financial reporting and instances of fraud. Section 906 of SOX requires the CEO and CFO to certify that ITH's SEC reports comply as to form and fairly present, in all material respects, the financial conditions and results of operations of ITH.

## **QUERIES**

If you have any questions about how this Policy should be followed in a particular case, please contact the Chief Executive Officer, the Chief Financial Officer or the Company's Canadian Counsel.

**PUBLICATION OF THE POLICY ON WEBSITE**

This Policy will be posted on the Company's website: [www.ithmines.com](http://www.ithmines.com)

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## Disclosure Committee

Defined terms used herein and not otherwise defined shall have meanings ascribed to them in the Charter of the Disclosure Committee.

### 1. Organization

- (a) The Senior Officers may at any time assume any or all of the responsibilities of the Committee identified in the Committee's Charter or these Guidelines when time does not permit the full Committee to meet.
- (b) The Committee may delegate responsibility for matters which come before it under its Charter or these Guidelines to any two or more members of the Committee.

### 2. Meetings

- (a) The Committee will hold at least one meeting each quarter in connection with the preparation of the Company's quarterly report on Form 10-Q, annual report on Form 10-K, or any financial reports provided to shareholders of the Company, as applicable. The Committee will also meet at such other times as shall be determined by the Senior Officers and Chairperson and as may be necessary to fulfill its duties.
- (b) Any materials for the meeting shall be sent to the members of the Committee not less than two days prior to the meeting for review by the Committee members.
- (c) Each meeting will be scheduled to allow sufficient time for discussion of the materials presented.

### 3. General Guidelines

- (a) The Committee will designate the individuals responsible for assisting the Committee in collecting information, or changes therein, about the Company that may be material (as defined in Exhibit 1) and may require disclosure. The Committee shall be responsible for collecting information from these individuals and undertaking any necessary follow-up with those individuals. The Committee will then determine, with the advice of legal counsel and/or outside auditors, if necessary, whether such information requires prompt disclosure and the method of such disclosure.
- (b) The Committee, or if time does not permit, two or more of its members, will review all material press releases, correspondence broadly disseminated to shareholders and all presentations to analysts and the investment community (including, without limitation, live or electronic "road show" presentations).
- (c) Each Committee member, in performing his or her duties as a member of the Committee, will be dealing with inside information about the Company. Consequently, each Committee member must maintain in the strictest confidence and in confidential files all communications, documentation or other information assembled, prepared or received by the Committee member in connection with serving on the Committee.

4. **Quarterly Review**

- (a) Following the end of each fiscal quarter, the Committee will:
- (i) Provide to the designated individuals information to assist them in collecting information about the Company, including copies of the most recent financial reports provided to shareholders of the Company or copies of the Company's most recent Form 10-K, any Form 10-Q or Form 8-K filed since such Form 10-K, as applicable, the "Risk Factors" and "Forward-Looking Statements" sections included in the Company's most recent Form 10-K and any Form 10-Q, Form 8-K and other filings with the SEC since the filing of such Form 10-K, and, if applicable, the Form 10-Q or the quarterly financial report provided to shareholders of the Company for the corresponding quarter of the prior year, as applicable.
  - (ii) Review the information provided by the designated individuals with respect to that quarter to determine which information must be included in the Company's periodic reports.
  - (iii) Review a draft of the periodic report, provide such report, as the Committee deems necessary or appropriate, to the Company's legal counsel and/or outside auditors for comment, and recommend such report to the Senior Officers for filing.
  - (iv) Prepare a report to the Senior Officers, with a copy to the Audit Committee and the outside auditors, setting forth, at a minimum, the following:
    - (1) The Committee's recommendations with respect to the disclosure of the information contained in the periodic report;
    - (2) The Committee's evaluation of the disclosure reporting process, relating to both financial and non-financial data;
    - (3) Any deficiencies in the design or operation of that process or material weaknesses in that process;
    - (4) Any fraud, whether or not material, that involves management or other employees involved in that process;
    - (5) Any recommended changes to that process; and
    - (6) A certification to the Senior Officers as to (i) the Committee's compliance with its policies and procedures and proper performance of its responsibilities and (ii) the Committee's conclusions resulting from its evaluation of the effectiveness of the Company's disclosure process.
  - (v) Meet with one or both of the Senior Officers, the Audit Committee and the outside auditors to discuss the Committee's report.

5. **Annual Review**

- (a) On an annual basis, prior to the distribution of the annual financial report to the shareholders of the Company or the filing of the Company's annual report on Form 10-K, as applicable, the Committee will, in addition to the quarterly requirements set forth above:
  - (i) Designate the appropriate individuals to draft and review the annual financial report provided to the shareholders of the Company or the various sections of the Form 10-K, as applicable, and provide these individuals with materials to assist them in preparing the annual financial report provided to the shareholders of the Company or their section of the Form 10-K, as applicable, including copies of the most recent financial reports provided to shareholders of the Company or copies of the Company's most recent Form 10-K, any Form 10-Q or Form 8-K filed since such Form 10-K, as applicable, and the "Risk Factors" and "Forward-Looking Statements" sections included in the Company's Form 10-K from the prior year and any Form 10-Q, Form 8-K and other filings with the SEC since the filing of such Form 10-K;
  - (ii) Review, and update if appropriate, the Committee's Charter and these Guidelines' and
  - (iii) Review the performance of the Committee.
- (b) In connection with the preparation of the Annual Report to Shareholders (the "**Annual Report**"), the Committee will:
  - (i) Meet with the persons responsible for drafting the Annual Report to discuss the information to be included in such report;
  - (ii) Direct the appropriate persons within the Company to review appropriate portions of the Annual Report and provide the Annual Report, as the Committee deems necessary or appropriate, to the Company's legal counsel and/or outside auditors for comment; and
  - (iii) Review the Annual Report and ensure consistency of disclosure between information contained in the Annual Report and the Company's periodic reports.
- (c) In connection with the preparation of the Company's annual proxy statement, the Committee will:
  - (i) Meet with the persons responsible for drafting the proxy statement to discuss the information to be included in the proxy statement;
  - (ii) Direct the appropriate persons within the Company to review appropriate portions of the proxy statement and provide the proxy statement, as the Committee deems necessary or appropriate, to the Company's legal counsel and/or outside auditors for comment; and
  - (iii) Review the proxy statement prior to printing and distribution to shareholders.

**Material Events**

A significant part of the Disclosure Committee's responsibilities is to gather information about the Company that may be "material" to the Company, including information regarding changes in existing information regarding the Company, and therefore may need to be disclosed. Information is considered material if:

- (i) it results in or could reasonably be expected to result in a change in the market price or value of any of ITH's securities; or
- (ii) there is a substantial likelihood that a reasonable shareholder would consider it important in making an investment decision to hold, buy or sell ITH's securities; or view it as significantly altering the 'total mix' of information made available about ITH.

The following list includes the types of information, or changes therein, that may be considered "Material Information" requiring disclosure by the Company. This list does not include all information, or changes therein, that may be "Material Information." If you have any question about whether information, or a change in information is "Material Information", please contact the Canadian or U.S. Counsel designated by the Chief Executive Officer as the compliance officer (the "Compliance Officer").

- any significant development in connection with any factor listed under the headings "Risk Factors" in ITH's Form 10-K or Annual Information Form or "Forward Looking Statements" in the Company's Forms 10-Q;
- changes in ownership of outstanding securities of ITH that may affect control of ITH;
- significant changes to major assets and operations;
- significant exploration results;
- financial performance and significant changes in financial performance;
- significant increase or decrease in operating or exploration expenses;
- significant acquisitions and dispositions;
- significant changes in senior management, including the appointment, resignation or termination of any executive officer of ITH;
- the resignation of a director of ITH (or a director declining to stand for re-election);
- significant changes in corporate structure;
- developing trends with respect to the items listed herein;
- significant litigation;
- changes in capital structure and public or private sale of securities;
- borrowing of a significant amount of funds or the incurrence of significant liabilities, whether direct or contingent;
- ITH's bankruptcy or receivership;
- a change in ITH's outside auditors;
- a change in ITH's fiscal year;
- entry into, or amendment or termination of, or a default under, a significant agreement;
- movement of ITH's securities from one exchange or quotation system to another, delisting of ITH's securities from an exchange or quotation system, or a notice that ITH does not comply

with a listing standard;

- conclusion or notice that security holders no longer should rely on ITH's previously issued financial statements or a related audit report;
- any amendment to ITH's articles or by-laws;
- any amendment to, or waiver of a provisions of, ITH's code of business conduct and ethics;
- the preliminary results of a shareholder vote taken at a shareholder meeting;
- any significant modifications to rights of holders of ITH's securities;
- takeover bids, issuer bids or change of control of ITH;
- development of new products and developments affecting the Company's resources, technology, products or market; and
- any other event outside the ordinary course of business that is significant to ITH's results of operations, financial condition or prospects or you believe would be of importance to ITH's shareholders.