

# CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Unaudited – Prepared by Management)

(Expressed in US Dollars)

Three Months Ended March 31, 2019 and 2018

## **Corporate Head Office**

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## INTERNATIONAL TOWER HILL MINES LTD.

## March 31, 2019 and 2018

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## PART 1

## ITEM 1. FINANCIAL STATEMENTS

## INTERNATIONAL TOWER HILL MINES LTD.

CONDENSED CONSOLIDATED INTERIM BALANCE SHEETS

As at March 31, 2019 and December 31, 2018

(Expressed in US Dollars - Unaudited)

|  | Note | March 31,<br>2019          | December 31,<br>2018       |
|--|------|----------------------------|----------------------------|
| ASSETS   |      |                            |                            |
| Current  |      |                            |                            |
| Cash and cash equivalents  |      | \$<br>9,534,251            | \$<br>10,228,964           |
| Prepaid expenses and other   |      | 144,914                    | 203,968                    |
| Total current assets   |      | 9,679,165                  | 10,432,932                 |
| Property and equipment   |      | 17,171                     | 17,750                     |
| Capitalized acquisition costs  | 4    | 55,273,432                 | 55,273,432                 |
| Total assets   |      | \$<br>64,969,768           | \$<br>65,724,114           |
| Current liabilities Accounts payable Accrued liabilities   | 5    | \$<br>119,183<br>223,371   | \$<br>43,475<br>504,478    |
| Total liabilities  |      | 342,554                    | 547,953                    |
| Shareholders' equity Share capital, no par value; authorized 500,000,000 shares; 186,990,683 and 187,111,857 shares issued and outstanding at December 31, 2018 and March 31, 2019, respectively | 6    | 277,968,209                | 277,852,672                |
| Contributed surplus  |      | 34,910,695                 | 34,960,292                 |
| Accumulated other comprehensive income Deficit   |      | 1,368,925<br>(249,620,615) | 1,162,900<br>(248,799,703) |
| Total shareholders' equity   |      | 64,627,214                 | 65,176,161                 |
| Total liabilities and shareholders' equity   |      | \$<br>64,969,768           | \$<br>65,724,114           |

General Information and Nature of Operations (Note 1) Commitments (Note 8)

## INTERNATIONAL TOWER HILL MINES LTD.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS For the Three Months Ended March 31, 2019 and 2018

(Expressed in US Dollars - Unaudited)

|  | Three Months Ended |               |        |          |           |
|--|--------------------|---------------|--------|----------|-----------|
|  | Note               | March 31, 201 | 9      | March 31 | , 2018    |
| Operating expenses   |                    |               |        |          |           |
| Consulting fees  |                    | \$ 4          | 3,871  | \$       | 53,715    |
| Depreciation   |                    |               | 579    |          | 762       |
| Insurance  |                    | 2             | 9,838  |          | 71,450    |
| Investor relations   |                    | 1             | 3,916  |          | 18,507    |
| Mineral property exploration   | 4                  | 25            | 0,591  |          | 204,212   |
| Office   |                    |               | 4,812  |          | 9,464     |
| Other  |                    |               | 3,049  |          | 4,281     |
| Professional fees  |                    |               | 7,461  |          | 51,963    |
| Regulatory   |                    |               | 2,813  |          | 58,683    |
| Rent   |                    |               | 3,933  |          | 33,932    |
| Travel   |                    |               | 2,957  |          | 18,289    |
| Wages and benefits   |                    |               | 5,751  |          | 527,663   |
| Total operating expenses   |                    |               | ,571)  | (1       | ,052,921) |
| Other income (expenses)  |                    |               |        |          |           |
| Loss on foreign exchange   |                    | (202          | ,538)  |          | (27,447)  |
| Interest income  |                    |               | 2,197  |          | 1,363     |
| Other income   |                    | 3             | 2,197  |          | 13,785    |
| Total other income (expenses)  |                    | (171          | ,341)  |          | (12,299)  |
| Town outer meeting (empended)  |                    | (1/1          | ,,     |          | (12,2>>)  |
| Net loss for the period  |                    | (820          | ,912)  | (1       | ,065,220) |
| Other comprehensive income (loss)                                    |                    |               |        |          |           |
| Unrealized loss on marketable securities                             |                    |               | _      |          | (3,085)   |
| Exchange difference on translating                                   |                    | 20            | 6,025  |          | 24,862    |
| foreign operations   |                    | 20            | 0,025  |          | 21,002    |
| Total other comprehensive income (loss)                              |                    | 20            | 6,025  |          | 21,777    |
| for the period   |                    |               | - , -  |          | ,         |
| Comprehensive loss for the period                                    |                    | \$ (614       | ,887)  | \$ (1    | ,043,443) |
| Basic and diluted loss per share                                     |                    | \$ (          | (0.00) | \$       | (0.01)    |
| •  |                    |               | . ,    | <u> </u> |           |
| Weighted average number of shares<br>outstanding – basic and diluted |                    | 187,04        | 5 200  | 1.6      | 7,198,760 |
| outstanding – pasic and unuted                                       |                    | 107,04        | 2,309  | 10       | 7,190,700 |

INTERNATIONAL TOWER HILL MINES LTD. CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

For the Three Months Ended March 31, 2019 and 2018

(Expressed in US Dollars - Unaudited)

|                            |                  |               |                     | Oblination         | Accumulated          |                 |              |
|----------------------------|------------------|---------------|---------------------|--------------------|----------------------|-----------------|--------------|
|                            | N b C            |               | Cantributad         | Obligation         |                      |                 |              |
|                            | Number of shares | Share capital | Contributed surplus | to issue<br>shares | comprehensive income | Deficit         | Total        |
| Balance, December 31, 2017 | 162,392,996      | \$265,616,642 | \$34,459,264        | \$ 63,593          | \$1,686,359          | \$(244,607,665) | \$57,218,193 |
| Share issuance             | 24,129,687       | 12,063,593    | \$34,439,204        | \$ 05,595          | \$1,000,339          | \$(244,007,003) | 12,063,593   |
| Obligation to issue shares | 24,129,007       | 12,003,393    | -                   | (63,593)           | -                    | -               | (63,593)     |
| Share issuance costs       | -                | (83,478)      | -                   | (03,393)           | -                    | -               | (83,478)     |
| Stock-based compensation-  | -                | (63,476)      | -                   | -                  | -                    | -               | (65,476)     |
| options                    |                  |               | 174,167             |                    |                      |                 | 174,167      |
| Unrealized gain/(loss) on  | -                | -             | 174,107             | -                  | -                    | -               | 174,107      |
| available-for-sale         |                  |               |                     |                    |                      |                 |              |
| securities                 |                  |               |                     |                    | (3,085)              |                 | (3,085)      |
| Exchange difference on     | -                | -             | -                   | -                  | (3,063)              | -               | (3,063)      |
| translating foreign        |                  |               |                     |                    |                      |                 |              |
| operations                 |                  |               |                     |                    | 24,862               |                 | 24,862       |
| Net loss                   | _                | _             | _                   | _                  | 24,002               | (1,065,220)     | (1,065,220)  |
| Balance, March 31, 2018    | 186,522,683      | 277,596,757   | 34,633,431          |                    | 1,708,136            | (245,672,885)   | 68,265,439   |
| Exercise of options        | 468,000          | 181,026       | 34,033,431          | -                  | 1,700,130            | (243,072,003)   | 181,026      |
| Share issuance costs       | 408,000          | (27,901)      | -                   | -                  | -                    | -               | (27,901)     |
| Reallocation from          | -                | (27,901)      | -                   | -                  | -                    | -               | (27,901)     |
| contributed surplus        |                  | 102,790       | (102,790)           |                    |                      |                 |              |
| Stock-based compensation-  | _                | 102,770       | (102,770)           | _                  | _                    | _               | _            |
| options                    |                  |               | 15,229              | _                  |                      |                 | 15,229       |
| Stock-based compensation-  | _                | _             | 13,227              | _                  | _                    | _               | 13,227       |
| DSUs                       | _                | _             | 414,422             | _                  | _                    | _               | 414,422      |
| Unrealized gain/(loss) on  | _                | _             | 717,722             |                    |                      | _               | 717,722      |
| available-for-sale         |                  |               |                     |                    |                      |                 |              |
| securities                 | _                | _             | _                   | _                  | 1,559                | _               | 1,559        |
| Reclassification of        |                  |               |                     |                    | 1,557                |                 | 1,557        |
| accumulated unrealized     |                  |               |                     |                    |                      |                 |              |
| loss on available-for-     |                  |               |                     |                    |                      |                 |              |
| sale securities to other   |                  |               |                     |                    |                      |                 |              |
| income                     | _                | _             | _                   | _                  | 22,352               | _               | 22,352       |
| Exchange difference on     |                  |               |                     |                    | 22,332               |                 | 22,332       |
| translating foreign        |                  |               |                     |                    |                      |                 |              |
| operations                 | _                | _             | _                   | _                  | (569,147)            | _               | (569,147)    |
| Net loss                   | _                | _             | _                   | _                  | (30),117)            | (3,126,818)     | (3,126,818)  |
| Balance, December 31, 2018 | 186,990,683      | 277,852,672   | 34,960,292          | -                  | 1,162,900            | (248,799,703)   | 65,176,161   |
| Exercise of options        | 121,174          | 64,254        |                     | _                  |                      | (2:0,7,7,7,00)  | 64,254       |
| Reallocation from          | 121,17           | 0.,20.        |                     |                    |                      |                 | 0.,20.       |
| contributed surplus        | _                | 51,283        | (51,283)            | _                  | _                    | _               | _            |
| Stock-based compensation-  |                  | ,             | (==,===)            |                    |                      |                 |              |
| options                    | _                | _             | 1,686               | _                  | _                    | _               | 1,686        |
| Exchange difference on     |                  |               | -,                  |                    |                      |                 | -,           |
| translating foreign        |                  |               |                     |                    |                      |                 |              |
| operations                 | _                | _             | _                   | _                  | 206,025              | _               | 206,025      |
| Net loss                   | _                | _             | -                   | _                  | -                    | (820,912)       | (820,912)    |
| Balance, March 31, 2019    | 187,111,857      | \$277,968,209 | \$34,910,695        | \$ -               | \$1,368,925          | \$(249,620,615) | \$64,627,214 |
|                            | 10.,111,007      | 7=1.1,200,207 | 45 .,,, 10,0,5      | Ψ                  | \$1,500,725          | -(2.2,020,013)  | #U.,UZ/,ZI/  |

## INTERNATIONAL TOWER HILL MINES LTD.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS

For the Three Months Ended March 31, 2019 and 2018

(Expressed in US Dollars - Unaudited)

|  | Three Mon      | Three Months Ended |  |  |  |
|--|----------------|--------------------|--|--|--|
|  | March 31, 2019 | March 31, 2018     |  |  |  |
| Operating Activities                               |                |                    |  |  |  |
| Loss for the period                                | \$ (820,912)   | \$ (1,065,220)     |  |  |  |
| Add items not affecting cash:                      |                |                    |  |  |  |
| Depreciation                                       | 579            | 762                |  |  |  |
| Stock-based compensation                           | 1,686          | 174,167            |  |  |  |
| Changes in non-cash items:                         |                |                    |  |  |  |
| Accounts receivable                                | 90,701         | (3,689)            |  |  |  |
| Prepaid expenses and other                         | (28,208)       | 26,027             |  |  |  |
| Accounts payable and accrued liabilities           | (206,606)      | (190,470)          |  |  |  |
| Cash used in operating activities                  | (962,760)      | (1,058,423)        |  |  |  |
| Financing Activities                               |                |                    |  |  |  |
| Issuance of common shares                          | 64,254         | 12,000,000         |  |  |  |
| Share issuance costs                               | · -            | (37,022)           |  |  |  |
| Cash provided by financing activities              | 64,254         | 11,962,978         |  |  |  |
| Effect of foreign exchange on cash                 | 203,793        | 25,212             |  |  |  |
| Increase (decrease) in cash and cash equivalents   | (694,713)      | 10,929,767         |  |  |  |
| Cash and cash equivalents, beginning of the period | 10,228,964     | 2,244,466          |  |  |  |
| Cash and cash equivalents, end of the period       | \$ 9,534,251   | \$ 13,174,233      |  |  |  |

### 1. GENERAL INFORMATION AND NATURE OF OPERATIONS

International Tower Hill Mines Ltd. ("ITH" or the "Company") is incorporated under the laws of British Columbia, Canada. The Company's head office address is 2300-1177 West Hastings Street, Vancouver, British Columbia, Canada.

International Tower Hill Mines Ltd. consists of ITH and its wholly owned subsidiaries Tower Hill Mines, Inc. ("TH Alaska") (an Alaska corporation), Tower Hill Mines (US) LLC ("TH US") (a Colorado limited liability company), and Livengood Placers, Inc. ("LPI") (a Nevada corporation). The Company is in the business of acquiring, exploring and evaluating mineral properties, and either joint venturing or developing these properties further or disposing of them when the evaluation is completed. At March 31, 2019, the Company controls a 100% interest in its Livengood Gold Project, an exploration-stage project in Alaska, U.S.A.

These unaudited condensed consolidated interim financial statements have been prepared on a going-concern basis, which presumes the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future.

As at March 31, 2019, the Company had cash and cash equivalents of \$9,534,251 compared to \$10,228,964 at December 31, 2018. The Company has no revenue generating operations from which it can internally generate funds.

The Company will require significant additional financing to continue its operations (including general and administrative expenses) in connection with advancing activities at the Livengood Gold Project and the development of any mine that may be determined to be built at the Livengood Gold Project, and there is no assurance that the Company will be able to obtain the additional financing required on acceptable terms, if at all. In addition, any significant delays in the issuance of required permits for the ongoing work at the Livengood Gold Project, or unexpected results in connection with the ongoing work, could result in the Company being required to raise additional funds to advance permitting efforts. The Company's review of its financing options includes pursuing a future strategic alliance to assist in further development, permitting and future construction costs, although there can be no assurance that any such strategic alliance will, in fact, be realized.

Despite the Company's success to date in raising significant equity financing to fund its operations, there is significant uncertainty that the Company will be able to secure any additional financing in the current or future equity markets. The amount of funds to be raised and the terms of any proposed equity financing that may be undertaken will be negotiated by management as opportunities to raise funds arise. Specific plans related to the use of proceeds will be devised once financing has been completed and management knows what funds will be available for these purposes.

## 2. BASIS OF PRESENTATION

These unaudited condensed consolidated interim financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP") for interim financial information and with the instructions to Form 10-Q and Article 8 of Regulation S-X under the Securities Exchange Act of 1934, as amended. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for annual financial statements. These unaudited condensed consolidated interim financial statements should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2018 as filed in our Annual Report on Form 10-K. In the opinion of the Company's management, these financial statements reflect all adjustments, consisting of normal recurring adjustments, necessary to present fairly the Company's financial position at March 31, 2019 and the results of its operations for the three months then ended. Operating results for the three months ended March 31, 2019 are not necessarily indicative of the results that may be expected for the year ending December 31, 2019. The 2018 year-end balance sheet data was derived from audited financial statements but does not include all disclosures required by U.S. GAAP.

The preparation of financial statements in conformity with U.S. GAAP requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the period. These judgments, estimates and assumptions are continuously evaluated and are based on management's experience and knowledge of the relevant facts and circumstances. While management believes the estimates to be reasonable, actual results could differ from those estimates and could impact future results of operations and cash flows.

On May 7, 2019, the Board of Directors of the Company (the "Board") approved these condensed consolidated interim financial statements.

### Basis of consolidation

These condensed consolidated interim financial statements include the accounts of ITH and its wholly owned subsidiaries TH Alaska, TH US, and LPI. All intercompany transactions and balances have been eliminated.

### 3. FAIR VALUE OF FINANCIAL INSTRUMENTS

The carrying values of cash and cash equivalents, accounts receivable and accounts payable and accrued liabilities approximate their fair values due to the short-term maturity of these financial instruments.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the significance of the inputs used in making the measurement. The three levels of the fair value hierarchy are as follows:

- Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 Inputs that are not based on observable market data.

## 4. CAPITALIZED ACQUISITION COSTS

The Company had the following activity related to capitalized acquisition costs:

| Capitalized acquisition costs | Amount           |
|-------------------------------|------------------|
| Balance, December 31, 2018    | \$<br>55,273,432 |
| Acquisition costs             | =                |
| Balance, March 31, 2019       | \$<br>55,273,432 |

The following table presents costs incurred for exploration and evaluation activities for the three months ended March 31, 2019 and 2018:

| ,                                 | March 31, 2019 March 31, 2 |            |
|-----------------------------------|----------------------------|------------|
| Exploration costs:                |                            |            |
| Environmental                     | \$ 31,407                  | \$ 35,912  |
| Equipment rental                  | 12,491                     | 9,052      |
| Field costs                       | 40,274                     | 47,400     |
| Geological/geophysical            | 92,673                     | 48,644     |
| Land maintenance & tenure         | 44,602                     | 40,392     |
| Legal                             | 28,813                     | 22,414     |
| Transportation and travel         | 331                        | 398        |
| Total expenditures for the period | \$ 250,591                 | \$ 204,212 |

### **Livengood Gold Project Property**

# INTERNATIONAL TOWER HILL MINES LTD. NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

Three Months Ended March 31, 2018 and 2017

(Expressed in US dollars – Unaudited)

The Livengood property is located in the Tintina gold belt approximately 113 kilometers (70 miles) northwest of Fairbanks, Alaska. The property consists of land leased from the Alaska Mental Health Trust, a number of smaller private mineral leases, Alaska state mining claims purchased or located by the Company and patented ground held by the Company.

### Details of the leases are as follows:

- a) a lease of the Alaska Mental Health Trust mineral rights having a term beginning July 1, 2004 and extending 19 years until June 30, 2023, subject to further extensions beyond June 30, 2023 by either commercial production or payment of an advance minimum royalty equal to 125% of the amount paid in year 19 and diligent pursuit of development. The lease requires minimum work expenditures and advance minimum royalties (all of which minimum royalties are recoverable from production royalties) which escalate annually with inflation. A net smelter return ("NSR") production royalty of between 2.5% and 5.0% (depending upon the price of gold) is payable to the lessor with respect to the lands subject to this lease. In addition, an NSR production royalty of 1% is payable to the lessor with respect to the unpatented federal mining claims subject to the lease described in b) below and an NSR production royalty of between 0.5% and 1.0% (depending upon the price of gold) is payable to the lessor with respect to the lands acquired by the Company as a result of the purchase of Livengood Placers, Inc. in December 2011. During the three months ended March 31, 2019 and from the inception of this lease, the Company has paid \$Nil and \$2,962,821, respectively.
- b) a lease of federal unpatented lode mining claims having an initial term of ten years commencing on April 21, 2003 and continuing for so long thereafter as advance minimum royalties are paid and mining related activities, including exploration, continue on the property or on adjacent properties controlled by the Company. The lease requires an advance minimum royalty of \$50,000 on or before each anniversary date (all of which minimum royalties are recoverable from production royalties). An NSR production royalty of between 2% and 3% (depending on the price of gold) is payable to the lessors. The Company may purchase 1% of the royalty for \$1,000,000. During the three months ended March 31, 2019 and from the inception of this lease, the Company has paid \$Nil and \$730,000, respectively.
- a lease of patented lode mining claims having an initial term of ten years commencing January 18, 2007, and continuing for so long thereafter as advance minimum royalties are paid. The lease requires an advance minimum royalty of \$20,000 on or before each anniversary date through January 18, 2017 and \$25,000 on or before each subsequent anniversary (all of which minimum royalties are recoverable from production royalties). An NSR production royalty of 3% is payable to the lessors. The Company may purchase all interests of the lessors in the leased property (including the production royalty) for \$1,000,000 (less all minimum and production royalties paid to the date of purchase), of which \$500,000 is payable in cash over four years following the closing of the purchase and the balance of \$500,000 is payable by way of the 3% NSR production royalty. During the three months ended March 31, 2019 and from the inception of this lease, the Company has paid \$25,000 and \$235,000, respectively.
- d) a lease of unpatented federal lode mining and federal unpatented placer claims having an initial term of ten years commencing on March 28, 2007, and continuing for so long thereafter as advance minimum royalties are paid and mining related activities, including exploration, continue on the property or on adjacent properties controlled by the Company. The lease requires an advance minimum royalty of \$15,000 on or before each anniversary date (all of which minimum royalties are recoverable from production royalties). The Company is required to pay the lessor the sum of \$250,000 upon making a positive production decision, payable \$125,000 within 120 days of the decision and \$125,000 within a year of the decision (all of which are recoverable from production royalties). An NSR production royalty of 2% is payable to the lessor. The Company may purchase all of the interest of the lessor in the leased property (including the production royalty) for \$1,000,000. During the three months ended March 31, 2019 and from the inception of this lease, the Company has paid \$15,000 and \$158,000, respectively.

## (Expressed in US dollars – Unaudited)

## Title to mineral properties

The acquisition of title to mineral properties is a detailed and time-consuming process. The Company has taken steps to verify title to mineral properties in which it has an interest. Although the Company has taken every reasonable precaution to ensure that legal title to its properties is properly recorded in the name of the Company, there can be no assurance that such title will ultimately be secured.

#### 5. ACCRUED LIABILITIES

The following table presents the accrued liabilities balances at March 31, 2019 and December 31, 2018.

|                               |    | March 31, 2019 |    | r 31, 2018 |
|-------------------------------|----|----------------|----|------------|
| Accrued liabilities           | \$ | 209,834        | \$ | 172,147    |
| Accrued salaries and benefits |    | 13,537         |    | 332,331    |
| Total accrued liabilities     | \$ | 223,371        | \$ | 504,478    |

Accrued liabilities at March 31, 2019 include accruals for general corporate costs and project costs of \$23,912 and \$185,922, respectively. Accrued liabilities at December 31, 2018 include accruals for general corporate costs and project costs of \$35,176 and \$136,971, respectively.

#### 6. SHARE CAPITAL

### Authorized

500,000,000 common shares without par value. At December 31, 2018 and March 31, 2019, there were 186,990,683 and 187,111,857 shares issued and outstanding, respectively.

### Share issuances

During the three months ended March 31, 2019, the Company issued 121,174 common shares pursuant to the exercise of stock options for total proceeds of \$64,254 and transferred related contributed surplus of \$51,283 to share capital.

## Stock options

The Company adopted an incentive stock option plan in 2006, as amended September 19, 2012 and reapproved by the Company's shareholders on May 28, 2015 and May 30, 2018 (the "2006 Plan"). The essential elements of the 2006 Plan provide that the aggregate number of common shares of the Company's capital stock that may be issued pursuant to options granted under the 2006 Plan may not exceed 10% of the number of issued shares of the Company at the time of the granting of the options. Options granted under the 2006 Plan will have a maximum term of ten years. The exercise price of options granted under the 2006 Plan shall be fixed in compliance with the applicable provisions of the TSX Company Manual in force at the time of grant and, in any event, shall not be less than the closing price of the Company's common shares on the TSX on the trading day immediately preceding the day on which the option is granted, or such other price as may be agreed to by the Company and accepted by the TSX. Options granted under the 2006 Plan vest immediately, unless otherwise determined by the directors at the date of grant.

A summary of the status of the 2006 Plan as of March 31, 2019 and December 31, 2018 and changes is presented below:

|                  | Т                    | hree Months End<br>March 31, 2019              |                                 |                   | Year Ended<br>December 31, 20                  | 18                              |
|------------------|----------------------|--|---------------------------------|-------------------|--|---------------------------------|
|                  | Number of<br>Options | Weighted<br>Average<br>Exercise Price<br>(C\$) | Aggregate Intrinsic Value (C\$) | Number of Options | Weighted<br>Average<br>Exercise Price<br>(C\$) | Aggregate Intrinsic Value (C\$) |
| Balance,         |                      |  |                                 |                   |  |                                 |
| beginning of the |                      |  |                                 |                   |  |                                 |
| period           | 3,655,991            | \$ 0.98  |                                 | 4,477,000         | \$ 1.03  |                                 |
| Granted          | -                    | -  |                                 | 420,085           | 0.61   |                                 |
| Exercised        | (121,174)            | 0.70   |                                 | (468,000)         | 0.50   |                                 |
| Expired          | -                    | -  |                                 | (269,000)         | 2.18   |                                 |
| Cancelled        | -                    | -  |                                 | (504,094)         | 0.95   |                                 |
| Balance, end of  |                      | •  |                                 |                   | _  |                                 |
| the period       | 3,534,817            | \$ 0.99  | \$ 59,734                       | 3,655,991         | \$ 0.98  | \$ 67,899                       |

The weighted average remaining life of options outstanding at March 31, 2019 was 3.73 years.

Stock options outstanding are as follows:

|                   | N           | 1arch 31, 20 | 19          | De          | cember 31, 2 | 2018        |
|-------------------|-------------|--------------|-------------|-------------|--------------|-------------|
|                   | Exercise    | Number of    |             | Exercise    | Number of    |             |
| Expiry Date       | Price (C\$) | Options      | Exercisable | Price (C\$) | Options      | Exercisable |
| February 25, 2022 | \$ 1.11     | 970,000      | 970,000     | \$ 1.11     | 970,000      | 970,000     |
| February 25, 2022 | \$ 0.73     | 270,000      | 270,000     | \$ 0.73     | 360,000      | 360,000     |
| March 10, 2022    | \$ 1.11     | 370,000      | 370,000     | \$ 1.11     | 370,000      | 370,000     |
| March 16, 2023    | \$ 1.00     | 1,140,000    | 1,140,000   | \$ 1.00     | 1,140,000    | 1,140,000   |
| March 16, 2023    | \$ 0.50     | 130,000      | 130,000     | \$ 0.50     | 130,000      | 130,000     |
| June 9, 2023      | \$ 1.00     | 30,000       | 30,000      | \$ 1.00     | 30,000       | 30,000      |
| March 21, 2024    | \$ 0.61     | 374,817      | 374,817     | \$ 0.61     | 405,991      | 405,991     |
| February 1, 2025  | \$ 1.35     | 250,000      | 250,000     | \$ 1.35     | 250,000      | 166,667     |
|                   |             | 3,534,817    | 3,534,817   |             | 3,655,991    | 3,572,658   |

A summary of the non-vested options as of March 31, 2019 and changes during the three months ended March 31, 2019 is as follows:

|                                  |           | Weighted        |
|----------------------------------|-----------|-----------------|
|                                  |           | average grant-  |
|                                  | Number of | date fair value |
| Non-vested options:              | options   | (C\$)           |
| Outstanding at December 31, 2018 | 83,333    | \$ 0.40         |
| Vested                           | (83,333)  | \$ 0.40         |
| Outstanding at March 31, 2019    | -         | -               |

At March 31, 2019, there was no unrecognized compensation expense related to non-vested options outstanding.

## **Share-based payments**

During the three month period ended March 31, 2019, there were no stock options granted by the Company. Share-based payment charges for the three months ended March 31, 2019 totaled \$1,686, which were included in wages and benefits in the statement of operations and comprehensive loss.

During the three month period ended March 31, 2018, there were 420,085 stock options granted by the Company. Share-based payment charges for the three months ended March 31, 2018 totaled \$174,167.

### **Deferred Share Unit Incentive Plan**

On April 4, 2017, the Company adopted a Deferred Share Unit Plan (the "DSU Plan"). On May 24, 2017, at the Company's Annual General Meeting of Shareholders, the DSU Plan was approved. The maximum aggregate number of common shares that may be issued under the DSU Plan and the 2006 Plan is 10% of the number of issued and outstanding common shares (on a non-diluted basis).

During the year ended December 31, 2018, in accordance with the Company's DSU Plan, on October 17, 2018 the Company granted each of the members of the Board of Directors (other than those directors nominated for election by Paulson & Co., Inc.) 101,220 DSUs with a grant date fair value (defined as the weighted average of the prices at which the common shares traded on the exchange with the most volume for the five trading days immediately preceding the grant) of C\$0.82 per grant, or an aggregate of C\$581,003.

The DSUs entitle the holders to receive common shares of the Company's stock without the payment of any consideration. The DSUs vested immediately upon being granted but the common shares of stock underlying the DSUs are not deliverable to the grantee until the grantee is no longer serving on the Company's Board of Directors.

DSUs outstanding are as follows:

|                                   | Three Mo<br>March | Year<br>Decemb | Ended<br>er 31, 2  |                      |                                    |      |
|-----------------------------------|-------------------|----------------|--------------------|----------------------|------------------------------------|------|
|                                   |                   |                | Number of<br>Units | Avei                 | Weighted rage Exercise Price (C\$) |      |
| Balance, beginning of the period  | 1,356,975         | \$             | 0.72               | 648,435              | \$                                 | 0.62 |
| Issued Balance, end of the period | 1,356,975         | \$             | 0.72               | 708,540<br>1,356,975 | <u> </u>                           | 0.82 |

### 7. SEGMENT AND GEOGRAPHIC INFORMATION

The Company operates in a single reportable segment, being the exploration and development of mineral properties. The following tables present selected financial information by geographic location:

|                               | Canada |           | United States |            | Total |            |
|-------------------------------|--------|-----------|---------------|------------|-------|------------|
| March 31, 2019                |        |           |               |            |       |            |
| Capitalized acquisition costs | \$     | -         | \$            | 55,273,432 | \$    | 55,273,432 |
| Property and equipment        |        | 8,138     |               | 9,033      |       | 17,171     |
| Current assets                |        | 9,216,774 |               | 462,391    |       | 9,679,165  |
| Total assets                  | \$     | 9,224,912 | \$            | 55,744,856 | \$    | 64,969,768 |
| December 31, 2018             |        |           |               |            |       |            |
| Capitalized acquisition costs | \$     | -         | \$            | 55,273,432 | \$    | 55,273,432 |
| Property and equipment        |        | 8,191     |               | 9,559      |       | 17,750     |
| Current assets                |        | 9,928,115 |               | 504,817    |       | 10,432,932 |

# INTERNATIONAL TOWER HILL MINES LTD. NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

Three Months Ended March 31, 2018 and 2017

(Expressed in US dollars – Unaudited)

| Total assets                            | \$<br>9,936,306 | \$             | 55,787,808 | \$ | 65,724,114     |  |
|---|-----------------|----------------|------------|----|----------------|--|
| Three months ended                      |                 | March 31, 2019 |            |    | March 31, 2018 |  |
| Net loss for the period – Canada        |                 | \$             | (346,379)  | \$ | (451,693)      |  |
| Net loss for the period – United States |                 |                | (474,533)  |    | (613,527)      |  |
| Net loss for the period                 |                 | \$             | (820,912)  | \$ | (1,065,220)    |  |

### 8. COMMITMENTS

The following table discloses, as of March 31, 2019, the Company's contractual obligations, including anticipated mineral property payments. Under the terms of the Company's mineral property purchase agreements, mineral leases and the terms of the unpatented mineral claims held by it, the Company is required to make certain scheduled acquisition payments, incur certain levels of expenditures, make lease or advance royalty payments, make payments to government authorities and incur assessment work expenditures as summarized in the table below in order to maintain and preserve the Company's interests in the related mineral properties. If the Company is unable or unwilling to make any such payments or incur any such expenditure, it is likely that the Company would lose or forfeit its rights to acquire or hold the related mineral properties. The following table assumes that the Company retains the rights to all of its current mineral properties, but does not exercise any lease purchase or royalty buyout options:

|  | Payments Due by Year |            |            |            |            |            |              |  |  |
|--|----------------------|------------|------------|------------|------------|------------|--------------|--|--|
|  |                      |            |            |            | 2024 and   |            |              |  |  |
|  | 2019                 | 2020       | 2021       | 2022       | 2023       | beyond     | Total        |  |  |
| Mineral Property Leases <sup>(1)</sup> | \$ 385,389           | \$ 430,420 | \$ 435,526 | \$ 440,709 | \$ 445,970 | \$ 451,310 | \$ 2,589,324 |  |  |
| Mining Claim Government                |                      |            |            |            |            |            |              |  |  |
| Fees                                   | 114,825              | 114,825    | 114,825    | 114,825    | 114,825    | 114,825    | 688,950      |  |  |
| Total                                  | \$ 500,214           | \$ 545,245 | \$ 550,351 | \$ 555,534 | \$ 560,795 | \$ 566,135 | \$ 3,278,274 |  |  |

<sup>1.</sup> Does not include required work expenditures, as it is assumed that the required expenditure level is significantly below the level of work that will actually be carried out by the Company. Does not include potential royalties that may be payable (other than annual minimum royalty payments). See Note 4.