



**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND
RESULTS OF OPERATIONS**

(Expressed in US Dollars)

For the quarterly period ended March 31, 2026

Corporate Head Office

1570-200 Burrard Street
Vancouver, BC
Canada
V6C 3L6
Tel: 604-683-6332

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") should be read in conjunction with our Annual Report on Form 10-K for the year ended December 31, 2025 as well as the "Forward Looking Statements" legend contained elsewhere in this report. All currency amounts are stated in U.S. dollars unless noted otherwise. References to C\$ refer to Canadian currency.

Current Business Activities

General

International Tower Hill Mines Ltd. ("ITH" or the "Company") 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. The Company currently holds or has the right to acquire interests in a development stage project in Alaska referred to as the "Livengood Gold Project" or the "Project". The Company has not yet begun extraction of mineralization from the deposit or reached commercial production. The Company has a 100% interest in the Livengood Gold Project, which as of December 31, 2025, has proven and probable reserves of 430.1 million tonnes at an average grade of 0.65 g/tonne (9.0 million ounces) based on a gold price of \$1,680 per ounce and a measured and indicated mineral resource, exclusive of mineral reserves, of 274.51 million tonnes at an average grade of 0.52 g/tonne (4.62 million ounces), based on a gold price of \$1,650 per ounce, both as reported in the Technical Report Summary attached as Exhibit 96.1 to the Company's Annual Report on Form 10-K/A for the year ended December 31, 2022, filed with the SEC on October 17, 2023. A more complete description of the Livengood Gold Project, including detailed presentation of resources and reserves, is set forth in Part I, Item 2. Properties of the Company's Annual Report on Form 10-K for the year ended December 31, 2025 filed with the SEC on March 11, 2026.

Recent Developments

Livengood Gold Project

On January 27, 2026, the Company completed a public offering (the "Public Offering") of 33,672,000 Common Shares, which included 4,392,000 Common Shares issued pursuant to the full exercise by the underwriters of their option to purchase additional Common Shares in connection with the Public Offering. The Public Offering was priced at a price to the public of \$2.22 per Common Share, resulting in gross proceeds of approximately \$74.8 million to the Company, before deducting underwriting discounts and estimated offering expenses. Concurrent with the closing of the Public Offering, the Company closed a US\$40 million private placement (the "Concurrent Private Placement") of 18,018,018 Common Shares to affiliates of Paulson, a related party of the Company, at the same offering price, resulting in total gross proceeds from the Public Offering and the Concurrent Private Placement to the Company of approximately \$114.8 million. On January 29, 2026, affiliates of Paulson subscribed for an additional 1,501,982 Common Shares as part of the Concurrent Private Placement at the same offering price for additional proceeds of approximately US\$3.3 million to the Company, representing a proportional increase to Paulson's investment to account for the upsize in the Public Offering and exercise of the corresponding underwriters' option.

The Company expects to use the net proceeds of the Offering and the Concurrent Private Placement to fund the exploration and development of the Livengood Gold Project, including drilling, metallurgical studies, feasibility studies, technical studies, baseline environmental studies, detailed engineering in support of permitting, permitting, legal support, community engagement, mineral lease and land payments, acquisitions and general corporate purposes.

The 2026 work program will include obtaining metallurgical samples by core drilling, metallurgical test work, initiating feasibility studies, and advancing ongoing baseline environmental data collection and community engagement. This 2026 work program is anticipated to cost \$20-25 million.

Results of Operations

Summary of Quarterly Results

Description	March 31, 2026	December 31, 2025	September 30, 2025	June 30, 2025
Net income (loss)	\$ 2,274,143	\$ (1,311,876)	\$ (732,303)	\$ (1,925,086)
Basic and diluted net income (loss) per common share	\$ 0.01	\$ (0.01)	\$ (0.00)	\$ (0.01)

	March 31, 2025	December 31, 2024	September 30, 2024	June 30, 2024
Net loss	\$ (669,068)	\$ (954,847)	\$ (667,302)	\$ (1,431,915)
Basic and diluted net loss per common share	\$ (0.00)	\$ (0.01)	\$ (0.00)	\$ (0.01)

Three Months Ended March 31, 2026 compared to Three Months Ended March 31, 2025

The Company had net income of \$2,274,143 for the three months ended March 31, 2026, compared to a net loss of \$669,068 for the three months ended March 31, 2025.

Mineral property expenditures were \$254,108 for the three months ended March 31, 2026, compared to \$148,487 for the three months ended March 31, 2025. The increase of \$105,621 was primarily due to increased activity on the Livengood Gold Project of \$53,242 and increased expenses for land-related legal of \$48,682 and land claim fees of \$3,697.

Professional fees were \$129,535 and \$32,242 for the three months ended March 31, 2026 and March 31, 2025, respectively. The increase of \$97,293 is due primarily to increased fees for legal of \$49,926, recruiting of \$25,110, and timing variances for accounting and auditing services of \$22,257.

Excluding share-based costs of \$20,419 and \$14,265 for the three months ended March 31, 2026 and March 31, 2025, respectively, wages and benefits were \$259,060 for the three months ended March 31, 2026 compared to \$189,558 for the three months ended March 31, 2025. The increase of \$69,502 was primarily due to the Chief Executive Officer salary returning to 100% reflecting the effort needed to advance the Livengood Gold Project through feasibility study and permitting for \$50,305 and timing of payroll benefits for \$19,197.

Excluding share-based costs of \$111,440 and \$48,297 for the three months ended March 31, 2026 and March 31, 2025, respectively, consulting fees were \$56,448 for the three months ended March 31, 2026 compared to \$61,747 for the three months ended March 31, 2025. The decrease of \$5,299 was primarily due to a decrease in services provided.

Regulatory fees were \$117,246 and \$61,731 for the three months ended March 31, 2026 and March 31, 2025, respectively for an increase of \$55,515. A higher market capitalization resulted in a \$29,571 increase for TSX sustaining fees and a \$25,944 increase for regulatory filings fees.

Insurance costs were \$34,744 and \$47,011 for the three months ended March 31, 2026 and March 31, 2025, respectively. The decrease of \$12,267 is primarily due to an agent change.

Excluding share-based payments, all other operating expense categories reflected only moderate changes period over period.

Share - based payment charges

Share-based payment charges for the three-month periods ended March 31, 2026 and 2025 were allocated as follows:

Expense category:	March 31, 2026	March 31, 2025
Consulting	\$ 111,440	\$ 48,297
Investor relations	1,459	1,019
Wages and benefits	20,419	14,265
Total	\$ 133,318	\$ 63,581

Share-based payment charges were \$133,318 during the three months ended March 31, 2026 compared to \$63,581 during the three months ended March 31, 2025. The increase of \$69,737 was mainly the result of equity compensation issued or granted to certain directors of the Company on February 9, 2026, as compared to the three months ended March 31, 2025.

Other items amounted to total other income of \$3,318,772 during the three-month period ended March 31, 2026 compared to total other expense of \$6,813 during the three-month period ended March 31, 2025. As a result of the impact of exchange rates on certain of the Company's U.S. dollar cash balances, the Company had a foreign exchange gain of \$2,683,173 during the three-month period ended March 31, 2026, compared to a loss of \$18,107 during the three-month period ended March 31, 2025. The average exchange rate during the three-month period ended March 31, 2026 was C\$1 to \$0.7290, compared to C\$1 to \$0.6968 during the three-month period ended March 31, 2025. Interest income was \$635,599 for the three-month period ended March 31, 2026, compared to \$11,294 for the three-month period ended March 31, 2025. The increase of \$624,305 was primarily due to the net proceeds of the Public Offering and the Concurrent Private Placement being invested in short-term certificates of deposit.

Liquidity and Capital Resources

The Company has no revenue generating operations from which it can internally generate funds. To date, the Company has predominantly financed its ongoing operations through the sale of its equity securities by way of public offerings and private placements and the subsequent exercise of share purchase and broker warrants and options issued in connection with such private placements.

As at March 31, 2026, the Company had cash and cash equivalents of \$64,689,792 compared to \$1,353,333 at December 31, 2025. The increase of approximately \$63.3 million resulted mainly from net financing activities of \$114.0 million and stock option exercises of \$0.3 million partially offset by short-term investments of \$50.0 million and operating activities of \$1.8 million.

Financing activities during the three-month period ended March 31, 2026 included a public offering pursuant to which the Company issued 33,672,000 common shares of the Company for aggregate gross proceeds, before underwriting expenses and expenses of the offering, of approximately \$74.75 million. In connection with the public offering, the Company completed a non-brokered private placement in two tranches pursuant to which it issued an aggregate of 19,520,000 common shares of the Company to an existing major shareholder of the Company, for total proceeds of approximately \$43.3 million. Exercise of stock options provided proceeds of \$267,795 were received on the issuance of 560,000 common shares and related reallocation of contributed surplus of \$128,189.

Financing activities during the three-month period ended March 31, 2025 included the Private Placement pursuant to which the Company issued 8,192,031 common shares of the Company to existing major shareholders to raise gross proceeds of approximately \$3.9 million.

Investing activities during the three-month period ended March 31, 2026 comprised solely the transfer of \$50.0 million cash to one short-term bank certificate of deposit.

The Company had no cash flows from investing activities during the three-month period ended March 31, 2025.

As at March 31, 2026, the Company had working capital of \$114,953,122 compared to working capital of \$1,015,182 at December 31, 2025. The Company expects that it will operate at a loss for the foreseeable future, but believes the current cash and cash equivalents will be sufficient for it to complete its anticipated 2026 work plan and satisfy its currently anticipated general and administrative costs, through the 2026 fiscal year.

There is no assurance that the Company will be able to obtain the additional financing required to further advance the Project on acceptable terms, if at all. In addition, any significant delays in the issuance of required permits for the ongoing work or the development of the Livengood Gold Project, or unexpected results in connection with the ongoing work or the development of the Livengood Gold Project, could result in the Company being required to raise additional funds to advance the Project.

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 future. See "Risk Factors – *We will require additional financing to fund exploration and, if warranted, development and production. Failure to obtain additional financing could have a material adverse effect on our financial condition and results of operation and could cast uncertainty on our ability to continue as a going concern*" included in Part I, Item 1A of the Company's Annual Report on Form 10-K for the year ended December 31, 2025.

Other than cash held by its subsidiaries for their immediate operating needs in the United States, all of the Company's cash reserves are on deposit with a major Canadian chartered bank. The Company does not believe that the credit, liquidity or market risks with respect thereto have increased as a result of current market conditions.

Critical Accounting Estimates

For a discussion of the accounting judgments and estimates that the Company's management has identified as critical in the preparation of the Company's financial statements, please see "Critical Accounting Estimates" under Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the year ended December 31, 2025. There have been no significant changes in the Company's critical accounting estimates during the three months ended March 31, 2026.

Environmental Regulations

The operations of the Company may in the future be affected from time to time in varying degrees by changes in environmental regulations, including those for future removal and site restoration costs. Both the likelihood of new regulations and their overall effect upon the Company vary greatly and are not predictable. The Company's policy is to meet or, if possible, surpass standards set by relevant legislation by application of technically proven and economically feasible measures.

Certain U.S. Federal Income Tax Considerations for U.S. Holders

The Company believes that it has been a "passive foreign investment company" ("PFIC") for U.S. federal income tax purposes in recent years and expects to continue to be a PFIC in the future. Current and prospective U.S. shareholders should consult their tax advisors as to the tax consequences of PFIC classification and the U.S. federal tax treatment of PFICs. Additional information on this matter is included in the Company's Annual Report on Form 10-K for the year ended December 31, 2025, under Part II, Item 5, "Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities - Certain U.S. Federal Income Tax Considerations for U.S. Holders."

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

As of March 31, 2026, an evaluation was carried out under the supervision and with the participation of the Company's management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rules 13a-15(c) and 15d-15(c) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")). Based on the evaluation, the Chief Executive Officer and the Chief Financial Officer have concluded that, as of March 31, 2026, the Company's disclosure controls and procedures were effective in ensuring that information required to be disclosed in reports filed or submitted to the Securities and Exchange Commission under the Exchange Act: (i) is recorded, processed, summarized and reported within the time periods specified in applicable rules and forms and (ii) is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, in a manner that allows for timely decisions regarding required disclosures.

The effectiveness of our or any system of disclosure controls and procedures, however well designed and operated, can provide only reasonable assurance that the objectives of the system will be met and is subject to certain limitations, including the exercise of judgement in designing, implementing and evaluating controls and procedures and the assumptions used in identifying the likelihood of future events.

Changes in Internal Control over Financial Reporting

There were no changes in internal control over financial reporting during the quarter ended March 31, 2026 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.