
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **May 27, 2020**

INTERNATIONAL TOWER HILL MINES LTD.

(Exact Name of Registrant as Specified in Charter)

British Columbia, Canada
(State or Other Jurisdiction
of Incorporation)

001-33638
(Commission
File Number)

N/A
(IRS Employer
Identification No.)

2300-1177 West Hastings Street
Vancouver, British Columbia, Canada
(Address of Principal Executive Offices)

V6E 2K3
(Zip Code)

Registrant's telephone number, including area code: **(604) 683-6332**

(Former Name or Former Address, if Changed Since Last Report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class:	Trading Symbol:	Name of each exchange on which registered:
Common Shares, no par value	THM	NYSE American

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 27, 2020, International Tower Hill Mines Ltd. (the “Company”) held its 2020 Annual General Meeting of Shareholders. The matters submitted for a vote and the related results are set forth below. A more detailed description of each proposal is set forth in the Company’s proxy statement filed with the Securities and Exchange Commission on April 17, 2020.

Proposal One — Election of Directors.

The shareholders elected all seven nominees named in the proxy statement. The voting results were as follows:

<u>Nominee</u>	<u>Votes Cast For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Damola Adamolekun	128,483,728	1,577,598	21,648,071
Anton J. Drescher	121,514,014	8,547,312	21,648,071
Karl L. Hanneman	129,514,672	546,654	21,648,071
Stuart A. Harshaw	129,487,369	573,957	21,648,071
Marcelo Kim	128,674,401	1,386,925	21,648,071
Stephen A. Lang	127,951,582	2,109,744	21,648,071
Thomas S. Weng	129,386,960	674,366	21,648,071

As all directors received greater than 50% of the votes cast, no director is required to submit his resignation pursuant to the Company’s “Majority Voting in Director Elections” Policy.

Proposal Two — Ratification of the Appointment and Compensation of the Company’s Auditors.

The shareholders ratified the appointment of Davidson & Company LLP as auditors/independent registered public accountants for the Company for the fiscal year ending December 31, 2020. In accordance with the Articles of the Company, the directors were also authorized to fix the auditors’ remuneration. The voting results were as follows:

<u>Votes Cast For</u>	<u>Votes Withheld</u>
150,943,858	765,539

Proposal Three — Advisory Vote on the Compensation of the Company’s Named Executive Officers.

The shareholders approved the compensation of the Company’s named executive officers. The voting results were as follows:

<u>Votes Cast For</u>	<u>Votes Cast Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
122,371,213	7,690,113	0	21,648,071

Proposal Four — Vote on the Re-Approval of the Company’s 2017 Deferred Share Unit Incentive Plan.

The shareholders re-approved the Company’s 2017 Deferred Share Unit Incentive Plan and any unallocated deferred share units or entitlements issuable pursuant to such plan. The voting results were as follows:

<u>Votes Cast For</u>	<u>Votes Cast Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
98,105,632	31,955,694	0	21,648,071

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

International Tower Hill Mines Ltd.
(Registrant)

Dated: May 29, 2020

By: /s/ Karl Hanneman
Name: Karl Hanneman
Title: President and Chief Executive Officer