



IVANHOE MINES LTD. (IVN) - RIGHTS DISTRIBUTION

DESCRIPTION:

Ivanhoe Mines Ltd. (IVN) has declared a **Rights distribution to IVN Common Shareholders**, as described below:

RIGHTS: Transferable Rights ("Rights") to purchase seven (7) Ivanhoe Mines Ltd. (IVN) Common Share and for every 20 Rights at an exercise price of \$7.00 per share.

PRICE: \$7.00 per one IVN Common Share

DISTRIBUTION

RATIO: One transferable Right per each IVN Common Share.

RECORD DATE: June 19, 2012

EXPIRATION: 5:00 p.m. Eastern Time on July 19, 2012, unless extended

DEPOSITARY: CIBC Mellon Trust Company

GUARANTY PERIOD: Three (3) Business Days

Ivanhoe Mining Ltd. Rights will begin trading "when issued" on the New York Stock Exchange (NYSE) under the symbol "IVN RT W1" on June 14, 2012 and are expected to begin trading "regular way" on June 28, 2012.

Contract Adjustments:

Pursuant to the By-Laws of the Options Clearing Corporation ("OCC"), the below Ivanhoe Mines Ltd. options will be adjusted as follows.

Adjustment Date: Friday, June 15, 2012

Option Symbol: IVN becomes IVN1

Underlying Security: IVN becomes IVN1

Contract Multiplier: 1

Strike Prices: unchanged

Multiplier: 100 (e.g. Premium of 1.00 = \$100)

Settlement TBD

CUSIP: 46579N152, 46579N103

New Deliverable:

- 1) 100 Ivanhoe Mines Ltd. (IVN) Common Shares
- 2) 100 Rights ("IVN RT") to Purchase 35 Ivanhoe Mines Ltd. (IVN) Common Shares (subject to delayed settlement until the end of when issued trading)

GTC Order Cancellation:

On Thursday, June 14, 2012, immediately after the BOX close, all resting orders for IVN in the order book will be canceled by the BOX Market Operations Center. If a BOX Participant wishes to enter orders for the adjusted IVN1 series, the BOX Participant will need to reenter the orders before the open on Friday, June 15, 2012.

Additional Exchange Info:

Old Option Symbol	Old PutCall Code	Old Strike Price	Old Contract Date	New Option Symbol	New PutCall Code	New Strike Price	New Contract Date
IVN	C/P	3.00	06/16/2012	IVN1	C/P	3.00	06/16/2012
IVN	C/P	4.00	06/16/2012	IVN1	C/P	4.00	06/16/2012

Old Option Symbol	Old PutCall Code	Old Strike Price	Old Contract Date	New Option Symbol	New PutCall Code	New Strike Price	New Contract Date
IVN	C/P	5.00	06/16/2012	IVN1	C/P	5.00	06/16/2012
IVN	C/P	6.00	06/16/2012	IVN1	C/P	6.00	06/16/2012
IVN	C/P	7.00	06/16/2012	IVN1	C/P	7.00	06/16/2012
IVN	C/P	8.00	06/16/2012	IVN1	C/P	8.00	06/16/2012
IVN	C/P	9.00	06/16/2012	IVN1	C/P	9.00	06/16/2012
IVN	C/P	10.00	06/16/2012	IVN1	C/P	10.00	06/16/2012
IVN	C/P	11.00	06/16/2012	IVN1	C/P	11.00	06/16/2012
IVN	C/P	12.00	06/16/2012	IVN1	C/P	12.00	06/16/2012
IVN	C/P	13.00	06/16/2012	IVN1	C/P	13.00	06/16/2012
IVN	C/P	14.00	06/16/2012	IVN1	C/P	14.00	06/16/2012
IVN	C/P	15.00	06/16/2012	IVN1	C/P	15.00	06/16/2012
IVN	C/P	16.00	06/16/2012	IVN1	C/P	16.00	06/16/2012
IVN	C/P	17.00	06/16/2012	IVN1	C/P	17.00	06/16/2012
IVN	C/P	18.00	06/16/2012	IVN1	C/P	18.00	06/16/2012
IVN	C/P	19.00	06/16/2012	IVN1	C/P	19.00	06/16/2012
IVN	C/P	20.00	06/16/2012	IVN1	C/P	20.00	06/16/2012
IVN	C/P	21.00	06/16/2012	IVN1	C/P	21.00	06/16/2012
IVN	C/P	22.00	06/16/2012	IVN1	C/P	22.00	06/16/2012
IVN	C/P	23.00	06/16/2012	IVN1	C/P	23.00	06/16/2012
IVN	C/P	24.00	06/16/2012	IVN1	C/P	24.00	06/16/2012
IVN	C/P	25.00	06/16/2012	IVN1	C/P	25.00	06/16/2012
IVN	C/P	26.00	06/16/2012	IVN1	C/P	26.00	06/16/2012
IVN	C/P	27.00	06/16/2012	IVN1	C/P	27.00	06/16/2012
IVN	C/P	28.00	06/16/2012	IVN1	C/P	28.00	06/16/2012
IVN	C/P	29.00	06/16/2012	IVN1	C/P	29.00	06/16/2012
IVN	C/P	30.00	06/16/2012	IVN1	C/P	30.00	06/16/2012
IVN	C/P	31.00	06/16/2012	IVN1	C/P	31.00	06/16/2012
IVN	C/P	32.00	06/16/2012	IVN1	C/P	32.00	06/16/2012
IVN	C/P	33.00	06/16/2012	IVN1	C/P	33.00	06/16/2012
IVN	C/P	34.00	06/16/2012	IVN1	C/P	34.00	06/16/2012
IVN	C/P	35.00	06/16/2012	IVN1	C/P	35.00	06/16/2012
IVN	C/P	36.00	06/16/2012	IVN1	C/P	36.00	06/16/2012
IVN	C/P	37.00	06/16/2012	IVN1	C/P	37.00	06/16/2012
IVN	C/P	38.00	06/16/2012	IVN1	C/P	38.00	06/16/2012
IVN	C/P	1.00	07/21/2012	IVN1	C/P	1.00	07/21/2012
IVN	C/P	2.00	07/21/2012	IVN1	C/P	2.00	07/21/2012
IVN	C/P	3.00	07/21/2012	IVN1	C/P	3.00	07/21/2012
IVN	C/P	4.00	07/21/2012	IVN1	C/P	4.00	07/21/2012
IVN	C/P	5.00	07/21/2012	IVN1	C/P	5.00	07/21/2012
IVN	C/P	6.00	07/21/2012	IVN1	C/P	6.00	07/21/2012
IVN	C/P	7.00	07/21/2012	IVN1	C/P	7.00	07/21/2012
IVN	C/P	8.00	07/21/2012	IVN1	C/P	8.00	07/21/2012
IVN	C/P	9.00	07/21/2012	IVN1	C/P	9.00	07/21/2012
IVN	C/P	10.00	07/21/2012	IVN1	C/P	10.00	07/21/2012
IVN	C/P	11.00	07/21/2012	IVN1	C/P	11.00	07/21/2012

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IVN	C/P	14.00	07/21/2012	IVN1	C/P	14.00	07/21/2012
IVN	C/P	15.00	07/21/2012	IVN1	C/P	15.00	07/21/2012
IVN	C/P	16.00	07/21/2012	IVN1	C/P	16.00	07/21/2012
IVN	C/P	17.00	07/21/2012	IVN1	C/P	17.00	07/21/2012
IVN	C/P	4.00	09/22/2012	IVN1	C/P	4.00	09/22/2012
IVN	C/P	5.00	09/22/2012	IVN1	C/P	5.00	09/22/2012
IVN	C/P	6.00	09/22/2012	IVN1	C/P	6.00	09/22/2012
IVN	C/P	7.00	09/22/2012	IVN1	C/P	7.00	09/22/2012
IVN	C/P	8.00	09/22/2012	IVN1	C/P	8.00	09/22/2012
IVN	C/P	9.00	09/22/2012	IVN1	C/P	9.00	09/22/2012
IVN	C/P	10.00	09/22/2012	IVN1	C/P	10.00	09/22/2012
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IVN	C/P	14.00	12/22/2012	IVN1	C/P	14.00	12/22/2012
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IVN	C/P	17.00	12/22/2012	IVN1	C/P	17.00	12/22/2012
IVN	C/P	18.00	12/22/2012	IVN1	C/P	18.00	12/22/2012
IVN	C/P	19.00	12/22/2012	IVN1	C/P	19.00	12/22/2012
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IVN	C/P	21.00	12/22/2012	IVN1	C/P	21.00	12/22/2012
IVN	C/P	3.00	01/19/2013	IVN1	C/P	3.00	01/19/2013
IVN	C/P	5.00	01/19/2013	IVN1	C/P	5.00	01/19/2013
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IVN	C/P	9.00	01/19/2013	IVN1	C/P	9.00	01/19/2013
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IVN	C/P	11.00	01/19/2013	IVN1	C/P	11.00	01/19/2013
IVN	C/P	12.00	01/19/2013	IVN1	C/P	12.00	01/19/2013
IVN	C/P	13.00	01/19/2013	IVN1	C/P	13.00	01/19/2013
IVN	C/P	14.00	01/19/2013	IVN1	C/P	14.00	01/19/2013
IVN	C/P	15.00	01/19/2013	IVN1	C/P	15.00	01/19/2013
IVN	C/P	16.00	01/19/2013	IVN1	C/P	16.00	01/19/2013
IVN	C/P	17.50	01/19/2013	IVN1	C/P	17.50	01/19/2013
IVN	C/P	20.00	01/19/2013	IVN1	C/P	20.00	01/19/2013
IVN	C/P	22.50	01/19/2013	IVN1	C/P	22.50	01/19/2013
IVN	C/P	25.00	01/19/2013	IVN1	C/P	25.00	01/19/2013
IVN	C/P	30.00	01/19/2013	IVN1	C/P	30.00	01/19/2013
IVN	C/P	35.00	01/19/2013	IVN1	C/P	35.00	01/19/2013
IVN	C/P	40.00	01/19/2013	IVN1	C/P	40.00	01/19/2013
IVN	C/P	5.00	01/18/2014	IVN1	C/P	5.00	01/18/2014
IVN	C/P	10.00	01/18/2014	IVN1	C/P	10.00	01/18/2014
IVN	C/P	13.00	01/18/2014	IVN1	C/P	13.00	01/18/2014
IVN	C/P	15.00	01/18/2014	IVN1	C/P	15.00	01/18/2014
IVN	C/P	18.00	01/18/2014	IVN1	C/P	18.00	01/18/2014
IVN	C/P	20.00	01/18/2014	IVN1	C/P	20.00	01/18/2014
IVN	C/P	22.00	01/18/2014	IVN1	C/P	22.00	01/18/2014
IVN	C/P	25.00	01/18/2014	IVN1	C/P	25.00	01/18/2014
IVN	C/P	27.00	01/18/2014	IVN1	C/P	27.00	01/18/2014
IVN	C/P	30.00	01/18/2014	IVN1	C/P	30.00	01/18/2014
IVN	C/P	32.00	01/18/2014	IVN1	C/P	32.00	01/18/2014

Questions regarding this memo can be addressed to the BOX Market Operations Center at 617-235-2291 or toll free at 1-866-768-8845.