



NOTICE TO MEMBERS

No. 2012 - 111

June 12, 2012

FINAL CONTRACT ADJUSTMENT

Ivanhoe Mines Ltd. (IVN) Rights Offering

THE FOLLOWING INFORMATION IS PREPARED FOR THE CONVENIENCE OF CANADIAN DERIVATIVES CLEARING CORPORATION (CDCC) MEMBERS AND BOURSE DE MONTRÉAL INC. (THE BOURSE) APPROVED PARTICIPANTS. THIS DOCUMENT IS AN UNOFFICIAL SUMMARY OF CERTAIN TERMS OF THE AFOREMENTIONED ADJUSTMENT. CDCC AND THE BOURSE ACCEPT NO RESPONSIBILITY FOR THE ACCURACY OR COMPLETENESS OF THE SUMMARY. CDCC MEMBERS AND BOURSE APPROVED PARTICIPANTS MUST ENSURE THEY HAVE REVIEWED THE DOCUMENTATION PUBLISHED BY THE ISSUERS INVOLVED IN THIS CORPORATE ACTION.

The Bourse and CDCC wish to inform you that Ivanhoe Mines Ltd. (“Ivanhoe”) announced on June 8, 2012 that it has filed the final prospectus regarding its rights offering to all shareholders of record on June 19, 2012. Pursuant to the rights offering, each shareholder of Ivanhoe will receive one transferable right for every common share held. Every 20 rights will entitle the holder to purchase 7 Ivanhoe common shares at a price of C\$7.17 or US\$7.00. Trading of the rights will begin on the Toronto Stock Exchange on June 14, 2012 and stop at noon Eastern Standard Time (EST) on July 19, 2012. The rights will be listed on the TSX under the symbol IVN.RT.

CDCC - Adjustment Details:

Pursuant to Terms of Adjustment provided in Section A-902 of the Rules of CDCC, all the Ivanhoe options will be adjusted as follows:

- **EFFECTIVE DATE:** **June 14, 2012**

- **OPTIONS SYMBOL:** **IVN will become IVN2**

- **NUMBER OF CONTRACTS:** **Unchanged**

- **NEW DELIVERABLE PER CONTRACT:** **- 100 common shares of Ivanhoe (IVN)
- 100 Ivanhoe rights (IVN.RT)***

- **STRIKE PRICES:** **Unchanged**

Canadian Derivatives Clearing Corporation

The Exchange Tower
130 King Street West, 5th Floor
Toronto, Ontario
M5X 1J2
Tel. : 416-367-2463
Fax : 416-367-2473

800 Victoria Square
3rd Floor
Montréal, Québec
H4Z 1A9
Tel. : 514-871-3545
Fax : 514-871-3530

www.cdcc.ca

- **MULTIPLIER:** 100
- **POSITION AND EXERCISE LIMITS :** **Unchanged**
- **CUSIP :** **NOTACUSIP**

* The rights will trade under the CUSIP 46579N152.

CDCC will not accept escrow receipts on these adjusted series.

The Bourse - adjustment details:

It is important to note that on the effective date mentioned above, all open orders on this option class **will not be automatically modified** to reflect the rights offering and will therefore have to **be re-entered** into the Montreal Automated System (SAM) by the approved participants.

The existing series of IVN options class will be transferred to the IVN2 options class representing the new deliverable. Actual series that do not have open interest will not be adjusted.

Ivanhoe Mines Ltd.		
Actual Strike Prices	Actual Class Symbol	New class symbol during the rights offering
\$ 7.00	IVN	IVN2
\$ 8.00	IVN	IVN2
\$ 9.00	IVN	IVN2
\$ 10.00	IVN	IVN2
\$ 11.00	IVN	IVN2
\$ 12.00	IVN	IVN2
\$ 13.00	IVN	IVN2
\$ 14.00	IVN	IVN2
\$ 15.00	IVN	IVN2
\$ 16.00	IVN	IVN2
\$ 17.00	IVN	IVN2
\$ 18.00	IVN	IVN2
\$ 19.00	IVN	IVN2
\$ 20.00	IVN	IVN2
\$ 21.00	IVN	IVN2
\$ 22.00	IVN	IVN2
\$ 23.00	IVN	IVN2
\$ 24.00	IVN	IVN2
\$ 25.00	IVN	IVN2

The IVN2 options class will be adjusted a second time when the rights will expire.

PLEASE ENSURE THAT ALL CLIENTS WHO HAVE LONG OR SHORT POSITIONS IN THIS OPTION CLASS ARE ADVISED OF THIS NOTICE.

For further information, please contact Louise Leclair, Trading Systems Analyst Market Operations, Bourse de Montréal Inc. at (514) 871-3526. CDCC Clearing Members may contact the Member Services Department.

Glenn Goucher
President and Chief Clearing Officer