



**IVANHOE MINES LTD. (IVN)
 ADDITIONAL INFORMATION FOR HOLDERS OF CHESS UNITS OF FOREIGN
 SECURITIES (CUFS)**

1. SUBSTANTIAL HOLDERS

NAME OF SUBSTANTIAL HOLDER	NUMBER OF SHARES
Robert M. Friedland	100,758,334*

* This is the number of shares owned, directed or controlled by Mr. Friedland

2. HOLDERS OF EQUITY SECURITIES AND VOTING RIGHTS

CLASS OF SECURITY	NUMBER OF HOLDERS	VOTING RIGHTS
IVN Common Shares	155	One vote per share
Options over IVN Common Shares	81	No right to vote

**3. DISTRIBUTION SCHEDULE OF HOLDERS* OF IVN COMMON SHARES
 (INCLUDING HOLDERS OF CUFS)**

CATEGORY	NUMBER OF HOLDERS
1-1000	1,234
1001-5000	1,498
5001-10,000	328
10,001-100,000	446
100,001 and over	154

* 'Holders' in this schedule means registered holders of shares (shareholders) as recorded in the company's securities register as well as holders of CUFS and beneficial holders whose shares are held by a participant in either CDS & Co (The Canadian Depository for Securities) or Cede & Co (Depository Trust Company).

4. DISTRIBUTION SCHEDULE OF HOLDERS OF OPTIONS OVER IVN COMMON SHARES

CATEGORY	NUMBER OF HOLDERS
1-1000	3
1001-5000	8
5001-10,000	16
10,001-10,0000	37
10,0001-and over	17

5. HOLDERS* HOLDING LESS THAN A MARKETABLE PARCEL OF IVN COMMON SHARES (INCLUDING HOLDERS OF CUFS)

136 holders of IVN Common Shares hold less than a marketable parcel. A marketable parcel is a parcel of IVN common shares of not less than AUD500 based on the closing price of IVN common shares on ASX at 1 April 2003.

6. LARGEST 20 HOLDERS* OF IVN COMMON SHARES

	NAME OF HOLDER	NUMBER OF IVN COMMON SHARES HELD	PERCENTAGE OF CAPITAL HELD
1.	CDS & Co**	86,845,575	38.32%
2.	Goldamere Holdings SRL	50,322,533	22.20%
3.	Newstar Securities SRL	30,625,000	13.51%
4.	Cede & Co***	22,940,184	10.12%
5.	Robert M. Friedland	19,810,801	8.74%
6.	Saltbush Nominees Pty Ltd	3,000,000	1.32%
7.	Chess Depository Nominees Pty Ltd	1,376,700	0.61%
8.	Blackwell Assets Management Ltd.	1,000,000	0.44%
9.	Roytor & Co.	850,000	0.38%
10.	Teck Corporation	800,000	0.35%
11.	Tocqueville Gold Fund	650,000	0.29%
12.	Roytor & Co. AC T12058611	640,000	0.28%
13.	Marubeni Corporation	600,000	0.26%
14.	Micro Cap Partners LP	500,000	0.22%
15.	Nesbitt Burns Inc for Stark Trading	478,000	0.21%
16.	Bank of America Securities	400,000	0.18%
17.	Knight Ventures Ltd.	383,334	0.17%
18.	Tocher Holdings Ltd.	383,333	0.17%
19.	570108 BC Ltd.	383,333	0.17%
20.	RBC Global Services Australia	340,000	0.15%

* 'Holders' means registered holders of shares (shareholders) as recorded in the company's securities register.

** CDS & Co (The Canadian Depository for Securities) is the registered holder of shares which are held in the depository on behalf of participants (brokerage houses, banks, etc.) for their clients (beneficial shareholder).

*** Cede & Co (Depository Trust Company) is the registered holder of shares which are held in the depository on behalf of generally US participants on behalf of their clients.

7. OTHER EXCHANGES

IVN Common Shares are quoted on the Toronto Stock Exchange as well as on the ASX.

8. RESTRICTED SECURITIES AND SECURITIES SUBJECT TO VOLUNTARY ESCROW

CLASS OF SECURITY	RESTRICTED SECURITIES		SECURITIES SUBJECT TO VOLUNTARY ESCROW	
	Number	Date that escrow ends	Number	Date that escrow ends
Common Shares	Nil	N/A	Nil	N/A

9. UNQUOTED EQUITY SECURITIES

CLASS	NUMBER ON ISSUE	NUMBER OF HOLDERS	Persons holding more than 20% of the equity securities in the unquoted class, unless the securities were issued or acquired under an employee incentive scheme	
			Name	Number held
Options over IVN Common Shares	10,416,844	81	Nil	N/A

10. OPERATIONS AND ACTIVITIES

A review of IVN's operations and activities for the reporting period is included by reference in the Financial Statements December 31, 2002 and 2001 under Management's Discussion and Analysis of Financial Condition and Results of Operations.

11. SECRETARY

Beverly A. Bartlett is IVN's Corporate Secretary.

12. REGISTERED OFFICE IN AUSTRALIA AND PRINCIPAL ADMINISTRATIVE OFFICE

12.1 Registered office in Australia:

c/o Minter Ellison
 Level 19
 Aurora Place
 88 Phillip Street
 Sydney NSW 2000
 Australia
 Telephone: +61 (2) 9921 8888
 Fax: +61 (2) 9921 8123

12.2 Principal administrative office:

Ivanhoe Mines Ltd.
 World Trade Centre
 Suite 654 – 999 Canada Place
 Vancouver BC Canada V6C 3E1
 Telephone: (+604) 688-5755
 Fax: (+604) 683-9387.

13. REGISTERS

IVN's register of holdings of IVN Common Shares maintained in Australia and its register of CUFS holdings maintained in Australia are kept by:

Advanced Share Registry Services
 Level 7, 200 Adelaide Terrace
 Perth WA 6000
 Australia
 Telephone: +61 (8) 9221 7288

IVN's register of holdings of IVN Common Shares maintained in Canada is kept by:

CIBC Mellon Trust Company
 The Oceanic Plaza, Suite 1600
 1066 West Hastings Street
 Vancouver BC Canada V6E 3X1
 Telephone (+604) 688 4330

CIBC Mellon Trust Company
 200 Queen's Quay East, Unit 6
 Toronto, Ontario M5A 4K9
 Telephone (+416) 861 9731

14. AUDIT COMMITTEE

Ivanhoe Mines Ltd had an audit committee throughout the financial year ended 31 December 2002 and continues to have an audit committee.

15. ELECTION OF DIRECTORS - NOMINATIONS

ASX Listing Rule 14.3 generally provides that an entity must accept nominations for the election of directors up to 35 business days before the date of a general meeting at which directors may be elected.

ASX has granted IVN a waiver of Listing Rule 14.3 to the extent necessary to permit IVN to accept nominations for the election of directors in accordance with Section 168 of the Yukon Business Corporations Act.

The Yukon Business Corporations Act and applicable Canadian securities laws require that a form of proxy shall provide a means for the shareholder to specify that the shares registered in such shareholder's name: (i) shall be voted for or against each matter identified in the notice of meeting or an information circular, other than the election of

directors and the appointment of auditors; and (ii) shall be voted or withheld from voting in respect of the election of directors and the appointment of auditors.

16. EQUITY PLAN

IVN has an Employees' and Directors' Equity Incentive Plan (**Equity Plan**). Under the Equity Plan, IVN may issue options pursuant to a share option plan, shares pursuant to bonus awards made under a bonus plan and shares pursuant to a share purchase plan, subject to the limitations on the number of shares reserved for issue at any time as approved by the Company's shareholders. Directors and key employees of IVN and its affiliates are eligible to participate in the Equity Plan. The terms of the current Equity Plan are standard for a TSX-listed company pursuant to the rules of the TSX and were approved by the Company's shareholders and by the TSX. At the Company's last annual general meeting in June 2002, IVN's shareholders approved an increase in the maximum number of common shares that may be issued under the Equity Plan from 15,000,000 to 20,000,000.

100,000 options over IVN common shares and 10,984 common shares were issued to directors and their associates under the Equity Plan during the financial year ended 31 December 2002.

17. PLACE OF INCORPORATION

Ivanhoe Mines Ltd. ("IVN") is incorporated in the Yukon Territory, Canada.

18. STATEMENT REGARDING PLACE OF INCORPORATION AND APPLICABLE LIMITATIONS ON THE ACQUISITION OF SECURITIES

Ivanhoe Mines Ltd. ("IVN") is incorporated in the Yukon Territory, Canada.

IVN is not subject to Chapters 6, 6A, 6B and 6C of the Australian *Corporations Act 2001* dealing with the acquisition of shares (such as substantial holdings and takeovers).

A summary of the limitations on the acquisition of securities imposed by the jurisdiction in which IVN is incorporated follows.

In Canada, acquisitions of securities by takeover bid are regulated by provincial securities legislation. Under this legislation, an offer to acquire securities from a shareholder resident in a province which will result in the offeror (including joint actors) holding in excess of 20% of the issued capital of the company constitutes a takeover bid. Subject to limited exceptions (eg. the purchase of less than 5% of issued share capital over 12 months and offers to no more than 5 persons at no greater than 115% of market price), an offeror must (i) provide all shareholders with a takeover bid circular which includes prospectus level disclosure about the offer, the offeror and the subject company; (ii) must keep the bid open for at least 21 days; and (iii) must deliver the circular and extend the offer to each shareholder of the company, with the ultimate purchase of shares being pro rata amongst those shareholders who have tendered their shares under the bid. Canadian takeover bid rules also provide an early warning system to notify the market of significant accumulations of securities. Under this

system an acquiror must issue a press release to the public and file a report with provincial securities commissions upon the acquisition of 10% or more of the share capital of a company and upon each acquisition of an additional 2%. IVN's corporate legislation, the Yukon Business Corporations Act, permits a shareholder who acquires 90% or more of the outstanding shares to acquire the remaining shares at fair market value.

The foregoing is a short summary only and reference must be made to applicable Canadian legislation for further details.

The information in this document is current as at 1 April 2003.

