

IVANHOE MINES LTD  
Form FWP  
July 16, 2012  
**ISSUER FREE WRITING PROSPECTUS**

**Filed pursuant to Rule 433**

**Registration Statement No. 333-181598**

**Dated July 16, 2012**

July 16, 2012

**Ivanhoe Mines rights to cease trading on New York Stock Exchange  
and NASDAQ on July 18, 2012, and on Toronto Stock Exchange  
at noon on July 19, 2012**

VANCOUVER, CANADA Ivanhoe Mines today reminded eligible shareholders that the company's current rights offering will expire in four days, on July 19, 2012.

Under terms of the rights offering, all holders of rights must either a) validly deliver their completed rights certificates to the Subscription Agent, CIBC Mellon Trust Company, before the expiry deadline on July 19, 2012, at 5:00 p.m. Eastern Standard Time (EST); or b) provide a notice to the Subscription Agent guaranteeing delivery of their rights certificates within three trading days of the July 19 expiry deadline, in both cases accompanied by payment of the total applicable subscription price.

An earlier deadline will apply for rights held through securities brokers, dealers, banks, trust companies or other custodians that participate directly or indirectly in the book-based systems administered by CDS Clearing and Depository Services Inc. or the Depository Trust Company. Holders of such rights should contact their broker, dealer, bank, trust company or other custodian to determine the deadlines applicable to them.

Details of the rights offering are contained in the final prospectus, notices and the rights certificate that were mailed to each registered shareholder resident in Canada and the United States on June 27, 2012. The final prospectus, dated June 7, 2012, and the notices are available on SEDAR and EDGAR. The rights offering was summarized in a news release issued by Ivanhoe Mines on June 8, 2012.

Key terms contained in the final prospectus for the rights offering include:

Each Ivanhoe Mines shareholder has received one transferable right for each share of common stock owned as of June 19, 2012, the record date for the rights offering.

Every 20 rights will entitle the holder to purchase seven (7) common shares of Ivanhoe Mines.

Each holder may choose a subscription price of either US\$7.00 per share or CDN\$7.17 per share. The US and Canadian subscription prices represent a discount of approximately 32% to the closing prices of US\$10.31 on the NYSE and CDN\$10.62 on the TSX on June 7, 2012.

Approximately 260 million common shares are expected to be issued under the rights offering, which would represent approximately 35% of Ivanhoe's current outstanding shares.

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A rights-offering prospectus and rights certificate was mailed on June 27, 2012, to each shareholder of record subject to applicable law.

The rights offering will be open for exercise for 21 days from the date of mailing to shareholders and will expire at 5:00 p.m. Eastern Standard Time (EST) on July 19, 2012.

Trading of the rights on the TSX will stop at noon (EST) on July 19, 2012. On the NYSE and NASDAQ, trading of the rights will stop at the close of trading on July 18, 2012.

Shareholders who do not wish to exercise their rights to buy new common shares under the offering will have the option of selling the rights that they receive from Ivanhoe Mines through the TSX, the NYSE or NASDAQ.

Shareholders who do not exercise all of their rights will have their present ownership interests in Ivanhoe Mines reduced, as a percentage of the total outstanding common shares, as a result of the rights offering.

Rio Tinto has committed to take up its full basic subscription privilege under the rights offering with respect to its 51% shareholding in Ivanhoe, subject to certain conditions. Rio Tinto will also provide a standby commitment for the full amount of the US\$1.8 billion rights offering, subject to certain conditions including the price of Ivanhoe's common shares on the NYSE not falling below the subscription price at any time on or after the fifth business day before the expiry of the rights. Under the standby commitment, Rio Tinto is required to acquire any Ivanhoe common shares not taken up under the rights offering.

This news release does not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

#### **About Ivanhoe Mines**

Ivanhoe Mines (NYSE, NASDAQ & TSX: IVN) is an international mining company with operations focused in the Asia Pacific region. Assets include the company's 66% interest in the Oyu Tolgoi copper-gold-silver mine development project in southern Mongolia; a 58% interest in Mongolian coal miner SouthGobi Resources (TSX: SGQ; HK: 1878); a 59% interest in copper-gold miner Ivanhoe Australia (ASX, TSX: IVA), which also is developing a molybdenum-rhenium discovery; and a 50% interest in Altynalmas Gold, a private company developing the Kyzyl Gold Project in Kazakhstan.

Ivanhoe Mines' shares are listed on the New York, NASDAQ and Toronto stock exchanges under the symbol IVN.

For further information, please contact:

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[Forward-looking statements](#)

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Certain statements made herein, including statements relating to matters that are not historical facts and statements of our beliefs, intentions and expectations about developments, results and events which will or may occur in the future, constitute forward-looking information within the meaning of applicable Canadian securities legislation and forward-looking statements within the meaning of the safe harbour provisions of the United States Private Securities Litigation Reform Act of 1995. Forward-looking information and statements are typically identified by words such as anticipate, could, should, expect, seek, may, intend, likely, plan, estimate, will, believe and similar expressions outcomes or statements regarding an outlook. These include, but are not limited to whether or not the above contemplated rights offering will be successfully completed in the future, statements regarding the gross proceeds expected to be raised thereby and the number and percentage of shares expected to be issued thereunder, and other statements that are not historical facts.

All such forward-looking information and statements are based on certain assumptions and analyses made by Ivanhoe Mines' management in light of their experience and perception of historical trends, current conditions and expected future developments, as well as other factors management believes are appropriate in the circumstances. These statements, however, are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking information or statements. Important factors that could cause actual results to differ from these forward-looking statements include those described under the heading "Risks Factors" included in the final prospectus or in the company's Annual Information Form, both filed on SEDAR and EDGAR. The reader is cautioned not to place undue reliance on forward-looking information or statements.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before investing, individuals should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. The documents are available free of charge by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer will arrange to send you the prospectus if you request it by calling 1-604-688-5755.