

IVANHOE MINES LTD  
Form 40-F  
April 01, 2009

**U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 40-F**

**Registration Statement pursuant to Section 12 of the Securities Exchange Act of 1934**  
**or**

**Annual Report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934.**  
**For the fiscal year ended December 31, 2008**

**Commission File Number: [001-32403]  
IVANHOE MINES LTD.**

*(Exact name of Registrant as specified in its charter)*

|  |  |   |
|--|--|---|
| <b>Yukon, Canada</b><br><i>(Province or other jurisdiction of<br/>incorporation or organization)</i>   | <b>1021</b><br><i>(Primary Standard Industrial<br/>Classification Code Number)</i> | <b>Not Applicable</b><br><i>(I.R.S. Employer Identification Number)</i> |
| <b>Suite 654, 999 Canada Place, Vancouver, British Columbia, Canada V6C 3E1, (604) 688-5755</b><br><i>(Address and telephone number of registrant's principal executive offices)</i> |  |   |

**CT Corporation System  
111 Eighth Avenue  
New York, New York  
10011  
(212) 894-8700**

*(Name, address and telephone number of agent for service in the United States)*

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

|  |   |
|--|---|
| <b>Common Shares without par value</b> | <b>New York Stock Exchange/<br/>Nasdaq Stock Market</b> |
|--|---|

*(Title of Class)*

*(Exchanges)*

Securities registered or to be registered pursuant to Section 12(g) of the Act: **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**

For annual reports, indicate by check mark the information filed with this Form:

Annual Information Form

Audited Annual Financial Statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

**378,046,013 Common Shares outstanding as of December 31, 2008**

Indicate by check mark whether the Registrant by filing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934 (the Exchange Act). If **Yes** is marked, indicate the filing number assigned to the Registrant in connection with such Rule.

Yes  No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

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Yes  No

The Annual Report on Form 40-F shall be incorporated by reference into, or as an exhibit to, as applicable, the Registrant's Registration statement under the Securities Act of 1933: Form S-8 (File No. 333-143550).

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*In this annual report on Form 40-F, all funds are quoted in Canadian dollars unless otherwise indicated.*

**PRINCIPAL DOCUMENTS**

The following documents have been filed as part of this Annual Report on Form 40-F:

**A. Annual Information Form**

For the Annual Information Form of Ivanhoe Mines Ltd. (the Company) for the year ended December 31, 2008, see Exhibit 1 of this Annual Report on Form 40-F.

**B. Audited Annual Financial Statements**

For the Company's audited consolidated financial statements for the year ended December 31, 2008 and 2007, including the auditor's report with respect thereto, see Exhibit 2 of this Annual Report on Form 40-F.

**C. Management's Discussion and Analysis**

For the Company's Management's Discussion and Analysis for the year ended December 31, 2008, see Exhibit 3 of this Annual Report on Form 40-F.

**FORWARD-LOOKING STATEMENTS**

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 harbor 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 suggesting future outcomes or statements regarding an outlook. These include, but are not limited to, statements respecting anticipated business activities; planned expenditures; corporate strategies; proposed acquisitions and dispositions of assets; discussions with third parties respecting material agreements; the expected timing and outcome of the Company's discussions with representatives of the Government of Mongolia for an Investment Agreement in

respect of the Oyu Tolgoi Project; the timing of commencement of full construction of the Oyu Tolgoi Project; the estimated timing and cost of bringing the Oyu Tolgoi Project into commercial production; anticipated future production and cash flows; target milling rates; the impact of amendments to the laws of Mongolia and other countries in which Ivanhoe Mines carries on business; the anticipated future production for the Ovoot Tolgoi Coal Mine, the potential improvement of the export conditions at the Ceke border between Mongolia and China and the completion of a feasibility study on the Ovoot Tolgoi Coal Mine; the potential of plans to make non-core projects self-funding; and other statements that are not historical facts.

All such forward-looking information and statements are based on certain assumptions and analyses made by the Company's 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"

and Uncertainties elsewhere in this Annual Report on Form 40-F. The reader is cautioned not to place undue reliance on forward-looking information or statements.

This Annual Report on Form 40-F also contains references to estimates of mineral reserves and mineral resources. The estimation of reserves and resources is inherently uncertain and involves subjective judgments about many relevant factors. The accuracy of any such estimates is a function of the quantity and quality of available data, and of the assumptions made and judgments used in engineering and geological interpretation, which may prove to be unreliable. There can be no assurance that these estimates will be accurate or that such mineral reserves and mineral resources can be mined or processed profitably. Mineral resources that are not mineral reserves do not have demonstrated economic viability. Except as required by law, the Company does not assume the obligation to revise or update these forward-looking statements after the date of this document or to revise them to reflect the occurrence of future unanticipated events.

**NOTE TO UNITED STATES INVESTORS CONCERNING ESTIMATES OF MEASURED, INDICATED AND INFERRED RESOURCES**

This document and the documents incorporated by reference herein have been prepared in accordance with the requirements of securities laws in effect in Canada, which differ from the requirements of United States securities laws. Without limiting the foregoing, this document, and the documents incorporated by reference herein, use the terms measured, indicated and inferred resources. United States investors are advised that, while such terms are recognized and required by Canadian securities laws, the SEC does not recognize them. Under current United States standards, mineralization may not be classified as a reserve unless the determination has been made that the mineralization could be economically and legally produced or extracted at the time the reserve determination is made. United States investors are cautioned not to assume that all or any part of measured or indicated resources will ever be converted into reserves. Further, inferred resources have a great amount of uncertainty as to their existence and as to whether they can be mined legally or economically. It cannot be assumed that all or any part of the inferred resources will ever be upgraded to a higher category. Therefore, United States investors are also cautioned not to assume that all or any part of the inferred resources exist, or that they can be mined legally or economically. Disclosure of contained ounces is permitted disclosure under Canadian regulations; however, the SEC only permits issuers to report resources as in place tonnage and grade without reference to unit measures. Accordingly, information concerning descriptions of mineralization and resources contained in this document, or in the documents incorporated by reference, may not be comparable to information made public by United States companies subject to the reporting and disclosure requirements of the SEC. National Instrument 43-101 Standards of Disclosure for Mineral Projects ( NI 43-101 ) is a rule developed by the Canadian Securities Administrators that establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects. Unless otherwise indicated, all reserve and resource estimates contained in or incorporated by reference in this document have been prepared in accordance with NI 43-101. These standards differ significantly from the requirements of the SEC, and reserve and resource information contained herein and incorporated by reference herein may not be comparable to similar information disclosed by U.S. companies. NI 43-101 permits historical estimates made prior to the adoption of NI 43-101 that do not comply with NI 43-101 to be disclosed using the historical terminology if the disclosure: (a) identifies the source and date of the historical estimate; (b) comments on the relevance and reliability of the historical estimate; (c) states whether the historical estimate uses categories other than those prescribed by NI 43-101; and (d) includes any more recent estimates or data available.

## ADDITIONAL DISCLOSURE

### CONTROLS AND PROCEDURES

#### Disclosure Controls and Procedures

Disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported to senior management, including the Company's principal executive officer and principal financial officer, on a timely basis so that appropriate decisions can be made regarding public disclosure.

As of the end of the Company's fiscal year ended December 31, 2008, an evaluation of the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the Exchange Act)) was carried out by the Company's management with the participation of the principal executive officer and principal financial officer. Based upon that evaluation, the Company's principal executive officer and principal financial officer have concluded that as of the end of that fiscal year, the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in United States Securities and Exchange Commission (SEC) rules and forms and (ii) accumulated and communicated to the Company's management, including its principal executive officer and principal financial officer, to allow timely decisions regarding required disclosure.

It should be noted that while the Company's principal executive officer and principal financial officer believe that the Company's disclosure controls and procedures provide a reasonable level of assurance that they are effective, they do not expect that the Company's disclosure controls and procedures or internal control over financial reporting will prevent all errors and fraud. A control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

#### Management's Report on Internal Control over Financial Reporting

Management of the Company is responsible for establishing and maintaining adequate internal control over the Company's financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act). Internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with United States generally accepted accounting principles and the requirements of the SEC in the United States, as applicable. The Company's principal executive officer and principal financial officer have assessed the effectiveness of the Company's internal control over financial reporting as at December 31, 2008 in accordance with Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this assessment, the Company's principal executive officer and principal financial officer have determined that the Company's internal control over financial reporting was effective as at December 31, 2008 and have certified the Company's annual filings with the SEC on Form 40-F as required by the United States Sarbanes-Oxley Act and with Canadian securities regulatory authorities.

Management of the Company reviewed the results of management's assessment with the Audit Committee of the Company's Board of Directors. Deloitte & Touche LLP, independent registered chartered accountants, was engaged, as approved by a vote of the Company's shareholders, to audit and

provide independent opinions on the Company's consolidated financial statements and the effectiveness of the Company's internal control over financial reporting as at December 31, 2008. Deloitte & Touche LLP has provided such opinions.

**Changes in Internal Control Over Financial Reporting**

During the year ended December 31, 2008, there were no changes in the Company's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

**REPORT OF THE INDEPENDENT REGISTERED CHARTERED ACCOUNTANTS**

The Company's independent registered chartered accountants, Deloitte & Touche LLP, have issued an unqualified opinion on the Company's internal control over financial reporting which is included in the Company's Audited Consolidated Financial Statements for the year ended December 31, 2008 attached hereto as Exhibit 2.

**AUDIT COMMITTEE**

The Company's board of directors has a separately-designated standing Audit Committee as defined by Section 3(a)(58)(A) of the Exchange Act for the purpose of overseeing the accounting and financial reporting processes of the Company and audits of the Company's annual financial statements. As of the date of this annual report, the members of the Audit Committee are Messrs. David Korbin, Kjeld Thygesen and Dr. Marcus Faber. Mr. Korbin is the Chairman of the Audit Committee.

Each of the directors serving on the Audit Committee has also been determined by the board of the Company to be independent within the criteria established by the SEC, the New York Stock Exchange (the NYSE) and the NASDAQ Stock Market (Nasdaq) for audit committee membership.

**AUDIT COMMITTEE FINANCIAL EXPERT**

The Company's board of directors has determined that Mr. David Korbin (a nominee of management for re-election as a director at the Meeting) is an audit committee financial expert (as such term is defined in Form 40-F). In addition, Mr. Korbin is independent, as that term is defined by the SEC and the NYSE and Nasdaq listing standards.

Mr. Korbin holds a Chartered Accountant designation and has worked as an accounting professional for over 25 years.

**CODE OF BUSINESS CONDUCT AND ETHICS**

The Company has adopted a written code of ethics (as that term is defined in Form 40-F), entitled Code of Business Conduct and Ethics, which applies to all of the Company's employees, executive officers and directors, including the Company's principal executive officer, principal financial officer, principal accounting officer or control, and persons performing similar functions. The Code of Business Conduct and Ethics includes, among other things, written standards for the Company's principal executive officer, principal financial officer and principal accounting officer that are required by the SEC for a code of ethics applicable to such officers. To review or obtain a copy of the Company's Code of Business Conduct and Ethics, see Corporate and Social Responsibilities Code of Business Conduct and Ethics posted on the Company's website, [www.ivanhoe-mines.com](http://www.ivanhoe-mines.com). The Code of Business Conduct and Ethics is also available in print to any shareholder who requests it. Requests for copies of the Code should be made by contacting: Ivanhoe Mines Ltd., 654 999 Canada Place, Vancouver, British Columbia, Canada V6C 3E1.

Since the adoption of the Code of Business Conduct and Ethics, there have not been any amendments to the Code of Business Conduct and Ethics (other than housekeeping amendments to the Code in 2007 to clarify consulting and reporting procedures and to recognize the Company's whistleblower mechanism) or waivers, including implicit waivers, from any provision of the Code of Business Conduct and Ethics.

**PRINCIPAL ACCOUNTANT FEES AND SERVICES**

Deloitte & Touche LLP has served as the Company's auditing firm since January 1995. Fees billed by Deloitte & Touche LLP and its affiliates during fiscal 2008 and fiscal 2007 were approximately Canadian \$3,330,000 and Canadian \$1,838,000, respectively. The aggregate fees billed by the auditors in fiscal 2008 and fiscal 2007 are detailed below.

| <i>(Canadian \$ in 000's)</i> | <b>2008</b>    | <b>2007</b>    |
|-------------------------------|----------------|----------------|
| Audit Fees (a)                | \$1,030        | \$ 935         |
| Audit Related Fees (b)        | \$1,960        | \$ 439         |
| Tax Fees (c)                  | \$ 43          | \$ 411         |
| All Other Fees (d)            | \$ 297         | \$ 53          |
| <b>Total</b>                  | <b>\$3,330</b> | <b>\$1,838</b> |

(a) Fees for audit services billed or expected to be billed relating to fiscal 2008 and 2007 consists of:  
audit of the Corporation's annual statutory financial statements; and

audit of its subsidiaries, SouthGobi Energy Resources Ltd.'s and Ivanhoe Australia Limited's, annual statutory financial statements.

In addition, in 2008 and 2007, fees were paid for services provided in connection with review pursuant to Section 404 of the Sarbanes-Oxley Act of 2002 and the required attestations relating to internal controls.

(b) Fees for audit-related services provided during fiscal 2008 and 2007 consists of:  
translation services;

financial accounting and reporting consultations;

reviews of the Corporation's quarterly financial statements; and

comfort letters, consents, and other services related to SEC, Canadian and other securities regulatory authorities' matters.

The 2008 audit-related services were substantially higher than those incurred in 2007 due to the incursion of \$1,182,000 relating to services provided in respect of SouthGobi's potential Asian stock exchange listing and \$370,000 relating to services provided in respect of Ivanhoe Australia's initial public offering.

(c) Fees for tax services provided during fiscal 2008 and 2007 consisted of income tax compliance, and tax planning and advice relating to transactions and proposed transactions of the Corporation and its subsidiaries.

(d) The Corporation incurred fees of Cdn.\$297,000 for products and services provided by its principal accountant during fiscal 2008 and 2007 not disclosed in subsections (a), (b) or (c).



### Pre-Approval Policies and Procedures

All services to be performed by the Company's independent auditor must be approved in advance by the Audit Committee or a designated member of the Audit Committee ( Designated Member ). The Designated Member is a member of the Audit Committee who has been given the authority to grant pre-approvals of permitted audit and non-audit services.

The Audit Committee has considered whether the provision of services other than audit services is compatible with maintaining the auditors' independence and has adopted a policy governing the provision of these services. This policy requires the pre-approval by the Audit Committee or the Designated Member of all audit and non-audit services provided by the external auditor, other than any de minimus non-audit services allowed by applicable law or regulation. The decisions of the Designated Member to pre-approve a permitted service needs to be reported to the Audit Committee at its regularly scheduled meetings.

Pre-approval from the Audit Committee or Designated Member can be sought for planned engagements based on budgeted or committed fees. No further approval is required to pay pre-approved fees. Additional pre-approval is required for any increase in scope or in final fees.

Pursuant to these procedures, 100% of each of the services provided by the Company's external auditor relating to the fees reported as audit, audit-related, tax and all other fees were pre-approved by the Audit Committee or the Designated Member.

### **OFF-BALANCE SHEET ARRANGEMENTS**

During the most recent financial year, the Company was not a party to any off-balance sheet arrangements that have or are reasonably likely to have a current or future material effect on its financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

### **TABULAR DISCLOSURE OF CONTRACTUAL OBLIGATIONS**

The information provided under the heading Management's Discussion and Analysis of Financial Condition and Results of Operations Contractual Obligations, contained in Exhibit 3 to this Annual Report on Form 40-F, is incorporated by reference herein.

### **CORPORATE GOVERNANCE PRACTICES**

#### **Corporate Governance Practices Compared to NYSE and Nasdaq Listing Standards**

The Company has reviewed its corporate governance practices against the requirements of the NYSE and Nasdaq, and determined that its corporate governance practices do not differ in any significant way from those followed by U.S. companies under NYSE and Nasdaq listing standards. This includes the composition of the Board of Directors, because in excess of one-half of the Company's directors (seven of twelve directors) are considered independent for purposes of the NYSE and Nasdaq corporate governance rules. The Company's directors that the Board of Directors has determined to be independent under the NYSE and Nasdaq corporate governance rules are David Huberman, Markus Faber, Robert Hanson, Kjeld Thygesen, Howard Balloch, Livia Mahler and David Korbin. All of these directors are nominees for re-election to the Board at the 2009 annual general meeting scheduled for May 8, 2009 (the Meeting ). If re-elected, following the Meeting in excess of one-half of the Company's directors (seven of twelve directors) will continue to be considered independent for purposes of the NYSE and Nasdaq corporate governance rules.

**Presiding Director at Meetings of Non-Management Directors**

The Company schedules regular executive sessions in which the Company's non-management directors (as that term is defined in the rules of the NYSE) meet without management participation. David Huberman, the Company's lead director (the Lead Director) serves as the presiding director at such sessions.

**Communication with Non-Management Directors**

Shareholders may send communications to the Company's non-management directors by writing to the Lead Director, c/o Ivanhoe Mines Ltd., 654 999 Canada Place, Vancouver, British Columbia, Canada V6C 3E1. Communications will be referred to the Lead Director for appropriate action. The status of all outstanding concerns addressed to the Lead Director will be reported to the board of directors as appropriate.

**Corporate Governance Guidelines**

According to NYSE Rule 303A.09 and Rule 4350(n) of the Nasdaq Listed Company Manual, a listed company must adopt and disclose a set of corporate governance guidelines with respect to specified topics. Such guidelines are required to be posted on the listed company's website. The Company has adopted the required guidelines and has posted them on its website at [www.ivanhoe-mines.com](http://www.ivanhoe-mines.com). The required guidelines are available in print to any shareholder who requests them. Requests for copies of these documents should be made by contacting: Ivanhoe Mines Ltd., 654 999 Canada Place, Vancouver, British Columbia, Canada V6C 3E1.

**Board Committee Mandates**

The Mandates of the Company's Audit Committee, Compensation and Benefits Committee, and Nominating and Corporate Governance Committee are each available for viewing on the Company's website at [www.ivanhoe-mines.com](http://www.ivanhoe-mines.com), and are available in print to any shareholder who requests them. Requests for copies of these documents should be made by contacting: Ivanhoe Mines Ltd., 654 999 Canada Place, Vancouver, British Columbia, Canada V6C 3E1.

**UNDERTAKING AND CONSENT TO SERVICE OF PROCESS**

**Undertaking**

The Company undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

**Consent to Service of Process**

The Company filed an Appointment of Agent for Service of Process and Undertaking on Form F-X on December 17, 2003 with respect to the class of securities in relation to which the obligation to file the Form 40-F arises. Any change to the name or address of the agent for service of process of the registrant shall be communicated promptly to the SEC by an amendment to the Form F-X referencing the file number of the Company.

**SIGNATURE**

Pursuant to the requirements of the Exchange Act, the Company certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: March 31, 2009

**IVANHOE MINES LTD.**

By: /s/ Beverly A. Bartlett

Name: Beverly A. Bartlett

Title: Vice President and Corporate Secretary

**EXHIBIT INDEX**

| <b>Exhibit Number</b> | <b>Document</b>  |
|-----------------------|--|
| 1                     | Annual Information Form for the year ended December 31, 2008.  |
| 2                     | Audited Consolidated Financial Statements of Ivanhoe Mines Ltd., including the notes thereto, as of and for the years ended December 31, 2008 and 2007, together with the reports thereon of the Independent Registered Chartered Accountants. |
| 3                     | Management's Discussion and Analysis of Financial Condition and Results of Operations.   |
| 23.1                  | Consent of Deloitte & Touche LLP, Independent Registered Chartered Accountants.  |
| 23.2                  | Consent of GRD Minproc Limited.  |
| 23.3                  | Consent of Bernard Peters.   |
| 23.4                  | Consent of Stephen Torr.   |
| 23.5                  | Consent of John Vann.  |
| 23.6                  | Consent of Dean David.   |
| 23.7                  | Consent of Scott Jackson.  |
| 23.8                  | Consent of Jeffrey Price.  |
| 23.9                  | Consent of Gene Wusaty.  |
| 31.1                  | Certification of the Chief Executive Officer Pursuant to Section 302 of the Sarbanes Oxley Act of 2002 (pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended).   |
| 31.2                  | Certification of the Chief Financial Officer Pursuant to Section 302 of the Sarbanes Oxley Act of 2002 (pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended).   |
| 32.1                  | Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.   |
| 32.2                  | Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.   |