

IVANHOE MINES LTD.
654 - 999 Canada Place, Vancouver, British Columbia V6C 3E1
Tel: (604) 688-6630

P R O X Y

This proxy is solicited by management of Ivanhoe Mines Ltd. (the "Company") for the Annual and Special Meeting of its shareholders (the "Meeting") to be held in the Princess Louisa Suite at the Fairmont Waterfront Hotel, 900 Canada Place Way, Vancouver, British Columbia on May 5, 2014 at 1:00 PM (Pacific time).

The undersigned hereby appoints **Peter G. Meredith**, Director of the Company, or failing him, **Mary Vincelli**, Corporate Secretary of the Company, or instead of either of the foregoing, (insert name) _____, as nominee of the undersigned, with full power of substitution, to attend and vote on behalf of the undersigned at the Meeting and at any adjournment(s) or postponement(s) thereof, and directs the nominee to vote or withhold from voting, as applicable, the Class A and/or Class B common shares ("**common shares**") of the undersigned in the manner indicated below:

1. NUMBER OF DIRECTORS

To set the number of directors of the Company at ten (10).

FOR AGAINST

2. ELECTION OF DIRECTORS

The nominees proposed by management of the Company are:

ROBERT M. FRIEDLAND	FOR <input type="checkbox"/>	WITHHOLD <input type="checkbox"/>
IAN D. COCKERILL	FOR <input type="checkbox"/>	WITHHOLD <input type="checkbox"/>
CHARLES J. RUSSELL	FOR <input type="checkbox"/>	WITHHOLD <input type="checkbox"/>
PETER G. MEREDITH	FOR <input type="checkbox"/>	WITHHOLD <input type="checkbox"/>
DR. MARKUS FABER	FOR <input type="checkbox"/>	WITHHOLD <input type="checkbox"/>
WILLIAM G. LAMARQUE	FOR <input type="checkbox"/>	WITHHOLD <input type="checkbox"/>
WILLIAM B. HAYDEN	FOR <input type="checkbox"/>	WITHHOLD <input type="checkbox"/>
OYVIND HUSHOVD	FOR <input type="checkbox"/>	WITHHOLD <input type="checkbox"/>
GUY J. DE SELLIERS	FOR <input type="checkbox"/>	WITHHOLD <input type="checkbox"/>
DR. RILWANU LUKMAN	FOR <input type="checkbox"/>	WITHHOLD <input type="checkbox"/>

3. APPOINTMENT OF AUDITORS

To re-appoint Deloitte LLP, Chartered Accountants, as auditors of the Company at a remuneration to be fixed by the board of directors.

FOR WITHHOLD

4. EQUITY INCENTIVE PLAN APPROVAL AND RECONFIRMATION AND AMENDMENT RESOLUTION

to consider and, if deemed advisable, to adopt with or without variation, an ordinary resolution, the full text of which is set forth on page 13 of the Management Proxy Circular.

FOR AGAINST

5. To transact any other business as may properly come before the Meeting or at any adjournment(s) or postponement(s) thereof.

6. Upon any permitted amendment to or variation of any matter identified in the Notice of Meeting.

THE UNDERSIGNED HEREBY REVOKES ANY PRIOR PROXY OR PROXIES.

DATED: _____, 2014.

Signature of Shareholder

(Please print name here)

Note: If not dated, this proxy is deemed to be dated on the day sent by the Company.

NOTES:

Vote by Telephone, Fax, Mail, Email, Hand Delivery or Internet

An appointment of a proxyholder or alternate proxyholder will not be valid unless a proxy form making the appointment, signed by the shareholder or by an attorney of the shareholder authorized in writing, is deposited with CST Trust Company:

- by facsimile to (416) 368-2502 or 1-866-781-3111,
- by postal mail to P.O. Box 721, Agincourt, Ontario, M1S 0A1,
- by email to proxy@canstockta.com (French language proxies to be sent to procuracy@canstockta.com),
- by hand to The Oceanic Plaza, 1600 - 1066 Hastings Street, Vancouver, British Columbia, V6E 3K9 or 320 Bay Street, Banking Hall Level, Toronto, Ontario, M5H 4A6,
- by telephone to 1-888-489-5760, or
- by Internet voting as described below,

and, in each case, must be received by CST Trust Company not later than 1:00 PM (Pacific time) on May 1, 2014, or 48 hours (excluding Saturdays, Sundays and statutory holidays) before any adjournment(s) or postponement(s) thereof, at which the proxy form is to be used.

To vote by internet, use the internet to transmit your voting instructions and for electronic delivery of information. Have this proxy form available when you access the website at www.cstvotemyproxy.com. You will be prompted to enter your 13-digit Control Number, which is located on the right side of this proxy form. You may also appoint a person other than the persons designated on this proxy form by following the instructions provided on the website.

Any one of the joint holders of a common share may sign a proxy form in respect of the share but, if more than one of them is present at the Meeting or represented by proxyholder, that one of them whose name appears first in the register of members in respect of the common share, or that one's proxyholder, will alone be entitled to vote in respect thereof. Where the proxy form is signed by a corporation, either its corporate seal must be affixed or the form should be signed by the corporation under the hand of an officer or an attorney duly authorized in writing.

A shareholder has the right to appoint a person, who need not be a shareholder, to attend and act for the shareholder and on the shareholder's behalf at the Meeting other than either of the nominees designated in this proxy form, and may do so by inserting the name of that other person in the blank space provided for that purpose in this proxy form or by completing another suitable proxy form.

The common shares represented by the proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any ballot and where a choice with respect to a matter to be acted on is specified, the common shares will be voted on a ballot in accordance with that specification. This proxy confers discretionary authority on the nominees with respect to each matter or group of matters identified herein for which a choice is not specified (as set out below), and to any amendment to or variation of any matter identified herein, and to any other matter that properly comes before the Meeting.

IN RESPECT OF A MATTER FOR WHICH A CHOICE IS NOT SPECIFIED IN THE PROXY FORM, THE NOMINEES NAMED IN THE ACCOMPANYING PROXY FORM WILL VOTE THE COMMON SHARES REPRESENTED BY THE PROXY FORM AT THEIR OWN DISCRETION, EXCEPT WHERE MANAGEMENT RECOMMENDS THAT SHAREHOLDERS VOTE IN FAVOUR OF A MATTER, IN WHICH CASE THE NOMINEES WILL VOTE FOR THE APPROVAL OF SUCH MATTER.

Control Number

If you have any questions, please call
CST Trust Company toll free at 1-
800-387-0825 in Canada or the U.S.
or at 1 (416) 682-3860 outside North
America.

(Please advise the Company of any change of address)