

Notice of Annual and Special Meeting of Shareholders of Ivanhoe Mines Ltd. (the “Company”)

Date & Time

Wednesday, June 28, 2017 at 8:30 AM (Pacific time)

Place

Cheakamus Room, Fairmont Waterfront Hotel
900 Canada Place Way
Vancouver, British Columbia

The business of the meeting is to

1. Receive the Company’s audited financial statements for the year ended December 31, 2016 and the auditors’ report thereon.
2. Set the number of directors at eight (8) for the ensuing year.
3. Elect the directors for the ensuing year.
4. Re-appoint PricewaterhouseCoopers Inc., Chartered Accountants, as auditors for the ensuing year and authorize the directors to fix the auditors’ remuneration.
5. Consider and, if deemed appropriate, approve the Company’s Equity Incentive Plan.
6. Consider and, if deemed appropriate, approve a Deferred Share Unit Plan.
7. Transact any other business that properly comes before the meeting.

Your right to vote

Shareholders of record at the close of business on May 3, 2017, will be entitled to vote at the meeting and are encouraged to vote either by proxy or in person.

For more information on the Notice-and-Access Provisions and information on voting and obtaining paper copies of the meeting materials, please see Section 1 entitled “Voting and Other Important Information” on page 4 in the accompanying Management Proxy Circular.

By order of the Board of Directors,

“Lars-Eric Johansson”

Lars-Eric Johansson
President and Chief Executive Officer

“Mary Vincelli”

Mary Vincelli
Vice President, Compliance and Corporate
Secretary

May 8, 2017