

Condensed consolidated interim financial statements of

Ivanhoe Mines Ltd.

June 30, 2018
(Stated in U.S. dollars)

(Unaudited)

Ivanhoe Mines Ltd.

June 30, 2018

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Ivanhoe Mines Ltd.

Condensed consolidated interim statements of comprehensive income

(stated in thousands of U.S. dollars, except for share and per share amounts)

(Unaudited)

		Three months ended June 30,		Six months ended June 30,	
	Notes	2018	2017	2018	2017
		\$	\$	\$	\$
Expenses					
Exploration and project expenditure		2,773	9,626	4,209	17,922
Salaries and benefits		2,220	1,936	3,632	4,402
Share-based payments	18	1,764	1,201	3,176	2,573
Travel		1,278	825	2,404	1,761
Foreign exchange losses		832	553	1,059	721
Professional fees		827	438	1,742	631
Other expenditure		466	453	1,148	985
Legal		331	93	535	229
Office and administration		315	654	1,003	1,176
Loss from operating activities		10,806	15,779	18,908	30,400
Share of losses from joint venture	6	6,702	5,035	13,902	10,553
Other expenses (income)	21	1,591	1,088	3,432	(2,577)
Finance costs	20	352	355	695	834
Finance income	19	(10,875)	(9,167)	(21,232)	(15,596)
Loss before income taxes		8,576	13,090	15,705	23,614
Income tax expense					
Current		23	145	68	196
Deferred tax recovery		(670)	151	(436)	151
		(647)	296	(368)	347
LOSS FOR THE PERIOD		7,929	13,386	15,337	23,961
Loss attributable to:					
Owners of the Company		6,391	9,338	12,164	16,158
Non-controlling interests		1,538	4,048	3,173	7,803
		7,929	13,386	15,337	23,961
Other comprehensive loss (profit)					
Items that may subsequently be reclassified to loss:					
Exchange loss (gain) on translation of foreign operations		30,044	(2,024)	18,784	(7,577)
Other comprehensive loss (profit) for the period, net of tax		30,044	(2,024)	18,784	(7,577)
TOTAL COMPREHENSIVE LOSS FOR THE PERIOD		37,973	11,362	34,121	16,384
Total comprehensive loss attributable to:					
Owners of the Company		33,710	7,477	28,794	9,226
Non-controlling interest	17	4,263	3,885	5,327	7,158
		37,973	11,362	34,121	16,384
Basic and diluted loss per share	22	0.01	0.01	0.02	0.02
Weighted average number of basic and diluted shares outstanding	22	791,361,120	786,066,658	791,175,966	784,647,267

Ivanhoe Mines Ltd.

Condensed consolidated interim statements of financial position as at

(stated in thousands of U.S. dollars)

(Unaudited)

	Notes	June 30, 2018	December 31, 2017
		\$	\$
ASSETS			
Non-current assets			
Property, plant and equipment	4	234,717	198,583
Mineral properties	5	261,297	260,287
Investment in joint venture	6	577,704	552,384
Long term loan receivable	7	35,248	34,065
Promissory note receivable	9	11,734	11,313
Deferred tax asset		1,000	766
Other assets		11,291	8,385
Total non-current assets		1,132,991	1,065,783
Current assets			
Prepaid expenses	8	6,812	8,416
Promissory note receivable	9	-	2,297
Other receivables	10	3,977	4,750
Financial assets at fair value through profit or loss	11	4,383	8,563
Cash and cash equivalents		87,063	181,419
Current tax assets		305	83
Total current assets		102,540	205,528
Total assets		1,235,531	1,271,311
EQUITY AND LIABILITIES			
Capital and reserves			
Share capital	15	1,143,315	1,141,514
Share option reserve	15	130,092	128,809
Foreign currency translation reserve	16	(25,485)	(8,855)
Accumulated profit		6,087	18,251
Equity attributable to owners of the Company		1,254,009	1,279,719
Non-controlling interests	17	(73,556)	(68,229)
Total equity		1,180,453	1,211,490
Non-current liabilities			
Borrowings	12	30,203	29,204
Advances payable	13	2,420	2,344
Deferred tax liabilities		2,082	2,082
Total non-current liabilities		34,705	33,630
Current liabilities			
Trade and other payables	14	17,371	23,586
Financial liability		3,002	2,605
Total current liabilities		20,373	26,191
Total liabilities		55,078	59,821
Total equity and liabilities		1,235,531	1,271,311

Continuing operations (Note 1)

Commitments and contingencies (Note 27)

(Signed) Oyvind Hushovd

Oyvind Hushovd, Director

(Signed) Livia Mahler

Livia Mahler, Director

Ivanhoe Mines Ltd.

Condensed consolidated interim statements of changes in equity

(stated in thousands of U.S. dollars, except for share amounts)

(Unaudited)

	Share capital		Share option reserve	Foreign currency translation reserve	Accumulated profit (deficit)	Equity attributable to owners	Non-controlling interests	Total
	Number of shares	Amount						
		\$	\$	\$	\$	\$	\$	\$
Balance at January 1, 2017	781,585,485	1,125,434	135,217	(21,509)	(151,967)	1,087,175	(130,913)	956,262
Loss for the period	-	-	-	-	(16,158)	(16,158)	(7,803)	(23,961)
Other comprehensive profit	-	-	-	6,932	-	6,932	645	7,577
Total comprehensive profit (loss)	-	-	-	6,932	(16,158)	(9,226)	(7,158)	(16,384)
<i>Transactions with owners</i>								
Share-based payments								
charged to operations (Note 18)	-	-	2,205	-	-	2,205	-	2,205
Options exercised (Note 15(b))	4,785,658	12,023	(8,100)	-	-	3,923	-	3,923
Balance at June 30, 2017	786,371,143	1,137,457	129,322	(14,577)	(168,125)	1,084,077	(138,071)	946,006
 Balance at January 1, 2018	 790,387,168	 1,141,514	 128,809	 (8,855)	 18,251	 1,279,719	 (68,229)	 1,211,490
Loss for the period	-	-	-	-	(12,164)	(12,164)	(3,173)	(15,337)
Other comprehensive loss	-	-	-	(16,630)	-	(16,630)	(2,154)	(18,784)
Total comprehensive loss	-	-	-	(16,630)	(12,164)	(28,794)	(5,327)	(34,121)
<i>Transactions with owners</i>								
Share-based payments								
charged to operations (Note 18)	-	-	2,780	-	-	2,780	-	2,780
Restricted share units vested (Note 15(c))	685,729	1,238	(1,238)	-	-	-	-	-
Options exercised (Note 15(b))	375,000	563	(259)	-	-	304	-	304
Balance at June 30, 2018	791,447,897	1,143,315	130,092	(25,485)	6,087	1,254,009	(73,556)	1,180,453

Ivanhoe Mines Ltd.

Condensed consolidated interim statements of cash flows

(stated in thousands of U.S. dollars)

(Unaudited)

	Notes	Three months ended June 30,		Six months ended June 30,	
		2018	2017	2018	2017
		\$	\$	\$	\$
Cash flows from operating activities					
Loss before income taxes		(8,576)	(13,090)	(15,705)	(23,614)
Items not involving cash					
Share of losses from joint venture	6	6,702	5,035	13,902	10,553
Decrease (increase) in fair value of financial asset	21	2,215	1,830	4,180	(1,044)
Share-based payments	18	1,764	1,201	3,176	2,573
Transfer from other assets to working capital items		1,465	728	2,954	1,196
Depreciation	4	1,046	1,048	2,141	2,143
Unrealized foreign exchange loss		995	474	581	755
Finance costs	20	352	355	695	834
Other taxes		31	-	414	-
Finance income	19	(10,875)	(9,167)	(21,232)	(15,596)
Profit on disposal of property, plant and equipment		(208)	-	(208)	-
Borrowing costs capitalized		-	146	-	146
Promissory note fair value adjustment	21	-	(202)	-	(516)
		(5,089)	(11,642)	(9,102)	(22,570)
Change in non-cash working capital items	25	3,660	1,079	(3,838)	(884)
Interest received		604	944	1,690	1,707
Income taxes paid		(162)	(82)	(191)	(133)
Interest paid		(33)	(27)	(68)	(53)
Net cash used in operating activities		(1,020)	(9,728)	(11,509)	(21,933)
Cash flows from investing activities					
Property, plant and equipment acquired	4	(30,175)	(11,198)	(57,419)	(20,929)
Investment in joint venture		(9,634)	(20,334)	(20,862)	(33,844)
Other assets acquired		(3,881)	(1,483)	(6,216)	(1,882)
Proceeds from sale of property, plant and equipment		208	1	208	2
Proceeds from settlement of promissory note		-	-	2,297	-
Purchase of exploration licenses		-	-	(1,010)	-
Net cash used in investing activities		(43,482)	(33,014)	(83,002)	(56,653)
Cash flows from financing activities					
Options exercised		96	535	304	3,923
Cash paid on behalf of joint venturer		(194)	(411)	(421)	(913)
Proceeds from the partial sale of subsidiary, now jointly controlled		-	41,200	-	82,400
Transaction costs paid on partial sale of subsidiary, now jointly controlled		-	(2,195)	-	(4,550)
Net cash (used in) generated from financing activities		(98)	39,129	(117)	80,860
Effect of foreign exchange rate changes on cash		(2,933)	(529)	272	(289)
Net cash (outflow) inflow		(47,533)	(4,142)	(94,356)	1,985
Cash and cash equivalents, beginning of period		134,596	291,156	181,419	285,029
Cash and cash equivalents, end of period		87,063	287,014	87,063	287,014

Ivanhoe Mines Ltd.

Notes to the condensed consolidated interim financial statements

June 30, 2018

(Stated in U.S. dollars unless otherwise noted; tabular amounts in thousands)

(Unaudited)

1. Basis of presentation and continuing operations

Ivanhoe Mines Ltd. is a mining development and exploration company incorporated in Canada which, together with its subsidiaries (collectively referred to as the Company), is focused on the exploration, development and recovery of minerals from its property interests located primarily in Africa.

The registered and records office of the Company are located at Suite 654-999 Canada Place, Vancouver, British Columbia, Canada V6C 3E1. The Company is listed on the Toronto Stock Exchange ("TSX") under the ticker symbol IVN. The shares of the Company are also traded on the OTCQX Best Market in the United States under the symbol IVPAF.

These condensed consolidated interim financial statements have been prepared on the historical cost basis with the exception of financial instruments. Historical cost is generally based on the fair value of the consideration given in exchange for assets. The financial statements are also prepared on a going concern basis, which contemplates the realization of assets and settlement of liabilities in the normal course of business.

The Company has an accumulated profit of \$6.1 million at June 30, 2018. As at June 30, 2018, the Company's total assets exceeds its total liabilities by \$1,180.5 million and current assets exceeds current liabilities by \$82.2 million. The Company currently has no producing properties and expects to fund all of its exploration and development activities through debt and equity financing until operating revenues are generated. The Company's spending plan for the remainder of 2018 exceeds the cash and cash equivalents as at June 30, 2018, of \$87.1 million.

Continuation of the Company as a going concern is dependent upon establishing profitable operations, the confirmation of economically recoverable reserves and the ability of the Company to obtain further financing to develop properties. Although the Company has been successful in raising funds in the past, there can be no assurance that it will be able to raise sufficient funds in the future.

On June 11, 2018, the Company executed an agreement wherein CITIC Metal Co., Ltd. (CITIC Metal), a wholly-owned subsidiary of CITIC Limited, agreed to make a major investment acquiring a significant 19.9% stake in the Company. Under terms of the agreement, the Company will issue 196,602,037 common shares to CITIC Metal through a private placement at a price of C\$3.68 per share, yielding gross proceeds to Ivanhoe of approximately C\$723 million (\$560 million). Zijin Mining Group Co. Ltd. ("Zijin") has since exercised its existing anti-dilution rights, resulting in additional proceeds of C\$78 million (US\$60 million) that the Company will receive concurrently with the completion of CITIC Metal's investment.

The private placement is conditional upon completion of confirmatory due diligence and CITIC internal approval. It also is subject to approval by the Toronto Stock Exchange, other customary closing conditions, and records and registration with certain Chinese regulatory agencies. CITIC Metal Group Limited (CITIC Metal Group) has provided Ivanhoe with a nine-month, interim loan facility of \$100 million, which the Company had not yet utilized as at June 30, 2018 (see Note 30).

Ivanhoe Mines Ltd.

Notes to the condensed consolidated interim financial statements

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(Stated in U.S. dollars unless otherwise noted; tabular amounts in thousands)

(Unaudited)

2. Significant accounting policies

(a) *Statement of compliance*

These condensed consolidated interim financial statements have been prepared in accordance with IAS 34, *Interim Financial Reporting*, as issued by the International Accounting Standards Board.

These condensed consolidated interim financial statements do not include all of the information and footnotes required by International Financial Reporting Standards ("IFRS") for complete financial statements for year-end reporting purposes. Results for the period ended June 30, 2018, are not necessarily indicative of future results. The accounting policies applied by the Company in these condensed consolidated interim financial statements are the same as those applied by the Company in its most recent annual consolidated financial statements as at and for the year ended December 31, 2017 except for the adoption of the new and amended accounting policies mentioned in Note 3.

These unaudited condensed consolidated interim financial statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2017.

(b) *Significant accounting estimates and judgments*

The preparation of condensed consolidated interim financial statements in conformity with IAS 34 requires the Company's management to make estimates and assumptions concerning the future. The resulting accounting estimates can, by definition, only approximate the actual results. Estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant accounting judgments are accounting policies that have been identified as being complex or involving subjective judgments or assessments.

Significant accounting estimates and judgments include, amongst other things, the recoverability of assets, the determination of the functional currency, technical feasibility and commercial viability of projects, the classification of Kamo a Holding Limited as a joint venture and the preparation of the financial statements on a going concern basis.

(c) *Future accounting changes*

The following new standards, amendments to standards and interpretations have been issued but are not effective during the period ending June 30, 2018:

- IFRS 16 - Leases. The standard requires lessees to recognise assets and liabilities arising from all leases (with limited exceptions) on the balance sheet. Lessor accounting has not substantially changed in the new standard. (i)

As at June 30, 2018, the Company has operating lease commitments totalling \$1.5 million (see Note 27). However, the Company is in the process of determining the impact these commitments will have on the condensed consolidated interim financial statements, if any.

Ivanhoe Mines Ltd.

Notes to the condensed consolidated interim financial statements

June 30, 2018

(Stated in U.S. dollars unless otherwise noted; tabular amounts in thousands)

(Unaudited)

2. Significant accounting policies (continued)

(c) Future accounting changes (continued)

- IAS 19 - Employee Benefits. The amendments require an entity to use the updated assumptions from a remeasurement net defined benefit liability or asset resulting from a plan amendment, curtailment or settlement to determine current service cost and net interest for the remainder of the reporting period after the change to a plan. (i)

The Company has considered the change and assessed that it will have no material impact on adoption.

- IAS 28 - Investment in Associates or Joint Ventures. The amendment provides clarity regarding when an entity should apply IFRS 9 to long term interests in an associate or joint venture that forms part of the net investment in the associate or joint venture but to which the equity method is not applied. (i)

The Company is in the process of determining the impact of the adoption of this amendment on the consolidated financial statements, if any.

- IFRIC 23 – Uncertainty over Income Tax Treatments. The interpretation specifies how an entity should reflect the effects of uncertainties in accounting for income taxes. (i)

The Company is in the process of determining the impact of the adoption of this amendment on the condensed consolidated interim financial statements, if any.

- Annual improvements 2015-2017 Cycle: IFRS 3 – Business Combinations and IFRS 11 – Joint Arrangements regarding clarification when an entity obtains control of a business that is a joint operation, it is required to remeasure previously held interest in that business. (i)

The Company has considered the amendment and assessed that it will have no material impact on adoption.

- Annual improvements 2015-2017 Cycle: IAS 12 – Income Taxes provides clarification that all income tax consequences of dividends should be recognised in profit or loss, regardless of how the tax arises. (i)

The Company has considered the amendment and assessed that it will have no material impact on adoption.

- Annual improvements 2015-2017 Cycle: IAS 23 – Borrowing Costs clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalization rate on general borrowings. (i)

The Company is in the process of determining the impact of the adoption of this amendment on the consolidated financial statements, if any.

(i) Effective for annual periods beginning on or after January 1, 2019

The Company has not yet adopted these new and amended standards.

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Notes to the condensed consolidated interim financial statements

June 30, 2018

(Stated in U.S. dollars unless otherwise noted; tabular amounts in thousands)

(Unaudited)

3. Application of new and revised standards

(a) *Newly adopted accounting standards*

The following standards became effective for annual periods beginning on or after January 1, 2018. The Company adopted these standards in the current period and they did not have a material impact on its condensed consolidated interim financial statements.

- IFRS 15 - Revenue from contracts with customers. It is a single, comprehensive revenue recognition model for all contracts with customers to achieve greater consistency in the recognition and presentation of revenue.
- Amendments to IFRS 2 - Share-based payments. This amendment clarifies the measurement basis for cash-settled, share-based payments and the accounting for modifications that change an award from cash-settled to equity-settled.
- Amendment to IFRS 9 - Financial instruments. The standard comprises guidance on Classification and Measurement, Impairment Hedge Accounting and Derecognition. The IASB has amended IFRS 9 to align hedge accounting more closely with an entity's risk management. The revised standard also establishes a more principles-based approach to hedge accounting and addresses inconsistencies and weaknesses in the current model in IAS 39. The new standard also introduces a single "expected credit loss" impairment model for the measurement of financial assets.
- IFRIC 22 - Foreign currency transactions and advance consideration. This IFRIC addresses foreign currency transactions or parts of transactions where there is consideration that is denominated or priced in a foreign currency.
- Annual improvements 2014-2016. IFRS 1 - First-time adoption of IFRS, regarding the deletion of short term exemptions for first-time adopters regarding IFRS 7, IAS 19, and IFRS 10.
- Annual improvements 2014-2016. IAS 28 - Investments in associates and joint ventures regarding measuring an associate or joint venture at fair value. IAS 28 allows venture capital organisations, mutual funds, unit trusts and similar entities to elect measuring their investments in associates or joint ventures at fair value through profit or loss (FVTPL). The Board clarified that this election should be made separately for each associate or joint venture at initial recognition.

Ivanhoe Mines Ltd.

Notes to the condensed consolidated interim financial statements

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(Stated in U.S. dollars unless otherwise noted; tabular amounts in thousands)

(Unaudited)

4. Property, plant and equipment

	Land	Buildings	Office equipment	Motor vehicles	Plant and equipment	Mining infrastructure	Assets under construction	Total
	\$	\$	\$	\$	\$		\$	\$
Cost								
Balance as at December 31, 2016	2,278	11,379	5,210	2,070	16,637	4,020	100,441	142,035
Additions	-	99	543	1,145	4,010	1,564	54,420	61,781
Disposals	-	-	(5)	-	-	-	-	(5)
Foreign exchange translation	228	1,135	430	104	135	520	13,459	16,011
Balance as at December 31, 2017	2,506	12,613	6,178	3,319	20,782	6,104	168,320	219,822
Additions	-	15	355	121	925	-	56,003	57,419
Disposals	-	-	(1)	-	(5)	-	-	(6)
Transfers	-	-	-	-	-	262	(262)	-
Foreign exchange translation	(241)	(494)	(433)	(109)	(126)	(617)	(17,744)	(19,764)
Balance as at June 30, 2018	2,265	12,134	6,099	3,331	21,576	5,749	206,317	257,471
Accumulated depreciation and impairment								
Balance as at December 31, 2016	-	1,234	3,598	1,220	10,115	81	-	16,248
Depreciation	-	141	601	242	3,265	148	-	4,397
Disposals	-	-	(4)	-	-	-	-	(4)
Transfers	-	(283)	-	-	-	283	-	-
Foreign exchange translation	-	115	308	42	98	35	-	598
Balance as at December 31, 2017	-	1,207	4,503	1,504	13,478	547	-	21,239
Depreciation	-	75	360	162	1,444	100	-	2,141
Disposals	-	-	(1)	-	(5)	-	-	(6)
Foreign exchange translation	-	(77)	(334)	(46)	(100)	(63)	-	(620)
Balance as at June 30, 2018	-	1,205	4,528	1,620	14,817	584	-	22,754
Carrying value								
December 31, 2017	2,506	11,406	1,675	1,815	7,304	5,557	168,320	198,583
June 30, 2018	2,265	10,929	1,571	1,711	6,759	5,165	206,317	234,717

Assets under construction

Assets under construction includes development costs capitalized as property, plant and equipment which are costs incurred to obtain access and to provide facilities for extracting, treating, gathering, transporting and storing the minerals.

Assets pledged as security

Buildings with a carrying amount of \$9.7 million (December 31, 2017: \$10.0 million) have been pledged to secure borrowings of the Company (see Note 12). The buildings have been pledged as security for a bank loan under a mortgage. The Company is not allowed to pledge these assets as security for other borrowings or to sell them to another entity.

5. Mineral properties

The following table summarizes the carrying values of the Company's mineral property interests as described below:

	June 30, 2018	December 31, 2017
	\$	\$
Platreef property, South Africa (a)	6,940	6,940
Kipushi Properties, Democratic Republic of Congo (b)	252,337	252,337
Other properties (d)	2,020	1,010
	261,297	260,287

Direct costs related to the acquisition of mineral properties are capitalized on a property by property basis. Subsequent to acquisition, exploration costs are expensed in the period incurred, until such time as the Company determines that a property is technically feasible and commercially viable, where after development costs are capitalized as property, plant and equipment in the assets under construction category (see Note 4).

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(Unaudited)

5. Mineral properties (continued)

(a) Platreef property

The Platreef Project is located in the northern limb of the Bushveld Complex approximately 11 km from Mokopane and 280 km northeast of Johannesburg, South Africa.

In November 2014 the mining right for the development and operation of the Company's Platreef mining project was notorally executed. The mining right, authorizes the Company to mine and process platinum-group metals, nickel, copper, gold, silver, cobalt, iron, vanadium and chrome at its Platreef discovery. The mining right was issued for an initial period of 30 years and may be renewed for further periods, each of which may not exceed 30 years at a time, in accordance with the terms of section 24 of the Mineral and Petroleum Resources Development Act.

Itochu Corporation, together with other Japanese-based investors, holds an effective 10% interest in the Platreef Project. The Company transferred an additional 26% of Platreef to a broad-based black economic empowerment (B-BBEE) special purpose vehicle in compliance with South African ownership requirements.

(b) Kipushi properties

The Kipushi Project is a past-producing, high-grade underground zinc-copper mine in the Central African Copperbelt, in Haut-Katanga Province, DRC. The Kipushi Project lies adjacent to the town of Kipushi and the border with Zambia, and about 30 km southwest of the provincial capital of Lubumbashi.

Ivanhoe Mines and La Générale des Carrières et des Mines SARL ("Gecamines") own, 68% and 32% of the Kipushi Project respectively, through their holdings in Kipushi Corporation SA ("Kipushi"), the mining rights holder. Ivanhoe Mines' interest in Kipushi was acquired in November 2011 and comprises mining rights for zinc, copper and cobalt as well as the underground workings and related infrastructure, inclusive of a series of vertical mine shafts.

(c) Kamoa-Kakula properties

The Company is a joint venturer in the Kamoa-Kakula Project which is located within the Central African Copperbelt in Lualaba Province, DRC. The Kamoa-Kakula Project lies approximately 25 km west of the town of Kolwezi, and about 270 km west of the provincial capital of Lubumbashi (see Note 6).

(d) Other properties

The Company continues to evaluate other opportunities as part of its objective to become a broadly based, international mining company.

Ivanhoe Mines Ltd.

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(Unaudited)

6. Investment in joint venture

Kamoa Holding Limited ("Kamoa Holding"), a joint venture between the Company and Zijin, holds a direct 80% interest in the Kamoa-Kakula Copper Project. The Company holds an indirect 39.6% interest in the project through its 49.5% shareholding in Kamoa Holding. The Kamoa-Kakula Copper Project is the largest copper discovery ever made on the African continent, with adjacent prospective exploration areas within the Central African Copperbelt in the Democratic Republic of Congo ("DRC") and is approximately 25 kilometres west of the town of Kolwezi and about 270 kilometres west of Lubumbashi.

Company's share of comprehensive loss from joint venture

The following table summarizes the Company's share of the comprehensive loss of Kamoa Holding.

	Three months ended June 30,		Six months ended June 30,	
	2018	2017	2018	2017
	\$	\$	\$	\$
Interest expense	13,822	9,898	26,488	19,081
Exploration costs	3,353	4,343	8,868	9,758
Foreign exchange loss (gain)	70	78	91	(24)
Interest income	(989)	(352)	(1,609)	(644)
Loss for the period	16,256	13,967	33,838	28,171
Non-controlling interest	(2,716)	(3,796)	(5,753)	(6,852)
Attributable loss for the period	13,540	10,171	28,085	21,319
Share of losses from joint venture (49.5%)	6,702	5,035	13,902	10,553

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(Stated in U.S. dollars unless otherwise noted; tabular amounts in thousands)

(Unaudited)

6. Investment in joint venture (continued)

Net assets of the joint venture

The assets and liabilities of the joint venture were as follows:

	June 30, 2018		December 31, 2017	
	100%	49.5%	100%	49.5%
	\$	\$	\$	\$
Assets				
Property, plant and equipment	368,825	182,568	317,180	157,004
Other assets	72,865	36,068	58,185	28,802
Mineral property	802,021	397,000	802,021	397,000
Prepaid expenses	9,096	4,503	10,479	5,187
Cash and cash equivalents	16,691	8,262	40,645	20,119
Liabilities				
Shareholder's loans	(825,872)	(408,807)	(746,182)	(369,360)
Accruals and payables	(15,035)	(7,442)	(19,901)	(9,851)
Non-controlling interest	(87,938)	(43,529)	(93,691)	(46,377)
Net assets of the joint venture	340,653	168,623	368,736	182,524

Investment in Joint Venture

	June 30, 2018	December 31, 2017
	\$	\$
Company's share of net assets in joint venture	168,623	182,524
Loan advanced to joint venture	409,081	369,860
	577,704	552,384

The Company earns interest at USD 12 month LIBOR plus 7% on the loan advanced to the joint venture (see Note 19).

Commitments in respect of joint venture

The Company is required to fund its Kamoa Holding joint venture in an amount equivalent to its proportionate shareholding interest. The following table summarizes the Company's proportionate share of the joint venture's commitments:

	Less than 1 year	1 - 3 years	4 - 5 years	After 5 years	Total
	\$	\$	\$	\$	\$
Advancement of loan	89,398	-	-	-	89,398
Kakula decline development	7,855	-	-	-	7,855
Other commitments	7,375	-	-	-	7,375
	104,628	-	-	-	104,628

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6. Investment in joint venture (continued)

On March 21, 2014, a financing agreement was entered into between a subsidiary of Kamoa Holding and La Société Nationale d'Electricité SARL ("SNEL") relating to the first stage upgrade of two existing hydroelectric power plants in the DRC to feed up to 113 MW into the national power supply grid and for the supply of electricity to the Kamoa-Kakula project.

Under the agreement, the subsidiary of Kamoa Holding agreed to provide a loan relating to the power upgrade, which is estimated to be \$141.0 million (including a \$4.5 million pre-finance loan), but is capped at a maximum commitment of \$250.0 million.

The loan advanced as at June 30, 2018 by the subsidiary of Kamoa Holding amounted to \$69.4 million (December 31, 2017: \$56.3 million) and is included in the investment in joint venture.

The term for repayment of accrued interest and future costs is estimated to be 15 years, beginning after the expiry of a two year grace period from the signing date of the agreement. The actual repayment period will ultimately depend on the amount actually financed and on the amounts deducted from electricity bills based on a fixed percentage of 40% of the actual bill as per the loan repayment terms. The interest rate is USD 6 month LIBOR + 3%.

The Kamoa-Kakula project will be given a priority electricity right by which SNEL commits to make available as per an agreed power requirements schedule, sufficient energy from its grid to meet the energy needs of the project, and following the upgrade, on an exclusivity and priority basis, up to 200 MW depending on the production and mine expansion scenarios.

7. Long term loan receivable

A long term loan receivable from Gecamines of \$10 million was ceded to the Company on completion of the purchase of Kipushi on November 28, 2011, by the seller. An additional \$20 million was requested and advanced to Gecamines during November 2012. The loan carries interest at a rate of USD 12 month LIBOR plus 3%.

The loan receivable is unsecured and repayment will be made by offsetting the loan against future royalties and dividends payable to Gecamines from future profits earned in Kipushi. The fair value of the receivable at acquisition date has been estimated by the Company by calculating the present value of the future expected cash flows using an effective interest rate of 9.2%, which is deemed to be as follows:

	June 30, 2018	December 31, 2017
	\$	\$
Social development loan	35,248	34,065
	35,248	34,065

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8. Prepaid expenses

	June 30, 2018	December 31, 2017
	\$	\$
Advance payment on shaft construction	3,321	4,158
Deposits	1,335	1,340
Consumable stores	1,252	2,028
Other prepayments	904	890
	6,812	8,416

Prepaid expenses are amounts paid in advance which give the Company rights to receive future goods or services.

9. Promissory note receivable

The Company has the following promissory notes receivable:

	June 30, 2018	December 31, 2017
	\$	\$
Promissory note receivable from Crystal River (a)	11,734	11,313
A\$3 million promissory note receivable (b)	-	2,297
	11,734	13,610
Non-current promissory note	11,734	11,313
Current promissory note	-	2,297
	11,734	13,610

(a) The promissory note receivable with a carrying value of \$11.7 million is a non-interest-bearing, 10 year promissory note, of which \$8.3 million was received by the Company as the purchase consideration for selling 1% of its share in Kamo Holding (see Note 6). The remaining \$3.4 million is for subsequent funding provided to Kamo Holding by the Company on Crystal River's behalf. The promissory note is payable on the earlier of December 8, 2025 or the next business day following the completion of the sale, transfer or disposition of the shares held by Crystal River in Kamo Holding.

(b) The promissory note receivable with a carrying value of \$2.3 million at December 31, 2017 was a A\$3 million promissory note which was received as part of the purchase consideration when the Company sold its Australian subsidiaries. The promissory note was settled in cash on March 29, 2018.

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(Unaudited)

10. Other receivables

	June 30, 2018	December 31, 2017
	\$	\$
Refundable taxes (a)	1,134	1,053
Advances	1,044	1,043
Accounts receivable	878	816
Administration consulting receivable from joint venture	490	1,344
Other	431	494
	3,977	4,750

(a) Refundable taxes are net of an impairment provision for value-added taxes receivable in foreign jurisdictions where recoverability of those taxes are uncertain.

11. Financial assets at fair value through profit or loss

The Company holds listed shares which have been classified as financial assets at fair value through profit or loss. The trading value of the listed shares as at June 30, 2018 is \$4.4 million (December 31, 2017: \$8.6 million).

12. Borrowings

	June 30, 2018	December 31, 2017
	\$	\$
<i>Unsecured - at amortised cost</i>		
(a) Loans from other entities	25,971	24,847
<i>Secured - at amortised cost</i>		
(b) Citi bank loan	4,232	4,357
	30,203	29,204

(a) On June 6, 2013, the Company, through its subsidiary Ivanplats (Pty) Ltd ("Ivanplats"), the owner of the Platreef Project, became party to a \$28.0 million loan payable to ITC Platinum Development Limited. The loan is repayable only once Ivanplats has residual cashflow, which is defined in the loan agreement as gross revenue generated by Ivanplats, less all operating costs attributable thereto, including all mining development and operating costs. The loan attracts interest of USD 3 month LIBOR plus 2% calculated monthly in arrears. Interest is not compounded. Using prevailing market interest rates for an equivalent loan of USD 3 month LIBOR plus 7% at June 6, 2013, the fair value of the loan at June 30, 2018 was estimated at \$26.0 million. The difference of \$5.9 million between the contractual amount due and the fair value of the loan is the benefit derived from the low-interest loan. Interest of \$0.6 million was recognised during the six months ended June 30, 2018.

(b) The Citi bank loan of \$4.2 million (£3.23 million) is secured by the Rhenfield property (see Note 23). The loan is an interest only term loan repayable on August 31, 2020, and incurs interest at a rate of USD LIBOR plus 1.90% payable monthly in arrears.

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13. Advances payable

	June 30, 2018	December 31, 2017
	\$	\$
Advances payable to Gecamines	2,420	2,344
	2,420	2,344

Advances payable to Gecamines are unsecured and bear interest at USD LIBOR plus 4% and represent the loan advanced to Kipushi by Gecamines prior to acquisition of Kipushi by the Company.

14. Trade and other payables

	June 30, 2018	December 31, 2017
	\$	\$
Trade accruals	10,910	10,701
Trade payables	4,294	8,714
Other payables	1,398	3,733
Indirect taxes payable	769	438
	17,371	23,586

The Company has policies in place to ensure trade and other payables are settled within agreed terms.

15. Share capital

(a) Shares issued

The Company is authorized to issue an unlimited number of Class A Shares, an unlimited number of Class B Shares (together with the Class A Shares, the "common shares") and an unlimited number of Preferred Shares.

As at June 30, 2018, 791,447,897 (December 31, 2017: 790,387,168) Class A Shares, nil Class B Shares and nil Preferred Shares were issued and outstanding.

During 2017, 30,000 Class A Shares were issued to certain non-executive directors as settlement for deferred share units.

(b) Options

Share options are granted at an exercise price equal to the estimated value of the Company's common shares on the date of the grant. As at June 30, 2018, 48,951,500 share options have been granted and exercised, and 23,818,500 have been granted and are outstanding.

All outstanding share options vest in four equal parts, commencing on the one year anniversary of the date of grant and on each of the three anniversaries thereafter. The maximum term of options awarded is five years.

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15. Share capital (continued)

(b) Options

A summary of changes in the Company's outstanding share options is presented below:

	2018		2017	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
		\$		\$
Balance at the beginning of year	22,348,500	1.36	32,050,000	1.54
Granted	4,000,000	2.38	-	-
Exercised	(375,000)	0.91	(9,576,500)	1.91
Expired	(2,130,000)	4.78	(75,000)	4.90
Forfeited	(25,000)	0.86	(50,000)	1.11
Balance at the end of the period	23,818,500	1.22	22,348,500	1.36

4,000,000 options were granted in the six months ended June 30, 2018. The fair value of options granted is estimated on the date of grant using the Black-Scholes option pricing model. An expense of \$5.0 million for the options granted during the 2018 will be amortized over the vesting period, of which \$0.7 million was recognized in the six months ended June 30, 2018.

The following weighted average assumptions was used for the share option grants in 2018:

	2018
Risk free interest rate	2.51%
Expected volatility ⁽ⁱ⁾	73.48%
Expected life	3.75 years
Expected dividends	\$Nil
Forfeiture rate	1.00%

⁽ⁱ⁾ Expected volatility was based on the historical volatility of a peer company analysis.

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(Unaudited)

15. Share capital (continued)

(b) Options (continued)

The following table summarizes information about share options outstanding and exercisable as at June 30, 2018:

Expiry date	Options outstanding		Options exercisable	
	Number of shares	Weighted average exercise price	Number of shares	Weighted average exercise price
		\$		\$
August 14, 2018	25,000	1.44	25,000	1.44
August 16, 2018	750,000	1.45	750,000	1.45
August 29, 2018	125,000	1.26	125,000	1.26
December 13, 2018	4,067,500	1.86	4,067,500	1.86
June 16, 2019	250,000	1.20	250,000	1.20
August 15, 2019	375,000	1.33	125,000	1.33
December 8, 2019	8,873,500	0.86	6,023,500	0.86
December 15, 2020	5,352,500	0.47	2,262,500	0.47
March 12, 2023	3,500,000	2.38	-	2.38
May 7, 2023	500,000	2.07	-	2.07
	23,818,500	1.22	13,628,500	1.14

(c) Restricted share units

The Company issues restricted share units ("RSUs") as a security based compensation arrangement. Each restricted share unit represents the right of an eligible participant to receive one Class A Share.

RSUs vest in three equal parts, commencing on the initial vesting date established at grant and on each of the two anniversaries thereafter, subject to the satisfaction of any performance conditions.

A summary of changes in the Company's outstanding RSUs is presented below:

	June 30, 2018	December 31, 2017
Balance at the beginning of the year	4,457,947	6,814,942
RSUs issued	1,503,509	43,683
RSUs vested	(685,729)	(2,400,678)
Balance at the end of the period	5,275,727	4,457,947

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16. Foreign currency translation reserve

	June 30, 2018	December 31, 2017
	\$	\$
Balance at the beginning of the period	(8,855)	(21,509)
Exchange differences arising on translation of the foreign operations	(16,630)	12,654
Balance at the end of the period	(25,485)	(8,855)

Exchange differences relating to the translation of the results and net assets of the Company's foreign operations from their functional currencies to the Company's presentation currency are recognized directly in other comprehensive loss and accumulated in the foreign currency translation reserve.

17. Non-controlling interests

	June 30, 2018	December 31, 2017
	\$	\$
Balance at beginning of the period	(68,229)	(130,913)
Share of comprehensive (loss) profit for the period	(5,327)	64,909
Reversal of impairment of common share investment funded on behalf of non-controlling interest	-	(2,225)
Balance at the end of the period	(73,556)	(68,229)

18. Share-based payments

The share-based payment expense of the Company is summarized as follows:

	Three months ended June 30,		Six months ended June 30,	
	2018	2017	2018	2017
	\$	\$	\$	\$
<i>Equity settled share-based payments</i>				
Options vested (Note 15(b))	653	456	1,080	1,086
Restricted share unit expense (Note 15(c))	920	562	1,700	1,119
	1,573	1,018	2,780	2,205
<i>Cash settled share-based payments</i>				
B-BBEE transaction expense	191	183	396	368
	1,764	1,201	3,176	2,573

Of the share-based payment expense recognized for the six months ended June 30, 2018, \$0.4 million (2017: \$0.4 million) related to the Platreef B-BBEE transaction, with the remaining \$2.8 million (2017: \$2.2 million) being the expense for options and restricted share units granted to employees recognised over the vesting period.

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19. Finance income

Finance income is summarized as follows:

	Three months ended June 30,		Six months ended June 30,	
	2018	2017	2018	2017
	\$	\$	\$	\$
Interest from loan to joint venture (a)	(9,675)	(7,664)	(18,360)	(12,216)
Other interest income	(603)	(945)	(1,689)	(1,707)
Interest on long term loan receivable (b)	(597)	-	(1,183)	-
Unwinding discount (c)	-	(558)	-	(1,673)
	(10,875)	(9,167)	(21,232)	(15,596)

- (a) The Company earns interest at a rate of USD 12 month LIBOR plus 7% on the loan advanced to the Kamo Holding joint venture (see Note 6).
- (b) The Company earns interest at a rate of USD 12 month LIBOR plus 3% on the long term loan receivable from Gecamines (see Note 7), although an effective interest rate of 9.2% was applied from initial recognition. No interest was recognized during the six months ended June 30, 2017 as the loan was impaired during that period.
- (c) The unwinding discount relates to the unwinding of the purchase price receivable from Zijin, which arose when the Company sold a 50.5% stake in Kamo Holding on December 8, 2015. The Company received the last of five installments of the purchase price in May 2017.

20. Finance costs

The finance costs of the Company are summarized as follows:

	Three months ended June 30,		Six months ended June 30,	
	2018	2017	2018	2017
	\$	\$	\$	\$
Interest on non-current borrowings	310	354	606	832
Other financing costs	42	1	89	2
	352	355	695	834

21. Other expenses (income)

	Three months ended June 30,		Six months ended June 30,	
	2018	2017	2018	2017
	\$	\$	\$	\$
Fair valuation of financial asset (a)	2,215	1,830	4,180	(1,044)
Administration consulting fee	(583)	(529)	(1,062)	(947)
Other	(41)	(11)	(67)	(70)
Other taxes	-	-	388	-
Promissory notes unwinding discount (b)	-	(202)	(7)	(516)
	1,591	1,088	3,432	(2,577)

- (a) The Company owns shares in a listed company. The shares are carried at fair value through profit and loss (see Note 11).
- (b) The unwinding discount relates to the unwinding of the promissory notes receivable (see Note 9).

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22. Loss per share

The basic loss per share is computed by dividing the loss attributable to the owners of the Company by the weighted average number of common shares outstanding during the period. The diluted loss per share reflects the potential dilution of common share equivalents, such as outstanding stock options and restricted share units, in the weighted average number of common shares outstanding during the period, if dilutive. All outstanding stock options and restricted share units were anti-dilutive for the six months ended June 30, 2018 and 2017.

	Three months ended June 30,		Six months ended June 30,	
	2018	2017	2018	2017
	\$	\$	\$	\$
Loss attributable to owners of the Company	6,391	9,338	12,164	16,158
Weighted average number of basic and diluted shares outstanding	791,361,120	786,066,658	791,175,966	784,647,267
Basic and diluted loss per share	0.01	0.01	0.02	0.02

23. Joint operations

The Company has a 50% interest in Rhenfield Limited, a British Virgin Islands registered company. Rhenfield Limited purchased buildings in London, England which the Company uses for office space. The buildings have a carrying value of \$9.7 million (December 31, 2017: \$10.0 million) and are included in property, plant and equipment (see Note 4).

The Company has a 25% interest in the RK1 consortium ("RK1") through its subsidiaries Gardner and Barnard Mining (UK) Limited ("GBUK") and RKR Mining (UK) Ltd. and their subsidiaries, the remainder of which is held 50% by Kroondal Operations Corporate Service Proprietary Limited ("Kroondal") and 25% by Sylvania South Africa Proprietary Limited, operating at the Kroondal mine on the western limb of the Bushveld Complex in South Africa's North West Province. On June 22, 2018, RK1 sold its processing plant for a consideration of R6.0 million (\$0.4 million). The Company received its 25% share of the proceeds on June 27, 2018. RK1 is expected to be dissolved by the end of 2018.

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24. Related party transactions

The financial statements include the financial results of Ivanhoe Mines Ltd., its subsidiaries, joint ventures and joint operations listed in the following table:

Name	Country of Incorporation	% equity interest as at	
		June 30, 2018	December 31, 2017
Subsidiaries			
Gabon Holding Company Ltd.	Barbados	100%	100%
Ivanhoe DRC Holding Ltd.	Barbados	100%	100%
Ivanhoe Mines (Barbados) Limited	Barbados	100%	100%
Kipushi Holding Limited	Barbados	100%	100%
African Copperbelt Exploration Ltd.	Barbados	100%	100%
Nzuri Exploration Holdings Limited	Barbados	100%	100%
Ivanhoe Mines DRC SARL	Democratic Republic of Congo	100%	100%
Ivanhoe Mines Exploration DRC SARL	Democratic Republic of Congo	100%	100%
Lufupa SASU	Democratic Republic of Congo	100%	100%
Kipushi Corporation SA	Democratic Republic of Congo	68%	68%
Ivanhoe Gabon SA	Gabon	100%	100%
Ivanplats Finance Limited	Ireland	97%	97%
Ivanplats Holding SARL	Luxembourg	97%	97%
Ivanhoe (Namibia) (Pty) Ltd.	Namibia	100%	100%
Africa Consolidated Mineral Exploration (Pty) Ltd.	South Africa	100%	100%
GB Mining & Exploration (SA) (Pty) Ltd.	South Africa	100%	100%
Ivanhoe Mines SA (Pty) Ltd.	South Africa	100%	100%
Ivanplats (Pty) Ltd.	South Africa	64%	64%
RK Mining (SA) (Pty) Ltd.	South Africa	100%	100%
Ivanhoe Mines UK Limited	United Kingdom	100%	100%
Ivanhoe Mines US LLC	United States of America	100%	100%
Ivanhoe (Zambia) Ltd.	Zambia	100%	100%
Joint ventures			
Kamoa Holding Limited	Barbados	49.50%	49.50%
Joint operations			
Rhenfield Limited	British Virgin Islands	50%	50%
RK1 Consortium	South Africa	25%	25%

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(Unaudited)

24. Related party transactions (continued)

The following tables summarize related party income earned and expenses incurred by the Company, primarily on a cost-recovery basis, with companies related by way of directors or shareholders in common.

	Three months ended June 30,		Six months ended June 30,	
	2018	2017	2018	2017
	\$	\$	\$	\$
Global Mining Management Corporation (a)	1,156	567	2,218	1,017
Ivanhoe Capital Aviation LLC (b)	625	500	1,250	1,000
HCF International Advisors (c)	232	134	294	180
Ivanhoe Capital Services Ltd. (d)	114	73	242	161
GMM Tech Holdings Inc. (e)	59	24	876	755
Ivanhoe Capital Pte Ltd (f)	9	19	110	165
Global Mining Services Ltd. (g)	6	59	16	59
Kamoa Copper SA (h)	(996)	(929)	(1,891)	(1,699)
Ivanhoe Mines Energy DRC Sarl (i)	(85)	(107)	(159)	(186)
Ivanhoe Capital Corporation (UK) Ltd (j)	(59)	-	(58)	-
	1,061	340	2,898	1,452
Salaries and benefits	848	547	1,693	980
Travel	681	517	1,417	1,155
Consulting	588	283	1,714	1,063
Office and administration	25	29	124	139
Cost recovery and management fee	(1,081)	(1,036)	(2,050)	(1,885)
	1,061	340	2,898	1,452

The transactions summarized above were in the normal course of operations and were measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

As at June 30, 2018, trade and other payables included \$0.51 million (December 31, 2017: \$0.93 million) with regards to amounts due to related parties related by way of directors, officers or shareholders in common. These amounts are unsecured and non-interest bearing.

Included in other receivables is \$0.22 million (December 31, 2017: \$0.18 million) due from parties related by way of directors, officers or shareholders in common.

- (a) Global Mining Management Corporation ("Global") is a private company based in Vancouver. The Company and a director of the Company hold an indirect equity interest in Global. Global provides administration, accounting and other services to the Company on a cost-recovery basis.
- (b) Ivanhoe Capital Aviation LLC ("Aviation") is a private company owned indirectly by a director of the Company. Aviation operates an aircraft for which the Company contributes toward the running costs.

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(Unaudited)

24. Related party transactions (continued)

- (c) HCF International Advisers ("HCF") is a corporate finance adviser specializing in the provision of advisory services to clients worldwide in the metals, mining, steel and related industries. HCF has a director in common with the Company and provides financial advisory services to the Company.
- (d) Ivanhoe Capital Services Ltd. ("Services") is a private company owned indirectly by a director of the Company. Services provides for salaries administration and other services to the Company in Singapore and Beijing on a cost-recovery basis.
- (e) GMM Tech Holdings Inc. ("GMM Tech") is a private company incorporated in British Columbia, Canada and is 100% owned by Global. GMM Tech provides information technology services to the Company on a cost-recovery basis.
- (f) Ivanhoe Capital Pte Ltd. ("Capital") is a private company owned indirectly by a director of the Company. Capital provides administration, accounting and other services in Singapore on a cost-recovery basis.
- (g) Global Mining Services Ltd. ("Mining") is a private company incorporated in Delaware and is 100% owned by Global. Mining provides administration and other services to the Company on a cost-recovery basis.
- (h) Kamoa Copper SA ("Kamoa Copper") is a company incorporated in the DRC. Kamoa Copper is 80% owned by the Kamoa Holding joint venture (see Note 6). The Company provides administration, accounting and other services to Kamoa Copper on a cost-recovery basis.
- (i) Ivanhoe Mines Energy DRC Sarl ("Energy") is a company incorporated in the DRC. Energy is 100% owned by the Kamoa Holding joint venture (see Note 6). The Company provides administration, accounting and other services to Energy on a cost-recovery basis.
- (j) Ivanhoe Capital Corporation (UK) Ltd. ("UK") is a private company 100% owned by a director of the Company. UK provides administration, accounting and other services in Singapore on a cost-recovery basis.

25. Cash flow information

Net change in non-cash working capital items:

	Three months ended June 30,		Six months ended June 30,	
	2018	2017	2018	2017
	\$	\$	\$	\$
Net decrease (increase) in				
Other receivables	353	1,151	773	2,948
Prepaid expenses	1,372	(130)	1,604	(528)
Net increase (decrease) in				
Trade and other payables	1,935	58	(6,215)	(3,304)
	3,660	1,079	(3,838)	(884)

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(Unaudited)

26. Financial instruments

(a) Fair value of financial instruments

The Company's financial assets and financial liabilities are categorized as follows:

Financial instrument	Level	June 30, 2018 \$	December 31, 2017 \$
Financial assets			
<i>Financial assets at fair value through profit or loss</i>			
Investment in listed entity	Level 1	4,383	8,563
<i>Loans and receivables</i>			
Promissory note receivable	Level 3	11,734	13,610
Long term loan receivable	Level 3	35,248	34,065
Financial liabilities			
Borrowings	Level 3	30,203	29,204
Advances payable	Level 3	2,420	2,344

IFRS 13 - "*Fair value measurement*", requires an explanation about how fair value is determined for assets and liabilities measured in the financial statements at fair value and established a hierarchy into which these assets and liabilities must be grouped based on whether inputs to those valuation techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company's assumptions. The two types of inputs create the following fair value hierarchy:

- Level 1: observable inputs such as quoted prices in active markets;
- Level 2: inputs, other than the quoted market prices in active markets, which are observable, either directly and/or indirectly; and
- Level 3: unobservable inputs for the asset or liability in which little or no market data exists, therefore require an entity to develop its own assumptions.

The fair value of the promissory note receivable by the Company from Crystal River (see Note 9 (a)) was originally determined assuming repayment occurs on December 31, 2017 and was discounted using a rate of 8.3%. The carrying value of the promissory note is not significantly different to its fair value.

The fair value of borrowings are determined in accordance with generally accepted pricing models based on discounted future cashflow analysis. The fair value of the loan payable to ITC Platinum Development Limited (see Note 12(a)) was originally determined assuming repayment occurs on August 31, 2022 and using an interest rate of USD 3 month LIBOR plus 7%. The carrying value of borrowings is not significantly different to their fair value.

The fair value of the Company's remaining financial instruments were estimated to approximate their carrying values, due primarily to their immediate or short-term maturities.

Ivanhoe Mines Ltd.

Notes to the condensed consolidated interim financial statements

June 30, 2018

(Stated in U.S. dollars unless otherwise noted; tabular amounts in thousands)

(Unaudited)

26. Financial instruments (continued)

(b) Financial risk management objectives and policies

The risks associated with the Company's financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(i) Foreign exchange risk

The Company incurs certain of its expenses in currencies other than the U.S. dollar. As such, the Company is subject to foreign exchange risk as a result of fluctuations in exchange rates. The Company has not entered into any derivative instruments to manage foreign exchange fluctuations, however, management monitors foreign exchange exposure.

The carrying amount of the Company's foreign currency denominated monetary assets and liabilities at the respective statement of financial position dates are as follows :

	June 30, 2018	December 31, 2017
	\$	\$
Assets		
Canadian dollar	3,810	2,597
Australian dollar	4,383	8,563
South African rand	14,896	46,030
British pounds	377	452
Liabilities		
Canadian dollar	(100)	(384)
Australian dollar	(5)	(57)
South African rand	(5,182)	(11,100)
British pounds	(110)	(180)

Foreign currency sensitivity analysis

The following table details the Company's sensitivity to a 5% increase and decrease in the U.S. dollar against the foreign currencies presented. The sensitivity analysis includes only outstanding foreign currency denominated monetary items not denominated in the functional currency of the Company or the relevant subsidiary and adjusts their translation at the end of the period for a 5% change in foreign currency rates. A positive number indicates a decrease in loss for the period where the foreign currencies strengthen against the U.S. dollar. The opposite number will result if the foreign currencies depreciate against the U.S. dollar.

	Six months ended June 30,	
	2018	2017
	\$	\$
Canadian dollar	185	20
Australian dollar	219	188
South African rand	(40)	21

Ivanhoe Mines Ltd.

Notes to the condensed consolidated interim financial statements

June 30, 2018

(Stated in U.S. dollars unless otherwise noted; tabular amounts in thousands)

(Unaudited)

26. Financial instruments (continued)

(b) Financial risk management objectives and policies (continued)

(ii) Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. Credit risk for the Company is primarily associated with other receivables, cash equivalents and long term loan receivables.

The Company reviews the recoverable amount of their receivables at each statement of financial position date to ensure that adequate impairment losses are recognized for irrecoverable amounts. In this regard, the Company considers that the credit risk is significantly reduced. The credit risk associated with cash equivalents is limited because the cash equivalents are composed of financial instruments with major banks who have investment grade credit ratings assigned by international credit rating agencies and have low risk of default. The credit quality of financial assets that are neither past due nor impaired can be assessed by reference to historical information about counterparty default rates.

Therefore, the Company is not exposed to significant credit risk and overall the Company's credit risk has not changed significantly from prior years.

(iii) Liquidity risk

Management of liquidity risk is primarily executed through maintaining a balance between continuity of funding and flexibility through the use of borrowings. Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations.

The following table details the Company's expected remaining contractual maturities for its financial liabilities. The table is based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to satisfy the liabilities.

	Less than 1 month	1 to 3 months	3 to 12 months	More than 12 months	Total un- discounted cash flows
	\$	\$	\$	\$	\$
As at June 30, 2018					
Trade and other payables	15,158	1,101	889	223	17,371
Non-current borrowings	-	-	-	36,159	36,159
As at December 31, 2017					
Trade and other payables	21,154	1,452	940	40	23,586
Non-current borrowings	-	-	-	35,711	35,711

Ivanhoe Mines Ltd.

Notes to the condensed consolidated interim financial statements

June 30, 2018

(Stated in U.S. dollars unless otherwise noted; tabular amounts in thousands)

(Unaudited)

26. Financial instruments (continued)

(b) Financial risk management objectives and policies (continued)

(iv) Interest rate risk

The Company's interest rate risk arises mainly from long term borrowings, advances payable, the long term loan receivable and the loan advanced to the joint venture. The Company's main exposure to interest rate risk arises from the fact that the Company earns and incurs interest on interest rates linked to LIBOR.

If interest rates (including applicable LIBOR rates) had been 50 basis points higher or lower and all other variables were held constant the Company's loss for the six months ended June 30, 2018 would have increased or decreased by \$2.5 million.

27. Commitments and contingencies

Due to the size, complexity and nature of the Company's operations, various legal and tax matters arise in the ordinary course of business. The Company accrues for such items when a liability is both probable and the amount can be reasonably estimated. In the opinion of management, these matters will not have a material effect on the condensed consolidated interim financial statements of the Company.

As at June 30, 2018, the Company's commitments that have not been disclosed elsewhere in the condensed consolidated interim financial statements are as follows:

	Less than 1 year	1 - 3 years	4 - 5 years	After 5 years	Total
	\$	\$	\$	\$	\$
Shaft 1 construction (Platreef project)	9,517	-	-	-	9,517
Shaft 2 construction (Platreef project)	3,994	-	-	-	3,994
Operating leases	461	1,035	45	-	1,541
	13,972	1,035	45	-	15,052

The Company contracted Aveng Mining for the sinking of shaft 1 to a depth of 800 metres, while Murray & Roberts Cementation have been contracted for Shaft 2, at the Platreef Project.

The commitments in respect of the joint venture are set out in Note 6.

28. Segmented information

At June 30, 2018, the Company has four reportable segments, being the Platreef property, Kamoa Holding joint venture, Kipushi properties and the Company's treasury offices.

An operating segment is defined as a component of the Company:

- that engages in business activities from which it may earn revenues and incur expenses;
- whose operating results are reviewed regularly by the entity's chief operating decision maker; and
- for which discrete financial information is available.

Ivanhoe Mines Ltd.

Notes to the condensed consolidated interim financial statements

June 30, 2018

(Stated in U.S. dollars unless otherwise noted; tabular amounts in thousands)

(Unaudited)

28. Segmented information (continued)

For these four reportable segments, the Company receives discrete financial information that is used by the chief operating decision maker to make decisions about resources to be allocated to the segment and to assess its performance.

The reportable segments are principally engaged in the development of mineral properties in South Africa; exploration and development of mineral properties through a joint venture in the DRC; and the upgrading of mining infrastructure and refurbishment of a mine in the DRC respectively. The following is an analysis of the non-current assets by geographical area and reconciled to the Company financial statements:

	South Africa	DRC	Other	Total
	\$	\$	\$	\$
Non-current assets				
As at June 30, 2018	189,558	884,338	59,095	1,132,991
As at December 31, 2017	175,435	826,568	63,780	1,065,783
		June 30,	December 31,	
		2018	2017	
		\$	\$	
Segment assets				
Kamoa Holding joint venture		577,704	552,384	
Kipushi properties		343,561	311,030	
Platreef property		200,279	221,353	
Treasury (ii)		91,146	158,969	
All other segments (i)		22,841	27,575	
Total		1,235,531	1,271,311	
Segment liabilities				
Platreef property		32,344	34,472	
All other segments (i)		10,934	11,981	
Kipushi properties		9,862	9,193	
Treasury (ii)		1,938	4,175	
Total		55,078	59,821	

Ivanhoe Mines Ltd.

Notes to the condensed consolidated interim financial statements

June 30, 2018

(Stated in U.S. dollars unless otherwise noted; tabular amounts in thousands)

(Unaudited)

28. Segmented information (continued)

	Three months ended June 30,		Six months ended June 30,	
	2018	2017	2018	2017
	\$	\$	\$	\$
Segment losses (profits)				
Kamoa Holding Limited joint venture	6,702	5,035	13,902	10,553
All other segments (i)	2,243	(393)	2,679	945
Platreef property	1,585	683	3,913	1,343
Treasury (ii)	(1,987)	(1,470)	(4,087)	(6,857)
Kipushi properties	(614)	9,531	(1,070)	17,977
Total	7,929	13,386	15,337	23,961
Capital expenditures				
Kipushi properties	15,892	669	30,265	1,332
Platreef property	14,076	10,465	26,391	19,487
All other segments (i)	207	64	763	110
Total	30,175	11,198	57,419	20,929
Exploration and project expenditure				
All other segments (i)	2,721	700	4,111	1,077
Platreef property	52	42	98	84
Kipushi properties	-	8,884	-	16,761
Total	2,773	9,626	4,209	17,922

(i) The Company's other divisions that do not meet the quantitative thresholds of IFRS 8 Operating segments, are included in the segmental analysis under the all other segments.

(ii) Treasury includes mainly cash balances, the promissory note receivable and the financial asset at fair value through profit or loss.

29. Approval of the financial statements

The condensed consolidated interim financial statements of Ivanhoe Mines Ltd., for the six months ended June 30, 2018 were approved and authorized for issue by the Board of Directors on August 10, 2018.

30. Subsequent events

The Company issued a utilization request to CITIC Metal Group on August 6, 2018, in order to utilise the entire interim loan facility of \$100 million, which was received on August 8, 2018. The loan will have an interest rate of 6% and will be pre-payable, or will be repaid with part of the 19.9% private placement proceeds, or no later than nine months following draw-down.

CITIC Metal has completed its confirmatory due diligence and the TSX has issued its conditional approval to the CITIC Metal private placement and the issuance of the anti-dilution common shares to Zijin. The Ivanhoe-CITIC Metal transaction now remains subject only to customary closing conditions, and the recordals and registration with the Chinese government regulatory agencies.



MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2018

DATED: AUGUST 10, 2018

INTRODUCTION

This management's discussion and analysis (MD&A) should be read in conjunction with the unaudited condensed consolidated interim financial statements of Ivanhoe Mines Ltd. ("Ivanhoe", "Ivanhoe Mines" or the "Company"), for the three and six months ended June 30, 2018, which have been prepared in accordance with International Accounting Standard 34 - Interim Financial Reporting (IAS 34) and the audited consolidated financial statements of Ivanhoe for the years ended December 31, 2017 and 2016, which have been prepared in accordance with International Financial Reporting Standards (IFRS). All dollar figures stated herein are in U.S. dollars, unless otherwise specified. References to "C\$" mean Canadian dollars and references to "R" mean South African Rands.

The effective date of this MD&A is **August 10, 2018**. Additional information relating to the Company is available on SEDAR. Certain statements contained in the MD&A are forward-looking statements that involve risks and uncertainties. See "*Forward-Looking Statements*" and "*Risk Factors*".

FORWARD-LOOKING STATEMENTS

Certain statements in this MD&A constitute "forward-looking statements" or "forward-looking information" within the meaning of applicable securities laws. Such statements and information involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company, its projects, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or information. Such statements can be identified by the use of words such as "may", "would", "could", "will", "intend", "expect", "believe", "plan", "anticipate", "estimate", "scheduled", "forecast", "predict" and other similar terminology, or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. These statements reflect the Company's current expectations regarding future events, performance and results and speak only as of the date of this MD&A.

Such statements include without limitation, the timing and results of: (i) statements regarding Shaft 1 providing initial underground access to the high grade orebody at the Flatreef Deposit; (ii) statements regarding the station development of Shaft 1 at the 750-, 850- and 950-metre-levels; (iii) statements regarding Shaft 1 expected to intersect the upper contact of the Flatreef Deposit (T1 mineralized zone) at an approximate shaft depth of 783 metres; (iv) statements regarding Shaft 1 reaching the planned, final depth at 982 metres below surface in Q4 2019; (v) statements regarding the timing of Shaft 2 development, including that excavation of the box cut and construction of the tower hitch foundation be completed by the end of 2018 and that Shaft 2 will be sunk to a final depth of more than 1,104 metres; (vi) statements regarding the operational and technical capacity of Shaft 1; (vii) statements regarding the internal diameter and hoisting capacity of Shaft 2; (viii) statements regarding the Company's plans to develop the Platreef Mine in three phases: an initial annual rate of four million tonnes per annum (Mtpa) to establish an operating platform to support future expansions; followed by a doubling of production to eight Mtpa; and then a third expansion phase to a steady-state 12 Mtpa; (ix) statements regarding the planned underground mining methods of the Platreef Project including long-hole stoping and drift-and-fill mining; (x) statements regarding supply of treated water from the town of Mokopane's new Masodi treatment plant including 5 million litres a day for 32 years; (xi) statements regarding the timing of the study and construction on the Kipushi-Munama spur line; (xii) statements regarding the timing and completion of a pre-feasibility study for a six Mtpa mine at Kakula by the end of 2018; (xiii) statements regarding the timing, size and objectives of drilling and other exploration programs for 2018 and future periods; (xiv) statements regarding exploration on the Western Foreland exploration licences; (xv) statements regarding completion of the twin declines at Kakula by the end of 2018; (xvi) statements regarding the timing and completion of a definitive feasibility study at the Kipushi Project in the second half of 2018 or early in 2019; (xvii) statements regarding expected expenditure of \$43 million on further development at the Platreef Project; \$35 million at the Kipushi Project; \$6 million on regional exploration in the DRC; and \$9 million on corporate overheads for the remainder of 2018 – as well as its proportionate funding of the Kamoa-Kakula Project, expected to be \$28 million for the remainder of 2018; (xviii)

statements regarding the inclusion of the updated Mineral Resource at Kipushi in the definitive feasibility study at the Kipushi Project; (xix) statements regarding the timing of closing of the private placement with CITIC Metal no later than October 22, 2018 and potentially by mid-September 2018; and (xx) statements regarding Ivanhoe's expectation to be in a position to provide an important update on its Makoko and Kamoa North exploration programs in September.

As well, all of the results of the pre-feasibility study of the Kamoa-Kakula Project and preliminary economic assessment of development options for the Kakula deposit, the feasibility study of the Platreef Project and the pre-feasibility study of the Kipushi Project, constitute forward-looking statements or information, and include future estimates of internal rates of return, net present value, future production, estimates of cash cost, proposed mining plans and methods, mine life estimates, cash flow forecasts, metal recoveries, estimates of capital and operating costs and the size and timing of phased development of the projects. Furthermore, with respect to this specific forward-looking information concerning the development of the Kamoa-Kakula, Platreef and Kipushi Projects, the Company has based its assumptions and analysis on certain factors that are inherently uncertain. Uncertainties include: (i) the adequacy of infrastructure; (ii) geological characteristics; (iii) metallurgical characteristics of the mineralization; (iv) the ability to develop adequate processing capacity; (v) the price of copper, nickel, zinc, platinum, palladium, rhodium and gold; (vi) the availability of equipment and facilities necessary to complete development; (vii) the cost of consumables and mining and processing equipment; (viii) unforeseen technological and engineering problems; (ix) accidents or acts of sabotage or terrorism; (x) currency fluctuations; (xi) changes in regulations; (xii) the compliance by joint venture partners with terms of agreements, (xiii) the availability and productivity of skilled labour; (xiv) the regulation of the mining industry by various governmental agencies; and (xv) political factors.

This MD&A also contains references to estimates of Mineral Resources and Mineral Reserves. The estimation of Mineral Resources is inherently uncertain and involves subjective judgments about many relevant factors. Estimates of Mineral Reserves provide more certainty but still involve similar subjective judgments. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability. 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 (including estimated future production from the Company's projects, the anticipated tonnages and grades that will be mined and the estimated level of recovery that will be realized), which may prove to be unreliable and depend, to a certain extent, upon the analysis of drilling results and statistical inferences that ultimately may prove to be inaccurate. Mineral Resource or Mineral Reserve estimates may have to be re-estimated based on: (i) fluctuations in copper, nickel, zinc, platinum group elements (PGE), gold or other mineral prices; (ii) results of drilling; (iii) metallurgical testing and other studies; (iv) proposed mining operations, including dilution; (v) the evaluation of mine plans subsequent to the date of any estimates and/or changes in mine plans; (vi) the possible failure to receive required permits, approvals and licences; and (vii) changes in law or regulation.

Forward-looking statements and information involve significant risks and uncertainties, should not be read as guarantees of future performance or results and will not necessarily be accurate indicators of whether or not such results will be achieved. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements or information, including, but not limited to, the factors discussed below and under "Risk Factors", as well as unexpected changes in laws, rules or regulations, or their enforcement by applicable authorities; the failure of parties to contracts with the Company to perform as agreed; social or labour unrest; changes in commodity prices; and the failure of exploration programs or studies to deliver anticipated results or results that would justify and support continued exploration, studies, development or operations.

Although the forward-looking statements contained in this MD&A are based upon what management of the Company believes are reasonable assumptions, the Company cannot assure investors that actual results will be consistent with these forward-looking statements. These forward-looking statements are made as of the date of this MD&A and are expressly qualified in their entirety by this cautionary statement.

Subject to applicable securities laws, the Company does not assume any obligation to update or revise the forward-looking statements contained herein to reflect events or circumstances occurring after the date of this MD&A.

The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of the factors set forth below in the "Risk Factors" section beginning on page 43 and elsewhere in this MD&A.

REVIEW OF OPERATIONS

Ivanhoe Mines is a mineral exploration and development company. The Company's financial performance is primarily affected by ongoing exploration and development activities being conducted at its three material properties. The Company has no producing properties and does not have operating revenues. The Company expects to fund all of its exploration and development activities through debt and equity financing until operating revenues are generated. The Company's material properties consist of:

- **The Platreef Project.** Construction of the planned Platreef mine is now underway on the Company's discovery of platinum, palladium, nickel, copper, gold and rhodium on the Northern Limb of South Africa's Bushveld Complex. Ivanhoe Mines holds a 64% interest in Platreef, the South African beneficiaries of a broad-based, black economic empowerment structure have a combined 26% stake in the Platreef Project and the remaining 10% is owned by a Japanese consortium of ITOCHU Corporation, Japan Oil, Gas and Metals National Corporation; and Japan Gas Corporation. (See "*Platreef Project*")
- **The Kipushi Project.** The existing Kipushi Mine is located on the Central African Copperbelt in the Democratic Republic of Congo's (DRC) southern Haut-Katanga province, one of Africa's major mining hubs. The mine, which operated between 1924 and 1993, is approximately 30 kilometres southwest of the provincial capital, Lubumbashi, and less than one kilometre from the DRC-Zambia border. Ivanhoe Mines holds a 68% interest in Kipushi; the state-owned mining company, La Générale des Carrières et des Mines (Gécamines), holds the remaining 32% interest. (See "*Kipushi Project*")
- **The Kamoa-Kakula Copper Project.** A joint venture between Ivanhoe Mines and Zijin Mining Group Co., Ltd., ("Zijin" or "Zijin Mining") within the Central African Copperbelt in the Democratic Republic of Congo's southern Lualaba province. Following the signing of an agreement with the DRC government in November 2016 to transfer an additional 15% interest in the Kamoa-Kakula Project to the government of the DRC, Ivanhoe Mines and Zijin Mining each hold an indirect 39.6% interest in the Kamoa-Kakula Project, Crystal River Global Limited ("Crystal River") holds an indirect 0.8% interest and the DRC government holds a direct 20% interest. The Kamoa-Kakula Project is independently demonstrated as the largest copper discovery ever made in the history of mining on the African continent and already ranks as the world's fourth-largest copper deposit. (See "*Kamoa-Kakula Project*")

PLATREEF PROJECT

The Platreef Project is owned by Ivanplats (Pty) Ltd, which is 64%-owned by Ivanhoe Mines. A 26% interest is held by Ivanplats' historically-disadvantaged, broad-based, black economic empowerment (B-BBEE) partners, which include 20 local host communities with a total of approximately 150,000 people, project employees and local entrepreneurs. In April 2018, Ivanplats reconfirmed its Level 3 status in its fourth verification assessment on a B-BBEE scorecard. A Japanese consortium of ITOCHU Corporation, Japan Oil, Gas and Metals National Corporation and Japan Gas Corporation owns a 10% interest in Ivanplats, which it acquired in two tranches for a total investment of \$290 million.

The Platreef Project hosts an underground deposit of thick, platinum-group metals, nickel, copper and gold mineralization on the Northern Limb of the Bushveld Igneous Complex in Limpopo Province, approximately 280 kilometres northeast of Johannesburg and eight kilometres from the town of Mokopane.

On the Northern Limb, platinum-group metals mineralization is hosted primarily within the Platreef, a mineralized sequence that is traced more than 30 kilometres along strike. Ivanhoe's Platreef Project, within the Platreef's southern sector, is comprised of two contiguous properties: Turfspruit and Macalacaskop. Turfspruit, the northernmost property, is contiguous with, and along strike from, Anglo Platinum's Mogalakwena group of mining operations and properties.

Since 2007, Ivanhoe has focused its exploration and development activities on defining and advancing the down-dip extension of its original discovery at Platreef, now known as the Flatreef Deposit, which is amenable to highly mechanized, underground mining methods. The Flatreef area lies entirely on the Turfspruit and Macalacaskop properties, which form part of the Company's mining right.

Health and safety at Platreef

At the end of Q2 2018, the Platreef Project reached a total of 195,484 lost-time, injury-free hours worked in terms of South Africa's Mine Health and Safety Act and Occupational Health and Safety Act. One lost-time injury occurred in Q2 2018. The Platreef Project continues to strive toward its workplace objective of an environment that causes zero harm to employees, contractors, sub-contractors and consultants.

Positive independent, definitive feasibility study for Platreef's first-phase development; Platreef projected to be Africa's lowest-cost producer of platinum-group metals

On July 31, 2017, Ivanhoe Mines announced the positive results of an independent, definitive feasibility study (DFS) for the planned first phase of the Platreef Project's platinum-group metals, nickel, copper and gold mine in South Africa.

The Platreef DFS covers the first phase of development that would include construction of a state-of-the-art underground mine, concentrator and other associated infrastructure to support initial production of concentrate by 2022. As the first phase is being developed and commissioned, there would be opportunities to refine the timing and scope of subsequent phases of expanded production.

DFS highlights include:

- Indicated Mineral Resources containing an estimated 41.9 million ounces of platinum, palladium, rhodium and gold, with an additional 52.8 million ounces of platinum, palladium, rhodium and gold in Inferred Resources.
- Increased Mineral Reserves containing 17.6 million ounces of platinum, palladium, rhodium and gold, following stope optimization and mine sequencing work.

- Development of a large, safe, mechanized, underground mine, with an initial four-Mtpa concentrator and associated infrastructure.
- Planned initial average annual production rate of 476,000 ounces of platinum, palladium, rhodium and gold (3PE+Au), plus 21 million pounds of nickel and 13 million pounds of copper.
- Estimated pre-production capital requirement of approximately \$1.5 billion, at a ZAR:USD exchange rate of 13 to 1.
- Platreef would rank at the bottom of the cash-cost curve, at an estimated \$351 per ounce of 3PE+Au produced, net of by-products and including sustaining capital costs, and \$326 per ounce before sustaining capital costs.
- After-tax net present value (NPV) of \$916 million, at an 8% discount rate.
- After-tax internal rate of return (IRR) of 14.2%.

The DFS was prepared for Ivanhoe Mines by principal consultant DRA Global, with economic analysis led by OreWin, and specialized sub-consultants including Amec Foster Wheeler E&C Services (Amec Foster Wheeler), Stantec Consulting, Murray & Roberts Cementation, SRK Consulting, Golder Associates and Digby Wells Environmental.

Platreef Mineral Resources

The Platreef Project's Mineral Resource estimate was prepared by Ivanhoe Mines under the direction of Dr. Harry Parker, RM SME, of Amec Foster Wheeler. Dr. Parker and Timothy Kuhl, RM SME, also of Amec Foster Wheeler, have independently confirmed the Mineral Resource estimate and are the Qualified Persons for the estimate, which has an effective date of April 22, 2016.

The Platreef Mineral Resource, with a strike length of 6.5 kilometres, lies predominantly within a flat-to-gently-dipping portion of the Platreef mineralized belt at relatively shallow depths of approximately 500 metres to 1,350 metres below the surface. The Platreef Deposit is characterized by its very large vertical thicknesses of high-grade mineralization and a platinum-to-palladium ratio of approximately 1:1, which is significantly higher than other recent PGM discoveries on the Bushveld's Northern Limb.

The Platreef Indicated Mineral Resources for all mineralized zones are 346 million tonnes at a grade of 3.77 grams per tonne (g/t) 3PE+gold (1.68 g/t platinum, 1.70 g/t palladium, 0.11 g/t rhodium, 0.28 g/t gold), 0.32% nickel and 0.16% copper at a 2.0 g/t 3PE+gold cut-off. The average thickness of the 2.0 g/t 3PE+gold grade shell used to constrain the T2MZ resources for the indicated area is 19 metres.

Inferred mineral resources for all mineralized zones are 506 million tonnes at a grade of 3.24 g/t 3PE+gold (1.42 g/t platinum, 1.46 g/t palladium, 0.10 g/t rhodium, 0.26 g/t gold), 0.31% nickel and 0.16% copper. The average thickness of the 2.0 g/t 3PE+gold grade shell used to constrain the T2MZ resources for the inferred area is 12.7 metres.

Shaft 1 now extends to a depth of 750 metres below surface

On April 23, 2018, Ivanhoe announced that Platreef's Shaft 1 had reached a depth of 750 metres below surface. Lateral development of the first mine-access station continued during Q2 2018.

The 750-metre-level station will provide initial, underground access to the high-grade orebody, enabling mine development to proceed during the construction of Shaft 2, which will become the mine's main production shaft, with a hoisting capacity of six million tonnes a year. Shaft 1's station at the 750-metre-level also will allow access for the first raise-bore shaft that will provide ventilation to the underground workings during the mine's ramp-up phase.

Sinking of Shaft 1 will resume after the 750-metre-level station is completed. The shaft is expected to intersect the upper contact of the Platreef Deposit (T1 mineralized zone) at an approximate shaft depth

of 783 metres in Q3 2018. As shaft sinking advances, two additional shaft stations will be developed at mine-working depths of 850 metres and 950 metres. Shaft 1 is expected to reach its projected, final depth of 982 metres below surface in Q4 2019. Shaft 1 ultimately will become the primary ventilation intake shaft during the project's initial four-Mtpa production case.

Figure 1: An engineer marking the drill-hole pattern for Platreef's ongoing underground development at the eastern-end of Shaft 1's 750-metre station.



Figure 2: An equipment operator with Platreef's 5.5-tonne, load-haul-dump machine used for excavating the 750-metre station.



Shaft 2 early-works construction progressing

Shaft 2, to be located approximately 100 metres northeast of Shaft 1, will have an internal diameter of 10 metres, and will be lined with concrete and sunk to a planned, final depth of more than 1,104 metres below surface. It will be equipped with two, 40-tonne, rock-hoisting skips capable of hoisting a total of six million tonnes of ore a year – the single largest hoisting capacity at any mine in Africa.

The headgear for the permanent hoisting facility was designed by South Africa-based Murray & Roberts Cementation. The first six blasts for Shaft 2's box cut were successfully completed, the most recent conducted in July. The next of two planned additional blasts is expected to take place in September 2018. The blasting will enable the excavation of the box cut to a depth of approximately 29 metres below surface and the construction of the concrete hitch (shaft collar foundation) for the 103-metre-tall concrete headgear that will house the shaft's permanent hoisting facilities and support the shaft collar. Excavation of the box cut and construction of the hitch foundation is expected to be completed by the end of 2018.

Figure 3: Removing blasted rock from the Shaft 2 box cut.



Underground mining to incorporate highly productive, mechanized methods

Ivanhoe plans to develop the Platreef Mine in phases. The initial annual production rate of four million tonnes a year (Mtpa) is designed to establish an operating platform to support future expansions. This is expected to be followed by a potential doubling of production to eight Mtpa, and then a third expansion phase to a steady-state 12 Mtpa, which would establish Platreef among the largest platinum-group-metals mines in the world.

The mining zones in the current Platreef mine plan occur at depths ranging from approximately 700 metres to 1,200 metres below surface. Shaft 2 will provide primary access to the mining zones; secondary access will be via Shaft 1. During mine production, both shafts also will serve as ventilation intakes. Three additional ventilation exhaust raises are planned to achieve steady-state production.

Planned mining methods will use highly productive, mechanized methods, including long-hole stoping and drift-and-fill mining. Each method will utilize cemented backfill for maximum ore extraction. The ore will be hauled from the stopes to a series of internal ore passes and fed to the bottom of Shaft 2, where it will be crushed and hoisted to surface.

The current mine plan has been improved beyond earlier projections in the 2015 pre-feasibility study (PFS) mine plan by optimizing stope design, employing a declining Net Smelter Return (NSR) strategy and targeting higher-grade zones early in the mine's life. This strategy has increased the grade profile by 23% on a 3PE+Au basis in the first 10 years of operation and by 10% during the life of the mine.

Preliminary expressions of interest received for approximately \$900 million of the targeted \$1 billion Platreef project financing

During 2017, Ivanhoe announced the appointment of five leading financial institutions to arrange project financing for the development of the Platreef Project. The five Initial Mandated Lead Arrangers (IMLAs) will make best efforts to arrange a total debt financing of up to \$1 billion for the development of Platreef's first-phase, four-Mtpa mine. Preliminary expressions of interest have been received for approximately \$900 million of the targeted \$1 billion financing. Negotiation of a term sheet is ongoing. In addition, preliminary discussions have begun with leading financial institutions around the financing of the black economic empowerment partners' contribution to the development capital.

The IMLAs appointed Export Development Canada to direct the technical, environmental and social due diligence phase of the project. Chlumsky, Armbrust & Meyer and IBIS ESG South Africa Consulting were appointed as Independent Technical Consultant and Independent Social and Environmental Consultant, respectively.

Long-term supply of bulk water secured for the Platreef Mine

On May 7, 2018, Ivanhoe announced the signing of a new agreement to receive local, treated water to supply most of the bulk water needed for the first phase of production at Platreef. The Mogalakwena Local Municipality has agreed to supply a minimum of five million litres of treated water a day for 32 years, beginning in 2022, from the town of Mokopane's new Masodi Treatment Works. Initial supply will be used in Platreef's ongoing underground mine development and surface infrastructure construction.

Under terms of the agreement, which is subject to certain suspensive conditions, Ivanplats will provide financial assistance to the municipality for certified costs of up to a maximum of R248 million (approximately \$19.6 million) to complete the Masodi treatment plant. Ivanplats will purchase the treated wastewater at a reduced rate of R5 per thousand litres for the first 10 Ml/day to offset a portion of the initial capital contributed.

Development of human resources and job skills

Work progressed on the implementation of Ivanhoe's Social and Labour Plan (SLP). The Company has pledged a total of R160 million (\$13 million) during the first five years, culminating in November 2019. The approved plan includes R67 million (\$6 million) for the development of job skills among local residents and R88 million (\$7 million) for local economic development projects.

Figure 4: Ivanhoe Mines awarded 200 scholarships last year to secondary-school students living near the Platreef Project in South Africa for their academic achievements in science and mathematics. Precious Moremi, a student at Guerane High School, is one of the scholarship recipients.



KIPUSHI PROJECT

The Kipushi copper-zinc-germanium-lead mine, in the Democratic Republic of Congo, is adjacent to the town of Kipushi and approximately 30 kilometres southwest of Lubumbashi. It is located on the Central African Copperbelt, approximately 250 kilometres southeast of the Kamao-Kakula Project and less than one kilometre from the Zambian border. Ivanhoe acquired its 68% interest in the Kipushi Project in November 2011; the balance of 32% is held by the state-owned mining company, Gécamines.

Health, safety and community development

At the end of Q2 2018, the Kipushi Project had achieved a total 1,317,866 work hours free of lost-time injuries.

The Kipushi Project operates a potable-water station to supply the municipality with water. This includes power supply, disinfectant chemicals, routine maintenance, security and emergency repair of leaks to the primary reticulation. The Kipushi Project also installed and commissioned new overhead powerlines to the pump station. Other community development projects continued during Q2 and included the Kipushi women's literacy project.

Figure 5: Yufeng “Miles” Sun, President of CITIC Metal (fourth from right), Gaoming Zhu, Vice President of CITIC Group (sixth from right), and other key representatives from CITIC Metal and CITIC Group join Robert Friedland, Ivanhoe’s Executive Chairman (fifth from right), Egizio Bianchini, Ivanhoe’s Vice Chairman (sixth from left), and other members of Ivanhoe’s senior management team during a recent site visit to Kipushi.



Kipushi Mineral Resources

On July 30, 2018, Ivanhoe Mines announced a new Mineral Resource estimate for the Kipushi Mine, the first update to be issued for Kipushi since Ivanhoe Mines published its initial, independent CIM compliant current Mineral Resource estimate in January 2016. The new Mineral Resource estimate has increased Kipushi's Measured and Indicated zinc-rich resources by 16%, from 10.2 million tonnes to 11.8 million tonnes, with an increase in zinc grade from 34.89% to 35.34%. In addition, the mine's copper-rich Measured and Indicated Resources have increased by 40% from 1.6 million tonnes to 2.3 million tonnes, with a slight increase in the copper grade from 4.01% to 4.03%.

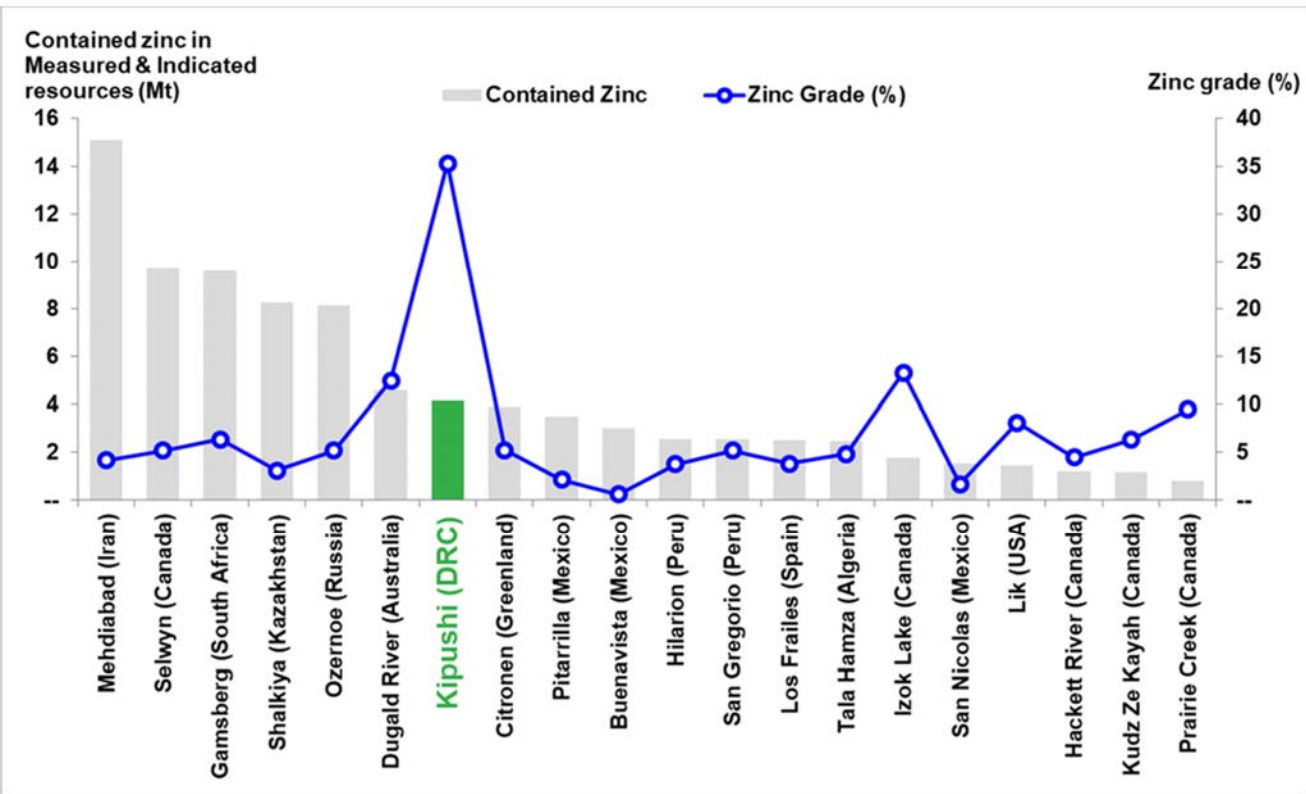
Highlights of this updated estimate, prepared by the MSA Group, of Johannesburg, South Africa, in compliance with CIM definition standards, are:

- Measured and Indicated Mineral Resources, primarily in the Big Zinc Zone, have increased to 11.78 million tonnes at grades of 35.34% zinc, 0.80% copper, 23 grams per tonne (g/t) silver and 64 g/t germanium, at a 7% zinc cut-off – containing an estimated 9.2 billion pounds of zinc.
- The zinc grade of Kipushi's Measured and Indicated Mineral Resources is more than twice as high as the world's next-highest-grade zinc project, independently ranked by Wood Mackenzie, an international industry research and consulting group, based on contained zinc (Figure 6).
- Zinc-rich Inferred Mineral Resources total an additional 1.14 million tonnes at grades of 33.77% zinc, 1.24% copper, 12 g/t silver and 62 g/t germanium. The Inferred Mineral Resources are contained partly in the Big Zinc Zone and partly in the Southern Zinc Zone.
- Kipushi's copper-rich Measured and Indicated Mineral Resources contained in the adjacent Fault Zone, Fault Zone Splay and Série Récurrente Zone total an additional 2.29 million tonnes at grades of 4.03% copper, 2.85% zinc, 21 g/t silver and 19 g/t germanium, at a 1.5% copper cut-off – containing 144 million pounds of copper. Copper-rich Inferred Mineral Resources in these zones total an additional 0.44 million tonnes at grades of 3.89% copper, 10.77% zinc, 19 g/t silver and 55 g/t germanium.
- Ivanhoe's 2017 drilling program has demonstrated that zinc and copper mineralization of the Kipushi system remain open laterally and at depth.

The new Mineral Resource estimate incorporates Ivanhoe's second phase of underground drilling at Kipushi that was completed in 2017, with a total of 9,706 metres drilled in 58 holes. Eight holes were drilled for metallurgy, 31 holes in the Southern Zinc and Big Zinc, five holes in the Nord Riche and 14 holes in the Série Récurrente. The updated Mineral Resource will be used in the preparation of the Kipushi definitive feasibility study, which is expected to be finalized later this year or early in 2019.

The DFS will update and refine the findings of the PFS issued in December 2017. Similar to the PFS, the DFS will focus on the initial mining of Kipushi's Big Zinc Zone. The planned return to production would establish Kipushi as the world's highest-grade, major zinc mine.

Figure 6: World's top 20 zinc projects, by contained zinc.



Source: Wood Mackenzie.

Note: All tonnes and zinc grades of the above-mentioned projects (except for Kipushi) are based on public disclosure and have been compiled by Wood Mackenzie.

New estimate enhances the Mineral Resources available for Kipushi's Definitive Feasibility Study

The new Mineral Resource estimate was prepared in accordance with the 2014 CIM definition standards, incorporated by reference into Canadian National Instrument 43-101 – Standards of Disclosure for Mineral Projects.

The new estimate was based on the results of the 50 new drill holes completed at Kipushi by Ivanhoe Mines in 2017, 84 drill holes completed by Ivanhoe Mines prior to 2016 and an additional 106 historical holes drilled by Gécamines. Mineral Resource estimates were completed below the 1,150-metre-level on the Big Zinc Zone, Southern Zinc Zone, Fault Zone, Fault Zone Splay and Série Récurrente Zone. The Mineral Resources were categorized either as zinc-rich resources or copper-rich resources, depending on the most abundant metal. The Big Zinc and Southern Zinc zones have been tabulated using zinc cut-offs and are shown in Table 1; the Fault Zone, the Fault Zone Splay and Série Récurrente Zone have been tabulated using copper cut-offs and are shown in Table 2.

For zinc-rich zones, the Mineral Resource is reported at a base-case cut-off grade of 7.0% zinc; for copper-rich zones, base-case cut-off grade is 1.5% copper. Given the considerable revenue that could be obtained from the additional metals in each zone, MSA considers that mineralization at these cut-off grades will satisfy reasonable prospects for economic extraction.

Table 1: Kipushi zinc-rich Mineral Resource at 7% zinc cut-off grade, effective date of June 14, 2018.

Zone	Category	Tonnes (Millions)	Zn %	Cu %	Pb %	Ag g/t	Co ppm	Ge g/t
Big Zinc	Measured	3.65	39.87	0.65	0.35	18	18	56
	Indicated	7.25	34.36	0.62	1.29	19	12	53
	Inferred	0.98	35.32	1.18	0.09	8	15	62
Southern Zinc Zone	Indicated	0.88	24.52	2.97	1.95	75	6	188
	Inferred	0.16	24.37	1.64	1.20	38	6	61
Total	Measured	3.65	39.87	0.65	0.35	18	18	56
	Indicated	8.13	33.30	0.87	1.36	25	11	68
	Measured & Indicated	11.78	35.34	0.80	1.05	23	13	64
	Inferred	1.14	33.77	1.24	0.24	12	14	62
			Contained Metal Quantities					
Zone	Category	Tonnes (Millions)	Zn Pounds (Millions)	Cu Pounds (Millions)	Pb Pounds (Millions)	Ag Ounces (Millions)	Co Pounds (Millions)	Ge Ounces (Millions)
Big Zinc	Measured	3.65	3210.6	52.3	27.8	2.06	0.14	6.60
	Indicated	7.25	5489.0	98.7	206.6	4.48	0.19	12.43
	Inferred	0.98	764.0	25.5	1.9	0.26	0.03	1.96
Southern Zinc Zone	Indicated	0.88	476.5	57.6	37.8	2.11	0.01	5.34
	Inferred	0.16	86.7	5.8	4.3	0.20	0.00	0.32
Total	Measured	3.65	3210.6	52.3	27.8	2.06	0.14	6.60
	Indicated	8.13	5965.5	156.4	244.4	6.59	0.20	17.77
	Measured & Indicated	11.78	9176.0	208.6	272.2	8.65	0.34	24.36
	Inferred	1.14	850.7	31.3	6.2	0.46	0.04	2.28

Notes:

1. All tabulated data has been rounded and as a result minor computational errors may occur.
2. Mineral Resources which are not Mineral Reserves have no demonstrated economic viability.
3. The Mineral Resource is reported as the total in-situ Mineral Resource.
4. Metal quantities are reported in multiples of Troy Ounces or Avoirdupois Pounds.
5. The cut-off grade calculation was based on the following assumptions: zinc price of \$1.0/lb, mining cost of \$50/tonne, processing cost of \$10/tonne, G&A and holding cost of \$10/tonne, transport of 55% zinc concentrate at \$210/tonne, 90% zinc recovery and 85% payable zinc.

Table 2: Kipushi copper-rich Mineral Resource at 1.5% copper cut-off grade, effective date of June 14, 2018.

Zone	Category	Tonnes (Millions)	Cu %	Zn %	Pb %	Ag g/t	Co ppm	Ge g/t
Fault Zone	Measured	0.14	2.74	1.52	0.04	16	77	21
	Indicated	1.22	4.11	3.32	0.09	21	96	30
	Inferred	0.20	3.11	2.58	0.07	18	43	23
<i>Série Récurrenté</i>	Indicated	0.93	4.14	2.43	0.02	23	50	4
	Inferred	0.03	1.81	0.06	0.00	8	52	0.3
Offset Zone	Inferred	0.21	4.91	19.84	0.01	21	107	93
Total	Measured	0.14	2.74	1.52	0.04	16	77	21
	Indicated	2.15	4.12	2.94	0.06	22	76	19
	Measured & Indicated	2.29	4.03	2.85	0.06	21	76	19
	Inferred	0.44	3.89	10.77	0.04	19	75	55
			Contained Metal Quantities					
Zone	Category	Tonnes (Millions)	Cu Pounds (Millions)	Zn Pounds (Millions)	Pb Pounds (Millions)	Ag Ounces (Millions)	Co Pounds (Millions)	Ge Ounces (Millions)
Fault Zone	Measured	0.14	8.5	4.7	0.1	0.07	0.02	0.09
	Indicated	1.22	110.8	89.7	2.5	0.82	0.26	1.19
	Inferred	0.20	13.4	11.1	0.3	0.12	0.02	0.14
<i>Série Récurrenté</i>	Indicated	0.93	84.6	49.8	0.5	0.69	0.10	0.12
	Inferred	0.03	1.3	0.04	0.0	0.01	0.00	0.00
Offset Zone	Inferred	0.21	23.2	93.7	0.1	0.14	0.05	0.64
Total	Measured	0.14	8.5	4.7	0.1	0.07	0.02	0.09
	Indicated	2.15	195.4	139.4	3.0	1.51	0.36	1.31
	Measured & Indicated	2.29	204.0	144.2	3.1	1.58	0.39	1.40
	Inferred	0.44	37.9	104.9	0.4	0.27	0.07	0.78

Notes:

1. All tabulated data has been rounded and as a result minor computational errors may occur.
2. Mineral Resources which are not Mineral Reserves have no demonstrated economic viability.
3. The Mineral Resource is reported as the total in-situ Mineral Resource.
4. Metal quantities are reported in multiples of Troy Ounces or Avoirdupois Pounds.
5. The cut-off grade calculation was based on the following assumptions: copper price of \$3.0/lb, mining cost of \$50/tonne, processing cost of \$10/tonne, G&A and holding cost of \$10/tonne, 80% copper recovery and 96% payable copper.

Pre-feasibility study for Kipushi completed in December 2017; definitive feasibility study underway

The Kipushi Project's PFS, announced by Ivanhoe Mines on December 13, 2017, anticipated annual production of an average of 381,000 tonnes of zinc concentrate over an 11-year, initial mine life at a total cash cost of approximately \$0.48 per pound of zinc.

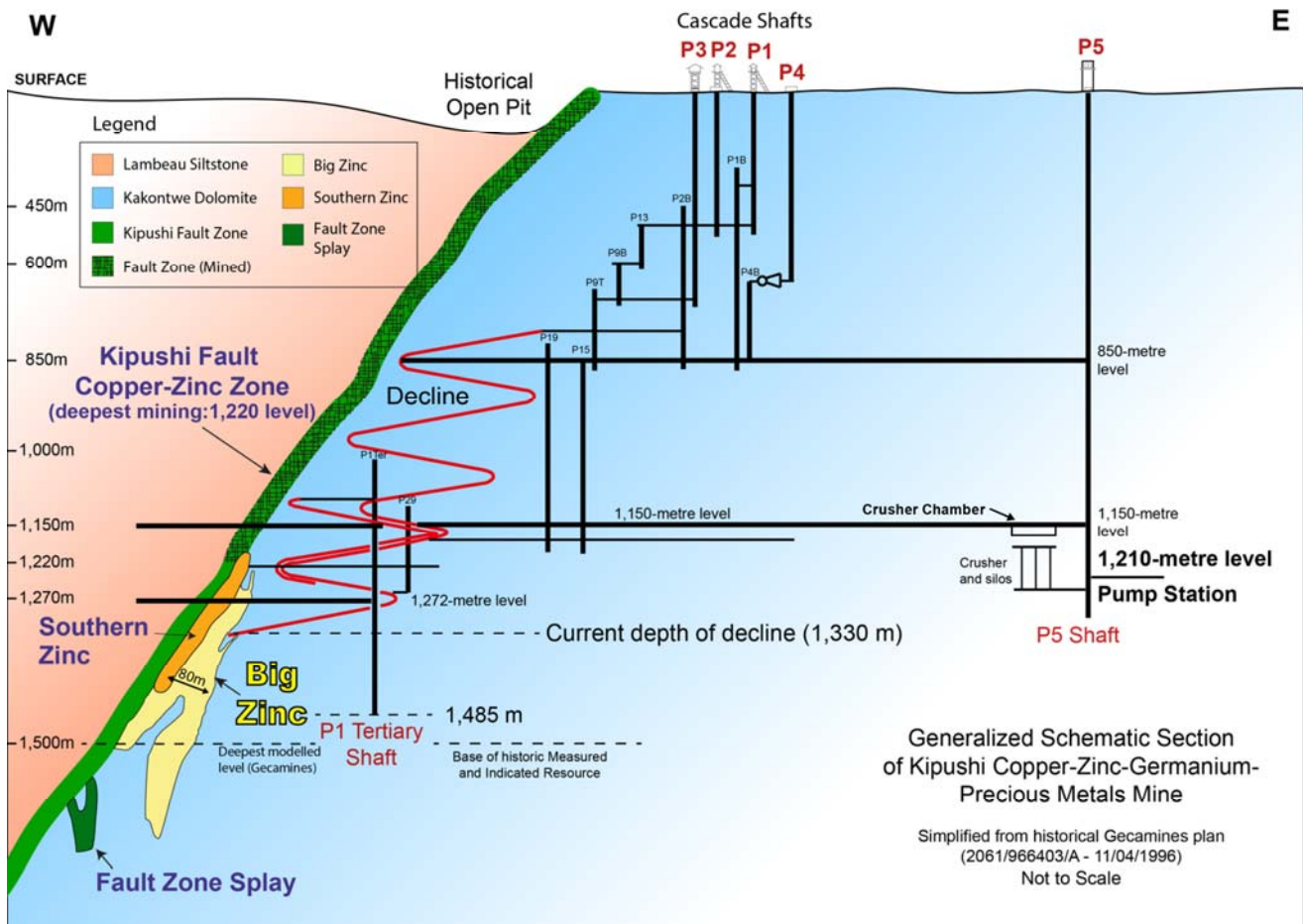
Highlights of the PFS, based on a long-term zinc price of \$1.10/lb include:

- After-tax net present value (NPV) at an 8% real discount rate of \$683 million.
- After-tax real internal rate of return (IRR) of 35.3%.
- After-tax project payback period of 2.2 years.
- Pre-production capital costs, including contingency, estimated at \$337 million.
- Existing surface and underground infrastructure allows for significantly lower capital costs than comparable greenfield development projects.
- Life-of-mine average planned zinc concentrate production of 381,000 dry tonnes per annum, with a concentrate grade of 59% zinc, is expected to rank Kipushi, once in production, among the world's largest zinc mines.

Estimated life-of-mine average cash cost of \$0.48/lb of zinc is expected to rank Kipushi, once in production, in the bottom quartile of the cash-cost curve for zinc producers internationally.

The planned primary mining method for the Big Zinc Deposit in the PFS is sublevel long-hole, open stoping, with cemented backfill. The crown pillars are expected to be mined once adjacent stopes are backfilled using a pillar-retreat mining method. The Big Zinc Deposit is expected to be accessed via the existing decline and without any significant new development. The main levels are planned to be at 60-metre vertical intervals, with sublevels at 30-metre intervals.

Figure 7: Generalized schematic section of Kipushi Mine. The Fault Zone (green), Big Zinc Zone (yellow), Southern Zinc Zone (brown) and Fault Zone Splay (dark green) are shown in the bottom left corner of the section. Access to these zones will be via the decline (shown in red) leading from the mine's 1,150-metre level. The ore will be transported up the decline and along the 1,150-metre level to the P5 Shaft, where it will be crushed and hoisted to surface for processing.



Project development and infrastructure

Significant progress has been made in modernizing the Kipushi Mine's underground infrastructure as part of preparations for the mine to resume commercial production. In Q2 2018, the Kipushi Project successfully installed a large-capacity rock crusher 1,150 metres below surface. After the 54-tonne machine was disassembled on surface, the pieces were lowered down Kipushi's main production shaft – Shaft 5 – and installed in the crusher chamber. The Sandvik jaw crusher has a maximum capacity of 1,085 tonnes an hour.

Ivanhoe completed the upgrading of a significant amount of underground infrastructure at the Kipushi Project, including a series of vertical mine shafts to various depths, with associated head frames, as well as underground mine excavations. A series of crosscuts and ventilation infrastructure still are in working condition. The underground infrastructure also includes a series of pumps to manage the influx of water into the mine.

Figure 8: Installation of the two fly wheels (orange) onto the main frame of the new, primary rock crusher at Kipushi's 1,150-metre-level crusher station.



Shaft 5 is eight metres in diameter and 1,240 metres deep. It now has been upgraded and re-commissioned. The main personnel and material winder has been upgraded and modernized to meet international industry standards and safety criteria. The Shaft 5 rock-hoisting winder now is fully operational.

The main haulage way on the 1,150-metre level between the Big Zinc access decline and Shaft 5 rock load-out facilities has been resurfaced with concrete so the mine now can use modern, trackless, mobile machinery.

With the underground upgrading program nearing completion, the project's focus now will shift to modernizing and upgrading Kipushi's surface infrastructure to handle and process Kipushi's high-grade zinc and copper resources.

Agreement to rebuild railway spur line to support the Kipushi Project

On October 30, 2017, Ivanhoe Mines and the DRC's state-owned railway company, Société Nationale des Chemins de Fer du Congo (SNCC), signed a Memorandum of Understanding (MOU) to rebuild 34 kilometres of track to connect the Kipushi Mine with the DRC national railway at Munama, south of the mining capital of Lubumbashi.

Under the terms of the MOU, Ivanhoe has appointed R&H Rail to conduct a front-end engineering design study to assess the scope and cost of rebuilding the spur line from the Kipushi Mine to the main Lubumbashi-Sakania railway at Munama. The study is underway and construction on the Kipushi-Munama spur line could start later this year. Ivanhoe will finance the estimated \$32 million (plus contingency) capital cost for the rebuilding, which is included within the overall Kipushi 2017 PFS capital cost.

The proposed export route is to utilize the SNCC network from Kipushi to Ndola, connecting to the north-south rail corridor from Ndola to Durban. The rail corridor to Durban via Zimbabwe is fully operational and has significant excess capacity.

Figure 9: Community adult literacy program at Kipushi, sponsored by Ivanhoe Mines and implemented in partnership with AlfaCongo, a non-profit NGO based in Kinshasa.



KAMOA-KAKULA PROJECT

The Kamo-Kakula Copper Project, a joint venture between Ivanhoe Mines and Zijin Mining, has been independently ranked as the largest copper discovery ever made on the African continent, with adjacent prospective exploration areas within the Central African Copperbelt in the Democratic Republic of Congo. The project is approximately 25 kilometres west of the town of Kolwezi and about 270 kilometres west of Lubumbashi.

Ivanhoe sold a 49.5% share interest in Kamo Holding Limited (“Kamo Holding”) to Zijin Mining in December 2015 for an aggregate consideration of \$412 million. At the time, Kamo Holding held a 95% interest in the Kamo Project. In addition, Ivanhoe sold a 1% share interest in Kamo Holding to privately-owned Crystal River for \$8.32 million - which Crystal River will pay through a non-interest-bearing, 10-year promissory note. Since the conclusion of the Zijin transaction in December 2015, each shareholder has been required to fund expenditures at the Kamo-Kakula Project in an amount equivalent to its proportionate shareholding interest in Kamo Holding.

A 5%, non-dilutable interest in the Kamo-Kakula Project was transferred to the DRC government on September 11, 2012, for no consideration, pursuant to the 2002 DRC mining code. Following the signing of an agreement with the DRC government in November 2016, in which an additional 15% interest in the Kamo-Kakula Project was transferred to the DRC government, Ivanhoe and Zijin Mining now each hold an indirect, 39.6% interest in the Kamo-Kakula Project, Crystal River holds an indirect 0.8% interest and the DRC government holds a direct 20% interest. Kamo Holding holds an 80% interest in the project.

Health and safety at Kamo-Kakula

Health and safety remain key priorities for all people working at the Kamo-Kakula Project. The project achieved a significant milestone during May 2018 when it recorded a combined total of 10 million hours of work without a lost-time, injury. By the end of Q2 2018, a total of 10,386,840 hours had been worked free of lost-time injuries. This outstanding achievement reflects the dedication and safety-focused culture of the entire Kamo-Kakula exploration and development teams.

Figure 10: Ten million hours worked by Kamo-Kakula employees and contractors without any time lost due to an on-the-job injury – an outstanding achievement celebrated at site on May 16, 2018.



Kamoa-Kakula Mineral Resources

Ivanhoe issued an updated Mineral Resource estimate for the Kamoa-Kakula Project on February 26, 2018. The updated estimate included an update to the Kakula Mineral Resource estimate and was prepared by Ivanhoe Mines under the direction of Amec Foster Wheeler E&C Services Inc., of Reno, USA, in accordance with the 2014 CIM Definition Standards for Mineral Resources and Mineral Reserves. The Qualified Persons for the Kamoa-Kakula Mineral Resource estimate are Dr. Harry Parker, RM, SME and Gordon Seibel, RM, SME, both of Amec Foster Wheeler E&C Services Inc.

Indicated Mineral Resources for the combined Kamoa-Kakula Project now total 1,340 million tonnes grading 2.72% copper, containing 80.7 billion pounds of copper at a 1.0% copper cut-off grade and a minimum thickness of three metres. Kamoa-Kakula also has Inferred Mineral Resources of 315 million tonnes grading 1.87% copper and containing 13.0 billion pounds of copper, also at a 1.0% copper cut-off grade and a minimum thickness of three metres.

The Kakula estimate covers a mineralized strike length of 13.3 kilometres and is based on results from approximately 151,000 metres of drilling in 271 holes completed by December 31, 2017. Indicated Mineral Resources total 585 million tonnes at a grade of 2.92% copper, containing 37.7 billion pounds of copper at a 1% copper cut-off. At a 2% copper cut-off, Indicated Mineral Resources total 330 million tonnes at a 4.07% copper grade, containing 29.6 billion pounds of copper. At a 3% copper cut-off, Indicated Mineral Resources total 174 million tonnes at a grade of 5.62% copper, containing 21.5 billion pounds of copper.

Inferred Mineral Resources total 113 million tonnes at a grade of 1.90% copper, containing 4.7 billion pounds of copper at a 1% copper cut-off. At a 2% copper cut-off, Inferred Mineral Resources total 44 million tonnes at a 2.59% copper grade, containing 2.5 billion pounds of copper. At a 3% copper cut-off, Inferred Mineral Resources total nine million tonnes at a grade of 3.66% copper, containing 0.7 billion pounds of copper.

The average true thickness of the selective mineralized zone (SMZ) at a 1% copper cut-off is 10.1 metres in the Indicated Mineral Resources area and 6.7 metres in the Inferred Mineral Resources area. At a higher 3% copper cut-off, the average true thickness of the SMZ is 4.7 metres in the Indicated Mineral Resources area and 3.3 metres in the Inferred Mineral Resources area.

The Kakula Mineral Resources are defined within a total area of 24.9 square kilometres at a 1% copper cut-off. At the same cut-off grade, the areal extent of Indicated Mineral Resources is 19.4 square kilometres and the areal extent of the Inferred Mineral Resources is 5.5 square kilometres. The Kakula Discovery remains open for significant expansion in multiple directions, while the remainder of the southern parts of the Kamoa-Kakula mining-licence area is virtually untested.

Kakula PFS currently underway

A pre-feasibility study for phase 1 of the Kamoa-Kakula Project is underway. The study is considering a six-Mtpa mine and concentrator at Kakula and is expected to be completed by the end of 2018.

Underground development progressing at the Kakula Deposit

Each of the twin declines at Kakula has been advanced more than 600 metres from the portal face toward the mineralized zone, with combined development of the twin declines totalling 1,597 metres at the end of Q2 2018. The 3,535-metre decline development contract is scheduled to be completed by the end of 2018.

The detailed infrastructure designs have been completed for the bottom of the main decline, including rock tips, conveyor transfers, vent shaft and pump stations, enabling procurement to begin.

The design of the conveyor system and development truck tip for the main decline is well advanced. A single, 1.5-metre-wide steel cord conveyor has been selected. Tender enquiries for the various components of the conveyor and truck tipping station have been issued.

Figure 11: Drilling holes for explosives in preparation for a blast as part of ongoing excavation of the underground decline that will house the ore conveyor at Kakula.



Kakula construction facilities

Some concrete roadways, berms and walkways were constructed in the mine area during Q2 2018, as well as two additional office blocks and a central meeting area. The site team also has started the construction of a temporary, brick control room near the top of the box cut ramp and a prefabricated change house adjacent to the workshop.

Fibre-optic internet and cellular services have been installed and commissioned at Kakula.

Kakula perimeter fence and resettlement

Approximately 95% of the 16 kilometre perimeter fence around the mine site has been erected. The remaining 5% can only be completed once resettlement, including the construction of 45 houses has been completed. Of the 45 houses, 22 have been completed and these were occupied in March. Completion of all resettlement is expected by the end of August 2018.

Exploration activities focused on development programs at Kakula and Kakula West

A total of 13 rigs are drilling at Kakula and surrounding areas and completed 18,633 metres during Q2 2018. As of the end of Q2 2018, a total of 36,926 metres had been drilled for the year to date. The exploration program was revised during Q2, taking into account results obtained during the Kakula West expansion campaign. Additional exploration drilling has been planned to the north of Kakula West

following a narrow but high grade continuation of Kakula West mineralization. Further drilling was directed to infill, and to inform metallurgical, hydrogeological and civil geotechnical studies, as well as a condemnation hole for the planned tailings storage facility site.

Figure 12: Exploration drilling testing a zone of strong copper mineralization at Kamoa North.



Regional geophysical surveys

A 2D seismic survey that began in February 2018 was continued during Q2 2018, after a period of demobilization and stand-down due to wet season access issues within water-logged grasslands. The study is to acquire data on a series of seismic lines planned across the Kamoa-Kakula orebody and into the Western Foreland area.

A total of 74 kilometres of lines were surveyed, including a 10-kilometre line done at variable spacing to test near-surface reflectors. A downhole vertical seismic profile study also was completed in conjunction with the surface survey to tie in identified reflectors and get a more accurate depth estimate to the surface survey. Both surveys were completed by the end of June 2018.

Ongoing upgrading work enables Mwadingusha power station to supply 32 megawatts of clean electricity to national grid

In January 2018, Ivanhoe announced that ongoing upgrading work at the Mwadingusha hydropower plant in the DRC had almost tripled the plant's interim power output from 11 to 32 megawatts (MW). This represents 45% of the plant's designed capacity. Three of Mwadingusha's six generators now have been modernized; the remaining three generators are due to be upgraded and fully operational by the end of 2019 – restoring the plant to its installed output capacity of approximately 71 MW of power.

The work at Mwadingusha, part of a program to eventually overhaul and boost output from three hydropower plants, is being conducted by engineering firm Stucky, of Lausanne, Switzerland, under the direction of Ivanhoe Mines and its joint-venture partner, Zijin Mining, in conjunction with the DRC's state-owned power company, La Société Nationale d'Electricité (SNEL). Once fully reconditioned, the three plants will have combined installed capacity of approximately 200 MW of electricity for the national grid, which is expected to be more than sufficient for the Kamo-Kakula Project.

The Kansoko Mine, Kakula Mine and Kamo camp have been connected to the national, hydroelectric power grid, since the completion of a 12-kilometre, 120-kilovolt, dual-circuit power line between Kansoko and Kakula last December. The design of permanent 11-kilovolt reticulation to the vent shafts and mine has started, which includes permanent 11-kilovolt substations, overhead lines and surface cables.

Continued focus on community and sustainability

The Kamo-Kakula Sustainable Livelihoods program is committed to sustainable development in the communities within the project's footprint.

The main objective of the Livelihoods program is to enhance food security and the living standards of the people who reside near the Kamo-Kakula Project. The program is being implemented mainly through fish farming and agricultural activities, such as production of maize (corn), vegetables and poultry, and beekeeping.

Activities during Q2 2018 included construction of a new school at the Muvunda village; the start of a brick-making program; clearing of new maize plots; construction of an additional community fish pond; a community literacy program; training communities in vegetable and poultry production; creation of numerous job opportunities; and the progression of the Kakula housing relocation program.

Figure 13: One of the gardens that supplies fresh produce to the Kamo-Kakula Project –an initiative of the Sustainable Livelihoods program, which is working to build a sustainable, independent economy in nearby communities.



Figure 14 and 15: A new secondary school in Kaponda was built as part of the community relations program being conducted by the Kamoa-Kakula Project.



Figure 16: Fish pond at one of the local villages near the Kamoia-Kakula Project as part of a community-support initiative.



DRC WESTERN FORELAND EXPLORATION PROJECT

Ivanhoe's DRC exploration group is targeting Kamoia-Kakula-style copper mineralization through a regional drilling program on its 100%-owned Western Foreland exploration licences, located to the north and west of the Kamoia-Kakula Project.

During Q2 2018, the team completed 6,857 metres of drilling in 16 holes and finalized detailed interpretation of the Makoko area. The acquisition of 1,626 ground gravity stations equating to 81 line kilometres of data were collected on the Western Foreland licences and the interpretation of the results is in progress.

Exploration drilling with one rig began at the Kiala area on high-grade copper trends emanating from Kamoia North. One hole has been completed to date. Two rigs continued at the Makoko area and five holes were completed west of the Lufupa River. Figure 17 below shows the current exploration project areas for the 2018 field season.

Improvements to the Ivanhoe exploration camp are continuing; a fully functioning drill-core yard and core-storage facility were added during the quarter.

In September, Ivanhoe expects to be in a position to provide an important update on its Makoko and Kamoia North exploration programs.

Figure 17: Location of project areas in Ivanhoe's 2018 Western Foreland drilling campaign.

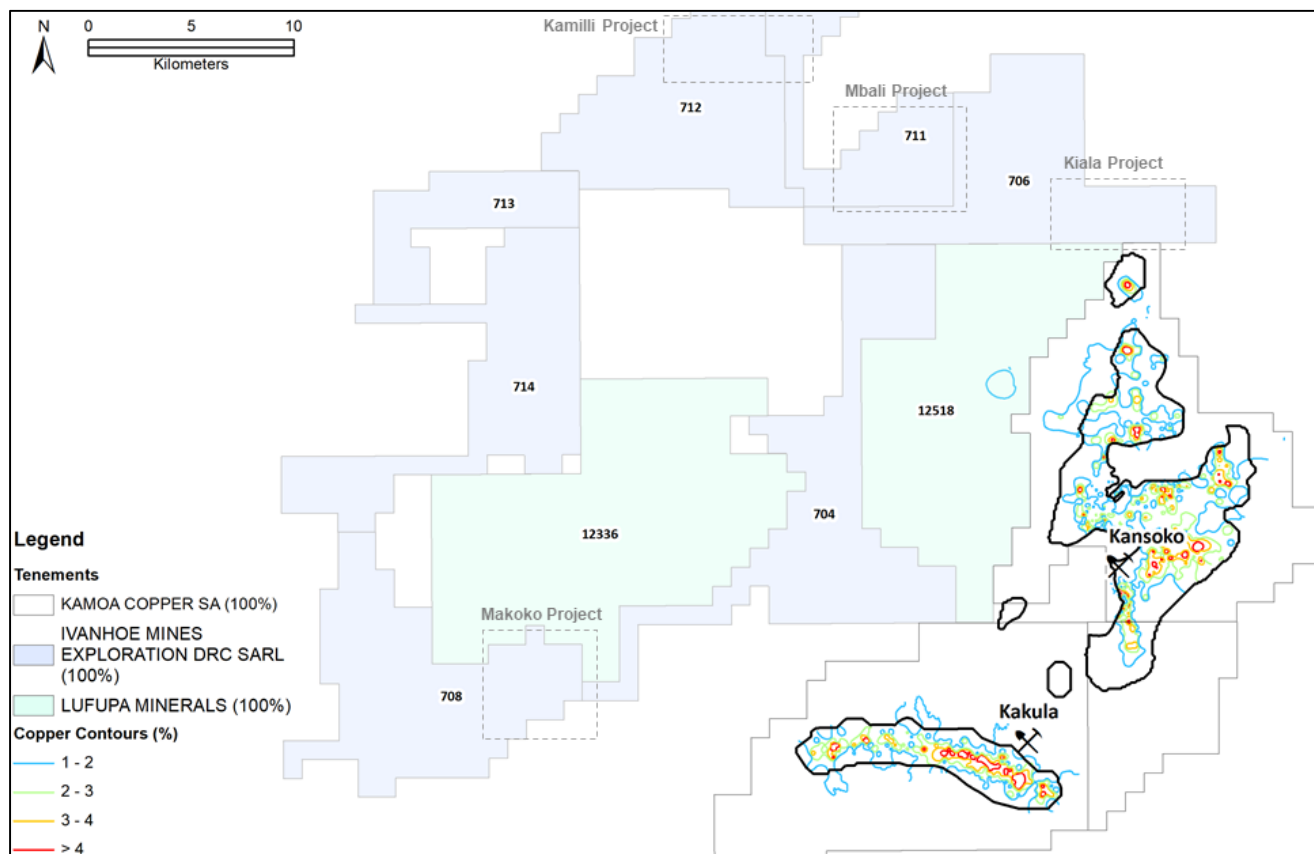


Figure 18: One of the exploration drill rigs targeting Kamo-a-Kakula-style copper mineralization at Makoko on Ivanhoe's 100%-owned Western Foreland exploration licences.



SELECTED QUARTERLY FINANCIAL INFORMATION

The following table summarizes selected financial information for the prior eight quarters. Ivanhoe had no operating revenue in any financial reporting period and did not declare or pay any dividend or distribution in any financial reporting period.

	Three months ended			
	June 30, 2018	March 31, 2018	December 31, 2017	September 30, 2017
	\$'000	\$'000	\$'000	\$'000
Exploration and project expenditure	2,773	1,436	10,986	11,595
Share of losses from joint venture	6,702	7,200	10,193	6,759
General administrative expenditure	6,269	5,254	3,316	6,039
Share-based payments	1,764	1,412	1,111	1,224
Reversal of impairment of mineral property and other items	-	-	(286,283)	-
Finance income	(10,875)	(10,357)	(8,986)	(8,032)
Finance costs	352	343	442	434
Total comprehensive loss (profit) attributable to:				
Owners of the Company	33,710	(4,916)	(207,991)	15,893
Non-controlling interest	4,263	1,064	(77,336)	5,269
Basic loss (profit) per share	0.01	0.01	(0.25)	0.01
Diluted loss (profit) per share	0.01	0.01	(0.24)	0.01

	Three months ended			
	June 30, 2017	March 31, 2017	December 31, 2016	September 30, 2016
	\$'000	\$'000	\$'000	\$'000
Exploration and project expenditure	9,626	8,296	9,507	7,769
Share of losses from joint venture	5,035	5,518	5,890	6,306
General administrative expenditure	4,952	4,953	7,272	4,213
Share-based payments	1,201	1,372	1,442	1,750
Finance income	(9,167)	(6,429)	(6,827)	(7,239)
Finance costs	355	479	471	454
Total comprehensive loss (profit) attributable to:				
Owners of the Company	7,477	1,749	14,101	(1,860)
Non-controlling interest	3,885	3,273	3,914	2,445
Loss per share (basic and diluted)	0.01	0.01	0.02	0.01

DISCUSSION OF RESULTS OF OPERATIONS

Review of the three months ended June 30, 2018, vs. June 30, 2017

The Company recorded a total comprehensive loss of \$38.0 million for Q2 2018 compared to a total comprehensive loss of \$11.4 million for the same period in 2017. The increased loss mainly was due to an exchange loss on translation of foreign operations of \$30.0 million recognized in Q2 2018 resulting from the weakening of the South African Rand by 16% from March 31, 2018, to June 30, 2018, compared to an exchange gain on translation of foreign operations recognized in Q2 2017 of \$2.0 million.

Exploration and project expenditures for the three months ending June 30, 2018, amounted to \$2.8 million and were \$6.8 million less than for the same period in 2017 (\$9.6 million). The decrease is attributable to the capitalization of costs incurred at the Kipushi Project subsequent to the finalization of its pre-feasibility study in December 2017. With the focus at the Kipushi and Platreef projects being on development and the Kamoas-Kakula Project being accounted for as a joint venture, the total \$2.8 million exploration and project expenditure in Q2 2018 related to exploration at Ivanhoe's 100%-owned Western Foreland exploration licences. In Q2 2017, \$9.5 million of the total \$9.6 million exploration and project expenditure related to the Kipushi Project.

The Company's share of losses from the Kamoas Holding joint venture increased from \$5.0 million in Q2 2017 to \$6.7 million in Q2 2018. The following table summarizes the Company's share of the comprehensive loss of Kamoas Holding for the three months ending June 30, 2018 and for the same period in 2017:

	Three months ended June 30, 2018	Three months ended June 30, 2017
	\$'000	\$'000
Interest expense	13,822	9,898
Exploration costs	3,353	4,343
Foreign exchange loss	70	78
Interest income	(989)	(352)
Loss for the period	16,256	13,967
Loss attributable to non-controlling interest	(2,716)	(3,796)
Loss for the period attributable to joint venture partners	13,540	10,171
Company's share of losses from joint venture (49.5%)	6,702	5,035

The costs associated with mine development are capitalized as development costs in Kamoas Holding, while the exploration expenditure is expensed. Capitalization of costs at Kakula commenced during Q2 2017, coinciding with the start of the Kakula box cut. Expenditure on exploration drilling at Kakula West and in the saddle area between Kakula West and Kakula still is expensed.

The interest expense in the Kamoas Holding joint venture relates to shareholder loans where each shareholder is required to fund Kamoas Holding in an amount equivalent to its proportionate shareholding interest. The Company is advancing Crystal River's portion on its behalf in return for an increase in the promissory note due to Ivanhoe.

Finance income for the three months ending June 30, 2018, amounted to \$10.9 million, and was \$1.7 million more than for the same period in 2017 (\$9.2 million). The increase mainly was due to interest earned on loans to the Kamoas Holding joint venture to fund operations that amounted to \$9.7 million in 2018, as the accumulated loan balance increased.

Review of the six months ended June 30, 2018, vs. June 30, 2017

The Company's total comprehensive loss of \$34.1 million for the six months ended June 30, 2018, was \$17.7 million higher than for the same period in 2017 (\$16.4 million). The increased loss mainly was due to an exchange loss on translation of foreign operations of \$18.8 million for the six months ended June 30, 2018, resulting from the weakening of the South African Rand by 11% from December 31, 2017, to June 30, 2018, compared to an exchange gain on translation of foreign operations recognized in the same period of 2017 of \$7.6 million.

Exploration and project expenditures for the six months ending June 30, 2018, amounted to \$4.2 million and were \$13.7 million less than for the same period in 2017 (\$17.9 million). Exploration and project expenditures for the six months ending June 30, 2018 related to Ivanhoe's 100%-owned Western Foreland exploration licences, while \$17.6 million for the same period in 2017 related to the Kipushi Project.

The Company's share of losses from the Kamoia Holding joint venture increased to \$13.9 million for the six months ended June 30, 2018, from \$10.6 million for the same period in 2017. The following table summarizes the Company's share of the comprehensive loss of Kamoia Holding for the six months ending June 30, 2018, and for the same period in 2017:

	Six months ended June 30, 2018	Six months ended June 30, 2017
	\$'000	\$'000
Interest expense	26,488	19,081
Exploration costs	8,868	9,758
Foreign exchange loss (gain)	91	(24)
Interest income	(1,609)	(644)
Loss for the period	33,838	28,171
Loss attributable to non-controlling interest	(5,753)	(6,852)
Loss for the period attributable to joint venture partners	28,085	21,319
Company's share of losses from joint venture (49.5%)	13,902	10,553

Financial position as at June 30, 2018 vs. December 31, 2017

The Company's total assets decreased by \$35.8 million, from \$1,271.3 million as at December 31, 2017, to \$1,235.5 million as at June 30, 2018. The Company utilized \$11.5 million of its cash resources in its operations and received interest of \$1.7 million during the six months ending June 30, 2018.

The Company's investment in the Kamoia Holding joint venture increased by \$25.3 million from \$552.4 million as at December 31, 2017, to \$577.7 million as at June 30, 2018, with each of the current shareholders funding the operations equivalent to their proportionate shareholding interest. The Company's portion of the Kamoia Holding joint venture cash calls amounted to \$20.9 million during the six months ending June 30, 2018, while the Company's share of comprehensive loss from the joint venture amounted to \$13.9 million.

Property, plant and equipment increased by \$36.1 million, with a total of \$57.4 million being spent on project development and to acquire other property, plant and equipment, \$26.4 million and \$30.3 million pertained to development costs and other acquisitions to property, plant and equipment of the Platreef Project and Kipushi Project respectively.

The main components of the additions to property, plant and equipment of the Platreef and Kipushi projects for the six months ending June 30, 2018, and for the same period in 2017, are set out in the following table:

	Six months ended June 30, 2018	Six months ended June 30, 2017
	\$'000	\$'000
Platreef Project		
Shaft 1 construction	14,646	8,700
Salaries and benefits	4,227	3,555
Administrative and other expenditure	2,626	2,922
Shaft 2 early works	2,487	521
Social and environmental	1,029	1,093
Studies and contracting work	682	2,084
Site costs	558	405
Infrastructure	-	155
Total development costs	26,255	19,435
Other additions to property, plant and equipment	136	53
Total additions to property, plant and equipment for Platreef	26,391	19,488
Kipushi Project		
Salaries and benefits	7,314	5,671
Electricity	3,348	2,924
Studies and contracting work	2,909	1,744
Depreciation	1,497	1,681
Repair and maintenance	624	2,062
Other expenditure	5,961	3,545
	21,653	17,627
<i>Classified as:</i>		
Exploration and project expenditure in the loss from operating activities	-	17,627
Capitalized as development cost in property, plant and equipment	21,653	-
Other additions to property, plant and equipment	8,612	1,332
Total additions to property, plant and equipment for Kipushi	30,265	1,332

The Company's total liabilities decreased by \$4.7 million to \$55.1 million as at June 30, 2018, from \$59.8 million as at December 31, 2017.

LIQUIDITY AND CAPITAL RESOURCES

The Company had \$87.1 million in cash and cash equivalents as at June 30, 2018. At this date, the Company had consolidated working capital of approximately \$85.2 million, compared to \$181.9 million at December 31, 2017.

The Platreef Project's restricted cash, which were the funds invested by the Japanese consortium of \$290 million, has been fully utilized and the project's current expenditure is being funded solely by Ivanhoe as the Japanese consortium of ITOCHU Corporation, Japan Oil, Gas and Metals National Corporation and Japan Gas Corporation have elected not to contribute to current expenditures. Since the Platreef Project's restricted cash was fully utilized, the Company has contributed a total of \$7.0 million on behalf of the Japanese consortium.

Since December 8, 2015, each shareholder in Kamo Holding has been required to fund Kamo Holding in an amount equivalent to its proportionate shareholding interest. The Company is advancing Crystal River's portion on its behalf in return for an increase in the promissory note due to Ivanhoe.

The Company's main objectives for 2018 at the Platreef Project are the continuation of Shaft 1 construction, securing a bulk-water supply and completion of early-works construction of Shaft 2. At Kipushi, the principal objective is the completion of the feasibility study and continued upgrading of mining infrastructure. At the Kamo-Kakula Project, priorities are the continuation of decline construction at Kakula and the completion of a pre-feasibility study for Kakula. The Company has budgeted to spend \$43 million on further development at the Platreef Project; \$35 million at the Kipushi Project; \$6 million on regional exploration in the DRC; and \$9 million on corporate overheads for the remainder of 2018 – as well as its proportionate funding of the Kamo-Kakula Project, expected to be \$28 million for the remainder of 2018.

On June 11, 2018, Ivanhoe announced that CITIC Metal Co., Ltd. (CITIC Metal), a wholly-owned subsidiary of CITIC Limited, had agreed to make a major investment acquiring a significant 19.9% stake in Ivanhoe Mines. Under terms of the agreement, Ivanhoe Mines will issue 196,602,037 common shares to CITIC Metal through a private placement at a price of C\$3.68 per share, yielding gross proceeds to Ivanhoe of approximately C\$723 million (\$557 million). Zijin Mining has since exercised its existing anti-dilution rights. This will result in additional proceeds of C\$78 million (\$60 million) that Ivanhoe will receive concurrently with the completion of CITIC Metal's investment and CITIC Metal's stake in Ivanhoe Mines will be reduced to 19.5% as a result.

The Toronto Stock Exchange has issued its conditional approval to the CITIC Metal private placement and the issuance of the anti-dilution common shares to Zijin. The Ivanhoe-CITIC Metal transaction now remains subject only to customary closing conditions, and the records and registration with the Chinese government regulatory agencies. These are progressing according to plan and the Ivanhoe-CITIC Metal transaction is expected to close no later than October 22, 2018. Both Ivanhoe and CITIC Metal are working toward an early closing, potentially by mid-September 2018, subject to all closing conditions being satisfied.

CITIC Metal Group Limited (CITIC Metal Group) has provided Ivanhoe with a nine-month, interim loan facility of \$100 million in accordance with a term-loan-facility that was part of the long-term strategic cooperation and investment agreement between Ivanhoe and CITIC Metal. Ivanhoe issued a utilization request to CITIC Metal Group on August 6, 2018, to utilize the full \$100 million loan which was received on August 8, 2018.

The interim loan funds, which Ivanhoe does not expect to utilize before the strategic investment closes, carry an annual interest rate of 6% and will be repaid upon receipt of the C\$723 million (\$557 million) proceeds from CITIC Metal to be received upon closing of the central investment being made by CITIC Metal, but no later than nine months following draw-down. Mr. Friedland has provided a secured, limited-recourse guarantee and share pledge securing Ivanhoe Mines' obligation under the interim loan facility. The interim loan provides an additional level of comfort to ensure that Ivanhoe can continue to advance its exploration and development activities uninterrupted and on current timetables.

The Company has a mortgage bond outstanding on its offices in London, United Kingdom, of £3.2 million (\$4.2 million). The bond is fully repayable on August 31, 2020, secured by the property and incurs interest at a rate of LIBOR plus 1.9% payable monthly in arrears. Only interest will be payable until maturity.

In 2013, the Company became party to a loan payable to ITC Platinum Development Limited, which had a carrying value of \$26.0 million as at June 30, 2018, and a contractual amount due of \$31.9 million. The loan is repayable once the Platreef Project has residual cashflow, which is defined in the loan agreement as gross revenue generated by the Platreef Project, less all operating costs attributable thereto, including all mining development and operating costs. The loan attracts interest of LIBOR plus 2% calculated monthly in arrears. Interest is not capitalized. The difference of \$5.9 million between the contractual amount due and the fair value of the loan is the benefit derived from the low-interest loan.

The Company has an implied commitment in terms of spending on work programs submitted to regulatory bodies to maintain the good standing of exploration and exploitation permits at its mineral properties. The following table sets forth the Company's long-term obligations:

Contractual obligations as at June 30, 2018	Payments Due By Period				
	Total \$'000	Less than			After 5 years \$'000
		1 year \$'000	1-3 years \$'000	4-5 years \$'000	
Debt	36,159	-	4,232	-	31,927
Operating leases	1,541	461	1,035	45	-
Shaft 1 construction – Platreef Project	9,517	9,517	-	-	-
Shaft 2 construction – Platreef Project	3,994	3,994	-	-	-
Total contractual obligations	51,211	13,972	5,267	45	31,927

Debt in the above table represents the mortgage bond owing to Citibank and loan payable to ITC Platinum Development Limited, as described above.

The Company is required to fund its Kamoia Holding joint venture in an amount equivalent to its proportionate shareholding interest.

OFF-BALANCE SHEET ARRANGEMENTS

The Company had no off-balance sheet arrangements for the periods under review.

TRANSACTIONS WITH RELATED PARTIES

The following tables summarize related party income earned and expenses incurred by the Company, primarily on a cost-recovery basis, with companies related by way of directors or significant shareholders in common. The tables summarize the transactions with related parties and the types of income earned and expenditures incurred with related parties:

	Three months ended		Six months ended	
	June 30,		June 30,	
	2018	2017	2018	2017
	\$'000	\$'000	\$'000	\$'000
Global Mining Management Corporation (a)	1,156	567	2,218	1,017
Ivanhoe Capital Aviation LLC (b)	625	500	1,250	1,000
HCF International Advisors (c)	232	134	294	180
Ivanhoe Capital Services Ltd. (d)	114	73	242	161
GMM Tech Holdings Inc. (e)	59	24	876	755
Ivanhoe Capital Pte Ltd (f)	9	19	110	165
Global Mining Services Ltd. (g)	6	59	16	59
Kamoa Copper SA (h)	(996)	(929)	(1,891)	(1,699)
Ivanhoe Mines Energy DRC Sarl (i)	(85)	(107)	(159)	(186)
Ivanhoe Capital Corporation (UK) Ltd (j)	(59)	-	(58)	-
	1,061	340	2,898	1,452
Salaries and benefits	848	547	1,693	980
Travel	681	517	1,417	1,155
Consulting	588	283	1,714	1,063
Office and administration	25	29	124	139
Cost recovery and management fee	(1,081)	(1,036)	(2,050)	(1,885)
	1,061	340	2,898	1,452

The above noted transactions were in the normal course of operations and were measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

As at June 30, 2018, trade and other payables included \$0.51 million (December 31, 2017: \$0.93 million) with regards to amounts due to related parties related by way of director or officers in common. These amounts are unsecured and non-interest bearing. Included in other receivables is \$0.22 million (December 31, 2017: \$0.18 million) due from parties related by way of directors, officers or shareholders in common.

- (a) Global Mining Management Corporation (Global) is a private company based in Vancouver. The Company and the Executive Chairman of the Company hold an indirect equity interest in Global. Global provides administration, accounting and other services to the Company on a cost-recovery basis.
- (b) Ivanhoe Capital Aviation LLC (Aviation) is a private company owned indirectly by the Executive Chairman of the Company. Aviation operates an aircraft for which the Company contributes toward the running costs.

- (c) HCF International Advisers (HCF) is a corporate finance adviser specializing in the provision of advisory services to clients worldwide in the metals, mining, steel and related industries. Guy de Selliers is the President and co-founder of HCF, which provides financial advisory services to the Company.
- (d) Ivanhoe Capital Services Ltd. (Services) is a private company owned indirectly by the Executive Chairman of the Company. Services provides for salaries administration and other services to the Company in Singapore and Beijing on a cost-recovery basis.
- (e) GMM Tech Holdings Inc. ("GMM Tech") is a private company incorporated in British Columbia, Canada and is 100% owned by Global. GMM Tech provides information technology services to the Company on a cost-recovery basis.
- (f) Ivanhoe Capital Pte. Ltd. (Capital) is a private company owned indirectly by the Executive Chairman of the Company. Capital provides administration, accounting and other services in Singapore on a cost-recovery basis.
- (g) Global Mining Services Ltd. (Mining) is a private company incorporated in Delaware and is 100% owned by Global. Mining provides administration and other services to the Company on a cost-recovery basis.
- (h) Kamoa Copper SA ("Kamoa Copper") is a company incorporated in the DRC. Kamoa Copper is 80% owned by Kamoa Holding Limited ("KHL"), a joint venture of the Company. The Company provides administration, accounting and other services to Kamoa Copper on a cost-recovery basis.
- (i) Ivanhoe Mines Energy DRC Sarl ("Energy") is a company incorporated in the DRC. Energy is 100% owned by Kamoa Holding Limited ("KHL"), a joint venture of the Company. The Company provides administration, accounting and other services to Energy on a cost-recovery basis.
- (j) Ivanhoe Capital Corporation (UK) Limited (UK) is a private company owned indirectly by the Executive Chairman of the Company. UK provides administration, accounting and other services in London on a cost-recovery basis.

CRITICAL ACCOUNTING ESTIMATES

The Company's significant accounting policies are presented in Note 2 to the consolidated financial statements for the year ended December 31, 2017. The preparation of the consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the end of the reporting period presented and reported amounts of expenses during said reporting period. Actual outcomes could differ from these estimates. The consolidated financial statements include estimates that, by their nature, are uncertain. Such estimates have a pervasive effect on the consolidated financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the year in which the estimate is revised and future years if the revision affects both current and future years. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future and other sources of estimation uncertainty at the end of the reporting period, which could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, include, but are not limited to, the following:

(i) *Technical feasibility and commercial viability of projects*

All direct costs related to the acquisition of mineral property interests are capitalized by property or project. Exploration costs are charged to operations in the period incurred, until such time as the Company determines that a property is technically feasible and commercially viable, where after development costs are capitalized. In making this determination, the Company considers whether a proposed project is capable of being developed at a sufficient return to justify the capital and managerial resources that must be committed to the project. This determination is made on a property-by-property basis and generally coincides with the finalization of a preliminary economic assessment or pre-feasibility study of the property. Exploration costs include value-added taxes incurred in foreign jurisdictions when recoverability of those taxes is uncertain.

In determining whether an exploration and evaluation property is technically feasible and commercially viable, the Company considers several criteria, including:

- a technical analysis of the basic geology of the project;
- a mine plan for accessing and exploiting the ore body;
- a process flow sheet for processing the ore generated from mining;
- projections as to the capital cost of constructing the project;
- projections as to the cost of operating the project in accordance with the mine plan;
- projections as to revenues from the concentrate or other mineral product to be generated from operations in accordance with the mine plan; and
- an economic analysis of the project based on the projected capital and operating costs and production revenues.

(ii) *Preparation of the financial statements on a going concern basis*

The Company has an accumulated profit of \$6.1 million at June 30, 2018. As at June 30, 2018, the Company's total assets exceeds its total liabilities by \$1,180.5 million and current assets exceeds current liabilities by \$82.2 million. The Company currently has no producing properties and expects to fund all of its exploration and development activities through debt and equity financing until operating revenues are generated. The Company's spending plan for 2018 exceeds the cash and cash equivalents as at June 30, 2018, of \$87.1 million.

Continuation of the Company as a going concern is dependent upon establishing profitable operations, the confirmation of economically recoverable reserves, and the ability of the Company to obtain further financing to develop properties. Failure to obtain further financing could result in the delay or indefinite postponement of further exploration and development of the Company's properties, which could result in a material uncertainty that may cast significant doubt upon the Company's ability to meet its operational and capital objectives, realize its assets and discharge its liabilities in the normal course of business and accordingly the appropriateness of the use of accounting principles applicable to a going concern. Although the Company has been successful in raising funds in the past, there can be no assurance that it will be able to raise sufficient funds in the future.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

Newly adopted accounting standards

The following standards became effective for annual periods beginning on or after January 1, 2018, with earlier application permitted. The Company adopted these standards in the current period, which did not have a material impact on its condensed consolidated interim financial statements.

- IFRS 15 – Revenue from contracts with customers. It is a single, comprehensive revenue recognition model for all contracts with customers to achieve greater consistency in the recognition and presentation of revenue.
- Amendments to IFRS 2 – Share-based payments. This amendment clarifies the measurement basis for cash-settled, share-based payments and the accounting for modifications that change an award from cash-settled to equity-settled.
- Amendment to IFRS 9 - Financial instruments. The standard comprises guidance on Classification and Measurement, Impairment Hedge Accounting and Derecognition. The IASB has amended IFRS 9 to align hedge accounting more closely with an entity's risk management. The revised standard also establishes a more principles-based approach to hedge accounting and addresses inconsistencies and weaknesses in the current model in IAS 39. The new standard also introduces a single "expected credit loss" impairment model for the measurement of financial assets.
- IFRIC 22, 'Foreign currency transactions and advance consideration. This IFRIC addresses foreign currency transactions or parts of transactions where there is consideration that is denominated or priced in a foreign currency.
- Annual improvements 2014-2016. IFRS 1, 'First-time adoption of IFRS', regarding the deletion of short term exemptions for first-time adopters regarding IFRS 7, IAS 19, and IFRS 10.
- Annual improvements 2014-2016. IAS 28, 'Investments in associates and joint ventures' regarding measuring an associate or joint venture at fair value. IAS 28 allows venture capital organisations, mutual funds, unit trusts and similar entities to elect measuring their investments in associates or joint ventures at fair value through profit or loss (FVTPL). The IASB clarified that this election should be made separately for each associate or joint venture at initial recognition.

Accounting standards issued but not yet effective

- IFRS 16 - 'Leases'. The standard requires lessees to recognize assets and liabilities arising from all leases (with limited exceptions) on the balance sheet. Lessor accounting has not substantially changed in the new standard. (i)
 - IAS 19 - 'Employee Benefits'. The amendments require an entity to use the updated assumptions from a remeasurement of a net defined benefit liability or asset resulting from a plan amendment, curtailment or settlement to determine current service cost and net interest for the remainder of the reporting period after the change to a plan. (i)
 - IAS 28 - 'Investment in Associates or Joint Ventures'. The amendment provides clarity regarding when an entity should apply IFRS 9 to long term interests in an associate or joint venture that forms part of the net investment in the associate or joint venture but to which the equity method is not applied. (i)
 - IFRIC 23 – 'Uncertainty over Income Tax Treatments'. The interpretation specifies how an entity should reflect the effects of uncertainties in accounting for income taxes. (i)
 - Annual improvements 2015-2017 Cycle: IFRS 3 – 'Business Combinations' and IFRS 11 – 'Joint Arrangements' regarding clarification when an entity obtains control of a business that is a joint operation, it is required to remeasure previously held interest in that business. (i)
 - Annual improvements 2015-2017 Cycle: IAS 12 – 'Income Taxes' provides clarification that all income tax consequences of dividends should be recognized in profit or loss, regardless of how the tax arises. (i)
 - Annual improvements 2015-2017 Cycle: IAS 23 – 'Borrowing Costs' clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalization rate on general borrowings. (i)
- (i) Effective for annual periods beginning on or after January 1, 2019

The Company is in the process of determining the impact of the adoption of these standards on the consolidated financial statements, if any. The Company has not yet adopted these new and amended standards.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

Fair value of financial instruments

The Company's financial assets and financial liabilities are categorized as follows:

	Level	June 30, 2018 \$'000	December 31, 2017 \$'000
Financial assets			
<i>Financial assets at fair value through profit or loss</i>			
Investment in listed entity	Level 1	4,383	8,563
<i>Loans and receivables</i>			
Promissory note receivable	Level 3	11,734	13,610
Financial liabilities			
Borrowings	Level 3	30,203	29,204

IFRS 13 - "Fair value measurement", requires an explanation about how fair value is determined for assets and liabilities measured in the financial statements at fair value and establishes a hierarchy into which these assets and liabilities must be grouped based on whether inputs to those valuation techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company's assumptions. The two types of inputs create the following fair value hierarchy:

- Level 1: observable inputs such as quoted prices in active markets;
- Level 2: inputs, other than the quoted market prices in active markets, which are observable, either directly and/or indirectly; and
- Level 3: unobservable inputs for the asset or liability in which little or no market data exists, therefore require an entity to develop its own assumptions.

The fair value of the promissory note receivable by the Company from Crystal River was originally determined assuming repayment occurs on December 31, 2017 and was discounted using a rate of 8.3%. The carrying value of the promissory note is not significantly different to the fair value.

The fair value of borrowings are determined in accordance with generally accepted pricing models based on discounted future cashflow analysis. The fair value of the loan payable to ITC Platinum Development Limited was originally determined assuming repayment occurs on August 31, 2022 and using an interest rate of USD LIBOR plus 7%. The carrying value of borrowings is not significantly different to their fair value.

The fair value of the Company's remaining financial instruments, which include trade and other payables and the financial liability, were estimated to approximate their carrying values, due primarily to their immediate or short-term maturity.

Finance income

The Company's finance income is summarized as follows:

	Three months ended		Six months ended	
	June 30,		June 30,	
	2018	2017	2018	2017
	\$'000	\$'000	\$'000	\$'000
Interest from loan to joint venture	(9,675)	(7,664)	(18,360)	(12,216)
Other interest income	(603)	(945)	(1,689)	(1,707)
Interest on long term loan receivable	(597)	-	(1,183)	-
Unwinding discount	-	(558)	-	(1,673)
	(10,875)	(9,167)	(21,232)	(15,596)

The interest from the loan to the joint venture is interest earned from the Kamo Holding joint venture on shareholder loans advanced by the Company where each shareholder is required to fund Kamo Holding in an amount equivalent to its proportionate shareholding interest.

Financial risk management objectives and policies

The risks associated with the Company's financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

Foreign exchange risk

The Company incurs certain of its expenses in currencies other than the U.S. dollar. As such, the Company is subject to foreign exchange risk as a result of fluctuations in exchange rates. The Company has not entered into any derivative instruments to manage foreign exchange fluctuations, however, management monitors foreign exchange exposure.

The carrying amount of the Company's foreign currency denominated monetary assets and liabilities at the respective statement of financial position dates are as follows:

	June 30, 2018	December 31, 2017
	\$'000	\$'000
Assets		
Canadian dollar	3,810	2,597
Australian dollar	4,383	8,563
South African rand	14,896	46,030
British pounds	377	452
Liabilities		
Canadian dollar	(100)	(384)
Australian dollar	(5)	(57)
South African rand	(5,182)	(11,100)
British pounds	(110)	(180)

Foreign currency sensitivity analysis

The following table details the Company's sensitivity to a 5% increase or decrease in the U.S. dollar against the foreign currencies presented. The sensitivity analysis includes only outstanding foreign currency denominated monetary items not denominated in the functional currency of the Company or the relevant subsidiary and adjusts their translation at the end of the period for a 5% change in foreign currency rates. A positive number indicates a decrease in loss for the year where the foreign currencies strengthen against the U.S. dollar. The opposite number will result if the foreign currencies depreciate against the U.S. dollar.

	Six months ended June 30, 2018	Six months ended June 30, 2017
	\$'000	\$'000
Canadian dollar	185	20
Australian dollar	219	188
South African rand	(40)	21

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. Credit risk for the Company is primarily associated with trade and other receivables and cash equivalents as well as long-term loan receivables.

The Company reviews the recoverable amount of its receivables at each statement of financial position date to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the Company considers that the credit risk is significantly reduced. The credit risk on cash equivalents is limited because the cash equivalents are composed of financial instruments with major banks that have investment grade credit ratings assigned by international credit-rating agencies and have low risk of default. The credit quality of financial assets that are neither past due nor impaired can be assessed by reference to historical information about counterparty default rates.

Liquidity risk

In the management of liquidity risk of the Company, the Company maintains a balance between continuity of funding and flexibility through the use of borrowings. Management closely monitors the liquidity position with the goal of maintaining adequate sources of funding to finance the Company's projects and operations.

The following table details the Company's expected remaining contractual maturities for its financial liabilities. The table is based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to satisfy the liabilities.

	Less than 1 month \$'000	1 to 3 months \$'000	3 to 12 months \$'000	More than 12 months \$'000	Total undiscounted cash flows \$'000
As at June 30, 2018					
Trade and other payables	15,158	1,101	889	223	17,371
Non-current borrowings	-	-	-	36,152	36,152
As at December 31, 2017					
Trade and other payables	21,154	1,452	940	40	23,586
Non-current borrowings	-	-	-	35,711	35,711

Interest rate risk

The Company's interest rate risk arises mainly from long term borrowings and the loan advanced to the joint venture. The Company's main exposure to interest rate risk arises from the fact that the Company earns and incurs interest on interest rates linked to USD LIBOR.

If interest rates (including applicable USD LIBOR rates) had been 50 basis points higher or lower and all other variables were held constant, the Company's loss for the six months ended June 30, 2018 would have increased or decreased by \$2.5 million.

DESCRIPTION OF CAPITAL STOCK

As at August 10, 2018, the Company's capital structure consists of an unlimited number of Class A common shares without par value (the "Class A Shares"), an unlimited number of Class B common shares without par value (the "Class B Shares") and an unlimited number of preferred shares without par value. At this date 791,933,589 Class A Shares, nil Class B Shares, nil warrants and nil preferred shares were issued and outstanding.

The Company granted no options in 2016 or 2017 and 4,000,000 options in 2018 to date. As at August 10, 2018, there were 22,881,000 options issued in terms of the Equity Incentive Plan exercisable into 22,881,000 Class A Shares.

The Company granted 1,503,509 restricted share units (RSUs) in 2018 to date, 43,683 restricted RSUs in 2017 and 2,013,539 RSUs in 2016 per the Company's restricted share unit plan. As at August 10, 2018, there were 5,275,727 RSUs which may vest into 5,275,727 Class A Shares.

DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROL OVER FINANCIAL REPORTING

Management is responsible for the design and operation of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR) in order to provide reasonable assurance that material information related to the Company, including its consolidated subsidiaries, is made known to the Company's certifying officers. The Company's Chief Executive Officer (CEO) and Chief Financial Officer (CFO) have each evaluated the design effectiveness of the Company's DC&P and ICFR as of June 30, 2018 and, in accordance with the requirements established under National Instrument 52-109 - Certification of Disclosure in Issuer's Annual and Interim Filings, the CEO and CFO have concluded that these controls and procedures have been designed to provide reasonable assurance that material information relating to the Company is made known to them by others within the Company and that the information required to be disclosed in reports that are filed or submitted under Canadian securities legislation are recorded, processed, summarized and reported within the time period specified in those rules.

The Company's CEO and CFO have used the Committee of Sponsoring Organizations of the Treadway Commission (COSO) framework to evaluate the design of the Company's ICFR as of June 30, 2018 and have concluded that these controls and procedures have been designed effectively to provide reasonable assurance that financial information is recorded, processed, summarized and reported in a timely manner. Management of the Company was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. The result of the inherent limitations in all control systems means design and operation of controls cannot provide absolute assurance that all control issues and instances of fraud will be detected.

During the six months ended June 30, 2018, there were no changes in the Company's DC&P or ICFR that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

RISK FACTORS

The Company has summarized its foreign exchange risk, credit risk, interest rate risk and liquidity risk under the "Financial risk management objectives and policies" sub-heading under the "Financial instruments and other instruments" section in this MD&A. Additional risks and uncertainties are discussed in the Company's Annual Information Form filed with Canadian provincial regulatory authorities and available at www.sedar.com.

DISCLOSURE OF TECHNICAL INFORMATION

Disclosures of a scientific or technical nature in this MD&A have been reviewed and approved by Stephen Torr, who is considered, by virtue of his education, experience and professional association, a Qualified Person under the terms of NI 43-101. Mr. Torr is not considered independent under NI 43-101 as he is the Vice President, Project Geology and Evaluation. Mr. Torr has verified the technical data disclosed in this MD&A.

Ivanhoe has prepared a current, independent, NI 43-101-compliant technical report for each of the Platreef Project, the Kipushi Project and the Kamoa-Kakula Project, which are available under the Company's SEDAR profile at www.sedar.com:

- The Kamoa-Kakula 2018 Resource Update dated March 23, 2018, prepared by OreWin; Amec Foster Wheeler; MDM (Technical) Africa; Stantec Consulting International and SRK Consulting (South Africa), covering the Company's Kamoa-Kakula Project;

- The Platreef 2017 Feasibility Study Technical Report dated September 4, 2017, prepared by DRA Global, OreWin, Amec Foster Wheeler, Stantec Consulting, Murray & Roberts Cementation, SRK Consulting, Golder Associates and Digby Wells Environmental, covering the Company's Platreef Project; and
- The Kipushi 2017 Prefeasibility Study Technical Report dated January 25, 2018, prepared by OreWin, The MSA Group, SRK Consulting (South Africa) and MDM (Technical) Africa, covering the Company's Kipushi Project.

These technical reports include relevant information regarding the effective dates and the assumptions, parameters and methods of the mineral resource estimates on the Platreef Project, the Kipushi Project and the Kamoa-Kakula Project cited in this MD&A, as well as information regarding data verification, exploration procedures and other matters relevant to the scientific and technical disclosure contained in this MD&A in respect of the Platreef Project, Kipushi Project and Kamoa-Kakula Project.

ADDITIONAL INFORMATION

Additional information regarding the Company, including the Company's Annual Information Form, is available on SEDAR at www.sedar.com.