

IVANHOE MINES LTD

Form 6-K

April 01, 2008

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549
FORM 6-K
REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 OF
THE SECURITIES EXCHANGE ACT OF 1934
From: March 28, 2008
IVANHOE MINES LTD.

(Translation of Registrant's Name into English)

Suite 654 999 CANADA PLACE, VANCOUVER, BRITISH COLUMBIA V6C 3E1

(Address of Principal Executive Offices)

(Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.)

Form 20-F- ☐ Form 40-F- ☒

(Indicate by check mark whether the registrant by furnishing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.)

Yes: ☐ No: ☒

(If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):
82-_____.)

Enclosed:

Annual Information Form

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SIGNATURES

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

IVANHOE MINES LTD.

Date: March 28, 2008

By: */s/ Beverly A. Bartlett*
BEVERLY A. BARTLETT
Vice President &
Corporate Secretary

IVANHOE MINES LTD.
Annual Information Form

For the year ended
December 31, 2007
Dated March 28, 2008

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Forward-Looking Information

Certain statements made herein, including statements relating to matters that are not historical facts and statements of our beliefs, intentions and expectations about developments, results and events which will or may occur in the future, which constitute forward-looking information within the meaning of applicable Canadian securities legislation and forward-looking statements within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Forward-looking information and statements are typically identified by words such as anticipate, could, should, expect, seek, may, intend, likely, plan, estimate, will believe and suggesting future outcomes or statements regarding an outlook. These include, but are not limited to, statements respecting anticipated business activities; planned expenditures; corporate strategies; proposed acquisitions and dispositions of assets; discussions with third parties respecting material agreements; the expected timing and outcome of IVN's discussions with representatives of the Government of Mongolia for an Investment Agreement in respect of the Oyu Tolgoi Project; the estimated timing and cost of bringing the Oyu Tolgoi Project into commercial production; anticipated future production and cash flows; target milling rates; the impact of amendments to the laws of Mongolia and other countries in which IVN carries on business; the timing of commencement of full construction of the Oyu Tolgoi Project; the potential sale of the Monywa Copper Project by the Monywa Trust to a third party; the potential of plans to make non-core projects self-funding and other statements that are not historical facts.

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

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

Currency and Exchange Rates

In this Annual Information Form, all funds are quoted in United States dollars unless otherwise indicated. References to \$ and US\$ are to United States dollars and references to Cdn.\$ are to Canadian dollars.

The Bank of Canada noon buying rates for the purchase of one United States dollar using Canadian dollars were as follows during the indicated periods:

(Stated in Canadian dollars)

	Year Ended December 31				
	2007	2006	2005	2004	2003
End of period	0.9881	1.1653	1.1659	1.2036	1.2924
High for the period	1.1853	1.1726	1.2704	1.3968	1.5777
Low for the period	0.9170	1.0990	1.1507	1.1774	1.2839
Average for the period	1.0748	1.1342	1.2116	1.3015	1.40146

The Bank of Canada noon buying rate on March 27, 2008 for the purchase of one United States dollar using Canadian dollars was Cdn.\$1.0147 (one Canadian dollar on that date equalled US\$0.9855).

Defined Terms and Abbreviations

Throughout this AIF, there are terms that are defined in the document and used only in the relevant section in which they are defined. There are also a number of defined terms and abbreviations that are used consistently throughout the document as follows:

Au means gold;

BHP Exploration means BHP Minerals International Exploration Inc.;

CIM means the Canadian Institute of Mining, Metallurgy and Petroleum;

CIM Standards means CIM Standards on Mineral Resources and Mineral Reserve Guidelines;

Coal Division means a division of the IVN Group established to develop coal resources in Mongolia and subsequently transferred to SouthGobi in 2007;

Coal Reorganization means the transaction whereby IVN transferred its Coal Division to SouthGobi in consideration for common shares of SouthGobi, as further described in **GENERAL DEVELOPMENT OF THE BUSINESS** Three Year History 2006 ;

Common Shares means common shares in the capital of IVN;

Cu means copper;

CuEq means copper equivalent grade, calculated using assumed metal prices for copper, gold and, where applicable, molybdenum;

Entrée means Entrée Gold Inc.;

Entrée Earn-in Agreement means the Equity Participation and Earn-in Agreement dated October 15, 2004 between Entrée and IVN, as amended November 9, 2004;

Entrée Joint Venture means the joint venture of IVN and Entrée contemplated pursuant to the Entrée Earn-in Agreement and covering the portion of the Oyu Tolgoi Project currently held by Entrée;

Excluded Persons means a contractually defined class of restricted persons identified as being prohibited from purchasing the Myanmar Assets from the Monywa Trust, which includes IVN, Rio Tinto, and their respective directors, officers and affiliates and citizens or residents or entities controlled by citizens or residents of Myanmar or the United States;

g/t means grams per tonne;

GSC Paper 88 21 means the Geological Survey of Canada Paper 88-21 A Standardized Coal Resource / Reserve Reporting System for Canada ;

GRD Minproc means GRD Minproc Limited;

Hugo Dummett Deposits means collectively, the Hugo North, the Hugo South and Hugo North Extension deposits;

Hugo North means the Hugo North deposit of the Oyu Tolgoi Project;

Hugo North Extension means the Hugo North Extension deposit of the Oyu Tolgoi Project, representing the extension of the Hugo Dummett Deposits into Entrée s Shivée Tolgoi Property;

Hugo South means the Hugo South deposit of the Oyu Tolgoi Project;

IMMI means Ivanhoe Mines Mongolia Inc. XXK;

Integrated Development Plan 2005 or **IDP05** means a report on the development of the Oyu Tolgoi Project prepared by a group of independent engineering companies in October 2005;

Integrated Development Plan 2008 or **IDP08** means a report on the development of the Oyu Tolgoi Project being prepared by a group of independent engineering companies for release in 2008;

Investment Agreement means a comprehensive agreement with the Government of Mongolia that addresses the development and operation of the Oyu Tolgoi Project, including taxation rates, cross-border import/export arrangements, supply of power, labour, land use and water rights;

IVN means Ivanhoe Mines Ltd;

IVN Group means, collectively, IVN and its subsidiaries or a group of subsidiaries, as the context requires;

Jinshan means Jinshan Gold Mines Inc.;

km means kilometres;

km² means square kilometres;

lb means pound;

m means metres;

MEL means Mongolian mineral exploration licence;

Mo means molybdenum;

Monywa Copper Project means the copper mine and related deposits located at Monywa, Myanmar;

Monywa Trust means an independent third party trust established to hold and sell the Myanmar Assets;

Myanmar Assets means all of IVN s business interests and assets in Myanmar, including in the Monywa Copper Project;

NI 43-101 means National Instrument 43-101 of the Canadian Securities Administrators;

Norwest means Norwest Corporation;

OT Technical Committee means a joint technical committee established between Rio Tinto and IVN for the development of the Oyu Tolgoi Project;

Ovoot Tolgoi Project means the SouthGobi s Ovoot Tolgoi (formerly Nariin Sukhait) coal exploration and development project in Mongolia;

Ovoot Tolgoi Open Pit Technical Report means a Technical Report on the Ovoot Tolgoi Project dated March 2008, prepared by Norwest;

Ovoot Tolgoi Underground Technical Report means a Technical Report on the Ovoot Tolgoi Project dated March 2008, prepared by TAG;

Oyu Tolgoi Project means IVN's copper and gold exploration and development project located at Oyu Tolgoi in Mongolia;

Oyu Tolgoi Technical Report means a Technical Report on the Oyu Tolgoi Project dated March 2008 prepared by GRD Minproc;

oz means ounce;

ppm means parts per million;

Preferred Shares means preferred shares in the capital of IVN;

Rio Tinto means Rio Tinto Plc.;

Rio Tinto Credit Agreement means the transaction between IVN and Rio Tinto to establish a convertible credit facility to finance ongoing mine development of the Oyu Tolgoi Project, as further described in GENERAL DEVELOPMENT OF THE BUSINESS Three Year History 2007 ;

Rio Tinto Transaction means the transaction between IVN and Rio Tinto to establish a strategic partnership for the development of the Oyu Tolgoi Project, as further described in GENERAL DEVELOPMENT OF THE BUSINESS Three Year History 2006 ;

Savage River Project means the Savage River iron ore project located in Tasmania, Australia;

SouthGobi means SouthGobi Energy Resources Ltd. (formerly Asia Gold Corp.);

Southern Oyu Deposits means collectively, the South Oyu, Southwest Oyu, Central Oyu and Wedge deposits of the Oyu Tolgoi Project;

TAG means The Americas Group of Lakewood, Colorado;

tpd means tonnes per day; and

tpy means tonnes per year.

Conversion Factors

For ease of reference, the following conversion factors are provided:

Imperial Measure =	Metric Unit	Metric Unit =	Imperial Measure
2.47 acres	1 hectare	0.4047 hectares	1 acre
3.28 feet	1 m	0.3048 m	1 foot
0.62 miles	1 km	1.609 km	1 mile
0.032 ounces (troy)	1 gram	31.1 grams	1 ounce (troy)
2.205 pounds	1 kilogram	0.454 kilograms	1 pound
1.102 tons (short)	1 tonne	0.907 tonnes	1 ton
0.029 ounces (troy)/ton	1 gram/tonne	34.28 grams/tonne	1 ounce (troy)/ton

Glossary of Geological and Mining Terms

anomaly: a departure from the norm which may indicate the presence of mineralization in the underlying bedrock.

assay: the chemical analysis of an ore, mineral or concentrate of metal to determine the amount of valuable species.

chalcocite: a form of copper mineral ore that generally contains a high copper content.

chalcopyrite: a form of copper mineral ore that generally contains a low copper content.

concentrate: a product containing valuable metal from which most of the waste material in the ore has been eliminated.

concentrator: a plant for recovery of valuable minerals from ore in the form of concentrate. The concentrate must then be treated in some other type of plant, such as a smelter, to effect recovery of the pure metal.

covellite: a supergene mineral found in copper deposits; a source of copper.

cut-off grade: the lowest grade of mineral resources considered economic; used in the calculation of reserves and resources in a given deposit.

dyke: a tabular igneous intrusion that cuts across the bedding or foliation of the country rock.

fault: a fracture in rock along which the adjacent rock surfaces are differentially displaced.

feasibility study: a comprehensive study of a mineral deposit in which all geological, engineering, legal, operating, economic, social, environmental and other relevant factors are considered in sufficient detail that it could reasonably serve as the basis for a final decision by a financial institution to finance the development of the deposit for mineral production.

flotation: a milling process by which some mineral particles are induced to become attached to bubbles of froth and float, and others to sink, so that the valuable minerals are concentrated and separated from the gangue.

gangue: valueless rock or mineral material in ore.

hypogene: primary mineralization formed by mineralizing solutions emanating up from a deep magmatic source.

HQ: diamond drilling equipment that produces a 63.5 millimetre core diameter.

indicated mineral resource: that part of a mineral resource for which quantity, grade or quality, densities, shape and physical characteristics can be estimated with a level of confidence sufficient to allow the appropriate application of technical and economic parameters to support mine planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration and test information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough for geological and grade continuity to be reasonably assumed.

inferred mineral resource: that part of a mineral resource for which the quantity and grade or quality can be estimated on the basis of geological evidence and limited sampling and reasonably assumed, but not verified, geological and grade continuity. The estimate is based on limited information and sampling gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes.

intrusive: rock which while molten, penetrated into or between other rocks but solidified before reaching the surface.

IP: induced polarization.

kriging: A weighted, moving-average interpolation method in which the set of weights assigned to samples minimizes the estimation variance, which is computed as a function of the variogram model and locations of the samples relative to each other, and to the point or block being estimated.

leach: to dissolve minerals or metals out of ore with chemicals.

measured mineral resource: that part of a mineral resource for which quantity, grade or quality, densities, shape and physical characteristics are so well established that they can be estimated with confidence sufficient to allow the appropriate application of technical and economic parameters to support production planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough to confirm both geological and grade continuity.

mineral reserve: the economically mineable part of a measured or indicated mineral resource demonstrated by at least a preliminary feasibility study. This study must include adequate information on mining, processing, metallurgical, and economic and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified. An ore reserve includes diluting materials and allowances for losses that may occur when the material is mined.

mineral resource (deposit): a concentration or occurrence of natural, solid, inorganic or fossilized organic material in or on the earth's crust in such form and quantity and of such a grade or quality that it has reasonable prospects for economic extraction. The location, quantity, grade, geological characteristics and continuity of a mineral resource (deposit) are known, estimated or interpreted from specific geological evidence and knowledge.

NQ: diamond drilling equipment that produces a 47.5 millimetre core diameter.

porphyry: any igneous rock in which relatively large, conspicuous crystals (called phenocrysts) are set in a fine-grained ground mass.

preliminary assessment: a study that includes an economic analysis of the potential viability of mineral resources taken at an early stage of the project prior to the completion of a preliminary feasibility study.

preliminary feasibility study and pre-feasibility study: a comprehensive study of the viability of a mineral project that has advanced to a stage where the mining method, in the case of underground mining, or the pit configuration, in the case of an open pit, has been established and an effective method of mineral processing has been determined, and includes a financial analysis based on reasonable assumptions of technical, engineering, legal, operating, economic, social, and environmental factors and the evaluation of other relevant factors which are sufficient for a qualified person, acting reasonably, to determine if all or part of the mineral resource may be classified as a mineral reserve.

probable reserve: the economically mineable part of an indicated and, in some circumstances, a measured mineral resource demonstrated by at least a preliminary feasibility study. This study must include adequate information on mining, processing, metallurgical, economic and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified.

proven reserve: the economically mineable part of a measured mineral resource demonstrated by at least a preliminary feasibility study. This study must include adequate information on mining, processing, metallurgical, economic and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified.

PQ: diamond drilling equipment that produces an 85 millimetre core diameter.

qualified person: an individual who: (a) is an engineer or geoscientist with at least five years of experience in mineral exploration, mine development or operation, or mineral project assessment, or any combination of these; (b) has experience relevant to the subject matter of the mineral project; and (c) is a member in good standing of a professional association as defined by National Instrument 43-101 of the Canadian Securities Administrators.

QMD or quartz monzodiorite: plutonic rock containing quartz, alkali feldspars, plagioclase feldspars and feldspathoid minerals.

RC: reverse circulation.

seam: A stratum or bed of coal or other mineral; generally applied to large deposits of coal.

splits: The division of a bed of coal into two or more horizontal sections by intervening rock strata.

stock: an irregular, metalliferous mass in a rock formation.

strike: the direction, or course or bearing, of a vein or rock formation measured on a level surface.

sulphides: compounds of sulphur with other metallic elements.

supergene: ore minerals that have been formed by the effects (usually oxidization and secondary sulphide enrichment) of descending ground water.

CORPORATE STRUCTURE**Name, Address and Incorporation**

IVN was incorporated under the Company Act (British Columbia) on January 25, 1994 under the name 463212 B.C. Ltd. In February 1994, IVN changed its name to Indochina Goldfields Ltd. In March 1994, IVN increased its authorized capital from 10,000 Common Shares without par value to 100,000,000 Common Shares without par value and created 100,000,000 Preferred Shares without par value. In February 1995, IVN was continued under the *Business Corporations Act* (Yukon). In July 1997, IVN increased its authorized capital to an unlimited number of Common Shares without par value and an unlimited number of Preferred Shares without par value. In June 1999, IVN changed its name to Ivanhoe Mines Ltd.

IVN's North American headquarters are located at 654 - 999 Canada Place, Vancouver, British Columbia, Canada, V6C 3E1. IVN's Asian headquarters are located at 150 Beach Road, #25-03 The Gateway West, Singapore, 189720. IVN's registered office is located at 300 - 204 Black Street, Whitehorse, Yukon, Canada, Y1A 2M9.

Intercorporate Relationships

The following sets forth the name and jurisdiction of incorporation of IVN's principal subsidiaries and the material property of IVN to which that subsidiary relates. Each subsidiary is wholly-owned, except as described in note 1 below.

Name of Subsidiary	Jurisdiction of Incorporation	Applicable Material Property
Ivanhoe Mines Delaware Holdings, LLC	Delaware	Oyu Tolgoi
Ivanhoe Mines Aruba Holdings LLC	Aruba	Oyu Tolgoi
Ivanhoe Oyu Tolgoi (BVI) Ltd. (formerly Ivanhoe Mines Mongolia Inc.)	British Virgin Islands	Oyu Tolgoi
Ivanhoe Mines Mongolia Inc. LLC	Mongolia	Oyu Tolgoi