

IVANHOE MINES LTD
Form 40-F/A
June 21, 2004

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U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 40-F/A

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

or

p Annual Report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934.

For the fiscal year ended December 31, 2003

Commission File Number: 00050473

IVANHOE MINES LTD.

(Exact name of Registrant as specified in its charter)

Yukon, Canada

*(Province or other jurisdiction of
incorporation or organization)*

1021

*(Primary Standard Industrial
Classification Code Number)*

Not Applicable

*(I.R.S. Employer Identification
Number)*

Suite 654, 999 Canada Place, Vancouver, British Columbia, Canada V6C 3E1, (604) 688-5755

(Address and telephone number of registrant's principal executive offices)

CT Corporation System

111 Eighth Avenue

New York, New York

10011

(212) 894-8700

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

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

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

Common Shares without par value

(Title of Class)

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

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

Annual Information Form

Audited Annual Financial Statements

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

265,440,052 Common Shares outstanding as of December 31, 2003

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INTRODUCTORY NOTE

SIGNATURE

Section 302 Certification of CEO

Section 302 Certification of CFO

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

Yes

No

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

Yes

No

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INTRODUCTORY NOTE

By this Amendment No. 1 on Form 40-F/A, Ivanhoe Mines Ltd. (Ivanhoe) is amending its Annual Report on Form 40-F filed on May 4, 2004 to provide disclosure regarding its audit committee financial expert.

AUDIT COMMITTEE FINANCIAL EXPERT

Ivanhoe s board of directors has determined that Mr. John Weatherall is an audit committee financial expert. In addition, Mr. Weatherall is independent, as that term is defined by the NASDAQ listing standards applicable to Ivanhoe.

Mr. Weatherall, a Chartered Financial Analyst, is currently the President of Scarthingmoor Asset Management Inc. He has over 40 years of experience as an investment analyst and also has experience as a portfolio manager.

SIGNATURE

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this Amendment No. 1 to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: June 21, 2004

IVANHOE MINES LTD.

By: Beverly A. Bartlett
Name: Beverly A. Bartlett
Title: Corporate Secretary

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EXHIBIT INDEX

| Exhibit Number | Document |
|-----------------------|---|
| 1* | Annual Information Form for the year ended December 31, 2003. |
| 2* | Audited Comparative Consolidated Financial Statements of Ivanhoe Mines Ltd., including the notes thereto, as of December 31, 2003 and 2002, including a reconciliation to United States generally accepted accounting principles, and together with the auditor's report thereon. |
| 3* | Management's Discussion and Analysis of Financial Condition, Results of Operations. |
| 4* | Consent of Deloitte & Touche LLP, Chartered Accountants. |
| 5* | Consent of Stephen Juras, Professional Engineer. |
| 6* | Consent of Stephen Hodgson, Professional Engineer. |
| 7* | Consent of Paul Chare, Professional Engineer. |
| 8* | Consent of Ben Maynard, Professional Engineer. |
| 9* | Consent of Charles Forster, Professional Engineer. |
| 10* | Certification of the Chief Executive Officer Pursuant to Section 302 of the Sarbanes Oxley Act of 2002 (pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended). |
| 11* | Certification of the Chief Financial Officer Pursuant to Section 302 of the Sarbanes Oxley Act of 2002 (pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended). |
| 12* | Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 13* | Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 14 | Certification of the Chief Executive Officer Pursuant to Section 302 of the Sarbanes Oxley Act of 2002 (pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended) dated June 21, 2004. |
| 15 | Certification of the Chief Financial Officer Pursuant to Section 302 of the Sarbanes Oxley Act of 2002 (pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended) dated June 21, 2004. |

* Previously Filed