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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549



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D.C. SEC

FORM D

NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering ( check if this is an amendment and name has changed, and indicate change.)  
**SPECIAL WARRANT OFFERING (November 2000)**

Filing Under (Check box(es) that apply): Rule 504    Rule 505     Rule 506    Section 4(6)    ULOE  
Type of Filing:    New Filing     Amendment

A. BASIC IDENTIFICATION DATA

212-11068-98

I. Enter the information requested about the issuer

Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)  
**ELDORADO GOLD CORPORATION**

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (including Area Code)  
920 - 1055 West Hastings Street, Vancouver, British Columbia, Canada V6E 2E9 604-687-4018

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (including Area Code)  
(If different from Executive Offices)

Brief Description of Business  
Mining, Exploration and Development of gold resources

Type of Business Organization  
 corporation    limited partnership, already formed  
business trust    limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization:    11    1996     Actual    Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:  
CN for Canada; FN for other foreign jurisdiction    CN

PROCESSED  
JAN 09 2001  
THOMSON FINANCIAL

GENERAL INSTRUCTIONS

**Federal:**  
*Who Must File:* All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. Or 15 U.S.C. 77d(6).

*When to File:* A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

*Where to File:* U.S. Securities and Exchange Commission, 450 Fifth Street N.W., Washington, DC 20549.

*Copies Required:* Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

*Information Required:* A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

*Filing Fee:* There is no federal filing fee.

**State:**  
This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted the ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be made, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in loss of an available state exemption unless such exemption is predicated on the filing of a federal notice. 1 of 8

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box  and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	See Schedule 'B' Attached	Aggregate Offering Price	Amount Already Sold
Debt .....		\$ _____	\$ _____
Equity .....		\$ <u>6,519,620</u>	\$ <u>6,519,620</u>
	<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....		\$ <u>4,741,540</u>	\$ <u>nil</u>
Partnership Interests.....		\$ _____	\$ _____
Other (Specify .....		\$ <u>1,126,114</u>	\$ <u>nil</u>
Total .....		\$ <u>12,387,274</u>	\$ <u>6,519,620</u>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 50.4, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Aggregate Number Investors	Dollar Amount of Purchases
Accredited Investors .....	<u>16</u>	<u>6,519,620</u>
Non-accredited Investors .....	_____	_____

Total (for filings under Rule 504 only)

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505 .....	_____	\$ _____
Regulation A .....	_____	\$ _____
Rule 504 .....	_____	\$ _____
Total .....	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	x	\$ <u>6,500</u>
Printing and Engraving Cost *Note: Included in Legal Fees.....	x	\$ <u>400</u>
Legal Fees.....	x	\$ <u>155,900</u>
Accounting Fees .....	x	\$ <u>16,300</u>
Engineering Fees .....	x	\$ <u>2,000</u>
Sales Commissions (specify finders' fees separately).....	x	\$ <u>423,770</u>
Other Expenses (identify) Underwriters Expenses .....	x	\$ <u>13,140</u>
Toronto Stock Exchange Fees & Securities Commission Fees .....		<u>37,550</u>
Total.....	x	\$ <u>655,560</u>

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

b Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." ..... **\$5,864,060**

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees .....	Γ \$ _____	Γ \$ _____
Purchase of real estate .....	Γ \$ _____	Γ \$ _____
Purchase, rental or leasing and installation of machinery and equipment .....	Γ \$ _____	Γ \$ _____
Construction or leasing of plant buildings and facilities .....	Γ \$ _____	Γ \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	Γ \$ _____	Γ \$ _____
Repayment of indebtedness .....	Γ \$ _____	x <b>\$ 2,932,030</b>
Working capital .....	Γ \$ _____	Γ \$ _____
Other (specify): <u>Exploration, development of Turkey Properties</u> .....	Γ \$ _____	x <b>\$ 2,932,030</b>
	\$ _____	Γ \$ _____
Column Totals .....	Γ \$ _____	x <b>\$ 5,864,060</b>
Total Payments Listed (column totals added) .....	Total x <b>\$ 5,864,060</b>	

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) <b>ELDORADO GOLD CORPORATION</b>	Signature 	Date December 5, 2000
Name of Signer (Print or Type) Robert G. Elton	Title of Signer (Print or Type) Chief Financial Officer	

**ATTENTION**

**Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)**