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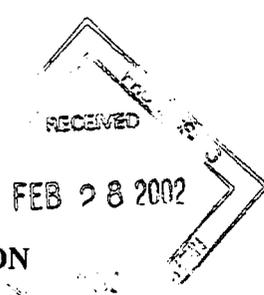
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2002
Estimated average burden hours per response... 1

BEST AVAILABLE COPY

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	

1106898

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Special Warrant Offering - February 15, 2002

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



1. 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 TEL: 604-687-4018 FAX: 604-687-4026

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

GOLD MINING AND RESOURCE EXPLORATION AND DEVELOPMENT

Type of Business Organization

corporation limited partnership, already formed other (please specify):
 business trust limited partnership, to be formed

PROCESSED
MAR 08 2002
THOMSON
FINANCIAL

Month Year

Actual or Estimated Date of Incorporation or Organization: [1] [1] [9] [6] 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) [C] [N]

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, D.C. 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 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 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, 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 in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

SEE ATTACHED SCHEDULE 'A'

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

GOLDFIELDS LIMITED

Business or Residence Address (Number and Street, City, State, Zip Code)

24 ST. ANDREWS ROAD, PARKTOWN, 2193, JOHANNESBURG, SOUTH AFRICA

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

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

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes No

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$ 61,025.00

3. Does the offering permit joint ownership of a single unit?..... Yes No

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

SPROTT SECURITIES (USA) LIMITED

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT] X	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY] X	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(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

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	Aggregate Offering Price	Amount Already Sold
Debt	\$ _____	\$ _____
Equity	\$15,728,200	\$15,728,200
[] Common [] Preferred		
Convertible Securities (including warrants) Compensation Options - Attached Schedule B	\$ 1,834,800	\$ nil
Partnership Interests	\$ _____	\$ _____
Other (Specify _____).	\$ _____	\$ _____
Total	\$ _____	\$ _____

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 504, 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."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	30	\$15,718,200
Non-accredited Investors	nil	\$ _____
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, 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	<input checked="" type="checkbox"/>	\$ 5,000
Printing and Engraving Costs	<input checked="" type="checkbox"/>	\$ 1,500
Legal Fees	<input checked="" type="checkbox"/>	\$ 245,400
Accounting Fees	<input checked="" type="checkbox"/>	\$ 15,700
Engineering Fees	<input checked="" type="checkbox"/>	\$ 6,300
Sales Commissions (specify finders' fees separately) See schedule B.....	<input checked="" type="checkbox"/>	\$ 943,700
Other Expenses (identify) See Schedule C	<input checked="" type="checkbox"/>	\$ 69,900
Total	<input checked="" type="checkbox"/>	\$1,287,500

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."

\$14,440,700

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	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
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)	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ 7,000,000
Working capital	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ 3,500,700
Other (specify): _____	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ 3,900,000
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals	<input type="checkbox"/> \$ _____ 0	<input checked="" type="checkbox"/> \$14,440,700
Total Payments Listed (column totals added).....	<input checked="" type="checkbox"/> \$14,440,700	

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) ELDORADO GOLD CORPORATION	Signature 	Date FEB 22 2002
Name of Signer (Print or Type) EARL W. PRICE	Title of Signer (Print or Type) VICE PRESIDENT, FINANCE	

ATTENTION

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

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes No
[] [X]

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.
The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) ELDORADO GOLD CORPORATON	Signature 	Date FEB 22 2002
Name of Signer (Print or Type) EARL W. PRICE	Title (Print or Type) VICE PRESIDENT, FINANCE	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

SCHEDULE 'A'

DIRECTORS AND EXECUTIVE OFFICERS

The names of directors and executive officers of Eldorado Gold Corporation are as follows:

<u>Name</u>	<u>Office</u>
Joseph Conway 54 Foursome Crescent North York, Ontario M2P 1W3 Canada	Director
Paul Curtis 34 12 th Street Parkmore, Johannesburg South Africa	Director
Wayne Lenton 141 West Roma Drive Oro Valley, Arizona 85737 USA	Director
Hugh C. Morris 5326 4A Avenue Delta, B.C. V4M 1H5 Canada	Director
Dawn Moss 13951 Marine Drive White Rock, B.C. V4B 1A3 Canada	Executive Officer
Earl W. Price 1401 - 1331 Homer Street Vancouver, B.C. V6B 5M5 Canada	Executive Officer
Paul N. Wright 1446 Cromie Road Bowen Island, B.C. V0N 1G0 Canada	Executive Officer and Director

SCHEDULE 'B'

TERM SHEET

ELDORADO GOLD CORPORATION

PRIVATE PLACEMENT OF SPECIAL WARRANTS

Issuer:	Eldorado Gold Corporation (the "Corporation").
Size of Offering:	47,619,048 special warrants (the "Special Warrants")
Issue Price:	Cdn. \$0.42 per Special Warrant.
Amount Underwritten:	Cdn. \$20,000,000
Special Warrants:	Each Special Warrant will entitle the holder to receive, without payment of any further consideration, one common share in the capital of the Corporation (a "Common Share") at any time on or before 5:00 p.m. (Vancouver Time) prior to the Expiry Date (as hereinafter defined). Special Warrants that have not been previously exercised will be deemed exercised on behalf of, and without any required action on the part of, the holder on the earlier of: (i) the sixth business day after the date on which a receipt has been issued by the securities regulatory authority in the Qualifying Province (as hereinafter defined) where the Subscriber resides and the Ontario Securities Commission, for a (final) prospectus qualifying the Common Shares issuable upon exercise of the Special Warrants (the "Qualification Date"); and (ii) 4:59 p.m. (Vancouver time) on the date (the "Expiry Date") which is four months and one day following the Closing Date in each jurisdiction except in Quebec and in Quebec twelve months and a day following the Closing Date unless an order is obtained from the Commission des valeurs mobilières du Québec reducing the applicable hold period to four months, then for the period set out in the order and a day following the Closing Date.
Dilution Penalty:	If the Qualification Date has not occurred on or before the date that is ninety days following the Closing Date (the "Qualification Deadline"), then each outstanding Special Warrant held by a Subscriber resident in the Qualifying Province where a receipt was not issued shall thereafter entitle the holder to receive upon exercise, for no additional consideration, 1.04 Common Shares (in lieu of one Common Share).
Underwriter's Option:	The Underwriter shall have an option to purchase up to an additional 11,904,762 Special Warrants at the Issue Price at any time prior to the Closing Date.

Expenses:

The Corporation will be responsible for all reasonable expenses of the Offering, including all the fees and expenses incurred by the Underwriter in connection with the Offering up to a maximum of \$35,000 and the reasonable fees of the Underwriter's counsel up to a maximum amount of \$75,000 excluding taxes and disbursements.

Use of Proceeds:

General working capital purposes, strengthening the Corporation's balance sheet and investments in the Corporation's assets in Brazil and Turkey.

Underwriter's Commission:

An amount equal to 6.0% of the gross proceeds of the Offering. The Underwriter shall also be issued compensation warrants exercisable, without payment of additional consideration, into that number of compensation options equal to 10% of the number of Special Warrants issued and sold pursuant to the Offering on the Closing Date. Each compensation option shall entitle the Underwriter to acquire a Common Share at a price of \$0.49 for a period of twelve months from the earlier of the date the final prospectus is received in all Qualifying Provinces where a Subscriber resides and the date which is four months and a day following the Closing Date.

Underwriter:

Sprott Securities Inc.

Jurisdictions of Sale:

The provinces of British Columbia, Alberta, Manitoba, Ontario and Quebec ("Qualifying Provinces") and those jurisdictions outside of Canada as agreed to by the Corporation and the Underwriter including the United States.

Minimum Subscription:

\$97,000 in the Provinces of British Columbia, Alberta, Manitoba, Ontario and those jurisdictions outside of Canada and \$150,000 in the Province of Quebec and such other minimum number of Special Warrants as is prescribed by applicable securities legislation.

Type of Transaction:

Underwritten Special Warrant financing, subject to formal underwriting agreement. The Special Warrants to be sold by private placement pursuant to exemptions from prospectus and registration requirements under applicable securities legislation without an offering memorandum and will be subject to resale restrictions under that legislation. The Offering is subject to all necessary regulatory approvals, including shareholder approval as may be required by the TSE.

Closing Date:

On or about February 13, 2002 or such other date as mutually agreed to between the Underwriter and the Corporation.

SCHEDULE 'C'

Eldorado Gold Corporation

Summary of Other Expenses

C. Offering Price, Number of Investors, Expenses and Use of Proceeds

4. a. Other Expenses	Toronto Stock Exchange Listing Fee	40,260
	Ontario Securities Commission Filing Fee	4,470
	Underwriter's Expenses	15,730
	Disclosure/dissemination costs	<u>9,440</u>
		\$69,900