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Headnote

Mutual Reliance Review System for Exemptive Relief Applications – relief from the requirement to file an independent technical report to support technical disclosure in a prospectus – property the subject of numerous previous disclosure filings supported by an independent report and addendum, and funds from offering not being used on property

Applicable British Columbia Provisions

National Instrument 43-101 *Standards of Disclosure for Mineral Projects*, ss. 4.2(1)1, 5.3(1)2 and 9.1

IN THE MATTER OF THE SECURITIES LEGISLATION OF BRITISH COLUMBIA, ALBERTA,
ONTARIO AND QUÉBEC

AND

IN THE MATTER OF THE MUTUAL RELIANCE REVIEW SYSTEM FOR EXEMPTIVE RELIEF
APPLICATIONS

AND

IN THE MATTER OF ELDORADO GOLD CORPORATION

MRRS DECISION DOCUMENT

[para 1]

WHEREAS the local securities regulatory authority or regulator (the “Decision Maker”) in each of British Columbia, Alberta, Ontario and Québec (the “Jurisdictions”) has received an application from Eldorado Gold Corporation (“Eldorado”) for a decision under the securities legislation of the Jurisdictions (the “Legislation”) that the requirement in National Instrument 43-101 *Standards of Disclosure for Mineral Projects* (“NI 43-101”) to file a current technical report prepared by an independent qualified person (the “Independent Report Requirement”) shall not apply to Eldorado with respect to the disclosure regarding the São Bento Mine to be included in its prospectus.

[para 2]

AND WHEREAS under the Mutual Reliance Review System for Exemptive Relief Applications (the “System”) the British Columbia Securities Commission is the principal regulator for this application;

[para 3]

AND WHEREAS Eldorado has represented to the Decision Makers that:

1. Eldorado is governed by the *Canada Business Corporations Act* and its head office is in Vancouver, British Columbia;
2. Eldorado, together with its subsidiaries, is engaged principally in the mining and processing of gold ore and the exploration, acquisition and development of gold-bearing mineral properties;
3. Eldorado is a reporting issuer in each Jurisdiction and is not in default of any requirements of the Legislation;
4. Eldorado has:

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(a) gross revenues, derived from mining operations, of at least \$30 million for its most recently completed financial year, and

(b) gross revenues, derived from mining operations, of at least \$90 million in the aggregate for its three most recently completed financial year),

and consequently is a producing issuer as defined in NI 43-101;

5. as at February 28, 2002, the authorized share capital of Eldorado consisted of an unlimited number of common shares (the "Shares") and an unlimited number of convertible non-voting shares, of which approximately 102,639,517 Shares and no convertible non-voting shares were outstanding;

6. the Shares are listed and posted on the Toronto Stock Exchange;

7. Eldorado indirectly owns 100% of the São Bento Mine, a producing mine located in Brazil, (the "Mine");

8. Watts, Griffis and McOuat Limited prepared a technical report on the Mine entitled "Review of Operations at São Bento Mineração, Brazil for Eldorado Corporation Ltd." dated May 13, 1996 (the "Report") and prepared an addendum to the Report dated April 27, 2000 and revised on May 10, 2000 entitled "Addendum to a Review of Operations at São Bento Mineração, Brazil for Eldorado Gold Corporation" (the "Addendum");

9. the Report and Addendum have been filed on SEDAR by Eldorado and were previously used to support disclosure regarding the Mine contained in:

(a) a prospectus dated May 19, 2000 filed in British Columbia and Ontario,

(b) a preliminary prospectus dated December 22, 2000 filed in British Columbia and Ontario and a final prospectus dated February 20, 2001 (the "Second Prospectus") which included disclosure regarding mineral resources and reserves in respect of the Mine as of September 30, 2000 as revised internally by Eldorado in accordance with the requirements of NI 43-101,

(c) an Annual Information Form (the "2001 AIF") for the year ended December 31, 2000 filed on SEDAR with resource and reserves updated to December 31, 2000, and

(d) certain prior annual information forms and annual reports of Eldorado;

10. since the filing of the Second Prospectus Eldorado has not:

(a) made any expenditures in respect of the Mine other than those out of working capital in respect of the operation (including capital expenditures) of the Mine, or

(b) undertaken any exploration at the Mine;

11. mineral resources and reserves in respect of the Mine as disclosed in the Second Prospectus have not materially changed other than a reduction in mineral reserves and resources due to production at the Mine since the date of the Second Prospectus;

12. Eldorado's key development property is, and its work plan, budget and resources are focused on, the Kisladag project located in Turkey;

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13. under the terms of a special warrant offering (the "Offering") Eldorado is required to file a new preliminary prospectus (the "New Preliminary Prospectus") and a new final prospectus (the "New Final Prospectus" and together with the New Preliminary Prospectus the "New Prospectus") in each of the Jurisdictions and obtain a receipt for the New Final Prospectus from the Decision Makers by May 15, 2002;

14. none of the funds from the Offering will be used for the Mine;

15. the disclosure regarding the Mine, including disclosure of mineral resources and reserves included in the 2001 AIF, will be included in the New Preliminary Prospectus; Eldorado intends to update the disclosure regarding mineral resources and reserves of the Mine for the New Final Prospectus and will prepare an addendum (the "New Addendum") to the Report and Addendum to support the update; the New Addendum will be prepared internally by a qualified person, as defined in NI 43-101, employed by one of Eldorado's subsidiaries; and

16. the decision to acquire the Shares on exercise of the special warrants under the Offering was made by the purchasers at the time of the Offering and the New Prospectus will not be used by Eldorado to market its securities.

[para 4]

AND WHEREAS under the System, this MRRS Decision Document evidences the decision of each Decision Maker (collectively, the "Decision");

[para 5]

AND WHEREAS each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the Decision has been met;

[para 6]

THE DECISION of the Decision Makers under the Legislation is that Eldorado is exempt from the Independent Report Requirements of NI 43-101 in respect of the disclosure regarding the Mine in the New Prospectus, provided that:

(i) the mineral resources and reserves of the Mine are updated in accordance with NI 43-101 in the New Final Prospectus, and

(ii) the New Addendum is prepared by a qualified person, as defined in NI 43-101, employed by one of Eldorado's subsidiaries and filed on SEDAR prior to filing the New Final Prospectus.

[para 7]

DATED March 25, 2002.

Brenda Leong
Director