

ELDORADO GOLD CORP /FI  
Form F-8/A  
July 03, 2008

As filed with the Securities and Exchange Commission on July 3, 2008

Registration Statement No. 333-150812

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM F-8/A**

(Amendment No. 3)

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**ELDORADO GOLD CORPORATION**

(Exact name of Registrant as specified in its charter)

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

**1040**  
(Primary Standard Industrial  
Classification Code Number)

**Not Applicable**  
(I.R.S. Employer Identification No.)

**Suite 1188 550 Burrard Street**

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**Vancouver, British Columbia**

**Canada V6C 2B5**

**(604) 601-6655**

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

**Dorsey & Whitney LLP**

**370 17<sup>th</sup> Street, Suite 4700**

**Denver, Colorado 80202**

**(303) 352-1133**

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

Copies to:

**Dawn L. Moss  
Eldorado Gold Corporation  
550 Burrard Street  
Suite 1188, Bentall 5  
Vancouver, British Columbia  
Canada V6C 2B5**

**Kenneth G. Sam  
Dorsey & Whitney LLP  
Republic Plaza Building, Suite 4700  
370 Seventeenth Street  
Denver, CO 80202-5647**

**Fred R. Pletcher  
Borden Ladner Gervais LLP  
1200 Waterfront Centre  
200 Burrard Street  
P.O. Box 48600  
Vancouver, British Columbia  
Canada V7X 1T2**

Approximate date of proposed sale to the public:

**As soon as practicable after this Registration Statement becomes effective**

This registration statement and any amendment thereto shall become effective upon filing with the Commission in accordance with Rule 467(a).

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to the home jurisdiction's shelf prospectus offering procedures, check the following box.

**Explanatory Note:** The Registrant hereby amends its Registration Statement on Form F-8, as originally filed with the Securities and Exchange Commission on May 9, 2008, as amended June 5, 2008, and June 20, 2008, to include the Notice of Variation and Extension, dated July 3, 2008, which the Registrant filed in its home jurisdiction as a supplement to the Offer and Circular, dated as of May 9, 2008, including the Letter of Transmittal and Notice of Guaranteed Delivery, which were previously filed with the original Registration Statement on Form F-8, the Notice of Change of Information, dated June 5, 2008, which was previously filed with the first amended Registration Statement on Form F-8/A, and the Notice of Variation and Extension, dated June 20, 2008, which was previously filed with the second amended Registration Statement of Form F-8/A.

The Registrant previously paid a registration fee of \$6,117 in relation to its registration of 20,637,136 of its shares of common stock with its filing of the original Registration Statement on Form F-8, as filed with the Securities and Exchange Commission on May 9, 2008.

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**PART I**

**INFORMATION REQUIRED TO BE DELIVERED TO OFFEREES OR PURCHASERS**

**Item 1. Home Jurisdiction Document.**

Offer and Circular dated as of May 9, 2008, including the Letter of Transmittal and Notice of Guaranteed Delivery.(1)

Notice of Change in Information dated June 5, 2008.(2)

Notice of Variation and Extension dated June 20, 2008.(3)

Notice of Variation and Extension dated July 3, 2008.

**Item 2. Informational Legends.**

See pages (i) and (ii) of the Offer and Circular dated as of May 9, 2008.(1)

See page (ii) of the Notice of Change in Information dated June 5, 2008.(2)

See page (iii) of the Notice of Variation and Extension dated June 20, 2008.(3)

See page (ii) of the Notice of Variation and Extension dated July 3, 2008.

**Item 3. Incorporation of Certain Information by Reference.**

As required by this Item, the Offer and Circular provides that copies of the documents incorporated by reference may be obtained on request without charge from the Corporate Secretary of the Registrant at Eldorado Gold Corporation, Suite 1188 550 Burrard Street, Vancouver, British Columbia, Canada V6C 2B5, telephone: 604-601-6655 or may be obtained electronically through the SEDAR website at www.sedar.com. (1)

**Item 4. List of Documents Filed with the Commission.**

See Registration Statement Filed with the SEC in the Offer and Circular dated as of May 9, 2008. (1)

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(1) Previously filed with and incorporated by reference to the Registrant's Registration Statement on Form F-8 (No. 333-150812) as filed with the Securities and Exchange Commission on May 9, 2008.

(2) Previously filed with and incorporated by reference to the Registrant's Registration Statement on Form F-8/A (No. 333-150812) as filed with the Securities and Exchange Commission on June 5, 2008.

(3) Previously filed with and incorporated by reference to the Registrant's Registration Statement on Form F-8/A (No. 333-150812) as filed with the Securities and Exchange Commission on June 20, 2008.

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*This document is important and requires your immediate attention. If you are in doubt as to how to deal with it, you should consult your investment dealer, stockbroker, bank manager, lawyer or other professional advisor. No securities regulatory authority in Canada or in the United States has expressed an opinion about, or passed upon the merits of the Offer or the adequacy of the information contained in this document and it is an offence to claim otherwise.*

July 3, 2008

**NOTICE OF VARIATION AND EXTENSION**

**by**

**ELDORADO GOLD CORPORATION**

**to its**

**OFFER TO PURCHASE**

**all of the outstanding Common Shares of**

**FRONTIER PACIFIC MINING CORPORATION**

**on the basis of 0.1220 Eldorado Common Shares,**

**Cdn.\$0.0001 in cash and one Exchange Receipt**

**for each Common Share of Frontier**

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Eldorado Gold Corporation ( **Eldorado** ) hereby gives notice that it is amending and supplementing its offer dated May 9, 2008 (the **Offer** ), as supplemented by the Notice of Change in Information dated June 5, 2008 (the **Notice of Change in Information** ) and the Notice of Variation and Extension dated June 20, 2008 (the **First Notice of Extension** ), to purchase all of the issued and outstanding common shares of Frontier Pacific Mining Corporation ( **Frontier** ), including common shares that may become issued and outstanding prior to the Expiry Time on the exercise of outstanding options or other rights to acquire common shares but excluding common shares owned by Eldorado or its affiliates (collectively, the **Common Shares** ) on the basis of 0.1220 Eldorado Common Shares, Cdn. \$0.0001 in cash and one Exchange Receipt for each Common Share of Frontier by: (i) confirming that all conditions have been satisfied or waived and (ii) extending the expiry time of the Offer to 5:00 p.m. (Toronto time) on July 15, 2008, as described in detail below.

This Notice of Variation and Extension should be read in conjunction with the Offer and accompanying circular dated May 9, 2008 (the **Original Offer and Circular** ), as supplemented by the Notice of Change in Information and the First Notice of Extension. Except as otherwise set forth herein, the terms and conditions previously set forth in the Original Offer and Circular, as supplemented by the Notice of Change in Information and the First Notice of Extension, and the related Letter of Transmittal and Notice of Guaranteed Delivery remain unchanged.

**THE OFFER HAS BEEN AMENDED AND EXTENDED AND IS NOW OPEN FOR ACCEPTANCE UNTIL 5:00 PM (TORONTO TIME) ON JULY 15, 2008, UNLESS FURTHER EXTENDED OR WITHDRAWN.**

**THE BOARD OF DIRECTORS OF FRONTIER HAS UNANIMOUSLY RECOMMENDED THAT SHAREHOLDERS OF FRONTIER ACCEPT THE OFFER AND TENDER THEIR SHARES.**

*The Dealer Managers for the Offer are:*

*In Canada*

*In the United States*

**Macquarie Capital Markets Canada Ltd.**

**Macquarie Capital Markets North**

**America Ltd.**

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**Shareholders who have validly deposited and not withdrawn their Common Shares need take no further action to accept the Offer.** Shareholders who wish to accept the Offer must properly complete and execute the Letter of Transmittal (printed on blue paper) that accompanied the Original Offer and Circular or a manually signed facsimile thereof and deposit it, at or prior to the Expiry Time, together with certificate(s) representing their Common Shares in accordance with the instructions in the Letter of Transmittal. Alternatively, Shareholders may follow the procedure for guaranteed delivery set forth under Section 3 of the Offer in the Original Offer and Circular, Manner of Acceptance Procedure for Guaranteed Delivery, using the Notice of Guaranteed Delivery (printed on yellow paper) that accompanied the Original Offer and Circular or a manually executed facsimile thereof. **Shareholders will not be required to pay any fee or commission if they accept the Offer by depositing their Common Shares directly with the Kingsdale Shareholder Services Inc. (the Information Agent or the Depository).**

Questions and requests for assistance may be directed to the Information Agent and additional copies of this document, the Original Offer and Circular, the Notice of Change in Information, the First Notice of Extension, the Letter of Transmittal and the Notice of Guaranteed Delivery may also be obtained without charge on request from those persons at their respective offices shown on the last page of this document. Persons whose Common Shares are registered in the name of an investment dealer, stockbroker, bank, trust company or other nominee should contact such nominee if they wish to accept the Offer.

#### NOTICE TO SHAREHOLDERS IN THE UNITED STATES

The Offer is made for the securities of a Canadian issuer and the Offer is subject to Canadian disclosure requirements. The Offer is made by a Canadian issuer that is permitted, under a multijurisdictional disclosure system adopted by the United States, to prepare this Notice of Variation and Extension in accordance with the disclosure requirements in Canada. Shareholders should be aware that such disclosure requirements are different from those of the United States.

Shareholders should be aware that the disposition of Common Shares pursuant to the Offer may have tax consequences both in the United States and Canada. See Canadian Federal Income Tax Considerations in Section 18 of the Circular in the Original Offer and Circular, Changes to Canadian Federal Income Tax Considerations in Section 7 of the First Notice of Extension, Certain United States Federal Income Tax Considerations in Section 19 of the Circular in the Original Offer and Circular, and Changes to U.S. Tax Disclosure in Section 8 of the First Notice of Extension.

The enforcement of civil liabilities under the United States federal securities laws may be affected adversely by the fact that Eldorado is amalgamated under the laws of Canada, that some or all of its officers and directors may be residents of Canada, that the Dealer Manager named in the Offer or Circular may be a resident of Canada, and that all or a substantial portion of the assets of Eldorado and of said persons may be located outside the United States. The enforcement by shareholders of civil liabilities under the United States federal securities laws may also be affected adversely by the fact that Frontier is incorporated under the laws of the Province of British Columbia and that some or all of its officers and directors may be residents of Canada.

Shareholders should be aware that, during the period of the Offer, Eldorado or its affiliates, directly or indirectly, may bid for or make purchases of the securities to be distributed or to be exchanged, or certain related securities, as permitted by applicable laws or regulations of Canada or its provinces or territories.



**INFORMATION CONCERNING FRONTIER**

Except as otherwise indicated, the information concerning Frontier contained in this Notice of Variation and Extension has been taken from, or is based upon, publicly available information and other public sources. Frontier has not reviewed this Notice of Variation and Extension and has not confirmed the accuracy and completeness of the information in respect of Frontier contained herein. Although Eldorado has no knowledge that would indicate that any statements contained herein concerning Frontier taken from or based on such documents and records are untrue or incomplete, neither Eldorado nor any of its directors or officers assumes any responsibility for the accuracy or completeness of such information or for any failure of Frontier to disclose events or facts which may

have occurred or which may affect the significance or accuracy of any such information but which are unknown to Eldorado.

#### **DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS**

Certain information included herein contains forward-looking statements within the meaning of the *Private Securities Litigation Reform Act of 1995* and forward-looking information within the meaning of applicable Canadian provincial securities laws relating to Frontier, Eldorado and their respective operations. All statements, other than statements of historical fact, are forward-looking statements or information. When used herein, the words anticipate, believe, estimate, expect, target, plan, forecast, budget, may, schedule and other similar expressions are forward-looking statements or information.

These statements reflect Eldorado's current views with respect to future events and are necessarily based upon a number of assumptions and estimates that are inherently subject to significant uncertainties and contingencies. Many factors, both known and unknown, could cause actual results, performance or achievements to be materially different from the results, performance or achievements that are or may be expressed or implied by such forward-looking statements or information contained herein, including, without limitation, risks related to the technological and operational nature of Frontier and Eldorado's respective businesses, changes in local government legislation, taxation or the political or economic environment, the actual results of exploration activities, conclusions of economic evaluations, changes in project parameters to deal with unanticipated economic factors, future prices of silver, gold and base metals, increased competition in the mining industry for properties, equipment, qualified personnel, and their rising costs, unpredictable risks and hazards relating to the operation and development of Frontier's and Eldorado's respective mines or properties, the speculative nature of exploration and development, as well as those factors identified under the captions Outlook for 2008, Competition and Risk Factors in Eldorado's Annual Information Form for the year ended December 31, 2007, a copy of which can be obtained on SEDAR at [www.sedar.com](http://www.sedar.com). Although Eldorado has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be anticipated, estimated or intended. Eldorado does not intend, and does not assume any obligation, to update these forward-looking statements or information to reflect changes in assumptions or changes in circumstances or any other events affecting such statements, other than as required by applicable law. Investors are cautioned against attributing undue certainty to forward-looking statements or information.

**NOTICE OF VARIATION AND EXTENSION**

**July 3, 2008**

**TO: THE HOLDERS OF COMMON SHARES OF FRONTIER PACIFIC MINING CORPORATION**

This Notice of Variation and Extension amends the Original Offer and Circular dated May 9, 2008, as supplemented by the Notice of Change in Information dated June 5, 2008 and the First Notice of Extension dated June 20, 2008, pursuant to which Eldorado is offering to purchase, on the terms and subject to the conditions contained therein, all of the issued and outstanding Common Shares of Frontier, including Common Shares that may become issued and outstanding prior to the Expiry Time on the exercise of outstanding options or other rights to acquire Common Shares but excluding Common Shares owned by Eldorado or its affiliates.

Unless the subject matter or the context is inconsistent therewith, terms used in this Notice of Variation and Extension and not defined herein that are defined in the Original Offer and Circular have the respective meanings ascribed thereto in the Original Offer and Circular, as supplemented by the Notice of Change in Information and the First Notice of Extension.

Except as otherwise set forth in this Notice of Variation and Extension, the terms and conditions previously set forth in the Original Offer and Circular, the Letter of Transmittal and the Notice of Guaranteed Delivery continue to be applicable in all respects and in each case as supplemented by the Notice of Change in Information and the First Notice of Extension.

All references to the Offer and Circular in the Original Offer and Circular, the Letter of Transmittal, the Notice of Guaranteed Delivery, the Notice of Change in Information, the First Notice of Extension and this Notice of Variation and Extension mean the Original Offer and Circular, as supplemented by the Notice of Change in Information, the First Notice of Extension and amended and supplemented hereby.

**1. Waiver of All Remaining Conditions**

By notice to the Depositary on July 2, 2008, Eldorado has confirmed that all conditions described in Section 4 of the Original Offer and Circular, Conditions of the Offer, as varied to the date hereof, have been satisfied or waived.

**2. Take-Up of Shares**

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By notice to the Depository on July 2, 2008 Eldorado took-up all of the approximately 157.3 million Common Shares tendered to Eldorado under the Offer as of that time. As a result, Eldorado now owns a total of approximately 162.2 million Common Shares, representing approximately 93% of the total number of Common Shares outstanding.

Payment for all Common Shares taken-up will be made as soon as possible and in any event no later than July 7, 2008 in the manner described in Section 6 of the Original Offer and Circular, Payment for Deposited Shares .

### 3. Extension of the Offer

By notice to the Depository given on July 2, 2008, Eldorado extended the expiry of the Offer to **5:00 pm (Toronto time) on July 15, 2008**, unless the Offer is further extended or withdrawn. Accordingly, the definition of Expiry Date in the Glossary section of the Original Offer and Circular (found on page 14 of the Original Offer and Circular) is deleted and replaced by the following:

**Expiry Date** means July 15, 2008 or such later date or dates as may be fixed by the Offeror from time to time pursuant to Section 5 of the Offer, Extension, Variation or Change in the Offer , unless the Offer is withdrawn by the Offeror;

In addition, all references to July 2, 2008 or to 5:00 pm (Toronto time) on July 2, 2008 in the Original Offer and Circular, the Letter of Transmittal, the Notice of Guaranteed Delivery, the Notice of Change in Information and the First Notice of Extension are amended to refer to July 15, 2008 or to 5:00 pm (Toronto time) on July 15, 2008, respectively.

#### **4. Time for Acceptance**

The Offer is now open for acceptance until 5:00 p.m. (Toronto time) on July 15, 2008, unless further extended or withdrawn. See Section 5 of the Offer in the Original Offer and Circular, Extension, Variation or change in the Offer .

#### **5. Manner of Acceptance**

Common Shares may be deposited under the Offer in accordance with the provisions of Section 3 of the Offer in the Original Offer and Circular, Manner of Acceptance .

#### **6. Take Up and Payment for Deposited Common Shares**

Upon the terms and subject to the conditions of the Offer, Eldorado will take up and pay for Common Shares validly deposited to the Offer and not withdrawn as set out in Section 6 of the Offer in the Original Offer and Circular, Payment for Deposited Common Shares .

#### **7. Withdrawal of Deposited Common Shares**

Shareholders have a right to withdraw Common Shares deposited under the Offer in the circumstances and in the manner set out in Section 8 of the Offer in the Original Offer and Circular, Withdrawal of Deposited Common Shares .

#### **8. Consequential Amendments to the Original Offer and Circular and Other Documents**

The Original Offer and Circular, the Letter of Transmittal, the Notice of Guaranteed Delivery, the First Notice of Change in Information and the First Notice of Extension are amended to the extent necessary to reflect the information contained in this Notice of Variation and Extension.

#### **9. Statutory Rights**

Securities legislation in certain of the provinces and territories of Canada provides shareholders with, in addition to any other rights they may have at law, rights of rescission or to damages, or both, if there is a misrepresentation in a circular or a notice that is required to be delivered to shareholders. However, such rights must be exercised within prescribed time limits. Shareholders should refer to the applicable provisions of the securities legislation of their province or territory for particulars of those rights or consult with a lawyer.

**10. Directors Approval**

The contents of this Notice of Variation and Extension have been approved, and the sending thereof to the securityholders of Frontier has been authorized, by the Board of Directors of Eldorado.

**APPROVAL AND CERTIFICATE OF ELDORADO**

The contents of this Notice of Variation and Extension have been approved, and the sending, communication or delivery thereof to the securityholders of Frontier has been authorized, by the Board of Directors of Eldorado.

The foregoing, together with the Offer and Circular dated May 9, 2008, as supplemented by the Notice of Change in Information dated June 5, 2008 and the Notice of Variation and Extension dated June 20, 2008, contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made. In addition, the foregoing, together with the Offer and Circular dated May 9, 2008, as supplemented by the Notice of Change in Information dated June 5, 2008 and the Notice of Variation and Extension dated June 20, 2008 does not contain any misrepresentation likely to affect the value or the market price of the Common Shares which are the subject of the Offer.

DATED: July 3, 2008

(signed) PAUL N. WRIGHT  
President and Chief Executive Officer

(signed) EARL W. PRICE  
Chief Financial Officer

**ON BEHALF OF THE BOARD OF DIRECTORS**

(signed) HUGH C. MORRIS  
Director

(signed) K. ROSS CORY  
Director

*The Information Agent and Depositary for the Offer is:*

**By Mail**

The Exchange Tower  
130 King Street West, Suite 2950,  
P.O. Box 361  
Toronto, Ontario  
M5X 1E2

**By Registered, by Hand or by  
Courier**

The Exchange Tower  
130 King Street West, Suite 2950,  
Toronto, Ontario  
M5X 1E7

**North American Toll Free Phone:**

**1-866-581-1513**

*The Dealer Managers for the Offer are:*

*In Canada:*

**Macquarie Capital Markets Canada Ltd.**

Brookfield Place, 181 Bay Street

Suite 3100 PO Box 830

Toronto, Ontario M5J 2T3

Telephone: 1-416-848-3500



*In the United States:*

**Macquarie Capital Markets North America Ltd.**

Brookfield Place, 181 Bay Street

Suite 3100 - P.O. Box 830

Toronto, Ontario M5J 2T3

Telephone: 1-416-848-3660

**Any questions and requests for assistance may be directed by holders of Common Shares to the Information Agent at its telephone numbers and address set out above.**

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**The Depositary and Information Agent for the Offer is:**

**By Mail**

The Exchange Tower  
130 King Street West, Suite 2950,  
P.O. Box 361  
Toronto, Ontario  
M5X 1E2

**By Registered, by Hand or by  
Courier**

The Exchange Tower  
130 King Street West, Suite  
2950,  
Toronto, Ontario  
M5X 1E7

**North American Toll Free Phone:**

**1-866-581-1513**

E-mail: [contactus@kingsdaleshareholder.com](mailto:contactus@kingsdaleshareholder.com)

Facsimile: 416-867-2271

Toll Free Facsimile: 1-866-545-5580

Outside North America, Banks and Brokers Call Collect: 416-867-2272

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**PART II**

**INFORMATION NOT REQUIRED TO BE DELIVERED TO OFFEREES OR PURCHASERS**

**INDEMNIFICATION**

Under the *Canada Business Corporations Act*, the Registrant may indemnify a director or officer of the Registrant, a former director or officer of the Registrant or another individual who acts or acted at the Registrant's request as a director or officer, or an individual acting in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Registrant or other entity and provided that the director, officer or other individual acted honestly and in good faith with a view to the best interest of the Registrant, or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Registrant's request and, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that his conduct was lawful. Such indemnification may be made in connection with a derivative action only with court approval. A director, officer or other individual referred to above is entitled to indemnification from the Registrant as a matter of right if he was not judged by the court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done and fulfilled the conditions set forth above.

In accordance with the *Canada Business Corporations Act*, the Registrant has entered indemnification agreements under which it has agreed to indemnify its directors and certain officers in the manner outlined above.

A policy of directors' and officers' liability insurance is maintained by the Registrant which insures directors and officers for losses as a result of claims against the directors and officers of the Registrant in their capacity as directors and officers and also reimburses the Registrant for payments made pursuant to the indemnity provisions under the Registrant's By-Laws and the *Canada Business Corporations Act*.

Insofar as indemnification for liabilities under the Securities Act of 1933, as amended (the "Securities Act"), may be permitted to directors, officers or persons controlling the Registrant pursuant to the foregoing provisions, the Registrant has been informed that in the opinion of the United States Securities and Exchange Commission such indemnification is against public policy in the United States as expressed in the Securities Act and is therefore unenforceable.

**EXHIBITS**

The exhibits specified below are filed as exhibits to this registration statement:

<b>Exhibit No.</b>	<b>Description</b>
2.1*	

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Lock-Up Agreement dated April 20, 2008, between the Registrant and Dundee Precious Metals Inc., filed with the Commission as Exhibit 2.1 to the Registrant's Registration Statement on Form F-8 on May 9, 2008

- 2.2\* Transaction and Support Agreement dated June 17, 2008, between the Registrant and Frontier Pacific Mining Corporation, furnished to the Commission under cover of Form 6-K on June 19, 2008
  - 2.3\* Lock-Up Agreement dated June 17, 2008, between the Registrant and Victor H. Bradley, furnished to the Commission under cover of Form 6-K on June 19, 2008
  - 2.4\* Lock-Up Agreement dated June 17, 2008, between the Registrant and Peter F. Tegart, furnished to the Commission under cover of Form 6-K on June 19, 2008
  - 2.5\* Lock-Up Agreement dated June 17, 2008, between the Registrant and Brian Lock, furnished to the Commission under cover of Form 6-K on June 19, 2008
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- 2.6\* Lock-Up Agreement dated June 17, 2008, between the Registrant and Mohan R. Vulimiri, furnished to the Commission under cover of Form 6-K on June 19, 2008
  - 2.7\* Lock-Up Agreement dated June 17, 2008, between the Registrant and Stewart L. Blusson, furnished to the Commission under cover of Form 6-K on June 19, 2008
  - 2.8\* Lock-Up Agreement dated June 17, 2008, between the Registrant and Roos McDonald, furnished to the Commission under cover of Form 6-K on June 19, 2008
  - 2.9\* Lock-Up Agreement dated June 17, 2008, between the Registrant and Nor-West Rotors Ltd., furnished to the Commission under cover of Form 6-K on June 19, 2008
  - 2.10\* Lock-Up Agreement dated June 17, 2008, between the Registrant and Adam Kniec, furnished to the Commission under cover of Form 6-K on June 19, 2008
  - 3.1\* Annual Information Form of the Registrant for the year ended December 31, 2007, filed with the Commission as Exhibit 1 to the Registrant's Annual Report on Form 40-F on March 31, 2008
  - 3.2\* Management Information Circular of the Registrant dated March 27, 2008, prepared in connection with the annual meeting of shareholders of the Registrant to be held on May 1, 2008, furnished to the Commission under cover of Form 6-K on April 4, 2008
  - 3.3\* Audited Consolidated Financial Statements of the Registrant and the notes thereto as at December 31, 2007 and 2006 and for each of the years ended December 31, 2007, 2006 and 2005 together with the report of the auditors thereon, filed with the Commission as Exhibit 2 to the Registrant's Annual Report on Form 40-F on March 31, 2008
  - 3.4\* Management's Discussion and Analysis of Financial Condition and Results of Operation dated March 25, 2008, filed with the Commission as Exhibit 3 to the Registrant's Annual Report on Form 40-F on March 31, 2008
  - 3.5\* Press Release dated January 14, 2008, announcing an update on Eldorado's 2007 operating results with anticipated 2008 production, furnished to the Commission under cover of Form 6-K on January 14, 2008
  - 3.6\* Press Release dated February 22, 2008, announcing the Company's mineral resource and mineral reserve estimates as at December 31, 2007, furnished to the Commission under cover of Form 6-K on February 22, 2008
  - 3.7\* Press Release dated March 6, 2008, relating to the re-opening of the Kisladag Mine in Western Turkey, furnished to the Commission under cover of Form 6-K on March 6, 2008
  - 3.8\* Press Release dated March 17, 2008, announcing that the Registrant has signed a non binding memorandum of understanding with BHP Billiton regarding future sale of iron ore from the Vila Nova Iron Ore Project in Amapa State, Brazil, furnished to the Commission under cover of Form 6-K on March 17, 2008
  - 3.9\* Press Release dated March 27, 2008, announcing the financial results for the year ended December 31, 2007 furnished to the Commission under cover of Form 6-K on March 27, 2008
  - 3.10\* Press Release dated April 3, 2008, providing Eldorado's update on its first quarter 2008 operating results, furnished to the Commission under cover of Form 6-K on April 3, 2008
  - 3.11\* Press Release dated April 28, 2008, relating to the decision of the Registrant to make a tender offer for Frontier Pacific Mining Corporation, furnished to the Commission under cover of Form 6-K on April 28, 2008
  - 3.12\* Press Release dated May 1, 2008, announcing Eldorado's first quarter 2008 financial and operating results, furnished to the Commission under cover of Form 6-K on May 2, 2008
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- 3.13\* Unaudited Interim Consolidated Financial Statements and the notes thereto as at March 31, 2008 and for the three months ended March 31, 2008 and 2007, furnished to the Commission under cover of Form 6-K on May 2, 2008
  - 3.14\* Management's Discussion and Analysis of Financial Condition and Results of Operation for the three months ended March 31, 2008, furnished to the Commission under cover of Form 6-K on May 2, 2008
  - 3.15\* Report of Voting Results for the annual meeting of shareholders of Eldorado held on May 1, 2008, furnished to the Commission under cover of Form 6-K on May 2, 2008
  - 3.16\* Terms of Reference for the board of directors, audit committee, compensation committee and corporate governance and nominating committee, furnished to the Commission under cover of Form 6-K on May 9, 2008
  - 3.17\* By-law No. 1 for Eldorado, furnished to the Commission under cover of Form 6-K on May 9, 2008
  - 3.18\* Press Release dated May 9, 2008, relating to Eldorado mailing its offer to acquire all of the outstanding shares of Frontier Pacific Mining Corporation, furnished to the Commission under cover of Form 6-K on May 9, 2008
  - 3.19\* Press Release dated June 2, 2008, relating to the commencement of construction of its Efencukuru mine in Turkey, furnished to the Commission under cover of Form 6-K on June 2, 2008
  - 3.20\* Proxy Circular, dated June 10, 2008, relating to the solicitation of proxies for Frontier Pacific Mining Corporation's general meeting of shareholders, furnished to the Commission under cover of Form 6-K on June 10, 2008
  - 3.21\* Press Release, dated June 10, 2008, relating to the solicitation of proxies for Frontier Pacific Mining Corporation's general meeting of shareholders, furnished to the Commission under cover of Form 6-K on June 11, 2008
  - 3.22\* Press Release dated June 16, 2008, relating to confirmation of best and final offer for Frontier Pacific Mining Corporation, furnished to the Commission under cover of Form 6-K on June 16, 2008
  - 3.23\* Press Release dated June 18, 2008, relating to the support agreement between the Registrant and Frontier Pacific Mining Corporation, furnished to the Commission under cover of Form 6-K on June 18, 2008
  - 3.24\* Press Release dated June 20, 2008, relating to the filing of the notice of variation and extension, furnished to the Commission under cover of Form 6-K on June 20, 2008
  - 4.1\* Consent of PricewaterhouseCoopers LLP, filed with the Commission as Exhibit 4.1 to the Registrant's Registration Statement on Form F-8 on May 9, 2008
  - 4.2\* Consent of Gary Giroux, Micon International Limited, filed with the Commission as Exhibit 4.2 to the Registrant's Registration Statement on Form F-8 on May 9, 2008
  - 4.3\* Consent of Michael Kociumbas, Watts Griffis and McOaut Limited, filed with the Commission as Exhibit 4.3 to the Registrant's Registration Statement on Form F-8 on May 9, 2008
  - 4.4\* Consent of John Edward Hearne, RSG Global Pty Ltd., filed with the Commission as Exhibit 4.4 to the Registrant's Registration Statement on Form F-8 on May 9, 2008
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- 4.5\* Consents of Andy Nichols, Andre de Ruijter and Richard Alexander, Wardrop Engineering, Inc., filed with the Commission as Exhibit 4.5 to the Registrant's Registration Statement on Form F-8 on May 9, 2008
- 4.6\* Consent of Roberto Costa, Roberto Costa Engenharia Ltd., filed with the Commission as Exhibit 4.6 to the Registrant's Registration Statement on Form F-8 on May 9, 2008
- 4.7\* Consent of Mr. Norman Pitcher, P. Geo and COO of the Registrant, filed with the Commission as Exhibit 4.7 to the Registrant's Registration Statement on Form F-8 on May 9, 2008
- 4.8\* Consent of Mr. Stephen Juras, P. Geo and Manager, Geology of the Registrant, filed with the Commission as Exhibit 4.8 to the Registrant's Registration Statement on Form F-8 on May 9, 2008
- 5.1\* Power of Attorney of certain officers and directors of the Registrant, filed with the Commission as part of the signature page to the Registrant's Registration Statement on Form F-8 on May 9, 2008

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\* Previously filed with the Securities and Exchange Commission

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**PART III**

**UNDERTAKINGS AND CONSENT TO SERVICE OF PROCESS**

**Item 1. Undertakings.**

(a) Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to the securities registered pursuant to Form F-8 or to transactions in said securities.

(b) Registrant further undertakes to disclose in the United States, on the same basis as it is required to make such disclosure pursuant to any applicable Canadian federal and/or provincial or territorial law, regulation or policy, information regarding purchases of the registrant's securities or of the subject issuer's securities during the exchange offer. Such information shall be set forth in amendments to this Form.

**Item 2. Consent to Service of Process**

(a) Registrant has filed with the Commission a written irrevocable consent and power of attorney on Form F-X.

(b) Not applicable.

(c) Any change to the name or address of the agent for service of the registrant shall be communicated promptly to the Commission by amendment to Form F-X referencing the file number of the relevant registration statement.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Vancouver , Province of British Columbia, Canada on July 3, 2008.

**Eldorado Gold Corporation**

(Registrant)

By: */s/ Paul N. Wright*  
 Paul N. Wright  
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities indicated on July 3, 2008.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<i>/s/ Paul N. Wright</i> Paul N. Wright	President, Chief Executive Officer and Director	July 3, 2008
<i>/s/ Earl W. Price</i> Earl W. Price	Chief Financial Officer	July 3, 2008
<i>/s/ Hugh C. Morris*</i> Hugh C. Morris	Director	July 3, 2008
<i>/s/ Wayne D. Lenton*</i> Wayne D. Lenton	Director	July 3, 2008
<i>/s/ John S. Auston*</i> John S. Auston	Director	July 3, 2008
<i>/s/ K. Ross Cory*</i> K. Ross Cory	Director	July 3, 2008
<i>/s/ Robert R. Gilmore*</i> Robert R. Gilmore	Director	July 3, 2008
<i>/s/ Donald Shumka*</i> Donald Shumka	Director	July 3, 2008
<i>/s/ Geoffrey Handley*</i> Geoffrey Handley	Director	July 3, 2008

\* - Signed by Paul N. Wright as attorney-in-fact for the named person, pursuant to the Power of Attorney filed with the Securities and Exchange Commission as part of the signature page of the Registrant's Registration Statement on

Form F-8, as filed on May 9, 2008.

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**AUTHORIZED REPRESENTATIVE IN THE UNITED STATES**

*/s/ Robert R. Gilmore*  
Robert R. Gilmore

Authorized Representative in United  
States

July 3, 2008

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