



Certificate of Amendment

Canada Business Corporations Act

Certificat de modification

Loi canadienne sur les sociétés par actions

Eldorado Gold Corporation

Corporate name / Dénomination sociale

331582-7

Corporation number / Numéro de société

I HEREBY CERTIFY that the articles of the above-named corporation are amended under section 178 of the *Canada Business Corporations Act* as set out in the attached articles of amendment.

JE CERTIFIE que les statuts de la société susmentionnée sont modifiés aux termes de l'article 178 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes.

Raymond Edwards

Director / Directeur

2018-12-27

Date of amendment (YYYY-MM-DD)

Date de modification (AAAA-MM-JJ)



Form 4
Articles of Amendment
Canada Business Corporations Act
(CBCA) (s. 27 or 177)

Formulaire 4
Clauses modificatrices
Loi canadienne sur les sociétés par
actions (LCSA) (art. 27 ou 177)

- 1 Corporate name
Dénomination sociale
Eldorado Gold Corporation
- 2 Corporation number
Numéro de la société
331582-7
- 3 The articles are amended as follows
Les statuts sont modifiés de la façon suivante

See attached schedule / Voir l'annexe ci-jointe

- 4 Declaration: I certify that I am a director or an officer of the corporation.
Déclaration : J'atteste que je suis un administrateur ou un dirigeant de la société.

Original signed by / Original signé par
Karen Aram
Karen Aram
604-687-4018

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la *Loi sur les renseignements personnels* permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.

Schedule / Annexe
Amendment Schedules / Annexes - Modification

The articles of the Corporation are amended by changing the number of the issued and outstanding common shares of the Corporation on the basis of one (1) common share for every five (5) common shares currently issued and outstanding.



**Restated Certificate of
Incorporation**
Canada Business Corporations Act

**Certificat de constitution à
jour**
Loi canadienne sur les sociétés par actions

Eldorado Gold Corporation

Corporate name / Dénomination sociale

331582-7

Corporation number / Numéro de société

I HEREBY CERTIFY that the articles of incorporation of the above-named corporation were restated under section 180 of the *Canada Business Corporations Act* as set out in the attached restated articles of incorporation.

JE CERTIFIE que les statuts constitutifs de la société susmentionnée ont été mis à jour en vertu de l'article 180 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les statuts mis à jour ci-joints.

Virginie Ethier

Director / Directeur

2014-05-27

Date of Restatement (YYYY-MM-DD)
Date de constitution à jour (AAAA-MM-JJ)



Industry Canada Industrie Canada
 Canada Business Corporations Act Loi canadienne sur les sociétés par actions

**FORM 7
 RESTATED ARTICLES OF
 INCORPORATION
 (SECTION 180)**

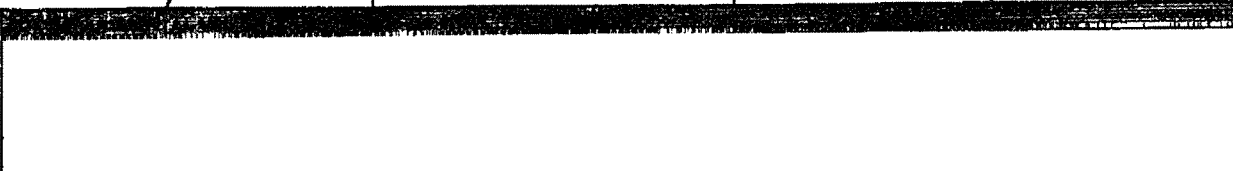
**FORMULAIRE 7
 STATUTS CONSTITUTIFS
 MIS À JOUR
 (ARTICLE 180)**

1-- Name of the Corporation - Dénomination sociale de la société ELDORADO GOLD CORPORATION	Corporation No. - N° de la société 331582-7
2-- The province or territory in Canada where the registered office is situated La province ou le territoire au Canada où est situé le siège social British Columbia	
3-- The classes and any maximum number of shares that the corporation is authorized to issue Catégories et tout nombre maximal d'actions que la société est autorisée à émettre The Corporation is authorized to issue an unlimited number of common shares with the rights, privileges, restrictions and conditions set out in Schedule A annexed hereto and incorporated in this Form.	
4-- Restrictions, if any, on share transfers Restrictions sur le transfert des actions, s'il y a lieu None	
5-- Number (or minimum and maximum number) of directors Nombre (ou nombre minimal et maximal) d'administrateurs A minimum of 3 and a maximum of 20.	
6-- Restrictions, if any, on business the corporation may carry on Limites imposées à l'activité commerciale de la société, s'il y a lieu None	
7-- Other provisions, if any Autres dispositions, s'il y a lieu (a) In addition to filling vacancies among the directors as provided for in the Canada Business Corporations Act, as amended from time to time, the directors may appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders. (b) Meetings of shareholders of the Corporation may be held outside Canada in any city or municipality in which the Corporation carries on business.	

These restated articles of incorporation correctly set out, without substantive change, the corresponding provisions of the articles of incorporation as amended and supersede the original articles of incorporation.

Cette mise à jour des statuts constitutifs démontre exactement, sans changement substantiel, les dispositions correspondantes des statuts constitutifs modifiés qui remplacent les statuts constitutifs originaux.

Signature 	Printed Name - Nom en lettres moulées DAWN MOSS	8 - Capacity of - En qualité de CORP SECRETARY	9 - Tel. No. - N° de tél. 604-601-6655
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SCHEDULE A**RIGHTS, PRIVILEGES, RESTRICTIONS AND CONDITIONS**

The rights, privileges, restrictions and conditions attaching to the common shares are as follows:

1.1 **Payment of Dividends.** The holders of the common shares shall be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends and all dividends shall be declared and paid in equal amounts per share and at the same time on all common shares at the time issued and outstanding without preference or distinction.

1.2 **Participation upon Liquidation, Dissolution or Winding-up.** In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the common shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive the assets of the Corporation upon such a distribution in priority to or rateably with the holders of such shares, be entitled to receive the remaining property and assets of the Corporation and all of the property and assets of the Corporation available for distribution to the holders of the common shares shall be paid and distributed equally, share for share.

1.3 **Voting Rights.** The holders of the common shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation and shall have one vote in respect of each common share held at all such meetings.



**Certificate
of Arrangement**

**Canada Business
Corporations Act**

**Certificat
d'arrangement**

**Loi canadienne sur
les sociétés par actions**

HRC DEVELOPMENT CORPORATION

327234-6

ELDORADO GOLD CORPORATION

327235-4

Name of CBCA corporation(s) involved -
Dénomination(s) de la (des) société(s) LCSA impliquée(s)

Corporation number(s) -
Numéro(s) de la (des) société(s)

I hereby certify that the arrangement set out in the attached articles of arrangement, involving the above-named corporation(s), has been effected under Section 192 of the *Canada Business Corporations Act*.

Director - Directeur

Je certifie par les présentes que l'arrangement spécifié dans les clauses d'arrangement annexées, impliquant la (les) susdite(s) société(s), a pris effet en vertu de l'article 192 de la *Loi canadienne sur les sociétés par actions*.

November 19, 1996/le 19 novembre 1996

Date of Arrangement - Date de l'arrangement