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UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

_____, Individually and on behalf of all
others similarly situated,

Plaintiff,

v.

ELDORADO GOLD CORPORATION,
GEORGE BURNS, and LOUW SMITH,

Defendants.

Case No:

**CLASS ACTION COMPLAINT FOR
VIOLATIONS OF THE FEDERAL
SECURITIES LAWS**

JURY TRIAL DEMANDED

Plaintiff _____ (“Plaintiff”), individually and on behalf of all other persons similarly situated, by Plaintiff’s undersigned attorneys, for Plaintiff’s complaint against Defendants (defined below), alleges the following based upon personal knowledge as to Plaintiff and Plaintiff’s own acts, and information and belief as to all other matters, based upon, among other things, the investigation conducted by and through his attorneys, which included, among other things, a review of the Defendants’ public documents, and announcements made by Defendants, public filings, wire and press releases published by and regarding Eldorado Gold Corporation (“Eldorado Gold” or the “Company”), and information readily obtainable on the

Internet. Plaintiff believes that substantial evidentiary support will exist for the allegations set forth herein after a reasonable opportunity for discovery.

NATURE OF THE ACTION

1. This is a class action on behalf of persons or entities who purchased or otherwise acquired publicly traded Eldorado Gold securities between November 1, 2024 and February 5, 2025, inclusive (the “Class Period”). Plaintiff seeks to recover compensable damages caused by Defendants’ violations of the federal securities laws under the Securities Exchange Act of 1934 (the “Exchange Act”).¹

JURISDICTION AND VENUE

2. The claims asserted herein arise under and pursuant to Sections 10(b) and 20(a) of the Exchange Act (15 U.S.C. §§ 78j(b) and 78t(a)) and Rule 10b-5 promulgated thereunder by the SEC (17 C.F.R. § 240.10b-5).

3. This Court has jurisdiction over the subject matter of this action pursuant to 28 U.S.C. § 1331, and Section 27 of the Exchange Act (15 U.S.C. §78aa).

4. Venue is proper in this judicial district pursuant to 28 U.S.C. § 1391(b) and Section 27 of the Exchange Act (15 U.S.C. § 78aa(c)) as the alleged misstatements entered and the subsequent damages took place in this judicial district.

5. In connection with the acts, conduct and other wrongs alleged in this complaint, Defendants, directly or indirectly, used the means and instrumentalities of interstate commerce, including but not limited to, the United States mails, interstate telephone communications and the facilities of the national securities exchange.

¹ Unless otherwise stated, all emphasis is added.

PARTIES

6. Plaintiff, as set forth in the accompanying certification, incorporated by reference herein, purchased Eldorado Gold securities during the Class Period and was economically damaged thereby.

7. Eldorado Gold is a gold mining company, with operations in Turkey, Canada, and Greece. Pertinent to this action is the Skouries mine project in northern Greece.

8. The Company is incorporated in Canada and its head office is located in Vancouver, Canada. Eldorado Gold common stock trades on the New York Stock Market (the “NYSE”) under the ticker symbol “EGO”.

9. Defendant George Burns (“Burns”) served as the Company’s Chief Executive Officer (“CEO”) and President (the “Board”) throughout the Class Period.

10. Defendant Louw Smith (“Smith”) served as the Company’s EVP of Development for Greece throughout the Class Period.

11. Defendants Burns and Smith are collectively referred to herein as the “Individual Defendants.”

12. Each of the Individual Defendants:

- (a) directly participated in the management of the Company;
- (b) was directly involved in the day-to-day operations of the Company at the highest levels;
- (c) was privy to confidential proprietary information concerning the Company and its business and operations;

- (d) was directly or indirectly involved in drafting, producing, reviewing and/or disseminating the false and misleading statements and information alleged herein;
- (e) was directly or indirectly involved in the oversight or implementation of the Company's internal controls;
- (f) was aware of or recklessly disregarded the fact that the false and misleading statements were being issued concerning the Company; and/or
- (g) approved or ratified these statements in violation of the federal securities laws.

13. The Company is liable for the acts of the Individual Defendants and its employees under the doctrine of *respondeat superior* and common law principles of agency because all of the wrongful acts complained of herein were carried out within the scope of their employment.

14. The scienter of the Individual Defendants and other employees and agents of the Company is similarly imputed to the Company under *respondeat superior* and agency principles.

15. Eldorado Gold and the Individual Defendants are collectively referred to herein as "Defendants."

SUBSTANTIVE ALLEGATIONS

Materially False and Misleading Statements Issued During the Class Period

16. On November 1, 2024, during market hours, the Company conducted its Q3 2024 earnings call (the "Q3 2024 Call"). Defendant Burns made the following statement on the Q1 2025 call:

At Skouries, we remained on track for first production in Q3 2025, we have significantly derisked the project since we put it back into construction in April 2023, with all major contracts signed, including the filter tailings building structure, which is on the critical

path. We have approximately 1,000 people at site, including our operational readiness team, which is in the process of operationalizing both the surface and underground mine.

Thus far, we are seeing productivity slightly beating our assumptions. We are steadily progressing towards year-end target of 1,300 workers on site. Our focus, once we have the additional personnel on site, we'll turn to integrating them to assume productivity levels to maintain the schedule and budget. We are managing this closely and taking proactive measures such as rescheduling some non-critical work on process control facilities to mitigate potential challenges in a tight construction labor market.

17. Defendant Burns further stated:

Thanks, team. As we head into the fourth quarter, we're in a strong position to achieve our tightened gold production and cost guidance. *Gold production levels are up 7% year-to-date compared to this time last year, and we continue to build momentum towards first gold production at Skouries next year.*

18. Defendant Smith made the following statement on the Q3 2024 Call:

At the end of Q3, overall project progress [at Skouries] was 79% when including the first phase of construction. This compares to 76% at the end of the second quarter. *During the summer months, we anticipated slower progress due to vacations and the rescheduling of non-critical work, but we are now seeing an upward trend and expect this momentum to continue over the next three quarters.*

Detailed engineering has advanced and is now 78% complete and continues to be focused on the critical items. *We are expecting additional progress over the balance of the year and expect to be approximately 90% complete by the end of the year. Work continues to ramp up on construction of major earthwork structures, including the haul roads, water management ponds, low-grade stockpile, the integrated extractive waste management facility, primary crusher, process facilities and filter tailings facility.*

Productivity improvements initiatives by the earthworks contractor, including a partial second shift continues to yield improvements. Work continues to advance on the filtered tailings building, which is on the critical path. In September, the first contract for the building was awarded which included the building structure and mechanical installations. Piling has completed for the filtered tailings building and concrete work is progressing to enable construction of the structural steel. With three active drills on site, the piles for the filter buildings and ancillary buildings continue to progress

Work on the process plant is progressing well. Relining of the flotation tanks was completed as planned and structural and mechanical work is on progress. Off-site pipe spool fabrication continues and delivery of HDP piping to site has commenced. Scaffolding is advancing to support electrical, cable tray and piping installations, and the contractor continues to ramp up to support increasing levels of activity.

Work is also progressing on the underground development to support test of mining in 2025. Approximately 70% of the equipment and operator licenses has been received to date, and development mining is ramping up. While we have lowered our underground development for 2024 to between 500 and 600 meters, we are still on track for ore from the test stopes during the plant commissioning period in 2025.

19. The Q3 2024 Call included the following exchange between Defendant Burns and an analyst:

Analyst: Thanks, George and team. Maybe my first question is on Skouries and the progress at Skouries. As you mentioned, underground development is now targeted for 500 to 600 meters previously, 2,200 meters. Fairly sizable gap, I would say. But as you said, George, it's not going to impact your Q3 '25 first production. But my question is, it's not going to impact the timing of first production, but could this impact the ramp-up and the speed of that ramp-up after first production? Is there a way for you to catch up on underground development?

Burns: Yeah. Cosmos, thanks for the question. So the way I would describe it is the Skouries Underground really isn't an important part of the production profile in the first several years. And in fact, it ramps up over, say, the next seven or eight years and at the end of the decade, becomes the sole feed to the plant. So we really put an emphasis on getting the underground going as part of the initial construction to really check the box on all their technical assumptions. The size of the stopes. And we wanted to get early information so that we can further optimize. And we have hope still that we can make the stopes larger than what's currently in our feasibility study.

Now the reason or the slower ramp-up in the development really was our transition from the Greek contractor had been doing the development to date to our Finnish contractor, it's really going to ramp it up and do the test mining. ***We're bringing in European expertise on underground mining to be able to mine these large, more technical stopes that are part of the Skouries design. So yes, I can tell you the delays were related to getting our European workers and their equipment certified and license to operate. But the initial productivity we're seeing out of this workforce is pretty fantastic. We will be able to continue to catch up as they deploy more workers and it really has no material impact on the next several years of Skouries operations.***

20. The statements contained in ¶¶ 16-19 were materially false and/or misleading because they misrepresented and failed to disclose the following adverse facts pertaining to the Company's business, operations and prospects, which were known to Defendants or recklessly disregarded by them. Specifically, Defendants made false and/or misleading statements and/or failed to disclose the: (1) Eldorado Gold materially understated the challenges at the Skouries

mine development; (2) the foregoing would cause Eldorado Gold to delay the estimated start date for the mine's opening, and lead to increased costs; and (3) as a result, Defendants' statements about Eldorado Gold's business, operations, and prospects were materially false and misleading and/or lacked a reasonable basis at all relevant times.

THE TRUTH BEGINS TO EMERGE

21. On January 15, 2025, Eldorado Gold filed with the SEC a current report on Form 6-K, containing a press release it had issued on January 14, 2025. In pertinent part, the press release stated the following:

At Skouries, as of December 31st, 2024, the current phase 2 of the project was 60% complete, and the entire project was 82% complete, when including the first phase of construction. Detailed engineering was substantially complete. Capital spending was approximately \$93 million in the fourth quarter of 2024, and approximately \$320 million in 2024, compared to our earlier guidance of between \$350 and \$380 million in 2024. In total, approximately \$506 million of capital has been invested since the restart of construction in 2023. Lower than expected spend in the fourth quarter was primarily a result of delayed ramp up to the planned 1,300 site personnel, with approximately 1,050 personnel on site at year-end. The challenge in ramping up personnel was the result of a tight construction labor market in Greece, which has limited the availability of construction personnel.

We are evaluating the impact of these and other factors on the project schedule and capital cost. We expect to provide a full project update, including an updated capital cost estimate and project schedule, in February 2025.

22. On this news, the price of Eldorado Gold stock fell \$0.64 per share, or 4.1%, to close at \$14.96 on January 15, 2025.

23. Then, on February 5, 2025, the Company issued a press release entitled "Eldorado Gold Provides Skouries Project Update; 2025 Detailed Company Production & Cost Guidance; Updated Three-Year Growth Profile; Conference Call Details." The press release stated the following, in pertinent part:

First production at Skouries is now expected in the first quarter of 2026, followed by commercial production expected in mid-2026. The revised Project capital cost estimate

incorporates an increase of approximately \$143 million or 15.5% over prior capital cost estimates, to a total of approximately \$1.06 billion. In addition, the Company expects to complete additional pre-commercial production mining and has accelerated the purchase of higher capacity mobile mining equipment (originally expected to be purchased post commercial production), resulting in \$154 million of accelerated operational capital prior to commercial production.

The revised schedule and cost estimates remain sensitive to a successful workforce ramp up, with a target of maintaining approximately 1,300 workers on site through the peak of construction activities. The Company continues to make progress, achieving a daily on-site total of approximately 1,150 workers at the end of January. The workforce risk will remain after ramping up to the required personnel, as the Company continues integrating and managing diverse skill sets (concrete, mechanical, electrical and control systems) needed to support the unfolding work fronts.

24. On this news, the price of Eldorado Gold stock fell from a closing price of \$15.79 per share on February 5, 2025 to \$14.01 on February 6, 2025, and then to \$13.93 on February 7, 2025, representing an 11.27% decline across both days.

25. As a result of Defendants' wrongful acts and omissions, and the precipitous decline in the market value of the Company's common shares, Plaintiff and other Class members have suffered significant losses and damages.

PLAINTIFF'S CLASS ACTION ALLEGATIONS

26. Plaintiff brings this action as a class action pursuant to Federal Rule of Civil Procedure 23(a) and (b)(3) on behalf of a class consisting of all persons other than defendants who acquired Company securities publicly traded on the NYSE during the Class Period, and who were damaged thereby (the "Class"). Excluded from the Class are Defendants, the officers and directors of the Company, members of the Individual Defendants' immediate families and their legal representatives, heirs, successors or assigns and any entity in which Defendants have or had a controlling interest.

27. The members of the Class are so numerous that joinder of all members is impracticable. Throughout the Class Period, the Company's securities were actively traded on the

NYSE. While the exact number of Class members is unknown to Plaintiff at this time and can be ascertained only through appropriate discovery, Plaintiff believes that there are hundreds, if not thousands of members in the proposed Class.

28. Plaintiff's claims are typical of the claims of the members of the Class as all members of the Class are similarly affected by Defendants' wrongful conduct in violation of federal law that is complained of herein.

29. Plaintiff will fairly and adequately protect the interests of the members of the Class and has retained counsel competent and experienced in class and securities litigation. Plaintiff has no interests antagonistic to or in conflict with those of the Class.

30. Common questions of law and fact exist as to all members of the Class and predominate over any questions solely affecting individual members of the Class. Among the questions of law and fact common to the Class are:

- whether the Exchange Act was violated by Defendants' acts as alleged herein;
- whether statements made by Defendants to the investing public during the Class Period misrepresented material facts about the business and financial condition of the Company;
- whether Defendants' public statements to the investing public during the Class Period omitted material facts necessary to make the statements made, in light of the circumstances under which they were made, not misleading;
- whether the Defendants caused the Company to issue false and misleading filings during the Class Period;
- whether Defendants acted knowingly or recklessly in issuing false filings;

- whether the prices of the Company's securities during the Class Period were artificially inflated because of the Defendants' conduct complained of herein; and
- whether the members of the Class have sustained damages and, if so, what is the proper measure of damages.

31. A class action is superior to all other available methods for the fair and efficient adjudication of this controversy since joinder of all members is impracticable. Furthermore, as the damages suffered by individual Class members may be relatively small, the expense and burden of individual litigation make it impossible for members of the Class to individually redress the wrongs done to them. There will be no difficulty in the management of this action as a class action.

32. Plaintiff will rely, in part, upon the presumption of reliance established by the fraud-on-the-market doctrine in that:

- the Company's securities met the requirements for listing, and were listed and actively traded on the NYSE, an efficient market;
- as a public issuer, the Company filed public reports;
- the Company communicated with public investors via established market communication mechanisms, including through the regular dissemination of press releases via major newswire services and through other wide-ranging public disclosures, such as communications with the financial press and other similar reporting services;
- the Company's securities were liquid and traded with moderate to heavy volume during the Class Period; and

- the Company was followed by a number of securities analysts employed by major brokerage firms who wrote reports that were widely distributed and publicly available.

33. Based on the foregoing, the market for the Company securities promptly digested current information regarding the Company from all publicly available sources and reflected such information in the prices of the common units, and Plaintiff and the members of the Class are entitled to a presumption of reliance upon the integrity of the market.

34. Alternatively, Plaintiff and the members of the Class are entitled to the presumption of reliance established by the Supreme Court in *Affiliated Ute Citizens of the State of Utah v. United States*, 406 U.S. 128 (1972), as Defendants omitted material information in their Class Period statements in violation of a duty to disclose such information as detailed above.

COUNT I
For Violations of Section 10(b) And Rule 10b-5 Promulgated Thereunder
Against All Defendants

35. Plaintiff repeats and realleges each and every allegation contained above as if fully set forth herein.

36. This Count asserted against Defendants is based upon Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5 promulgated thereunder by the SEC.

37. During the Class Period, Defendants, individually and in concert, directly or indirectly, disseminated or approved the false statements specified above, which they knew or deliberately disregarded were misleading in that they contained misrepresentations and failed to disclose material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading.

38. Defendants violated §10(b) of the 1934 Act and Rule 10b-5 in that they:

- employed devices, schemes and artifices to defraud;
- made untrue statements of material facts or omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or
- engaged in acts, practices and a course of business that operated as a fraud or deceit upon plaintiff and others similarly situated in connection with their purchases of the Company's securities during the Class Period.

39. Defendants acted with scienter in that they knew that the public documents and statements issued or disseminated in the name of the Company were materially false and misleading; knew that such statements or documents would be issued or disseminated to the investing public; and knowingly and substantially participated, or acquiesced in the issuance or dissemination of such statements or documents as primary violations of the securities laws. These defendants by virtue of their receipt of information reflecting the true facts of the Company, their control over, and/or receipt and/or modification of the Company's allegedly materially misleading statements, and/or their associations with the Company which made them privy to confidential proprietary information concerning the Company, participated in the fraudulent scheme alleged herein.

40. Individual Defendants, who are or were senior executives and/or directors of the Company, had actual knowledge of the material omissions and/or the falsity of the material statements set forth above, and intended to deceive Plaintiff and the other members of the Class, or, in the alternative, acted with reckless disregard for the truth when they failed to ascertain and disclose the true facts in the statements made by them or other Company's personnel to members of the investing public, including Plaintiff and the Class.

41. As a result of the foregoing, the market price of the Company's securities was artificially inflated during the Class Period. In ignorance of the falsity of Defendants' statements, Plaintiff and the other members of the Class relied on the statements described above and/or the integrity of the market price of the Company's securities during the Class Period in purchasing the Company's securities at prices that were artificially inflated as a result of Defendants' false and misleading statements.

42. Had Plaintiff and the other members of the Class been aware that the market price of the Company's securities had been artificially and falsely inflated by Defendants' misleading statements and by the material adverse information which Defendants did not disclose, they would not have purchased the Company's securities at the artificially inflated prices that they did, or at all.

43. As a result of the wrongful conduct alleged herein, Plaintiff and other members of the Class have suffered damages in an amount to be established at trial.

44. By reason of the foregoing, Defendants have violated Section 10(b) of the 1934 Act and Rule 10b-5 promulgated thereunder and are liable to the plaintiff and the other members of the Class for substantial damages which they suffered in connection with their purchase of the Company's securities during the Class Period.

COUNT II
Violations of Section 20(a) of the Exchange Act
Against the Individual Defendants

45. Plaintiff repeats and realleges each and every allegation contained in the foregoing paragraphs as if fully set forth herein.

46. During the Class Period, the Individual Defendants participated in the operation and management of the Company, and conducted and participated, directly and indirectly, in the

conduct of the Company's business affairs. Because of their senior positions, they knew the adverse non-public information about the Company's business practices.

47. As officers of a public business, the Individual Defendants had a duty to disseminate accurate and truthful information with respect to the Company's financial condition and results of operations, and to correct promptly any public statements issued by the Company which had become materially false or misleading.

48. Because of their positions of control and authority as senior executives and/or directors, the Individual Defendants were able to, and did, control the contents of the various reports, press releases and public filings which the Company disseminated in the marketplace during the Class Period concerning the Company's results of operations. Throughout the Class Period, the Individual Defendants exercised their power and authority to cause the Company to engage in the wrongful acts complained of herein. The Individual Defendants therefore, were "controlling persons" of the Company within the meaning of Section 20(a) of the Exchange Act. In this capacity, they participated in the unlawful conduct alleged which artificially inflated the market price of Company securities.

49. By reason of the above conduct, the Individual Defendants are liable pursuant to Section 20(a) of the Exchange Act for the violations committed by the Company.

PRAYER FOR RELIEF

WHEREFORE, plaintiff, on behalf of himself and the Class, prays for judgment and relief as follows:

(a) declaring this action to be a proper class action, designating plaintiff as Lead Plaintiff and certifying plaintiff as a class representative under Rule 23 of the Federal Rules of Civil Procedure and designating plaintiff's counsel as Lead Counsel;

(b) awarding damages in favor of plaintiff and the other Class members against all defendants, jointly and severally, together with interest thereon;

(c) awarding plaintiff and the Class reasonable costs and expenses incurred in this action, including counsel fees and expert fees; and

(d) awarding plaintiff and other members of the Class such other and further relief as the Court may deem just and proper.

JURY TRIAL DEMANDED

Plaintiff hereby demands a trial by jury.

Dated:

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