



HERBERT
SMITH
FREEHILLS

The Manager
Company Announcements Office
ASX Limited

10 February 2014

Dear Sir / Madam

**Takeover bid by Eldorado Gold Coöperatief UA for Glory Resources Limited
Notice of compulsory acquisition**

We act for Eldorado Gold Coöperatief UA (Commercial Register No. 53699351) (**Eldorado**) (a wholly-owned subsidiary of Eldorado Gold Corporation) in relation to its off-market takeover bid for all the ordinary shares in Glory Resources Limited ABN 38 142 870 102 (**Glory**).

We enclose, by way of service pursuant to paragraph 661B(1)(d) of the *Corporations Act 2001* (Cth), the Form 6021 ('Notice of compulsory acquisition following takeover bid') and a sample copy of the accompanying letter to be sent to Glory shareholders today, and which were also lodged with ASIC today (together, the **Compulsory Acquisition Documents**).

The Compulsory Acquisition Documents relate to the compulsory acquisition of Glory shares in respect of which acceptances of Eldorado's offer have not been received.

Yours sincerely

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Notice of compulsory acquisition following takeover bid

Notice

To each holder of:

Description of class of securities to which the bid relates

Fully paid ordinary shares
(‘Bid Class Securities’)

Name of target company or body

in
Name (‘the Company’)
Glory Resources Limited
ACN/ARBN/ARSN
142 870 102

Tick applicable box(es)

- and each holder of securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related.
- and each holder of non-transferable securities issued under an employee incentive scheme referred to in paragraph 2.

Name of bidder

1. Under a takeover bid offers were made by

Eldorado Gold Coöperatief UA

in respect of the acquisition of Bid Class Securities in the company.

Tick one box

The offers

- closed
- are scheduled to close

Date offers closed or are scheduled to close

on

Date
2 1 / 0 2 / 1 4
[D] [D] [M] [M] [Y] [Y]

Tick applicable box(es).
(see subsection 661A(4) and (4A))

2. You are, as at the date of this notice, the holder of one or more of the following

- securities in respect of which the takeover offer was made, but have not accepted the offer. (If you have accepted the offer but have received this notice you do not need to do anything in response to this notice—the bidder will acquire your securities under the offer.)
- securities to which the bid related issued after the end of the offer period and before the date of this notice
- securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related
- securities issued under an employee incentive scheme to which restrictions on transfer apply under the company’s constitution or the terms of issue, being
- the following securities in the bid class in which the bidder has a relevant interest

Description of securities

Description of securities

Tick one box

3. The bidder gives you notice under subsection 661B(1) of the Corporations Act 2001 (‘the Act’) that the bidder has become entitled pursuant to subsection

- 661A(1)
- 661A(3)

of the Act to compulsorily acquire your securities and desires to acquire those securities.

Continued... Notice

Date of lodgement

4. Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.

This notice was lodged with ASIC on

Date

/ /
[D] [D] [M] [M] [Y] [Y]

5. Under section 661E of the Act, you have the right, within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is later, to apply to the Court for an order that the securities not be compulsorily acquired.

Tick one box

6. The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before

this notice was given.

the end of the offer period.

7. Unless the Court otherwise orders, on application made by you under section 661E of the Act within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement under section 661D (as referred to in paragraph 4 of this notice), whichever is the later, the bidder must comply with paragraph 6 of this notice.


8. A notice sent by post to you is taken to be given to you 3 days after it is posted.

Signature

Name of person signing

Capacity

Signature



Date signed

/ /
[D] [D] [M] [M] [Y] [Y]



[insert name]
[insert address]

10 February 2014

Dear Glory shareholder

Compulsory acquisition of shares in Glory

As you may be aware, Eldorado Gold Coöperatief UA (Commercial Register No. 53699351) (**Eldorado**) has a relevant interest in more than 90% of the shares in Glory Resources Limited (**Glory**) as a result of its takeover bid and has declared the offers under the takeover bid unconditional.

Accordingly, Eldorado will now acquire the remaining shares in Glory under the compulsory acquisition provisions of the *Corporations Act 2001* (Cth). The compulsory acquisition will be on the same terms as the offer under the takeover bid and for a consideration of A\$0.17 cash for each ordinary share in Glory.

If you have already validly accepted the offer, you do not need to take any action.

Shareholders who have not accepted the offer may still do so up to 4.00pm (Perth time) on 21 February 2014 (being the scheduled closing time for the offer). Shareholders who accept the offer by this time will receive the consideration for their shares earlier, instead of having to wait for their shares to be compulsorily acquired under the compulsory acquisition process.

On completion of the compulsory acquisition procedure, you will receive a further letter advising you of the procedure for claiming your consideration. Subject to the *Corporations Act 2001* (Cth), this is expected to occur around 5 to 6 weeks after the date of this letter.

See also the enclosed copy of **ASIC Form 6021 – Notice of compulsory acquisition following takeover bid**, which sets out the compulsory acquisition procedure and your rights.

If you have any queries in relation to the offer or the compulsory acquisition process, please contact Eldorado's offer information line on 1800 812 642 (for callers within Australia) or +61 1800 812 642 (for callers outside Australia).

Yours faithfully

Titia Csánky
Director
Eldorado Gold Coöperatief UA