

GOLDEN STAR RESOURCES LTD

Form 424B5

December 06, 2007

Table of Contents

Filed Pursuant to Rule 424(b)(5) under the U.S. Securities Act of 1933, as amended

Registration No. 333-118956

Responsibility for the accuracy of the information in this prospectus (Prospectus) lies with the Directors of Golden Star Resources Ltd. (GSR or the Company). **To the best of the knowledge and belief of the Directors of GSR, having taken all reasonable care, the information in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.**

Application has been made to the Ghana Stock Exchange (GSE), for the listing of all the fully paid issued shares of the Company on the First Official List of the GSE. The GSE has given approval for the listing of the said shares on the First Official List. The GSE assumes no responsibility for the correctness of any of the statements made, opinions expressed and reports presented in this Prospectus. Admission to the First Official List is not to be taken as an indication of the merits of the Company or of the shares of the Company. The Company has not authorised any person to give any information or to make any representation other than those contained in this document, and if given or made, such information or representation must not be relied upon as having been authorised.

On November 20, 2007, the closing price for GSR's Common Shares on the American Stock Exchange (AMEX) was US\$ 3.20 per share and the closing price on the Toronto Stock Exchange (TSX) was Cdn\$ 3.18 per share. GSR's Common Shares are traded on the AMEX under the symbol GSS and on the TSX under the symbol GSC. Applications have been made to the TSX and the AMEX for the listing of the additional shares to be issued under this Offer. Listing will be subject to satisfying the listing requirements of these stock exchanges.

This Prospectus has been reviewed and approved by the Ghana Securities and Exchange Commission (SEC) in accordance with Section 9 of the Securities Industry Law (P.N.D.C. Law 333), as amended the Securities and Exchange Commission Regulations 2003 (LI1728). In its review, the Commission examined the contents of the Prospectus to ensure that adequate disclosures have been made. To ascertain the financial soundness or value of the securities on Offer, investors are advised to consult a dealer, investment adviser, or other professional for appropriate advice.

GOLDEN STAR RESOURCES LTD.

Amalgamated in Canada on May 15, 1992 as a limited liability company under the

Canada Business Corporations Act, Corporation No: 2821281

Public Share Offer

on behalf of GOLDEN STAR RESOURCES LTD.

of 3,170,000 Common Shares of no par value

at GH¢3.00 per share

GSR is offering its Common Shares to the public for GH¢3.00 per share, for a total Offering amount of GH¢9.51 million, subject to a GH¢4.76 million (US\$5.0 million) minimum subscription amount. Assuming all offered Common Shares are sold, GSR will receive net proceeds of GH¢2.91 per share, for total net proceeds of GH¢9.22 million after deducting a 2% success fee to be paid to Strategic African Securities Limited and a 1% commission to be paid to receiving agents. The net proceeds have been determined before deducting other expenses of this Offering, estimated to be GH¢582,076 which will be paid from the proceeds of the sale of the Common Shares. The price of the Common Shares was determined based on the 20-day weighted volume average price of GSR's Common Shares on AMEX as of November 14, 2007. Further discussion regarding these factors is provided in Plan of Distribution in Part 2.

The distribution of this Prospectus and the offering of the shares in certain jurisdictions may be restricted by law. Persons into whose possession this Prospectus comes are required by the Company to inform themselves about, and observe any such restriction. This Prospectus does not constitute an Offer and may not be used for the purpose of an Offer or solicitation by anyone in any jurisdiction or in any circumstances in which such an Offer or solicitation is not authorised or is unlawful.

Edgar Filing: GOLDEN STAR RESOURCES LTD - Form 424B5

Before deciding whether to apply for shares, you should consider whether shares are a suitable investment for you. Their values can go down as well as up. Past performance is not necessarily indicative of future performance. If you need advice, you should consult a suitable professional advisor. Investing in the Common Shares involves a high degree of risk. See Risk Factors in Part 6 of this Prospectus and Statements Regarding Forward-Looking Information beginning on page xiv of this Prospectus.

Neither the delivery of this document nor any sale hereunder shall under any circumstances, create any impression that there has been no change in the affairs of the Company since the date hereof or that the information contained herein is correct as of anytime subsequent to this date. Any material change, relevant to the Offer, in the affairs of the Company during the floatation period will be communicated to the SEC and the investing public.

Strategic African Securities Limited is acting as Lead Manager for the Company. **The Lead Manager has relied on information provided by the Company and accordingly, they do not provide any assurance of the accuracy of the information contained in this Prospectus and do not accept any responsibility or liability for the inaccuracy of the information contained in the Prospectus. The Lead Manager does however confirm that to best of its knowledge, this Prospectus constitutes a full and fair disclosure of all material facts about the Company and the Offer.**

JLD & MB Legal Consultancy has acted as legal advisors to GSR on this public Offer. Any opinion expressed is limited to matters of the laws of the Republic of Ghana as in force and applied at the date of this Prospectus. **JLD & MB has relied on information provided by the Company. Accordingly, JLD & MB does not provide any assurance of the accuracy of the information contained in this Prospectus and does not accept any responsibility or liability for the inaccuracy of the information contained in the Prospectus. JLD & MB does however confirm that to the best of its knowledge, this Prospectus constitutes a full and fair disclosure of all material facts about the Company and the Offer.**

Neither the United States Securities and Exchange Commission nor any United States state securities commission or other regulatory body has approved or disapproved of these securities, or determined if this Prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Dated: December 5, 2007

Table of Contents

Golden Star Share Offer Full Prospectus

TABLE OF CONTENTS

TABLE OF CONTENTS	ii
<u>ABOUT THIS PROSPECTUS</u>	v
<u>CURRENCY AND EXCHANGE RATE INFORMATION</u>	v
<u>NON-GAAP FINANCIAL MEASURES</u>	v
<u>KEY MILESTONES AND OFFER TIMETABLE</u>	vi
<u>LEGAL ADVISOR S COMPLIANCE CERTIFICATE</u>	vii
<u>DIRECTORS AND CORPORATE INFORMATION</u>	x
<u>ADVISORS TO THE SHARE OFFER</u>	xi
<u>RECEIVING AGENTS</u>	xii
<u>DISCLAIMER</u>	xiii
<u>STATEMENTS REGARDING FORWARD-LOOKING INFORMATION</u>	xiv
<u>DEFINITIONS</u>	xvi
<u>PART 1 PROSPECTUS SUMMARY</u>	1
<u>PART 2 DESCRIPTION OF THE OFFER</u>	8
A. <i><u>Legal Basis and Reasons for the Offer</u></i>	8
B. <i><u>Key Terms of the Offer</u></i>	8
C. <i><u>Additional Terms of the Offer</u></i>	9
D. <i><u>Offer Statistics and Timetable</u></i>	13
E. <i><u>Plan of Distribution</u></i>	14
F. <i><u>Trading and Transfer of the Securities on Offer</u></i>	14
G. <i><u>Markets</u></i>	15
H. <i><u>Selling Shareholders</u></i>	16
<u>PART 3 GOLDEN STAR RESOURCES LTD.</u>	17
A. <i><u>General Information</u></i>	17
B. <i><u>Capital Structure of GSR</u></i>	18
C. <i><u>Business Overview</u></i>	21
D. <i><u>Directors and Senior Management</u></i>	29
E. <i><u>Corporate Governance and Board Practices</u></i>	32
F. <i><u>Employees</u></i>	34
G. <i><u>Remuneration and Compensation</u></i>	34
H. <i><u>Share Ownership of Directors and Employees</u></i>	35
I. <i><u>Property & Equipment</u></i>	36
J. <i><u>Community Development Programmes and Sustainability</u></i>	37
K. <i><u>Related Party Transactions</u></i>	37
L. <i><u>Other Disclosures</u></i>	38

Table of Contents

Golden Star Share Offer Full Prospectus

PART 4	<u>BRIEF OVERVIEW OF THE MINING SECTOR</u>	39
A.	<u>Introduction and History</u>	39
B.	<u>Regulatory Environment</u>	39
C.	<u>The Ghana Chamber of Mines</u>	40
D.	<u>The Gold Mining Companies</u>	41
E.	<u>Gold Prices</u>	41
F.	<u>Performance of the Mining Sector</u>	41
G.	<u>Key Developments and Outlook</u>	42
PART 5	<u>FINANCIAL OVERVIEW AND PROSPECTS</u>	43
A.	<u>Reporting Accountants Note</u>	43
B.	<u>Historical Financial Data</u>	44
C.	<u>Exchange Rates</u>	47
D.	<u>Financial Analysis, 2002 to 2006</u>	47
E.	<u>Unaudited Financial Statements for the Nine Months Ended September 30, 2007</u>	49
F.	<u>GSR's Plans and Prospects</u>	57
PART 6	<u>RISK FACTORS</u>	59
A.	<u>Financial Risks</u>	59
B.	<u>Operational Risks</u>	62
C.	<u>Governmental and Regulatory Risks</u>	66
D.	<u>Market Risks</u>	68
E.	<u>Risks Related to This Offering</u>	69
PART 7	<u>ADDITIONAL INFORMATION</u>	70
A.	<u>Regulations of Golden Star Resources Ltd.</u>	70
B.	<u>Material Contracts</u>	70
C.	<u>Convening Annual Meetings</u>	71
D.	<u>Material Litigation and Legal Proceedings</u>	71
E.	<u>Exchange Controls</u>	71
F.	<u>Taxation</u>	71
G.	<u>Dividends and Payment Agents</u>	72
H.	<u>Trading on the Stock Exchanges</u>	73
I.	<u>Declaration of Interests by Advisers</u>	73
J.	<u>Mandatory Declarations</u>	73
K.	<u>Inspections</u>	74
L.	<u>Documents Incorporated by Reference</u>	74
M.	<u>GSR United States Base Prospectus</u>	75
N.	<u>Where You Can Find Additional Information</u>	75
O.	<u>Experts</u>	75
PART 8	<u>OVERVIEW OF THE GHANA STOCK EXCHANGE</u>	76
A.	<u>Overview</u>	76
B.	<u>Development & Trends</u>	76
C.	<u>Performance</u>	76
D.	<u>Trading Volumes and Values</u>	76
E.	<u>Statistics on Listed Companies</u>	77
F.	<u>Other Information</u>	77
G.	<u>Outlook</u>	78
PART 9	<u>ADDITIONAL CONDITIONS OF THE OFFER</u>	79
A.	<u>General Conditions</u>	79
B.	<u>Offer to Purchase Shares</u>	79
C.	<u>Acceptance of Offer</u>	80
D.	<u>Payment for Shares</u>	80
E.	<u>Warranties</u>	80
F.	<u>Supply and Disclosure of Information</u>	81
G.	<u>Miscellaneous</u>	81

Table of Contents

Golden Star Share Offer Full Prospectus

<u>PART 10 COMPLETION GUIDE AND RETURN INSTRUCTIONS</u>	82
A. <u>General Instructions for Completing the Application Form</u>	82
B. <u>Guide to Completing the Application Form for Individuals</u>	82
C. <u>Guide to Completing the Application Form for Companies / Organisations</u>	83
<u>APPENDICES</u>	86
A. <u>Audited Financial Statements for 2006</u>	86
B. <u>Audited Financial Statements for 2004</u>	86
C. <u>Unaudited Financial Statements for the Nine Months Ended September 30, 2007</u>	86
D. <u>US Base Prospectus Dated May 24, 2005</u>	86

Table of Contents

Golden Star Share Offer Full Prospectus

ABOUT THIS PROSPECTUS

This Prospectus has been filed as a form of prospectus supplement to the U.S. Prospectus attached as Appendix D hereto, which is included in a Registration Statement on Form S-3 filed by GSR with the United States Securities and Exchange Commission. The registration statement of which the U.S. Prospectus is a part became effective on May 24, 2005. The U.S. Prospectus refers to other securities in addition to Common Shares. Such other securities do not form part of this Offering. Any statements contained in the U.S. Prospectus will be deemed to be modified or superseded for the purposes of this Prospectus to the extent that a statement contained or incorporated in this Prospectus or in any subsequently filed document that also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded will not constitute a part of this Prospectus, except as so modified or superseded. The modifying or superseding statement need not state that it has modified or superseded the prior statement or include any other information set forth in the U.S. Prospectus that it modifies or supersedes. The making of such a modifying or superseding statement will not be deemed an admission for any purpose that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.

Golden Star's financial statements are prepared in accordance with generally accepted accounting principles (GAAP) in Canada, which is referred herein as Canadian GAAP. Golden Star also provides certain information reconciling its financial information with GAAP in the United States, which is referred to herein as U.S. GAAP.

CURRENCY AND EXCHANGE RATE INFORMATION

Golden Star reports in United States dollars. Accordingly, all references to \$ US\$ or dollars in this Prospectus refer to United States dollars unless otherwise indicated. References to Cdn\$ or Canadian dollars are used to indicate Canadian dollar values. References to GH¢ in this Prospectus refer to Ghanaian cedis.

The noon rate of exchange on November 14, 2007 as reported by the Bank of Canada for the conversion of Canadian dollars into United States dollars was Cdn\$1.00 equals US\$1.0409 and the conversion of United States dollars into Canadian dollars was US\$1.00 equals Cdn\$0.9607. The average rate of exchange on November 14, 2007 as reported by the Ghana Association of Bankers for the conversion of Ghana cedis into United States dollars was US\$1.00 equals GH¢0.9510 and the conversion of Canadian dollars into Ghana cedis was Cdn\$1.00 equals GH¢0.9929.

NON-GAAP FINANCIAL MEASURES

In this Prospectus, or in the documents incorporated herein by reference, the terms total cash cost per ounce and cash operating cost per ounce are used. Total cash cost per ounce and cash operating cost per ounce should be considered as Non-GAAP Financial Measures as defined in Regulation S-K Item 10 under the Securities Exchange Act of 1934, as amended (the Exchange Act), and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP in Canada and the United States. There are material limitations associated with the use of such non-GAAP measures. Since these measures do not incorporate revenues, changes in working capital and non-operating cash costs, they are not necessarily indicative of operating profit or cash flow from operations as determined under GAAP. Changes in numerous factors, including, but not limited to, mining rates, milling rates, gold grade, gold recovery, and the costs of labor, consumables and mine site general and administrative activities can cause these measures to increase or decrease. Golden Star believes that these measures are the same or similar to the measures of other gold mining companies, but may not be comparable to similarly titled measures in every instance. See Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations in GSR's Annual Report on Form 10-K, as amended on Form 10-K/A, for the fiscal year ended December 31, 2006 and Item 2 -Management's Discussion and Analysis of Financial Condition and Results of Operations in GSR's Quarterly Report on Form 10-Q for the quarters ended March 31, June 30 and September 30, 2007 for an explanation of these measures.

Table of Contents

Golden Star Share Offer Full Prospectus

KEY MILESTONES AND OFFER TIMETABLE

Activity	Date	Time
Commencement of Offer	05-Dec-2007	8:00 hours
End of Offer	21-Dec-2007	17:00 hours
Deadline for Acceptance of Application Forms	21-Dec-2007	17:00 hours
Allotment Begins	27-Dec-2007	8:00 hours
Allotment Ends, Issue of Share Certificates Commences	03-Jan-2008	17:00 hours
Results of the Offer Submitted to SEC	08-Jan-2008	9:00 hours
Final Dispatch of Share Certificates	08-Jan-2008	17:00 hours
Commencement of Trading in the Shares by	14-Jan-2008	10:00 hours

All dates provided are subject to change by the Lead Manager of the Offer in consultation with the Directors of GSR (subject to obtaining the necessary regulatory approvals). All times provided are in Greenwich Mean Time, the time zone of the Republic of Ghana. Any amendment will be published in a national daily newspaper not later than 72 hours of receipt of regulatory approvals.

Table of Contents

Golden Star Share Offer Full Prospectus

LEGAL ADVISOR S COMPLIANCE CERTIFICATE

5th October 2007

The Director-General

Securities and Exchange Commission

1st Floor, State Enterprises Commission Building

Ministries, Accra

The Managing Director

Ghana Stock Exchange

5th Floor, Cedi House

Accra

Dear Sirs,

Re: Golden Star Resources Ltd. Public Offering and Listing

1. Introduction

1.1 Basis of Instruction

We act as Ghanaian legal advisors to Golden Star Resources Ltd. (GSR or the Company) in connection with GSR s public offering (the Offering) and listing of shares (the Listing) on the Ghana Stock Exchange (The Transaction)

1.2 Documents Seen

In writing this opinion we have referred to and examined a number of documents including the following:

Articles of GSR

Corporate Documents of GSR

Edgar Filing: GOLDEN STAR RESOURCES LTD - Form 424B5

List of Directors

List of Key Management Staff

Register of Key Shareholders

Mining Leases held by GSR's subsidiary companies in Ghana

We have also examined such other documents and conducted such searches as are in our opinion necessary under the laws of Ghana to enable us give this opinion.

1.3 Scope and Purpose of the Opinion

1.3.1 This opinion is to confirm that all corporate documents relating to the incorporation of Golden Star Resources Ltd. in Canada and its registration in Ghana, are where applicable, in conformity with the laws of Ghana.

1.3.2 This opinion is subject to the Assumptions set out in Section 3 herein.

2. Opinion

In conclusion, after a review of the relevant documents provided, JLD & MB Legal Consultancy is of the opinion that:

Table of Contents

Golden Star Share Offer Full Prospectus

2.1 Incorporation

We are advised by GSR's Canadian Counsel that GSR is incorporated under the Canada Business Corporations Act.

2.2 Registration

GSR is registered in Ghana as an external company in accordance with the Companies Code of Ghana (Act 179) of 1963 (the Code).

2.3 Corporate authorisations

GSR has obtained a resolution of its Board of Directors authorising the Transaction.

2.4 Corporate Governance practice

From a review of Board minutes, GSR exhibits good corporate governance practices.

2.5 Approval and Consents

GSR has obtained the necessary regulatory and statutory approvals required under Ghana Law from the Ghana Stock Exchange and the Securities and Exchange Commission of Ghana in connection with the Listing and the Offering, subject to waivers and exemptions obtained.

2.6 Prospectus to Shareholders

The Prospectus in connection with the Transaction substantially complies with the requirements of the Fifth Schedule of the Securities and Exchange Regulations, 2003 (LI 1728), the Listing Rules of the Ghana Stock Exchange and the seventh schedule of the Code.

2.7 Articles of Incorporation

The proposed Transaction does not contravene any provision of GSR's Articles.

2.8 Material Contracts

Edgar Filing: GOLDEN STAR RESOURCES LTD - Form 424B5

To the best of our knowledge there are no provisions in the contractual agreements that we have seen which prevent GSR from undertaking the Transaction.

2.9 Compliance with TSX and AMEX requirements

We have seen letters from the American Stock Exchange (AMEX) and the Toronto Stock Exchange (TSX), confirming that GSR is in compliance with the requirements of those Stock Exchanges, in fulfilment of the requirements of Rule 63 (2) of the Ghana Stock Exchange Rules.

2.10 Authorisation to operate mines in Ghana

GSR's subsidiary companies in Ghana hold valid mining leases and permits for the mines operated by them in Ghana namely, Bogoso / Prestea, Wassa and the Prestea Underground Mines in accordance with the Minerals and Mining Act of 2006, Act 703.

3. Assumptions

- 3.1 We have relied on information and documents obtained from the Company and this opinion is limited to matters of the laws of the Republic of Ghana as in force and applied at the date of this opinion. We have not investigated the laws of any country other than those of Ghana and we express no opinion on the laws of any other jurisdiction.

Table of Contents

Golden Star Share Offer Full Prospectus

3.2 In addition, we have assumed that:-

- (i) All documents supplied to us by the Company are complete, authentic, accurate and up to date;
- (ii) The person or persons who signed the Documents were authorised to do so;
- (iii) The authorising Resolution was duly passed at a properly convened meeting of GSR's Board of Directors.

Yours truly,

[SIGNED]

JLD & MB Legal Consultancy

Table of Contents

Golden Star Share Offer Full Prospectus

DIRECTORS AND CORPORATE INFORMATION

Directors: Ian MacGregor (Chairman)

James Askew

Peter Bradford

David Fagin

Dr. Michael Martineau

Michael Terrell

Lars-Eric Johansson

**Corporate Headquarters/
Principal Office:** Golden Star Resources Ltd.

10901 W. Toller Drive, Suite 300

Littleton, CO 80127, USA

Tel: +1 303 830-9000

Toll-free: +1 800 553-8436

Fax: +1 303 830-9094

Website: www.gsr.com

Registered and Records Office: Golden Star Resources Ltd.

66 Wellington St. W, 42nd Floor

PO Box 20, Toronto Dominion Bank Tower

Toronto Dominion Centre

Toronto, ON M5K 1N6

Ghana Office: Golden Star Resources Ltd.

Level 2, No. 1 Milne Close

Airport Residential Area

PO Box KA 16075

Edgar Filing: GOLDEN STAR RESOURCES LTD - Form 424B5

Accra, Ghana

Tel: +233 21 7799040/1

Fax: +233 21 777700

Company Secretary:

Thomas G. Mair

Golden Star Resources Ltd.

10901 W. Toller Drive, Suite 300

Littleton, CO 80127, USA

Tel: +1 303 830-9000

Toll-free: +1 800 553-8436

Fax: +1 303 830-9094

Website: www.gsr.com

Auditors:

PricewaterhouseCoopers LLP

250 Howe Street

Suite 700

Vancouver, BC

V6C 3S7

Tel: +1 604 806 7000

Fax: +1 604 806 7806

Registrar and Transfer Agent:

CIBC Mellon Trust Company

Attn: Shareholder Services

PO Box 1900

Vancouver, British Columbia

Canada V6C 3K9

Tel: +1 800 3870825 or +1 416 643 5500

Online access to shareholder data:

www.cibcmellon.com/AnswerLineRegistration

E-mail: inquiries@cibcmellon.com

Share Registrars (Ghana):

Ghana Commercial Bank Limited

Registrar Department

Edgar Filing: GOLDEN STAR RESOURCES LTD - Form 424B5

High Street, Accra, Ghana

Tel/Fax: +233 21 664914 7, 664887

Contact: Gladys Wuo-Asare

Email: gcbshares@gcb.com.gh

x

Table of Contents

Golden Star Share Offer Full Prospectus

ADVISORS TO THE SHARE OFFER

Financial Advisor, Strategic African Securities Limited

Lead Manager & 2nd Ridge Link, North Ridge

Sponsoring Broker: PO Box KA 16446, Accra, Ghana

Tel: +233 21251546 9, 7011770; Fax: +233 21 7011774

Contacts: Abena Amoah; Ken Mpare

Email: aamoah@sas-ghana.com; kmpare@sas-ghana.com

Legal Advisors (Ghana): JLD & MB Legal Consultancy

#6 Senchi Street, Airport Residential Area

PO Box 410, Accra, Ghana

Tel/Fax: +233 21 782711, 784298 or 784477

Contacts: Merene Benyah; Joyce L. Darko

Email: merene@jldlaw.net; joyce@jldlaw.net

Legal Advisors (Canada): Fasken Martineau DuMoulin LLP

4200 Toronto Dominion Bank Tower

Box 20, Toronto-Dominion Centre

Toronto, Ontario, Canada

M5K 1N6

Tel/Fax: +1 416-366-8381; 416-364-7813

Contacts: John Turner; John Sabetti

Email: jturner@tor.fasken.com; jsabetti@tor.fasken.com

Legal Advisors (USA): Davis Graham & Stubbs LLP

1550 Seventeenth Street, Suite 500

Denver, CO, 80202

Edgar Filing: GOLDEN STAR RESOURCES LTD - Form 424B5

USA

Tel/Fax: +1 (303) 892-7344, (303) 893-1379

Contacts: Michelle Shepston

Email: Michelle.Shepston@dgsllaw.com

Reporting Accountants:

Ernst & Young Advisory Services

G15, White Avenue, Airport Residential Area

PO Box KA 16009, Airport, Accra, Ghana

Tel/Fax: +233 21 774275, 779868 or 778894

Contacts: Ferdinand Gunn; Samuel Agbevem

Email: Ferdinand.Gunn@gh.ey.com; Samuel.Agbevem@gh.ey.com

PR Consultants:

Lowe Lintas

Ad Vantage House,

Klanaa Street, Osu Ako Adjei Park

PO Box 1261, Accra, Ghana

Tel/Fax: +233 21 772 321

Contact: Barbara Tettey; Norkor Duah

Email: barbara@lowelintas.com.gh; norkor@lowelintas.com.gh

Table of Contents

Golden Star Share Offer Full Prospectus

RECEIVING AGENTS

AGENT	CONTACT DETAILS
Strategic African Securities Ltd	+233 21 251546 9, 7011770; info@sas-ghana.com
CAL Brokers Limited	+233 21 680052/680061 9; calbrokers@calbank.net
CDH Securities Limited	+233 21 671050 8, 668437; service@cdhghana.com
Databank Brokerage Limited	+233 21 681404/7010070; info@databankgroup.com
EDC Stockbrokers Limited	+233 21 251720/4/9; esl@ecobank.com
First Atlantic Brokers Limited	+233 21 680825 6; brokers@firstatlanticbank.com.gh
Gold Coast Securities Limited	+233 21 256343/4; info@gcsinvestments.com
HFC Brokerage Services Ltd	+233 21 665095/664214; hfcomp@hfcbank-gh.com
Merban Stockbrokers Limited	+233 21 251131 3; merban_services@merbangh.com
New World Investments Limited	+233 21 660163/676979; service@newworldgh.com
NTHC Securities Limited	+233 21 238492/3; nthc@ghana.com
Prudential Securities Limited	+233 21 771284/770936; info@prudentialsecuritiesghana.com
SDC Brokerage Services Ltd	+233 21 669894, 669372 9; brokerage@sdcgh.com
SIC Financial Services Limited	+233 21 767123/767015; info@sic-gh.com
Worldwide Securities Limited	+233 21 256001/2; info@worldwidesecurities-gh.com

Table of Contents

Golden Star Share Offer Full Prospectus

DISCLAIMER

This Prospectus does not constitute an Offer or solicitation to any person to whom it is unlawful to make such an Offer or solicitation.

The shares are offered on the basis of the information and representations contained in this Prospectus and other documents referred to herein. Any further information given or representations made by any person may not be relied upon as having been authorised by the sponsors. Neither the delivery of this Prospectus nor the allotment of shares shall under any circumstance create any impression that there has been no change in the affairs of GSR since the date hereof.

Before deciding to apply for the Common Shares, you should consider whether the shares are a suitable investment for you. Their value can go down and up as well. Past performance is not necessarily indicative of future performance. If you need advice, you should consult an appropriate professional advisor.

Persons interested in acquiring shares should inform themselves as to:

- a) Any foreign exchange restrictions or exchange control requirements, which they might encounter on the acquisition of shares; and
- b) The tax consequences of their acquisition, holding or disposal of shares.

To ascertain the financial soundness or value of this Offer, the investing public is advised to consult a dealer, investment advisor or other professional for appropriate advice.

Table of Contents

Golden Star Share Offer Full Prospectus

STATEMENTS REGARDING FORWARD-LOOKING INFORMATION

This Prospectus and the documents incorporated by reference contain forward-looking statements, within the meaning of Section 27A of the United States Securities Act of 1933, as amended, and Section 21E of the United States Exchange Act, with respect to Golden Star's financial condition, results of operations, business, prospects, plans, objectives, goals, strategies, future events, capital expenditures, and exploration and development efforts. Words such as anticipates, expects, intends, forecasts, plans, believes, seeks, estimates, may, will, and similar words identify forward-looking statements. Although GSR believes that its plans, intentions and expectations reflected in these forward-looking statements are reasonable, it cannot be certain that these plans, intentions or expectations will be achieved. Actual results, performance or achievements could differ materially from those contemplated, expressed or implied by the forward-looking statements contained or incorporated by reference in this Prospectus. These statements include comments regarding: the achievement of anticipated metallurgical recoveries at the Bogoso sulfide processing plant; estimated 2007 gold production and cash operating costs at Bogoso/Prestea and Wassa; anticipated commencement dates of mining and production and development costs with respect to the Hwini-Butre and Benso properties; production capacity, production rates, and production costs; cash operating costs; gold sales; mining operations and recovery rates; ore delivery; ore processing; potential mine life; permitting; establishment and estimates of mineral reserves and resources; geological, environmental, and engineering studies; timing and results of feasibility studies; exploration efforts and activities; expected capital expenditures in 2007; ore grades; reclamation work; identification of acquisition and growth opportunities; power costs, the ability to meet total power requirements and the acquisition and operation of the new power station in Ghana; retention of earnings from operations; sources of and adequacy of liquidity to meet capital and other needs in 2007.

The following, in addition to the factors described under Risk Factors in this Prospectus, are among the factors that could cause actual results to differ materially from the forward-looking statements:

- A. significant increases or decreases in gold prices;
- B. inaccuracies in mineral reserves and non-reserves estimates;
- C. availability and adequacy of power supplies from public sources;
- D. unexpected changes in business and economic conditions;
- E. changes in interest and currency exchange rates;
- F. timing and amount of gold production;
- G. unanticipated variations in ore grade, tonnes mined and crushed or milled;
- H. unanticipated recovery or production problems;
- I. effects of illegal mining on GSR's properties;

- J. changes in mining and processing costs, including changes to costs of raw materials, supplies, services and personnel;
- K. changes in metallurgy and processing;
- L. availability of skilled personnel, materials, equipment, supplies, power and water;
- M. changes in project parameters or mine plans;
- N. costs and timing of development of new mineral reserves;
- O. weather, including insufficient or excess rain fall in West Africa;

xiv

Table of Contents

Golden Star Share Offer Full Prospectus

- P. climate change and its impact on rainfall patterns;
- Q. results of current and future exploration activities;
- R. results of pending and future feasibility studies;
- S. acquisitions and joint venture relationships;
- T. political or economic instability, either globally or in the countries in which GSR operates;
- U. changes in regulations affecting GSR's operations, particularly in Ghana, where its principal producing properties are located;
- V. local and community impacts and issues;
- W. availability and cost of replacing reserves;
- X. timing of receipt and maintenance of government approvals and permits;
- Y. accidents, labor disputes and other operational hazards;
- Z. environmental costs and risks;
- AA. unanticipated title issues;
- BB. competitive factors, including competition for property acquisitions;
- CC. possible litigation; and
- DD. availability of capital at reasonable rates or at all.

These factors are not intended to represent a complete list of the general or specific factors that could affect Golden Star. Golden Star may note additional factors elsewhere in this Prospectus and in any documents incorporated by reference into this Prospectus. Subject to the requirements of applicable laws, Golden Star undertakes no obligation to update forward-looking statements.

Table of Contents

Golden Star Share Offer Full Prospectus

DEFINITIONS

The following definitions apply in this Prospectus, the Application Form and the documents available for inspection, unless the context requires otherwise:

Affiliate	When used to indicate a relationship with a specified corporation, means a Person that directly or indirectly through one or more controlled intermediaries, controls, or is a corporation controlled by, or is a corporation under common control with, such specified corporation.
AGM	Annual General Meeting.
Alteration	Any change in the mineral composition of a rock brought about by physical or chemical means.
AMEX	American Stock Exchange.
Application Form	Application Form for Public Offer.
Assay	A measure of the valuable mineral content.
Au g/t	Grams of gold per tonne.
Au	Gold.
Bio-oxidation or BfOX	A processing method that uses bacteria to oxidize refractory sulfide ore to make it amenable to normal oxide ore processing techniques such as carbon-in-leach.
Canada Business Corporations Act	Means the Canada Business Corporations Act, R.S.C. 1985, c.C-44, as amended, and the regulations made thereunder, as now in effect or as the same may from time to time be amended, re-enacted or replaced.
Cash operating cost per ounce	Is equal to total cash cost for the period less production royalties and production taxes, divided by the number of ounces of gold sold during the period. (This definition is consistent with the Gold Institute's definition).
Cdn \$ or Canadian Dollar	Canadian dollar, official currency of Canada.
CEO	Chief Executive Officer.
CIL or carbon-in-leach	An ore processing method involving the use of cyanide where activated carbon which has been added to the leach tanks is used to absorb gold as it is leached by cyanide.
Common Shares	The common shares in the capital of GSR having no par value.
Companies Code	The Code
	The Ghana Companies Code 1963 (Act 179) as amended.
Craton	A stable relatively immobile area of the earth's crust.
Cut-off grade	When determining economically viable mineral reserves, the lowest grade of mineralized material that qualifies as ore, i.e. that can be mined and processed at a profit.
Cyanidation	The process of introducing cyanide to ore to recover gold.

Table of Contents

Golden Star Share Offer Full Prospectus

Development stage	A development stage project is one which is undergoing preparation of an established commercially mineable deposit for its extraction but which is not yet in production. This stage occurs after completion of a feasibility study.
Diamond drilling	Rotary drilling using diamond-set or diamond-impregnated bits, to produce a solid continuous core of rock sample.
Directors or Board of	Board of Directors of Golden Star Resources Ltd.
Directors or Board	
Doré	Unrefined gold bullion bars containing various impurities such as silver, copper and mercury, which will be further refined to near pure gold.
EURO	EURO Ressources S.A.
Exploration stage	An exploration stage prospect is one which is not in either the development or production stage.
Feasibility study	A definitive engineering and economic study addressing the viability of a mineral deposit taking into consideration all associated technical factors, costs, revenues and risks. GSR recognizes three levels of feasibility studies: (i) Level 1 a directional feasibility study or scoping study; (ii) Level 2 a pre-feasibility study; and (iii) Level 3 a detailed feasibility study. A feasibility study that satisfies the requirements for external financing is known as a bankable feasibility study.
Ghana	The Republic of Ghana.
GH¢ or Cedi	Ghana cedi, Official currency of Ghana.
Grade	Quantity of metal per unit weight of host rock.
Golden Star Resources	The issued common shares of no par value in Golden Star Resources Ltd.
Ltd. Shares	
Government	The Government of the Republic of Ghana.
GSC	Symbol under which Golden Star trades on the Toronto Stock Exchange.
GSE or the Exchange	Ghana Stock Exchange, a stock exchange established in accordance with Section 280 of the Companies Code, 1963, (Act 179) as amended by Section 145 (2) of the Securities Industry Law 1993 (PNDCL 333) and Securities Industry (Amendment) Act 2000, (Act 590).
Golden Star	Golden Star Resources Ltd.
GS5	The symbol under which Golden Star trades on the Berlin and Frankfurt Stock Exchanges. Neither listing is sponsored or authorised by GSR.
GSR	Golden Star Resource Ltd., or symbol under which Golden Star will trade on the Ghana Stock Exchange following approval for listing.
GSS	Symbol under which Golden Star trades on the American Stock Exchange.
Ha	Hectare.
HBB Properties	Hwini-Butre & Benso Properties.

Table of Contents

Golden Star Share Offer Full Prospectus

Inferred Mineral Resource	The term Inferred Mineral Resource refers to that part of a Mineral Resource for which quantity and grade or quality can be estimated on the basis of geological evidence and limited sampling and reasonably assumed, but not verified, geological and grade continuity. The estimate is based on limited information and sampling gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes.
Kg	Kilogram.
Km	Kilometre.
Km ²	Square kilometres.
Lead Manager	Strategic African Securities Limited.
Life-of-mine	A term commonly used to refer to the likely term of a mining operation and normally determined by dividing the tonnes of mineral reserve by the annual rate of mining and processing.
M	Meter.
M ²	Square meter.
M ³	Cubic meter.
Measured Mineral Resource	The term Measured Mineral Resource refers to that part of a Mineral Resource for which quantity, grade or quality, densities, shape and physical characteristics are so well established that they can be estimated with confidence sufficient to allow the appropriate application of technical and economic parameters, to support production planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough to confirm both geological and grade continuity enough to confirm both geological and grade continuity.
Mg	Milligram.
Mg/m ³	Milligrams per cubic meter.
Mineral Reserve	The term Mineral Reserve refers to the economically mineable part of a Measured or Indicated Mineral Resource demonstrated by at least a preliminary feasibility study. The study must include adequate information on mining, processing, metallurgical, economic, and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified. A mineral reserve includes diluting materials and allowances for losses that might occur when the material is mined.

Table of Contents

Golden Star Share Offer Full Prospectus

Mineral Resource	The term Mineral Resource refers to a concentration or occurrence of diamonds, natural, solid, inorganic material, or natural solid fossilized organic material including base and precious metals, coal, and industrial minerals in or on the Earth's crust in such form and quantity and of such a grade or quality that it has reasonable prospects for economic extraction. The location, quantity, grade, geological characteristics and continuity of a Mineral Resource are known, estimated or interpreted from specific geological evidence and knowledge.
Mineral	A naturally occurring inorganic crystalline material having a definite chemical composition.
Mineralization	A natural accumulation or concentration in rocks or soil of one or more potentially economic minerals, also the process by which minerals are introduced or concentrated in a rock.
Moto	Moto Goldmines Limited.
Non-refractory	Ore containing gold that can be satisfactorily recovered by basic gravity concentration or simple cyanidation.
Non-reserves	The term non-reserves refers to mineralized material that is not included in the 5 reserve as it does not meet all of the criteria for adequate demonstration for economic or legal extraction.
Offer Document or Prospectus	This document.
Offer or Offering	The offer contained in this Prospectus.
Offer Period	The period commencing on December 5, 2007 and ending on December 21, 2007, subject to any approved changes.
Offer Price	The price per share is GH¢3.00 or equivalent, US\$3.14, 2.16 or GB£1.38, for the new Golden Star Common Shares to be issued pursuant to this Offer.
Open pit or Open cut	The equivalent prices in foreign currency are derived by the conversion of the Ghana cedi Offer Price into those currencies using the Ghana Association of Bankers' average inter-bank exchange rates between the Ghana cedi and those foreign currencies as at November 14, 2007. Surface mining in which the ore is extracted from a pit or quarry, the geometry of the pit may vary with the characteristics of the ore body.
Ore body	A mostly solid and fairly continuous mass of mineralization estimated to be economically mineable.
Ore grade	The average weight of the valuable metal or mineral contained in a specific weight of ore i.e. grams per tonne of ore.
Ore	Mineral bearing rock that can be mined and treated profitably under current or immediately foreseeable economic conditions.
Oxide	Gold bearing ore which results from the oxidation of near surface sulfide ore.
Oz	Troy ounce.

Table of Contents

Golden Star Share Offer Full Prospectus

pH	A measure on a scale of 1 to 14 of the acidity or alkalinity of a solution where 7 is neutral, greater than 7 is basic and less than 7 is acidic.
Ppb	Parts per billion.
Pre-strip	To remove overburden in order to expose ore during the mine's pre-production phase.
Probable Mineral Reserve	The term Probable Mineral Reserve refers to the economically mineable part of an Indicated, and in some circumstances, a Measured Mineral Resource demonstrated by at least a preliminary feasibility study. This study must include adequate information on mining, processing, metallurgical, economic, and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified.
Production stage	A production stage project is actively engaged in the process of extraction and beneficiation of mineral reserves to produce a marketable metal or mineral product.
Proven Mineral Reserve	The term Proven Mineral Reserve refers to the economically mineable part of a Measured Mineral Resource demonstrated by at least a preliminary feasibility study. This study must include adequate information on mining, processing, metallurgical, economic, and other relevant factors that demonstrate, at the time of reporting, that economic extraction is justified.
Put	A financial instrument that provides the right, but not the obligation, to sell a specified number of ounces of gold at a specified price.
Pyrite	Common sulfide of iron.
Reef	General term that typically refers to a tabular ore body.
Refractory	Ore containing gold that cannot be satisfactorily recovered by basic gravity concentration or simple cyanidation.
Registrar of Companies	The Registrar of Companies in Ghana appointed in accordance with section 328 of the Companies Code.
Regulations	The articles and the by-laws of GSR, collectively.
Reserve	The term reserve refers to that part of a mineral deposit which could be economically and legally extracted or produced at the time of the reserve determination. Reserves must be supported by a feasibility (2) study done to bankable standards that demonstrates the economic extraction. (bankable standards implies that the confidence attached to the costs and achievements developed in the study is sufficient for the project to be eligible for external debt financing.) A reserve includes adjustments to the in-situ tonnes and grade to include diluting materials and allowances for losses that might occur when the material is mined.
Rock	Indurated naturally occurring mineral matter of various compositions.
S&P	Standard & Poors.
SAS or Sponsoring Broker	Strategic African Securities Limited.

Table of Contents

Golden Star Share Offer Full Prospectus

SEC or Securities and Exchange Commission	The Securities and Exchange Commission of Ghana.
Sediment	Particles transported by water, wind or ice.
Sedimentary rock	Rock formed at the earth's surface from solid particles, whether mineral or organic, which have been moved from their position of origin and re-deposited.
Strip	To remove overburden in order to expose ore.
Sulfide	A mineral including sulfur (S) and iron (Fe) as well as other elements; metallic sulfur-bearing mineral often associated with gold mineralization.
T	Tonne.
The Company	Golden Star Resources Ltd.
Tonne	Metric tonne, equal to 1,000 kilograms or 2,204.6 pounds.
Total cash cost per ounce	Is equal to total production costs as found GSR's consolidated statement of operations less depreciation, depletion, amortization and asset retirement obligation accretion divided by the number of ounces of gold sold during the applicable period. (This definition is consistent with the Gold Institute's definition).
Total production cost per ounce	Is equal to total production costs as found GSR's consolidated statement of operations divided by the ounces of gold sold in the period; total production costs include all mine-site operating costs, including the costs of mining, processing, maintenance, work in process inventory changes, mine-site overhead, production taxes and royalties, depreciation, depletion, amortization, asset retirement obligations and by-product credits, but does not include exploration costs, corporate, general and administrative expense, impairment charges, corporate business development costs, gains and losses on asset sales, interest expense, foreign currency gains and losses, gains and losses on investments and income tax.
Transition ore	Is an ore zone lying between the oxide ore and the sulfide ore; ore material that is partially weathered and oxidized.
TSX	Toronto Stock Exchange.
United States or US	United States of America.
US SEC	United States Securities and Exchange Commission.
US\$ or US dollar	United States dollar, official currency of the United States of America.

Table of Contents

Golden Star Share Offer Full Prospectus

PART 1 PROSPECTUS SUMMARY

The following summary contains the salient features of GSR and the Offer. This summary is qualified in its entirety by reference to the detailed information and financial information contained elsewhere in this Prospectus.

1. The Company

Golden Star Resources Ltd. (GSR) was established under the *Canada Business Corporations Act* on May 15, 1992 as a result of the amalgamation of South American Goldfields Inc., a corporation incorporated under the federal laws of Canada, and Golden Star Resources Ltd., a corporation originally incorporated under the *Business Corporations Act (Alberta)* on March 7, 1984 as Southern Star Resources Ltd.

GSR is a reporting issuer or the equivalent in all provinces of Canada and the United States of America (USA) and files disclosure documents with the securities regulatory authorities in each of the provinces of Canada and the Securities and Exchange Commission (US SEC) in the United States. GSR's principal office is located at 10901 West Toller Drive, Suite 300, Littleton, Colorado 80127, and its registered office is located at 66 Wellington St. W., Suite 3700, P.O. Box 20, Toronto Dominion Bank Tower, Toronto Dominion Centre, Toronto, Ontario M5K 1N6. GSR also maintains a regional corporate office at Level 2, No. 1 Milne Close, Airport Residential Area, P.O. Box KA 16075, Accra, Ghana. GSR's fiscal year ends on December 31.

2. Business Overview

GSR is an international gold mining and exploration company, focused primarily on mining, mine development and gold exploration in Ghana, West Africa. Through its subsidiaries, the company owns controlling interests in four significant gold properties in southern Ghana. A brief summary of these properties follows:

Bogoso/Pretea

GSR owns 90% of and operates the Bogoso/Pretea gold mining and processing operation, which consists of the adjoining Bogoso and Pretea properties located along the Ashanti Trend in southwestern Ghana. GSR holds the property under mining leases granted by the Government of Ghana, terminating from 2017 to 2031.

Bogoso/Pretea consists of several open pit mines and a nominal 1.5 million tonnes per year mill and carbon-in-leach processing facility for processing non-refractory ores. GSR has commissioned a nominal 3.5 million tonnes per year processing facility that uses a proprietary BIOX[®] bio-oxidation technology to treat refractory sulfide ore. This facility was placed in commercial service on July 1, 2007. The new plant attained design throughput rates by September 30, 2007, although gold recovery and gold output were lower than expected. Difficulties with the operation of the flotation circuit, which lowered recoveries and led to increased costs during the third quarter of 2007, are believed to be largely resolved. GSR expects to reach design recovery rates by the end of 2007. The new plant and the existing carbon-in-leach processing facility (which will continue to treat oxide and other non-refractory oxide ores) are expected to be capable of processing a combined 5.0 million tonnes of ore annually. The Government of Ghana has a 10% carried interest in Bogoso/Pretea.

Wassa

GSR owns 90% of and operates the Wassa open-pit mine and carbon-in-leach processing plant, located some 35 kilometers east of Bogoso/Pretea. The design capacity of the carbon-in-leach processing plant at Wassa is nominally between 3.5 million and 4.0 million tonnes per annum, depending on the ratio of hard and soft ore. The company holds the Wassa property under a mining lease expiring in 2022. The Government of Ghana has a 10% carried interest in Wassa.

Pretea Underground

Edgar Filing: GOLDEN STAR RESOURCES LTD - Form 424B5

GSR owns 81% of the Prestea Underground, a currently inactive underground gold mine and associated support facilities located on the Prestea property. It holds the Prestea Underground property under a mining lease expiring in 2031. The company has spent approximately \$5.0 million in the last two years on exploration and technical studies to determine if the underground mine can be reactivated on a profitable basis and these studies continue. GSR is currently reconditioning certain shafts to allow better access to the underground workings. The Government of Ghana has a 19% carried interest in the Prestea Underground.

HBB Properties

GSR owns the HBB gold exploration properties in southwest Ghana at the southeastern end of the Ashanti gold belt. The HBB Properties are comprised of the Hwini-Butre and Benso concessions located approximately 70 and 40 kilometers south of Wassa, respectively. The Government of Ghana will become entitled to a 10% carried interest in the HBB Properties once mining leases are granted. GSR spent approximately US\$4.5 million in exploration activities on the HBB Properties in 2006 and expects to spend an additional US\$17.3 million on further exploration and development activities in 2007. In April 2007, a feasibility study for the development and mining of

Table of Contents

Golden Star Share Offer Full Prospectus

the HBB Properties for processing at Wassa was completed and development activities are currently being initiated. GSR expects to begin mining at the HBB Properties in the third quarter of 2008, with the ore being transported to Wassa for processing.

GSR also holds interests in several gold exploration projects in Ghana and elsewhere in West Africa including Sierra Leone, Burkina Faso, Niger and Côte d'Ivoire. GSR also holds and manages exploration properties in Suriname and French Guiana in South America. Golden Star holds indirect interests in gold exploration properties in Peru and Chile through an 8.1% shareholding investment in Minera IRL Limited, a South American focused gold exploration company. In November 2005, GSR entered into a joint venture with a subsidiary of Newmont Mining Corporation pursuant to which Newmont may earn up to a 51% participating interest in the Saramacca property in Suriname by spending US\$6 million by the fifth anniversary of the agreement.

3. Business Strategy

Since 1999, GSR's business and development strategy has been focused primarily on the acquisition of producing and development-stage gold properties in Ghana and on the exploration, development and operation of these properties. Since 1999, the company's exploration efforts have been focused on Ghana, other West African countries and South America.

GSR's overall objective since 1999 has been to grow the business to become a mid-tier gold producer. GSR continues to evaluate potential acquisition and merger opportunities that could further increase its annual gold production, however the company presently has no agreement or understanding with respect to any specific potential transaction. The Company also conducted gold exploration in West Africa and South America investing approximately \$15.3 million in total on such activities during 2006, and US\$9.0 million during the first nine months of 2007. The majority of the 2006 exploration spending was focused on the new HBB Properties south of Wassa, on expanding mineral reserves around existing mines and on the Prestea Underground. GSR actively conducted regional reconnaissance projects in south Ghana and Côte d'Ivoire and drilled more advanced targets in Ghana, Niger and Burkina Faso.

4. Authorised Business

There are no restrictions on the business GSR may carry on.

5. Shareholders' Equity

Authorised Number of Common Shares	Unlimited
Number of Common Shares Issued and Fully Paid for as at September 30, 2007	233,222,324
Stated Capital as at September 30, 2007	US\$ 608,711,000
Shareholders' Equity as at September 30, 2007	US\$ 532,054,000
Total Liabilities and Shareholders' Equity as at September 30, 2007	US\$ 745,309,000

6. The Offer

The Offer consists of up to 3,170,000 GSR Common Shares at GH¢3.00 subject to a GH¢4.76 million (US\$5.0 million) minimum subscription amount. The Offer is being made to individuals and institutions in Ghana and to residents, individuals and institutions in foreign jurisdictions whose laws allow them to invest under the terms of the Offer. The GSR Common Shares will not be offered in any province or territory of Canada.

7. Purpose of the Public Offer and Use of Proceeds

GSR plans to use the proceeds from the Offer for the development of the HBB Properties and to pay for the costs of undertaking the public offer in Ghana, listing all of GSR's already issued shares trading on the AMEX and the TSX on the GSE and listing the shares to be issued under this Offer on the GSE, AMEX and TSX.

The HBB Properties are comprised of the Hwini-Butre concessions located approximately 30 kilometers south of Benso and the Benso concession located 40 kilometers south of Wassa. In April 2007, GSR completed a feasibility study for the development and mining of the HBB Properties for processing at Wassa and development activities are currently being initiated.

Table of Contents

Golden Star Share Offer Full Prospectus

8. Details of the Offer

Common Shares on Offer	3,170,000
Offer Price per Common Share (GH¢)	3.00
Expected Net Proceeds (GH¢ ml)	9.22
Common Shares Outstanding Before Offer	233,545,281 ²
Common Shares Outstanding After Offer	236,715,281
Opening Date of the Offer	December 5, 2007
Closing Date of the Offer	December 21, 2007

¹ Assuming all shares offered are sold, after deducting the 2% success fee to be paid to Strategic African Securities Limited and the 1% commission to be paid to the receiving agents and before deducting other expenses of this Offering, estimated to be GH¢582,076 which will be paid from the proceeds of the sale of Common Shares.

² Common Shares outstanding at November 16, 2007. Amount excludes (i) 3,224,520 Common Shares issuable upon exercise of currently outstanding warrants at an exercise price of Cdn\$4.17 per share; (ii) 6,085,498 Common Shares issuable upon exercise of currently outstanding options at exercise prices ranging from Cdn\$0.29 to Cdn\$9.07 per share; (iii) 25,000,000 Common Shares issuable upon conversion of GSR's convertible senior unsecured debentures at a conversion price of US\$5.00 per share; and (iv) an additional 4,582,796 Common Shares available for issuance under GSR's stock option plans.

9. Units of Sale

The minimum units of sale are 20 Common Shares and in multiples of 10 shares thereafter.

10. Minimum Subscription

GSR has set a minimum subscription of GH¢4.76 million (US\$5.0 million) which should be realised from the sale of newly issued GSR Common Shares. In the event that this is not achieved, all application monies will be returned without interest within eight (8) days after December 21, 2007. If GSR does not comply with this condition, the unpaid amounts will attract interest at an annual interest rate of 5% from the date on which payment should have been made until the date on which payment is made in accordance with Section 284 (4) of the Companies Code. Application monies shall be deemed to have been returned from the date of publication of notices to subscribers that their monies are available for collection. These monies will be paid out of the escrow account set up to receive proceeds from this Offer. In the event that only the minimum subscription is achieved, applicants will receive full allotment of the shares they applied for.

11. Approvals*i. Securities and Exchange Commission of Ghana Approval*

This document has been examined and approved by the Ghana Securities and Exchange Commission in accordance with section (9) of the PNDCL 333, as amended and Regulation 51(1) and Schedule 5 of the Securities and Exchange Commission Regulations 2003 (L.I.1728). The Securities and Exchange Commission's Approval was obtained on November 27, 2007. In its review, the SEC examined the contents of this document to ensure that adequate disclosures have been made.

ii. Ghana Stock Exchange Approval

Edgar Filing: GOLDEN STAR RESOURCES LTD - Form 424B5

Application has been made to the GSE for Golden Star's outstanding Common Shares and up to 3,170,000 new Common Shares to be issued pursuant to the Offer to be admitted to the GSE's First Official List. GSR had 233,545,281 Common Shares outstanding as of November 16, 2007. The Offer and this document have been examined and approved by the GSE. The approval was obtained on October 26, 2007.

iii. Bank of Ghana Approval

Application has been made to the Bank of Ghana for GSR to undertake the Offering in Ghana in line with the Foreign Exchange Act, 2006 (Act 723). The Bank of Ghana's approval was obtained on October 24, 2007.

iv. Toronto Stock Exchange Approval

Application has been made to the TSX to approve the listing of the Common Shares to be issued pursuant to the Offering in Ghana. The listing of these additional Common Shares on the TSX is subject to GSR fulfilling the listing requirements of the TSX.

v. American Stock Exchange Approval

Application has been made to the AMEX to approve the listing of the Common Shares to be issued pursuant to the Offering in Ghana. The listing of these additional Common Shares on the AMEX is subject to GSR fulfilling the listing requirements of the AMEX.

Table of Contents

Golden Star Share Offer Full Prospectus

12. Ticker Symbols

Upon a successful Offer, 236,715,281 Common Shares of GSR (based on the number of shares outstanding as of November 16, 2007) will be listed on the GSE under the ticker symbol of GSR. GSR trades under the ticker symbols of GSS and GSC on the AMEX and TSX respectively.

In June 2002, GSR's Common Shares were listed on the Berlin Stock Exchange and Frankfurt Stock Exchange under the symbol GS5. Neither listing is sponsored or authorised by GSR.

13. Underwriting of Shares

None of the shares on Offer will be underwritten.

15. Completing the Application Form

Applications must be made on the accompanying Application Form and must be for a minimum of 20 shares and thereafter in multiples of 10. The completed Application Form together with the full amount payable on application must be lodged during normal business hours, while the Offer is open, at the offices of the Lead Manager or of any of the receiving agents indicated. No application will be accepted for consideration by the directors or treated as binding until the closing of the Offer on December 21, 2007.

16. Payment

For applicants resident in Ghana, payment may be made by cash, cheque, postal and money order, which should be presented together with the Application Form to Strategic African Securities Ltd or any of the named receiving agents. All cheques, postal or money orders should be crossed **Golden Star Share Offer** and endorsed **Commission To Drawer's Account**. This endorsement must be signed by the drawer. Bank commissions and transfer charges on application monies must be paid by the applicant. Applications, in respect of which cheques are returned unpaid, for any reason whatsoever, or for which funds do not clear for the full amount payable on the application by 17.00 hours GMT on December 21, 2007 may be treated as invalid.

Qualifying applicants not resident in Ghana must purchase shares under this Offer in foreign currency and for this purpose, GSR allows payment for shares in the United States Dollars (US\$), Great British Pounds (GB£) or Euros (€). The price of a GSR Common Share under this Offer is **US\$3.14** for payment in United States Dollars, **GB£1.38** for payment in Great British Pounds and **2.16** for payment in Euros. The equivalent prices in foreign currency are derived by the conversion of the Ghana cedi Offer Price into those currencies using the Ghana Association of Bankers' average inter-bank exchange rates between the Ghana cedi and those foreign currencies as at November 14, 2007.

Funds should be remitted for the benefit of **Golden Star Share Offer** by bank transfer to the Barclays Bank of Ghana as follows:

Currency	Account No.	Bank Name and Address	Swift ID	BIC Code
In US\$	064-1102989	Barclays Bank of Ghana	BARCUS33	BARCGHAC
In GB£	064-1104787	Barclays House, High Street	BARCGB22	BARCGHAC
In	064-1101214	PO Box GP 2949, Accra, Ghana	BARCGB22	BARCGHAC

Any application from a person not resident in Ghana, which is not received in a form which will realise cleared funds for the full amount payable on the application by 17.00 hours GMT on December 21, 2007 may be treated as invalid. Bank commissions and transfer charges on application monies must be paid by the applicant. Applications, in respect of which cheques are returned unpaid, for any reason whatsoever, will be rejected. The GSR Common Shares offered pursuant to this Prospectus will not be offered or sold in any province or territory in Canada.

17. Lodgement of Duly Completed Application Forms

Qualifying applicants resident in Ghana must deliver or lodge their duly completed Application Forms at the offices of Strategic African Securities Limited or any of the named receiving agents on page xii of this Prospectus.

Qualifying applicants not resident in Ghana must deliver or lodge their duly completed Application Forms with Strategic African Securities Limited, whose contact details are provided on page xi of this document.

Applicants who choose to mail their Application Forms to the receiving agents are advised to use registered mail services. However, all documents mailed to the receiving agents by applicants will be at the applicant's own risk, and GSR may treat applications not received by 17.00 hours GMT on December 21, 2007 as not valid. The receiving agent will acknowledge receipt of Application Forms and funds from applicants.

Table of Contents

Golden Star Share Offer Full Prospectus

18. Escrow Account

Application monies collected will be deposited into Escrow Account number 3001193045011 at Ecobank Ghana Limited, Osu Branch. A copy of the Escrow Account Agreement has been lodged with the Securities & Exchange Commission.

19. Distribution and Allotment

The Directors of GSR reserve the right to accept or reject any Application in whole or in part for reasons given under Part 9.

Should the total number of shares applied for exceed the number of shares on offer, GSR will not issue additional shares to satisfy the excess demand. In the event of an oversubscription, an allotment strategy will be determined by the directors of GSR, in consultation with the sponsoring broker, with the aim of achieving an adequate spread of the shares. Applications from GSR employees, individuals from the communities GSR operates in and retail investors will be given preferential allotment in the determination of such allotment strategy.

20. Oversubscription Policy

Applications which are received after the Offer has closed may not be considered. If the total number of shares applied for exceeds the number of shares on Offer, GSR will not issue additional shares to satisfy the extra demand.

21. Return of Excess Application Monies

If any Application is not accepted or is accepted for a smaller number of shares than applied for, the balance of the amount paid on Application will be returned to receiving agents not later than January 9, 2008 for onwards distribution to applicants. GSR will announce such refunds through a national daily newspaper with wide circulation within 72 hours of the making of such refunds.

If refunds of excess application monies are not concluded by January 9, 2008, then GSR will pay to investors, interest on the unpaid amounts at the prevailing Bank of Ghana prime rate from January 10, 2008.

22. Dispatch of Certificates

GSR has made arrangements for the registration of all the Common Shares offered hereunder in the name of persons entitled thereto. A share certificate in respect of the number of shares for which the Application is accepted will be sent by mail not later than January 8, 2008.

23. Cost of the Offering

Total expenses for the floatation and listings, including brokerage and success fees, are expected to be approximately GH¢867,376 or 9.12% of the proceeds.

24. Where to Obtain Copies of Prospectus

The application for the shares being offered will open at 08.00 hours GMT on December 5, 2007 and close at 17.00 hours GMT on December 21, 2007.

Edgar Filing: GOLDEN STAR RESOURCES LTD - Form 424B5

Copies of the Prospectus together with Application Forms may be obtained from the offices of the Lead Manager- Strategic African Securities Limited and any of the named receiving agents.

25. Terms of the Offer

The shares hereby offered are subject to the terms of this Share Offer, the Application Form and the governing corporate documents of GSR. The said shares shall be Common Shares and will rank equally in all respects with all other issued Common Shares of GSR including voting rights and all other rights attached thereto. The purchase of shares offered herein and subsequent transfers thereof shall only be made subject to applicable laws.

Table of Contents

Golden Star Share Offer Full Prospectus

26. Risk Factors

An investment in the securities of a company entails certain risks. In considering a purchase of GSR's Common Shares being offered, prospective investors should take careful note of risks involved before purchasing any of the Common Shares including risk that they may not be able to sell their shares at the desired price and at the desired time. The material risks associated with GSR and this investment are spelled out under Part 6 of this Prospectus and under Statements Regarding Forward-Looking Information .

27. Dividend Policy

Holders of Common Shares may receive dividends on the Common Shares when, as and if declared by the Board, subject to the preferential dividend rights of any other classes or series of Golden Star shares. In no event may a dividend be declared or paid on the Common Shares if payment of the dividend would cause the realizable value of Golden Star's assets to be less than the aggregate of its liabilities. GSR has not declared or paid cash dividends on its Common Shares since its inception and expects for the foreseeable future to retain all of its earnings from operations for use in expanding and developing the business. Future dividend decisions will consider then current business results, cash requirements and the company's financial condition.

28. Summary Historical Financial Data

We present summary historical financial data from 2002 to 2006. GSR's auditors during the period were PricewaterhouseCoopers LLP of Vancouver, Canada, who provided unqualified opinions on GSR's financial statements during the period.

Statements of Operations (US\$ '000)

as at 31 December	2002	2003	2004	2005	2006
Gold Sales	38,091	63,512	60,690	89,663	122,586
Total Revenues	38,802	64,370	65,029	95,465	128,690
Total Mine Operating Costs	29,206	37,696	47,836	96,344	115,025
Total Prod.& Operating Expenses	33,577	43,865	61,432	106,174	127,360
Operating Income/(Loss)	5,225	20,514	3,597	(10,709)	1,330
Income/(loss) before Min. Interest	5,694	24,533	2,377	(26,184)	71,521
Net Income/(Loss)	4,856	21,956	2,642	(13,531)	64,689

Balance Sheets (US\$ '000)

as at 31 December	2002	2003	2004	2005	2006
Total Current Assets	32,843	104,935	78,846	132,789	90,534
Total Assets	74,135	222,391	252,160	564,603	663,774
Total Current Liabilities	10,880	8,151	17,480	40,815	69,151
Total Liabilities	19,853	16,553	27,847	165,734	194,250
Total Shareholders' Equity	49,384	198,362	217,960	392,240	462,100
Total Liab. & Shareholders' Equity	74,135	222,391	252,160	564,603	663,774

29. Significant Issues*Convertible Senior Unsecured Debenture Issue*

On November 8, 2007, GSR completed the sale of US\$125 million convertible senior unsecured debentures due November 30, 2012 (the Debentures). The Debentures were sold to qualified institutional buyers in the United States and on a private placement basis in Canada to

Edgar Filing: GOLDEN STAR RESOURCES LTD - Form 424B5

accredited investors. The Debentures were offered and sold at their stated principal amounts (US\$1,000 per Debenture) and bear interest a rate of 4.0% per annum, payable semi-annually in arrears on May 31 and November 30 of each year, beginning May 31, 2008 and continuing until maturity. Each Debenture is, subject to certain limitations, convertible into GSR Common Shares at a conversion rate of 200.0 shares per US\$1,000 principal amount of debentures or approximately 31% above the closing price of GSR's Common Shares on the AMEX on October 23, 2007, the date on which the offering was announced, subject to adjustment in certain circumstances. The Debentures are not redeemable at the option of GSR. The net proceeds of the offering were US\$121,250,000. GSR has used US\$61.76 million of the net proceeds of the offering to repay its existing US\$50 million aggregate principal amount of 6.85% senior notes due April 15, 2009 and intends to use the balance for property development and for general corporate purposes.

Resignation of CEO

On August 1, 2007, Peter Bradford, President and CEO of GSR notified GSR of his intent to resign as a director and an officer of the company effective on December 31, 2007 or at such other date as the parties agree following the appointment of a successor. A search for a new CEO is underway.

Table of Contents

Golden Star Share Offer Full Prospectus

Power Update

The construction of a power station by the consortium of Golden Star, Newmont Mining Corporation, Gold Fields Limited and AngloGold Ashanti Limited is nearing completion and commissioning has commenced. This power station is expected to generate approximately 80 megawatts of power on a continuous basis of which 25% will belong to Golden Star.

Separately, Golden Star has entered into a take-or-pay agreement to purchase a minimum of 10 megawatts of power from a power provider who will construct, operate and maintain a 20 megawatt power station at the Bogoso/Prestea mine site. Golden Star will have access to the full 20 megawatts if required. It is expected that construction will begin on this power station immediately, with completion scheduled in the first quarter of 2008.

Goulagou/Rounga

In mid-October 2007, GSR entered into an option agreement with Riverstone Resources Inc. (Riverstone) whereby Riverstone has the right to acquire GSR's 90% interest in the Goulagou and Rounga properties in Burkina Faso. To exercise the option, Riverstone is required to spend Cdn\$4 million on exploration programs on the Goulagou and Rounga properties over the next four years, and may then purchase GSR's interest for \$18.6 million in cash or Riverstone common shares or a combination of cash and Riverstone common shares. In addition, GSR will receive up to two million shares of Riverstone over the term of the option and will receive two million common share purchase warrants of Riverstone exercisable for Riverstone common shares at exercise prices which range between Cdn\$0.30 to Cdn\$0.45. Golden Star will also retain a production-related net smelter return royalty of up to 2%. The Goulagou and Rounga properties were acquired through GSR's December 2005 merger with St. Jude Resources Limited. A local Burkina Faso partner owns a 10% participating interest. Upon the granting of a mining permit, the Government of Burkina Faso will receive a statutory 10% carried interest.

EURO Rights Offering

In September 2007, agreement was reached with EURO which committed Golden Star to participate in EURO's rights offering scheduled in November 2007. Under this agreement, GSR agreed to subscribe for and purchase up to an aggregate of \$5,000,000 in EURO common shares in the rights offering, to the extent that such shares are not otherwise purchased by EURO's shareholders. In addition, Golden Star agreed to exercise all rights to purchase EURO shares attaching to the shares of EURO presently owned by it, which would require payment of approximately \$0.2 million.

The rights offering circular for EURO's rights offering states that the use of proceeds will include: 1.) settlement of outstanding indebtedness to Golden Star Resources and 2.) settlement of contingent payment obligations to Golden Star. Golden Star expects these transactions to close in 2008.

Equity Offering

On March 1, 2007, GSR sold 21 million Common Shares at a price of \$3.60 per share resulting in \$75.6 million in gross proceeds in North America. Net proceeds were \$72.2 million after deducting underwriting commissions but before deducting offering expenses. On March 9, 2007 the underwriters for the offer exercised an option to purchase an additional 3.15 million Common Shares for additional gross proceeds of \$11.3 million. After deducting the underwriter's commission, net proceeds from the additional shares were \$10.8 million. GSR is using the proceeds to purchase an interest in an electric power station in Ghana, for completion and start-up of the Bogoso sulfide expansion project, development of the HBB Properties, and for general corporate and working capital purposes.

30. Offer Timetable

The Offer timetable is set out below:

Edgar Filing: GOLDEN STAR RESOURCES LTD - Form 424B5

Activity	Date	Time
Commencement of Offer	05-Dec- 2007	8:00 hours
End of Offer	21-Dec-2007	17:00 hours
Deadline for Acceptance of Application Forms	21-Dec-2007	17:00 hours
Allotment Begins	27-Dec-2007	8:00 hours
Allotment Ends, Issue of Share Certificates Commences	03-Jan-2008	17:00 hours
Results of the Offer Submitted to SEC	08-Jan-2008	9:00 hours
Final Dispatch of Share Certificates	08-Jan-2008	17:00 hours
Commencement of Trading in the Shares by	14-Jan-2008	9:00 hours

Table of Contents

Golden Star Share Offer Full Prospectus

PART 2 DESCRIPTION OF THE OFFER**A. Legal Basis and Reasons for the Offer**

GSR has operated in Ghana since 1999. During this period, the company has listed its Common Shares on the Toronto Stock Exchange (TSX) and on the American Stock Exchange (AMEX). GSR's significant mining assets are in Ghana and the majority of its 1,600 employees are Ghanaian. The GSR Board, in view of the Company's long-term interest in Ghana, has decided to list the company's shares on the Ghana Stock Exchange. This step demonstrates GSR's long-term commitment to Ghana, the Ghanaian economy and capital market.

As part of the listing, GSR's Board have by a resolution dated August 1, 2007 approved the issue and sale of up to GH¢9.51 million (US\$10.0 million) worth of new Common Shares of GSR under a public offer in Ghana. It is expected that the Offer would give GSR's employees, the communities GSR operates in, and the larger Ghanaian public the unique opportunity to buy into this company and contribute to the development of the company.

The listing of the GSR Common Shares already in issue and listed on AMEX and TSX, plus any shares to be issued following a successful Ghana Offer, is expected to afford Ghanaian investors, including GSR Ghanaian employees, a meaningful market for the trading of their GSR shares. The listing of GSR on the GSE would be a major step in further deepening Ghana's capital market, as GSR is expected to have the third largest market capitalisation post-listing, representing at least 6% of the entire GSE market capitalisation.

The Offer is expected to raise up to GH¢9.51 million (US\$10.0 million) through the issue of up to 3,170,000 Common Shares at an Offer Price of GH¢3.00 per share. GSR plans to use the proceeds from the Offer for the development of the HBB Properties and to defray the costs of undertaking the Offer and listings, as shown below:

Use	Amount, GH¢
Development of HBB Properties	8,642,624
Costs of Offer and Listings*	867,376
Total	9,510,000

* Includes success fee and receiving agent commissions

GSR expects to invest a total of US\$112 million in capital projects during 2007 including exploration, construction, mine development and mining equipment, of which US\$99.6 million was spent in the first nine months of 2007. The US\$112 million total includes approximately US\$15 million for 2007 development activities at the HBB Properties.

The HBB Properties are comprised of the Hwini-Butre concessions located approximately 30 kilometers south of Benso Subriso and the Benso concession located 40 kilometers south of Wassa. In April 2007, GSR completed a feasibility study for the development and mining of the HBB Properties for processing at Wassa and development activities are currently being initiated.

B. Key Terms of the Offer**1. Number of Shares**

The Offer is an offer for subscription of up to 3,170,000 million previously unissued Common Shares of GSR at GH¢3.00 per share. The shares to be issued under this Offer will rank pari-passu with the Common Shares of GSR already in issue and listed on the AMEX and TSX.

Table of Contents

Golden Star Share Offer Full Prospectus

2. Pricing of the Shares

The Offer is priced at GH¢3.00 per share. The price of the Common Shares was determined based on the 20-day weighted volume average price of GSR's Common Shares on AMEX as of November 14, 2007.

If all the shares on Offer are fully subscribed at stated price, GSR would raise a total of approximately GH¢9.51 million (US\$10.0 million).

3. Minimum Amount to Raise Under Offer

The minimum amount to be raised for the Offer to be declared successful is GH¢4.76 million (US\$5.0 million). In the event that this is not achieved, all application monies will be returned without interest within eight (8) days after the Offer period ends on December 21, 2007. If GSR does not comply with this condition, then the unpaid amounts will attract interest at an annual interest rate of 5% from the date on which payment should have been made until the date on which payment is made in accordance with Section 284 (4) of the Companies Code. Application monies shall be deemed to have been returned from the date of publication of notices to subscribers that their monies are available for collection. These monies will be paid out of the escrow account set up to receive the proceeds from this Offer. In the event that only the minimum subscription is achieved, applicants will receive full allotment of shares they applied for.

4. Oversubscription

Should GSR receive applications for more than 3,170,000 Common Shares, GSR would not issue additional shares to satisfy the extra demand.

Any amounts received for the purchase of Common Shares in excess of 3,170,000 Common Shares will be refunded to applicants in line with the refund policy stated below under Return of Excess Application Monies.

C. Additional Terms of the Offer

The Offer consists of up to 3,170,000 GSR Common Shares and is being made to individuals and institutions in Ghana and to residents, individuals and institutions in a limited number of foreign jurisdictions whose laws allow them to invest under the terms of the Offer.

The shares hereby offered are subject to the terms of this Share Offer, the Application Form and the Regulations of GSR. The said shares shall be Common Shares and will rank equally in all respects with all the other issued Common Shares of the Company listed on AMEX and TSX. Purchase of shares offered herein and subsequent transfers thereof shall only be made subject to applicable laws.

1. Application Amount

Each Application must be for a minimum of 20 shares (that is GH¢60.00 worth), and in multiples of 10 shares (GH¢30.00) thereafter. The latest time for receipt of application forms is 17:00 hrs GMT on December 21, 2007.

If your Application is successful in whole or in part, a share certificate in respect of the shares for which your application has been accepted will be sent to you. If demand for the shares under this Offer is greater than the shares on Offer, you may receive fewer shares than you might have expected to receive on the basis of the maximum amount you had expressed a willingness to invest in the Share Offer.

Table of Contents

Golden Star Share Offer Full Prospectus

2. Full Payment on Application

Payment should be made in full on application.

For applicants resident in Ghana, payment may be made by cash, cheque, postal and money order, which should be presented together with the Application Form to Strategic African Securities Ltd or any of the named receiving agents. All cheques, postal or money orders should be crossed **Golden Star Share Offer** and endorsed **Commission To Drawer s Account**. This endorsement must be signed by the drawer.

Qualifying applicants not resident in Ghana must purchase shares under this Offer in foreign currency and for this purpose, GSR allows payment for shares in the United States Dollars (US\$), Great British Pounds (GB£) or Euros (€). The price of a GSR Common Share under this Offer is **US\$3.14** for payment in United States Dollars, **GB£1.38** for payment in Great British Pounds and **2.16** for payment in Euros. The equivalent prices in foreign currency are derived by the conversion of the Ghana cedi Offer Price into those currencies using the Ghana Association of Bankers' average inter-bank exchange rate between the Ghana cedi and those foreign currencies as at November 14, 2007.

Funds should be remitted for the benefit of **Golden Star Share Offer** by bank transfer to the Barclays Bank of Ghana as follows:

Currency	Account No.	Bank Name and Address	Swift ID	BIC Code
In US\$	064-1102989	Barclays Bank of Ghana	BARCUS33	BARCGHAC
In GB£	064-1104787	Barclays House, High Street	BARCGB22	BARCGHAC
In	064-1101214	PO Box GP 2949, Accra, Ghana	BARCGB22	BARCGHAC

Any Application not received in a form which will realise cleared funds for the full amount payable on the application by 17.00 hours GMT on December 21, 2007 may be treated as not valid. Bank commissions and transfer charges on application monies must be paid by each applicant. Applications, in respect of which cheques are returned unpaid, for any reason whatsoever, will be rejected. The GSR Common Shares offered pursuant to this Prospectus will not be offered or sold in any province or territory in Canada.

The right is reserved to present for payment all cheques, banker's drafts and money/postal orders on receipt. It is a condition of the Offer that all cheques or other remittances must be honoured on first presentation. No interest will be paid to applicants on any monies held on behalf of applicants or on behalf of the Company.

3. Lodgement of Duly Completed Application Form

Qualifying applicants resident in Ghana must deliver or lodge their duly completed Application Forms at the offices of Strategic African Securities Ltd or any of the named receiving agents on page xii of this document.

Qualifying applicants not resident in Ghana must deliver or lodge their duly completed Application Forms with Strategic African Securities Ltd, whose contact details are provided on page xi of this document.

Applicants who choose to mail their Application Forms to any of the receiving agents are advised to use registered mail services. However, all documents mailed to the receiving agents by applicants will be at the applicant's own risk, and GSR may treat applications not received by 17.00 hours GMT on December 21, 2007 as not valid. The receiving agent will acknowledge receipt of Application Forms and funds from applicants.

4. Escrow Account

All application monies collected will be deposited into Escrow Account number 3001193045011 with the Osu Branch of Ecobank Ghana Limited. A copy of the Escrow Account Agreement has been lodged with the Securities and Exchange Commission of Ghana.

Table of Contents

Golden Star Share Offer Full Prospectus

5. Allotment and Dispatch of Certificates

The Directors of GSR reserve the right to accept or reject any Application in whole or in part for reasons given under Part 9. Applications which are received after the Offer has closed may not be considered.

Should the total number of shares applied for exceed the number of shares on Offer, GSR will not issue additional shares to satisfy the excess demand. In the event of an oversubscription, an allotment strategy will be determined by the directors of GSR, in consultation with the sponsoring broker, with the aim of achieving an adequate spread of the shares. Applications from GSR employees, individuals from the communities GSR operates in and retail investors will be given preferential allotment in the determination of such allotment strategy.

Arrangements have been made for the registration by the Company of all the Common Shares being offered in the name of persons entitled thereto. A share certificate in respect of the number of shares for which the Application is accepted will be sent by mail not later than January 8, 2008.

6. Return of Excess Application Money

If any Application is not accepted or is accepted for a smaller number of shares than applied for, GSR will return the balance of the amount paid on Application to receiving agents not later than January 9, 2008 for onwards distribution to applicants. GSR will announce such refunds through a national daily newspaper with wide circulation within 72 hours of the making of such refunds.

If refunds of excess application monies are not returned to receiving agents by January 9, 2008, then GSR will pay to investors, interest on the unpaid amounts at the ruling Bank of Ghana prime rate from January 10, 2008 to the date on which the refund is made.

7. Description of the Securities on Offer

GSR's authorised capital consists of an unlimited number of Common Shares and an unlimited number of first preferred shares issuable in series. The following is a summary and may not describe every aspect of the Common Shares that may be important. GSR's constituting documents and by-laws define the rights of holders of Common Shares and of holders of preferred shares. As at November 16, 2007, 233,545,281 Common Shares were issued and outstanding and no preferred shares were outstanding.

Common Shares

i. Voting and Other Rights

Holders of Common Shares are entitled to one vote per share, and in general, all matters will be determined by a majority of votes cast other than fundamental changes to Golden Star.

ii. Dividend Rights

Holders of Common Shares may receive dividends on the Common Shares when, as and if declared by the Board, subject to the preferential dividend rights of any other classes or series of Golden Star shares. In no event may a dividend be declared or paid on the Common Shares if payment of the dividend would cause the realizable value of Golden Star's assets to be less than the aggregate of its liabilities and the amount required to redeem all of the shares having redemption or retraction rights which are then outstanding.

iii. Liquidation

Edgar Filing: GOLDEN STAR RESOURCES LTD - Form 424B5

In the event of any liquidation, dissolution or winding up of Golden Star, holders of Common Shares have the right to a ratable portion of the assets remaining after payment of liabilities and liquidation preferences of any other class or series of shares of Golden Star.

iv. Redemption

Common shares are not redeemable or convertible.

Table of Contents

Golden Star Share Offer Full Prospectus

v. Rights Agreement

Rights to purchase Common Shares have been issued to holders of Common Shares under a rights agreement between GSR and CIBC Mellon Trust Company. One right is attached to each common share. If the rights become exercisable following the occurrence of certain specified events, each right will entitle the holder, within certain limitations, to purchase one common share at an exercise price equal to three times the market price of the common share, as determined under the terms of the agreement. In certain events (including when a person or group becomes the beneficial owner of 20% or more of any class of GSR's voting shares without complying with the permitted bid provisions of the rights agreement or without the approval of GSR's board of directors), exercise of the rights would entitle the holders of the rights (other than the acquiring person or group) to acquire that number of Common Shares having an aggregate market price on the date of the event equal to twice the exercise price of the rights for an amount in cash equal to the exercise price. Accordingly, exercise of the rights may cause substantial dilution to a person who attempts to acquire Golden Star. The rights, which expire at the close of business on the date of GSR's 2010 annual shareholders' meeting (unless extended as provided in the rights agreement), may be redeemed at a price of Cdn.\$0.00001 per right at any time until a person or group has acquired 20% of Common Shares, except as otherwise provided in the rights agreement. The rights agreement may have certain anti-takeover effects.

A copy of this Rights Agreement is available for inspection.

8. Underwriting

None of the shares on Offer will be underwritten.

9. Transaction Expenses

The expenses for the floatation and listing of GSR Common Shares in Ghana, and the listing of the GSR Common Shares to be issued pursuant to this Offer in Canada and the United States, including the success fee and receiving agent commissions, are estimated to be approximately GH¢868,376 or 9.12% of the amount to be raised. Below are the summarised details of the floatation expenses:

Item	Amount GH¢	% of Amt to be Raised
Direct Advisory Cost (Local and International)		
(legal & financial due diligence, valuations, reviews, certifications, prospectus, media strategy, floatation management etc.)	244,400	2.57
Regulatory Fees	160,956	1.69
Other Costs		
(Media publicity, marketing, printing, logistics etc)	176,720	1.86
Commission to Receiving Agents and Success Fee	285,300	3.00
Total Estimated Cost	867,376	9.12

10. Brokerage Fees

GSR will pay 1% brokerage fees to the receiving agents on all accepted applications.

Table of Contents

Golden Star Share Offer Full Prospectus

D. Offer Statistics and Timetable**1. Details of the Offer**

Key details of the Offer are:

Common Shares on Offer	3,170,000
Offer Price per Common Share (GH¢)	3.00
Expected Net Proceeds (GH¢ ml)	9.22
Common Shares Outstanding Before Offer	233,545,281 ²
Common Shares Outstanding After Offer	236,715,281
Opening Date of the Offer	December 5, 2007
Closing Date of the Offer	December 21, 2007

¹ Assuming all shares offered are sold, after deducting the 2% success fee to be paid to Strategic African Securities and a 1% commission to be paid to the receiving agents and before deducting other expenses of this Offering, estimated to be GH¢582,076 which will be paid from the proceeds of the sale of Common Shares.

² Common Shares outstanding at November 16, 2007. Amount excludes (i) 3,224,520 Common Shares issuable upon exercise of currently outstanding warrants at an exercise price of Cdn\$4.17 per share; (ii) 6,085,498 Common Shares issuable upon exercise of currently outstanding options at exercise prices ranging from Cdn\$0.29 to Cdn\$9.07 per share; (iii) 25,000,000 Common Shares issuable upon conversion of GSR's convertible senior unsecured debentures at a conversion price of US\$5.0 per share; and (iv) an additional 4,582,796 Common Shares available for issuance under GSR's stock option plans.

2. Offer Timetable

Activity	Date	Time
Commencement of Offer	05-Dec-2007	8:00 hours
End of Offer	21-Dec-2007	17:00 hours
Deadline for Acceptance of Application Forms	21-Dec-2007	17:00 hours
Allotment Begins	27-Dec-2007	8:00 hours
Allotment Ends, Issue of Share Certificates Commences	03-Jan-2008	17:00 hours
Results of the Offer Submitted to SEC	08-Jan-2008	9:00 hours
Final Dispatch of Share Certificates	08-Jan-2008	17:00 hours
Commencement of Trading in the Shares by	14-Jan-2008	9:00 hours

All dates provided are subject to change by the Lead Manager of the Offer in consultation with the Directors of GSR (subject to obtaining the necessary regulatory approvals). All times provided are in Greenwich Mean Time, the time zone of the Republic of Ghana. Any amendment will be published in a Ghanaian national daily newspaper not later than 72 hours of receipt of regulatory approvals.

3. Where to Obtain Copies of Document

The application for the shares being offered will open at 08.00 hours GMT on December 5, 2007 and close at 17.00 hours GMT on December 21, 2007.

Edgar Filing: GOLDEN STAR RESOURCES LTD - Form 424B5

Copies of the Prospectus together with Application Forms may be obtained from the offices of the Lead Manager or any of the named receiving brokers and banks.

Table of Contents

Golden Star Share Offer Full Prospectus

E. Plan of Distribution

i. SAS will act as sponsoring broker and the Prospectus and Application Forms will be distributed by the named receiving agents. Golden Star entered into an agreement with SAS, dated August 10, 2007, whereby SAS will act as its Ghanaian financial advisor and the sponsoring broker for the Offer. SAS has agreed, among other things, to assist in the determination of the Offer Price, to obtain regulatory approvals and waivers for the Offering and the listing of GSR on the GSE and to appoint receiving agents to assist in the processing of applications. GSR has agreed to pay SAS an advisory fee of US\$45,000 and a success fee in the amount of 2% of the amount raised in the Offer.

In addition, in order to encourage the participation of GSR employees in the Offering, GSR will seek to make third party financing available to GSR employees to fund their purchase of Common Shares in the Offering. Employees would be allowed to repay the loans through payroll deductions, with the involvement of GSR.

SAS has entered in a Receiving Agent Agreement, dated November 5, 2007, with each of the receiving agents listed on page xii of this Prospectus, whereby SAS has appointed each such entity as a receiving agent to assist in the Offering by receiving and processing applications. The agreements provide that the receiving agents will each be paid a fee equal to 1% of the amount credited to GSR's account by such receiving agent in respect of successful applications.

- ii. No known person has declared his intention to subscribe for more than 5% of the Offering.
- iii. GSR has not reserved any of the shares on Offer for allocation to any targeted group of investors, employees, its subsidiaries or existing shareholders.
- iv. This Offer is not being made simultaneously in the Ghanaian market and any other market.
- v. Determination of Offering Price. The price of the Common Shares was determined based on the 20-day weighted volume average price of GSR's Common Shares on AMEX as of November 14, 2007. Among the other factors considered in determining the Offering price of the Common Shares was:

the Company's history and prospects;

the industry in which GSR operates;

gold prices and trends;

GSR's past and present operating results;

the previous experience of GSR's executive officers; and

the general condition of the securities markets at the time of this Offering.

The Offering price stated in this Prospectus should not be considered an indication of the actual value of the Common Shares. The price at which GSR's Common Shares trade is subject to change as a result of market conditions and other factors, and we cannot assure you that the Common Shares can be resold at or above the Offering price.

F. Trading and Transfer of the Securities on Offer

1. Trading of Securities on Offer

The Common Shares subject to the Offer will not be subject to hold periods or resale restrictions under applicable securities laws of each of the provinces of Canada (other than Quebec), provided that GSR has filed a (final) prospectus, which qualifies the distribution of such shares, with the securities regulator of each such province and has obtained a receipt for such prospectus. In Quebec and in the territories of Canada, the Common Shares subject to the Offer may not be traded in such province or any territory until four months have elapsed from the issue of the Common Shares subject to the Offer, unless an exemption from the prospectus requirements of applicable Canadian securities laws is available.

Table of Contents

Golden Star Share Offer Full Prospectus

There are no restrictions on the trading of the securities on Offer under US securities laws.

2. Transfer of Securities

GSR, working with SAS and its transfer agents, CIBC Mellon Trust and GCB Share Registry will develop guidelines for investors on how to transfer shares across registers for purposes of trading on the Ghanaian and North American markets. These guidelines will be made available to the market following discussions with regulators in these markets.

G. Markets

GSR's issued Common Shares are listed on the AMEX under the trading symbol GSS and on the TSX under the trading symbol GSC. GSR's issued Common Shares also trade, following an unsponsored and unauthorised listing, on the Berlin and Frankfurt Stock Exchanges under the symbol GS5.

1. Approval

i. Securities and Exchange Commission of Ghana Approval

This document has been examined and approved by the Ghana Securities and Exchange Commission in accordance with section (9) of the PNDCL 333, as amended and Regulation 51(1) and Schedule 5 of the Securities and Exchange Commission Regulations 2003 (L.I. 1728). The Securities and Exchange Commission's Approval was obtained on November 27, 2007. In its review, the SEC examined the contents of this document to ensure that adequate disclosures have been made.

ii. Ghana Stock Exchange Approval

Application has been made to the GSE for Golden Star's outstanding Common Shares and up to 3,170,000 new shares to be issued pursuant to the Offer to be admitted to the GSE's First Official List. GSR has 233,689,281 Common Shares outstanding as of November 16, 2007. The Offer and this document have been examined and approved by the GSE. The approval was obtained October 26, 2007. Upon a successful Offer, 236,715,281 Common Shares of GSR (based on number of shares outstanding at November 16, 2007) will be listed on the GSE under the ticker symbol of GSR.

iii. Bank of Ghana Approval

Application has been made to the Bank of Ghana for GSR to undertake the Offering in Ghana in line with the Foreign Exchange Act, 2006 (Act 723). The Bank of Ghana's approval was obtained on October 24, 2007.

iv. Toronto Stock Exchange Approval

Application has been made to the TSX to approve the listing of the Common Shares to be issued pursuant to the Offering in Ghana. The listing of these additional Common Shares on the TSX is subject to GSR fulfilling the listing requirements of the TSX.

Edgar Filing: GOLDEN STAR RESOURCES LTD - Form 424B5

v. *American Stock Exchange Approval*

Application has been made to the AMEX to approve the listing of the Common Shares to be issued pursuant to the Offering in Ghana. The listing of these additional Common Shares on the AMEX is subject to GSR fulfilling the listing requirements of the AMEX.

2. Filings

i. *Registrar of Companies (Ghana)*

A copy of this document has been filed with the Registrar of Companies (Ghana) and the Ghana Stock Exchange in accordance with Rule 19 of the Ghana Stock Exchange Rules.

Table of Contents

Golden Star Share Offer Full Prospectus

ii. *US Securities and Exchange Commission*

A copy of this document has been filed with the US Securities and Exchange Commission.

iii. *Canadian Securities Regulatory Authorities*

A copy of this document may be filed with certain of the Canadian regulatory authorities.

3. Dealings

Dealings in GSR's shares would occur on three stock exchanges, AMEX, GSE and TSX, and across different time zones. Normally as the GSE's trading hours come to a close, the North American markets will be opening for business. This means that trading in GSR's Common Shares will occur outside the GSE's trading hours. The GSE has granted approval for trading in GSR's shares to occur outside of its trading floor.

4. Commencement of Trading

Trading of GSR's Common Shares is expected to commence on the GSE by January 14, 2008. The Company's ticker symbol will be GSR on the GSE. Trading in the shares on Offer is also expected to commence on January 14, 2008 on the AMEX and TSX.

H. Selling Shareholders

This is an Offer for subscription. No shareholder is selling part or all of their shares through this Offer.

Table of Contents

Golden Star Share Offer Full Prospectus

PART 3 GOLDEN STAR RESOURCES LTD.**A. General Information****1. The Issuer**

Golden Star Resources Ltd. (GSR) was established under the *Canada Business Corporations Act* on May 15, 1992 as a result of the amalgamation of South American Goldfields Inc., a corporation incorporated under the federal laws of Canada, and Golden Star Resources Ltd., a corporation originally incorporated under the *Business Corporations Act* (Alberta, Canada) on March 7, 1984 as Southern Star Resources Ltd.

GSR is a reporting issuer or the equivalent in all provinces of Canada and the United States of America (USA) and files disclosure documents with the securities regulatory authorities in each of the provinces of Canada and the Securities and Exchange Commission (SEC) in the United States. GSR's principal office is located at 10901 West Toller Drive, Suite 300, Littleton, Colorado 80127, and its registered office is located at 66 Wellington St. W., Suite 3700, P.O. Box 20, Toronto Dominion Bank Tower, Toronto Dominion Centre, Toronto, Ontario M5K 1N6. GSR also maintains a regional corporate office at Level 2, No. 1 Milne Close, Airport Residential Area, P.O. Box KA 16075, Accra, Ghana. Golden Star's fiscal year ends on December 31.

2. Authorised Business

There are no restrictions on the business GSR may carry on.

3. Stock Exchange Listings

GSR's Common Shares are traded on the AMEX under the symbol GSS and on the TSX under the symbol GSC. GSR has been listed on AMEX since June 19, 2002 and on the TSX since July 27, 1987. GSR's Common Shares also trade, following an unsponsored and unauthorised listing in June 2002, on the Berlin and Frankfurt Stock Exchanges under the symbol GS5.

Application has been made to the Ghana Stock Exchange (GSE) to approve the listing of all the Common Shares of GSR already in issue and listed on the AMEX and TSX, in addition to all Common Shares to be issued pursuant to this Offer.

Application has been made to the AMEX and the TSX to approve the listing of the Common Shares to be issued pursuant to the Offering in Ghana. The listing of these additional Common Shares on the AMEX and the TSX is subject to GSR fulfilling all of the listing requirements of the AMEX and the TSX, respectively.

4. Share Price History

The following table sets forth, for the periods indicated, the reported high and low market closing prices per share of GSR's Common Shares:

	AMEX		TSX	
	High	Low	High	Low
	(US\$)		(Cdn\$)	
2007				
First Quarter	4.56	2.82	5.37	3.32

Edgar Filing: GOLDEN STAR RESOURCES LTD - Form 424B5

Second Quarter	4.90	3.60	5.54	3.78
Third Quarter	4.29	2.65	4.47	2.85
2006				
First Quarter	3.84	2.64	4.39	3.32
Second Quarter	3.75	2.53	4.05	2.78
Third Quarter	3.52	2.54	3.84	2.84
Fourth Quarter	3.30	2.48	3.76	2.77

Table of Contents

Golden Star Share Offer Full Prospectus

	AMEX		TSX	
	High (US\$)	Low (US\$)	High (Cdn\$)	Low (Cdn\$)
2005				
First Quarter	4.04	2.58	4.94	3.15
Second Quarter	3.23	2.35	4.02	3.01
Third Quarter	3.73	2.84	4.33	3.40
Fourth Quarter	3.32	2.12	3.78	2.54
2004				
First Quarter	7.25	5.29	9.43	7.00
Second Quarter	7.07	4.27	9.20	5.90
Third Quarter	5.27	3.71	6.73	4.91
Fourth Quarter	5.61	3.50	7.10	4.32

The following graph and table illustrates the cumulative total shareholder return on the Common Shares for the fiscal years ended December 31, 2001 through 2006, together with the total shareholder return of the S&P/TSX Composite Index and the Canadian Gold Index for the same period. The graph and table assumes an initial investment of Cdn\$100 at December 31, 2001 and is based on the trading prices of the Common Shares on the TSX during the periods indicated. Because GSR did not pay dividends on its Common Shares during the measurement period, the calculation of the cumulative total shareholder return on the Common Shares does not include dividends.

Golden Star Resources Ltd.	2001	2002	2003	2004	2005	2006
Dollar Value	100.00	322.22	1,006.67	535.56	343.33	378.89
Annualized Return Since Base Year (%)		222.2	17.3	75.0	36.1	30.5
Return Over Previous Year (%)		222.2	212.4	(46.8)	(35.9)	10.4
S&P/TSX Composite Index						
Dollar Value	100.00	86.03	106.93	120.27	146.61	167.89
Annualized Return Since Base Year (%)		(14.0)	3.4	6.3	10.9	10.9
Return Over Previous Year (%)		(14.0)	24.3	12.5	21.9	14.5
Canadian Gold Index						
Dollar Value	100.00	145.87	166.06	150.67	182.84	235.98
Annualized Return Since Base Year (%)		45.9	28.9	14.6	16.3	18.7
Return over Previous Year (%)		45.9	13.8	(9.3)	21.4	29.1

B. Capital Structure of GSR**1. Shareholders Equity**

GSR's Common Shares trade on the TSX under the trading symbol GSC and on the AMEX under the symbol GSS. As of September 30, 2007, 233,222,324 Common Shares were outstanding and GSR had 910 shareholders on record.

The table below shows GSR's shareholders' equity as at December 31, 2006 (latest audited figures) and as at September 30, 2007 (latest unaudited figures)

Table of Contents

Golden Star Share Offer Full Prospectus

	September 30, 2007 Amount (\$ 000)	Dec 31, 2006 Amount (\$ 000)
Share Capital	608,711	524,619
Contributed Surplus	12,273	10,040
Equity Component of Convertible Notes & Other Income	5,049	2,857
Deficit	(93,979)	(75,416)
Total Shareholders Equity	532,054	462,100

2. Dividend Policy

Holders of Common Shares may receive dividends on the Common Shares when, as and if declared by the Board, subject to the preferential dividend rights of any other classes or series of Golden Star shares. In no event may a dividend be declared or paid on the Common Shares if payment of the dividend would cause the realizable value of Golden Star's assets to be less than the aggregate of its liabilities.

GSR has not declared or paid cash dividends on its Common Shares since its inception and expects for the foreseeable future to retain all of its earnings for use in expanding and developing the business. Future dividend decisions will consider then current business results, cash requirements and the company's financial condition.

The Articles of GSR provide that any dividend unclaimed after a period of six (6) years from the date on which the same has been declared to be payable shall be forfeited and shall revert to GSR.

3. Stock Based Compensation Schemes**Stock Options**

GSR has one stock option plan, the Second Amended and Restated 1997 Stock Option Plan (the "Plan"), and options are granted under this plan from time to time at the discretion of the Compensation Committee of the Board. Options granted are non-assignable and are exercisable for a period of ten years or such other period as stipulated in a stock option agreement between Golden Star and the optionee. Under the Plan, GSR may grant options to employees, consultants and directors of the Company or its subsidiaries for up to 15,000,000 shares of common stock. Under the Plan GSR reserved an aggregate of 15,000,000 shares of Common Shares for issuance pursuant to the exercise of options of which 4,588,796 were available for grant at September 30, 2007. Options take the form of non-qualified stock options, and the exercise price of each option is not less than the fair market value of GSR's stock on the date of grant. Options typically vest over periods ranging from immediately to four years from the date of grant. Vesting periods are determined at the discretion of the Compensation Committee.

In addition to options issued under the Plan, 2,533,176 options were issued to various employees of St. Jude Resources Ltd (St. Jude) in exchange for St. Jude options in late 2005 of which 720,000 remain unexercised as of September 30, 2007. All of the remaining unexercised options held by St. Jude employees are vested. All figures shown below include the options issued to St. Jude employees.

A summary of option activity under the Plan as of September 30, 2007 and changes during the nine months then ended is presented below:

	Options	Weighted-Average Exercise price	Weighted-Average Remaining Contractual Term	Aggregate Intrinsic Value
	(000)	(Cdn\$)	(Years)	(Cdn\$ 000)
Outstanding as at Dec 31, 2006	6,556	2.98	5.7	3,583
Granted	1,141	3.97	9.42	

Edgar Filing: GOLDEN STAR RESOURCES LTD - Form 424B5

Exercised	(1,068)	1.38		3,766
Forfeited	(53)	3.95		
Outstanding as at Sept. 30, 2007	6,576	3.41	6.0	6,529

Table of Contents

Golden Star Share Offer Full Prospectus

GSR granted 1,141,023 and 850,650 options during the nine months ended September 30, 2007 and 2006, respectively. The Company recognized \$2.3 million and \$1.6 million of non-cash compensation expense in the nine months ended September 30, 2007 and 2006, respectively. GSR does not receive a tax deduction for the issuance of options. As a result the company did not recognize any income tax benefit related to the stock compensation expense during the nine months ended September 30, 2007 and 2006. Shares under option as at September 30, 2007 totalled 6,576,455.

Stock Bonus Plan

In December 1992, GSR established an Employees Stock Bonus Plan (the Bonus Plan) for any full-time or part-time employee (whether or not a director) of the Company or any of its subsidiaries who has rendered meritorious services which contributed to the success of the Company or any of its subsidiaries. The Bonus Plan provides that a specifically designated committee of the Board of Directors may grant bonus Common Shares on terms that it might determine, within the limitations of the Bonus Plan and subject to the rules of applicable regulatory authorities. The Bonus Plan, as amended, provides for the issuance of 900,000 Common Shares of bonus stock of which 542,261 Common Shares had been issued as of September 30, 2007. During the nine months ended September 30, 2007 and 2006 GSR issued 50,683 and 4,000 Common Shares, respectively, to employees under the Bonus Plan. The cost of the shares grants were \$0.2 million and nil in 2007 and 2006, respectively.

A copy of the Plan and the Bonus Plan are available for inspection.

4. Recent Share Issue

On March 1, 2007, GSR completed the offering of 21 million Common Shares at a price of \$3.60 per share resulting in net proceeds of approximately US\$72.2 million after deducting underwriting commissions but before deducting offering costs. On March 9, 2007, the underwriters to the offer exercised their option to purchase an additional 3.15 million Common Shares for additional net proceeds of approximately US\$10.8 million after deducting underwriting commissions but before deducting offering costs. Proceeds from this offer have been or are being used to complete the purchase and installation of a 25% interest in an electric power station in Ghana, for completion and start-up of the Bogoso sulfide expansion project, for development of the HBB Properties, and for general corporate and working capital purposes.

Prospectuses for this share offer were filed with both the Canadian securities regulatory body and the US Securities and Exchange Commission. Copies of these prospectuses are available for inspection.

5. Shareholders

The table below shows the Top 20 shareholders of GSR as at October 2, 2007:

	Shareholder	No. of Shares	Holdings (%)
1	Sprott Asset Management Inc.	16,861,400	7.23
2	Barclays Global Investors Canada Limited	6,991,756	3.00
3	Tocqueville Asset Management LP	5,589,000	2.40
4	Emerging Markets Management, L.L.C.	5,500,000	2.36
5	Dimensional Fund Advisors, Inc.	5,256,100	2.25
6	OppenheimerFunds, Inc.	4,795,000	2.06
7	Deutsche Asset Management Americas	2,714,353	1.16
8	Evergreen Investment Management Company, LLC	2,346,445	1.01
9	Galleon Management, L.P.	2,316,668	0.99
10	American Century Investment Mgmt.	2,280,500	0.98
11	Morgan Stanley & Co. Inc.	2,143,971	0.92

Edgar Filing: GOLDEN STAR RESOURCES LTD - Form 424B5

12	Temujin Fund Management, L.L.C.	2,129,200	0.91
13	Royce & Associates, LLC	2,018,400	0.87
14	BPI Gestão de Activos - S.G.F.I.M., S.A.	1,831,605	0.79
15	Van Eck Associates Corporation	1,561,400	0.67

Table of Contents

Golden Star Share Offer Full Prospectus

	Shareholder	No. of Shares	Holdings (%)
16	Global Resources Invest GmbH & Co. KG	1,500,000	0.64
17	Vereinigte Sparkasse Eschenbach	1,500,000	0.64
18	Franklin Advisers, Inc.	1,450,000	0.62
19	PSP Investments	1,273,309	0.55
20	Baker Steel Capital Managers LLP	1,234,000	0.53
	Total	71,293,107	30.58
	Others	161,929,217	69.42
	Grand Total	233,222,324	100.00

6. Takeover Offers or Bids

As at September 30, 2007 GSR has neither received any takeover offers from third parties nor made any takeover bid for other companies' shares during the current financial year.

C. Business Overview**1. General**

GSR is an international gold mining and exploration company, focused primarily on mining, mine development and gold exploration in Ghana, West Africa. The diagram below depicts GSR's group structure and major subsidiaries:

* *The Government of Ghana has the right to acquire a 10% carried interest upon mining leases being granted for the HBB Properties.* Through its subsidiaries, the company owns controlling interests in four significant gold properties in southern Ghana. A brief summary of these properties follows:

Bogoso/Prestea

GSR owns 90% of and operates the Bogoso/Prestea gold mining and processing operation, which consists of the adjoining Bogoso and Prestea properties located along the Ashanti Trend in southwestern Ghana. GSR holds the property under mining leases granted by the Government of Ghana, terminating from 2017 to 2031.

Table of Contents

Golden Star Share Offer Full Prospectus

Bogoso/Prestea consists of several open pit mines and a nominal 1.5 million tonnes per year mill and carbon-in-leach processing facility for processing non-refractory ores. GSR has commissioned a nominal 3.5 million tonnes per year processing facility that uses a proprietary BIOX® bio-oxidation technology to treat refractory sulfide ore. This facility was placed in commercial service on July 1, 2007. The new plant attained design throughput rates by September 30, 2007, although gold recovery and gold output were lower than expected. Difficulties with the operation of the flotation circuit, which lowered recoveries and led to increased costs during the third quarter of 2007, are believed to be largely resolved. GSR expects to reach design recovery rates by the end of 2007. The new plant and the existing carbon-in-leach processing facility (which will continue to treat oxide and other non-refractory oxide ores) are expected to be capable of processing a combined 5.0 million tonnes of ore annually.

The Government of Ghana has a 10% carried interest in Bogoso/Prestea, as required by Ghanaian law for all mining operations. The Government's interest entitles it to receive 10% of any future dividends from the subsidiaries owning the Bogoso/Prestea mine, following repayment of all inter-company debt, with no obligation to contribute development or operating expenses. The Government of Ghana also receives a royalty based on total revenues earned from the lease area. For the last three years, GSR has paid a royalty equal to 3% of revenues from Bogoso/Prestea. See Risk Factors Governmental and Regulatory Risks.

Wassa

GSR owns 90% of and operates the Wassa open-pit mine and carbon-in-leach processing plant, located some 35 kilometers east of Bogoso/Prestea. The design capacity of the carbon-in-leach processing plant at Wassa is nominally between 3.5 million and 4.0 million tonnes per annum, depending on the ratio of hard and soft ore. The company holds the Wassa property under a mining lease expiring in 2022. The Government of Ghana has a 10% carried interest in Wassa.

Prestea Underground

GSR owns 81% of the Prestea Underground, a currently inactive underground gold mine and associated support facilities located on the Prestea property. It holds the Prestea Underground property under a mining lease expiring in 2031. The Company has spent approximately \$5.0 million in the last two years on exploration and technical studies to determine if the underground mine can be reactivated on a profitable basis and these studies continue. The Company is currently reconditioning certain shafts to allow better access to the underground workings. The Government of Ghana has a 19% carried interest in the Prestea Underground.

HBB Properties

GSR owns the HBB gold exploration properties in southwest Ghana at the southeastern end of the Ashanti gold belt. The HBB Properties are comprised of the Hwini-Butre and Benso concessions, located approximately 70 and 40 kilometers south of Wassa, respectively. The Government of Ghana is entitled to a 10% carried interest in the HBB Properties once mining leases are granted. GSR spent approximately US\$4.5 million in exploration activities on the HBB Properties in 2006 and expects to spend an additional US\$17.3 million on further exploration and development activities in 2007. In April 2007, a feasibility study for the development and mining of the HBB Properties for processing at Wassa was completed and development activities are currently being initiated. GSR expects to begin mining at the HBB Properties in the third quarter of 2008, with the ore being transported to Wassa for processing.

Table of Contents

Golden Star Share Offer Full Prospectus

The map below shows the locations of Bogoso, Prestea, Wassa, Pampe, the HBB Properties and Mampon in Ghana:

2. Other Exploration

GSR holds interests in several gold exploration projects in Ghana and elsewhere in West Africa including Sierra Leone, Burkina Faso, Niger and Côte d'Ivoire. The company also holds and manages exploration properties in Suriname and French Guiana in South America. GSR holds indirect interests in gold exploration properties in Peru and Chile through an 8.1% shareholding investment in Minera IRL Limited, a South American focused gold company. In November 2005, GSR entered into a joint venture with a subsidiary of Newmont Mining Corporation pursuant to which Newmont may earn up to a 51% participating interest in the Saramacca property in Suriname by spending US\$6.0 million by the fifth anniversary of the agreement. The map below shows GSR's properties in West Africa:

Table of Contents

Golden Star Share Offer Full Prospectus

3. Customers

Currently all GSR's gold production is sold to a South African gold refinery in accordance with a long-term contract. The company receives payment for gold sold approximately two working days after the gold leaves the mine site. GSR recognizes revenue when title passes to the buyer which occurs upon delivery to the refinery, unless the company decides to retain title and hold the gold as inventory at the refinery. During 2006, GSR sold all of the gold shipped, retaining no inventory of saleable doré bars.

The global gold market is competitive with numerous banks and refineries willing to buy gold on short notice. Therefore GSR believes that the loss of its current customer would not materially delay or disrupt revenues.

4. Competition

GSR's competitive position depends upon the company's ability to successfully and economically explore, acquire and develop new and existing mineral properties. Factors that allow producers to remain competitive in the market over the long term include the quality and size of ore bodies, costs of operation, and the acquisition and retention of qualified employees. GSR competes with other mining companies and other natural mineral resource companies in the acquisition, exploration, financing and development of new mineral properties. Many of these companies are larger and better capitalized. There is significant competition for the limited number of gold acquisition and exploration opportunities.

GSR also competes with other mining companies for skilled mining engineers, mine and processing plant operators and mechanics, geologists, geophysicists and other technical personnel. This could result in higher turnover and greater labor costs.

5. Seasonality

Most of GSR's operations and exploration projects are in tropical climates which experience annual rainy seasons. Typically mining operations are not materially affected by the rainy seasons in Ghana but unusually high rainfall in some years have impeded mine production at Bogoso/Prestea and heavy rains have in the past on occasion interrupted underground drilling in the Prestea Underground. Exploration efforts in Ghana and in the Guiana Shield in South America are generally timed to avoid the rainy periods to ease transportation logistics associated with wet roads and swollen rivers. Decreases in rainfall in the Volta river catchment basin have resulted in power rationing from the hydroelectric power plant that produces a major portion of Ghana's electric power over the past 18 months; however, these restrictions have recently been lifted.

6. Business Strategy and Development

Since 1999, GSR's business and development strategy has been focused primarily on the acquisition of producing and development-stage gold properties in Ghana and on the exploration, development and operation of these properties. Since 1999, the company's exploration efforts have been focused on Ghana, other West African countries and South America.

In line with its business strategy, the company acquired Bogoso in 1999 and has operated a carbon-in-leach (CIL) processing plant at Bogoso since that time to process oxide and other non-refractory ores (Bogoso oxide processing plant). In 2001, GSR acquired Prestea and mined surface deposits at Prestea from late 2001 to late 2006. In late 2002, the company acquired Wassa, and following completion of a feasibility study, constructed a new CIL processing plant at Wassa which began commercial operation in April 2005. In 2005 GSR initiated construction and development of a new nominal 3.5 million tonnes per annum processing facility at Bogoso/Prestea that uses proprietary BIOX[®] bio-oxidation technology to treat refractory sulfide ore (Bogoso sulfide processing plant). This facility was placed in commercial service on July 1, 2007. The new plant attained design throughput rates by September 30, 2007, although gold recovery and gold output were lower than expected. GSR expects metallurgical recoveries to reach design capacity by the end of 2007. Achievement of these targets is subject to numerous risks. See the discussion of Risk Factors in Part 6 of this document. In late 2005, GSR acquired the HBB Properties and carried out geological, environmental and engineering studies to

Table of Contents

Golden Star Share Offer Full Prospectus

determine the economic feasibility of developing these gold properties in 2006. In April 2007, a feasibility study for the development and mining of the HBB Properties for processing at Wassa was completed, and development activities are currently being initiated. GSR expects to begin mining at the HBB Properties in the third quarter of 2008, with the ore being transported to Wassa for processing.

GSR's overall objective since 1999 has been to grow the business to become a mid-tier gold producer. GSR continues to evaluate potential acquisition and merger opportunities that could further increase its annual gold production, however the company presently has no agreement or understanding with respect to any specific potential transaction. The Company also conducts gold exploration in West Africa and South America, investing approximately US\$15.3 million in total on such activities during 2006 and US\$9.0 million during the first nine months of 2007. The majority of the 2006 exploration spending was focused on the new HBB Properties south of Wassa, on expanding mineral reserves around existing mines and on the Prestea Underground. GSR actively conducted regional reconnaissance projects in south Ghana and Côte d'Ivoire and drilled more advanced targets in Ghana, Niger and Burkina Faso.

7. Mineral Reserves and Non-Reserve Mineral Resources

The following table sets out GSR's proven and probable mineral reserves as at December 31, 2006. The mineral reserves have been prepared in accordance with Canada's National Instrument 43-101- Standards of Disclosure for Mineral Projects. Mineral reserves are equivalent to proven and probable reserves as defined by the United States Securities and Exchange Commission Industry Guide 7. The mineral reserves were estimated using a gold price of \$480 per ounce, which is approximately equal to the three year average price. The terms non-refractory and refractory used in the table below refer to the metallurgical characteristics of the ore.

Proven and Probable Mineral Reserves as at December 31, 2006(1)(2)

Property	Proven			Probable			Total		
	Tonnes	Gold Grade (g/t)	Contained Ounces ('000s) (3)	Tonnes	Gold Grade (g/t)	Contained Ounces ('000s) (3)	Tonnes	Gold Grade (g/t)	Contained Ounces ('000s) (3)
Bogoso/Prestea(4)									
Non-refractory	0.9	2.30	0.07	6.9	2.59	0.57	7.8	2.56	0.64
Refractory	14.5	2.95	1.38	19.3	2.65	1.64	33.8	2.78	3.02
Total	15.5	2.91	1.45	26.2	2.64	2.22	41.6	2.74	3.67
Wassa									
Non-refractory	0.5	1.08	0.02	13.0	1.11	0.46	13.6	1.11	0.48
Total	0.5	1.08	0.02	13.0	1.11	0.46	13.6	1.11	0.48
Total Reserves									
Non-refractory	1.5	1.85	0.09	19.9	1.62	1.04	21.4	1.64	1.13
Refractory	14.5	2.95	1.38	19.3	2.65	1.64	33.8	2.78	3.02
Total	16.0	2.85	1.47	39.2	2.13	2.68	55.2	2.34	4.15

- (1) Amounts are shown on a 100% basis and are subject to the Government of Ghana's 10% carried interest. See General Bogoso/Prestea. Certain total amounts shown reflect the effects of rounding.
- (2) The mineral reserves have been prepared under the supervision of Mr. Peter Bourke, P.Eng., GSR's Vice President Technical Services. Mr. Bourke is a Qualified Person as defined in Canada's National Instrument 43-101.
- (3) Amounts are shown as contained metals in ore and do not reflect losses in metallurgical recovery. Metallurgical recoveries are expected to range from 80% to 92% for non-refractory ores and from 70% to 90% for refractory ores.
- (4) Amounts shown include mineral reserves for the Pampe and Mampon properties.

Table of Contents

Golden Star Share Offer Full Prospectus

Non-Reserve Mineral Resources**Cautionary Note to Investors concerning estimates of Measured and Indicated Mineral Resources**

This section uses the terms measured mineral resources and indicated mineral resources. GSR advises investors that while those terms are recognized and required by Canadian regulations, the US Securities and Exchange Commission does not recognize them. **Investors are cautioned not to assume that any part or all of the mineral deposits in these categories will ever be converted into mineral reserves.**

Cautionary Note to Investors concerning estimates of Inferred Mineral Resources

This section uses the term inferred mineral resources. GSR advises investors that while this term is recognized and required by Canadian regulations, the US Securities and Exchange Commission does not recognize it. Inferred mineral resources have a great amount of uncertainty as to their existence, and great uncertainty as to their economic and legal feasibility. It cannot be assumed that all or any part of an inferred mineral resource will ever be upgraded to a higher category. In accordance with Canadian rules, estimates of inferred mineral resources cannot form the basis of feasibility or other economic studies. **Investors are cautioned not to assume that part or all of the inferred mineral resource exists, or is economically or legally mineable.**

The following table sets out our non-reserve mineral resources as at December 31, 2006, which are in addition to the reserves shown above. The mineral resources were estimated in accordance with the definitions and requirements of Canada's National Instrument 43-101. The measured and indicated mineral resources are equivalent to mineralized material as defined by the United States Securities and Exchange Commission Industry Guide 7. The mineral resources were estimated using a gold price of \$560 per ounce.

Non-Reserve Measured and Indicated Mineral Resources and Inferred Mineral Resources as at December 31, 2006(1)(2)

Property	Measured Gold Grade		Indicated Gold Grade		Measured & Indicated Gold Grade		Inferred Gold Grade	
	Tonnes	(g/t)	Tonnes	(g/t)	Tonnes	(g/t)	Tonnes	(g/t)
Bogoso/Prestea(3)	6.1	2.05	14.0	2.32	20.2	2.23	4.2	2.70
Prestea Underground			1.1	16.30	1.1	16.30	5.0	8.68
Wassa	0.2	1.05	11.7	0.75	11.9	0.76	7.2	1.18
Hwini-Butre & Benso			5.2	4.30	5.2	4.30	1.6	4.02
Goulagou			2.7	1.75	2.7	1.75	0.5	1.02
Paul Isnard(4)							10.2	1.70
Total	6.4	2.02	34.7	2.48	41.0	2.40	28.7	3.05

- (1) Amounts are shown on a 100% basis. Our share of the mineral resources is subject to the Government of Ghana's 10% carried interest, and with respect to the Prestea Underground, to the Government of Ghana's 19% minority interest. Certain total amounts shown reflect the effects of rounding.
- (2) The Qualified Person for the estimation of the Mineral Resources is S. Mitchel Wasel, our Exploration Manager.
- (3) The amounts shown include resources for the Pampe and Mampon properties.
- (4) GSR has a right to acquire the Paul Isnard property.

Table of Contents

Golden Star Share Offer Full Prospectus

HBB Properties Mineral Reserves and Non-Reserve Mineral Resources as at April 27, 2007:

The following table sets out GSR's probable mineral reserves for the HBB Properties as at April 27, 2007. These mineral reserves were estimated at a gold price of \$480/oz, the same gold price used for the December 31, 2006 mineral reserve estimates and are otherwise prepared in accordance with the standards and parameters set forth above for mineral reserves.

Location	Reserve Category	Tonnes (millions)	Grade (Au g/t)	Contained Ounces (thousands)(3)
Hwini-Butre				
<i>Non-refractory</i>	Probable	1.83	5.52	324
Benso				
<i>Non-refractory</i>	Probable	2.30	3.41	252
TOTAL	Probable	4.13	4.35	577

- (1) Amounts are shown on a 100% basis. GSR's share of the mineral reserves will be subject to the Government of Ghana's 10% carried interest.
- (2) GSR's Qualified Person for the estimation of these mineral reserves is Mr Peter Bourke, P. Eng GSR's Vice President, Technical Services.
- (3) Amounts are shown as contained metals in ore and do not reflect losses in metallurgical recovery. Metallurgical recoveries are expected to range from 80% to 92% for these non-refractory ores.

Following the conversion of a portion of the mineral resource at Hwini-Butre and Benso to mineral reserves, the mineral resources has been restated as at April 27, 2007, to reflect the exclusion of that part of the mineral resource which has been converted to mineral reserves.

The following table sets out GSR's non-reserve mineral resources at the HBB Properties, which are in addition to the mineral reserves. Information set forth above regarding the preparation of GSR's non-reserve mineral resources and the related cautionary notes remain applicable to this mineral resource estimate.

Hwini-Butre and Benso - Mineral Resources as of April 27, 2007

Category	Tonnes (millions)	Grade (Au g/t)
Indicated		
<i>Hwini-Butre</i>	0.32	4.28
<i>Benso</i>	0.41	2.47
<i>Total</i>	0.73	3.23
Inferred		
<i>Hwini-Butre</i>	0.29	4.39
<i>Benso</i>	0.61	3.41
<i>Total</i>	0.89	3.73

8. Liquidity and Capital Resources

At September 30, 2007, GSR's cash and cash equivalents totaled \$20.8 million, down from \$27.1 million at the end of 2006. All of the cash equivalents were invested in a fund that holds only US treasury notes and bonds. Operations provided \$4.4 million of cash in the first nine months of 2007, compared to nil in the same period of 2006. An increase in inventory was the major factor contributing to cash use by operations in 2006. A \$15.3 million increase in payables, offset by a \$8.2 million increase in inventories was the major factor contributing to the

cash provided year-to-date. Most of the inventory increases in 2007 are related to increases in ore stockpiles and parts and supplies inventory for the Bogoso sulfide processing plant.

Table of Contents

Golden Star Share Offer Full Prospectus

Investing activities used approximately \$96.4 million of cash in the first nine months of 2007. The Bogoso sulfide expansion project direct costs totaled \$55.2 million including \$44.3 million of construction costs, \$6.4 million for pre-production waste stripping, \$1.3 million of mining equipment and \$3.2 million of capitalized interest. A total of \$18.9 million was spent on other property, plant and equipment at Bogoso and Wassa and \$21.4 million on development of various mining properties. Deferred exploration projects used \$3.8 million. A total of \$3.3 million of cash was received from the sale of EURO Ressources shares. Scheduled periodic payment of principal on the equipment financing facility and short-term bank loans consumed \$9.8 million of cash and draw-downs on CAT loans provided \$9.0 million of new financing.

On March 1, 2007, GSR issued 21 million Common Shares at a price of \$3.60 per share resulting in \$75.6 million in gross proceeds. Net proceeds were \$72.2 million after deducting underwriting commissions but before deducting offering costs. On March 9, 2007, the underwriters exercised their option to purchase an additional 3.15 million Common Shares for additional gross proceeds of \$11.3 million. After deducting the underwriter's commission, net proceeds from the additional shares were \$10.8 million. Proceeds have been or are being used to complete the purchase and installation of a 25% interest in an electric power station in Ghana, for completion and start-up of the Bogoso sulfide expansion project, for development of the HBB Properties, and for general corporate and working capital purposes.

During the second quarter, GSR's convertible note holders agreed to a revision in the convertible note covenants. While the revisions did not increase the overall borrowing limit set by the convertible note covenants, it did provide more flexibility in the types of additional debt allowed. Because of this change, Caterpillar Financial Services agreed to increase the Company's existing equipment facility from \$25 million to \$40 million. During the first nine months, GSR drew an additional \$9.0 million on the Caterpillar facility bringing the total equipment financing balance to \$27.1 million at September 30, 2007 and leaving an un-drawn balance of \$12.9 million on the facility.

During 2007, the Company expects to make payments of principal and interest totaling approximately \$7.5 million on the equipment financing facility. In addition, interest and principal on its bank loan is expected to total \$8.1 million for the year and GSR plans to pay approximately \$3.6 million of interest on the convertible notes in 2007.

The Company now expects to invest a total of approximately \$112 million in capital projects during 2007 including exploration, construction, mine development and mining equipment, of which \$99.6 million was spent in the first nine months. The \$112 million total includes approximately \$15 million for 2007 development activities at the HBB Properties.

Liquidity Outlook

It is expected that Wassa will continue to generate cash from operations in the last quarter of 2007 and that improvements in gold recovery and plant throughput at the Bogoso sulfide plant will result in improved cash flows. These operational cash flows, along with the \$20.8 million of cash and cash equivalents at September 30, 2007 and equipment financing debt facility currently in place, are expected to be sufficient to cover capital and operating needs during the balance of 2007 including costs of the HBB project. Recently, GSR announced expectations of raising between \$5 million and \$10 million of new equity in conjunction with the Ghana Stock Exchange listing in November.

On November 8, 2007, GSR completed the sale of US\$125 million convertible senior unsecured debentures due November 30, 2012 as previously described in this Prospectus.

9. Prospects of Golden Star Resources

GSR's near-term objectives include:

Consistent maintenance of design throughput rates and achievement of design recovery rates at the new Bogoso sulfide processing plant during the fourth quarter of 2007;

Progress permitting of Prestea South ore bodies to provide oxide ore to the Bogoso oxide processing plant in 2009;

Table of Contents

Golden Star Share Offer Full Prospectus

The main near-term source of oxide ore will be the Pampe deposit and pods of oxide ore from the pits at Chujah and Buesichem. GSR expects that it will be able to campaign oxide and sulfide ore through the oxide processing plant. Sulfide ore processed in the oxide processing plant would generate a sulfide concentrate that would be processed in the BIOX[®] bio-oxidation plant;

Construction and development of the HBB project with ore expected to be delivered to Wassa by third quarter of 2008;

Prestea Underground pre-feasibility study completed by the first quarter of 2008;

Progress construction and commissioning of power projects that would give the company power independence; and

Further optimization of operations at Bogoso/Prestea and Wassa.

GSR is estimating 2007 gold production of 125,000 to 150,000 ounces at Bogoso/Prestea at an average cash operating cost between US\$550 and US\$650 per ounce. The Company expects Wassa to produce approximately 115,000 to 125,000 ounces during 2007 at an average cash operating cost between US\$430 and US\$480 per ounce.

As more fully disclosed in the Risk Factors spelled out under Part 6 of this document, numerous factors could cause these estimates and expectations to be wrong or could lead to changes in the company's plans. Under any of these circumstances, the estimates described above could change materially.

D. Directors and Senior Management

1. The Board of Directors

GSR currently has a seven-member Board of Directors. The Board formulates policies and strategies and sets targets for the company's performance. A brief profile of members of the board as at September 30, 2007 follows:

Ian MacGregor, [73 years, Canadian], has served as Chairman since January 2004. He is a director of several other Canadian public and private companies such as Asian Mineral Resources Limited, where he has been a director since July 2004. He brings to the table his wide-ranging knowledge of mining finance, joint ventures, and mergers and acquisitions, experience gained when he was partner (now counsel) of one of Canada's prominent law firms, Fasken Martineau DuMoulin. Mr. MacGregor's area of practice included global mining. He holds a BA from Perth Academy, Scotland, an Honours MA from St. Andrews University in Scotland and an MA and LLB from Queens University in Ontario, Canada. Mr. MacGregor was appointed as an independent director in April 2000.

James Askew, [59 years, Australian] is an engineer with many years experience managing and being a director of mining companies. Mr. Askew holds a B.E. Mining (Hons) and a M.Eng. Sci. He served as President and Chief Executive Officer of Golden Star from March 1999 to October 1999 and also served as CEO of Golden Shamrock, an Australian mining company with properties in West Africa, which was subsequently sold to Ashanti Goldfields. Mr. Askew has served as a director, President and Chairman of International Mining and Finance Corporation since January 1997 and has held positions as Managing Director and Chief Executive Officer of Black Range Minerals NL from November 1999 to 2001. Mr. Askew also serves as a director of Ausdrill Limited, Yamana Gold Inc., Climax Mining Limited and Sino Gold Limited. Mr. Askew was appointed as an independent director in June 1999.

Peter Bradford, [49 years, Australian] has been President and CEO since November 1999. Mr. Bradford is a seasoned manager with in excess of 20 years of operating and development experience in the mining industry. He holds a degree in Extractive Metallurgy from Kalgoorlie School of Mines, Australia. Since 1991, he has been very active in the Ghanaian mining industry with Golden Shamrock, Ashanti Goldfields and most

Edgar Filing: GOLDEN STAR RESOURCES LTD - Form 424B5

recently Golden Star. In addition, he has chaired the Ghana Chamber of Mines. He currently serves on the board of Anvil Mining Limited. Mr. Bradford was appointed a director in August 2000.

David Fagin, [69 years, American] Mr. Fagin has served since 1986 as a director or trustee of certain public mutual funds managed by T. Rowe Price Associates, Inc., as director of Canyon Resources

Table of Contents

Golden Star Share Offer Full Prospectus

Corporation since January 1999 and of Pacific Rim Mining Company since April 2002. Mr Fagin previously served as Chairman and CEO of Golden Star. He has over 35 years of management experience in oil and mining. Formerly President and Chief Operating Officer of Homestake Mining and former President of Rosario Resources, he provides his insights into management and operating matters. He is a graduate of The University of Oklahoma with a B.S. in Engineering (1960) and he has done post graduate study at The University of Oklahoma, Southern Methodist University, and Harvard University. Mr. Fagin was appointed as a director May 1992 and has been considered an independent director since 1998.

Dr. Michael Martineau, [63 years, British], is a geologist with 36 years experience in the mining industry including 20 years of exploring Africa. Dr. Martineau is a founder and has served as President of AXMIN Inc., a gold exploration company whose regional emphasis is West Africa since January 1999. He was a director of Ashanti Goldfields from February 1999 to April 2004, when it was acquired by AngloGold Limited. In addition, Dr. Martineau has served as Deputy Chairman since February 2000 and as Chief Executive Officer from February 2000 to August 2002 of Eurasia Mining plc, and he has been a director of Angus and Ross plc since April 2000. Dr. Martineau has a first class honours degree and a DPhil in Geology from Oxford University, United Kingdom. He has also attended a three month executive programme at the London Business School, United Kingdom. Dr. Martineau was appointed as an independent director in May 2004.

Michael Terrell, [50 years, Canadian], has nearly 25 years experience in mineral exploration. Mr. Terrell is a founder and served as President, Chief Executive Officer and Director of St. Jude Resources Ltd. from 1987 until its acquisition by GSR in December 2005. Prior to founding St. Jude Resources Ltd., he worked in mineral exploration camps primarily in the Red Lake mining district in Ontario while attending law school and subsequently practiced. Mr. Terrell also has a diverse background in banking, corporate finance and real estate development, and is a member of the Law Society of Alberta, Canada. Mr. Terrell holds a Bachelor of Arts (Environmental Studies minor) from the University of Toronto and Bachelor of Law from University of Manitoba. Mr. Terrell has been a director since the acquisition of St Jude Resources Ltd. in December 2005.

Lars-Eric Johansson, [61 years, Swedish] originally joined the Board in January 2004, resigning in December 2004 to take up the position of CFO of Kinross Gold Corporation in 2004, which he held until his retirement in April 2006. He rejoined the Board in July 2006. He brings over 30 years of international mining and finance experience to Golden Star, having been CFO with Kinross, Noranda and Falconbridge, major Canadian base metals companies. His other directorships include Aber Diamond Corporation, Niocan Inc. and Tiberon Minerals Ltd. Mr. Johansson holds an MBA with specialties in accounting and finance from the Gothenburg School of Economics, Sweden. Mr. Johansson was first appointed as an independent director in January 2004.

2. Management Team

Peter Bradford, President and CEO, leads GSR's management team. Other members are:

Thomas G Mair [51 years, Canadian], Senior Vice President and CFO: Mr. Mair has served GSR as Senior Vice President and Chief Financial Officer since February 8, 2007. Mr. Mair is a qualified financial and accounting professional with more than 25 years of international business experience in the natural resources industries. Prior to joining the Corporation, Mr. Mair worked as a consultant from October 2006. Mr. Mair served in a number of senior roles with Newmont Mining Corporation from 1996 until October 2006, most recently as Director, Business Process Improvement from August 2003 to October 2006, and as Group Financial Executive from October 2000 to July 2003. Mr. Mair holds a Bachelor of Arts degree from Queens University in Kingston, Canada and also an MBA from Queens University as a Certified Management Accountant.

Peter Bourke [44 years, Canadian], Vice President Technical Services: Mr. Bourke joined Golden Star in September 2006 and has over 20 years of operational, senior management and consulting experience in the mining industry predominantly in Australia, the Americas and Africa. A professional mining engineer with both underground and open pit project experience, Mr. Bourke oversees the technical aspects of the company's operations and projects.

Table of Contents

Golden Star Share Offer Full Prospectus

S. Mitch Wasel [43 years, Canadian], Vice President Exploration: Mr. Wasel has acted in various roles with the Company since 1993. Mr. Wasel holds a BSc Sciences with a specialization in Geology from the University of Alberta. He was at one time involved in the assessment of the Gross Rosebel project in Suriname from the early stages of exploration through to feasibility studies. Since his transfer to Ghana in 1999 he has been involved with the Bogoso, Prestea, Wassa and most recently, the Hwini Butre and Benso resource evaluations as well as regional exploration in Ghana. In 2005 he was appointed as Exploration Manager, Africa. Prior to joining the Company in 1993 he had worked for a decade exploring for both gold and base metals in the NWT, Yukon and BC provinces in Canada.

Colin Belshaw [53 years, British], General Manager, Bogoso/Prestea: is a mining engineer with approximately 30 years experience in the mining sector in Africa, the Americas and Europe and has a background in gold and copper mining in both open pit and underground mining situations. Most recently Mr. Belshaw was employed by Kinross Gold Corporation as Director General Far East Operations and then Group Consulting Mining Engineer in Reno, Nevada. Mr. Belshaw attended the Camborne School of Mines from Cornwall U.K. where he graduated with a Dip.CSM Mining Engineering (1st Class), FIMMM, I. Eng.

Richard Gray [48 years, British], General Manager Wassa: Mr. Gray has served as General Manager of Wassa since May 2005. He is a qualified mining engineer with 26 years experience in the gold mining industry, primarily in Africa. Mr. Gray joined Golden Star in 1999 following the acquisition of Bogoso Gold Limited. He has served Golden Star in several capacities including most recently as Senior Vice President from May 2002 until May 2006, Chief Operating Officer from June 2001 to May 2005, Vice President, Ghana from January 2000 to May 2006. Mr. Gray has served as Managing Director of Golden Star Resources (Wassa) Limited since October 2002 and Managing Director of Golden Star Resources (Bogoso/Prestea) Limited from November 1999 to September 2007. Mr. Gray's education and certifications include a BSc (mining) from the Royal School of Mines, an MBA from University of Cape Town, a South African mine manager's certificate and a Ghanaian mine manager's certificate.

Bruce Higson-Smith [47 years, British/American], Vice President Corporate Development: Mr. Higson-Smith has served Golden Star since September 2003 as Vice President, Corporate Development. Mr. Higson-Smith is a Royal School of Mines trained mining engineer with over 25 years experience in the mining business. Following several years in underground mining operations in Africa and after earning an MBA in Finance from Baruch College in New York, Mr. Higson-Smith has spent the last 14 years reviewing projects, conducting due diligence, negotiating and structuring mining transactions around the world, initially with the Castle Group, a mining investment management company, and then with Resource Capital Funds. From 2005 to 2006 he was General Manager of Golden Star's Bogoso/Prestea mine.

Daniel Owiredo [49 years, Ghanaian], Vice President Ghana: Mr. Owiredo has served as Vice President Ghana since September 2006. Mr. Owiredo holds a BSc Hons Mechanical Engineering from Kwame Nkrumah University of Science and Technology in Ghana and an MBA from Strathclyde University in Scotland. Most recently he was Deputy Chief Operating Officer for AngloGold Ashanti Ltd. following the amalgamation of AngloGold Ltd. and Ashanti Goldfields Co. Ltd. His prior experience includes successfully managing the construction and operation of the Bibiani mine for Ashanti. He also managed the Siguiiri mine in Guinea and the Obuasi mine in Ghana for Ashanti.

Roger Palmer [57 years, American], Vice President Finance and Controller: Mr. Palmer has served as Controller since July 2000 and Vice President Finance since May 2005. Mr. Palmer is responsible for accounting, financial controls, financial reporting, tax and budgeting. He has over 25 years experience in the mining business including experience as an exploration geologist, as a mining engineer at a large scale underground operation, and as a corporate controller for various publicly traded mining companies. His education includes a B.S. in geology, an MBA in finance and a graduate degree in accounting from Brigham Young University. Prior to joining Golden Star he served as Director of Corporate Finance for Getchell Gold.

Ted Strickler [56 years, American], Vice President Human Resources and Administration: Mr. Strickler has served in his current position since October 2006. Mr. Strickler is an accomplished global human resources leader with over 25 years of strategic international administrative management experience. He has worked in the mining, engineering, construction and heavy industrial sectors and lived in Central Africa, West Africa, South America, Central America, Australia and the Middle East. His education includes a B.S. degree in Business Administration and an MBA in International Management.

Table of Contents

Golden Star Share Offer Full Prospectus

Dr. Mark Thorpe [47 years, Canadian], Vice President Sustainability: Dr. Thorpe joined Golden Star in August 2006 and has served in his current position since August 2006. He is a sustainability professional with over 20 years of experience, working in environmental management and community, at mining projects around the world. With a Ph.D. in mine land rehabilitation from the University of Saskatchewan, Dr. Thorpe guides the health, safety, community and environmental programs for the Company. Dr. Thorpe has extensive international experience including living and working in Africa and Latin America; environmental and social consulting; and in sustainability for major and junior mining companies.

E. Corporate Governance and Board Practices

1. Introduction

Golden Star is managed by its Officers who are directed by a Board of Directors. The Board members have a broad range of professional experience relating to mining and exploration and to financing growth. The Board has adopted Corporate Governance Guidelines that support the integrity of GSR's operations, and are consistent with the company's shareholders' best interests.

GSR's Corporate Governance includes the directives for the Board, provides oversight of the Company's accounting and financial reporting processes, and defines the company's corporate code of ethics. These documents govern the corporation to ensure that all stakeholders can be confident in the credibility of GSR's business conduct.

Committees of the Board have been established to undertake many of the Board's responsibilities. The Audit and Compensation Committees and the Nominating and Corporate Governance Committee meet the regulatory requirement for independence of their committee members. The various Governance documents are available for inspection.

2. Board Committees

The GSR Board has four (4) committees, namely the Audit Committee, Compensation Committee, Sustainability Committee, and Nominating and Corporate Governance Committee. Below are highlights of selected mandates of the committees:

Audit Committee

Review applicable laws and listing rules relating to audit committees and ensure compliance

Review and evaluate, at least annually, the adequacy of the Audit Committee charter

Meet with GSR's senior management, CFO and auditors separately to discuss matters that the Audit Committee of each of these groups wish to discuss privately

Establish procedures for dealing with complaints regarding accounting/internal control matters

Prepare or approve annual reports of the Committee for GSR's annual meetings

Directly responsible for the appointment, compensation, retention, termination and oversight of the work of outside auditor engaged by GSR

Review with outside auditor, at least annually, the auditors' internal quality control procedures

Review the performance and material findings of internal audit reviews

Review major risk exposures and the guidelines, policies and insurance that management has put in place to govern the process of monitoring, controlling and reporting such exposures.

As at September 30, 2007 the Audit Committee members were Lars-Eric Johansson (Chairman), Ian MacGregor and David Fagin.

Compensation Committee

Based on annual evaluation of the CEO's performance, review and recommend CEO's compensation

Table of Contents

Golden Star Share Offer Full Prospectus

Review and recommend to the Board compensation for all elected corporate officers

Review and recommend to the Board compensation to be paid to non-executive board and committee members and chairmen

Review and approve among others, employment, severance and retirement agreements

Review and recommend incentive compensation plans for employees

Prepare or approve annual report on executive compensation for inclusion in GSR's proxy statement
As at September 30, 2007 the Compensation Committee members were Dr. Michael Martineau (Chairman), Ian MacGregor and James Askew.

Sustainability Committee

Review with management GSR's goals, policies and programmes relative to exploration, development and operational matters with particular focus on the assessment and mitigation of geological, mining, metallurgical, other technical, community relations, health, safety and environmental risks

Review with management the establishment of appropriate policies, systems, standards and procedures for all technical, development and operating activities

Review compliance with applicable laws, rules, regulations and standards of corporate conduct

Review with management GSR's policies with respect to risk assessment and risk management

Review with management GSR's major financial risk exposures as they relate to the assessment, reduction and mitigation of technical risk

Review with management the risk analysis of any proposed new major exploration, development, operating or new business activity

Review with management GSR's record of performance on community relationships, health, safety and environmental matters, along with any proposed actions based on the record of performance.
As at September 30, 2007 the Sustainability Committee members were James Askew (Chairman), Ian MacGregor and Michael Terrell.

Nominating and Corporate Governance Committee

Edgar Filing: GOLDEN STAR RESOURCES LTD - Form 424B5

Recommend the size, composition and required capabilities of the Board

Seek individuals qualified to become Board members and identify criteria which proposed nominees to the Board should meet

Review the qualifications of specific potential candidates for election to the Board

Evaluate the independence of directors and potential directors as well as their business experience, specialised skills and other experience

Review annually and recommend to the Board the mandates, membership and Chairs of all standing committees

Review periodically the overall succession planning for the chairman of the Board and when appropriate, recommend to the Board the process for selecting the chairman of the Board

Participate with the Compensation Committee in selection and recruitment of any new CEO or other senior officer that may be considered to serve as director

Oversee issues of corporate governance as they apply to GSR and report on these to the Board.

As at September 30, 2007 the Nominating and Corporate Governance Committee members were David Fagin (Chairman), Ian MacGregor and Dr. Michael Martineau.

3. Other Governance Documents

GSR has other Governance policies and guidelines as spelled out in the following documents, copies of which are available for inspection:

Code of Ethics Directors and Officers

Procedures for Shareholders to Propose Candidates to the Board of Directors

Shareholder Communication with the Board of Directors

Whistleblower Policy

Table of Contents

Golden Star Share Offer Full Prospectus

F. Employees

1. Staff Strength

As of December 31, 2006, Golden Star, including its majority-owned subsidiaries, had approximately 1,600 permanent employees and approximately 200 full time contract employees, a 20% increase from the approximately 1,500 people employed at the end of 2005. The 2006 total includes 14 employees at the principal office in Littleton, Colorado.

2. Relationship between Management and GSR's Workforce

GSR management generally enjoys a healthy relationship with its workforce. As at September 18, 2007, there were no labour disputes involving GSR or its subsidiaries or any member of staff.

There has only been one incident of an illegal strike during the past 3 years. In September 2005, GSR's unionized staff locked up 26 senior staff in the Mine Offices, and prevented anyone from leaving the premises. Within 24 hours order was restored with no violence or injury of any type.

G. Remuneration and Compensation

Remuneration depends on the job level of each employee. Each job level carries a minimum and maximum salary between which GSR is prepared to pay based on performance, qualifications and experience. The Company has guidelines for the payment of bonuses to its employees, the main criteria being performance and duration of employment.

1. Directors Remuneration

The remuneration paid to directors is recommended by the Compensation Committee of the Board and approved by shareholders. GSR paid its non-executive directors US\$918,480 (including fair value of 584,400 stock options granted them) during the 2006 financial year. GSR paid its non-executive directors US\$341,556 (including fair value of 200,000 stock options granted them) during the 2005 financial year.

2. President and CEO's Remuneration

Peter Bradford has served as President and CEO of GSR since November, 1999. On August 1, 2007 Mr. Bradford notified the Company of his intent to resign as a director and officer of GSR effective on December 31, 2007 or at such other date as the parties agree following the appointment of a successor. A search for a new CEO is underway.

GSR or a subsidiary has entered into employment agreements with Peter J. Bradford. The material terms of the agreement, as amended includes: (a) employment for one year with automatic renewal for successive one-year periods unless either GSR or the employee gives notice of non-renewal of the employment agreement; (b) a base salary of (US\$500,000 for 2007); (c) severance payments upon a termination of employment without cause in an amount equal to two times the sum of the employee's base salary, the average of the target bonus for the employee for the current calendar year and the bonus paid to the employee for the previous year, and amounts equal to the value of the previous year benefits; (d) a lump sum payment in the event of a termination upon a change in control equal to three times the sum of the employee's base salary, the average of the target bonus for the employee for the current calendar year and the bonus paid to the employee for the previous year, plus amounts based on the value of previous year benefits; and (e) participation in GSR's stock option plan, the executive bonus plan, and in such of GSR's benefit and deferred compensation plans as are from time to time available to executive officers of GSR. In addition, in the event of either a termination by GSR without cause or a termination following a Change of Control (as defined below), all unvested stock options immediately vest and remain exercisable for 12 months following termination.

Edgar Filing: GOLDEN STAR RESOURCES LTD - Form 424B5

A Change of Control is defined, generally, as (i) the acquisition of more than 30% of GSR's voting stock by a person or group, (ii) board members at a specified date, or persons appointed or nominated by them, cease to constitute a majority of the board, or (iii) stockholders approve a merger of GSR (other than a merger in which the stockholders of GSR prior to the merger continue to own more than 50% of

Table of Contents

Golden Star Share Offer Full Prospectus

the outstanding stock of the surviving entity), a sale of substantially all of GSR's assets, or a liquidation. Change of Control severance benefits become payable under the terms of the employment agreements if, at the time of or during a period of 12 to 24 months (as applicable) following a Change of Control, the employee's employment is terminated by the surviving or successor entity without Cause or the employee voluntarily terminates his/her employment for specified reasons. Such reasons include a substantial alteration in the nature or status of employment responsibilities, reduction in compensation or benefits, relocation, or breach by the surviving or successor entity of the employment agreement.

GSR awarded Mr. Bradford 48,750 Common Shares under the Stock Bonus Plan and granted 161,160 stock options during the 2006 financial year and granted him 88,660 stock options during the 2005 financial year.

In connection with Mr. Bradford's planned resignation from GSR, on August 1, 2007, GSR agreed, among other things, to pay Mr. Bradford's base salary through the date of his separation from the Company and 2007 bonus, and to provide medical benefits and insurance through a date that is two years from his separation date. In addition, Mr. Bradford's outstanding share options will vest immediately upon his separation from GSR and remain exercisable until the earlier of their respective stated expiration dates and a date that is three years from his separation date.

The President and CEO's contract is available for inspection.

H. Share Ownership of Directors and Employees**1. Current Shareholdings by Directors and Employees**

The table below lists the share ownership, excluding share options, of GSR's Directors and Senior Management in the Company as at September 30, 2007:

Name/Position	Shares Held	% Holding
Ian MacGregor	50,000	0.02
Peter Bradford	1,642,307	0.70
James Askew	200,000	0.09
Michael Martineau	10,000	0.00
Michael Terrell	552,530	0.24
David Fagin	693,805	0.30
Lars-Eric Johansson	0	0.00
Thomas Mair	100,000	0.04
Colin Belshaw	2,679	0.00
S. Mitchel Wasel	20,333	0.01
Bruce Higson-Smith	50,872	0.02
Total	3,319,847	1.42

2. Share Ownership Schemes For Employees

GSR currently operates the stock based compensation schemes (Options Plan and Stock Bonus Plan) discussed earlier in this document.

GSR granted 1,141,023 and 850,650 options during the nine months ended September 30, 2007 and 2006, respectively. The Company recognized \$2.3 million and \$1.6 million of non-cash compensation expense in the nine months ended September 30, 2007 and 2006, respectively. GSR does not receive a tax deduction for the issuance of options. As a result the company did not recognize any income tax benefit related to the stock compensation expense during the nine months ended September 30, 2007 and 2006. Shares under option as at September 30, 2007 totalled 6,576,455.

Table of Contents

Golden Star Share Offer Full Prospectus

I. Property & Equipment

GSR's major tangible assets comprise mining and fixed assets. The table below summarizes information regarding GSR's more significant properties as at December 31, 2006:

				2006		
Property	Type of Interest	Expiry Date	Property size	Status	Comments	
Bogoso (Ghana)	Government granted mining leases held by a 90% owned subsidiary	8/21/2017 8/16/2018	95 km ²	Active	Mining stage	
Prestea (Ghana)	Government granted mining lease held by a 90% owned subsidiary	7/6/2031	129 km ²	Active	Mining stage	
Wassa (Ghana)	Government granted mining lease held by a 90% owned subsidiary	9/16/2022	102 km ² , another 15 km ² applied for	Active	Mining stage	
Prestea Underground (Ghana)	Government granted mining lease, 81% beneficial interest	7/6/2031	129 km ² lies directly below Prestea surface lease	Active	Exploration stage	
Dunkwa-Mampon (Ghana)	Prospecting License	1/26/07 extension applied for	66 km ²	Active	Development stage	
Dunkwa-Mansiso (Ghana)	Prospecting License	1/9/08	56 km ²	Active	Exploration stage	
Pampe	Prospecting License	Conversion to mining lease underway	5.8 km ²	Active	Development stage	
Hwini-Butre (Ghana)	2 Prospecting Licenses	3/10/08; Conversion to mining lease underway	180 km ²	Active	Advanced exploration stage	
Benso (Ghana)	3 Prospecting Licenses	5/16/06; Conversion to mining lease underway	21 km ²	Active	Advanced exploration stage	
Cote d'Ivoire Regional	2 Permis de Recherché	Various	2,000 km ²	Active	Exploration stage	

Edgar Filing: GOLDEN STAR RESOURCES LTD - Form 424B5

Mano JV (Sierra Leone)	5 Prospecting Permits	Various	550 km ²	Active	Exploration stage
Goulagou, Rounga, Titao (Burkina Faso)	2 Permis de Recherche Agreements allow earning up to 90%	6/1/09	487 km ²	Active	Advanced exploration stage
Deba & Tialkam (Niger)	2 Permis de Recherche	11/24/07	1,842 km ²	Active	Exploration stage
Saramacca (Suriname)	Various Government granted rights of exploration and option agreements	Renewals Pending	660 km ²	Active	Exploration stage

Table of Contents

Golden Star Share Offer Full Prospectus

J. Community Development Programmes and Sustainability

GSR conducts its business as a responsible corporate citizen in keeping with the company's environmental, social and health and safety policies. The company believes its ongoing success in Ghana can only be achieved by continuing to build good relations with its local stakeholder communities and by incorporating stakeholder comments and addressing their concerns in its developing projects. GSR believes its success as an employer, as a neighbor and as an important part of the local economy is dependent on achieving and maintaining good community relationships while helping to develop a more sustainable economy that is not solely dependent on the company's activities.

As such, GSR is committed to sharing its success with its neighbors through the company's development foundation and its oil palm project. GSR's work in 2006 focused on furthering the alternative livelihood projects that were providing the most benefit to the communities, and developing and implementing a strategy to provide its neighbors with more control over the infrastructure and development projects that the company fund. On reviewing the alternative livelihood program, GSR found that poultry farming and small business development were successfully providing sustainable livelihoods to a large number of stakeholders. Of the 47 people that were trained to develop their own small businesses, 37 are still deriving their income from these businesses. This is a success rate of almost 80%. Key among the successes are a number of single mothers who are now able to support their families as a result of their commitment and GSR's trainings and investment in their future.

The aim of the economic development activities in 2007 will be to make the various participants independent and self-supporting. A measure of success in the poultry project was achieved when the cooperative was able to assist with program funding for new members from funds repaid to the cooperative by its members. Although GSR invested in local infrastructure during the past several years, the company's efforts were driven by its own people with some input from the local communities. This resulted in projects that, although worthwhile, were not focused on key community needs. To address this, during 2006 GSR established the Golden Star Development Foundation to fund all future community projects. The Foundation is funded by GSR by contributions equal to \$1 per ounce of gold produced plus 0.5% of pretax profit. Projects are selected by a community consultation committee. The first project approved for funding was the electrification of a village. Community support of another kind came from the Golden Star head office in the form of a book drive. Initiated in 2005, GSR staff in Denver have worked with local high school student volunteers to collect, sort and pack books with the first shipment arriving in Ghana in 2006. By year end, this project had collected over 170,000 books that will be placed in libraries in GSR stakeholder communities. Librarians have been selected for some of these libraries and the process of getting the books onto the shelves has begun.

Another of GSR's major economic diversity efforts is the Golden Star Oil Palm Project. This project builds on the existing abilities within the local community to diversify economic opportunities for individuals who would be unable to establish a palm oil plantation due to either limitations on land or funding. GSR established links with the local traditional authorities who then provided the company with access to land. Using local labor, the land was prepared for planting and then oil palms planted. For the first three to four years, GSR will fund the development of the Project and pay the people preparing the land and caring for the seedlings. After this, the more mature palms begin to produce fruit and hence income. At this point, blocks of about four hectares will be assigned to individuals or family groups who then care for the trees while receiving technical assistance and inputs from the project. When the fruit is harvested, the individual growers sell the fruit to the project and receive their money minus the input costs. GSR first promoted the use of oil palms as a way to diversify the local economy as part of its alternative livelihood program. Funding was subsequently channeled into the Golden Star Oil Palm Project with the specific goal of managing the oil palm plantations as a sustainable business. To date, the areas planted with oil palms total 525 hectares and 405 hectares for the alternative livelihood program and Golden Star Oil Palm Project, respectively.

K. Related Party Transactions

During 2006 GSR obtained legal services from Fasken Martineau DuMoulin LLP, a legal firm to which the company's Chairman is counsel. The total value of all services purchased during 2006 and 2005 was \$0.5 million and \$1.5 million, respectively. In respect of 2007, to date GSR has paid approximately

Table of Contents

Golden Star Share Offer Full Prospectus

Cdn\$0.49 million for services rendered by Fasken Martineau DuMoulin LLP. GSR's Chairman did not personally perform any legal services for the company during the current year, 2006 or 2005 nor did he benefit directly or indirectly from payments for the services performed by the firm.

During the first quarter of 2006, a corporation controlled by Michael A. Terrell, a director of Golden Star, provided management services to St. Jude Resources Ltd. for which it was paid Cdn\$0.13 million. Mr. Terrell became a director of Golden Star following GSR's acquisition of St. Jude in December 2005. Mr. Terrell's company ceased providing services to St. Jude at March 31, 2006.

L. Other Disclosures

1. Relationships Among Directors There are no family relationships among the Directors.
2. Bankruptcy Petitions No petition under any bankruptcy law has been filed against any director, or persons nominated to become directors, or any partnerships of which such persons were partners, or of any company in which such persons were directors.
3. Criminal Proceedings or Convictions for Fraud or Dishonesty No person who is a director or has been nominated to become a director has been convicted in a criminal proceeding or is a named subject of any pending criminal proceeding relating to an offence involving fraud or dishonesty.
4. Prohibition against Financial Advisory or Capacity to Hold Office No person who is a director or has been nominated to become a director has been subject of any judgement or ruling of any court of competent jurisdiction, tribunal or government body permanently or temporarily enjoining him from acting as an investment advisor, dealer in securities, director or employee of a corporate body or engaging in any type of business practice or activity or profession.
5. Materiality of Directors Interests in the Company's Business and Affairs No member of GSR's Board or any other persons related to them have any material interest in the Company either directly or indirectly other than shareholding or options or as previously disclosed.
6. Materiality of Management Interest in the Company's Business and Affairs No member of management or any other persons related to them have any material interest in the Company either directly or indirectly other than shareholding or options or as previously disclosed.
7. Directors Powers to Borrow and Charge the Company's Assets The directors may exercise all the powers of the company to borrow money and to mortgage or charge its property and undertaking or on any part thereof, and to issue debentures. Such powers can be varied by amending the Company's Regulations.

Table of Contents

Golden Star Share Offer Full Prospectus

PART 4 BRIEF OVERVIEW OF THE MINING SECTOR

A. Introduction and History

Gold mining and export has been part of Ghana's economic setup for centuries. When Portuguese traders established a port on the coast of Ghana in 1482, they named it Elmina (the mine), while later British colonizers called the country Gold Coast.

Modern gold mining that explores ore deposits below the earth's surface began about 1860, when European concessionaires imported heavy machinery and began working in the western areas of present-day Ghana. Since the beginning of the twentieth century, modern mining in the then Gold Coast has been pursued as a large-scale venture, necessitating significant capital investment from foreign investors.

At independence, foreign control of the sector was tempered by increasing government involvement under the Nkrumah regime; however, production began to decline in the late 1960s and did not recover for almost twenty (20) years. In the mid-1960s, many mines began to hit poorer gold reefs. Despite the floating of the international gold price in the late 1960s, few investors were willing to invest, while government failed to provide the necessary capital to expand production into new reefs. Of the two major gold mining enterprises, neither the State Gold Mining Corporation nor AGC (40 percent controlled by the government) expanded or even maintained production levels.

Under the Economic Recovery Programme (ERP), the mining sector was targeted as a potential source of foreign exchange, and since 1984, government has successfully encouraged the rejuvenation of gold mining in Ghana. To offer incentives to the mining industry, the Minerals and Mining Law was passed in 1986. Among its provisions were generous capital allowances and reduced income taxes. Since 1986 there has been a gradual recovery in overall production.

B. Regulatory Environment

The Republic of Ghana is the owner of all minerals occurring in their natural state under or upon any land in Ghana as well as rivers, streams, watercourses, the exclusive economic zone and any area covered by territorial waters or continental shelf. Consequently, the exercise of any mineral right requires by Law, a license to be granted by the Ministry of Land, Forestry and Mines (MLFM). MLFM grants exclusive mineral rights and no transfers are permitted without the approval of the ministry. Principal Laws regulating the sector include:

The New Minerals and Mining Act 2006 (Act 703) (the Mining Act)

Minerals and Mining Amendment Act 1994 (Act 475)

Gold Mining Products Protection Ordinance (Cap 149)

Precious Minerals Marketing Corporation Law 1989 (PNDCL 218)

Small-Scale Gold Mining Law 1989 (PNDCL 218)

Rivers Ordinance (Cap 226)

Water Resources Commission Act 1996 (Act 552)

Environmental Protection Agency Act 1994 (Act 490) and Environmental Assessment Regulations made thereunder.

The New Minerals and Mining Act 2006 (Act 703)

The New Minerals and Mining Act 703, 2006 was enacted to provide an internationally competitive framework that ensures a stable and equitable tax-regime while taking cognizance of environmental protection as well as community interests in order to provide the basis for the development and sustainability of mining in Ghana. The new act provides for, among others, the following:

***Application of Mineral Legislation:** The legislation is applied equally to Ghanaians and foreigners, except for the provisions relating to small-scale mining of minerals, which is reserved for Ghanaians. However, foreigners can participate in the exploration and exploitation of industrial minerals where the proposed investment is not less than US\$10 million.*

Table of Contents

Golden Star Share Offer Full Prospectus

Government Participation in Mining Lease: By section 43(1) of the Mining Act the Government is entitled to a free-carried equity interest of 10% in mineral ventures. Any further participation is to be agreed with the holder.

Payment of Royalties: Section 25 of the Mining Act 2006 prescribes for the payment of royalties by the holder of a mining lease to the Republic as may be prescribed in respect of minerals obtained from its mining operations except that the rate of royalty shall not be more than 6% or less than 3% of the total revenue of minerals obtained by the holder.

Stability Agreement: It seeks to protect the holder of a mineral right for a period of up to 15 years, from any adverse effects of future changes in law that are capable of imposing huge financial burden on the holder. The agreement is subject to parliamentary approval

Forms of Mineral Rights: Under the Mining Act mineral rights can be granted in the following areas:

Type of License	Purpose	Area	Duration
Reconnaissance	Allows the holder to search for specific minerals by geochemical and photo-geological surveys or other remote sensing techniques	No limit to size of area covered	12 month renewable
Prospecting	Allows the holder to search for minerals and evaluation	Not exceeding 150Km ²	3 years and renewable for a maximum of two terms
Mining Lease	Allows the holder to mine, win or extract a specific minerals	50Km ² single grant 150Km ² aggregate grant	30 years subject to renewal for another 30 years
Small Scale-Mining	Extraction of minerals	In accordance with the number of blocks prescribed	5 years renewable

Additional Terms and Conditions of Mineral Rights: Section 13(7) of the Mining Act 2006 stipulates that subject to the provisions of the Act, a mineral right shall be subject to the terms and conditions that are prescribed from time to time.

C. The Ghana Chamber of Mines

The Ghana Chambers of Mines is an association of mining companies operating in Ghana. The first offices of the West Africa Chamber of Mines, which gave birth to the Ghana Chamber of Mines, were set up in 1903 with the principal objective of advancing and protecting the mining interests of shareholders. The association has been operating in Ghana for more than 79 years.

On June 6, 1928, the Gold Coast Chamber of Mines was incorporated as a private Company and operated at Tarkwa in the Western Region. On attainment of independence on 6th March 1957, the name of the Chamber was altered to the Ghana Chamber of Mines. By a special resolution on 6th May 1960, the objects of the Chamber was also altered, and on 14th February 1964, the Chamber was converted under the Companies Code 1963 (Act 179) into a Company Limited by Guarantee. In 1967, the registered offices of the Chamber moved to the national capital, Accra.

Edgar Filing: GOLDEN STAR RESOURCES LTD - Form 424B5

The Chamber has since remained a voluntary private sector association representing companies and organizations engaged in the minerals and mining industry in Ghana. Programmes and activities of the Chamber are funded entirely by its member companies, which are largely responsible for producing almost all of Ghana's minerals.

Table of Contents

Golden Star Share Offer Full Prospectus

D. The Gold Mining Companies

Mining companies operating in Ghana predominately focus on the mining of four (4) main minerals, namely gold, diamond, bauxite and manganese. Gold contributes approximately 95% of revenues from minerals mined in Ghana. Ghana is the second largest gold producer on the African continent behind South Africa.

There are four (4) major gold mining companies that operate mines in Ghana. These are AngloGold Ashanti Limited (AGA), Golden Star, Goldfields Ghana Limited (GGL) and Newmont Ghana Limited (NGL). These four companies together account for about 88% of total gold produced in Ghana during 2006.

E. Gold Prices

Gold prices have generally trended upward over the past five (5) years. However, for the five years prior to that, gold prices remained relatively flat ranging between US\$252 per ounce and US\$316 per ounce. Gold price peaked at US\$730 per ounce in 2006, the highest it has reached since 1980, although it closed the year at US\$669 per ounce. For the nine months ended September 30 2007, gold prices have ranged between US\$604 and US\$745. Gold prices have since continued their strong run with prices above US\$800 during November 2007. The graph below shows gold price movements over the past 10 years:

F. Performance of the Mining Sector

Since 1986, when the Minerals and Mining Law of 1986, PNDCL 153 was enacted, there has been a general increase in mineral production in Ghana. This can be seen in the table below:

Table of Contents

Golden Star Share Offer Full Prospectus

As at December 2006, 2.2 million ounces of gold, 1.0 million carats of diamond, 0.9 million tonnes of bauxite and 1.7 million tonnes of manganese were produced in Ghana. Currently, the mining sector contributes about 7% of Ghana's total corporate tax earnings, 37% of total export revenues and 5% of Gross Domestic Product. Gold is the highest revenue earner from the mineral sector bringing in approximately US\$1.3 billion out of the US\$1.4 billion received from mineral exports in 2006.

G. Key Developments and Outlook

Two main challenges face the mining industry in Ghana. These are illegal mining and inadequate power supply due to the rationing of power to all users. In 2006, the Government of Ghana, through the Ministry of Interior, initiated an operation to remove illegal miners from legal mineral concessions in Ghana.

The construction of a power station by the consortium of Golden Star, Newmont Mining Corporation, Gold Fields Limited and AngloGold Ashanti Limited is nearing completion and commissioning has commenced. This power station is expected to generate approximately 80 megawatts of power on a continuous basis of which 25% will belong to Golden Star.

Separately, Golden Star has entered into a take-or-pay agreement to purchase 10 megawatts of power from a power provider who will construct a 20 megawatt power station at the Bogoso/Prestea minesite. Golden Star will have access to the full 20 megawatts if required. The planned power station can be operated on diesel or lower cost residual fuel oil, and it is planned to install fuel handling facilities for all types. Development activities will begin immediately and power should be available in early 2008.

Outlook for the mining sector in 2007 and beyond is very positive although power supply constraints will affect profits of the mining companies in the short term. The price of gold is expected to be firm and overall production in 2007 is not expected to be hampered by extraneous factors. On the other hand, production costs are expected to rise mainly on account of the relatively high cost mining companies incur in generating power. Gold mining will continue to be one of Ghana's economic main drivers and the nation is poised to further benefit from the industry through stable production and a healthy gold price.

Table of Contents

Golden Star Share Offer Full Prospectus

PART 5 - FINANCIAL OVERVIEW AND PROSPECTS

A. Reporting Accountants Note

The Chief Financial Officer

Golden Star Resources Ltd

10901 W. Toller Drive

Suite 300, Littleton

CO 80127-6312

USA

Dear Sir,

Listing of the Common Shares of Golden Star Resources Ltd. on the Ghana Stock Exchange

We have examined the audited financial statements of Golden Star Resource Ltd. and its subsidiaries for the five years ended 31 December 2006. The company and its subsidiaries are referred to as the Group .

PricewaterhouseCoopers LLP of Vancouver, BC, Canada have acted as auditors of the Group throughout the period covered by our examination. The auditors did not qualify any of the financial statements from 2002 to 2006.

The historical financial data from 2002 to 2006 set out in the following section has been prepared from the audited financial statements of the Group.

Our work has been carried out in accordance with the Auditing Guidelines: Prospectuses and the Reporting Accountant .

In our opinion, the historical financial data set out below give a true and fair view of the results of the Group for each of the five years ended 31 December 2006 and of the state of affairs of the Group at the end of each of those years in accordance with Ghana Accounting Standards.

Yours faithfully

[SIGNED]

Chartered Accountants

21 September 2007

Table of Contents

Golden Star Share Offer Full Prospectus

B. Historical Financial Data

GSR's consolidated financial statements are prepared and reported in United States (US) dollars and in accordance with generally accepted accounting principles in Canada (Cdn GAAP). The consolidated financial statements include the accounts of the Company and its majority-owned subsidiaries, whether owned directly or indirectly. GSR's auditors are PricewaterhouseCoopers LLP of Vancouver, BC, Canada. The auditors did not qualify any of their opinions with regards to the financial position, operational results and cash flows of GSR during the five year period to December 31, 2006.

We present a summary of five-year historical financial data in the following tables. The financial data has been extracted from GSR's audited financial statements, which are appended to this Prospectus.

i. Extracts from Consolidated Balance Sheets as at December 31, 2002 - 2006

	2002	2003	2004	2005	2006
	US\$ 000	US\$ 000	US\$ 000	US\$ 000	US\$ 000
Historical Balance Sheets					
Assets					
Cash and Cash Equivalents	20,016	89,970	51,727	89,709	27,108
Accounts Receivable	1,977	790	3,592	6,560	8,820
Inventories	8,421	12,661	15,366	23,181	45,475
Deposits			5,102	5,185	7,673
Other Current Assets	2,429	1,514	3,059	8,154	1,458
Total Current Assets	32,843	104,935	78,846	132,789	90,534
Restricted Cash	3,365	3,317	3,351	3,865	1,581
Long-term Investments	0	888	5,528	8,160	1,457
Deferred Exploration and Dev. Costs	4,743	9,108	7,452	167,532	167,983
Property, Plant and Equipment	9,100	18,202	28,653	84,527	93,058
Mining Properties	21,513	56,808	75,554	118,088	136,775
Construction in Progress		27,376	51,159	36,707	165,155
Other Assets	2,571	1,757	1,617	12,935	7,231
Total Assets	74,135	222,391	252,160	564,603	663,774
Liabilities					
Accounts Payable	4,109	3,268	7,010	9,093	19,012
Accrued Liabilities	3,208	4,741	9,203	24,867	30,715
Current Debt	3,563	142	1,267	6,855	19,424
Total Current Liabilities	10,880	8,151	17,480	40,815	69,151
Long-term Debt	1,727	657	1,707	64,298	66,911
Asset Retirement Obligations	7,246	7,745	8,660	60,621	58,188
Total Liabilities	19,853	16,553	27,847	165,734	194,250
Minority Interest	4,898	7,476	6,353	6,629	7,424
Share Capital					
First preferred shares, without par value, unlimited shares authorized. No shares issued and outstanding					
Common shares, without par value, unlimited shares authorized. Shares issued and outstanding: 207,891,358 at Dec 31, 2006; 205,954,582 at Dec 31, 2005	201,039	327,578	342,494	522,510	524,619
Contributed Surplus			2,040	6,978	10,040
Equity Component of Convertible Notes				2,857	2,857
Deficit	(151,655)	(129,216)	(126,574)	(140,105)	(75,416)

Edgar Filing: GOLDEN STAR RESOURCES LTD - Form 424B5

Total Shareholders Equity	49,384	198,362	217,960	392,240	462,100
Total Liabilities & Shareholders Equity	74,135	222,391	252,160	564,603	663,774

Table of Contents

Golden Star Share Offer Full Prospectus

ii. Extracts from Consolidated Statement of Operations for the years ended December 31, 2002 - 2006

	2002	2003	2004	2005	2006
	US\$ 000	US\$ 000	US\$ 000	US\$ 000	US\$ 000
Historical Statements of Operations					
Revenues					
Gold Sales	38,091	63,512	60,690	89,663	122,586
Royalty Income			3,049	4,178	4,026
Interest and Other	711	858	1,290	1,624	2,078
Total Revenues	38,802	64,370	65,029	95,465	128,690
Production Expenses					
Mining Operations	26,747	32,125	39,095	79,609	92,730
Depreciation, Depletion & Amortization	2,459	4,993	8,096	15,983	21,460
Accretion of Asset Retirement Obligation		578	645	752	835
Total Mine Operating Costs	29,206	37,696	47,836	96,344	115,025
Operating Expenses					
Exploration Expense	485	594	895	951	1,462
General and Administrative Expense	3,886	5,556	8,197	8,631	10,873
Corporate Development Expense		10	4,504	248	
Total Production & Operating Expenses	33,577	43,856	61,432	106,174	127,360
Operating Income/(Loss)	5,225	20,514	3,597	(10,709)	1,330
Other Expenses, (Gains) & Losses					
Derivative Mark-to-market Loss				11,820	9,589
Abandonment and Impairment of Mineral Properties		175	470	1,403	1,847
Gain on Partial Sale of Investment in Euro				(977)	(50,903)
Gain on Sale of Investment in Moto					(30,240)
Loss on Equity Investments			331	239	
Interest Expense	265	42	139	2,416	1,846
Foreign Exchange (Gain)/Loss	(139)	(2,331)	280	574	(2,330)
Gain on Sale of Marketable Securities		(1,905)			
Omai Preferred Share Redemption Premium	(170)				
Loss on Sale of Assets	(425)				
Income/(loss) before Min. Interest	5,694	24,533	2,377	(26,184)	71,521
Minority Interest	(838)	(2,577)	(1,277)	(277)	(794)
Net Income/(Loss) Before Tax Income	4,856	21,956	1,100	(26,461)	70,727
Income Tax Expense/(Recovery)			1,542	12,930	(6,038)
Net Income/(Loss)	4,856	21,956	2,642	(13,531)	64,689
Net income/(loss) per common share - basic	0.067	0.198	0.019	(0.094)	0.312
Net income/(loss) per common share - diluted	0.063	0.186	0.018	(0.094)	0.308
Weighted average shares outstanding (millions of shares)	72.4	111.0	138.5	143.6	207.5

Table of Contents

Golden Star Share Offer Full Prospectus

iii. Extracts from Consolidated Cash Flow Statements for the years ended December 31, 2002 - 2006

	2002	2003	2004	2005	2006
	US\$ 000	US\$ 000	US\$ 000	US\$ 000	US\$ 000
Historical Statements of Cash Flows					
Operating Activities					
Net Income/(Loss)	4,856	21,956	2,642	-13,531	64,689
Reconciliation of Net Income to Net Cash Provided by Operating Activities:					
Depreciation, Depletion & Amortization	2,459	4,993	8,096	16,042	21,530
Amortization of Loan Acquisition Cost				228	358
Deferred Stripping			(1,357)	(191)	1,548
Loss on Equity Investment			331	239	
Convertible Debentures Accretion	46				
Premium on Omai Preferred Share Redemption	(170)				
Gain on Sale of Investments in Moto & Euro				(977)	(81,143)
Non-cash Employee Compensation	78	1,085	1,386	1,007	1,857
Impairment of Deferred Exploration Projects		175	470	1,413	1,847
Income Tax Expense/ (Benefit)			(1,542)	(12,930)	6,347
Gains on Sale of Assets	(425)				
Reclamation Expenditures	(465)	(841)	(730)	(691)	(1,130)
Fair Value of Derivatives				10,752	3,640
Accretion of Convertible Debt				523	706
Accretion of Asset Retirement Obligations		578	645	752	835
Minority Interests	838	2,577	1,277	277	794
	7,217	30,523	11,218	2,913	21,878
Changes in Assets and Liabilities:					
Accounts Receivable	(746)	1,187	(2,802)	(2,853)	(4,077)
Inventories	(424)	(4,240)	(2,705)	(7,815)	(22,294)
Deposits				163	(67)
Accounts Payable and Accrued Liabilities	45	690	8,204	8,817	10,716
Marketable Securities	(906)	906			
Other	(293)	10	(5)	(165)	(758)
Net Cash provided by Operating Activities	4,893	29,076	13,910	1,060	5,398
Investing Activities:					
Expenditures on Deferred Exploration & Dev.	(208)	(4,539)	(5,260)	(5,954)	(8,606)
Expenditures on Mining Properties	(12,075)	(29,950)	(18,302)	(26,631)	(15,784)
Expenditures on Property, Plant and Equipment	(3,430)	(10,691)	(12,286)	(36,321)	(19,372)
Expenditures on Mine Construction in Progress		(22,833)	(23,783)	(35,530)	(126,954)
Omai Preferred Share Redemption	310				
Cash Invested in Short-term Investments			(38,850)		(21,080)
Cash Provided by Short-term Investments				38,850	21,080
Cash Provided by Draw Down of Restricted Cash					3,861
Expenditure on Purchase of Moto Shares					(1,656)
Proceeds from Sale of Investment in Moto					38,952
Proceeds from Sale of Investment in Euro					33,202
Change in Payable on Capital Expenditures				434	6,914
Sale of Property	5,425	1,000	1,000	1,000	
Long-term Investments		(888)	(4,971)	(2,871)	(300)
Deposits			(5,102)	(246)	(2,420)

Table of Contents

Golden Star Share Offer Full Prospectus

	2002	2003	2004	2005	2006
	US\$ '000	US\$ '000	US\$ '000	US\$ '000	US\$ '000
Historical Statements of Cash Flows					
Other	(392)	(139)	(894)	(220)	41
Net Cash Used in Investing Activities	(10,370)	(68,040)	(108,448)	(67,489)	(92,122)
Financing Activities:					
Issuance of Share Capital, Net of Issue Costs	29,095	113,408	15,270	73,132	3,463
Debt Repayments	(6,502)	(5,289)	(153)	(3,678)	(6,622)
Issuance of Debt	2,384	799	2,328	74,191	27,431
Other	7			(384)	(149)
Net Cash provided by Financing Activities	24,984	108,918	17,445	143,261	24,123
Increase/ (Decrease) in Cash and Cash Equivalents	19,507	69,954	(77,093)	76,832	(62,601)
Cash and Cash Equivalents, Beginning of Period	509	20,016	89,970	12,877	89,709
Cash and Cash Equivalents at End of Period	20,016	89,970	12,877	89,709	27,108

C. Exchange Rates

We provide in the table below, exchange rates between the Ghana cedi and the US dollar. The rates are based on the average inter-bank exchange rates as published by the Ghana Association of Bankers:

	2002	2003	2004	2005	2006
In Ghana cedi (GH¢) US\$1.00 equivalent ^					
Average Rate for the Year	0.7909	0.8616	0.8972	0.9054	0.9151
Rate as at December 31st	0.8352	0.8806	0.9030	0.9088	0.9210
In Cedi (¢) US\$1.00 equivalent ^					
Average Rate for the Year	7,909.01	8,616.48	8,971.71	9,054.10	9,151.02
Rate as at December 31st	8,351.91	8,805.50	9,029.73	9,088.18	9,210.23

^ The Ghanaian currency was redenominated on July 1, 2007 under which one new Ghana cedi (GH¢1.00) was equivalent to ten thousand old cedis (¢10,000.00). Both the old and new currency are legal tender until December 31, 2007, after which only the new currency will be legal tender. We have exchange rates in both the new and old currencies in the table above.

D. Financial Analysis, 2002 to 2006**Gold Sales Volume and Revenue**

In the past five (5) years, GSR has sold 849,964 ounces of gold. GSR's gold comes from two (2) operating mines in Ghana namely Bogoso/Prestea and Wassa operations. GSR commenced mining and processing of Prestea ore in 2002. Wassa mine commenced commercial production in April 2005. GSR's revenue from gold has more than doubled in the past five (5) years. Although ounces of gold produced increased by 62% over the same period, growth in the company's revenue has mainly been boosted by rising gold prices. Gold prices averaged \$607/oz in 2006 compared with \$271/oz in 2002. The graphs below show GSR's sales volume and revenue from 2002 to 2006:

Table of Contents

Golden Star Share Offer Full Prospectus

Total Production and Operating Expenses

GSR's production and operating expenses has on the average increased by 41% per annum over the past five (5) years. Production expenses increased sharply in the 2005 and 2006 financial year. The company attributes the sharp increases in total production and operating expenses to higher cost of fuel and other materials as well as cost of generating power. The table below shows GSR's production expenses from 2002 to 2006:

Operating Income/Loss

Operating income has generally fluctuated over the five (5) year period. The sharp increase in 2003 is attributable to increased gold production and higher gold prices recorded in 2003 compared with 2002. While gold prices increased by 17% in 2003 compared to the previous year, GSR produced 40% more ounces of gold than in 2002. The sharp decline in operating income in 2004 is attributable to a 50% increase in total expenses mainly due to higher depreciation and corporate development related expenses. Operating loss recorded by GSR in 2005 is as a result of the 104% increase in mining operations related expenses for the period. The table below shows GSR's operating income/loss from 2002 to 2006:

Net Income/(Loss) Before Minority Interest

Net income before minority interest has fluctuated over the past five (5) years. After increasing sharply by 352% in 2003, net income decline by 88% in 2004 due to mining related expenses. The net loss recorded in 2005 is a result of the sharp increase in mining related expenses while the sharp increase in net income in 2006 is attributable to the gain on sale of GSR's Common Shares in Moto Goldmines Ltd and EURO. The table below shows net income/(loss) for the five (5) year period to December 2006:

Total Assets and Shareholders' Equity

GSR's total assets have increased significantly over the period, from US\$74.14 million in 2002 to US\$663.77 million as at December 31, 2006. The highest growth, 199.98% (in 2003), was largely due to an increase in cash & cash equivalents, resulting from the US\$113 million the company raised through

Table of Contents

Golden Star Share Offer Full Prospectus

the issuance of equity that year. Also, in 2003 GSR acquired Ashanti Goldfield Company's mining rights to Mampon. In 2005, total assets increased by 123.91% from US\$252 million to US\$565 million over 2004. This is mainly attributable to an increase in deferred exploration & development costs and mining properties. GSR acquired HBB Properties as well as property, plant and equipment for the Wassa operation. The growth in shareholders' equity has generally followed growth in total assets. The graphs below show total assets and shareholders' equity as at December 31st for the review period:

E. Unaudited Financial Statements for the Nine Months Ended September 30, 2007

We present below, GSR's latest unaudited financial statements for the nine months ended September 30, 2007. The data below has been extracted from GSR's latest interim report (Form 10-Q) filed with the United States SEC prior to the date of this Prospectus. The unaudited nine months financial statements and accompanying notes are appended to this Prospectus, whilst the entire United States SEC Form 10-Q is available for inspection.

Table of Contents

Golden Star Share Offer Full Prospectus

i. Unaudited Consolidated Balance Sheets

	As of Sept 30, 2007	As of Dec 31, 2006
	US\$ 000	US\$ 000
Balance Sheets		
Assets		
Cash and Cash Equivalents	20,764	27,108
Accounts Receivable	5,701	8,820
Inventories	53,948	45,475
Future tax assets	809	
Deposits	8,819	7,673
Prepaid and Other	895	1,458
Total Current Assets	90,936	90,534
Restricted Cash	1,519	1,581
Available-for-Sale Investments	3,817	1,457
Deferred Exploration and Development Costs	27,064	167,983
Property, Plant and Equipment	287,419	93,059
Mining Properties	318,990	136,775
Construction in Progress		165,155
Future Tax Assets	15,563	6,657
Other Assets		573
Total Assets	745,309	663,774
Liabilities		
Accounts payable	25,291	19,012
Accrued Liabilities	31,530	25,516
Fair value of Derivatives	404	685
Asset Retirement Obligations	2,217	3,064
Current Portion of Future Tax Liability		1,450
Current Debt	18,547	12,549
Total Current Liabilities	77,989	62,276
Long-term Debt	69,701	73,786
Asset Retirement Obligations	17,153	16,034
Future Tax Liability	42,115	42,154
Total Liabilities	206,958	194,250
Minority Interest	6,297	7,424
Shareholders Equity		
Share Capital		
First preferred shares, without par value, unlimited shares authorized. No shares issued and outstanding.		
Common shares, without par value, unlimited shares authorized. Shares issued and outstanding: 233,222,324 at Sep 30,2007 207,891,358 at December 31,2006	608,771	524,619
Contributed Surplus	12,273	10,040
Equity Component of Convertible Notes	2,857	2,857

Edgar Filing: GOLDEN STAR RESOURCES LTD - Form 424B5

Accumulated Other Comprehensive Income	2,192	
Deficit	(93,979)	(75,416)
Total Shareholders' Equity	532,054	462,100
Total Liabilities and Shareholders' Equity	745,309	663,774

Table of Contents

Golden Star Share Offer Full Prospectus

ii. Unaudited Consolidated Statement of Operations

	For the Nine Months Ended Sep 30, 2007	For the Nine Months Ended Sep 30, 2006
	US\$ 000	US\$ 000
Statement of Operations		
Revenue		
Gold Sales	105,731	89,607
Production Expenses		
Mining Operations	99,971	70,816
Depreciation, Depletion and Amortization	23,440	15,946
Accretion of asset retirement obligation	829	544
Mine operating costs	124,240	87,306
Mine operating margin	(18,509)	2,301
Other Expenses, (Gains) / Losses		
Exploration Expense	1,617	1,004
General and Administrative Expense	9,995	7,040
Abandonment and Impairment of Mineral Properties	1,957	1,849
Derivative Mark-to-market Loss	443	9,346
Foreign Exchange (gain)/Loss	363	(2,339)
Interest Expense	2,870	1,448
Interest and Other Income	(1,560)	(1,833)
Royalty Income		(4,026)
Gain on Sale of Investments	(3,301)	(51,234)
Income/(Loss) Before Minority Interest	(30,893)	(41,046)
Minority Interest	1,126	(443)
Net Income/(Loss) before Income Tax	(29,767)	(40,603)
Income Tax (Expense)/Benefit	11,240	(6,663)
Net Income/(Loss)	(18,563)	(33,940)
Other Comprehensive Income		
Unrealized loss available-for-sale investments	(2,956)	
Comprehensive Income/(loss)	(21,519)	33,940
Deficit, beginning of period	(75,416)	(140,105)
Deficit, end of period	(93,979)	(106,165)
Net income/(loss) per common share - basic	\$ (0.082)	\$ 0.164
Net income/(loss) per common share - diluted	\$ (0.082)	\$ 0.162
Weighted average shares outstanding (millions)	227.6	207.4

iii. Unaudited Consolidated Cash Flow Statements

	For the Nine Months Ended Sep 30, 2007	For the Nine Months Ended Sep 30, 2006
	US\$ 000	US\$ 000
Statements of Cash Flows		
Operating Activities:		

Edgar Filing: GOLDEN STAR RESOURCES LTD - Form 424B5

Net Income/(Loss)	(18,563)	33,940
Reconciliation of Net Income to Net Cash Provided by Operating Activities:		
Depreciation, Depletion and Amortization	23,513	15,998

Table of Contents

Golden Star Share Offer Full Prospectus

	For the Nine Months Ended Sep 30, 2007	For the Nine Months Ended Sep 30, 2006
	US\$ 000	US\$ 000
Statements of Cash Flows		
Amortization of Loan Acquisition Cost	254	171
Deferred Stripping		1,548
Abandonment and Impairment of Properties	1,957	1,849
Gain on Sale of Investment	(3,301)	(51,234)
Non-cash Employee Compensation	2,492	1,583
Income Tax Expense/ (Benefit)	(11,204)	6,971
Reclamation Expenditures	(557)	(957)
Fair Value of Derivatives	(350)	3,971
Accretion of Convertible Debt	537	529
Accretion of Asset Retirement Obligations	829	544
Minority Interests	(1,126)	443
	(5,519)	15,356
Changes in Assets and Liabilities:		
Accounts Receivable	3,119	(1,441)
Inventories	(8,182)	(16,949)
Deposits	(963)	(838)
Accounts Payable and Accrued Liabilities	15,312	4,286
Other	631	(334)
Net Cash Provided by/(Used in) Operating Activities	4,398	80
Investing Activities:		
Expenditures on Deferred Exploration and Development	(3,753)	(6,340)
Expenditures on Mining Properties	(21,479)	(11,926)
Expenditures on Property, Plant and Equipment	(18,925)	(10,104)
Expenditures on Mine Construction in Progress	(55,229)	(101,574)
Cash Invested in Short-term Investments	(47,000)	(21,080)
Cash Provided by Short-term Investments	47,000	21,080
Decrease in Restricted Cash	62	3,870
Proceeds from Sale of Investments	3,301	40,535
Deposits on Capital Purchases	(183)	(4,073)
Other	(0)	(760)
Net Cash Used in Investing Activities	(96,375)	(90,372)
Financing Activities:		
Issuance of Share Capital, Net of Issue Costs	83,836	3,392
Debt Repayments	(9,821)	(5,050)
Issuance of Debt	11,621	12,431
Other		(149)
Net Cash Used in Investing Activities	85,633	10,624
Decrease in Cash and Cash Equivalents	(6,344)	(79,666)
Cash and Cash Equivalents, Beginning of Period	27,108	89,709
Cash and Cash Equivalents End of Period	20,764	10,043

Table of Contents

Golden Star Share Offer Full Prospectus

iv. Extracts from GSR Management Commentary on Results for Nine Months Ended September 30, 2007

During the nine months ended September 30, 2007, GSR incurred a net loss of \$18.6 million or \$0.082 per share on revenues of \$105.7 million, versus net income of \$33.9 million or \$0.164 per share on gold revenues of \$89.6 million during the nine months ended September 30, 2006. The major factors contributing to the better performance in the first nine months of 2006 was a \$20.9 million pre-tax gain on sale of our long-term share holdings in EURO, a \$30.3 million pre-tax gain on the sale of our investment in Moto Goldmines Ltd, a \$2.3 million currency gain and \$4.0 million of royalty income. In comparison, during the first nine months of 2007 there were no significant sales of assets or investments, there were no significant currency gains or losses and there was no royalty income since the subsidiary generating the royalty in the prior year, was sold in 2006.

Larger operating margin losses at the mines in the first nine months of 2007 versus a year earlier further contributed to the decline in performance. The consolidated operating margin loss for the nine months ended September 30, 2007 was \$18.5 million as compared to a \$2.3 million positive operating margin in the same period of 2006. While Wassa and the new Bogoso sulfide processing plant together sold 31,851 more ounces in the first nine months of 2007 than in the same period of 2006, the Bogoso/Prestea oxide processing plant shipped 21,589 fewer ounces. Cash operating costs for all mines for the nine months ended September 30, 2007 were \$29.2 million higher than a year earlier, which contributed to the larger operating margin loss. Higher cash operating costs reflect recognition of the Bogoso sulfide processing operation's operating costs in the third quarter following its July 1, 2007 in-service date as well as increases in the cost of self-generated power and higher overall costs for labor and materials at all three operations. The increase in depreciation expense is predominantly related to higher unit rates at Wassa from revisions to mineral reserves at the end of 2006 and from the commencement of depreciation and amortization at the Bogoso sulfide processing operations during the third quarter.

General and administrative costs increased \$2.9 million over the first nine months of 2006. The primary factors responsible for the higher costs were increases in labor costs associated with the strengthened management team, increases in stock compensation expense, increases in tax and accounting consulting fees and legal fees associated with loan negotiations.

Bogoso/Prestea Operations*Nine months ended September 30, 2007 compared to the nine months ended September 30, 2006*

The Bogoso/Prestea financial and operating results for the nine months ended September 30, 2007 and 2006, as discussed below excludes revenues and operating costs of the new Bogoso sulfide processing operation for all periods prior to its commercial in-service date of July 1, 2007.

Bogoso/Prestea incurred a \$19.4 million operating margin loss during the first nine months of 2007 on sales of 72,149 ounces of gold, versus a positive operating margin of \$3.6 million on sales of 78,739 ounces in the same period of 2006. Lower ounces from the Bogoso oxide processing plant in the nine months and lower than expected ounces from the Bogoso sulfide processing plant in the third quarter combined to yield revenues that were only slightly above those of the first nine months of 2006. However, at the same time, operating costs were significantly higher following the sulfide operation's in-service date on July 1, 2007. Lower ore grades and an oxide processing plant maintenance shut-down in May contributed to the drop in oxide gold output. Depreciation expense increased \$2.2 million in the nine months mostly due to the impact of the sulfide operation start-up.

Much of the ore processed at the oxide plant in the first nine months of 2007 came from various oxide deposits at Bogoso/Prestea and from the new Pampe pit. The oxide ores are typically softer and yield better gold recovery than the ore from the Plant-North pit processed in the first nine months of 2006, which allowed for higher plant through-put rates. As a result, the average operating rate increased to 4,528 tonnes per day in the first nine months of 2007 compared to 3,931 tonnes per day in the first nine months of 2006. However, the lower grades of the oxide ore processed in 2007 versus the Plant-North ores processed in the first nine months of 2006, (1.97 grams per tonne (g/t) versus 3.83 g/t, respectively) and the plant maintenance shut-down in May, resulted in gold shipments from the oxide plant for the first nine months of 2007 being 21,589 ounces less than in the first nine months of 2006.

Table of Contents

Golden Star Share Offer Full Prospectus

During the remainder of 2007, Golden Star expects to produce an average of approximately 2,000 tonnes per day of oxide ore from Pampe. This will be supplemented with residual oxide ores encountered in the sulfide pits when available. Given that there will likely be insufficient oxide ore to keep the oxide plant filled to its 5,000 tonne per day capacity, we expect to periodically process sulfide ore through the oxide plant during the remainder of 2007 and in 2008 when there is insufficient oxide ore. The oxide plant will utilize its gravity and sulfide flotation circuits to handle the sulfide ore and the resulting concentrates will be transferred to the new bio-oxidation plant for gold recovery.

Cash operating costs averaged \$799 per ounce during the first nine months of 2007. The combination of lower gold output from the oxide plant and low gold recovery and output in the sulfide plant were primarily responsible for the increase in average cash operating cost from \$444 per ounce in the first nine months of 2006.

Bogoso/Prestea

	For the three months		For the nine months	
	ended September 30,		ended September 30,	
	2007	2006	2007	2006
Oxide Operating Results				
Ore mined (t)	274,588	398,956	741,409	1,123,275
Waste mined (t)	2,219,026	1,306,948	6,143,935	5,755,883
Ore processed (t)	387,936	367,536	1,236,064	1,073,059
Grade processed (g/t)	2.06	4.45	1.97	3.83
Recovery (%)	78.8	62.3	72.4	59.3
Gold sold (oz)	25,519	34,611	57,150	78,739

	For the three months		For the nine months	
	ended September 30		ended September 30	
	2007	2006	2007	2006
Sulfide Plant Operating Results				
Ore mined (t)	372,590		534,406	
Waste mined (t)	2,424,175		7,038,033	
Ore processed (t)	567,817		876,838	
Grade processed (g/t)	2.66		2.72	
Recovery (%)	40.9		43.9	
Gold sold (oz) ¹	14,999		14,999	

1. Excludes 7,803 ounces produced at the new sulfide plant in the first six months of 2007 prior to the sulfide plant in-service date. These ounces are not included in sales revenues.

	For the three months		For the nine months	
	ended September 30		ended September 30	
	2007	2006	2007	2006
Consolidated Cost Per Ounce Bogoso/Prestea				
Cash operating cost (\$/oz)	843	372	780	444
Royalties (\$/oz)	20	18	20	18
Total cash cost (\$/oz)	863	390	800	462
Wassa Operations				

Nine months ended September 30, 2007 compared to nine months ended September 30, 2006

Wassa generated \$0.8 million of operating margin in the nine months ended September 30, 2007 on sales of 86,114 ounces of gold, compared to an operating margin loss of \$1.3 million in the same period of 2006 on sales of 69,262 ounces. The increase in gold output was the major factor

Edgar Filing: GOLDEN STAR RESOURCES LTD - Form 424B5

contributing to the improved operating margin. Better ore grades and gold recovery were responsible for the higher gold production. During the first nine months of 2007, the Wassa processing plant treated an average of 10,447 tonnes per day at an average grade of 1.08 grams per tonne with a gold recovery of 91.2% compared to 10,274 tonnes per day at an average grade of 0.86 grams per tonne with an 88.8% recovery in the same period of 2006. The improvement in grade was a function of better grade control and higher grades in the main pit. As with the third quarter, increases in crushing and grinding efficiencies in the full nine months allowed processing of more pit ore and less of the lower grade heap leach material which also contributed the better feed grade.

Table of Contents

Golden Star Share Offer Full Prospectus

Wassa's realized gold price averaged \$665 per ounce, up from \$604 per ounce a year earlier. Cash operating cost dropped to \$471 per ounce, down from \$479 per ounce a year earlier. Higher gold production was the major factor contributing to the lower unit cost. Cash operating costs were \$7.9 million higher than in the first nine months of 2006 in spite of the fact that there were 2.3 million less tonnes mined in the first nine months of 2007 than in the same period of 2006. The cost increase was attributable to increases in costs for labor, fuel, reagents and materials as well as the cost of self generated power.

Wassa

	For the three months ended		For the nine months ended	
	September 30, 2007	September 30, 2006	September 30, 2007	September 30, 2006
Operating Results				
Ore mined (t)	887,441	581,815	2,309,754	1,858,312
Waste mined (t)	2,025,220	1,796,669	6,331,143	9,033,328
Ore and heap leach materials processed (t)	965,371	869,891	2,852,098	2,804,864
Grade processed (g/t)	1.13	0.96	1.08	0.86
Recovery (%)	93.2	90.0	91.2	88.8
Gold sold (oz)	29,625	23,244	86,114	69,262
Cash operating cost (\$/oz)	473	464	471	479
Royalties (\$/oz)	20	19	20	18
Total cash cost (\$/oz)	493	483	491	497
Development Projects				

Prestea South Properties

Assuming permits are received in a timely manner, oxide ore shipments from Prestea South to the Bogoso oxide processing plant, are scheduled to commence in the third quarter of 2008. Ore from the Prestea South pits will be hauled by truck to the Bogoso oxide processing plant.

HBB Properties

Board approval for the development of the HBB properties was received in early May 2007, following completion of the HBB Properties feasibility study. Based on the feasibility study results, we plan to mine the Hwini-Butre and Benso deposits as satellite sources of ore to feed to our Wassa processing plant. Combining these new ore bodies with the Wassa operation should result in higher processed grade, higher gold output, and an extended life for the combined operation as well as an improvement in the average cash operating cost per ounce.

The HBB properties consist of:

The Benso concessions located north-northwest of Takoradi and approximately 40 km south-southwest of the Wassa gold mine. The Benso Prospecting License is composed of three land parcels, Subriso, Amantin and Chichiwilli. To date, the Subriso concession has been the most thoroughly explored with four economic deposits being delineated thus far; namely Subriso East, Subriso West, C-Zone and G-Zone.

The Hwini-Butre concession located 30 km south of the Benso Subriso deposits and east of the town of Mpohor, which is 20 km northwest of Takoradi. Two economic deposits have been delineated; namely Adiokrom and Father Brown. The four pits at the Benso Subriso concession are expected to be mined first. Construction commenced on the 52 km access road between Benso and Wassa in mid-October following receipt of environmental permits. We expect the road construction to be completed by the third quarter of

Edgar Filing: GOLDEN STAR RESOURCES LTD - Form 424B5

2008. Mining should commence in the third quarter of 2008, and we anticipate that the first ore would be hauled to Wassa for processing immediately afterward.

Table of Contents

Golden Star Share Offer Full Prospectus

The two higher-grade deposits on the Hwini-Butre concession are scheduled to begin mining in the second quarter of 2009 following the completion of a 30 km access road south from the Benso area.

The total capital expenditure for the development of Hwini-Butre and Benso has been estimated at approximately \$50 million. The capital cost for the development phase expected to be is as follows:

Capital Item	\$ (millions)
Mining equipment	20.6
Haul road construction	11.9
Wassa processing plant modifications	3.5
Hwini-Butre & Benso infrastructure	5.4
Compensation for haul road and pits	3.1
Ownership payment	1.0
Contingency (approximately 10%)	4.6
Total	\$ 50.1

Exploration Projects

Exploration continued on the Saramacca project in Suriname under the Newmont-funded joint venture. It was expected that drilling would commence at this project in the third quarter but late arrival of drills will now push the drilling into the fourth quarter. Drilling is expected to target areas already approved by the joint venture committee and drill pads are being prepared. Reconnaissance geochemical sampling and prospecting continued during the third quarter as did ground geophysical surveys. Newmont has spent approximately \$1.1 million towards their initial \$2.0 million joint venture commitment. Once Newmont's spending exceeds \$2.0 million, Newmont will have the right to assume management of the project. Under the terms of the joint venture agreement, Newmont may earn a 51% participating interest in the Saramacca project by spending \$6 million by the fifth anniversary of the agreement (November 2011).

In Ghana, third quarter exploration focused on drilling to determine inferred mineral resources at Wassa and Benso. The Wassa work was completed during the quarter and the drill was moved to Benso to commence the programs there. Drill results from this drilling program will be used for updating mineral resource estimates for both of these projects. Mineral resource estimation is underway for Wassa and is expected to be completed in the fourth quarter. Benso drilling is expected to be completed during the fourth quarter and an updated mineral resources estimate should be completed early in 2008.

Evaluation of the Chichiwelli and Manso targets continued during the third quarter. Rotary air blast (RAB) drilling was done on 400 meter spaced fences at Manso and preliminary reverse circulation (RC) drilling commencing at Chichiwelli. Mapping and soil sampling programs continued in the Hwini Butre area and have defined two soil anomalies with strike lengths of approximately two kilometers each. During the fourth quarter, we plan RAB and RC testing at the Chichiwelli and Manso targets as well as initial drill testing of the soil anomalies near Hwini Butre. We plan to carry out ground geophysical surveys during the fourth quarter at Hwini-Butre and on the southern portion of the Manso target to better define drill targets. Initial RC drill results for these targets are expected in early 2008.

At Prestea, previous drilling focused on the Footwall Reef, a quartz reef structure lying 20 to 25 meters to the east in the footwall of the Prestea Main Reef. Further drilling to test this target is scheduled in the fourth quarter and should be completed by year end. The drill results will be incorporated into updated mineral resource estimates to be used in the pre-feasibility study which should be completed early in 2008.

Work on the Pampana concession in Sierra Leone has failed to identify surface or underground mining targets, which in our opinion, would justify additional work. Based on these results, we gave written notice to our joint venture partner that we are terminating our involvement in this project. A \$1.9 million impairment loss was recognized in the third quarter. However, we are continuing to explore the Sonfon concessions in Sierra Leone and will resume RAB drilling of the soil anomaly once the seasonal rains have subsided and the water levels in the rivers and streams have dropped. During the third quarter, exploration activities in Sierra Leone have been limited by the heavy rains. We expect to resume exploration early in the fourth quarter.

Table of Contents

Golden Star Share Offer Full Prospectus

The Goulagou and Rounga concessions in Burkina Faso have been optioned to a Canadian exploration company who has the option to acquire both properties for \$18.6 million after incurring exploration expenditures on the properties totaling Cdn\$4 million over the next four years. See Subsequent Events section below for additional details.

Field exploration work on our Niger and Sierra Leone properties this quarter was limited due to heavy rainfall. Compilation of the soil geochemical results collected in the second half was initiated during the quarter with some results still pending at the end of the quarter. In addition to the exploration programs, we have submitted reapplications for both the Deba and Tialkam licenses to the Government of Niger. The license renewal is expected to be granted during the fourth quarter. Once rains subside in the fourth quarter we will commence ground geophysical surveys to located and define drilling targets which could be drilled later in 2007 or in early 2008.

The preliminary assessment of the Paul Isnard property in French Guiana is under way with selected portions of the old drill core being re-assayed for gold and copper. The new results will be compared to the initial results and used in the quality assessment of the old data sets in order to place a confidence level on the new resource estimation scheduled for the end of this year. Core samples have also been collected for preliminary metallurgical sampling and specific gravity determinations. An air borne geophysical survey is under way and should be completed in the fourth quarter. Initial results have defined an anomaly over the Montanage D Or deposit with extensions in strike to the east and west. Infill and step out drilling is expected to commence in the fourth quarter of 2007.

F. GSR's Plans and Prospects

Introduction

The Company's objective of becoming a mid-tier gold producer has been the driving force behind the strategy adopted and investments made over the past few years. GSR's development strategy is based on the following drivers:

Bogoso sulfide expansion project;

HBB Properties development;

Prestea Underground; and

Exploration activities

Bogoso Sulfide Expansion Project

The Bogoso sulfide expansion project is the largest investment in GSR's history. The project involved the construction of a new 3.5 million tonnes per annum processing facility that uses a proprietary BIOX[®] bio-oxidation technology to treat refractory sulfide ore. This plant is referred to as the Bogoso sulfide processing plant. The plant should enable GSR to process and exploit refractory sulfide ore which currently comprises approximately 80% of GSR's ore reserves.

The plant consists of fourteen (14) stainless steel BIOX[®] tanks where bacteria eat the sulfide in concentrated ore to unlock the gold so that it can be recovered by conventional methods. The new BIOX[®] plant is built next to the Bogoso oxide processing plant which has a nominal capacity of 1.5 million tonnes per annum. Together the plants have a combined capacity to process 5 million tonnes of ore per annum.

Hwini-Butre Benso (HBB) Development

Edgar Filing: GOLDEN STAR RESOURCES LTD - Form 424B5

GSR acquired the HBB Properties in December 2005 as part of the acquisition of St. Jude Resources Ltd. Following the completion of the feasibility study on the HBB Properties in April 2007, the Board of Directors of GSR approved HBB's development in May 2007. The HBB Properties comprise Hwini-Butre properties and Benso properties located 70 kilometres and 40 kilometres south of Wassa respectively. As of April 27, 2007 a probable mineral reserve of 4.13 million tonnes grading 4.35 grams of gold per tonne for 577,000 ounces of contained gold was estimated at Hwini-Butre and Benso.

The HBB Properties are expected to serve as a high grade satellite source of ore supply to Wassa. As a result, GSR plans to construct a special purpose road to facilitate the transportation of the mineral ore since options such as rail haulage or stand alone processing plants on these properties will be at a

Table of Contents

Golden Star Share Offer Full Prospectus

higher cost to the Company. GSR has commenced haul road construction and expects pre-stripping of Benso pits to begin in the third-quarter of 2008, with the first ore to be delivered to Wassa by the third quarter of 2008.

Prestea Underground Mines

Underground mining at Prestea forms a key part of GSR's strategy for its Bogoso/Prestea operations. GSR acquired the Prestea underground mine in 2002. The Prestea Underground mine has been operated by several mining companies in one hundred and twenty (120) years of mining and has produced over 9 million ounces to date. GSR is currently undertaking the first review and exploration of the whole system.

In 2006, GSR made significant progress on the Prestea Underground mine including the completion of drilling on the West Reef, completion of dewatering to below 30 level and commencement of drilling on 30 level. The underground diamond drilling on the West Reef identified a substantial high-grade mineral resource between 17 and 24 levels.

GSR expects to complete a pre-feasibility study of the Prestea Underground mine in the first quarter of 2008.

Exploration Activities

GSR is committed to exploring new mining properties in order to build-up its mining resources and reserves. GSR will continue to pursue its exploration efforts so as to identify exploration opportunities and new resources in Africa, South America and elsewhere.

GSR's main exploration focus has been to build resources and reserves around its existing mining operations at Bogoso/Prestea and Wassa and exploring the Prestea Underground deposits. In 2006, Ghana explorations accounted for 74% of total exploration spending.

The Board and Management believe the completion of the Bogoso sulfide expansion project, and the anticipated increase in ore production from HBB puts GSR in a strong position to maximise value for its shareholders and take advantage of opportunities the future presents for gold mining companies.

Table of Contents

Golden Star Share Offer Full Prospectus

PART 6 RISK FACTORS

An investment in the Common Shares involves a high degree of risk. You should consider carefully the following discussion of risks, in addition to the other information included in this Prospectus before purchasing any of the Common Shares. In addition to historical information, the information in this Prospectus contains forward-looking statements about the Company's future business and performance. See Statements Regarding Forward-Looking Information. GSR's actual operating results and financial performance may be very different from what it expects as of the date of this Prospectus. The risks below address the material factors that may affect GSR's future operating results and financial performance.

A. Financial Risks

- i. A substantial or prolonged decline in gold prices would have a material adverse effect on GSR.

The price of GSR's Common Shares, its financial results and exploration, development and mining activities have previously been, and would in the future be, significantly adversely affected by a substantial or prolonged decline in the price of gold. The price of gold is volatile and is affected by numerous factors beyond the company's control such as the sale or purchase of gold by various central banks and financial institutions, inflation or deflation, fluctuation in the value of the United States dollar and foreign currencies, global and regional demand, and the political and economic conditions of major gold-producing countries throughout the world. Any drop in the price of gold adversely impacts GSR's revenues, profits and cash flows. In particular, a sustained low gold price could:

cause suspension of GSR's mining operations at Bogoso/Prestea and Wassa if the operations become uneconomic at the then-prevailing gold price, thus further reducing revenues;

cause the company to be unable to fulfill its obligations under agreements with its partners or under its permits and licenses which could cause it to lose its interests in, or be forced to sell, some of its properties;

cause GSR to be unable to fulfill its debt payment obligations;

halt or delay the development of new projects; and

reduce funds available for exploration, with the result that depleted mineral reserves are not replaced.

Furthermore, the need to reassess the feasibility of any of the company's projects because of declining gold prices could cause substantial delays or could interrupt operations until a reassessment could be completed. Mineral reserve estimations and life-of-mine plans using significantly lower gold prices could result in reduced estimates of mineral reserves and non-reserve mineral resources and in material write-downs of the company's investment in mining properties and increased amortization, reclamation and closure charges.

- ii. GSR may incur substantial losses in the future that could make financing its operations and business strategy more difficult. Although GSR experienced a net income of US\$64.7 million for the year ended December 31, 2006, the Company experienced a net loss of US\$18.6 million during the nine months ended September 30, 2007 and a net loss of US\$13.5 million in 2005 and has experienced net losses in other prior fiscal years. Numerous factors, including declining gold prices, lower than expected ore grades or higher than expected operating

Edgar Filing: GOLDEN STAR RESOURCES LTD - Form 424B5

costs (including increased commodity prices), and impairment write-offs of mine property and/or exploration property costs, could cause GSR to be unprofitable in the future. Future operating losses could make financing its operations and business strategy, including pursuit of the growth opportunities anticipated at the HBB Properties, or raising additional capital, difficult or impossible and could materially and adversely affect the Company's operating results and financial condition.

Table of Contents

Golden Star Share Offer Full Prospectus

iii. GSR's obligations could strain its financial position and impede its business strategy.

GSR had total consolidated debt and liabilities as of September 30, 2007 of US\$206,958,000, including US\$27,128,000 in equipment financing loans, US\$9,901,000 under a debt facility, US\$48,585,000 in senior convertible notes maturing on April 15, 2009 (these notes were repaid and replaced with US\$125 million senior unsecured debentures issued in November 2007), US\$56,820,000 of current trade payables, accrued current and other liabilities, US\$42,116,000 of future taxes, US\$404,000 of derivative liabilities and a US\$19,370,000 accrual for environmental rehabilitation liabilities. GSR expects that its indebtedness and other liabilities will increase as a result of its corporate development activities. These liabilities could have important consequences, including the following:

increasing GSR's vulnerability to general adverse economic and industry conditions;

limiting the Company's ability to obtain additional financing to fund future working capital, capital expenditures, exploration costs and other general corporate requirements;

requiring the Company to dedicate a significant portion of its cash flow from operations to make debt service payments, which would reduce the company's ability to fund working capital, capital expenditures, exploration costs and other general corporate requirements;

limiting GSR's flexibility in planning for, or reacting to, changes in its business and the industry; and

placing the Company at a disadvantage when compared to its competitors that have less debt relative to their market capitalization.

iv. GSR's estimates of mineral reserves and non-reserves could be inaccurate, which could cause production and costs to differ from estimates.

There are numerous uncertainties inherent in estimating proven and probable mineral reserves and non-reserve measured, indicated and inferred mineral resources, including many factors beyond the Company's control. The accuracy of estimates of mineral reserves and non-reserves is a function of the quantity and quality of available data and of the assumptions made and judgments used in engineering and geological interpretation, which could prove to be unreliable. These estimates of mineral reserves and non-reserves may not be accurate, and mineral reserves and non-reserves may not be able to be mined or processed profitably. Fluctuation in gold prices, results of drilling, metallurgical testing, production, and the evaluation of mine plans subsequent to the date of any estimate could require revision of the estimates. The volume and grade of mineral reserves mined and processed and recovery rates might not be the same as currently anticipated. For example, approximately 34% of the reduction in Wassa's mineral reserves at year-end 2006 resulted from changes in the resource model at Wassa based on its mining experience. Any material reductions in estimates of the company's mineral reserves and non-reserves, or of its ability to extract these mineral reserves and non-reserves, could have a material adverse effect on its results of operations and financial condition.

v. GSR currently has only two sources of operational cash flows, which will likely be insufficient by themselves to fund its continuing exploration and development activities.

While GSR has received significant infusions of cash from sales of its equity and debt, and in 2006 from the sale of shares of EURO Ressources S.A. and Moto Goldmines Limited, the Company's only current significant internal sources of funds are operational cash flows from Bogoso/Prestea and Wassa. The anticipated continuing exploration and development of its properties are expected to require significant expenditures over the next several years. GSR expects that these expenditures will exceed free cash flows generated by Bogoso/Prestea and Wassa during 2007 and possibly in later years and therefore it expects to require additional external debt or equity financing in the future. In the

Edgar Filing: GOLDEN STAR RESOURCES LTD - Form 424B5

future, GSR may not be able to obtain adequate financing on acceptable terms, which could cause it to delay or indefinitely postpone further exploration and development of its properties. As a result, GSR could lose its interest in, or could be forced to sell, some of its properties.

Table of Contents

Golden Star Share Offer Full Prospectus

vi. GSR is subject to fluctuations in currency exchange rates, which could materially adversely affect its financial position. GSR's revenues are in United States dollars, and the Company maintains most of its working capital in United States dollars or United States dollar denominated securities. GSR converts its United States funds to foreign currencies as certain payment obligations become due. Accordingly, the Company is subject to fluctuations in the rates of currency exchange between the United States dollar and these foreign currencies, and these fluctuations could materially affect its financial position and results of operations. A significant portion of the operating costs at Bogoso/Prestea and Wassa is based on the Ghanaian currency, the Cedi. GSR is required to convert into Cedis only 20% of the foreign exchange proceeds that it receives from selling gold, but the Government of Ghana could require it to convert a higher percentage of gold sales proceeds into Cedis in the future. In addition, GSR currently has future obligations that are payable in South African Rand and Euros, and receivables collectible in Euros. GSR obtains construction and other services and materials and supplies from providers in South Africa and other countries. The costs of goods and services could increase due to changes in the value of the United States dollar or the Cedi, Euro, the South African Rand or other currencies, such as the recent cost increases due to the decrease in the value of the United States dollar relative to other currencies. Consequently, operation and development of its properties might be more costly than anticipated. In the past, GSR has purchased South African Rand and Euro forward contracts to hedge the expected purchase of capital assets in South Africa and Europe in connection with the Bogoso sulfide expansion project, and GSR currently has forward contracts to purchase US\$5.1 million in South African Rand, the last of which expire in April 2008. GSR may engage in additional currency hedges in the future in connection with other projects. Implementation of a currency hedging program may not adequately protect it from the effects of fluctuation in currency exchange rates.

vii. GSR is subject to fluctuations in interest rates, which could materially adversely affect its financial position. GSR invests excess cash in high quality, short term debt instruments. The rates received on such investments may fluctuate with changes in economic conditions. As a result, GSR's investment income may fall short of expectations during periods of lower interest rates. GSR estimates that, given the cash balances expected during the next 12 months a 1% change in interest rates would result in a \$0.1 to \$0.3 million change in annual interest income.

As of September 30, 2007 GSR had a variable rate debt with Ecobank Ghana Limited and Cal Bank Limited. This debt has an interest rate of US prime (currently 8.25%) plus 1%. GSR has not entered into any agreements to hedge against unfavourable changes in interest rates, but may in the future actively manage its exposure to interest rate risk.

viii. Risk inherent in acquisitions that GSR might undertake could adversely affect its business and financial condition and its growth. GSR plans to continue to pursue the acquisition of producing, development and advanced stage exploration properties and companies. The search for attractive acquisition opportunities and the completion of suitable transactions are time consuming and expensive, divert management attention from its existing business and may be unsuccessful. Success in the Company's acquisition activities depends on its ability to complete acquisitions on acceptable terms and integrate the acquired operations successfully with its operations. Any acquisition would be accompanied by risks. For example, there may be a significant change in commodity prices after it has committed to complete a transaction and established the purchase price or exchange ratio, a material ore body may prove to be below expectations or the acquired business or assets may have unknown liabilities which may be significant. GSR may lose the services of its key employees or the key employees of any business it acquires or have difficulty integrating operations and personnel. The integration of an acquired business or assets may disrupt the Company's ongoing business and its relationships with employees, suppliers and contractors. Any one or more of these factors or other risks could cause the Company not to realize the anticipated benefits of an acquisition of properties or companies, and could have a material adverse effect on its current business and financial condition and on its ability to grow.

Table of Contents

Golden Star Share Offer Full Prospectus

ix. GSR is subject to litigation risks.

All industries, including the mining industry, are subject to legal claims, with and without merit. GSR is involved in various routine legal proceedings, which include labor matters such as unfair termination claims, supplier matters and property issues incidental to its business. Defense and settlement costs can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, the resolution of any particular legal proceeding could have a material effect on the Company's financial position and results of operations.

B. Operational Risks

i. The technology and cost of production with respect to refractory materials at Bogoso/Prestea remain subject to a number of uncertainties.

GSR began to process its refractory ore from Bogoso/Prestea at the Bogoso BIOX[®] processing plant in early July 2007. GSR's projections for 2007 include assumptions that (i) the processing technology will achieve certain anticipated efficiencies and (ii) production will increase and cash operating costs will decrease at certain rates throughout 2007. GSR has experienced delays in the past in building and commissioning this plant for operations, and the plant utilizes a technology that has not been commercially utilized under its circumstances, including on the Bogoso/Prestea refractory sulfide ore. There can be no assurance that its assumptions regarding anticipated efficiencies and timing will be realized. If the company experiences delays in start-up or other problems with the technology, its production and cost estimates for 2007 and thereafter may not be achieved.

ii. GSR is subject to a number of operational hazards that can delay production or result in liability to the company.

GSR's activities are subject to a number of risks and hazards including:

difficulty in applying technology such as bio-oxidation processing;

power shortages;

environmental hazards;

discharge of pollutants or hazardous chemicals;

industrial accidents;

labor disputes and shortages;

supply and shipping problems and delays;

shortage of equipment and contractor availability;

unusual or unexpected geological or operating conditions;

cave-ins of underground workings;

slope failure and failure of pit walls or dams;

fire;

marine and transit damage and/or loss;

changes in the regulatory environment; and

natural phenomena such as inclement weather conditions, floods, droughts and earthquakes.

These or other occurrences could result in damage to, or destruction of, mineral properties or production facilities, personal injury or death, environmental damage, delays in mining, delayed production, monetary losses and possible legal liability. GSR could incur liabilities as a result of pollution and other casualties. Satisfying such liabilities could be very costly and could have a material adverse effect on the Company's financial position and results of operations.

iii. GSR's mining operations are subject to numerous environmental laws, regulations and permitting requirements that can delay production and adversely affect operating and development costs.

Compliance with existing regulations governing the discharge of materials into the environment, or otherwise relating to environmental protection, in the jurisdictions where GSR has projects may have a

Table of Contents

Golden Star Share Offer Full Prospectus

material adverse effect on its exploration activities, results of operations and competitive position. New or expanded regulations, if adopted, could affect the exploration or development of the Company's projects or otherwise have a material adverse effect on its operations.

A significant portion of GSR's Dunkwa property and portions of the Company's Wassa property, as well as some of its exploration properties in Ghana, are located within forest reserve areas. Although Dunkwa and Wassa have been identified by the Government of Ghana as eligible for mining permits subject to normal procedures and a site inspection, permits for projects in forest reserve areas may not be issued in a timely fashion, or at all, and such permits may contain special requirements with which it is burdensome or uneconomic to comply.

Mining and processing gold from the south end of the Prestea property and from the Pampe and Mampon properties and other activities will require mining and other permits from the Government of Ghana. These permits may not be issued on a timely basis or at all, and such permits, when issued, may be subject to requirements or conditions with which it is burdensome or uneconomic to comply. Such permitting issues could adversely affect the Company's projected production commencement dates, production amounts and costs.

Due to an increased level of non-governmental organization activity targeting the mining industry in Ghana, the potential for the Government of Ghana to delay the issuance of permits or impose new requirements or conditions upon mining operations in Ghana may be increased. Any changes in the Government of Ghana's policies may be costly to comply with and may delay mining operations. The exact nature of other environmental control problems, if any, which GSR may encounter in the future, cannot be predicted, primarily because of the changing character of environmental requirements that may be enacted within various jurisdictions. To the extent that GSR is subject to any such changes, they may have a material adverse effect on the Company's operations.

As a result of the foregoing risks, project expenditures, production quantities and rates and cash operating costs, among other things, could be materially and adversely affected and could differ materially from anticipated expenditures, production quantities and rates, and costs. In addition, estimated production dates could be delayed materially. Any such events could materially and adversely affect GSR's business, financial condition, results of operations and cash flows.

iv. The development and operation of GSR's mining projects involve numerous uncertainties that could affect the feasibility or profitability of such projects.

Mine development projects, including GSR's recent development at Wassa and expansion at Bogoso/Prestea, and the potential development of the HBB Properties if mineral reserves are established, typically require a number of years and significant expenditures during the development phase before production is possible.

Development projects are subject to the completion of successful feasibility studies and environmental assessments, issuance of necessary governmental permits and receipt of adequate financing. The economic feasibility of development projects is based on many factors such as:

estimation of mineral reserves and mineral resources;

mining rate, dilution and recovery

anticipated metallurgical and throughput recovery rates;

environmental considerations and permitting;

future gold prices; and

anticipated capital and operating costs.

GSR's mine development projects could have limited relevant operating history upon which to base estimates of future operating costs and capital requirements. Estimates of proven and probable mineral reserves and operating costs determined in feasibility studies are based on geologic and engineering analyses and might not prove to be accurate. The management of mine development projects and start up of new operations is complex, and GSR does not have a history of simultaneously managing ongoing operations, the start-up of a new operation and a significant development project. Completion of development and the commencement of production may be subject to delays, as occurred at Wassa and in connection with the Bogoso sulfide expansion project. Any of the following events, among others, could affect the profitability or economic feasibility of a project:

unanticipated changes in grade and tonnage of ore to be mined and processed;

Table of Contents

Golden Star Share Offer Full Prospectus

unanticipated adverse geotechnical conditions;

incorrect data on which engineering assumptions are made;

costs of constructing and operating a mine in a specific environment;

availability and cost of processing and refining facilities;

availability of economic sources of power;

adequacy of water supply;

adequate access to the site including competing land uses (such as agriculture and illegal mining);

unanticipated transportation costs and shipping incidents and losses;

significant increases in the cost of diesel fuel, cyanide or other major components of operating costs;

government regulations (including regulations relating to prices, royalties, duties, taxes, permitting, restrictions on production, quotas on exportation of minerals, as well as the costs of protection of the environment and agricultural lands);

fluctuations in gold prices; and

accidents, labor actions and force majeure events

Adverse effects on the operations or further development of a project could also adversely affect GSR's business, financial condition, results of operations and cash flow. Because of these uncertainties, and others identified in these Risk Factors, the Company's production estimates at Bogoso/Prestea and Wassa may not be achieved.

v. GSR needs to continually discover, develop or acquire additional mineral reserves for gold production and a failure to do so would adversely affect its business and financial position in the future.

Because mines have limited lives based on proven and probable mineral reserves, GSR must continually replace and expand its mineral reserves as its mines produce gold. GSR estimates that once the Bogoso BIOX[®] processing plant comes on line, Bogoso/Prestea has about ten years of remaining mine life and Wassa has about three and one-half years of remaining mine life based on current mineral reserves, but GSR's estimates may not be correct. In addition, mine life would be shortened if it expands production. The Company's ability to maintain or increase its annual production of gold will be dependent in significant part on its ability to bring new mines into production and to expand or extend the life of existing mines.

vi. Gold exploration is highly speculative, involves substantial expenditures, and is frequently non-productive.

Gold exploration, including the exploration of the Prestea Underground, the HBB Properties and other projects, involves a high degree of risk. Exploration projects are frequently unsuccessful. Few prospects that are explored are ultimately developed into producing mines. GSR cannot assure you that its gold exploration efforts will be successful. The success of gold exploration is determined in part on the following factors:

the identification of potential gold mineralization based on superficial analysis;

availability of prospective land;

availability of government-granted exploration and exploitation permits;

the quality of GSR's management and its geological and technical expertise; and

the funding available for exploration and development.

Substantial expenditures are required to determine if a project has economically mineable mineralization. It could take several years to establish proven and probable mineral reserves and to develop and construct mining and processing facilities. As a result of these uncertainties, GSR cannot assure you that current and future exploration programs will result in the discovery of mineral reserves, the expansion of its existing mineral reserves and the development of mines.

Table of Contents

Golden Star Share Offer Full Prospectus

vii. GSR faces competition from other mining companies in connection with the acquisition of properties.

GSR faces strong competition from other mining companies in connection with the acquisition of properties producing, or capable of producing, precious metals. Many of these companies have greater financial resources, operational experience and technical capabilities. As a result of this competition, GSR might be unable to maintain or acquire attractive mining properties on terms it considers acceptable or at all. Consequently, its future revenues, operations and financial condition could be materially adversely affected.

viii. Title to GSR's mineral properties could be challenged.

GSR seeks to confirm the validity of its rights to title to, or contract rights with respect to, each mineral property in which it has a material interest. GSR has mining leases with respect to its Bogoso/Pretea, Wassa, and Pretea Underground properties and owns the exploration concessions that comprise the HBB Properties. However, GSR cannot guarantee that title to its properties will not be challenged. Title insurance generally is not available, and its ability to ensure that it has obtained a secure claim to individual mineral properties or mining concessions could be severely constrained. GSR generally does not conduct surveys of its properties until they have reached the development stage, and therefore, the precise area and location of such properties could be in doubt. Accordingly, its mineral properties could be subject to prior unregistered agreements, transfers or claims, and title could be affected by, among other things, undetected defects. In addition, GSR might be unable to operate its properties as permitted or to enforce its rights with respect to its properties.

ix. GSR depends on the services of key executives.

GSR is dependent on the services of key executives and a small number of highly skilled and experienced executives and personnel. Due to the relatively small size of its management team, the loss of these persons or the company's inability to attract and retain additional highly skilled employees could adversely affect the exploration and development of its properties, which could have a material adverse effect on its business and future operations. On August 1, 2007, Peter Bradford, GSR's President and Chief Executive Officer, notified the Company of his intent to resign from his position as an officer and director of the Company, effective on December 31, 2007 or at such other date following appointment of a successor. GSR may have difficulty retaining a qualified replacement for Mr. Bradford, which could adversely affect the Company's future operations and financial results. The period of weak gold prices prior to 2002 resulted in depletion of the number of trained and experienced professionals and managers in its industry. Higher gold prices have resulted in an increased demand for these people, and it could therefore be more difficult to attract or retain such experienced professionals and managers without significantly increasing the cost to the company. Failure to retain a qualified replacement for Mr. Bradford could adversely affect its future operations and financial results.

x. GSR's insurance coverage could be insufficient.

GSR's business is subject to a number of risks and hazards generally, including:

adverse environmental conditions;

industrial accidents;

labor disputes;

unusual or unexpected geological conditions;

ground or slope failures;

cave-ins;

changes in the regulatory environment;

marine transit and shipping damage and/or losses;

natural phenomena such as inclement weather conditions, floods and earthquakes; and

political risks including expropriation and civil war.

Such occurrences could result in:

Table of Contents

Golden Star Share Offer Full Prospectus

damage to mineral properties or production facilities;

personal injury or death;

loss of legitimate title to properties;

environmental damage to its properties or the properties of others;

delays in mining, processing and development;

monetary losses; and

possible legal liability.

Although the Company maintains insurance in amounts that it believes to be reasonable, its insurance might not cover all the potential risks associated with its business. GSR might also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage might not continue to be available or might not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to the Company or to other companies in the mining industry on acceptable terms. GSR might also become subject to liability for pollution or other hazards which it cannot insure against or which it might elect not to insure against because of premium costs or other reasons. Losses from these events might cause the Company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

C. Governmental and Regulatory Risks

i. As a holding company, limitations on the ability of its operating subsidiaries to make distributions to the Company could adversely affect the funding of its operations.

GSR is a holding company that conducts operations through foreign (principally Ghanaian) subsidiaries and joint ventures, and substantially all of its assets consist of equity in these entities. Accordingly, any limitation on the transfer of cash or other assets between the parent corporation and these entities, or among these entities, could restrict its ability to fund its operations efficiently, or to repay its debts. Any such limitations, or the perception that such limitations might exist now or in the future, could have an adverse impact on available credit and its valuation and stock price.

ii. GSR is subject to changes in the regulatory environment where it operates which may increase its costs of compliance.

GSR's mining operations and exploration activities are subject to extensive regulation governing various matters, including:

licensing;

production;

taxes;

disposal of process water or waste rock;

toxic substances;

development and permitting;

exports and imports;

labor standards;

mine and occupational health and safety;

environmental protection; and

mine closure plans.

Compliance with these regulations increases the costs of the following:

planning;

designing;

drilling;

operating;

developing;

constructing; and

closure and reclamation.

Table of Contents

Golden Star Share Offer Full Prospectus

GSR believes that it is in substantial compliance with current laws and regulations in Ghana and elsewhere. However, these laws and regulations are subject to frequent change and reinterpretation. Due to the substantial increase in mining development in Ghana in recent years, the Government of Ghana has been reviewing the adequacy of reclamation bonds and guarantees throughout the country and in some cases has requested higher levels of bonding than previously had been required. GSR's bonds may be increased. Amendments to current laws and regulations governing operations and activities of mining companies or more stringent implementation or interpretation of these laws and regulations could have a material adverse impact on the Company, cause a reduction in levels of production and delay or prevent the development or expansion of its properties in Ghana. Government regulations limit the proceeds from gold sales that could be withdrawn from Ghana. Changes in regulations that increase these restrictions could have a material adverse impact on the Company, as Bogoso/Prestea and Wassa are currently its only sources of internally generated operating cash flows.

iii. The Government of Ghana has the right to increase its ownership and control of certain subsidiaries.

In accordance with the Minerals and Mining Act, 2006 (Act 703), the Government of Ghana has a 10% free carried interest in the mineral operations of mining companies. The carried interest comes into existence at the time the government issues a mining license. As such, the Government of Ghana currently has a 10% carried interest in its subsidiaries that own the Bogoso Prestea mine, the Wassa mine and a 19% carried interest in the Prestea Underground property in Ghana, and would have a 10% carried interest in the HBB Properties if mining leases were issued. Under the new mining law, the Government has the right to acquire a special share or golden share in such subsidiaries at any time for no consideration or such consideration as the Government of Ghana and such subsidiaries might agree, and a pre-emptive right to purchase all gold and other minerals produced by such subsidiaries. The Government of Ghana may seek to exercise one or more of these rights, which would reduce the company's equity interest. A reduction in its equity interest could reduce its income or cash flows from Bogoso/Prestea or Wassa, reducing amounts available to it for reinvestment and adversely affecting its ability to take certain actions.

iv. GSR is subject to risks relating to exploration, development and operations in foreign countries.

Certain laws, regulations and statutory provisions in certain countries in which GSR has mineral rights could, as they are currently written, have a material negative impact on its ability to develop or operate a commercial mine. For countries where GSR has exploration or development stage projects, it intends to negotiate mineral agreements with the governments of these countries and seek variances or otherwise be exempted from the provisions of these laws, regulations and/or statutory provisions. GSR cannot assure you, however, that it will be successful in obtaining mineral agreements or variances or exemptions on commercially acceptable terms. In addition, GSR's assets and operations are affected by various political and economic uncertainties, including:

the risks of war, civil unrest, terrorism, coups or other violent or unexpected changes in government;

political instability and violence;

expropriation and nationalization;

renegotiation or nullification of existing concessions, licenses, permits, and contracts;

illegal mining;

changes in taxation policies;

restrictions on foreign exchange and repatriation;

changing political conditions, currency controls, and governmental regulations that favor or require the awarding of contracts to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction; and

illegal mining occurs on GSR's properties, it is difficult to control, can disrupt its business and can expose the Company to liability. From time to time GSR has experienced significant illegal mining activity on its mining and exploration properties. The Ghana Ministry of National Security initiated a country-wide operation in late 2006 to remove illegal miners from legal mineral concessions in Ghana, including those at GSR's properties. While this action was successful in removing the illegal miners from its leases, there can be no

Table of Contents

Golden Star Share Offer Full Prospectus

assurance that illegal mining will not resume. In addition to the impact on the Company's mineral reserves and non-reserves mineral resources, the presence of illegal miners can lead to project delays and disputes and delays regarding the development or operation of commercial gold deposits. The work performed by the illegal miners could cause environmental damage or other damage to its properties, or personal injury or death, for which the Company could potentially be held responsible. Illegal miners may work on other of the Company's properties from time to time, and they may in the future increase their presence and have increased negative impacts such as those described above on such other properties.

v. GSR's activities are subject to complex laws, regulations and accounting standards that can adversely affect operating and development costs, the timing of operations, the ability to operate and financial results.

GSR's business, mining operations and exploration and development activities are subject to extensive Canadian, United States, Ghanaian and other foreign, federal, state, provincial, territorial and local laws and regulations governing exploration, development, production, exports, taxes, labor standards, waste disposal, protection of the environment, reclamation, historic and cultural resource preservation, mine safety and occupational health, toxic substances, reporting and other matters, as well as accounting standards. Compliance with these laws, regulations and standards or the imposition of such new requirements could adversely affect operating and development costs, the timing of operations, the ability to operate and financial results.

vi. Failure to maintain effective internal controls in accordance with Section 404 of the Sarbanes-Oxley Act could have a material adverse effect on GSR's business and share price.

GSR is required to annually test its internal control over financial reporting to satisfy the requirements of Section 404 of the Sarbanes-Oxley Act of 2002, which requires annual management assessments of the effectiveness of its internal control over financial reporting. For the year ended December 31, 2006, management identified material weaknesses in the company's internal control over financial reporting relating to US GAAP accounting for warrants denominated in Canadian dollars and accounting for in-process accounting balances and deficiencies in controls over vendor payments, which resulted in unauthorised disbursements and which could have resulted in material amounts of unauthorised disbursements. Failure to achieve and maintain an effective internal control environment could have a material adverse effect on its business and share price.

D. Market Risks

vii. The market price of GSR's Common Shares could experience volatility and could decline significantly.

GSR's Common Shares are listed on the AMEX and the TSX. Securities of small-capitalization companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in North America and globally and market perceptions of the attractiveness of particular industries. GSR's share price is also likely to be significantly affected by short-term changes in gold prices or in GSR's financial condition or results of operations as reflected in the Company's quarterly earnings reports. Other factors unrelated to GSR's performance that could have an effect on the price of the Company's Common Shares include the following:

the extent of analytical coverage available to investors concerning GSR's business could be limited if investment banks with research capabilities do not continue to follow the Company's securities;

the trading volume and general market interest in GSR's securities could affect an investor's ability to trade significant numbers of Common Shares;

the size of the public float in GSR's Common Shares may limit the ability of some institutions to invest in GSR's securities; and

Table of Contents

Golden Star Share Offer Full Prospectus

a substantial decline in GSR's share price that persists for a significant period of time could cause securities of the Company to be delisted from the AMEX and the TSX, further reducing market liquidity.

As a result of any of these factors, the market price of GSR's Common Shares at any given point in time might not accurately reflect GSR's long-term value. Securities class action litigation often has been brought against companies following periods of market price volatility which affects the market price of particular securities without regard to the performance of the company whose stock price is affected. GSR could in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources.

viii. Investors could have difficulty or be unable to enforce certain civil liabilities on GSR, certain of its directors and its experts.

GSR is a Canadian corporation. Substantially all of the Company's assets are located outside of Canada and the United States, and its head office is located in the United States. It might not be possible for investors to collect judgments obtained in Canadian courts predicated on the civil liability provisions of Canadian or U.S. securities legislation. It could also be difficult for you to effect service of process in connection with any action brought in the United States upon directors of the Company and experts. Execution by United States courts of any judgment obtained against GSR, or any of the directors or executive officers or experts named in this Prospectus, in the United States courts would be limited to GSR's assets or the assets of such persons or corporations, as the case might be, in the United States. The enforceability in Canada of United States judgments or liabilities in original actions in Canadian courts predicated solely upon the civil liability provisions of the federal securities laws of the United States is doubtful.

ix. The existence of outstanding rights to purchase or acquire Common Shares could impair GSR's ability to raise capital.

As of November 16, 2007, approximately 9,310,018 Common Shares are issuable on exercise of warrants and options to purchase Common Shares at prices ranging from Cdn\$0.29 to Cdn\$9.07. In this Offering, GSR is issuing up to 3,170,000 Common Shares. In addition, 25.0 million Common Shares are currently issuable upon conversion of GSR's convertible senior unsecured debentures issued in November 2007. During the life of the warrants, options, debentures and other rights, the holders are given an opportunity to profit from a rise in the market price of Common Shares, with a resulting dilution in the interest of the other shareholders. The Company's ability to obtain additional financing during the period such rights are outstanding could be adversely affected, and the existence of the rights could have an adverse effect on the price of GSR's Common Shares. The holders of the warrants, options, notes and other rights can be expected to exercise or convert them at a time when the Company would, in all likelihood, be able to obtain any needed capital by a new offering of securities on terms more favorable than those provided by the outstanding rights.

E. Risks Related to This Offering

i. You are subject to potential future dilution by the exercise of options and warrants and conversion of convertible notes.

As of November 16, 2007, GSR had 233,545,281 Common Shares outstanding. As of that date, 25.0 million Common Shares were issuable upon conversion of GSR's convertible senior unsecured debentures at a conversion price of US\$5.00 per share, there were options outstanding to purchase up to 6,085,498 Common Shares at exercise prices ranging from Cdn\$0.29 to Cdn\$9.07 per share and warrants outstanding to purchase 3,224,520 Common Shares at an exercise price of Cdn\$4.17. In addition, 4,582,796 additional Common Shares are available for issuance under the Company's stock option plans. If currently outstanding options or warrants to purchase GSR's Common Shares are exercised, or additional stock options were granted and shares issued, your investment would be further diluted.

Table of Contents

Golden Star Share Offer Full Prospectus

PART 7 ADDITIONAL INFORMATION

A. Regulations of Golden Star Resources Ltd.

1) Directors

i. Appointment and Number of Directors

The constituting documents of GSR provide that its Board of Directors will consist of a minimum of three (3) directors and a maximum of fifteen (15) directors, with the size of the Board currently set at seven (7). The election of directors shall take place at each annual meeting of shareholders.

ii. Directors Power to Borrow for GSR's Business

The Board may from time to time on behalf of GSR, without authorisation of the shareholders of GSR:

- a. borrow money upon the credit of GSR;
- b. issue, reissue, sell or pledge bonds, debentures, notes or other evidences of indebtedness or guarantee of GSR, whether secured or unsecured;
- c. to the extent permitted by the *Canada Business Corporations Act*, give a guarantee on behalf of GSR to secure performance of any present or future indebtedness, liability or obligation of any person; and
- d. mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real estate or personal, movable or immovable, property of GSR including book debts, rights, powers, franchises and undertakings, to secure any such bonds, debentures, notes or other evidences of indebtedness, or guarantee or any present or future indebtedness, liability or obligation of GSR.

iii. Retirement of a Director

The election of directors takes place at each annual meeting of shareholders and all of the directors then in office shall retire but, if qualified, are eligible for reelection.

iv. Number of Qualifying Shares to be held by a Director

A director is not required to hold shares issued by GSR.

B. Material Contracts

Below are some of the material, non-ordinary course contracts of GSR in addition to those discussed elsewhere in this Prospectus. This in no way represents a complete list of the material contracts of the GSR.

1. Indenture, dated as of November 8, 2007 by and between GSR and The Bank of New York as Indenture Trustee, with respect to Golden Star's US\$125 million principal amount 4.00% convertible senior unsecured debentures due November 30, 2012.
2. Mining leases, dated August 16, 1988 and August 21, 1987, between the Government of the Republic of Ghana and Canadian Bogosu Resources Limited, related to the Bogoso property.
3. Mining lease, dated June 29, 2001, between the Government of the Republic of Ghana and Bogoso Gold Limited, related to the Prestea property.
4. Mining lease, dated September 17, 1992, between the Government of the Republic of Ghana and Satellite Goldfields Limited, with letter dated April 25, 2002 from the Ministry of Mines consenting to assignment to Wexford Goldfields Ltd., relating to the Wassa property.

Table of Contents

Golden Star Share Offer Full Prospectus

5. Mining lease, dated June 29, 2001, between the Government of the Republic of Ghana and Prestea Gold Resources, related to the Prestea Underground property.
6. License Agreement, dated June 28, 2004, between Biomin Technologies S.A. and Bogoso Gold Limited, relating to the BIOX[®] technology used at the new sulfide processing plant at Bogoso/ Prestea.
7. EPCM Services Agreement, dated April 16, 2006, between Bogoso Gold Limited, GRD Minproc (Pty) Limited and GRD Minproc Limited, relating to project management services for the Bogoso/ Prestea sulfide processing plant.

C. Convening Annual Meetings

1. Meetings of the shareholders may be held outside of Canada at any of the following places in the United States: in the greater urban areas of Denver, Colorado, Littleton, Colorado and New York, New York, in London, England and any other place as determined from time to time by the Board of Directors.
2. Notice of the time and place of each meeting of shareholders shall be sent not less than 21 days or more than 60 days before the date of the meeting.
3. Every shareholder entitled to vote at a meeting of shareholders may appoint a proxyholder or one or more alternate proxyholders, to attend and act as his representative at the meeting. The Directors may specify in the notice calling a meeting of shareholders a time, not exceeding 48 hours (excluding Saturdays and holidays), preceding the meeting or an adjournment thereof before which time proxies to be used at the meeting must be deposited with the Company or its agent.
4. A quorum for the transaction of business at any meetings of shareholders shall be two shareholders present in person, each being a shareholder entitled to vote thereat or duly appointed proxyholder or representative for a shareholder so entitled.

D. Material Litigation and Legal Proceedings

1) Legal Proceedings GSR has Filed Against Third Parties

No material litigation filed by GSR against third parties is outstanding.

2) Legal Proceeding Filed Against GSR or its Subsidiaries

No material litigation is outstanding against GSR or any of its subsidiaries.

E. Exchange Controls

Exchange control is currently governed by the Foreign Exchange Act 2006, Act 723. This repeals the Exchange control Act of 1961, Act 71. The new Act legalises payments in foreign currency to and from Ghana between residents and non-residents and between non-residents made through banks. Furthermore, under BoG Notice BG/GOV/SEC/2007/3 there are no restrictions on the purchase of capital market instruments by

Edgar Filing: GOLDEN STAR RESOURCES LTD - Form 424B5

non-residents except for the banking sector where the acquisition or disposal of a stake of 10% or more is governed by the Banking Act 2004 and which requires a prior approval by the Bank of Ghana.

There are no exchange control restrictions under United States and Canadian laws.

F. Taxation

The following is a summary of the material anticipated tax consequences regarding the acquisition, ownership and disposition of the Common Shares. This summary is general in nature and does not address all tax consequences that may be relevant to you in your particular circumstances.

Table of Contents

Golden Star Share Offer Full Prospectus

You should consult your own advisor regarding the tax consequences of the acquisition, ownership and disposition of the Common Shares in light of your particular circumstances.

1) Withholding Tax on Dividend

Under current Ghanaian tax law, all dividend payments are subject to a dividend withholding tax of 8%. No further tax is payable on dividends received.

Under Canadian tax laws, dividends paid or credited by GSR on its shares to a resident of Ghana will be subject to a 25% Canadian withholding tax.

Any investor who is or has been a U.S. person for federal income tax purposes or whose Common Shares may be effectively connected with a U.S. trade or business or who may be present in the United States 31 days or more during a calendar year, may be subject to U.S. federal income tax and withholding tax on distributions paid by GSR with respect to the Common Shares.

2) Capital Gains

The securities of a company listed on the GSE are currently exempt from capital gains tax in Ghana until 2010. No capital gains tax would therefore be payable on any realisation of capital gain from the sale of Common Shares in GSR on the GSE until November 2010.

A resident of Ghana who holds GSR shares as capital property who disposes of, or is deemed to dispose of, a GSR share will not be subject to Canadian income tax on any capital gain realized on the disposition of the GSR share unless such share constitutes taxable Canadian property. Generally, a GSR share will not constitute taxable Canadian property to a resident of Ghana at a particular time provided that (i) such GSR share is listed on a prescribed stock exchange (which currently includes the TSX) at that time, and (ii) the Ghanaian resident, persons with whom the Ghanaian resident does not deal at arm's length, or the Ghanaian resident together with all such persons, has not or have not owned 25% or more of the shares of any class or series of the capital stock of GSR, as the case may be, at any time during the 60-month period that ends at that time.

Any investor who is or has been a U.S. person for federal income tax purposes or whose Common Shares may be effectively connected with a U.S. trade or business or who may be present in the United States 31 days or more during a calendar year, may be subject to U.S. federal income tax on any gain realized upon the sale or other disposition of the Common Shares.

3) Gift Tax

Liability to gift tax may arise by gift of shares in the Company if the open market value of the shares at the time of the gift exceeds ₵500,000.00 (subject to certain exemptions). The tax is payable by the recipient of the gift. The applicable statutory rate varies as follows:

- i. Not exceeding ₵500,000.00 Nil
- ii. Exceeding ₵500,000.00 10% of excess over ₵500,000.00

4) Stamp Duty

Under the Ghanaian Stamp Duty Act, 2005 (Act 689), transfer of shares in securities dealt on the GSE is exempt from stamp duty.

G. Dividends and Payment Agents

GSR does not anticipate paying dividends in the foreseeable future. However, the payment of dividends, when declared, would be made by the registrars, CIBC Mellon Trust Company, in Canada and the USA, and in Ghana by the local registrars, GCB Share Registry. Dividends that are paid to residents in Ghana may be paid in US\$ or the cedi equivalent and may be subject to relevant taxation as spelled out under Taxation above.

Table of Contents

Golden Star Share Offer Full Prospectus

H. Trading on the Stock Exchanges

GSR's shares are listed on the AMEX and TSX. The shares also trade on the Berlin and Frankfurt Stock Exchanges following an unsponsored and unauthorised listing. The additional shares that will be issued under this Offer will also be listed on AMEX and TSX. Holders of GSR shares may therefore be able to trade in GSR shares on any of the exchanges on which the shares are listed subject to all relevant laws, rules and regulations of the Canadian, Ghanaian, US and German markets.

GSR, working with SAS and its transfer agents, CIBC Mellon Trust and GCB Share Registry, will develop guidelines for investors on how to transfer shares across registers for purposes of trading on the AMEX and TSX. These guidelines will be made available to the market following discussions with regulators in the various markets.

I. Declaration of Interests by Advisers

As at the date of this Prospectus neither Strategic African Securities (financial advisor and sponsoring broker) nor its affiliates, the SAS Finance Group and SAS Investment Management, held any GSR shares. No employee or principal of any of the firms held or had interest in any of the shares.

As at the date of this Prospectus, JLD & MB Legal Consultancy (Ghanaian legal advisors) did not hold any GSR shares and employees or partners of the firm held or had no direct interest in GSR share.

As at the date of this Prospectus, Davis Graham & Stubbs LLP (US legal advisors) did not hold any GSR shares.

As at the date of this Prospectus, the partners and associates of the Toronto, Canada office of Fasken Martineau DuMoulin LLP (Canadian legal advisors) as a group, own, directly or indirectly, less than 1.0% of GSR's outstanding Common Shares.

As at the date of this Prospectus, Ernst & Young Advisory Services (reporting accountants) did not hold any GSR shares. No employee or principal of the firm or any of its associated persons held or had any interest in any GSR shares.

As at the date of this Prospectus, Lowe Lintas (PR Consultants) did not hold any GSR shares. No employee or principal of the firm or any of its associated persons held or had any interest in any GSR shares.

J. Mandatory Declarations

1. The directors herein, in respect of the information relating to GSR and the Offer and, having made all reasonable enquiries, confirm that:
 - i. this Prospectus contains all information with regard to the Issuer and the Offer which is material in the context of the issue of the shares;
 - ii. the information contained in this Prospectus (except those in Parts 4 and 8 of this Prospectus, which Parts were compiled by SAS, the lead managers of the Offer) is true and accurate in all material respects and is not misleading;
 - iii. the opinions and intentions expressed herein are honestly held; and

Edgar Filing: GOLDEN STAR RESOURCES LTD - Form 424B5

- iv. there are no other facts, the omission of which makes the Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading.

Table of Contents

Golden Star Share Offer Full Prospectus

2. To the best knowledge of the Lead Manager, this Prospectus constitutes a full and fair disclosure of all material facts about GSR and the issue, but the Lead Manager will not be held responsible for any inaccuracies or omissions of material facts as all information given herein was obtained from GSR.

3. This Prospectus has been seen and approved by us the directors of GSR and we collectively and individually accept full responsibility for the accuracy of the information given and that after making all reasonable enquiries and to the best of our knowledge and belief there are no facts the omission of which would make any statement in the document referred to above misleading.

K. Inspections

Copies of the following documents in respect of the business and affairs of GSR and the share Offer may be inspected at the offices of SAS, the Lead Managers, during normal business hours of any working day during the Offer period:

- i. Regulations of GSR

- ii. GSR's Certificate to Commence Business

- iii. GSR's Audited Financial Statements from 2002 to 2006

- iv. GSR's Unaudited September 30, 2007 Results as Filed with the US SEC on Form 10-Q

- v. GSR's Undertaking in support of its Application to the GSE Official List

- vi. GSR's Tax Clearance Certificate

- vii. GSR's Social Security and National Insurance Clearance Certificate

- viii. Second Amended and Restated 1997 Stock Option Plan

- ix. Employees' Stock Bonus Plan

- x. Rights Agreement with CIBC Mellon Trust

- xi. Canadian Preliminary and Final Prospectus Filed in February 2007

Edgar Filing: GOLDEN STAR RESOURCES LTD - Form 424B5

- xii. US Preliminary and Final Prospectuses Filed in February 2007

- xiii. GSR President and CEO's Employment Agreement, and amendments

- xiv. GSR Board Committee Charters

- xv. GSR Governance Documents
 - Code of Ethics for Directors and Officers

 - Procedures for Shareholders to Propose Candidates to the Board

 - Shareholder Communication with the Board

 - Whistleblower Policy

- xvi. Escrow Account Agreement

L. Documents Incorporated by Reference

The US SEC allows Golden Star to incorporate by reference its publicly filed reports into this Prospectus, which means that information included in those reports is considered part of this Prospectus. Information that Golden Star files with the US SEC after the date of this Prospectus will automatically update and supersede the information contained in this Prospectus. Golden Star incorporates by reference the following documents filed with the US SEC and any future filings made with the US SEC under sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934:

- (1) Annual Report on Form 10-K, as amended on Form 10-K/A, for the year ended December 31, 2006;

Table of Contents

Golden Star Share Offer Full Prospectus

- (2) Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2007, June 30, 2007 and September 30, 2007;
- (3) Current Reports on Form 8-K filed on February 14, 2007; February 20, 2007; February 26, 2007; February 27, 2007; March 15, 2007; June 22, 2007; August 6, 2007; September 18, 2007; October 5, 2007 (excluding information furnished pursuant to Item 2.02 and corresponding information furnished under Item 9.01 or included as an exhibit thereto); October 23, 2007, October 24, 2007; November 9, 2007 and November 13, 2007; and
- (4) Golden Star's Registration Statement on Form 8-A, filed June 18, 2002, which contains a description of the Company's capital stock. GSR will furnish without charge to you, on written or oral request, a copy of any or all of the above documents, other than exhibits to such documents which are not specifically incorporated by reference therein. You should direct any requests for documents to Investor Relations, Golden Star Resources Ltd., 10901 West Toller Drive, Suite 300, Littleton, Colorado 80127-6312, telephone (303) 830-9000.

The information relating to Golden Star contained in this Prospectus is not comprehensive and should be read together with the information contained in the incorporated documents. Descriptions contained in the incorporated documents as to the contents of any contract or other document may not contain all of the information which is of interest to you. You should refer to the copy of such contract or other document filed as an exhibit to GSR's filings.

M. GSR United States Base Prospectus

The Shares on Offer will be registered in the U.S. under a Registration Statement on Form S-3, which was declared effective by the U.S. SEC on May 24, 2005. U.S. securities laws require that this Prospectus include the original base prospectus that was included in the Registration Statement when it became effective, and this base prospectus is included as Appendix D hereto as the U.S. Prospectus. Please note that information contained in the U.S. Prospectus has been updated and supplemented by information in documents subsequently filed with the US SEC and by the Prospectus. Please see About this Prospectus.

N. Where You Can Find Additional Information

This Prospectus is pursuant to a registration statement on Form S-3 that GSR filed with the US SEC. Certain information in the registration statement has been omitted from this Prospectus in accordance with US SEC rules.

GSR files annual, quarterly and special reports and other information with the US SEC. You may read and copy the registration statement and any other document that GSR files at the US SEC's public reference room located at Judiciary Plaza, 100 F Street, N.E., Room 1580, Washington, DC 20549. Please call the US SEC at 1-800-SEC-0330 for further information on the public reference rooms. The US SEC filings are also available to you free of charge at the US SEC's web site at <http://www.sec.gov>.

O. Experts

The audited financial statements included or incorporated by reference in this prospectus have been so included or incorporated in reliance on the reports of PricewaterhouseCoopers LLP, independent accountants, given on the authority of said firm as experts in auditing and accounting.

Table of Contents

Golden Star Share Offer Full Prospectus

PART 8 OVERVIEW OF THE GHANA STOCK EXCHANGE**A. Overview**

The Ghana Stock Exchange (GSE) was incorporated in July 1989 as a company limited by guarantee. It is a non-governmental organisation, governed by a thirteen (13) member council. Members of the GSE include sixteen (16) Licensed Dealing Members (brokerage firms) and forty-one (41) Associate Members. The Exchange is regulated by the Securities and Exchange Commission (SEC) under the Securities Industry Law, PNDCL 333 of 1993, as amended by the Securities Industry (Amendment) Act, 2000, Act 590.

B. Development & Trends

Trading on the GSE began on November 12, 1990 with eleven (11) listed companies. As at September 30, 2007 there were 34 equities and 2 corporate bonds listed on the GSE. Government of Ghana two-year and three-year fixed bonds issued between January 2006 and July 2007 were also listed on the Exchange. To deepen the growth and broaden the base of the Exchange, the GSE is encouraging SMEs to list on the stock market through a provisional listing method.

The GSE's current manual but centralised clearing and settlement arrangement for equities will be upgraded as part of the ongoing modernisation programme to automate trading and settlement platforms. The Central Securities Depository (CSD) currently accepts only money market transactions. It is expected that equities transactions, including those listed on the GSE, would be settled through the CSD by the end of 2007. The GSE also plans to complete the automation of its trading platform by early 2008.

C. Performance

For the 2006 financial year, the SAS All-Share Index (SASI) closed at 726.79 points representing a gain of 5.72% for the year compared to a loss of 31.25% recorded for the same period in 2005. The SASI stood at 852.45 points as at October 30, 2007, a year-to-date gain of 17.29% compared to a gain of 4.94% recorded for the same period in 2006.

Market capitalisation of the GSE stood at GH¢11,851.02 million as at October 31, 2007, up 6.20% from GH¢11,158.85 million as at October 30, 2006. The slight increase in market capitalisation is mainly attributable to price appreciation in the financial services industry. The listing of additional 100 million GCB shares, following the successful rights issue that raised GH¢60 million, also contributed to the rise in market capitalisation.

Sixteen (16) equities had recorded gains while six (6) equities had lost value as at September 30, 2007 compared to their year opening prices. The top five gainers and losers were:

Top Five Gainers		Top Five Losers	
Equity	% Gain	Equity	% Loss
SG-SSB Bank Ltd	75.05	CFAO Ghana Ltd	12.28
Cal Bank Ltd	55.33	Benso Oil Palm Plantation	9.09
Ghana Commercial Bank Ltd	54.50	Super Paper Products	8.89
Unilever Ghana Ltd	36.67	Produce Buying Company	7.69
Enterprise Insurance Company	36.11	Stanchart Pref. Shares	3.85

D. Trading Volumes and Values

Edgar Filing: GOLDEN STAR RESOURCES LTD - Form 424B5

Trading volumes and values were up significantly during the first nine-months of 2007. As at September 30, 2007, 241.97 million shares worth GH¢110.22 million had been traded compared to 45.75 million shares worth GH¢23.37 million traded for the whole of 2006. Financial equities dominated market activity, accounting for 72% of total volume traded and 87% of total value traded during the period.

Table of Contents

Golden Star Share Offer Full Prospectus

E. Statistics on Listed Companies

The following is a summary on the listed equities detailing their issued number of shares, market capitalisation and price/earning ratios as at September 30, 2007:

SUMMARY OF LISTED EQUITIES ON THE GHANA STOCK EXCHANGE, as at September 30, 2007

Company	Ticker	Sector	Issued Shares (m)	Mkt Cap (GH¢ m)	Price (GH¢)	YTD Chg (%)	P/E	% Of Total Mkt Cap
Accra Brewery Ltd	ABL	Brewery	249.45	28.69	0.1150	0.00	nm	0.24
AngloGold Ashanti Ltd	AGA	Mining	275.86	8,275.80	30.0000	0.00	34	70.42
AngloGold Ashanti Gh Dep.Shares	AADs	Mining	0.98	33.81	0.3450	11.25	39	0.29
Aluworks Ltd	ALW	Aluminium	41.68	30.84	0.7400	2.05	nm	0.26
Ayrton Drug Manufacturing Ltd	AYRTN	Pharmaceuticals	215.00	20.98	0.0976	0.00	16	0.18
Benso Oil Palm Plantation Ltd	BOPP	Agriculture	34.80	17.40	0.5000	(9.09)	6	0.15
CAL Bank Ltd	CAL	Banking	162.25	55.57	0.3425	55.33	9	0.47
CFAO Ghana Ltd	CFAO	Trading	224.00	7.84	0.0350	(12.28)	12	0.07
Clydestone Ghana Ltd	CLYD	IT Solutions	34.00	2.72	0.0800	0.00	17	0.02
Camelot Ghana Ltd	CMLT	Printing	6.54	1.11	0.1700	0.00	20	0.01
Cocoa Processing Company Ltd	CPC	Processing	1,100.83	58.34	0.0530	(1.49)	82	0.50
Ecobank Ghana Ltd	EBG	Banking	161.23	259.58	1.6100	18.52	14	2.21
Enterprise Insurance Company Ltd	EIC	Insurance	25.57	30.69	1.2002	36.11	17	0.26
Ecobank Transnational Incorp	ETI	Banking	1,224.58	1,426.64	1.1650	2.64	20	12.14
Fan Milk Ltd	FML	Dairy Products	19.78	41.75	2.1106	17.24	9	0.36
Ghana Commercial Bank Ltd	GCB	Banking	265.00	251.80	0.9502	54.50	14	2.14
Guinness Ghana Breweries Ltd	GGBL	Brewery	164.67	176.20	1.0700	15.70	13	1.50
Golden Web Ltd	GWEB	Manufacturing	29.97	1.65	0.0550	0.00	nm	0.01
HFC Bank Ghana Ltd	HFC	Banking	100.16	54.09	0.5400	0.00	16	0.46
Mechanical Lloyd Company Ltd	MLC	Automobile	50.10	10.52	0.2100	0.00	7	0.09
Pioneer Kitchenware Ltd	PKL	Aluminium	16.49	1.32	0.0800	0.00	nm	0.01
Produce Buying Company Ltd	PBC	Produce Buying	480.00	115.20	0.2400	(7.69)	58	0.98
PZ Cussons Ghana Ltd	PZ	Conglomerate	28.00	22.82	0.8150	22.37	10	0.19
Standard Chartered Bank Gh Ltd	SCB	Banking	17.60	369.60	21.0000	32.91	12	3.14
Starwin Products Ltd	SPL	Pharmaceuticals	74.08	4.07	0.0550	0.00	86	0.03
Super Paper Products Co Ltd	SPPC	Paper Products	19.44	0.40	0.0205	(8.9)	3	0.00
SG-SSB Bank Ltd	SG-SSB	Banking	142.50	149.67	1.0503	75.05	12	1.27
Sam-Woode Ltd	SWL	Publishing	21.83	0.58	0.0265	0.00	nm	0.00
Trust Bank Ltd (The Gambia)	TBL	Banking	60.00	79.50	1.3250	0.00	23	0.68
Total Petroleum Ghana Ltd	TOTAL	Petroleum	13.98	76.68	5.4853	1.52	9	0.65
Transaction Solutions Gh Ltd	TRANSOL	IT Solutions	80.00	9.60	0.1200	20.00	19	0.08
Unilever Ghana Ltd	UNIL	Conglomerate	62.50	128.13	2.0500	36.67	10	1.09
SCB Gh Ltd Pref Shares	SCB-P	Banking	17.48	8.74	0.5000	(3.85)	-	0.07
TOTAL			5,420.35	11,752.33				100.00

nm not meaningful

F. Other Information

Edgar Filing: GOLDEN STAR RESOURCES LTD - Form 424B5

Trading Days:	Monday-Friday; starting at 09.30 to 12.00 GMT
Trading Method:	Carried on the floor under the Continuous Auction Trading system. Trading is done in lots of 100 shares.
Settlement Period:	Trading day plus 3 business days (T +3)
Access to Trade and General Information on the GSE	Through Reuters, internet, official trading results, local newspapers, GSE handbook, SAS Newsletters, SAS website - www.sas-ghana.com , etc

Table of Contents

Golden Star Share Offer Full Prospectus

G. Outlook

Ghana's capital market is set for rapid growth heightened by the implementation of the new rules and technological advancements to its trading platform. Government is also planning to divest more state-owned enterprises such as State Insurance Company Ltd, Ghana Telecom Ltd, and Western Telesystems Ltd through the GSE. Listings by private sector companies, such as that of GSR, are expected to deepen activities on the market.

Finally, the market for fixed income securities is expected to gradually rise to the challenge of presenting investors and companies seeking capital with the right platform to meet their needs.

Table of Contents

Golden Star Share Offer Full Prospectus

PART 9 ADDITIONAL CONDITIONS OF THE OFFER

A. General Conditions

If you receive a copy of this document and/or application form in any territory other than Ghana, you should NOT treat it as constituting an Offer or an invitation to Offer, nor should you use such application form, UNLESS you are in a territory, where such an Offer or invitation may lawfully be made to you without compliance with any securities registration or other legal requirements by the Company.

If you are in a territory outside Ghana in which this Offer may lawfully be made, It is your responsibility, if you wish to make an application, to satisfy yourself as to the full observance of the laws of the relevant territory in connection with your application, including obtaining any governmental or other consents and compliance with other necessary formalities, and paying transfer or other taxes or duties required to be paid in such territory in respect of the Offer of shares acquired by you under this Offer.

B. Offer to Purchase Shares

- i. As an applicant, you offer to subscribe for the number of GSR shares indicated in your Application Form, on the terms and conditions of this Offer and on the basis of the information set out in this Document and subject to the Regulations of the GSR.
- ii. **You agree to provide a clear photocopy of a valid ID in support of your application to your receiving agent. For the purposes of this Offer, a valid ID shall be a passport, driver's license, national health insurance card or a voter's ID card for individuals, and a clear photocopy of registration documents or other acceptable identification for institutions, clubs and other bodies.**

If you are applying for a minor you must submit a clear photocopy of a valid ID for both the minor and yourself. A valid ID for a minor may be a passport or a birth or baptism certificate. Where you are applying for a person other than a minor, you agree to submit all required identification of yourself and the person on whose behalf you are applying for shares, and a duly executed power(s) of attorney authorising you to apply for shares under this Offer on their behalf.

- iii. You agree that your application to acquire shares cannot be revoked after December 21, 2007 or such later date as the Directors and Advisors may agree, and promise that any cheque, bankers draft, money order or postal order will be honoured on first presentation and that this paragraph constitutes an agreement between you and GSR. It becomes binding when your application is posted or in the case of delivery by hand as received by the Company or any of its receiving agents. However, the Company will not be held liable if you use a wrong address in posting. You must pay all bank commissions, transfers and other bank charges related to your application.
- iv. A thumb print on an application form will be accepted instead of a signature thereon only if it is duly certified in accordance with the Laws of Ghana.
- v. If your Application Form is not completed correctly or is amended, or you do not include the required identification as spelled out in 2(ii) above, or if any cheque, bankers draft, money order or postal order is found to be less than the amount stated on your application form, it may still be treated as valid. In such cases, the Advisors' decision as to whether to treat the application as valid, and how to construe, amend or complete it shall be final. You will not, however, be treated as having applied to purchase a number of shares which, when multiplied by the Offer price, is more than the amount of remittance upon allotment of shares.

- vi. **An application may be rejected in whole or in part at the discretion of the Advisors and Management of GSR if the application is incomplete or illegible, if it is determined that the applicant has submitted multiple applications or if it is determined that the applicant is not eligible to participate in this public Offer.**

Table of Contents

Golden Star Share Offer Full Prospectus

C. Acceptance of Offer

- i. Acceptance of your offer will be made (if your application is received, valid, processed and not rejected) by notifying the SEC and GSE of the basis of allocation or by notifying acceptance to the receiving agents.
- ii. The acceptance may be of the whole or any part thereof and in the latter event, the number of shares you offer to purchase may be scaled down.
- iii. If your application to purchase shares is accepted (in whole or in part), there will be a binding contract under which you will be required to purchase the shares in respect of which your application has been accepted and has not been terminated.

D. Payment for Shares

- i. You undertake to pay the purchase price for the shares in respect of which your application is accepted. The cheque or bankers draft or other remittances may be presented for payment before acceptance of your application, but this will not constitute acceptance of your application, either in whole or in part.
- ii. If the application is invalid, rejected or not accepted in full, or if the amount of the application divided by the Offer price does not result in a whole number of shares or if the circumstances described in paragraph B (iii) on the previous page do not occur prior to the dates respectively specified therein, the proceeds of the cheque or other remittances or the unused balance of those proceeds (as the case may be) will be refunded to you without interest.
- iii. If the remittances are not honoured on first presentation, then at any time until the Company has received cleared funds in respect of the share Offer, the Advisors, on behalf of GSR may terminate the agreement to purchase that share. The termination will be effected by notice being dispatched to you.
- iv. Receiving Agents will convert payment received in a currency other than the cedi at the prevailing inter-bank or such other negotiated rate between the Receiving Agent and their bankers at the time value is given to it.

E. Warranties

You warrant that:

- i. You are qualified to apply;
- ii. The applicant on whose behalf you are applying is qualified to apply;

Edgar Filing: GOLDEN STAR RESOURCES LTD - Form 424B5

- iii. You will not make any other application or multiple applications through various Receiving Agents and that to the best of your knowledge there is no other application for GSR shares being made to your benefit;
- iv. You will submit a complete application including all supporting documents required under the terms of this Offer;
- v. In making your application you are not relying on any information or representation concerning the Company and/or other offers or any of them not contained in this document. You agree that no person responsible for this document or any part of it will have liability for any such other information or representation;
- vi. If any person signing, or making a thumb print on the application form is not the applicant, that person warrants that he/she has authority to do so on behalf of the applicant and that this authority is vested in him or her by virtue of a power of attorney which (or a copy of which certified by a solicitor) accompanies the application;

Table of Contents

Golden Star Share Offer Full Prospectus

- vii. If the applicant is other than a natural person, the person signing the application form warrants that he/she has authority to do so on behalf of the applicant.

F. Supply and Disclosure of Information

The Company, Directors, Advisors and their agents shall have full access to all information relating to, or deriving from, your application AND the cheque or banker's draft or other remittance accompanying your application and its processing. If the Directors or their agents request any information about your application you must promptly disclose it to them.

G. Miscellaneous

- i) The rights and remedies of the Company and Advisors, under these terms and conditions are in addition to any rights and remedies, which would otherwise be available to each of them, and the exercise or partial exercise of one will not prevent the exercise of others.
- ii) If you deliver your Application Form to a receiving agent, you authorise the Company to send money returnable to you in the same manner and a share certificate for the number of shares for which your application is accepted posted to the address provided on the application form. If your application was sent by post, you authorise the Company to send a share certificate for the number of shares for which your application is accepted and/or cheque for any money returnable by mail to your address (or, in the case of joint applicant, the address of the first-named person) as set out on the Application Form.
- iii) All documents and monies sent or delivered to or by you will be sent or delivered at your own risk. Any cheque will be made payable to you (or first person named in any joint application).
- iv) You agree to be bound by the Regulations of GSR once the shares you have agreed to purchase have been transferred to you.
- v) Your application and the acceptance of that application and the contract resulting therefrom will be governed by, and construed in accordance with the Laws of Ghana. You irrevocably submit to the jurisdiction of the Ghanaian courts in respect of the matters relating to this transaction. This does not prevent an action being taken against you in any other jurisdiction.
- vi) Words defined in the Prospectus and not defined in these terms and conditions have the same meaning in these terms and conditions and in your Application Form and in the guide to the Application Form as in the Prospectus. In the case of joint applicants, references to an applicant in these terms and conditions are to each of the joint applicants and their liability is joint and several.

Table of Contents

Golden Star Share Offer Full Prospectus

PART 10 COMPLETION GUIDE AND RETURN INSTRUCTIONS

A. General Instructions for Completing the Application Form

Please read the instructions carefully before completing the relevant Application Form.

- i) There are two Application Forms for this Offer, one for individual investors and the other for corporate investors. Please ensure you complete the appropriate Application Form and return the completed Form together with supporting documentation (photocopy of valid ID, and duly executed power(s) of attorney where applicable) and your cheque for the application to a receiving agent.
- ii) Use block capital letters in completing the Application Form and return the completed Application Form together with payment for your subscription to a receiving agent by 17 hours GMT on December 21, 2007.
- iii) Only people over 18 years of age can buy shares in their own name. Shares may be bought for a child by a parent, grandparent or guardian of the child who may complete another application to buy shares in his/her own name.
- iv) Power(s) of attorney must be enclosed if anyone is signing on behalf of an applicant other than a minor.
- v) For the purposes of this Offer, a valid ID constitutes a national passport, driver's license and voter's ID card for individuals, and registration documents, Registrar General's Form A or Form 3 or a duly executed resolution from organisation for institutions, clubs and other bodies. Persons applying on behalf of minors must submit valid IDs for the minor, and for this purpose a valid ID constitutes a passports, birth or baptismal certificates of the minor.
- vi) Photocopies of Application Forms will be accepted if only when they are clear and legible. The submission of a photocopied Application Form presumes that the applicant understands and accepts the terms and conditions of this Offer.

B. Guide to Completing the Application Form for Individuals

1. Personal Details

Insert in Box 1 your surname (i.e. family name), all your forenames (i.e. first/other names) and the title for which you are addressed. A photocopy of a valid ID must also be submitted with your application. If you are applying for a minor, you must submit photocopies of valid ID for yourself and for the minor.

If you are applying for a person other than a minor, you must submit a valid ID for that person and a power of attorney authorising you to make this Application on their behalf.

2. Number & Cost of Shares Applied For

Complete Box 2 with the number of shares (minimum is 20) and the amount payable (in the relevant currency) that you are applying for. Please use figures. Your payment must be in a form which will realise cleared funds for the full amount payable by 5 pm on December 21, 2007.

Cheques, Money/Postal Orders and Bankers Drafts should be payable to **Golden Star Share Offer** and endorsed **Commission To Drawers Account**. All bank commissions and transfer charges must be paid by the applicant.

MINIMUM APPLICATION IS FOR 20 SHARES, THEN IN MULTIPLES OF 10 THEREAFTER SUBJECT TO CONDITIONS.

When the basis of allocation under the GSR SHARE OFFER is determined, successful applicants will be allocated a certain number of shares. Any cash balance owing will be refunded.

Table of Contents

Golden Star Share Offer Full Prospectus

3. Address of Applicant

Insert in Box 3 your full residential (*if applicable*) and postal address. The address must be current and reliable and in case of any change in address you should immediately inform your broker or the registrar, whichever is the case.

4. Dividend Payment Details

THIS SECTION SHOULD BE COMPLETED ONLY BY APPLICANTS WHO WANT THEIR DIVIDENDS PAID DIRECTLY INTO THEIR BANK ACCOUNT.

Please provide the information for your bank. Applicants who leave this blank will have their dividend payments warrant mailed to them.

5. Email, Telephone, Nationality and Status of Residency

Include your email or telephone number to facilitate us contacting you quickly. Also state your citizenship and whether or not you are resident in Ghana.

6. Declaration

Multiple applications are not permitted. Please read the declaration carefully before you sign (or, if unable to sign, make your thumb print) above the line provided and date the form in the box provided.

7. Date/Signature or Thumbprint

By signing or thumb printing in Box 5 of the Application Form, you will be applying for the shares on Offer on the terms and conditions set out in this Prospectus and in the Application Form. Proceedings may be instituted against anyone who knowingly makes a false statement in his application. This applies whether an application is made solely or jointly with other persons.

The Application Form may be signed by someone else on your behalf if he/she is duly authorised to do so. An agent must enclose the original power of attorney appointing him/her (or copy certified by a notary public) unless he/she is a selling agent or financial intermediary and states the capacity in which he/she signs.

If applying for someone under the age of 18 years, you (rather than that person) must sign the Application Form, and put the minor's name in the relevant section provided in box (1).

8. Joint Applications

You may apply jointly with another person, provided each applicant is an adult over 18 years of age. Each applicant should complete their names and sign the appropriate places by their names.

C. Guide to Completing the Application Form for Companies / Organisations

Insert in Box 1 the company or organisation's name and registration number as quoted on its Certificate of Incorporation or to Commence of Business (if applicable). Applications from corporations and partnerships must bear the institution's common seal/stamp (if applicable) and be

Edgar Filing: GOLDEN STAR RESOURCES LTD - Form 424B5

completed under the hand of a duly authorised official(s) who should also state his/her designation/title.

Complete and/or take note of Boxes 2 to 6 in accordance with the Guide to Completing the Application Form for Individuals.

The company's duly authorised officer(s) must complete and sign Box 7 and affix the company's seal/stamp in Box 8. By completing Box 7 and 8 of the Application Form, you will be applying for the shares on Offer on the terms and conditions set out in this Prospectus and on the Application Form.

The company should then complete the remainder of the Application Form in accordance with the instructions for individual applicants.

Table of Contents

GSR Share Offer Full Prospectus

GOLDEN STAR RESOURCES LTD. SHARE OFFER

APPLICATION FORM (For Individual Investors)

PLEASE USE BLOCK LETTERS

1. Title: Surname: 2. Number & Cost of Shares Applied For
First Name: *Number of Shares:*

Other Name(s) in Full:
Identification of Applicant (attached photocopy of relevant ID to Form)
Type: ID No:
Nationality: *Amount Payable (GH¢):*
For Applications in Trust for a Minor/Another Adult/Company
Title & Surname of

Beneficiary:
First & Other Names of
Beneficiary:
Identification of Beneficiary (attach photocopy of relevant ID to Form)
Type: ID No:
3. Applicant's Permanent Address Details **Bank Name:**
Residential Address: **Branch Name:**
Postal Address: **Account Name:**
Region/Country: **Account Number:**
5. Email: Telephone: Country of Residence:
6. Declaration: I/We hereby apply for shares under this Offer on the terms and conditions set out in this Prospectus. I/We declare that I/we am/are a Qualifying Offer Applicant(s) and that to my/our knowledge there is no other Application being made for my/our benefit (or that of any persons for whose benefit I/We am/are applying) for Golden Star Resources Ltd. shares for which I/we have applied on this Form.
7. Date: **Receiving Agent::**
Applicant's Signature/Thumbprint: **Name of Official:**

Receiving Agent's

Stamp:
8. Joint Applicant(s): I/We hereby join in the application and give the declaration above
Joint Applicant (1)'s Name: **Signature/Thumbprint:**

Edgar Filing: GOLDEN STAR RESOURCES LTD - Form 424B5

Joint Applicant (2) s Name:

Signature/Thumbprint:

9. To be Completed by the Receiving Agent and then signed and retained by Applicant as evidence of application

GOLDEN STAR RESOURCES LTD.: APPLICATION COUNTERFOIL

Applicant s Address Details

Applicant s

Receiving Agent s

Signature/Thumbprint