

GOLDEN STAR RESOURCES LTD.

FORM POS EX

(Post-effective amendment filed solely to add exhibits to a registration statement)

Filed 02/10/03

Telephone	416 583 3800
CIK	0000903571
Symbol	GSS
SIC Code	1040 - Gold And Silver Ores
Industry	Gold & Silver
Sector	Basic Materials
Fiscal Year	12/31

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Post-Effective Amendment No. 1 to

FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

GOLDEN STAR RESOURCES LTD.

(Exact name of registrant as specified in its charter)

CANADA

(State or other jurisdiction of incorporation or organization)

98-0101955

(I.R.S. Employer Identification No.)

**10579 Bradford Road, Suite 103
Littleton, Colorado, 80127-4247
(303) 830-9000**

(Address, including zip code, and telephone number, including area code, of principal executive offices)

**Allan J. Marter, Chief Financial Officer
Golden Star Resources Ltd.
10579 Bradford Road, Suite 103
Littleton, Colorado, 80127-4247
(303) 830-9000**

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

With Copies To
**Deborah J. Friedman
Michelle H. Shepston
Davis Graham & Stubbs LLP
1550 Seventeenth Street, Suite 500
Denver, Colorado 80202
(303) 892-9400**

Approximate date of commencement of proposed sale to the public: From time to time after this registration statement becomes effective.

If the only securities being registered on this Form are to be offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with a dividend or interest reinvestment plan, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering. 333-102225

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

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EX-23.4 Consent of Alexander and Wasel

EX-23.5 Consent of Francis Clouston

EX-23.6 Consent of Declan Costelloe

EXPLANATORY NOTE

We are filing this Post-Effective Amendment No. 1 pursuant to Rule 462(d) of the Securities Act of 1933 for the sole purpose of filing Exhibits 23.4, 23.5 and 23.6 to Registration Statement No. 333-102225, and accordingly, it shall become effective immediately upon filing with the Securities and Exchange Commission.

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Item 16. Exhibits.

- 1.1 Form of Underwriting Agreement (1)
- 1.2 Form of Placement Agent Agreement (1)
- 4.1 Incorporating Documents of the Company, including: Articles of Arrangement dated May 14, 1992, with Plan of Arrangement attached, with Certificate of Amendment with respect thereto dated May 15, 1992; Certificate of Amendment dated May 15, 1992, with Articles of Amendment; Certificate of Amendment dated March 26, 1993, with Articles of Amendment; Articles of Arrangement dated March 7, 1995, with Plan of Arrangement attached, with Certificate of Amendment with respect thereto dated March 14, 1995; Certificate of Amendment dated July 29, 1996, with Articles of Amendment; and Certificate of Amendment dated July 10, 2002, with Articles of Amendment (all incorporated by reference to Exhibit 4.1 to the Company's Form 8-K filed on January 23, 2003)
- 4.2 Bylaws of the Company, including: Bylaw Number One, amended and restated as of April 3, 2002 (2); Bylaw Number Two, effective May 15, 1992 (incorporated by reference to Exhibit 4.2 to the Company's Form 8-K filed on January 23, 2003); and Bylaw Number Three, effective May 15, 1992 (incorporated by reference to Exhibit 4.2 to the Company's Form 8-K filed on January 23, 2003)
- 4.3 Rights Agreement dated as of April 24, 1996, between the Company and the R-M Trust Company as Rights Agent (incorporated by reference to Exhibit 4.3 to the Company's Form 8-K filed on January 23, 2003); Amendment to Rights Agreement between the Company and CIBC Mellon Trust Company (formerly, the R-M Trust Company) dated as of June 30, 1999 (incorporated by reference to Exhibit 10.1 to the Company's Form 10-Q for the period ended June 30, 1999)
- 4.4 Form of Specimen Certificate for Common Shares (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-3/A (Reg. No. 333-91666), filed on July 15, 2002)
- 4.5 Form of Specimen Certificate for Preferred Shares (1)
- 4.6 Statement of Rights and Preferences of Preferred Shares (1)
- 4.7 Form of Warrant (1)
- 4.8 Form of Indenture (2)
- 5 Opinion on Legality (2)
- 12 Statement Regarding Ratio of Earnings to Fixed Charges (2)
- 23.1 Consent of PricewaterhouseCoopers LLP
- 23.2 Consent of Associated Mining Consultants Ltd.(3)
- 23.3 Consent of Field Atkinson Perraton (see Exhibit 5) (2)
- 23.4 Consent of Dave Alexander and Mitchell Wasel
- 23.5 Consent of Francis Clouston
- 23.6 Consent of Declan Costelloe
- 24 Power of Attorney (2)

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- (1) To be filed by amendment or by a Current Report on Form 8-K if the registrant enters into any such agreement or issues any such instrument in connection with the offer of any securities registered hereunder.
 - (2) Previously filed with the Company's Registration Statement on Form S-3 (Reg. No. 333-102225), filed on December 27, 2002.
 - (3) Previously filed with Amendment No. 1 to the Company's Registration Statement on Form S-3 (Reg. No. 333-102225), filed on January 27, 2003.



SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Post-Effective Amendment No. 1 to Registration Statement No. 333-102225 to be signed on its behalf by the undersigned, thereunto duly authorized, in Littleton, Colorado, on February 10, 2003.

GOLDEN STAR RESOURCES LTD.

By: /s/ Peter J. Bradford

 Peter J. Bradford
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to Registration Statement No. 333-102225 has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
_____ Robert R. Stone*	Chairman of the Board of Directors	February 10, 2003
Robert R. Stone		
_____ /s/ Peter J. Bradford	President, Chief Executive Officer and Director (Principal Executive Officer)	February 10, 2003
Peter J. Bradford		
_____ David K. Fagin*	Director	February 10, 2003
David K. Fagin		
_____ Ian MacGregor*	Director	February 10, 2003
Ian MacGregor		
_____ James E. Askew*	Director	February 10, 2003
James E. Askew		
_____ /s/ Allan J. Marter	Chief Financial Officer (Principal Financial and Accounting Officer)	February 10, 2003
Allan J. Marter		

*By/s/ Peter J. Bradford

 Peter J. Bradford
 Attorney in fact for each
 of the directors

EXHIBIT INDEX

Exhibit No.	Description
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23.5	Consent of Francis Clouston
23.6	Consent of Declan Costelloe
24	Power of Attorney (2)

(1) To be filed by amendment or by a Current Report on Form 8-K if the registrant enters into any such agreement or issues any such instrument in connection with the offer of any securities registered hereunder.

(2) Previously filed with the Company's Registration Statement on Form S-3 (Reg. No. 333-102225), filed on December 27, 2002.

(3) Previously filed with Amendment No. 1 to the Company's Registration Statement on Form S-3 (Reg. No. 333-102225), filed on January 27, 2003.

EXHIBIT 23.1

[PRICEWATERHOUSECOOPERS LETTERHEAD]

Consent of Independent Auditors

February 10, 2003

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of our report dated March 22, 2002 relating to the consolidated financial statements which appears in Golden Star Resources Ltd.'s Annual Report on Form 10-K for the year ended December 31, 2001. We also consent to the references to us under the heading "Experts" in such Registration Statement.

/s/ PricewaterhouseCoopers LLP

EXHIBIT 23.4

February 10, 2003

Golden Star Resources
10579 Bradford Road, Suite 103
Littleton, CO 80127-4247 USA

The undersigned, Mr. Dave Alexander and Mr. Mitchell Wasel, consent to the use of their names in the Registration Statement on Form S-3 (File No. 333-102225), as amended (the "Registration Statement") and any prospectuses thereto of Golden Star Resources Ltd. (the "Company") as they appear under the heading "Experts" and to the statements regarding them in the Prospectus dated February 10, 2003 pursuant to the Registration Statement.

Yours Sincerely,

/s/ Dave Alexander

Dave Alexander

/s/ Mitchell Wasel

Mitchell Wasel

EXHIBIT 23.5

February 10, 2003

Golden Star Resources
10579 Bradford Road, Suite 103
Littleton, CO 80127-4247
USA

RE: Report on the Yaou and Dorlin Project, French Guiana

Dear Sirs:

Francis Clouston, Project Assessment Engineer, Cambior Inc., consents to the incorporation by reference in the Registration Statement on Form S-3 (File No. 333-102225), as amended (the "Registration Statement") and any prospectuses thereto of Golden Star Resources Ltd. (the "Company") of the statements of estimated mineralized material for the Yaou and Dorlin properties which are included in the Registration Statement and any prospectuses thereto by reference to the Annual Report of the Company on Form 10-K for the year ended December 31, 2001. Francis Clouston also consents to the reference to him under the heading "Experts" in the Registration Statement and any prospectuses thereto and to the statements regarding him in the Prospectus dated February 10, 2003 pursuant to the Registration Statement.

Yours Sincerely,

/s/ Francis Clouston

FRANCIS CLOUSTON

EXHIBIT 23.6

February 10, 2003

Golden Star Resources
10579 Bradford Road, Suite 103
Littleton, CO 80127-4247
USA

RE: Report on the Paul Isnard Project, French Guiana

Dear Sirs:

Declan Costelloe, former Manager Mining Geology of Golden Star Resources Ltd., consents to the incorporation by reference in the Registration Statement on Form S-3 (File No. 333-102225), as amended (the "Registration Statement") and any prospectuses thereto of Golden Star Resources Ltd. (the "Company") of the statements regarding mineralized material for the Paul Isnard project included in the Registration Statement and prospectuses thereto by reference to the Annual Report of the Company on Form 10-K for the year ended December 31, 2001. Declan Costelloe also consents to the reference to him under the heading "Experts" in the Registration Statement and prospectuses thereto and to the statements regarding him in the Prospectus dated February 10, 2003 pursuant to the Registration Statement.

Yours Sincerely,

/s/ Declan Costelloe

DECLAN COSTELLOE