

GOLDEN STAR RESOURCES LTD.

FORM 8-K/A (Amended Current report filing)

Filed 09/05/06 for the Period Ending 12/21/05

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

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM 8-K/A
Amendment No. 2**

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **December 21, 2005**

GOLDEN STAR RESOURCES LTD.

(Exact name of registrant as specified in its charter)

CANADA
(State or other jurisdiction of
incorporation or organization)

1-12284
(Commission
File Number)

98-0101955
(I.R.S. Employer
Identification Number)

**10901 West Toller Drive,
Suite 300
Littleton, Colorado**
(Address of principal executive offices)

80127-6312
(Zip Code)

Registrant's telephone number, including area code: **(303) 830-9000**

No Change

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Explanatory Note

Golden Star Resources Ltd. is filing this Form 8-K/A, Amendment No. 2, which amends the Form 8-K filed on December 27, 2005, as amended by the Form 8-K/A filed on March 8, 2006, to file Exhibit 23.1 hereto. This Form 8-K/A supplements and does not replace any provisions of the original Form 8-K filing, as amended.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits .

<u>Exhibit No.</u>	<u>Description</u>
23.1	Consent of KPMG, LLP

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 5, 2006

Golden Star Resources Ltd.

By: /s/ Roger Palmer

Roger Palmer
Vice President, Finance

EXHIBIT INDEX

Exhibit

No.

23.1

Description

Consent of KPMG, LLP

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference of our report dated May 13, 2005, except as to note 13, which is as of December 15, 2005, with respect to the consolidated balance sheets of St. Jude Resources Ltd. ("St. Jude") as of January 31, 2005 and 2004, and the related consolidated statements of operations and deficit and cash flows for each of the years then ended, in the Registration Statements on Form S-8 (File Nos. 333-105820, 333-105821, 333-118958), Form S-3, as amended (File Nos. 333-33237, 333-89767, 333-82106, 333-102225, 333-118956, 333-126741) and Form S-4, as amended (File No. 333-118957) of Golden Star Resources Ltd., which report appears in the Form 8-K/A of Golden Star Resources Ltd. filed on September 5, 2006. Our report dated May 13, 2005, except as to note 13, which is as of December 15, 2005, includes additional comments by auditors for U.S. readers on Canada — U.S. reporting differences that (a) refers to a change in accounting principles described in note 1(j) to the consolidated financial statements, and (b) states that the financial statements are affected by conditions and events that cast substantial doubt on St. Jude's ability to continue as a going concern. The consolidated financial statements do not include any adjustments that might result from the outcome of that uncertainty.

/s/ KPMG, LLP

Edmonton, Canada
September 5, 2006