

# GOLDEN STAR RESOURCES LTD.

## FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 06/04/03

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**

**FORM S-8**  
**REGISTRATION STATEMENT**  
**Under**  
**THE SECURITIES ACT OF 1933**

**GOLDEN STAR RESOURCES LTD.**

(Exact name of registrant as specified in its charter)

<b>Canada</b> (State or other jurisdiction of incorporation or organization)	<b>98-0101955</b> (I.R.S. Employer Identification No.)
<b>10579 Bradford Road, Suite 103,</b> <b>Littleton, CO</b> (Address of Principal Executive Offices)	<b>80127-4247</b> (Zip Code)

**EMPLOYEES' STOCK BONUS PLAN**  
(Full title of the plan)

<b>Allan J. Marter</b> <b>Chief Financial Officer</b> <b>10579 Bradford Road, Suite 103</b> <b>Littleton, Colorado 80127-4247</b>	<b>With a copy to:</b> <b>Deborah J. Friedman</b> <b>Davis Graham &amp; Stubbs LLP</b> <b>1550 17th Street, Suite 500</b> <b>Denver, Colorado 80202</b>
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(Name and address of agent for service)

<b>(303) 830-9000</b>	<b>(303) 892-9400</b>
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(Telephone number, including area code, of agent for service)

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
<b>Common Shares (without par value)</b>	<b>580,000(1)</b>	<b>\$2.02(2)</b>	<b>\$1,171,600(2)</b>	<b>\$95</b>

**Notes:**

(1) Amount to be registered consists of Common Shares to be issued pursuant to the Employees' Stock Bonus Plan, as amended and restated to April 6, 2000.

(2) Pursuant to Rule 457(h)(1), the price per share and aggregate offering price are based upon the average of the high and low prices of the Registrant's Common Shares on May 28, 2003 as quoted on the American Stock Exchange.



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**PART II**

**EXPLANATORY NOTE**

This Registration Statement registers an additional 580,000 common shares, without par value (the “Common Shares”), of Golden Star Resources Ltd. (the “Company”), issuable under the Company’s Employees’ Stock Bonus Plan, as amended and restated to April 6, 2000 (“the Bonus Plan”). The remaining 320,000 Common Shares available under the Bonus Plan were previously registered by Registration Statement on Form S-8 (Reg. No. 033-81614), which Registration Statement is hereby incorporated by reference.

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### ITEM 8. EXHIBITS

Exhibit No.	Description
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	Employees' Stock Bonus Plan, amended and restated to April 6, 2000 (incorporated by reference to Exhibit 10(j) to the Company's Form 10-K for the year ended December 31, 2000)
5.1	Opinion of Field LLP
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Field LLP (included in Exhibit 5.1)
23.3	Consent of Associated Mining Consultants Ltd.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Littleton, State of Colorado, on the 29<sup>th</sup> day of May, 2003.

**GOLDEN STAR RESOURCES LTD.**

By: /s/ PETER J. BRADFORD

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Peter J. Bradford  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities indicated on May 29, 2003.

<b>Signature</b>	<b>Title</b>
<hr/> /s/ ROBERT R. STONE <hr/> Robert R. Stone	Chairman of the Board of Directors
<hr/> /s/ PETER J. BRADFORD <hr/> Peter J. Bradford	President, Chief Executive Officer and Director ( <i>Principal Executive Officer</i> )
<hr/> /s/ DAVID K. FAGIN <hr/> David K. Fagin	Director
<hr/> /s/ IAN MACGREGOR <hr/> Ian MacGregor	Director
<hr/> /s/ JAMES E. ASKEW <hr/> James E. Askew	Director
<hr/> /s/ ALLAN J. MARTER <hr/> Allan J. Marter	Senior Vice President and Chief Financial Officer ( <i>Principal Financial and Accounting Officer</i> )

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23.3	Consent of Associated Mining Consultants Ltd.

**EXHIBIT 5.1**

**[FIELD LLP LETTERHEAD]**

May 30, 2003

**THE BOARD OF DIRECTORS OF  
GOLDEN STAR RESOURCES LTD.**  
Suite 103, 10579 Bradford Road  
Littleton, Colorado 80127-4247  
**USA**

Dear Sirs:

**RE: GOLDEN STAR RESOURCES LTD. - REGISTRATION STATEMENT ON FORM S-8**

We have acted as Canadian counsel for Golden Star Resources Ltd., a Canadian corporation, (the "Corporation") in connection with the filing of a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933 relating to the registration of the 580,000 common shares (the "Shares") issuable pursuant to the Corporation's Employee's Stock Bonus Plan, as amended and restated to April 6, 2000 (the "Bonus Plan").

We have examined such documents and have considered such questions of law as we have determined relevant and necessary as a basis for the opinions hereinafter set forth. As to various questions of fact material to such opinions and which were not independently established, we have relied upon a certificate of an officer of the Corporation, a copy of which has been delivered to you today.

In such examination we have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as originals and the conformity to authentic originals of all documents submitted to us as certified, notarial or true copies or reproductions.

We are qualified to practice law only in the Province of Alberta and our opinions herein are restricted to the laws of the Province of Alberta and the federal laws of Canada applicable therein, as of the date of this opinion. We do not undertake to advise the addressee hereof as to any changes in the laws of the Province of Alberta and the federal laws of Canada applicable therein after the date of this opinion.

Based on the foregoing, it is our opinion that the Shares are duly and validly authorized and, when issued as contemplated by the Bonus Plan, will be legally issued, fully paid and non-assessable.

This opinion is being furnished for the sole benefit of the addressee hereof and may not be used, circulated, quoted, relied upon, distributed, or otherwise referred to by any other person or entity or for any other purpose without our prior written consent.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Yours truly,

*/s/ FIELD LLP*

*FIELD LLP*

**EXHIBIT 23.1**

(PRICEWATERHOUSECOOPERS LLP LETTERHEAD)

**Consent of Independent Auditors**

June 4, 2003

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 19, 2003 relating to the consolidated financial statements, which appears in the Annual Report on Form 10-K of Golden Star Resources Ltd. for the year ended December 31, 2002.

"PricewaterhouseCoopers LLP"

**Chartered Accountants**

**EXHIBIT 23.3**

June 3, 2003

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

Dear Sirs:

Re: Qualifying Report on the Bogoso-Prestea Project, Ghana

Associated Mining Consultants Ltd. (AMCL) consents to the incorporation by reference in this Registration Statement on Form S-8 of Golden Star Resources Ltd. (the "Company") relating to the Company's Employees' Stock Bonus Plan (the "Registration Statement) or any amendment or supplement to the foregoing, of the statements of reserves, production and mineral deposits at the Bogoso and Prestea properties by reference to the Annual Report of the Company on Form 10-K for the year ended December 31, 2002 included in reliance on its Qualifying Report on the Bogoso-Prestea Project, Ghana, dated December 13, 2001, prepared by Keith McCandlish, P.Geol., and Alan L. Craven, P.Eng.

Yours Sincerely,

**ASSOCIATED MINING CONSULTANTS LTD.**

*/s/ Keith McCandlish*

*Keith McCandlish, P.Geol.  
Manager of Mineral Services*