

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

<b>OMB APPROVAL</b>
OMB Number: 3235-0076
Estimated Average burden hours per response: 4.0

# FORM D

## Notice of Exempt Offering of Securities

### 1. Issuer's Identity

CIK (Filer ID Number)

0000903571

Name of Issuer

GOLDEN STAR RESOURCES  
LTD.

Jurisdiction of

Incorporation/Organization

CANADA (FEDERAL LEVEL)

Previous Name(s)  None

GOLDEN STAR RESOURCES  
LTD

Entity Type

- Corporation  
 Limited Partnership  
 Limited Liability Company  
 General Partnership  
 Business Trust  
 Other

Year of Incorporation/Organization

- Over Five Years Ago  
 Within Last Five Years (Specify Year)  
 Yet to Be Formed

### 2. Principal Place of Business and Contact Information

Name of Issuer

GOLDEN STAR RESOURCES LTD.

Street Address 1

150 King Street West

Street Address 2

Sun Life Financial Tower, Suite 1200

City

Toronto

State/Province/Country

ONTARIO, CANADA

ZIP/Postal Code

M5H 1J9

Phone No. of Issuer

1 416 583 3800

### 3. Related Persons

Last Name **Baker** First Name **Tim** Middle Name  
Street Address 1 **150 King Street West** Street Address 2 **Sun Life Financial Tower, Suite 1200**  
City **Toronto** State/Province/Country **ONTARIO, CANADA** ZIP/Postal Code **M5H 1J9**  
Relationship:  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary)

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Last Name **Coetzer** First Name **Sam** Middle Name  
Street Address 1 **150 King Street West** Street Address 2 **Sun Life Financial Tower, Suite 1200**  
City **Toronto** State/Province/Country **ONTARIO, CANADA** ZIP/Postal Code **M5H 1J9**  
Relationship:  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary)

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Last Name **Clausen** First Name **Gil** Middle Name  
Street Address 1 **150 King Street West** Street Address 2 **Sun Life Financial Tower, Suite 1200**  
City **Toronto** State/Province/Country **ONTARIO, CANADA** ZIP/Postal Code **M5H 1J9**  
Relationship:  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary)

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Last Name **Dhir** First Name **Anu** Middle Name  
Street Address 1 **150 King Street West** Street Address 2 **Sun Life Financial Tower, Suite 1200**  
City **Toronto** State/Province/Country **ONTARIO, CANADA** ZIP/Postal Code **M5H 1J9**  
Relationship:  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary)

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Last Name **Doyle** First Name **Robert** Middle Name  
Street Address 1 **150 King Street West** Street Address 2 **Sun Life Financial Tower, Suite 1200**  
City **Toronto** State/Province/Country **ONTARIO, CANADA** ZIP/Postal Code **M5H 1J9**  
Relationship:  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary)

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Last Name **Jensen** First Name **Tony** Middle Name  
Street Address 1 **150 King Street West** Street Address 2 **Sun Life Financial Tower, Suite 1200**  
City **Toronto** State/Province/Country **ONTARIO, CANADA** ZIP/Postal Code **M5H 1J9**  
Relationship:  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary)

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Last Name **Nelsen** First Name **Craig** Middle Name  
Street Address 1 **150 King Street West** Street Address 2 **Sun Life Financial Tower, Suite 1200**  
City **Toronto** State/Province/Country **ONTARIO, CANADA** ZIP/Postal Code **M5H 1J9**  
Relationship:  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary)

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Last Name **Owiredu** First Name **Daniel** Middle Name  
Street Address 1 **150 King Street West** Street Address 2 **Sun Life Financial Tower, Suite 1200**  
City **Toronto** State/Province/Country **ONTARIO, CANADA** ZIP/Postal Code **M5H 1J9**  
Relationship:  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary)

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Last Name **Yeates** First Name **Bill** Middle Name  
Street Address 1 **150 King Street West** Street Address 2 **Sun Life Financial Tower, Suite 1200**  
City **Toronto** State/Province/Country **ONTARIO, CANADA** ZIP/Postal Code **M5H 1J9**  
Relationship:  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary)

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Last Name **van Niekerk** First Name **Andre** Middle Name  
Street Address 1 **150 King Street West** Street Address 2 **Sun Life Financial Tower, Suite 1200**  
City **Toronto** State/Province/Country **ONTARIO, CANADA** ZIP/Postal Code **M5H 1J9**  
Relationship:  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary)

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Last Name **Higson-Smith** First Name **Bruce** Middle Name  
Street Address 1 **150 King Street West** Street Address 2 **Sun Life Financial Tower, Suite 1200**  
City **Toronto** State/Province/Country **ONTARIO, CANADA** ZIP/Postal Code **M5H 1J9**  
Relationship:  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary)

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Last Name **Walsh** First Name **Karen** Middle Name  
Street Address 1 **150 King Street West** Street Address 2 **Sun Life Financial Tower, Suite 1200**  
City **Toronto** State/Province/Country **ONTARIO, CANADA** ZIP/Postal Code **M5H 1J9**  
Relationship:  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary)

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Last Name

Wasel

First Name

Mitch

Middle Name

Street Address 1

150 King Street West

Street Address 2

Sun Life Financial Tower, Suite 1200

City

Toronto

State/Province/Country

ONTARIO, CANADA

ZIP/Postal Code

M5H 1J9

Relationship:

Executive Officer

Director

Promoter

Clarification of Response (if Necessary)

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## 4. Industry Group

- Agriculture
- Banking & Financial Services
  - Commercial Banking
  - Insurance
  - Investing
  - Investment Banking
  - Pooled Investment Fund
  - Other Banking & Financial Services
- Business Services
  - Energy
    - Coal Mining
    - Electric Utilities
    - Energy Conservation
    - Environmental Services
    - Oil & Gas
    - Other Energy
- Health Care
  - Biotechnology
  - Health Insurance
  - Hospitals & Physicians
  - Pharmaceutical
  - Other Health Care
- Manufacturing
- Real Estate
  - Commercial
  - Construction
  - REITS & Finance
  - Residential
  - Other Real Estate
- Retailing
- Restaurants
- Technology
  - Computers
  - Telecommunications
  - Other Technology
- Travel
  - Airlines & Airports
  - Lodging & Conventions
  - Tourism & Travel Services
  - Other Travel
- Other

## 5. Issuer Size

- | Revenue Range   | Aggregate Net Asset Value Range                       |
|---|---|
| <input type="checkbox"/> No Revenues                    | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input type="checkbox"/> \$1 - \$1,000,000              | <input type="checkbox"/> \$1 - \$5,000,000            |
| <input type="checkbox"/> \$1,000,001 - \$5,000,000      | <input type="checkbox"/> \$5,000,001 - \$25,000,000   |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000     | <input type="checkbox"/> \$25,000,001 - \$50,000,000  |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000   | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input type="checkbox"/> Over \$100,000,000             | <input type="checkbox"/> Over \$100,000,000           |
| <input checked="" type="checkbox"/> Decline to Disclose | <input type="checkbox"/> Decline to Disclose          |
| <input type="checkbox"/> Not Applicable                 | <input type="checkbox"/> Not Applicable               |

## 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- |  |  |
|--|--|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Rule 505                            |
| <input type="checkbox"/> Rule 504 (b)(1)(i)                      | <input checked="" type="checkbox"/> Rule 506(b)              |
| <input type="checkbox"/> Rule 504 (b)(1)(ii)                     | <input type="checkbox"/> Rule 506(c)                         |
| <input type="checkbox"/> Rule 504 (b)(1)(iii)                    | <input type="checkbox"/> Securities Act Section 4(a)(5)      |
|  | <input type="checkbox"/> Investment Company Act Section 3(c) |

## 7. Type of Filing

- New Notice      Date of First Sale **2017-02-07**       First Sale Yet to Occur
- Amendment

## 8. Duration of Offering

Does the Issuer intend this offering to last more than one year?       Yes       No

## 9. Type(s) of Securities Offered (select all that apply)

- |  |   |
|--|---|
| <input type="checkbox"/> Pooled Investment Fund Interests  | <input checked="" type="checkbox"/> Equity  |
| <input type="checkbox"/> Tenant-in-Common Securities   | <input type="checkbox"/> Debt   |
| <input type="checkbox"/> Mineral Property Securities   | <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (describe)   |

## 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?       Yes       No

Clarification of Response (if Necessary)

## 11. Minimum Investment

Minimum investment accepted from any outside investor      \$ 0 USD

## 12. Sales Compensation

Recipient **Clarus Securities Inc.** Recipient CRD Number  None  
(Associated) Broker or Dealer  None (Associated) Broker or Dealer CRD Number  None  
N/A  
Street Address 1 **130 King Street West, Suite 3640** Street Address 2  
City **Toronto** State/Province/Country **ONTARIO, CANADA** ZIP/Postal Code **M9N 1L5**  
State(s) of Solicitation  All States  Foreign/Non-US

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Recipient **BMO Nesbitt Burns Inc.** Recipient CRD Number  None  
(Associated) Broker or Dealer  None (Associated) Broker or Dealer CRD Number  None  
N/A  
Street Address 1 **1 First Canadian Place, 4th Floor** Street Address 2 **P.O. Box 150**  
City **Toronto** State/Province/Country **ONTARIO, CANADA** ZIP/Postal Code **M5X 1H3**  
State(s) of Solicitation  All States  Foreign/Non-US

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Recipient **CIBC World Markets Inc.** Recipient CRD Number  None  
(Associated) Broker or Dealer  None (Associated) Broker or Dealer CRD Number  None  
N/A  
Street Address 1 **161 Bay Street, 6th Floor** Street Address 2  
City **Toronto** State/Province/Country **ONTARIO, CANADA** ZIP/Postal Code **M5J 2S8**  
State(s) of Solicitation  All States  Foreign/Non-US

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Recipient  
National Bank Financial Inc.  
Recipient CRD Number  None  
22698  
(Associated) Broker or Dealer  None  
(Associated) Broker or Dealer CRD Number  None  
N/A  
Street Address 1  
130 King Street, Suite 3200  
Street Address 2  
City  
Toronto  
State/Province/Country  
ONTARIO, CANADA  
ZIP/Postal Code  
M5X 1J9  
State(s) of Solicitation  All States  Foreign/Non-US  
TEXAS

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Recipient  
Scotia Capital Inc.  
Recipient CRD Number  None  
(Associated) Broker or Dealer  None  
(Associated) Broker or Dealer CRD Number  None  
N/A  
Street Address 1  
40 King Street West, 66th Floor  
Street Address 2  
City  
Toronto  
State/Province/Country  
ONTARIO, CANADA  
ZIP/Postal Code  
M5W 2X6  
State(s) of Solicitation  All States  Foreign/Non-US

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### 13. Offering and Sales Amounts

Total Offering Amount                    \$ 417725 USD                     Indefinite

Total Amount Sold                        \$ 417725 USD

Total Remaining to be Sold                \$ 0 USD                             Indefinite

Clarification of Response (if Necessary)

Based on the noon rate of exchange on February 7, 2017 as reported by the Bank of Canada.

### 14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors,  
Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: **1**

### 15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions    \$ 27500 USD                     Estimate

Finders' Fees        \$ 0 USD                             Estimate

Clarification of Response (if Necessary)

### 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 0 USD                             Estimate

Clarification of Response (if Necessary)

## Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

### Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
<b>GOLDEN STAR RESOURCES LTD.</b>	<b>/s/ Andre van Niekerk</b>	<b>Andre van Niekerk</b>	<b>Executive Vice President and Chief Financial Officer</b>	<b>2017-02-21</b>