

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

**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE SECURITIES EXCHANGE  
ACT OF 1934**

For the month of August 2017

Commission File Number 001-12284

**GOLDEN STAR RESOURCES LTD.**

(Translation of registrant's name into English)

**150 King Street West  
Suite 1200  
Toronto, Ontario  
M5H 1J9, Canada**

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): \_\_\_\_\_

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): \_\_\_\_\_

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): \_\_\_\_\_

**INCORPORATION BY REFERENCE**

Exhibits 99.1 and 99.2 included in this report on Form 6-K are each hereby incorporated by reference in the Registration Statements on Form S-8 of the Registrant as each may be amended from time to time (File Nos. 333-105820, 333-105821, 333-118958, 333-169047, 333-175542, 333-211926 and 333-218064) and Form F-10, as may be amended from time to time (File No. 333-196906) to the extent not superseded by documents or reports subsequently filed by us under the Securities Act of 1933 or the Securities Exchange Act of 1934, in each case as amended.

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## SIGNATURES

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, thereunto duly authorized.

### **GOLDEN STAR RESOURCES LTD.**

Date: August 1, 2017

*(signed) André van Niekerk*

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André van Niekerk  
Executive Vice President and Chief Financial Officer

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## EXHIBIT INDEX

<b>Exhibit</b>	<b>Description of Furnished Exhibit</b>
99.1	Management's Discussion and Analysis for the three and six months ended June 30, 2017
99.2	Condensed Interim Consolidated Financial Statements for the three and six months ended June 30, 2017 and June 30, 2016
99.3	Form 52-109F2 - Certification of Interim Filing - CEO
99.4	Form 52-109F2 - Certification of Interim Filing - CFO

# **GOLDEN STAR**

The logo for Golden Star, featuring a stylized eight-pointed star with a white center and gold points, positioned between the letters 'S' and 'T' of the word 'STAR'.

**Management's Discussion and Analysis**  
**For the Three and Six Months Ended June 30, 2017**

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## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis provides information that management believes is relevant to an assessment and understanding of the consolidated financial condition and results of operations of Golden Star Resources Ltd. and its subsidiaries ("Golden Star" or "the Company" or "we" or "our"). This Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") should be read in conjunction with the Company's condensed interim consolidated financial statements and related notes for the three and six months ended June 30, 2017, which are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). This MD&A includes information available to, and is dated, August 1, 2017. Unless noted otherwise, all currency amounts are stated in U.S. dollars and all information presented in this MD&A is prepared in accordance with IFRS.

### CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This MD&A contains "forward-looking information" within the meaning of applicable Canadian securities laws and "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995, concerning the business, operations and financial performance and condition of Golden Star. Generally, forward-looking information and statements can be identified by the use of forward-looking terminology such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", "believes" or variations of such words and phrases (including negative or grammatical variations) or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved" or the negative connotation thereof. Forward-looking information and statements in this MD&A include, but are not limited to, information or statements with respect to: production, cash operating costs and all-in sustaining costs estimates for 2017; capital expenditures, including sustaining capital and development capital, for 2017; the contribution of Wassa Main Pit to Wassa production going forward; higher grade ore from Wassa Underground partially replacing Wassa Main Pit feed to the plant; the timing for the results of drilling at the B Shoot zone of Wassa Underground; the timing for extension drilling of the West Reef of Prestea Underground; the mineral profile of the West Reef of Prestea Underground; production from Wassa Underground operations increasing in 2018 once the mining operations begin access to the larger, transverse stopes; the respective timing for the commencement of stoping and commercial production at Prestea Underground; the impact on ore grades as Prestea Underground proceeds to the stoping phase and as 24 Level waste development reduces; total construction capital expenditures prior to commercial production at Prestea Underground; pre-commercial production revenue at Prestea Underground; the normalization of costs as the open pit and underground operations at Wassa are optimized; the Company's debt repayment and servicing obligations for 2017 and beyond; rehabilitation obligations of the Company and provisions therefor; the sufficiency of cash available to support the Company's 2017 operations and mandatory expenditures; compensation of the reduction in ounces from Prestea Underground by the extension to the mine lives of the Prestea Open Pits; mining the first stopes of the B Shoot at Wassa Underground via longitudinal stoping and the width of these stopes; plans to use transverse stoping to mine Wassa Underground and the timing thereof, as well as the impact on production from Wassa Underground in the second half of 2017; availability of cash to support the Company's 2017 operations and mandatory expenditures; gold production increases at Wassa Underground from the third quarter of 2017 onwards; the B Shoot being a higher grade area of the Wassa Underground ore body; production at Prestea Underground during the development phase of the project; exploration spending during 2017; the sufficiency of the Company's existing cash balance; and working capital, debt repayments and requirements for additional capital.

Forward-looking information and statements are made based upon certain assumptions and other important factors that, if untrue, could cause the actual results, performance or achievements of Golden Star to be materially different from future results, performance or achievements expressed or implied by such statements. Such statements and information are based on numerous assumptions regarding present and future business strategies and the environment in which Golden Star will operate in the future, including the price of gold, anticipated costs and ability to achieve goals. Certain important factors that could cause actual results, performances or achievements to differ materially from those set forth in the forward-looking information and statements include, among others, gold price volatility, discrepancies between actual and estimated production, mineral reserves and resources and metallurgical recoveries, mining operational and development risks, litigation risks, liquidity risks, suppliers suspending or denying delivery of products or services, regulatory restrictions (including environmental regulatory restrictions and liability), actions by governmental authorities (including changes in taxation), currency fluctuations, the speculative nature of gold exploration, the global economic climate, dilution, share price volatility, the availability of capital on reasonable terms or at all, local and community impacts and issues, results of pending or future feasibility studies, competition, loss of key employees, additional funding requirements and defective title to mineral claims or property. Although Golden Star has attempted to identify important factors that could cause actual results, performance or achievements to differ materially from those described in forward-looking information and statements, there may be other factors that cause actual results, performance or achievements not to be as anticipated, estimated or intended.

Forward-looking information and statements are subject to known and unknown risks, uncertainties and other important factors that may cause the actual results, performance or achievements of Golden Star to be materially different from those expressed or implied by such forward-looking information and statements, including but not limited to: risks related to international operations, including economic and political instability in foreign jurisdictions in which Golden Star operates; risks related to current global financial

conditions; actual results of current exploration activities; environmental risks; future prices of gold; possible variations in mineral reserves and mineral resources, grade or recovery rates; mine development and operating risks; an inability to obtain power for operations on favourable terms or at all; mining plant or equipment breakdowns or failures; an inability to obtain products or services for operations or mine development from vendors and suppliers on reasonable terms, including pricing, or at all; accidents, labor disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities; risks related to indebtedness and the service of such indebtedness, as well as those factors discussed in the section entitled "Risk Factors" in Golden Star's Annual Information Form for the year ended December 31, 2016. Although Golden Star has attempted to identify important factors that could cause actual results, performances and achievements to differ materially from those contained in forward-looking information and statements, there may be other factors that cause results, performance and achievements not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results, performance, and achievements and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information and statements. Forward-looking information and statements are made as of the date hereof and accordingly are subject to change after such date. Except as otherwise indicated by Golden Star, these statements do not reflect the potential impact of any non-recurring or other special items or of any dispositions, monetizations, mergers, acquisitions, other business combinations or other transactions that may be announced or that may occur after the date hereof. Forward-looking information and statements are provided for the purpose of providing information about management's current expectations and plans and allowing investors and others to get a better understanding of the Company's operating environment. Golden Star does not undertake to update any forward-looking information and statements that are included in this MD&A, except as required by applicable securities laws.

### **CAUTIONARY NOTE REGARDING RESERVES AND RESOURCES**

Scientific and technical information contained in this MD&A was reviewed and approved by Dr. Martin Raffield, Senior Vice- President, Technical Services for Golden Star who is a "qualified person" as defined by National Instrument 43-101 - Standards of Disclosure for Mineral Projects ("NI 43-101") and by S. Mitchel Wasel, BSc Geology who is a Qualified Person pursuant to NI 43-101. Mr. Wasel is Vice President Exploration for Golden Star and an active member of the Australasian Institute of Mining and Metallurgy. All mineral reserves and mineral resources have been calculated in accordance with the standards of the Canadian Institute of Mining, Metallurgy and Petroleum ("CIM") and in compliance with the requirements of NI 43-101. All mineral resources are reported inclusive of mineral reserves. Mineral resources which are not mineral reserves do not have demonstrated economic viability. Information on data verification performed on, and other scientific and technical information relating to, the mineral properties mentioned in this MD&A that are considered to be material mineral properties of the Company are contained in Golden Star's Annual Information Form for the year ended December 31, 2016 and the following current technical reports for those properties available at [www.sedar.com](http://www.sedar.com): (i) Wassa - "NI 43-101 Technical Report on feasibility study of the Wassa open pit mine and underground project in Ghana" effective date December 31, 2014; (ii) Bogoso - "NI 43-101 Technical Report on Resources and Reserves Golden Star Resources Ltd., Bogoso Prestea Gold Mine, Ghana" effective date December 31, 2013; and (iii) Prestea Underground - "NI 43-101 Technical Report on a Feasibility Study of the Prestea Underground Gold Project in Ghana" effective date November 3, 2015.

### **Cautionary Note to U.S. Investors**

This MD&A has been prepared in accordance with the requirements of the securities laws in effect in Canada, which differ materially from the requirements of United States securities laws applicable to U.S. companies. Information concerning our mineral properties has been prepared in accordance with the requirements of Canadian securities laws, which differ in material respects from the requirements of the United States Securities and Exchange Commission (the "SEC") set forth in Industry Guide 7. Under the SEC's Industry Guide 7, mineralization may not be classified as a "reserve" unless the determination has been made that the mineralization could be economically and legally produced or extracted at the time of the reserve determination, and the SEC does not recognize the reporting of mineral deposits which do not meet the SEC Industry Guide 7 definition of "Reserve". In accordance with NI 43-101, the terms "mineral reserve", "proven mineral reserve", "probable mineral reserve", "mineral resource", "measured mineral resource", "indicated mineral resource" and "inferred mineral resource" are defined in accordance with CIM standards. While the terms "mineral resource", "measured mineral resource", "indicated mineral resource" and "inferred mineral resource" are recognized and required by NI 43-101, the SEC does not recognize them. You are cautioned that, except for that portion of mineral resources classified as mineral reserves, mineral resources do not have demonstrated economic viability. Inferred mineral resources have a high degree of uncertainty as to their existence and as to whether they can be economically or legally mined. It cannot be assumed that all or any part of an inferred mineral resource will ever be upgraded to a higher category. Therefore, you are cautioned not to assume that all or any part of an inferred mineral resource exists, that it can be economically or legally mined, or that it will ever be upgraded to a higher category. Likewise, you are cautioned not to assume that all or any part of measured or indicated mineral resources will ever be upgraded into mineral reserves.

## OVERVIEW OF GOLDEN STAR

Golden Star is an established gold producer that holds a 90% interest in the Wassa and Prestea gold mines in Ghana. The Company has two open pit producing mines (Wassa Main Pit and the Prestea Open Pits), one producing underground mine ("Wassa Underground") and one underground development project ("Prestea Underground"). Wassa Underground achieved commercial production on January 1, 2017 and Prestea Underground is expected to achieve commercial production in the fourth quarter of 2017. The Company is a reporting issuer or the equivalent in all provinces of Canada, in Ghana and in the United States, and files disclosure documents with securities regulatory authorities in Canada, Ghana and with the SEC in the United States.

## SUMMARY OF OPERATING AND FINANCIAL RESULTS

		Three Months Ended June 30,		Six Months Ended June 30,	
		2017	2016	2017	2016
<b>OPERATING SUMMARY</b>					
Wassa Main Pit gold sold	oz	18,697	21,092	38,747	51,978
Wassa Underground gold sold	oz	13,288	993	24,769	993
Prestea open pits gold sold	oz	31,294	20,912	57,907	42,694
Prestea Underground gold sold	oz	325	—	325	—
Total gold sold	oz	63,604	42,997	121,748	95,665
Total gold produced	oz	64,176	42,461	121,970	95,677
Average realized gold price <sup>1</sup>	\$/oz	1,222	1,225	1,201	1,189
Cash operating cost per ounce - Consolidated <sup>2</sup>	\$/oz	785	959	791	826
Cash operating cost per ounce - Wassa <sup>2</sup>	\$/oz	980	975	961	815
Cash operating cost per ounce - Prestea <sup>2</sup>	\$/oz	585	943	605	841
Cost of sales per ounce - Consolidated <sup>2</sup>	\$/oz	1,012	1,121	1,020	992
Cost of sales per ounce - Wassa <sup>2</sup>	\$/oz	1,235	1,189	1,226	1,022
Cost of sales per ounce - Prestea <sup>2</sup>	\$/oz	785	1,053	795	956
All-in sustaining cost per ounce - Consolidated <sup>2</sup>	\$/oz	960	1,185	968	1,016

<sup>1</sup> Average realized gold price per ounce excludes pre-commercial production ounces sold at Prestea Underground in 2017 and at Wassa Underground in 2016.

<sup>2</sup> See "Non-GAAP Financial Measures" section for a reconciliation of cost of sales per ounce, cash operating cost per ounce and all-in sustaining cost per ounce to cost of sales before depreciation and amortization.

FINANCIAL SUMMARY		Three Months Ended June 30,		Six Months Ended June 30,	
		2017	2016	2017	2016
Gold revenues	\$'000	77,335	51,457	145,880	112,524
Cost of sales excluding depreciation and amortization	\$'000	55,173	42,956	106,579	84,014
Depreciation and amortization	\$'000	8,893	4,136	17,332	9,932
Mine operating margin	\$'000	13,269	4,365	21,969	18,578
General and administrative expense	\$'000	1,953	8,645	9,945	15,867
(Gain)/loss on fair value of financial instruments, net	\$'000	(4,907)	18,071	(7,405)	20,278
Net income/(loss) attributable to Golden Star shareholders	\$'000	13,883	(22,034)	14,053	(19,983)
Adjusted net income attributable to Golden Star shareholders <sup>1</sup>	\$'000	7,703	1,433	11,114	9,971
Income/(loss) per share attributable to Golden Star shareholders - basic	\$/share	0.04	(0.08)	0.04	(0.08)
Income/(loss) per share attributable to Golden Star shareholders - diluted	\$/share	0.02	(0.08)	0.03	(0.08)
Adjusted income per share attributable to Golden Star shareholders - basic <sup>1</sup>	\$/share	0.02	0.01	0.03	0.04
Cash provided by operations	\$'000	11,082	6,123	20,520	7,051
Cash provided by operations before working capital changes <sup>2</sup>	\$'000	14,198	19,293	31,923	30,060
Cash provided by operations per share - basic	\$/share	0.03	0.02	0.06	0.03
Cash provided by operations before working capital changes per share - basic <sup>2</sup>	\$/share	0.04	0.07	0.09	0.12
Capital expenditures	\$'000	18,307	23,007	35,010	38,921

<sup>1</sup> See "Non-GAAP Financial Measures" section for a reconciliation of adjusted net income attributable to Golden Star shareholders and adjusted income per share attributable to Golden Star shareholders to net income attributable to Golden Star shareholders and income per share attributable to Golden Star shareholders.

<sup>2</sup> See "Non-GAAP Financial Measures" section for an explanation of the calculation of cash provided by operations before working capital changes and cash provided by operations before working capitals per share - basic.

- **Gold revenues totaled \$77.3 million in the second quarter of 2017, compared to \$51.5 million in the same period in 2016.** The 50% increase in gold revenues was due to higher gold production at both Prestea and Wassa operations. Gold revenues from Prestea increased by 49% during the second quarter of 2017 as its gold sales attributable to the Prestea open pits increased by 50% compared to the same period in 2016. Gold revenues from Wassa increased by 52% during the second quarter of 2017 as a result of increase in gold sales attributable to the Wassa Underground. The consolidated average realized gold price was \$1,222 per ounce in the second quarter of 2017, compared to \$1,225 per ounce for the same period in 2016. For the six months ended June 30, 2017, gold revenue totaled \$145.9 million, a 30% increase compared to \$112.5 million in the same period in 2016 due to higher production at both Prestea and Wassa operations.
- **Gold sales of 63,604 ounces in the second quarter of 2017 were 48% higher than the 42,997 ounces sold in the same period in 2016.** Prestea gold sales of 31,619 ounces in the second quarter of 2017 were 51% higher than the same period in 2016 due to higher ore grade processed and higher recovery. The higher ore grade processed at Prestea in the second quarter of 2017 was a result of mining the higher grade Mampon deposit. Gold sales from Wassa of 31,985 ounces in the second quarter of 2017 was 45% higher than the same period in 2016. For the second quarter of 2017, 13,288 ounces (or 42%) of gold sold were attributed to the higher grade Wassa Underground and 18,697 ounces (or 58%) of gold sold were attributed to the Wassa Main Pit. The production from the Wassa Underground Mine is intended to replace part of the prior year's Main Pit feed in the plant with higher grade underground ore. Wassa Main Pit is expected to continue to reduce its contribution going forward as the Wassa Underground Mine continues to ramp up. For the six months ended June 30, 2017, gold sales of 121,748 ounces were 27% higher than the 95,665 ounces sold in the same period in 2016 due to higher production in both operations.
- **Cost of sales excluding depreciation and amortization in the second quarter of 2017 totaled \$55.2 million compared to \$43.0 million in the same period in 2016.** The 28% increase in cost of sales excluding depreciation and amortization for the second quarter of 2017 was due mainly to higher mining costs at Wassa as it continues to transition into a new business model from solely operating an open pit operation, to a combination of open pit and underground mining operations. Wassa Underground was placed into commercial production on January 1, 2017, and as a result mining costs were higher in 2017 when compared to the same period of 2016. Underground mining costs were previously capitalized in 2016. In addition, there was a \$5.7 million increase in inventory charges in the second quarter of 2017 compared to the same period in 2016 due to a

drawdown of stockpiles at Wassa. The increase in cost of sales excluding depreciation and amortization at Wassa were slightly offset by the decrease in cost of sales excluding depreciation and amortization at Prestea as Prestea had a build up of inventories during the second quarter of 2017. For the six months ended June 30, 2017, cost of sales excluding depreciation and amortization totaled \$106.6 million, 27% higher compared to \$84.0 million in the same period in 2016 due mainly to an increase in inventory charge as a result of drawdown of stockpiles at Wassa and an increase in mining costs at Wassa as a result of the additional underground mining costs in 2017 that were capitalized in 2016.

- **Consolidated cost of sales per ounce was \$1,012 in the second quarter of 2017, 10% lower than \$1,121 in the same period in 2016. Consolidated cash operating cost per ounce was \$785 in the second quarter of 2017, 18% lower than \$959 in the same period in 2016.** Prestea achieved a 38% improvement in cash operating cost per ounce in the second quarter of 2017 compared to the same period in 2016 as a result of higher gold production from mining the higher grade Mampon deposit. The lower costs per ounce at Prestea were offset by the higher costs per ounce at Wassa due to the higher mining costs. Wassa's higher mining costs were largely due to underground mining costs in 2017 which were capitalized in 2016 as well as a higher strip ratio and stockpile drawdown at the open pit operation. For the six months ended June 30, 2017, consolidated cost of sales per ounce was \$1,020, 3% higher than \$992 in the same period in 2016 due mainly to higher mining costs at Wassa resulting from the additional underground mining costs in 2017 which were capitalized in 2016, offset by an improvement in costs per ounce at Prestea as a result of higher production.
- **Depreciation and amortization expense totaled \$8.9 million in the second quarter of 2017 compared to \$4.1 million in the same period in 2016.** For the six months ended June 30, 2017, depreciation and amortization expense totaled \$17.3 million compared to \$9.9 million in the same period in 2016. The increase in depreciation and amortization expense for the three and six months ended June 30, 2017 were due primarily to the commencement of depreciation on Wassa Underground assets in 2017 as a result of achieving commercial production, higher production at Prestea and lower mineral reserve and resource estimates for Prestea Open Pits compared to 2016.
- **General and administrative costs totaled \$2.0 million in the second quarter of 2017, compared to \$8.6 million in the same period in 2016.** For the six months ended June 30, 2017, general and administrative costs totaled \$9.9 million compared to \$15.9 million in the same period in 2016. The decrease in general and administrative costs for both the three and six months ended June 30, 2017 were due to a decline in non-cash share based compensation compared to the same periods in prior year.
- **The Company recorded a gain of \$4.9 million on fair value of financial instruments in the second quarter of 2017 compared to a loss of \$18.1 million in the same period in 2016.** The gain in the second quarter of 2017 was comprised of a \$4.0 million non-cash revaluation gain on the embedded derivative liability of the 7% Convertible Debentures, a \$1.0 million non-cash revaluation gain on the warrants offset by a \$0.1 million non-cash revaluation loss on the 5% Convertible Debentures. The \$18.1 million fair value loss recognized in the second quarter of 2016 was comprised of a \$15.7 million non-cash revaluation loss on the 5% Convertible Debentures, a \$0.9 million non-cash revaluation loss on warrants, a \$1.5 million non-cash revaluation loss on forward and collar contracts and a \$0.5 million realized loss on settled forward and collar contracts, offset by a \$0.5 million gain on repurchase of the 5% Convertible Debentures. The valuation techniques used for these financial instruments are disclosed in the "Financial Instruments" section of this MD&A. For the six months ended June 30, 2017, the Company recorded \$7.4 million of fair value gain on financial instruments compared to \$20.3 million fair value loss for the same period in 2016.
- **Net income attributable to Golden Star shareholders for the second quarter of 2017 totaled \$13.9 million or \$0.04 income per share, compared to a net loss of \$22.0 million or \$0.08 loss per share in the same period in 2016.** For the six months ended June 30, 2017, net income attributable to Golden Star shareholders totaled \$14.1 million or \$0.04 income per share, compared to a net loss of \$20.0 million or \$0.08 loss per share for the same period in 2016. The net income attributable to Golden Star shareholders in the three and six months ended June 30, 2017 compared to a net loss attributable to Golden Star shareholders for the same periods in 2016 was due primarily to a higher mine operating margin at Prestea in the three and six months ended June 30, 2017 and a fair value gain on financial instruments in the three and six months ended June 30, 2017 compared to a fair value loss on financial instruments in the same periods in 2016. These were partially offset by a mine operating loss at Wassa in the three and six months ended June 30, 2017 compared to a mine operating margin at Wassa in the same periods in 2016.
- **Adjusted net income attributable to Golden Star shareholders (see "Non-GAAP Financial Measures" section) was \$7.7 million in the second quarter of 2017, compared to \$1.4 million for the same period in 2016.** For the six months ended June 30, 2017, adjusted net income attributable to Golden Star shareholders totaled \$11.1 million compared to \$10.0 million in the same period in 2016. The higher adjusted net income attributable to Golden Star shareholders for the three and six months ended June 30, 2017 was mainly due to higher mine operating margin at Prestea in 2017, partially offset by a mine operating loss at Wassa in 2017 compared to a mine operating margin at Wassa in 2016. The higher mine operating margin at Prestea in the three and six months ended June 30, 2017 was due to higher production as a result of mining at the higher grade Mampon deposit.

- **Cash provided by operations before working capital was \$14.2 million for the second quarter of 2017 , compared to \$19.3 million in the same period in 2016 .** The decrease in cash provided by operations before working capital was due to a \$20.0 million advance payment under the streaming agreement from RGLD Gold AG ("RGLD") during the second quarter of 2016 compared to \$nil in the same period in 2017, and the mine operating loss at Wassa in the second quarter of 2017 compared to a mine operating margin in the same period in 2016. The decrease was partially offset by a higher mine operating margin at Prestea in the second quarter of 2017 compared to the same period in 2016. For the six months ended June 30, 2017, cash provided operations before working capital changes was \$31.9 million compared to \$30.1 million in the same period in 2016.
- **Capital expenditures for the second quarter of 2017 totaled \$18.3 million compared to \$23.0 million in the same period in 2016 .** Capital expenditures at Prestea during the second quarter of 2017 included \$12.5 million on expenditures relating to the development of the Prestea Underground Mine, \$0.6 million relating to Mampon development expenditures, \$0.7 million relating to development of the Prestea Open Pit Mines and \$0.5 million related to exploration drilling. The major capital expenditures in the second quarter of 2017 at Wassa included \$1.9 million of expenditures relating to Wassa Underground Mine, \$0.6 million for the improvement of the tailings storage facility and \$0.6 million of equipment purchases. For the six months ended June 30, 2017, capital expenditures totaled \$35.0 million compared to \$38.9 million in the same period in 2016.

## OUTLOOK FOR 2017

### Production and cost guidance

Production, and cost guidance for 2017 is now as follows:

	Gold production	Cash operating costs	All-in sustaining costs
	thousands of ounces	\$ per ounce	\$ per ounce
Wassa Main Pit	65 - 70		
Wassa Underground	70 - 80		
<b>Wassa Consolidated</b>	<b>135 - 150</b>	<b>880 - 935</b>	
Prestea Open Pit Mines	95 - 100		
Prestea Underground <sup>1</sup>	25 - 30		
<b>Prestea Consolidated</b>	<b>120 - 130</b>	<b>680 - 725</b>	
<b>Consolidated</b>	<b>255 - 280</b>	<b>780 - 860</b>	<b>970 - 1,070</b>

<sup>1</sup> Costs incurred at Prestea Underground will be capitalized until commercial production is achieved. As a result, pre-commercial production costs are reflected in the Company's development capital expenditure guidance set out in the table below and are not included in the Company's cash operating cost per ounce guidance set out in the table above.

At the end of the second quarter of 2017, Golden Star confirms its consolidated 2017 guidance for gold production of 255,000-280,000 ounces. As a result of stronger than expected performance during the first half of 2017 at the Prestea Open Pits and Wassa Underground and the weaker than anticipated performance at Wassa Main Pit and the delay at Prestea Underground, the individual asset production and cost guidances were updated accordingly.

### Capital expenditures guidance

Capital expenditures guidance for 2017 is revised as follows:

	Sustaining	Development	Total
	\$ millions	\$ millions	\$ millions
Wassa Main Pit	2.6	2.3	4.9
Wassa Underground	9.2	7.7	16.9
Prestea Open Pit Mines	4.3	0.6	4.9
Prestea Underground	0.2	35.9	36.1
Exploration	—	6.5	6.5
<b>Consolidated</b>	<b>16.3</b>	<b>53.0</b>	<b>69.3</b>

The achievement of commercial production at Prestea Underground is now expected to be achieved in the fourth quarter of 2017, instead of the third quarter of 2017. As a result, Prestea Underground's capital expenditure is expected to increase from \$31.2 million to \$36.1 million for the full year 2017. To date, \$22.8 million has been incurred on the development of Prestea Underground and the Company expects to spend \$13.3 million in the second half of 2017.

During the first half of the year the Company's underground mining rate at Wassa Underground was stronger than expected and Golden Star expects to improve the development rate further in the second half of the year. As a result, Wassa Underground's capital expenditure is now expected to be \$16.9 million, an increase of \$4.5 million compared to previous estimates, due to the additional capitalized mining costs associated with the development.

## CORPORATE DEVELOPMENTS

### Gold prices

Spot gold prices were down slightly from \$1,249 per ounce at the end of the first quarter of 2017 to \$1,242 per ounce on June 30, 2017. The Company realized an average gold price of \$1,222 per ounce for gold sales during the second quarter of 2017, compared to an average realized gold price of \$1,225 per ounce for the same period in 2016. The spot gold price on August 1, 2017 was \$1,271 per ounce.

Revenue from spot sales during the second quarter of 2017 resulted in an average realized price of \$1,258 per ounce whereas revenue recognized from the gold purchase and sale agreement (the "Streaming Agreement") with RGLD resulted in an average realized price of \$830 per ounce.

	Three Months Ended June 30, 2017		
	\$'000	Ounces	Realized price per ounce
Revenue - Stream arrangement			
Cash proceeds	\$ 1,338		
Deferred revenue recognized	3,096		
	\$ 4,434	5,339	\$ 830
Revenue - Spot sales	72,901	57,940	1,258
Total revenue	\$ 77,335	63,279	\$ 1,222

#### Repayment of 5% Convertible Debentures

On May 26, 2017, the Company repaid the remaining \$13.6 million principal amount of its 5% Convertible Debentures plus accrued interest of \$0.3 million that were due June 1, 2017. All of the 5% Convertible Debentures are now settled and no longer outstanding.

#### 2017 Performance and restricted share units plan

On May 4, 2017, the Company adopted a 2017 performance and restricted share unit plan (the "2017 PRSU Plan"). Pursuant to the 2017 PRSU Plan, performance share units ("2017 PSUs") and restricted share units ("2017 RSUs" and, together with the 2017 PSUs, the "Share Units") may be issued to any employee or officer of the Corporation or its designated affiliates. Share Units may be redeemed for: (i) common shares issued from treasury; (ii) common shares purchased in the secondary market; (iii) a cash payment; or (iv) a combination of (i), (ii) and (iii).

Each Share Unit represents one notional common share that is redeemed for common shares or common shares plus cash subject to the consent of the Company based on the value of a common share at the end of the three year performance period, to the extent performance and vesting criteria have been met. The Share Units vest at the end of a three year performance period based on the Company's total shareholder return relative to a performance peer group of gold companies as listed in the 2017 PRSU Plan. The award is determined by multiplying the number of Share Units by the performance adjustment factor, which range from 0% to 200%. The performance adjustment factor is determined by comparing the Company's share price performance to the share price performance of a peer group of companies. As the Company is required to settle these awards in common shares or common shares plus cash subject to the consent of the Company, they are accounted for as equity awards with corresponding compensation expense recognized. For the six months ended June 30, 2017, the Company recognized an expense of \$0.1 million.

#### Mining at Mampon

Mining at the Mampon deposit that was commenced in March 2017 continued during the second quarter of 2017. Mampon is a high grade, open pit, oxide deposit, with mineral reserves of 301,000 tonnes at 4.64 grams per tonne ("g/t") for 45,000 ounces of gold. Mampon is 65 km to the north of the carbon-in-leach processing plant at Bogoso/Prestea. Trucking of the higher grade ore from Mampon began in early April 2017 and it is being blended with ore from the Prestea Open Pits.

#### Exploration Update

During the second quarter of 2017, drilling was conducted at both the Wassa and Prestea mines, in line with the 2017 exploration strategy.

At Wassa, four surface rigs were employed during the quarter, with two of these focused on assessing the potential extension of the B Shoot zone to the North and South of the current ore body. Five holes (1,845 metres) were drilled in total in this area and the results are expected to be announced later in the third quarter of 2017. The first hole of a 200 metre step out program along the B and F Shoot trends to the South was also initiated during the quarter. This had reached a depth of 913 metres at June 30, 2017, and drilling was completed at 1,192 meters by mid-July, 2017, with logging and sampling having commenced. The directional drilling of a daughter hole, which was wedged from the initial hole at 587 metres, has been commenced and similarly to the first hole, the planned total depth for this hole is between 1,000 and 1,200 metres. As at July 30, 2017 the second hole reached a total depth of 675 metres. A fourth rig conducted in-fill drilling during the second quarter of 2017 in the planned Cut 3 pit design of the Wassa Main Pit.

At Prestea, one underground drill rig focused on in-fill drilling the first five planned stopes of the West Reef ore body. Twenty holes have been drilled (3,205 metres) and the first 14 results from this program were released on July 6, 2017, including 1.1m grading 75.7 g/t of gold ("Au") from 147.0 metres and 2.0 metres grading 26.9 g/t Au from 148.2 metres. These results confirm

the previously modelled high grade nature, strong continuity of gold mineralization and thickness of the West Reef ore body (averaging 1.5 metres). Golden Star expects to begin the extension drilling of the West Reef during the third quarter of 2017.

#### **Board of Directors**

Following the annual general meeting on May 4, 2017, the Company welcomed the Honourable Mona Quartey to the Board of Directors. Ms. Quartey has 26 years of experience in risk management, treasury and corporate finance. Based in Accra, Ghana, she is the Managing Partner of BVM Advisory Services, which acts as a consultant to both public and private sector bodies. From July 2014 to January 2017, she served as Deputy Finance Minister in charge of Economic Strategy for the Ghana Ministry of Finance and prior to that she held a variety of senior roles in Ghana and in the United States of America. Tony Jensen and Bill Yeates retired from the Board of Directors at the conclusion of the annual general meeting.

## **DEVELOPMENT PROJECTS UPDATE**

### **Prestea**

The Prestea mine consists of an underground mine that has been in existence for over 100 years along with adjacent surface deposits. The Prestea mine is located 16 km south of the Bogoso mine and processing plants in the town of Prestea. The underground mine is in the final stages of refurbishment and development continues for the mechanized shrinkage (Alimak) stoping. A number of high grade surface deposits exist to the south of the underground mine, which the Company is currently processing through the non-refractory processing plant.

#### *Prestea Underground Development*

By the end of the second quarter of 2017, the refurbishment of Prestea Underground was in its final stages and development of the second stope of the West Reef had commenced. All five Alimak raise climbers were on site and the winder upgrades were complete, enabling an increase in hoisting capacity to achieve the targeted production rate in 2017.

By July 30, 2017 the first raise development was completed. The raise had been screened and bolted and longhole drilling had commenced for hanging wall cable bolt installation. The second raise had advanced 132 metres and the third and fourth Alimak nests are under construction. The first stope is expected to be blasted during the third quarter of 2017.

During the second quarter of 2017 the original installed pumping system at Prestea Underground began to come under pressure due to the increased mining activity. As a result, the Company took the decision to suspend hoisting in order to safeguard the shaft infrastructure. The suspension impacted the rate of waste development as the operations team prioritised the stope raise development. Development material was stockpiled underground allowing raise development to continue throughout the period. By the start of the third quarter of 2017, the situation was rectified and hoisting resumed.

As of July 30, 2017, 18,890 tonnes of development ore and 18,264 tonnes of waste from Prestea Underground have been hoisted and delivered to the processing plant's run-of-mine pad. The average grade of the ore hoisted is estimated at 5.3 g/t. This ore has been diluted from the average stope grade of 13.9 g/t because the raise width extends outside of the average width of the orebody. Further dilution of the hoisted ore grade comes from waste development on 24 Level, which has not been batched through the tramming and hoisting system. It is expected that ore grades will rise towards the Mineral Reserve grade at the project proceeds to the stoping phase and the 24 Level waste development reduces.

Currently this ore is being blended and processed with ore from the Prestea Open Pits and the Mampon deposit. The ore from Prestea Underground has performed as anticipated in terms of metallurgical recovery and its non-refractory nature. The grades recorded from samples taken from the two raises, in-fill drilling and muck samples have also continued to confirm the expected grade profile of the West Reef.

Golden Star previously expected to produce 45,000-50,000 ounces of gold from Prestea Underground in 2017. Due to the delays experienced, the Company now expects to produce 25,000-30,000 ounces of gold from Prestea Underground in 2017. The reduction in ounces from Prestea Underground is anticipated to be compensated for by the extension to the mine lives of the Prestea Open Pits, so the 2017 guidance range for total ounces produced from the two Prestea operations has been increased by 10,000 ounces. It is anticipated that the first stoping ore will be blasted at Prestea Underground during the third quarter of 2017 and commercial production will be achieved during the fourth quarter of 2017.

The capital expenditures for Prestea Underground Mine incurred to the end of the second quarter of 2017 are shown in the table below:

(in millions of U.S. dollars)	Second Quarter 2017	Year-to-date	Project-to- date
Capital spending	\$ 11.2	\$ 20.6	\$ 60.0
Capitalized borrowing costs	1.3	2.2	5.9
Capital expenditures	\$ 12.5	\$ 22.8	\$ 65.9

Total construction capital expenditures prior to commercial production, net of pre-commercial production revenue, is expected to be \$69 million for the underground mine. This includes \$14 million of project capital and capitalized borrowing costs, which will continue to be capitalized until commercial production, which is expected to occur in the fourth quarter of 2017. The Company expects to incur total capital expenditures, net of pre-commercial production revenue, of approximately \$26 million in 2017 prior to achieving commercial production in the fourth quarter of 2017. This change from previous projection of \$18 million is a result of reallocating costs from operating costs to capital costs in the third quarter of 2017.

## WASSA OPERATIONS

Through a 90% owned subsidiary, Golden Star (Wassa) Limited, the Company owns and operates the Wassa Main Pit (an open pit mine) and Wassa Underground (an underground mine). The Wassa operations are located in the southwestern region of Ghana, approximately 35 kilometers northeast of the town of Tarkwa. Wassa has a non-refractory processing plant (the "Wassa processing plant") consisting of a carbon-in-leach ("CIL") system with a capacity of 2.7 million tonnes per annum. Ore from both the Wassa Main Pit and Wassa Underground is processed at the Wassa processing plant.

		Three Months Ended June 30,		Six Months Ended June 30,	
		2017	2016	2017	2016
<b>WASSA FINANCIAL RESULTS</b>					
Revenue	\$'000	\$ 38,942	\$ 25,649	\$ 76,192	\$ 61,598
Mine operating expenses	\$'000	28,408	23,291	56,633	47,326
Severance charges	\$'000	—	—	954	113
Royalties	\$'000	2,024	1,361	3,937	3,225
Operating costs from/(to) metals inventory	\$'000	2,948	(2,733)	4,430	(4,968)
Inventory net realizable value adjustment	\$'000	1,299	—	1,804	—
Cost of sales excluding depreciation and amortization	\$'000	34,679	21,919	67,758	45,696
Depreciation and amortization	\$'000	4,827	3,149	10,131	7,428
Mine operating (loss)/margin	\$'000	\$ (564)	\$ 581	\$ (1,697)	\$ 8,474
Capital expenditures	\$'000	3,611	13,413	6,644	21,951
<b>WASSA OPERATING RESULTS</b>					
Ore mined - Main Pit	t	322,705	627,497	684,929	1,237,016
Ore mined - Underground	t	143,702	23,492	297,564	23,492
Ore mined - Total	t	466,407	650,989	982,493	1,260,508
Waste mined - Main Pit	t	1,647,798	2,612,501	3,556,623	4,954,161
Waste mined - Underground	t	28,826	16,984	82,943	108,530
Waste mined - Total	t	1,676,624	2,629,485	3,639,566	5,062,691
Ore processed - Main Pit	t	490,159	556,776	991,527	1,106,170
Ore processed - Underground	t	145,016	16,984	300,399	108,530
Ore processed - Total	t	635,175	573,760	1,291,926	1,214,700
Grade processed - Main Pit	g/t	1.23	1.16	1.25	1.28
Grade processed - Underground	g/t	3.02	1.93	2.73	1.33
Recovery	%	94.6	94.0	93.8	94.0
Gold produced - Main Pit	oz	18,873	20,550	38,740	51,822
Gold produced - Underground	oz	13,288	993	24,769	993
Gold produced - Total	oz	32,161	21,543	63,509	52,815
Gold sold - Main Pit	oz	18,697	21,092	38,747	51,978
Gold sold - Underground	oz	13,288	993	24,769	993
Gold sold - Total	oz	31,985	22,085	63,516	52,971
Cost of sales per ounce <sup>1</sup>	\$/oz	1,235	1,189	1,226	1,022
Cash operating cost per ounce <sup>1</sup>	\$/oz	980	975	961	815

<sup>1</sup> See "Non-GAAP Financial Measures" section for a reconciliation of cost of sales per ounce and cash operating cost per ounce to cost of sales excluding depreciation and amortization.

## **For the three months ended June 30, 2017 compared to three months ended June 30, 2016**

### *Production*

#### Wassa Underground

Wassa Underground contributed 145,016 tonnes at a grade of 3.02 g/t for 13,288 ounces (or 41% of Wassa's total production in the second quarter of 2017). In the second quarter of 2017, mining operations accessed the higher grade B Shoot zone. The higher grade ore from Wassa Underground is intended to partially replace Wassa Main Pit feed to the plant. Production from the underground operations is anticipated to increase in 2018 once the mining operations begin access to the larger, transverse stopes.

#### Wassa Main Pit

Production from Wassa Main Pit was 490,159 tonnes at a grade of 1.23 g/t for 18,873 ounces (or 59% of Wassa's total production) in the second quarter of 2017, a decrease of 8% compared to the same period in 2016. The production from Wassa Underground reduced the amount of ore needed from the Main Pit to feed the plant. Wassa Main Pit is expected to reduce its contribution going forward as the Wassa Underground operations ramp up.

### *Gold revenues*

Gold revenues for the second quarter of 2017 were \$38.9 million, up 52% from \$25.6 million in the same period in 2016 due mainly to a 52% increase in gold ounces sold. Gold sold totaled 31,985 ounces in the second quarter of 2017, compared to 22,085 ounces in the same period in 2016. The achievement of commercial production of Wassa Underground on January 1, 2017 contributed to the increase in gold revenue.

For the second quarter of 2017, 42% of gold revenues at Wassa were attributable to Wassa Underground. Wassa gold revenues in the second quarter of 2016 were exclusively from the Wassa Main Pit. The realized gold price averaged \$1,218 per ounce in the second quarter of 2017, compared to \$1,216 per ounce for the same period in 2016.

### *Cost of sales excluding depreciation and amortization*

Cost of sales excluding depreciation and amortization was \$34.7 million for the second quarter of 2017, compared to \$21.9 million incurred during the same period in 2016. The higher cost of sales in the second quarter of 2017 was a result of an increase in mining costs due primarily to the addition of the underground mining costs that were capitalized in the same period in 2016 as well as a higher strip ratio at the open pit operations. Additionally, there was a \$5.7 million increase in inventory charges in the second quarter of 2017 compared to the same period in 2016 due to a drawdown of stockpiles at Wassa during the second quarter of 2017. Finally, a \$1.3 million net realizable value adjustment recorded in the second quarter of 2017 compared to \$nil in the second quarter of 2016 contributed to the increase in cost of sales.

### *Depreciation and amortization*

Depreciation and amortization increased to \$4.8 million for the second quarter of 2017, compared to \$3.1 million for the same period in 2016 due to commencement of depreciation and amortization on Wassa Underground assets as commercial production was achieved on January 1, 2017.

### *Costs per ounce*

Cost of sales per ounce for the second quarter of 2017 totaled \$1,235, up 4% from \$1,189 in the same period in 2016 mainly due to higher depreciation and amortization expenses. Cash operating cost per ounce for the second quarter of 2017 totaled \$980, up 1% from \$975 for the same period in 2016. The higher costs per ounce in the second quarter of 2017 as compared to the same period in 2016 were primarily a result of higher mining costs. Wassa's higher mining costs were largely due to transitioning into a new business model from solely operating an open pit operation to a combination of open pit and underground operations. The higher costs per ounce from the underground operation began to normalize in the second quarter of 2017 as compared to the first quarter of 2017 as the mining costs per tonne for the underground operations continue to optimize.

### *Capital expenditures*

Capital expenditures for the second quarter of 2017 totaled \$3.6 million compared with \$13.4 million during the same period in 2016. Sustaining capital expenditures were \$0.8 million for the second quarter of 2017 compared to \$2.0 million for the same period in 2016. Development capital expenditures were \$2.8 million for the second quarter of 2017 compared to \$11.4 million in the same period in 2016. Development capital expenditures in the second quarter of 2017 included \$1.9 million relating to the development of the Wassa Underground Mine and \$0.6 million for the improvement of the tailings storage facility.

**For the six months ended June 30, 2017 compared to six months ended June 30, 2016**

*Production*

Wassa Underground

In its first half-year of commercial production, Wassa Underground contributed 300,399 tonnes at a grade of 2.73 g/t for 24,769 ounces (or 39% of Wassa's total production in the first half of 2017). For most of the first quarter of 2017, underground mining operation accessed the lower grade F shoot. Beginning in late March and continued into the second quarter, mining operation transitioned into the higher grade B Shoot zone. The higher grade ore from Wassa Underground is intended to partially replace Wassa Main Pit feed to the plant. Production from the underground operations is anticipated to increase in 2018 once the mining operations begin access to the larger, transverse stopes.

Wassa Main Pit

Production from Wassa Main Pit was 991,527 tonnes at a grade of 1.25 g/t for 38,740 ounces (or 61% of Wassa's total production) in the first half of 2017, a decrease of 25% compared to the same period in 2016. This was due to the increased production from Wassa Underground, which reduced the amount of ore needed from the Main Pit to feed the plant. Wassa Main Pit is expected to reduce its contribution going forwards as the underground operations ramp up.

*Gold revenues*

Gold revenues for the first half of 2017 were \$76.2 million, up 24% from \$61.6 million in the same period in 2016 due mainly to a 22% increase in gold ounces sold. Gold sold totaled 63,516 ounces in the first half of 2017, compared to 52,971 ounces in the same period in 2016. The achievement of commercial production of Wassa Underground at January 1, 2017 contributed to the gold revenues, however gold revenues attributable to the Wassa Main Pit declined due to the scheduled reduction of ore tonnes supplied from the Wassa Main Pit as described above.

For the first half of 2017, 39% of gold revenues at Wassa were attributable to Wassa Underground. Wassa gold revenues in the first half of 2016 were exclusively from the Wassa Main Pit. The realized gold price averaged \$1,200 per ounce in the first half of 2017, compared to \$1,185 per ounce for the same period in 2016.

*Cost of sales excluding depreciation and amortization*

Cost of sales excluding depreciation and amortization was \$67.8 million for the first half of 2017, compared to \$45.7 million incurred during the same period in 2016. The higher cost of sales in the first half of 2017 was a result of an increase in mining costs due primarily to the addition of the underground mining costs that were capitalized in 2016 as well as a higher strip ratio at the open pit operation. Additionally, there was a \$9.4 million increase in inventory charges in the first half of 2017 compared to the same period in 2016 due to a drawdown of stockpiles at Wassa during the first half of 2017, and a \$1.8 million net realizable value adjustment recorded on inventory.

*Depreciation and amortization*

Depreciation and amortization expense increased to \$10.1 million for the first half of 2017, compared to \$7.4 million for the same period in 2016 due to commencement of depreciation and amortization on Wassa Underground assets as commercial production was achieved on January 1, 2017.

*Costs per ounce*

Cost of sales per ounce for the first half of 2017 totaled \$1,226, up 20% from \$1,022 in the same period in 2016 mainly due to higher depreciation and amortization expenses. Cash operating cost per ounce for the first half of 2017 totaled \$961, up 18% from the same period in 2016. The higher costs per ounce in the first half of 2017 as compared to the same period in 2016 were primarily a result of higher mining costs. Wassa's higher mining costs were largely due to transitioning into a new business model from solely operating an open pit operation to a combination of open pit and underground operations. Higher costs are expected to normalize again as the open pit and underground operations are optimized.

*Capital expenditures*

Capital expenditures for the first half of 2017 were \$6.6 million compared with \$22.0 million during the same period in 2016. Development capital expenditures were \$5.8 million for the first half of 2017 compared to \$19.1 million in the same period in 2016. Development capital expenditures in the first half of 2017 included \$3.6 million of expenditures relating to the development of Wassa Underground and \$1.6 million for the improvement of the tailings storage facility.

## PRESTEA OPERATIONS

Through a 90% owned subsidiary, Golden Star (Bogoso/Prestea) Limited, the Company owns and operates the Bogoso gold mining and processing operations, the Prestea mining operations located near the town of Prestea, Ghana. Prestea has a CIL processing facility, which is suitable for treating non-refractory gold ore (the “non-refractory plant”) with capacity of up to 1.5 million tonnes per annum.

The Prestea mining operations consist of an underground mine, neighbouring open pit, oxide deposits and associated support facilities. Prestea currently processes ores from the Prestea Open Pits through the non-refractory plant. Ore feed from the open pit operations commenced in the third quarter of 2015. The Prestea Underground Mine is currently being refurbished and commercial production is expected to be achieved in the fourth quarter of 2017.

		Three Months Ended June 30,		Six Months Ended June 30,	
		2017	2016	2017	2016
<b>PRESTEA FINANCIAL RESULTS</b>					
Revenue	\$'000	\$ 38,393	\$ 25,808	\$ 69,688	\$ 50,926
Mine operating expenses	\$'000	20,860	18,654	37,688	36,066
Severance charges	\$'000	—	—	—	(184)
Royalties	\$'000	2,194	1,320	3,804	2,616
Operating costs (to)/from metals inventory	\$'000	(2,560)	1,063	(2,671)	(180)
Cost of sales excluding depreciation and amortization	\$'000	20,494	21,037	38,821	38,318
Depreciation and amortization	\$'000	4,066	987	7,201	2,504
Mine operating margin	\$'000	\$ 13,833	\$ 3,784	\$ 23,666	\$ 10,104
Capital expenditures	\$'000	14,696	9,594	28,366	16,970

## PRESTEA OPERATING RESULTS

Ore mined	t	351,860	306,157	692,399	689,334
Waste mined	t	955,691	1,067,206	1,538,753	2,212,531
Ore processed	t	370,928	377,636	759,459	739,938
Grade processed	g/t	3.15	1.95	2.72	2.07
Recovery	%	88.4	85.9	88.6	85.1
Gold produced	oz	32,014	20,918	58,460	42,862
Gold sold - Open pits	oz	31,294	20,912	57,907	42,694
Gold sold - Underground	oz	325	—	325	—
Gold sold - total	oz	31,619	20,912	58,232	42,694
Cost of sales per ounce <sup>1</sup>	\$/oz	785	1,053	795	956
Cash operating cost per ounce <sup>1</sup>	\$/oz	585	943	605	841

<sup>1</sup> See "Non-GAAP Financial Measures" section for a reconciliation of cost of sales per ounce and cash operating cost per ounce to cost of sales excluding depreciation and amortization.

### For the three months ended June 30, 2017 compared to three months ended June 30, 2016

#### Production

Prestea gold production was 32,014 ounces for the second quarter of 2017, a 53% increase from the 20,918 ounces produced during the same period in 2016 due to higher ore grade processed and higher recovery. The higher ore grade processed in the second quarter of 2017 was a result of mining the higher grade Mampon deposit.

#### Gold revenues

Gold revenues for the second quarter of 2017 were \$38.4 million, up 49% from \$25.8 million in the second quarter of 2016 as a result of a 51% increase in gold sales. Gold revenue from incidental gold sales attributable to the Prestea Underground Mine is accounted for as a reduction to the capital expenditures for the development of the Prestea Underground Mine as the Prestea

Underground Mine had not achieved commercial production. The realized gold price averaged \$1,227 per ounce in the second quarter of 2017, compared with \$1,234 per ounce in the same period in 2016. Gold sold totaled 31,619 ounces in the second quarter of 2017, compared to 20,912 ounces in the same period of 2016.

*Cost of sales excluding depreciation and amortization*

Cost of sales excluding depreciation and amortization was \$20.5 million for the second quarter of 2017, down from \$21.0 million for the same period in 2016, due to a build up of inventories offset by increase in mine operating expenses and increase in royalty costs. Mine operating expenses totaled \$20.9 million in the second quarter of 2016, 12% higher than the \$18.7 million incurred during the same period in 2016, mainly as a result of higher haulage costs for the materials mined at the Mampon deposit.

*Depreciation and amortization*

Depreciation and amortization expense increased to \$4.1 million for the second quarter of 2017, compared to \$1.0 million for the same period in 2016. The higher depreciation and amortization for the second quarter of 2017 was due to higher production and lower reserve base for Prestea Open Pits compared to the same period in 2016.

*Costs per ounce*

Cost of sales per ounce for the second quarter of 2017 totaled \$785, down 25% from \$1,053 for the same period in 2016. Cash operating cost per ounce was \$585 for the second quarter of 2017, down 38% from \$943 for the same period in 2016. The lower cost of sales per ounce and cash operating cost per ounce were due to higher production as a result of mining at the higher grade Mampon deposit in the second quarter of 2017 compared to the same period in 2016.

*Capital expenditures*

Capital expenditures for the second quarter of 2017 were \$14.7 million compared to \$9.6 million incurred during the same period in 2016. The increase relates primarily to an increase in development capital expenditures, which totaled \$13.5 million in the second quarter of 2017 compared to \$8.4 million in the same period in 2016. Development capital expenditures in the second quarter of 2017 included \$12.5 million related to the development of the Prestea Underground Mine and \$0.5 million related to exploration drilling.

**For the six months ended June 30, 2017 compared to six months ended June 30, 2016**

*Production*

Prestea gold production was 58,460 ounces for the first half of 2017, a 36% increase from the 42,862 ounces produced during the same period in 2016 due to higher throughput, higher ore grade processed and higher recovery. The higher ore grade processed in 2017 was a result of mining the higher grade Mampon deposit.

*Gold revenues*

Gold revenues for the first half of 2017 were \$69.7 million, up 37% from \$50.9 million in the same period in 2016 as a result of a 36% increase in gold sales attributable to the Prestea Open Pits and a 1% increase in average realized gold price. The realized gold price averaged \$1,203 per ounce in the first half of 2017, compared to \$1,193 per ounce in the same period in 2016. Gold sold totaled 58,232 ounces in the first half of 2017, compared to 42,694 ounces in the same period in 2016.

*Cost of sales excluding depreciation and amortization*

Cost of sales excluding depreciation and amortization was \$38.8 million for the first half of 2017, compared to \$38.3 million for the same period in 2016. Cost of sales excluding depreciation and amortization in the first half of 2017 was comparable to the same period in 2016. The increase in mine operating expenses and the increase in royalty costs were offset by a higher build up of inventories. Mine operating expenses increased compared to the same period in 2016 due to higher haulage costs for the material mined at the Mampon deposit and higher processing costs as a result of an increase in throughput.

*Depreciation and amortization*

Depreciation and amortization expense increased to \$7.2 million for the first half of 2017, compared to \$2.5 million for the same period in 2016. The higher depreciation and amortization in the first half of 2017 was due to higher production and lower reserve base for Prestea Open Pits compared to 2016.

*Costs per ounce*

Cost of sales per ounce for the first half of 2017 totaled \$795, down 17% from \$956 for the same period in 2016. Cash operating cost per ounce was \$605 for the first half of 2017, down 28% from \$841 for the same period in 2016. The lower cost of sales per ounce and cash operating cost per ounce were due to an increase in gold production in the first half of 2017 as a result of mining at the higher grade Mampon deposit compared to the same period in 2016.

### Capital expenditures

Capital expenditures for the first half of 2017 were \$28.4 million compared to \$17.0 million incurred during the same period in 2016 . The increase relates primarily to an increase in development capital expenditures, which totaled \$24.3 million in the first half of 2017 compared to \$14.6 million for the same period in 2016 . Development capital expenditures in the first half of 2017 included \$22.8 million related to the development of the Prestea Underground Mine and \$0.9 million related to exploration drilling.

## SUMMARIZED QUARTERLY FINANCIAL RESULTS

(Stated in thousands of U.S dollars except per share data)	Three Months Ended,							
	Q2 2017	Q1 2017	Q4 2016	Q3 2016	Q2 2016	Q1 2016	Q4 2015	Q3 2015
Revenues	\$ 77,335	\$ 68,545	\$ 53,255	\$ 55,511	\$ 51,457	\$ 61,067	\$ 56,420	\$ 56,452
Cost of sales excluding depreciation and amortization	55,173	51,406	43,994	44,608	42,956	41,058	39,354	55,199
Net income/(loss)	13,681	(250)	2,551	(23,792)	(22,836)	2,314	14,217	(8,526)
Net income/(loss) attributable to shareholders of Golden Star	13,883	170	3,446	(23,110)	(22,034)	2,051	13,781	(6,832)
Adjusted net income/(loss) attributable to Golden Star shareholders <sup>1</sup>	7,703	3,411	64	1,148	1,433	8,538	7,003	(11,205)
Income/(loss) per share attributable to Golden Star shareholders - basic	0.04	0.00	0.01	(0.07)	(0.08)	0.01	0.05	(0.03)
Income/(loss) per share attributable to Golden Star shareholders - diluted	0.02	0.00	0.01	(0.07)	(0.08)	0.01	0.05	(0.03)
Adjusted income/(loss) per share attributable to Golden Star shareholders - basic <sup>1</sup>	0.02	0.01	0.00	0.01	0.01	0.03	0.03	(0.04)

<sup>1</sup> See "Non-GAAP Financial Measures" section for a reconciliation of adjusted net income/(loss) attributable to Golden Star shareholders and adjusted income/(loss) per share attributable to Golden Star shareholders to net income/(loss) attributable to Golden Star shareholders and income/(loss) per share attributable to Golden Star shareholders.

## USE OF PROCEEDS FROM FINANCING

On February 7, 2017, the Company completed a bought deal public offering which resulted in the issuance of 31,363,950 common shares, including 4,090,950 common shares issued upon full exercise of the over allotment option, at a price CAD\$1.10 per share for net proceeds of \$24.5 million .

The following table compares how the Company intended to use the net proceeds against the actual use of these funds:

Purpose	Intended use <sup>1</sup>	Actual use
Repayment of the Company's 5% Convertible Debentures	\$3.8 million - \$7.5 million	\$13.9 million
Capital expenditures	\$6.0 million - \$9.8 million	\$ 2.6 million
Exploration projects	\$2.3 million - \$4.5 million	\$ 2.6 million
Working capital and general corporate purposes	\$12.4 million - \$2.7 million	\$ 5.4 million

<sup>1</sup> The intended use of proceeds was disclosed in the final prospectus filed on January 31, 2017 in Canadian dollars. These amounts were translated from Canadian dollars into US dollars using an exchange rate of 1.3265, which is the exchange rate used in the final prospectus.

## LIQUIDITY AND FINANCIAL CONDITION

The Company held \$25.9 million in cash and cash equivalents as of June 30, 2017 , up from \$21.8 million at December 31, 2016 . During the six months ended June 30, 2017 , operations provided \$20.5 million , investing activities used \$35.9 million and financing activities provided \$19.6 million of cash.

Before working capital changes, operations provided \$31.9 million of operating cash flow during the six months ended June 30, 2017 , compared to \$30.1 million in the same period in 2016. Cash provided by operations before working capital changes included a \$10.0 million advance payment received from RGLD under the streaming agreement during the first quarter of 2017.

Working capital used \$11.4 million during the first half of 2017, compared to \$23.0 million in the same period in 2016. The working capital changes in the first half of 2017 included a \$8.8 million decrease in accounts payable and accrued liabilities, a \$2.3 million increase in inventory, a \$1.2 million increase in prepaid and other, offset by a \$0.9 million decrease in accounts receivable.

Investing activities used \$35.9 million during the first half of 2017, which included \$22.8 million on the development of the Prestea Underground Mine, \$3.0 million on the development of the Mampon property, \$3.6 million on the development of the Wassa Underground Mine, \$1.6 million on exploration drilling, \$1.6 million on the expansion of the tailings storage facility at Wassa and \$1.4 million on the Prestea Open Pit mines.

Financing activities provided \$19.6 million cash in the first half of 2017 compared to \$10.4 million in the same period in 2016. Financing activities for the first half of 2017 included net proceeds of \$24.5 million from the bought deal public offering in February 2017, \$10.0 million proceeds from the Ecobank Loan III (as defined below), \$13.6 million repayment of the 5% Convertible Debentures and \$1.4 million principal repayments of debt.

## LIQUIDITY OUTLOOK

As of June 30, 2017, the Company had \$25.9 million in cash and a working capital deficit of \$45.0 million compared to \$21.8 million in cash and a working capital deficit of \$60.5 million at December 31, 2016. In addition to cash operating costs, the Company pays a 5% royalty to the Government of Ghana, reclamation expenditures and corporate general and administration expenditures.

The Company expects to incur \$34 million on capital expenditures during the second half of 2017, of which approximately \$23 million is development capital expenditure and approximately \$11 million is sustaining capital expenditure.

The Company's debt repayment and servicing obligation for the remainder of 2017 are expected to total approximately \$4.7 million. The excess cash flow provision of the Royal Gold loan came into effect at the end of the second quarter of 2017. The Company was not required to make any excess cash flow payment during the second quarter of 2017. The excess cash flow provision requires the Company to make mandatory repayments of 25% of excess cash flow in 2017 as defined in the Royal Gold loan agreement.

In March 2017, the Company through its subsidiary Golden Star (Wassa) Limited signed a commitment letter with Ecobank Ghana Limited regarding a \$25 million secured facility ("Ecobank Loan III"). The Company has twelve months from the date of the commitment letter to make drawdowns on the facility. At August 1, 2017, the Company has drawn \$10 million from the facility. The Company has remaining \$15 million available for drawdowns under the facility.

Based on the Company's cash balance together with the operating cash flow that the Company anticipates generating and the remaining amount available from the Ecobank Loan III, the Company believes that it will have sufficient cash available to support its 2017 operations and mandatory expenditures. However, operating cash flow may decline in certain circumstances, most of which are beyond the Company's control, such as decreases in gold prices or increases in the cost of raw materials and inputs used by the Company to produce gold.

## TABLE OF CONTRACTUAL OBLIGATIONS

(Stated in thousands of U.S dollars)	Payment due by period				Total
	Less than 1 Year	1 to 3 years	4 to 5 years	More than 5 Years	
Accounts payable and accrued liabilities	\$ 86,242	\$ —	\$ —	\$ —	\$ 86,242
Debt <sup>1,3</sup>	723	49,970	57,054	—	107,747
Interest on long term debt	3,980	12,989	7,940	—	24,909
Purchase obligations	15,157	—	—	—	15,157
Rehabilitation provisions <sup>2</sup>	4,828	20,807	24,281	33,473	83,389
<b>Total</b>	<b>\$ 110,930</b>	<b>\$ 83,766</b>	<b>\$ 89,275</b>	<b>\$ 33,473</b>	<b>\$ 317,444</b>

<sup>1</sup> Includes the outstanding repayment amounts from the 7% Convertible Debentures maturing on August 15, 2021, the loan from Royal Gold, the finance leases, the equipment financing loans and the vendor agreement.

<sup>2</sup> Rehabilitation provisions indicates the expected undiscounted cash flows for each period.

<sup>3</sup> The excess cash flow provision of the Royal Gold loan came into effect at the end of the second quarter of 2017. The excess cash flow provision as defined in the Royal Gold loan agreement requires the Company to make mandatory repayments of 25% of excess cash flow for the remainder of 2017 and mandatory repayments of 50% excess cash flow beginning 2018 until maturity. As excess cash flow is dependent upon factors beyond the Company's control such as gold price, no excess cash flow repayments have been considered. The table of contractual obligations shows the total principal amount settled at maturity. Interest payments on the Royal Gold loan are based on the average daily London Bullion Market Association ("LBMA") gold price multiplied by 62.5%

divided by 10,000 to a maximum interest rate of 11.5% per annum. The estimated interest payments are calculated based on \$1,200 per ounce LBMA gold price.

## RELATED PARTY TRANSACTIONS

There were no material related party transactions in the three and six months ended June 30, 2017 and 2016 other than compensation of key management personnel which is presented in the table below. Key management personnel are defined as members of the Board of Directors and certain senior officers. Compensation of key management personnel are made on terms equivalent to those prevailing in an arm's length transaction.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Salaries, wages, and other benefits	\$ 581	\$ 618	\$ 1,367	\$ 1,189
Bonuses	328	285	656	531
Share-based compensation	(830)	4,039	616	7,030
	<u>\$ 79</u>	<u>\$ 4,942</u>	<u>\$ 2,639</u>	<u>\$ 8,750</u>

## OFF-BALANCE SHEET ARRANGEMENTS

The Company has no material off-balance sheet arrangements.

## NON-GAAP FINANCIAL MEASURES

In this MD&A, we use the terms "cash operating cost", "cash operating cost per ounce", "all-in sustaining costs", "all-in sustaining costs per ounce", "adjusted net income attributable to Golden Star shareholders", "adjusted income per share attributable to Golden Star shareholders", "cash provided by operations before working capital changes", and "cash provided by operations before working capital changes per share - basic".

"Cost of sales excluding depreciation and amortization" as found in the statements of operations includes all mine-site operating costs, including the costs of mining, ore processing, maintenance, work-in-process inventory changes, mine-site overhead as well as production taxes, royalties, and by-product credits, but excludes exploration costs, property holding costs, corporate office general and administrative expenses, foreign currency gains and losses, gains and losses on asset sales, interest expense, gains and losses on derivatives, gains and losses on investments and income tax expense/benefit.

"Cash operating cost" for a period is equal to "Cost of sales excluding depreciation and amortization" for the period less royalties, the cash component of metals inventory net realizable value adjustments and severance charges, and "cash operating cost per ounce" is that amount divided by the number of ounces of gold sold (excluding pre-commercial production ounces sold) during the period. We use cash operating cost per ounce as a key operating metric. We monitor this measure monthly, comparing each month's values to prior periods' values to detect trends that may indicate increases or decreases in operating efficiencies. We provide this measure to investors to allow them to also monitor operational efficiencies of the Company's mines. We calculate this measure for both individual operating units and on a consolidated basis. Since cash operating costs 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 IFRS. Changes in numerous factors including, but not limited to, mining rates, milling rates, ore grade, gold recovery, costs of labor, consumables and mine site general and administrative activities can cause these measures to increase or decrease. We believe that these measures are similar to the measures of other gold mining companies, but may not be comparable to similarly titled measures in every instance.

"All-in sustaining costs" commences with cash operating costs and then adds metals net realizable value adjustment, royalties, sustaining capital expenditures, corporate general and administrative costs (excluding non-cash share-based compensation expenses), and accretion of rehabilitation provision. "All-in sustaining costs per ounce" is that amount divided by the number of ounces of gold sold (excluding pre-commercial production ounces sold) during the period. This measure seeks to represent the total costs of producing gold from current operations, and therefore it does not include capital expenditures attributable to projects or mine expansions, exploration and evaluation costs attributable to growth projects, income tax payments, interest costs or dividend payments. Consequently, this measure is not representative of all of the Company's cash expenditures. In addition, the calculation of all-in sustaining costs does not include depreciation expense as it does not reflect the impact of expenditures incurred in prior periods. Therefore, it is not indicative of the Company's overall profitability. Non-cash share-based compensation expenses are now also excluded from the calculation of all-in sustaining costs as the Company believes that such expenses may not be representative of the actual payout on equity and liability based awards. Non-cash share-based compensation expenses were

previously included in the calculation of all-in sustaining costs. The Company has presented comparative figures to conform with the computation of all-in sustaining costs as currently calculated by the Company.

The Company believes that “all-in sustaining costs” will better meet the needs of analysts, investors and other stakeholders of the Company in understanding the costs associated with producing gold, understanding the economics of gold mining, assessing the operating performance and also the Company's ability to generate free cash flow from current operations and to generate free cash flow on an overall Company basis. Due to the capital intensive nature of the industry and the long useful lives over which these items are depreciated, there can be a disconnect between net earnings calculated in accordance with IFRS and the amount of free cash flow that is being generated by a mine. In the current market environment for gold mining equities, many investors and analysts are more focused on the ability of gold mining companies to generate free cash flow from current operations, and consequently the Company believes these measures are useful non-IFRS operating metrics ("non-GAAP measures") and supplement the IFRS disclosures made by the Company. These measures are not representative of all of Golden Star's cash expenditures as they do not include income tax payments or interest costs. Non-GAAP measures are intended to provide additional information only and do not have standardized definitions under IFRS and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. These measures are not necessarily indicative of operating profit or cash flow from operations as determined under IFRS. The table below reconciles these non-GAAP measures to the most directly comparable IFRS measures and, where applicable, previous periods have been recalculated to conform to the current definition.

The table below reconciles consolidated cost of sales excluding depreciation and amortization to cost of sales per ounce, cash operating cost per ounce and all-in sustaining costs per ounce:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
(Stated in thousands of U.S dollars except cost per ounce data)				
<b>Cost of sales excluding depreciation and amortization</b>	\$ 55,173	\$ 42,956	\$ 106,579	\$ 84,014
Depreciation and amortization	8,893	4,136	17,332	9,932
<b>Cost of sales</b>	<u>\$ 64,066</u>	<u>\$ 47,092</u>	<u>\$ 123,911</u>	<u>\$ 93,946</u>
<b>Cost of sales excluding depreciation and amortization</b>	\$ 55,173	\$ 42,956	\$ 106,579	\$ 84,014
Severance charges	—	—	(954)	71
Royalties	(4,218)	(2,681)	(7,741)	(5,841)
Metals inventory net realizable value adjustment	(1,299)	—	(1,804)	—
<b>Cash operating costs</b>	<u>49,656</u>	<u>40,275</u>	<u>96,080</u>	<u>78,244</u>
Royalties	4,218	2,681	7,741	5,841
Metals inventory net realizable value adjustment	1,299	—	1,804	—
Accretion of rehabilitation provision	311	342	622	684
General and administrative costs, excluding share-based compensation	3,226	3,249	6,503	6,127
Sustaining capital expenditures	2,045	3,248	4,819	5,263
<b>All-in sustaining costs</b>	<u>\$ 60,755</u>	<u>\$ 49,795</u>	<u>\$ 117,569</u>	<u>\$ 96,159</u>
Ounces sold <sup>1</sup>	63,279	42,004	121,423	94,672
Cost per ounce measures (\$/oz):				
Cost of sales per ounce	1,012	1,121	1,020	992
Cash operating cost per ounce	785	959	791	826
All-in sustaining cost per ounce	960	1,185	968	1,016

<sup>1</sup> Ounces sold used in the calculation of cost of sales per ounce, cash operating cost per ounce and all-in sustaining cost per ounce excludes pre-commercial production ounces sold during the period.

The tables below reconciles cost of sales excluding depreciation and amortization to cash operating costs per ounce for each of the operating mines:

	Three Months Ended June 30, 2017		
	Wassa	Prestea	Combined
(Stated in thousands of U.S dollars except cost per ounce data)			
<b>Cost of sales excluding depreciation and amortization</b>	\$ 34,679	\$ 20,494	\$ 55,173
Depreciation and amortization	4,827	4,066	8,893
<b>Cost of sales</b>	<b>\$ 39,506</b>	<b>\$ 24,560</b>	<b>\$ 64,066</b>
<b>Cost of sales excluding depreciation and amortization</b>	<b>\$ 34,679</b>	<b>\$ 20,494</b>	<b>\$ 55,173</b>
Royalties	(2,024)	(2,194)	(4,218)
Metals inventory net realizable value adjustment	(1,299)	—	(1,299)
<b>Cash operating costs</b>	<b>\$ 31,356</b>	<b>\$ 18,300</b>	<b>\$ 49,656</b>
Ounces sold <sup>1</sup>	31,985	31,294	63,279
Cost of sales per ounce	\$ 1,235	\$ 785	\$ 1,012
Cash operating cost per ounce	\$ 980	\$ 585	\$ 785

	Six Months Ended June 30, 2017		
	Wassa	Prestea	Combined
(Stated in thousands of U.S dollars except cost per ounce data)			
<b>Cost of sales excluding depreciation and amortization</b>	\$ 67,758	\$ 38,821	\$ 106,579
Depreciation and amortization	10,131	7,201	17,332
<b>Cost of sales</b>	<b>\$ 77,889</b>	<b>\$ 46,022</b>	<b>\$ 123,911</b>
<b>Cost of sales excluding depreciation and amortization</b>	<b>\$ 67,758</b>	<b>\$ 38,821</b>	<b>\$ 106,579</b>
Severance charges	(954)	—	(954)
Royalties	(3,937)	(3,804)	(7,741)
Metals inventory net realizable value adjustment	(1,804)	—	(1,804)
<b>Cash operating costs</b>	<b>\$ 61,063</b>	<b>\$ 35,017</b>	<b>\$ 96,080</b>
Ounces sold <sup>1</sup>	63,516	57,907	121,423
Cost of sales per ounce	\$ 1,226	\$ 795	\$ 1,020
Cash operating cost per ounce	\$ 961	\$ 605	\$ 791

<sup>1</sup> Ounces sold used in the calculation of cost of sales per ounce, cash operating cost per ounce and all-in sustaining cost per ounce excludes pre-commercial production ounces sold during the period.

	Three Months Ended June 30, 2016		
	Wassa	Prestea	Combined
(Stated in thousands of U.S dollars except cost per ounce data)			
<b>Cost of sales excluding depreciation and amortization</b>	\$ 21,919	\$ 21,037	\$ 42,956
Depreciation and amortization	3,149	987	4,136
<b>Cost of sales</b>	<u>\$ 25,068</u>	<u>\$ 22,024</u>	<u>\$ 47,092</u>
<b>Cost of sales excluding depreciation and amortization</b>	\$ 21,919	\$ 21,037	\$ 42,956
Royalties	(1,361)	(1,320)	(2,681)
<b>Cash operating costs</b>	<u>\$ 20,558</u>	<u>\$ 19,717</u>	<u>\$ 40,275</u>
<b>Ounces sold <sup>1</sup></b>	21,092	20,912	42,004
Cost of sales per ounce	\$ 1,189	\$ 1,053	\$ 1,121
Cash operating cost per ounce	\$ 975	\$ 943	\$ 959

	Six Months Ended June 30, 2016		
	Wassa	Prestea	Combined
(Stated in thousands of U.S dollars except cost per ounce data)			
<b>Cost of sales excluding depreciation and amortization</b>	\$ 45,696	\$ 38,318	\$ 84,014
Depreciation and amortization	7,428	2,504	9,932
<b>Cost of sales</b>	<u>\$ 53,124</u>	<u>\$ 40,822</u>	<u>\$ 93,946</u>
<b>Cost of sales excluding depreciation and amortization</b>	\$ 45,696	\$ 38,318	\$ 84,014
Severance charges	(113)	184	71
Royalties	(3,225)	(2,616)	(5,841)
<b>Cash operating costs</b>	<u>\$ 42,358</u>	<u>\$ 35,886</u>	<u>\$ 78,244</u>
<b>Ounces sold <sup>1</sup></b>	51,978	42,694	94,672
Cost of sales per ounce	\$ 1,022	\$ 956	\$ 992
Cash operating cost per ounce	\$ 815	\$ 841	\$ 826

<sup>1</sup> Ounces sold used in the calculation of cost of sales per ounce, cash operating cost per ounce and all-in sustaining cost per ounce excludes pre-commercial production ounces sold during the period.

"Cash provided by operations before working capital changes" is calculated by subtracting the "Changes in working capital" from "Net cash provided by operating activities" as found in the statements of cash flows. "Cash provided by operations before working capital changes per share - basic" is "Cash provided by operations before working capital changes" divided by the basic weighted average number of shares outstanding for the period.

We use cash operating cost per ounce and cash provided by operations before working capital changes as key operating metrics. We monitor these measures monthly, comparing each month's values to the values in prior periods to detect trends that may indicate increases or decreases in operating efficiencies. These measures are also compared against budget to alert management of trends that may cause actual results to deviate from planned operational results. We provide these measures to investors to allow them to also monitor operational efficiencies of the mines owned by the Company.

Cash operating cost per ounce and cash provided by operations before working capital changes should be considered as non-GAAP financial measures as defined in the Canadian securities laws and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. 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 IFRS. Changes in numerous factors including, but not limited to, mining rates, milling rates, ore grade, gold recovery, costs of labor, consumables and mine site general and administrative activities can cause these measures to increase or decrease. We believe that these measures are similar to the measures of other gold mining companies, but may not be comparable to similarly titled measures in every instance.

### Adjusted net income attributable to Golden Star shareholders

The table below shows the reconciliation of net income/(loss) attributable to Golden Star shareholders to adjusted net income attributable to Golden Star shareholders and adjusted income per share attributable to Golden Star shareholders:

(Stated in thousands of U.S dollars except per share data)	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Net income/(loss) attributable to Golden Star shareholders	\$ 13,883	\$ (22,034)	\$ 14,053	\$ (19,983)
Add back:				
Non-cash share-based compensation expenses	(1,273)	5,396	3,442	9,740
(Gain)/loss on fair value of financial instruments	(4,907)	18,071	(7,405)	20,278
Loss on conversion of 7% Convertible Debentures	—	—	165	—
Severance charges	—	—	954	(71)
	7,703	1,433	11,209	9,964
Adjustments attributable to non-controlling interest	—	—	(95)	7
Adjusted net income attributable to Golden Star shareholders	\$ 7,703	\$ 1,433	\$ 11,114	\$ 9,971
Adjusted income per share attributable to Golden Star shareholders - basic	\$ 0.02	\$ 0.01	\$ 0.03	\$ 0.04
Weighted average shares outstanding - basic (millions)	376.2	273.1	367.7	259.9

In order to indicate to stakeholders the Company's earnings excluding the non-cash (gain)/loss on fair value of financial instruments, non-cash share-based compensation expenses, loss on conversion of 7% Convertible Debentures and severance charges, the Company calculates "adjusted net income attributable to Golden Star shareholders" and "adjusted income per share attributable to Golden Star shareholders" to supplement the condensed interim consolidated financial statements. The adjusted income per share attributable to Golden Star shareholders is calculated using the weighted average number of shares outstanding using the basic method of earnings per share.

Adjusted net income attributable to Golden Star shareholders and adjusted income per share attributable to Golden Star shareholders should be considered as non-GAAP financial measures as defined in the Canadian securities laws and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP. There are material limitations associated with the use of such non-GAAP measures. Since these measures do not incorporate all non-cash expense and income items, 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 IFRS. Changes in numerous factors including, but not limited to, our share price, risk free interest rates, gold prices, mining rates, milling rates, ore grade, gold recovery, costs of labor, consumables and mine site general and administrative activities can cause these measures to increase or decrease. The Company believes that these measures are similar to the measures of other gold mining companies, but may not be comparable to similarly titled measures in every instance.

### OUTSTANDING SHARE DATA

As of August 1, 2017, there were 376,189,702 common shares of the Company issued and outstanding, 16,756,712 stock options outstanding, 6,046,645 deferred share units outstanding, 1,694,491 share units of 2017 PSUs outstanding, 5,000,000 warrants outstanding and 7% Convertible Debentures which are convertible into an aggregate of 57,220,000 common shares.

### CRITICAL ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The critical accounting judgments, estimates and assumptions are disclosed in Note 4 of the audited consolidated financial statements for the year ended December 31, 2016.

### CHANGES IN ACCOUNTING POLICIES

The changes in accounting policies and standards, interpretations and amendments not yet effective are disclosed in Note 3 of the condensed interim consolidated financial statements for the three and six months ended June 30, 2017.

## FINANCIAL INSTRUMENTS

(Stated in thousands of U.S dollars)	Fair value at June 30, 2017	Basis of measurement	Associated risks
Cash and cash equivalents \$	25,899	Loans and receivables	Interest/Credit/Foreign exchange
Accounts receivable	6,429	Loans and receivables	Foreign exchange/Credit
Trade and other payables	78,069	Amortized cost	Foreign exchange/Interest
Warrants	2,174	Fair value through profit and loss	Market price
Equipment financing facility	288	Amortized cost	Interest
Finance leases	1,429	Amortized cost	Interest
Ecobank Loan III	9,509	Amortized cost	Interest
7% Convertible Debentures	41,557	Amortized cost	Interest
Royal Gold loan, net of fees	18,655	Amortized cost	Interest
Vendor agreement	22,704	Amortized cost	Interest/Foreign exchange
Long term derivative liability	5,891	Fair value through profit and loss	Market price

**Loans and receivables** - Cash and cash equivalents and accounts receivables mature in the short term and approximate their fair values.

**Amortized costs** - Trade and other payables, the 7% Convertible Debentures, the Ecobank Loan III, the Royal Gold loan, the vendor agreement, the equipment financing facility and the finance leases approximate their carrying values as the interest rates are comparable to current market rates. Carrying value of the vendor agreement has been discounted to reflect its fair value.

### Fair value through profit or loss:

**Warrants** - The fair value of the warrants is estimated using a Black-Scholes model. For the three and six months ended June 30, 2017, revaluation gain of \$1.0 million and \$0.6 million were recorded respectively.

**Long term derivative liability** - The fair value of the embedded derivative liability relating to the 7% Convertible Debentures is estimated using a convertible note valuation model. For the three months ended June 30, 2017, a revaluation gain of \$4.0 million was recorded. For the six months ended June 30, 2017, a revaluation gain of \$7.2 million and a gain on conversion of \$2.1 million were recorded.

## DISCLOSURES ABOUT RISKS

The Company's exposure to significant risks include, but are not limited to, the following risks: change in interest rates on our debt, change in foreign currency exchange rates, commodity price fluctuations, liquidity risk and credit risk. In recognition of the Company's outstanding accounts payable, the Company cannot guarantee that vendors or suppliers will not suspend or deny delivery of products or services to the Company. For a complete discussion of the risks, refer to the Company's Annual Information Form for the year ended December 31, 2016 available on the SEDAR website at [www.sedar.com](http://www.sedar.com).

## CONTROLS AND PROCEDURES

### Disclosure Controls and Procedures

The Company's management, with the participation of its President and Chief Executive Officer and Executive Vice President and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures. Based upon the results of that evaluation, the Company's President and Chief Executive Officer and Executive Vice President and Chief Financial Officer have concluded that, as of June 30, 2017, the Company's disclosure controls and procedures were effective to provide reasonable assurance that the information required to be disclosed by the Company in reports it files is recorded, processed, summarized and reported, within the appropriate time periods and is accumulated and communicated to management, including the President and Chief Executive Officer and Executive Vice President and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

### Management's Report on Internal Control Over Financial Reporting

The Company's management, with the participation of its President and Chief Executive Officer and Executive Vice President and Chief Financial Officer, are responsible for establishing and maintaining adequate internal control over financial reporting. Under the supervision of the President and Chief Executive Officer and Executive Vice President and Chief Financial Officer, the

Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The Company's internal control over financial reporting includes policies and procedures that:

- pertain to the maintenance of records that accurately and fairly reflect, in reasonable detail, the transactions and dispositions of assets of the Company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with IFRS and that the Company's receipts and expenditures are made only in accordance with authorizations of management and the Company's directors; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Company's consolidated financial statements.

The Company's management, including the President and Chief Executive Officer and Executive Vice President and Chief Financial Officer, believes that any disclosure controls and procedures or internal control over financial reporting, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any control system also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost effective control system, misstatements due to error or fraud may occur and not be detected.

#### **Changes in Internal Control Over Financial Reporting**

There has been no change in the Company's design of internal controls and procedures over financial reporting that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting during the period covered by this MD&A.

#### **ADDITIONAL INFORMATION**

Additional information regarding the Company, including the Company's Annual Information Form for the year ended December 31, 2016, is available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

# **GOLDEN STAR**

The logo for Golden Star features a stylized, multi-pointed star in a golden-yellow color, positioned between the letters 'S' and 'T' of the word 'STAR'.

**Condensed Interim Consolidated Financial Statements**

**For the Three and Six Months Ended June 30, 2017 and June 30, 2016**

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**GOLDEN STAR RESOURCES LTD.**  
**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS AND**  
**COMPREHENSIVE INCOME/(LOSS)**  
(Stated in thousands of U.S. dollars except shares and per share data)  
(unaudited)

	Notes	Three Months Ended June 30,		Six Months Ended June 30,	
		2017	2016	2017	2016
<b>Revenue</b>	15	\$ 77,335	\$ 51,457	\$ 145,880	\$ 112,524
Cost of sales excluding depreciation and amortization	16	55,173	42,956	106,579	84,014
Depreciation and amortization		8,893	4,136	17,332	9,932
<b>Mine operating margin</b>		<u>13,269</u>	<u>4,365</u>	<u>21,969</u>	<u>18,578</u>
<b>Other expenses/(income)</b>					
Exploration expense		308	539	980	981
General and administrative		1,953	8,645	9,945	15,867
Finance expense, net	17	2,354	2,730	5,147	4,836
Other income		(120)	(2,784)	(294)	(2,862)
(Gain)/loss on fair value of financial instruments, net	4	(4,907)	18,071	(7,405)	20,278
Loss on conversion of 7% Convertible Debentures, net	10	—	—	165	—
<b>Net income/(loss) and comprehensive income/(loss)</b>		<u>\$ 13,681</u>	<u>\$ (22,836)</u>	<u>\$ 13,431</u>	<u>\$ (20,522)</u>
Net loss attributable to non-controlling interest		(202)	(802)	(622)	(539)
<b>Net income/(loss) attributable to Golden Star shareholders</b>		<u>\$ 13,883</u>	<u>\$ (22,034)</u>	<u>\$ 14,053</u>	<u>\$ (19,983)</u>
<b>Net income/(loss) per share attributable to Golden Star shareholders</b>					
Basic	14	\$ 0.04	\$ (0.08)	\$ 0.04	\$ (0.08)
Diluted	14	\$ 0.02	\$ (0.08)	\$ 0.03	\$ (0.08)
Weighted average shares outstanding-basic (millions)		376.2	273.1	367.7	259.9
Weighted average shares outstanding-diluted (millions)		444.8	273.1	439.0	259.9

The accompanying notes are an integral part of the condensed interim consolidated financial statements.

**GOLDEN STAR RESOURCES LTD.**  
**CONDENSED INTERIM CONSOLIDATED BALANCE SHEETS**  
(Stated in thousands of U.S. dollars)  
(unaudited)

	Notes	As of June 30, 2017	As of December 31, 2016
<b>ASSETS</b>			
<b>CURRENT ASSETS</b>			
Cash and cash equivalents		\$ 25,899	\$ 21,764
Accounts receivable		6,429	7,299
Inventories	5	45,110	44,381
Prepays and other		5,411	3,926
<b>Total Current Assets</b>		<b>82,849</b>	<b>77,370</b>
RESTRICTED CASH		6,493	6,463
MINING INTERESTS	6	233,289	215,017
<b>Total Assets</b>		<b>\$ 322,631</b>	<b>\$ 298,850</b>
<b>LIABILITIES</b>			
<b>CURRENT LIABILITIES</b>			
Accounts payable and accrued liabilities	7	\$ 86,242	\$ 92,900
Derivative liabilities	4	2,174	2,729
Current portion of rehabilitation provisions	8	4,828	5,515
Current portion of deferred revenue	9	17,828	19,234
Current portion of long term debt	10	8,134	15,378
Current portion of other liability	13	8,634	2,073
<b>Total Current Liabilities</b>		<b>127,840</b>	<b>137,829</b>
REHABILITATION PROVISIONS	8	71,659	71,867
DEFERRED REVENUE	9	99,899	94,878
LONG TERM DEBT	10	86,008	89,445
LONG TERM DERIVATIVE LIABILITY	4	5,891	15,127
LONG TERM OTHER LIABILITY	13	3,898	10,465
<b>Total Liabilities</b>		<b>395,195</b>	<b>419,611</b>
<b>SHAREHOLDERS' EQUITY</b>			
<b>SHARE CAPITAL</b>			
First preferred shares, without par value, unlimited shares authorized. No shares issued and outstanding		—	—
Common shares, without par value, unlimited shares authorized	11	780,261	746,542
CONTRIBUTED SURPLUS		34,908	33,861
DEFICIT		(818,898)	(832,951)
<b>Deficit attributable to Golden Star shareholders</b>		<b>(3,729)</b>	<b>(52,548)</b>
NON-CONTROLLING INTEREST		(68,835)	(68,213)
<b>Total Deficit</b>		<b>(72,564)</b>	<b>(120,761)</b>
<b>Total Liabilities and Shareholders' Equity</b>		<b>\$ 322,631</b>	<b>\$ 298,850</b>

The accompanying notes are an integral part of the condensed interim consolidated financial statements.

Signed on behalf of the Board,

"Timothy C. Baker"  
Timothy C. Baker, Director

"Robert E. Doyle"  
Robert E. Doyle, Director



**GOLDEN STAR RESOURCES LTD.**  
**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Stated in thousands of U.S. dollars)  
(unaudited)

	Notes	Three Months Ended June 30,		Six Months Ended June 30,	
		2017	2016	2017	2016
<b>OPERATING ACTIVITIES:</b>					
Net income/(loss)		\$ 13,681	\$ (22,836)	\$ 13,431	\$ (20,522)
<b>Reconciliation of net income/(loss) to net cash provided by operating activities:</b>					
Depreciation and amortization		8,902	4,141	17,346	9,942
Share-based compensation	13	(1,273)	5,396	3,442	9,740
Gain on fair value of embedded derivatives	4	(4,036)	—	(7,167)	—
Loss on fair value of 5% Convertible Debentures	4	134	15,677	317	15,166
Recognition of deferred revenue	9	(3,096)	(2,831)	(6,385)	(5,606)
Proceeds from Royal Gold stream	9	—	20,000	10,000	20,000
Reclamation expenditures	8	(1,503)	(1,169)	(2,994)	(2,701)
Other	20	1,389	915	3,933	4,041
Changes in working capital	20	(3,116)	(13,170)	(11,403)	(23,009)
Net cash provided by operating activities		11,082	6,123	20,520	7,051
<b>INVESTING ACTIVITIES:</b>					
Additions to mining properties		(237)	(348)	(392)	(612)
Additions to plant and equipment		(145)	—	(145)	—
Additions to construction in progress		(17,925)	(22,659)	(34,473)	(38,309)
Change in accounts payable and deposits on mine equipment and material		787	234	(906)	(6,056)
Increase in restricted cash		—	—	(29)	—
Net cash used in investing activities		(17,520)	(22,773)	(35,945)	(44,977)
<b>FINANCING ACTIVITIES:</b>					
Principal payments on debt	10	(514)	(2,355)	(1,360)	(4,626)
Proceeds from debt agreements	10	10,000	—	10,000	3,000
5% Convertible Debentures repayment	10	(13,611)	(1,701)	(13,611)	(1,701)
Shares issued, net	11	(3)	13,706	24,521	13,706
Exercise of options		10	16	10	16
Net cash (used in)/provided by financing activities		(4,118)	9,666	19,560	10,395
(Decrease)/increase in cash and cash equivalents		(10,556)	(6,984)	4,135	(27,531)
Cash and cash equivalents, beginning of period		36,455	14,561	21,764	35,108
Cash and cash equivalents, end of period		\$ 25,899	\$ 7,577	\$ 25,899	\$ 7,577

See Note 20 for supplemental cash flow information.

The accompanying notes are an integral part of the condensed interim consolidated financial statements.

**GOLDEN STAR RESOURCES LTD.**  
**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**  
**(Stated in thousands of U.S. dollars except share data)**  
**(unaudited)**

	Number of Common Shares	Share Capital	Contributed Surplus	Deficit	Non-Controlling Interest	Total Shareholders' Equity
<b>Balance at December 31, 2015</b>	<b>259,897,095</b>	<b>\$ 695,555</b>	<b>\$ 32,612</b>	<b>\$ (793,304)</b>	<b>\$ (66,097)</b>	<b>\$ (131,234)</b>
Shares issued	22,750,000	15,015	—	—	—	15,015
Shares issued under DSUs	39,744	9	(9)	—	—	—
Shares issued under options	40,169	25	(9)	—	—	16
Options granted net of forfeitures	—	—	475	—	—	475
Deferred share units granted	—	—	217	—	—	217
Issue costs	—	(1,309)	—	—	—	(1,309)
Net loss	—	—	—	(19,983)	(539)	(20,522)
<b>Balance at June 30, 2016</b>	<b>282,727,008</b>	<b>\$ 709,295</b>	<b>\$ 33,286</b>	<b>\$ (813,287)</b>	<b>\$ (66,636)</b>	<b>\$ (137,342)</b>
<b>Balance at December 31, 2016</b>	<b>335,356,450</b>	<b>\$ 746,542</b>	<b>\$ 33,861</b>	<b>\$ (832,951)</b>	<b>\$ (68,213)</b>	<b>\$ (120,761)</b>
Shares issued (see Note 11)	40,809,502	35,682	—	—	—	35,682
Shares issued under options	23,750	16	(6)	—	—	10
Options granted net of forfeitures	—	—	822	—	—	822
Deferred share units granted	—	—	178	—	—	178
Performance and restricted share units granted	—	—	53	—	—	53
Share issue costs	—	(1,979)	—	—	—	(1,979)
Net income/(loss)	—	—	—	14,053	(622)	13,431
<b>Balance at June 30, 2017</b>	<b>376,189,702</b>	<b>\$ 780,261</b>	<b>\$ 34,908</b>	<b>\$ (818,898)</b>	<b>\$ (68,835)</b>	<b>\$ (72,564)</b>

The accompanying notes are an integral part of the condensed interim consolidated financial statements.

## GOLDEN STAR RESOURCES LTD.

### NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2017 and 2016

(All currency amounts in tables are in thousands of U.S. dollars unless noted otherwise)  
(unaudited)

#### 1. NATURE OF OPERATIONS

Golden Star Resources Ltd. ("Golden Star" or "the Company" or "we" or "our") is a Canadian federally-incorporated, international gold mining and exploration company headquartered in Toronto, Canada. The Company's shares are listed on the Toronto Stock Exchange (the "TSX") under the symbol GSC, the NYSE American (formerly NYSE MKT) under the symbol GSS and the Ghana Stock Exchange under the symbol GSR. The Company's registered office is located at 150 King Street West, Sun Life Financial Tower, Suite 1200, Toronto, Ontario, M5H 1J9, Canada.

Through a 90% owned subsidiary, Golden Star (Wassa) Limited, we own and operate the Wassa open-pit gold mine, the Wassa underground mine and a carbon-in-leach ("CIL") processing plant (collectively, "Wassa"), located northeast of the town of Tarkwa, Ghana. Through our 90% owned subsidiary Golden Star (Bogoso/Prestea) Limited, the Company owns and operates the Bogoso gold mining and processing operations ("Bogoso"), the Prestea open-pit mining operations and the Prestea underground development project located near the town of Prestea, Ghana. We hold interests in several gold exploration projects in Ghana and in South America we hold and manage exploration properties in Brazil.

#### 2. BASIS OF PRESENTATION

##### Statement of compliance

These unaudited condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") including International Accounting Standards ("IAS") 34 Interim financial reporting. These condensed interim consolidated financial statements should be read in conjunction with the Company's annual consolidated financial statements for the year ended December 31, 2016, which have been prepared in accordance with IFRS as issued by the IASB. The accounting policies and methods of application adopted are consistent with those disclosed in Note 3 of the Company's consolidated financial statements for the year ended December 31, 2016, except for the changes in accounting policies as described below.

These condensed interim consolidated financial statements were approved by the Audit Committee of the Company on August 1, 2017.

##### Basis of presentation

These condensed interim consolidated financial statements include the accounts of the Company and its subsidiaries, whether owned directly or indirectly. The financial statements of the subsidiaries are prepared for the same period as the Company using consistent accounting policies for all periods presented. All inter-company balances and transactions have been eliminated. Subsidiaries are entities controlled by the Company. Non-controlling interests in the net assets of consolidated subsidiaries are a separate component of the Company's equity.

These condensed interim consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and discharge of all liabilities in the normal course of business.

The condensed interim consolidated financial statements have been prepared on a historical cost basis, except for derivative financial instruments which are measured at fair value through profit or loss.

#### 3. CHANGES IN ACCOUNTING POLICIES

The Company has adopted the following new and revised standards, effective January 1, 2017. These changes were made in accordance with the applicable transitional provisions.

*IAS 7 Statement of cash flows - Disclosures related to financing activities* was amended to require disclosures about changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes. As a result of the adoption of IAS 7, the Company has included additional disclosure on non-cash changes of debt amounts in Note 20.

*IAS 12 Income taxes - Deferred tax* was amended to clarify (i) the requirements for recognizing deferred tax assets on unrealized losses; (ii) deferred tax where an asset is measured at a fair value below the asset's tax base, and (iii) certain other aspects of

accounting for deferred tax assets. The adoption of this amendment did not result in any impact to the Company's financial statements.

#### Standards, interpretations and amendments not yet effective

IFRS 9 *Financial Instruments* was issued in July 2014 and includes (i) a third measurement category for financial assets - fair value through other comprehensive income; (ii) a single, forward-looking "expected loss" impairment model; and (iii) a mandatory effective date of annual periods beginning on or after January 1, 2018. The Company is still assessing the impact of this standard.

IFRS 15 *Revenue from Contracts with Customers* was amended to clarify how to (i) identify a performance obligation in a contract; (ii) determine whether a company is a principal or an agent; and (iii) determine whether the revenue from granting a license should be recognized at a point in time or over time. In addition to the clarifications, the amendments include two additional reliefs to reduce cost and complexity for a company when it first applies the new standard. The amendments have the same effective date as the standard, which is January 1, 2018. The Company is still assessing the impact of this standard.

IFRS 2 *Share-based payments* was amended to address (i) certain issues related to the accounting for cash settled awards, and (ii) the accounting for equity settled awards that include a "net settlement" feature in respect of employee withholding taxes effective for years beginning on or after January 1, 2018. The Company is still assessing the impact of this standard.

IFRS 16 *Leases* specifies how an IFRS reporter will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17. IFRS 16 was issued in January 2016 and applies to annual reporting periods beginning on or after January 1, 2019. The Company is still assessing the impact of this standard.

IFRIC 23 *Uncertainty over income tax treatments* clarifies how the recognition and measurement requirements of IAS 12, *Income Taxes*, are applied where there is uncertainty over income tax treatments effective for years beginning on or after January 1, 2019. The Company is still assessing the impact of this standard.

## 4. FINANCIAL INSTRUMENTS

The following tables illustrate the classification of the Company's recurring fair value measurements for financial instruments within the fair value hierarchy and their carrying values and fair values as at June 30, 2017 and December 31, 2016 :

	Level	June 30, 2017		December 31, 2016	
		Carrying value	Fair value	Carrying value	Fair value
<b>Financial Liabilities</b>					
Fair value through profit or loss					
5% Convertible Debentures	3	\$ —	\$ —	\$ 13,294	\$ 13,294
Warrants	2	2,174	2,174	2,729	2,729
7% Convertible Debentures embedded derivative	3	5,891	5,891	15,127	15,127

There were no non-recurring fair value measurements of financial instruments as at June 30, 2017 .

The three levels of the fair value hierarchy are:

Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 - Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 - Inputs that are not based on observable market data.

The Company's policy is to recognize transfers into and transfers out of the fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer. During the six months ended June 30, 2017 , there were no transfers between the levels of the fair value hierarchy.

(Gain)/loss on fair value of financial instruments in the Statement of Operations includes the following components:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Loss on fair value of 5% Convertible Debentures	\$ 134	\$ 15,677	\$ 317	\$ 15,166
Gain on repurchase of 5% Convertible Debentures	—	(454)	—	(454)
(Gain)/loss on fair value of warrants	(1,005)	853	(555)	1,984
Gain on fair value of 7% Convertible Debentures embedded derivative	(4,036)	—	(7,167)	—
Unrealized loss on non-hedge derivative contracts	—	1,475	—	2,729
Loss on settled derivative contracts	—	520	—	853
	<u>\$ (4,907)</u>	<u>\$ 18,071</u>	<u>\$ (7,405)</u>	<u>\$ 20,278</u>

The valuation techniques that are used to measure fair value are as follows:

*5% Convertible Debentures*

On May 26, 2017, \$13.6 million principal and \$0.3 million interest was paid in full settlement of the 5% Convertible Debentures.

The debt component of the 5% Convertible Debentures was valued based on discounted cash flows and the conversion feature is valued based on a Black-Scholes model. The risk free interest rate used in the fair value computation was the interest rate on US treasury bills with maturity similar to the remaining life of the 5% Convertible Debentures. The discount rate used was determined by adding our risk premium to the risk free interest rate. A market-based volatility rate was applied to the fair value computation.

The following table presents the changes in the 5% Convertible Debentures for the six months ended June 30, 2017 :

	Fair value
<b>Balance, December 31, 2016</b>	\$ 13,294
Repayment	(13,611)
Loss in the period included in earnings	317
<b>Balance, June 30, 2017</b>	<u>\$ —</u>

*Warrants*

As part of the term loan transaction with Royal Gold, Inc. ("RGI"), 5,000,000 warrants to purchase Golden Star shares were issued to RGI. The warrants have a \$0.27 exercise price and expire on July 28, 2019, being the fourth year anniversary of the date of issuance. These instruments are fair valued based on a Black-Scholes model with the following inputs on June 30, 2017 and December 31, 2016 :

	June 30, 2017	December 31, 2016
<b>Warrants</b>		
Risk-free interest rate	1.1%	0.8%
Expected volatility	76.5%	82.6%
Remaining life (years)	2.1	2.6

The following table presents the fair value changes in the warrants for the six months ended June 30, 2017 :

	Fair value
<b>Balance, December 31, 2016</b>	\$ 2,729
Gain in the period included in earnings	(555)
<b>Balance, June 30, 2017</b>	<u>\$ 2,174</u>

### 7% Convertible Debentures embedded derivative

The debt component of the 7% Convertible Debentures is recorded at amortized cost using the effective interest rate method, and the conversion feature is classified as an embedded derivative measured at fair value through profit or loss.

The embedded derivative was valued at June 30, 2017 and December 31, 2016 using a convertible note valuation model. The significant inputs used in the convertible note valuation are as follows:

	June 30, 2017	December 31, 2016
<b>Embedded derivative</b>		
Risk-free interest rate	2.3%	1.7%
Risk premium	9.2%	12.9%
Borrowing costs	15.0%	10.0%
Expected volatility	45.0%	45.0%
Remaining life (years)	4.1	4.6

The following table presents the changes in the 7% Convertible Debentures embedded derivative for the six months ended June 30, 2017 :

	Fair value
<b>Balance, December 31, 2016</b>	\$ 15,127
Gain on conversions	(2,069)
Gain in the period included in earnings	(7,167)
<b>Balance, June 30, 2017</b>	<u>\$ 5,891</u>

If the risk premium increases by 5%, the fair value of the 7% Convertible Debentures embedded derivative would decrease and the related gain in the Statement of Operations would increase by \$0.1 million at June 30, 2017 .

## 5 . INVENTORIES

Inventories include the following components:

	As of June 30, 2017	As of December 31, 2016
Stockpiled ore	\$ 21,688	\$ 23,833
In-process ore	3,739	5,008
Materials and supplies	18,887	14,824
Finished goods	796	716
<b>Total</b>	<u>\$ 45,110</u>	<u>\$ 44,381</u>

The cost of inventories expensed for the six months ended June 30, 2017 and 2016 was \$98.8 million and \$78.2 million , respectively.

\$1.3 million and \$2.9 million of net realizable value adjustments were recorded for stockpiled ore in the three and six months ended June 30, 2017 , respectively (three and six months ended June 30, 2016 - \$nil).

## 6. MINING INTERESTS

The following table shows the breakdown of the cost, accumulated depreciation and net book value of plant and equipment, mining properties and construction in progress:

	Plant and equipment	Mining properties	Construction in progress	Total
<b>Cost</b>				
<b>As of December 31, 2016</b>	\$ 461,438	\$ 746,657	\$ 131,409	\$ 1,339,504
Additions	145	392	32,238	32,775
Transfers	17,286	35,401	(52,687)	—
Capitalized interest	—	—	2,235	2,235
Change in rehabilitation provision estimate	—	1,477	—	1,477
Disposals and other	(6,930)	—	(390)	(7,320)
<b>As of June 30, 2017</b>	<u>\$ 471,939</u>	<u>\$ 783,927</u>	<u>\$ 112,805</u>	<u>\$ 1,368,671</u>
<b>Accumulated depreciation</b>				
<b>As of December 31, 2016</b>	\$ 431,698	\$ 692,789	\$ —	\$ 1,124,487
Depreciation and amortization	6,277	11,295	—	17,572
Disposals and other	(6,677)	—	—	(6,677)
<b>As of June 30, 2017</b>	<u>\$ 431,298</u>	<u>\$ 704,084</u>	<u>\$ —</u>	<u>\$ 1,135,382</u>
<b>Carrying amount</b>				
<b>As of December 31, 2016</b>	\$ 29,740	\$ 53,868	\$ 131,409	\$ 215,017
<b>As of June 30, 2017</b>	<u>\$ 40,641</u>	<u>\$ 79,843</u>	<u>\$ 112,805</u>	<u>\$ 233,289</u>

As at June 30, 2017, equipment under finance leases had net carrying amounts of \$0.8 million. The total minimum lease payments are disclosed in Note 10 - Debt.

No depreciation is charged to construction in progress assets. For the six months ended June 30, 2017, the general capitalization rate for borrowing costs was 7%.

## 7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities include the following components:

	As of June 30, 2017	As of December 31, 2016
Trade and other payables	\$ 45,000	\$ 48,591
Accrued liabilities	33,069	35,998
Payroll related liabilities	8,173	8,311
<b>Total</b>	<u>\$ 86,242</u>	<u>\$ 92,900</u>

## 8. REHABILITATION PROVISIONS

At June 30, 2017, the total undiscounted amount of future cash needs for rehabilitation was estimated to be \$83.4 million. A discount rate assumption of 2% and an inflation rate assumption of 2% were used to value the rehabilitation provisions. The changes in the carrying amount of the rehabilitation provisions are as follows:

	Six Months Ended June 30, 2017	Year Ended December 31, 2016
<b>Beginning balance</b>	\$ 77,382	\$ 79,685
Accretion of rehabilitation provisions	622	1,368
Changes in estimates	1,477	1,856
Cost of reclamation work performed	(2,994)	(5,527)
<b>Balance at the end of the period</b>	<u>\$ 76,487</u>	<u>\$ 77,382</u>
Current portion	\$ 4,828	\$ 5,515
Long term portion	71,659	71,867
<b>Total</b>	<u>\$ 76,487</u>	<u>\$ 77,382</u>

## 9. DEFERRED REVENUE

During the six months ended June 30, 2017, the Company sold 11,010 ounces of gold to RGLD Gold AG ("RGLD"). Revenue recognized on the ounces sold to RGLD during the six months ended June 30, 2017 consisted of \$2.7 million of cash payment proceeds and \$6.4 million of deferred revenue recognized in the period (see Note 15). The Company has delivered a total of 41,375 ounces of gold to RGLD since the inception of the Streaming Agreement.

	Six Months Ended June 30, 2017	Year Ended December 31, 2016
<b>Beginning balance</b>	\$ 114,112	\$ 65,379
Deposits received	10,000	60,000
Deferred revenue recognized	(6,385)	(11,267)
<b>Balance at the end of the period</b>	<u>\$ 117,727</u>	<u>\$ 114,112</u>
Current portion	\$ 17,828	\$ 19,234
Long term portion	99,899	94,878
<b>Total</b>	<u>\$ 117,727</u>	<u>\$ 114,112</u>

## 10 . DEBT

The following table displays the components of our current and long term debt instruments:

	As of June 30, 2017	As of December 31, 2016
<b>Current debt:</b>		
Equipment financing credit facility	\$ 192	\$ 931
Finance leases	698	1,153
Ecobank Loan III	1,111	—
5% Convertible Debentures at fair value (see Note 4)	—	13,294
Vendor agreement	6,133	—
<b>Total current debt</b>	<b>\$ 8,134</b>	<b>\$ 15,378</b>
<b>Long term debt:</b>		
Equipment financing credit facility	\$ 96	\$ 188
Finance leases	731	806
Ecobank Loan III	8,398	—
7% Convertible Debentures	41,557	47,617
Royal Gold loan	18,655	18,496
Vendor agreement	16,571	22,338
<b>Total long term debt</b>	<b>\$ 86,008</b>	<b>\$ 89,445</b>
<b>Current portion</b>	<b>\$ 8,134</b>	<b>\$ 15,378</b>
<b>Long term portion</b>	<b>86,008</b>	<b>89,445</b>
<b>Total</b>	<b>\$ 94,142</b>	<b>\$ 104,823</b>

### 5% Convertible Debentures

On May 26, 2017, \$13.6 million principal and \$0.3 million interest was paid in full settlement of the 5% Convertible Debentures.

### 7% Convertible Debentures

A total of 9,445,552 shares were issued on conversion of \$8.5 million principal amount of 7% Convertible Debentures during the first quarter of 2017. The Company recorded a net loss on conversions of \$0.2 million. The Company also made make-whole interest payments of \$1.4 million as a result of the conversions. There were no conversions during the second quarter of 2017. As at June 30, 2017, \$51.5 million principal amount of 7% Convertible Debentures remains outstanding.

The changes in the carrying amount of the 7% Convertible Debentures are as follows:

	Six Months Ended June 30, 2017	Year Ended December 31, 2016
<b>Beginning balance</b>	<b>\$ 47,617</b>	<b>\$ —</b>
Principal value of debt issued	—	65,000
Embedded derivative fair value at debt issuance	—	(12,259)
Transaction costs	—	(2,271)
Conversions	(6,947)	(3,708)
Accretion of debt	887	855
<b>Balance at the end of the period</b>	<b>\$ 41,557</b>	<b>\$ 47,617</b>

### Ecobank Loan III

On February 22, 2017, the Company through its subsidiary Golden Star (Wassa) Limited closed a \$25 million secured Medium Term Loan Facility ("Ecobank Loan III") with Ecobank Ghana Limited. This \$25 million loan has a term of 60 months from the date of initial drawdown and is secured by, among other things, Wassa's existing plant, and certain machinery and equipment. The interest rate on the loan is three month LIBOR plus 8%, per annum, payable monthly in arrears beginning a month following the

initial drawdown. Repayment of principal commences six months following the initial drawdown and is thereafter payable quarterly in arrears. The Company has twelve months to drawdown the loan.

During the three months ended June 30, 2017, the Company drew down \$10.0 million on Ecobank Loan III.

Schedule of payments on outstanding debt as of June 30, 2017 :

	Six months ending December 31, 2017	Year ending December 31, 2018	Year ending December 31, 2019	Year ending December 31, 2020	Year ending December 31, 2021	Year ending December 31, 2022	Maturity
<b>Equipment financing loans</b>							
Principal	\$ 100	\$ 188	\$ —	\$ —	\$ —	\$ —	2017 to 2018
Interest	13	4	—	—	—	—	
<b>Finance leases</b>							
Principal	623	806	—	—	—	—	2018
Interest	40	24	—	—	—	—	
<b>Ecobank Loan III</b>							
Principal	—	2,222	2,222	2,222	2,500	834	2022
Interest	455	831	629	429	245	56	
<b>7% Convertible Debentures</b>							
Principal	—	—	—	—	51,498	—	August 15, 2021
Interest	1,802	3,605	3,605	3,605	3,605	—	
<b>Royal Gold loan</b>							
Principal <sup>1</sup>	—	—	20,000	—	—	—	2019
Interest <sup>2</sup>	750	1,500	875	—	—	—	
<b>Vendor agreement</b>							
Principal	—	12,266	12,266	—	—	—	
Interest	920	1,418	498	—	—	—	
<b>Total principal</b>	<u>\$ 723</u>	<u>\$ 15,482</u>	<u>\$ 34,488</u>	<u>\$ 2,222</u>	<u>\$ 53,998</u>	<u>\$ 834</u>	
<b>Total interest</b>	<u>3,980</u>	<u>7,382</u>	<u>5,607</u>	<u>4,034</u>	<u>3,850</u>	<u>56</u>	
	<u>\$ 4,703</u>	<u>\$ 22,864</u>	<u>\$ 40,095</u>	<u>\$ 6,256</u>	<u>\$ 57,848</u>	<u>\$ 890</u>	

<sup>1</sup> Beginning with the three months ending June 30, 2017, the excess cash flow provision of the Royal Gold loan comes into effect. The excess cash flow provision as defined in the Royal Gold loan agreement requires the Company to make mandatory repayments of 25% of excess cash flow for the remainder of 2017 and mandatory repayments of 50% excess cash flow beginning 2018 until maturity. As excess cash flow is dependent upon factors beyond the Company's control such as gold price, no excess cash flow repayments have been considered. The schedule of payments shows the total principal amount outstanding settled at maturity.

<sup>2</sup> Interest payments on the Royal Gold loan are based on the average daily London Bullion Market Association ("LBMA") gold price multiplied by 62.5% divided by 10,000 to a maximum interest rate of 11.5% per annum. The estimated interest payments are calculated based on \$1,200 per ounce LBMA gold price.

## 11 . SHARE CAPITAL

		Number of Common Shares	Share Capital
<b>Balance at December 31, 2016</b>		<b>335,356,450</b>	<b>\$ 746,542</b>
Bought deal	a	31,363,950	26,203
Conversion of 7% Convertible Debentures	b	9,445,552	9,479
Shares issued under options		23,750	16
Share issue costs		—	(1,979)
<b>Balance at June 30, 2017</b>		<b>376,189,702</b>	<b>\$ 780,261</b>

- a. On February 7, 2017, the Company closed a bought deal offering of 31,363,950 common shares, which includes shares issued upon full exercise of the over-allotment option, at a price of C\$1.10 per share, for net proceeds to the Company of \$24.5 million.
- b. During the six months ended June 30, 2017, a total of 9,445,552 common shares were issued on conversion of \$8.5 million principal amount of 7% Convertible Debentures. The Company recorded a \$9.5 million increase in equity offset by capitalized share issue costs of \$0.3 million, resulting in a net equity increase of \$9.2 million. The Company recorded a net loss on conversions of \$0.2 million.

## 12 . COMMITMENTS AND CONTINGENCIES

The Company has capital commitments of \$15.2 million, all of which are expected to be incurred within the next six months.

Due to the nature of the Company's operations, various legal matters arise in the ordinary course of business. The Company accrues for such items when a liability is both probable and the amount can be reasonably estimated. In the opinion of management, these matters will not have a material effect on the Condensed Interim Consolidated Financial Statements of the Company.

## 13 . SHARE-BASED COMPENSATION

Non-cash employee compensation expenses recognized in general and administrative expense in the Statements of Operations and Comprehensive Income are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Share options	\$ 219	\$ 169	\$ 822	\$ 475
Deferred share units	83	88	178	217
Share appreciation rights	(297)	135	19	349
Performance share units	(1,278)	5,004	2,423	8,699
	<u>\$ (1,273)</u>	<u>\$ 5,396</u>	<u>\$ 3,442</u>	<u>\$ 9,740</u>

### Share options

The fair value of option grants is estimated at the grant dates using the Black-Scholes option-pricing model. Fair values of options granted during the six months ended June 30, 2017 and 2016 were based on the weighted average assumptions noted in the following table:

	Six Months Ended June 30,	
	2017	2016
Expected volatility	73.70%	71.96%
Risk-free interest rate	1.86%	1.32%
Expected lives	5.99 years	5.02 years
Dividend yield	0%	0%

The weighted average fair value per option granted during the six months ended June 30, 2017 was \$0.84 ( six months ended June 30, 2016 - \$0.35 ). As at June 30, 2017, there was \$0.9 million of share-based compensation expense ( June 30, 2016 - \$0.5 million )

relating to the Company's share options to be recorded in future periods. For the six months ended June 30, 2017, the Company recognized an expense of \$0.8 million ( six months ended June 30, 2016 - \$0.5 million ).

A summary of option activity under the Company's Fourth Amended and Restated 1997 Stock Option Plan during the six months ended June 30, 2017 are as follows:

	Options (*000)	Weighted- Average Exercise price (\$CAD)	Weighted- Average Remaining Contractual Term (Years)
<b>Outstanding as of December 31, 2016</b>	16,119	1.29	5.9
Granted	2,352	1.28	9.7
Exercised	(24)	0.55	7.8
Forfeited	(626)	2.20	2.4
Expired	(1,064)	2.03	—
<b>Outstanding as of June 30, 2017</b>	<u>16,757</u>	<u>1.21</u>	<u>6.3</u>
Exercisable as of December 31, 2016	11,738	1.55	4.8
Exercisable as of June 30, 2017	12,882	1.30	5.6

#### Deferred share units ("DSUs")

For the six months ended June 30, 2017, the DSUs that were granted vested immediately and a compensation expense of \$0.2 million was recognized for these grants ( six months ended June 30, 2016 - \$0.2 million ). As of June 30, 2017, there was no unrecognized compensation expense related to DSUs granted under the Company's DSU Plan.

A summary of DSU activity during the six months ended June 30, 2017 and 2016 :

	Six Months Ended June 30,	
	2017	2016
Number of DSUs, beginning of period ('000)	5,734	4,496
Grants	209	906
Exercises	—	(40)
Number of DSUs, end of period ('000)	<u>5,943</u>	<u>5,362</u>

#### Share appreciation rights ("SARs")

As of June 30, 2017, there was approximately \$0.8 million of total unrecognized compensation cost related to unvested SARs ( June 30, 2016 - \$0.4 million ). For the six months ended June 30, 2017, the Company recognized an expense of \$0.02 million related to these cash settled awards ( six months ended June 30, 2016 - \$0.3 million ).

A summary of the SARs activity during the six months ended June 30, 2017 and 2016 :

	Six Months Ended June 30,	
	2017	2016
Number of SARs, beginning of period ('000)	2,687	2,934
Grants	1,460	1,470
Exercises	(158)	—
Forfeited	(270)	(170)
Number of SARs, end of period ('000)	<u>3,719</u>	<u>4,234</u>

#### Performance share units ("PSUs")

For the six months ended June 30, 2017, the Company recognized an expense of \$2.4 million related to PSU's ( six months ended June 30, 2016 - \$8.7 million ). As at June 30, 2017, the long term PSU liability is \$3.9 million, recognized on the Balance Sheet as Other Long Term Liability and the current portion of \$8.6 million is recognized on the Balance Sheet as Other Liability.

A summary of the PSU activity during the six months ended June 30, 2017 and 2016 :

	Six Months Ended June 30,	
	2017	2016
Number of PSUs, beginning of period ('000)	15,480	9,618
Grants	—	6,058
Redeemed	(1,876)	—
Forfeited	—	(196)
Number of PSUs, end of period ('000)	<u>13,604</u>	<u>15,480</u>

#### 2017 Performance and restricted share units ("PRSUs")

On May 4, 2017, the Company adopted a 2017 performance and restricted share unit plan (the "2017 PRSU Plan"). Pursuant to the 2017 PRSU Plan, performance share units ("2017 PSUs") and restricted share units ("2017 RSUs" and, together with the 2017 PSUs, the "Share Units") may be issued to any employee or officer of the Corporation or its designated affiliates. Share Units may be redeemed for: (i) common shares issued from treasury; (ii) common shares purchased in the secondary market; (iii) a cash payment; or (iv) a combination of (i), (ii) and (iii). On March 21, 2017, the Company issued 1,694,491 Share Units.

Each PRSU represents one notional common share that is redeemed for common shares or common shares plus cash subject to the consent of the Company based on the value of a common share at the end of the three year performance period, to the extent performance and vesting criteria have been met. The PRSUs vest at the end of a three year performance period based on the Company's total shareholder return relative to a performance peer group of gold companies as listed in the 2017 PRSU Plan. The award is determined by multiplying the number of units by the performance adjustment factor, which range from 0% to 200%. The performance adjustment factor is determined by comparing the Company's share price performance to the share price performance of a peer group of companies. As the Company is required to settle these awards in common shares or common shares plus cash subject to the consent of the Company, they are accounted for as equity awards with corresponding compensation expense recognized. For the six months ended June 30, 2017, the Company recognized an expense of \$0.1 million.

#### 14 . INCOME/(LOSS) PER COMMON SHARE

The following table provides reconciliation between basic and diluted income/(loss) per common share:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Net income/(loss) attributable to Golden Star shareholders	\$ 13,883	\$ (22,034)	\$ 14,053	\$ (19,983)
Adjustments:				
Interest expense on 7% Convertible Debentures	899	—	1,840	—
Amortization of 7% Convertible Debentures discount	451	—	888	—
Gain on fair value of 7% Convertible Debentures embedded derivative	(4,036)	—	(7,167)	—
Gain on fair value of warrants	(1,005)	—	(555)	—
Diluted income/(loss)	<u>\$ 10,192</u>	<u>\$ (22,034)</u>	<u>\$ 9,059</u>	<u>\$ (19,983)</u>
Weighted average number of basic shares (millions)	376.2	273.1	367.7	259.9
Dilutive securities:				
Options	2.4	—	2.8	—
Warrants	3.1	—	3.3	—
Deferred stock units	5.9	—	5.9	—
Convertible Debentures	57.2	—	59.3	—
Weighted average number of diluted shares (millions)	<u>444.8</u>	<u>273.1</u>	<u>439.0</u>	<u>259.9</u>
Income/(loss) per share attributable to Golden Star shareholders:				
Basic	\$ 0.04	\$ (0.08)	\$ 0.04	\$ (0.08)
Diluted	\$ 0.02	\$ (0.08)	\$ 0.03	\$ (0.08)

## 15 . REVENUE

Revenue includes the following components:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Revenue - Streaming Agreement				
Cash payment proceeds	\$ 1,338	\$ 1,107	\$ 2,715	\$ 2,121
Deferred revenue recognized	3,096	2,831	6,385	5,606
	4,434	3,938	9,100	7,727
Revenue - Spot sales	72,901	47,519	136,780	104,797
Total revenue	<u>\$ 77,335</u>	<u>\$ 51,457</u>	<u>\$ 145,880</u>	<u>\$ 112,524</u>

## 16 . COST OF SALES EXCLUDING DEPRECIATION AND AMORTIZATION

Cost of sales excluding depreciation and amortization include the following components:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Mine operating expenses	\$ 49,268	\$ 41,945	\$ 94,321	\$ 83,392
Severance charges	—	—	954	(71)
Operating costs from/(to) metal inventory	388	(1,670)	1,759	(5,148)
Inventory net realizable value adjustment	1,299	—	1,804	—
Royalties	4,218	2,681	7,741	5,841
	<u>\$ 55,173</u>	<u>\$ 42,956</u>	<u>\$ 106,579</u>	<u>\$ 84,014</u>

## 17 . FINANCE EXPENSE, NET

Finance income and expense includes the following components:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Interest income	\$ (23)	\$ (5)	\$ (57)	\$ (10)
Interest expense, net of capitalized interest (see Note 6)	1,437	2,348	3,667	4,355
Net foreign exchange loss/(gain)	629	45	(530)	(193)
Accretion of rehabilitation provision	311	342	622	684
Conversion make-whole payment	—	—	1,445	—
	<u>\$ 2,354</u>	<u>\$ 2,730</u>	<u>\$ 5,147</u>	<u>\$ 4,836</u>

## 18 . RELATED PARTY TRANSACTIONS

There were no material related party transactions for the six months ended June 30, 2017 and 2016 other than the items disclosed below.

### Key management personnel

Key management personnel is defined as members of the Board of Directors and certain senior officers. Compensation of key management personnel are as follows, with such compensation made on terms equivalent to those prevailing in an arm's length transaction:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Salaries, wages, and other benefits	\$ 581	\$ 618	\$ 1,367	\$ 1,189
Bonuses	328	285	656	531
Share-based compensation	(830)	4,039	616	7,030
	<u>\$ 79</u>	<u>\$ 4,942</u>	<u>\$ 2,639</u>	<u>\$ 8,750</u>

## 19 . OPERATIONS BY SEGMENT AND GEOGRAPHIC AREA

The Company has reportable segments as identified by the individual mining operations. Segments are operations reviewed by the executive management. Each segment is identified based on quantitative and qualitative factors.

Three Months Ended June 30,	Wassa	Bogoso/Prestea	Other	Corporate	Total
<b>2017</b>					
Revenue	\$ 38,942	\$ 38,393	\$ —	\$ —	\$ 77,335
Mine operating expenses	28,408	20,860	—	—	49,268
Operating costs from/(to) metal inventory	2,948	(2,560)	—	—	388
Inventory net realizable value adjustment	1,299	—	—	—	1,299
Royalties	2,024	2,194	—	—	4,218
Cost of sales excluding depreciation and amortization	34,679	20,494	—	—	55,173
Depreciation and amortization	4,827	4,066	—	—	8,893
Mine operating (loss)/margin	(564)	13,833	—	—	13,269
Net (loss)/income attributable to non-controlling interest	(263)	61	—	—	(202)
Net (loss)/income attributable to Golden Star	\$ (1,051)	\$ 12,911	\$ 219	\$ 1,804	\$ 13,883
Capital expenditures	\$ 3,611	\$ 14,696	\$ —	\$ —	\$ 18,307
<b>2016</b>					
Revenue	\$ 25,649	\$ 25,808	\$ —	\$ —	\$ 51,457
Mine operating expenses	23,291	18,654	—	—	41,945
Operating costs (to)/from metal inventory	(2,733)	1,063	—	—	(1,670)
Royalties	1,361	1,320	—	—	2,681
Cost of sales excluding depreciation and amortization	21,919	21,037	—	—	42,956
Depreciation and amortization	3,149	987	—	—	4,136
Mine operating margin	581	3,784	—	—	4,365
Net loss attributable to non-controlling interest	(199)	(603)	—	—	(802)
Net income/(loss) attributable to Golden Star	\$ 287	\$ 5,639	\$ (1,871)	\$ (26,089)	\$ (22,034)
Capital expenditures	\$ 13,413	\$ 9,594	\$ —	\$ —	\$ 23,007

Six Months Ended June 30,	Wassa	Prestea	Other	Corporate	Total
<b>2017</b>					
Revenue	\$ 76,192	\$ 69,688	\$ —	\$ —	\$ 145,880
Mine operating expenses	56,633	37,688	—	—	94,321
Severance charges	954	—	—	—	954
Operating costs from/(to) metal inventory	4,430	(2,671)	—	—	1,759
Inventory net realizable value adjustment	1,804	—	—	—	1,804
Royalties	3,937	3,804	—	—	7,741
Cost of sales excluding depreciation and amortization	67,758	38,821	—	—	106,579
Depreciation and amortization	10,131	7,201	—	—	17,332
Mine operating (loss)/margin	(1,697)	23,666	—	—	21,969
Net loss attributable to non-controlling interest	(517)	(105)	—	—	(622)
Net (loss)/income attributable to Golden Star	\$ (1,888)	\$ 22,869	\$ (1,370)	\$ (5,558)	\$ 14,053
Capital expenditures	\$ 6,644	\$ 28,366	\$ —	\$ —	\$ 35,010
<b>2016</b>					
Revenue	\$ 61,598	\$ 50,926	\$ —	\$ —	\$ 112,524
Mine operating expenses	47,326	36,066	—	—	83,392
Severance charges	113	(184)	—	—	(71)
Operating costs to metal inventory	(4,968)	(180)	—	—	(5,148)
Royalties	3,225	2,616	—	—	5,841
Cost of sales excluding depreciation and amortization	45,696	38,318	—	—	84,014
Depreciation and amortization	7,428	2,504	—	—	9,932
Mine operating margin	8,474	10,104	—	—	18,578
Net income/(loss) attributable to non-controlling interest	454	(993)	—	—	(539)
Net income/(loss) attributable to Golden Star	\$ 6,878	\$ 11,683	\$ (3,950)	\$ (34,594)	\$ (19,983)
Capital expenditures	\$ 21,951	\$ 16,970	\$ —	\$ —	\$ 38,921

	Wassa	Prestea	Other	Corporate	Total
<b>June 30, 2017</b>					
Total assets	\$ 177,286	\$ 140,006	\$ 2,063	\$ 3,276	\$ 322,631
<b>December 31, 2016</b>					
Total assets	\$ 175,738	\$ 109,691	\$ 8,786	\$ 4,635	\$ 298,850

Currently, approximately 90% of our gold production is sold through a South African gold refinery. Except for the sales to RGLD as part of the Streaming Agreement, the refinery arranges for sale of the gold on the day it is shipped from the mine sites and we receive payment for gold sold two working days after the gold leaves the mine site. The global gold market is competitive with numerous banks and refineries willing to buy gold on short notice. Therefore, we believe that the loss of our current customer would not materially delay or disrupt revenue.

## 20 . SUPPLEMENTAL CASH FLOW INFORMATION

During the six months ended June 30, 2017 and 2016 , there was no payment of income taxes. The Company paid \$4.8 million of interest during the six months ended June 30, 2017 ( six months ended June 30, 2016 - \$4.2 million ).

Changes in working capital for the six months ended June 30, 2017 and 2016 are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
(Increase)/decrease in accounts receivable	\$ (2,270)	\$ (2,351)	\$ 870	\$ (1,703)
Increase in inventories	(542)	(2,553)	(2,303)	(6,204)
Decrease/(increase) in prepaids and other	185	1,942	(1,183)	876
(Decrease)/increase in accounts payable and accrued liabilities	(489)	74	(8,787)	(2,609)
Decrease in current portion of vendor agreement	—	(10,282)	—	(13,369)
<b>Total changes in working capital</b>	<b>\$ (3,116)</b>	<b>\$ (13,170)</b>	<b>\$ (11,403)</b>	<b>\$ (23,009)</b>

Other includes the following components:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Loss on disposal of assets	\$ —	\$ —	\$ 513	\$ —
Net realizable value adjustment on inventory	1,299	—	1,804	—
(Gain)/loss on fair value of warrants (see Note 4)	(1,005)	853	(555)	1,984
Loss/(gain) on fair value of marketable securities	62	(68)	(37)	(84)
Unrealized loss on non-hedge derivative contracts	—	1,475	—	2,729
Gain on repurchase of 5% Convertible Debentures (see Note 4)	—	(454)	—	(454)
Gain on deferral of payables	—	(2,682)	—	(2,682)
Accretion of vendor agreement	183	1,338	366	1,642
Accretion of rehabilitation provisions (see Note 8)	311	342	622	684
Amortization of financing fees	88	111	167	222
Amortization of 7% Convertible Debentures discount	451	—	888	—
Loss on conversion of 7% Convertible Debentures, net	—	—	165	—
	<b>\$ 1,389</b>	<b>\$ 915</b>	<b>\$ 3,933</b>	<b>\$ 4,041</b>

### *Non-cash changes of liabilities arising from financing activities*

During the six months ended June 30, 2017 , the non-cash changes relating to the changes in liabilities arising from financing activities were \$6.9 million relating to the conversion of the 7% Convertible Debentures, \$1.1 million accretion of debt and \$0.3 million fair value loss on the 5% Convertible Debentures.

**FORM 52 - 109F2**  
**CERTIFICATION OF INTERIM FILINGS**  
**FULL CERTIFICATE**

I, Samuel T. Coetzer, President and Chief Executive Officer of Golden Star Resources Ltd., certify the following:

1. **Review:** I have reviewed the interim financial report and interim MD&A (together, the “interim filings”) of Golden Star Resources Ltd. (the “issuer”) for the interim period ended June 30, 2017 .
2. **No misrepresentations:** Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings.
3. **Fair presentation:** Based on my knowledge, having exercised reasonable diligence, the interim financial report together with the other financial information included in the interim filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.
4. **Responsibility:** The issuer’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as those terms are defined in National Instrument 52-109 *Certification of Disclosure in Issuers’ Annual and Interim Filings* , for the issuer.
5. **Design:** Subject to the limitations, if any, described in paragraphs 5.2 and 5.3, the issuer’s other certifying officer and I have, as at the end of the period covered by the interim filings
  - A. designed DC&P, or caused it to be designed under our supervision, to provide reasonable assurance that
    - I. material information relating to the issuer is made known to us by others, particularly during the period in which the interim filings are being prepared; and
    - II. information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
  - B. designed ICFR, or caused it to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer’s GAAP.
- 5.1 **Control framework:** The control framework the issuer’s other certifying officer and I used to design the issuer’s ICFR is the Internal Control – Integrated Framework (COSO Framework) published by The Committee of Sponsoring Organizations of the Treadway Commission (2013).
- 5.2 **ICFR - material weakness relating to design:** N/A
- 5.3 **Limitation on scope of design:** N/A
6. **Reporting changes in ICFR:** The issuer has disclosed in its interim MD&A any change in the issuer’s ICFR that occurred during the period beginning on April 1, 2017 and ended on June 30, 2017 that has materially affected, or is reasonably likely to materially affect, the issuer’s ICFR.

Date: August 1, 2017

(signed) Samuel T. Coetzer

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Samuel T. Coetzer  
 President and Chief Executive Officer

**FORM 52 - 109F2**  
**CERTIFICATION OF INTERIM FILINGS**  
**FULL CERTIFICATE**

I, André van Niekerk, Executive Vice President and Chief Financial Officer of Golden Star Resources Ltd., certify the following:

1. **Review:** I have reviewed the interim financial report and interim MD&A (together, the “interim filings”) of Golden Star Resources Ltd. (the “issuer”) for the interim period ended June 30, 2017 .
2. **No misrepresentations:** Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings.
3. **Fair presentation:** Based on my knowledge, having exercised reasonable diligence, the interim financial report together with the other financial information included in the interim filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.
4. **Responsibility:** The issuer’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as those terms are defined in National Instrument 52-109 *Certification of Disclosure in Issuers’ Annual and Interim Filings* , for the issuer.
5. **Design:** Subject to the limitations, if any, described in paragraphs 5.2 and 5.3, the issuer’s other certifying officer and I have, as at the end of the period covered by the interim filings
  - A. designed DC&P, or caused it to be designed under our supervision, to provide reasonable assurance that
    - I. material information relating to the issuer is made known to us by others, particularly during the period in which the interim filings are being prepared; and
    - II. information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
  - B. designed ICFR, or caused it to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer’s GAAP.
- 5.1 **Control framework:** The control framework the issuer’s other certifying officer and I used to design the issuer’s ICFR is the Internal Control – Integrated Framework (COSO Framework) published by The Committee of Sponsoring Organizations of the Treadway Commission (2013).
- 5.2 **ICFR - material weakness relating to design:** N/A
- 5.3 **Limitation on scope of design:** N/A
6. **Reporting changes in ICFR:** The issuer has disclosed in its interim MD&A any change in the issuer’s ICFR that occurred during the period beginning on April 1, 2017 and ended on June 30, 2017 that has materially affected, or is reasonably likely to materially affect, the issuer’s ICFR.

Date: August 1, 2017

(signed) André van Niekerk

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André van Niekerk  
Executive Vice President and Chief Financial Officer