

**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 November 2021

Commission File Number 001-12284

GOLDEN STAR RESOURCES LTD.

(Translation of registrant's name into English)

**333 Bay Street
Suite 2400
Toronto, Ontario
M5H 2T6
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): _____

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and Form F-10 of the Registrant, as may be amended from time to time (File No. 333-234005), to the extent not superseded by documents or reports subsequently filed by us under the Securities Act of 1933 or the Securities Exchange Act of 1934, in each case as amended.

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: November 1, 2021

(signed) Paul Thomson

Paul Thomson
Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit	Description of Furnished Exhibit
99.1	<u>Management's Discussion and Analysis for the three months and nine months ended September 30, 2021</u>
99.2	<u>Condensed Interim Consolidated Financial Statements for the three and nine months ended September 30, 2021 and September 30, 2020</u>
99.3	<u>Form 52-109F2 of Interim Filing - CEO</u>
99.4	<u>Form 52-109F2 of Interim Filing - CFO</u>

GOLDEN STAR

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

Management's Discussion and Analysis

For the Three and Nine Months Ended September 30, 2021

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

This Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") provides information that management ("Management") of Golden Star Resources Ltd. and its subsidiaries ("Golden Star" or the "Company" or "we" or "our") believes is relevant to the assessment and understanding of the consolidated financial condition and results of operations of the Company. This MD&A should be read in conjunction with the Company's condensed interim consolidated financial statements and related notes for the three and nine months ended September 30, 2021 (the "Financial Statements"), which are prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS"). This MD&A includes information available to, and is dated, November 1, 2021. Unless noted otherwise, all currency amounts are stated in U.S. dollars and all financial 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 or grammatical variation thereof. Forward-looking information and statements in this MD&A include, but are not limited to, information or statements with respect to: gold production, cash operating costs, production and cost guidance; capital and exploration expenditure guidance; the ability to expand the Company and its production profile through the exploration and development of its existing mine; expected grade and mining rates for 2021; the sources of gold production at Wassa Underground for the remainder of 2021; estimated costs and timing of the development of new mineral deposits and sources of funding for such development; the use of proceeds from the Sales Agreement (as defined below); the receipt of any payment and timing of the Contingent Consideration, the Deferred Consideration and NSR (as defined below) royalty payments; statements related to the Transaction, including statements with respect to the anticipated date of the meeting of shareholders of Golden Star, the timing for and receipt of all required regulatory, court, stock exchange and shareholder approvals and approvals to complete the Transaction, the anticipated timing for completion of the Transaction, the closing of the Transaction; the processing of low-grade stockpiles at Wassa; Wassa production contribution from stockpiles and the processing grade thereof for the remainder of 2021; expectations regarding the sustainability of current gold prices; implementation of exploration programs at Wassa and the timing thereof; the acceleration of the growth and development of the resource base at Wassa; the investment in drilling and development in 2021 and the mining rates that result; Wassa down-dip intersections being drilled to a resolution sufficient to be included in the 2021 mineral resource update; commissioning process for the paste fill plant being completed in Q4 2021; the nature, scope and timing of in-mine exploration activities at Wassa; the follow up drilling in and around HBB and the completion of related geophysics surveys; the determination of mineralized trends through the Company's air core program; the ability to identify opportunities to further expand Golden Star's business; the ability to materially increase production at Wassa through development capital investments; the use of the non-hedge gold collar contracts; the delivery of a range of operational initiatives that improve the consistency of the operations and visibility of the longer-term potential of the operations; the life of mine; the timing for rehabilitation work and the expected discounted rehabilitation costs; the securing of adequate supply chains for key consumables and potential delays in the supply chain; the Company having sufficient cash available to support its operations and mandatory expenditures for the next 12 months; the continued commissioning process for the new paste plant; the introduction of second stopes planned for mining; the Company increasing exploration activities; planned exploration at Wassa and the timing and budget thereof; the ability to continue as a going concern; the effectiveness of internal controls; the potential impact of a disruption in Wassa's operations; the ability to generate strong margins and sufficient free cash flow, raise additional financing or establish refinancing options for the Company's current debt; duration and overall impact of the COVID-19 pandemic ("COVID-19") on the Company's operations and the ability to mitigate such impact; the availability of mineral reserves based on the accuracy of the Company's updated mineral reserve and resource models; planned drilling activities; the ability to convert mineral resources to mineral reserves through the planned infill drilling program; the potential to increase the Company's mineral resources outside of its existing mineral resources footprint; the anticipated impact of increased exploration on current mineral resources and mineral reserves; identification of acquisition and growth opportunities; relationships with local stakeholder communities; and the potential incurrence of further debt in the future.

In respect of the forward-looking statements and information concerning the anticipated completion of the proposed Transaction and the anticipated timing for completion of the proposed Transaction, Golden Star has provided them in reliance on certain assumptions and believes that they are reasonable at this time, including the assumptions as to the time required to prepare and mail shareholder meeting materials, including the required management information circular; the ability of the parties to receive, in a timely manner, the necessary regulatory, shareholder, court, stock exchange and relevant authority approvals; and the ability of the parties to satisfy, in a timely manner, the other conditions to the closing of the Transaction.

These dates may change for a number of reasons, including unforeseen delays in preparing meeting materials, inability to secure necessary approvals in the time assumed or the need for additional time to satisfy the other conditions to the completion of the Transaction. Accordingly, you should not place undue reliance on the forward-looking statements and information contained in this news release concerning these times.

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, 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), adverse results of tax audits, currency fluctuations, cost of inflation, the speculative nature of gold exploration, ore type, the global economic climate including as a result of the continuing impact of COVID-19, 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. Such risks, uncertainties and factors include, without limitation: risks associated with the Transaction and acquisitions generally; the definitive agreement in connection with the Transaction may be terminated in certain circumstances; there can be no certainty that all conditions precedent to the Transaction will be satisfied; Golden Star will incur costs even if the Transaction is not completed and may have to pay a termination fee or expense reimbursement if the Arrangement Agreement is terminated in certain circumstances; all necessary approvals may not be obtained; and uncertainty regarding the ability of the parties to complete and mail the management information circular to be prepared in connection with the Golden Star shareholder meeting and the ability to hold the Golden Star shareholder meeting within the time frame indicated. Additional risks, uncertainties and factors include, without limitation: 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; the risk of the Company having a single producing mine following the sale of Prestea, including the potential impact of any disruption in Wassa's operations to the Company's operating and financial results; 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 favorable terms or at all; mining plant or equipment breakdowns or failures; an inability to obtain supplies or services for operations or mine development from vendors and suppliers on reasonable terms, including pricing, or at all; public health pandemics such as COVID-19, including risks associated with reliance on suppliers, the cost, scheduling and timing of gold shipments, uncertainties relating to its ultimate spread, severity and duration, and related adverse effects on the global economy and financial markets; 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, 2020. 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, 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 serve to provide information about Management's current expectations and plans and to allow 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 S. Mitchel Wasel, Vice President Exploration of Golden Star, and Matthew Varvari, Vice President, Technical Services of Golden Star, each of whom is a Qualified Person pursuant to National Instrument 43-101 (“NI 43-101”). All mineral reserves and mineral resources were calculated in accordance with the standards of the Canadian Institute of Mining, Metallurgy and Petroleum (“CIM”) and the requirements of NI 43-101. All mineral resources are reported inclusive of mineral reserves and investors are reminded that 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 Wassa mineral property mentioned in this MD&A is included in the technical report titled “NI 43-101 Technical Report on the Wassa Gold Mine” effective date December 31, 2020, available at www.sedar.com.

The exploration results stated herein are based on the analysis of saw-split HQ/NQ diamond half core or a three kilogram single stage riffle split of a nominal 25 to 30 kilogram reverse circulation chip sample which has been sampled over nominal one meter intervals (adjusted where necessary for mineralized structures). Sample preparation and analyses have been carried out at Intertek Ghana Limited's laboratories in Tarkwa, Ghana, which is independent from Golden Star, using a 1,000 gram slurry of sample and tap water which is prepared and subjected to an accelerated cyanide leach (“LEACHWELL”). The sample is then rolled for 12 hours before being allowed to settle. An aliquot of solution is then taken, gold extracted into Di-iso Butyl Keytone (“DiBK”), and determined by flame Atomic Absorption Spectrophotometry (“AAS”). The detection limit is 0.01 ppm.

All analytical work is subject to a systematic and rigorous Quality Assurance-Quality Control (“QA-QC”) procedures. At least 5% of samples are certified standards and the accuracy of the analysis is confirmed to be acceptable from comparison of the recommended and actual "standards" results. The remaining half core is stored on site for future inspection and detailed logging, to provide valuable information on mineralogy, structure, alteration patterns and the controls on gold mineralization.

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”. Pursuant to 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 under SEC Industry Guide 7. Investors 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, investors 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, investors are cautioned not to assume that all or any part of measured mineral resources or indicated mineral resources will ever be upgraded into mineral reserves.

SEC Industry Guide 7, the existing disclosure standard for the SEC, is in the process of being replaced by new sub-part 1300 of Regulation S-K under the United States Securities Act of 1933, as amended, which is mandatory for most issuers subject to U.S. reporting standards for the first fiscal year beginning on or after January 1, 2021. None of the reserve or resource estimates presented in this MD&A have been prepared in accordance with the new SEC disclosure standards.

OVERVIEW OF GOLDEN STAR

Golden Star is an established, Africa-focused gold producer that holds a 90% interest in the Wassa gold mine (“Wassa”) through its 90% owned Ghanaian subsidiary, Golden Star (Wassa) Limited (“Golden Star (Wassa)”). The remaining 10% interest in Wassa is held by the Government of Ghana in accordance with applicable laws.

Development of the Wassa underground mine (“Wassa Underground”) commenced in July 2015 and commercial production was achieved on January 1, 2017. In January 2018, Wassa transitioned to an underground-only operation with low-grade surface stockpiles processed when economic to do so. Golden Star is focused on delivering strong margins and free cash flow from the Wassa mine.

Until September 30, 2020, the Company also held a 90% interest in Golden Star (Bogoso/Prestea) Limited (“GSBPL”) that owns and operates the Bogoso/Prestea property (“Prestea”), which contains the Prestea underground gold mine, the Prestea open pit gold mine and satellite pits including Prestea South and Mampon, the Bogoso/Prestea refractory deposits (which have been on care and maintenance since the third quarter of 2015) and the Bogoso/Prestea processing plants. Following the completion of the share sale transaction with Future Global Resources Limited (“FGR”) on September 30, 2020, GSBPL changed its name to FGR Bogoso Prestea Limited.

As a recipient of several industry awards on its environmental, social and governance programs, Golden Star is committed to leaving a positive and sustainable legacy in its areas of operation.

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 and Ghana, and with the SEC in the United States.

CORPORATE DEVELOPMENTS

Cash Repayment and Settlement of Convertible Debentures

On August 15, 2021, the principal balance of \$51.5 million and outstanding interest on the 7% convertible debentures (“Convertible Debentures”) were fully repaid and settled in cash. Concurrent with the cash repayment of the Convertible Debentures, the Company met the conditions precedent for the draw-down of the revolving credit facility (“RCF”) with Macquarie Bank Limited (“Macquarie”). With these conditions met, the Company drew down on the remaining \$29.2 million of available liquidity and as of September 30, 2021, the \$90 million RCF is fully drawn.

At-The-Market Equity Program

On October 28, 2020, the Company entered into an “at-the-market” sales agreement (the “Sales Agreement”) with BMO Capital Markets Corp. (“BMO”) relating to Golden Star common shares. In accordance with the terms of the Sales Agreement, the Company may distribute shares of common stock having a maximum aggregate sales price of up to \$50 million from time to time through BMO as agent for the distribution of shares or as principal. The proceeds from the Sales Agreement will be used for discretionary growth capital at Wassa, exploration, general corporate purposes and working capital. Through September 30, 2021, a total of 4,220,213 Golden Star common shares had been sold under the Sales Agreement, generating net proceeds of \$13.8 million, net of share issuance cost of \$0.5 million. The Company does not anticipate any further sale of the Company’s common stock from the Sales agreement which expires in November 2021.

Sale of Prestea

Deferred consideration

On September 30, 2020, the Company completed the sale of its 90% interest in Prestea to FGR pursuant to a share purchase agreement for the sale by Golden Star’s wholly owned subsidiary, Caystar Holdings (“Caystar”), and the purchase by FGR of all the issued and outstanding share capital of Bogoso Holdings (“Bogoso”), the holder of 90% of the shares of GSBPL (the “SPA”), for a consideration price (the “Total Consideration Price”) comprising a deferred consideration of \$34.3 million (the “Deferred Consideration”), which, prior to the amendments to the SPA as described below, was payable by FGR to Golden Star in the following tranches:

- \$5 million in cash to be paid on the earlier of: (i) the date at which FGR puts in place a new reclamation bond with the Environmental Protection Agency of Ghana (“EPA”) in relation to Prestea, and (ii) March 30, 2021;
- \$10 million in cash and the net working capital adjusted balancing payment (as described in the SPA) which amounts to approximately \$4.3 million to be paid on July 31, 2021; and
- \$15 million in cash to be paid on July 31, 2023.

SPA Amendments

On March 28, 2021, the Company and Caystar entered into an amendment agreement to the SPA with FGR and Blue International Holdings (“BIH”), the parent company of FGR, to reprofile the staged payments that form the Deferred Consideration (the “Staged Payments”) such that both the \$5 million originally due on March 30, 2021 and the \$10 million originally due on July 31, 2021 became payable on May 31, 2021.

On May 31, 2021, the Company, Caystar, FGR and BIH entered into a second amendment agreement to the SPA to further reprofile the Staged Payments to allow time for FGR to complete ongoing financing transactions and the environmental bonding process for Prestea. Pursuant to this second amendment to the SPA, the Deferred Consideration was to fall due as follows:

- the \$15 million payment that was due on May 31, 2021 must be paid by no later than July 16, 2021; and
- an amount of approximately \$4.6 million (comprised of the working capital balancing payment of approximately \$4.3 million and fees of approximately \$0.3 million for services provided by Caystar to FGR pursuant to a transition agreement dated September 30, 2020) must be paid by no later than July 31, 2021.

As of July 31, 2021, no Deferred Consideration had been received by Golden Star from FGR. Following discussions between the parties to the SPA, on September 30, 2021 the Company, Caystar Holdings, FGR and BIH agreed to reconfigure the terms for the sale and purchase of Prestea by inter alia substituting a net smelter return (“NSR”) royalty for the Deferred Consideration as per the following commercial terms:

- from October 1, 2020, NSR royalty payments in respect of gold produced from the Prestea underground mine will be paid at a rate of 1% of the net smelter returns once production exceeds 100,000 ounces of gold, and up to a total of 300,000 ounces of gold;
- once production from the Prestea underground mine exceeds 300,000 ounces of gold, the royalty rate will increase to 2%, until cumulative royalty payments total \$35 million, at which point the obligation to make royalty payments will automatically terminate; and
- these payments apply to production from the areas containing the underground resources and reserves declared at the Prestea underground mine at the time it was acquired by FGR.

This reconfiguration of the terms for the sale and purchase of Prestea follows the mining and drilling activities undertaken over the past 11 months and is aimed at better aligning any payments due with the anticipated performance of the asset. The Company, Caystar, FGR and BIH also agreed to mutually release each other from all existing and future claims relating to the sale and purchase of Prestea.

The SPA contemplated that, in addition to the Deferred Consideration, a contingent payment of up to \$40 million (the “Contingent Payment”) may become payable by FGR to Golden Star conditional upon the occurrence of milestones in respect of the development of the Bogoso Sulphide Project (as defined in the SPA). Concurrent with the restructuring of the Deferred Consideration into an NSR royalty, the Contingent Payment was also restructured. To support the viability of the B/P Refractory Mineral Resources (as defined in the SPA), Golden Star has agreed to adjust the payments associated with that project, which have become payable in three tranches (previously, two), as follows:

- 33.3% at the time when 5% of the B/P Refractory Mineral Resources have been extracted;
- 33.3% at the time of the first anniversary of the declaration that 5% of the B/P Refractory Mineral Resources have been extracted; and
- the remaining unpaid amount of the Contingent Payment will fall due once a cumulative 500,000 ounces of gold have been produced from the Bogoso Sulphide Project.

Derecognition loss and expected loss allowance on the deferred consideration for the sale of Prestea

The Deferred Consideration was fully derecognized on September 30, 2021 as a result of the most recent restructuring of the Total Consideration Price. This follows the expected loss allowance on the Deferred Consideration of \$19.6 million that was recognized for the six months ended June 30, 2021. A total of \$13.3 million and \$32.9 million of derecognition loss and expected credit loss is included in Other expense, net for the three months and nine months ended September 30, 2021 respectively.

Management concluded it most appropriate to value the NSR royalty at \$nil due to our limited visibility and involvement in the Prestea underground mine.

Exploration Update

During the third quarter of 2021 (“Q3 2021”), \$3.2 million was invested in exploration within the Wassa, Hwini Butre and Benso license areas, of which \$2.2 million of Wassa in-mine exploration was capitalized and the balance of \$1.0 million was expensed. For the nine months ended September 30, 2021 total exploration costs amounted to \$8.7 million of which \$5.5 million was capitalized and \$3.2 million was expensed.

Wassa In-Mine Exploration

The in-mine exploration for Q3 2021 concentrated on up-dip and down-dip drilling with nine holes being completed totaling 6,288 meters. In addition to the in-mine drilling, one rig tested the near mine targets at South Akyempim (“SAK”), Mid-East (“ME”) and Dead Man Hill (“DMH”) with two holes completed during the quarter, totaling 1,063 meters.

Wassa Up-Dip and Down-Dip Resource Extension Drilling

The Wassa up-dip and down-dip drilling for Q3 2021 involved three rigs drilling nine holes totaling 6,288 meters to bring the 2021 year-to-date total drill meters to 17,463 meters for this program. The drilling has been successful in expanding the known mineralization both up-dip and down-dip of the existing and planned reserve infrastructure.

Some of the earlier down-dip intersections have now been followed up with drilling from underground platforms as part of the ongoing infill drilling program. It is expected that this will be drilled to a resolution sufficient to be included in the 2021 year end mineral resource update.

The up-dip drilling continues to focus on following up on the intersection drilled in BSDD20-003, on section 19200N which extended the mineralization 125 meters up-dip cutting 20.9 meters grading 6.9 grams per tonne (“g/t”). Several holes have been drilled 50 meters north and south of this intersection and both have confirmed strike extensions of this zone, with the following highlights:

- BSDD21-10 drilled 50 meters to the south on section 19150N, which intersected an estimated true width of 19.0 meters at a grade of 4.6 g/t.
- BSDD21-013 drilled 50 meters to the North on section 19250N, which intersected numerous significant zones, including 4.1 meters at a grade of 7.9 g/t, 12.1 meters at a grade of 4.8 g/t, 3.0 meters at a grade of 8.5 g/t and 4.3 meters at a grade of 11.0 g/t.

The 2021 up-dip drilling is drawing to a close, with the results expected to be included in the year end mineral resource update. Should this drilling and subsequent drilling in this area delineate significant mineralization, it will open a new mining area above and to the east of the current mining infrastructure.

Wassa Near-Mine Surface Exploration Drilling

The Wassa near-mine exploration focused on wide spaced drilling to test down-dip extensions of mineralization beneath several of the historical open pits on the Wassa mining lease, outside of the main Wassa trend. Nine holes have been completed year to date totaling 3,457 meters.

Most of the holes intersected down-dip extensions of mineralization where projected. The SAK drilling returned a significant intersection that will require further follow-up. SAKDD21-004, drilled on the most southerly of the tested sections, intersected 8.3 meters grading 4.2 g/t.

HBB Regional Exploration

The forecast air core (“AC”) drilling at the Hwini Butre and Benso concessions (“HBB”) for 2021 was concluded in the third quarter with 175 holes totaling 6,716 meters being completed. These holes tested gold in soil anomalism on six targets with all but one target returning results that will require further follow up. To assist with the planning of follow-up drilling on these targets, plus the five kilometer gold in soil anomaly at Angu, a ground geophysics crew was mobilized to site in Q3 2021. The

geophysics surveys will consist of induced polarization ("IP") and tight ground magnetics. At the end of the quarter, the crews were approximately 50% completed.

In addition to the work being conducted on the regional HBB targets, one diamond drill rig has continued testing the extent of mineralization beneath the previously mined Benso Pits, Subriso East ("SE"), Subriso West ("SW") and G-zones. These drill programs are ongoing and will continue into the fourth quarter of 2021. At the end of Q3 2021, five holes have been completed totaling 1,850 meters.

Results for two of the holes drilled beneath the SE pit have been received with other holes having results pending and are summarized below:

HOLE ID	From (m)	To (m)	Drilled Width (m)	~True Width (m)	Grade Au (g/t)	Easting (m)	Northing (m)	Elevation (m)	Drilling Objective
SEZDD21-001	153.7	155.7	2.0	1.9	1.55	176839.23	59049.72	1061.97	Beneath SE Pit
SEZDD21-001	162.7	164.7	2.0	1.9	1.88	176839.23	59049.72	1061.97	Beneath SE Pit
SEZDD21-001	168.7	175.4	6.7	6.3	1.15	176839.23	59049.72	1061.97	Beneath SE Pit
SEZDD21-002	147.0	150.0	3.0	2.9	2.34	176860.94	58999.96	1062.95	Beneath SE Pit
SEZDD21-002	152.0	154.0	2.0	2.0	1.09	176860.94	58999.96	1062.95	Beneath SE Pit
SEZDD21-002	159.0	173.0	14.0	13.7	1.81	176860.94	58999.96	1062.95	Beneath SE Pit

Safety

There were no lost time injuries ("LTI") recorded in Q3 2021. The all-injury frequency rate ("AIFR") of the continuing operations as at September 30, 2021 was 3.12 and the total recordable injury frequency rate ("TRIFR") was 0.78, based on a 12-month rolling average per million hours worked. This compares to the continuing operations AIFR of 3.55 and TRIFR of 0.71 as at September 30, 2020. These numbers reflect the two incidents reported in the second quarter of 2021 ("Q2 2021") of which both injured persons have returned to full duty.

COVID-19 pandemic

COVID-19 was declared as a worldwide pandemic by the World Health Organization in early March 2020. In respect of the Company's operations, Golden Star has been proactive in its response to the potential threats posed by COVID-19 and has implemented a range of policies, procedures and practices to protect the health and well-being of its employees and host communities whilst continuing to operate, to the extent possible, in the ordinary course of business.

Ghana experienced a surge in COVID-19 cases in Q3 2021. As at September 30, 2021, the Ghana Health Services had reported 128,026 known cases of COVID-19 in Ghana since the commencement of the pandemic of which there are 123,902 recoveries, 1,157 deaths and 2,967 active cases, double that of the previous quarter. The majority of cases as at September 30, 2021 were identified from the populous centers of the Greater Accra Region (54%) and Ashanti (16%). A total of 7,323 positive cases have been confirmed in the Western Region, where the Wassa mine is located, of which 183 were active cases as at September 27, 2021, eight times that of the previous quarter but well below the rate increases observed in the epicenters.

During Q3 2021, our operations in Ghana experienced 39 suspected COVID-19 cases with 30 confirmed cases as at the end of the quarter. The majority (19) were contractors or dependents, reflecting increasing community transmission in Ghana and the corresponding success of the Company's controls. The Company's in-house polymerase chain reaction testing capability allows for rapid diagnosis and management response. The Company's associated screening protocols have significantly reduced the number of people required to isolate as a result of contact tracing, supporting business continuity throughout the pandemic. As a major employer and therefore catalyst for rural economic stimulus in the host communities, we understand that our continuing operations are critical to the health and well-being of our workforce and the thousands of people that they support, both directly and indirectly. During 2021, COVID-19 has impacted the availability of our expatriate operators which has adversely impacted planned development rates. The Company is investing in additional resources and has made changes to the operating structures to mitigate the ongoing impact of COVID-19 on development rates.

Golden Star Oil Palm Plantations Pursues Sustainable Palm Oil Certification

In September 2021, Golden Star Oil Palm Plantations Limited (“GSOPP”), the Company’s flagship sustainability and social enterprise initiative, underwent the first phase of the process towards certification under the Roundtable for Sustainable Palm Oil (“RSPO”), the internationally recognized standard for sustainable palm oil.

Working in partnership with Solidaridad West Africa and the United Nations Industrial Development Organization (“UNIDO”), systems formalization and training of staff and farmers in oil palm best management practices, sustainable group management, business planning, environmental protection, safe working relationships and continuous improvement, has set GSOPP on track to attain full certification to the Independent Smallholder Standard by year end. GSOPP develops and operates oil palm plantations in communities proximate to the Company’s gold mining operations located in the Western Region of Ghana, for the benefit of members of the host communities. The program commits to ensuring that there is zero deforestation during the creation of a high value agribusiness on former subsistence farms and land that has previously been used for mining activities. Since its inception in 2006, GSOPP has developed plantations on over 1,500 hectares of land, which support over 700 families at levels of yield that are three times the size of those achieved on average by the small holders in Ghana. The activities of GSOPP also align with the Company’s wider sustainability goals of establishing high value post-mining land uses, self-funding re-vegetation and creation of biomass to act as a carbon sink to offset operational emissions.

Energy Management and Climate Change

Following a business-wide energy review conducted at Wassa in June 2021, the Company has advanced its energy management planning and is now developing, through a multi-discipline process, an Energy and Carbon Management Plan for the operations. Energy opportunities identified in the audit process are now under evaluation and will inform Management on the marginal abatement cost curve for the business and in turn identify potential energy efficiency improvement, emission reduction and cost savings to be realized. These and other initiatives form part of the wider climate change management strategy of the Company.

Change to the Executive Team

Ben Pullinger joined Golden Star as Executive Vice President, Head of Discovery on November 1, 2021. He joins the Company from the role of Senior Vice President, Geology & Corporate Development at Excellon Resources. Prior to that, he held the position of Vice President, Exploration at Roxgold.

Proposed Acquisition of Golden Star by Chifeng Jilong Gold

On October 31, 2021, Golden Star and Chifeng Jilong Gold Mining Co., Ltd. (“Chifeng”) entered into a definitive agreement pursuant to which Chifeng has agreed to acquire all of the issued and outstanding Golden Star common shares by way of a statutory plan of arrangement under the *Canada Business Corporations Act* (the “Transaction”). Pursuant to the Transaction, holders of Golden Star common shares (“Golden Star Shareholders”) will receive a total consideration, payable in cash, of \$3.91 per Golden Star common share (the “Consideration”), which equates to approximately US\$470 million on a fully-diluted, in-the-money basis.

The Board of Directors of Golden Star has unanimously approved the Transaction and is unanimously recommending that Golden Star Shareholders vote in favor of the Transaction. The Consideration represents a 24.1% premium over the closing price of the Golden Star common shares on the NYSE American as at October 29, 2021 and a 37.2% premium based on the volume-weighted average price of the Golden Star common shares on the NYSE American over the 20 trading days ending October 29, 2021 and a 51.5% premium based on the volume-weighted average price of the Golden Star common shares on the NYSE American over the 60 trading days ending October 29, 2021.

The Transaction, which is not subject to a financing condition, is expected to close by the end of January 2022 subject to among others, (i) the approval of 66⅔ per cent of the votes cast by Golden Star Shareholders at a special meeting of shareholders expected to be held prior to the end of the year, (ii) the transaction may also be subject to the approval of 66⅔ per cent of the votes cast by shareholders of Chifeng at a meeting of the shareholders of Chifeng, if applicable, to be held prior to the end of the year, to the extent a Chifeng shareholder vote is required, (iii) certain regulatory, court and stock exchange approvals, including obtaining an interim and final order approving the Transaction from the Ontario Superior Court of Justice (Commercial List) and approval by relevant authorities in Ghana and the People’s Republic of China, and (iv) other closing conditions that are customary in a transaction of this nature.

SUMMARY OF OPERATING AND FINANCIAL RESULTS

		Three Months Ended September 30,		Nine Months Ended September 30,	
		2021	2020	2021	2020
Key operational and financial performance data					
Continuing operations					
Ounces produced	oz	38,744	41,609	116,791	126,717
Ounces sold	oz	38,391	40,940	115,016	123,968
Revenue	\$'000	64,329	74,235	193,710	203,690
Mine operating profit	\$'000	19,468	37,423	71,214	95,915
Mine operating margin ¹	%	30	50	37	47
EBITDA ¹ from continuing operations	\$'000	7,383	31,167	46,577	91,075
Adjusted EBITDA ¹ from continuing operations	\$'000	21,157	37,531	74,445	95,159
Adjusted EBITDA ¹ margin	%	33	51	38	47
Net (loss)/income from continuing operations attributable to Golden Star shareholders	\$'000	(12,399)	14,851	(15,509)	30,317
– Basic (loss)/income per share	\$/share	(0.11)	0.13	(0.14)	0.28
Adjusted net income from continuing operations attributable to Golden Star shareholders ¹	\$'000	233	18,592	10,717	31,886
– Basic income per share	\$/share	0.00	0.17	0.09	0.29
Total capital expenditures	\$'000	13,298	8,692	35,341	30,472
Average realized price	\$/oz	1,676	1,813	1,684	1,643
Cash operating cost per ounce ²	\$/oz	868	664	779	643
All-in sustaining cost ²	\$/oz	1,299	1,023	1,193	979
Cost of sales per ounce ²	\$/oz	1,169	899	1,065	869
Discontinued operations					
Ounces produced	oz	—	6,828	—	22,329
Ounces sold	oz	—	6,717	—	21,965
Net loss from discontinued operations	\$'000	—	(43,700)	—	(54,752)
Cash operating cost per ounce ²	\$/oz	—	2,141	—	2,033
All-in sustaining cost ²	\$/oz	—	2,491	—	2,477
Key other expense/(income) items					
Exploration expenses	\$'000	1,028	369	3,232	1,559
Corporate general and administrative expenses	\$'000	4,341	4,703	13,495	14,190
Finance expense, net	\$'000	2,853	3,672	7,602	10,596
Income taxes	\$'000	7,435	13,782	27,106	35,988
Other expense, net	\$'000	14,434	2,629	35,075	2,635
(Gain)/loss on fair value of derivative financial instruments, net	\$'000	(660)	3,735	(7,207)	1,449

¹ See “Non-GAAP Financial Measures” section for Mine operating margin, EBITDA, Adjusted EBITDA, Adjusted EBITDA margin and a reconciliation of net income attributable to Golden Star shareholders to adjusted net income attributable to Golden Star shareholders.

² 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 excluding depreciation and amortization.

Key operational and financial performance data

- Gold production of 38,744 ounces from continuing operations for Q3 2021 was 7% below the 41,609 ounces produced for the third quarter of 2020 (“Q3 2020”). Gold production for the nine months ended September 30, 2021 (“YTD 2021”) of 116,791 ounces was 8% lower than the 126,717 ounces for the comparable period in 2020 (“YTD 2020”). This was mainly due to the deferral of secondary stopes following paste fill constraints in combination with slower than planned development rates resulting in lower underground mining tonnes, which was partly compensated for by the processing of higher volumes of low-grade stockpile material which in turn had an adverse impact on average feed grade for Q3 2021 and YTD 2021.
- Gold revenue totaled \$64.3 million for Q3 2021, 13% lower than \$74.2 million for Q3 2020 due to a 6% decrease in gold sold to 38,391 ounces and an 8% decrease in the average realized gold price, including the unwinding of the deferred revenue from the streaming agreement with RGLD Gold AG (the “RGLD Streaming Agreement”), to \$1,676 per ounce (“/oz”). The Company's realized gold price for spot sales of \$1,753/oz for Q3 2021 was 11% below the record quarterly gold price of \$1,961/oz in Q3 2020.

	Three Months Ended September 30, 2021			Three Months Ended September 30, 2020		
	\$'000	Ounces	Realized price per ounce	\$'000	Ounces	Realized price per ounce
Revenue - Spot sales	60,924	34,755	1,753	70,694	36,041	1,961
Cash proceeds	1,554			1,552		
Deferred revenue recognized	1,851			1,989		
Revenue - RGLD Streaming Agreement	3,405	3,636	937	3,541	4,899	723
Total	64,329	38,391	1,676	74,235	40,940	1,813

Gold revenues for YTD 2021 amounted to \$193.7 million, which was 5% below the \$203.7 million sold in the same period of 2020. The positive impact of a 3% higher average realized gold price of \$1,684 per ounce compared to \$1,643 per ounce for YTD 2020, which was assisted by global macro factors that benefited global gold markets driven predominantly by COVID-19 uncertainties, was offset by a 7% decrease in gold sold due to production challenges in YTD 2021 and the deferral of 2,096 ounces of finished gold held as at September 30, 2021, which was only sold in October 2021.

	Nine Months Ended September 30, 2021			Nine Months Ended September 30, 2020		
	\$'000	Ounces	Realized price per ounce	\$'000	Ounces	Realized price per ounce
Revenue - Spot sales	184,015	107,029	1,719	192,991	115,266	1,674
Cash proceeds	4,423			4,409		
Deferred revenue recognized	5,272			6,290		
Revenue - RGLD Streaming Agreement	9,695	7,987	1,214	10,699	8,702	1,229
Total	193,710	115,016	1,684	203,690	123,968	1,643

- Mine operating profit amounted to \$19.5 million for Q3 2021, a decrease of 48% on the mine operating profit of \$37.4 million generated in Q3 2020 driven predominantly by: (i) lower revenues of \$9.9 million; (ii) increased mine operating expenses of \$3.1 million following increased underground grade control drilling costs following the change in the mine plan, increased variable processing and maintenance costs driven by increased processing volumes, increased labor costs following recently concluded salary negotiations, higher fuel costs driven by increased market prices, and increased cost overheads; (iii) higher operating cost to metal inventory of \$3.1 million due to increased drawdown of low-grade ore stockpile and reduced gold in circuit due to the timing of the last gold pour in September 2021, and (iv) an increase in depreciation of \$2.4 million primarily due to the higher depreciable capital cost base. This was in part offset by a decrease in royalties of \$0.5 million. Mine operating margin reduced from 50% in Q3 2020 to 30% in Q3 2021 as a result.

Mine operating profit amounted to \$71.2 million in YTD 2021, a decrease of 26% from the mine operating profit of \$95.9 million generated in YTD 2020 driven predominantly by: (i) lower revenues of \$10.0 million, (ii) an increase of \$9.6 million in mine operating costs following increased underground drilling and maintenance costs following the change in the mine plan, labor costs following recently concluded salary negotiations and inflationary increases year-on-year, fuel

costs driven by higher crude oil prices and higher cost overheads; and (ii) an increase of \$5.4 million in depreciation due to a higher depreciable capital base. This was in part offset by a reduction in royalties of \$0.5 million in line with lower gold revenue. Mine operating margin reduced from 47% in Q3 2020 to 37% in Q3 2021 as a result.

		Three Months Ended September 30,		Nine Months Ended September 30,	
		2021	2020	2021	2020
Revenue	\$'000	64,329	74,235	193,710	203,690
Mine operating expenses	\$'000	30,406	27,346	88,940	79,346
Royalties	\$'000	3,408	3,956	10,284	10,825
Operating costs to metals inventory	\$'000	2,934	(165)	669	343
Severance charges	\$'000	—	—	111	45
Inventory write-downs	\$'000	—	—	—	159
Cost of sales excluding depreciation and amortization	\$'000	36,748	31,137	100,004	90,718
Depreciation and amortization	\$'000	8,113	5,675	22,492	17,057
Mine operating profit	\$'000	19,468	37,423	71,214	95,915

- EBITDA (see “Non-GAAP Financial Measures”) from continuing operations amounted to \$7.4 million for Q3 2021 (Q3 2020 - \$31.2 million). When adjusted for the loss on fair value of financial instruments and other expenses, the Company generated an Adjusted EBITDA from continuing operations of \$21.2 million for Q3 2021, a decrease of 44% compared to Q3 2020. Adjusted EBITDA margin (see “Non-GAAP Financial Measures”) compared unfavorably at 33% for Q3 2021 to 51% in Q3 2020. The quarter-on-quarter decrease in Adjusted EBITDA was primarily due to: (i) lower revenues which arose from lower gold production and the decrease in average realized price, (ii) increased mine operating costs, (iii) increased inventory charge mainly from the drawdown of low-grade stockpile and in process ore inventory, (iv) increased exploration expenses, (v) increased share-based compensation, and (vi) partly offset by lower corporate general and administrative expenses and royalties.

EBITDA for YTD 2021 amounted to \$46.6 million (YTD 2020 - \$91.1 million) and Adjusted EBITDA for YTD 2021 when adjusted for the gain on fair value of financial instruments and other expenses amounted to \$74.4 million, a decrease of 22% compared to YTD 2020. Adjusted EBITDA margin compared unfavorably at 38% for YTD 2021 to 47% in YTD 2020. The YTD-on-YTD decrease in Adjusted EBITDA was primarily due to: (i) lower revenues which arose from lower gold production, (ii) increased mine operating costs, (iii) increased inventory charge mainly from the drawdown of low-grade stockpile partly offset by an increase in finished gold inventory since the beginning of the year, (iv) increased exploration expenses, (v) increased share-based compensation, and (vi) partly offset by lower corporate general and administrative expenses and royalties.

- Net loss from continuing operations attributable to Golden Star shareholders for Q3 2021 amounted to \$12.4 million or \$0.11 basic loss per share compared to a net income from continuing operations attributable to Golden Star shareholders of \$14.9 million or \$0.13 basic income per share in Q3 2020. Adjusted net income from continuing operations attributable to Golden Star shareholders (see “Non-GAAP Financial Measures”) was \$0.2 million or \$0.00 basic income per share for Q3 2021 compared to \$18.6 million or \$0.17 basic income per share for Q3 2020. The decrease in adjusted net income was due to the lower mine operating profit as a result of lower average realized prices and production volumes, higher mine operating costs and increased inventory charge, increased exploration costs and increased share-based compensation. This was in part offset by lower income tax expense as a consequence of lower mine operating profit and lower corporate general and administrative expenses.

Net loss from continuing operations attributable to Golden Star shareholders for YTD 2021 amounted to \$15.5 million or \$0.14 basic loss per share compared to \$30.3 million or \$0.28 basic income per share in YTD 2020. Adjusted net income attributable to Golden Star shareholders (see “Non-GAAP Financial Measures”) was \$10.7 million or \$0.09 basic income per share for YTD 2021 compared to \$31.9 million or \$0.29 basic income per share for YTD 2020. The decrease in adjusted net income was due to the lower mine operating profit due primarily to lower production volumes, increased mine operating cost, increased inventory charge, increased exploration costs and increased share-based compensation. This was

in part offset by lower income tax expense as a result of lower mine operating profit and lower corporate general and administrative expenses.

- Capital expenditures for Q3 2021 totaled \$13.3 million, which was 53% higher than Q3 2020 capital expenditures of \$8.7 million. Investment in infrastructure required to support future production growth from Wassa Underground continued. Sustaining capital amounted to \$8.7 million in Q3 2021 and included: (i) capitalized underground development activities of \$4.1 million (Q3 2020: \$3.3 million), (ii) expansion of the tailing storage facility ("TSF") of \$1.7 million (Q3 2020: \$ nil), (iii) implementation of a new enterprise resource planning ("ERP") system of \$0.8 million (Q3 2020: \$0.2 million) and (iv) new staff accommodation facilities of \$0.4 million (Q3 2020: \$nil). Q3 2020 also included mobile and other equipment of \$2.5 million. Expansion capital amounted to \$2.3 million in Q3 2021 and included: (i) development costs for increased future production of \$1.3 million (Q3 2020: \$0.7 million) and (ii) directional diamond drilling ("DDD") program on 570 Level of \$0.9 million (Q3 2020: \$ nil). In addition, \$1.2 million was incurred on the construction of the paste fill plant project in Q3 2020. Capitalized exploration drilling of \$2.2 million in Q3 2021 (Q3 2020: \$0.1 million) mainly related to the Wassa up-dip and down-dip extensions.

Capital expenditures for YTD 2021 amounted to \$35.3 million compared to \$30.5 million incurred during YTD 2020. In addition, the Genser Energy Ghana ("Genser") power plant was commissioned in January 2021 and as a result, a right-of-use asset of \$33.4 million was capitalized. Key capital spending for YTD 2021 included: (i) sustaining capital of \$10.9 million on capitalized underground development activities, \$7.0 million on the expansion of the TSF, \$1.6 million on new staff accommodation facilities, and \$1.4 million on the implementation of a new ERP system; (ii) expansion capital of \$3.0 million in relation to long-term capitalized underground development and \$2.4 million on resource development (570 DDD); and (iii) \$5.5 million capitalized exploration drilling primarily relating to the Wassa up-dip and down-dip extensions. Capital spending in YTD 2020 included (i) expansion capital of \$9.5 million for the paste fill plant, \$2.6 million in relation to long term capitalized underground development and \$1.0 million of mobile equipment purchases; and (ii) sustaining capital of \$10.1 million for capitalized underground development activities and \$4.2 million for mobile equipment purchases.

		Three Months Ended September 30,		Nine Months Ended September 30,	
		2021	2020	2021	2020
Sustaining capital	\$'000	8,759	6,019	23,818	16,439
Expansion capital	\$'000	2,343	2,565	6,048	13,609
Capitalized exploration drilling	\$'000	2,196	108	5,475	424
Capital expenditures	\$'000	13,298	8,692	35,341	30,472

- Cash operating cost (see "Non-GAAP Financial Measures") per ounce was \$868 for Q3 2021, reflecting a 31% increase over Q3 2020 of \$664/oz and was \$779/oz for YTD 2021, reflecting a 21% increase over YTD 2020 of \$643/oz. These increases were a result of: (i) lower production volumes as reflected in sold ounces, (ii) increased mining costs driven by increased grade control drilling volumes, (iii) increased processing costs associated with higher plant throughput and increased maintenance, (iv) increased fuel costs driven by higher oil prices, and (v) the inventory charge associated with low-grade Skyway stockpiles and (vi) higher labor costs driven by year-on-year inflationary increases.

All-in sustaining cost ("AISC") (see "Non-GAAP Financial Measures") of \$1,299/oz for Q3 2021 reflects an increase of 27% compared to the Q3 2020 reported AISC of \$1,023/oz and \$1,193/oz for YTD 2021 compared to \$979/oz for YTD 2020, an increase of 22%. The increases were driven by: (i) lower production volumes as reflected in sold ounces, (ii) higher cash operating costs, and (iii) higher sustaining capital expenditure. These were in part offset by lower royalties and corporate general and administrative expenses.

Cost of sales per ounce increased 30% to \$1,169 for Q3 2021 compared to Q3 2020 and increased 23% to \$1,065 for YTD 2021 compared to YTD 2020 due to lower production volumes, increased mine operating expenses, higher operating costs to metal inventory and increased depreciation costs. These were in part offset by a decrease in royalties in line with lower gold revenue.

Key Other Expense/Income items

- Exploration expense amounted to \$1.0 million in Q3 2021 (Q3 2020: \$0.4 million) and \$3.2 million in YTD 2021 (YTD 2020 - \$1.6 million) comprising mainly of exploration overheads and ground geophysics survey and drilling within the HBB concessions. The Wassa up-dip and down-dip drilling program has been capitalized during YTD 2021.
- Corporate general and administrative expense totaled \$4.3 million for Q3 2021 compared to \$4.7 million in the same period in 2020 and amounted to \$13.5 million for YTD 2021 compared to \$14.2 million for the same period in 2020. The first four months in 2020 marked the relocation of the corporate office from Toronto, Canada to London, United Kingdom resulting in the Company incurring one-off associated costs. The reduction in staff and travel costs is partly offset by higher insurance costs in YTD 2021.
- The Company incurred net finance expense of \$2.9 million for Q3 2021 which is lower than the \$3.7 million for Q3 2020 and \$7.6 million for YTD 2021 compared to \$10.6 million for YTD 2020. The decrease is primarily due to: (i) a reduction in the interest on the debt facilities, (ii) decrease in the financing component of the deferred revenue as a result of the change to the life-of-mine model as at December 31, 2020, (iii) decrease in the accretion of the Convertible Debentures following the full repayment in August 2021, (iv) reduced foreign exchange losses, and (v) accretion related to the discount on the long-term receivable from FGR. These were in part offset by the increase in the amortization of deferred financing fees as a result of the unwinding of the refinancing fees incurred on the amendments to the RCF and additional interest incurred on the power purchase lease obligation with Genser which commenced in January 2021. In addition, the YTD 2021 net finance expense included a gain on the modification of the RCF recognized in Q2 2021.
- The Company recorded a gain of \$0.7 million on the fair value of derivative financial instruments in Q3 2021 compared to a loss of \$3.7 million in the same period in 2020 and a gain of \$7.2 million for YTD 2021 compared to a loss of \$1.4 million for YTD 2020. The change in the fair value of the non-hedge gold contracts is mainly driven by spot gold prices which have been marked by volatility during YTD 2021 and led to an unrealized revaluation gain of \$4.6 million (YTD 2020 - loss of \$0.1 million). The embedded derivative liability as at December 31, 2020 was fully reversed leading up to the full repayment in cash of the Convertible Debentures in August 2021, resulting in an unrealized gain of \$2.6 million for YTD 2021 (YTD 2020 - \$1.4 million loss).
- Other expenses amounted to \$14.4 million for Q3 2021, \$11.8 million higher than the other expense of \$2.6 million incurred in the same period in 2020 and \$35.1 million for YTD 2021 compared to \$2.6 million for YTD 2020. The increases were predominantly driven by a non-cash derecognition loss and expected loss allowance of \$32.9 million, of which \$13.3 million was recognized in Q3 2021 as a result of the restructuring of the Deferred Consideration receivable. Other items include non-recurring insurance, corporate development and restructuring costs.
- Income tax expense amounted to \$7.4 million for Q3 2021, a decrease of 46% from \$13.8 million for the same period in 2020, and \$27.1 million for YTD 2021 compared to \$36.0 million for YTD 2020 due to lower Wassa taxable profits primarily as a consequence of lower gold revenues and higher operating costs.
- Prestea was classified as discontinued operations following the sale completion on September 30, 2020. For Q3 2020, the total loss from discontinued operations amounted to \$43.7 million and Prestea produced 6,828 ounces and sold 6,717 ounces at a cash operating cost of \$2,141/oz and AISC of \$2,491/oz. For YTD 2020, the total loss from discontinued operations amounted to \$54.8 million and Prestea produced 22,329 ounces and sold 21,965 ounces at a cash operating cost of \$2,033/oz and AISC of \$2,477/oz.

OUTLOOK FOR 2021

As previously highlighted in the paste fill plant commissioning update in June 2021 and the Q2 2021 financial and operating results press release, the delay to the completion of commissioning of the paste plant and lower than planned development meters resulted in a resequencing of the mine plan for H2 2021 due to the deferral of the higher-grade secondary stopes into 2022.

As a result in June 2021, production guidance for 2021 was reduced to 145,000 to 155,000 ounces and the AISC guidance range was increased to \$1,150/oz to \$1,250/oz driven predominantly by lower production volumes and anticipated cost inflation. At the end of Q3 2021, Wassa remains on track to deliver on the upper end of the updated production and cost guidance range. There has been further cost inflation pressure as a result of the recently concluded salary negotiations, in combination with continued high energy prices. The AISC is also impacted by the cost associated with the processing of low-grade stockpiles which is expected to result in Wassa delivering AISC in the upper half of the updated guidance range.

The capital expenditure guidance range has remained unchanged throughout 2021 at \$45 million to \$50 million. The investment in sustaining capital is now expected to come in at the higher end of the \$32 million to \$35 million guidance range and expansion capital is anticipated to fall to the bottom end of the \$13 million to \$15 million guidance range.

The exploration spend for 2021 is expected to fall below the updated guidance of \$14 million as a result of some of the regional exploration programs being deferred while focus is placed on in-mine and near-mine opportunities which have delivered positive results year to date.

	Unit	Three Months Ended September 30, 2021	Nine Months Ended September 30, 2021	Updated 2021 Guidance
Production and cost guidance				
Gold production	ounces	38,744	116,791	145,000 - 155,000
Cash operating costs ¹	\$/oz	868	779	750 - 800
AISC ¹	\$/oz	1,299	1,193	1,150 - 1,250
Capital and exploration expenditure guidance				
Capital expenditure				
Sustaining capital ²	\$ million	8.8	23.8	32 - 35
Expansion capital ²	\$ million	2.3	6.1	13 - 15
	\$ million	11.1	29.9	45 - 50
Exploration expenditure				
Capitalized - Exploration drilling	\$ million	2.2	5.5	8
Exploration expense	\$ million	1.0	3.2	6
	\$ million	3.2	8.7	14
Total capital and exploration expenditure	\$ million	14.3	38.6	59 - 64

¹ See "Non-GAAP Financial Measures" section below for the definition of cash operating costs and AISC.

² Expansion capital are those costs incurred at new operations and costs related to major projects at existing operations where these projects are expected to materially increase production. All other costs relating to existing operations are considered sustaining capital.

CONTINUING OPERATIONS - WASSA

		Three Months Ended September 30,		Nine Months Ended September 30,	
		2021	2020	2021	2020
WASSA OPERATING RESULTS					
Ore mined - Underground	t	339,449	456,069	1,105,010	1,251,541
Waste mined - Underground	t	149,581	106,918	459,934	423,044
Material mined - Underground	t	489,030	562,987	1,564,944	1,674,585
Lateral development meters	m	2,295	1,760	6,632	5,671
Ore processed - Main Pit/Stockpiles	t	233,523	96,305	568,620	237,989
Ore processed - Underground	t	341,616	457,725	1,106,961	1,278,543
Ore processed - Total	t	575,139	554,030	1,675,581	1,516,532
Grade processed - Main Pit/Stockpiles	g/t	0.62	0.64	0.66	0.64
Grade processed - Underground	g/t	3.24	2.81	3.09	3.05
Grade processed - Total	g/t	2.18	2.43	2.26	2.67
Recovery	%	95.4	94.8	95.4	95.0
Gold produced - Main Pit/Stockpiles	oz	4,521	1,881	12,425	4,724
Gold produced - Underground	oz	34,223	39,728	104,366	121,993
Gold produced - Total	oz	38,744	41,609	116,791	126,717
Gold sold - Total	oz	38,391	40,940	115,016	123,968
Cost of sales per ounce ¹	\$/oz	1,169	899	1,065	869
Cash operating cost per ounce ¹	\$/oz	868	664	779	643
All-in sustaining cost per ounce ¹	\$/oz	1,299	1,023	1,193	979

¹ 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 excluding depreciation and amortization.

Paste Fill Commissioning Update

The paste fill plant commissioning process started in Q1 2021 after completing the plant construction in Q4 2020. As previously announced, the commissioning was delayed by quality assurance test results showing lower than expected fill strengths in the test stope in April 2021.

As a result, filling operations were suspended and the test work program was extended. The Company is working in collaboration with consultants Minefill Services (Australia) and the University of Mines and Technology (Ghana). Test results received in Q3 2021 from site laboratory and Minefill Services were consistent and showed strengths meeting the design criteria, consistent with the feasibility study results and higher than those achieved in the trial samples from the test stope.

Filling of a second test stope commenced in September 2021 and was completed during October 2021. The stope was filled with a 10% cement blend for maximum fill strength. Test results after 28 days curing show improved strength compared to the first test stope and meet the design criteria. Full restart of the filling operations are subject to strength results after 56 days curing which are due later in Q4 2021 and will enable production from secondary stopes as planned in 2022.

Off-site mix design optimization and test work continues in Q4 2021, with alternative binder products showing excellent strength results in laboratory tests and the potential to optimize the mix design for future stopes.

Operational update for the three months ended September 30, 2021 compared to the three months ended September 30, 2020

Gold production from Wassa totaled 38,744 ounces for Q3 2021 which was 7% lower than the 41,609 ounces produced during Q3 2020. This decrease was driven by the change in the mine plan due to the deferral of secondary stopes as a result of paste constraints as communicated during Q2 2021 which combined with slower than planned development rates resulted in lower underground tonnes. This was in part offset by higher processing volumes driven by low-grade stockpile tonnes that had an adverse impact on overall processed grade with overall recoveries slightly up on the comparative quarter in the prior year.

Underground mining rates of 3,690 tonnes per day (“tpd”) in Q3 2021 were 26% lower than the mining rate of 4,957 tpd achieved in Q3 2020 and 7% lower than the mining rate of 3,963 tpd achieved in Q2 2021 driven predominantly by stoping availability constraints caused by lower than planned development and the change in the mine plan. As a result, Wassa Underground produced 34,223 ounces of gold (or approximately 88% of Wassa’s total production) in Q3 2021, compared to 39,728 ounces in Q3 2020 (or approximately 95% of Wassa’s total production). The decrease in tonnes was partly offset by an increase in the mining feed grade of 3.24g/t in Q3 2021, which was 15% higher than the 2.81g/t in Q3 2020.

Low-grade stockpiles from the Wassa main pit of 233,523 tonnes with an average grade of 0.62 g/t were blended with the Wassa Underground ore during Q3 2021 and yielded 4,521 ounces of gold, compared to 1,881 ounces in Q3 2020. During the quarter, the mine transitioned to process 128,586 tonnes from the Skyway stockpile which has historically been valued on the balance sheet unlike F-Fingers stockpile material that was predominantly processed in Q3 2020 and has resulted in a non-cash inventory charge. There has been no material impact on recoveries and the Company will continue to opportunistically process low-grade stockpiles for the remainder of 2021 should the current gold price environment continue.

Operational update for the nine months ended September 30, 2021 compared to the nine months ended September 30, 2020

Gold production from Wassa totaled 116,791 ounces for YTD 2021, an 8% decline from the 126,717 ounces produced during YTD 2020. The Wassa processing plant milled a total of 1,675,581 tonnes in YTD 2021, 10% higher than the throughput of 1,516,532 tonnes in YTD 2020. Despite a slight increase in the Wassa Underground feed grade, overall feed grade decreased from 2.67 g/t for YTD 2020 to 2.26 g/t for YTD 2021 due to a higher proportion of low-grade stockpile ore being processed. Recovery, despite lower grades, increased slightly from 95.0% for YTD 2020 to 95.4% for YTD 2021 due to a change in the blending approach.

Wassa Underground produced 104,366 ounces of gold in YTD 2021 compared to 121,993 ounces in YTD 2020. This 14% decline was mainly due to decreased throughput to 1,106,961 tonnes compared to 1,278,543 tonnes in YTD 2020 as a consequence of limited ore availability due to a change in the mine plan enforced by paste fill delays and slower development rates. Wassa Underground feed grade of 3.09 g/t for YTD 2021 compared favorably to 3.05 g/t for YTD 2020. Wassa Underground mining rates decreased to an average of 4,048 tpd for YTD 2021, 11% lower than the mining rate of 4,568 tpd achieved in YTD 2020.

The processing of low grade stockpile from the Wassa main pit of 568,620 tonnes with an average grade of 0.66 g/t during YTD 2021 contributed 12,425 ounces of gold. This compares to 4,724 ounces for YTD 2020 from the processing of 237,989 tonnes at a grade of 0.64 g/t. 128,586 tonnes of Skyway material which has historically been valued on the balance sheet is included in total tonnes and has resulted in a non-cash inventory charge unlike F-Finger stockpile material which predominantly was processed in 2020 and H1 2021. The processing of low-grade stockpiles utilizes the latent capacity in the Wassa processing plant, which will continue to contribute additional cash flows, albeit at a slightly higher cost than achieved by the processing of Wassa Underground ore.

DISCONTINUED OPERATIONS - PRESTEA (DISCONTINUED FROM SEPTEMBER 30, 2020)

		Three Months Ended September 30,		Nine Months Ended September 30,	
		2021	2020	2021	2020
PRESTEA FINANCIAL RESULTS					
Revenue	\$'000	—	12,185	—	35,731
Mine operating expenses	\$'000	—	14,919	—	46,604
Other operating expenses	\$'000	—	—	—	(3,031)
Severance charges	\$'000	—	—	—	37
Royalties	\$'000	—	655	—	1,899
Operating costs to metals inventory	\$'000	—	(538)	—	(1,943)
Inventory net realizable value adjustment	\$'000	—	439	—	1,071
Cost of sales excluding depreciation and amortization	\$'000	—	15,475	—	44,637
Depreciation and amortization	\$'000	—	2,473	—	5,249
Mine operating loss	\$'000	—	(5,763)	—	(14,155)
Net loss on discontinued operations	\$'000	—	(43,700)	—	(54,752)
Sustaining capital	\$'000	—	1,253	—	5,438
Expansion capital	\$'000	—	897	—	1,559
Capital expenditures	\$'000	—	2,150	—	6,997
PRESTEA OPERATING RESULTS					
Ore mined - Open pits	t	—	—	—	138,464
Ore mined - Underground	t	—	37,747	—	104,214
Ore mined - Total	t	—	37,747	—	242,678
Waste mined - Open pits	t	—	—	—	268,850
Waste mined - Underground	t	—	12,527	—	37,112
Waste mined - Total	t	—	12,527	—	305,962
Total material mined - Open pits	t	—	—	—	407,314
Total material mined - Underground	t	—	50,274	—	141,326
Total material mined - Total	t	—	50,274	—	548,640
Ore processed - Open pits	t	—	—	—	137,819
Ore processed - Underground	t	—	36,527	—	102,994
Ore processed - Total	t	—	36,527	—	240,813
Grade processed - Open pits	g/t	—	—	—	1.48
Grade processed - Underground	g/t	—	6.38	—	5.74
Grade processed - Total	g/t	—	6.38	—	3.30
Recovery	%	—	91.4	—	86.4
Gold produced - Open pits	oz	—	—	—	5,112
Gold produced - Underground	oz	—	6,828	—	17,217
Gold produced - Total	oz	—	6,828	—	22,329
Gold sold - Total	oz	—	6,717	—	21,965
Cost of sales per ounce ¹	\$/oz	—	2,672	—	2,271
Cash operating cost per ounce ¹	\$/oz	—	2,141	—	2,033
All-in sustaining cost per ounce ¹	\$/oz	—	2,491	—	2,477

¹ 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 excluding depreciation and amortization.

Prestea has been presented as discontinued operations following the completion of the sale of the Company's 90% interest in Prestea to FGR on September 30, 2020. As a result, the financial and operating results of Prestea have been represented as if Prestea had been discontinued from the start of the comparative period.

SUMMARIZED QUARTERLY FINANCIAL RESULTS¹

(Stated in thousands of U.S dollars except per share data)	Q3 2021	Q2 2021	Q1 2021	Q4 2020	Q3 2020	Q2 2020	Q1 2020	Q4 2019
Revenues	64,329	64,393	64,988	68,791	74,235	75,368	54,087	53,551
Cost of sales excluding depreciation and amortization	36,748	31,871	31,385	33,705	31,137	33,564	26,017	28,828
Net (loss)/income from continuing operations attributable to Golden Star shareholders	(12,399)	(12,115)	9,005	8,201	14,851	9,257	6,209	(1,245)
Net (loss)/income attributable to Golden Star shareholders	(12,399)	(12,115)	9,005	6,519	(67,261)	7,773	829	(62,434)
Adjusted net income from continuing operations attributable to Golden Star shareholders ¹	233	6,108	4,375	12,723	18,592	11,055	2,238	7,991
EBITDA ¹ from continuing operations	7,383	7,600	31,594	28,534	31,167	35,247	24,661	9,490
Adjusted EBITDA ¹ from continuing operations	21,157	26,041	27,247	36,476	37,531	36,381	21,247	25,994
Net income/(loss) from continuing operations per share attributable to Golden Star shareholders - basic	(0.11)	(0.11)	0.08	0.07	0.13	0.08	0.06	(0.01)
Net income/(loss) from continuing operations per share attributable to Golden Star shareholders - diluted	(0.11)	(0.11)	0.06	0.06	0.13	0.08	0.03	(0.01)
Adjusted net income from continuing operations per share attributable to Golden Star shareholders - basic ¹	0.00	0.05	0.04	0.11	0.17	0.10	0.02	0.07

¹ 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 (basic) to net loss attributable to Golden Star shareholders and reconciliation of net income/(loss) to EBITDA and Adjusted EBITDA.

LIQUIDITY AND FINANCIAL CONDITION

		September 30, 2021	December 31, 2020
Cash and cash equivalents	\$'000	50,472	60,809
Debt	\$'000	82,426	104,282
Net debt	\$'000	31,954	43,473
		Nine Months Ended September 30,	
		2021	2020
Cash provided by continuing operations before working capital changes and tax ¹	\$'000	64,626	82,585
Changes in working capital and income taxes paid	\$'000	(24,208)	(17,973)
Net cash provided by operating activities of continuing operations	\$'000	40,418	64,612
Net cash used in investing activities of continuing operations	\$'000	(39,465)	(33,739)
Free cash flow ¹ from continuing operations	\$'000	953	30,873
Net cash used by operating and investing activities of discontinued operations	\$'000	—	(29,444)
Total free cash flow ¹	\$'000	953	1,429
Net cash used in financing activities	\$'000	(11,290)	(6,510)
Decrease in cash and cash equivalents	\$'000	(10,337)	(5,081)
Cash and cash equivalents, beginning of period	\$'000	60,809	53,367
Cash and cash equivalents, end of period	\$'000	50,472	48,286
Cash provided by continuing operations before working capital changes and tax - basic ¹	\$/share	0.57	0.75
Net cash provided by operating activities of continuing operations ¹	\$/share	0.35	0.59

¹ See "Non-GAAP Financial Measures" section for description of Net cash provided by operating activities before working capital changes and tax per share and Net cash provided by operating activities of continuing operations per share and Free cash flow.

The Company held \$50.5 million in cash and cash equivalents as at September 30, 2021 compared to \$60.8 million in cash and cash equivalents as at December 31, 2020. Cash provided by continuing operations before working capital changes and tax of \$64.6 million or \$0.57 per basic share for YTD 2021 decreased by \$18.3 million or \$0.19 per basic share compared to YTD 2020 mainly due to increased mine operating cost and lower production volumes translating into lower revenues. After accounting for working capital changes, net cash provided by operating activities of continuing operations amounted to \$40.4 million or \$0.35 per basic share for YTD 2021 (YTD 2020: \$64.6 million or \$0.59 per basic share).

Working capital used for continuing operations including tax payments amounted to \$24.2 million during YTD 2021 compared to \$18.0 million for YTD 2020 and was comprised primarily of: (i) \$23.6 million income tax payments at Wassa which included a final payment for the fourth quarter of 2020 of \$13.2 million as the 2020 tax scheduling was heavily weighted towards the second half of the year due to COVID-19 uncertainty and the increase in gold spot prices (YTD 2020: \$13.0 million); (ii) a \$1.7 million increase in inventory driven by an increase in supplies and finished gold metal on hand and partly offset by the reduction in ore stockpile and gold in circuit (YTD 2020: \$2.3 million); (iii) a \$2.4 million increase in accounts and other receivables due to the timing of VAT receipts deferred into Q4 2021 (YTD 2020: \$0.7 million); (iv) a \$0.2 million increase in accounts payable and accruals (YTD 2020: \$1.1 million); and (v) a \$3.3 million decrease in prepaids and other (YTD 2020: increase of \$3.1 million) due to a decrease in prepaid insurance and housing allowance.

Cash used by investing activities for continuing operations amounted to \$39.5 million during YTD 2021, which included capitalized underground development cost, TSF expansion, Wassa up-dip and down-dip extension drilling, 570 DDD program, new ERP system and new staff accommodation facilities. Also included in investing activities in YTD 2021 is: (i) an outflow for \$3.9 million relating to the working capital related payables which compared to an outflow of \$3.3 million in YTD 2020; and (ii) an outflow in relation to restricted cash of \$0.2 million following renewal of the rehabilitation bonds (YTD 2020: \$ nil).

The Company generated free cash flow from continuing operations for YTD 2021 of \$1.0 million compared to \$30.9 million for YTD 2020 primarily due to lower cash provided by continuing operations, the impact of 2020 tax scheduling adversely impacting YTD 2021 and increased capital investments. Total free cash flow for YTD 2021 aligned with free cash from continuing operations (YTD 2020: outflow of \$1.4 million) given that the net cash used by operating and investing activities of discontinued operations was \$nil (YTD 2020: \$29.4 million).

Financing activities used \$11.3 million in YTD 2021, which was comprised of the repayment of the Convertible Debentures of \$51.5 million, that was partly funded by the proceeds from the drawdown of the Macquarie RCF of \$29.2 million. In addition, the Company generated net proceeds of \$13.8 million from the Sales Agreement and also repaid \$2.8 million of lease liabilities. Financing activities used \$6.5 million in YTD 2020 which was predominantly driven by the \$10.0 million principal loan repayment on the Macquarie Credit Facility, a \$1.1 million payment on lease liabilities and \$4.6 million proceeds received from the exercise of stock options.

Net debt reduced from \$43.5 million as at December 31, 2020 to \$32.0 million as at September 30, 2021 predominantly due to the repayment of the Convertible Debentures of \$51.5 million, which was partly offset by the drawdown of the RCF of \$29.2 million and \$13.8 million net proceeds from the Sales Agreement.

GOING CONCERN AND LIQUIDITY OUTLOOK

As at September 30, 2021, the Company had cash and cash equivalents of \$50.5 million, net current assets excluding deferred revenue of \$37.5 million and net cash provided by operations before working capital changes for the nine months ended of \$64.6 million. As at September 30, 2021, the Company was compliant with its debt covenants.

To date, the Company's operations have been largely unaffected by the COVID-19 pandemic, and gold production and shipments have continued without any material disruptions. However, the Company cannot provide any assurances that its planned operations, production and capital expenditures for the foreseeable future will not be delayed, postponed or cancelled as a result of the COVID-19 pandemic or otherwise. The COVID-19 pandemic could: (i) continue to affect financial markets, including the price of gold and the trading price of the Company's shares, (ii) adversely affect the Company's ability to raise capital, and (iii) cause continued interest rate volatility and movements that could make obtaining financing or refinancing debt obligations more challenging or more expensive or unavailable on commercially reasonable terms or at all. Any of these events or circumstances could have a material adverse effect on the Company's business, financial condition and results of operations.

Management has prepared detailed cash flow forecasts to assess the economic impact of the COVID-19 pandemic from a going concern and viability perspective. Based on these detailed cash flow forecasts, including any reasonably possible changes in the key assumptions on which the cash flow forecasts are based and assess various scenarios related to the pandemic, Management

believes that the Company will have adequate resources to continue as a going concern for the foreseeable future, and at this point in time there are no material uncertainties regarding going concern. Management has concluded that it is appropriate to prepare the condensed interim consolidated financial statements on a going concern basis.

CONTRACTUAL OBLIGATIONS

As at September 30, 2021, the Company is committed to the following:

(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	39,699	—	—	—	39,699
Debt ¹	—	90,000	—	—	90,000
Interest on debt	3,608	5,459	—	—	9,067
Lease liabilities	2,925	6,746	7,074	16,606	33,351
Interest on lease liabilities	1,532	2,586	1,912	1,754	7,784
Current income tax liabilities	11,462	—	—	—	11,462
Purchase obligations	10,058	—	—	—	10,058
Rehabilitation provisions ²	3,635	6,791	5,198	1,325	16,949
Total	72,919	111,582	14,184	19,685	218,370

¹ Includes the outstanding repayment amounts from the RCF.

² Rehabilitation provisions indicates the expected undiscounted cash flows for each period.

RELATED PARTY TRANSACTIONS

There were no material related party transactions for the three and nine months ended September 30, 2021 and 2020 other than compensation of key management personnel which is presented in Note 22 of the Financial Statements. Key management personnel is defined as members of the Golden Star Board and certain senior officers of the Company. Compensation of key management personnel is made on terms approximately equivalent to those prevailing in an arm's length transaction.

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 “cost of sales per ounce”, “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 - basic”, “cash provided by operations before working capital changes and tax”, “cash provided by operations before working capital changes per share - basic”, “free cash flow”, “EBITDA”, “Adjusted EBITDA”, “Adjusted EBITDA margin”, “Mine operating margin”, “Net cash provided by operating activities before working capital changes and tax per share” and “Net cash provided by operating activities of continuing operations per share”.

“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, severance charges and by-product credits, but excludes exploration costs, property holding costs, corporate 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.

“Cost of sales per ounce” is equal to cost of sales excluding depreciation and amortization for the period plus depreciation and amortization for the period divided by the number of ounces of gold sold during the period.

“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, materials and supplies write-offs, other operating expenses and severance charges, and “cash operating cost per ounce” is that amount divided by the number of ounces of gold 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 or 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 the cash component of inventory net realizable value adjustments, royalties, sustaining capital expenditures, corporate general and administrative costs (excluding share-based compensation expenses and severance) and accretion of rehabilitation provision. Following the sale of Prestea, the comparative numbers in 2020 for all-in sustaining costs have been restated to fully allocate to Wassa the corporate general and administrative costs that relates to the Canada and UK offices. Prior to the sale of Prestea, corporate general administrative costs were allocated to Wassa and Prestea based on the ounces of gold sold during the period in calculating the mine site all-in sustaining costs. "All-in sustaining costs per ounce" is that amount divided by the number of ounces of gold sold during the period. This measure seeks to represent the total costs of producing gold from current operations and therefore it does not include expansion capital expenditures attributable to development projects or mine expansions, exploration and evaluation costs attributable to growth projects, changes to the rehabilitation provision, 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. Share-based compensation expenses are 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.

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 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 finance 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 tables below reconcile 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.

Free cash flow is equal to net cash flow provided by/(used in) operating activities less net cash flow provided by/(used in) investing activities. Certain investors use free cash flow to assess the Company's ability to generate and manage liquid resources. Free cash flow is intended to provide additional information and does not have any standardized meaning under IFRS and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. This measure is not necessarily indicative of operating profit or cash flow from operations as determined under IFRS. This is a non-GAAP financial measure and other companies may calculate these measures differently.

The following table reconciles the cost of sales excluding depreciation and amortization to cost of sales per ounce, cash operating cost per ounce and AISC per ounce for the continuing operations of Wassa:

Continuing operations - Wassa

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
(Stated in thousands of U.S dollars except cost per ounce data)				
Cost of sales excluding depreciation and amortization	36,748	31,137	100,004	90,718
Depreciation and amortization	8,113	5,675	22,492	17,057
Cost of sales	<u>44,861</u>	<u>36,812</u>	<u>122,496</u>	<u>107,775</u>
Cost of sales excluding depreciation and amortization	36,748	31,137	100,004	90,718
Severance charges	—	—	(111)	(45)
Royalties	(3,408)	(3,956)	(10,284)	(10,825)
Cash operating costs	<u>33,340</u>	<u>27,181</u>	<u>89,609</u>	<u>79,689</u>
Royalties	3,408	3,956	10,284	10,825
Accretion of rehabilitation provision	27	39	52	116
Corporate general and administrative costs	4,341	4,703	13,495	14,190
Sustaining capital expenditures	8,721	6,019	23,696	16,045
Corporate capital expenditures	38	—	122	394
All-in sustaining costs	<u>49,875</u>	<u>41,898</u>	<u>137,258</u>	<u>121,418</u>
Ounces sold	38,391	40,940	115,016	123,968
Cost of sales per ounce	1,169	899	1,065	869
Cash operating cost per ounce	868	664	779	643
All-in sustaining cost per ounce	1,299	1,023	1,193	979

The following table reconciles the cost of sales excluding depreciation and amortization to cost of sales per ounce, cash operating cost per ounce and AISC per ounce for the discontinued operations of Prestea:

Discontinued operations - Prestea

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
(Stated in thousands of U.S dollars except cost per ounce data)				
Cost of sales excluding depreciation and amortization	—	15,475	—	44,637
Depreciation and amortization	—	2,473	—	5,249
Cost of sales	—	17,948	—	49,886
Cost of sales excluding depreciation and amortization	—	15,475	—	44,637
Other operating expenses	—	—	—	—
Severance charges	—	—	—	(37)
Royalties	—	(655)	—	(1,899)
Inventory net realizable value adjustment and write-off	—	(439)	—	(1,071)
Cash operating costs	—	14,381	—	44,661
Royalties	—	655	—	1,899
Inventory net realizable value adjustment and write-off	—	439	—	1,071
Accretion of rehabilitation provision	—	96	—	290
Corporate general and administrative costs	—	(92)	—	1,050
Sustaining capital expenditures	—	1,253	—	5,438
All-in sustaining costs	—	16,732	—	54,409
Ounces sold	—	6,717	—	21,965
Cost of sales per ounce	—	2,672	—	2,271
Cash operating cost per ounce	—	2,141	—	2,033
All-in sustaining cost per ounce	—	2,491	—	2,477

The following table reconciles the cost of sales excluding depreciation and amortization to cost of sales per ounce, cash operating cost per ounce and AISC per ounce for the combined continuing operations of Wassa and discontinued operations of Prestea:

Wassa and Prestea

(Stated in thousands of U.S dollars except cost per ounce data)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Cost of sales excluding depreciation and amortization	36,748	46,612	100,004	135,355
Depreciation and amortization	8,113	8,148	22,492	22,306
Cost of sales	<u>44,861</u>	<u>54,760</u>	<u>122,496</u>	<u>157,661</u>
Cost of sales excluding depreciation and amortization	36,748	46,612	100,004	135,355
Other operating expense adjustment	—	—	—	3,031
Severance charges	—	—	(111)	(82)
Royalties	(3,408)	(4,611)	(10,284)	(12,724)
Inventory net realizable value adjustment and write-off	—	(439)	—	(1,230)
Cash operating costs	<u>33,340</u>	<u>41,562</u>	<u>89,609</u>	<u>124,350</u>
Royalties	3,408	4,611	10,284	12,724
Inventory net realizable value adjustment and write-off	—	439	—	1,230
Accretion of rehabilitation provision	27	135	52	406
Corporate general and administrative costs	4,341	4,611	13,495	15,240
Sustaining capital expenditures	8,721	7,272	23,696	21,483
Corporate capital expenditures	38	—	122	394
All-in sustaining costs	<u>49,875</u>	<u>58,630</u>	<u>137,258</u>	<u>175,827</u>
Ounces sold	38,391	47,657	115,016	145,933
Cost of sales per ounce	1,169	1,149	1,065	1,080
Cash operating cost per ounce	868	872	779	852
All-in sustaining cost per ounce	1,299	1,230	1,193	1,205

“Cash provided by continuing operations before working capital changes and tax” is calculated by subtracting the “changes in working capital and tax” from “net cash provided by operating activities of continuing operations” as found in the statements of cash flows. “Cash provided by continuing 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. Net cash provided by operating activities of continuing operations per share is calculated by dividing the amount with the basic weighted average number of shares outstanding used in the calculation of basic (loss)/income per share.

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 and tax should be considered non-GAAP financial measures as defined in 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 or 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 following table shows the reconciliation of net (loss)/income for the period to adjusted net income attributable to Golden Star shareholders and adjusted net income per share attributable to Golden Star shareholders:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
(Stated in thousands of U.S dollars except per share data)				
Net (loss)/income from continuing operations attributable to Golden Star shareholders	(12,399)	14,851	(15,509)	30,317
Add back/(deduct):				
(Gain)/loss on fair value of derivative financial instruments, net	(660)	3,735	(7,207)	1,449
Severance charges	—	—	111	40
Corporate office relocation and restructuring costs	—	—	469	412
Derecognition loss and expected loss allowance on deferred consideration on the sale of Prestea	13,292	—	32,864	—
Tax effect of adjustments	—	7	—	(364)
Adjusted net income from continuing operations	233	18,593	10,728	31,854
Adjustments attributable to non-controlling interest	—	(1)	(11)	32
Adjusted net income from continuing operations attributable to Golden Star shareholders	233	18,592	10,717	31,886
Net loss from discontinued operations attributable to Golden Star shareholders	—	(82,112)	—	(88,976)
Add back/(deduct):				
Severance charges	—	—	—	37
(Gain)/loss on change in asset retirement obligations	—	(6)	—	1,979
Loss on sale of Prestea	—	36,875	—	36,875
Adjusted net loss from discontinued operations	—	(45,243)	—	(50,085)
Adjustments attributable to non-controlling interest	—	1	—	(202)
Adjusted net loss from discontinued operations attributable to Golden Star shareholders	—	(45,242)	—	(50,286)
Adjusted net income/(loss) attributable to Golden Star shareholders	233	(26,650)	10,717	(18,400)
Weighted average shares outstanding - basic (millions)	115.1	110.3	114.1	110.0
Adjusted net income/(loss) per share attributable to Golden Star shareholders - basic				
- From continuing operations	0.00	0.17	0.09	0.29
- From discontinued operations	—	(0.41)	—	(0.45)
Total	0.00	(0.24)	0.09	(0.16)

The Company uses “Adjusted net income attributable to Golden Star shareholders” for its own internal purposes. Management’s internal budgets and forecasts and public guidance do not reflect the items which have been excluded from the determination of “Adjusted net income attributable to Golden Star shareholders”. Consequently, the presentation of “Adjusted net income attributable to Golden Star shareholders enables shareholders” to better understand the underlying operating performance of our core mining business through the eyes of Management. Management periodically evaluates the components

of adjusted net earnings based on an internal assessment of performance measures that are useful for evaluating the operating performance of our business and a review of non-GAAP measures used by mining industry analysts and other mining companies.

“Adjusted net income attributable to Golden Star shareholders - basic” is calculated by adjusting net loss attributable to Golden Star shareholders for net loss from discontinued operations attributable to Golden Star shareholders, loss from sale of an operation, gain/loss on fair value of financial instruments, severance charges, loss/(gain) on change in estimate of rehabilitation provision, non-cash cumulative adjustment to revenue and finance costs related to the RGLD Streaming Agreement and impairment charges. The Company has excluded the non-cash cumulative adjustment to revenue from adjusted net income as the amount is non-recurring, the amount is non-cash in nature and Management does not include the amount when reviewing and assessing the performance of the operations. “Adjusted net income per share attributable to Golden Star shareholders” for the period is “Adjusted net income attributable to Golden Star shareholders” divided by 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 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.

EBITDA and Adjusted EBITDA

The following table shows the reconciliation of net income from continuing operations to EBITDA and Adjusted EBITDA:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
(Stated in thousands of U.S dollars)				
Net (loss)/income from continuing operations	(11,018)	8,038	(10,623)	27,434
Add back/(deduct):				
Finance expense, net	2,853	3,672	7,602	10,596
Income tax expense	7,435	13,782	27,106	35,988
Depreciation and amortization	8,113	5,675	22,492	17,057
EBITDA from continuing operations	7,383	31,167	46,577	91,075
Add back/(deduct):				
(Gain)/loss on fair value of financial instruments, net	(660)	3,735	(7,207)	1,449
Other expense, net	14,434	2,629	35,075	2,635
Adjusted EBITDA from continuing operations	21,157	37,531	74,445	95,159
EBITDA from discontinued operations	—	(40,775)	—	(48,841)
Total EBITDA	7,383	(9,608)	46,577	42,234
Adjusted EBITDA from discontinued operations	—	(5,506)	—	(12,264)
Total Adjusted EBITDA	21,157	32,025	74,445	82,895

The Company calculates EBITDA as net income or loss for the period excluding finance expense, income tax expense and depreciation and amortization. EBITDA does not have a standardized meaning prescribed by IFRS and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. EBITDA excludes the impact of cash costs of financing activities and taxes and the effects of changes in working capital balances and therefore is not necessarily indicative of operating profit or cash flow from operations as determined under IFRS. Other companies may

calculate EBITDA differently. Adjusted EBITDA is a non-IFRS financial measure calculated by excluding one-off costs or credits relating to non-routine transactions from EBITDA. It excludes other credits and charges, that individually or in the aggregate, if of a similar type, are of a nature or size that requires explanation in order to provide additional insight into the underlying business performance. Examples of items excluded from Adjusted EBITDA are impairment charges, gain or loss from sale of assets, gain or loss on fair value of financial instruments, variable component adjustment on revenue and other expense/income as presented in the consolidated statements of operations. Other companies may calculate Adjusted EBITDA differently.

Adjusted EBITDA margin is calculated as a percentage of Adjusted EBITDA over gold revenues. Mine operating margin is calculated as a percentage of Mine operating profit over gold revenues.

OUTSTANDING SHARE DATA

As of November 1, 2021, there were 115,725,047 common shares of the Company issued and outstanding, 614,018 stock options outstanding, 1,620,516 deferred share units outstanding, 383,610 share units of 2017 performance related restricted share units outstanding and 2,545,357 share units of UK performance share units outstanding.

CRITICAL ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The critical accounting judgments, estimates and assumptions are disclosed in Note 4 of the Financial Statements for the year ended December 31, 2020.

CHANGES IN ACCOUNTING POLICIES

The Company has adopted the following revised accounting standard effective January 1, 2021. The changes were made in accordance with the applicable transitional provisions.

IAS 16 AMENDMENTS - Property, Plant and Equipment: Proceeds before Intended Use

In 2020, the IASB published IAS 16, Property, Plant and Equipment - Proceeds before Intended Use (Amendments to IAS 16) (“the amendments”) which applies to annual reporting periods beginning on or after January 1, 2022, with earlier application permitted. The Company has early adopted these amendments effective January 1, 2021 and has applied the amendments retrospectively.

These amendments prohibit the deduction from the cost of an item of property, plant and equipment any net proceeds received from the sales of the items produced while bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by Management. Instead, the Company recognizes the proceeds from the sale of such items, and the cost of producing those items in the Statement of Operations. As required, the Company has adopted the amendments on a modified retrospective basis. There was no cumulative impact on opening equity on adoption and there was no impact to the current period or comparative periods presented as a result of the amendment.

Interest Rate Benchmark Reform – Phase 2 (Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16) (effective January 1, 2021)

In August 2020, the IASB published Phase 2 of its amendments to IFRS 9, IFRS 7 and IFRS 16 to address issues that impact financial reporting at the time of Interbank Offered Rate (“IBOR”) replacement with alternative rates. The amendments provide a practical expedient to ease the potential burden of accounting or changes in contractual cash flows, provide relief from specific hedge accounting requirements and add disclosure requirements at the time of IBOR replacement. The Company has adopted these amendments effective January 1, 2021 and has applied the amendments retrospectively. There was no impact to the current period or comparative periods presented as a result of the amendment.

FINANCIAL INSTRUMENTS

(Stated in thousands of U.S dollars)	Fair value at September 30, 2021	Basis of measurement	Associated risks
Cash and cash equivalents	50,472	Amortized cost	Interest/Credit/Foreign exchange
Accounts and other receivables	6,604	Amortized cost	Foreign exchange/Credit
Non-hedge derivative asset	2,182	Fair value through profit and loss	Market price
Trade and other payables	31,509	Amortized cost	Foreign exchange/Interest
Finance leases	33,350	Amortized cost	Interest
Macquarie RCF	82,426	Amortized cost	Interest

Amortized cost - Cash and cash equivalents, accounts and other receivables, trade and other payables, the Macquarie RCF and the finance leases approximate their carrying values as the interest rates are comparable to current market rates.

Fair value through profit or loss - The fair value of the derivative liability relating to the Convertible Debentures was estimated using a convertible note valuation model up and until settlement in cash during August 2021. For the three months ended September 30, 2021, a gain of \$nil was recorded in the Consolidated Statement of Operations (for the nine months ended September 30, 2021 - gain of \$2.6 million). The non-hedge derivative liability relating to gold collar contracts is estimated using pricing models that utilize a variety of observable inputs that are a combination of quoted prices, applicable yield curves and credit spreads. As at September 30, 2021, these zero cost collars consist of puts and calls on 137,500 ounces maturing at a quarterly rate of 12,500 ounces. All hedges have a floor of \$1,600/oz and an average ceiling of \$2,171/oz in 2021 and \$2,179/oz in 2022 and a flat ceiling of \$2,115/oz in 2023 and 2024. For the three months ended September 30, 2021, the Company recognized an unrealized gain of \$0.7 million (for the nine months ended September 30, 2021 - gain of \$4.6 million).

DISCLOSURES ABOUT RISKS

The Company is exposed to significant risks including, without limitation, risks associated with changes in interest rates on existing debt obligations, changes in foreign currency exchange rates, commodity price fluctuations, as well as capital risk, liquidity risk and credit risk. Moreover, 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. The Company's risk factors are disclosed in the Company's Annual Information Form for the year ended December 31, 2020 available on the Company's profile on SEDAR at www.sedar.com.

CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Management, with the participation of the Company's President and Chief Executive Officer (the "CEO") and Executive Vice President and Chief Financial Officer (the "CFO"), has evaluated the effectiveness of the Company's disclosure controls and procedures. Based upon the results of that evaluation, the CEO and CFO have concluded that, as of September 30, 2021, 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 CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

Management's Report on Internal Control Over Financial Reporting

Management, with the participation of the CEO and CFO, is responsible for establishing and maintaining adequate internal control over financial reporting. Under the supervision of the CEO and CFO, 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 reporting 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.

Management, including the CEO and CFO, 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 significant 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.

RISK FACTORS AND ADDITIONAL INFORMATION

The risk factors for the nine months ended September 30, 2021 are substantially the same as those disclosed and discussed under the headings "Risk Factors - General Risks", "Risk Factors - Governmental and Regulatory Risks" and "Risk Factors - Market Risks" in the Company's Annual Information Form for the year ended December 31, 2020 available on the Company's profile on SEDAR at www.sedar.com.



Condensed Interim Consolidated Financial Statements

For the Three and Nine Months Ended September 30, 2021 and September 30, 2020

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GOLDEN STAR RESOURCES LTD.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS
AND COMPREHENSIVE LOSS
(Stated in thousands of U.S. dollars except per share data)
(Unaudited)

	Notes	Three Months Ended September 30,		Nine Months Ended September 30,	
		2021	2020 ¹	2021	2020 ¹
Revenue	6	64,329	74,235	193,710	203,690
Cost of sales excluding depreciation and amortization	7	36,748	31,137	100,004	90,718
Depreciation and amortization		8,113	5,675	22,492	17,057
Mine operating profit		19,468	37,423	71,214	95,915
Other expenses					
Exploration expense		1,028	369	3,232	1,559
Corporate general and administrative expense		4,341	4,703	13,495	14,190
Share-based compensation expense	21	1,055	495	2,534	2,064
Other expense, net	8	14,434	2,629	35,075	2,635
(Gain)/loss on fair value of derivative financial instruments, net	23	(660)	3,735	(7,207)	1,449
(Loss)/Income before finance and tax		(730)	25,492	24,085	74,018
Finance expense, net	9	2,853	3,672	7,602	10,596
(Loss)/Income from continuing operations before tax		(3,583)	21,820	16,483	63,422
Income tax expense	10	7,435	13,782	27,106	35,988
Net (loss)/income and comprehensive (loss)/income from continuing operations		(11,018)	8,038	(10,623)	27,434
Net loss and comprehensive loss from discontinued operations		—	(43,700)	—	(54,752)
Net loss and comprehensive loss		(11,018)	(35,662)	(10,623)	(27,318)
Net income and comprehensive income attributable to non-controlling interest		1,381	31,599	4,886	31,341
Net loss and comprehensive loss attributable to Golden Star shareholders		(12,399)	(67,261)	(15,509)	(58,659)
		(11,018)	(35,662)	(10,623)	(27,318)
Net (loss)/income from continuing operations per share attributable to Golden Star shareholders	11				
Basic		\$ (0.11)	\$ 0.13	\$ (0.14)	\$ 0.28
Diluted		\$ (0.11)	\$ 0.13	\$ (0.14)	\$ 0.27
Net loss from discontinued operations per share attributable to Golden Star shareholders	11				
Basic		\$ —	\$ (0.74)	\$ —	\$ (0.81)
Diluted		\$ —	\$ (0.74)	\$ —	\$ (0.81)
Net loss per share attributable to Golden Star shareholders	11				
Basic		\$ (0.11)	\$ (0.61)	\$ (0.14)	\$ (0.53)
Diluted		\$ (0.11)	\$ (0.61)	\$ (0.14)	\$ (0.53)

¹Refer to Note 27 for information on revised prior period comparatives.

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 September 30, 2021	As of December 31, 2020 ¹
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents		50,472	60,809
Accounts and other receivables	12	6,604	23,759
Inventories	13	32,502	30,600
Prepays and other		5,074	6,548
Derivative assets	23	571	—
Total Current Assets		95,223	121,716
RESTRICTED CASH		2,315	2,131
ACCOUNTS AND OTHER RECEIVABLES	12	—	12,602
MINING INTERESTS	14	252,814	207,412
DERIVATIVE ASSETS	23	1,611	—
Total Assets		351,963	343,861
LIABILITIES			
CURRENT LIABILITIES			
Accounts payable and accrued liabilities	15	39,699	41,297
Current portion of rehabilitation provisions	16	3,600	2,018
Current portion of deferred revenue	17	8,321	7,646
Current portion of long-term debt	18	—	49,735
Current portion of lease liabilities	19	2,924	296
Current portion of derivative liability	23	—	3,312
Current income tax liabilities		11,462	12,774
Total Current Liabilities		66,006	117,078
REHABILITATION PROVISIONS	16	12,996	15,550
DEFERRED REVENUE	17	92,923	96,916
LONG-TERM DEBT	18	82,426	54,547
LEASE LIABILITIES	19	30,426	1,185
DERIVATIVE LIABILITY	23	—	1,713
DEFERRED TAX LIABILITY		35,937	31,098
Total Liabilities		320,714	318,087
SHAREHOLDERS' EQUITY			
SHARE CAPITAL			
First preferred shares, without par value, unlimited shares authorized. No shares issued and outstanding		—	—
Common shares, without par value, unlimited shares authorized	20	932,291	918,013
CONTRIBUTED SURPLUS		40,589	38,769
DEFICIT		(966,428)	(950,919)
Shareholders' equity attributable to Golden Star shareholders		6,452	5,863
NON-CONTROLLING INTEREST		24,797	19,911
Total Equity		31,249	25,774
Total Liabilities and Shareholders' Equity		351,963	343,861

¹Refer to Note 27 for information on revised prior period comparatives and Note 25 for Commitments and Contingencies.

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

"Mona Quartey"
Mona Quartey, Director

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

	Notes	Three Months Ended September 30,		Nine Months Ended September 30,	
		2021	2020 ¹	2021	2020 ¹
OPERATING ACTIVITIES:					
Net (loss)/income from continuing operations		(11,018)	8,038	(10,623)	27,434
Reconciliation of net income to net cash provided by operating activities:					
Depreciation and amortization		8,369	5,838	23,035	17,453
Share-based compensation expense	21	1,055	495	2,534	2,064
Income tax expense	10	7,435	13,782	27,106	35,988
(Gain)/loss on fair value of derivative financial instruments, net	23	(660)	3,735	(7,207)	1,449
Deferred revenue recognized	6	(1,851)	(1,989)	(5,272)	(6,290)
Reclamation expenditures	16	(257)	(399)	(869)	(920)
Other non-cash items	24	15,064	1,000	35,922	5,407
Changes in working capital and taxes paid	24	(862)	(4,423)	(24,208)	(17,973)
Net cash provided by operating activities of continuing operations		17,275	26,077	40,418	64,612
Net cash used in operating activities of discontinued operations		—	(7,184)	—	(21,969)
Net cash provided by operating activities		17,275	18,893	40,418	42,643
INVESTING ACTIVITIES:					
Additions to mining interests	14	(13,298)	(8,644)	(35,341)	(30,472)
Change in accounts payable and deposits on mine equipment and material		(3,003)	(3,064)	(3,940)	(3,262)
Decrease in restricted cash		—	—	(184)	(5)
Net cash used in investing activities of continuing operations		(16,301)	(11,708)	(39,465)	(33,739)
Net cash used in investing activities of discontinued operations		—	(2,906)	—	(7,475)
Net cash used in investing activities		(16,301)	(14,614)	(39,465)	(41,214)
FINANCING ACTIVITIES:					
Proceeds from Macquarie Revolving Credit Facility	18	29,235	—	29,235	—
Principal repayments on Macquarie Credit Facility	18	—	(5,000)	—	(10,000)
Principal repayment of 7% Convertible Debentures	18	(51,498)	—	(51,498)	—
Principal payments on lease liabilities	19	(938)	(130)	(2,805)	(1,056)
Shares issued, net of issuance costs	20	(28)	—	13,779	—
Exercise of stock options		—	4,093	—	4,566
Net cash used by financing activities of continuing operations		(23,229)	(1,037)	(11,290)	(6,490)
Net cash used in financing activities of discontinued operations		—	(7)	—	(20)
Net cash used by financing activities		(23,229)	(1,044)	(11,290)	(6,510)
(Decrease)/increase in cash and cash equivalents		(22,255)	3,235	(10,337)	(5,081)
Cash and cash equivalents, beginning of period		72,727	45,051	60,809	53,367
Cash and cash equivalents, end of period		50,472	48,286	50,472	48,286

¹Refer to Note 27 for information on revised prior period comparatives and Note 24 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)
(Unaudited)

	Number of Common Shares	Share Capital	Contributed Surplus	Deficit	Non-Controlling Interest	Total Shareholders' Equity
Balance at January 1, 2020	109,385,063	910,205	38,964	(898,779)	(82,513)	(32,123)
Issued on exercise of DSUs	135,557	176	(281)	—	—	(105)
Issued on exercise of stock options	1,658,926	7,235	(2,669)	—	—	4,566
Issued on settlement of PRSUs, net of tax	81,295	256	(295)	—	—	(39)
Options granted	—	—	407	—	—	407
Deferred share units granted	—	—	518	—	—	518
Performance and restricted share units granted	—	—	330	—	—	330
UK performance share units granted	—	—	895	—	—	895
Derecognition following the sale of Prestea	—	—	—	—	68,565	68,565
Net (loss)/income	—	—	—	(58,659)	31,341	(27,318)
Balance at September 30, 2020	111,260,841	917,872	37,869	(957,438)	17,393	15,696
Balance at January 1, 2021	111,313,595	918,013	38,769	(950,919)	19,911	25,774
Shares issued	4,220,213	13,779	—	—	—	13,779
Issued on exercise of DSUs	20,660	23	(23)	—	—	—
Issued on settlement of UK PSUs	170,579	476	(476)	—	—	—
Options granted	—	—	49	—	—	49
Deferred share units granted	—	—	723	—	—	723
Performance and restricted share units granted	—	—	205	—	—	205
UK performance share units granted	—	—	1,342	—	—	1,342
Net (loss)/income	—	—	—	(15,509)	4,886	(10,623)
Balance at September 30, 2021	115,725,047	932,291	40,589	(966,428)	24,797	31,249

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 NINE MONTHS ENDED SEPTEMBER 30, 2021 AND 2020 (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 an international gold mining and exploration company incorporated under the *Canada Business Corporations Act*. The Company's shares are listed on the Toronto Stock Exchange under the symbol GSC, the NYSE American exchange (formerly NYSE MKT) under the symbol GSS and the Ghana Stock Exchange under the symbol GSR. The Company's registered office is located at 333 Bay Street, Suite 2400, Toronto, Ontario, M5H 2T6 Canada, and the Company has corporate offices in London, United Kingdom and Accra, Ghana.

Through our 90% owned subsidiary, Golden Star (Wassa) Limited, we own and operate the Wassa underground mine and a carbon-in-leach processing plant (collectively "Wassa"), located northeast of the town of Tarkwa, Ghana. Until September 30, 2020 and as further discussed in Note 5, we owned and operated the Bogoso gold mining and processing operations, the Prestea open pit mining operations and the Prestea underground mine (collectively "Prestea") located near the town of Prestea, Ghana. The Company also holds and manages interests in several gold exploration projects in Ghana.

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") and with interpretations of the International Financial Reporting Interpretations Committee ("IFRIC") which the Canadian Accounting Standards Board has approved for incorporation into Part 1 of the CPA Canada Handbook – Accounting 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, 2020, 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, 2020, except for the changes in accounting policies described in Note 3 below.

These condensed interim consolidated financial statements were approved by the Company's Board of Directors on November 1, 2021.

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, except for the changes in accounting policies described in Note 3.

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.

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

Going concern

As at September 30, 2021, the Company had cash and cash equivalents of \$50.5 million, net current assets excluding deferred revenue of \$37.5 million and net cash provided by operations before working capital changes for the nine months ended of September 30, 2021 of \$64.6 million. As at September 30, 2021, the Company was compliant with its debt covenants.

To date, the Company's operations have been largely unaffected by the COVID-19 pandemic, and gold production and shipments have continued without any significant disruptions. However, the Company cannot provide any assurances that its planned operations, production and capital expenditures for the foreseeable future will not be delayed, postponed or cancelled as a result of the COVID-19 pandemic or otherwise. The COVID-19 pandemic could: (i) continue to affect financial markets, including the price of gold and the trading price of the Company's shares, (ii) adversely affect the Company's ability to raise capital, and (iii) cause continued interest rate volatility and movements that could make obtaining financing or refinancing debt

obligations more challenging or more expensive or unavailable on commercially reasonable terms or at all. Any of these events or circumstances could have a material adverse effect on the Company's business, financial condition and results of operations.

Management has prepared detailed cash flow forecasts to assess the economic impact of the COVID-19 pandemic from a going concern and viability perspective. Based on these detailed cash flow forecasts, including any reasonably possible changes in the key assumptions on which the cash flow forecasts are based and assess various scenarios related to the pandemic, Management believes that the Company will have adequate resources to continue as a going concern for the foreseeable future, and at this point in time there are no material uncertainties regarding going concern. Management has concluded that it is appropriate to prepare the consolidated financial statements on a going concern basis.

3. CHANGES IN ACCOUNTING POLICIES

New Accounting Standards Effective 2021

The Company has adopted the following revised accounting standard effective January 1, 2021. The changes were made in accordance with the applicable transitional provisions.

IAS 16 AMENDMENTS - Property, Plant and Equipment: Proceeds before Intended Use

In 2020, the IASB published IAS 16, Property, Plant and Equipment: Proceeds before Intended Use (Amendments to IAS 16) ("the amendments") which applies to annual reporting periods beginning on or after January 1, 2022, with earlier application permitted. The Company has early adopted these amendments effective January 1, 2021 and has applied the amendments retrospectively.

These amendments prohibit the deduction from the cost of an item of property, plant and equipment any net proceeds received from the sales of the items produced while bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by Management. Instead, the Company recognizes the proceeds from the sale of such items, and the cost of producing those items in the Statement of Operations. As required, the Company has adopted the amendments on a modified retrospective basis. There was no cumulative impact on opening equity on adoption and there was no impact to the current period or comparative periods presented as a result of the amendment.

Interest Rate Benchmark Reform – Phase 2 (Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16) (effective January 1, 2021)

In August 2020, the IASB published Phase 2 of its amendments to IFRS 9, IFRS 7 and IFRS 16 to address issues that impact financial reporting at the time of Interbank Offered Rate ("IBOR") replacement with alternative rates. The amendments provide a practical expedient to ease the potential burden of accounting or changes in contractual cash flows, provide relief from specific hedge accounting requirements, and add disclosure requirements, at the time of IBOR replacement. The Company has adopted these amendments effective January 1, 2021 and has applied the Phase 2 amendments retrospectively. There was no impact to the current period or comparative periods presented as a result of the amendment.

4. SEGMENTED INFORMATION

Segmented revenue and results

The Company has reportable segments as identified by the Chief Operating Decision Maker ("CODM") (Andrew Wray, President and Chief Executive Officer). Each segment is identified by the CODM based on quantitative and qualitative factors who reviews the operating results, assesses performance and makes capital allocation decisions.

Three Months Ended September 30,	Wassa	Exploration	Corporate	Total
2021				
Revenue	64,329	—	—	64,329
Mine operating expenses	30,406	—	—	30,406
Operating costs from metal inventory	2,934	—	—	2,934
Royalties	3,408	—	—	3,408
Cost of sales excluding depreciation and amortization	36,748	—	—	36,748
Depreciation and amortization	8,113	—	—	8,113
Mine operating profit	19,468	—	—	19,468
Income tax expense	7,435	—	—	7,435
Net income from continuing operations attributable to non-controlling interest	1,381	—	—	1,381
Net income/(loss) from continuing operations attributable to Golden Star	9,025	(581)	(20,843)	(12,399)
Net income/(loss) from continuing operations	10,406	(581)	(20,843)	(11,018)
Capital expenditures ¹	13,261	—	37	13,298
2020				
Revenue	74,235	—	—	74,235
Mine operating expenses	27,346	—	—	27,346
Operating costs to metal inventory	(165)	—	—	(165)
Royalties	3,956	—	—	3,956
Cost of sales excluding depreciation and amortization	31,137	—	—	31,137
Depreciation and amortization	5,675	—	—	5,675
Mine operating profit	37,423	—	—	37,423
Income tax expense	13,782	—	—	13,782
Net loss from continuing operations attributable to non-controlling interest	(6,813)	—	—	(6,813)
Net income/(loss) from continuing operations attributable to Golden Star	29,185	618	(14,952)	14,851
Net income/(loss) from continuing operations	22,372	618	(14,952)	8,038
Capital expenditures ¹	8,644	—	—	8,644

Nine Months Ended September 30,	Wassa	Exploration	Corporate	Total
2021				
Revenue	193,710	—	—	193,710
Mine operating expenses	88,940	—	—	88,940
Severance charges	111	—	—	111
Operating costs from metal inventory	669	—	—	669
Royalties	10,284	—	—	10,284
Cost of sales excluding depreciation and amortization	100,004	—	—	100,004
Depreciation and amortization	22,492	—	—	22,492
Mine operating profit	71,214	—	—	71,214
Income tax expense	27,106	—	—	27,106
Net income from continuing operations attributable to non-controlling interest	4,886	—	—	4,886
Net income/(loss) from continuing operations attributable to Golden Star	34,135	(1,923)	(47,721)	(15,509)
Net income/(loss) from continuing operations	<u>39,021</u>	<u>(1,923)</u>	<u>(47,721)</u>	<u>(10,623)</u>
Capital expenditures ¹	34,896	323	122	35,341
2020				
Revenue	203,690	—	—	203,690
Mine operating expenses	79,346	—	—	79,346
Severance charges	45	—	—	45
Operating costs to metal inventory	343	—	—	343
Inventory write-downs	159	—	—	159
Royalties	10,825	—	—	10,825
Cost of sales excluding depreciation and amortization	90,718	—	—	90,718
Depreciation and amortization	17,057	—	—	17,057
Mine operating profit	95,915	—	—	95,915
Income tax expense	35,988	—	—	35,988
Net loss from continuing operations attributable to non-controlling interest	(2,883)	—	—	(2,883)
Net income/(loss) from continuing operations attributable to Golden Star	59,875	(841)	(28,717)	30,317
Net income/(loss) from continuing operations	<u>56,992</u>	<u>(841)</u>	<u>(28,717)</u>	<u>27,434</u>
Capital expenditures ¹	30,078	—	394	30,472

¹ Capital expenditures excludes additions of right-of-use assets and changes in rehabilitation provision estimates. See Note 14 for a full breakdown of additions to mining interests.

Segmented Assets

The following table presents the segmented assets:

	Wassa	Exploration	Corporate	Total
September 30, 2021				
Total assets	319,994	682	31,287	351,963
December 31, 2020				
Total assets	285,573	378	57,910	343,861

5. DISCONTINUED OPERATIONS

The financial results of Prestea have been presented as discontinued operations in the consolidated statements of operations and the consolidated statements of cash flows following completion of the sale of the Company's 90% interest in Prestea to Future Global Resources Limited ("FGR") on September 30, 2020. As a result, the financial results of Prestea have been represented as if Prestea had been discontinued from the start of the comparative period - this is disclosed in Note 27.

The components of net loss from discontinued operations and cash flow information for the periods ended September 30, 2021 and 2020 were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Revenue	—	12,185	—	35,731
Cost of sales excluding depreciation and amortization	—	15,475	—	44,637
Depreciation and amortization	—	2,473	—	5,249
Mine operating loss	—	(5,763)	—	(14,155)
Prestea general and administrative expense	—	(92)	—	1,050
Other expense, net	—	1,606	—	2,914
Loss on sale of Prestea	—	36,875	—	36,875
Loss before finance and tax	—	(44,152)	—	(54,994)
Finance income, net	—	(452)	—	(242)
Net loss from discontinued operations	—	(43,700)	—	(54,752)
Net income and comprehensive income from discontinued operations attributable to non-controlling interest	—	38,412	—	34,224
Net loss and comprehensive loss from discontinued operations attributable to Golden Star shareholders	—	(82,112)	—	(88,976)
	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Net cash used in operating activities	—	(7,184)	—	(21,969)
Net cash used in investing activities	—	(2,906)	—	(7,475)
Net cash used in financing activities	—	(7)	—	(20)
Net cash used by discontinued operations	—	(10,097)	—	(29,464)

The restructuring of the consideration for the sale of Prestea was completed on September 30, 2021 and is disclosed in Note 12.

6. REVENUE

Revenue includes the following components:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Revenue - Spot sales	60,924	70,694	184,015	192,991
Cash payment proceeds	1,554	1,552	4,423	4,409
Deferred revenue recognized	1,851	1,989	5,272	6,290
Revenue - Streaming Agreement	3,405	3,541	9,695	10,699
Total revenue	64,329	74,235	193,710	203,690

Information about major customers

During the nine months ended September 30, 2021, approximately 90% (nine months ended September 30, 2020 - 90%) of our gold production was sold through a gold refinery located in South Africa. Other than the sales to RGLD Gold AG as part of the Streaming Agreement, the refinery arranges for the sale of gold typically on the day the gold doré arrives at the refinery and the Company receives payment for the refined gold sold two working days after the gold doré arrives at the refinery.

The global gold market is competitive with numerous banks and gold refineries willing to buy refined gold and gold doré on short notice. Therefore, we believe that the loss of one of our current customers would not materially delay or disrupt revenue.

7. COST OF SALES EXCLUDING DEPRECIATION AND AMORTIZATION

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Mine operating expenses	30,406	27,346	88,940	79,346
Operating costs to metal inventory	2,934	(165)	669	343
Royalties	3,408	3,956	10,284	10,825
Severance charges	—	—	111	45
Inventory write-downs	—	—	—	159
	36,748	31,137	100,004	90,718

8. OTHER EXPENSE, NET

Other expense includes the following components:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Derecognition loss and expected loss allowance on the deferred consideration for the sale of Prestea	13,292	—	32,864	—
Corporate development costs	340	—	363	—
Corporate office relocation costs	—	—	469	407
Realized loss on non-hedge derivative contracts (Note 23)	—	2,372	—	2,476
Other expenses/(income)	802	257	1,379	(248)
	14,434	2,629	35,075	2,635

9. FINANCE EXPENSE, NET

Finance expense and income include the following components:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Interest expense on principal debt	1,227	1,591	4,479	5,249
Interest on financing component of deferred revenue (Note 17)	651	781	1,954	2,343
Accretion of 7% Convertible Debentures discount (Note 18)	275	698	1,763	2,012
Amortization of deferred financing fees	643	199	1,553	602
Interest expense on lease obligations (Note 19)	403	36	1,227	82
Net foreign exchange (gain)/loss	(119)	373	225	436
Accretion of rehabilitation provision (Note 16)	27	39	52	116
Gain on modification of Macquarie Credit Facility (Note 18)	—	—	(2,851)	—
Accretion of long-term receivables discount	(226)	—	(670)	—
Interest income	(28)	(45)	(130)	(244)
	<u>2,853</u>	<u>3,672</u>	<u>7,602</u>	<u>10,596</u>

10. INCOME TAXES

Income tax expense is recognized based on Management's estimate of the weighted average annual income tax rate expected for the full financial year. The provision for income taxes includes the following components:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Current expense:				
Canada	—	—	—	—
Foreign	6,203	11,382	22,267	28,716
Deferred tax expense:				
Canada	—	—	—	—
Foreign	1,232	2,400	4,839	7,272
	<u>7,435</u>	<u>13,782</u>	<u>27,106</u>	<u>35,988</u>

In 2019, the Ghana Revenue Authority (“GRA”) issued a tax assessment to Golden Star (Wassa) Limited relating to the 2014-2016 periods that claimed a reduction in the attributable tax losses by \$29 million which following our appeal was reduced to \$4 million during the course of 2020. Management still believes that the majority of the matters noted in the updated assessment are either incorrect or unsubstantiated and has filed a second appeal in an attempt to resolve these matters.

Subsequent to the financial year ended December 31 2020, the GRA issued a tax assessment to Golden Star (Wassa) Limited relating to the 2017-2018 periods that claimed a reduction in the attributable tax losses by \$4 million. Management believes that the majority of the matters in the assessment are either incorrect or unsubstantiated and has filed an appeal in an attempt to resolve these matters.

As Golden Star (Wassa) Limited utilized all its tax loss carry forwards in the year ending December 31, 2019, in the event that the above audit assessments were to be upheld there would be a cash tax exposure of approximately \$3 million.

Overall, it remains the Company’s current assessment that the relevant assessments and claims by the GRA are in most cases unsubstantiated and without merit. No amounts have been recorded for any potential liability associated with the above amounts and the Company intends to defend any follow up in relation to this matter should it arise. The amount of loss, if any, cannot be determined at the current time.

11. (LOSS)/INCOME PER COMMON SHARE

The following table provides a reconciliation between basic and diluted loss per common share:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Net (loss)/income attributable to Golden Star shareholders used in calculating basic and diluted (loss)/income per share:				
From continuing operations	(12,399)	14,851	(15,509)	30,317
From discontinued operations	—	(82,112)	—	(88,976)
	<u>(12,399)</u>	<u>(67,261)</u>	<u>(15,509)</u>	<u>(58,659)</u>
Weighted average number of basic shares (millions)	115.1	110.3	114.1	110.0
Dilutive securities:				
Options	—	0.4	—	0.2
Deferred share units	—	1.3	—	1.3
Performance and restricted share units	—	0.5	—	0.5
UK performance share units	—	1.6	—	1.2
7% Convertible Debentures	—	—	—	—
Weighted average number of diluted shares (millions)	<u>115.1</u>	<u>114.1</u>	<u>114.1</u>	<u>113.2</u>
Basic (loss)/income per share				
From continuing operations	\$ (0.11)	\$ 0.13	\$ (0.14)	\$ 0.28
From discontinued operations	\$ —	\$ (0.74)	\$ —	\$ (0.81)
Basic (loss)/income per share attributable to Golden Star shareholders	<u>\$ (0.11)</u>	<u>\$ (0.61)</u>	<u>\$ (0.14)</u>	<u>\$ (0.53)</u>
Diluted (loss)/income per share				
From continuing operations	\$ (0.11)	\$ 0.13	\$ (0.14)	\$ 0.27
From discontinued operations	\$ —	\$ (0.74)	\$ —	\$ (0.81)
Diluted (loss)/income per share attributable to Golden Star shareholders	<u>\$ (0.11)</u>	<u>\$ (0.61)</u>	<u>\$ (0.14)</u>	<u>\$ (0.53)</u>

12. ACCOUNTS AND OTHER RECEIVABLES

The following table summarizes the components of the Company's current and long-term accounts receivables:

	As of September 30, 2021	As of December 31, 2020
Current:		
Deferred consideration for the sale of Prestea, net of derecognition loss and expected loss allowance	—	19,297
Gold sales receivable	413	174
Indirect taxes	3,470	1,579
Other	2,721	2,710
	<u>6,604</u>	<u>23,759</u>
Long-term:		
Deferred consideration for the sale of Prestea, net of derecognition and expected loss allowance	—	12,602
	<u>—</u>	<u>12,602</u>

Deferred consideration

On September 30, 2020, the Company completed the sale of its 90% interest in Prestea to FGR pursuant to a share purchase agreement for the sale by Golden Star's wholly owned subsidiary, Caystar Holdings ("Caystar"), and the purchase by FGR of all the issued and outstanding share capital of Bogoso Holdings ("Bogoso"), the holder of 90% of the shares of GSBPL (the "SPA"), for a deferred consideration of \$34.3 million which is guaranteed by Blue International Holdings ("BIH"), the parent company of FGR and which, prior to the amendments to the SPA as described below, was payable by FGR to Golden Star in the following tranches:

- \$5 million in cash to be paid on the earlier of (i) the date at which FGR puts in place a new reclamation bond with the Environmental Protection Agency of Ghana (the "EPA") in relation to Prestea, and (ii) March 30, 2021;
- \$10 million in cash and the net working capital adjusted balancing payment (as described in the SPA) which amounts to approximately \$4.3 million to be paid on July 31, 2021; and
- \$15 million in cash to be paid on July 31, 2023.

SPA Amendments

On March 28, 2021, the Company and Caystar entered into an agreement with FGR and BIH to amend the SPA to account for deferred consideration conditions. The staged payments that form the deferred consideration, as outlined in the SPA, were reprofiled such that (i) the \$5 million that was originally due on March 30, 2021, and (ii) the \$10 million that was originally due on July 31, 2021, each became payable on May 31, 2021.

On May 31, 2021, the Company and Caystar entered into a further agreement with FGR and BIH to amend the SPA. The staged payments that form the deferred consideration have been reprofiled to allow time for FGR to complete ongoing financing transactions and the environmental bonding process for Bogoso-Prestea. Pursuant to this second amendment to the SPA, the deferred consideration payments fall due as follows:

- the \$15 million payment that was due on May 31, 2021 must be paid by no later than July 16, 2021; and
- an amount of approximately \$4.6 million (comprised of the working capital balancing payment of approximately \$4.3 million and fees of approximately \$0.3 million for services provided by Caystar to FGR pursuant to a transition agreement dated September 30, 2020) must be paid by no later than July 31, 2021.

As of July 31, 2021, no Deferred Consideration had been received by Golden Star from FGR.

On September 30, 2021, the Company concluded negotiations with FGR to restructure the deferred consideration for the sale of the Prestea mine. The deferred consideration was replaced by a net smelter return ("NSR") agreement with the following commercial terms:

- from October 1, 2020, NSR royalty payments in respect of products produced from the Prestea underground mine will be paid at a rate of 1% of the net smelter returns once production exceeds 100,000 ounces of gold, and up to a total of 300,000 ounces of gold;
- once production from the Prestea underground mine exceeds 300,000 ounces of gold, the royalty rate will increase to 2%, until cumulative royalty payments total \$35 million at which point the obligation to make royalty payments will automatically terminate; and
- these payments apply to production from the areas containing the underground resources and reserves declared at the Prestea underground mine at the time it was acquired by FGR.

As part of the restructuring of the SPA, FGR have waived all existing and future claims against the Company and Caystar.

Derecognition loss and expected loss allowance on the deferred consideration for the sale of Prestea

The deferred consideration for the sale of Prestea was fully derecognized on September 30, 2021 following the restructuring of the consideration for the sale of the Prestea mine. This follows the expected loss allowance on the deferred consideration for the sale of Prestea of \$19.6 million that was recognized for the six months ended June 30, 2021. A total of \$13.3 million and \$32.9 million of derecognition loss and expected loss allowance is included in Other expense, net for the three months and nine months ended September 30, 2021 respectively.

Management concluded that there is low probability of future economic benefits from the NSR royalty payments being paid to the Company due to the uncertainty of production from the Prestea underground mine in relation to the period from October 1, 2020 in respect of production exceeding 100,000 ounces of gold. Therefore, the NSR royalty was valued at \$nil.

13. INVENTORIES

Inventories include the following components, net of provisions:

	As of September 30, 2021	As of December 31, 2020
Stockpiled ore	4,670	6,706
In-process ore	724	1,057
Finished goods	2,348	449
Materials and supplies	24,760	22,388
	<u>32,502</u>	<u>30,600</u>

The cost of inventories expensed for the three months ended September 30, 2021 was \$33.3 million (three months ended September 30, 2020 - \$27.2 million). The cost of inventories expensed for the nine months ended September 30, 2021 was \$89.7 million (nine months ended September 30, 2020 - \$79.9 million).

Finished goods inventory of \$0.2 million as of September 30, 2021 is carried at net realizable value (December 31, 2020 - \$0.4 million).

14. 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
Cost				
Balance at December 31, 2020	289,091	803,890	3,686	1,096,667
Additions	122	—	35,219	35,341
Right-of-use asset additions	33,447	—	—	33,447
Transfers	451	509	(960)	—
Change in rehabilitation provision estimate (Note 16)	—	(155)	—	(155)
Balance at September 30, 2021	<u>323,111</u>	<u>804,244</u>	<u>37,945</u>	<u>1,165,300</u>
Accumulated depreciation				
Balance at December 31, 2020	251,435	637,820	—	889,255
Depreciation and amortization	13,759	9,472	—	23,231
Balance at September 30, 2021	<u>265,194</u>	<u>647,292</u>	<u>—</u>	<u>912,486</u>
Carrying amount				
Balance at December 31, 2020	37,656	166,070	3,686	207,412
Balance at September 30, 2021	<u>57,917</u>	<u>156,952</u>	<u>37,945</u>	<u>252,814</u>

As at September 30, 2021, the right-of-use assets had net carrying amounts of \$33.2 million (December 31, 2020 - \$2.7 million). The total minimum lease payments are disclosed in Note 19 - Lease liabilities.

15. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities include the following components:

	As of September 30, 2021	As of December 31, 2020
Trade and other payables	16,746	20,026
Accrued liabilities	14,086	14,137
Payroll-related liabilities	8,190	4,917
Accrued interest payable	677	2,217
	<u>39,699</u>	<u>41,297</u>

16. REHABILITATION PROVISIONS

At September 30, 2021, the estimated total undiscounted amount of future cash for rehabilitation of Wassa was estimated to be \$16.9 million. A discount rate assumption of 0.6%, an inflation rate assumption of 1.9% and a risk premium of 5% were used to value the rehabilitation provisions as at September 30, 2021. This compares to a discount rate of 0.3%, an inflation rate of 1.7% and a risk premium of 5% used as at December 31, 2020. The Company expects payments for reclamation to be incurred between 2021 and 2027. The changes in the carrying amount of the rehabilitation provisions are as follows:

	For the Nine Months Ended September 30, 2021	For the Year Ended December 31, 2020
Beginning balance	17,568	68,435
Accretion of rehabilitation provisions (Note 9)	52	444
Changes in estimates (Note 14)	(155)	4,188
Cost of reclamation work performed	(869)	(2,632)
Derecognized on sale of Prestea	—	(52,867)
Balance at the end of the period	<u>16,596</u>	<u>17,568</u>
Current portion	3,600	2,018
Long-term portion	<u>12,996</u>	<u>15,550</u>
	<u>16,596</u>	<u>17,568</u>

17. DEFERRED REVENUE

In May 2015, the Company through its subsidiary Caystar Finance Co. completed a \$145 million gold purchase and sale agreement (“Streaming Agreement”) with RGLD Gold AG which provides that Golden Star will deliver 10.5% of gold production from Wassa and Prestea at a cash purchase price of 20% of spot gold until 240,000 ounces have been delivered. Thereafter, 5.5% of gold production will be delivered from Wassa and Prestea at a cash purchase price of 30% of spot gold price. As at September 30, 2021, the Company had delivered a total of 132,307 ounces of gold to RGLD Gold AG since the inception of the Streaming Agreement.

Following the sale of Prestea, the Streaming Agreement was restructured to separate Prestea from the current arrangement. Wassa now delivers the remainder of the Tier One streaming obligation and thereafter Wassa will transition into the Tier Two structure, which delivers 5.5% of gold production at a cash purchase price of 30% of spot gold price.

The changes in the carrying value of deferred revenue are as follows:

	For the Nine Months Ended September 30, 2021	For the Year Ended December 31, 2020
Beginning balance	104,562	113,975
Deferred revenue recognized before cumulative catch-up adjustment (Note 6)	(5,272)	(9,804)
Interest on financing component of deferred revenue (Note 9)	1,954	3,026
Variable consideration adjustment	—	6,437
Derecognized on sale of Prestea	—	(9,072)
Balance at the end of the period	<u>101,244</u>	<u>104,562</u>
Current portion	8,321	7,646
Long-term portion	92,923	96,916
Total	<u>101,244</u>	<u>104,562</u>

During the nine months ended September 30, 2021, the Company sold 12,309 ounces (2020 - 12,722 ounces) of gold to RGLD Gold AG. Revenue recognized on the ounces sold from Wassa production to RGLD Gold AG during the nine months ended September 30, 2021 consisted of \$4.4 million (2020 - \$5.2 million including discontinued operations of \$0.8 million) of cash payment proceeds and \$5.3 million (2020 - \$7.4 million including discontinued operations of \$1.1 million) of deferred revenue recognized (Note 6).

18. DEBT

The following table summarizes the components of the Company's current and long-term debt:

	As of September 30, 2021	As of December 31, 2020
Current debt:		
7% Convertible Debentures	—	49,735
	<u>—</u>	<u>49,735</u>
Long-term debt:		
Macquarie Credit Facility	82,426	54,547
	<u>82,426</u>	<u>54,547</u>

Macquarie Credit Facility

On October 17, 2019, the Company closed the \$60 million senior secured Macquarie Credit Facility. The interest rate is 4.5% plus the applicable USD LIBOR rate. Certain subsidiaries of the Company are guarantors under the Macquarie Credit Facility, namely, Caystar Holdings, Wasford Holdings, Golden Star (Wassa) Limited, and Caystar Finance Co.

On October 9, 2020, the Company entered into a modified and restated credit agreement with Macquarie pursuant to which Macquarie upsized the credit facility to \$70 million representing a \$20 million increase on the outstanding balance of \$50 million. This allowed the Company to re-draw the two \$5 million principal repayments that were made in June and September 2020 and provided an additional \$10 million of new capacity which will be made available in conjunction with the redemption of the 7% Convertible Debentures maturing in August 2021. The modification of the Macquarie Credit Facility included a rescheduled amortization profile which defers quarterly repayments of \$5 million per quarter to March 2022.

On May 31, 2021, the Company announced the restructuring and upsizing of the Macquarie Credit Facility to a three-year revolving credit facility (“RCF”) to \$90 million. The restructuring also removed the \$5 million quarterly capital repayment amortization profile which was due to come into effect in September 2021 if the Macquarie Credit Facility was fully drawn, or March 2022 if the current \$60 million drawn amount was sustained. The capacity of the RCF remains at \$90 million to June 30, 2023, when it steps down to \$50 million until maturity on June 30, 2024. The term of the RCF and the step down in the capacity will be reviewed annually and could be further extended, subject to the successful conversion of mineral resources to mineral

reserves through the planned infill drilling program at Wassa. The modification of the Macquarie Credit Facility resulted in a gain on modification of \$2.9 million and is reflected in Finance expense, net (Note 9).

The RCF includes clauses requiring the Company to maintain certain key covenants. The Company must maintain an Interest Coverage Ratio of greater than 4:1, tested quarterly on a rolling four-quarter basis as at the end of each fiscal quarter; maintain a ratio of Net Debt to EBITDA of less than 3:1, tested quarterly on a rolling four-quarter basis as at the end of each fiscal quarters; ensure that at all times a minimum liquidity (unrestricted cash plus undrawn RCF) of \$25 million is maintained; and ensure a minimum proven and probable reserve of 700,000 ounces is maintained. The Company remains in compliance with the covenants as at September 30, 2021.

Concurrent with the cash repayment of the 7% Convertible Debentures on August 15, 2021, the Company met the conditions precedent for draw-down of the RCF and drew down on the remaining \$29.2 million of available liquidity. As of the date hereof, the \$90 million Macquarie RCF is fully drawn.

7% Convertible Debentures

The 7% Convertible Debentures were senior unsecured obligations of the Company which matured on August 15, 2021 and carried interest at a rate of 7.0% per annum, are payable semi-annually on February 1 and August 1 of each year, beginning on February 1, 2017.

Subject to earlier redemption or purchase, the 7% Convertible Debentures were convertible at any time until the close of business on the third business day immediately preceding August 15, 2021 by the election of the holder, and may be settled at the Company's discretion in cash, common shares of the Company, or a combination of cash and common shares based on an initial conversion rate. Non-election by the holder required settlement by the Company in cash. The initial conversion rate of the 7% Convertible Debentures, subject to adjustment, was approximately 222 common shares of the Company per \$1,000 principal amount of 7% Convertible Debentures being converted, which was equivalent to an initial conversion price of approximately \$4.50 per common share.

On August 15, 2021, the principal balance of \$51.5 million and outstanding interest on the Convertible Debentures were fully repaid in cash on maturity.

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

	For the Nine Months Ended September 30, 2021	For the Year Ended December 31, 2020
Beginning balance	49,735	47,002
Accretion of 7% Convertible Debentures discount (Note 9)	1,763	2,733
Principal repayment of 7% Convertible Debentures	(51,498)	—
Balance at the end of the period	<u>—</u>	<u>49,735</u>

Schedule of payments on outstanding debt as of September 30, 2021:

	Three months ending December 31, 2021	Year ending December 31, 2022	Year ending December 31, 2023	Year ending December 31, 2024	Maturity
Macquarie Credit Facility					
Principal	—	—	40,000	50,000	2024
Interest	827	3,708	3,159	1,373	
Total principal	<u>—</u>	<u>—</u>	<u>40,000</u>	<u>50,000</u>	
Total interest	<u>827</u>	<u>3,708</u>	<u>3,159</u>	<u>1,373</u>	
	<u>827</u>	<u>3,708</u>	<u>43,159</u>	<u>51,373</u>	

19. LEASE LIABILITIES

Lease liabilities as at September 30, 2021 include equipment lease agreements totaling \$0.1 million (December 31, 2020 - \$0.1 million), a corporate office lease of \$1.2 million (December 31, 2020 - \$1.4 million) which has a remaining lease term of five years, and a power purchase agreement of \$32.1 million for a new thermal power plant commissioned at Wassa in the period ended September 30, 2021 and that has a ten year term ending in 2030. Short-term lease payments for the period ended September 30, 2021 were \$2.8 million (period ended September 30, 2020 - \$1.1 million).

The following table summarizes the movements in the Company's lease liabilities:

	For the Nine Months Ended September 30, 2021	For the Year Ended December 31, 2020
Beginning balance	1,481	2,381
Additions	33,447	599
Principal payments	(2,805)	(1,714)
Interest expense (Note 9)	1,227	98
Foreign exchange loss	—	132
Derecognized on the sale of Prestea	—	(15)
Balance at the end of the period	<u>33,350</u>	<u>1,481</u>
Current portion	2,924	296
Long-term portion	30,426	1,185
	<u>33,350</u>	<u>1,481</u>

Schedule of payments on outstanding lease liabilities as of September 30, 2021:

	Three months ending December 31, 2021	Year ending December 31, 2022	Year ending December 31, 2023	Year ending December 31, 2024	Year ending December 31, 2025 Onwards	Maturity
Principal	539	3,194	3,331	3,497	22,790	2022 to 2030
Interest	396	1,495	1,335	1,169	3,389	
	<u>935</u>	<u>4,689</u>	<u>4,666</u>	<u>4,666</u>	<u>26,179</u>	

20. SHARE CAPITAL

	Number of Common Shares	Share Capital
Balance at December 31, 2019	109,385,063	910,205
Issued on exercise of DSUs	135,557	176
Issued on exercise of stock options	1,711,680	7,376
Issued on settlement of PRSUs, net of tax	81,295	256
Balance at December 31, 2020	111,313,595	918,013
Shares issued	4,220,213	13,779
Issued on exercise of DSUs	20,660	23
Issued on settlement of UK PSUs	170,579	476
Balance at September 30, 2021	<u>115,725,047</u>	<u>932,291</u>

On October 28, 2020, the Company entered into a \$50 million “at-the-market” sales agreement. The use of proceeds from the “at-the-market” sales agreement is for discretionary growth capital at Wassa, exploration, general corporate purposes and working capital. During the nine months ended September 30, 2021, 4.2 million new shares were issued under the “at-the-market” sales agreement. The net proceeds from shares issued under the “at-the-market” sales agreement of \$13.8 million for

the period ended September 30, 2021 is net of share issuance costs of \$0.5 million. The Company does not anticipate any further sale of the Company's common stock from the "at-the-market" sales agreement which expires in November 2021.

21. SHARE-BASED COMPENSATION

Share-based compensation expenses recognized in the consolidated statements of operations include the following components:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Stock options	12	55	49	407
Deferred share units	400	(104)	828	375
Share appreciation rights	88	(7)	110	57
Performance and restricted share units	71	123	205	895
UK performance share units	484	428	1,342	330
	<u>1,055</u>	<u>495</u>	<u>2,534</u>	<u>2,064</u>

Stock options

The fair value of option grants is estimated at the grant dates using the Black-Scholes option-pricing model. Fair values of stock options granted during the nine months ended September 30, 2020 were based on the weighted average assumptions noted in the following table:

	Nine Months Ended September 30,	
	2021	2020
Expected volatility	—	56.69%
Risk-free interest rate	—	1.41%
Expected lives	—	1.1 years

The weighted average fair value per stock option granted during the nine months ended September 30, 2020 was \$0.96 CAD. As at September 30, 2021, there was \$0.0 million of share-based compensation expense (September 30, 2020 - \$0.1 million) relating to the Company's stock options to be recorded in future periods.

A summary of stock option activity under the Company's Stock Option Plan during the nine months ended September 30, 2021 is as follows:

	Options ('000)	Weighted- average exercise price (CAD\$)	Weighted- average remaining contractual life (Years)
Outstanding as of January 1, 2020	3,776	5.39	4.7
Granted	57	3.99	9.2
Exercised	(1,712)	3.68	6.0
Forfeited	(574)	6.03	4.0
Expired	(698)	7.94	—
Outstanding as of December 31, 2020	849	6.21	5.3
Forfeited	(154)	6.09	6.5
Expired	(82)	8.48	—
Outstanding as of September 30, 2021	<u>613</u>	<u>5.93</u>	<u>5.3</u>
Exercisable as of December 31, 2020	711	6.40	4.7
Exercisable as of September 30, 2021	554	5.99	5.1

Deferred share units (“DSUs”)

For the nine months ended September 30, 2021 the DSUs that were granted vested immediately and a compensation expense of \$0.8 million was recognized for these grants (nine months ended September 30, 2020 - \$0.4 million). As of September 30, 2021 there was no unrecognized compensation expense related to DSUs granted under the Company's DSU Plan.

The DSU activity during the nine months ended September 30, 2021 and 2020 can be summarized as follows:

	Nine Months Ended September 30,	
	2021	2020
Number of DSUs, beginning of period ('000)	1,322	1,274
Granted	232	181
Exercised	(21)	(136)
Forfeited	—	(30)
Number of DSUs, end of period ('000)	1,533	1,289

Share appreciation rights (“SARs”)

As of September 30, 2021 there was approximately \$0.3 million of total unrecognized compensation cost related to unvested SARs (September 30, 2020 - \$0.3 million).

The SARs activity during the nine months ended September 30, 2021 and 2020 can be summarized as follows:

	Nine Months Ended September 30,	
	2021	2020
Number of SARs, beginning of period ('000)	438	593
Granted	380	240
Exercised	(2)	(78)
Forfeited	(49)	(27)
Expired	(20)	—
Number of SARs, end of period ('000)	747	728

2017 Performance and restricted share units (“PRSUs”)

The PRSU activity during the nine months ended September 30, 2021 and 2020 can be summarized as follows:

	Nine Months Ended September 30,	
	2021	2020
Number of PRSUs, beginning of period ('000)	210	634
Granted	81	—
Transferred from UK PSUs	93	—
Settled	—	(95)
Forfeited	—	(234)
Number of PRSUs, end of period ('000)	384	305

UK performance share units

The UK PSU activity during the nine months ended September 30, 2021 and 2020 can be summarized as follows:

	Nine Months Ended September 30,	
	2021	2020
Number of UK PSUs, beginning of period ('000)	1,555	—
Granted	1,254	1,555
Transferred to PRSUs	(93)	—
Settled	(171)	—
Number of UK PSUs, end of period ('000)	2,545	1,555

22. RELATED PARTY TRANSACTIONS

There were no material related party transactions for the period ended September 30, 2021 and 2020 other than the items disclosed below.

Key management personnel

Key management personnel are defined as members of the Board of Directors and certain senior officers of the Company. Compensation of key management personnel is as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Salaries, wages, bonuses and other benefits	879	1,877	2,658	4,854
Share-based compensation	587	531	1,883	1,530
	1,466	2,408	4,541	6,384

23. DERIVATIVE FINANCIAL INSTRUMENTS

The following table illustrates the classification of the Company's recurring fair value measurements for derivative financial instruments within the fair value hierarchy and their carrying values and fair values as at September 30, 2021 and December 31, 2020:

	Level	September 30, 2021		December 31, 2020	
		Carrying value	Fair value	Carrying value	Fair value
Financial instruments					
Fair value through profit or loss					
7% Convertible Debentures embedded derivative	3	—	—	2,643	2,643
Non-hedge derivative contract (asset)/liability	2	(2,182)	(2,182)	2,382	2,382
		(2,182)	(2,182)	5,025	5,025

There were no non-recurring fair value measurements of derivative financial instruments as at September 30, 2021.

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 following table provides a reconciliation of derivative liability opening and closing balances as presented on the consolidated balance sheets:

	For the Period Ended September 30, 2021	For the Year Ended December 31, 2020
Opening balance	5,025	5,819
Gain on fair value of 7% Convertible Debentures embedded derivative	(2,643)	(2,965)
Unrealized (gain)/loss on fair value of non-hedge derivative contracts	(4,564)	2,171
Gain on fair value of derivative financial instruments, net	(7,207)	(794)
Closing balance	<u>(2,182)</u>	<u>5,025</u>
Current portion of derivative (asset)/liability:		
7% Convertible Debentures embedded derivative	—	2,643
Non-hedge derivative contracts	(571)	669
	<u>(571)</u>	<u>3,312</u>
Long-term portion of derivative (asset)/liability:		
Non-hedge derivative contracts	(1,611)	1,713
	<u>(1,611)</u>	<u>1,713</u>

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

7% Convertible Debentures embedded derivative

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

The 7% Convertible Debenture of \$51.5 million and remaining interest were fully repaid in cash on August 15, 2021 resulting in the full derecognition of the embedded derivative. As at December 31, 2020 the embedded derivative was valued using a convertible note valuation model. The significant inputs used in the convertible note valuation are as follows:

	December 31, 2020
Embedded derivative	
Risk premium	5.9 %
Borrowing costs	7.5 %
Expected volatility	45.0 %
Remaining life (years)	0.6

Non-hedge derivative contracts

The non-hedge accounted collar contracts are considered fair value through profit or loss financial instruments with fair value determined using pricing models that utilize a variety of observable inputs that are a combination of quoted prices, applicable yield curves and credit spreads.

In October 2020, the Company entered into costless collars consisting of puts and calls on 87,500 ounces with a floor price of \$1,600 per ounce and a ceiling price of \$2,176 per ounce for positions expiring in 2021, and a ceiling price of \$2,188 per ounce for positions expiring in 2022. The positions mature at a rate of 10,937.5 ounces per quarter to December 2022.

As a condition of amending the Macquarie Credit Facility as discussed in Note 18, the Company extended its gold price protection hedging program into 2023 and the first half of 2024 by entering into zero cost collars with Macquarie for an additional 84,375 ounces. This brought the total hedging to 150,000 ounces as at September 30, 2021, maturing at a rate of 12,500 ounces per quarter from September 30, 2021 to June 30, 2024. The hedging program now covers 25-30% of the forecast production during the current term of the RCF. All hedges have a floor of \$1,600 per ounce and an average ceiling of \$2,171 per ounce in 2021 and \$2,179 per ounce in 2022, and a flat ceiling of \$2,115 per ounce in 2023 and 2024.

For the nine months ended September 30, 2021 in relation to these positions the Company recognized an unrealized gain of \$4.6 million (nine months ended September 30, 2020 - loss of \$0.1 million) and realized losses of \$2.5 million for the nine

months ended September 30, 2020 on call options in excess of the capped price of \$1,750/oz as part of Other expenses (refer to Note 8).

Contingent consideration

In addition to the deferred consideration on the sale of Prestea, a contingent payment of up to \$40 million may become payable by FGR to Golden Star conditional upon the occurrence of the milestones set out hereinafter in respect of the development of the Bogoso Sulphide Project (the "Contingent Payment"). The triggering event for the Contingent Payment is the earlier of (i) the date of FGR's formal decision to proceed with the Bogoso Sulphide Project is made, or (ii) the date on which an aggregate of 5% of the sulphide mineral resources as stated at the end of 2019, being 1.76 million ounces of measured and indicated resources and 0.07 million ounces of inferred resource has been extracted (the earlier of (i) and (ii) being the "Decision to Proceed"). The quantum of the Contingent Payment is determined by reference to the average spot gold price for the 90-day period preceding the date of the Decision to Proceed and shall amount to:

- \$20 million, if the average spot gold price is less than or equal to \$1,400 per ounce ("oz");
- \$30 million, if the average spot gold price is greater than \$1,400/oz but less than or equal to \$1,700/oz; or
- \$40 million, if the average spot gold price is greater than \$1,700/oz.

Following the restructuring of the consideration for the sale of Prestea as discussed in Note 12, the Contingent Payment is now payable in three tranches, rather than two, as follows:

- 33.3% at the time when 5% of the sulphide mineral resources have been extracted;
- 33.3% at the time of the first anniversary of the declaration that 5% of the sulphide mineral resources have been extracted; and
- the remaining unpaid amount of the Contingent Payment will fall due once a cumulative 500,000 ounces of gold have been produced from the Bogoso Sulphide project.

The fair value of the contingent consideration on completion of the sale of Prestea and as at September 30, 2021 is \$nil (December 31, 2020 - \$nil).

24. SUPPLEMENTAL CASH FLOW INFORMATION

During the three and nine months ended September 30, 2021, the Company paid interest of \$2.6 million and \$5.8 million, respectively (three and nine months ended September 30, 2020 - \$2.5 million and \$6.2 million, respectively).

Changes in working capital and taxes paid for the years ended September 30, 2021 and 2020 are as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Decrease/(increase) in prepaids and other	3,402	1,422	3,272	(3,056)
Decrease/(increase) in inventories	2,442	(959)	(1,704)	(2,311)
Increase in accounts receivable and other receivables	(1,815)	(1,816)	(2,437)	(725)
Increase in accounts payable and accrued liabilities	148	5,652	240	1,105
Total changes in working capital	4,177	4,299	(629)	(4,987)
Income tax liabilities paid	(5,039)	(8,722)	(23,579)	(12,986)
Total changes in working capital and taxes paid	(862)	(4,423)	(24,208)	(17,973)

Other non-cash items include the following components:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Derecognition loss and expected loss allowance on the deferred consideration for the sale of Prestea (Note 8)	13,291	—	32,864	—
Interest on financing component of deferred revenue (Note 9)	651	781	1,954	2,343
Amortization of financing fees (Note 9)	643	199	1,553	602
Interest on lease obligations (Note 9)	403	36	1,227	82
Accretion of 7% Convertible Debentures discount (Note 9)	275	698	1,763	2,012
Accretion of rehabilitation provisions (Note 9)	27	39	52	116
Loss on fair value of marketable securities	—	11	30	12
Inventory net realizable value adjustment and write-off	—	—	—	159
Gain on modification of Macquarie Credit Facility (Note 9)	—	—	(2,851)	—
Accretion of long-term receivables discount (Note 9)	(226)	—	(670)	—
Loss on disposal of assets	—	(132)	—	81
Other non-cash items	—	(632)	—	—
	<u>15,064</u>	<u>1,000</u>	<u>35,922</u>	<u>5,407</u>

25. COMMITMENTS AND CONTINGENCIES

The Company has capital and operating commitments of \$3.7 million and \$6.3 million respectively, all of which are expected to be incurred within the next year.

Due to the nature of the Company's operations, various legal matters from time to time 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 consolidated financial statements of the Company.

As part of the Prestea disposal transaction, the Company provided indemnification to FGR for legal and tax matters that have arisen prior to the date of completion of the sale of Prestea. This includes GRA demand notices against GSBPL for an amount of \$2.3 million relating to customs-related findings and the proceedings initiated by certain employees of GSBPL claiming that the completion of the sale transaction triggered the termination of their existing employments, entitling them to severance payments. The indemnification provided to FGR for legal and tax matters has been released following the restructuring of the consideration for sale of Prestea as discussed in Note 5.

26. SUBSEQUENT EVENTS

On October 31, 2021, Golden Star and Chifeng Jilong Gold Mining Co., Ltd. ("Chifeng") entered into a definitive agreement pursuant to which Chifeng has agreed to acquire all of the issued and outstanding Golden Star common shares by way of a statutory plan of arrangement under the *Canada Business Corporations Act* (the "Transaction"). Pursuant to the Transaction, holders of Golden Star common shares ("Golden Star Shareholders") will receive a total consideration, payable in cash, of \$3.91 per Golden Star common share, which equates to approximately US\$470 million on a fully-diluted, in-the-money basis.

The Transaction, which is not subject to a financing condition, is expected to close by the end of January 2022 subject to among others, (i) the approval of 66⅔ per cent of the votes cast by Golden Star shareholders at a special meeting of shareholders expected to be held prior to the end of the year, (ii) the transaction may also be subject to the approval of 66⅔ per cent of the votes cast by shareholders of Chifeng at a meeting of the shareholders of Chifeng, if applicable, to be held prior to the end of the year, to the extent a Chifeng shareholder vote is required, (iii) certain regulatory, court and stock exchange approvals, including obtaining an interim and final order approving the Transaction from the Ontario Superior Court of Justice (Commercial List) and approval by relevant authorities in Ghana and the People's Republic of China, and (iv) other closing conditions that are customary in a transaction of this nature.

27. PRIOR PERIOD COMPARATIVES

Certain balances in the consolidated balance sheet as at December 31, 2020 have been reclassified to separate lease liabilities from debt due to the significance of the \$33.4 million lease liability addition in the period ended September 30, 2021 relating to a thermal power plant commissioned at Wassa (see Note 19). The effect of the reclassifications is to decrease the current portion of long term debt and increase the current portion of lease liabilities by \$0.3 million, and decrease long term debt and increase lease liabilities by \$1.2 million as at December 31, 2020. The reclassifications have no impact to the total current assets and total liabilities lines in the consolidated balance sheet, consolidated statement of operations and comprehensive loss, consolidated statement of cash flows and consolidated statement of changes in equity for the period ended September 30, 2021.

The financial results of Prestea have been presented as discontinued operations in the consolidated statements of operations and the consolidated statements of cash flows following completion of the sale of the Company's 90% interest in Prestea to FGR on September 30, 2020. As a result, the financial results of Prestea have been represented as if Prestea had been discontinued from the start of the comparative period. Refer to Note 5 for detail of the comparative figures relating to discontinued operations.

FORM 52 - 109F2
CERTIFICATION OF INTERIM FILINGS
FULL CERTIFICATE

I, Andrew Wray, 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 September 30, 2021.
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 July 1, 2021 and ended on September 30, 2021 that has materially affected, or is reasonably likely to materially affect, the issuer’s ICFR.

Date: November 1, 2021

(signed) Andrew Wray

Andrew Wray
 Chief Executive Officer

FORM 52 - 109F2
CERTIFICATION OF INTERIM FILINGS
FULL CERTIFICATE

I, Paul Thomson, 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 September 30, 2021.
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 July 1, 2021 and ended on September 30, 2021 that has materially affected, or is reasonably likely to materially affect, the issuer’s ICFR.

Date: November 1, 2021

(signed) Paul Thomson

Paul Thomson
 Executive Vice President and Chief Financial Officer