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GOLDEN STAR RESOURCES LTD
Form F-X
June 10, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM F-X

APPOINTMENT OF AGENT FOR SERVICE OF PROCESS AND UNDERTAKING

A. Name of issuer or person filing ("Filer"): Golden Star Resources Ltd.

B. This is:

☒ an original filing for the Filer

☐ an amended filing for the Filer

C. Identify the filing in conjunction with which this form is being filed:

Name of registrant: Golden Star Resources Ltd.

Form type: Form 14D-1F

File Number (if known): Not Available

Filed by: Golden Star Resources Ltd.

Date filed (if filed concurrently, so indicate): June 10, 2004,
concurrently with Form 14D-1F

D. The Filer is incorporated or organized under the laws of Canada and has its principal place of business at:

Golden Star Resources Ltd., 10901 West Toller Drive, Suite 300,
Littleton, Colorado 80127
(Tel) 303-830-9000

E. The Filer designates and appoints Allan Marter ("Agent") located at 10901 West Toller Drive, Suite 300, Littleton, Colorado 80127 (Tel) 303-830-9000 as the agent of the Filer upon whom may be served any process, pleadings, subpoenas, or other papers in:

(a) any investigation or administrative proceeding conducted by the Commission; and

(b) any civil suit or action brought against the Filer or to which the Filer has been joined as defendant or respondent, in any appropriate court in any place subject to the jurisdiction of any state or of the United States or of any of its territories or possessions, or of the District of Columbia, where the investigation, proceeding or cause of action arises out of or relates to or concerns: (i) any offering made or purported to be

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made in connection with the securities registered or qualified by the Filer on Form S-4 on June 10, 2004 or any exchanges, purchases or sales of any security in connection therewith; (ii) the securities in relation to which the obligation to file an annual report on Form 40-F arises, or any purchases or sales of such securities; (iii) any tender offer for the securities of a Canadian issuer with respect to which filings are made by the Filer with the Commission on Schedule 13E-4F, 14D-1F or 14D-9F; or (iv) the securities in relation to which the Filer acts as trustee pursuant to an exemption under Rule 10a-5 under the Trust Indenture Act of 1939. The Filer stipulates and agrees that any such civil suit or action or administrative proceeding may be commenced by the service of process upon, and that service of an administrative subpoena shall be effected by service upon such agent for service of process, and that service as aforesaid shall be taken

and held in all courts and administrative tribunals to be valid and binding as if personal service thereof had been made.

F. The Filer stipulates and agrees to appoint a successor agent for service of process and file an amended Form F-X if the Filer discharges the Agent or the Agent is unwilling or unable to accept service on behalf of the Filer at any time until six years have elapsed following the date Filer ceases reporting under the Securities Exchange Act of 1934.

The Filer further undertakes to advise the Commission promptly of any change to the Agent's name or address during the applicable period by amendment of this Form, referencing the file number of the relevant form in conjunction with which the amendment is being filed.

The Filer certifies that it has duly caused this power of attorney, consent, stipulation and agreement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Littleton, Colorado, United States of America on the 9th day of June, 2004.

-----	/s/ Allan Marter
Allan Marter	-----
Senior Vice President, Chief Financial	By: (Signature and Title)
Officer and Corporate Secretary	
Filer: Golden Star Resources Ltd.	

This statement has been signed by the following persons in the capacities and on the dates indicated.

/s/ Allan Marter, as Agent for Service
of Process on behalf of
Golden Star Resources Ltd.

(Signature)

Senior Vice President, Chief Financial
Officer and Corporate Secretary

(Title)

June 9, 2004
