

**G U Y A N O R
R E S S O U R C E S S A**

Golden Star Resources Ltd.
10901 West Toller Drive
Suite 300
Littleton, Colorado
80127

26th October, 2004

Attention: Mr. Peter Bradford, President and Chief Executive Officer

Dear Sirs:

Gross Rosebel Participation Right

We refer to the purchase agreement between Guyanor Ressources SA and Golden Star Resources Ltd. dated September 30, 2004 regarding the Gross Rosebel Participation Right (the "Purchase Agreement").

We propose that the Purchase Agreement be amended as follows:

1. the words "but less than" in paragraph 3.3(a) are replaced with the words "to and including"; and
2. the date of "November 15th, 2004" in paragraph 7.1 be changed to "November 30th, 2004".

We agree that all of the other provisions of the Purchase Agreement remain in full effect unamended.

Please evidence your agreement to these amendments to the Purchase Agreement by signing and returning to me a copy of this letter.

Yours truly,

GUYANOR RESSOURCES SA

AGREED this ___ day of October, 2004

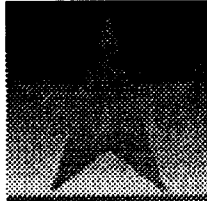
GOLDEN STAR RESOURCES LTD.

By: _____

James H. Dunnett
Directeur-General

By: _____

Peter Bradford
President and Chief Executive Officer



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