

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING  
OF SHAREHOLDERS OF  
GOLDEN STAR RESOURCES LTD.  
Littleton, Colorado**

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the "Meeting") of shareholders of Golden Star Resources Ltd. (the "Company") will be held at 2:00 p.m. (Toronto time) on Wednesday, May 11, 2011 in the St. Lawrence/Rideau Boardroom at Fasken Martineau DuMoulin LLP, 333 Bay Street, Suite 2400, Bay Adelaide Centre, Toronto, Ontario, Canada, M5H 2T6, for the following purposes:

1. to receive the report of the directors to the shareholders and the consolidated financial statements of the Company, together with the auditors' report thereon, for the fiscal year ended December 31, 2010;
2. to elect directors until the next annual general meeting;
3. to consider and, if thought fit, pass the Advisory Vote on Named Executive Officer Compensation Resolution (as defined in the accompanying Management Information Circular);
4. to determine the preferred frequency for advisory votes on named executive officer compensation;
5. to appoint auditors to hold office until the next annual general meeting at a remuneration to be fixed by the Audit Committee;
6. to consider and, if thought fit, pass the DSU Plan Resolution (as defined in the accompanying Management Information Circular) approving, ratifying and confirming the Company's deferred share unit plan, as more particularly described in the accompanying Management Information Circular; and
7. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The Board of Directors has fixed the close of business on March 14, 2011 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Accompanying this Notice of Meeting are a (i) Management Information Circular, (ii) form of proxy, and (iii) supplemental mailing list return card for use by shareholders who wish to receive the Company's interim financial statements. The Company's 2010 Annual Report containing the audited comparative financial statements of the Company as at and for the year ended December 31, 2010 and the related management's discussion and analysis of financial condition and results of operations also accompany this Notice of Meeting.

If you are a *registered shareholder* of the Company and do not expect to attend the Meeting in person, please promptly complete and sign the enclosed proxy form and return it in the self-addressed envelope for receipt by no later than 5:00 p.m. (Toronto time) on Tuesday, May 10, 2011. If you receive more than one proxy form because you own common shares registered in different names or addresses, each proxy form should be completed and returned.

If you are a *non-registered shareholder* of the Company and receive these materials through your broker or another intermediary, please complete and sign the materials in accordance with the instructions provided to you by such broker or other intermediary.

Dated at Littleton, Colorado, this 14<sup>th</sup> day of March, 2011.

**BY ORDER OF THE BOARD OF DIRECTORS**

/s/John A. Labate

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Senior Vice President and Chief Financial Officer