



DIVISION OF
CORPORATION FINANCE
MAIL STOP 7010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549-0405

December 27, 2005

Mr. H. Lutz Klingmann
President and Principal Financial Officer
Golden Queen Mining Co. LTD.
6411 Imperial Avenue
Vancouver, British Columbia, Canada V7W 2J5

**Re: Golden Queen Mining Co. LTD.
Form 10-KSB for Fiscal Year Ended December 31, 2004
Filed April 18, 2005
Response Letter Dated November 24, 2005
File No. 0- 21777**

Dear Mr. Klingmann:

We have reviewed your response letter and have the following comments. We have limited our review of your filing to those issues we have addressed in our comments. Where indicated, we think you should revise your document in response to these comments. If you disagree, we will consider your explanation as to why our comment is inapplicable or a revision is unnecessary. Please be as detailed as necessary in your explanation. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure. After reviewing this information, we may raise additional comments.

Form 10-KSB for the Fiscal Year Ended December 31, 2004

1. We note your response to our prior comment letter dated September 21, 2005. We remind you of our prior comment numbers 5-12 that are still awaiting your response. Please provide us with your response to these prior comments at your earliest convenience.

Closing Comments

As appropriate, please amend your filing and respond to these comments within 10 business days or tell us when you will provide us with a response. You may wish to

Mr. H. Lutz Klingmann
Golden Queen Mining Co. LTD.
December 27, 2005
page 2

provide us with marked copies of the amendment to expedite our review. Please furnish a cover letter with your amendment that keys your responses to our comments and provides any requested information. Detailed cover letters greatly facilitate our review. Please understand that we may have additional comments after reviewing your amendment and responses to our comments.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes all information required under the Securities Exchange Act of 1934 and that they have provided all information investors require for an informed investment decision. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

In connection with responding to our comments, please provide, in writing, a statement from the company acknowledging that:

- the company is responsible for the adequacy and accuracy of the disclosure in the filing;
- staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filing; and
- the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

In addition, please be advised that the Division of Enforcement has access to all information you provide to the staff of the Division of Corporation Finance in our review of your filing or in response to our comments on your filing.

You may contact Kevin Stertz at (202) 551-3723 if you have questions regarding comments on the financial statements and related matters. Please contact me at (202) 551- 3683 with any other questions.

Sincerely,

Mr. H. Lutz Klingmann
Golden Queen Mining Co. LTD.
December 27, 2005
page 3

Jill S. Davis
Branch Chief