



DIVISION OF  
CORPORATION FINANCE  
MAIL STOP 7010

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549-7010

January 31, 2007

Mr. Eric H. Edwards  
Chief Financial Officer  
Queenstake Resources Ltd.  
999-18<sup>th</sup> Street, Suite 2940  
Denver, Colorado 80202

**Re: Queenstake Resources Ltd.  
Form 40-F for the Year Ended December 31, 2005  
Filed on March 31, 2006  
Response Letter Dated January 12, 2007  
File No. 001-32368**

Dear Mr. Edwards:

We reviewed your responses to our prior comments on the above referenced filing as set forth in your letter dated January 12, 2007 and have the following additional comments. Please provide a written response to our comments. Please be as detailed as necessary in your explanation. In some of our comments, we may ask you to provide us with supplemental information so we may better understand your disclosure. After reviewing this information, we may or may not raise additional comments.

Form 40-F for the Year Ended December 31, 2005

Note 23. Differences Between Canadian and United States Generally Accepted Accounting Principles, page 21

1. We note your response to comment four of our letter dated December 27, 2006. You have indicated that warrants were issued in a private placement and meet the criteria for classification as equity rather than debt under U.S. GAAP. Please tell us whether these securities were issued with registration rights and indicate if liquidated damages will be paid by you in the event that you fail to register the securities in a preset timeframe. If applicable, please tell us how such liquidated damages are computed.

Engineering Comments

Mr. Eric H. Edwards  
Queenstake Resources Ltd.  
January 31, 2007  
Page 2

Closing Comments

Please respond to these comments within 10 business days or tell us when you will provide us with a response. Please furnish a letter that keys your responses to our comments and provides any requested information. Detailed letters greatly facilitate our review. Please understand that we may have additional comments after reviewing your responses to our comments.

You may contact John Cannarella at (202) 551-3337 if you have questions regarding comments on the financial statements and related matters. You may contact Ken Schuler, Mining Engineer, at (202) 551-3718 with questions about engineering comments. Please contact me at (202) 551-3683 with any other questions.

Sincerely,

Jill Davis  
Branch Chief