

GOLDEN QUEEN MINING CO LTD
Form 10QSB
August 23, 2005

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-QSB

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the quarterly period ended **June 30, 2005**

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the transition period from _____ to _____

GOLDEN QUEEN MINING CO. LTD.

(Exact name of registrant as specified in its charter)

Province of British Columbia

(State or other jurisdiction of
incorporation)

0-21777

(Commission File Number)

Not Applicable

(IRS Employer Identification No.)

6411 Imperial Avenue

Vancouver, British Columbia

V7W 2J5 Canada

(Address of principal executive offices)

Registrant's telephone number, including area code: **(604) 921-7570**

Securities registered pursuant to Section 12(b) of the Act: **None**

Securities registered pursuant to section 12(g) of the Act: **Common Stock, without par value**

Indicate by check mark whether the issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

The number of outstanding shares of the issuer's common stock at August 1, 2005 was 61,190,446 shares.

Transitional Small Business Disclosure Format: Yes No

**GOLDEN QUEEN MINING CO. LTD.
QUARTERLY REPORT ON FORM 10-QSB
FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2005**

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PART I

Item 1. Financial Statements

In accordance with the Securities and Exchange Commission's "Exchange Act Rule 240.13a-13-c", and having met all of the conditions set forth therein, Golden Queen Mining Co. Ltd. is excluded from the provisions which require Part I filing of the quarterly financial statements.

The Company has been in the exploration and development stage of its business and has had no reported revenues from operations since inception.

Item 2. Management's Discussion and Analysis or Plan of Operations

In accordance with the Securities and Exchange Commission's "Exchange Act Rule 240.13a-13-c", and having met all of the conditions set forth therein, Golden Queen Mining Co. Ltd. is excluded from the provisions which require Part I filing of management's discussion and analysis or plan of operations.

Item 3. Controls and Procedures

In accordance with the Securities and Exchange Commission's "Exchange Act Rule 240.13a-13-c", and having met all of the conditions set forth therein, Golden Queen Mining Co. Ltd. is excluded from the provisions which require Part I filing of management's discussion and analysis or plan of operations.

PART II

Item 4. Submission of Matters to a Vote of Security Holders

At the Annual General and Extraordinary Meeting of the holders of Common Shares of the Company held on June 6, 2005, the shareholders voted on the following matters:

1. Fixing Number of Directors. The shareholders approved the motion to fix the number of Directors at four (4).

For: 19,986,222

Against or Withheld: 6,500

2. Election of Directors. The following nominees were elected as directors to serve until the next annual general meeting of the shareholders:

H. Lutz Klingmann

For: 19,971,268

Withheld: 20,404

Edward G. Thompson

For: 19,971,268

Withheld: 20,404

Gordon Gutrath

For: 19,971,268

Withheld: 20,404

Chester Shynkaryk

For: 19,971,268

Withheld: 20,404

3. Appointment of Auditors. The shareholders approved the reappointment of BDO Dunwoody as auditor of the Company until the next annual general shareholder meeting.

For: 19,976,722

Withheld: 20,000

4. Special Resolution: Removal of Pre-Existing Company Provisions. The shareholders defeated* the motion to remove pre-existing company provisions set forth in Part 16 of the Regulations of the *Business Corporations Act* (British Columbia). A 75% majority is required to pass a special resolution.

For: 6,353,558

Against: 7,086,645

5. Special Resolution: Increase in Authorized Capital. The shareholders defeated* the motion to increase the authorized capital of the Company to an unlimited number of common shares.

For: 12,320,042

Against: 7,658,680

* A 75% majority is required to pass a special resolution.

Item 6. Exhibits

Exhibits.

31.1 Rule 13a-14(a)/15d-14(a) Certifications

32.1 Section 1350 Certifications

SIGNATURES

In accordance with section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: August 22, 2005

Golden Queen Mining Co. Ltd.

By: /s/ H. Lutz Klingmann

H. Lutz Klingmann

President and Principal Financial Officer