

GOLDEN QUEEN MINING CO LTD  
Form 10-Q  
November 14, 2008

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**Form 10-Q**

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **September 30, 2008**

TRANSITION REPORT UNDER SECTION 13 OR 15 (d) OF THE EXCHANGE ACT

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

**0-21777**

(Commission File Number)

**GOLDEN QUEEN MINING CO. LTD.**

(Exact name of registrant as specified in its charter)

**Province of British Columbia**

(State or other jurisdiction of incorporation)  
No.)

**Not Applicable**

(IRS Employer Identification)

**6411 Imperial Avenue  
West Vancouver, British Columbia  
V7W 2J5 Canada**

(Address of principal executive offices)

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

Former name, former address and former fiscal year, if changed since last report: **N/A**

Check whether the registrant (1) filed all reports required to be filed by sections 13 or 15(d) of the Exchange Act during the past 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

Check whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Check whether the registrant is a shell company, as defined in Rule 12b-2 of the Exchange Act. Yes  No

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable

date: **As of September 30, 2008 the registrant's outstanding common stock consisted of 85,640,880 shares.**

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**PART I. FINANCIAL INFORMATION**

**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 4(T). 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 controls and procedures.

**PART II OTHER INFORMATION**

**Item 6. Exhibits**

31.1 Certification Pursuant to Rule 13a-14(a) or 15d-14(a) of the U.S. Securities Exchange Act of 1934

32.1 Section 1350 Certification of the Principal Executive Officer and Principal Financial Officer

**SIGNATURES**

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: November 14, 2008 **GOLDEN QUEEN MINING CO. LTD.**  
(Registrant)

By: /s/ Lutz Klingmann  
Lutz Klingmann  
Principle Executive Officer and  
Principle Financial Officer