

U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-K/A  
Amendment No. 1

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

For the fiscal year ended December 31, 2012

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

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

0-21777

(Commission File Number)

GOLDEN QUEEN MINING CO. LTD.

(Name of registrant in its charter)

British Columbia, Canada

(State or other jurisdiction  
of incorporation or organization)

Not Applicable

(IRS Employer  
Identification No.)

6411 Imperial Avenue, West Vancouver, British Columbia, Canada

(Address of principal executive offices)

V7W 2J5

(Zip Code)

Issuer's telephone number: (604) 921-7570

Securities registered under Section 12(b) of the Exchange Act: None

Securities registered under section 12(g) of the Exchange Act: Common shares without par value

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers in response to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark 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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  
Yes [ ] No [X]

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter: \$135,079,019 as at June 30, 2012.

Indicate the number of shares outstanding of each of the registrant's classes of common equity, as of the latest practicable date: 98,013,383 common shares as at March 15, 2013.

#### **DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's Proxy Statement for the Annual Meeting of Stockholders are incorporated by reference into Part III of this Form 10-K, which Proxy Statement is to be filed within 120 days after the end of the registrant's fiscal year ended December 31, 2012. If the definitive Proxy Statement cannot be filed on or before the 120 day period, the issuer may instead file an amendment to this Form 10-K disclosing the information with respect to Items 10 through 14.

#### **EXPLANATORY NOTE**

This Amendment to the Annual Report on Form 10-K for the fiscal year ended December 31, 2012, which was filed with the Securities and Exchange Commission on March 18, 2013, is being filed to include Exhibit 23.2 and 23.3.

Except as described above, no other changes have been made to the original Annual Report filed March 18, 2013 and this Amendment continues to reflect information as of the date of the original Annual Report, and the Company has not updated the disclosures contained therein to reflect any events which occurred at a date subsequent to the filing of the original Annual Report.

**PART IV**

**Item 15. Exhibits**

<b><u>Exhibit No.</u></b>	<b><u>Description of Exhibit</u></b>	<b><u>Manner of Filing</u></b>
23.2	Consent of AMEC E&C Services Inc.	Filed herewith
23.3	Consent of Norwest Corporation	Filed herewith

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**GOLDEN QUEEN MINING CO. LTD.**

By:           /s/ H. Lutz Klingmann            
H. Lutz Klingmann  
President and Principal Executive Officer

Date: March 21, 2013

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>          /s/ H. Lutz Klingmann          </u> H. Lutz Klingmann	President, Principal Executive Officer, and Director	March 21, 2013
<u>          /s/ Edward Thompson          </u> Edward Thompson	Director	March 21, 2013
<u>          /s/ Chester Shynkaryk          </u> Chester Shynkaryk	Director	March 21, 2013
<u>          /s/ G. Ross McDonald          </u> G. Ross McDonald	Principal Financial Officer and Principal Accounting Officer	March 21, 2013

Exhibit 23.2

March 18, 2013

Golden Queen Mining Co. Ltd.  
6411 Imperial Avenue  
West Vancouver, BC V7W 2J5

**Re: Golden Queen Mining Co. Ltd. (the “Company”)  
Annual Report on Form 10K**

---

Reference is made to the Annual Report of the Company on Form 10-K filed with the Securities and Exchange Commission on March 18, 2013 (the “**Annual Report**”).

We hereby consent to the references to our firm and to the summary of the technical report entitled “Soledad Mountain Project Technical Report Kern County, CA”, dated October 17, 2012 prepared by Norwest Corporation and AMEC E&C Services Inc., which appear in the Annual Report and the incorporation therein of such references to the Company’s registration statement on Form S-8 (No. 333-164950).

Yours truly,

**AMEC E&C SERVICES INC.**

Per: /s/ Mark Hertel \_\_\_\_\_  
Authorized Signatory

Exhibit 23.3

March 18, 2013

Golden Queen Mining Co. Ltd.  
6411 Imperial Avenue  
West Vancouver, BC V7W 2J5

**Re: Golden Queen Mining Co. Ltd. (the “Company”)  
Annual Report on Form 10K**

---

Reference is made to the Annual Report of the Company on Form 10-K filed with the Securities and Exchange Commission on March 18, 2013 (the “**Annual Report**”).

We hereby consent to the references to our firm and to the summary of the technical report entitled “Soledad Mountain Project Technical Report Kern County, CA”, dated October 17, 2012 prepared by Norwest Corporation and AMEC E&C Services Inc., which appear in the Annual Report and the incorporation therein of such references to the Company’s registration statement on Form S-8 (No. 333-164950).

Yours truly,

**NORWEST CORPORATION**

Per: /s/ Sean Ennis  
Authorized Signatory