***A copy of this preliminary short form prospectus has been filed with the securities regulatory authorities in British Columbia, Alberta, Ontario and Quebec but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary short form prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the short form prospectus is obtained from the securities regulatory authorities.***

*No securities regulatory authority in Canada has expressed an opinion about these securities and it is an offence to claim otherwise. This short form prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.* ***These securities have not been registered under the United States Securities Act of 1933, as amended (the ''U.S. Securities Act'') and may not be offered or sold in the United States or to U.S. persons unless an exemption from registration is available. See ''Plan of Distribution''.***

***Information has been incorporated by reference in this prospectus from documents filed with the securities commissions or similar authorities in Canada.*** *Copies of the documents incorporated herein by reference may be obtained on request without charge from the Secretary, Great Basin Gold Ltd., #1020, 800 West Pender Street, Vancouver, British Columbia, V6C 2V6 (Telephone (604) 684-6365), and are also available electronically at www.sedar.com. For the purposes of the Province of Quebec, this simplified prospectus contains information to be completed by consulting the permanent information record. A copy of the permanent information record may be obtained from the Secretary of the Company at the above mentioned address and telephone number and is also available electronically at www.sedar.com.*

# PRELIMINARY SHORT FORM PROSPECTUS

New Issue **April 27, 2006**

GREAT BASIN GOLD LIMITED

# $15,075,000

## 6,700,000 Common Shares

This short form prospectus (''Prospectus'') qualifies the distribution (the ''Offering'') of 6,700,000 common shares (the ''Offered Shares'') of Great Basin Gold Ltd. (the ''Company'') at a price of $2.25 per Offered Share (the ''Offering Price'').

The Offered Shares are offered pursuant to an underwriting agreement dated May ●, 2006 among the Company and Pacific International Securities Inc. and BMO Nesbitt Burns Inc. (collectively the ''Underwriters''). The Offering Price was determined by negotiation among the Company and the Underwriters. The outstanding common shares of the Company are listed and posted for trading on the Toronto Stock Exchange (''TSX'') under the symbol ''GBG'' and on the American Stock Exchange (''AMEX'') under the symbol ''GBN''. The closing price of the Company's common shares on the TSX and AMEX on April 11, 2006, the day the Company announced the Offering, was $2.29 and US$2.01 respectively.

## Price: $2.25 per Offered Share

| | Price to Public | Underwriters' Commission | Net Proceeds to the Company(1) |
|---|---|---|---|
| Per Share | $2.25 | $0.135 | $2.115 |
| Total(2)(3) | $15,075,000 | $904,500 | $14,170,500 |

(1) Before deducting the expenses of this Offering, estimated to be $200,000 which will be payable out of the general funds of the Company.

(2) The Company has also granted the Underwriters an option (the ''Over-Allotment Option''), exercisable not later than 48 hours before the closing of the Offering, to purchase up to an additional 4,500,000 common shares (the ''Over-Allotment Shares'') of the Company at the Offering Price solely to cover over-allotments, if any, and for market stabilization purposes. If the Underwriters exercise the Over-Allotment Option in full, the total number of common shares issued under the Offering will be 11,200,000, the Price to Public will be $25,200,000, the Underwriters' Commission will be $1,512,000 and the Net Proceeds to the Company before expenses will be $23,688,000. This Prospectus qualifies the distribution of the Over-Allotment Option and the Over-Allotment Shares issuable on exercise thereof. See ''Plan of Distribution''.

(3) As additional compensation, the Company has granted to the Underwriters non-assignable options (the ''Compensation Options'') to purchase a number of common shares of the Company (the ''Compensation Shares'') equal to 6% of the Offered Shares and Over-Allotment Shares sold under the Offering (a maximum of 672,000 Compensation Shares), at an exercise price of $2.60 per Compensation Share for a period of one year after the Closing Date (as defined below), subject to acceleration in certain circumstances. This Prospectus also qualifies the distribution of the Compensation Options. See ''Plan of Distribution''.

| Underwriters' Position | Maximum size or Number of Securities held | Exercise period/Acquisition Date | Exercise price or average acquisition price |
|---|---|---|---|
| Over-Allotment Option | 4,500,000 common shares | Until 48 hours before Closing | $2.25 per share |
| Compensation Option | 672,000 common shares | One year after Closing, subject to acceleration | $2.60 per share |
| Any other option granted by issuer or insider of issuer | Nil | — | — |
| Total Securities under option | 5,172,000 common shares | — | — |
| Other Compensation Securities | Nil | — | — |

The Underwriters, as principals, conditionally offer the Offered Shares, subject to prior sale, if, as and when issued and sold by the Company and accepted by the Underwriters in accordance with the conditions contained in the Underwriting Agreement referred to under ''Plan of Distribution'' and subject to the approval of certain legal matters on behalf of the Company by Lang Michener LLP, Vancouver, British Columbia, and on behalf of the Underwriters by Blake, Cassels & Graydon LLP, Vancouver, British Columbia. After the Underwriters have made a bona fide effort to sell all of the Offered Shares at the Offering Price the Underwriters may decrease the offering price to the public or otherwise change the selling terms from time to time. See ''Plan of Distribution''.

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that certificates evidencing the Offered Shares will be available for delivery at closing which will take place on or about May ●, 2006 or such later date as may be agreed between the Company and the Underwriters, but in any event not later than ●, 2006 (the ''Closing Date'').

Investment in the Offered Shares should be considered speculative due to various factors including the nature of the Company's business. See ''Risk Factors''.

Subject to applicable laws and in connection with the Offering, the Underwriters may over-allot or effect transactions which stabilize or maintain the market price of the Company's common shares at levels other than those which otherwise might prevail on the open market. Such transactions, if commenced, may be discontinued at any time. See ''Plan of Distribution''.

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## DOCUMENTS INCORPORATED BY REFERENCE

The following documents filed with the securities commission or similar regulatory authority in British Columbia, Alberta, Ontario and Quebec are specifically incorporated by reference into, and form an integral part of, this Prospectus:

- the Annual Information Form of the Company dated March 21, 2006;
- the consolidated financial statements and the notes thereto for the financial years ended December 31, 2005, 2004 and 2003, together with the auditors' report thereon and Management's Discussion and Analysis for the year ended December 31, 2005;
- the material change report dated March 1, 2006 related to resolution of litigation; and
- the material change report dated April 11, 2006 relating to this Offering and a separate private placement.

Material change reports (other than confidential reports), and all other documents of the type referred to above, filed by the Company with a securities commission or similar regulatory authority in Canada after the date of this Prospectus and before completion or withdrawal of this Offering, will be deemed to be incorporated by reference into this Prospectus.

**Any statement contained in a document incorporated or deemed to be incorporated by reference herein will be deemed to be modified or superseded for the purposes of this Prospectus to the extent that a statement contained herein or in any other subsequently filed document that is also incorporated or is deemed to be incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement will not be deemed an admission for any purpose that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this Prospectus.**

**Information has been incorporated by reference in this Prospectus from documents filed with the securities commissions or similar authorities in Canada.** Copies of the documents incorporated herein by reference may be obtained on request without charge from the Secretary, Great Basin Gold Ltd., #1020, 800 West Pender Street, Vancouver, British Columbia, V6C 2V6 (Telephone (604) 684-6365), and are also available electronically at www.sedar.com. For the purposes of the Province of Quebec, this simplified prospectus contains information to be completed by consulting the permanent information record. A copy of the permanent information record may be obtained from the Secretary of the Company at the above mentioned address and telephone number and is also available electronically at www.sedar.com. The Company's filings through SEDAR are not incorporated by reference in this Prospectus except as specifically set out herein.

## FORWARD LOOKING STATEMENTS

This Prospectus, including the documents incorporated by reference, contain forward-looking statements which may not be based on historical fact, including without limitation statements regarding the future financial position, business strategy, future production, reserve potential, exploration drilling, exploitation activities, events or developments that the Company expects to take place in the future, projected costs and plans and objectives of or involving the Company. Prospective investors can identify many of these statements by looking for words such as ‘‘believe’’, ‘‘expects’’, ‘‘will’’, ‘‘intends’’, ‘‘projects’’, ‘‘anticipates’’, ‘‘estimates’’, ‘‘continues’’ or similar words or the negative thereof. There can be no assurance that the plans, intentions or expectations upon which these forward-looking statements are based will occur. Forward-looking statements are subject to risks, uncertainties and assumptions, including those discussed elsewhere in this Prospectus and under ‘‘Risk Factors’’ in our Annual Information Form. Some of the factors which could affect future results and could cause results to differ materially from those expressed in the forward-looking statements contained herein include: market prices, exploitation and exploration successes, continued availability of capital and financing and general economic, market, business or governmental conditions.

The forward-looking statements contained herein are made as of the date of this Prospectus and are expressly qualified in their entirety by this cautionary statement. Readers should not place undue reliance on the forward-looking statements, which reflect management’s plans, estimates, projections and views only as of the date hereof. The Company undertakes no obligation to publicly revise these forward-looking statements to reflect subsequent events or circumstances.

## INTERPRETATION

In this Prospectus:

| | |
|---|---|
| **cmg/t** | means centimetre-grams per tonne (see ‘‘The Company – Burnstone Project’’); |
| **HDB** | means Hollister Development Block, a portion of the Ivanhoe property in Nevada; |
| **g/t** | means grams per tonne; |
| **NI 43-101** | National Instrument 43-101 – Standards of Disclosure for Mineral Projects; |
| **ton** | means 2,000 pounds; and |
| **tonne** | means 1.102 tons. |

Unless the context otherwise requires, references to ‘‘we’’, ‘‘our’’, ‘‘us’’ or ‘‘Great Basin’’ mean Great Basin Gold Ltd. and its subsidiaries.

All currency amounts in this Prospectus are in Canadian dollars unless otherwise indicated.

## THE COMPANY

### General

The Company was incorporated on March 19, 1986 under the laws of the province of British Columbia. The head office of the Company is located at Suite 1020, 800 West Pender Street, Vancouver, British Columbia, V6C 2V6.

We are engaged in the business of acquiring ownership of, and exploring and developing precious metals deposits. For the past three years we have focused on two projects: (a) the Ivanhoe Project on the Carlin Trend in Nevada, USA, where an underground exploration and development program is underway on a portion of the property called the Hollister Development Block (''HDB''), which program is designed to provide the detailed information for a feasibility study; and (b) the Burnstone Gold Project in the Witwatersrand goldfield in South Africa, for which a feasibility study is currently underway.

### Ivanhoe Project

We own a 100% interest in the Ivanhoe Project, subject to certain royalties and subject to a 50:50 earn-in agreement with Hecla Mining Company (''Hecla''). This project is currently in the advanced exploration stage and is being assessed for economic viability. The Ivanhoe Project hosts a number of high grade gold-silver vein systems that are potentially amenable to underground mining.

The federal government of the United States and the state government of Nevada have jurisdiction over mining activities and communities, habitat users and other interests that may be affected by mining. In particular, the Bureau of Land Management has jurisdiction over the land on which the Ivanhoe property is located. Nevada's gold mines are ranked among the largest and most profitable in the world.

Inferred mineral resources for the Hollister Development Block at the Ivanhoe Project, as disclosed in the NI 43-101 report prepared by Ross G. Glanville, P.Eng. and Ross Banner, P.Eng., Qualified Persons as defined in NI 43-101, dated April, 2002, are set out below:

| Cut-off (oz/ton) | Tons | Gold (oz/ton)(1) | Silver (oz/ton) | Contained Gold (ounces)(2) | Contained Silver (ounces) |
|---|---|---|---|---|---|
| 0.25 | 719,000 | 1.29 | 7.0 | 926,000 | 5,033,000 |

(1) One oz/ton is equal to approximately 34.286 grams/tonne.

(2) One ounce is equal to approximately 33.103 grams, for approximately 28,800 kilograms of contained gold.

### Burnstone Project

We also own 100% of the Burnstone Project, and have rights to acquire certain adjacent properties, although we are subject to certain ''black economic empowerment'' initiatives and related South African legislation which requires us to achieve a target of 26% ownership by ''historically disadvantaged South Africans'' under new mining tenure laws in South Africa. Potential mining operations are subject to extensive government regulation. In order for our Burnstone Project rights to comply with statutorily mandated involvement by historically disadvantaged groups, we will need to successfully negotiate their participation in the Burnstone Project. We are currently engaged in such negotiations but their outcome cannot be predicted at this time.

Under the original acquisition agreement for Southgold Exploration (Proprietary) Limited (''Southgold''), which owns the Burnstone Project, the Company has an obligation to make future payments and to issue additional common shares to the former Southgold shareholders in certain circumstances. However, we reached an agreement in principle in March, 2006 to settle all of these obligations by issuing four million common shares and two million common share purchase warrants. See ''Recent Developments — Southgold Settlement''.

The Burnstone Project hosts the Kimberley Reef, a geological unit containing moderate to high-grade gold mineralization that is potentially amenable to underground mining. This project is currently in the advanced exploration stage and has previously been assessed for economic viability in a pre-feasibility study, the results of which are set out in our Annual Information Form. The current final feasibility study program has not yet concluded and is likely to vary the preliminary assessment and consequently the results of the preliminary assessment cannot be relied upon.

In November 2004, the Company announced the results of a pre-feasibility study for Area 1 of the Burnstone Project. The final Feasibility Study for the project is nearing completion. The Feasibility Study's mine plan, considered to be the first phase of mine development for the Burnstone Project, is expected to incorporate a lesser amount of mineralized material, based on a higher cut-off grade and more conservative dilution calculations but uses a higher gold price which is more reflective of the current environment but is still significantly less than current gold prices. The combination of more detailed cost analysis, general inflation in mine development costs and operating costs, especially for energy, and labour, will more than offset the higher assumed gold price used in the final study and is expected to result in a financial model which has a higher level of confidence which results in an internal rate of return of approximately 20% with a commensurate effect on project net present value.

The government of the Republic of South Africa has jurisdiction over activities and communities, habitat users and other interests that may be affected by mining. In particular, the Department of Mines and Energy has jurisdiction over the land on which the Burnstone property is located. South Africa's gold mines are among the largest in the world.

Mineral resources at the Burnstone Project, as contained in the Report on the Resource Estimate for the Burnstone Property, Mpumalanga Province, Republic of South Africa dated February 17, 2005, prepared by Eugene Siepker and Gideon Van Der Heever, Qualified Persons as defined in NI 43-101, are set out below. These resources are not classified as ''reserves'' as their economic viability has not been demonstrated.

| Category | Cut-off (cmg/t) | Tonnes | Gold Grade (g/t) | Contained Gold (ounces)(1) |
|---|---|---|---|---|
| Measured Resources | 350 | 38,278,000 | 5.08 | 6,248,000 |
| Indicated Resources | 350 | 6,896,000 | 4.50 | 998,000 |
| Total Measured and Indicated Resources | 350 | 45,763,000 | 4.93 | 7,246,000 |
| Inferred Resources | 350 | 13,965,000 | 10.37 | 4,655,000 |

(1) The contained gold in the measured resource is approximately 194,300 kilograms, in the indicated resource is approximately 31,000 kilograms, and in the inferred resource is approximately 144,800 kilograms.

cmg/t or centimetre-grams per tonne is one type of metric unit for cut-off established by multiplying the thickness of the sample interval in the reef times the grade, in g/t. At a particular cmg/t cut-off, it would include areas in which the material could be higher grade and narrower thickness, and also areas where the reef is thicker but lower grade. This is a commonly used cut-off unit for mineral resources by the South African industry. Mineral reserves are presented with a cut-off grade measured in grams/tonne. Mineralization at Burnstone occurs within the Kimberley Reef, one of the four main mineralized horizons in the Witwatersrand goldfield. Standard industry practice in South Africa is to use a grade-thickness cut-off and then estimate the resource over an average mining width. Based on the Company's awareness of other mining operations in Witwatersrand, Kimberley reef operations at the relatively shallower depth of the Burnstone Project use comparable cut-off grades to those in use by the Company. Deeper operations require significantly higher cmg/t cut-off grades.

### Other Properties

We also own a non-core mineral property, the Casino Project, located in Yukon, Canada, which hosts a large-tonnage mineral resource that is potentially exploitable by open pit mining, although it is located a significant distance from needed infrastructure. No detailed engineering studies have recently been performed to assess its current viability. The territorial government of Yukon and the federal government of Canada both have jurisdiction over a wide variety of activities and persons affected by mining including local communities, habitat users and other persons claiming to hold a stake in the outcome of mining activity. The Casino Project has been optioned to two parties.

### Operations

Great Basin does not have any operating revenue although, historically, we have had annual interest revenue as a consequence of investing surplus funds pending the completion of exploration programs. The resource extraction business has historically been cyclical and the prices received for gold and silver have been volatile and affected by factors and sentiments outside of the cost of production. The mining business operates in a worldwide market, and prices are derived from relatively pure market forces, so competition to sell any metals or concentrates produced is not an issue if metals prices warrant production.

### Corporate Structure

The Company has the following subsidiaries:

| Name of Subsidiary | Jurisdiction of Incorporation | Ownership Interest (direct or indirect) |
|---|---|---|
| Great Basin Gold Inc. | Nevada, USA | 100% |
| Rodeo Creek Gold Inc. | Nevada, USA | 100% |
| Antler Peak Gold Inc. | Nevada, USA | 100% |
| Touchstone Resources Company | Nevada, USA | 100% |
| Southgold Exploration (Proprietary) Limited | South Africa | 100% |
| N5C Resources Inc. | Cayman Islands | 100% |
| N6C Resources Inc. | Cayman Islands | 100% |
| Great Basin Gold RSA (Proprietary) Limited | South Africa | 100% |
| Pacific Sentinel Resources Inc. | Yukon, Canada | 100% |

## RECENT DEVELOPMENTS

### Amended HDB Earn-In

In April 2005, the Company was notified that Hecla had filed for a declaratory judgment in connection with an agreement entered into in 2002 under which Hecla could earn an interest in the HDB portion of the Ivanhoe Project (the ''Earn-In Agreement''). The Company denied the grounds cited for the basis of Hecla's claims and the relief sought by Hecla.

On March 1, 2006 the Company and Hecla signed an amendment to the Earn-In Agreement (the ''Earn-In Agreement Amendment'') which modified the Earn-In Agreement. The execution of this amendment resulted in a general release from any action or claim arising from either party in connection with the Earn-In Agreement up to February 28, 2006, and the termination of all current litigation.

Under the Earn-In Agreement Amendment:

- Hecla commits to complete and fund 100% of the remaining Stage 1 earn-in activities by March 31, 2007;
- Hecla is to fund our share of any Stage 2 activities until such time that a feasibility study has been delivered to us, at which time we will reimburse Hecla for our share of Stage 2 costs. Stage 2 activities are those which consist primarily of the development of the Hollister Development Block into a mining operation, and lead to commercial production;
- If the decision is made to develop and operate a mine, Hecla must achieve commercial production by August 2, 2009, as a condition of earning a 50% working interest in the project; and
- Hecla is entitled to the proceeds of the first 50,000 ounces of gold (or equivalent) up to the actual costs of Stage 1 activities, not to exceed $25.07 million, from pre-production Stage 1 activities. Thereafter any pre-production revenues will be equally shared.

Hecla is obligated to issue 2,000,000 two-year common share purchase warrants in two equal tranches to the Company. The Company will be obligated to issue up to 1,000,000 two-year common share purchase warrants (concurrent with, and in proportion to, the issuance of the Hecla warrants) to Hecla pursuant to the amended Earn-In Agreement. These warrants will be dated and priced on the date that Hecla makes certain elections required under the Earn-In Agreement.

### Southgold Settlement

We are obligated to make future payments and to issue additional common shares to the former Southgold shareholders in connection with our acquisition of the Burnstone Project. In March, 2006 we reached an agreement in principle to settle those obligations by issuing four million common shares and two million common share purchase warrants to those shareholders. Details relating to the share purchase warrants have not yet been finalized.

### Private Placement

We expect to complete a private placement of common shares, at $2.25 each and for total proceeds of approximately $10 million, in early to mid-May, 2006. This is a separate financing from the Offering. The proceeds of the private placement, net of expenses and agents' commissions, will be used for exploration and development at the Burnstone Project and the Ivanhoe Project as well as for working capital.

## USE OF PROCEEDS

The net proceeds to be received by the Company from the sale of the Offered Shares, after deducting the Underwriters' commission and before expenses of the Offering estimated to be $200,000, are estimated to be approximately $14.2 million.

If the Over-Allotment Option is exercised in full the net proceeds to be received by the Company, after deducting the Underwriters' commission and expenses of the Offering, are estimated to be approximately $23.5 million.

The net proceeds will be used for exploration and development at the Burnstone Project and the Ivanhoe Project, as well as for working capital. We anticipate allocating net proceeds as follows:

| Use of Proceeds | Sale of Offered Shares Alone | Sale of Offered Shares and Over-Allotment Shares |
|---|---|---|
| Exploration and Development at Burnstone Project | $9,000,000 - 10,000,000 | $15,000,000 |
| Exploration and Development at Ivanhoe Project | $ 2,000,000 - 3,000,000 | $ 4,000,000 |
| Working Capital | $ 2,000,000 | $ 4,500,000 |
| Total | $ 14,000,000 | $23,500,000 |

The Company may find it necessary or advisable to use portions of the funds for other purposes or to obtain additional financing. Pending the uses described above, the Company may invest all or a portion of the net proceeds in high quality short-term interest-bearing corporate securities.

## CHANGES IN SHARE AND LOAN CAPITALIZATION

The authorized share capital of the Company consists of an unlimited number of common shares without par value, of which 94,082,379 were issued and outstanding as at April 15, 2006.

As at April 15, 2006, the Company had outstanding share purchase options to purchase up to 6,906,000 common shares with a weighted average exercise price of $1.62. In addition the Company is obligated to issue 4,000,000 common shares and 2,000,000 common share purchase warrants to former Southgold shareholders and up to 1,000,000 common share purchase warrants to Hecla. See ''Recent Developments — Southgold Settlement'' and ''Recent Developments — Amended HDB Earn-In''.

There has been no material change to our share and loan capital since December 31, 2005. Since December 31, 2005 we have issued 397,000 common shares pursuant to the exercise of employee stock options.

## PLAN OF DISTRIBUTION

### Underwriting Agreement

Pursuant to an underwriting agreement dated May ●, 2006 (the ''Underwriting Agreement'') among the Company and Pacific International Securities Inc. and BMO Nesbitt Burns Inc. (collectively, the ''Underwriters''), the Company has agreed to sell, and the Underwriters have agreed to purchase as principals, subject to compliance with all necessary legal requirements and the terms and conditions of the Underwriting Agreement, on May ●, 2006 or such later date as the Company and the Underwriters may agree, but in any event not later than ●, 2006 all but not less than all of the Offered Shares.

The Offered Shares are being sold at an Offering Price of $2.25 per Offered Share, payable in cash against delivery of the share certificates for the Offered Shares. The Offering Price was negotiated among the Company and the Underwriters.

The Underwriting Agreement provides for payment by the Company of an aggregate commission to the Underwriters of $0.135 per share sold in the Offering for various services rendered to the Company in connection with the Offering.

The Company has also granted the Underwriters an Over-Allotment Option, exercisable not later than 48 hours before the closing of the Offering, to purchase up to an additional 4,500,000 Over-Allotment Shares at the Offering Price solely to cover over-allotments, if any, and for market stabilization purposes. If the Underwriters exercise the Over-Allotment Option in full, the total number of common shares issued under the Offering will be 11,200,000, the Price to Public will be $25,200,000, the Underwriters' Commission will be $1,512,000 and the Net Proceeds to the Company (excluding expenses of the Offering) will be $23,688,000.

As additional compensation, the Company has granted to the Underwriters non-assignable Compensation Options to purchase that number of common shares of the Company (the ''Compensation Shares'') which is equal to 6% of the Offered Shares and Over-Allotment Shares sold under the Offering (for a maximum of 672,000 Compensation Shares), at an exercise price of $2.60 each for a period of one year after the Closing Date. If, over a period of 20 consecutive trading days between the Closing Date and the expiry of the Compensation Options, the weighted average closing price of our common shares on the TSX exceeds $3.25, we may give written notice (''Notice'') to the Underwriters within 30 days after such period that the expiry of the Compensation Options will be accelerated to a date that is 30 days after the giving of the Notice.

This Prospectus also qualifies the distribution of the Over-Allotment Option, Over-Allotment Shares and Compensation Options.

We have agreed in the Underwriting Agreement that, during the period ending 90 days after the Closing Date, we will not (subject to certain exceptions), without the prior consent of the Underwriters, directly or indirectly, issue, sell, offer, grant an option or right in respect of, or otherwise dispose of, or agree to or announce any intention to issue, sell, offer, grant an option or right in respect of, or otherwise dispose of, any additional common shares or securities convertible into or exchangeable for common shares, other than pursuant to the exercise of the Over-Allotment Option or the grant or exercise of stock options or other similar issuances pursuant to any stock option plan or similar compensation arrangements in place before the Closing Date.

The obligations of the Underwriters under the Underwriting Agreement are several and not joint and may be terminated at their discretion upon the occurrence of certain stated events. However, the Underwriters are obligated to take up and pay for all of the Offered Shares if any of the Offered Shares are purchased under the Underwriting Agreement.

Pursuant to policies of certain Canadian securities regulatory authorities, the Underwriters may not, throughout the period of distribution under the Offering, bid for or purchase common shares of the Company. The foregoing restriction is subject to certain exceptions, on the condition that the bid or purchase not be engaged in for the purpose of creating actual or apparent active trading in or raising the price of the Company's common shares. These exceptions include a bid or purchase permitted under the by-laws and rules of the Toronto Stock Exchange relating to market stabilization and passive market making activities, and a bid or purchase made for or on behalf of a customer where the order was not solicited during the period of distribution. Subject to applicable laws and in connection with the Offering, the Underwriters may over-allot or effect transactions which stabilize or maintain the market price of the Company's common shares at levels other than those which otherwise might prevail on the open market. Such transactions, if commenced, may be discontinued at any time.

After the Underwriters have made a bona fide effort to sell all of the Offered Shares at the Offering Price the Underwriters may decrease the offering price to the public or otherwise change the selling terms from time to time.

The Offered Shares have not been and will not be registered under the *United States Securities Act of 1933*, as amended (the ''1933 Act'') or any state securities laws, and, subject to certain exceptions, may not be offered, or delivered, directly or indirectly, or sold in the United States or to ''U.S. persons'' (as defined in Regulation S under the 1933 Act) except in certain transactions exempt from the registration requirements of the 1933 Act and in compliance with any applicable state securities laws. The Underwriters have agreed that they will not offer or sell the Offered Shares within the United States, its territories, its possessions or other areas subject to its jurisdiction or to, or for the account or benefit of, a U.S. person.

The Company has agreed to indemnify the Underwriters against certain liabilities, including liabilities under Canadian securities legislation in certain circumstances, or to contribute to payments the Underwriters may have to make because of such liabilities.

The Company has applied to list the Offered Shares, Over-Allotment Shares and Compensation Shares to be sold by the Company on the TSX and AMEX. Listing will be subject to the Company fulfilling all the listing requirements of the TSX and AMEX.

## COMMON SHARES

The authorized share capital of the Company consists of an unlimited number of common shares without par value.

Each common share carries the right to attend and vote at all general meetings of shareholders, to receive dividends if, as and when declared by the directors, and to participate on any dissolution or winding up of the Company.

## INTERESTS OF EXPERTS

Behre Dolbear & Company Ltd. is named in our Annual Information Form as having audited our internal preliminary resource estimate at HDB and James A. Currie, P.Eng. is named as having supervised that work. In addition R. Glanville, P.Eng. and R. Banner, P.Eng. are named as having prepared a preliminary economic assessment for HDB.

Eugene Siepker, Pr.Sci.Nat. (deceased) and Gideon J. Van Der Heever, Pr.Sci.Nat. are named in our Annual Information Form as having co-prepared resource estimates in our Report on the Resource Estimate for the Burnstone Property, Mpumalanga Province, Republic of South Africa dated February 17, 2005 and filed under National Instrument 51-102.

The Annual Information Form names Turgis Consulting (Pty) Ltd., MDM Ferroman, Knight Piesold (Pty) Ltd., A. D. Pooley, Pr. Eng., D. Dodd, B.Sc., SAIMM, J. Edwards, B.Sc., SAIMM and R.J. Scheurenberg, Pr.Eng. as having undertaken studies in connection with the pre-feasibility study at the Burnstone Project.

None of these entities or individuals holds, directly or indirectly, more than 1% of the issued and outstanding common shares of the Company.

## RISK FACTORS

An investment in the Company's common shares is highly speculative and subject to a number of risks. A prospective purchaser of the Offered Shares should carefully consider the information described in this Prospectus as well as the Risk Factors set out in our Annual Information Form incorporated herein by reference.

## AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Company are KPMG LLP, Chartered Accountants, Vancouver, British Columbia. The transfer agent and registrar for the common shares of the Company is Computershare Trust Company at its principal office in Vancouver, British Columbia.

## LEGAL MATTERS

Certain legal matters in connection with this Offering will be passed upon by Lang Michener LLP on behalf of the Company and by Blake, Cassels & Graydon LLP, on behalf of the Underwriters. As at the date hereof, the partners and associates of Lang Michener LLP and Blake, Cassels & Graydon LLP, as a group, beneficially own, directly or indirectly, less than one percent of the outstanding common shares of the Company.

## PURCHASERS' STATUTORY RIGHTS

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment thereto. In several of the provinces, the securities legislation further provides a purchaser with remedies for rescission or, in some provinces, damages where the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

**AUDITORS' CONSENT**

To: The Board of Directors of
GREAT BASIN GOLD LTD.

We have read the short form prospectus of Great Basin Gold Ltd. (the ''Company'') dated ● , 2006 relating to the issue and sale of common shares of the Company. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the incorporation by reference in the above-mentioned prospectus of our report to the shareholders of the Company on the consolidated balance sheets of the Company as at December 31, 2005 and 2004 and the consolidated statements of operations, deficit and cash flows for each of the years in the three-year period ended December 31, 2005. Our report is dated February 24, 2006.

Chartered Accountants
Vancouver, Canada
● , 2006

## CERTIFICATE OF THE COMPANY

**Dated: April 27, 2006**

This short form prospectus, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the securities legislation of British Columbia, Alberta and Ontario. For the purpose of the Province of Québec, this simplified prospectus, together with documents incorporated herein by reference and as supplemented by the permanent information record, contains no misrepresentation that is likely to affect the value or the market price of the securities to be distributed.

| | |
|---|---|
| (Signed) Ferdinand Dippenaar<br>Chief Executive Officer | (Signed) Jeffrey R. Mason<br>Chief Financial Officer |

On Behalf of the Board of Directors

| | |
|---|---|
| (Signed) Scott D. Cousens<br>Director | (Signed) Ronald W. Thiessen<br>Director |

## CERTIFICATE OF THE UNDERWRITERS

**Dated: April 27, 2006**

To the best of our knowledge, information and belief, this short form prospectus, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the securities legislation of British Columbia, Alberta and Ontario. For the purpose of the Province of Québec, to our knowledge, this simplified prospectus, together with documents incorporated herein by reference and as supplemented by the permanent information record, contains no misrepresentation that is likely to affect the value or the market price of the securities to be distributed.

PACIFIC INTERNATIONAL SECURITIES INC.

By: (Signed) JAMES P. DEFER

BMO NESBITT BURNS INC.

By: (Signed) JAMIE ROGERS