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KESTREL ENERGY INC  
Form SC 13D/A  
May 24, 2005

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

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 3)\*

KESTREL ENERGY, INC.

-----  
(Name of Issuer)

Common Stock, No Par Value

-----  
(Title of Class of Securities)

492545 10 8

-----  
(CUSIP Number)

S. Lee Terry, Jr., Davis Graham & Stubbs  
LLP, 1550 17th Street, #500 Denver, CO  
80202 (303) 892-7400

-----  
(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

April 15, 2005

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(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. |\_ |

Note: Schedules filed in paper format shall include a signed original and five copies of this schedule, including all exhibits. See ss. 240.13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment

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containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1746 (11-03)

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Kestrel Energy, Inc.

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

Golden Prospect Plc

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OT

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

London, England

7 SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

0

EACH  
REPORTING  
PERSON  
WITH

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

0

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON (See Instructions)

CO

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Kestrel Energy, Inc.

Item 1. Security and Issuer.

No Par Value Common Stock (the "Shares") of Kestrel Energy, Inc.,  
1720 Cole Boulevard, Suite 210, Lakewood, Colorado 80401.

Item 2. Identity and Background.

(a) Name. Golden Prospect Plc

(b) Business address. 1st Floor, 143-149 Great Portland Street, London,  
England W1N 5FB

(c) A publicly traded mining investment company registered in London,  
England

(d) None

(e) None

DIRECTORS AND OFFICERS OF REPORTING PERSON:

(a) Name. Malcolm Alec Burne, Company Director

(b) Business address. Leigh Cottage, 3 Claremont Drive, Claremont Park,  
Esher, Surrey, United Kingdom KT10 9LU

(c) Managing Director at same business address as Reporting Person

(d) None

(e) None

(f) British

(a) Name. Richard A. Lockwood, Company Director

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- (b) Business address. 1 Southampton Street, London, United Kingdom WC2R OLR
- (c) Investment Fund Manager for Midas Capital Partners Limited, an investment company, same business address as above,
- (d) None
- (e) None
- (f) British

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Kestrel Energy, Inc.

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- (a) Name. Nathan Anthony Steinberg, Company Director
- (b) Business address. 9 Bancroft Avenue, London, United Kingdom N2 0AM
- (c) Partner of Munslow & Messias, Chartered Accountants, same business address as above
- (d) None
- (e) None
- (f) British

- 
- (a) Name. Denis Ivan Rakich, Alternate Director
  - (b) Business address. 36th Floor, Exchange Plaza, 2 The Esplanade, Perth, Western Australia 6000
  - (c) Director of Elstree Nominees Pty Ltd, same business address as above
  - (d) None
  - (e) None
  - (f) Australian

Item 3. Source and Amount of Funds or Other Consideration.

On April 15, 2005, the Reporting Person exchanged 822,056 Shares for 4,110,280 shares of Samson Oil & Gas N.L., an investment corporation registered in Australia ("Samson"), in an offering made by Samson to non-U.S. holders of Shares. The price was \$1.36 per Share based on the value of the Samson shares exchanged for the Shares. After the exchange, the Reporting Person holds a 22.4% ownership interest in Samson but it does not have voting or dispositive power under Section 13(d) (1) over the shares held by Samson.

Item 4. Purpose of Transaction.

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None.

Item 5. Interest in Securities of the Issuer.

- (a) No shares of Common Stock beneficially owned.
- (b) Number of Shares as which there is Sole Power to Vote - 0  
Shared Power to Direct the Vote - 0  
Sole Power to Direct the Disposition - 0  
Shared Power to Direct to the Disposition - 0

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Kestrel Energy, Inc.

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- (c) See Item 3
- (d) None
- (e) Not applicable

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

None

Item 7. Material to Be Filed as Exhibits.

None

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Kestrel Energy, Inc.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

May 24, 2005

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Date

GOLDEN PROSPECT PLC.

/s/ Denis I. Rakich

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Signature

Denis I. Rakich, Alternate Director

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Name/Title

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