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

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of October 2023

Commission File Number: 001-31819

Gold Reserve Inc.

(Translation of registrant's name into English)

999 W. Riverside Avenue, Suite 401
Spokane, Washington 99201
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F. Form 20-F x Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ☐

INFORMATION CONTAINED IN THIS FORM 6-K REPORT

On October 27, 2023, Gold Reserve Inc. (the “Company”) filed its Management Proxy Materials and Annual Report with Canadian securities regulatory authorities. Copies of these documents are furnished as Exhibits to this Report on Form 6-K.

This Report on Form 6-K and the exhibits attached hereto are hereby incorporated by reference into the Company’s effective registration statements (including any prospectuses forming a part of such registration statements) on file with the U.S. Securities and Exchange Commission (the “SEC”) and are to be a part thereof from the date on which this report is filed, to the extent not superseded by documents or reports subsequently filed or furnished.

Cautionary Note Regarding Forward-Looking Statements

The information presented or incorporated by reference in this report, other than statements of historical fact, are, or could be, “forward-looking statements” (within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended) or “forward-looking information” (within the meaning of applicable Canadian provincial and territorial securities laws) (collectively referred to herein as “forward-looking statements”) that state the Company’s and its management’s intentions, hopes, beliefs, expectations or predictions for the future.

Forward-looking statements are necessarily based upon a number of estimates, expectations, and assumptions that, while considered reasonable by the Company and its management at this time, are inherently subject to significant business, economic and competitive uncertainties and contingencies. The Company cautions that such forward-looking statements involve known and unknown risks, uncertainties and other risks that may cause the actual outcomes, financial results, performance or achievements to be materially different from those expressed or implied therein, many of which are outside its control. Forward-looking statements speak only as of the date made, and any such forward-looking statements are not intended to provide any assurances as to future results. The Company believes its estimates, expectations and assumptions are reasonable, but there can be no assurance those reflected herein will be achieved. Accordingly, readers are cautioned not to place undue reliance on forward-looking statements.

Forward-looking statements involve risks and uncertainties, as well as assumptions, including those set out herein, that may never materialize, prove incorrect or materialize other than as currently contemplated which could cause our results to differ materially from those expressed or implied by such forward-looking statements. The words “believe,” “anticipate,” “expect,” “intend,” “estimate,” “plan,” “may,” “could” and other similar expressions that are predictions of or indicate future events and future trends, which do not relate to historical matters, identify forward-looking statements, although not all forward-looking statements contain these words. Any such forward-looking statements are not intended to provide any assurances as to future results.

Numerous factors could cause actual results to differ materially from those described in the forward-looking statements, any of which could adversely affect the Company, including, without limitation: (i) risks associated with recovering funds (including related costs associated therewith) under the Company's settlement agreement with the government of the Bolivarian Republic of Venezuela ("Venezuela") or its various proceedings against the government of Venezuela, including (a) the potential ability of the Company to obtain funds as a result of the conditional writ of attachment *fieri facias* granted by the U.S. District Court of Delaware on March 31, 2023 with respect to shares of PDV Holdings, Inc. ("PDVH"), whereby the Company may potentially enforce its September 2014 arbitral award and corresponding November 2015 U.S. judgment by participating in the potential sale of PDVH shares, and the potential ability of the Company to obtain the funds that the Lisbon District Court in Portugal granted a motion to allow the Company to attach and seize, (b) whether PDVH's parent company, Petroleos de Venezuela, S.A., or another party, appeals the judgement of the U.S. Court of Appeals for the Third Circuit upholding the U.S. District Court of Delaware's decision to grant the conditional writs of attachment, and (c) the Company's ability to repatriate any such funds, in the event grant of the writ of attachment is ultimately upheld and funds become available, or any funds owed to the Company under the settlement arrangements that may become available; (ii) risks associated with sanctions imposed by the U.S. and Canadian governments, including without limitation those targeting Venezuela; (iii) risks associated with whether the Company is able to obtain (or get results from) relief from such sanctions, if any, obtained from the U.S. Office of Foreign Asset Control ("OFAC") or other similar regulatory bodies, including whether and to what extent OFAC grants licenses with respect to any court-ordered sale of PDVH shares, including timing and terms of such licenses; (iv) Venezuela's failure to honor its commitments under the Company's settlement agreement with it, with respect to its obligations to the Company in connection with our joint venture entity Empresa Mixta Ecosocialista Siembra Minera, S.A. ("Siembra Minera"); (v) risks associated with the timing and ability to appeal, contest, reverse or otherwise alter the resolution of the Venezuela Ministry of Mines to revoke the mining rights held by Siembra Minera for alleged non-compliance with certain Venezuelan mining regulations (the "Resolution"), with various Venezuelan authorities; (vi) risks associated with Venezuela's ongoing failure to honor its commitments associated with the formation, financing and operation of Siembra Minera and the inability of the Company and Venezuela to overcome certain obstacles associated with the Siembra Minera project; (vii) the breach of one or more of the terms of the underlying agreements governing the formation of Siembra Minera and the future development of the Siembra Minera project by Venezuela; (viii) risks associated with exploration, delineation of sufficient reserves, regulatory and permitting obstacles and other risks associated with the development of the Siembra Minera project; (ix) risks associated with changes in law in Venezuela, including the recent enactment of the *Law for Protection of the Assets, Rights, and Interests of the Bolivarian Republic of Venezuela and its Entities Abroad*, which negatively impacts the ability of the Company to carry on activities in Venezuela, including safety and security of personnel, the repatriation of funds and other factors identified herein; (x) risks associated with activist campaigns, including potential costs and distraction of management and the directors' time and attention related thereto that would otherwise be spent on other matters including appealing or contesting the Resolution; and (xi) risks associated with potential tax, accounting or financial impacts that may result from the current audits of our tax filings by U.S. and Canadian tax authorities including the potential impact on the Company's approximately $8.1 million income tax receivable and any potential additional income tax liabilities This list is not exhaustive of the factors that may affect any of the Company's forward-looking statements.

Investors are cautioned not to put undue reliance on forward-looking statements, and investors should not infer that there has been no change in our affairs since the date of this report that would warrant any modification of any forward-looking statement made in this document, other documents periodically filed with the SEC, the Ontario Securities Commission or other securities regulators or presented on the Company's website. Forward-looking statements speak only as of the date made. Investors are urged to read the Company's filings with U.S. and Canadian securities regulatory agencies, which can be viewed online at *www.sec.gov* and *www.sedarplus.ca*, respectively.

These risks and uncertainties, and additional risk factors that could cause results to differ materially from forward-looking statements, are more fully described in the Company's latest Annual Report on Form 20-F, including, but limited to, the section entitled "Risk Factors" therein, and in the Company's other filings with the SEC and Canadian securities regulatory agencies, which can be viewed online at *www.sec.gov* and *www.sedarplus.ca*, respectively. Consider these factors carefully in evaluating the forward-looking statements. All subsequent written and oral forward-looking statements attributable to the Company, the Company's management, or other persons acting on the Company's behalf are expressly qualified in their entirety by this notice. The Company disclaims any intent or obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of assumptions or factors, whether, as a result of new information, future events or otherwise, subject to its disclosure obligations under applicable rules and regulations promulgated by the SEC and applicable Canadian provincial and territorial securities laws. Any forward-looking information contained herein is presented for the purpose of assisting investors in understanding the Company's expected financial and operational performance and results as at and for the periods ended on the dates presented in the Company's plans and objectives and may not be appropriate for other purposes.

EXHIBIT INDEX

Exhibit No.	Description
99.1	Notice of Annual General Meeting of Shareholders and Information Circular *
99.2	Form of Proxy*
99.3	Supplemental Mailing List Return Card*
99.4	Annual Report*
99.5	Certificate of Abridgement*

* Furnished herewith

SIGNATURES

Pursuant to the requirements 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.

Date: October 27, 2023

GOLD RESERVE INC. (Registrant)

By: /s/ David P. Onzay

David P. Onzay, its Chief Financial Officer
and its Principal Financial and Accounting Officer

Exhibit 99.1

GOLD RESERVE INC.

999 W. Riverside Ave., Suite 401,
Spokane, WA 99201

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general meeting (the "**Meeting**") of the holders (the "**Shareholders**") of Class A common shares (the "**Class A Shares**") of GOLD RESERVE INC. (the "**Company**") will be held at 999 W. Riverside Avenue, Suite 401, Spokane, Washington, USA on Wednesday, November 15, 2023 at 9:30 a.m. (Pacific standard time) for the following purposes:

(1) to elect directors of the Company to hold such positions until the next annual meeting of Shareholders or until their successors are elected and have qualified;

(2) to appoint PricewaterhouseCoopers LLP as auditors of the Company and to authorize the directors of the Company to fix its remuneration;

(3) to receive the financial statements of the Company for the year ended December 31, 2022, together with the report of the auditors thereon; and

(4) to conduct any other business as may properly come before the meeting or any adjournment or postponement thereof.

Registered Shareholders who are unable to attend the Meeting or any adjournment or postponement thereof in person and who wish to ensure that their Class A Shares will be voted are requested to complete, sign and mail the enclosed form of proxy to Proxy Services, c/o Computershare Investor Services, P.O. Box 43006, Providence, RI 02940-3006. Proxies must be received not later than 48 hours preceding the Meeting or any adjournment or postponement thereof. A form of proxy, proxy statement/information circular (the "**Circular**"), supplemental mailing list return card (the "**Supplemental Mailing List Return Card**") and a copy of the Company's 2022 Annual Report (the "**2022 Annual Report**") accompany this Notice of Annual General Meeting of Shareholders.

Non-registered Shareholders (for example, those Shareholders who hold Class A Shares in an account with an intermediary), should follow the voting procedures described in the voting instruction form provided by such intermediary or call the intermediary for information as to how to vote their Class A Shares. For further information with respect to Shareholders who own Class A Shares through an intermediary, see "*Voting by Non-Registered Shareholders*" in the accompanying Circular.

The specific details of the matters proposed to be put before the Meeting are set forth in the accompanying Circular.

This Notice of Annual General Meeting of Shareholders, the 2022 Annual Report and Supplemental Mailing List Return Card are being mailed or made available to Shareholders entitled to vote at the Meeting, on or about October 25, 2023.

The Board of Directors has fixed the close of business on Monday, October 16, 2023 as the record date for the determination of Shareholders entitled to notice of the Meeting and any adjournment or postponement thereof.

DATED this 16th day of October, 2023

BY ORDER OF THE DIRECTORS

Rockne J. Timm, Chief Executive Officer

GOLD RESERVE INC.

MANAGEMENT INFORMATION CIRCULAR

MANAGEMENT SOLICITATION OF PROXIES

This Management Information Circular (the "Circular") is furnished in connection with the solicitation of proxies by or on behalf of the management of GOLD RESERVE INC. (the "Company") to be voted at the Annual General Meeting of Shareholders of the Company (the "Meeting") to be held on November 15, 2023 at 9:30 a.m. (Pacific standard time), at 999 W. Riverside Avenue, Suite 401, Spokane, Washington, USA, or at any adjournment or postponement thereof, for the purposes set forth in the accompanying Notice of Annual General Meeting of Shareholders. The solicitation of proxies will be primarily by mail but proxies may also be solicited personally or by telephone or by other means of communication by employees of the Company on behalf of management of the Company. Employees will not receive any extra compensation for such activities. The Company may pay brokers, nominees or other persons holding Class A common shares of the Company (the "Class A Shares") in their name for others for their reasonable charges and expenses in forwarding proxies and proxy materials to beneficial owners of such Class A Shares, and obtaining their proxies. The Company may also retain independent proxy solicitation agents to assist in the solicitation of proxies for the Meeting. The cost of solicitation by management will be borne by the Company. Except where otherwise stated, the information contained herein is given as of October 16, 2023.

The Notice of Annual General Meeting of Shareholders, this Circular and the Company's 2022 Annual Report are also available for review on the Company's website at www.goldreserveinc.com under "2023 Annual Shareholder Meeting" and under the Company's profile on SEDAR at www.sedar.com.

CURRENCY

Unless otherwise indicated, all currency amounts referred to herein are stated in U.S. dollars.

APPOINTMENT AND REVOCATION OF PROXIES

The individuals named in the enclosed form of proxy are directors and/or officers of the Company. A Shareholder (as defined below) submitting a proxy has the right to appoint a person or company, who need not be a Shareholder, to represent the Shareholder at the Meeting other than the persons designated in the form of proxy furnished by the Company. To exercise this right, the Shareholder may either (i) insert the name of the desired representative in the blank space provided in the form of proxy attached to this Circular or (ii) submit another appropriate form of proxy permitted under applicable law.

The completed proxy will be deemed valid when deposited at the office of Proxy Services, c/o Computershare Investor Services, P.O. Box 43006, Providence, RI 02940-3006 not later than 48 hours preceding the Meeting or any adjournment or postponement thereof, or with the Chairman of the Meeting immediately prior to the commencement of the Meeting or any adjournment or postponement thereof, otherwise the instrument of proxy will be invalid.

See "*Voting by Non-Registered Shareholders*" below for a discussion of how non-registered Shareholders (i.e. Shareholders that hold their Class A Shares through an account with a bank, broker or other nominee in "street name") may appoint proxies.

You may revoke or change your proxy at any time before it is exercised at the Meeting. In the case of Shareholders appearing on the registered shareholder records of the Company, a proxy may be revoked at any time prior to its exercise by delivering a written notice of revocation or another signed proxy bearing a later date to the Secretary of the Company at its principal executive office located at 999 W. Riverside Avenue, Suite 401, Spokane, Washington 99201, USA not later than 48 hours preceding the Meeting or any adjournment or postponement thereof. You may also revoke your proxy by giving notice or by voting in person at the Meeting; your attendance at the Meeting, by itself, is not sufficient to revoke your proxy. The time limit for deposit of proxies may be waived or extended by the Chairman of the Meeting at his discretion, without notice.

Shareholders that hold their Class A Shares through an account with a bank, broker or other nominee should follow the instructions provided by their bank, broker or nominee in revoking their previously deposited proxies.

EXERCISE OF DISCRETION BY PROXIES

The Class A Shares represented by the proxy will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for and, if the Shareholder specifies a choice with respect to any matter to be acted upon, the Class A Shares will be voted accordingly. IN THE ABSENCE OF SUCH CHOICE BEING SPECIFIED, SUCH CLASS A SHARES WILL BE VOTED "FOR" THE MATTERS SPECIFICALLY IDENTIFIED IN THE NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS ACCOMPANYING THIS CIRCULAR.

The persons named in the enclosed proxy will have discretionary authority with respect to any amendments or variations of the matters of business to be acted on at the Meeting or any other matters properly brought before the Meeting or any adjournment or postponement thereof, in each instance, to the extent permitted by law, whether or not the amendment, variation or other matter that comes before the Meeting is routine and whether or not the amendment, variation or other matter that comes before the Meeting is contested**. If any other matters are properly presented for consideration at the Meeting, or if any of the identified matters are amended or modified, the individuals named as proxies on the enclosed form of proxy will vote the Class A Shares that they represent on those matters as recommended by management of the Company. If management of the Company does not make a recommendation, then they will vote in accordance with their best judgment.** At the time of printing this Circular, the management of the Company knows of no such amendments, variations or other matters to come before the Meeting other than the matters referred to in the Notice of Annual General Meeting of Shareholders.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Company's issued and outstanding shares consist of Class A Shares. Holders of Class A Shares (the "**Shareholders**") are entitled to one vote per share and may vote on all matters to be considered and voted upon at the Meeting or any adjournment or postponement thereof. The Company has set the close of business on October 16, 2023 (the "**Record Date**") as the record date for the Meeting. As of the Record Date, there were 99,548,711 issued and outstanding Class A Shares.

The Company will prepare a list of Shareholders of record at the Record Date. Shareholders will be entitled to vote the Class A Shares then registered in their name at the Meeting except to the extent that (a) the Shareholder has transferred the ownership of any Class A Shares after the Record Date but before the Meeting, and (b) the transferee of those Class A Shares, in accordance with the *Business Corporations Act* (Alberta) (the "**ABCA**"), produces properly endorsed share certificates, or otherwise establishes ownership of the Class A Shares, and demands, not later than 10 days before the Meeting, that the transferee's name be included in the list of persons entitled to vote at the Meeting, in which case the transferee will be entitled to vote the Class A Shares at the Meeting or any adjournment or postponement thereof.

To the knowledge of the directors and executive officers of the Company, as of the Record Date, the only persons, firms or corporations that beneficially owned, or exercised control or direction, directly or indirectly, over more than 10% of the voting rights attached to the Class A Shares were:

Shareholder Name	Number of Class A Shares Held	Percentage of Class A Shares Issued (1)
Greywolf Capital Management LP (2)	**26,454,256**	**26.6%**
Greywolf Event Driven Master Fund.	6,380,948	6.4%
Greywolf Overseas Intermediate Fund	5,434,228	5.5%
Greywolf Strategic Master Fund SPC, Ltd. – MSP9	11,771,916	11.8%
Greywolf Strategic Master Fund SPC, Ltd. – MSP5	2,867,164	2.9%
Camac Capital, LLC (3)	**13,835,051**	**13.9%**
Camac Fund, LP	8,190,720	8.2%
Camac Fund II, LP	5,644,331	5.7%
Steelhead Partners, LLC (4)	**10,099,924**	**10.1%**

(1) Based on the number of Class A Shares outstanding on the Record Date.

(2) The number of Class A Shares held is based on publicly available information filed with the U.S. Securities and Exchange Commission last filed on August 24, 2017.

(3) The number of Class A Shares held is based on publicly available information filed with the U.S. Securities and Exchange Commission last filed on July 25, 2023.

(4) Mr. Michael Johnston, a director of the Company, is a member and portfolio manager of Steelhead Partners, LLC ("**Steelhead**"), which acts as investment manager of Steelhead Navigator Master, L.P. and another client account that together hold 10,099,924 Class A Shares. As such, Mr. Johnston may be deemed to beneficially own the shares owned by these client accounts, as he may be deemed to have the power to direct the voting or disposition of these shares. Otherwise, Mr. Johnston disclaims beneficial ownership of these securities. The number of Class A Shares held is based on publicly available information filed with the U.S. Securities and Exchange Commission last filed on May 24, 2022.

A quorum for the transaction of business at any meeting of Shareholders shall be at least two persons present in person, each being a Shareholder entitled to vote thereat or a duly appointed proxy or representative for an absent Shareholder so entitled to vote thereat, and representing, in the aggregate, not less than five percent (5%) of the outstanding shares of the Company carrying voting rights at the meeting; *provided that*, if there should be only one Shareholder entitled to vote at any meeting of Shareholders, the quorum for the transaction of business at the meeting of Shareholders shall consist of such Shareholder. Except as may otherwise be stated in this Circular, the affirmative vote of a majority of the votes cast with respect to an item or proposal at the Meeting (an ordinary resolution) is required to approve all items scheduled to come before the Meeting and presented in this Circular.

VOTING BY NON-REGISTERED SHAREHOLDERS

Only registered Shareholders at the close of business on the Record Date or the persons they designate as their proxies are permitted to vote at the Meeting. In many cases, however, the Class A Shares owned by a person (a "**non-registered Shareholder**") are registered either: (a) in the name of an intermediary (an "**Intermediary**") that the non-registered Shareholder deals with in respect of the Class A Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered registered savings plans, registered retirement income funds, registered education savings plans and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited) of which the Intermediary is a participant.

In accordance with the requirements of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* of the Canadian Securities Administrators, the Company has distributed copies of this Circular and the accompanying Notice of Annual General Meeting of Shareholders and form of proxy (collectively, the "**Meeting Materials**") to the clearing agencies and Intermediaries for distribution to non-registered Shareholders of Class A Shares.

Intermediaries are required to forward the Meeting Materials to non-registered holders unless a non-registered Shareholder has waived the right to receive them. Intermediaries will often use service companies to forward the Meeting Materials to non-registered Shareholders. Generally, non-registered Shareholders who have not waived the right to receive the Meeting Materials will either:

(a) be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile stamped signature), which is restricted as to the number and class of securities beneficially owned by the non-registered Shareholder but which is not otherwise completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the non-registered Shareholder when submitting the proxy. In this case, the non-registered Shareholder who wishes to vote by proxy should otherwise properly complete the form of proxy and deliver it as specified above under the heading "Appointment and Revocation of Proxies"; or

(b) be given a form of proxy which is not signed by the Intermediary and which, when properly completed and signed by the non-registered Shareholder and returned to the Intermediary or its service company, will constitute voting instructions (often called a "**Voting Instruction Form**") which the Intermediary must follow. Typically, the non-registered Shareholder will also be given a page of instructions which contains a removable label containing a bar code and other information. In order for the form of proxy to validly constitute a Voting Instruction Form, the non-registered Shareholder must remove the label from the instructions and affix it to the Voting Instruction Form, properly complete and sign the Voting Instruction Form and submit it to the Intermediary or its services company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit non-registered Shareholders to direct the voting of the Class A Shares they beneficially own. **Should a non-registered Shareholder who receives either form of proxy, wish to vote at the Meeting in person (or have another person attend and vote on behalf of the non-registered Shareholder), the non-registered Shareholder should strike out the persons named in the form of proxy and insert the non-registered Shareholder's name, or such other person's name, in the blank space provided. Non-registered Shareholders should carefully follow the instructions of their Intermediary, including those regarding when and where the form of proxy or Voting Instruction Form is to be delivered.**

A non-registered Shareholder may revoke a form of proxy or Voting Instruction Form given to an Intermediary by contacting the Intermediary through which the non-registered Shareholder's Class A Shares are held and following the instructions of the Intermediary respecting the revocation of proxies. In order to ensure that an Intermediary acts upon a revocation of a proxy form or Voting Instruction Form, the written notice should be received by the Intermediary well in advance of the Meeting.

Under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* of the Canadian Securities Administrators, non-registered Shareholders or "beneficial" shareholders are either "objecting beneficial owners" or "OBOs", who object to the disclosure by Intermediaries of information about their ownership in the Company, or "non-objecting beneficial owners" or "NOBOs", who do not object to such disclosure. The Company is not sending the Meeting Materials (including any request for voting instructions made by an Intermediary) directly to NOBOs and does not intend to pay for proximate intermediaries to send such materials to OBOs. Accordingly, OBOs will not receive the Meeting Materials unless the Intermediary assumes the costs of delivery.

BUSINESS OF THE MEETING

Item 1 – Election of Directors

The articles of the Company provide that the Board of Directors (the "**Board**") shall consist of a minimum of three and a maximum of fifteen directors, with the actual number of directors to be determined from time to time by the Board. The Board presently consists of seven members. Effective November 15, 2023, the Board has set the number of directors at six and Shareholders are being asked to elect six members to the Board.

The Board held thirteen meetings during the most recently completed financial year which were attended in person or by phone by the directors as follows: Messrs. Timm, Coleman, Cohen and Gagnon attended all thirteen meetings; Mr. Geyer attended twelve meetings; Mr. Johnston attended ten meetings; Mr. Belanger resigned as a director effective November 17, 2022 and attended all ten meetings for which he was entitled to attend and Mr. Tunkey became a director effective November 17, 2022 and attended all three meetings for which he was entitled to attend.

The by-laws of the Company provide that each director shall be elected to hold office until the next annual meeting of the Company's Shareholders or until their qualified successors are elected. All of the current directors' terms expire on the date of the Meeting and it is proposed by management of the Company that all of the current directors (with the exception of James P. Geyer who will retire effective November 15, 2023) be re-elected to serve until the next annual meeting of Shareholders, or until their qualified successors are elected, unless they resign or are removed from the Board in accordance with the by-laws of the Company. Mr. Geyer is currently a member of the Audit, Compensation, Nominating and Mining committees and his replacement on those committees will be appointed by the Board following the Meeting.

The following table and the notes thereto state the name and residence of all of the persons proposed to be nominated by management of the Company for election as directors, their principal occupations, the period or periods of service as directors of the Company, the approximate number of Class A Shares beneficially owned, controlled or directed, directly or indirectly, by each of them as at the date hereof and the committees of the Board of which they are a member.

Shareholders can vote for all of the directors, vote for some of them and withhold votes for others, or withhold votes for all of them.

Management of the Company recommends that you vote FOR the election of each of the directors below.

Name and Place of Residence	Principal Occupation	Director of Gold Reserve Inc. since	Shares Beneficially Owned, or Controlled or Directed, directly or indirectly	Member of Committee
James H. Coleman, K.C. Calgary, Alberta Canada	Mr. Coleman has been the Executive Chairman of the Company since 2016 and prior thereto was the non-Executive Chairman since 2004. He has also been a director of the Company and its predecessor Gold Reserve Corporation since 1994. Mr. Coleman was also previously a senior partner with the law firm of Norton Rose Fulbright Canada LLP. He has extensive international industry and public company experience as a result of his membership on the Board for over 25 years and has served on the board of directors of other mining issuers such as Amex Exploration Inc., Avion Gold Corporation and Endeavour Mining Corporation. He has also been a director of Siembra Minera since 2016, Great Basin Energies Inc. since 1996, and MGC Ventures, Inc. since 1997.	1994	812,138	Executive Legal Nominating (Chair) Barbados Special (Chair)
Rockne J. Timm Spokane, Washington USA	Mr. Timm has been a director of the Company for over 30 years and the Chief Executive Officer of the Company and its predecessor Gold Reserve Corporation for 30 years. Prior to his involvement with the Company, he was the Chief Financial Officer and Vice President of Finance of a mining company with six producing gold mines. Mr. Timm is also the President and director of Gold Reserve Corporation, Chief Executive Officer of GR Mining (Barbados) Inc. and GR Procurement (Barbados) Inc. since 2016. Mr. Timm has also been a director of Siembra Minera since 2016. In addition, Mr. Timm has been a president and director of Great Basin Energies, Inc. since 1981, and MGC Ventures, Inc. since 1989.	1984	1,559,040	Executive (Chair)

Robert A. Cohen Becket, Massachusetts USA	Mr. Cohen retired as of October 1, 2016 from his position as a litigation partner in the international law firm Dechert LLP, and its predecessor firms, in the New York office, where he practiced for more than forty (40) years.	2017	--	Compensation Nominating Legal (Chair)
James Michael Johnston Seattle, Washington USA	Mr. Johnston co-founded Steelhead in late 1996 to form and manage the Steelhead Navigator Fund. Prior, as senior vice president and senior portfolio manager at Loews Corporation, Mr. Johnston co-managed over $5 billion in corporate bonds and also managed an equity portfolio. He began his investment career at Prudential Insurance as a high yield and investment-grade credit analyst. Mr. Johnston was promoted to co-portfolio manager of an $11 billion fixed income portfolio in 1991. He graduated with honors from Texas Christian University with a degree in finance and completed his MBA at the Johnson Graduate School of Business at Cornell University.	2017	10,099,924[(1)]	Compensation
Yves M. Gagnon Ottawa, Ontario Canada	Former Ambassador Gagnon joined Global Affairs Canada in 1971. He retired from the public service in 2016 after 45 years of service. He has held positions of increasing importance including as Canada's Ambassador to six countries including Venezuela and Cuba, with a special emphasis on Latin America. He has also been a Senior Policy Advisor to Canada's Ministers of Foreign Affairs and International Trade for the Americas. Ambassador Gagnon has a BA in Arts (1968) and a B.Sc. in Political Science (1971) from Laval University and is a graduate of the National School of Administration (ENA) France (1977).	2020	--	Special Audit

James P. Tunkey Larchmont, New York USA	Mr. Tunkey has 28 years of experience in global risk advisory, including asset tracing and recovery, and political and operational risk management. He is the Chief Operating Officer of a global investigations and security consulting company named I-OnAsia. Mr. Tunkey was a director of Kroll Associates and Pinkerton Business Intelligence & Investigations prior to joining I- OnAsia in 2004. Mr. Tunkey holds a TRIUM Master of Business (MBA), jointly conferred by the London School of Economics, HEC Paris, and NYU Stern School of Business. He is a Qualified Risk Director and a Certified Fraud Examiner. Mr. Tunkey holds other professional certificates, including in Corruption Control and Organizational Integrity from Harvard's JFK School of Government.	2022	1,001	Audit (Chair)

Mr. Johnston is the managing member of Steelhead, which acts as investment manager of Steelhead Navigator Master, L.P. and another client account that together hold 10,099,924 Class A Shares. As such, Mr. Johnston may be deemed to beneficially own the shares owned by these client accounts, as he may be deemed to have the power to direct the voting or disposition of these shares. Otherwise, Mr. Johnston disclaims beneficial ownership of these securities.

Other Executive Officer

David P. Onzay, Chief Financial Officer

Mr. Onzay became the Company's Chief Financial Officer in January 2022. He has been with the Company for 30 years and previously served as the Company Controller. He is also the Chief Financial Officer of Gold Reserve Corporation, GR Mining (Barbados) Inc., GR Procurement (Barbados) Inc. and GR Mining Group (Barbados) Inc.

Cease Trade Orders, Bankruptcies, Penalties and Sanctions

No proposed director of the Company is, as at the date hereof, or has been, within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any company (including the Company) that:

(a) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or

(b) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer, or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as a director, chief executive officer or chief financial officer.

For purposes of the above, an "order" means (a) a cease trade order; (b) an order similar to a cease trade order; or (c) an order that denied any company (including the Company) access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days.

Other than as disclosed below, no proposed director of the Company is, as at the date hereof, or has been, within the 10 years before the date hereof, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Mr. Coleman served as a director of Petrowest Corporation ("**Petrowest**") until May 18, 2017. On August 15, 2017 the syndicate of lender banks to Petrowest obtained an order from the Alberta Court of Queen's Bench to place Petrowest into receivership. Mr. Coleman served as a director of Energold Drilling Corp. ("**Energold**") until October 7, 2019. On September 13, 2019, Energold obtained an initial order of the Supreme Court of British Columbia granting creditor protection under the Companies' Creditors Arrangement Act.

No proposed director of the Company has, within the 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such proposed director.

Item 2 – Appointment of Independent Auditors

It is proposed that the firm of PricewaterhouseCoopers LLP be appointed by the Shareholders as independent certified public accountants to audit the financial statements of the Company for the year ending December 31, 2023 and that the Board be authorized to fix the auditors' remuneration. PricewaterhouseCoopers LLP were first appointed auditors of the Company in 2001. Representatives of PricewaterhouseCoopers LLP are not expected to be present at the Meeting.

Management of the Company recommends that you vote FOR the appointment of PricewaterhouseCoopers LLP as the Company's independent auditors at a remuneration to be fixed by the Board.

Unless such authority is withheld, the persons named in the accompanying proxy intend to vote FOR the appointment of PricewaterhouseCoopers LLP as the Company's independent auditors at a remuneration to be fixed by the Board.

Item 3 – Consolidated Financial Statements

A copy of the consolidated financial statements of the Company for the year ended December 31, 2022 (the "**Financial Statements**") and the report of the Company's independent auditors on the Financial Statements are included in the 2022 Annual Report and will be submitted at the Meeting. Copies of the Financial Statements can also be obtained on www.sedar.com or www.sec.gov. Shareholders are not being asked or required to vote on the receipt of the Financial Statements.

EXECUTIVE COMPENSATION

The disclosure that follows has been prepared in accordance with the provisions of National Instrument 51-102 – *Continuous Disclosure Obligations* of the Canadian Securities Administrators.

Compensation Discussion and Analysis

The purpose of this Compensation Discussion and Analysis ("**CD&A**") is to provide information about the Company's executive compensation philosophy, objectives and processes and to discuss compensation decisions relating to certain of the Company's senior officers, being the four identified named executive officers (the "**NEOs**") during the Company's most recently completed financial year, being the year ended December 31, 2022. The NEOs who are the focus of this CD&A and who appear in the executive compensation tables of this Circular are: James H. Coleman, executive chairman and director; Rockne J. Timm, chief executive officer and director (the "**CEO**"); A. Douglas Belanger, president and director (who retired from the Company effective December 31, 2022); and David P. Onzay, CFO of the Company effective January 1, 2022.

Compensation Committee

The Company's compensation program was administered during 2022 by the compensation committee of the Board (the "**Compensation Committee**"). The Compensation Committee is currently composed of the following directors:

James P. Geyer (Chair) James Michael Johnston Robert A. Cohen

The Compensation Committee met 10 times during 2022 via conference calls, excluding email exchanges. While serving on the Compensation Committee, all of the members participated actively in all discussions. All of the members of the Compensation Committee have had experience in matters of executive compensation that is relevant to their responsibilities as members of such committee by virtue of their respective professions and long-standing involvement with public companies or other large for-profit organizations.

The Board has determined that each member of the Compensation Committee satisfied the definition of "independent" director as established under National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("**NI 58-101**") of the Canadian Securities Administrators. The Compensation Committee currently has no written charter.

The function of the Compensation Committee is to evaluate the Company's performance and the performance of the NEOs. The Compensation Committee develops proposals for the cash and equity-based compensation of the NEOs and submits such proposals to the full Board for consideration and approval as appropriate. The Compensation Committee also reviews the Company's compensation plans, policies and programs and other specific compensation arrangements to assess whether they meet the Company's risk profile and to ensure they do not encourage excessive risk taking on the part of the recipient of such compensation. The Board has complete discretion over the amount and composition of each NEO's compensation. Compensation matters relating to the directors were administered by the full Board. Compensation matters relating to each NEO who is a member of the Board were administered by the Compensation Committee.

Compensation Program Philosophy

The goal of the compensation program is to attract, retain and reward employees and other individuals who contribute to both the immediate and the long-term success of the Company. Contributions are largely measured subjectively, and are rewarded through cash and equity-based compensation.

Historically, the Company has principally used a combination of cash and grants of stock options to compensate its employees, directors and consultants. The guiding compensation principles have been to ensure compensation levels are competitive in order to attract and retain qualified employees, directors and consultants and to use incentive compensation to balance short and long-term performance and to align the interests of NEOs with those of shareholders. Currently, however, the Company is not earning any income from operations and may not do so for some time. As a result, the Company is required to adjust its compensation formulation to preserve cash until circumstances change, and to do so in creative ways that continue to encourage and reward its people. In this manner, the Company can balance the Company's financial condition and cash needs with the need to ensure NEOs are financially rewarded for their performance and to incentivize them to remain loyal and perform at the high level expected.

Therefore, the Compensation Committee, after extensive deliberations and consultations with Senior Management (Messrs. Coleman, Timm and Belanger), recommended in early 2021, that voluntary salary reductions for executives, independent directors and certain technical consultants be requested. Senior Management, independent directors and consultants agreed and their salaries and fees were reduced effective October 31, 2021. To create financial incentive, each individual affected received stock options based on the percentage of his salary reduction. The greater the salary reduction, the greater the multiplier for the stock options. Likewise, Senior Management will receive a payment equal to the cost of exercising the options ("Milestone Bonus") if and when a specific Company objective, or "Milestone", is met, within the prescribed time period.

Under this program, the Company will save at least $1,113,300 annually through salary and fee reductions. The salary arrangements for Senior Management are fixed for three years, although if overall conditions change their salaries may be increased.

If all options are exercised, dilution of almost 2.984 million shares would result. The Committee believes such a dilution would not be unreasonable considering the cash savings resulting from this program. The Committee also understands the obligation to pay the Milestone Bonuses in the near term could place a strain on the Company's cash position. However, the Committee believes achievement of a Milestone would add significant value for the Company even though it may not be directly reflected in the near-term share price.

The Committee believes that the program is beneficial for all stakeholders, as it serves multiple goals - save cash and provide downside protection for the Company's stock, provide incentives to achieve important goals and align all stakeholders in the Company to the upside of creating value.

This compensation program to incentivize Senior Management's voluntary salary reduction has four key elements.

1 Granting of stock options with immediate vesting based on the percentage of salary reduction that the executive elected. See *"Outstanding Equity Awards at Fiscal Year-End"* below for the specific option grants made.

2 The Committee recognized that the executives possess deep and extensive experience, expertise and institutional knowledge about the Company's affairs, the Siembra Minera Project, the ICSID Award and the circumstances and people in Venezuela. The Company would be significantly disadvantaged if this was suddenly lost. Accordingly, the Committee recommended that the Company offer each of Messrs. Coleman, Timms and Belanger a three- year consulting services agreement should the executive's employment terminate for any reason other than cause. The Company and these executives entered into consulting services agreements on October 4, 2021. Under the consulting services agreement, the executive will be paid 33% of his salary as of December 31, 2020 for year one, 25% for year 2, and 20% for year 3. The Committee recognized that this also has the effect of extending the period of time in which the executives could exercise their options. See *"Termination and change of control benefits"* for specific details on the amounts payable to the individual executives pursuant to such consulting agreements.

3 Establishment of a bonus plan based on achieving any one of certain Milestones within certain time periods. These Milestones are quantitative and qualitative and relate to the outcome of the current settlement arrangement with Venezuela and decisions related to the Siembra Minera Project. The Company is relying on an exemption available under applicable securities laws from the requirement to disclose these specific Milestones as this information contains sensitive information, the public disclosure of which would seriously prejudice the Company's interests. The Milestones, if achieved, will equate to a maximum of approximately 329% of the total Senior Management individual's compensation in the year paid. The Milestones are considered challenging and requiring significant effort to accomplish. Milestones are to be achieved in compliance with any Canadian or U.S. sanctions.

4 Entering severance arrangements with Senior Management, in addition to the existing Change of Control agreements, whereby Senior Management would receive 24 months compensation for termination without cause and 12 months compensation for retirement with advance written notice to the Company. Severance compensation would be based on the executive's base salary during 2020. See description in *"Termination and Change of Control Benefits"* below.

Existing Change of Control agreements were amended to reflect changes arising from this compensation plan such as the base salary calculation. See description in *"Termination and Change of Control Benefits"* below.

The Committee recommended that independent directors also be asked to voluntarily reduce their annual basic retainer fee and be entitled to stock option grants if they do so. The independent directors agreed to reduce their retainer fee to the extent indicated in, *"Director Compensation"* and were granted the options set forth in *"Director Compensation"* below.

The Company evaluates the extent to which strategic and business goals are met and measures individual performance, albeit subjectively, and the degree to which teamwork and Company objectives are promoted. Traditionally, the Company strove to achieve a balance between the compensation paid to a particular individual and the compensation paid to other employees and executives having similar responsibilities within the Company. The Company also strives to ensure that each employee understands the components of his or her salary, and the basis upon which it is determined and adjusted.

While the Company encourages NEOs to own Class A Shares of the Company, the Company does not currently have a policy requiring officers or directors of the Company to own Class A Shares.

The Compensation Committee considers the risk implications of the Company's compensation policies and practices and did so in considering the changes to compensation policies and practices for 2021. The Committee concluded that there was no appreciable risk associated with such policies and practices as such policies and practices do not have the potential of encouraging an executive officer or other applicable individual to take on any undue risk or to otherwise expose the Company to inappropriate or excessive risks. The Milestone Bonuses are consistent with the Company's objectives and the strategy set for the Company by the Board. Furthermore, although the Company does not have in place any specific prohibitions preventing a NEO or a director from purchasing financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in market value of stock options or other equity securities of the Company granted in compensation or held directly or indirectly, by the NEO or director, the Company is unaware of the purchase of any such financial instruments by any NEO or director.

During 2022, the Company did not retain a compensation consultant or advisor to assist the Board or Compensation Committee in determining compensation for the Company's executive officers and directors.

Compensation Elements and Rationale for Pay Mix Decisions

For 2022, to reward both short and long-term performance in the compensation program and in furtherance of the Company's compensation objectives noted above, the Company's executive compensation philosophy included the following two principles:

Compensation levels should be competitive

A competitive compensation program is vital to the Company's ability to attract and retain qualified senior executives. To ensure that the compensation program is competitive, the Company and the Compensation Committee look to the circumstances of the Company and data with respect to other companies that have some relevance to the Company and its circumstances.

Incentive compensation should balance short and long-term performance

To reinforce the importance of balancing strong short-term annual results and long-term viability and success, NEOs may receive both short and long-term incentives. Short-term incentives focus on the achievement of certain objectives for the upcoming year, while stock options create a focus on share price appreciation over the long term.

Compensation Benchmarking

The Company in the past established base salaries and other compensation by using an extensive internal survey of base salaries paid to officers of mining companies with similar experience in the mining industry. In 2022, the Compensation Committee determined that was not appropriate as the Company did not have an operating mine but the Compensation Committee did feel that they should be generally aware of compensation practices for such companies to ensure the Company continues to be able to attract and retain top mining industry talent.

Components of Executive Compensation

The components of executive compensation are as follows:

Base Salary. The administration of the program requires the Compensation Committee to review annually the base salary of each NEO and to consider various factors, including individual performance, experience, length of time in position, future potential, responsibility, and the executive's current salary in relation to the executive salary range at other mining companies. These factors are considered subjectively and none are accorded a specific weight. For the period of 2021-2024, the base salary of Senior Management has been reduced on a voluntary basis.

Bonuses. In addition to base salary, the Compensation Committee from time-to-time recommends to the Board payments of discretionary bonuses to executives and selected employees. Such bonuses are based on the same criteria and determined in a similar fashion as described above.

Equity. The Compensation Committee from time-to-time recommends to the Board grants of stock options to executives and selected employees. These grants are to motivate the executives and selected employees to achieve goals that are consistent with the Company's business strategies, to create Shareholder value and to attract and retain skilled and talented executives and employees. These factors are considered subjectively and none are accorded a specific weight when granting awards.

401(k) Plan Contribution. The Compensation Committee annually determines the contribution to a 401(k) plan maintained by the Company's subsidiary, Gold Reserve Corporation (the "**401(k) Plan**"), for allocation to individual participants. Participation in and contributions to the 401(k) Plan by individual employees, including officers, is governed by the terms of the 401(k) Plan. See "*Incentive Plans – 401(k) Plan*".

Chief Executive Officer's Compensation

It is the responsibility of the Compensation Committee to review and recommend to the Board for ratification the compensation package for the CEO based on the same factors listed above that are used in determining the base salaries for the other NEOs.

For 2022, the Compensation Committee had not developed specific quantitative or qualitative performance measures or other specific criteria for determining the compensation of the Company's CEO, other than the Milestones referred to above, none of which were achieved in 2022.

The determination of the CEO's compensation in 2022 was based on his voluntary salary reduction agreement signed in 2021.

Other NEOs' Compensation

In determining the compensation of the other NEOs, the compensation during 2022 was based on their 2021 compensation as voluntarily reduced in the case of Mr. Coleman and Mr. Belanger. Generally, the Compensation Committee considers prior compensation and equity grants when considering current compensation.

Change of Control Agreements

The Company maintains change of control agreements with each of the NEOs (the "**Change of Control Agreements**") which were implemented by the Board to induce the NEOs to remain with the Company.

See "*Termination and Change of Control Benefits*" below.

Summary Compensation Table

The following table discloses the compensation paid or granted by the Company to the NEOs for each of the fiscal years ended December 31, 2022, 2021, and 2020.

The amounts related to the option-based awards and the share-based awards do not necessarily represent the value of the Class A Shares when vesting occurs, the value of the stock options when exercised, or value the employee may realize from the sale of the Class A Shares.

					Non-equity Incentive plan compensation				
Name and Principal Position	Year	Salary ($)	Share-based Awards ($)	Option-based Awards ($)	Annual Incentive plans	Long-term incentive plans	Pension Value ($)	All Other Compensation ($)	Total Compensation ($)
James H. Coleman [1] Executive Chairman and Director	2022	250,000	-	-	n/a	n/a	n/a	35,000 [2]	285,000
	2021	447,917	-	642,766 [5]	n/a	n/a	n/a	42,600 [3]	1,133,283
	2020	500,000	-	60,199 [6]	n/a	n/a	n/a	39,900 [4]	600,099
Rockne J. Timm [1] Chief Executive Officer and Director	2022	375,000	-	-	n/a	n/a	n/a	42,700 [2]	417,700
	2021	572,917	-	482,075 [5]	n/a	n/a	n/a	42,600 [3]	1,097,592
	2020	625,000	-	54,603 [6]	n/a	n/a	n/a	39,900 [4]	719,503
A. Douglas Belanger [1] President and Director	2022	337,500	-	-	n/a	n/a	n/a	574,681 [2]	912,181
	2021	426,563	-	147,836 [5]	n/a	n/a	n/a	42,600 [3]	616,999
	2020	450,000	-	38,543 [6]	n/a	n/a	n/a	39,900 [4]	528,443
David P. Onzay CFO	2022	217,875	-	38,724 [7]	n/a	n/a	n/a	30,503 [2]	287,102
	2021	180,000	-	-	n/a	n/a	n/a	25,200 [3]	205,200
	2020	152,000	-	70,451 [6]	n/a	n/a	n/a	21,280 [4]	243,731

(1) Messrs. Coleman, Timm and Belanger did not receive compensation for their roles as directors.

(2) Other compensation for 2022 to Mr. Belanger consists of the Company's $42,700 cash contribution to his 401(K) Plan, formerly entitled the KSOP Plan, and severance of $531,981 (due to his retirement effective December 31, 2022) for a

total of $574,681. For each of the other NEOS, other compensation for 2022 consists of the Company's contribution in the form of cash to each of the NEOs allocated to the 401(K) Plan (or similar arrangement in the case of Mr. Coleman).

(3) Other compensation for 2021 consists of the Company's contribution in the form of cash to each of the NEOs allocated to the KSOP Plan (or similar arrangement in the case of Mr. Coleman) and a signing bonus related to the Executive Compensation Reduction as follows:

NEO	Compensation Reduction Bonus ($)	KSOP and Other ($)	Total ($)
James H. Coleman	2,000	40,600	42,600
Rockne J. Timm	2,000	40,600	42,600
A. Douglas Belanger	2,000	40,600	42,600
David P. Onzay	-	25,200	25,200

(4) Other compensation for 2020 consists the Company's contribution in the form of Class A common shares to each of the NEOs allocated to the KSOP Plan (or similar arrangement in the case of Mr. Coleman).

(5) On October 4, 2021, the Company granted stock options to the NEOs as follows: Mr. Coleman, 1,000,000; Mr. Timm, 750,000 and Mr. Belanger, 230,000, with an exercise price of $1.60 per share. The fair market value of these stock options at the date of grant was estimated using the Black-Scholes valuation model, which valuation model the Company has determined to be the most accurate measure of value for option-based awards with the following assumptions: a five-year expected term; expected volatility of 45%; risk free interest rate of 0.95% per annum; and a dividend rate of 0%. The weighted average grant date fair value of the stock options granted was calculated at approximately $0.64. The stock options vested immediately.

(6) On September 10, 2020, Shareholders approved the re-pricing of an aggregate of 2,045,000 outstanding stock options exercisable for the purchase of Class A Shares, the applicable details of which are set out in the table below (the "Re-Priced Options"), previously granted to Insiders of the Company by reducing the exercise price of each of such option to the higher of: (i) the original exercise price of each Re-Priced Option less $0.76; or (ii) the closing price on the principal market of the Class A Shares on the day prior to the re-pricing becoming effective (the "**Option Re-Pricing**"). All outstanding stock options were re-priced in this manner but approval of Shareholders was only required with respect to the stock options granted to Insiders. All other terms of the Re-Priced Options remained unchanged.

The Option Re-Pricing reflected the decrease in the market price of the Class A Shares as a result of the return of capital transaction that was completed on June 14, 2019 (the "**Return of Capital Transaction**"). The Return of Capital Transaction was approved at the meeting of Shareholders held on June 13, 2019 and was completed by way of a court-approved plan of arrangement, pursuant to which the Company returned an aggregate of $75,000,000, or $0.76 per then-outstanding Class A Share, to Shareholders.

The Re-Priced Options were granted to the following NEOs of the Company as set out below:

Name of Option Holder	Grant Date	Number of Stock Options	Original Exercise Price	Amended Exercise Price [A] (C$)	Incremental Fair Value of Amended Exercise Price [B]
James H. Coleman	7/25/2014	25,000	$4.02	$3.26 (C$4.36)	$2,059
James H. Coleman	6/29/2015	75,000	$3.91	$3.15 (C$4.21)	$6,749
James H. Coleman	2/16/2017	400,000	$3.15	$2.39 (C$3.20)	$51,391
		500,000			$60,199
Rockne J. Timm	2/16/2017	425,000	$3.15	$2.39 (C$3.20)	$54,603
		425,000			$54,603
A. Douglas Belanger	2/16/2017	300,000	$3.15	$2.39 (C$3.20)	$38,543
		300,000			$38,543
David P. Onzay	7/25/2014	50,000	$4.02	$3.26 (C$4.36)	$4,573
David P. Onzay	2/16/2017	92,500	$3.15	$2.39 (C$3.20)	$12,746
		142,500			$17,319
TOTAL		**1,367,500**			**$170,664**

A. Based on the Bank of Canada exchange rate on July 27, 2020 of $1.00 = C$1.3378
B. Calculated pursuant to the Black-Scholes Model, consistent with the original option grant

On September 25, 2020, the Company granted 75,000 stock options to Mr. Onzay with an exercise price of $1.70 per share. The fair market value of these stock options at the date of grant was estimated at $53,132 using the Black-Scholes valuation model, which valuation model the Company has determined to be the most accurate measure of value for option-based awards with the following assumptions: a five-year expected term; expected volatility of 49%; risk free interest rate of 0.26% per annum; and a dividend rate of 0%. The weighted average grant date fair value of the stock options granted was calculated at approximately $0.71. The stock options vested as follows: 1/3 upon grant, 1/3 on September 25, 2021, and 1/3 on September 25, 2022.

(7) On October 4, 2022, the Company granted 100,000 stock options to Mr. Onzay with an exercise price of $0.99 per share. The fair market value of these stock options at the date of grant was estimated using the Black-Scholes valuation model, which valuation model the Company has determined to be the most accurate measure of value for option-based awards with the following assumptions: a three-year expected term; expected volatility of 53%; risk free interest rate of 4.08% per annum; and a dividend rate of 0%. The weighted average grant date fair value of the stock options granted was calculated at approximately $0.39. The stock options vested immediately.

Outstanding Equity Awards at Fiscal Year-End

The following table sets forth information concerning all outstanding stock options to acquire Class A Shares granted to the NEOs outstanding as at December 31, 2022. No share-based awards were outstanding as at December 31, 2022.

		Option-based Awards				Share-based Awards		
Name	Grant Date	Number of securities underlying unexercised options #	(1) Option exercise price ($)	Option expiration date	(2) Value of unexercised in-the-money options ($)	Number of shares or units of shares that have not vested #	Market or payout value of share-based awards that have not vested ($)	Market or payout value of share-based awards not paid out or distributed ($)
James H. Coleman Executive Chairman and Director	7/25/2014	25,000	3.26	7/25/2024	-	-	-	-
	6/29/2015	75,000	3.15	6/29/2025	-	-	-	-
	2/16/2017	400,000	2.39	2/16/2027	-	-	-	-
	10/4/2021	1,000,000	1.60	10/4/2031	-	-	-	-
	Total	1,500,000			-	-	-	-
Rockne J. Timm Chief Executive Officer and Director	2/16/2017	425,000	2.39	2/16/2027	-	-	-	-
	10/4/2021	750,000	1.60	10/4/2031	-	-	-	-
	Total	1,175,000			-	-	-	-
A. Douglas Belanger President and Director	2/16/2017	300,000	2.39	2/16/2027	-	-	-	-
	10/4/2021	230,000	1.60	10/4/2031	-	-	-	-
	Total	530,000			-	-	-	-
David P. Onzay CFO	7/25/2014	50,000	3.26	7/25/2024	-	-	-	-
	2/16/2017	92,500	2.39	2/16/2027	-	-	-	-
	9/25/2020	75,000	1.70	9/25/2030	-	-	-	-
	10/4/2022	100,000	0.99	10/4/2032	28,000	-	-	-
	Total	317,500			28,000	-	-	-

(1) In September 2020, Shareholders approved the re-pricing of an aggregate of 2,045,000 outstanding stock options exercisable for the purchase of Class A Shares previously granted to Insiders of the Company by reducing the exercise price of each such option to the higher of: (i) the original exercise price of each re-priced option less $0.76; or (ii) the closing price on the principal market of the Class A Shares on the day prior to the re-pricing becoming effective. The above table reflects this re-pricing of options. See Summary Compensation Table footnote 5.

(2) The "Value of unexercised in-the-money options" was calculated by determining the difference between the market value of the securities underlying the option at the end of the financial year and the exercise price of such stock options. At December 31, 2022 the closing price of the Class A Shares on the OTCQX was $1.27.

Options Vested During the Year

The following table sets forth information for NEOs regarding the value of stock options that vested during the financial year ended December 31, 2022. No stock options held by NEOs vested during the year other than as set forth in the footnote to the table. There was no value to the vested options referred to in the footnote as the market price of the Class A Shares was equal to or less than the exercise prices of the options at the applicable vesting dates. There are no share-based awards outstanding, and no non-equity incentive plan compensation was earned during the financial year ended December 31, 2022.

Name	Option-based awards – Value vested during the year $	Share-based awards – Value vested during the year $	Non-equity incentive plan compensation – Value earned during the year $
James H. Coleman Executive Chairman and Director	-	-	-
Rockne J. Timm Chief Executive Officer and Director	-	-	-
A. Douglas Belanger President and Director	-	-	-
David P. Onzay (1) CFO	-	-	-

(1) On September 25, 2022, 25,000 stock options vested for Mr. Onzay with an exercise price of $1.70 per share and a market price of $0.98 per share. Also, on October 4, 2022, 100,000 stock options vested for Mr. Onzay with an exercise price of $0.99 per share and a market price of $0.99 per share.

Incentive Plans

The 2012 Equity Incentive Plan, as amended and restated (the "2012 Plan")

The 2012 Plan was adopted by the Board for the employees, officers, directors and consultants of the Company and its subsidiaries and permits the grant of stock options, which are exercisable for Class A Shares.

For the financial year ended December 31, 2022, the maximum number of Class A Shares issuable under stock options granted under the 2012 Plan was 9,939,500. As of the date of this Circular, 1,001 stock options have been exercised, 7,577,392 stock options are outstanding and 2,361,107 stock options remain available for issuance.

Securities Authorized for issuance under Equity Compensation Plans

The following table sets forth certain information regarding the Company's compensation plans as of December 31, 2022:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under the plan
Equity compensation plans approved by securityholders (2012 Equity Incentive Plan)	7,578,393	$2.03	2,361,107
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	7,578,393	$2.03	2,361,107

The 2012 Plan was established to provide incentives to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. The stock options granted by the Company are exercisable for Class A Shares. The stock options granted under the 2012 Plan are for terms of up to ten years and are subject to certain vesting periods as required by the TSXV. The 2012 Plan is administered by the Compensation Committee, and in certain cases by the Board, established pursuant to the terms of the 2012 Plan.

In accordance with the rules of the TSXV, the number of Class A Shares which may be reserved for issuance to any one person may not exceed 5% of the issued Class A Shares in a 12-month period, calculated as at the date the stock options are granted to such person. In addition, pursuant to the rules of the TSXV and as set forth in the 2012 Plan, the Company may not grant stock options providing for the issuance of more than 2% of the issued Class A Shares to any one consultant in any 12-month period, calculated as at the date the stock options are granted to such consultant, and the Company may not grant stock options providing for the issuance, in the aggregate, of more than 2% of the issued Class A Shares to all persons retained to conduct investor relations activities in any 12-month period, calculated as at the date the stock options are granted to such persons.

The 2012 Plan also provides for the following:

(a) stock options granted under the 2012 Plan will have an expiry date not to exceed 10 years from the date of grant;

(b) any stock options granted that expire or terminate for certain reasons without having been exercised will become available for reissuance under the 2012 Plan;

(c) stock options will vest as required by the TSXV and as may be determined by a committee established pursuant to the 2012 Plan, or in certain cases, by the Board;

(d) the minimum exercise price of any stock options granted under the 2012 Plan will be the last previous closing price on the date of grant, subject to the requirements of the TSXV; and

(e) the Board is authorized to grant to participants that number of stock options under the 2012 Plan not exceeding 9,939,500 of the issued and outstanding Class A Shares of the Company, less the number of currently outstanding stock options and the number of stock options that have previously been exercised under the 2012 Plan.

Amendments to the 2012 Plan may be made by the Board without Shareholder approval to:

(a) amend the 2012 Plan to correct typographical, grammatical or clerical errors;

(b) change the vesting provisions of an option granted under the 2012 Plan, subject to prior written approval of the TSXV, if applicable;

(c) change the termination provisions of an option granted under the 2012 Plan if it does not entail an extension beyond the original expiry date of such option;

(d) make such amendments to the 2012 Plan as are necessary or desirable to reflect changes to securities laws applicable to the Company;

(e) make such amendments as may otherwise be permitted by the TSXV, if applicable; and

(f) amend the 2012 Plan to reduce the benefits that may be granted to new plan participants.

The Board is of the view that the 2012 Plan provides the Company with the flexibility to attract and maintain the services of directors, executive officers, employees and other service providers, and is competitive with the equity incentives provided by other similar companies in the same industry as the Company.

401(k) Plan

The Company's subsidiary, Gold Reserve Corporation, maintains a 401(k) Plan, formerly known as the KSOP Plan, for the benefit of eligible employees. The 401(k) Plan consists of the contribution of a salary reduction amount and discretionary contributions by the Company for eligible employees into a 401(k) retirement savings plan. Eligible employees are those who have been employed for a period in excess of one year and who have worked at least 1,000 hours during the year in which any allocation is to be made.

Employee contributions to the 401(k) Plan are limited in each year to the total amount of salary reduction the employee elects to defer during the year, which was limited to $20,500 in the financial year ended December 31, 2022 ($27,000 limit for participants who are 50 or more years of age, or who turned 50 during the financial year ended December 31, 2022).

Employer contributions, stated as a percentage of eligible compensation, are determined each year by the Board. The employer contributions are disclosed under "Executive Compensation – Summary Compensation Table", under the column "All Other Compensation". All contributions, once made to the individual's account under the 401(k) Plan, are thereafter self-directed.

During the financial year ended December 31, 2022, total employer and employee annual contributions to an employee participating in the 401(k) Plan were limited to a maximum of $61,000 ($67,500 limit for participants who are 50 or more years of age or who turned 50 years of age during the financial year ended December 31, 2022). The annual dollar limit is an aggregate limit which applies to all contributions made under this plan. For the 401(k) Plan, the Company adopted a minimum "Safe Harbor" contribution of 3% of eligible compensation during the financial year ended December 31, 2022.

Distributions from the 401(k) Plan are not permitted before the participating employee reaches the age of 59 years and six months of age, except in the case of death, disability, termination of employment by the Company or financial hardship. Allocated contributions to eligible 401(k) Plan participants (6 participants for the financial year ended December 31, 2022) for the financial years ended December 31, 2022 and 2021 were cash totaling an aggregate of $140,354 and $163,429, respectively, and for the financial year ended December 31, 2020 an aggregate of $170,141 in the form of Class A Shares. For the contributions made in the financial year ended December 31, 2020, the 401(k) Plan Trustees, on the recommendation of the Compensation Committee, determined to invest the total 401(k) Plan contribution in a total of 123,662 Class A Shares issued by the Company on June 7, 2021 at a price of C$1.66.

Retention Units

The Company has a Director and Employee Retention Plan (the "**Retention Plan**") for the primary purposes of: (1) attracting and retaining directors, management and personnel with the training, experiences, and ability to enable them to make a substantial contribution to the success of the business of the Company, (2) to motivate participants by means of growth-related incentives to achieve long term goals, (3) to further align the interests of participants with those of the Shareholders through equity-based incentive opportunities, and (4) to allow each participant to share in the value of the Company following the grant of retention units (the "**Retention Units**").

The Board or a committee thereof may grant Retention Units to directors and certain key employees of the Company or its subsidiaries. The Retention Units fully vest and are payable upon the achievement of pre-established goals or a Change of Control (described below).

No Retention Units were granted to directors, executive officers, or employees in the financial years ended December 31, 2022, 2021, or 2020 respectively**.** As of December 31, 2022, no Retention Units remained outstanding.

Termination and Change of Control Benefits

Termination of Employment, Change in Responsibilities and Employment Contracts

On October 4, 2021 letter agreements were entered into with Messrs. Timm, Coleman and Belanger setting out certain terms of their employment and compensation arrangements.

These letter agreements provide that, as of the date of such NEO's termination of employment, he would be eligible for payments equal to 24 months of base salary, including payment of accrued vacation and his proportionate 401(k) Plan contribution in addition to 6 months of medical insurance coverage if he is terminated without cause. If he retires in 2022 with 6 months' notice or with 90 days' notice in 2023 or thereafter, he is entitled to 12 months of base salary, including payment of accrued vacation and his proportionate 401(k) Plan contribution in addition to 6 months of medical insurance coverage.

Base salary severance for these purposes is determined based on the base salary in effect during calendar year 2020. The salary severance is payable in one lump sum within 30 days of the severance event.

Upon the termination of employment by the Company for any reason other than cause of any such NEO, at the election of the NEO, they may agree to continue to provide consulting services to the Company for a period not exceeding three years, for an annual consulting fee which reduces over the term of the consulting agreement.

If the NEO's employment had been terminated at December 31, 2022 for the above reasons, the payments to these NEOs would have been approximately the following:

	Termination of Employment	Change of Control	Retirement	Consulting Fee
James H. Coleman	\$1,000,000 plus equivalent amount to 401(k) contribution and medical insurance	\$1,500,000 plus equivalent amount to 401(k) contribution and medical insurance	\$500,000 plus equivalent amount to 401(k) contribution and medical insurance	Year 1: \$166,667 Year 2: \$125,000 Year 3: \$100,000
Rockne J. Timm	\$1,250,000 plus accrued vacation, 401(k) contribution and medical insurance	\$1,950,000 plus accrued vacation, 401(k) contribution and medical insurance	\$625,000 plus accrued vacation, 401(k) contribution and medical insurance	Year 1: \$208,333 Year 2: \$156,250 Year 3: \$125,000

Mr. Belanger retired from the Company effective December 31, 2022 and entered into a 3-year consulting agreement with the Company effective January 1, 2023. Under the terms of the letter agreement signed with Mr. Belanger, as of December 31, 2022 the Company had a severance accrual of \$531,981 which was paid in 2023. Mr. Belanger's consulting fees, in accordance with the letter agreement, are \$150,000 in 2023, \$112,500 in 2024 and \$90,000 in 2025.

Existing Change of Control Arrangements with Executive Officers

The Company maintains Change of Control Agreements with each of the NEOs, which were implemented by the Board to induce the NEOs to remain with the Company in the event of a Change of Control. The Board believes these individuals are important assets to the Company and their continued employment is important to oversee the enforcement and resolution of the Settlement Agreement with Venezuela and other legal actions related to the revocation of the mining rights of the Siembra Minera Project.

For these reasons, beginning in 2003, the Company entered into Change of Control Agreements with each of the NEOs (other than Mr. Coleman) and three other employees. On May 26, 2017, the Board approved a Change of Control Agreement with Mr. Coleman. Other than as disclosed herein, no other executive officers, directors or affiliates of the Company have Change of Control Agreements with the Company.

A "Change of Control" means one or more of the following:

(a) the acquisition by any individual, entity or group, of beneficial ownership of equity securities of the Company representing more than 25 percent of the voting power of the outstanding equity securities with certain limited exceptions;

(b) a change in the composition of the Board (the "**Incumbent Board**") that causes less than a majority of the current directors of the Board to be members of the incoming board; however, that any individual becoming a director subsequent to March 28, 2008, whose election, or nomination for election by the Shareholders, was approved by a vote of at least the majority of the directors then comprising the Incumbent Board, but excluding, for this purpose, any such individual whose initial assumption of office occurs as a result of an actual or threatened election contest with respect to the election or removal of directors or actual or threatened solicitation of proxies or consents by or on behalf of a person other than the Board;

(c) the consummation of a reorganization, merger, amalgamation, arrangement, business combination or consolidation or sale or other disposition of all or substantially all of the assets of the Company with certain limited exceptions;

(d) the approval by Shareholders of the liquidation or dissolution of the Company; or

(e) any other event or series of events which the Board reasonably determines constitutes a Change of Control.

Pursuant to the Change of Control Agreements, in the event of a Change of Control each participant is entitled to, among other things, continued employment with the Company and, if the participant's employment is terminated within 12 months following the Change of Control either voluntarily by the participant or by the Company for any reason other than termination for cause, such participant will be entitled to receive, among other things:

(a) an amount equal to 24 times his monthly salary (36 times for Mr. Timm and Mr. Coleman; the Change of Control time period of 24 months compared to 36 months is based primarily on seniority of position and responsibility and length of service with the Company), determined as of the date immediately prior to termination or the Change of Control, whichever is greater, except for Messrs. Timm and Coleman for which, it is 36 times the greatest of his monthly salary for the calendar year 2020; the 12 months immediately prior to the date of termination of his employment; or the 12 months immediately prior to the Change of Control;

(b) an amount equal to two years of the Company's 401(k) Plan contributions or equivalent amount for Mr. Coleman (based upon the maximum allowable allocation pursuant to applicable law and the participant's annual salary immediately prior to his termination date or the Change of Control, whichever is greater except for Messrs. Timm and Coleman for which the annual salary would be the greatest of that for calendar year 2020, the 12 months immediately prior to the date of termination of his employment, or the 12 months immediately prior to the Change of Control);

(c) an amount equal to the aggregate of all bonuses received during the 12 months prior to his termination date, or, in the case of Messrs. Timm and Coleman, during calendar year 2020, the 12 months immediately prior to the date of termination of his employment, or in the 12 months immediately prior to the Change of Control, whichever is the greatest, plus any amounts required to be paid in connection with unpaid vacation time;

(d) a payment equal to two times the monthly premium for maintenance of health, life, accidental death and dismemberment, and long-term disability insurance benefits for a period of 36 months;

(e) cause all equity awards or equity-based awards (including stock options and restricted shares) granted to the participant to become fully vested and unrestricted;

(f) at the election of the participant, the buy-out of the cash value of any unexercised stock options based upon the amount by which the weighted average trading price of the Class A Shares for the last five days preceding the date the participant makes such election exceeds the exercise price of the stock options;

(g) the value of his or her vested retention units, if any, in accordance with the Gold Reserve Inc. Director and Employee Retention Plan; and

(h) all amounts owing under the terms of the 2012 Bonus Pool Plan (described below), in addition to any subsequent payments to be made under the terms of the 2012 Bonus Pool Plan.

As further discussed in the following two paragraphs, the participants (other than Mr. Coleman) are entitled to receive certain “gross-up payments” (that is, an excess parachute gross-up payment and a deferred compensation gross-up payment) if payments that he receives are subject to the excise tax under Code Section 4999 on excess parachute payments or the additional tax and interest factor tax under Code Section 409A on deferred compensation. The intent of these gross-up payments is to put the participant in the same position, after tax, that he would have been in if the payments that the participant received had not been subject to the excise and additional taxes.

The Change of Control Agreements also provide for a gross-up payment if any payment made to or for the benefit of a participant (“**Excess Parachute Payment**”) would be subject to the excise tax imposed by Code Section 4999, or any interest or penalties are incurred by the participant with respect to such excise tax. The Company will pay to the participant an additional payment (“**Excess Parachute Gross-Up Payment**”) in an amount such that after payment by the participant of all taxes on the Excess Parachute Gross-Up Payment, the participant retains an amount of the Excess Parachute Gross-Up Payment equal to the excise tax (and any interest or penalties) imposed upon the participants Excess Parachute Payment.

The Change of Control Agreements further provide for a gross-up payment if any payment made to or for the benefit of a participant (“**Deferred Compensation Payment**”) would be subject to the additional tax or additional interest on any underpayment of tax imposed by Code Section 409A, or any interest or penalties are incurred by the participant with respect to such additional tax or underpayment of tax. The Company will pay to the participant an additional payment (“**Deferred Compensation Gross-Up Payment**”) in an amount such that after payment by the participant of all taxes on the Deferred Compensation Gross-Up Payment, the participant retains an amount of the Deferred Compensation Gross-Up Payment equal to the additional tax and additional interest on any underpayment of tax (and any interest or penalties) imposed upon the participant’s Deferred Compensation Payment.

Payments may be delayed six months under Code Section 409A. In the event of such a delay, the delayed payments will be made to a rabbi trust. Upon the completion of the six-month delay period, the payments held in the rabbi trust will be paid to the participant plus interest at the prime rate. The Company will pay all costs associated with the rabbi trust.

Participants would have been entitled to collectively receive an aggregate of approximately $4.9 million if a Change of Control had occurred on December 31, 2022. Persons with Change of Control Agreements can elect the buy-out of their stock options as described above. The aggregate amount due was determined exclusive of any gross-up payments, which could be substantial depending on the tax position of each individual.

The following table represents the estimated payout for employees holding Change of Control Agreements at December 31, 2022. These amounts were determined exclusive of any gross-up payments, which could be substantial depending on the tax position of each individual.

Name	Compensation (1) $	Payout of Stock Options (2) $	Total $
James H. Coleman	1,617,200	-	1,617,200
Rockne J. Timm	2,074,073	-	2,074,073
David P. Onzay	795,426	28,000	823,426
Total NEOs	4,486,699	28,000	4,514,699
Other participant	400,000	-	400,000
Total	4,886,699	28,000	4,914,699

(1) Represents the estimated payout as of December 31, 2022 of the associated salary, vacation, 401(k) contribution or its equivalent for Mr. Coleman, bonus and insurance.

(2) Represents the payout of in-the-money stock options.

DIRECTOR COMPENSATION

Summary Director Fee Tables

Effective November 1, 2017, the Board approved a basic annual retainer of $60,000 for non-employee Board members and the following annual retainers for non-employee Committee chairs: the audit committee of the Board (the "**Audit Committee**") $8,000; the Compensation Committee $6,000; the nominating committee of the Board (the "**Nominating Committee**") $6,000; the mining committee of the Board (the "**Mining Committee**") $6,000; Barbados Committee (the "**Barbados Committee**" $6,000; and the legal committee of the Board (the "**Legal Committee**") $6,000. Effective January 1, 2021, the annual retainer for a non-employee chair of the Special Committee of the Board (the "**Special Committee**") was $6,000. All other non-employee Committee members receive an annual retainer of $4,000. Payments are made on a quarterly basis. Effective October 31, 2021, the directors receiving the basic annual retainer voluntarily agreed to reduce it to zero in the case of Messrs. Johnston and Geyer, to $30,000 in the case of Mr. Cohen, and to $45,000 in the case of Mr. Gagnon. Effective November 7, 2022, Mr. Tunkey's appointment date to the board, his basic annual retainer was set at $50,000.

Name	Year	Fees Earned (1) $	Share-based awards $	Option-based awards $	Non-equity Incentive plan compensation	All Other Compensation $	Total $
Robert A. Cohen	2022	49,600(2)	-	-	-	-	49,600
Yves M. Gagnon	2022	56,000(2)	-	-	-	-	56,000
James P. Geyer	2022	20,667	-	-	-	-	20,667
James Michael Johnston	2022	11,162	-	-	-	-	11,162
James P. Tunkey	2022	11,236(2)	-	59,370 (3)	-	-	70,606

(1) Represents cash fees granted as director during the year including committee fees.

(2) Includes the following fees paid to members of an ad hoc committee of independent directors formed to consider and evaluate whether any payments should be made to CVR holders and bonus plan participants in relation to a settlement between the Company and the holder of the majority of the CVRs: Mr. Cohen, $4,000; Mr. Gagnon, $3,000; Mr. Tunkey, $3,000.

(3) On November 17, 2022, the Company granted 145,000 stock options to Mr. Tunkey with an exercise price of $1.08 per share. The fair market value of these stock options at the date of grant was estimated using the Black-Scholes valuation model, which valuation model the Company has determined to be the most accurate measure of value for option-based awards with the following assumptions: a 2.5 year expected term; expected volatility of 56%; risk free interest rate of 4.33% per annum;

and a dividend rate of 0%. The weighted average grant date fair value of the stock options granted was calculated at approximately $0.41. The stock options vested immediately

Certain NEOs, being Messrs. Coleman and Timm, are also directors of the Company. None of such NEOs receive any additional compensation for acting as a director of the Company.

The following table sets forth information concerning all outstanding stock options to acquire Class A Shares granted to the directors as at December 31, 2022. No Share-based awards were outstanding as at December 31, 2022.

		Option-based Awards				Share-based Awards		
Name	Grant Date	Number of securities underlying unexercised options #	(2) Option exercise price $	Option expiration Date	Value of unexercised in-the-money options (1) $	Number of shares or units of shares that have not vested #	Market or payout value of share-based awards that have not vested $	Market or payout value of share-based awards not paid out or distributed $
Robert A. Cohen	5/1/2017	125,000	1.93	5/1/2027	-	-	-	-
	10/4/2021	60,000	1.60	10/4/2031	-	-	-	-
Total		185,000			-	-	-	-
Yves M. Gagnon	9/9/2020	125,000	1.75	9/9/2030	-	-	-	-
	10/4/2021	30,000	1.60	10/4/2031	-	-	-	-
Total		155,000			-	-	-	-
James P. Geyer	7/25/2014	25,000	3.26	7/25/2024	-	-	-	-
	6/29/2015	35,000	3.15	6/29/2025	-	-	-	-
	2/16/2017	125,000	2.39	2/16/2027	-	-	-	-
	10/4/2021	120,000	1.60	10/4/2031	-	-	-	-
Total		305,000			-	-	-	-
James Michael Johnston	10/4/2021	195,000	1.60	10/4/2031	-	-	-	-
James P. Tunkey	11/17/2022	145,000	1.08	11/17/2032	27,550	-	-	-

(1) The "Value of unexercised in-the-money options" was calculated by determining the difference between the market value of the securities underlying the option at the end of the financial year and the exercise price of such stock options. At December 31, 2022 the closing price of the Class A Shares on the OTCQX was $1.27.

(2) Re-Priced Options (as more fully described in the NEOs Summary Compensation Table, footnote 5) were granted to certain directors of the Company.

Options Vested During the Year

The following table sets forth information for the directors other than the NEOs regarding the value of stock options that vested during the financial year ended December 31, 2022. No stock options held by the directors vested during the year other than as set forth in the footnote to the table. There was no value to the vested options referred to in the footnote as the market price of the Class A Shares was equal to the exercise price of the options at the vesting date. There are no share-based awards outstanding, and no non-equity incentive plan compensation was earned during the financial year ended December 31, 2022.

Name	Option-based awards – Value vested during the year $	Share-based awards – Value vested during the year $	Non-equity incentive plan compensation – Value earned during the year $
Robert A. Cohen	-	-	-
Yves M. Gagnon	-	-	-
James P. Geyer	-	-	-
James Michael Johnston	-	-	-
James P. Tunkey(1)	-	-	-

(1) On November 17, 2022, 145,000 stock options vested for Mr. Tunkey with an exercise price of $1.08 per share and a market price of $1.08 per share.

Directors and Officers Insurance

The Company carries directors' and officers' liability insurance which is subject to a total aggregate limit of approximately $11 million. The annual premium for the latest policy period beginning April 2023 was approximately $880,000. In addition, the Company elected in 2018 to exercise its options to obtain additional run off/extended reporting period coverage of $8 million for six years at an annual expense of approximately $70,000, from its previous primary coverage provider.

2012 Bonus Pool Plan

The Board approved the 2012 Bonus Pool Plan ("**Bonus Plan**") in May 2012 to reward Bonus Plan participants, including NEOs, employees, directors and consultants, for their contributions to, among other things: (i) the development of the Brisas Project to the construction stage and subsequent issuance of the environmental permit to commence construction of the Brisas Project; (ii) the manner in which the Brisas Project development effort was carried out allowing the Company to present a compelling and vigorous arbitration claim; (iii) the support of the Company's prosecution of the arbitration proceedings through the filing of numerous memorandum and exhibits as well as the oral hearings (the "**Arbitration Proceedings**"); and (iv) the on-going efforts to assist with positioning the Company to collect, in the most optimum manner, any awards arising out of the Arbitration Proceedings and/or sale of the Mining Data.

In January 2013 and September 2014, the Compensation Committee selected Bonus Plan participants and fixed their respective percentage of participation in the bonus pool and since September 2014 the Plan was 100% allocated to plan participants. In June 2018, the Board modified the Bonus Plan to increase the percentage participation of certain individuals who in the Board's opinion were not adequately recognized for their current contribution to efforts associated with the conclusion of the Settlement Agreement and the collection of the amounts contemplated thereunder. The effect of the Board's modification to the Bonus Plan is more fully described below. The Bonus Plan is administered by a committee, composed of one or more independent members of the Board, appointed from time to time by the Board. Participation in the Bonus Plan fully vests upon the participant's selection by the committee, subject to voluntary termination of employment or termination for cause. Participants who reach age 65 and retire are fully vested and continue to participate in future distributions under the Plan.

Generally the bonus pool is established if and when the Company (i) recovers any settlement, award, or other payment made or other consideration transferred to the Company or any of its affiliates outside of Venezuela, arising out of, in connection with or with respect to the Arbitration Proceedings, including, but not limited to the proceeds received by the Company or its affiliates from a sale, pledge, transfer or other disposition, directly or indirectly, of the Company's rights with respect to the Arbitration Proceedings; (ii) sells, pledges, transfers or disposes, directly or indirectly, of all or any portion of the Mining Data, or (iii) in the event the Company or its Shareholders, directly or indirectly, engage in any (a) merger, plan of arrangement or other business combination transaction involving the Company or any of its subsidiaries, (b) a sale, pledge, transfer or other disposition of 85% or more of the Company's then outstanding Class A Shares or (c) sale, pledge, transfer or other disposition, directly or indirectly, of all or substantially all of the assets of the Company ("**Enterprise Sale**").

In the case of the collection of the Award or disposition of the Mining Data, the bonus pool is comprised of the gross proceeds or the fair value of any consideration related to such transactions less certain deductions and applicable taxes and in the case of an Enterprise Sale the gross value of the transaction will be considered before any applicable taxes and after any Change of Control payments. The bonus pool, as originally structured, was comprised of the applicable gross proceeds or fair value realized less applicable taxes multiplied by 1% of the first $200 million and 5% thereafter. The effect of the Board's June 2018 modification was to increase the after-tax percentage allocation for the first $200 million up to a maximum of 1.28% and the percentage allocation thereafter up to a maximum of 6.4%. No Bonus Plan payments were made in the financial year ended December 31, 2022.

INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND SENIOR OFFICERS OTHER THAN SECURITIES PURCHASE PROGRAMS

As of the date hereof, or at any time within thirty days prior to the date hereof, no executive officer, director, employee, or former executive officer, director or employee of the Company is or was indebted in respect of any purchase of securities or otherwise to the Company or any of its subsidiaries, or to any other entity for which the indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

CORPORATE GOVERNANCE

Corporate Governance Matters

The Board and management of the Company recognize that effective corporate governance practices are fundamental to the long-term success of the Company. Sound corporate governance contributes to Shareholder value through increased confidence in the affairs of the Company. The Board and management are therefore committed to maintaining a high standard of corporate governance and compliance with the applicable provisions of National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("**NI 58-101**"). Additionally, while not currently prescriptive, the Board and management consider and, where appropriate, implement the corporate governance guidelines suggested in National Policy 58-201 – *Corporate Governance Guidelines* ("**NP 58-201**"). The guidelines contained in NP 58-201 have been formulated to:

1. achieve a balance between providing protection to investors and fostering fair and efficient capital markets and confidence in capital markets;
2. be sensitive to the realities of the greater numbers of small companies and controlled companies in the Canadian corporate landscape;
3. take into account the impact of corporate governance developments in the U.S. and around the world; and
4. recognize that corporate governance is evolving.

Independence and Board Matters

The Board has determined that Messrs. Gagnon, Cohen, Geyer, Johnston and Tunkey are "independent" within the meaning of section 1.4 of National Instrument 52-110 – *Audit Committees* ("**NI 52-110**") and section 1.2 of NI 58-101. The Board believes that the five aforementioned directors are free from any interest and any business or other relationship that could, or could reasonably be perceived, to materially interfere with their ability to act independently from management of the Company or to act as a director with a view to the best interests of the Company, other than interests and relationships arising from shareholdings held, directly or indirectly, by such directors.

Each of the Audit Committee and the Compensation Committee are comprised of independent directors. Such committees hold regularly scheduled meetings at which non-independent directors and members of management of the Company are not in attendance. The Nominating Committee is comprised of a majority of independent directors. While the Board has not adopted a written mandate, the Board has adopted the Gold Reserve Inc. Code of Conduct and Ethics (the "**Company Code of Conduct and Ethics**") which can be found at www.goldreserveinc.com under Investor Relations – Corporate Governance. The Company Code of Conduct and Ethics is also available in print to any Shareholder who requests it from the Company by writing to us at Gold Reserve Inc., 999 W. Riverside Avenue, Suite 401, Spokane, WA 99201, Attn: Investor Relations.

Due to its current size, the Board does not currently provide an orientation and education program specifically designed to train new members of the Board. Further, the Board does not provide a continuing education program for its directors. All directors are given direct access to management of the Company, which is encouraged to provide information on the Company and its business and affairs to directors. The Board believes that each of its directors maintain the skills and knowledge necessary to meet their obligations as directors.

Risk Oversight

The various committees of the Board are responsible for assisting the Board in the oversight of risk management of the Company. In particular, the Audit Committee focuses on financial risk exposures, the steps that management of the Company has taken to monitor and control such risks, and, if appropriate, discusses with the independent auditor the guidelines and policies governing the process by which senior management and the relevant departments of the Company assess and manage the Company's financial risk exposure and operational/strategic risk. The Company believes this arrangement maximizes the risk oversight benefit while providing for an appropriate leadership structure.

AUDIT COMMITTEE

Audit Committee Charter

The Audit Committee of the Board operates within a written mandate, as approved by the Board, which describes the Audit Committee's objectives and responsibilities. The full text of the Audit Committee Charter, as amended as of August 2014, is attached as Appendix A to this Circular.

Membership and Role of the Audit Committee

The Audit Committee consists of James P. Tunkey (Chairman), James P. Geyer and Yves M. Gagnon. The Board has determined each member of the Audit Committee to be "independent" and "financially literate" as such terms are defined under Canadian securities laws. Further, each member of the Audit Committee satisfies the definition of "independent" director as established under the SEC rules. In addition, each member of the Audit Committee is financially literate and the Board has determined that Mr. Tunkey qualifies as an audit committee "financial expert" as defined by SEC rules. The Board has made these determinations based on the education and experience of each member of the Audit Committee.

Mr. Tunkey has 28 years of experience in global risk advisory, including asset tracing and recovery, and political and operational risk management. He is the Chief Operating Officer of a global investigations and security consulting company named I-OnAsia. Mr. Tunkey was a director of Kroll Associates and Pinkerton Business Intelligence and Investigations prior to joining I-OnAsia in 2004. Mr. Tunkey holds a TRIUM Master of Business (MBA), jointly conferred by the London School of Economics, HEC Paris, and NYU Stern School of Business. He is a Qualified Risk Director and a Certified Fraud Examiner. Mr. Tunkey holds other professional certificates, including in Corruption Control and Organizational Integrity from Harvard's JFK School of Government. Mr. Tunkey was appointed as a director of the Company in November 2022 pursuant to the terms of an agreement with a shareholder of the Company, Camac Partners, LLC. Mr. Tunkey has been a member of the Audit Committee since November 2022 and Chairman of the Audit Committee since December 2022.

Mr. Geyer has a Bachelor of Science in Mining Engineering from the Colorado School of Mines, has 41 years of experience in underground and open pit mining and has held engineering and operations positions with a number of companies including Amax Inc. and ASARCO LLC. Mr. Geyer is a former Director of Thompson Creek Metals Inc., where he was previously a member of the audit committee. Mr. Geyer has been a member of the Audit Committee since 2015. He will retire from the Board and resign from the Audit Committee effective November 15, 2023. His replacement on the Audit Committee will be appointed by the Board following the Meeting.

Former Ambassador Gagnon is a graduate of France's National Administration School (ENA), Mr. Gagnon also holds a BA in Arts and Bsc in Political Sciences (Laval). During his more than 40 years in the Canadian federal administration, he held positions of increasing responsibility including as financial Controller at the Department of Foreign Affairs and International Trade, and as VP (Corporate) of Petro-Canada International Assistance Corporation as well as ambassador of Canada in six countries. Mr. Gagnon also served as chair of four bi-national chambers of Commerce as well as director on the boards of the Association of Canadian Exporters of Books, the International Exhibition Bureau and the Canada-USA Fulbright Foundation.

The Audit Committee met four times during the financial year ended, December 31, 2022, and all members of the committee attended each meeting, in person or by phone with the exception of James Michael Johnston (who was a member of the Audit Committee until December 2022) and Mr. Geyer who each attended three meetings. The Audit Committee's principal functions are to assist the Board in fulfilling its oversight responsibilities, and to specifically review: (i) the integrity of the Company's financial statements; (ii) the independent auditor's qualifications and independence; (iii) the performance of the Company's system of internal audit function and the independent auditor; and (iv) compliance with laws and regulations, including disclosure controls and procedures.

The Audit Committee reviews the Company's financial reporting process on behalf of the Board. Management of the Company has the primary responsibility for the financial statements, the reporting process and maintaining an effective system of internal control over financial reporting. The Company's independent auditors are engaged to audit and express opinions on the conformity of the Company's financial statements to accounting principles generally accepted in the United States, and the effectiveness of its internal control over financial reporting.

External Auditor Service Fees

Fees paid to the Company's independent external auditor, PricewaterhouseCoopers LLP, for the financial years ended December 31, 2022 and 2021 are detailed in the following table:

Fee Category	Year Ended 2022	Year Ended 2021
Audit Fees[(1)]	$ 248,522	$ 220,679
Audit Related Fees	-	-
Tax Fees [(2)]	$ 54,608	$ 11,836
All Other Fees	-	-
Total	$ 303,130	$ 232,515

Notes:

(1) Aggregate fees billed for each of the last two fiscal years for professional services rendered by our independent registered public accounting firm, PwC, for the integrated audit of our annual financial statements, reviews of our quarterly financial statements and services provided in respect of other regulatory-required auditor attest functions associated with government audit reports, registration statements, prospectuses, periodic reports and other documents filed with securities regulatory authorities or other documents issued in connection with securities offerings

(2) Tax fees were for services outside of the audit scope and represented consultations for tax compliance and advisory services relating to common forms of domestic and international taxation.

All fees for services performed by the Company's external auditors during the financial year ended December 31, 2022 were pre-approved by the Audit Committee.

Pre-approval Policies and Procedures

The Audit Committee has adopted policies and procedures for the pre-approval of services performed by the Company's external auditors, with the objective of maintaining the independence of the external auditors. The Company's policy requires that the Audit Committee pre-approve all audit, audit-related, tax and other permissible non-audit services to be performed by the external auditors, including all engagements of the external auditors with respect to the Company's subsidiaries. Prior approval of engagements for services other than the annual audit may, as required, be approved by the Chair of the Audit Committee with the provision that such approvals be brought before the full Audit Committee at its next regular meeting. The Company's policy sets out the details of the permissible non-audit services consistent with the applicable Canadian independence standards for auditors. The CFO presents the details of any proposed assignments of the external auditor for consideration by the Audit Committee. The procedures do not include delegation of the Audit Committee's responsibilities to management of the Company.

EXECUTIVE COMMITTEE

The Executive Committee is currently composed of the following two (2) directors:

Rockne J. Timm (Chair)
James H. Coleman

The responsibility of the Executive Committee is to handle routine day-to-day business issues affecting the Company in between board meetings and to vet more important matters prior to presentation to the full Board for deliberation. The Executive Committee meets in person or by phone on an as needed basis.

NOMINATING COMMITTEE

Nominating Committee Charter

The Nominating Committee of the Board operates within a written mandate, as approved by the Board, which describes the Nominating Committee's objectives and responsibilities. The full text of the Nominating Committee Charter is available on the Company's website, www.goldreserveinc.com, under the Investor Relations – Governance section. The Nominating Committee Charter is also available in print to any Shareholder who requests it from the Company by writing to us at Gold Reserve Inc., 999 W. Riverside, Suite 401, Spokane, WA 99201, Attn: Investor Relations.

Membership and Role of the Nominating Committee

The Nominating Committee is currently composed of the following three (3) directors:

James H. Coleman (Chair)
Robert A. Cohen
James P. Geyer

Mr. Geyer will retire from the Board and resign from the Nominating Committee effective November 15, 2023. His replacement on the Nominating Committee will be appointed by the Board following the Meeting.

Pursuant to the written mandate of the Nominating Committee, as amended, a majority of the members of the Nominating Committee are required to be independent.

The Nominating Committee assists the Board in fulfilling its responsibilities with respect to the composition of the Board, including recommending candidates for election or appointment as directors of the Company.

In considering and identifying new candidates for Board nomination, the Board, where relevant, addresses succession and planning issues; identifies the mix of expertise and qualities required for the Board; assesses the attributes new directors should have for the appropriate mix of expertise and qualities required to be maintained; arranges for each candidate to meet with the Chair of the Board and the CEO; recommends to the Board any proposed nominee(s) and arranges for their introduction to as many Board members as practicable; and encourages diversity in the composition of the Board.

COMPENSATION COMMITTEE

The Compensation Committee is currently composed of the following three (3) directors:

James P. Geyer (Chair)
James Michael Johnston
Robert A. Cohen

Mr. Geyer will retire from the Board and resign from the Compensation Committee effective November 15, 2023. His replacement on the Compensation Committee will be appointed by the Board following the Meeting.

For more information regarding the Compensation Committee, please see "*Compensation Discussion and Analysis – Compensation Committee*" above.

LEGAL COMMITTEE

The Legal Committee of the Board was created to review and monitor the Company's legal position in respect of Board matters, matters related to enforcement of the Award, matters related to the Settlement Agreement and ancillary matters, matters related to Siembra Minera and the Barbados Subsidiaries, and all other legal matters arising out of the business of the Company, as well as liaising with legal counsel.

The Legal Committee is currently composed of the following two (2) directors:

Robert A. Cohen (Chair)
James H. Coleman

MINING COMMITTEE

The Mining Committee of the Board was created to review and monitor all mining activities related to the Barbados Subsidiaries and Siembra Minera and acting as an intermediary between the interactions between the Barbados Subsidiaries and the Board.

The Mining Committee is currently composed of the following two (2) directors:

James P. Geyer (Chair)
Rockne J. Timm

Mr. Geyer will retire from the Board and resign from the Mining Committee effective November 15, 2023. His replacement on the Mining Committee will be appointed by the Board following the Meeting.

BARBADOS COMMITTEE

The Barbados Committee of the Board was created to review and monitor the activities of the Barbados Subsidiaries and related transactions and activities with Siembra Minera.

The Barbados Committee is currently composed of the following one (1) director:

James H. Coleman (Chair)

SPECIAL COMMITTEE

On June 4, 2020, the Board created the Special Committee for the purposes of making all decisions and taking all actions for and on behalf of the Board and the Company, and so binding the Company with respect to all matters related to or arising from the business of the Company, that are not permitted to be done by "US Persons" (as defined in 31 C.F.R. § 591.312) pursuant primarily to Executive Orders 13884 and 13850 ("**US Sanctions**"). This is part of the Company's efforts to ensure compliance with applicable laws, including, without limitation, US Sanctions, the Special Economic Measures (Venezuela) Regulations enacted pursuant to the Special Economic Measures Act and the Justice for Victims of Corrupt Foreign Officials Regulations of the Justice for Victims of Corrupt Foreign Officials Act. The Special Committee will ensure that the Company's actions that it directs are in compliance with applicable laws. The Special Committee is currently comprised of three individuals: two of whom are directors, Mr. Coleman and Mr. Gagnon, along with a former director, Mr. J.C. Potvin, who serves as an advisor to the Special Committee. None of these three members of the Special Committee are considered U.S. Persons.

COMMUNICATION WITH BOARD MEMBERS

Any Shareholder or other interested party that desires to communicate with the Board or any of its specific members, including the chairman or the non-management directors as a group, should send their communication to the Chief Financial Officer, Gold Reserve Inc., 999 W. Riverside Avenue, Suite 401, Spokane, Washington 99201. All such communications will be forwarded to the appropriate members of the Board.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

No proposed nominee for election as a director of the Company and no person who has been a director or executive officer of the Company at any time since the beginning of the last financial year, nor any associate or affiliate of any of the foregoing, has any material interest, directly or indirectly, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon, other than the election of directors or appointment of auditors.

INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No informed person or any proposed director of the Company, or any of the associates or affiliates of the foregoing, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has, in either case, materially affected or would materially affect the Company or any of its subsidiaries.

For the purposes of the above, "informed person" means: (a) a director or executive officer of the Company; (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company; (c) any person or company who beneficially owns, or controls or directs, directly or indirectly, voting securities of the Company or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of the Company other than voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Company after having purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

OTHER MATTERS TO COME BEFORE THE MEETING

Management of the Company knows of no other matters to come before the Meeting other than those referred to in the Notice of Annual General Meeting of Shareholders accompanying this Circular. However, if any other matters properly come before the Meeting, it is the intention of the persons named in the form of proxy accompanying this Circular to vote the same in accordance with their best judgment of such matters.

ADDITIONAL INFORMATION

Applicable Canadian securities laws require reporting issuers to disclose their approach to corporate governance. The Company's disclosure in this regard is set out in Appendix B to this Circular.

Additional information about the Company may be found on the SEDAR website at www.sedar.com, on the SEC's website at www.sec.gov and on the Company's website at www.goldreserveinc.com. Additional financial information is provided in the Company's comparative annual financial statements and management's discussion and analysis for its year ended December 31, 2022, as contained in the 2022 Annual Report on Form 20-F filed with the SEC on April 27, 2023. A copy of this document and other public documents of the Company are available to securityholders of the Company, free of charge, upon request to:

Gold Reserve Inc.
Attention: David P. Onzay
999 W. Riverside Avenue, Suite 401
Spokane, Washington 99201
Phone: (509) 623-1500
Fax: (509) 623-1634

APPROVAL AND CERTIFICATION

The contents and the sending of this Circular have been approved by the Board.

Dated at Spokane, Washington this 16th day of October, 2023.

(signed) "*Rockne J. Timm*"
Rockne J. Timm
Chief Executive Officer

(signed) "*David P. Onzay*"
David P. Onzay
Chief Financial Officer

APPENDIX A

GOLD RESERVE INC.
(the "Company")
CHARTER OF THE AUDIT COMMITTEE OF
THE BOARD OF DIRECTORS (the "Board")
As Amended and Restated August 2014

Purpose

The primary purposes of the Audit Committee (the "**Committee**") are to assist the Board in fulfilling its oversight responsibilities and to oversee, on behalf of the Board, the Company's accounting and financial reporting and internal control processes, financial statements and information, and compliance with regulatory requirements associated with such financial statements and information. More specifically, the purpose of the Committee is to satisfy itself that:

- the Company's annual financial statements are fairly presented in accordance with generally accepted accounting principles and to recommend to the Board whether the annual financial statements should be approved;
- the information contained in the Company's quarterly financial statements, annual report to shareholders and other financial publications, such as management's discussion and analysis ("**MD&A**"), is complete and accurate in all material respects and to approve these materials;
- the Company has appropriate systems of internal control over the safeguarding of assets and financial reporting to ensure compliance with legal and regulatory requirements; and
- the internal and external audit functions have been effectively carried out and that any matter that the internal or the independent auditors wish to bring to the attention of the Board has been addressed. The Committee will also recommend to the Board the re-appointment or appointment of auditors and their remuneration.

The Committee's function is one of oversight only and does not relieve management of its responsibilities for preparing financial statements that accurately and fairly present the Company's financial results and condition, nor the independent auditors of their responsibilities relating to the audit or review of financial statements.

Organization

The Committee shall consist of at least three directors. The Board shall designate a Committee member as the chairperson of the Committee, or if the Board does not do so, the Committee members shall appoint a Committee member as chairperson by a majority vote of the authorized number of Committee members. The Chair shall be an "audit committee financial expert" as defined by securities laws applicable to the Company.

All Committee members shall be "independent," as that term is defined under securities laws applicable to the Company. Furthermore, each Committee member shall be able to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

The Board may replace, remove and appoint Committee members at any time and any Committee member who ceases to be a director of the Company shall immediately cease to be a member of the Committee. Committee members shall serve for such terms as may be fixed by the Board, and in any case, at the will of the Board whether or not a specific term is fixed.

Independent Auditors and Their Services

The Committee shall recommend to the Board the nomination, compensation, retention, termination and evaluation, and shall be directly responsible for overseeing the work, of the independent auditors engaged by the Company for the purposes of preparing or issuing an auditor's report or related work or performing other audit, review or attest services for the Company. The independent auditors shall report directly to the Committee. The Committee's authority includes the resolution of disagreements between management and the auditors regarding financial reporting.

The Committee shall pre-approve all audit, review, attest and permissible non-audit services to be provided to the Company or its subsidiaries by the independent auditors. The Chair may independently approve normal course services provided by the independent auditor with ratification and approval by the full committee at the next quarterly committee meeting. The Committee shall obtain and review, at least annually, a report by the independent auditors describing:

- the firm's internal quality-control procedures; and
- any material issue raised by the most recent internal quality-control review, or peer review, of the auditing firm or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues.

In addition, the Committee's annual review of the independent auditors' qualifications shall also include the review and evaluation of the lead partner of the independent auditors for the Company's account, and evaluation of such other matters as the Committee may consider relevant to the engagement of the auditors, including views of company management and internal finance employees, and whether the lead partner or auditing firm itself should be rotated.

Annual Financial Reporting

As often and to the extent the Committee deems necessary or appropriate, but at least annually in connection with the audit of each fiscal year's financial statements, the Committee shall:

1. Review and discuss with appropriate members of management the annual audited financial statements, related accounting and auditing principles and practices, and (when required of management under securities laws applicable to the Company and stock exchange requirements on which the Company's common shares are listed, as applicable) management's assessment of internal control over financial reporting and recommend to the Board whether such annual financial statements should be approved.
2. Timely request and receive from the independent auditors, the report (along with any required update thereto), to the extent such report is required by securities laws applicable to the Company and stock exchange requirements on which the Company's common shares are listed, as applicable, prior to the filing of an audit report, concerning:

    - all critical accounting policies and practices to be used;

- all alternative treatments of financial information within generally accepted accounting principles for policies and practices relating to material items that have been discussed with company management, including ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the independent auditors; and
- other material written communications between the independent auditors and company management, such as any management letter or schedule of unadjusted differences.

3. Discuss with the independent auditors the matters required to be discussed by AICPA Statement on Auditing Standards No. 61, including such matters as:
    - the quality and acceptability of the accounting principles applied in the financial statements;
    - new or changed accounting policies, and significant estimates, judgments, uncertainties or unusual transactions;
    - the selection, application and effects of critical accounting policies and estimates applied by the Company;
    - issues raised by any “management” or “internal control” letter from the auditors, problems or difficulties encountered in the audit (including any restrictions on the scope of the work or on access to requested information) and management’s response to such problems or difficulties, significant disagreements with management, or other significant aspects of the audit; and
    - any off-balance sheet transactions, and relationships with any unconsolidated entities or any other persons, which may have a material current or future effect on the financial condition or results of the Company and as may be required to be reported under securities laws applicable to the Company and stock exchange requirements on which the Company’s common shares are listed, as applicable.
4. Review and discuss with appropriate members of management the Company’s annual MD&A (or equivalent disclosures) and annual profit or loss press releases prior to their public disclosure and recommend to the Board whether such annual MD&A should be approved.
5. Receive from the independent auditors a formal written statement of all relationships between the auditors and the Company consistent with Independence Standards Board Standard No. 1.
6. Actively discuss with the independent auditors any disclosed relationships or services that may impact their objectivity and independence, and take any other appropriate action to oversee their independence.

Quarterly Financial Reporting

The Committee shall:

1. Review and discuss with appropriate members of management the quarterly financial statements of the Company, the results of the independent auditors’ review of these financial statements and interim profit and loss press releases prior to their public disclosure.
2. Review and discuss with Company management and, if appropriate, the independent auditors, significant matters relating to:
    - the quality and acceptability of the accounting principles applied in the financial statements;
    - new or changed accounting policies, and significant estimates, judgments, uncertainties or unusual transactions;

- the selection, application and effects of critical accounting policies and estimates applied by the Company; and
- any off-balance sheet transactions and relationships with any unconsolidated entities or any other persons which may have a material current or future effect on the financial condition or results of the Company and are required to be reported under securities laws applicable to the Company or stock exchange requirements on which the Company's common shares are listed, as applicable.

3. Review and discuss with appropriate members of management the Company's interim MD&A (or equivalent disclosures) and interim profit or loss press releases prior to their public disclosure and recommend to the Board whether such interim MD&A should be approved.

Other Functions

The Committee shall review and assess the adequacy of this charter annually, recommend any proposed changes to the full Board and, to the extent required, certify to any applicable securities regulator and stock exchange on which the Company's common shares are listed, if applicable, that the Committee reviewed and assessed the adequacy of the charter.

The Committee shall discuss with management "financial results" press releases (including the type and presentation of information to be included, paying particular attention to any use of "pro forma" or "adjusted" non-GAAP information), and financial information and guidance or other forward-looking financial information provided to analysts and rating agencies or otherwise publicly disclosed. This may be conducted generally as to types of information and presentations, and need not include advance review of each release or other information or guidance.

The Committee, to the extent it deems necessary or appropriate, shall periodically review with management the Company's disclosure controls and procedures, internal control over financial reporting and systems and procedures to promote compliance with applicable laws and regulatory requirements, as applicable, and the Committee shall ensure that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, other than the public disclosure referred to above with respect to annual and quarterly financial statements; and periodically assess the adequacy of such procedures.

The Committee shall periodically:

- inquire of management and the independent auditors about the Company's major financial risks or exposures;
- discuss the risks and exposures and assess the steps management has taken to monitor and control the risks and exposures; and
- discuss guidelines and policies with respect to risk assessment and risk management.

The Committee shall conduct any activities relating to the Company's code(s) of conduct and ethics as may be delegated, from time to time, to the Committee by the Board.

The Committee shall establish and maintain procedures for:

- the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
- the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

If the Committee so determines, the confidential, anonymous submission procedures may also include a method for interested parties to communicate directly with non-management directors.

The Committee shall review and approve the Company’s hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company in compliance with the requirements set out in section 2.4 of Canadian National Instrument 52-110 – *Audit Committees*.

The Committee shall review and take appropriate action with respect to any reports to the Committee from internal or external legal counsel engaged by the Company concerning any material violation of securities law or breach of fiduciary duty or similar violation by the Company, its subsidiaries or any person acting on their behalf.

The Committee shall, from time to time as necessary, review the effect of regulatory and accounting initiatives on the financial statements of the Company. In addition, the Committee, as it considers appropriate, may consider and review with the full Board, company management, internal or external legal counsel, the independent auditors or any other appropriate person any other topics relating to the purposes of the Committee which may come to the Committee’s attention.

The Committee may perform any other activities consistent with this charter, the Company’s corporate governance documents and securities laws applicable to the Company and stock exchange requirements on which the Company’s common shares are listed as the Committee or the Board considers appropriate.

Meetings, Reports and Resources

The Committee shall meet as often as it determines is necessary, but not less than quarterly. The Committee shall meet separately with management and the independent auditors, as the Committee deems necessary. In addition, the Committee may meet with any other persons, as it deems necessary.

The Committee may establish its own procedures, including the formation and delegation of authority to subcommittees, in a manner not inconsistent with this charter, the Company’s constating documents or applicable corporate and securities laws and stock exchange requirements on which the Company’s common shares are listed, as applicable. The chairperson or a majority of the Committee members may call meetings of the Committee. A majority of the authorized number of Committee members shall constitute a quorum for the transaction of Committee business, and the vote of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee, unless in either case a greater number is required by this charter, the Company’s constating documents or securities laws applicable to the Company or stock exchange requirements on which the Company’s common shares are listed, as applicable. The Committee shall keep written minutes of its meetings and deliver copies of the minutes to the corporate secretary for inclusion in the Company’s corporate records.

If required by securities laws applicable to the Company or stock exchange requirements on which the Company’s common shares are listed, the Committee shall prepare any audit committee report to be included in the Company’s annual management information circular, and report to the Board on the other matters relating to the Committee or its purposes. The Committee shall also report to the Board annually the overall results of its annual review of the independent auditors’ qualifications, performance and independence. The Committee shall also report to the Board on the major items covered by the Committee at each Committee meeting, and provide additional reports to the Board as the Committee may determine to be appropriate, including review with the full Board of any issues that arise from time to time with respect to the quality or integrity of the Company’s annual and quarterly financial statements and other publicly disclosed financial information, the Company’s compliance with legal or regulatory requirements, the performance and independence of the independent auditors.

The Committee is at all times authorized to have direct, independent and confidential access to the independent auditors and to the Company’s other directors, management and personnel to carry out the Committee’s purposes. The Committee is authorized to conduct or authorize investigations into any matters relating to the purposes, duties or responsibilities of the Committee.

As the Committee deems necessary to carry out its duties, it is authorized to select, engage (including approval of the fees and terms of engagement), oversee, terminate, and obtain advice and assistance from outside legal, accounting, or other advisers or consultants. The Company shall provide for appropriate funding, as determined by the Committee and recommended to the Board, for payment of:

- compensation to the independent auditors for their audit and audit-related, review and attest services;
- compensation to any advisers engaged by the Committee; and
- ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Nothing in this charter is intended to preclude or impair the protection that may be provided under applicable law for good faith reliance by members of the Committee on reports or other information provided by others.

APPENDIX B

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

This Appendix describes the Company's corporate governance practices as required by Canadian National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("**NI 58-101**") having regard to Canadian National Policy 58-201 – *Corporate Governance Guidelines* ("**NP 58-201**") which provides guidance on corporate governance practices. The Board has reviewed this disclosure of the Company's corporate governance practices.

	Disclosure Requirement under Form 58-101F2	Company's Governance Practices
1. (i)	Disclose the identity of directors who are independent.	The Board of Directors (the "**Board**") of the Company believes that Messrs. Cohen, Geyer, Gagnon, Johnston and Tunkey are "independent" within the meaning of section 1.4 of Canadian National instrument 52-110 – *Audit Committees* ("**NI 52-110**") and section 1.2 of NI 58-101, as none of them is, or has been within the last three years, an executive officer or employee of the Company or party to any material contract with the Company and none of them receive remuneration from the Company in excess of directors' fees and grants of stock options. The Board believes that the five directors are free from any interest and any business or other relationship that could, or could reasonably be perceived to, materially interfere with their ability to act independently from management or to act as a director with a view to the best interests of the Company, other than interests and relationships arising from shareholdings.
(ii)	Disclose the identity of directors who are not independent, and describe the basis for that determination.	Two directors, Messrs. Coleman and Timm, are employees of the Company and therefore not considered independent.
2.	If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.	Such other directorships, if any, are disclosed in "Business of the Meeting – Item 1 – Election of Directors" section of this Circular.

3.	Describe what steps, if any, the board takes to orient new board members, and describe any measures the board takes to provide continuing education for directors.	Due to its current size, the Board does not currently provide an orientation and education program for specifically training new recruits to the Board. The Board does not provide a continuing education program for its directors. All directors are given direct access to management, which is encouraged to provide information on the Company and its business and affairs to directors. The Board believes that each of its directors maintain the skills and knowledge necessary to meet their obligations as directors.
4.	Describe what steps, if any, the board takes to encourage and promote a culture of ethical business conduct.	The Board has adopted the Gold Reserve Inc. Code of Conduct and Ethics (the "Code"), which can be found at www.goldreserveinc.com and is available in print to any Shareholder who requests it. All Company employees, including officers, and directors are expected to use sound judgment to help maintain appropriate compliance procedures and to carry out the Company's business with honesty and in compliance with laws and high ethical standards. Each employee and director are expected to read the Code and demonstrate personal commitment to the standards set forth in the Code.
5. (i)	Disclose what steps, if any, are taken to identify new candidates for board nomination, including who identifies new candidates.	The Nominating Committee assists the Board in fulfilling its responsibilities with respect to the composition of the Board, including recommending candidates for election or appointment as director of the Company.

(ii)	Disclose the process of identifying new candidates.	In considering and identifying new candidates for Board nomination, the Board, where relevant: (a) addresses succession and planning issues; (b) identifies the mix of expertise and qualities required for the Board; (c) assesses the attributes new directors should have for the appropriate mix to be maintained; (d) arranges for each candidate to meet with the Board Chair and the CEO; (e) recommends to the Board as a whole proposed nominee(s) and arranges for their introduction to as many Board members as practicable; and (f) encourages diversity in the composition of the Board.
6. (i)	Disclose what steps, if any, are taken to determine compensation for the directors and CEO, including who determines compensation.	The Board reviews from time to time the compensation paid to directors and NEOs in order to ensure that they are being adequately compensated for the duties performed and the obligations they assume. The Board as a whole is responsible for determining the compensation paid to the directors.
(ii)	Disclose the process of determining compensation.	The Board considers evaluations submitted by the Compensation Committee evaluating the Company's performance and the performance of its executive officers, and ratifies the cash and equity-based compensation of such executive officers approved by the Compensation Committee.

7.	If the board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.	The Executive Committee, which is comprised of Messrs. Coleman and Timm, meets in person or by phone on a regular basis. Messrs. Coleman and Timm are not considered independent directors within the definition in NI 52-110. The Executive Committee facilitates the Company's activities from an administrative perspective, but does not supplant the full Board in the consideration of significant issues facing the Company. The Legal Committee, which is comprised of Messrs. Coleman and Cohen, was created to review and monitor the Company's legal position in respect of Board matters, matters related to enforcement of the Award, matters related to the Settlement Agreement and ancillary matters, matters related to Siembra Minera and the Barbados Subsidiaries, and all other legal matters arising out of the business of the Company, as well as liaising with legal counsel. The Mining Committee, which is comprised of Messrs. Geyer and Timm, was created to review and monitor all mining activities related to the Barbados Subsidiaries and Siembra Minera and acting as an intermediary between the interactions between the Barbados Subsidiaries and the Board. The Barbados Committee, which is currently comprised of Mr. Coleman, was created to review and monitor the activities of the Barbados Subsidiaries and related transactions and activities with Siembra Minera. The Special Committee, which is comprised of three individuals: two of whom are directors, Messrs. Coleman and Gagnon, along with a former director Mr. J.C. Potvin who serves as an advisor to the Special Committee, was created for the purposes of making all decisions and taking all actions for and on behalf of the Board and the Company, and so binding the Company with respect to all matters related to or arising from the business of the Company, that are not permitted to be done by "US Persons" (as defined in 31 C.F.R. § 591.312) pursuant primarily to Executive Orders 13884 and 13850 ("**US Sanctions**"). This is part of the Company's efforts to ensure compliance with applicable laws, including, without limitation, US Sanctions, the Special Economic Measures (Venezuela) Regulations enacted pursuant to the Special Economic Measures Act and the Justice for Victims of Corrupt Foreign Officials Regulations of the Justice for Victims of Corrupt Foreign Officials Act.

8.	Disclose what steps, if any, that the board takes to satisfy itself that the board, its committees, and its individual directors are performing effectively.	Due to its current size, the Board does not currently have a separate committee for assessing the effectiveness of the Board as a whole, the committees of the Board, or the contribution of individual directors. The Board, as a whole, bear these responsibilities. The Board chair meets annually with each director individually to discuss personal contributions and overall Board effectiveness.

GOLD RESERVE INC.

VOTE

Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas. X

Annual General Meeting Proxy Card

▼ **IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.** ▼

A Proposals — Management recommends that you vote "FOR" each of the director nominees and "FOR" Proposal 2.

1. Election of the following nominees as directors, as set forth in the Management Information Circular.

	For	Withhold		For	Withhold	
01 - James H. Coleman	☐	☐	02 - Rockne J. Timm	☐	☐	03 - Yves M. Gagnon
04 - Robert A. Cohen	☐	☐	05 - James Michael Johnston	☐	☐	06 - James P. Tunkey

	For	Withhold
2. Appointment of PricewaterhouseCoopers LLP as auditors for the year ending December 31, 2023 and authorization of the Board of Directors to fix the auditor's remuneration.	☐	☐

B Authorized Signatures — This section must be completed for your vote to be counted. — Date and Sign Below

B Authorized Signatures — This section must be completed for your vote to be counted. — Date and Sign Below

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trus

Date (mm/dd/yyyy) — Please print date below.	Signature 1 — Please keep signature within the box.	Signature 2 —
/ /		

1 U P X

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▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

Proxy — GOLD RESERVE INC.

ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOVEMBER 15, 2023

PROXY IS SOLICITED BY THE MANAGEMENT OF GOLD RESERVE INC.

The undersigned shareholder of Gold Reserve Inc. (the "Company") hereby appoints Rockne J. Timm, Chief Executive (
David P. Onzay, Chief Financial Officer of the Company, or instead of either of them, ____________________, as proxyh
of substitution, to attend, act and vote for and on behalf of the undersigned at the Annual General Meeting of Shareh
November 15, 2023 (the "Meeting") at 9:30 a.m. (Pacific Standard Time) and at any adjournment or postponement ther
extent and with the same powers as if the undersigned were present at the Meeting or any adjournment or postponem
general authorization given, the persons above named are specifically directed to vote on behalf of the undersigned ir

In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the mee

(Items to be voted appear on reverse side.)

This proxy should be read in conjunction with the accompanying documentation provided by Management.

Exhibit 99.3

GOLD RESERVE INC.
(the “Corporation”)

Supplemental Mailing List Return Card
Fiscal Year: 2023

Under securities regulations and in accordance with National Instrument 51-102 – *Continuous Disclosure Obligations,* registered and beneficial securityholders of the Corporation may elect annually to receive a copy of the Corporation’s annual financial statements and corresponding management discussion and analysis (“MD&A”) or interim financial statements and the corresponding MD&A, or both.

If you wish to receive these documents by mail, please return this completed form to:

Computershare Investor Services
P.O. Box 43006
Providence, RI 02940-3006

Rather than receiving the financial statements and MD&A by mail, you may choose to view these documents on the Corporation’s SEDAR profile at www.sedarplus.ca.

I HEREBY CERTIFY that I am a registered and/or beneficial securityholder of the Corporation, and as such, request that my name be placed on the Corporation’s Mailing List in respect of its annual and/or interim financial statements and the corresponding MD&A for the current financial year.

☐ **Annual Financial Statements and MD&A**
(Mark this box if you would like to receive the Annual Financial Statements and associated MD&A by mail)

Please send me:

☐ **Interim Financial Statements and MD&A**
(Mark this box if you would like to receive the Interim Financial Statements and associated MD&A by mail)

PLEASE PRINT

____
FIRST NAME LAST NAME

____
ADDRESS

____
CITY PROVINCE/ STATE POSTAL / ZIP CODE

____
COUNTRY

SIGNED: ____________________________
(Signature of Securityholder)

IF THIS IS AN ADDRESS CHANGE, PLEASE CHECK HERE:
(Please provide previous address below)

____

Exhibit 99.4

2022

Annual Report to Shareholders

Management’s Discussion and Analysis of Financial Condition and Results of Operations

The following Management's Discussion and Analysis ("MD&A") of Gold Reserve Inc. and its subsidiaries (collectively "Gold Reserve", the "Company", "we", "us", or "our") is intended to assist in understanding and assessing our results of operations and financial condition and should be read in conjunction with the audited consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States of America as at December 31, 2022 and 2021 and for each of the three years in the period ended December 31, 2022, and the related notes contained therein. This MD&A is dated April 27, 2023. Additional information relating to Gold Reserve, including its Annual Report on Form 20-F, is available under the Company's profile on SEDAR at www.sedar.com.

CURRENCY

Unless otherwise indicated, all references to "$", "U.S. $" or "U.S. dollars" in this MD&A refer to U.S. dollars and references to "Cdn $" or "Canadian dollars" refer to Canadian dollars. The 12-month average rate of exchange for one Canadian dollar, expressed in U.S. dollars, for each of the last three calendar years 2022, 2021 and 2020, equaled 0.7682, 0.7977 and 0.7455, respectively, and the exchange rate at the end of each such period equaled 0.739, 0.7827 and 0.7841, respectively.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS AND INFORMATION

The information presented or incorporated by reference in this MD&A, other than statements of historical fact, are, or could be, “forward-looking statements” (within the meaning of Section 27A of the Securities Act, and Section 21E of the Exchange Act) or “forward-looking information” (within the meaning of applicable Canadian provincial and territorial securities laws) (collectively referred to herein as “forward-looking statements”) that may state the Company’s and its management’s intentions, hopes, beliefs, expectations or predictions for the future.

Forward-looking statements are necessarily based upon a number of estimates, expectations, and assumptions that, while considered reasonable by the Company and its management at this time, are inherently subject to significant business, economic and competitive uncertainties and contingencies. The Company cautions that such forward-looking statements involve known and unknown risks, uncertainties and other risks that may cause the actual outcomes, financial results, performance or achievements to be materially different from those expressed or implied therein, many of which are outside our control. Forward-looking statements speak only as of the date made, and any such forward-looking statements are not intended to provide any assurances as to future results. The Company believes its estimates, expectations and assumptions are reasonable, but there can be no assurance those reflected herein will be achieved. Accordingly, readers are cautioned not to place undue reliance on forward-looking statements.

Forward-looking statements involve risks and uncertainties, as well as assumptions, including those set out herein, that may never materialize, prove incorrect or materialize other than as currently contemplated which could cause our results to differ materially from those expressed or implied by such forward-looking statements. The words “believe,” “anticipate,” “expect,” “intend,” “estimate,” “plan,” “may,” “could” and other similar expressions that are predictions of or indicate future events and future trends, which do not relate to historical matters, identify forward-looking statements, although not all forward-looking statements contain these words. Any such forward-looking statements are not intended to provide any assurances as to future results.

Numerous factors could cause actual results to differ materially from those described in the forward-looking statements, any of which could adversely affect the Company, including, without limitation: (i) risks associated with the timing and ability to appeal, contest, reverse or otherwise alter the resolution of the Bolivarian Republic of Venezuela ("Venezuela") Ministry of Mines to revoke the mining rights held by our joint venture entity Empresa Mixta Ecosocialista Siembra Minera, S.A. ("Siembra Minera") for alleged non-compliance with certain Venezuelan mining regulations (the "Resolution"), with various Venezuelan authorities, including the Venezuelan Supreme Court of Justice; (ii) Venezuela's failure to honor its commitments under the Company's settlement agreement with them, with respect to their obligations to the Company in connection with Siembra Minera and/or the inability of the Company and Venezuela to overcome certain obstacles associated with the Siembra Minera project; (iii) risks associated with Venezuela's ongoing failure to honor its commitments associated with the formation, financing and operation of Siembra Minera; (iv) the breach of one or more of the terms of the underlying agreements governing the formation of Siembra Minera and the future development of the Siembra Minera project by Venezuela; (v) risks associated with exploration, delineation of sufficient reserves, regulatory and permitting obstacles and other risks associated with the development of the Siembra Minera project; (vi) risks associated with sanctions imposed by the U.S. and Canadian governments, including without limitation those targeting Venezuela; (vii) risks associated with whether the Company is able to obtain (or get results from) relief from such sanctions, if any, obtained from the U.S. Office of Foreign Asset Control or other similar regulatory bodies; (viii) risks associated with recovering funds under the Company's settlement arrangements with the government of Venezuela or its various proceedings against the government of Venezuela, including (a) the potential ability of the Company to obtain funds as a result of the conditional writ of attachment *fieri facias* granted by the U.S. District Court of Delaware on March 31, 2023 with respect to shares of PDV Holding, Inc. ("PDVH"), whereby the Company may potentially enforce its September 2014 arbitral award and corresponding November 2015 U.S. judgment by participating in the potential sale of PDVH shares, and the potential ability of the Company to obtain the funds that the Lisbon District Court in Portugal granted a motion to allow the Company to attach and seize, and (b) the Company's ability to repatriate any such funds, in the event grant of the writ of attachment is upheld and funds become available, or any funds owed to the Company under the settlement arrangements that may become available; and (ix) risks associated with Camac Partners LLC's activist campaign or any other activist from time to time, including potential costs and distraction of management and the directors' time and attention related thereto that would otherwise be spent on other matters including appealing or contesting the Resolution. This list is not exhaustive of the factors that may affect any of the Company's forward-looking statements.

Investors are cautioned not to put undue reliance on forward-looking statements, and investors should not infer that there has been no change in our affairs since the date of this report that would warrant any modification of any forward-looking statement made in this document, other documents periodically filed with the SEC, the Ontario Securities Commission or other securities regulators or presented on the Company's website. Forward-looking statements speak only as of the date made. Investors are urged to read the Company's filings with U.S. and Canadian securities regulatory agencies, which can be viewed online at *www.sec.gov* and *www.sedar.com*, respectively.

These risks and uncertainties, and additional risk factors that could cause results to differ materially from forward-looking statements, are more fully described in this MD&A, including, but limited to, the section entitled "Risk Factors", and in the Company's other filings with the SEC and Canadian securities regulatory agencies, which can be viewed online at *www.sec.gov* and *www.sedar.com*, respectively. Consider these factors carefully in evaluating the forward-looking statements. All subsequent written and oral forward-looking statements attributable to the Company, the Company's management, or other persons acting on the Company's behalf are expressly qualified in their entirety by this notice. The Company disclaims any intent or obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of assumptions or factors, whether, as a result of new information, future events or otherwise, subject to its disclosure obligations under applicable rules and regulations promulgated by the U.S. Securities and Exchange Commission and applicable Canadian provincial and territorial securities laws. Any forward-looking information contained herein is presented for the purpose of assisting investors in understanding the Company's expected financial and operational performance and results as at and for the periods ended on the dates presented in the Company's plans and objectives and may not be appropriate for other purposes.

THE COMPANY

Gold Reserve, an exploration stage company, is engaged in the business of acquiring, exploring and developing mining projects. We were incorporated in 1998 under the laws of the Yukon Territory, Canada and continued to Alberta, Canada in September 2014. We are the successor issuer to Gold Reserve Corporation, which was incorporated in the United States in 1956. We have only one operating segment, the exploration and development of mineral properties. We employed five individuals as of December 31, 2022. Our Class A common shares (the "Class A Shares") are listed for trading on the TSX Venture Exchange (the "TSXV") and quoted on the OTCQX under the symbol GRZ and GDRZF, respectively.

Our registered office is located at the office of Norton Rose Fulbright Canada LLP, 400 3rd Avenue SW, Suite 3700, Calgary, Alberta T2P 4H2, Canada. Telephone and fax numbers for our registered agent are 403.267.8222 and 403.264.5973, respectively. Our administrative office is located at 999 West Riverside Avenue, Suite 401, Spokane, WA 99201, U.S.A. and our telephone and fax numbers are 509.623.1500 and 509.623.1634, respectively. The Company is subject to the informational requirements of the Exchange Act. In accordance with these requirements, the Company files reports and other information as a foreign private issuer with the SEC. The SEC maintains an Internet site that contains reports, proxy and information statements, and other information relating to the Company. The site is located at www.sec.gov. Similar information can also be found on our website at www.goldreserveinc.com. Copies of documents that have been filed with the Canadian securities authorities can be obtained at www.sedar.com. The information found on, or accessible through, our website does not form part of this MD&A.

We have no commercial operations or production at this time. Historically we have financed our operations through the issuance of common shares, other equity securities and debt and from payments made by Venezuela pursuant to the Settlement Agreement. Funds necessary for ongoing corporate activities, or other future investments and/or transactions if any, cannot be determined at this time and are subject to available cash, any future payments under the Settlement Agreement and/or collection of the unpaid Award (as defined herein) in the courts or future financings.

BUSINESS OVERVIEW

The Company is engaged in the business of evaluating, acquiring, exploring and developing mining projects.

Exploration Prospects

Siembra Minera

In August 2016, we executed the Contract for the Incorporation and Administration of the Mixed Company with the government of Venezuela and in October 2016, together with an affiliate of the government of Venezuela, we incorporated Siembra Minera by subscribing for shares in Siembra Minera for a nominal amount. The primary purpose of this entity is to develop the Siembra Minera Project. Siembra Minera is beneficially owned 55% by Corporacion Venezolana de Mineria, S.A., a Venezuelan government corporation, and 45% by Gold Reserve. Siembra Minera was granted by the government of Venezuela certain gold, copper, silver and other strategic mineral rights (primarily comprised of the historical Brisas and Cristinas areas) contained within Bolivar State comprising the Siembra Minera Project.

In March 2022, the Ministry issued a Resolution to revoke the mining rights of Siembra Minera for alleged non-compliance by Siembra Minera with certain Venezuelan mining regulations. Siembra Minera filed a reconsideration request in May 2022 which was denied by the Ministry. The Company disagrees with both the substantive and procedural grounds claimed by the Venezuelan government regarding the revocation of mining rights and the reconsideration request. We are evaluating all legal rights and remedies that are available to us under Venezuelan and other laws, under the Settlement Agreement and otherwise and, in late 2022, we filed for an appeal of the Resolution with the Venezuelan Supreme Court of Justice. We also requested a precautionary measure of suspension of the effects of the Resolution which was denied. Even if there is a successful appeal or overturning of such resolution, the Sanctions, along with other constraints, could adversely impact our ability to finance, develop and operate the Siembra Minera Project or collect or repatriate sums under the Settlement Agreement (See Risk Factors - Related to the Resolution to Revoke the Rights with Respect to, and Development and Operation of, the Siembra Minera Project and Related to Collection of the Amounts Due Under the Settlement Agreement).

Further details regarding the Siembra Minera Project can be found in our Annual Information Form dated April 29, 2022 and our Management Discussion and Analysis dated April 29, 2022, each filed as exhibits to our Annual Report on Form 40-F for the fiscal year ended December 31, 2021 with the SEC on April 29, 2022 and on www.sedar.com.

LMS Gold Project

On March 1, 2016, we completed the acquisition of certain wholly-owned mining claims known as the LMS Gold Project (the "LMS Property"), together with certain personal property for $350,000, pursuant to a Purchase and Sale Agreement with Raven Gold Alaska Inc. ("Raven"), a wholly-owned subsidiary of Corvus Gold Inc. Raven retains Net Smelter Returns ("NSRs") with respect to (i) "Precious Metals" produced and recovered from the LMS Property equal to 3% of NSRs on such metals (the "Precious Metals Royalty") and (ii) "Base Metals" produced and recovered from the LMS Property equal to 1% of NSRs on such metals, however we have the option, for a period of 20 years from the date of closing of the acquisition, to buy back a one-third interest (i.e. 1 %) in the Precious Metals Royalty at a price of $4 million. In 2019 Raven assigned the NSRs to Bronco Creek Exploration, Inc. The LMS Property, located in Alaska, remains at an early stage of exploration with limited annual on-site activities being conducted by the Company.

Management's Recent Activities

Management's focus has been on the collection of the remaining amounts owed to us by Venezuela and working toward all remedies that are available to us with respect to the Siembra Minera Project.

Settlement Agreement and Formation of Siembra Minera

In October 2009, we initiated a claim (the "Brisas Arbitration") under the Additional Facility Rules of the International Centre for the Settlement of Investment Disputes ("ICSID") to obtain compensation for the losses caused by the actions of Venezuela that terminated our Brisas Project (as herein defined) in violation of the terms of the Treaty between the Government of Canada and the Government of Venezuela for the Promotion and Protection of Investments. In September 2014, the ICSID Tribunal granted us an Award totaling $740.3 million. The Award (less legal costs and expenses) currently accrues post-award interest at a rate of LIBOR plus 2%, compounded annually.

Under the terms of the July 2016 Settlement Agreement (as amended) Venezuela agreed to pay the Company $792 million to satisfy the Award and $240 million for the purchase of our technical mining data (the "Mining Data") associated with our previous mining project in Venezuela (the "Brisas Project") for a total of approximately $1.032 billion in a series of monthly payments ending on or before June 15, 2019. As agreed, the first $240 million received by Gold Reserve from Venezuela has been recognized as proceeds from the sale of the Mining Data.

In August 2016, we executed the Contract for the Incorporation and Administration of the Mixed Company with the government of Venezuela and in October 2016, together with an affiliate of the government of Venezuela, we incorporated Siembra Minera as a Venezuelan company, by subscribing for shares in Siembra Minera for a nominal amount. The primary purpose of this entity is to develop the Siembra Minera Project. Siembra Minera is beneficially owned 55% by Corporacion Venezolana de Mineria, S.A., a Venezuelan government corporation, and 45% by Gold Reserve. Siembra Minera was granted by the government of Venezuela certain gold, copper, silver and other strategic mineral rights ("the Mining Rights") primarily related to the historical Brisas and Cristinas areas located in Bolivar State comprising the Siembra Minera Project.

As of the date of this MD&A, the Company had received payments of approximately $254 million pursuant to the Settlement Agreement. The remaining unpaid amount due from Venezuela pursuant to the Settlement Agreement, which is delinquent, totals an estimated $994 million (including interest of approximately $216 million). In relation to the unpaid amount due from Venezuela, the Company has not recognized an Award receivable or associated liabilities on its financial statements which would include taxes, bonus plan and contingent value right payments, as management has not yet determined that payment from Venezuela is probable.

The interest rate provided for on any unpaid amounts pursuant to the Award is specified as LIBOR plus 2%, compounded annually. With the phase out of LIBOR, if and when it is possible to engage with the Venezuelan government, we expect that, if necessary, we will either come to an agreement with Venezuela as to an appropriate replacement or, alternatively, petition the court responsible for the enforcement of our Award judgement to rule on a new interest rate benchmark.

The terms of the Settlement Agreement also included Venezuela's obligation to make available to an escrow agent, negotiable financial instruments, with a face value of at least $350 million, partially guaranteeing the payment obligations to the Company as well as the obligation to advance approximately $110 million to Siembra Minera to facilitate the early startup of the pre-operation and construction activities. As of the date of this MD&A, Venezuela has not yet taken steps to provide such collateral or the early funding and it is unclear if and when Venezuela will comply with these particular obligations contained in the Settlement Agreement.

In March 2022, the Ministry of Mines of Venezuela (“Ministry”) issued a resolution to revoke the mining rights of Siembra Minera for alleged non-compliance by Siembra Minera with certain Venezuelan mining regulations (the “Resolution”). Siembra Minera filed a reconsideration request in May 2022 which was denied by the Ministry. The Company disagrees with both the substantive and procedural grounds claimed by the Venezuelan government regarding the revocation of mining rights and the reconsideration request. We are evaluating all legal rights and remedies that are available to us under Venezuelan and other laws, under the Settlement Agreement and otherwise and, in late 2022, we filed for an appeal of the Resolution with the Venezuelan Supreme Court of Justice. We also requested a precautionary measure of suspension of the effects of the Resolution which was denied. Even if the Resolution is successfully annulled, the Sanctions, along with other constraints, could adversely impact our ability to finance, develop and operate the Siembra Minera Project or collect or repatriate sums under the Settlement Agreement.

Obligations Due Upon Collection of the Award and Sale of Mining Data

Pursuant to a 2012 restructuring of convertible notes, we issued CVRs that entitle the holders to an aggregate of 5.466% of certain proceeds from Venezuela associated with the collection of the Award and/or sale of Mining Data or an enterprise sale, as such terms are defined in the CVRs (the "Proceeds"), less amounts for certain specified obligations (as defined in the CVR), as well as a bonus plan as described below. As of December 31, 2022, the total cumulative obligation payable pursuant to the terms of the CVR from the sale of the Mining Data and collection of the Award (not taking into account the claim and settlement with the CVR holders, as described below) was approximately $10 million, all of which has been paid to the CVR holders other than approximately $60,000 which has not yet been distributed.

A dispute existed between us and the holder of the majority of the CVRs, Steelhead Navigator Master, L.P., a related party that owns approximately 10.1% of our shares and which is affiliated with our director James Michael Johnston. Steelhead had previously alleged that as a general matter it believed that the Company's 45% interest in Siembra Minera represented "Proceeds" for purposes of the CVRs and as such the CVR holders were entitled to the value of 5.466% of that interest on the date of its acquisition. For a variety of reasons, the Company did not and does not agree with such holder’s position and believes it is inconsistent with the CVRs generally and such holder’s CVR specifically, including the terms and manner upon which we acquired our interest in Siembra Minera. In December 2022, the Company and such holder agreed to settle their differences and entered into an agreement whereby the Company paid $350,000 in exchange for the release of claims made by the holder. The Company also decided to offer a pro-rata settlement with the other CVR holders of approximately $112,000, in the aggregate, of which approximately $85,000 was payable to other related parties, Greywolf Overseas Intermediate Fund, Greywolf Event Driven Master Fund and Greywolf Strategic Master Fund SPC, Ltd. - MSP5, which collectively own approximately 14.8% of our shares. The Company’s decision to enter into these settlements, including with Steelhead Navigator Master, L.P., was determined based upon a recommendation of a special committee of independent directors of the Company. The Company recorded CVR expense in relation to this matter of approximately $462,000 during 2022, approximately $112,000 of which remained payable as of December 31, 2022. As of the date of this report, settlement payments have been made to Greywolf and final agreements with and payments to the other holders of CVRs are pending.

The Board approved a bonus plan (the "Bonus Plan") in May 2012, which was intended to compensate the participants, including executive officers, employees, directors and consultants for their contributions related to: the development of the Brisas Project; the manner in which the development effort was carried out allowing the Company to present a strong defense of its arbitration claim; the support of the Company's execution of the Brisas Arbitration; and the ongoing efforts to assist with positioning the Company in the collection of the Award, sale of the Mining Data or enterprise sale. The bonus pool under the Bonus Plan is comprised of the gross proceeds collected or the fair value of any consideration realized less applicable taxes multiplied by 1.28% of the first $200 million and 6.4% thereafter. The bonus pool is determined substantially in the same manner as Net Proceeds for the CVR. Certain participants of the Bonus Plan have notified the Company that in the event the Board of Directors interprets the CVR agreement in such a way as to include the value of Siembra Minera as proceeds, the Bonus Plan participants expect to be accorded the same interpretation of the terms under the Bonus Plan. For a variety of reasons, the Company does not agree with such participants’ position and believes it is inconsistent with the Bonus Plan generally. The Board has determined, upon recommendation of a special committee of independent directors of the Company, that no payments should be made or offered to Bonus Plan participants in parallel with the settlement with the CVR holders referred to above. The Bonus Plan is administered by independent members of the Board of Directors.

Participation in the Bonus Plan by existing participants is fixed, subject to voluntary termination of employment or termination for cause. Participants who reach age 65 and retire are fully vested and continue to participate in future distributions under the Bonus Plan. As of December 31, 2022, the total cumulative obligation payable pursuant to the terms of the Bonus Plan from the sale of the Mining Data and collection of the Award was approximately $4.4 million, all of which has been paid to the Bonus Plan participants other than approximately $70,000 which has not yet been distributed.

Intention to Distribute Funds Received in Connection with the Award in the Future

In June 2019, the Company completed a distribution of approximately $76 million or $0.76 per share to holders of Class A Shares as a return of capital (the "Return of Capital"). The Return of Capital was completed pursuant to a plan of arrangement under the *Business Corporations Act* (Alberta) (the "ABCA") which required approval by the Alberta Court of Queen's Bench (the "Court") and at least two-thirds of the votes cast by shareholders of the Company ("Shareholders") in respect of a special resolution.

Following the receipt, if any, of additional funds associated with the Settlement Agreement and/or Award and after applicable payments of obligations related to the CVR and Bonus Plan, we expect to distribute to our Shareholders a substantial majority of any remaining proceeds, subject to applicable regulatory requirements and retaining sufficient reserves for operating expenses, contractual obligations, accounts payable and income taxes, and any obligations arising as a result of the future collection of the remaining amounts owed by Venezuela.

Venezuela's Political, Economic and Social Conditions

Venezuela continues to experience political, economic and social turmoil. The country's foreign currency earnings continue to fall due to reduced oil exports caused by declining production at PDVSA, the state-owned oil company, along with low oil prices and the impact of U.S. Sanctions. The country's overall infrastructure, social services network, and economy continue to deteriorate.

In early January 2023, the opposition National Assembly agreed not to extend the dual or interim government of Juan Guaidó any further, and the interim government was dissolved as a result. Additionally, the Assembly established a commission to oversee the country's assets abroad in an effort to prevent the Maduro Administration from accessing those assets. All embassies in other countries opened by the interim government have been closed.

The U.S., Canada, and a few other countries that recognized the Juan Guaidó government still don't recognize the Maduro Administration. The U.S., Canada, and others have called upon the Maduro Administration to hold free and fair presidential elections in the near term with the expectation of some Sanctions relief, if that were to occur. Countries including Colombia, Brazil, Mexico, and certain other Latin American and European countries are normalizing relations with the Maduro Administration.

The existing conditions in Venezuela and the Sanctions are expected to continue in the foreseeable future, adversely impacting our ability to collect the remaining amount owed to us by Venezuela under the Settlement Agreement and/or Award or to have the Resolution annulled.

U.S. and Canadian Sanctions

The U.S. and Canadian governments have imposed various Sanctions targeting Venezuela. The Sanctions, in aggregate, essentially prevent any dealings with Venezuelan government or state-owned or controlled entities and prohibit directors, management and employees of the Company who are U.S. Persons, persons in Canada or Canadians outside Canada from dealing with certain Venezuelan individuals or entering into certain transactions.

The Sanctions imposed by the U.S. government generally block all property of the government of Venezuela and prohibit directors, management and employees of the Company who are U.S. Persons (as defined by U.S. Sanction statutes) from dealing with the Venezuelan government and/or state-owned/controlled entities, entering into certain transactions or dealing with Specially Designated Nationals ("SDNs") and target corruption in, among other identified sectors, the gold sector of the Venezuelan economy.

The Sanctions imposed by the Canadian government include asset freezes and prohibitions on dealings with certain named Venezuelan officials under the *Special Economic Measures (Venezuela) Regulations* of the *Special Economic Measures Act* and the *Justice for Victims of Corrupt Foreign Officials* Regulations of the *Justice for Victims of Corrupt Foreign Officials Act (Sergei Magnitsky Law)*.

The Sanctions have adversely impacted our ability to collect the remaining funds owed by Venezuela or to contest the Resolution, which is expected to continue for an indeterminate period of time.

On June 4, 2020, the Board created a special committee of non-U.S. Persons (the "Special Committee"), for the purposes of making all decisions and taking all actions for and on behalf of the Board and the Company, and so binding the Company with respect to all matters related to or arising from the business of the Company, that are not permitted to be done by "U.S. Persons" (as defined in 31 C.F.R. § 591.312) pursuant primarily to U.S. Sanctions. This is part of the Company's efforts to ensure compliance with applicable laws, including, without limitation, U.S. Sanctions, the *Special Economic Measures (Venezuela) Regulations* enacted pursuant to the *Special Economic Measures Act* and the *Justice for Victims of Corrupt Foreign Officials* Regulations of the *Justice for Victims of Corrupt Foreign Officials Act (Sergei Magnitsky Law)*. The Special Committee is tasked with ensuring that the Company's actions that it directs are in compliance with applicable laws. The Special Committee is currently comprised of three individuals: two of whom are directors, Mr. Coleman and Mr. Gagnon, along with a former director, Mr. J.C. Potvin. As previously disclosed, the Company did consider and did make OFAC license applications for the purposes then noted. The Company has received one limited OFAC license but there can be no assurances that other licenses will be obtained and/or that any licenses will be sufficient for the Company to procure any funds or obtain any specific results as a result of such receipt of any license.

The cumulative impact of the Sanctions continues to restrict the Company from working with those Venezuelan government officials responsible for the payment and transfer of funds associated with the Settlement Agreement which adversely impacts our ability to collect the remaining balance of the Award plus interest and/or amounts due pursuant to the Settlement Agreement from Venezuela. It also impacts our ability to contest the Resolution. Even if we are successful in appealing the Resolution by the Ministry to revoke the mining rights in connection with the Siembra Minera Project, the Sanctions continue to restrict the Company from working with those Venezuelan government officials responsible for the operation of Siembra Minera and the development of the Siembra Minera Project and, until Sanctions are lifted, would obstruct any ability for us to develop the Siembra Minera Project as originally planned.

FINANCIAL OVERVIEW

Overview

Our overall financial position is influenced by the proceeds previously received pursuant to the Settlement Agreement, related payment obligations, the 2019 Return of Capital to Shareholders and results of operations. Recent operating results and our overall financial position and liquidity are primarily impacted by expenses associated with activities related to the Siembra Minera Project, Sanctions and costs associated with maintaining our legal and regulatory obligations in good standing and by Venezuela's failure to honor its monetary and non-monetary obligations under the Settlement Agreement in a timely manner.

As discussed elsewhere in this MD&A, the Sanctions have and will continue to adversely impact our ability to collect the remaining amounts due associated with the Settlement Agreement and/or Award. Even if there is a successful annulment of the Resolution to revoke the mining rights of Siembra Minera, the Sanctions could adversely impact our ability to finance, develop and operate the Siembra Minera Project.

During the year ended December 31, 2022, cash and cash equivalents decreased approximately $33.7 million compared to a decrease of approximately $8.3 million for the same period in 2021. The net decrease in cash and cash equivalents was primarily due to a $27.4 million investment in U.S. treasury bills and cash used in operations as more fully described in the "Liquidity and capital resources - Operating Activities" section below. Net loss for the year ended December 31, 2022 was $8.6 million compared to net loss of $10.6 million for the year ended December 31, 2021. The decrease in loss was primarily due to decreases in corporate general and administrative expense, Siembra Minera project related costs and a loss on impairment of cash in bank in 2021, partially offset by increases in legal and accounting expense, write-down of property, plant and equipment, contingent value rights expense and Settlement Agreement enforcement expense.

During the year ended December 31, 2021, cash and cash equivalents decreased approximately $8.3 million compared to a decrease of approximately $4.4 million for the same period in 2020. The net decrease in cash and cash equivalents was primarily due to cash used in operations as more fully described in the "Operating Activities" section below. Net loss for the year ended December 31, 2021 was $10.6 million compared to net loss of $11.5 million for the year ended December 31, 2020. The decrease in loss was primarily due to decreases in write-downs of property, plant and equipment and arbitration and settlement costs, partially offset by a 2021 impairment loss on a bank account and an increase in legal and accounting expense which was a result of regulatory filings related to share issuances, tax audits, revised compensation agreements and other corporate matters

One of the Company's Barbadian subsidiaries has a U.S. dollar account in an Antiguan bank which is part of a banking group based in Venezuela. The account was intended to be used to fund the Company's activities related to the Siembra Minera project. The Company has been unable to transfer the funds out of the account and believes the banking group is experiencing severe financial difficulties. As a result, the Company does not have access to the funds and accordingly fully provided for the balance, resulting in an impairment loss of approximately $1.17 million in 2021. The Company is continuing to pursue a recovery of the account balance but there is considerable doubt as to whether recovery of the funds will occur.

Historically we have financed our operations through the issuance of common stock, other equity securities and debt and proceeds from payments under the Settlement Agreement. The timing of any future investments or transactions if any, and the amounts that may be required cannot be determined at this time and are subject to available cash, the continued collection, if any, of the proceeds associated with the collection of the Award and/or future financings, if any. We may need to rely on additional capital raises in the future. We have only one operating segment, the exploration and development of mineral properties.

Our longer-term funding requirements may be adversely impacted by the timing of the collection of the amounts due pursuant to the Settlement Agreement and/or Award, financial market conditions, industry conditions, regulatory approvals or other unknown or unpredictable conditions and, as a result, there can be no assurance that additional funding will be available or, if available, offered on acceptable terms.

Consolidated income, expenses, net loss before tax and net loss for the years ended December 31, 2022, 2021 and 2020 were as follows:

		2022		**Change**		**2021**	**Change**	**2020**
Income	$	466,673	$	375,775	$	90,898	$ (202,759)	$ 293,657
Expenses		(9,063,189)		1,624,501		(10,687,690)	2,212,612	(12,900,302)
Net loss before tax	$	(8,596,516)	$	2,000,276	$	(10,596,792)	2,009,853	(12,606,645)
Net loss and comprehensive loss	$	(8,596,516)	$	2,000,276	$	(10,596,792)	$ 920,493	$ (11,517,285)

Income (Loss)

		2022		**Change**		**2021**	**Change**	**2020**
Interest income	$	582,523	$	551,428	$	31,095	$ (263,182)	$ 294,277
Gain (loss) on disposition of property, plant and equip		(8,410)		(66,972)		58,562	89,038	(30,476)
Gain (loss) on marketable equity securities		(7,165)		(28,808)		21,643	15,887	5,756
Foreign currency gain (loss)		(100,275)		(79,873)		(20,402)	(44,502)	24,100
	$	466,673	$	375,775	$	90,898	$ (202,759)	$ 293,657

As the Company has no commercial production or source of operating cash flow at this time, income is often variable from period to period. For the year ended December 31, 2022, income increased over the prior year primarily as a result of an increase in interest income due to an increase in interest rates partially offset by an increase in foreign exchange loss. For 2021, the decrease in income from the prior year was primarily a result of a reduction in interest income due to a decrease in interest rates and a reduction in foreign currency gain, partially offset by increases in gains on disposition of property, plant and equipment and marketable equity securities.

Expenses

	2022	Change	2021	Change	2020
Corporate general and administrative	$ 5,149,650	$ (869,074)	$ 6,018,724	$ 871,391	$ 5,147,333
Contingent value rights	461,835	461,835	-	(59,549)	59,549
Siembra Minera Project and related costs	223,237	(1,452,232)	1,675,469	106,728	1,568,741
Write-down of property, plant and equipment	622,969	622,969	-	(3,749,531)	3,749,531
Loss on impairment of cash in bank account	-	(1,166,529)	1,166,529	1,166,529	-
Exploration costs	62,096	(56,163)	118,259	44,576	73,683
Legal and accounting	1,924,808	679,087	1,245,721	546,911	698,810
Settlement Agreement enforcement	450,477	305,330	145,147	(987,144)	1,132,291
Equipment holding costs	168,117	(149,724)	317,841	(152,523)	470,364
Total expenses for the period	$ 9,063,189	$ (1,624,501)	$ 10,687,690	$ (2,212,612)	$ 12,900,302

Corporate general and administrative expense for the year ended December 31, 2022 decreased from the comparable period in 2021 primarily due to a decrease in non-cash stock option compensation and a reduction in executive compensation and Director fees. The decrease in corporate general and administrative expense was partially offset by severance expense related to the retirement of the Company's President, the allocation of costs previously classified as Siembra Minera Project costs and an increase in Director and Officer insurance. In the second through fourth quarters of 2022, the Company incurred approximately $0.7 million of consultant and other costs which, prior to the Resolution to revoke the mining rights of Siembra Minera, were classified as Siembra Minera Project costs. Beginning in the second quarter of 2022, these costs are classified as general and administrative expense. Certain of these costs are expected to continue as they may be relevant to the Company's future activities with respect to the Resolution, other legal support activities and/or the Settlement Agreement. Contingent value rights expense increased due to costs related to the settlement with CVR holders (See Note 2 to the audited consolidated financial statements). Siembra Minera Project costs decreased from the prior year as a result of the March 2022 Venezuelan Ministry of Mine's issuance of the Resolution to revoke the mining rights of Siembra Minera and the reallocation, in the second through fourth quarters of 2022, of certain costs previously associated with the Siembra Minera project to corporate general and administrative expense. The Company recorded a write-down of property, plant and equipment in 2022 due to an assessment that the market value of certain equipment had decreased. A loss on impairment of cash in a bank account was recorded in 2021 when it was determined that the Company does not have access to funds in a bank account held in a financial institution which is believed to be experiencing financial difficulties. The Company is continuing to pursue a recovery of the account balance but there is considerable doubt as to whether recovery of the funds will occur. Legal and accounting expenses increased primarily as a result of an increase in professional fees associated with the Resolution to revoke the Siembra Minera mining rights, efforts to reinstate those rights, tax compliance and other corporate matters. Settlement Agreement enforcement expense increased due to legal and other costs associated with enforcement and collections of the Award. Equipment holding costs decreased due to the disposal of some of the equipment in 2021. Overall, total expenses for the year ended December 31, 2022 decreased by approximately $1.6 million from the comparable period in 2021.

Corporate general and administrative expense for the year ended December 31, 2021 increased from the comparable period in 2020 primarily due to an increase in non-cash stock option compensation. CVR-related expenses decreased due to a decrease in the tax benefits associated with prior years' receipts of payments under the Settlement Agreement. Expenses associated with the Siembra Minera Project during the year ended December 31, 2021 increased from the prior comparable period due to an increase in non-cash stock option compensation of project technical consultants. Impairment write-downs of property, plant and equipment decreased as the Company did not record any write-downs of property, plant and equipment in 2021. Loss on impairment of cash in a bank account was recorded in 2021 but not in the prior year. It was determined that the Company does not have access to funds in a bank account held in a financial institution which is believed to be experiencing financial difficulties. The Company is continuing to pursue a recovery of the account balance but there is considerable doubt as to whether recovery of the funds will occur. Legal and accounting expenses increased from the prior comparable period primarily as a result of an increase in professional fees associated with regulatory filings related to share issuances, tax audits, revised compensation agreements and other corporate matters. Settlement Agreement enforcement expense decreased as a result of a decrease in the need for counsels' assistance in the evaluation of various issues associated with the status of the Settlement Agreement and the Siembra Minera Project. Equipment holding costs decreased due to the disposal of some of the equipment in 2021. Overall, total expenses for the year ended December 31, 2021 decreased by approximately $2.2 million from the comparable period in 2020.

Summary of Quarterly Results (1)

Quarter ended	12/31/22	9/30/22	6/30/22	3/31/22	12/31/21	9/30/21	6/30/21	3/31/21
Income (loss)	$322,504	$60,039	$40,754	$43,376	$(76,489)	$12,563	$95,416	$59,408
Net loss								
before tax	(3,103,914)	(1,703,356)	(2,243,859)	(1,545,387)	(4,933,399)	(2,044,043)	(1,745,073)	(1,874,277)
Per share	(0.03)	(0.02)	(0.02)	(0.02)	(0.05)	(0.02)	(0.02)	(0.02)
Fully diluted	(0.03)	(0.02)	(0.02)	(0.02)	(0.05)	(0.02)	(0.02)	(0.02)
Net loss	(3,103,914)	(1,703,356)	(2,243,859)	(1,545,387)	(4,933,399)	(2,044,043)	(1,745,073)	(1,874,277)
Per share	(0.03)	(0.02)	(0.02)	(0.02)	(0.05)	(0.02)	(0.02)	(0.02)
Fully diluted	(0.03)	(0.02)	(0.02)	(0.02)	(0.05)	(0.02)	(0.02)	(0.02)

(1) The information shown above is derived from our unaudited consolidated financial statements that have been prepared in accordance with U.S. generally accepted accounting principles.

In the fourth quarter of 2022, income increased primarily due to increased interest income as a result of an increase in interest rates. In the third quarter of 2022, income increased primarily due to increased interest income as a result of an increase in interest rates, partially offset by a decrease in gain on marketable equity securities. In the second quarter of 2022, income decreased as a result of fluctuations in currency exchange rates resulting in foreign currency losses in the second quarter of 2022 compared to foreign currency gains in the first quarter of 2022. The decrease in income was partially offset by an increase in interest as a result of higher interest rates. In the first quarter of 2022, income increased primarily as a result of unrealized gains on marketable equity securities. In the fourth quarter of 2021, income decreased as a result of unrealized losses on marketable equity securities, foreign currency loss and losses on disposition of property, plant and equipment. In the third quarter of 2021, income decreased due to a decrease in the gain on sale of equipment and an increase in foreign currency loss. In the second quarter of 2021, income increased due to a gain on sale of equipment. In the first quarter of 2021, income increased due to an increase in gain on marketable equity securities, partially offset by a decrease in foreign currency gain.

In the fourth quarter of 2022, net loss increased primarily due to an increase in contingent value rights expense, write-down of property, plant and equipment and Settlement Agreement enforcement expense. In the third quarter of 2022, net loss decreased primarily due to a decrease in severance expense. In the second quarter of 2022, net loss increased primarily as a result of severance expense and legal and other costs related to the revocation, reinstatement efforts and potential damages claims associated with the Siembra Minera mining rights. In the first quarter of 2022, net loss decreased as a result of a reduction in compensation expense including non-cash stock option expense. In the fourth quarter of 2021, net loss increased primarily as a result of an increase in non-cash stock option compensation expense and a loss on impairment of cash in a bank account. In the third quarter of 2021, net loss increased due primarily to an increase in legal and accounting expense and a decrease in income. In the second quarter of 2021, net loss decreased as a result of decreases in legal, accounting and arbitration costs and a gain on sale of equipment. In the first quarter of 2021, net loss decreased as the Company did not have further write-downs of property, plant and equipment.

Selected Annual Information (1)

	$ 2022	$ 2021	$ 2020
	$	$	$
Income (loss)	$ 466,673	$ 90,898	$ 293,657
Expenses	$ (9,063,189)	$ (10,687,690)	$ (12,900,302)
Income tax benefit	$ -	$ -	$ 1,089,360
Net loss	$ (8,596,516)	$ (10,596,792)	$ (11,517,285)
Net loss per share, basic and diluted	$ (0.09)	$ (0.11)	$ (0.12)
Total assets	$ 52,943,925	$ 60,640,443	$ 69,435,303
Total liabilities	$ 1,351,341	$ 610,561	$ 1,011,079
Total shareholders' equity	$ 51,592,584	$ 60,029,882	$ 68,424,224
Common shares outstanding	99,547,710	99,547,710	$ 99,395,048

(1) The selected annual information shown above is derived from our audited consolidated financial statements that have been prepared in accordance with U.S. generally accepted accounting principles.

Liquidity and capital resources

At December 31, 2022, we had cash and cash equivalents of approximately $15.4 million which represents a decrease from December 31, 2021 of approximately $33.7 million. The net decrease was primarily due to a $27.4 million investment in U.S. Treasury Bills with original maturities of between 3 and 12 months. Additionally, cash decreased as a result of cash used in operations as more fully described in the "Operating Activities" section below. At December 31, 2021, we had cash and cash equivalents of approximately $49.1 million which represents a decrease from December 31, 2020 of approximately $8.3 million. The net decrease was primarily due to cash used in operations as more fully described in the "Operating Activities" section below.

	2022	Change	2021	Change	2020
Cash and cash equivalents	$ 15,380,489	$ (33,737,141)	$ 49,117,630	$ (8,297,720)	$ 57,415,350

As of December 31, 2022, we had financial resources including cash, cash equivalents, term deposits and marketable securities totaling approximately $43.0 million (predominantly held in U.S. and Canadian banks and financial institutions), machinery and equipment intended to be sold with a carrying value of approximately $1.0 million (See Note 6 to the audited consolidated financial statements), an income tax receivable of approximately $8.1 million (See Note 10 to the audited consolidated financial statements), and short-term financial obligations consisting of accounts payable, accrued expenses, severance liability and contingent value rights of approximately $1.4 million.

We have no revenue producing operations at this time. Our future working capital position is dependent upon the collection of amounts due pursuant to the Settlement Agreement and/or Award. We believe that we have sufficient working capital to carry on our activities for the next 12 to 24 months. However, the annulment of the Resolution, a change of administration in Venezuela and/or removal of Sanctions, an increase in legal expenses related to enforcement and collection of our Award, among other things, could result in increased activities and a higher cash burn-rate requiring us to seek additional sources of funding to ensure our ability to continue our business in the normal course. We may need to rely on additional capital raises in the future.

Operating Activities

Cash flow used in operating activities for the years ended December 31, 2022, 2021 and 2020 was approximately $6.4 million, $8.6 million and $4.6 million, respectively. Cash flow used in operating activities consists of net loss adjusted for gains and losses on marketable securities, non-cash expense items primarily related to stock option compensation and depreciation and certain non-cash changes in working capital.

As more fully described in the change in expenses analysis in the Operating Results section above, cash flow used in operating activities during the year ended December 31, 2022 decreased from the prior comparable period primarily due to an income tax refund and decreases in corporate general and administrative expense, Siembra Minera project and related costs, and equipment holding costs, partially offset by an increase in legal and accounting expense related to the Resolution to revoke the Siembra Minera mining rights, tax compliance and other corporate matters. Cash flow used in operating activities during the year ended December 31, 2021 increased from the prior comparable period primarily due to an increase in legal and accounting expenses, a loss on impairment of cash in bank account and a receipt of a cash refund of income tax in the first quarter of 2020, partially offset by a decrease in Settlement Agreement enforcement expense.

Investing Activities

	2022	Change	2021	Change	2020
Purchase of term deposits	$ (27,376,561)	$ (27,376,561)	$ -	$ -	$ -
Proceeds from disposition of marketable securities	-	-	-	(100,126)	100,126
Proceeds from disposition of property, plant and equipment	2,004	(313,385)	315,389	216,740	98,649
Purchase of property, plant and equipment	-	2,381	(2,381)	44,372	(46,753)
	$ (27,374,557)	$ (27,687,565)	$ 313,008	$ 160,986	$ 152,022

Cash flow from investing activities decreased during the year ended December 31, 2022 due to the purchase of term deposits and a decrease in proceeds from sale of mining equipment. As of December 31, 2022, the Company held approximately $1.0 million of Brisas Project related equipment intended for future sale (See Note 6 to the audited consolidated financial statements). Cash flow from investing activities increased during the year ended December 31, 2021 due to an increase in sales of mining equipment and a decrease in purchases of property, plant and equipment partially offset by a decrease in proceeds from disposition of marketable securities.

Financing Activities

The Company did not have cash flows from financing activities during the years ended December 31, 2022, 2021 and 2020.

Contractual Obligations

Our contractual obligation payments as of December 31, 2022 consist of amounts due pursuant to the Bonus Plan and CVR agreements of approximately $0.1 million. As described above and in Note 2 to the audited consolidated financial statements, the Company is obligated to make payments under the Bonus Plan and CVR agreements based on the after-tax amounts received from Venezuela under the Settlement Agreement and/or Award.

The Company maintains change of control agreements with certain officers and employees as described in Note 9 to the audited consolidated financial statements. As of December 31, 2022, the amount payable to participants under the change of control agreements, in the event of a Change of Control, was approximately $4.9 million.

During the fourth quarter of 2021, the Company implemented a three-year cost reduction program which included a reduction in senior management compensation coupled with an incentive bonus plan. The plan provides for the payment of a bonus upon the achievement of specific objectives related to the development of the Company's business and prospects in Venezuela within certain time frames. As of December 31, 2022, the estimated maximum amount payable under the plan in the event of the achievement of the specific objectives was approximately $2.8 million. This amount has not been recognized herein and will only be recognized when, in management's judgment, it is probable the specific objectives will be achieved. The plan also provides for severance payments, upon the occurrence of certain events, related to termination of employment. As of December 31, 2022, the Company had an accrued liability for severance payments of approximately $0.5 million related to the announced retirement of the Company's President. This amount was recorded in general and administrative expense for the year ended December 31, 2022.

A. Douglas Belanger, former President and director, retired from all positions with the Company and its subsidiaries, effective as of December 31, 2022. Mr. Belanger will continue to participate in the Bonus Plan in accordance with its terms for retired employees and has entered a 3-year consulting arrangement with the Company effective January 1, 2023. Mr. Belanger's consulting fees, in accordance with the arrangement, are $150,000 in 2023, $112,500 in 2024 and $90,000 in 2025.

Off-Balance Sheet Arrangements

We are not a party to any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future material effect on our financial condition, changes in financial condition, revenues and expenses, results of operations, liquidity, capital expenditures or capital resources.

Transactions with Related Parties

A dispute existed between us and the holder of the majority of the CVRs, Steelhead Navigator Master, L.P., a related party that owns approximately 10.1% of our shares and which is affiliated with our director James Michael Johnston. Steelhead had previously alleged that as a general matter it believed that the Company's 45% interest in Siembra Minera represented "Proceeds" for purposes of the CVRs and as such the CVR holders were entitled to the value of 5.466% of that interest on the date of its acquisition. For a variety of reasons, the Company did not and does not agree with such holder's position and believes it is inconsistent with the CVRs generally and such holder's CVR specifically, including the terms and manner upon which we acquired our interest in Siembra Minera. In December 2022, the Company and such holder agreed to settle their differences and entered into an agreement whereby the Company paid $350,000 in exchange for the release of claims made by the holder. The Company also decided to offer a pro-rata settlement with the other CVR holders of approximately $112,000, in the aggregate, of which approximately $85,000 was payable to other related parties, Greywolf Overseas Intermediate Fund, Greywolf Event Driven Master Fund and Greywolf Strategic Master Fund SPC, Ltd. - MSP5, which collectively own approximately 14.8% of our shares. The Company's decision to enter into these settlements, including with Steelhead Navigator Master, L.P., was determined based upon a recommendation of a special committee of independent directors of the Company. The Company recorded CVR expense in relation to this matter of approximately $462,000 during 2022, approximately $112,000 of which remained payable as of December 31, 2022. As of the date of this report, settlement payments have been made to Greywolf and final agreements with and payments to the other holders of CVRs are pending.

The Company's former President, A. Douglas Belanger, retired from the Company effective December 31, 2022 and entered a 3-year consulting arrangement with the Company effective January 1, 2023. Mr. Belanger's consulting fees, in accordance with the arrangement, are $150,000 in 2023, $112,500 in 2024 and $90,000 in 2025.

Disclosure Controls and Procedures (DC&P)

An evaluation was performed under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our DC&P (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act) as of the end of the period covered by this MD&A. Based on that evaluation, management, including the Chief Executive Officer and Chief Financial Officer, concluded that our DC&P were effective as of December 31, 2022 to provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time period specified in the SEC rules and forms.

Internal Control over Financial Reporting (ICFR)

Management is responsible for establishing and maintaining ICFR. ICFR is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles. Management, including the Chief Executive Officer and Chief Financial Officer, assessed the effectiveness of our ICFR as of December 31, 2022 based on the framework established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based on this assessment, management concluded that our ICFR was effective as of December 31, 2022.

There were no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act), during our fiscal quarter ended December 31, 2022 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Critical Accounting Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Critical accounting estimates used in the preparation of the audited consolidated financial statements include the:

- assessments of the recoverability of the Brisas Project related equipment and the estimated fair value determined in connection with impairment testing;
- use of the fair value method of accounting for stock options which is computed using the Black-Scholes method which utilizes estimates that affect the amounts ultimately recorded as stock-based compensation; and
- preparation of tax filings in a number of jurisdictions requires considerable judgment and the use of assumptions.
- recognition of the receivable and associated obligations with the Venezuelan arbitration (See Note 2 to the audited consolidated financial statements).

The amounts reported based on accounting estimates could vary in the future.

Any current or future operations we may have are subject to the effects of changes in legal, tax and regulatory regimes, political, labor and economic developments, social and political unrest, currency and exchange controls, import/export restrictions and government bureaucracy in the countries in which it operates.

RISK FACTORS

Set out below are certain risk factors that could materially adversely affect our future business, operating results or financial condition. Investors should carefully consider these risk factors and the other risk factors and information in this MD&A and our filings with Canadian and U.S. securities regulators, before making investment decisions involving our securities. The following risk factors, as well as risks not currently known to us, could adversely affect our future business, operations and financial condition and could cause future results to differ materially from the estimates described in our forward-looking statements.

Related to the Resolution to Revoke the Rights with Respect to, and Development and Operation of, the Siembra Minera Project

The Ministry issued a Resolution in March 2022 to revoke the mining rights of the Venezuelan joint venture company, Siembra Minera for alleged non-compliance with certain Venezuelan mining regulations. Siembra Minera filed a reconsideration request in May 2022 which was denied by the Ministry. The Company disagrees with both the substantive and procedural grounds claimed by the Venezuelan government regarding the revocation of mining rights and the reconsideration request. We are evaluating all legal rights and remedies that are available to us under Venezuelan and other laws, under the Settlement Agreement and otherwise and, in late 2022, we filed for an appeal of the Resolution with the Venezuelan Supreme Court of Justice. We also requested a precautionary measure of suspension of the effects of the Resolution which was denied. Even if there is a successful appeal or overturning of such resolution, the following additional risks apply in connection with any development or operation of the Siembra Minera Project.

<u>Venezuela's failure to honor its commitments and/or the inability of the Company and Venezuela to overcome certain obstacles associated with the Siembra Minera Project could adversely affect the Company.</u>

There remains a number of outstanding commitments by Venezuela associated with the formation and operation of Siembra Minera including a number of legal or regulatory obstacles related to the development of the Siembra Minera Project, completion of additional definitive documentation, remaining governmental approvals and obtaining financing to fund the capital costs of the Siembra Minera Project.

<u>The breach of one or more of the terms of the underlying agreements governing the formation of Siembra Minera and the future development of the Siembra Minera Project by Venezuela could have an adverse impact on the Company.</u>

In the event Venezuela breaches one or more of the terms of the underlying agreements governing the formation of Siembra Minera (including as a result of the resolution to revoke the mining rights) and the future development of the Siembra Minera Project, the Company could be exposed to substantial enforcement costs of prosecuting such a claim over a number of years and there is no assurance that we would be successful in our claim or, if successful, could collect any compensation from the Venezuelan government. If we are unable to prevail, in the event we filed a claim against the Venezuelan government related to our stake in the Siembra Minera Project or were unable to collect compensation in respect of our claim, the Company would be adversely affected.

<u>Any development activities on the Siembra Minera Project will require additional exploration work and financing and there is no assurance that the project will be determined feasible.</u>

In March 2018, the Company published the results of the Preliminary Economic Assessment (the “PEA”). The conclusions of management and its qualified consultants referred to in the PEA may not be realized in the future. Even if the required financing is obtained, substantial effort and financing would be required to commence work on any Siembra Minera Project. We can provide no assurances that the Siembra Minera Project or its development would be determined feasible.

Related to Collection of the Amounts Due Under the Settlement Agreement

<u>Failure to collect amounts payable pursuant to the Settlement Agreement would materially adversely affect the Company.</u>

In July 2016, we signed the Settlement Agreement whereby Venezuela agreed to pay us an Arbitral Award (the “Award”) (including interest) and purchase our technical mining data (the “Mining Data”) associated with our previous mining project in Venezuela (the “Brisas Project”). Under the terms of the Settlement Agreement (as amended), Venezuela agreed to pay the Company $792 million to satisfy the Award and $240 million for the purchase of our Mining Data for a total of approximately $1.032 billion to be paid in monthly installments ending on or before June 15, 2019. The remaining unpaid and delinquent amount due from Venezuela pursuant to the Settlement Agreement, as of the date of this report, totals approximately $994 million (including interest of approximately $216 million). Also, the Settlement Agreement contemplates the calculation of interest on unpaid amounts based on the LIBOR benchmark. With the phase out of LIBOR, we will be required to either agree with Venezuela on a new interest benchmark, if and when engagement with the Venezuelan government is possible, or, alternatively, petition the court responsible for the enforcement of our Award judgement to rule on a new benchmark. The Company also has various proceedings against the government of Venezuela, including with respect to the conditional writ of attachment *fieri facias* granted by the U.S. District Court of Delaware on March 31, 2023 relating to shares of PDVH, whereby the Company may potentially enforce the Award by participating in the potential sale of PDVH shares, and the motion granted by the Lisbon District Court in Portugal on January 13, 2023 to allow the Company to attach and seize certain funds as recovery under the Settlement Agreement. Failure to collect these amounts could materially adversely affect the Company

<u>Termination of the Settlement Agreement as a result of Venezuela's failure to make the contemplated payments thereunder could materially adversely affect the Company.</u>

In conjunction with entry into the Settlement Agreement, the Company agreed to suspend the legal enforcement of the Award, subject to Venezuela making the payments on the schedule set forth in the Settlement Agreement, and Venezuela agreed to irrevocably waive its right to appeal the February 2017 judgment issued by the Cour d'appel de Paris dismissing the annulment applications filed by Venezuela in respect of the Award and agreed to terminate all other proceedings seeking annulment of the Award.

Notwithstanding Venezuela having waived its right to appeal, future enforcement and collection of the Award is expected to be a lengthy process and will be ongoing for the foreseeable future if we are not able to collect the amounts due to us as contemplated in the Settlement Agreement and/or the Award. In addition, the cost of pursuing collection of the Award could be substantial and there is no assurance that we will be successful. Failure to otherwise collect the Award would materially adversely affect our ability to maintain sufficient liquidity to operate as a going concern.

<u>We have no commercial operations and may be unable to continue as a going concern.</u>

We have no revenue producing operations at this time. Our future working capital position is dependent upon the receipt of amounts due to us pursuant to the Settlement Agreement or collection of the Award in the relevant legal jurisdictions. Although we believe that we have sufficient working capital to carry on our activities for the next 12 to 24 months, our actual cash burn-rate may require us to seek additional sources of funding to ensure our ability to continue our activities in the normal course.

Our reliance on the receipt of the payments contemplated by the Settlement Agreement or the collection of the Award for our operating needs is expected to continue into the foreseeable future. If the Settlement Agreement were to be abandoned due to lack of payment by Venezuela, our longer-term funding requirements may be adversely impacted. Unforeseen financial market conditions, industry conditions or other unknown or unpredictable conditions may exist in the future and, as a result, there can be no assurance that alternative funding would be available or, if available, offered on acceptable terms.

In addition, even if there is a successful appeal or overturning of the Resolution to revoke the mining rights of Siembra Minera, the Sanctions could adversely impact our ability to finance, develop and operate the Siembra Minera Project.

Related to Sanctions Imposed On Venezuela By the U.S. and Canadian Governments

<u>Sanctions currently imposed on Venezuela and related governmental officials by the U.S. and Canada, and any further sanctions that may be imposed in the future, could materially adversely affect the Company.</u>

The U.S. and Canadian governments have imposed sanctions targeting the Venezuelan government and certain Venezuelan individuals (the “Sanctions”) that apply to Siembra Minera as a result of the Venezuelan government's 55% ownership and the collection of the Award contemplated by the Settlement Agreement (See "Item 4 - Information on the Company ¾ Business Overview ¾ U.S. and Canadian Sanctions" in the Company’s Annual Report on Form 20-F for more details).

Failure to comply with these Sanctions could result in civil or, in some cases, criminal consequences for the Company and/or our officers and directors. Compliance with the current Sanctions, as well as any future Sanctions that may be imposed by the U.S. or Canada, may further restrict our ability to consummate the transactions contemplated by the Settlement Agreement or, even if there is a successful appeal or overturning of the purported revocation of the mining rights of Siembra Minera, arrangements related to the Siembra Minera Project, including:

- an inability to receive, process or use the payments (in whatever form received by us) contemplated by the Settlement Agreement, or to transfer such payments to our bank outside of Venezuela;
- an inability to obtain all or part of financing sufficient to cover the anticipated capital or operating costs of the Siembra Minera Project on favorable terms, or at all; and
- an inability to obtain operating permits, enter into transactions or otherwise meet our obligations with respect to the operation of the Siembra Minera Project pursuant to the mixed company agreement.

The occurrence of any of the foregoing or other events could result in the failure of the Settlement Agreement and/or mixed company arrangements to be performed in their current form which could have a material adverse effect on the Company, including our ability to own our interest in Siembra Minera or operate it or maintain sufficient liquidity to operate it as a going concern.

Risks Related to the Class A Shares

The price and liquidity of the Class A Shares may be volatile.

The market price of the Class A Shares may fluctuate based on a number of factors, some of which are beyond our control, including:

- we do not have an active market for the Class A Shares and large sell or buy transactions may affect the market price;
- economic and political developments in Venezuela;
- the impact of Sanctions on our ability to consummate the transactions contemplated by the Settlement Agreement or, even if there is a successful appeal or overturning of the resolution to revoke the mining rights of Siembra Minera, the terms of the mixed company arrangement related to the development of the Siembra Minera Project;
- our operating performance and financial condition;
- our ability to obtain additional financing for working capital, capital expenditures, acquisitions or general purposes;
- the public's reaction to announcements or filings by us or other companies;
- the public's reaction to negative news regarding Venezuela and/or international responses to Venezuelan domestic and international policies;
- the price of gold, copper and silver;
- the addition to or changes to existing personnel; and
- general global economic conditions, including, without limitation, interest rates, general levels of economic activity, fluctuations in market prices of securities, participation by other investors in the financial markets, economic uncertainty, national and international political circumstances, natural disasters, public health crisis (such as the global outbreak of COVID-19).

The effect of these and other factors on the market price of the Class A Shares has historically made our share price volatile and suggests that our share price will continue to be volatile in the future.

We may issue additional Class A Shares, debt instruments convertible into Class A Shares or other equity-based instruments to fund future operations.

We cannot predict the size of any future issuances of securities, or the effect, if any, that future issuances and sales of our securities will have on the market price of the Class A Shares. Any transaction involving the issuance of previously authorized but unissued shares, or securities convertible into shares, may result in dilution to present and prospective holders of shares.

The Company's current or future plans to declare cash dividends or make distributions to Shareholders are subject to inherent risks.

We may declare cash dividends or make distributions in the future only if our earnings (including payment of the Award) and capital are sufficient to justify the payment of such dividends or distributions. However, we may have to rely on additional capital raises in the future. At this time, we do not anticipate any.

Risks Related to our Operations

Business activities concentrated in Venezuela are subject to inherent local risks.

Even if there is a successful appeal or overturning of the Resolution, our potential development and/or future operation of the Siembra Minera project (the "Siembra Minera Project"), as well as our activities related to the enforcement of the Settlement Agreement and/or collection of the remaining amounts due pursuant to the Settlement Agreement will be influenced by the sanctions imposed by the U.S. and Canadian governments and conditions in Venezuela and, as a result, we will be subject to operational, regulatory, political and economic risks, including:

- the effects of local political, labor and economic developments, instability and unrest;
- changes in the government of Venezuela and among its officeholders;
- significant or abrupt changes in the applicable regulatory or legal climate, including changes to laws or the enforcement (or lack thereof) or unpredictability of the Venezuelan judiciary;
- currency instability, hyper-inflation and the environment surrounding the financial markets and exchange rate in Venezuela;
- international response to Venezuelan domestic and international politics and policies, including the threat of military intervention and armed conflict;
- limitations on mineral exports;
- invalidation, confiscation, expropriation or rescission of governmental orders, permits, agreements or property rights;
- exchange controls and export or sale restrictions;
- currency fluctuations, repatriation restrictions and operation in a highly inflationary economy;
- competition with companies from countries that are not subject to Canadian and U.S. laws and regulations;
- laws or policies of foreign countries and Canada affecting trade, investment and taxation;
- civil unrest, military actions and crime;
- corruption, requests for improper payments, or other actions that may violate Canadian and U.S. foreign corrupt practices acts, uncertain legal enforcement and physical security;
- new or changes in regulations related to mining, environmental and social issues; and
- the willingness of future governments in Venezuela to uphold and abide by agreements and commitments made by previous governments.

Risks inherent in the mining industry could adversely impact future operations.

Exploration for gold and other metals is speculative in nature, involves many risks and frequently is unsuccessful. As is customary in the industry, not all prospects will be positive or progress to later stages (e.g., the feasibility, permitting, development and operating stages), therefore, we can provide no assurances as to the future success of our efforts related to the Siembra Minera Project, even if there is a successful appeal or overturning of the Resolution to revoke the mining rights of Siembra Minera, and the wholly-owned mining claims known as the LMS Gold Project (the “LMS Property”). Exploration programs entail risks relating to location, metallurgical processes, governmental permits and regulatory approvals and the construction of mining and processing facilities. Development can take a number of years, requiring substantial expenditures and there is no assurance that we will have, or be able to raise, the required funds to engage in these activities or to meet our obligations with respect to the Siembra Minera Project, even if there is a successful appeal or overturning of the resolution to revoke the mining rights of Siembra Minera, and the LMS Property. Any one or more of these factors or occurrences of other risks could cause us not to realize the anticipated benefits of an acquisition of properties or companies.

Failure to attract new and/or retain existing personnel could adversely affect us.

We are dependent upon the abilities and continued participation of existing personnel to manage activities impacted by Sanctions related to the Settlement Agreement, operation of Siembra Minera, potential development of the Siembra Minera Project and to identify, acquire and develop new opportunities. Substantially all of our existing management personnel have been employed by us for over 20 years. The loss of existing employees or an inability to obtain new personnel necessary to execute future efforts to acquire and develop a new project, such as the Siembra Minera Project, could have a material adverse effect on our future operations.

We may have exposure to greater than previously anticipated tax liabilities, which could harm our business.

We have tax filings that are currently (or may in the future be) under audit by U.S. and Canadian tax authorities. Any adverse outcome from these tax audits could seriously harm our business, including as a result of any adverse tax, accounting or financial impacts. We have incurred significant legal and other costs in response to these audits and may incur significant additional costs prior to resolving these matters. Determining our tax liabilities requires the interpretation of complex tax regulations and significant judgment by management that may be challenged by the applicable tax authorities. We cannot guarantee that any tax audit to which we are currently subject or that which we may be subject to in the future will result in a favorable outcome. Our results of operations and cash flows could be adversely affected by additional taxes imposed on us. These factors could materially adversely affect our Company and the trading price of our common stock.

U.S. Internal Revenue Service designation as a "passive foreign investment company" may result in adverse U.S. tax consequences to U.S. Holders.

U.S. Holders should be aware that we have determined that we were a “passive foreign investment company” (a “PFIC”) under Section 1297(a) of the U.S. Internal Revenue Code (the “Code”) for the taxable year ended December 31, 2022. We have not made, and do not expect to make, a determination as to whether any of our subsidiaries were PFICs as to any of our Shareholders for the taxable year ended December 31, 2022. U.S. Holders should also be aware that unless a timely and effective "QEF election" was made with respect to Class A shares held during any period during which we were a PFIC, with respect to those shares, we are deemed to continue to be a PFIC with respect to such U.S. Holder for each taxable period.

The determination of whether we and any of our subsidiaries will be a PFIC for a taxable year depends, in part, on the application of complex U.S. federal income tax rules, which are subject to differing interpretations. In addition, whether we and any of our subsidiaries will be a PFIC with respect to a U.S. Holder for any taxable year generally depends on our assets and income and those of our subsidiaries over the course of each such taxable year and, as a result, cannot be predicted with certainty for the current or any future year.

For taxable years in which we are a PFIC, subject to the discussion below, any gain recognized on the sale of our Class A shares and any “excess distributions” (as specifically defined by the Code) paid on our Class A shares must be ratably allocated to each day in a U.S. Holder’s holding period for the Class A shares. The amount of any such gain or excess distribution allocated to prior years of such U.S. Holder’s holding period for the Class A shares during which we were a PFIC generally will be subject to U.S. federal income tax at the highest tax rate applicable to ordinary income in each such prior year, and the U.S. Holder will be required to pay interest on the resulting tax liability for each such prior year, calculated as if such tax liability had been due in each such prior year.

Alternatively, a U.S. Holder that makes a timely and effective “QEF election” generally will be subject to U.S. federal income tax on such U.S. Holder’s pro rata share of our “net capital gain” and “ordinary earnings” (calculated under U.S. federal income tax rules), regardless of whether such amounts are actually distributed by us. For a U.S. Holder to make a QEF election, we must agree to supply annually to the U.S. Holder the “PFIC Annual Information Statement” and permit the U.S. Holder access to certain information in the event of an audit by the IRS. We will prepare and make the annual statement available to U.S. Holders, and will permit access to the required information in the event of an audit by the IRS. As a possible second alternative, a U.S. Holder may make a “mark-to-market election” with respect to a taxable year in which we are a PFIC and the Class A shares are “marketable stock” (as specifically defined). A U.S. Holder that makes a mark-to-market election generally will include in gross income, for each taxable year in which we are a PFIC, an amount equal to the excess, if any, of (a) the fair market value of the Class A shares as of the close of such taxable year over (b) such U.S. Holder’s adjusted tax basis in such Class A shares.

Due to the complexity of the PFIC rules, a U.S. Holder should consult its own financial advisor, legal counsel, or accountant regarding the status of the Company and its subsidiaries as PFICs and the eligibility, manner and advisability of making a QEF election or a mark-to-market election and how the PFIC rules may affect the U.S. federal income tax consequences of a U.S. Holder's ownership and disposition of Class A shares.

There are material tax risks associated with holding and selling or otherwise disposing of Class A Shares.

There are material tax risks associated with holding and selling or otherwise disposing the Class A Shares. Each prospective investor is urged to consult its own tax advisor regarding the tax consequences to him or her with respect to the ownership and disposition of the Class A Shares.

It may be difficult to bring certain actions or enforce judgments against the Company and/or its directors and executive officers.

Investors in the U.S. or in other jurisdictions outside of Canada may have difficulty bringing actions and enforcing judgments against us, our directors or executive officers based on civil liability provisions of federal securities laws or other laws of the U.S. or any state thereof or the equivalent laws of other jurisdictions of residence. We are organized under the laws of Alberta, Canada. Some of our directors and officers, and some of the experts named from time to time in our filings, are residents of Canada or otherwise reside outside of the U.S. and all or a substantial portion of their and our assets, may be located outside of the U.S. As a result, it may be difficult for investors in the U.S. or outside of Canada to bring an action in the U.S. against our directors, officers or experts who are not residents in the U.S. It may also be difficult for an investor to enforce a judgment obtained in a U.S. court or a court of another jurisdiction of residence predicated upon the civil liability provisions of Canadian securities laws or U.S. federal securities laws or other laws of the U.S. or any state thereof against us or those persons.

DISCLOSURE OF OUTSTANDING SHARE DATA

Class A Shares

We are authorized to issue an unlimited number of Class A Shares without par value of which 99,547,710 Class A Shares were issued and outstanding as at the date hereof. Shareholders are entitled to receive notice of and attend all meetings of Shareholders, with each Class A Share held entitling the holder to one vote on any resolution to be passed at such Shareholder meetings. Shareholders are entitled to dividends if, as and when declared by the Board. Shareholders are entitled upon liquidation, dissolution or winding up of the Company to receive the remaining assets available for distribution to Shareholders.

Preferred Shares

We are authorized, subject to the limitations prescribed by law and our articles of incorporation, from time to time, to issue an unlimited number of serial preferred shares (the "Preferred Shares"); and to determine variations, if any, between any series so established as to all matters, including, but not limited to, the rate of dividend and whether dividends shall be cumulative or non-cumulative; the voting power of holders of such series; the rights of such series in the event of the dissolution of the Company or upon any distribution of the assets of the Company; whether the shares of such series shall be convertible; and such other designations, rights, privileges, and relative participating, optional or other special rights, and such restrictions and conditions thereon as are permitted by law. There are no Preferred shares issued or outstanding as of the date hereof.

Share Purchase Options

We maintain the 2012 Equity Incentive Plan (the "2012 Plan") which provides for the grant of stock options on up to 9,939,500 Class A Shares. As of the date of this MD&A, 7,578,393 of those options were outstanding and 2,361,107 options were available for grant. Grants are made for terms of up to ten years with vesting periods as required by the TSXV and as may be determined by a committee established pursuant to the 2012 Plan, or in certain cases, by the Board.

Stock options exercisable for common shares as of the date hereof:

Expiry Date	Exercise Price	Number of Shares
July 25, 2024	$ 3.26	250,000
June 29, 2025	$ 3.15	180,000
February 16, 2027	$ 2.39	3,369,643
May 1, 2027	$ 1.93	125,000
September 9, 2030	$ 1.75	125,000
September 25, 2030	$ 1.70	135,000
January 7, 2031	$ 1.61	50,000
October 4, 2031	$ 1.60	2,983,750
October 4, 2032	$ 0.99	165,000
November 17, 2032	$ 1.08	145,000
December 14, 2032	$ 1.28	50,000
Total Class A Shares issuable pursuant to stock options		7,578,393

Capital Structure

The following summarizes our share capital structure as of the date hereof:

Class A Shares outstanding	99,547,710
Shares issuable pursuant to the 2012 Equity Incentive Plan	7,578,393
Total shares outstanding, fully diluted	107,126,103

ADDITIONAL INFORMATION

Additional information relating to our Company, including our Company's Annual Information Form, is on SEDAR at www.sedar.com

Audited Consolidated Financial Statements

The accompanying audited consolidated financial statements of Gold Reserve Inc. were prepared by management in accordance with accounting principles generally accepted in the United States, consistently applied and within the framework of the summary of significant accounting policies contained therein. Management is responsible for all information in the accompanying audited consolidated financial statements.

Management's Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is a process to provide reasonable assurance regarding the reliability of our financial reporting for external purposes in accordance with accounting principles generally accepted in the U.S. Internal control over financial reporting includes:

- maintaining records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets;
- providing reasonable assurance that transactions are recorded as necessary for preparation of our financial statements in accordance with U.S. generally accepted accounting principles;
- providing reasonable assurance that receipts and expenditures are made in accordance with authorizations of our executive officers; and
- providing reasonable assurance that unauthorized acquisition, use or disposition of assets that could have a material effect on our financial statements would be prevented or detected on a timely basis.

Because of its inherent limitations, internal control over financial reporting is not intended to provide absolute assurance that a misstatement of our financial statements would be prevented or detected.

Management, including the Chief Executive Officer and Chief Financial Officer, assessed the effectiveness of our internal control over financial reporting as of December 31, 2022 based on the framework established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

Based on this assessment, management concluded that our internal control over financial reporting was effective as of December 31, 2022.

/s/ Rockne J. Timm
Chief Executive Officer
April 27, 2023

/s/ David P. Onzay
Chief Financial Officer
April 27, 2023

Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors of Gold Reserve Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Gold Reserve Inc. and its subsidiaries (together, the Company) as of December 31, 2022 and 2021, and the related consolidated statements of operations and comprehensive loss, changes in shareholders' equity and cash flows for each of the three years in the period ended December 31, 2022, including the related notes (collectively referred to as the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2022 in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits of these consolidated financial statements in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Recognition of the receivable associated with the Venezuelan arbitration

As described in Notes 1 and 2 to the consolidated financial statements, in July 2016, the Company signed the July 2016 settlement agreement, (as amended, the "Settlement Agreement") with the Bolivarian Republic of Venezuela ("Venezuela"), whereby Venezuela agreed to pay the Company a total of approximately $1.032 billion which is comprised of $792 million to satisfy the arbitral award (the "Award") (including interest) and $240 million for the purchase of the Company's mining data related to the Brisas project (the "Mining Data") to be settled in a series of payments ending on or before June 15, 2019. The Company has received approximately $254 million pursuant to the Settlement Agreement with the remainder unpaid. As specified in the Settlement Agreement, the first $240 million received by the Company from Venezuela has been recognized as proceeds from the sale of the Mining Data. Any future payments received by Venezuela are made in relation to the Award. As of December 31, 2022, the amount owing to the Company in relation to the Award is approximately $778 million, excluding interest. The Company has not recognized an Award receivable or associated liabilities which include taxes, bonus plan and contingent value right payments in accordance with the Settlement Agreement, as management has not yet determined that payment from Venezuela is probable. The Award receivable and any associated liabilities will be recognized when, in management's judgment, it is probable that payment from Venezuela will occur.

The principal considerations for our determination that performing procedures relating to the recognition of the receivable associated with the Venezuelan arbitration is a critical audit matter is that there was significant judgment made by management when determining if recognition was required, which in turn led to a higher degree of subjectivity in performing audit procedures to evaluate management's assessment of the probability of future payments from Venezuela.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included, among others, evaluating how management formulated their judgement as to the likelihood of future payments being made by Venezuela. This included considering publicly available information such as sanctions imposed against Venezuela by both the United States and Canadian governments, the current economic and political instability in Venezuela and the history of non-payment by Venezuela under the terms of the Settlement Agreement.

/s/*PricewaterhouseCoopers LLP*

Chartered Professional Accountants

Vancouver, Canada
April 27, 2023

We have served as the Company's auditor since 2001.

GOLD RESERVE INC.
CONSOLIDATED BALANCE SHEETS
(Expressed in U.S. dollars)

		December 31, 2022		**December 31, 2021**
ASSETS				
Current Assets:				
Cash and cash equivalents (Note 3)	$	15,380,489	$	49,117,630
Term deposits (Note 4)		27,499,188		–
Marketable equity securities (Note 5)		98,053		105,218
Income tax receivable (Note 10)		8,091,104		8,682,839
Prepaid expense and other		458,939		506,663
Total current assets		51,527,773		58,412,350
Property, plant and equipment, net (Note 6)		1,416,152		2,153,678
Right of use asset		–		74,415
Total assets	$	52,943,925	$	60,640,443
LIABILITIES				
Current Liabilities:				
Accounts payable and accrued expenses (Note 2)	$	647,283	$	473,226
Severance accrual (Note 9)		531,981		–
Lease liability		–		77,093
Contingent value rights (Note 2)		172,077		60,242
Total current liabilities		1,351,341		610,561
Total liabilities		1,351,341		610,561

SHAREHOLDERS' EQUITY						
Serial preferred stock, without par value						
Authorized:	Unlimited					
Issued:	None					
Common shares				302,679,682		302,679,682
Class A common shares, without par value						
Authorized:	Unlimited					
Issued and outstanding:	2022…99,547,710	2021…99,547,710				
Contributed surplus				20,625,372		20,625,372
Stock options (Note 9)				23,561,301		23,402,083
Accumulated deficit				(295,273,771)		(286,677,255)
Total shareholders' equity				51,592,584		60,029,882
Total liabilities and shareholders' equity			$	52,943,925	$	60,640,443

Contingencies (Note 2)

The accompanying notes are an integral part of the audited consolidated financial statements.

Approved by the Board of Directors:

/s/ James Tunkey /s/ Yves M. Gagnon

GOLD RESERVE INC.
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(Expressed in U.S. dollars)

	For the Years Ended December 31,		
	2022	2021	2020
INCOME (LOSS)			
Interest income	$ 582,523	$ 31,095	$ 294,277
Gain (loss) on disposition of property, plant and equipment (Note 6)	(8,410)	58,562	(30,476)
Gain (loss) on marketable equity securities (Note 5)	(7,165)	21,643	5,756
Foreign currency gain (loss)	(100,275)	(20,402)	24,100
	466,673	90,898	293,657
EXPENSES			
Corporate general and administrative (Notes 2 and 9)	5,149,650	6,018,724	5,147,333
Contingent value rights (Note 2)	461,835	–	59,549
Siembra Minera Project and related costs (Note 7)	223,237	1,675,469	1,568,741
Write-down of property, plant and equipment (Note 6)	622,969	–	3,749,531
Loss on impairment of cash in bank account (Note 3)	–	1,166,529	–
Exploration costs	62,096	118,259	73,683
Legal and accounting	1,924,808	1,245,721	698,810
Settlement Agreement enforcement (Note 2)	450,477	145,147	1,132,291
Equipment holding costs	168,117	317,841	470,364
	9,063,189	10,687,690	12,900,302
Net loss before income tax benefit	(8,596,516)	(10,596,792)	(12,606,645)
Income tax benefit (Note 10)	–	–	1,089,360
Net loss and comprehensive loss for the year	$ (8,596,516)	$ (10,596,792)	$ (11,517,285)
Net loss per share, basic and diluted	$ (0.09)	$ (0.11)	$ (0.12)
Weighted average common shares outstanding, basic and diluted	99,547,710	99,481,626	99,395,048

The accompanying notes are an integral part of the audited consolidated financial statements.

GOLD RESERVE INC.
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
For the Years Ended December 31, 2022, 2021 and 2020
(Expressed in U.S. dollars)

	Common Shares				
	Number	Amount	Contributed Surplus	Stock Options	Accumulated Deficit
Balance, December 31, 2019	99,395,048	$ 302,469,647	$ 20,625,372	$ 20,752,893	$(264,563,178)
Net loss for the year	–	–	–	–	(11,517,285)
Stock option compensation (Note 9)	–	–	–	656,775	–
Balance December 31, 2020	99,395,048	302,469,647	20,625,372	21,409,668	(276,080,463)
Net loss for the year	–	–	–	–	(10,596,792)
Share issuance	152,662	210,035	–	–	–
Stock option compensation (Note 9)	–	–	–	1,992,415	–
Balance, December 31, 2021	99,547,710	302,679,682	20,625,372	23,402,083	(286,677,255)
Net loss for the year	–	–	–	–	(8,596,516)
Stock option compensation (Note 9)	–	–	–	159,218	–
Balance, December 31, 2022	99,547,710	$ 302,679,682	$ 20,625,372	$ 23,561,301	$(295,273,771)

The accompanying notes are an integral part of the audited consolidated financial statements.

GOLD RESERVE INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in U.S. dollars)

	For the Years Ended December 31,		
	2022	2021	2020
Cash Flows from Operating Activities:			
Net loss for the year	$ (8,596,516)	$ (10,596,792)	$ (11,517,285)
Adjustments to reconcile net loss to net cash used in operating activities:			
Stock option compensation	159,218	1,992,415	656,775
Depreciation	104,143	106,428	124,267
Write-down of property, plant and equipment	622,969	–	3,749,531
Loss (gain) on disposition of property, plant and equipment	8,410	(58,562)	30,476
Loss (gain) on marketable equity securities	7,165	(21,643)	(5,756)
Income tax recovery	–	–	(1,089,360)
Amortization of discount on term deposits	(122,627)	–	–
Changes in non-cash working capital:			
Decrease in income tax receivable	591,735	–	3,204,812
Increase in severance accrual	531,981	–	–
Increase in contingent value rights accrual	111,835	–	–
Net decrease in prepaid expense and other	47,724	66,748	174,461
Net increase (decrease) in accounts payable and accrued expenses	171,379	(99,322)	113,270
Net cash used in operating activities	(6,362,584)	(8,610,728)	(4,558,809)
Cash Flows from Investing Activities:			
Purchase of term deposits	(27,376,561)	–	–
Proceeds from disposition of marketable equity securities	–	–	100,126
Proceeds from disposition of property, plant and equipment	2,004	315,389	98,649
Purchase of property, plant and equipment	-	(2,381)	(46,753)
Net cash provided by (used in) investing activities	(27,374,557)	313,008	152,022
Cash Flows from Financing Activities:			
Net cash used in financing activities	–	–	–
Change in Cash and Cash Equivalents:			
Net decrease in cash and cash equivalents	(33,737,141)	(8,297,720)	(4,406,787)
Cash and cash equivalents - beginning of year	49,117,630	57,415,350	61,822,137
Cash and cash equivalents - end of year	$ 15,380,489	$ 49,117,630	$ 57,415,350

The accompanying notes are an integral part of the audited consolidated financial statements.

Note 1. The Company and Significant Accounting Policies:

Gold Reserve Inc. ("Gold Reserve," the "Company," "we," "us," or "our") is engaged in the business of evaluating, acquiring, exploring and developing mining projects and was incorporated in 1998 under the laws of the Yukon Territory, Canada and continued to Alberta, Canada in September 2014.

Gold Reserve Inc. is the successor issuer to Gold Reserve Corporation which was incorporated in 1956. Management's primary activities have included: the advancement of the Siembra Minera project (the "Siembra Minera Project") (including the related social and humanitarian efforts) and corporate and legal activities associated with the collection of the unpaid balance of the Award and the Resolution (as defined herein) of the Bolivarian Republic of Venezuela ("Venezuela") Ministry of Mines to revoke the mining rights in connection with the Siembra Minera Project, along with planned activities if there is a successful appeal or other outcome of such Resolution.

The U.S. and Canadian governments have imposed various sanctions targeting Venezuela (the "Sanctions"). The Sanctions, in aggregate, essentially prevent any dealings with Venezuelan government or state-owned or controlled entities and prohibit directors, management and employees of the Company who are U.S. Persons from dealing with certain Venezuelan individuals or entering into certain transactions.

The Sanctions imposed by the U.S. government generally block all property of the government of Venezuela and prohibit directors, management and employees of the Company who are U.S. Persons (as defined by U.S. Sanction statutes) from dealing with the Venezuelan government and/or state-owned/controlled entities, entering into certain transactions or dealing with Specially Designated Nationals ("SDNs") and target corruption in, among other identified sectors, the gold sector of the Venezuelan economy.

The Sanctions imposed by the Canadian government include asset freezes and prohibitions on dealings with certain named Venezuelan officials under the Special Economic Measures (Venezuela) Regulations of the *Special Economic Measures Act* and the *Justice for Victims of Corrupt Foreign Officials Regulations* of the *Justice for Victims of Corrupt Foreign Officials Act (Sergei Magnitsky Law)*.

The cumulative impact of the Sanctions continues to restrict the Company from working with those Venezuelan government officials responsible for the payment and transfer of funds associated with the Settlement Agreement (defined below) as well as the Resolution which adversely impacts our ability to collect the remaining balance of the Award plus interest and/or amounts due pursuant to the Settlement Agreement from Venezuela and/or pursuing remedies with respect to the Resolution. Even if we are successful in appealing the Resolution by the Venezuelan Ministry of Mines to revoke the mining rights in connection with the Siembra Minera Project, the Sanctions continue to restrict the Company from working with those Venezuelan government officials responsible for the operation of Siembra Minera (as defined herein) and the development of the Siembra Minera Project and, until Sanctions are lifted, would obstruct any ability for us to develop the Siembra Minera Project as originally planned.

Basis of Presentation and Principles of Consolidation. These consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP"). The statements include the accounts of the Company, Gold Reserve Corporation and three Barbadian subsidiaries one of which was formed to hold our equity interest in Empresa Mixta Ecosocialista Siembra Minera, S.A. ("Siembra Minera") which is beneficially owned 55% by a Venezuelan state-owned entity and 45% by Gold Reserve. Our investment in Siembra Minera is accounted for as an equity investment. All subsidiaries are wholly owned. All intercompany accounts and transactions have been eliminated on consolidation. Our policy is to consolidate those subsidiaries where control exists. We have only one operating segment, the exploration and development of mineral properties.

Cash and Cash Equivalents. We consider short-term, highly liquid investments purchased with an original maturity of three months or less to be cash equivalents for purposes of reporting cash equivalents and cash flows. The cost of these investments approximates fair value. We manage the exposure of our cash and cash equivalents to credit risk by diversifying our cash holdings (See Note 3).

Exploration and Development Costs. Exploration costs incurred in locating areas of potential mineralization or evaluating properties or working interests with specific areas of potential mineralization are expensed as incurred. Development costs of proven mining properties not yet producing are capitalized at cost and classified as capitalized development costs under property, plant and equipment. Mineral property acquisition costs are capitalized and holding costs of such properties are charged to operations during the period if no significant exploration or development activities are being conducted on the related properties. Upon commencement of production, capitalized exploration and development costs would be amortized based on the estimated proven and probable reserves benefited. Mineral properties determined to be impaired or that are abandoned are written-down to the estimated fair value. Carrying values do not necessarily reflect present or future values.

Property, Plant and Equipment. Property, plant and equipment are recorded at cost and depreciated on a straight-line basis over their estimated useful lives, except for equipment not yet placed into use. Included in property, plant and equipment is certain equipment, originally acquired for the Brisas Project, that is not being depreciated as it is not in use. The ultimate recoverable value of this equipment may be different than management's current estimate. We have additional property, plant and equipment which are recorded at cost less accumulated depreciation. Replacement costs and major improvements are capitalized. Maintenance and repairs are charged to expense as incurred. The cost and accumulated depreciation of assets retired or sold are removed from the accounts and any resulting gain or loss is reflected in operations. Furniture, office equipment and leasehold improvements are depreciated using the straight-line method over five to ten years. The remaining property, plant and equipment are fully depreciated.

Impairment of Long-Lived Assets. We review long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. If the sum of the expected future net cash flows to be generated from the use or eventual disposition of a long-lived asset (undiscounted and without interest charges) is less than the carrying amount of the asset, an impairment loss is recognized based on a determination of the asset's fair value. Fair value is generally determined by discounting estimated cash flows based on market participant expectations of those future cash flows, or applying a market approach that uses market prices and other relevant information generated by market transactions involving comparable assets.

Foreign Currency. The U.S. dollar is our (and our foreign subsidiaries') functional currency. Monetary assets and liabilities denominated in a foreign currency are translated into U.S. dollars at the rates of exchange in effect at the balance sheet dates. Non-monetary assets and liabilities are translated at historical rates and revenue and expense items are translated at average exchange rates during the reporting period, except for depreciation which is translated at historical rates. Translation gains and losses are included in the statement of operations.

Stock Based Compensation. We maintain an equity incentive plan which provides for the grant of stock options to purchase Class A common shares. We use the fair value method of accounting for stock options. The fair value of options granted to employees is computed using the Black-Scholes method as described in Note 9 and is expensed over the vesting period of the option. For non-employees, the fair value of stock-based compensation is recorded as an expense over the vesting period or upon completion of performance. Consideration paid for shares on exercise of stock options, in addition to the fair value attributable to stock options granted, is credited to capital stock. Stock options granted under the plan become fully vested and exercisable upon a change of control.

Income Taxes. We use the liability method of accounting for income taxes. Deferred tax assets and liabilities are determined based on the differences between the tax basis of assets and liabilities and those amounts reported in the financial statements. The deferred tax assets or liabilities are calculated using the enacted tax rates expected to apply in the periods in which the differences are expected to be settled. Deferred tax assets are recognized to the extent that they are considered more likely than not to be realized.

Uncertain Tax Positions. We record uncertain tax positions based on a two-step process that separates recognition from measurement. The first step is determining whether a tax position has met the recognition threshold which requires that the Company determine if it is more likely than not that it will sustain the tax benefit taken or expected to be taken in the event of a dispute with taxing authorities. The second step, for those positions meeting the "more likely than not" threshold, is to recognize the largest amount of benefit that is greater than 50 percent likely to be realized upon settlement with taxing authorities. Management periodically evaluates positions taken in tax returns in situations in which applicable tax regulation is subject to interpretation. The Company establishes provisions where appropriate on the basis of amounts expected to be received from or paid to tax authorities.

Use of Estimates. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Net Income (Loss) Per Share. Basic net income (loss) per share is computed by dividing net income (loss) by the weighted average number of Class A common shares outstanding during each period. Diluted net income per share reflects the potentially dilutive effects of outstanding stock options. In periods in which a loss is incurred, the effect of potential issuances of shares under stock options would be anti-dilutive, and therefore basic and diluted losses per share are the same in those periods.

Marketable Equity Securities. The Company's marketable equity securities are reported at fair value with changes in fair value included in the statement of operations.

Equity accounted investments. Investments in incorporated entities in which the Company has the ability to exercise significant influence over the investee are accounted for by the equity method.

Financial Instruments. Marketable equity securities are measured at fair value at each reporting date, with the change in value recognized in the statement of operations as a gain or loss. Cash and cash equivalents, term deposits, deposits, advances and receivables are accounted for at amortized cost which approximates fair value (See Notes 3 and 4). Accounts payable and contingent value rights are recorded at amortized cost which approximates fair value.

Note 2. Arbitral Award, Settlement Agreement and Mining Data Sale:

In October 2009 we initiated a claim (the "Brisas Arbitration") under the Additional Facility Rules of the International Centre for the Settlement of Investment Disputes ("ICSID") to obtain compensation for the losses caused by the actions of Venezuela that terminated our previous mining project known as the "Brisas Project." On September 22, 2014, we were granted an Arbitral Award (the "Award") totaling $740.3 million.

In July 2016, we signed the Settlement Agreement, subsequently amended, whereby Venezuela agreed among other things to pay us a total of approximately $1.032 billion which is comprised of $792 million to satisfy the Award (including interest) and $240 million for the purchase of our mining data related to the Brisas Project (the "Mining Data") in a series of payments ending on or before June 15, 2019 (the "Settlement Agreement"). As agreed, the first $240 million received by Gold Reserve from Venezuela has been recognized as proceeds from the sale of the Mining Data.

To date, the Company has received payments of approximately $254 million pursuant to the Settlement Agreement. The remaining unpaid amount due from Venezuela pursuant to the Settlement Agreement, which is delinquent, totals an estimated $972 million (including interest of approximately $194 million) as of December 31, 2022. In relation to the unpaid amount due from Venezuela, the Company has not recognized an Award receivable or associated liabilities on its financial statements which would include taxes, bonus plan and contingent value right payments, described below, as management has not yet determined that payment from Venezuela is probable. This judgement was based on various factors including the Sanctions imposed on Venezuela, the current economic and political instability in Venezuela, the history of non-payment by Venezuela under the terms of the Settlement Agreement and the Resolution (See Note 7). The Award receivable and any associated liabilities will be recognized when, in management’s judgment, it is probable that payment from Venezuela will occur.

The interest rate provided for on any unpaid amounts pursuant to the Award is specified as LIBOR plus two percent. With the phase out of LIBOR, if and when it is possible to engage with the Venezuelan government, we expect that, if necessary, we will either come to an agreement with Venezuela as to an appropriate replacement or, alternatively, petition the court responsible for the enforcement of our Award judgement to rule on a new interest rate benchmark.

In addition to other constraints, the Sanctions restrict the Company from working with those Venezuelan government officials responsible for the payment and transfer of funds associated with the Settlement Agreement which adversely impacts our ability to collect the remaining balance of the Award plus interest and/or amounts due pursuant to the Settlement Agreement from Venezuela. The Company, with counsels’ assistance, continues to evaluate and pursue various options in regard to the Award and the Settlement Agreement.

We have Contingent Value Rights ("CVRs") outstanding that entitle the holders to an aggregate of 5.466% of certain proceeds from Venezuela associated with the collection of the Award and/or sale of Mining Data or an enterprise sale, as such terms are defined in the CVRs (the "Proceeds"), less amounts for certain specified obligations (as defined in the CVR), as well as a bonus plan as described below. As of December 31, 2022, the total cumulative obligation payable pursuant to the terms of the CVR from the sale of the Mining Data and collection of the Award (not taking into account the claim and settlement with the CVR holders, as described below) was approximately $10 million, all of which has been paid to the CVR holders other than approximately $60,000 which has not yet been distributed.

As previously disclosed, a dispute existed between us and the holder of the majority of the CVRs, Steelhead Navigator Master, L.P., a related party that owns approximately 10.1% of our shares and which is affiliated with our director James Michael Johnston. Steelhead had previously alleged that as a general matter it believed that the Company's 45% interest in Siembra Minera represented "Proceeds" for purposes of the CVRs and as such the CVR holders were entitled to the value of 5.466% of that interest on the date of its acquisition. In December 2022, the Company and such holder agreed to settle their differences and entered into an agreement whereby the Company paid $350,000 in exchange for the release of claims made by the holder. The Company also decided to offer a pro-rata settlement with the other CVR holders of approximately $112,000, in the aggregate, of which approximately $85,000 was payable to other related parties, Greywolf Overseas Intermediate Fund, Greywolf Event Driven Master Fund, and Greywolf Strategic Master Fund SPC, Ltd. - MSP5, which collectively own approximately 14.8% of our shares. The Company’s decision to enter into these settlements, including with Steelhead Navigator Master, L.P., was determined based upon a recommendation of a special committee of independent directors of the Company. The Company recorded CVR expense in relation to this matter of approximately $462,000 during 2022, approximately $112,000 of which remained payable as of December 31, 2022.

We maintain a bonus plan (the "Bonus Plan") which is intended to compensate the participants, including executive officers, employees, directors and consultants for their past and present contributions to the Company. The bonus pool under the Bonus Plan is comprised of the gross proceeds collected or the fair value of any consideration realized less applicable taxes multiplied by 1.28% of the first $200 million and 6.4% thereafter. The bonus pool is determined substantially the same as Net Proceeds for the CVR. Certain participants of the Bonus Plan have notified the Company that in the event the Board of Directors interprets the CVR agreement in such a way as to include the value of Siembra Minera as proceeds, the Bonus Plan participants expect to be accorded the same interpretation of the terms under the Bonus Plan. The Board has determined, upon recommendation of a special committee of independent directors of the Company, that no payments should be made or offered to Bonus Plan participants in parallel with the settlement with the CVR holders referred to above. As of December 31, 2022, the total cumulative obligation payable pursuant to the terms of the Bonus Plan from the sale of the Mining Data and collection of the Award was approximately $4.4 million, all of which has been paid to the Bonus Plan participants other than approximately $70,000 which has not yet been distributed.

Due to U.S. and Canadian Sanctions and the uncertainty of transferring the remaining amounts due from Venezuela to bank accounts outside of Venezuela, management only considers those funds received by the Company into its North American bank accounts as funds available for purposes of the CVR and Bonus Plan cash distributions.

Following receipt, if any, of additional funds pursuant to the Settlement Agreement and after applicable payments to CVR holders and Bonus Plan participants, we expect to distribute to our shareholders a substantial majority of any remaining amounts, subject to applicable regulatory requirements and retaining sufficient reserves for operating expenses, contractual obligations, accounts payable and income taxes, and any obligations arising as a result of the collection of the remaining amount owed by Venezuela.

Note 3. Cash and Cash Equivalents:

	December 31, 2022	December 31, 2021
Bank deposits	$ 1,123,095	$ 1,846,842
Short term investments	14,257,394	47,270,788
Total	$ 15,380,489	$ 49,117,630

The Company’s cash and cash equivalents are predominantly held in U.S. banks and Canadian chartered banks. Short term investments include money market funds and U.S. treasury bills which mature in three months or less.

One of the Company's Barbadian subsidiaries has a U.S. dollar account in an Antiguan bank which is part of a banking group based in Venezuela. The account was intended to be used to fund the Company's activities related to the Siembra Minera project. The Company has been unable to access these funds or transfer the funds out of the account. As a result, in the fourth quarter of 2021 the Company fully impaired the financial asset and recorded an impairment loss of $1,166,529.

Note 4. Term Deposits:

	December 31, 2022	December 31, 2021
U.S. Treasury Bills	$ 27,499,188	$ –

The Company has term deposits which are classified as held to maturity, carried at amortized cost and have original maturities of between 3 and 12 months. Term deposits consist of U.S. treasury bills purchased at a discount and amortized to face value over their respective terms. In 2022, the Company recorded non-cash interest income of $122,627 related to the amortization of discount on term deposits.

Note 5. Marketable Securities:

	December 31, 2022	December 31, 2021
Equity securities		
Fair value and carrying value at beginning of year	$ 105,218	$ 83,575
Increase (decrease) in fair value	(7,165)	21,643
Fair value and carrying value at balance sheet date	$ 98,053	$ 105,218

Marketable equity securities are classified as trading securities and accounted for at fair value, based on quoted market prices with unrealized gains or losses recorded in the Consolidated Statements of Operations.

Accounting Standards Codification ("ASC") 820 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels: Level 1 inputs are quoted prices in active markets for identical assets or liabilities, Level 2 inputs are inputs other than quoted prices included within Level 1 that are directly or indirectly observable for the asset or liability and Level 3 inputs are unobservable inputs for the asset or liability that reflect the entity's own assumptions. The fair values of the Company's marketable equity securities as at the balance sheet date are based on Level 1 inputs.

Note 6. Property, Plant and Equipment:

December 31, 2022	Cost	Accumulated Depreciation	Net
Machinery and equipment	$ 968,750	$ –	$ 968,750
Furniture and office equipment	423,813	(357,690)	66,123
Transportation equipment	326,788	(296,053)	30,735
Leasehold improvements	29,390	(28,846)	544
Mineral property	350,000	–	350,000
	$ 2,098,741	$ (682,589)	$ 1,416,152

December 31, 2021		Cost		Accumulated Depreciation		Net
Machinery and equipment	$	1,602,133	$	–	$	1,602,133
Furniture and office equipment		423,813		(322,389)		101,424
Transportation equipment		326,788		(230,695)		96,093
Leasehold improvements		29,390		(25,362)		4,028
Mineral property		350,000		–		350,000
	$	2,732,124	$	(578,446)	$	2,153,678

Machinery and equipment consists of a semi-autogenous grinding (SAG) mill shell and minor infrastructure equipment originally intended for use on the Brisas Project. We evaluate our equipment and mineral property to determine whether events or changes in circumstances have occurred that may indicate that the carrying amount may not be recoverable. We regularly obtain comparable market data for similar equipment as evidence that our equipment's fair value less cost to sell is in excess of the carrying amount. In 2022, we wrote down the value of the SAG mill shell based on an updated assessment of its market value. During the fourth quarter of 2020, the Company determined that the value of the motor for the SAG mill had declined to the extent that it should be disposed of in order to reduce equipment holding cost and accordingly it was written down to scrap value. The Company recorded impairment write-downs of property, plant and equipment of $0.6 million, NIL and $3.7 million during the years ended December 31, 2022, 2021 and 2020, respectively. During the years ended December 31, 2022, 2021 and 2020, the Company disposed of certain property, plant and equipment and recorded a (loss) gain of $(8,410), $58,562 and $(30,476), respectively.

Note 7. Empresa Mixta Ecosocialista Siembra Minera, S.A.:

In March 2022, the Ministry of Mines of Venezuela ("Ministry") issued a resolution to revoke the mining rights of Siembra Minera for alleged non-compliance by Siembra Minera with certain Venezuelan mining regulations (the "Resolution"). Siembra Minera filed a reconsideration request in May 2022 which was denied by the Ministry. The Company disagrees with both the substantive and procedural grounds claimed by the Venezuelan government regarding the revocation of mining rights and the reconsideration request. We are evaluating all legal rights and remedies that are available to us under Venezuelan and other laws, under the Settlement Agreement and otherwise and, in late 2022, we filed for an appeal of the Resolution with the Venezuelan Supreme Court of Justice. We also requested a precautionary measure of suspension of the effects of the Resolution which was denied. Even if the Resolution is successfully annulled, the Sanctions, along with other constraints, could adversely impact our ability to finance, develop and operate the Siembra Minera Project or collect or repatriate sums under the Settlement Agreement.

In August 2016, we executed the Contract for the Incorporation and Administration of the Mixed Company with the government of Venezuela and in October 2016, together with an affiliate of the government of Venezuela, we incorporated Siembra Minera by subscribing for shares in Siembra Minera for a nominal amount. The primary purpose of this entity is to develop the Siembra Minera Project. Siembra Minera is beneficially owned 55% by Corporacion Venezolana de Mineria, S.A., a Venezuelan government corporation, and 45% by Gold Reserve. Siembra Minera was granted by the government of Venezuela certain gold, copper, silver and other strategic mineral rights (primarily comprised of the historical Brisas and Cristinas areas) contained within Bolivar State comprising the Siembra Minera Project.

Project expenditures incurred in 2022, 2021 and 2020 primarily related to costs associated with the retention of technical consultants and, to a lesser degree, work related to compliance and reporting obligations, maintenance of the technical data-base, and costs of social work programs. The Company directly incurred the costs associated with the Siembra Minera Project which, beginning in 2016 through March 31, 2022, amounted to a total of approximately $22.9 million. In the second through fourth quarters of 2022, the Company incurred approximately $0.7 million of certain Venezuelan related consultant and other costs which, in previous quarters, were recorded as Siembra Minera Project and related costs. Beginning in the second quarter of 2022, as a result of the Resolution, these costs were recorded in general and administrative expense.

Note 8. 401(k) Plan:

The 401(k) Plan, formerly entitled the KSOP Plan, was originally adopted in 1990 and was most recently restated effective January 1, 2021. The purpose of the 401(k) Plan is to offer retirement benefits to eligible employees of the Company. The 401(k) Plan provides for a salary deferral, a non-elective contribution of 3% of each eligible Participant's annual compensation and discretionary contributions. Allocation of Class A common shares or cash to participants' accounts, subject to certain limitations, is at the discretion of the Board. Cash contributions for the plan years 2022 and 2021 were approximately $140,000 and $163,000, respectively. For the 2020 plan year, 123,662 Class A common shares with a fair value of approximately $170,000 were contributed to participants in the 401(k) Plan.

Note 9. Stock Based Compensation Plans:

Equity Incentive Plan

The Company's equity incentive plan provides for the grant of stock options to purchase the Company's Class A common shares. During the second quarter of 2021, the number of shares available under the plan was increased to a maximum of 9,939,500 shares. As of December 31, 2022, there were 2,361,107 options available for grant. Grants are made for terms of up to ten years with vesting periods as required by the TSXV and as may be determined by the Board or a committee of the Board established pursuant to the equity incentive plan.

Stock option transactions for the years ended December 31, 2022, 2021 and 2020 are as follows:

	2022		2021		2020	
	Shares	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price
Options outstanding - beginning of period	7,218,393	$ 2.08	4,629,565	$ 2.36	4,369,565	$ 3.09
Options granted	360,000	1.07	3,033,750	1.60	260,000	1.72
Options expired	-	-	(444,922)	1.85	-	-
Options outstanding - end of period	7,578,393	$ 2.03	7,218,393	$ 2.08	4,629,565	$ 2.36

The following table relates to stock options at December 31, 2022:

	Outstanding Options				Exercisable Options			
Exercise Price	Number	Weighted Average Exercise Price	Aggregate Intrinsic Value	Weighted Average Remaining Contractual Term (Years)	Number	Weighted Average Exercise Price	Aggregate Intrinsic Value	Weighted Average Remaining Contractual Term (Years)
$0.99 - $1.28	360,000	$1.07	$ 73,250	9.84	360,000	$1.07	$ 73,250	9.84
$1.60 - $1.60	2,983,750	$1.60	-	8.76	2,983,750	$1.60	-	8.76
$1.61 - $1.93	435,000	$1.77	-	6.78	435,000	$1.77	-	6.78
$2.39 - $2.39	3,369,643	$2.39	-	4.13	3,369,643	$2.39	-	4.13
$3.15 - $3.26	430,000	$3.21	-	1.95	430,000	$3.21	-	1.95
$0.99 - $3.26	7,578,393	$2.03	$ 73,250	6.25	7,578,393	$2.03	$ 73,250	6.25

In 2022, the Company granted 360,000 options and recorded non-cash stock option expense of $159,218 in general and administrative expense upon the vesting of stock options granted in current and prior periods.

In October 2021, in conjunction with the implementation of a three-year cost reduction program which included the reduction of cash compensation, the Company granted approximately 3.0 million options to purchase the Company's Class A common shares and recorded non-cash stock option expense of approximately $1.9 million. Including the options issued under the cost reduction program, the Company granted a total of 3,033,750 and 260,000 options during the years ended December 31, 2021 and 2020, respectively. The Company recorded non-cash compensation during the years ended December 31, 2021 and 2020 of $1,992,415 and $656,775, respectively for stock options granted in the current and prior periods. Approximately $1.6 million of 2021 stock option compensation was recorded in Corporate General and Administrative expense and $0.4 million was recorded in Siembra Minera Project and related costs.

The weighted average fair value of the options granted in 2022, 2021 and 2020 was calculated as $0.41, $0.64 and $0.72, respectively. The fair value of options granted was determined using the Black-Scholes model based on the following weighted average assumptions:

	2022	2021	2020
Risk free interest rate	4.18%	0.94%	0.26%
Expected term	2.73 years	5.0 years	5.0 years
Expected volatility	55%	45%	49%
Dividend yield	Nil	Nil	Nil

The risk free interest rate is based on the US Treasury rate on the date of grant for a period equal to the expected term of the option. The expected term is based on historical exercise experience and projected post-vesting behavior. The expected volatility is based on historical volatility of our common stock over a period equal to the expected term of the option.

Change of Control Agreements

The Company maintains change of control agreements with certain officers and employees. A Change of Control is generally defined as one or more of the following: the acquisition by any individual, entity or group, of beneficial ownership of 25 percent of the voting power of the Company's outstanding Common Shares; a change in the composition of the Board that causes less than a majority of the current directors of the Board to be members of the incoming board; reorganization, merger or consolidation or sale or other disposition of all or substantially all of the assets of the Company; liquidation or dissolution of the Company; or any other event the Board reasonably determines constitutes a Change of Control. As of December 31, 2022, the amount payable to participants under the change of control agreements, in the event of a Change of Control, was approximately $4.9 million, which has not been recognized herein as no event of a change of control has been triggered as of the date of this report.

Milestone bonuses

The Company implemented an incentive bonus plan in the fourth quarter of 2021 which involves senior management whose cash compensation was reduced as part of a three-year cost reduction program. The plan provides for the payment of a bonus upon the achievement of specific objectives related to the development of the Company's business and prospects in Venezuela within certain time frames. As of December 31, 2022, the estimated maximum amount payable under the plan in the event of the achievement of the specific objectives was approximately $2.8 million. This amount has not been recognized herein and will only be recognized when, in management's judgment, it is probable the specific objectives will be achieved. The plan also provides for severance payments upon the occurrence of certain events resulting in termination of employment. As of December 31, 2022, the Company has an accrued liability for probable severance payments of approximately $0.5 million. This amount is included in general and administrative expense for the year ended December 31, 2022.

Note 10. Income Tax:

Income tax benefit for the years ended December 31, 2022, 2021 and 2020 differs from the amount that would result from applying Canadian tax rates to net loss before taxes. These differences result from the items noted below:

	2022		2021		2020	
	Amount	%	Amount	%	Amount	%
Income tax benefit based on Canadian tax rates	$ 2,149,129	25	$ 2,649,198	25	$ 3,151,661	25
Decrease due to:						
Different tax rates on foreign subsidiaries	(285,668)	(3)	(658,471)	(6)	(382,207)	(3)
Non-deductible expenses	(91,510)	(1)	(419,589)	(4)	(155,633)	(1)
Change in valuation allowance and other	(1,771,951)	(21)	(1,571,138)	(15)	(1,524,461)	(12)
	$ -	-	$ -	-	$ 1,089,360	9

The Company recorded an income tax benefit of $NIL for the years ended December 31, 2022 and 2021, and $1.1 million for the year ended December 31, 2020. The Company recorded a valuation allowance to reflect the estimated amount of the deferred tax assets which may not be realized, principally due to the uncertainty of utilization of net operating losses and other carry forwards prior to expiration. The valuation allowance for deferred tax assets may be reduced if our estimate of future taxable income changes. As part of the US government response to the COVID-19 pandemic, the U.S. Congress passed the CARES act in late March 2020 which, among other things, allowed companies to carryback losses incurred in 2018, 2019 and 2020. The Company recorded an income tax benefit in prior years to reflect the carryback of U.S. taxable losses incurred in 2020 and 2019 to offset taxable income in 2018.

The Company has an income tax receivable of $8.1 million related to the carryback of losses as noted above and prior year overpayments resulting from revisions to management's estimates of the timing and amount of deductions available to the Company's U.S. subsidiary associated with the 2017 write-off of certain subsidiaries primarily related to the Company's previous investment in the Brisas Project. During the second quarter of 2022, the Company received a tax refund of $0.6 million related to the carryback of losses incurred in 2020 as noted above. The 2017 tax filing of the Company’s U.S. subsidiary is under examination by the Internal Revenue Service. Additionally, Canada Revenue Agency is examining the Company’s 2018 and 2019 international transactions. Determining our tax liabilities requires the interpretation of complex tax regulations and significant judgment by management. There is no assurance that the tax examinations to which we are currently subject will result in favorable outcomes.

The components of the Canadian and U.S. deferred income tax assets and liabilities as of December 31, 2022 and 2021 were as follows:

	December 31,	
	2022	2021
Deferred income tax assets		
Net operating loss carry forwards	$ 39,298,070	$ 40,045,479
Property, Plant and Equipment	2,129,038	2,023,434
Other	1,672,940	1,537,637
	43,100,048	43,606,550
Valuation allowance	(43,090,943)	(43,557,562)
	$ 9,105	$ 48,988
Deferred income tax liabilities		
Other	(9,105)	(48,988)
Net deferred income tax asset	$ -	$ -

At December 31, 2022, we had the following U.S. and Canadian tax loss carry forwards stated in U.S. dollars.

U.S.	Canadian	Expires
$	$ 1,931,223	2026
	3,584,098	2027
	13,660,950	2028
	12,946,583	2029
	15,994,783	2030
	17,910,454	2031
	5,196,582	2032
	7,554,761	2033
	8,753,336	2034
	12,494,741	2035
	14,854,933	2036
	11,202,657	2037
	1,072,063	2038
	2,794,104	2039
	4,153,315	2040
	15,034,518	2041
	3,958,003	2042
4,875,207		-
$ 4,875,207	$ 153,097,104	

CORPORATE INFORMATION

Officers and Directors

James H. Coleman
Executive Chairman and Director

Rockne J. Timm
Chief Executive Officer and Director

David P. Onzay
Chief Financial Officer

James P. Geyer
Director

Yves M. Gagnon
Director

Robert A. Cohen
Director

James Michael Johnston
Director

James P. Tunkey
Director

Annual Meeting

The 2023 Annual Meeting will be held at 9:30 a.m. on November 15, 2023

999 W. Riverside Avenue
Suite 401
Spokane, Washington 99201 USA

Share Information

Number of Shareholders
Approximately 8,000

Common Shares Issued October 16, 2023

Class A common– 99,548,711

Purchase Options– 7,577,392

Securities Listing/Quote

Canada– The TSX Venture Exchange:
GRZ.V

United States– OTCQX:
GDRZF

Transfer Agent

Computershare Trust Company, Inc.
Toronto, Ontario Canada
Greenwood Village, CO USA

Registered Agent

Norton Rose Fulbright Canada LLP
Calgary, Alberta Canada

Office

Corporate
999 W. Riverside Avenue
Suite 401
Spokane, WA USA
99201
Ph: (509) 623-1500
Fx: (509) 623-1634

Bankers

Bank of America
Spokane, Washington USA

Bank of Montreal
Vancouver, BC Canada

Bank of China
Toronto, ON Canada

Canaccord Genuity
Toronto, ON Canada

TD Commercial Bank
Calgary, AB Canada

Auditor

PricewaterhouseCoopers LLP
Vancouver, BC Canada

Counsel

Norton Rose Fulbright LLP
Toronto, Ontario Canada

Baker & McKenzie LLP
Houston, Texas USA

King & Spalding LLP
Houston, Texas USA

McCarthy Tétrault LLP
Toronto, Ontario Canada

Exhibit 99.5

ABRIDGEMENT CERTIFICATE
PURSUANT TO SECTION 2.20 OF NATIONAL INSTRUMENT 54-101 COMMUNICATION WITH BENEFICIAL OWNERS OF SECURITIES OF A REPORTING ISSUER

I, James H. Coleman, Executive Chairman of Gold Reserve Inc. (the **Company**), hereby certify for and on behalf of the Company, and not in my personal capacity and without personal liability, that in connection with the annual general meeting of holders of the Company's common shares to be held on November 15, 2023 (the **Meeting**), the Company:

1 has arranged to have proxy-related materials for the Meeting sent in compliance with the applicable timing requirements prescribed in Sections 2.9 and 2.12 of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (**NI 54-101**);

2 has arranged to have carried out all of the requirements of NI 54-101 in addition to those described in paragraph 1 above; and

3 is relying upon Section 2.20 of NI 54-101 in connection with the abridgment of the time periods specified in subsections 2.2(1) and 2.5(1) of NI 54-101.

DATED this 25th day of October, 2023.

GOLD RESERVE INC.

Per: *"James H. Coleman"*
Name: James H. Coleman
Title: Executive Chairman