

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 March 2022

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 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 March 15, 2022, Gold Reserve Inc. (the “Company”) filed a Material Change Report with Canadian securities regulatory authorities, a copy of which is furnished as Exhibit 99.1 to this Report on Form 6-K.

This Report on Form 6-K and the exhibit 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Commission (the “SEC”) and are to be a part thereof from the date on which this report is filed, to the extent not superseded by documents or reports subsequently filed or furnished.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 securities laws) (collectively referred to herein as “forward-looking statements”) that may state our 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 us at this time, are inherently subject to significant business, economic and competitive uncertainties and contingencies that may cause our actual financial results, performance or achievements to be materially different from those expressed or implied herein, 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.

Numerous factors could cause actual results to differ materially from those described in the forward-looking statements, including, without limitation: (i) risks associated with the timing and ability to appeal or contest the revocation of the mining rights held by Siembra Minera; (ii) 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; (iii) risks associated with Venezuela’s failure to honor its remaining commitments associated with the formation 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 could have an adverse impact on the Company; (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; and (vi) risks associated with sanctions imposed by the U.S. and Canadian governments targeting the Bolivarian Republic of Venezuela.

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 Information Form and Annual Report on Form 40-F, including, but limited to, the section entitled “Risk Factors” in Management’s Discussion and Analysis 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.sedar.com, respectively. Consider these factors carefully in evaluating the forward-looking statements. All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by this notice. We disclaim 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 our disclosure obligations under applicable U.S. and Canadian securities regulations. 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

<u>Exhibit No.</u>	<u>Description</u>
99.1	Material Change Report filed with Canadian securities regulatory authorities by Gold Reserve Inc. on March 15, 2022*

* 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: March 15, 2022

GOLD RESERVE INC. (Registrant)

By: /s/ David P. Onzay

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

Form 51-102F3
Material Change Report

MATERIAL CHANGE REPORT UNDER SECTION 7.1(1) OF
NATIONAL INSTRUMENT 51-102

1. **Name and Address of Company**

Gold Reserve Inc. ("Gold Reserve")
999 W. Riverside Avenue, Suite 401
Spokane, Washington
99201

2. **Date of Material Change**

March 9, 2022

3. **News Release**

A news release announcing the material change described herein was issued through Business Wire at Spokane, Washington on March 9, 2022 and filed on SEDAR on March 11, 2022 and is attached hereto as Appendix "A".

4. **Summary of Material Change**

Gold Reserve learned that The Ministry of Mines of Bolivarian Republic of Venezuela issued a Resolution that purports to revoke the mining rights of the Venezuelan Joint Venture Company, Siembra Minera SA (55% owned by Venezuela – 45% owned by Gold Reserve), for alleged non-compliance with certain Venezuelan mining regulations.

5. **Full Description of Material Change**

5.1 Full Description of Material Change

Gold Reserve learned that The Ministry of Mines of Bolivarian Republic of Venezuela issued a Resolution that purports to revoke the mining rights of the Venezuelan Joint Venture Company, Siembra Minera SA, for alleged non-compliance with certain Venezuelan mining regulations. Siembra Minera SA is 55% owned by Venezuela and 45% owned by Gold Reserve. The Resolution states that Siembra Minera SA may exercise remedies concerning the revocation in administrative proceedings or court proceedings in Venezuela.

The Venezuelan government has a controlling 55% interest in Siembra Minera SA and any alleged non-compliance by Siembra Minera SA would be due to failure or inaction by the Venezuelan government. Furthermore, the government of Venezuela is in non-compliance with its obligations to Siembra Minera SA and the Company under the Settlement and Joint Venture Agreement that it signed with the Company in 2016.

Consequently, the Company is considering all legal rights and remedies available to it under the Settlement Agreement and applicable law.

5.2 Disclosure for Restructuring Transactions

Not Applicable.

6. **Reliance on subsection 7.1(2) of National Instrument 51-102**

Not Applicable.

7. **Omitted Information**

Not Applicable.

8. **Executive Officer**

A. Douglas Belanger
President
(509) 623-1500

9. **Date of Report**

March 15, 2022.



VENEZUELAN MINISTRY OF MINES REVOKES MINERAL RIGHTS OF SIEMBRA MINERA – GOLD RESERVE CONSIDERING ALL LEGAL RIGHTS AND REMEDIES

SPOKANE, Washington, March 9, 2022 NR-22-01

Gold Reserve Inc. (TSX.V: GRZ) (OTCQX: GDRZF) (“Gold Reserve” or the “Company”) announced that it has learned that The Ministry of Mines of Bolivarian Republic of Venezuela (“Ministry of Mines”) issued a Resolution that purports to revoke the mining rights of the Venezuelan Joint Venture Company, Siembra Minera SA (55% owned by Venezuela – 45% owned by Gold Reserve) (“Siembra Minera SA”) for alleged non-compliance with certain Venezuelan mining regulations. The Resolution states that Siembra Minera SA may exercise remedies concerning the revocation in administrative proceedings or court proceedings in Venezuela.

The Venezuelan government has a controlling 55% interest in Siembra Minera SA and any alleged non-compliance by Siembra Minera SA would be due to failure or inaction by the Venezuelan government. Furthermore, the government of Venezuela is in non-compliance with its obligations to Siembra Minera SA and the Company under the Settlement and Joint Venture Agreement that it signed with the Company in 2016.

Consequently, the Company is considering all legal rights and remedies available to it under the Settlement Agreement and applicable law.

Doug Belanger, President stated “the government appears to be essentially cancelling its own rights to the property, and therefore, those of Gold Reserve as a minority shareholder and yet the Government of Venezuela is the one out of compliance”.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This release contains “forward-looking statements” within the meaning of applicable U.S. federal securities laws and “forward-looking information” within the meaning of applicable Canadian provincial and territorial securities laws and state Gold Reserve’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 and assumptions that, while considered reasonable by management at this time, are inherently subject to significant business, economic and competitive uncertainties and contingencies. We caution 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 of Gold Reserve

to be materially different from our estimated outcomes, future results, performance, or achievements expressed or implied by those forward-looking statements, including without limitation the revocation of the mining rights held by *Siembra Minera SA* by the Ministry of Mines, the timing and ability to appeal or contest such revocation and/or ability to take other legal actions including with respect to non-compliance by Venezuela of its obligations under the Settlement Agreement, risks and uncertainties associated with the U.S. and Canadian sanctions against Venezuela and/or its government officials, risks associated with the continued failure by Venezuela to honor its commitments under the Settlement Agreement and/or the Award; risks associated with the collection of the Award and substantial concentration of our operations and assets in Venezuela and risks that any future Venezuelan administration will fail to respect the agreements of the prior administration. This list is not exhaustive of the factors that may affect any of Gold Reserve's forward-looking statements. For a more detailed discussion of the risk factors affecting the Company's business, see the Company's Annual Information Form and Management's Discussion & Analysis for the year ended December 31, 2020 which have been filed on SEDAR and are available under the Company's profile at www.sedar.com and which form part of the Company's Form 40-F for the year ended December 31, 2020 which have been filed on EDGAR and are available under the Company's profile at www.sec.gov/edgar.

Investors are cautioned not to put undue reliance on forward-looking statements. All subsequent written and oral forward-looking statements attributable to Gold Reserve or persons acting on its behalf are expressly qualified in their entirety by this notice. Gold Reserve 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 promulgated by the Securities and Exchange Commission and applicable Canadian provincial and territorial securities laws

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

View source version on businesswire.com: <https://www.businesswire.com/news/home/20211118006317/en/>

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Source: Gold Reserve Inc.