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 November 2024

Commission File Number: 001-31819

Gold Reserve Ltd.

(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 November 21, 2024, Gold Reserve Ltd. (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Commission (the "SEC") and are to be a part thereof from the date on which this report is filed, to the extent not superseded by documents or reports subsequently filed or furnished.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 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 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:

- Risks in relation to the sale of the common shares of PDV Holdings, Inc. ("PDVH"), the indirect parent company of CITGO Petroleum Corp, pursuant to the sales and bidding procedures (the "Bidding Procedures") managed by the Special Master (the "Special Master") appointed by the U.S. District Court for the District of Delaware (the "Sale Process"), including that the Sale Process may not result in a sale of the PDVH shares to any person, including the buyer selected by the Special Master (the "Buyer"); the Company may not receive any monies under the Sale Process, including under the transaction currently proposed to sell the PDVH shares to the Buyer (the "Proposed Sale Transaction"); any potential transaction of the Company solely or with one or more other parties ("Potential Transaction") in relation to the sale of PDVH shares pursuant to the Sales Process, including, but not limited to: complying with the topping bid terms under the proposed executed stock purchase agreement (the "Proposed Purchase Agreement"), the discretion of the Special Master to otherwise consider any Potential Transaction, entering into any discussions or negotiation with respect thereto and that the Special Master may reject any Potential Transaction, including without limitation, because the Special Master's view is that the Potential Transaction is not of sufficient value, does not sufficiently take account of the PDVSA 2020 Notes, does not have sufficient certainty of closing and/or for any other reason; the form of consideration and/or proceeds that may be received by the Company in any Potential Transaction; that any Potential Transaction, and/or the form of proceeds received by the Company in any Potential Transaction, may be substantially less than the amounts outstanding under the Company's September 2014 arbitral award (the "Award") and/or corresponding November 20, 2015 U.S.

judgement; the failure of the Company to put forth or negotiate any Potential Transaction, including as a result of failing to obtain sufficient equity and/or debt financing; that any Potential Transaction of the Company will not be selected as a "Successful Bid" under the Bidding Procedures including complying with any topping bid procedures, and if selected may not close, including as a result of U.S. Department of Treasury Office of Foreign Assets Control ("OFAC "), or any other applicable regulatory body, not granting an authorization in connection with any potential sale of PDVH shares and/or whether OFAC changes its decision or guidance regarding the Sale Process; failure of the Company or any other party to obtain any required approvals for, or satisfy other conditions to effect, any transaction resulting from any Potential Transaction; that the Company may forfeit any cash amount deposit made due to failing to complete any Potential Transaction or otherwise; that the making of any Potential Transaction or any transaction resulting therefrom may involve unexpected costs, liabilities or delays; that, prior to or as a result of the completion of any transaction contemplated by any Potential Transaction, the business of the Company may experience significant disruptions due to transaction related uncertainty, industry conditions or other factors; the ability to enforce the writ of attachment granted to the Company; the timing set for various reports and/or other matters with respect to the Sale Process (including any sales motion or hearing in connection thereto) may not be met; the ability of the Company to otherwise participate in the Sale Process (and related costs associated therewith); the amount, if any, of proceeds associated with the Sale Process the Company may receive; the competing claims of certain creditors, the "Other Creditors" (as detailed in the applicable court documents filed with the Delaware Court) of the Bolivarian Republic of Venezuela ("Venezuela") and/or any of its agencies or instrumentalities and the Company, including any interest on such creditors' judgements and any priority afforded thereto; uncertainties with respect to possible settlements between Venezuela, PDVSA, and/or any of their agencies or instrumentalities, and other creditors and the impact of any such settlements on the amount of funds that may be available under the Sale Process; the ramifications of bankruptcy with respect to the Sale Process and/or the Company's claims, including as a result of the priority of other claims; and whether Venezuela or PDVH's parent company, Petroleos de Venezuela, S.A., or any other party files further appeals or challenges with respect to any judgment of the U.S. Court of Appeals for the Third Circuit, any judgment of the U.S. District Court of Delaware, or any judgment of any other court in relation to the Company's right to participate in any distribution of proceeds from the Sales Process, including any Potential Transaction or the Proposed Sale Transaction;

- risks associated with otherwise recovering funds (including related costs associated therewith) under the Company's settlement agreement (the "Settlement Agreement") with Venezuela or its various proceedings against Venezuela and its agencies and instrumentalities, including (a) the potential ability of the Company to obtain the funds that the Lisbon District Court attached in Portugal on the Company's requests, and (b) the Company's ability to repatriate any funds obtained in the Lisbon proceedings, or any funds owed to the Company under the settlement arrangements that may become available;

- risks associated with sanctions imposed by the U.S. and Canadian governments targeting Venezuela, its agencies and instrumentalities, and its related persons (the "Sanctions") and/or whether we are able to obtain (or get results from) relief from such sanctions, if any, obtained from OFAC or other similar regulatory bodies in Canada or elsewhere:

  - 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;

  - 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 and interact with Venezuela as to Siembra Minera and the Resolution, which is expected to continue for an indeterminate period of time; and

- The Sanctions could adversely impact our ability to finance, develop and operate the Siembra Minera Project (as defined herein), and the Sanctions will continue indefinitely until modified by the U.S. or the Canadian government;

· risks associated with whether the U.S. and Canadian government agencies that enforce the Sanctions may not issue licenses that the Company has requested, or may request in the future, to engage in certain Venezuela-related transactions including timing and terms of such licenses;

· risks associated with the continued failure by Venezuela to honor its commitments under the Settlement Agreement (as defined below) with the Company. As of the date of this report, Venezuela still owes the Company an estimated $1.129 billion (including interest) under the Settlement Agreement;

· risks associated with Venezuela's ongoing failure to honor its commitments associated with the formation, financing and operation of the joint venture entity Empresa Mixta Ecosocialista Siembra Minera, S.A. ("Siembra Minera") and the inability of the Company and Venezuela to overcome certain obstacles associated with the Siembra Minera project;

· risks associated with the breach by Venezuela 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;

· risks associated with the timing and ability to 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 or any adverse outcome of such efforts, the Resolution and/or the ability to take other legal actions including with respect to non-compliance by Venezuela of its obligations under the Settlement Agreement and Mixed Company Agreement;

· even if there is a successful outcome with respect to the Resolution there would be:

  - risks associated with Venezuela's failure to honor its commitments associated with the formation, financing and operation of the Siembra Minera Project (as described herein);
  - risks associated with the ability of the Company to (i) successfully overcome legal or regulatory obstacles to operate Siembra Minera for the purpose of developing the Siembra Minera Project, (ii) complete any additional definitive documentation and finalize remaining governmental approvals and (iii) obtain financing to fund the capital costs of the Siembra Minera Project;
  - the risk that the conclusions of management and its qualified consultants contained in the Preliminary Economic Assessment of the Siembra Minera Gold Copper Project in accordance with Canadian National Instrument 43-101- *Standards of Disclosure for Mineral Projects* may not be realized in the future;
  - risks associated with exploration, delineation of sufficient reserves, regulatory and permitting obstacles and other risks associated with the development of the Siembra Minera Project;
  - risks associated with the political and economic instability in Venezuela, including any future government confiscation of assets; and
  - risks that any future Venezuelan administration or power, de jure or de facto, will fail to respect the agreements entered into by the Company and Venezuela, including past or future actions of any branch of Government challenging the formation of Siembra Minera and Presidential Decree No. 2.248 creating the National Strategic Development Zone Mining Arc of the Orinoco;

· 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 and its personnel to carry on activities in Venezuela, including safety and security of personnel, repatriation of funds and the other factors identified herein;

· risks associated with the fact that the Company has no revenue producing operations at this time and its future working capital position is dependent upon the collection of amounts due pursuant to the Settlement Agreement and/or Award and corresponding judgments (including under the Sale Process) or the Company's ability to raise additional funds from the capital markets or other external sources;

- 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 contesting the Resolution;
- risks associated with potential tax, accounting or financial impacts, including any potential income tax liabilities in addition to those currently recorded, that may result from the current (or any future) audits of our tax filings by U.S. and Canadian tax authorities;
- risks associated with cybersecurity and other information security breaches, including the risk that unauthorized access to the Company's network or those of other third party providers could result in operational disruption, data breach and significant remediation costs;
- risks associated with bonus plan participants claiming Siembra Minera is "proceeds" for purposes of such bonus plan, including costs associated therewith and amounts paid in settlement, if any;
- risks associated with our ability to service outstanding obligations as they come due and access future additional funding, when required, for ongoing liquidity and capital resources, pending the receipt of payments under the Settlement Agreement or collection of the Award in the courts;
- risks associated with our prospects in general for the identification, exploration and development of mining projects and other risks normally incident to the exploration, development and operation of mining properties, including our ability to achieve revenue producing operations in the future;
- risks that estimates and/or assumptions required to be made by management in the course of preparing our financial statements are determined to be inaccurate, resulting in a negative impact on 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;
- risks associated with the ability of the Company to maintain an effective system of internal control over financial reporting and disclosure controls and procedures, which may result in the Company not being able to produce accurate and timely financial statements and other public filings;
- risks associated with shareholder dilution resulting from the future sale of additional equity, if required;
- risks that changes in the composition of the Board of Directors or other developments may result in a change of control and potentially require change of control payments, estimated at $3.3 million as of September 30, 2024, to be made to certain officers and consultants;
- risks associated with the abilities of and continued participation by certain executive officers and employees; and
- risks associated with the impact of current or future U.S., Canadian and/or other jurisdiction's tax laws to which we are or may be subject, including with respect to the continuance of the Company from the Province of Alberta into Bermuda.

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 U.S. Securities and Exchange Commission (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 40-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*

* 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: November 21, 2024

GOLD RESERVE LTD. (Registrant)

By: /s/ David P. Onzay

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

GOLD RESERVE LTD.

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 common shares, par value US$0.01 each (the "**Common Shares**") of GOLD RESERVE LTD., formerly GOLD RESERVE INC. (the "**Company**") will be held at Rosebank Centre, 5th Floor, 11 Bermudiana Road, Pembroke HM 08, Bermuda on Thursday, December 12, 2024 at 11:00 a.m. Bermuda time (7:00 a.m. Pacific 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 or appointed or their office is otherwise vacated;

(2) to consider and, if deemed advisable, to approve an ordinary resolution authorizing the board of directors of the Company (the "**Board**"), at any time between the date of the Meeting and the date of the Company's subsequent annual general meeting, to appoint, at the Board's discretion and at its option, up to an additional three (3) directors to the Board without any further shareholder approval;

(3) to consider and, if deemed advisable, approve an amendment to the Company's 2012 Equity Incentive Plan to increase the number of Common Shares available to be granted thereunder to 14,932,307;

(4) to approve 2,500,000 conditional stock options granted to Mr. Paul Rivett on May 3, 2024;

(5) to appoint CBIZ CPAs P.C. as independent auditors of the Company and to authorize the Board to fix the auditors' remuneration;

(6) to lay before the Shareholders the financial statements of the Company for the year ended December 31, 2023, together with the report of the auditors thereon; and

(7) 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 Common 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, management information circular (the "**Circular**"), a supplemental mailing list return card and a copy of the Company's 2023 Annual Report accompany this Notice of Annual General Meeting of Shareholders.

Non-registered Shareholders (for example, those Shareholders who hold Common 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 Common Shares. For further information with respect to Shareholders who own Common 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. The Board has fixed the close of business on Tuesday, November 12, 2024 as the record date for the determination of Shareholders entitled to notice of the Meeting and any adjournment or postponement thereof.

DATED this 14th day of November, 2024

BY ORDER OF THE BOARD OF DIRECTORS

Paul Rivett, Chief Executive Officer

GOLD RESERVE LTD. 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 LTD., formerly GOLD RESERVE INC. (the "Company") to be voted at the Annual General Meeting of Shareholders of the Company (the "Meeting") to be held on December 12, 2024 at 11:00 a.m. Bermuda time (7:00 a.m. Pacific time), at Rosebank Centre, 5th Floor, 11 Bermudiana Road, Pembroke HM 08, Bermuda, 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 common shares of the Company, par value $0.01 each (the "Common Shares") in their name for others for their reasonable charges and expenses in forwarding proxies and proxy materials to beneficial owners of such Common 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 November 14, 2024.

The Notice of Annual General Meeting of Shareholders, this Circular and the Company's 2023 Annual Report are also available for review on the Company's website at www.goldreserve.bm under "2024 Annual Shareholder Meeting" and under the Company's profile on SEDAR+ at www.sedarplus.ca.

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 written form of proxy that is permitted under applicable law and that the chairman of the Meeting shall accept.

The completed proxy must be 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, otherwise the instrument of proxy will be invalid. However, the time limit for deposit of proxies may be waived or extended by the Chairman of the Meeting at his discretion, without notice.

See "*Voting by Non-Registered Shareholders*" below for a discussion of how non-registered Shareholders (i.e. Shareholders that hold their Common 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.

Shareholders that hold their Common 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 Common 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 Common Shares will be voted accordingly. IN THE ABSENCE OF SUCH CHOICE BEING SPECIFIED, SUCH COMMON 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 Common 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 Common Shares. Holders of Common Shares (the "**Shareholders**") are entitled to one vote per Common 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 November 12, 2024 (the "**Record Date**") as the record date for the Meeting. As of the Record Date, there were 113,037,414 issued and outstanding Common Shares.

The Company will prepare a list of Shareholders of record at the Record Date. Shareholders of record at the Record Date will be entitled to vote the Common Shares then registered in their name 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 Common Shares were:

Shareholder Name	Number of Common Shares Held at Record Date	Percentage of Common Shares Issued [1]
Greywolf Capital Management LP [2]	**29,086,828**	**25.7%**
Greywolf Event Driven Master Fund.	6,384,948	5.6%
Greywolf Overseas Intermediate Fund	2,924,344	2.6%
Greywolf Strategic Master Fund SPC, Ltd. – MSP9	9,330,589	8.3%
Greywolf Strategic Master Fund SPC, Ltd. – MSP5	2,322,303	2.0%
GWC Select Opportunities SPC, Ltd. – SP5	5,972,263	5.3%
Greywolf Opportunities Master Fund II LP	2,152,381	1.9%
Camac Capital, LLC [3]	**18,527,103**	**16.4%**
Camac Fund, LP	9,475,404	8.4%
Camac Fund II, LP	9,051,699	8.0%

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

(2) The number of Common Shares held is based on publicly available information filed with the U.S. Securities and Exchange Commission last filed on July 11, 2024.

(3) The number of Common Shares held is based on publicly available information filed with the U.S. Securities and Exchange Commission last filed on October 2, 2024.

A quorum for the transaction of business at the Meeting shall be two or more persons present in person and representing in person or by proxy not less than 5% of the total issued Common Shares throughout the Meeting; *provided that*, if the Company shall at any time have only one Shareholder, one Shareholder present in person or by proxy shall form a quorum for the transaction of business at the Meeting.

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 Common 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 Common 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 ("**NI 54-101**"), 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 Common 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 Common 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 Common 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 NI 54-101, 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 bye-laws of the Company provide that the board of directors of the Company (the "**Board**") shall consist of a minimum of three and a maximum of fifteen directors, with the actual number of directors within that range to be determined from time to time by the Board. The Board presently consists of eight directors. Effective at the time of the Meeting, the Board has set the number of directors at seven, and Shareholders are being asked to elect seven members to the Board.

The Board held ten 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, Johnston, Gagnon and Tunkey attended all ten meetings; Mr. Geyer retired as a director effective November 15, 2023 and attended all nine meetings for which he was entitled to attend and Mr. Knight became a director effective November 15, 2023 and attended one meeting for which he was entitled to attend.

The bye-laws of the Company provide that each director shall be elected to hold office until the next annual general meeting of Shareholders or until their successors are elected or appointed or their office is otherwise vacated. 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 exceptions of Rockne J. Timm and James H. Coleman, who will not be standing for re-election at the Meeting), as well as Jonathan Howes, be

elected to serve until the next annual meeting of Shareholders, or until their successors are elected or appointed or their office is otherwise vacated, in accordance with the bye-laws of the Company. Mr. Coleman is currently a member of the Legal, Nominating (Chair), Barbados (Chair), Special (Chair), and Financial Markets committees, and his replacement on each of 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 Common Shares beneficially owned, controlled or directed, directly or indirectly, by each of them as of the Record Date 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 vote against or abstain from voting for others, or vote against or abstain from voting for all of them.

Management of the Company recommends that Shareholders vote FOR the election of each of the directors below. Unless instructions are given to vote against or abstain from voting with regard to the election of directors, the persons whose names appear on the enclosed form of proxy will vote FOR the election of each of the seven nominees whose names are set out in the table below. In order to be elected at the Meeting, each director must receive a majority of votes cast at the Meeting FOR their election.

Name and Place of Residence	Principal Occupation	Director of the Company since	Shares Beneficially Owned, or Controlled or Directed, directly or indirectly as of Record Date	Member of Committee
Robert A. Cohen Becket, Massachusetts USA	Mr. Cohen has been a director of the Company since 2017 and became Chairman effective February 13, 2024. He 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)
Paul Rivett Toronto, Ontario Canada	Mr. Rivett was appointed Executive Vice-Chairman and a director of the Company, May 3, 2024. Subsequently, on October 4, 2024, he became the Chief Executive Officer of the Company. Additionally, Mr. Rivett currently sits on a number of not-for-profit and for-profit boards, including two public companies, GreenFirst Forest Products Inc. and Chorus Aviation Inc. Mr. Rivett is the President of Tevir Capital Corp., a Canadian wealth management firm he founded. Mr. Rivett previously served as the Chair of Torstar and	2024	-	-

Name and Place of Residence	Principal Occupation	Director of the Company since	Shares Beneficially Owned, or Controlled or Directed, directly or indirectly as of Record Date	Member of Committee
	before that, served as the President of Fairfax Financial, a global insurance holdings and value investing company, where he worked for nearly two decades. Mr. Rivett is well known as a dynamic entrepreneur and successful developer of value in enterprises in a variety of industries. He has over 30 years of experience in acquiring, developing and leading new business opportunities in numerous sectors, including insurance, banking, manufacturing, industrial, digital media, tech, retail, carbon capture, restaurant, aviation, forestry and real estate sectors. As part of one currently planned investment, Mr. Rivett is expected to join the board of directors and take an executive role, subject to a number of closing conditions, including regulatory and other approvals.			
James Michael Johnston Seattle, Washington USA	Mr. Johnston co-founded Steelhead Partners, LLC ("**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 (Chair) Audit Financial Markets
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 Canada's	2020	-	Special Audit

Name and Place of Residence	Principal Occupation	Director of the Company since	Shares Beneficially Owned, or Controlled or Directed, directly or indirectly as of Record Date	Member of Committee
	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. Mr. 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).			
James P. Tunkey Larchmont, New York USA	Mr. Tunkey has 29 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) Nominating
David A. Knight Oakville, Ontario Canada	Mr. Knight is a retired lawyer with 40 years' experience in the areas of securities and mining law. Prior to his retirement in 2021, Mr. Knight acted as legal advisor to the Company and currently acts as a consultant.	2023	-	Legal Compensation
Jonathan Howes, CPA Hamilton Parish, Bermuda	Mr. Howes has served as the chief executive officer of The Bermuda Press (Holdings) Limited ("**BPHL**"), a Bermuda company listed on the Bermuda Stock	N/A	-	N/A

Name and Place of Residence	Principal Occupation	Director of the Company since	Shares Beneficially Owned, or Controlled or Directed, directly or indirectly as of Record Date	Member of Committee
	Exchange and primarily engaged in real estate holdings, newspaper publishing and office equipment, through its subsidiaries, since January 2010. He also currently serves as a director of BPHL. From April 2007 to December 2010, Mr. Howes served as the chief financial officer of The Royal Gazette Limited, a daily newspaper publisher in Bermuda. Mr. Howes has also served on the board of directors of the Bermuda Chamber of Commerce since 2014, and has served as its Treasurer since 2020.			

(1) Mr. Johnston is a member and portfolio manager of Steelhead, which acts as investment manager of Steelhead Navigator Master, L.P. and another client account that together hold 10,099,924 Common Shares as of the Record Date. As such, Mr. Johnston may be deemed to beneficially own the Common Shares owned by these client accounts, as he may be deemed to have the power to direct the voting or disposition of such Common Shares. Otherwise, Mr. Johnston disclaims beneficial ownership of these securities. The number of Common Shares held is based on publicly available information filed with the U.S. Securities and Exchange Commission last filed on September 6, 2024.

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 31 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.

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.

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 – Authorization of Board to Appoint Directors

At the Meeting, Shareholders will be asked to authorize the Board, at any time between the date of the Meeting and the date of the Company's subsequent annual general meeting, to appoint, at the Board's discretion and at its option, up to an additional three (3) directors to the Board without any further shareholder approval (the "**Board Increase Authority**"). The Shareholders can vote for, against or abstain from voting with respect to the ordinary resolution for the Board Increase Authority.

Management of the Company recommends that Shareholders vote FOR the resolution for the Board Increase Authority. Unless instructions are given to vote against or abstain from voting with regard to the Board Increase Authority resolution, the persons whose names appear on the enclosed form of proxy will vote FOR the Board Increase Authority resolution. In order for the Board Increase Authority resolution to pass, there must be a majority of votes cast at the Meeting FOR its approval.

Item 3 – Approval of Amendment to the 2012 Equity Incentive Plan

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, to approve an amendment (the "**Amended 2012 Plan**") of the Company's 2012 Equity Incentive Plan (the "**2012 Plan**"). A copy of the Amended 2012 Plan is appended to this Circular as Appendix A. The details of the existing 2012 Plan, including certain amendments made in 2024 in connection with TSXV policies and the continuance of the Company from the province of Alberta to the jurisdiction of Bermuda, can be found below under "*Executive Compensation – Incentive Plans – The 2012 Plan*".

On May 3, 2024, the Board approved an amendment to the maximum number of Common Shares issuable pursuant to options exercised under the 2012 Plan; in particular, the maximum number of Common Shares issuable was increased from 9,939,500 to 14,932,307, which as of the Record Date represents approximately 13.21% of the total issued and outstanding Common Shares of the Company (the "**Plan Maximum Amendment**").

The Board is of the view that the Amended 2012 Plan will provide the Company with the flexibility to continue to attract and maintain the services of directors, executive officers, employees and other service providers, including the flexibility to facilitate the proposed grant of Conditional Options (as defined below) to Paul Rivett, the Executive Vice-Chairman and Chief Executive Officer of the Company (as further described below under "*Item 4 – Approval of 2,500,000 Conditional Stock Options granted to Paul Rivett*"), and is competitive with the equity incentives provided by other similar companies in the same industry as the Company.

The Amended 2012 Plan, if approved by Shareholders at the Meeting, will include the Plan Maximum Amendment. For the Plan Maximum Amendment to be approved, an ordinary resolution must be passed by a majority of the votes cast in respect thereof at the Meeting. At the Meeting, Shareholders will be asked

to consider and, if thought advisable, approve the following ordinary resolution (the "**Incentive Plan Resolution**"):

"BE IT RESOLVED THAT:

1. the amendment of the 2012 Equity Incentive Plan (the "**Plan**") of Gold Reserve Ltd. (the "**Company**"), such that the maximum number of common shares of the Company, par value US$0.01 each ("**Common Shares**") available for issuance pursuant to the Plan be increased from a fixed maximum of 9,939,500 Common Shares to 14,932,307 Common Shares, subject to the other terms and conditions of the Plan, be and is hereby authorized and approved; and

2. any one director or officer of the Company be hereby authorized, for and on behalf of the Company, to execute or cause to be executed, and to deliver or cause to be delivered, all such documents and filings, and to do or cause to be done all such acts and things, as in the opinion of such director or officer may be necessary or desirable in order to carry out the terms of these resolutions, such determination to be conclusively evidenced by the execution and delivery of such documents or the doing of any such act or thing."

In order to be passed, the Incentive Plan Resolution must be approved by a majority of the votes cast in respect thereof at the Meeting. **Management of the Company recommends that Shareholders vote FOR the Incentive Plan Resolution. Unless instructions are given to vote against or abstain from voting on the Incentive Plan Resolution, the persons whose names appear on the enclosed form of proxy will vote FOR the Incentive Plan Resolution.**

Certain major Shareholders, representing approximately 51.06% of the outstanding Common Shares as of the Record Date, have agreed to vote their Common Shares FOR the Incentive Plan Resolution.

Item 4 – Approval of 2,500,000 Conditional Stock Options granted to Paul Rivett

On May 3, 2024, the Company granted 750,000 options to purchase Common Shares under the 2012 Plan to Mr. Paul Rivett, Executive Vice-Chairman and now Chief Executive Officer of the Company. 250,000 of such options vested immediately at an exercise price of $3.28 per Common Share. With respect to the additional 500,000 options, 50% vested on November 3, 2024, and the remaining 50% will vest on May 3, 2025, at an exercise price of $5.00 per Common Share. These options have a maximum term of five years from the date of grant.

In addition, also on May 3, 2024, the Company granted 2,500,000 conditional stock options to purchase Common Shares under the 2012 Plan, as amended by the Plan Maximum Amendment, to Mr. Rivett at an exercise price of $7.00 per Common Share (the "**Conditional Options**"). 50% of the Conditional Options will vest on February 3, 2025, and the remaining 50% will vest on November 3, 2025. The Conditional Options have a maximum term of five years from the date of grant.

Further, as previously disclosed, on October 4, 2024, in connection with Mr. Rivett's appointment as Chief Executive Officer of the Company, the Company granted Mr. Rivett an additional 1,000,000 options to purchase Common Shares. 50% of those options vested on the date of grant, and the remaining 50% will vest on April 4, 2025, all at an exercise price of $2.35 per Common Share and with a maximum term of five years from the date of grant. For greater certainty, the exercise of such options is not conditional on either the Incentive Plan Resolution or the Conditional Options Resolution (as defined below) being passed at the Meeting.

The Conditional Options may not be exercised unless the Company obtains the majority approval of the disinterested Shareholders (i.e., all Shareholders excluding Mr. Rivett and his "Associates" and "Affiliates", as defined in *TSXV Policy 1.1 – Interpretation*, including Common Shares held beneficially by such persons) of the grant of the Conditional Options at the Meeting. As of the date of this Circular, Mr. Rivett (including his "Associates" and "Affiliates", as defined in *TSXV Policy 1.1 – Interpretation*) does not hold any Common Shares.

At the Meeting, disinterested Shareholders will be asked to consider and, if thought advisable, approve the following ordinary resolution (the "**Conditional Options Resolution**"):

"BE IT RESOLVED THAT:

1. The granting of 2,500,000 conditional stock options at an exercise price of US$7.00 per common share of Gold Reserve Ltd. (the "**Company**"), par value US$0.01 each, to Paul Rivett be hereby ratified and approved, subject to any change required by the TSX Venture Exchange; and

2. any one director or officer of the Company be hereby authorized, for and on behalf of the Company, to execute or cause to be executed, and to deliver or cause to be delivered, all such documents and filings, and to do or cause to be done all such acts and things, as in the opinion of such director or officer may be necessary or desirable in order to carry out the terms of these resolutions, such determination to be conclusively evidenced by the execution and delivery of such documents or the doing of any such act or thing."

In order to be passed, the Conditional Options Resolution must be approved by a majority of the votes cast in respect thereof at the Meeting by the disinterested Shareholders. If either the Incentive Plan Resolution or Conditional Options Resolution are not approved at the Meeting, the Conditional Options will be automatically terminated. **Management of the Company recommends that Shareholders vote FOR the Conditional Options Resolution. Unless instructions are given to vote against or abstain from voting on the Conditional Options Resolution, the persons whose names appear on the enclosed form of proxy will vote FOR the Conditional Options Resolution.**

Certain major Shareholders, representing approximately 51.06% of the outstanding Common Shares as of the Record Date, have agreed to vote their Common Shares FOR the Conditional Options Resolution.

Item 5 – Appointment of Independent Auditors

It is proposed that the firm of CBIZ CPAs P.C. ("**CBIZ**") be appointed by the Shareholders to serve as the independent auditors of the Company until the close of the next annual general meeting, and that the Board be authorized to fix such auditors' remuneration.

The predecessor auditors of the Company, PricewaterhouseCoopers LLP ("**PwC**"), were first appointed as auditors in 2001. Upon consideration by the Board, including the members of the audit committee of the Board (the "**Audit Committee**"), PwC resigned, at the Company's request, as the independent auditors of the Company effective as of November 13, 2024, and CBIZ was appointed as the independent auditors of the Company effective as of November 13, 2024.

In accordance with Section 4.11 of National Instrument 51-102 – Continuous Disclosure Obligations ("**NI 51-102**"), a notice of change of auditor was sent to PwC, as well as CBIZ, each of which provided a letter to the Company addressed to the securities regulatory authority in each province where the Company is a reporting issuer indicating their agreement with the statements in the notice of change of auditor. A reporting package, as defined in NI 51-102, is attached as Appendix B to this Circular and includes the notice of change of auditor and the abovementioned letters from PwC and CBIZ to the applicable securities

regulatory authorities. The reporting package will also be filed in accordance with NI 51-102 under the Company's profile on SEDAR+ at www.sedarplus.ca and on the SEC's website at www.sec.gov.

Management of the Company recommends that Shareholders vote FOR the appointment of CBIZ as the Company's independent auditors at a remuneration to be fixed by the Board. Unless instructions are given to vote against or abstain from voting on the appointment of CBIZ as the Company's independent auditors at a remuneration to be fixed by the Board, the persons whose names appear on the enclosed form of proxy will vote FOR the appointment of CBIZ as the Company's independent auditors at a remuneration to be fixed by the Board. In order to be appointed as auditors at the Meeting at a remuneration to be fixed by the Board, CBIZ must receive a majority of votes cast at the Meeting FOR their appointment.

Item 6 – Laying of Financial Statements and Auditor's Report

A copy of the consolidated financial statements of the Company for the year ended December 31, 2023 (the "**Financial Statements**") and the report of the Company's independent auditors on the Financial Statements are included in the 2023 Annual Report and will be laid before the Shareholders at the Meeting. Copies of the Financial Statements can also be obtained on SEDAR+ at www.sedarplus.ca or on the SEC's website at www.sec.gov. Shareholders are not being asked or required to vote on the laying 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 three identified named executive officers (the "**NEOs**") during the Company's most recently completed financial year, being the year ended December 31, 2023. 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, president, chairman emeritus, formerly executive chairman, and director; Rockne J. Timm, chief executive officer (the "**CEO**") and director (who retired as CEO of the Company effective February 13, 2024); and David P. Onzay, chief financial officer ("**CFO**") of the Company.

Compensation Committee

The Company's compensation program was administered during 2023 by the compensation committee of the Board (the "**Compensation Committee**"). The Compensation Committee is currently composed of the following directors:

James Michael Johnston (Chair) Robert A. Cohen David A. Knight

The Compensation Committee met 10 times during 2023 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.

In early 2021, at the recommendation of the Compensation Committee following extensive deliberations and consultations with Senior Management (Messrs. Coleman, Timm and Belanger), the Company implemented a program of voluntary salary reductions for executives, independent directors and certain technical consultants. The salaries and fees of Senior Management, independent directors and consultants 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.

If all options granted pursuant to the salary reductions are exercised, dilution of almost 2.984 million Common Shares would result. The Compensation Committee believes such a dilution would not be unreasonable considering the cash savings resulting from this program.

The Compensation 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 Compensation 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 Compensation Committee recommended that the Company offer each of Messrs. Coleman, Timm 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 Compensation 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*" below 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 (the "**Settlement Agreement**") 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 into 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 Compensation 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*" below, 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 Common Shares of the Company, the Company does not currently have a policy requiring officers or directors of the Company to own Common 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 in 2021. The Compensation 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 2023, 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 2023, 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 2023, 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 2023, 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 2023.

The determination of the CEO's compensation in 2023 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 2023 was based on their 2021 compensation as voluntarily reduced in the case of Mr. Coleman. 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, 2023, 2022, and 2021.

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

Name and Principal Position	Year	Salary ($)	Share-based Awards ($)	Option- based Awards ($)	Non-equity Incentive plan compensation		Pension Value ($)	All Other Compensation ($)	Total Compensation ($)
					Annual Incentive plans	Long- term incentive plans			
James H. Coleman [1]	2023	250,000	- -		n/a	n/a	n/a	46,200 [2]	296,200
Former Executive	2022	250,000	- -		n/a	n/a	n/a	35,000 [3]	285,000
Chairman, Director	2021	447,917	- 642,766 [6]		n/a	n/a	n/a	42,600 [4]	1,133,283
Rockne J. Timm [1]	2023	375,000	- -		n/a	n/a	n/a	46,200 [2]	421,200
Former CEO, Director	2022	375,000	- -		n/a	n/a	n/a	42,700 [3]	417,700
	2021	572,917	- 482,075 [6]		n/a	n/a	n/a	42,600 [4]	1,097,592
David P. Onzay	2023	241,500	- -		n/a	n/a	n/a	33,810 [2]	275,310
CFO	2022	217,875	- 38,724 [5]		n/a	n/a	n/a	30,503 [3]	287,102
	2021	180,000	- -		n/a	n/a	n/a	25,200 [4]	205,200

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

(2) Other compensation for 2023 paid to Mr. Timm consists of the Company's cash contribution to his 401(k) Plan, formerly entitled the KSOP Plan. For each of the other NEOs, other compensation 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). In 2024, Mr. Timm received other compensation (not reflected in the table) in the form of a severance payment of $725,403 due to his retirement as CEO effective February 13, 2024.

(3) 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).

(4) 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
David P. Onzay	-	25,200	25,200

(5) 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.

(6) On October 4, 2021, the Company granted stock options to the NEOs as follows: Mr. Coleman, 1,000,000 and Mr. Timm, 750,000, 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.

Outstanding Equity Awards at Fiscal Year-End

The following table sets forth information concerning all outstanding stock options to acquire Common Shares granted to the NEOs outstanding as at December 31, 2023. No share-based awards were outstanding as at December 31, 2023.

		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 Former Executive Chairman, 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	152,000	-	-	-
	10/4/2021	1,000,000	1.60	10/4/2031	1,170,000	-	-	-
	Total	1,500,000			1,322,000	-	-	-
Rockne J. Timm Former CEO, Director	2/16/2017	425,000	2.39	2/16/2027	161,500	-	-	-
	10/4/2021	750,000	1.60	10/4/2031	877,500	-	-	-
	Total	1,175,000			1,039,000	-	-	-
David P. Onzay CFO	7/25/2014	50,000	3.26	7/25/2024	-	-	-	-
	2/16/2017	92,500	2.39	2/16/2027	35,150	-	-	-
	9/25/2020	75,000	1.70	9/25/2030	80,250	-	-	-
	10/4/2022	100,000	0.99	10/4/2032	178,000	-	-	-
	Total	317,500			293,400	-	-	-

(1) In September 2020, Shareholders approved the re-pricing of an aggregate of 2,045,000 outstanding stock options exercisable for the purchase of Common 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 Common Shares on the day prior to the re-pricing becoming effective. The above table reflects this re-pricing of options.

(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, 2023 the closing price of the Common Shares on the OTCQX was $2.77.

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, 2023. No stock options held by NEOs vested during the year. There are no share-based awards outstanding, and no non-equity incentive plan compensation was earned during the financial year ended December 31, 2023.

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 Former Executive Chairman and Director	-	-	-
Rockne J. Timm Former CEO and Director	-	-	-
David P. Onzay CFO	-	-	-

Incentive Plans

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 Common Shares.

For the financial year ended December 31, 2023, the maximum number of Common Shares issuable under stock options granted under the 2012 Plan was 9,939,500. As of the date of this Circular, 423,501 stock options have been exercised, 9,052,392 stock options are outstanding (excluding the Conditional Options) and 463,607 stock options remain available for issuance. If the Plan Maximum Amendment is approved at the Meeting, the maximum number of Common Shares issuable under the Amended 2012 Plan will be 14,932,307.

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 Common 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 Common Shares which may be reserved for issuance to any one person may not exceed 5% of the issued Common 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 Common 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 Common 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. Certain of these limits may be exceeded if the Company obtains disinterested Shareholder approval in accordance with the terms of the 2012 Plan and the policies of the TSXV.

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 designated 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 "Principal Market for the Stock", which is expected to be the TSXV, on the date of grant, subject to the requirements of the TSXV;

(e) subject to the approval of the Plan Maximum Amendment, 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 Common Shares, less the number of currently outstanding stock options and the number of stock options that have previously been exercised under the 2012 Plan; and

(f) options may be terminated or expire prior to their stated expiry date for various reasons including retirement, death, disability, or termination of employment (for cause, voluntarily or involuntarily) of the participant, in accordance with the terms of the 2012 Plan, including that (i) on Retirement (as defined in the 2012 Plan), options may be exercised at any time prior to the earlier of the stated expiry date of the options or twelve months after the date of Retirement; (ii) on death or Disability

(as defined in the 2012 Plan), options may be exercised for up to the earlier of the stated expiry date of the options or one year after such death or Disability; (iii) on termination for cause, options will generally become null and void on the date of the event causing the termination; (iv) on involuntary termination, options may be exercised at any time prior to the earlier of the stated expiry date or within thirty days after the involuntary termination (as described in the 2012 Plan); (v) on voluntary termination, options may be exercised at any time prior to the earlier of stated expiry date of the options or within ninety days after the voluntary termination of employment; and (vi) options granted to any participant who is a director, officer, employee, Consultant or Management Company Employee (both as defined in the 2012 Plan) shall expire within a reasonable period following the date such participant ceases to be in that role, such period to be determined by the Board or relevant committee at the time such option is granted.

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.

On May 3, 2024, the Board approved the Plan Maximum Amendment, which is subject to Shareholder approval at the Meeting as described above. The Board also approved the following amendments to the 2012 Plan on May 3, 2024, which do not require Shareholder approval at the Meeting:

- A clarification was made that all security based compensation is subject to TSXV hold periods, where applicable.

- The requirement to obtain disinterested Shareholder approval where a grant could result in: (a) the number of Common Shares reserved for issuance under options granted to Insiders (as defined in the 2012 Plan) exceeding 10% of the issued and outstanding Common Shares; (b) the issuance to Insiders, within a 12 month period, of a number of options exceeding 10% of the issued and outstanding Common Shares; or (c) the issuance to any one optionee, within a 12 month period, of a number of Common Shares exceeding 5% of the issued and outstanding Common Shares, was clarified in all cases to be calculated as at the date any security based compensation is granted or issued.

- The requirement to obtain disinterested Shareholder approval where the Company decreases the exercise price of an option previously granted to an Insider was amended to apply to any reduction in the exercise price of an option, or the extension of the term of an option, where the optionee is an Insider at the time of the proposed amendment.

- In accordance with TSXV policies, a requirement was added that, in the event of adjustments to security based compensation granted or issued, including in connection with a “Change in Capitalization” (as defined in the 2012 Plan), and other than in connection with security consolidations or splits, such adjustments must be subject to prior acceptance of the TSXV,

including adjustments related to an amalgamation, merger, arrangement, reorganization, spin-off, dividend or recapitalization.

- A requirement was added that there can be no acceleration of the vesting requirements applicable to option grants to an Investor Relations Service Provider (as defined in *TSXV Policy 4.4 – Security Based Compensation*) without the prior written approval of the TSXV.

- It was clarified that, should an option expire within the Blackout Period (as defined in the 2012 Plan), such option shall be automatically extended without any further act or formality to that day which is ten (10) business days following the expiry of the Blackout Period, excluding options that expire within nine (9) business days following the expiration of the Blackout Period, for such option, for all purposes under the 2012 Plan.

- The requirement that options granted to any optionees who are directors, officers, employees, Consultants or Management Company Employees (each as defined in the 2012 Plan) must expire within a reasonable period following the date such optionee ceases to be in such role is no longer subject to any other provision in the 2012 Plan.

- A requirement was added pursuant to which beneficiaries of deceased optionees must make claims under the 2012 Plan within one year of such optionee's death.

- Language was added to confirm that amendments to clarify existing provisions of the 2012 Plan do not have the effect of altering the scope, nature and intent of such provisions, unless such amendment explicitly states otherwise, in which case the approval of Shareholders shall be required as a condition to TSXV acceptance of the amendment, to confirm that amendments to the terms of the 2012 Plan or to grants or issuances of security based compensation will be subject to the approval of the TSXV and Shareholders where applicable.

In addition, on November 14, 2024, in connection with the continuance of the Company from the province of Alberta to the jurisdiction of Bermuda, the Board approved additional housekeeping amendments to the 2012 Plan as follows, which amendments do not require Shareholder approval at the Meeting:

- All references to the Company's prior 1997 Equity Incentive Plan and Venezuelan Equity Incentive Plan were removed, as no awards remain outstanding under such plans.

- Amendments in connection with the continuance of the Company from the province of Alberta to the jurisdiction of Bermuda were made.

- Indemnification of Committee (as defined in the 2012 Plan) members was clarified to be subject to the bye-laws of the Company.

- The requirement that options granted to any optionees who are directors, officers, employees, Consultants or Management Company Employees (each as defined in the 2012 Plan) must expire within a reasonable period following the date such optionee ceases to be in such role was amended in line with TSXV policy to clarify that such period may not exceed 12 months.

The Amended 2012 Plan, if approved at the Meeting, will include all of the amendments described above as well as the Plan Maximum Amendment.

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, 2023:

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 Plan)	7,722,392	$2.04	2,216,107
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	7,722,392	$2.04	2,216,107

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 $22,500 in the financial year ended December 31, 2023 ($30,000 limit for participants who are 50 or more years of age, or who turned 50 during the financial year ended December 31, 2023).

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, 2023, total employer and employee annual contributions to an employee participating in the 401(k) Plan were limited to a maximum of $66,000 ($73,500 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, 2023). 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, 2023.

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 (5 participants for the financial year ended December 31, 2023) for the financial years ended December 31, 2023, 2022 and 2021 were cash totaling an aggregate of $149,612, $140,354 and $163,429, respectively.

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, 2023, 2022, or 2021 respectively**.** As of December 31, 2023, 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 in 2023 or thereafter with 90 days' notice, 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.

For the NEOs who had a letter agreement and remain as employees of the Company, if the NEO's employment had been terminated at December 31, 2023 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

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. 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.

Mr. Timm retired as CEO of the Company effective February 13, 2024 and entered into a 3-year consulting agreement with the Company effective the same date. Mr. Timm's consulting fees, in accordance with the letter agreement, are $182,291 in 2024, $162,761 in 2025, $128,906 in 2026 and $15,625 in 2027.

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, the Company has entered into Change of Control Agreements with each of the NEOs and certain other employees of 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 Common 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 Ltd. 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.

Participant NEOs (excluding Mr. Timm who retired as CEO on February 13, 2024) would have been entitled to collectively receive an aggregate of approximately $4.04 million if a Change of Control had occurred on December 31, 2023. 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 remaining employees holding Change of Control Agreements at December 31, 2023. 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	1,628,400	1,322,000	2,950,400
David P. Onzay	795,426	293,400	1,088,826
Total NEOs	2,423,826	1,615,400	4,039,226

(1) Represents the estimated payout as of December 31, 2023 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 $8,000; the Compensation Committee $6,000; the nominating committee of the Board (the "**Nominating Committee**") $6,000; the Barbados committee of the Board (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 Mr. Johnston, 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. Effective November 15, 2023, Mr. Knight'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	2023	44,000	-	-	-	-	44,000
Yves M. Gagnon	2023	53,000	-	-	-	-	53,000
James P. Geyer	2023	17,466	-	-	-	-	17,466
James Michael Johnston	2023	4,750	-	-	-	-	4,750
James P. Tunkey	2023	58,500	-	-	-	-	58,500
David A. Knight	2023	7,250	-	100,699[2]	-	-	107,949

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

(2) On December 14, 2023, the Company granted 145,000 stock options to Mr. Knight with an exercise price of $2.52 per Common 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 1.5 year expected term; expected volatility of 52%; risk free interest rate of 4.64% per annum; and a dividend rate of 0%. The weighted average grant date fair value of the stock options granted was calculated at approximately $0.69. 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 Common Shares granted to the directors as at December 31, 2023. No share-based awards were outstanding as at December 31, 2023.

		Option-based Awards				Share-based Awards		
Name	Grant Date	Number of securities underlying unexercised options #	Option exercise price [2] $	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	105,000	-	-	-
	10/4/2021	60,000	1.60	10/4/2031	70,200	-	-	-
	Total	185,000			175,200	-	-	-
Yves M. Gagnon	9/9/2020	125,000	1.75	9/9/2030	127,500	-	-	-
	10/4/2021	30,000	1.60	10/4/2031	35,100	-	-	-
	Total	155,000			162,600	-	-	-
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	47,500	-	-	-
	10/4/2021	120,000	1.60	10/4/2031	140,400	-	-	-
	Total	305,000			187,900	-	-	-
James Michael Johnston	10/4/2021	195,000	1.60	10/4/2031	228,150	-	-	-
James P. Tunkey 11/17/2022		145,000	1.08	11/17/2032	245,050	-	-	-
David A. Knight 12/14/2023		145,000	2.52	12/14/2033	36,250	-	-	-

(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, 2023 the closing price of the Common Shares on the OTCQX was $2.77.

(2) Re-Priced Options 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, 2023. 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 Common 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, 2023.

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	-	-	-
David A. Knight(1)	-	-	-

(1) On December 14, 2023, 145,000 stock options vested for Mr. Knight with an exercise price of $2.52 per Common Share and a market price of $2.52 per Common 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 2024 was approximately $652,000. 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. This additional run off/extended reporting period coverage expired on March 9, 2024.

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 a certain mining project in Venezuela (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 optimal manner, any awards arising out of the Arbitration Proceedings and/or sale of the mining data related to the Brisas Project (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 Bonus 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 Common Shares or (c) sale, pledge, transfer or other disposition, directly or indirectly, of all or substantially all of the assets of the Company (an "**Enterprise Sale**").

In the case of the collection of the Company's September 2014 arbitral award totaling $740.3 million (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, 2023.

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, Johnston, Tunkey and Knight 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 a Code of Conduct and Ethics (the "**Company Code of Conduct and Ethics**") which can be found at www.goldreserve.bm under the Investor Relations – Governance section. 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 Ltd., 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 C to this Circular.

Membership and Role of the Audit Committee

The Audit Committee consists of James P. Tunkey (Chairman), Yves M. Gagnon and J. Michael Johnston. 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 29 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.

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. Mr. Gagnon has been a member of the Audit Committee since September 2020.

Mr. Johnston co-founded Steelhead Partners, LLC in late 1996 to form and manage the Steelhead Navigator Fund. Prior to that, 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.

The Audit Committee met four times during the financial year ended, December 31, 2023, and all members of the committee attended each meeting, in person or by phone with the exception of Mr. Johnston (who was appointed to the Audit Committee November 15, 2023 by the Board) who attended one meeting and Mr. Geyer (who retired from the Board and resigned from the Audit Committee effective November 15, 2023) who 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, 2023 and 2022 are detailed in the following table:

Fee Category	Year Ended 2023	Year Ended 2022
Audit Fees[1]	$ 199,729	$ 248,522
Audit Related Fees	-	-
Tax Fees [2]	$ 43,144	$ 54,608
All Other Fees	-	-
Total	$ 242,873	$ 303,131

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, 2023 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.

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.goldreserve.bm 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 Ltd., 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. Tunkey

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 Michael Johnston (Chair)
Robert A. Cohen David A. Knight

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 the joint venture entity Empresa Mixta Ecosocialista Siembra Minera, S.A. ("**Siembra Minera**") and GR Mining (Barbados) Inc., GR Procurement (Barbados) Inc., and GR Mining Group (Barbados) Inc. (collectively, 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 three (3) directors: Robert A. Cohen (Chair)
James H. Coleman David A. Knight

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 "U.S. 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 currently directors: Mr. Coleman (Chair) 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.

FINANCIAL MARKETS COMMITTEE

The Financial Markets Committee, which is comprised of Messrs. Johnston and Coleman, was created to evaluate the Company's external financial obligations with respect to debt and/or equity issues and to evaluate and review: the listing status of the Company's securities; the Company's public and investment market disclosure; and the Company's relationships with investment banks and mining analysts, as well as the Shareholders.

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 Ltd., 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

Other than as set forth herein, 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.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Unless otherwise noted herein, 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 D to this Circular.

Additional information about the Company may be found on the Company's SEDAR+ profile at www.sedarplus.ca, on the SEC's website at www.sec.gov and on the Company's website at www.goldreserve.bm. 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, 2023, as contained in the 2023 Annual Report on Form 40-F filed with the SEC on April 19, 2024. 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 Ltd. 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 14th day of November, 2024.

(signed) "*Paul Rivett*" Paul Rivett
Chief Executive Officer

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

APPENDIX A

2012 EQUITY INCENTIVE PLAN

2012 Equity Incentive Plan (as amended and restated hereby)

SECTION 1. ESTABLISHMENT, PURPOSE, AND EFFECTIVE DATE OF PLAN

Establishment. **Gold Reserve Ltd.**, a Bermuda exempted company limited by shares (the "Company") effective as of the 2012 Plan Approval Date (defined below), established this 2012 Equity Incentive Plan, as the same may be amended or amended and restated from time to time (the "2012 Plan").

Purpose. The purpose of the 2012 Plan, as amended and restated hereby, is to advance the interests of the Company and its Subsidiaries and promote continuity of management by encouraging and providing employees, officers, directors and Consultants with the opportunity to acquire an equity interest in the Company and to participate in the increase in shareholder value as reflected in the growth in the price of the Stock and by enabling the Company and its Subsidiaries to attract and retain the services of employees, officers, directors, and Consultants upon whose judgment, interest, skills, and special effort the successful conduct of its operations is largely dependent.

Effective Date and Amendments. The 2012 Plan became effective on May 17, 2012 (the "2012 Plan Approval Date"). The 2012 Plan was approved by the shareholders of the Company on June 27, 2012 and re- approved on June 11, 2013. In 2014, the Board (as defined below) approved an amendment and restatement of the 2012 Plan from a 10% "rolling" incentive stock option plan to a "fixed" plan with the maximum number of shares issuable thereunder fixed at 7,550,000, representing less than 10% of the issued and outstanding Class A common shares of the Company at the relevant date. On September 19, 2016, the Board approved an amendment and restatement of the 2012 Plan to increase the maximum number of shares issuable thereunder to 8,750,000, representing less than 10% of the issued and outstanding Class A common shares of the Company at such date. Such amendment was approved by the TSX Venture Exchange on October 6, 2016. On May 18, 2021, the Board approved an amendment and restatement of the 2012 Plan to increase the maximum number of shares thereunder to 9,939,500, representing less than 10% of the issued and outstanding Class A common shares of the Company at such date. Such amendment was approved by the TSX Venture Exchange on June 21, 2021. On May 3, 2024, the Board approved an amendment and restatement of the 2012 Plan to, among other things, fix the maximum number of shares issuable thereunder at 14,932,307, representing approximately 15% of the issued and outstanding Class A common shares of the Company at the relevant date. On November 14, 2024, the Board approved a further amendment and restatement of the 2012 Plan to reflect certain changes resulting from the continuance of the Company from the jurisdiction of Alberta to the jurisdiction of Bermuda.

SECTION 2. DEFINITIONS, CONSTRUCTION

Definitions. Whenever used herein, the following terms shall have their respective meanings set forth below:

a) "Associate" has the meaning prescribed by the rules and policies of the Exchanges as they apply to incentive stock option plans from time to time.

b) "Award" means, individually or collectively, a grant under the 2012 Plan and as evidenced by an Option Agreement.

c) “Blackout Period” means any period during which a policy of the Company formally prevents certain persons designated by such policy from trading in the securities of the Company or otherwise prevents such persons from exercising their Options.

d) “Board” means the board of directors of the Company.

e) “Business Combination” shall have the meaning provided in Section 10.

f) “Change in Capitalization” means any increase or reduction in the number of shares of Stock, or any change (including, but not limited to, a change in value) in the shares of Stock or exchange of shares of Stock for a different number or kind of shares or other securities of the Company or any other corporation or other entity, by reason of a reclassification, recapitalization, merger, consolidation, reorganization, spin-off, split-up, issuance of warrants, rights or debentures, change in the exercise price or conversion price under any warrants, rights or debenture as a result of any event, stock dividend, stock split or reverse stock split, extraordinary dividend, property dividend, combination or exchange of shares or otherwise.

g) “Change in Control” shall have the meaning provided in Section 10.

h) “Code” means the U.S. *Internal Revenue Code of 1986*, as amended.

i) “Committee” means a committee of the Board designated by the Board to administer the 2012 Plan in accordance with the requirements of each Exchange, as applicable. If no Committee is designated or is administering the 2012 Plan, all references to the Committee herein shall refer to the Board. While the Committee shall administer the 2012 Plan generally as provided in Section 10, the Board shall determine matters concerning Awards to directors and officers and references herein to the Committee shall refer to the Board for matters relating to Awards to directors and officers.

j) “Company” means Gold Reserve Ltd., a Bermuda exempted company limited by shares, and any successors thereto.

k) “Consultant” has the meaning prescribed by the rules and policies of the Exchange as they apply to incentive stock option plans from time to time.

l) “Disability” means the inability to engage in any substantial activity by reason of any medically determinable, physical or mental impairment that can be expected to result in death or that has lasted or can be expected to last for a continuous period of not less than 12 months.

m) “Employment” means the working relationship between the employee (creating a legally valid employer-employee relationship), officers, directors or the Consultants and the Company or Subsidiary, as applicable.

n) “Exchange” means the TSX Venture Exchange or such other securities exchange on which the Stock is listed from time to time.

o) “Exchange Act” means the U.S. *Securities and Exchange Act of 1934*, as amended, and the rules and regulations promulgated thereunder.

p) “Fair Market Value” means, as of any date, the value of the Stock determined as follows:

(i) subject to any applicable Exchange rules, the United States dollar equivalent of the last closing price of the Stock on the Principal Market for the Stock on the date of determination. Notwithstanding

the preceding, at no point shall the Fair Market Value be below the minimum exercise price prescribed by the rules and policies of the Exchanges; or

(ii) in the absence of an established market for the Stock, the Fair Market Value thereof on the date of determination shall be determined in good faith by the Committee in accordance with applicable law.

q) "Incumbent Board" shall have the meaning provided in Section 10.

r) "Insider" has the meaning prescribed by the rules and policies of the Exchange as they apply to incentive stock option plans from time to time.

s) "Investor Relations Activities" shall have the meaning prescribed by the rules and policies of the Exchange as they apply to incentive stock option plans from time to time.

t) "Issuer" means a company and its subsidiaries which have any of its securities listed for trading on the TSX Venture Exchange and, as the context requires, any applicant company seeking a listing of its securities on the TSX Venture Exchange.

u) "Management Company Employee" shall have the meaning prescribed by the rules and policies of the Exchange as they apply to incentive stock option plans from time to time.

v) "Option" means the right to purchase Stock at a stated price for a specified period of time pursuant to the 2012 Plan.

w) "Option Agreement" means the agreement evidencing the grant of an Option as described in Section 6.

x) "Option Price" means the price at which Stock may be purchased pursuant to an Option.

y) "Optionee" means a person to whom an Option has been granted under the 2012 Plan.

z) "Outstanding Voting Securities" has the meaning provided in Section 10.

aa) "Participant" means an employee, officer, director or a Consultant who has been granted and, at the time of reference, holds an Option.

bb) "Principal Market for the Stock" means the exchange, automated quotation system or trading market on which the majority of the Stock was traded over the last twelve-month period prior to the date of determination. This includes the TSX Venture Exchange or such other securities exchange on which the Stock is listed from time to time.

cc) "Stock" means the common shares of the Company, par value US$0.01 per share.

dd) "Subsidiary" means any present or future subsidiary of the Company, as defined in the *Securities Act* (Ontario), as amended.

For all numbers, except when otherwise indicated by the context, the singular shall include the plural, and the plural shall include the singular.

SECTION 3. PARTICIPATION

Participation. Participants in the 2012 Plan shall be selected by the Committee from among those officers, directors, employees, and Consultants of the Company and its Subsidiaries who, in the opinion of the Committee, are in a position to contribute materially to the Company's continued growth and development and to its long-term financial success.

In the case of Options granted to employees, Consultants or Management Company Employees, the Company and the Optionee will represent in all Option Agreements that the Optionee is a bona fide employee, Consultant or Management Company Employee, as the case may be.

SECTION 4. STOCK SUBJECT TO PLAN

Number. The total number of shares of Stock subject to issuance under the 2012 Plan, under all security based compensation arrangements, including the 2012 Plan, shall not exceed 14,932,307.

In addition to other restrictions set out in the 2012 Plan, the Company may not grant Options to any one employee in any 12 month period providing for the issuance of more than 4,977,435 shares of Stock, subject to adjustment in the event of a Change in Capitalization as provided below.

All security based compensation will be subject to TSX Venture Exchange Hold Period where applicable. The Company must obtain disinterested Stockholder approval of Options if:

a) the 2012 Plan grants could result at any time in:

   (i) the number of common shares reserved for issuance under Options granted to Insiders exceeding 10% of the issued shares, calculated as at the date any security based compensation is granted or issued;

   (ii) the grant to Insiders, within a 12 month period, of a number of Options exceeding 10% of the issued shares, calculated as at the date any security based compensation is granted or issued; or

   (iii) the issuance to any one Optionee, within a 12 month period, of a number of shares exceeding 5% of the issued shares, calculated as at the date any security based compensation is granted or issued; or

b) any reduction in the exercise price of an Option, or the extension of the term of an Option, if the Participant is an Insider at the time of the proposed amendment.

If the Company is required to obtain disinterested Stockholder approval in accordance with paragraph (a) immediately above, the proposed grant(s) must be approved by a majority of the votes cast by all Stockholders at a Stockholders' meeting excluding votes attaching to shares beneficially owned by:

   (i) Insiders to whom Options may be granted under the 2012 Plan; and

   (ii) Associates of persons referred to in (b)(i).

c) Holders of any non-voting and subordinate voting shares must be given full voting rights on a resolution that requires disinterested Stockholder approval.

The Company may not grant Options providing for the issuance of more than 2% of the issued Stock to any one Consultant in any 12 month period, calculated as at the date the said Options were granted to such Consultant.

The Company may not grant Options providing for the issuance of more than an aggregate of 2% of the issued Stock to all persons retained to provide Investor Relations Activities, in any 12 month period, calculated as at the date the said Options were granted to any such person. In addition, Options issued to Consultants performing Investor Relations Activities must vest in stages over 12 months with no more than 1/4 of the options vesting in any three month period.

The Committee shall have the full authority to determine the number of shares of Stock available for Awards. In its discretion the Committee may include (without limitation), as available for distribution: (a) Stock subject to any Award that has been previously forfeited; (b) Stock under an Award that otherwise terminates, expires, or lapses without the issuance of Stock being made to a Participant; (c) Stock subject to any Award that settles in cash, or (d) Stock that is received or retained by the Company in connection with the exercise of an Award, including the satisfaction of any tax liability or tax withholding obligation.

The Company intends to comply with the policies of the TSX Venture Exchange when granting Options.

Adjustment in Capitalization.

a) In the event of a Change in Capitalization, any adjustment, other than in connection with a security consolidation or security split, to the Option granted or issued under the 2012 Plan must be subject to prior acceptance of the Exchange including adjustments related to an amalgamation, merger, arrangement, reorganization, spin-off, dividend or recapitalization.

b) Notwithstanding any other provision of the 2012 Plan or any Option Agreement to the contrary, any Award which is adjusted pursuant to this Section shall be exempt from, or compliant with, the requirements of Code Section 409A and Code Section 457A and the regulations and other governmental guidance issued thereunder.

c) If, by reason of a Change in Capitalization, an Optionee shall be entitled to exercise an Option with respect to new, additional or different shares of Stock or securities, such new, additional or different shares shall thereupon be subject to all of the conditions, restrictions and performance criteria which were applicable to the Stock subject to the Option, as the case may be, prior to such Change in Capitalization.

SECTION 5. DURATION OF 2012 PLAN

Duration of Plan. The 2012 Plan shall remain in effect, subject to the Board's right to earlier terminate the 2012 Plan pursuant to Section 10 hereof, until all Stock subject to the 2012 Plan shall have been purchased or acquired pursuant to the provisions hereof. Notwithstanding the foregoing, no Option may be granted under the 2012 Plan with an expiry date greater than ten years from the date of issuance of such Option.

SECTION 6. OPTION GRANTS

Grant of Options. Subject to Sections 4 and 5, Options may be granted to Participants at any time and from time to time as determined by the Committee. The Committee shall have complete discretion consistent with the terms of the 2012 Plan in determining whether to grant Options, and the number of Options to be granted. Only an employee, officer, director or Consultant of the Company or its Subsidiaries on the date of grant shall be eligible to be granted an Option.

Option Agreement. Each Option shall be evidenced by an Option Agreement that shall specify the type of Option granted, the Option Price, the duration of the Option, the number of shares of Stock to which the Option pertains and such other provisions as the Committee shall determine. Should any Option expire within the Blackout Period, such Option shall be automatically extended without any further act or formality to that day which is ten (10) business days following the expiry of the Blackout Period, excluding those Options that expire within nine (9) business days following the expiration of the Blackout Period, for such Option, for all purposes under the 2012 Plan.

Option Price. The Option Price for each Option shall be determined by, or in the manner specified by, the Committee provided that no Option shall have an Option Price that is, on the date the Option is granted, less than Fair Market Value. In the case of a proposed reduction in exercise price of any Option, disinterested Stockholder approval will be obtained if the Optionee is an Insider of the Company at the time of the proposed amendment;

Duration of Options. Each Option shall have a maximum duration of ten years from the time it is granted.

Exercise of Options. Each Option granted under the 2012 Plan shall be exercisable at such times and be subject to such restrictions and conditions as the Committee shall in each instance approve. Such restrictions and conditions need not be the same for each Participant.

SECTION 7. TERMS AND CONDITIONS APPLICABLE TO ALL OPTIONS

Payment. The Committee shall determine the acceptable form of consideration for exercising an Option, including the method of payment, at the time of grant. Subject to applicable laws, such consideration may consist entirely of cash or check.

Restrictions on Stock Transferability. The Committee may impose such restrictions on any shares of Stock acquired pursuant to the exercise of an Option under the 2012 Plan as it may deem advisable, including, without limitation, restrictions under applicable provincial securities law, under applicable U.S. federal and state securities law, under requirements of any Exchange and under any U.S. blue sky or state securities laws applicable to such shares.

Termination Due to Retirement. If the employment of the Optionee is terminated due to the Retirement (as hereinafter defined) of the Optionee, or if the directorship of the Optionee expires, any then outstanding options under the 2012 Plan may be exercised at any time prior to the earlier of the expiration date of the Options or twelve (12) months after the date of retirement. For purposes of the 2012 Plan, retirement shall mean any termination of employment with the Company or a Subsidiary occurring after the completion of 10 years of service with the Company and the attainment of age 60 by the Optionee.

Termination Due to Death or Disability. The rights of an Optionee under any then outstanding Option granted to the Optionee pursuant to the 2012 Plan if the employment, officer role or directorship of the Optionee is terminated by reason of death or Disability shall survive for up to the earlier of the expiration date of the Options or one year after such death or Disability.

Termination of Employment for Cause. Anything contained herein or an Award agreement to the contrary notwithstanding, if the termination of an Optionee's employment with the Company or a Subsidiary is as a result of or caused by the Optionee's theft or embezzlement from the Company or a Subsidiary, the violation of a material term or condition of his or her employment, the disclosure by the Optionee of confidential information of the Company or a Subsidiary, conviction of the Optionee of a crime of moral turpitude, the Optionee's stealing trade secrets or intellectual property owned by the Company or a Subsidiary, any act by the Optionee in competition with the Company or a Subsidiary, or any other act, activity or conduct of the Optionee which in the opinion of the Committee is adverse to the best interests of the Company or a Subsidiary, then any Options and any and all rights granted to such Optionee thereunder, to the extent not

yet effectively exercised, shall become null and void effective as of the date of the occurrence of the event which results in the Optionee ceasing to be an employee, officer or director of the Company or a Subsidiary, and any purported exercise of an Option by or on behalf of said Optionee following such date shall be of no effect.

Involuntary Termination of Employment. Options granted under the 2012 Plan after the 2012 Plan Approval Date may be exercised at any time prior to the earlier of the expiration date of the Options or within thirty (30) days after the involuntary termination of employment (as hereinafter defined) of the Optionee with the Company, or applicable Subsidiary, but the Options may not be exercised for more than the number of shares, if any, as to which the Options were exercisable by the Optionee immediately prior to such termination of employment, as determined by reference to the terms and conditions specified at the time such Options were granted. For purposes of the 2012 Plan, "involuntary termination of employment" shall mean any termination of an Optionee's employment with the Company or applicable Subsidiary, by reason of the discharge, firing or other involuntary termination of an Optionee's employment by action of the Company or applicable Subsidiary other than an involuntary termination for cause as described in the paragraph above, or if the employee otherwise continued in the employment of another Subsidiary of the Company.

Voluntary Termination of Employment. Options granted under the 2012 Plan after the 2012 Plan Approval Date may be exercised at any time prior to the earlier of the expiration date of the Options or within ninety
(90) days after the voluntary termination of employment (as hereinafter defined) of the Optionee with the Company, or applicable Subsidiary, but the options may not be exercised for more than the number of shares, if any, as to which the Options were exercisable by the Optionee immediately prior to such termination of employment, as determined by reference to the terms and conditions specified at the time such options were granted. For purposes of the 2012 Plan "voluntary termination of employment" shall mean any voluntary termination of employment by reason of the Optionee's quitting or otherwise voluntarily leaving the Company's, or Subsidiary's, employ other than a (a) voluntary termination of employment by reason of Retirement, (b) voluntary termination of employment for cause or (c) termination of employment as described above.

Cease to be a Director, Officer, Consultant or Management Company Employee. Any Options granted to any Optionee who is a director, officer, employee, Consultant or Management Company Employee shall expire within a reasonable period, not exceeding 12 months, following the date the Optionee ceases to be in that role, such period to be determined by the Board or Committee at the time such Option is granted.

Transferability and Exercisability of Options. No Option shall be transferable or assignable by the Optionee other than (i) by will or by the laws of descent and distribution, or (ii) by a qualified domestic relations order (as defined in the Code or Title 1 of the *Employee Retirement Income Security Act of 1974*, as amended, or the rules thereunder). All Options shall be exercisable, during the Optionee's lifetime, only by the Optionee or by the guardian or legal representative of the Optionee or its alternate payee pursuant to such qualified domestic relations order, it being understood that the terms "holder" and "optionee" include the guardian and legal representative of the Optionee named in the Option Agreement and any person to whom an Option is transferred by will or the laws of descent and distribution, or pursuant to a qualified domestic relations order permitted by the 2012 Plan. In all cases of such a transfer, unless otherwise set out in this 2012 Plan, the Option in question shall expire on the date that is the first anniversary of such transfer.

SECTION 8. BENEFICIARY DESIGNATION

Beneficiary Designation. Subject to Sections 7 and 9, each Participant may, from time to time, name any beneficiary or beneficiaries (who may be named contingently or successively) to whom any benefit under the 2012 Plan is to be paid in case of the Participant's death before he or she receives any or all of such benefit. Each designation will revoke all prior designations by the same Participant, shall be in a form prescribed by the Committee and will be effective only when filed by the Participant in writing with the Committee during the life time of the Participant. In the absence of any such designation, benefits remaining

unpaid at the Participant's death shall be paid to the estate of the Participant, provided that the period in which any such beneficiary can make a claim must not exceed one (1) year from the Participant's death.

SECTION 9. RIGHTS OF PARTICIPANTS

Employment. Nothing in the 2012 Plan shall interfere with or limit in any way the right of the Company or any Subsidiary to terminate any Participant's employment, directorship, officer role or service at any time nor confer upon any Participant any right to continue in the employ or service or as a director or officer of the Company or any Subsidiary. No person shall have a right to be selected as a Participant or, having been so selected, to be selected again as an Optionee. The preceding sentence shall not be construed or applied so as to deny a person any participation in the 2012 Plan solely because he or she was a Participant in connection with a prior grant of benefits under the 2012 Plan.

SECTION 10. ADMINISTRATION; POWERS AND DUTIES OF THE COMMITTEE AND THE BOARD

Administration.

(a) The Committee shall be responsible for the administration of the 2012 Plan as it applies to Participants other than directors and officers, and the Board shall be responsible for the administration of the 2012 Plan as it applies to directors and officers, subject to Section 2. The Committee, by majority action thereof, is authorized to interpret and construe the 2012 Plan, to prescribe, amend, and rescind rules and regulations relating to the 2012 Plan (including related agreements), to provide for conditions and assurances deemed necessary or advisable to protect the interests of the Company and its Subsidiaries, and to make all other determinations necessary or advisable for the administration, interpretation and construction of the 2012 Plan (including related agreements), but only to the extent not contrary to the express provision of the 2012 Plan. Determinations, interpretations, or other actions made or taken by the Committee pursuant to the provisions of the 2012 Plan shall be final and binding and conclusive for all purposes and upon all persons whomsoever. No member of the Committee shall be personally liable for any action, determination or interpretation made or taken in good faith with respect to the 2012 Plan, and subject to the Company's bye-laws, all members of the Committee shall be fully indemnified by the Company with respect to any such action, determination or interpretation.

(b) To the extent that the Board determines it to be desirable to qualify Awards granted hereunder as "performance-based compensation" within the meaning of Section 162(m) of the Code, the 2012 Plan shall be administered by the Committee of two or more "outside directors" within the meaning of Section 162(m) of the Code.

(c) Subject to the provisions of the 2012 Plan, and in the case of the Committee, subject to the specific duties delegated by the Board to such Committee, the Committee shall have the authority, in its discretion: (i) to determine the Fair Market Value of the Stock, in accordance with the 2012 Plan; (ii) to select the Participants to whom Awards may be granted hereunder;
(iii) to determine whether and to what extent Awards or any combination thereof, are granted hereunder; (iv) to determine the number of shares of Stock to be covered by each Award granted hereunder; (v) to approve forms of agreement for use under the 2012 Plan; and (vi) to determine the terms and conditions, not inconsistent with the terms of the 2012 Plan, of any Award granted hereunder. Such terms and conditions include, but are not limited to, the exercise price, the time or times when Options may be exercised or other Awards vest (which may be based on performance criteria), any vesting acceleration or waiver of forfeiture restrictions, and any restriction or limitation regarding any Award or the shares of Stock relating thereto, based in each case on such factors as the Committee, in its sole discretion, shall determine; (vii) to

construe and interpret the terms of the 2012 Plan and Awards; (viii) to prescribe, amend and rescind rules and regulations relating to the 2012 Plan, including rules and regulations relating to sub-plans established for the purpose of qualifying for preferred tax treatment under foreign tax laws; (ix) to modify or amend each Award (subject to this Section), including the discretionary authority to extend the post-termination exercisability period of Options longer than is otherwise provided for in the 2012 Plan; (x) to authorize any person to execute on behalf of the Company any instrument required to effect the grant of an Award previously granted under the 2012 Plan; (xi) to allow Participants to satisfy withholding tax obligations by electing to have the Company withhold from the Stock or cash to be issued upon exercise or vesting of an Award that number of shares of Stock or cash having a Fair Market Value equal to the minimum amount required to be withheld (but no more). The Fair Market Value of any Stock to be withheld shall be determined on the date that the amount of tax to be withheld is to be determined. All elections by a Participant to have Stock or cash withheld for this purpose shall be made in such form and under such conditions as the Committee may deem necessary or advisable; (xii) to determine the terms and restrictions applicable to Awards; (xiii) to determine whether Awards will be adjusted for changes in capitalization (including dividends); (xiv) to impose such restrictions, conditions or limitations as it determines appropriate as to the timing and manner of any resales by a Participant or other subsequent transfers by a Participant of any Stock issued as a result of or under an Award, including without limitation, (A) restrictions under an insider trading policy, and (B) restrictions as to the use of a specified brokerage firm for such resales or other transfers; and (xv) to make all other determinations deemed necessary or advisable for administering the 2012 Plan.

(d) Amendments to clarify existing provisions of the 2012 Plan do not have the effect of altering the scope, nature and intent of such provisions, unless such amendment explicitly states otherwise, in which case the approval of the stockholders of the Company shall be required as a condition to Exchange acceptance of the amendment.

(e) Amendments to the terms of the 2012 Plan or to grants or issuances of security based compensation will be subject to the approval of the Exchange, and to stockholder approval where applicable.

Change in Control.

(a) Without limiting the authority of the Committee as provided herein, the Committee, either at the time an Award is granted, or at any time thereafter, shall have the authority to take such actions as it deems advisable, including the right to accelerate in whole or in part the exercisability of Options upon a Change in Control. Nothing herein shall obligate the Committee to take any action upon a Change in Control.

(b) Any adjustment, other than in connection with a security consolidation or security split, to security based compensation granted or issued must be subject to the prior acceptance of the TSX Venture Exchange, including adjustments related to an amalgamation, merger, arrangement, reorganization, spin-off, dividend or recapitalization.

(c) There can be no acceleration of the vesting requirements applicable to stock option grants to an Investor Relations Service Provider without the prior written approval of the TSX Venture Exchange.

(d) "Change in Control" means the occurrence of any of the following events:

i. The acquisition by any individual entity or group (within the meaning of Section 13(d)(3) or 14(d)(2) of the Exchange Act of beneficial ownership (within the meaning of Rule 13d-3 promulgated under the Exchange Act) of equity securities of the Company representing more than 25 percent of the voting power of the then outstanding equity securities of the Company entitled to vote generally in the election of directors (the "Outstanding Company Voting

Securities"), provided, however, that for purposes of this subsection (i) the following acquisitions shall not constitute a Change of Control: (A) any acquisition by the Company, (B) any acquisition by any employee benefit plan (or related trust) sponsored or maintained by the Company or any corporation controlled by the Company, and (C) an acquisition pursuant to a transaction which complies with clauses (A), (B), and (C) of subsection (iii); or

ii. A change in the composition of the Board as of the 2012 Plan Approval Date (the "Incumbent Board") that causes less than a majority of the directors of the Company then in office to be members of the Incumbent Board provided, however, that any individual becoming a director subsequent to the 2012 Plan Approval Date, whose election, or nomination for election by the Company's shareholders, was approved by a vote of at least a majority of the directors then comprising the Incumbent Board shall be considered as though such individual were a member of 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 other actual or threatened solicitation of proxies or consents by or on behalf of a person other than the Board; or

iii. Consummation of a reorganization, merger, or consolidation or sale or other disposition of all or substantially all of the assets of the Company or the purchase of assets or stock of another entity (a "Business Combination"), in each case, unless immediately following such Business Combination, (A) all or substantially all of the individuals and entities who were the beneficial owners of the Outstanding Company Voting Securities immediately prior to such Business Combination will beneficially own, directly or indirectly, more than 50 percent of the then outstanding combined voting power of the then outstanding voting securities entitled to vote generally in the election of directors (or equivalent governing body, if applicable) of the entity resulting from such Business Combination (including, without limitation, an entity which as a result of such transaction owns the Company or all of substantially all of the Company's assets directly or through one or more subsidiaries) in substantially the same proportions as their ownership, immediately prior to such Business Combination of the Outstanding Company Voting Securities, (B) no person (excluding any employee benefit plan (or related trust) of the Company or such entity resulting from such Business Combination) will beneficially own, directly or indirectly, more than a majority of the combined voting power of the then outstanding voting securities of such entity except to the extent that such ownership of the Company existed prior to the Business Combination, and (C) at least a majority of the members of the board of directors (or equivalent governing body, if applicable) of the entity resulting from such Business Combination will have been members of the Incumbent Board at the time of the initial agreement, or action of the Board, providing for such Business Combination; or

iv. Approval by the stockholders of the Company of a complete liquidation or dissolution of the Company; or

v. Any other event or series of events which the Board reasonably determines should constitute a Change in Control.

Nothing in this Section 10 prevents the Committee from providing for an alternative definition of "Change in Control" in any Award agreement or related employment, change of control or other agreement that sets forth the rights with respect to any Award. In the event of any conflict between this definition and the definition in any such agreement, the more permissive "Change in Control" language shall prevail.

Amendment, Modification and Termination of Plan. The Board may, at any time and from time to time, modify, amend, suspend or terminate the 2012 Plan in any respect. Amendments to the 2012 Plan shall be subject to approval to the extent required to comply with any exemption to the short swing-profit provisions of Section 16(b) of the Exchange Act pursuant to rules and regulations promulgated thereunder, with the exclusion for performance-based compensation under Code Section 162(m), or with the rules and regulations of any Exchange. The Board may also modify or amend the terms and conditions of any outstanding Option, subject to the consent of the holder and consistent with the provisions of the 2012 Plan.

In general, the TSX Venture Exchange will require that any amendments to a security based compensation plan be subject to Shareholder approval as a condition to Exchange acceptance of the amendment and to shareholder approval where applicable.

The Board may, without shareholder approval:

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

(ii) change the vesting provisions of an Option granted under the 2012 Plan;

(iii) change the termination provision of an Option granted under the 2012 Plan if it does not entail an extension beyond the original expiry date of such Option;

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

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

(vi) amend the Plan to reduce the benefits that may be granted to Participants.

Interpretation. Unless otherwise expressly stated in the relevant Agreement, any grant of Options is intended to be performance-based compensation and therefore not subject to the deduction limitation set forth in Section 162(m)(4)(C) of the Code.

Date of Grant. The date of grant of an Award shall be, for all purposes, the date on which the Committee makes the determination granting such Award, or such other later date as is determined by the Committee; provided, however, the date of grant of an Option shall be the date when the Option is granted and its exercise price is set, consistent with applicable law and applicable financial accounting rules. Notice of the determination shall be provided to each Participant within a reasonable time after the date of such grant.

SECTION 11. TAX WITHHOLDING

Tax Withholding. At such times as a Participant recognizes taxable income in connection with the receipt of shares, securities, cash or property hereunder (a "Taxable Event"), the Participant shall pay to the Company or, if instructed by the Committee or its delegate, the Subsidiary that employs the Participant an amount equal to the applicable taxes and other amounts as may be required by law to be withheld by the Company or, if instructed by the Committee or its delegate, the Subsidiary that employs the Participant in connection with the Taxable Event. This provision is not intended to (a) supersede the requirements of the TSX Venture Exchange, (b) result in an alteration of the exercise price of an Option or (c) result in the cashless exercise of an Option.

SECTION 12. REQUIREMENTS OF LAW

Requirements of Law. The granting of Options, and the issuance of shares of Stock upon the exercise of an Option shall be subject to all applicable laws, rules and regulations, and to such approvals by any governmental agencies or Exchanges as may be required.

Governing Law. The 2012 Plan, and all agreements hereunder, shall be construed in accordance with and governed by the laws of the Province of Ontario without giving effect to the choice of law principles thereof.

Listing, etc. Each Option is subject to the requirement that, if at any time the Committee determines, in its discretion, that the listing, registration or qualification of Stock issuable pursuant to the 2012 Plan is required by any securities exchange or under any state or federal law, or the consent or approval of any governmental regulatory body is necessary or desirable as a condition of, or in connection with, the grant of an Option or the issuance of Stock, no Options shall be granted or payment made or shares of Stock issued, in whole or in part, unless such listing, registration, qualification, consent or approval has been effected or obtained free of any conditions which are unacceptable to the Committee or the Board, acting in good faith.

Code Sections 409A and 457A. The 2012 Plan and the Awards granted hereunder are intended to qualify for an exemption from Code Section 409A and from Code Section 457A, provided, however, that if any Award granted under the 2012 Plan is not so exempt, such Award is intended to comply with Code Sections 409A and 457A to the extent applicable thereto. Notwithstanding any provision of the 2012 Plan to the contrary, the 2012 Plan shall be interpreted and construed consistent with this intent. Notwithstanding the expressed intent to qualify for exemption from Code Section 409A and from Code Section 457A or otherwise to comply with Code Sections 409A and 457A, the Company shall not be required to assume any increased economic burden in connection therewith. Although the Company and the Committee intend to administer the 2012 Plan so that the 2012 Plan and the Awards granted hereunder qualify for an exemption from Code Section 409A and from Code Section 457A, if the 2012 Plan and any Award granted under the 2012 Plan are not so exempt, neither the Company nor the Committee represents or warrants that the 2012 Plan or such Award granted hereunder will comply with Code Sections 409A and 457A or any other provision of federal, state, local, or non-United States law. Neither the Company, its subsidiaries, nor its respective directors, officers, employees or advisers shall be liable to any Participant (or any other individual claiming a benefit through the Participant) for any tax, interest, or penalties the Participant may owe as a result of participation in the 2012 Plan, and the Company and its subsidiaries shall have no obligation to indemnify or otherwise protect any Participant from the obligation to pay any taxes pursuant to Code Sections 409A or 457A.

Restriction on Transfer. Notwithstanding anything contained in the 2012 Plan or any Agreement to the contrary, if the disposition of Stock acquired pursuant to the 2012 Plan is not covered by a then current registration statement under the U.S. Securities Act of 1933, as amended, and is not otherwise exempt from such registration, such Stock shall be restricted against transfer to the extent required by said Act, and Rule 144 or other regulations thereunder. The Committee may require anyone receiving Stock pursuant to an Option granted under the 2012 Plan, as a condition precedent to receiving such Stock, to represent and warrant to the Company in writing that such Stock is being acquired without a view to any distribution thereof and will not be sold or transferred other than pursuant to an effective registration thereof under said Act or pursuant to an exemption applicable under said Act, or the rules and regulations promulgated thereunder. The certificates evidencing any shares of such Stock shall have the appropriate legend to reflect their status as restricted securities.

Notwithstanding anything contained in the 2012 Plan or any agreement to the contrary, Stock issued pursuant to the 2012 Plan in reliance on an exemption from the prospectus requirements of the securities legislation of a province of Canada may be subject to restrictions on transfer.

GOLD RESERVE LTD. NOTICE OF CHANGE OF AUDITOR

TO: Ontario Securities Commission Alberta Securities Commission
British Columbia Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan Manitoba Securities Commission
Autorité des marchés financiers
Financial and Consumer Services Commission (New Brunswick) Nova Scotia Securities Commission
Financial and Consumer Services Division (Prince Edward Island)
Office of the Superintendent of Securities Service Newfoundland and Labrador

AND TO: PricewaterhouseCoopers LLP ("**PwC**")

AND TO: CBIZ CPAs P.C. ("**CBIZ**")

Pursuant to Section 4.11 of National Instrument 51-102 – *Continuous Disclosure Obligations* ("**NI 51-102**"), Gold Reserve Ltd. (the "**Company**") hereby gives notice that the Company has appointed CBIZ to act as the auditor of the Company effective as of November 13, 2024.

1. PwC resigned as auditor of the Company effective as of November 13, 2024, at the Company's request.

2. The board of directors of the Company (the "**Board**"), including the members of the audit committee of the Board (the "**Audit Committee**"), have considered and approved the resignation of PwC as the auditor of the Company.

3. The Board, including the members of the Audit Committee have considered and approved the appointment of CBIZ as the successor auditor of the Company effective as of November 13, 2024, to hold office until the next annual general meeting of shareholders of the Company (the "**Shareholders**"), at which time CBIZ will be proposed for appointment by the Shareholders as the auditor of the Company.

4. There have been no modified opinions in PwC's report on any of the financial statements of the Company relating to the period commencing at the beginning of the Company's two most recently completed financial years and ending on the date of PwC's resignation.

5. There have been no "reportable events" (as defined in NI 51-102).

DATED this 13th day of November, 2024.

GOLD RESERVE LTD.

Per: *(signed) "David P. Onzay"*
Name: David P. Onzay
Title: Chief Financial Officer

November 13, 2024

To:

British Columbia Securities Commission Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan The Manitoba Securities Commission
Ontario Securities Commission
Autorité des marchés financiers (Québec)
Financial and Consumer Services Commission (New Brunswick) Nova Scotia Securities Commission
Office of the Superintendent of Securities, Service Newfoundland & Labrador Financial and Consumer Services Division (Prince Edward Island)

We have read the statements made by Gold Reserve Ltd. in the attached copy of change of auditor notice dated November 13, 2024, which we understand will be filed pursuant to Section 4.11 of National Instrument 51-102.

We agree with the statements in the change of auditor notice dated November 13, 2024.

Yours very truly,

/s/ PricewaterhouseCoopers LLP Chartered Professional Accountants

PricewaterhouseCoopers LLP
250 Howe Street, Suite 1400, Vancouver, British Columbia, Canada V6C 3S7
T: +1 604 806 7000, F: +1 604 806 7806, ca_vancouver_main_fax@pwc.com, www.pwc.com/ca

November 13, 2024

Ontario Securities Commission Alberta Securities Commission
British Columbia Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan Manitoba Securities Commission
Autorité des marchés financiers
Financial and Consumer Services Commission (New Brunswick) Nova Scotia Securities Commission
Financial and Consumer Services Division (Prince Edward Island)

Office of the Superintendent of Securities Service Newfoundland and Labrador Dear Sirs/Mesdames:

Re: Gold Reserve LTD.

As required by National Instrument 51-102, we have reviewed the information contained in the Company's Notice of Change in Auditors dated November 13, 2024. Based on our knowledge of such information at this date, we agree with the statements set out in the Notice that pertains to our firm.

Very truly yours,

/s/ CBIZ CPAs P.C.

CBIZ CPAs P.C.

Road, Suite 300
Houston, TX 77072

Phone: 281.223.5500
cbiz.com

APPENDIX C

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 D

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 believes that Messrs. Cohen, Gagnon, Johnston, Tunkey and Knight, and if elected at the Meeting, Mr. Howes, 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 (or six, if Mr. Howes is elected at the Meeting) 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 Rivett, are employees of the Company and therefore not considered independent. In addition, Mr. Timm was an employee of the Company within the last three years, and is 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.

	Disclosure Requirement under Form 58-101F2	Company's Governance Practices
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 Company Code of Conduct and Ethics which can be found at www.goldreserve.bm under the Investor Relations – Governance section 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 Company Code of Conduct and Ethics and demonstrate personal commitment to the standards set forth in same.
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;

	Disclosure Requirement under Form 58-101F2	Company's Governance Practices
		(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 Legal Committee, which is comprised of Messrs. Coleman (Chair), Cohen and Knight, 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 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 current

	Disclosure Requirement under Form 58-101F2	Company's Governance Practices
		directors: Messrs. Coleman (Chair) and Gagnon, alongwith 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 "U.S. Persons" (as defined in 31 C.F.R. § 591.312) pursuant primarily to 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 Financial Markets Committee, which is comprised of Messrs. Johnston and Coleman, was created to evaluate the Company's external financial obligations with respect to debt and/or equity issues and to evaluate and review: the listing status of the Company's securities; the Company's public and investment market disclosure; and the Company's relationships with investment banks and mining analysts, as well as the Shareholders.
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 LTD.

VOTE

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ENDORSEMENT_LINE_____ SACKPACK_____

MR A SAMPLE
DESIGNATION (IF ANY)
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ADD 2
ADD 3
ADD 4
ADD 5
ADD 6

Your vote matte

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Votes subn
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Online
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Phone
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Sign up f
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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

1234 5

▼ 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" Propos**

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

	For	Against	Abstain		For	Against	Abstain	
01 - Robert A. Cohen	☐	☐	☐	02 - Paul Rivett	☐	☐	☐	03 - James Michael Joh
04 - Yves M. Gagnon	☐	☐	☐	05 - James P. Tunkey	☐	☐	☐	06 - David A. Knight
07 - Jonathan Howes	☐	☐	☐					

	For	Against	Abstain	
2. Authorization of Board to Appoint Directors, as set forth in the Management Information Circular.	☐	☐	☐	3. Approval of Amendment to the 2012 Equity Ince set forth in the Management Information Circul
4. Approval of 2,500,000 Conditional Stock Options granted to Paul Rivett, as set forth in the Management Information Circular.	☐	☐	☐	5. Appointment of CBIZ CPAs P.C. as auditors and the Board of Directors to fix the auditors' remu

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 offic
full title.

Date (mm/dd/yyyy) – Please print date below.

Signature 1 – Please keep signature within the box.

Signature 2 –

C 1234567890 JNT

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Small steps make an impact.

Help the environment by consenting to receive electronic delivery, sign up at www.investorvote.com/GDRZF

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

Proxy – GOLD RESERVE LTD.

ANNUAL GENERAL MEETING OF SHAREHOLDERS
DECEMBER 12, 2024

PROXY IS SOLICITED BY THE MANAGEMENT OF GOLD RESERVE LTD.

The undersigned shareholder of Gold Reserve Ltd. (the "Company") hereby appoints Paul Rivett, Chief Executive Of 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 Sharel December 12, 2024 (the "Meeting") at 11:00 a.m. (Atlantic Time) (7:00 a.m. Pacific Time) and at any adjournment or postp to the same extent and with the same powers as if the undersigned were present at the Meeting or any adjournment c limiting the general authorization given, the persons above named are specifically directed to vote on behalf of the un

In their discretion, the proxyholders are authorized to vote upon such other business as may properly come befo

(Items to be voted appear on reverse side.)

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

C Non-Voting Items

Change of Address – Please print new address below.

Comments – Please print your comments below.

GOLD RESERVE LTD.

(the "Corporation")

Supplemental Mailing List Return Card

Fiscal Year: 2024

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.

Please send me:

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☐ 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)

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(Signature of Securityholder)

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GOLD RESERVE

2023

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, 2023 and 2022 and for each of the three years in the period ended December 31, 2023, and the related notes contained therein. This MD&A is dated April 19, 2024. Additional information relating to Gold Reserve, including its Annual Report on Form 40-F, is available under the Company's profile on SEDAR+ at www.sedarplus.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 years ended December 31, 2023 and 2022, equaled 0.7412 and 0.7682, respectively, and the exchange rate at the end of each such period equaled, 0.7575 and 0.739, 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 of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934) 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 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:

- risks associated with our ability to enforce and collect the September 2014 arbitral award granted in the Company’s favor against the Bolivarian Republic of Venezuela (“Venezuela”) pursuant to the Additional Facility Rules of the International Centre for the Settlement of Investment Disputes (the "Award"). These risks include, in addition to our ability to enforce and collect the Award, incurring the costs of enforcement and collection of the Award and the timing and success of that effort;

- risks associated with sanctions imposed by the U.S. and Canadian governments targeting Venezuela (the "Sanctions") and/or whether we are 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 in Canada or elsewhere:

- 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;
- 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 and interact with Venezuela as to Siembra Minera and the Resolution, which is expected to continue for an indeterminate period of time; and
- The Sanctions could adversely impact our ability to finance, develop and operate the Siembra Minera Project (as defined herein), and the Sanctions will continue indefinitely until modified by the U.S. or the Canadian government;

- risks that U.S. and Canadian government agencies that enforce Sanctions may not issue licenses that the Company has requested, or may request in the future, to engage in certain Venezuela-related transactions, 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;

- risks associated with the continued failure by Venezuela to honor its commitments under the Settlement Agreement (as defined below). As of the date of this Management's Discussion and Analysis, Venezuela still owes the Company an estimated $1.08 billion (including interest) related to the original settlement obligation of approximately $1.032 billion, which was payable in a series of monthly payments ending on or before June 15, 2019 (as amended, the "Settlement Agreement");

- risks associated with recovering funds and collection efforts (including related costs associated therewith) under our Settlement Agreement with the government of Venezuela or its various proceedings against the government of Venezuela, including:
    - the potential ability of the Company to obtain funds as a result of the writ of attachment *fieri facias* granted by the U.S. District Court of Delaware with respect to any court-ordered sale of PDV Holdings, Inc ("PDVH") shares, whereby the Company may potentially enforce the 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 have been attached and seized pursuant to the orders issued by the Lisbon District Court in Portugal;
    - whether Venezuela or PDVH's parent company, Petroleos de Venezuela, S.A., or any other party files further appeals or challenges with respect to the judgments of the U.S. Court of Appeals for the Third Circuit and judgments of the U.S. District Court of Delaware that establish the Company's right to participate in any distribution of proceeds from the potential sale of the PDVH shares; and
    - whether the amount of net proceeds resulting from the potential sale of the PDVH shares will be sufficient to satisfy the judgments that have been identified as holding senior priority to the Company's judgment and then some or all of the Company's judgment;
- risks associated with the timing and ability to contest, reverse or otherwise alter the resolution of the 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 or any adverse outcome of such efforts, the Resolution and/or the ability to take other legal actions including with respect to non-compliance by Venezuela of its obligations under the Settlement Agreement and Mixed Company Agreement;

- 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 and its personnel to carry on activities in Venezuela, including safety and security of personnel, repatriation of funds and the other factors identified herein;
- even if there is a successful outcome with respect to the Resolution there would be:
    - risks associated with Venezuela's failure to honor its commitments associated with the formation, financing and operation of the Siembra Minera Project (as described below);
    - risks associated with the ability of the Company to (i) successfully overcome legal or regulatory obstacles to operate Siembra Minera for the purpose of developing the Siembra Minera Project, (ii) complete any additional definitive documentation and finalize remaining governmental approvals and (iii) obtain financing to fund the capital costs of the Siembra Minera Project;
    - the risk that the conclusions of management and its qualified consultants contained in the Preliminary Economic Assessment of the Siembra Minera Gold Copper Project in accordance with Canadian National Instrument 43-101- *Standards of Disclosure for Mineral Projects* may not be realized in the future;
    - risks associated with exploration, delineation of sufficient reserves, regulatory and permitting obstacles and other risks associated with the development of the Siembra Minera Project;
    - risks associated with the political and economic instability in Venezuela, including any future government confiscation of assets; and
    - risks that any future Venezuelan administration or power, de jure or de facto, will fail to respect the agreements entered into by the Company and Venezuela, including past or future actions of any branch of Government challenging the formation of Siembra Minera and Presidential Decree No. 2.248 creating the National Strategic Development Zone Mining Arc of the Orinoco;
- risks associated with potential tax, accounting or financial impacts, including any potential income tax liabilities in addition to those currently recorded, that may result from the current (or any future) audits of our tax filings by U.S. and Canadian tax authorities;
- risks associated with activist investor campaigns, including potential costs and distraction of management and the directors' time and attention related thereto that would otherwise be spent on other matters;
- risks associated with bonus plan participants claiming Siembra Minera is "proceeds" for purposes of such bonus plan, including costs associated therewith and amounts paid in settlement, if any;
- risks associated with our ability to service outstanding obligations as they come due and access future additional funding, when required, for ongoing liquidity and capital resources, pending the receipt of payments under the Settlement Agreement or collection of the Award in the courts;
- risks associated with our prospects in general for the identification, exploration and development of mining projects and other risks normally incident to the exploration, development and operation of mining properties, including our ability to achieve revenue producing operations in the future;
- risks that estimates and/or assumptions required to be made by management in the course of preparing our financial statements are determined to be inaccurate, resulting in a negative impact on 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;
- risks associated with the ability of the Company to maintain an effective system of internal control over financial reporting and disclosure controls and procedures, which may result in the Company not being able to produce accurate and timely financial statements and other public filings;
- risks associated with shareholder dilution resulting from the future sale of additional equity, if required;

- risks that changes in the composition of the Board of Directors or other developments may result in a change of control and potentially require change of control payments, estimated at $8.7 million as of December 31, 2023, to be made to certain officers and consultants.

- risks associated with the abilities of and continued participation by certain employees including as related to the retirement of the Company's CEO; and

- risks associated with the impact of current or future U.S., Canadian and/or other jurisdiction's tax laws to which we are or may be subject.

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 this MD&A, 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.

THE COMPANY

Gold Reserve, an exploration stage company, was incorporated to engage in the business of acquiring, exploring and developing mining projects. Given the numerous developments in Venezuela over the years, both as it relates to our historical mining interests and related legal proceedings resulting therefrom, management has recently focused its efforts on pursuing legal claims against Venezuela as described in more detail below.

We were incorporated in 1998 under the laws of the Yukon Territory, Canada and continued under the *Business Corporations Act* (Alberta) (the "ABCA") 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, 2023. 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.sedarplus.ca. 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 in the courts or future financings.

BUSINESS OVERVIEW

Background

Prior to 2008, the Company's principal business was the exploration and development of a mining project in Venezuela known as the "Brisas Project." In 2008, the Venezuelan government terminated the Brisas Project without compensation to the Company. In October 2009, the Company 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 the Brisas Project. On September 22, 2014, we were granted the Award totaling $740.3 million.

In July 2016, we signed the Settlement Agreement whereby Venezuela agreed among other things to pay the Company 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 that were supposed to end 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.

As of the date of this MD&A, the Company had received payments of approximately $254 million pursuant to the Settlement Agreement: $240 million for the sale of the Mining Data and $14 million related to the Award. The remaining unpaid amount due from Venezuela pursuant to the Award (now subject to the Delaware Proceedings explained further below) totals an estimated $1.08 billion (including interest) as of the date of this report. 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 (less legal costs and expenses) is specified as LIBOR plus 2%, compounded annually. With the phase out of LIBOR, the U.S. Congress enacted the Adjustable Interest Rate (LIBOR) Act to establish a process for replacing LIBOR in existing contracts. The U.S. Federal Reserve Board adopted a final rule that implements the Adjustable Interest Rate (LIBOR) Act by identifying benchmark rates based on the Secured Overnight Financing Rate (SOFR) that replaced LIBOR in certain financial contracts after June 30, 2023. Accordingly, effective July 1, 2023, the Company began calculating the interest due on the unpaid amount of the Award using a benchmark replacement rate based on SOFR plus two percent.

Concurrent with the Settlement Agreement, the Company and Venezuela also agreed to pursue the joint development of a project designated as the "Siembra Minera Project" that primarily comprised the former Brisas Project and the adjacent Cristinas project. 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 the joint venture entity Siembra Minera by subscribing for shares in Siembra Minera for a nominal amount. The stated 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 contained within Bolivar State comprising the Siembra Minera Project.

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 Venezuelan Ministry of Mines (the "Ministry") issued a resolution to revoke the mining rights of Siembra Minera. Siembra Minera filed a reconsideration request in May 2022 which was denied by the Ministry (see "Legal Matters"). The Company appealed the Resolution with the Venezuelan Supreme Court of Justice. The appeal was

ultimately withdrawn and was terminated in October 2023. The Company is evaluating all additional legal rights and remedies that are available in relation to this matter including potential arbitration.

Further details regarding the Siembra Minera Project can be found in our Annual Information Form dated April 29, 2022 and our Management's 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.sedarplus.ca.

Legal Matters

Recognition and Enforcement of Arbitral Award in the United States (Delaware Proceedings)

Following the ICSID legal proceedings, the Company obtained an order dated November 20, 2015, confirming and entering judgment on the Award in the U.S. District Court for the District of Columbia (the "DDC"). Venezuela's appeal of this order was dismissed pursuant to the terms of the Settlement Agreement. The Company registered its DDC judgment in the Delaware Court and, by order dated March 31, 2023, the Company obtained a conditional writ of attachment fieri facias against the shares of PDV Holding, Inc. ("PDVH"), the indirect parent company of CITGO Petroleum Corp., one of the largest oil refiners in the United States. Petroleos de Venezuela, S.A. ("PDVSA"), the parent company of PDVH, appealed this order on April 10, 2023. On May 1, 2023, OFAC published guidance stating that it will not take enforcement actions against individuals or entities participating in the previously announced sales process for the shares of PDVH (the "Sale Process") and issued a license to the Clerk of the Court for the Delaware Court authorizing the issuance and service of writs of attachment granted by the court to approved judgment creditors against the shares of PDVH. Pursuant to the guidance published by OFAC, a specific license from OFAC will be required before any sale of PDVH shares can be executed.

On July 7, 2023, the U.S. Court of Appeals for the Third Circuit (the "Third Circuit") issued a judgment affirming the March 31 order of the Delaware Court. Venezuela's petition to review this decision was subsequently denied by the U.S. Supreme Court (by order dated January 8, 2024).

On July 27, 2023 the Delaware Court issued a decision on certain issues concerning the Sale Process, including determining the process by which creditors of Venezuela and PDVSA (collectively, the "Creditors") can be named "Additional Judgment Creditors" and thereby participate in the Sale Process. The Delaware Court held that for a Creditor to be an Additional Judgment Creditor, it must inter alia obtain a conditional or unconditional writ of attachment from the Delaware Court. As indicated above, the Company obtained a conditional writ of attachment from the Delaware Court by the order dated March 31, 2023. The Delaware Court further held that the priority of judgments of Additional Judgment Creditors will be based on the date a Creditor filed a motion for a writ of attachment that was subsequently granted. The Company filed its motion on October 20, 2022.

On August 14, 2023, the Company filed an Attached Judgment Statement with the Delaware Court, per the request of the Special Master appointed by the Delaware Court to oversee the Sale Process. The Company's statement identified, inter alia, the initial amount of the Company's DDC judgment, the amount by which the judgment has been reduced as a result of the collection efforts by the Company, and the rate at which the Company is accruing post-judgment interest on the DDC judgment. Other creditors seeking to participate in the Sale Process also filed Attachment Judgment Statements containing similar information.

By order dated January 8, 2024, the Delaware Court granted the request made by the Company (and other creditors) to be designated as an Additional Judgment Creditor under the Sales Process Order governing the terms of the potential sale of the PDVH shares. On January 22, 2024, prospective purchasers for the PDVH shares submitted initial, non-binding bids. On March 27, 2024, the Company served its writ of attachment on the U.S. Marshal, who then served the writ of attachment on PDVH and the Special Master on April 5, 2024. The Company has now taken all necessary steps to perfect its security interest in the PDVH shares.

On April 3, 2024, the Delaware Court issued its Final Priority Order, which identifies 12 judgments that are senior in priority to the Company's judgment. According to the information in the above-referenced Attachment Judgment Statements, the total amount of these 12 judgments as at August 14, 2023, inclusive of interest, was quantified by the holders of these judgments as approximately $5.564 billion.

The Special Master has provided the Delaware Court with a schedule of further steps for the sale of the PDVH shares. These dates are subject to change but include, at present, June 11, 2024 as the deadline for prospective purchasers to submit Final Binding Bids and July 15, 2024 for the Sale Hearing before the Delaware Court. Deadlines for other events are yet to be determined, including, for example, the filing by the Special Master of a Notice of Successful Bid and the filing of objections to this recommendation.

Portugal Attachment Proceedings

By order dated January 13, 2023, the Lisbon District Court granted the motion filed by the Company to issue an order attaching and seizing funds deposited at a Portugal state owned bank up to the amount of approximately EUR 21,368,805. The order is in relation to funds held in a trust account for the benefit of the Company at Bandes Bank, a Venezuelan state-owned development bank. The Company has been unable to access these funds and recorded an impairment charge in 2018 for the approximately U.S. $21.5 million balance in the account. On February 20, 2023, the Lisbon District Court's attachment order was effective. On December 13, 2023, the Company instituted the "main action" required to obtain the judgment necessary to execute against the attached funds, by commencing an international arbitration before the ICC International Court of Arbitration.

By orders dated November 11, 2023 and March 6, 2024, the Lisbon District Court granted motions filed by the Company to issue orders attaching and seizing other funds of Venezuela held in other accounts in Lisbon. According to information provided to the Company via the Lisbon District Court proceedings, the total amount of funds attached as a result of these two orders is equivalent to approximately €1.4 billion. The Company is in the process of verifying the amounts attached and whether and to what extent other creditors hold encumbrances on some or all of the attached funds. At present, the Company cannot confirm whether it has a first-priority attachment in respect of any funds that have been attached. The Company will need to institute a "main action" to obtain a judgment establishing its right to any attached funds before it can attempt to execute against any of these attached funds. At present, the Company cannot estimate a likelihood of success as to any such execution efforts, and whether it is probable the Company will be able to obtain any of the attached funds

Venezuela Supreme Court of Justice

On November 24, 2022, the Company filed a nullity appeal and requested a precautionary measure of suspension of effects before the Venezuela Political-Administrative Chamber of the Supreme Court of Justice ("APC") to declare the absolute nullity of the administrative act contained in the resolution issued by the Ministry on May 27, 2022, and notified to Siembra Minera on May 30, 2022, which ratified the resolution issued on March 7, 2022, and notified to Siembra Minera on March 9, 2022, which terminated the mining rights granted to Siembra Minera, and against which Siembra Minera exercised the corresponding Administrative Request for Reconsideration. On February 9, 2023, the APC denied the Company's precautionary request to suspend the effects of Resolution No. 73. In October 2023, the appeal process with the Supreme Court of Justice was terminated. The Company is evaluating all additional legal rights and remedies that are available in relation to this matter including potential arbitration, as described below.

Potential New International Arbitration Proceedings Against Venezuela

On December 4, 2023, the Company issued notice to Venezuela of the existence of a dispute under the "Agreement Between the Government of Canada and the Government of the Republic of Venezuela for the Promotion and Protection of Investments" and under the "Agreement between the Government of Barbados and the Government of the Republic of Venezuela for the Promotion and Protection of Investments". The notice was issued in relation to the unlawful March 2022 revocation by Venezuela of the mining rights assigned to Siembra Minera. The notice advised Venezuela *inter alia* that: (i) in the event the Company commences an international arbitration, it would claim for all remedies available under applicable law; and (ii) Venezuela's unlawful actions and omissions have substantially damaged the value of the Company's investments and could result in claims being brought against Venezuela for an amount in excess of USD $7 billion.

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 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 Venezuelan government officials with respect to the Settlement Agreement and/or payment of the remaining balance of the Award plus interest and/or pursuing remedies with respect to the Resolution by the Venezuelan Ministry of Mines to revoke the mining rights in connection with the Siembra Minera Project and/or finance, develop and operate the Siembra Minera Project. On October 18, 2023, the U.S. government relaxed certain aspects of U.S. sanctions targeting the Venezuelan gold, oil, and gas sectors. In February 2024, the U.S. government reinstated the U.S. sanctions targeting the Venezuelan gold sector and did the same in mid-April 2024 for U.S. sanctions targeting the Venezuelan oil and gas sectors because the Venezuelan government did not fulfill commitments made in conjunction with the U.S. sanctions relaxation. These changes do not affect the impact of the Sanctions on the Company.

Exploration Prospect

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.

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

Pursuant to a 2012 restructuring of convertible notes, we issued Contingent Value Rights (“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, 2023, 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, substantially all of which has been paid to the CVR holders.

A dispute existed between the Company and the holder of the majority of the CVRs, a related party. The holder 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. The Company recorded CVR expense in relation to this matter of approximately $462,000 during 2022.

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. The Bonus Plan is administered by independent members of the Board of Directors. The bonus pool has been 100% allocated with participant percentages fixed and participants that have retired are fully vested.

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, 2023, 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.

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 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.

FINANCIAL OVERVIEW

Overview

Our overall financial position is influenced by the proceeds previously received pursuant to the Settlement Agreement, related payment obligations, results of operations and the 2019 Return of Capital to Shareholders. Recent operating results and our overall financial position and liquidity are primarily impacted by expenses resulting from legal enforcement activities associated with the Award, costs associated with maintaining our legal and regulatory obligations in good standing, income tax audits as more fully described below and other corporate general and administrative expenses.

As discussed elsewhere in this MD&A, the Sanctions limit our enforcement efforts and adversely impact our ability to collect the remaining amounts due under the Settlement Agreement and/or Award. Even if there is a successful outcome with respect to 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.

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.

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.

Income Tax Audits

The 2017 through 2020 tax filings of the Company's U.S. subsidiary are under examination by the Internal Revenue Service (IRS). Additionally, Canada Revenue Agency (CRA) is examining the Company's 2018 and 2019 international transactions. The Company has received Notices of Proposed Adjustment (NOPA) from the IRS proposing to (i) disallow the worthless stock deductions (related to investments in the Brisas project) taken by the Company's U.S. subsidiary for the 2017 tax year and (ii) tax income on or related to the Award that may be received by the Company in the future.

ASC 740-10-25 requires that the Company recognize the financial statement effects of a tax position when it is more likely than not, based on the technical merits, that the position will be sustained upon examination. The tax benefits of the worthless stock deductions referred to above were previously recorded in the Company's financial statements on the basis that it was more likely than not that the tax filing position would be sustained. As of each balance sheet date, the Company reassesses the tax position and considers any changes in facts or circumstances that indicate factors underlying the sustainability assertion have changed and whether the amount of the recognized tax benefit is still appropriate.

The Company disagrees with the IRS's position and is evaluating and considering an appeal of the NOPAs. Moreover, the Company intends to pursue the competent authority process if and when appropriate to ensure no double taxation of the Award amounts by Canada and the U.S. However, given the increased uncertainty the IRS's position has raised and in consideration of the ongoing CRA audit, the Company has determined that it is appropriate to derecognize the tax benefit of the worthless stock deductions. Accordingly, the Company recognized approximately $17.8 million in income tax expense (including interest of $1.8 million), resulting in the reversal of an $8.1 million income tax receivable and the recording of an income tax payable of $9.7 million (including interest of $1.8 million) during the year ended December 31, 2023.

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 or any appeals of the NOPAs will result in favorable outcomes.

Liquidity and Capital Resources

At December 31, 2023, we had cash and cash equivalents of approximately $8.5 million which represents a decrease from December 31, 2022 of approximately $6.9 million. The net decrease was primarily due to cash used in operations as more fully described in the "Operating Activities" section below.

	2023	Change	2022
Cash and cash equivalents	$ 8,529,162	$ (6,851,327)	$ 15,380,489

As of December 31, 2023, we had financial resources including cash, cash equivalents, term deposits and marketable securities totaling approximately $39.1 million (predominantly held in U.S. and Canadian banks and financial institutions). In terms of financial obligations, the Company has current liabilities consisting of income tax payable, accounts payable, accrued expenses and severance liability of approximately $11.2 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, 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, 2023 and 2022 was approximately $7.4 million and $6.4 million, respectively. Cash flow used in operating activities consists of net loss adjusted for unrealized gains and losses on marketable securities, non-cash interest income, non-cash expense items primarily related to a write-down of equipment, stock option compensation and depreciation and certain non-cash changes in working capital.

Cash flow used in operating activities during the year ended December 31, 2023 increased from the prior comparable period primarily due to payments of severance and contingent value rights made in the first half of 2023 and the receipt of an income tax refund in the second quarter of 2022.

Investing Activities

	2023	Change	2022
Purchase of term deposits	$ (46,594,349)	$ (19,217,788)	$ (27,376,561)
Proceeds from maturity of term deposits	46,395,438	46,395,438	-
Proceeds from disposition of property, plant and equipment	775,000	772,996	2,004
	$ 576,089	$ 27,950,646	$ (27,374,557)

Cash flows provided by investing activities increased during the year ended December 31, 2023 due to a decrease in the net purchases of term deposits and an increase in proceeds from disposition of equipment.

Financing Activities

Cash flows provided by financing activities increased during the year ended December 31, 2023 due to the exercise of stock options. The Company did not have cash flows from financing activities during the year ended December 31, 2022.

Contractual Obligations

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 a consultant as described in Note 9 to the audited consolidated financial statements. As of December 31, 2023, the amount payable to participants under the change of control agreements, in the event of a Change of Control, was approximately $8.7 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, 2023, 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, 2023, the Company had an accrued liability for severance payments of approximately $0.7 million related to the retirement of the Company's CEO effective February 13, 2024. This amount was recorded in general and administrative expense for the year ended December 31, 2023. Subsequent to his retirement as CEO, Mr. Timm entered a 3-year consulting agreement with the Company and will act in the capacity of principal executive officer until a new CEO is hired. He will continue as a director and will participate in the Bonus Plan in accordance with its terms for retired employees. Mr. Timm's consulting fees, in accordance with the agreement, are $208,333 in the first year, $156,250 in the second year and $125,000 in the third year.

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 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.

Financial Assistance

In June 2023 the Company's representative in Venezuela, Jose Ignacio Moreno Suarez, who is also a shareholder of the Company, was arrested and imprisoned by the Venezuela Directorate of Military Counter-Intelligence. Mr. Moreno was subsequently charged with various criminal offences. The Company believes these actions are unlawful, political in nature, and constitute *inter alia* illegal retaliation against the Company for exercising its legal rights against Venezuela and its agencies and instrumentalities. To date, the Company has paid approximately $144,000 to the law firm representing Mr. Moreno for legal expenses related to his detention and paid Mr. Moreno approximately $42,000 as an advance under his

consulting agreement. Such payments are not anticipated to be repaid. These payments and any similar payments made in the future may be considered to constitute "financial assistance" for the purposes of the *Business Corporations Act* (Alberta).

Results of Operations

Summary

Consolidated income, expenses, net loss before income tax expense and net loss for the years ended December 31, 2023 and 2022 were as follows:

	2023	Change	2022
Income (loss)	$ 2,948,925	$ 2,482,252	$ 466,673
Expenses	(8,269,034)	794,155	(9,063,189)
Net loss before income tax expense	$ (5,320,109)	$ 3,276,407	$ (8,596,516)
Income tax expense	(17,798,883)	(17,798,883)	-
Net loss and comprehensive loss for the year	$ (23,118,992)	$ (14,522,476)	$ (8,596,516)

Income (Loss)

	2023	Change	2022
Interest income	$ 1,911,292	$ 1,328,769	$ 582,523
Loss on disposition of property, plant and equipment	-	8,410	(8,410)
Unrealized gain (loss) on marketable equity securities	1,077,839	1,085,004	(7,165)
Foreign currency loss	(40,206)	60,069	(100,275)
	$ 2,948,925	$ 2,482,252	$ 466,673

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, 2023, income increased over the prior year primarily as a result of an increase in interest income due to an increase in interest rates, an increase in unrealized gain on marketable equity securities and a decrease in foreign currency loss.

Expenses

	2023	Change	2022
Corporate general and administrative	$ 4,861,109	$ (288,541)	$ 5,149,650
Legal and accounting	1,914,004	(10,804)	1,924,808
Enforcement of Arbitral Award	1,087,770	637,293	450,477
Exploration costs	64,201	2,105	62,096
Equipment holding costs	148,200	(19,917)	168,117
Write-down of equipment	193,750	(429,219)	622,969
Contingent value rights	-	(461,835)	461,835
Siembra Minera Project and related costs	-	(223,237)	223,237
Total expenses for the period	$ 8,269,034	$ (794,155)	$ 9,063,189

Corporate general and administrative expense for the year ended December 31, 2023 decreased from the comparable period in 2022 primarily due to a decrease in Director and Officer insurance and a reduction in executive compensation. The decrease in corporate general and administrative expense was partially offset by severance expense related to the retirement of the Company's Chief Executive Officer and the allocation of costs previously classified as Siembra Minera Project and related costs. In 2023, the costs previously classified as Siembra Minera Project and related costs included $0.9 million of certain Venezuelan related costs including financial assistance to the Company's legal representative, Jose Ignacio Moreno Suarez, as disclosed above, administrative and security related costs, other legal expenses and costs associated with consultants, some of which are expected to continue as they may be relevant to the Company's future activities with respect to the Resolution, potential new arbitration, other legal support activities and/or the Settlement Agreement. Legal and accounting expenses decreased primarily as a result of a decrease in professional fees associated with the Resolution to revoke the Siembra Minera mining rights, tax compliance and other corporate matters. Enforcement of Arbitral Award expense increased due to legal and other costs associated with enforcement and collection of the Award including costs of the legal proceedings in Delaware and Portugal. The 2023 write-down of equipment relates to the Company's SAG mill shell. The Company recorded an impairment charge of approximately $0.2 million to reduce the carrying value of its SAG mill shell to $775,000 its fair value less costs to sell. The Company completed the sale of the SAG mill shell in November 2023. Contingent value rights expense relates to the settlement with CVR holders in 2022 (See Note 2 to the audited consolidated financial statements). Siembra Minera Project costs decreased 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 subsequent allocation of certain costs previously associated with the Siembra Minera project to corporate general and administrative expense as described above. Overall, total expenses for the year ended December 31, 2023 decreased by approximately $0.8 million from the comparable period in 2022.

Summary of Quarterly Results (1)

Quarter ended	12/31/23	9/30/23	6/30/23	3/31/23	12/31/22	9/30/22	6/30/22	3/31/22
Income (loss)	$835,394	$840,718	$784,856	$487,957	$322,504	$60,039	$40,754	$43,376
Net loss								
before tax	(1,976,810)	(845,463)	(1,403,770)	(1,094,066)	(3,103,914)	(1,703,356)	(2,243,859)	(1,545,387)
Per share	(0.02)	(0.01)	(0.01)	(0.01)	(0.03)	(0.02)	(0.02)	(0.02)
Fully diluted	(0.02)	(0.01)	(0.01)	(0.01)	(0.03)	(0.02)	(0.02)	(0.02)
Net loss	(2,170,580)	(18,450,576)	(1,403,770)	(1,094,066)	(3,103,914)	(1,703,356)	(2,243,859)	(1,545,387)
Per share	(0.02)	(0.19)	(0.01)	(0.01)	(0.03)	(0.02)	(0.02)	(0.02)
Fully diluted	(0.02)	(0.19)	(0.01)	(0.01)	(0.03)	(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 2023, income was substantially consistent with the prior quarter. In the third quarter of 2023, income increased due to increases in interest income and unrealized gains on marketable equity securities partially offset by foreign currency loss. In the second quarter of 2023, income increased primarily due to an increase in unrealized gains on marketable equity securities. In the first quarter of 2023, income increased due to increased interest income as a result of an increase in interest rates. 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 2023, net loss decreased due to a decrease in income tax expense. In the third quarter of 2023, net loss increased primarily due to income tax expense, partially offset by a decrease in costs of enforcement of the Award and an increase in income as described above. In the second quarter of 2023, net loss increased due to legal and other costs associated with enforcement of the Award and a write-down of equipment, partially offset by an increase in gains on marketable equity securities. In the first quarter of 2023, net loss decreased primarily due to increased interest income as a result of an increase in interest rates. 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 enforcement of arbitral award 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.

Selected Annual Information (1)

	2023	2022	2021
	$	$	$
Income (loss)	$ 2,948,925	$ 466,673	$ 90,898
Expenses	$ (8,269,034)	$ (9,063,189)	$ (10,687,690)
Income tax expense	$ (17,798,883)	$ -	$ -
Net loss	$ (23,118,992)	$ (8,596,516)	$ (10,596,792)
Net loss per share, basic and diluted	$ (0.23)	$ (0.09)	$ (0.11)
Total assets	$ 39,740,147	$ 52,943,925	$ 60,640,443
Total liabilities	$ 11,164,775	$ 1,351,341	$ 610,561
Total shareholders' equity	$ 28,575,372	$ 51,592,584	$ 60,029,882
Common shares outstanding	99,548,711	99,547,710	$ 99,547,710

(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.

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.

As of December 31, 2023, the Company had an accrued liability for severance payments of approximately $0.7 million related to the retirement of the Company's CEO effective February 13, 2024. This amount was recorded in general and administrative expense for the year ended December 31, 2023. Subsequent to his retirement as CEO, Mr. Timm entered a 3-year consulting agreement with the Company and will continue as a director. Mr. Timm's consulting fees, in accordance with the agreement, are $208,333 in the first year, $156,250 in the second year and $125,000 in the third year.

The Company's former President and director, 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 disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act, the "DC&P") as of the end of the period covered by this MD&A. Based on that evaluation, management, including the acting Chief Executive Officer and Chief Financial Officer, concluded that our DC&P were effective as of December 31, 2023 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 acting Chief Executive Officer and Chief Financial Officer, assessed the effectiveness of our ICFR as of December 31, 2023 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, 2023.

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, 2023 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:

- 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;
- preparation of tax filings in a number of jurisdictions and determination of income tax expense resulting from NOPAs issued by the IRS requires considerable judgment and the use of assumptions. The NOPAs resulted in the recognition of $17.8 million in income tax expense during the year ended December 31, 2023; and
- recognition of the receivable and associated obligations with the Award (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.

Risks Related to Collection of the Arbitral Award

Failure to collect amounts due pursuant to the Arbitral Award and/or Settlement Agreement would materially adversely affect the Company.

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 $1.08 billion (including interest). The Company also has various proceedings against the government of Venezuela, including with respect to the writ of attachment relating to shares of PDVH, whereby the Company may potentially enforce the Award by participating in the potential sale of PDVH shares, and the motions granted by the Lisbon District Court in Portugal to attach and seize certain funds. Failure to collect these amounts could materially adversely affect the Company.

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

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.

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

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 or our ability to raise additional funds from the capital markets or other external sources. We believe that we have sufficient working capital to carry on our activities for the next 12 to 24 months. However, 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.

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 we are unable to collect amounts due pursuant to the Settlement Agreement and/or Award, 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.

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

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.

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 amounts due pursuant to the Award and/or Settlement Agreement.

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 interact with Venezuela as to collection of the Award, Siembra Minera and the Resolution. Additionally, the Sanctions could adversely impact our ability to finance, develop and operate the Siembra Minera Project. The Sanctions will continue indefinitely until modified by the U.S. or the Canadian government.

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;
- our ability to collect amounts owed pursuant to the Award;
- the impact of Sanctions on our ability to consummate the transactions contemplated by the Settlement Agreement or, even if there is a successful 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 and public health crises.

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

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 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 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 in addition to the tax liabilities currently recorded as a result of the IRS audit. 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, 2023. 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, 2023. 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.

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

Even if there is a successful overturning of the Resolution, our potential development and/or future operation of the Siembra Minera Project, as well as our activities related to the collection of amounts due pursuant to the Arbitral Award and/or 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 Related to the Resolution to Revoke the Rights with Respect to, and Development and Operation of, the Siembra Minera Project

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. The Company withdrew its appeal of the Resolution with the Venezuelan Supreme Court of Justice and the appeal was terminated in October 2023. Even if there is a successful overturning of such resolution, the following additional risks apply in connection with any development or operation of the Siembra Minera Project.

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.

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.

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.

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.

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.

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.

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 99,668,711 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, 7,742,392 of those options were outstanding and 2,076,107 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	2,863,750
October 4, 2032	$ 0.99	165,000
November 17, 2032	$ 1.08	143,999
December 14, 2032	$ 1.28	50,000
December 14, 2033	$ 2.52	145,000
February 9, 2034	$ 3.18	140,000
Total Class A Shares issuable pursuant to stock options		7,742,392

Capital Structure

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

Class A Shares outstanding	99,668,711
Shares issuable pursuant to the 2012 Equity Incentive Plan	7,742,392
Total shares outstanding, fully diluted	107,411,103

ADDITIONAL INFORMATION

Additional information relating to our Company, including our Company's Annual Information Form, is on SEDAR+ at www.sedarplus.ca.

Management's Annual Report on Internal Control over Financial Reporting

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.

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, 2023 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, 2023.

/s/ Rockne J. Timm
Chief Executive Officer
April 19, 2024

/s/ David P. Onzay
Chief Financial Officer
April 19, 2024

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, 2023 and 2022, and the related consolidated statements of operations and comprehensive loss, changes in shareholders' equity and cash flows for the years then ended, 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, 2023 and 2022, and the results of its operations and its cash flows for the years then ended 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 had 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 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, 2023, 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 19, 2024

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

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

			December 31, 2023	December 31, 2022
ASSETS				
Current Assets:				
Cash and cash equivalents (Note 3)			$ 8,529,162	$ 15,380,489
Term deposits (Note 4)			29,361,215	27,499,188
Marketable equity securities (Note 5)			1,175,892	98,053
Income tax receivable (Note 10)			–	8,091,104
Prepaid expense and other			289,488	458,939
Total current assets			39,355,757	51,527,773
Property, plant and equipment, net (Note 6)			384,390	1,416,152
Total assets			$ 39,740,147	$ 52,943,925
LIABILITIES				
Current Liabilities:				
Accounts payable and accrued expenses (Note 2)			$ 713,485	$ 647,283
Severance accrual (Note 9)			743,511	531,981
Income tax payable (Note 10)			9,707,779	–
Contingent value rights (Note 2)			–	172,077
Total current liabilities			11,164,775	1,351,341
Total liabilities			11,164,775	1,351,341
SHAREHOLDERS' EQUITY				
Serial preferred stock, without par value				
Authorized:	Unlimited			
Issued:	None			
Common shares			302,681,173	302,679,682
Class A common shares, without par value				
Authorized:	Unlimited			
Issued and outstanding:	2023…99,548,711	2022…99,547,710		
Contributed surplus			20,625,372	20,625,372
Stock options (Note 9)			23,661,590	23,561,301
Accumulated deficit			(318,392,763)	(295,273,771)
Total shareholders' equity			28,575,372	51,592,584
Total liabilities and shareholders' equity			$ 39,740,147	$ 52,943,925

Contingencies (Note 2 and 9)

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

Approved by the Board of Directors:

/s/ James P. 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,	
	2023	**2022**
INCOME (LOSS)		
Interest income	$ 1,911,292	$ 582,523
Loss on disposition of property, plant and equipment (Note 6)	–	(8,410)
Unrealized gain (loss) on equity securities (Note 5)	1,077,839	(7,165)
Foreign currency loss	(40,206)	(100,275)
	2,948,925	466,673
EXPENSES		
Corporate general and administrative (Notes 2 and 9)	4,861,109	5,149,650
Legal and accounting	1,914,004	1,924,808
Enforcement of Arbitral Award (Note 2)	1,087,770	450,477
Exploration costs	64,201	62,096
Equipment holding costs	148,200	168,117
Write-down of equipment (Note 6)	193,750	622,969
Contingent value rights (Note 2)	–	461,835
Siembra Minera Project and related costs (Note 7)	–	223,237
	8,269,034	9,063,189
Net loss before income tax expense	(5,320,109)	(8,596,516)
Income tax expense (Note 10)	(17,798,883)	–
Net loss and comprehensive loss for the year	$ (23,118,992)	$ (8,596,516)
Net loss per share, basic and diluted	$ (0.23)	$ (0.09)
Weighted average common shares outstanding, basic and diluted	99,548,080	99,547,710

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, 2023 and 2022

(Expressed in U.S. dollars)

	Common Shares				
	Number	Amount	Contributed Surplus	Stock Options	Accumulated Deficit
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)
Net loss for the year	–	–	–	–	(23,118,992)
Share issuance	1,001	1,491	–	(410)	–
Stock option compensation (Note 9)	–	–	–	100,699	–
Balance, December 31, 2023	99,548,711	$ 302,681,173	$ 20,625,372	$ 23,661,590	$(318,392,763)

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,	
	2023	**2022**
Cash Flows from Operating Activities:		
Net loss for the year	$ (23,118,992)	$ (8,596,516)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock option compensation	100,699	159,218
Depreciation	63,012	104,143
Write-down of equipment	193,750	622,969
Loss on disposition of property, plant and equipment	–	8,410
Unrealized (gain) loss on marketable equity securities	(1,077,839)	7,165
Amortized interest on term deposits	(1,663,116)	(122,627)
Decrease in income tax receivable related to change in uncertain tax position	8,091,104	–
Changes in non-cash working capital:		
Decrease in income tax receivable	–	591,735
Increase in income tax payable	9,707,779	–
Increase in severance accrual	211,530	531,981
Increase (decrease) in contingent value rights accrual	(172,077)	111,835
Net decrease in prepaid expense and other	169,451	47,724
Net increase in payables and accrued expenses	66,202	171,379
Net cash used in operating activities	(7,428,497)	(6,362,584)
Cash Flows from Investing Activities:		
Purchase of term deposits	(46,594,349)	(27,376,561)
Proceeds from maturity of term deposits	46,395,438	–
Proceeds from disposition of property, plant and equipment	775,000	2,004
Net cash provided by (used in) investing activities	576,089	(27,374,557)
Cash Flows from Financing Activities:		
Proceeds from the exercise of stock options	1,081	–
Net cash provided by financing activities	1,081	–
Change in Cash and Cash Equivalents:		
Net decrease in cash and cash equivalents	(6,851,327)	(33,737,141)
Cash and cash equivalents - beginning of year	15,380,489	49,117,630
Cash and cash equivalents - end of year	$ 8,529,162	$ 15,380,489

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") has historically been 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. The Company's primary activities include those related to corporate and legal activities associated with the collection of the unpaid balance of the Award (defined below, see Note 2) and matters related to the Siembra Minera project (the "Siembra Minera Project").

The U.S. and Canadian governments have imposed various sanctions (the "Sanctions") targeting the Bolivarian Republic of Venezuela ("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 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 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 prohibit or restrict the Company from working with Venezuelan government officials with respect to the Settlement Agreement (defined below) and/or payment of the remaining balance of the Award plus interest and /or pursuing remedies with respect to the Resolution (defined below) by the Venezuelan Ministry of Mines to revoke the mining rights in connection with the Siembra Minera Project and/or finance, develop and operate the Siembra Minera Project.

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.

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. 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.

Assets Held for Sale. Long-Lived assets are classified as held for sale in the period in which certain criteria are met. Assets held for sale are measured at the lower of carrying amount or fair value less cost to sell and are not depreciated as long as they remain classified as held for sale.

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. The Company classifies interest and penalties on underpayment of income tax as income tax expense.

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. Enforcement of Arbitral Award:

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. Venezuela has been in breach of the Settlement Agreement since 2018. The Company is pursuing enforcement of the Award through legal proceedings in the United States and Portugal.

To date, the Company has received payments of approximately $254 million pursuant to the Settlement Agreement. Venezuela is in breach of the Settlement Agreement and the Company is pursuing enforcement of the Award in the United States and other jurisdictions (which includes collection efforts). The remaining unpaid amount due from Venezuela pursuant to the Award totals an estimated $1.055 billion (including interest) as of December 31, 2023. 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. While collection efforts continue, including legal proceedings in the United States and Portugal, the timing and amount of any funds collected under the Award, if any, is not yet probable as at December 31, 2023. This judgment 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 (less legal costs and expenses) is specified as LIBOR plus 2%, compounded annually. With the phase out of LIBOR, the U.S. Congress enacted the Adjustable Interest Rate (LIBOR) Act to establish a process for replacing LIBOR in existing contracts. The U.S. Federal Reserve Board adopted a final rule that implements the Adjustable Interest Rate (LIBOR) Act by identifying benchmark rates based on the Secured Overnight Financing Rate (SOFR) that replaced LIBOR in certain financial contracts after June 30, 2023. Accordingly, effective July 1, 2023, the Company began calculating the interest due on the unpaid amount of the Award using a benchmark replacement rate based on SOFR plus two percent.

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, 2023, 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, substantially all of which has been paid to the CVR holders.

As previously disclosed, a dispute existed between the Company 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. The holder 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. The Company recorded CVR expense in relation to this matter of approximately $462,000 during 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. As of December 31, 2023, 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.

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 Award 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, 2023	December 31, 2022
Bank deposits	$ 455,057	$ 1,123,095
Short term investments	8,074,105	14,257,394
Total	$ 8,529,162	$ 15,380,489

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, certificates of deposit and U.S. treasury bills which mature in three months or less.

Note 4. Term Deposits:

	December 31, 2023	December 31, 2022
U.S. Treasury Bills	$ 25,407,439	$ 27,499,188
Certificates of deposit	3,953,776	–
	$ 29,361,215	$ 27,499,188

The Company has term deposits which are classified as held to maturity, carried at amortized cost and have original maturities of greater than 3 months and less than 12 months. Term deposits consist of U.S. treasury bills purchased at a discount and amortized to face value over their respective terms. In 2023, the Company recorded non-cash interest income of $1,663,116 related to the amortization of discount on term deposits.

Note 5. Marketable Securities:

	December 31, 2023	December 31, 2022
Equity securities		
Fair value and carrying value at beginning of year	$ 98,053	$ 105,218
Increase (decrease) in fair value	1,077,839	(7,165)
Fair value and carrying value at balance sheet date	$ 1,175,892	$ 98,053

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 within “Income (Loss)" 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, 2023	Cost	Accumulated Depreciation	Net
Furniture and office equipment	$ 423,813	$ (389,423)	$ 34,390
Transportation equipment	326,788	(326,788)	–
Leasehold improvements	29,390	(29,390)	–
Mineral property	350,000	–	350,000
	$ 1,129,991	$ (745,601)	$ 384,390

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

Machinery and equipment at December 31, 2022 consisted of a semi-autogenous grinding (SAG) mill shell which was sold in 2023. 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. During 2023 and 2022, the Company recorded an impairment charge of approximately $0.2 million and $0.6 million, respectively to reduce the carrying value of the SAG mill shell to its then estimated fair value less costs to sell. During the years ended December 31, 2023 and 2022, the Company disposed of certain, property, plant and equipment and recorded a loss of $NIL and $8,410, respectively.

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

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 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. The Company withdrew its appeal of the Resolution with the Venezuelan Supreme Court of Justice and the appeal was terminated in October 2023. The Company is evaluating all additional legal rights and remedies that are available in relation to this matter including potential arbitration.

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. 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. During the year ended December 31, 2023, the Company incurred approximately $0.9 million of certain Venezuelan related costs which, previous to March 31, 2022, were recorded as Siembra Minera Project and related costs. Beginning in the second quarter of 2022, as a result of the Resolution, such costs were recorded as part of 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 2023 and 2022 were approximately $103,000 and $140,000, respectively.

Note 9. Stock Based Compensation Plans:

Equity Incentive Plan

The Company's equity incentive plan provides for the grant of stock options to purchase up to a maximum of 9,939,500 of the Company's Class A common shares. As of December 31, 2023, there were 2,216,107 options available for grant. Grants are made for terms of up to ten years with vesting periods as required by the TSX Venture Exchange 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, 2023 and 2022 are as follows:

	2023		2022	
	Shares	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price
Options outstanding - beginning of period	7,578,393	$ 2.03	7,218,393	$ 2.08
Options granted	145,000	2.52	360,000	1.07
Options exercised	(1,001)	1.08	-	-
Options outstanding - end of period	7,722,392	$ 2.04	7,578,393	$ 2.03

The following table relates to stock options at December 31, 2023:

	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	358,999	$1.07	$ 611,558	8.84	358,999	$1.07	$ 611,558	8.84
$1.60 - $1.60	2,983,750	$1.60	$3,490,988	7.76	2,983,750	$1.60	$3,490,988	7.76
$1.61 - $1.93	435,000	$1.77	$ 434,950	5.78	435,000	$1.77	$ 434,950	5.78
$2.39 - $2.52	3,514,643	$2.40	$1,316,714	3.41	3,514,643	$2.40	$1,316,714	3.41
$3.15 - $3.26	430,000	$3.21	-	0.96	430,000	$3.21	-	0.96
$0.99 - $3.26	7,722,392	$2.04	$5,854,210	5.34	7,722,392	$2.04	$5,854,210	5.34

The Company granted 145,000 and 360,000 stock options, during the years ended December 31, 2023 and 2022, respectively. The Company recorded non-cash stock option compensation expense during the years ended December 31, 2023 and 2022 of $100,699 and $159,218, respectively for stock options granted in the current and prior periods.

The weighted average fair value of the options granted in 2023 and 2022 was calculated as $0.70 and $0.41, respectively. The fair value of options granted was determined using the Black-Scholes model based on the following weighted average assumptions:

	2023	2022
Risk free interest rate	4.64%	4.18%
Expected term	1.5 years	2.73 years
Expected volatility	52%	55%
Dividend yield	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 a consultant. 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, 2023, the amount payable to participants under the change of control agreements, in the event of a Change of Control, was approximately $8.7 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.

Senior Management Employment Agreements

In the fourth quarter of 2021, the Company and certain members of senior management entered into employment agreements as part of a three-year cost reduction program. The plan provides for the reduction of cash compensation and the payment of an incentive 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, 2023, 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, 2023 and 2022, the Company had accrued liabilities for severance payments of approximately $0.7 million and $0.5 million, respectively. These amounts are included in general and administrative expense for the years ended December 31, 2023 and 2022.

Note 10. Income Tax:

Income tax benefit (expense) for the years ended December 31, 2023 and 2022 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:

	2023		2022	
	Amount	%	Amount	%
Income tax benefit based on Canadian tax rates	$ 1,330,027	25	$ 2,149,129	25
Decrease due to:				
Different tax rates on foreign subsidiaries	(188,093)	(3)	(285,668)	(3)
Non-deductible expenses	(21,848)	(0)	(91,510)	(1)
Write-down of property, plant and equipment	(48,438)	(1)	-	-
Derecognition of previously recognized tax benefits	(17,798,883)	(335)	-	-
Change in valuation allowance and other	(1,071,648)	(21)	(1,771,951)	(21)
Income tax expense	$ (17,798,883)	(335)	$ -	-

The Company recorded an income tax expense of $17,798,883 and $NIL for the years ended December 31, 2023 and 2022. Income tax expense in 2023 was a result of the derecognition of previously recognized tax benefits as outlined below.

The 2017 through 2020 tax filings of the Company's U.S. subsidiary are under examination by the Internal Revenue Service (IRS). Additionally, Canada Revenue Agency (CRA) is examining the Company's 2018 and 2019 international transactions. The Company has received Notices of Proposed Adjustment (NOPA) from the IRS proposing to (i) disallow the worthless stock deductions (related to investments in the Brisas project) taken by the Company's U.S. subsidiary for the 2017 tax year and (ii) tax income on or related to the Award that may be received by the Company in the future.

ASC 740-10-25 requires that the Company recognize the financial statement effects of a tax position when it is more likely than not, based on the technical merits, that the position will be sustained upon examination. The tax benefits of the worthless stock deductions referred to above were previously recorded in the Company's financial statements on the basis that it was more likely than not that the tax filing position would be sustained. As of each balance sheet date, the Company reassesses the tax position and considers any changes in facts or circumstances that indicate factors underlying the sustainability assertion have changed and whether the amount of the recognized tax benefit is still appropriate.

The Company disagrees with the IRS's position and is evaluating and considering an appeal of the NOPAs. Moreover, the Company intends to pursue the competent authority process if and when appropriate to ensure no double taxation of the Award amounts by Canada and the U.S. However, given the increased uncertainty the IRS's position has raised and in consideration of the ongoing CRA audit, the Company has determined that it is appropriate to derecognize the tax benefit of the worthless stock deductions. Accordingly, the Company recognized approximately $17.8 million in income tax expense (including interest of $1.8 million), as a result of the reversal of an $8.1 million income tax receivable and the recognition of an income tax payable of $9.7 million (including interest of $1.8 million) during the year ended December 31, 2023.

The Company also 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.

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 or any appeals of the NOPAs will result in favorable outcomes.

A reconciliation of the beginning and ending amount of gross unrecognized tax benefits, exclusive of interest and penalties, is as follows:

	December 31, 2023	December 31, 2022
Total amount of gross unrecognized tax benefits at beginning of year	$ -	$ -
Addition based on tax positions related to the current year	-	-
Addition for tax positions of prior years	16,046,894	-
Reductions for tax positions of prior years	-	-
Settlements	-	-
Total amount of gross unrecognized tax benefits at end of year	$ 16,046,894	$ -

At December 31, 2023 and 2022, the amount of unrecognized tax benefits, inclusive of interest that, if recognized, would impact the Company's effective tax rate were $17,798,883 and nil, respectively. The amount of unrecognized tax benefits does not include any penalties that may be assessed.

The components of the Canadian and U.S. deferred income tax assets and liabilities as of December 31, 2023 and 2022 were as follows:

	December 31,	
	2023	2022
Deferred income tax assets		
Net operating loss carry forwards	$ 43,223,586	$ 39,298,070
Property, Plant and Equipment	(3,410)	2,129,038
Other	1,615,179	1,672,940
	44,835,355	43,100,048
Valuation allowance	(44,598,283)	(43,090,943)
	$ 237,072	$ 9,105
Deferred income tax liabilities		
Other	(237,072)	(9,105)
Net deferred income tax asset	$ -	$ -

At December 31, 2023, we had the following U.S. and Canadian tax loss carry forwards stated in U.S. dollars.

U.S.	Canadian	Expires
$	$ 1,979,496	2026
	3,673,687	2027
	14,002,422	2028
	13,270,198	2029
	16,394,592	2030
	18,358,148	2031
	5,326,477	2032
	7,743,602	2033
	8,972,136	2034
	12,807,063	2035
	15,226,250	2036
	11,482,681	2037
	1,098,861	2038
	2,863,946	2039
	4,257,132	2040
	15,410,324	2041
	4,056,938	2042
	10,964,907	2043
5,958,910		-
$ 5,958,910	$ 167,888,860	

CORPORATE INFORMATION

Officers and Directors

Robert A. Cohen
Chairman and Director

Paul Rivett
Executive Vice-Chairman, Chief Executive Officer and Director

James H. Coleman
President, Chairman Emeritus and Director

David P. Onzay
Chief Financial Officer

Rockne J. Timm
Director

James Michael Johnston
Director

Yves M. Gagnon
Director

James P. Tunkey
Director

David A. Knight
Director

Annual Meeting

The 2024 Annual Meeting will be held at 11:00 a.m. Bermuda time (7:00 a.m. Pacific time) on December 12, 2024

Rosebank Centre, 5th Floor
11 Bermudiana Road
Pembroke HM 08 Bermuda

Share Information

Common Shares Issued October 31, 2024
Class A common - 113,037,414
Purchase Options - 9,052,392

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

Office

999 W. Riverside Avenue
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Spokane, WA USA
99201
Ph: (509) 623-1500
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Bankers

Bank of America
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