

## 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 2022

Commission File Number: 001-31819

### **Gold Reserve Inc.**

(Translation of registrant's name into English)

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

(Address of principal executive office)

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

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

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

## INFORMATION CONTAINED IN THIS FORM 6-K REPORT

On November 7, 2022, Gold Reserve Inc. (the “Company”) issued a press release, a copy of which is furnished as Exhibit 99.1 to this Report on Form 6-K.

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Commission (the “SEC”) and are to be a part thereof from the date on which this report is filed, to the extent not superseded by documents or reports subsequently filed or furnished.

### **Cautionary Note Regarding Forward-Looking Statements**

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

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

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

Numerous factors could cause actual results to differ materially from those described in the forward-looking statements, any of which could adversely affect the Company, including, without limitation: (i) risks associated with the timing and ability to appeal, contest, reverse or otherwise alter the resolution of the Bolivarian Republic of Venezuela (“Venezuela”) Ministry of Mines to revoke the mining rights held by our joint venture entity Empresa Mixta Ecosocialista Siembra Minera, S.A. (“Siembra Minera”) for alleged non-compliance with certain Venezuelan mining regulations (the “Resolution”), with various Venezuelan authorities, including the Venezuelan Supreme Court of Justice; (ii) Venezuela’s failure to honor its commitments under our settlement agreement with them, with respect to their obligations to us in connection with Siembra Minera and/or the inability of the Company and Venezuela to overcome certain obstacles associated with the Siembra Minera project; (iii) risks associated with Venezuela’s ongoing failure to honor its commitments associated with the formation, financing and operation of Siembra Minera; (iv) the breach of one or more of the terms of the underlying agreements governing the formation of Siembra Minera and the future development of the Siembra Minera project by Venezuela; (v) risks associated with exploration, delineation of sufficient reserves, regulatory and permitting obstacles and other risks associated with the development of the Siembra Minera project; (vi) risks associated with sanctions imposed by the U.S. and Canadian governments, including without limitation those targeting Venezuela; (vii) risks associated with recovering funds under our settlement arrangements with the government of Venezuela 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 or other similar regulatory bodies, including our ability to repatriate any such funds; (viii) risks associated with the largest holder of contingent value rights (“CVR”), a related party, claiming Siembra Minera is “proceeds” for purposes of such CVR and (ix) risks associated with Camac Partners LLC’s activist campaign or any other activist from time to time, including potential costs and distraction of management and the directors’ time and attention related thereto that would otherwise be spent on other matters including appealing or contesting the Resolution. This list is not exhaustive of the factors that may affect any of our forward-looking statements.

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

These risks and uncertainties, and additional risk factors that could cause results to differ materially from forward-looking statements, are more fully described in the Company’s latest Annual Information Form and Annual Report on Form 40-F, including, but limited to, the section entitled “Risk Factors” in Management’s Discussion and Analysis therein, and in the Company’s other filings with the SEC and Canadian securities regulatory agencies, which can be viewed online at [www.sec.gov](http://www.sec.gov) and [www.sedar.com](http://www.sedar.com), respectively. Consider these factors carefully in evaluating the forward-looking statements. All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by this notice. We disclaim any intent or obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of assumptions or factors, whether, as a result of new information, future events or otherwise, subject to our disclosure obligations under applicable U.S. and Canadian securities regulations. Any forward-looking information contained herein is presented for the purpose of assisting investors in understanding the Company’s expected financial and operational performance and results as at and for the periods ended on the dates presented in the Company’s plans and objectives and may not be appropriate for other purposes.

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by Gold Reserve Inc. on November 7, 2022*

\* Furnished herewith

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: November 14, 2022

**GOLD RESERVE INC.** (Registrant)

By: /s/ David P. Onzay

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



NR-22-04

**GOLD RESERVE INC. ANNOUNCES APPOINTMENT OF JAMES TUNKEY AS ADDITIONAL DIRECTOR**

SPOKANE, WASHINGTON, November 7, 2022

Gold Reserve Inc. (TSX.V: GRZ) (OTCQX: GDRZF) ("**Gold Reserve**" or the "**Company**") today announced that it has appointed James Tunkey ("**Mr. Tunkey**") as a director of the Company pursuant to the terms of a memorandum of agreement (the "**Agreement**") with Camac Partners, LLC, Camac Fund, LP and Camac Fund II, LP.

Following the appointment of Mr. Tunkey, the board of directors of the Company (the "**Board**") is composed of eight directors, being: James H. Coleman, Rockne J. Timm, James P. Geyer, Robert A. Cohen, James Michael Johnston, Yves M. Gagnon, A. Douglas Belanger and Mr. James Tunkey.

In connection with the terms of the Agreement, the Company will be including Mr. Tunkey as an additional nominee for election to the Board to be considered at the Company's upcoming annual meeting of shareholders to be held on November 17, 2022 (the "**Meeting**"). As previously disclosed by the Company, A. Douglas Belanger will not be standing for re-election at the Meeting.

In order to add Mr. Tunkey as an additional director nominee at the Meeting, it is anticipated that motions will be made to amend the resolutions placed before the Meeting regarding the director nominees to be elected at the Meeting, as further described below. Management of the Company intends to rely on its discretionary authority granted pursuant to the proxies currently being solicited in conjunction with the Company's management information circular dated October 5, 2022 (the "**Circular**") to vote FOR the foregoing amendments and the election of Mr. Tunkey as a director of the Board.

**Additional Information**

The Circular has been mailed to shareholders and is available for viewing on SEDAR ([www.sedar.com](http://www.sedar.com)). The Circular is hereby amended to reflect the additional information set out below. Except as described below, the Circular remains unchanged from the version that was mailed to the shareholders of the Corporation and previously filed on SEDAR.

Each of the Circular and form of proxy previously distributed to registered shareholders in connection with the Meeting confers discretionary authority upon management (or such other person designated as proxyholder therein) to vote on amendments or variations of matters coming before the Meeting.

In order to add Mr. Tunkey as an additional director nominee at the Meeting, it is anticipated that a motion will be made to add Mr. Tunkey as an additional director nominee, in addition to those nominees as set out on pages 6 through 8 of the Circular. Management of the Company intends to rely on its discretionary authority granted pursuant to the proxies currently being solicited in conjunction with the Circular to vote in favor of the foregoing amendment and the election of Mr. Tunkey to the Board.

The below sets forth certain additional information regarding Mr. Tunkey:

Name and Place of Residence	Principal Occupation	Director of Gold Reserve Inc. since	Shares Beneficially Owned, or Controlled or Directed, directly or indirectly	Member of Committee
James Tunkey New York, New York, USA	Mr. Tunkey has 28 years of experience in global risk advisory, including asset tracing and recovery, and political and operational risk management. He is the Chief Operating Officer of a global investigations and security consulting company named I-OnAsia. Mr. Tunkey was a director of Kroll Associates and Pinkerton Business Intelligence & Investigations prior to joining I-OnAsia in 2004. Mr. Tunkey holds a TRIUM Master of Business (MBA), jointly conferred by the London School of Economics, HEC Paris, and NYU Stern School of Business. He is a Qualified Risk Director and a Certified Fraud Examiner. Mr. Tunkey holds other professional certificates, including in Corruption Control and Organizational Integrity from Harvard's JFK School of Government.	N/A	None	N/A

Based on information provided by Mr. Tunkey, he: (a) is not, at the date of this release, or has not been within the 10 years before the date of this release, a director, chief executive officer or chief financial officer of any company that, while acting in that capacity (i) was the subject of a cease trade order or an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, in each case, that was in effect for a period of more than 30 consecutive days (an "order"), or (ii) was subject to an order that was issued after such Mr. Tunkey ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while Mr. Tunkey was acting in the capacity as director, chief executive officer or chief financial officer; (b) is not, at the date of this release, or has not been within the 10 years before the date of this release, a director or executive officer of any company that, while acting in that capacity, or within a year of 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; or (c) within the 10 years before the date of this release, has not 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 Mr. Tunkey.

Based on information provided by Mr. Tunkey, he: (a) has not been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or entered into a settlement agreement with a securities regulatory authority; or (b) has not been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for Mr. Tunkey.

Based on information provided by Mr. Tunkey, he is not as of the date hereof and was not, at any time since the beginning of the most recently completed financial year of the Company, 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.

Based on information provided by Mr. Tunkey, none of Mr. Tunkey or his associates or affiliates have: (a) any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries; or (b) any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting, other than the election of directors.

### **Shareholder Meeting Details**

If a registered shareholder has submitted a management proxy and does not wish the proxy to be voted in the manner set out above, they may revoke or change their proxy at any time prior to its exercise: (a) 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, or (b) by giving notice or by voting in person at the Meeting.

If a non-registered or beneficial shareholder wishes to revoke their previously given voting instructions, they must contact the intermediary through which such non-registered shareholder's shares are held and follow 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.

If you have any questions about any of the information in the Circular, this press release or require assistance in completing your form of proxy or voting instruction form, please consult your financial, legal, tax and other professional advisors.

### **Gold Reserve Inc. Contact**

A. Douglas Belanger, President  
999 W. Riverside Ave., Suite 401  
Spokane, WA 99201 USA  
Tel. (509) 623-1500  
Fax (509) 623-1634

### **Cautionary Statement Regarding Forward-Looking Information**

This release contains "forward-looking statements" within the meaning of applicable U.S. federal securities laws and "forward-looking information" within the meaning of applicable Canadian provincial and territorial securities laws and state Gold Reserve's and its management's intentions, hopes, beliefs, expectations or predictions for the future. Forward-looking information is not based on historical facts, but rather on current expectations and projections about future events and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking information. These statements generally can be identified by the use of forward-looking words such as "will", "may", "should", "could", "intend", "estimate", "plan", "anticipate", "expect", "believe", "potential" or "continue", or the negative thereof or similar variations. Forward-looking information in this news release include, but are not limited to, statements regarding the Company's Meeting. Although the Company believes that the expectations reflected in such forward-looking information are reasonable, such information involves risks and uncertainties, and undue reliance should not be placed on such information, as unknown or unpredictable factors could have material adverse effects on future results, performance or achievements of the Company.

There are numerous risks and uncertainties that could cause actual results and the Company's plans and objectives to differ materially from those expressed in the forward-looking information, including

those listed in the Company's Management's Discussion & Analysis for the year ended December 31, 2021 which have been filed on SEDAR and are available under the Company's profile at [www.sedar.com](http://www.sedar.com) and which form part of the Company's Form 40-F for the year ended December 31, 2021 which has been filed on EDGAR and are available under the Company's profile at [www.sec.gov/edgar](http://www.sec.gov/edgar).

Investors are cautioned not to put undue reliance on forward-looking information. All subsequent written and oral forward-looking information attributable to Gold Reserve or persons acting on its behalf are expressly qualified in their entirety by this notice. Gold Reserve disclaims any intent or obligation to update publicly or otherwise revise any forward-looking information or the foregoing list of assumptions or factors, whether as a result of new information, future events or otherwise, subject to its disclosure obligations under applicable rules promulgated by the Securities and Exchange Commission and applicable Canadian provincial and territorial securities laws.

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