

GOLD RESERVE INC  
Form S-8  
May 13, 2013

As filed with the Securities and Exchange Commission on May 13, 2013

Registration No. 333-

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

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**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**GOLD RESERVE INC.**

(Exact name of registrant as specified in its charter)

**Yukon Territory, Canada**  
(State or other jurisdiction of  
incorporation or organization)  
**926 West Sprague Avenue**

**N/A**

(I.R.S. Employer Identification No.)

**99201**

**Suite 200**

(Zip Code)

**Spokane, Washington**

(Address of Principal Executive Offices)

**GOLD RESERVE INC. 2012 EQUITY INCENTIVE PLAN**

(Full title of the plan)

*agent for service:*

**Rockne J. Timm**

**926 West Sprague Avenue, Suite 200**

**Spokane, Washington 99201**

**(509) 623-1500**

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(Name, address and telephone number,  
including area code)

*Copy to:*

**Jonathan B. Newton**

**Baker & McKenzie LLP**

**Bank of America Center**

**700 Louisiana, Suite 3000**

**Houston, Texas 77002**

**(713) 427-5000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

<b>Title of each class of securities to be registered<sup>(1)</sup></b>	<b>Amount to be registered</b>	<b>Proposed maximum offering price per share<sup>(2)</sup></b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
Class A Common Shares, no par value (including the associated Share Purchase Rights) <sup>(3)</sup>	7,299,695 Shares	\$3.25795	\$23,782,041	\$3,243.87

(1) Class A Common Shares, no par value per share (the “Class A Common Shares”), of Gold Reserve Inc. (the “Company”) being registered hereby related to the Gold Reserve Inc. 2012 Equity Incentive Plan (the “2012 Plan”). Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers an indeterminable number of additional Class A Common Shares as may be offered or issued to prevent dilution as a result of any stock dividend, stock split, recapitalization, or other similar transaction.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) promulgated under the Securities Act on the basis of the average of the high and low sales prices of the Class A Common Shares on May 6, 2013, as quoted on the OTCQB marketplace.

(3) Each Class A Common Share registered hereunder includes an associated right to purchase from the Company one additional Class A Common Share (the “Purchase Rights”) pursuant to the Company’s amended and restated shareholder rights plan agreement, dated as of June 11, 2009, as amended on June 27, 2012 (the “Rights Plan”). The Purchase Rights are not exercisable until the occurrence of events specified in the Rights Plan and are transferrable solely with the associated Class A Common Shares. The value attributable to the Purchase Rights, if any, is reflected in the value of the associated Class A Common Shares.

## **PART I**

### **INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The documents containing the information specified in Part I of this Registration Statement on Form S-8 will be sent or given to the participants in the Gold Reserve Inc. 2012 Equity Incentive Plan (the "Plan") as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended (the "Securities Act"). In accordance with the instructions to Part I of this Registration Statement on Form S-8, such documents will not be filed with the Securities and Exchange Commission (the "Commission"). These documents and the documents incorporated by reference pursuant to Item 3 of Part II of this Registration Statement on Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

## **PART II**

### **INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

#### **Item 3. Incorporation of Documents by Reference.**

The following documents filed by Gold Reserve Inc. (the "Company") with the Commission are hereby incorporated by reference into this Registration Statement on Form S-8:

- The Company's Annual Report on Form 40-F, filed with the Commission on March 25, 2013;
- The description of the Class A Common Shares registered hereby contained in the Company's Registration Statement on Form S-4 filed with the Commission on November 27, 1998 (Registration No. 333-68061), including any amendment or report filed for the purpose of updating such description; and
- The description of the Purchase Rights registered hereby contained in the Company's Report of Foreign Private Issuer on Form 6-K furnished with the Commission on May 14, 2009, as amended by the Company's Report of Foreign Private Issuer on Form 6-K furnished to the Commission on June 4, 2012.

All other documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (except that any portions thereof which are furnished and not filed shall not be deemed incorporated), and certain Reports on Form 6-K furnished by the Company (which indicate on their cover pages that they are incorporated herein by reference), prior to the filing of a post effective amendment to this Registration Statement which indicates that all securities offered thereunder have been sold or which deregisters all Class A Common Shares then remaining unsold.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interest of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

The only statutes, charter provisions, bylaws, contracts or other arrangements under which a director or officer of the Company is insured or indemnified in any manner against liability which such officer or director may incur in such capacity is Section 126 of the Yukon Business Corporations Act (the “Act”) and Sections 7.02 through 7.04 of the Company’s bylaws. Taken together, the statutory and bylaw provisions generally allow the Company to indemnify its directors or officers against liability and expenses if the officer or director seeking indemnity (a) acted honestly and in good faith with a view to the best interest of the Company, and (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the officer or director had reasonable grounds for believing the conduct was lawful. Such statutory and bylaw provisions also allow officers and directors to seek indemnity if they have (i) fulfilled the requirements for (a) and (b), (ii) are fairly and reasonably entitled to indemnity, and (iii) were substantially successful on the merits in the defense of the action or proceeding.

## Section 126 of the Yukon Business Corporations Act

*Section 126 of the Act is set forth in its entirety as follows. All capitalized terms used herein but not otherwise defined shall have the meanings as set forth in the Act.*

“126. (1) Except in respect of an action by or on behalf of the corporation or body corporate to procure a judgment in its favor, a corporation may indemnify directors or officers of the corporation, former directors or officers of the corporation or persons who act or acted at the corporation’s request as directors or officers of a body corporate of which the corporation is or was a shareholder or creditor, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made party because they are or have been directors or officers of that corporation or body corporate, if:

(a) they acted honestly and in good faith with a view to the best interests of the corporation;  
and

(b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

(2) A corporation may with the approval of the Supreme Court indemnify persons referred to in subsection (1) in respect of an action by or on behalf of the corporation or body corporate to procure a judgment in its favor, to which they are made party by reason of being or having been directors or officers of the corporation or body corporate, against all costs, charges and expenses reasonably incurred by them in connection with the action if they fulfill the conditions set out in paragraphs (1)(a) and (b).

(3) Despite anything in this section, persons referred to in subsection (1) are entitled to indemnity from the corporation in respect of all costs, charges and expenses reasonably incurred by them in connection with the defense of any civil, criminal or administrative action or proceeding to which they are made party because they are or have been directors or officers of the corporation or body corporate, if the person seeking indemnity:

(a) was substantially successful on the merits in the defense of the action or proceeding;

(b) fulfills the conditions set out in paragraphs (1)(a) and (b); and

(c) is fairly and reasonably entitled to indemnity.

(4) A corporation may purchase and maintain insurance for the benefit of any person referred to in subsection (1) against any liability incurred by them:

(a) in their capacity as a director or officer of the corporation, except when the liability relates to their failure to act honestly and in good faith with a view to the best interests of the corporation; or

(b) in their capacity as a director or officer of another body corporate if they act or acted in that capacity at the corporation's request, except when the liability relates to their failure to act honestly and in good faith with a view to the best interests of the body corporate.

(5) A corporation or a person referred to in subsection (1) may apply to the Supreme Court for an order approving an indemnity under this section and the Supreme Court may so order and make any further order it thinks fit.

(6) On an application under subsection (5), the Supreme Court may order notice to be given to any interested person and that person is entitled to appear and be heard in person or by counsel."

## **Bylaws of Gold Reserve Inc.**

*Sections 7.02 through 7.04 of the Company's bylaws are set forth in their entirety as follows. All capitalized terms used herein but not otherwise defined shall have the meanings as set forth in the Company's bylaws.*

### **“7.02 Limitation of Liability**

Subject to the Act, no director or officer, or former director or officer, of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for the joining in any receipt or act for conformity, or for any loss or damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation including any person, firm or corporation with whom or with which any moneys, securities or effects shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealing with any moneys, securities or other assets of or belonging to the Corporation or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his failure to exercise the powers and to discharge the duties of his office honestly and in good faith with a view to the best interest of the Corporation and to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Any repeal or modification of the foregoing provisions of this paragraph 7.02 shall not adversely affect any limitation on the personal liability of a director or officer of the Corporation arising from an act or omission occurring prior to the time of such repeal or amendment. In addition to the circumstances in which a director or officer of the Corporation is not personally liable as set forth in the foregoing provisions of this paragraph 7.02, a director or officer shall not be liable to the Corporation or its shareholders to such further extent as permitted by any law hereafter enacted, including, without limitation, any subsequent amendment to the Act.

### **7.03 Indemnity**

Subject to the Act, the Corporation shall indemnify a director or officer, a former director or officer, and a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and his heirs and legal representatives, against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgement, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the Corporation or such body corporate, if:



(a) he acted honestly and in good faith with a view to the best interests of the Corporation; and

(b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing his conduct was lawful.

The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by law. The Corporation may indemnify any employee or agent of the Corporation to the fullest extent permitted by law. In addition to the circumstances in which a director or officer of the Corporation is indemnified as set forth in the foregoing provisions of this paragraph 7.03, a director or officer shall be indemnified by the Corporation to such further extent as permitted by any law hereafter enacted, including, without limitation, any subsequent amendment to the Act.

#### 7.04 Insurance

The Corporation may, subject to and in accordance with the Act, purchase and maintain insurance for the benefit of any director or officer, or former director or officer, of the Corporation as such against any liability incurred by him. The Corporation may provide such insurance to directors and officers regardless of whether such directors and officers are indemnified pursuant to paragraph 7.03 above.”

## Insurance Policies for Directors and Officers

The Company also maintains insurance for the benefit of its directors and officers against liability in their respective capacities as directors and officers. The directors and officers are not required to pay any premium in respect of this insurance. The policy contains various industry exclusions and no claims have been made thereunder to date.

## Item 7. Exemption from Registration Claimed.

Not applicable.

## Item 8. Exhibits.

The following are filed as exhibits to this Registration Statement:

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
3.1	Restated Articles of Incorporation of the Company, incorporated by reference to Exhibit 3.1 of the Company's Registration Statement on Form S-4 (Registration No. 333-68061) filed with the Commission on November 27, 1998.
3.2	Bylaws of the Company, incorporated by reference to Exhibit 3.2 of the Company's Registration Statement on Form S-4 (Registration No. 333-68061) filed with the Commission on November 27, 1998.
4.1	Form of Certificate for the Class A Common Shares, incorporated by reference to Exhibit 4.4 of the Company's Registration Statement on Form S-4 (Registration No. 333-68061) filed with the Commission on November 27, 1998.
4.2	Gold Reserve Inc. 2012 Equity Incentive Plan, incorporated by reference to Exhibit 99.1 (Appendix A) of the Company's Report of Foreign Private Issuer on Form 6-K furnished to the Commission on June 4, 2012.
4.3	Amended and Restated Shareholder Rights Plan Agreement (including form of Rights Certificate), incorporated by reference to Exhibit 99.1 (Appendix C) of the Company's Report of Foreign Private Issuer on Form 6-K furnished to the Commission on May 14, 2009.
4.4	First Amendment to Amended and Restated Shareholder Rights Plan Agreement, incorporated by reference to Exhibit 99.1 (Appendix B) of the Company's Report of Foreign Private Issuer on Form 6-K furnished to the Commission on June 4, 2012.
4.5	Form of Notice of Grant of Stock Options and Option Agreement under the Gold Reserve Inc. 2012 Equity Incentive Plan*
5.1	Opinion and Consent of Austring, Fendrick & Fairman*
23.1	Consent of PricewaterhouseCoopers LLP*
24.1	Power of Attorney (included on the signature page of this Registration Statement)*

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\* Filed herewith.

**Item 9. Undertakings.**

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

- (i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement;

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof;

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.



**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Spokane, State of Washington, on May 13, 2013.

GOLD RESERVE INC.

By: /s/ Rockne J. Timm

ROCKNE J. TIMM

Chief Executive Officer

**POWER OF ATTORNEY**

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature to this Registration Statement appears below hereby constitutes and appoints Rockne J. Timm, as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, in connection with this Registration Statement, including to sign and file in the name and on behalf of the undersigned as director or officer of the registrant any and all amendments or supplements (including any and all stickers and post-effective amendments) with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission and any applicable securities exchange or securities self regulatory body, granting said attorneys-in-fact and agents, and any of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Rockne J. Timm</u>	Chief Executive Officer (Principal Executive Officer) and Director	May 13, 2013
ROCKNE J. TIMM		
<u>/s/ Robert A. McGuinness</u>	Vice President Finance and Chief Financial Officer (Principal Financial and Accounting Officer)	May 13, 2013
ROBERT A. MCGUINNESS		
<u>/s/ A. Douglas Belanger</u>	President and Director	May 13, 2013
A. DOUGLAS BELANGER		
<u>/s/ James H. Coleman</u>	Non-Executive Chairman and Director	May 13, 2013
JAMES H. COLEMAN		
<u>/s/ James P. Geyer</u>	Director	May 13, 2013

JAMES P. GEYER  
/s/ Patrick D. McChesney

Director

May 13, 2013

PATRICK D. McCHESNEY  
/s/ Chris D. Mikkelsen

Director

May 13, 2013

CHRIS D. MIKKELSEN  
/s/ Jean Charles Potvin

Director

May 13, 2013

JEAN CHARLES POTVIN

**AUTHORIZED REPRESENTATIVE**

Pursuant to the requirements to Section 6(a) of the Securities Act, the undersigned has signed this Registration Statement solely in the capacity of the duly authorized representative of the registrant in the United States on this 13th day of May, 2013.

GOLD RESERVE INC.

By: /s/ Rockne J. Timm

(Authorized Representative)

ROCKNE J. TIMM

Chief Executive Officer



**EXHIBIT LIST**

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
3.1	Restated Articles of Incorporation of the Company, incorporated by reference to Exhibit 3.1 of the Company's Registration Statement on Form S-4 (Registration No. 333-68061) filed with the Commission on November 27, 1998.
3.2	Bylaws of the Company, incorporated by reference to Exhibit 3.2 of the Company's Registration Statement on Form S-4 (Registration No. 333-68061) filed with the Commission on November 27, 1998.
4.1	Form of Certificate for the Class A Common Shares, incorporated by reference to Exhibit 4.4 of the Company's Registration Statement on Form S-4 (Registration No. 333-68061) filed with the Commission on November 27, 1998.
4.2	Gold Reserve Inc. 2012 Equity Incentive Plan, incorporated by reference to Exhibit 99.1 (Appendix A) of the Company's Report of Foreign Private Issuer on Form 6-K furnished to the Commission on June 4, 2012.
4.3	Amended and Restated Shareholder Rights Plan Agreement (including form of Rights Certificate), incorporated by reference to Exhibit 99.1 (Appendix C) of the Company's Report of Foreign Private Issuer on Form 6-K furnished to the Commission on May 14, 2009.
4.4	First Amendment to Amended and Restated Shareholder Rights Plan Agreement, incorporated by reference to Exhibit 99.1 (Appendix B) of the Company's Report of Foreign Private Issuer on Form 6-K furnished to the Commission on June 4, 2012.
4.5	Form of Notice of Grant of Stock Options and Option Agreement under the Gold Reserve Inc. 2012 Equity Incentive Plan*
5.1	Opinion and Consent of Austring, Fendrick & Fairman*
23.1	Consent of PricewaterhouseCoopers LLP*
24.1	Power of Attorney (included on the signature page of this Registration Statement)*

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\* Filed herewith.

**Notice of Grant of Stock Options  
and Option Agreement**

**GOLD RESERVE INC.**

113: 81-0266636

2012 Equity Incentive Plan

**[Grantee]** **Option Number:** [ ]  
**[Address]** **Plan:** 2012  
**ID:** [ ]

Effective [ ] (the "Grant Date"), you have been granted a Non-Qualified Stock Option (an "Option") to purchase up to [ ] Class A Common Shares (the "Shares") of Gold Reserve Inc. (the "Company"), at an exercise price of \$[ ] per Share, pursuant to the Gold Reserve Inc. 2012 Equity Incentive Plan (the "Plan").

The total option price of the Shares granted, if the Option is exercised in full, is \$[ ]. Subject to your continued service with the Company and the terms and conditions of this Notice and the Plan, Options in each period will become fully vested on the date(s) shown in the table below. This Option may be exercised only during the period beginning on the Grant Date and ending on the expiration date set forth in the table below, or as otherwise set forth under the terms of the Plan.

Shares	Vest Type	Full Vest	Expiration
[ ]	On Vest Date	[ ]	[ ]
[ ]	On Vest Date	[ ]	[ ]
[ ]	On Vest Date	[ ]	[ ]

By your signature below, you (and on behalf of your guardian and legal representatives) hereby accept the Option granted pursuant to this Notice and acknowledge receipt of a copy of the Plan, a copy of which is attached hereto and made a part of this Notice, as well as its related Prospectus. You further acknowledge and agree that (i) the Options granted pursuant to this Notice are governed by the terms and conditions of

the Plan, which is made a part of this Notice, (ii) all the decisions and determinations of the Company's Board of Directors (or Compensation Committee thereof) and its interpretation and construction of the provisions of the Plan and this Notice will be final, conclusive, and binding on you, and (iii) you have reviewed this Notice and the Plan in their entirety, have had an opportunity to obtain the advice of counsel prior to executing this Notice, and fully understand all provisions of this Notice and the Plan. In addition, by your acceptance of this Option grant and in partial consideration of such grant, you hereby ratify and reaffirm the terms and conditions of any prior Notice of Grant of Stock Options and Option Agreement provided to you by the Company (collectively, the "Prior Option"), and you further consent, agree and acknowledge that (a) the Prior Option, including the terms and conditions related to the option price, vesting, exercise, term, and termination, will be governed by and subject to the terms of the Plan and not any other prior plan of the Company, except as expressly provided otherwise under the terms of the Plan, and in any event the terms of the Plan in this regard shall control over any Prior Option, (b) the Board of Directors (or Compensation Committee thereof) may modify, amend, suspend, or terminate the Plan, this Option and the Prior Option in any respect, provided that no such amendment, modification, or termination of the Plan or any such Option shall, without your consent, in an adverse manner alter or impair your rights or obligations under the Plan or this Option.

Gold Reserve Inc.

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

Participant:

\_\_\_\_\_

[Name]

\_\_\_\_\_

Date

**AUSTRING, FENDRICK & FAIRMAN**

**BARRISTERS & SOLICITORS**

LORNE N. AUSTRING DEBRA L. FENDRICK  
H. SHAYNE FAIRMAN GREGORY A. FEKETE  
ANNA J. PUGH MIKE A. REYNOLDS  
BHREAGH D. DABBS

3081 Third Avenue  
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Y1A 4Z7

PHONE: (867) 668-4405  
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E-MAIL: gf@lawyukon.com

OUR FILE NO: 014910-31

May 7, 2013

United States Securities and Exchange Commission

Washington, DC

20549 USA

Gold Reserve Inc.

926 West Sprague Avenue, Suite 200

Spokane, Washington

99201 USA

Dear Sirs/Mesdames:

**Re: Gold Reserve Inc. 2012 Equity Incentive Plan**

We are Yukon counsel to Gold Reserve Inc., a corporation incorporated under the laws of the Yukon Territory (the "Company"). The Company adopted an Equity Incentive Plan in June 2012 (the "Equity Plan"). The Equity Plan permits the grant of stock options, stock appreciation rights and restricted stock for the employees, directors and consultants of the Company and its subsidiaries. The total number of Class A Common Shares, no par value, subject to issuance under the Plan, whether in the form of restricted stock, options, or stock appreciation rights, or any combination thereof, is 10% of the Corporation's outstanding shares, from time to time.

The Class A Common Shares include the Class A Common Share Purchase Rights attaching to such shares pursuant to that certain Amended and Restated Shareholder Rights Plan Agreement, dated as of June 11, 2009, as amended by the First Amendment to Amended and Restated Shareholder Rights Plan Agreement dated June 27, 2012 between the Company and Computershare Trust Company of Canada (the "Rights Agreement"), which shall be issued pursuant to the Equity Plan, and will also include such additional Class A Common Shares as may become issuable pursuant to the anti-dilution provisions of the Equity Plan (such shares are collectively referred to as the "Securities").

The maximum number of Class A Common Shares authorized and available for issuance under the Equity Plan is 7,299,695 shares, which represents 10% of the Company's common shares outstanding.

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In rendering this opinion we have examined such corporate records, documents and instruments of the Company and such certificates of public officials, have received such representations from officers of the Company, and have reviewed such questions of law as in our judgment are necessary, relevant or appropriate to enable us to render the opinion expressed below. In such examination, we have assumed the genuineness of all signatures, the authenticity of all corporate records, documents and instruments submitted to us as originals, the conformity to original documents of all documents submitted to us as conformed, certified or photostatic copies thereof, and the authenticity of the originals of such conformed, certified or photostatic copies.

Based upon such examination and review and upon representations made to us by officers of the Company, we are of the opinion that upon issuance and delivery of the Securities in accordance with the terms and conditions of the Equity Plan and, as appropriate, the Rights Agreement, and upon receipt by the Company of the full consideration for the Securities as determined pursuant to the Equity Plan and, as appropriate, the Rights Agreement, the Securities will be validly issued, fully paid and non-assessable.

This opinion is solely for your benefit and is not to be relied upon or reviewed by any other party without our prior written consent.

Yours truly,

s/ Austring, Fendrick & Fairman

#### **Consent of Counsel**

We hereby consent to the use of our opinion dated May 7, 2013 as an exhibit, and consent to the use of our name in this Registration Statement.

s/ Austring, Fendrick & Fairman

Whitehorse, Yukon

May 7, 2013

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**Consent of Independent Auditor**

We hereby consent to the incorporation by reference in this registration statement on Form S-8 of Gold Reserve Inc. (“GRZ”) of our report dated March 21, 2013 relating to the financial statements and effectiveness of internal control over financial reporting of GRZ, which appears in GRZ’s annual report on Form 40-F for the year ended December 31, 2012.

s/ PricewaterhouseCoopers LLP

**Chartered Accountants**

Vancouver, British Columbia

May 13, 2013