

**GOLD RESERVE INC.**

**PROXY**

**ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**June 11, 2009**

**THIS PROXY IS SOLICITED BY THE MANAGEMENT OF GOLD RESERVE INC.**

The undersigned shareholder of Gold Reserve Inc. (the "Company") hereby appoints Rockne J. Timm, Chief Executive Officer of the Company, or failing him, Robert A. McGuinness, Vice President Finance and Chief Financial Officer of the Company, or instead of either of them \_\_\_\_\_, as proxyholder for the undersigned, with power of substitution, to attend, act and vote for and on behalf of the undersigned at the Annual and Special Meeting of Shareholders of the Company to be held on June 11, 2009 (the "Meeting") at 9:30 a.m. (Pacific daylight time) and at any adjournment or postponement thereof, in the same manner, to the same extent and with the same powers as if the undersigned were present at the said Meeting or any adjournment or adjournments thereof and, without limiting the general authorization given, the person above named is specifically directed to vote on behalf of the undersigned in the following manner:

- 1) On the election of directors, for the nominees set forth in the Management Proxy Circular of the Company dated April 23, 2009:

**VOTE FOR** \_\_\_\_\_ **or** **WITHHOLD VOTE** \_\_\_\_\_  
(and, if no specification is made, to **VOTE FOR**);

- 2) On the appointment of PricewaterhouseCoopers LLP as auditors of the Company:

**VOTE FOR** \_\_\_\_\_ **or** **WITHHOLD VOTE** \_\_\_\_\_  
(and, if no specification is made, to **VOTE FOR**);

- 3) On the re-approval of the Company's 1997 Equity Incentive Plan:

**VOTE FOR** \_\_\_\_\_ **or** **VOTE AGAINST** \_\_\_\_\_  
(and, if no specification is made, to **VOTE FOR**);

- 4) On the approval of the continuation of and amendment to the Shareholder Rights Plan:

**VOTE FOR** \_\_\_\_\_ **or** **VOTE AGAINST** \_\_\_\_\_  
(and, if no specification is made, to **VOTE FOR**);

and conferring discretionary authority to vote on amendments or variations to the matters identified in the Notice of Annual and Special Meeting relating to the Meeting and on all other matters that may properly come before the Meeting or any adjournment thereof in such manner as the person above named may see fit. Management is not aware of any such amendments, variations or other matters to be presented at the Meeting.

**THE SHARES REPRESENTED BY THIS PROXY WILL BE VOTED AND WHERE A CHOICE IS SPECIFIED WILL BE VOTED FOR OR AGAINST AS DIRECTED. WHERE NO CHOICE IS SPECIFIED, THIS PROXY WILL CONFER DISCRETIONARY AUTHORITY AND WILL BE VOTED FOR THE MATTERS REFERRED TO ABOVE.**

**TO BE VALID AT THE MEETING, COMPLETED FORMS OF PROXY MUST BE DEPOSITED NOT LATER THAN THE CLOSE OF BUSINESS ON THE BUSINESS DAY PRECEDING THE DAY OF THE MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF.**

**NOTES:**

**A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON OR COMPANY TO ATTEND AND ACT FOR HIM AND ON HIS BEHALF AT THE MEETING OTHER THAN THE PERSONS DESIGNATED IN THIS FORM OF PROXY. SUCH RIGHT MAY BE EXERCISED BY FILLING THE NAME OF SUCH PERSON IN THE BLANK SPACE PROVIDED AND STRIKING OUT THE NAMES OF MANAGEMENT'S NOMINEES, OR BY COMPLETING ANOTHER PROPER FORM OF PROXY AND, IN EITHER CASE, DEPOSITING THE PROXY AS INSTRUCTED BELOW.**

This proxy should be read in conjunction with the accompanying Notice of Meeting and Management Proxy Circular.

If it is desired that the shares represented by this proxy are to be voted for or against on any ballot that may be called for with respect to any matter referred to above, the appropriate box above provided for voting for or against should be marked with an X.

Please ensure that you date this proxy. If this proxy is not dated in the space below, it shall be deemed to bear the date on which it was mailed by the Company to the shareholder.

This proxy must be signed by a shareholder or his or her attorney duly authorized in writing. If you are an individual, please sign exactly as your shares are registered. If the shareholder is a corporation, a duly authorized officer or attorney of the corporation must sign this proxy, and if the corporation has a corporate seal, its corporate seal should be affixed.

**Authorized Signature(s) – sign here – This section must be completed for your instructions to be executed.** The undersigned shareholder(s) authorizes you to act in accordance with the instructions above and hereby revokes any proxy previously given to attend, vote and otherwise act at said Meeting.

DATED this      day of                      , 2009.

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**Signature of Shareholder**

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**Name of Shareholder (please print clearly)**

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**Number of Shares Represented by Proxy**