

GOLD RESERVE INC.

PROXY

**ANNUAL MEETING OF SHAREHOLDERS
June 9, 2011**

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 Meeting of Shareholders of the Company to be held on June 9, 2011 (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 Meeting or any adjournment or postponements 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:

Management recommends that you vote "FOR" each of the director nominees.

1. Election of the following nominees as directors, as set forth in the Proxy Statement/Information Circular

Nominees:	For	Withhold
1.1 Rockne J. Timm	<input type="checkbox"/>	<input type="checkbox"/>
1.2 A. Douglas Belanger	<input type="checkbox"/>	<input type="checkbox"/>
1.3 James P. Geyer	<input type="checkbox"/>	<input type="checkbox"/>
1.4 James H. Coleman	<input type="checkbox"/>	<input type="checkbox"/>
1.5 Patrick D. McChesney	<input type="checkbox"/>	<input type="checkbox"/>
1.6 Chris D. Mikkelsen	<input type="checkbox"/>	<input type="checkbox"/>
1.7 Jean Charles Potvin	<input type="checkbox"/>	<input type="checkbox"/>

(and, if no specification is made, to vote "FOR")

Management recommends that you vote "FOR" proposal 2.

2. Appointment of PricewaterhouseCoopers LLP as auditors for the year ending December 31, 2011 and authorization of the Board of Directors to fix the auditor's remuneration.	For	Against	Abstain
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

(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 Meeting relating to the Meeting and on all other matters that may properly come before the Meeting or any adjournment or postponement 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, AGAINST, WITHHOLD, OR ABSTAIN AS DIRECTED. WHERE NO CHOICE IS SPECIFIED, THIS PROXY WILL CONFER DISCRETIONARY AUTHORITY AND WILL BE VOTED FOR FOR THE MATTERS REFERRED TO ABOVE.

TO BE VALID AT THE MEETING, COMPLETED FORMS OF PROXY MUST BE RECEIVED NOT LATER THAN THE CLOSE OF BUSINESS ONE 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, DELIVERING THE PROXY AS INSTRUCTED BELOW.

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

If it is desired that the shares represented by this proxy are to be voted for, against, withhold, or abstain on any proposed item, the appropriate box above provided for voting for, withhold, 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) authorize(s) you to act in accordance with the instructions above and hereby revokes any proxy previously given to attend, vote and otherwise act at the Meeting.

DATED this _____ day of _____, 2011.

Signature of Shareholder

Name of Shareholder (please print clearly)

Number of Shares Represented by Proxy