GOLD RESERVE INC.

September 30, 2014

Interim Consolidated Financial Statements

U.S. Dollars

(unaudited)

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

	September 30, 2014	December 31, 2013
ASSETS		
Current Assets:		
Cash and cash equivalents (Note 4)	$ 8,464,426	$ 2,975,837
Marketable securities (Notes 5 and 6)	271,201	318,442
Deposits, advances and other	212,904	159,194
Total current assets	8,948,531	3,453,473
Property, plant and equipment, net (Note 7)	19,020,236	19,303,296
Total assets	$ 27,968,767	$ 22,756,769
LIABILITIES		
Current Liabilities:		
Accounts payable and accrued expenses (Note 3)	$ 4,072,035	$ 615,273
Accrued interest	16,715	64,262
Total current liabilities	4,088,750	679,535
Convertible notes and interest notes (Note 11)	33,361,754	23,998,658
Other (Note 11)	1,012,491	1,012,491
Total liabilities	38,462,995	25,690,684
SHAREHOLDERS' EQUITY		
Serial preferred stock, without par value		
Authorized: Unlimited		
Issued: None		
Common shares and equity units	289,326,172	289,149,413
Class A common shares, without par value		
Authorized: Unlimited		
Issued and outstanding: 2014… 76,076,686 2013…... 75,522,411		
Equity Units		
Issued and outstanding: 2014……....... 961 2013……… 500,236		
Contributed Surplus	11,682,644	5,171,603
Warrants	543,915	543,915
Stock options (Note 9)	19,912,232	19,849,225
Accumulated deficit	(331,909,376)	(317,645,497)
Accumulated other comprehensive loss	(49,815)	(2,574)
Total shareholders' deficit	(10,494,228)	(2,933,915)
Total liabilities and shareholders' equity	$ 27,968,767	$ 22,756,769

Going Concern (Note 1)

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

Approved by the Board of Directors:

s/ Chris D. Mikkelsen s/ Patrick D. McChesney

GOLD RESERVE INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited - Expressed in U.S. dollars)

	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013	Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013
OTHER INCOME (LOSS)				
Interest	$ 12	$ 123	$ 170	$ 555
Gain (loss) on settlement of debt	–	340	(161,292)	340
Loss on sale of marketable securities	–	(4,039)	–	(4,039)
Loss on impairment of marketable securities	–	(75,576)	–	(75,576)
Foreign currency (loss) gain	(3,979)	848	(11,033)	6,527
	(3,967)	(78,304)	(172,155)	(72,193)
EXPENSES				
Corporate general and administrative	765,254	633,177	2,722,724	2,360,017
Exploration	333,152	278,151	778,269	892,875
Legal and accounting	313,614	40,637	562,982	369,259
Venezuelan operations	51,663	49,254	109,535	156,190
Arbitration (Note 3)	3,459,850	1,059,558	3,740,697	2,621,089
Equipment holding costs	212,617	287,531	660,873	698,561
Write-off of mineral property (Note 7)	–	–	425,010	–
	5,136,150	2,348,308	9,000,090	7,097,991
Loss before interest expense	(5,140,117)	(2,426,612)	(9,172,245)	(7,170,184)
Interest expense	(1,962,812)	(1,409,299)	(5,091,634)	(3,992,390)
Net loss for the period	$ (7,102,929)	$ (3,835,911)	$ (14,263,879)	$ (11,162,574)
Net loss per share, basic and diluted	$ (0.09)	$ (0.05)	$ (0.19)	$ (0.15)
Weighted average common shares outstanding	76,070,283	74,766,941	76,056,420	73,670,851

GOLD RESERVE INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(Unaudited - Expressed in U.S. dollars)

	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013	Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013
Net loss for the period	$ (7,102,929)	$ (3,835,911)	$ (14,263,879)	$ (11,162,574)
Other comprehensive income loss, net of tax:				
Items that may be reclassified subsequently to the consolidated statement of operations				
Unrealized loss on marketable securities (Note 5)	(102,214)	(100,829)	(47,241)	(344,747)
Realized loss included in net loss	–	4,039	–	4,039
Impairment of marketable securities	–	75,576	–	75,576
Other comprehensive loss	(102,214)	(21,214)	(47,241)	(265,132)
Comprehensive loss for the period	$ (7,205,143)	$ (3,857,125)	$ (14,311,120)	$ (11,427,706)

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

GOLD RESERVE INC.

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

For the Nine Months Ended September 30, 2014 and the Year Ended December 31, 2013

(Unaudited - Expressed in U.S. dollars)

	Common Shares and Equity Units							Accumulated Other
	Common Shares	Equity Units	Amount	Contributed Surplus	Warrants	Stock Options	Accumulated Deficit	Comprehensive Income (Loss)
Balance, December 31, 2012	72,211,473	500,236	$283,482,779	$ 5,171,603	–	$ 19,762,883	$(302,209,087)	$ 211,683
Net loss							(15,436,410)	
Other comprehensive loss								(214,257)
Stock option compensation						594,517		
Fair value of options exercised			508,175			(508,175)		
Fair value of warrants issued					$ 543,915			
Common shares issued for:								
Private placement ($2.56/share avg.)	1,750,000		4,478,566					
Option exercises ($0.43/share avg.)	1,560,188		677,718					
Debt settlement ($2.90/share avg.)	750		2,175					
Balance, December 31, 2013	75,522,411	500,236	289,149,413	5,171,603	$ 543,915	19,849,225	(317,645,497)	(2,574)
Net loss							(14,263,879)	
Other comprehensive loss								(47,241)
Stock option compensation						139,666		
Fair value of options exercised			76,659			(76,659)		
Equity Units converted to shares	499,275	(499,275)						
Equity component - convertible notes				6,511,041				
Common shares issued for:								
Option exercises ($1.82/share avg.)	55,000		100,100					
Balance, September 30, 2014	76,076,686	961	$ 289,326,172	$ 11,682,644	$ 543,915	$ 19,912,232	$(331,909,376)	$(49,815)

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

GOLD RESERVE INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited - Expressed in U.S. dollars)

	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013	Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013
Cash Flows from Operating Activities:				
Net loss for the period	$ (7,102,929)	$ (3,835,911)	$ (14,263,879)	$ (11,162,574)
Adjustments to reconcile net loss to net cash used in operating activities:				
Stock option compensation	139,666	80,672	139,666	540,151
Depreciation	2,617	3,313	8,050	12,695
Loss (gain) on debt settlement	–	(340)	161,292	(340)
Write-off of mineral property	–	–	425,010	–
Accretion of convertible notes	1,948,484	1,046,935	4,401,333	2,905,208
Net loss on sale of marketable securities	–	4,039	–	4,039
Impairment of marketable securities	–	75,576	–	75,576
Shares issued for compensation	–	–	–	5,827
Changes in non-cash working capital:				
Net (increase) decrease in deposits and advances	(2,448)	63,501	(53,710)	(97,050)
Net increase (decrease) in accounts payable and accrued expenses	3,195,768	739,520	3,409,215	659,751
Net cash used in operating activities	(1,818,842)	(1,822,695)	(5,773,023)	(7,056,717)
Cash Flows from Investing Activities:				
Proceeds from disposition of marketable securities	–	8,461	–	8,461
Purchase of property, plant and equipment	–	(1,264)	(150,000)	(128,285)
Net cash provided by (used in) investing activities	–	7,197	(150,000)	(119,824)
Cash Flows from Financing Activities:				
Proceeds from the issuance of convertible notes	–	–	12,000,000	–
Net proceeds from the issuance of common shares	31,850	5,027,031	100,100	5,665,842
Restructure fees	–	–	(684,488)	–
Settlement of convertible notes	–	–	(4,000)	–
Net cash provided by financing activities	31,850	5,027,031	11,411,612	5,665,842
Change in Cash and Cash Equivalents:				
Net increase (decrease) in cash and cash equivalents	(1,786,992)	3,211,533	5,488,589	(1,510,699)
Cash and cash equivalents - beginning of period	10,251,418	3,625,286	2,975,837	8,347,518
Cash and cash equivalents - end of period	$ 8,464,426	$ 6,836,819	$ 8,464,426	$ 6,836,819

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

Note 1. The Company and Significant Accounting Policies:

The Company. Gold Reserve Inc. (the "Company") is engaged in the business of acquiring, exploring and developing mining projects. The Company is an exploration stage company incorporated in 1998 under the laws of the Yukon Territory, Canada and continued to Alberta, Canada in September 2014. The Company is the successor issuer to Gold Reserve Corporation which was incorporated in 1956. All amounts shown herein are expressed in U.S. dollars unless otherwise noted.

In February 1999 each Gold Reserve Corporation shareholder exchanged its shares for an equal number of Gold Reserve Inc. Class A Common shares except in the case of certain U.S. holders who for tax reasons elected to receive equity units which are comprised of one Gold Reserve Inc. Class B common share and one Gold Reserve Corporation Class B common share and substantially equivalent to a Class A common share. As of September 30, 2014, 961 equity units remained outstanding which the Company expects to be exchanged for Class A Common shares in 2014.

Going Concern. As of September 30, 2014, the Company had financial resources comprised of cash and marketable securities totaling approximately $8.7 million and Brisas Project related equipment, which is being marketed for sale, with an estimated fair value of approximately $19 million (See Note 7, Property, Plant and Equipment). The Company's financial obligations included notes of $39.5 million (face value) which mature December 31, 2015 and accounts payable and accrued expenses due in the normal course of approximately $4.1 million.

The Company has no revenue producing operations at this time and its working capital position, cash burn rate and debt maturity schedule may require that the Company seek additional sources of funding to ensure the Company’s ability to continue its activities in the normal course. To address its longer-term funding requirements, primarily the convertible notes due in December 2015, the Company expects to raise additional funds through its continuing efforts to dispose of the remaining Brisas Project related assets, timely collection of the ICSID arbitration award or through debt and equity funding alternatives.

The Company's efforts to address its longer-term funding requirements may be adversely impacted by 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. In view of these uncertainties there is substantial doubt about the Company's ability to continue as a going concern.

These financial statements do not reflect potentially material adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary if the Company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations.

Principles of Consolidation. These consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles. The statements include the accounts of the Company, Gold Reserve Corporation, four Venezuelan subsidiaries and five other subsidiaries which were formed to hold the Company’s interest in its foreign subsidiaries or for future transactions. All subsidiaries are wholly owned. All intercompany accounts and transactions have been eliminated on consolidation. The Company’s policy is to consolidate those subsidiaries where control exists. Certain reclassifications have been made to prior year amounts in order to conform to the current year presentation.

Cash and Cash Equivalents. The Company considers 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. The Company manages the exposure of its cash and cash equivalents to credit risk by diversifying its holdings into major Canadian and U.S. financial institutions.

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 exploration costs under property, plant and equipment. Property holding costs 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. 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. Included in property, plant and equipment is certain equipment which was originally purchased for the Brisas project at a cost of approximately $29 million. The carrying value of this equipment has been adjusted to its estimated fair value of $19 million and it is not being depreciated. The realizable value of this equipment may be different than management's current estimate.

The Company has additional property, plant and equipment which are recorded at the lower of cost less accumulated depreciation or estimated net realizable value. Replacements and major improvements are capitalized. Maintenance and repairs are charged to expense as incurred. 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. Depreciation is provided using straight-line and accelerated methods over the lesser of the useful life or lease term of the related asset.

Impairment of Long Lived Assets. The Company reviews 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 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 and the asset is written down to fair value. Fair value is generally determined by discounting estimated cash flows, using quoted market prices where available or making estimates based on the best information available.

Foreign Currency. The U.S. dollar is the Company's (and its 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. The Company maintains the 2012 Equity Incentive Plan (the "2012 Plan") which provides for the grant of stock options to purchase Class A common shares of the Company. The Company uses 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 share options, in addition to the fair value attributable to stock options granted, is credited to capital stock. The Company also maintains the Gold Reserve Director and Employee Retention Plan. Each Unit granted under the retention plan to a participant entitles such person to receive a cash payment equal to the fair market value of one Gold Reserve Class A Common Share (1) on the date the Unit was granted or (2) on the date any such participant becomes entitled to payment, whichever is greater. The Company will not accrue a liability for these units until and unless events required for vesting of the units occur. Stock options and Units granted under the respective plans become fully vested and exercisable and/or payable upon a change of control.

Income Taxes. The Company uses 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.

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 Loss Per Share. Net loss per share is computed by dividing net loss by the combined weighted average number of Class A common shares and equity units outstanding during each year. In periods in which a loss is incurred, the effect of potential issuances of shares under options and convertible notes would be anti-dilutive, and therefore basic and diluted losses per share are the same.

Convertible Notes. Convertible notes are initially recorded at fair value and subsequently measured at amortized cost. The fair value is allocated between the equity and debt component parts based on their respective fair values at the time of issuance and recorded net of transaction costs. The equity portion of the notes is estimated using the residual value method. The fair value of the debt component is accreted to the face value of the notes using the effective interest rate method over the expected life of the notes estimated to be December 31, 2015, with the resulting charge recorded as interest expense.

Comprehensive Loss. Comprehensive loss includes net loss and other comprehensive income or loss. Other comprehensive loss may include unrealized gains and losses on available-for-sale securities. The Company presents comprehensive loss and its components in the consolidated statements of comprehensive loss.

Financial Instruments. Marketable equity securities are classified as available for sale with any unrealized gain or loss recorded in other comprehensive income. If a decline in fair value of a security is determined to be other than temporary, an impairment loss is recognized. Cash and cash equivalents, deposits and advances are accounted for at cost which approximates fair value. Accounts payable, convertible notes and interest notes are recorded at amortized cost.

Contingent Value Rights. Contingent value rights ("CVR") are obligations arising from the disposition of a portion of the rights to future proceeds of an arbitration award against Venezuela and/or the sale of technical data related to the development of the Brisas Project that was compiled by the Company.

Warrants. Common share purchase warrants (“Warrants”) issued by the Company entitle the holder to acquire common shares of the company at a specific price within a certain time period. The fair value of warrants issued is calculated using the Black-Scholes method.

Note 2. New Accounting Policies:

In June 2014, the FASB issued Accounting Standards Update 2014-10 which removes all incremental financial reporting obligations which were previously required for development stage enterprises under ASC 915. The Company adopted the amendments in this update effective with the reporting period ended June 30, 2014 and as a result no longer reports inception-to-date information and certain other disclosures.

Accounting Standards update 2014-11, issued in June 2014, changes the accounting for repurchase-to-maturity transactions and linked repurchase financings to secured borrowing accounting and introduces new disclosure requirements for certain transactions that involve a transfer of a financial asset accounted for as a sale, and for repurchase agreements, securities lending transactions and repurchase-to-maturity transactions accounted for as secured borrowings. The accounting changes are effective for reporting periods beginning after December 15, 2014 and are not expected to have a significant impact on the Company’s financial statements.

In April 2014, the FASB issued Accounting Standards update 2014-08 which changes the criteria for reporting discontinued operations and adds new disclosure requirements for discontinued operations and individually significant components of an entity that are disposed of or classified as held for sale but do not meet the definition of a discontinued operation. This update is effective for reporting periods beginning after December 15, 2014 and is not expected to have a significant impact on the Company’s financial statements.

Note 3. Arbitration Claim Against Venezuela Related to the Brisas Project:

In April 2008, after a series of actions which concluded with the revocation of the Company’s previously authorized right to develop the Brisas Project, the Venezuelan government seized the Brisas Project.

In October 2009, Gold Reserve initiated its arbitration case under the Additional Facility Rules of the International Centre for Settlement of Investment Disputes (ICSID) of the World Bank to seek compensation for the losses caused by Venezuela’s violations of the Treaty between the Government of Canada and the Government of Venezuela for the Promotion and Protection of Investments (the “Canada-Venezuela” BIT). (Gold Reserve Inc. v. Bolivarian Republic of Venezuela (ICSID Case No. ARB(AF)/09/1) (the “Brisas Arbitration”)).

On September 22, 2014, the Tribunal unanimously awarded damages to the Company totaling $713 million, plus pre-award interest from April 14, 2008 through the date of the Award at the U.S. Government Treasury Bill Rate, compounded annually totaling approximately $22.3 million and $5 million for legal costs and expenses, for a total award, as of September 22, 2014, of $740.3 million. The amount awarded, plus pre-award interest, accrues post-award interest at a rate of LIBOR plus 2%, compounded annually, which comes to approximately $51,412 per day.

After the issuance of the Award, Gold Reserve sent a demand letter to Venezuela. Shortly thereafter, representatives from Venezuela and the Company met to discuss the satisfaction of the Award. No agreement was reached at that point in time.

In late October, Venezuela filed a petition before the French Court of Appeal declaring its intent to have the Award set aside or annulled. As the ICSID arbitration was conducted under the arbitration rules of ICSID's Additional Facility and was sited in France, the courts in France and not ICSID have jurisdiction to rule on such a petition. A petition to have an award set aside is only available in very limited circumstances, intended primarily for cases in which the petitioner claims the arbitral tribunal exceeded its powers or denied the parties due process in the arbitration. This procedure does not permit a review on the merits of the Award. To date, Venezuela has not set out its grounds to seek annulment.

At this point in time, Venezuela's petition appears to be purely dilatory and the Company is confident that it is without merit and will be rejected accordingly. The timing of the proceedings will be determined by the French Court of Appeal. Since Venezuela has only filed a notice to set aside the Award at this time the Company does not have any further information regarding its intentions. The existence of the petition does not affect the finality of the Award nor its enforceability. Accordingly, Gold Reserve has pursued its strategy to collect on its Award and has filed a petition before the French Court of Appeal to obtain an order of exequatur for the recognition and enforcement of the Award. A hearing is scheduled to take place on November 27, 2014. The Company may seek recognition and enforcement of the Award in other jurisdictions as well.

As is permitted by Article 56 of the arbitration rules of ICSID's Additional Facility, both parties have filed requests for the arbitral tribunal to correct what each party has identified as "clerical, arithmetical or similar errors" in the Award. Article 56 of ICSID Additional Facility arbitration rules does not permit reconsideration by the tribunal of any aspect of its award and does not permit correction to an error of judgment. Rather, it permits the tribunal to correct inadvertent arithmetic or typographical errors. While the Company has identified what it considers to be an inadvertent arithmetic error that warrants an increase in the Award, Venezuela has identified what it contends are significant inadvertent arithmetic errors that it argues supports a reduction of the Award. The arbitral tribunal will consider the parties' requests and advise whether it concludes that any correction is warranted. The Company and Venezuela simultaneously submitted replies to the other party's request for corrections of the Award on November 13, 2014.

An ICSID Additional Facility Award is enforceable globally in jurisdictions that allow for the recognition and enforcement of commercial arbitral awards. There exists an international instrument created for the purpose of facilitating such recognition and enforcement, the *Convention on the Recognition and Enforcement of Foreign Arbitral Awards*, New York, 10 June 1958 (the "New York Convention") to which over 150 countries are party. Under the New York Convention, arbitral awards may be recognized as a judgment of the court and execution may be done by attaching assets belonging to the award debtor. Although the Company expects that Venezuela will ultimately honor its international obligations, management anticipates that Venezuela will make every effort to challenge the validity and/or amount of the Award in the near term and vigorously oppose any action the Company may take in the various jurisdictions around the world to effect full payment of the tribunal's Award. Management is pursuing any and all means to ensure timely payment by the government of Venezuela and is fully engaged in executing its strategy to ensure the recognition and collection of the Award.

The Board of Directors approved a Bonus Pool Plan ("Bonus Plan") in May 2012, which is intended to reward the participants, including named executive officers, employees, directors and consultants, for their past and future contributions including their efforts related to the development of the Brisas Project, execution of the arbitration claim and the collection of an award, if any. The bonus pool under the Bonus Plan will generally be comprised of the gross proceeds collected or the fair value of any consideration realized related to such transactions less applicable taxes times 1% of the first $200 million and 5% thereafter and becomes an obligation of the Company only as the Award is collected. Participation in the Bonus Plan vests upon the participant's selection by the Committee of independent directors, subject to voluntary termination of employment or termination for cause.

Pursuant to its 2012 debt restructuring, the Company issued a CVR which entitled each note holder participating in the 2012 Restructuring to receive, net of certain deductions (including income tax calculation and the payment of current obligations of the Company), a pro rata portion of a maximum aggregate amount of 5.468% of the proceeds actually received by the Company with respect to the Brisas Arbitration proceedings or disposition of the technical data related to the development of the Brisas Project that was compiled by the Company. The proceeds, if any, could be cash, commodities, bonds, shares and/or any other consideration received by the Company and if such proceeds are other than cash, the fair market value of such non-cash proceeds, net of any required deductions (e.g., for taxes) will be subject to the CVR and will become an obligation of the Company only as the Award is collected.

Subject to applicable regulatory requirements regarding capital and reserves for operating expenses, accounts payable and taxes, the Company expects to distribute, in the most cost efficient manner, a substantial majority of any net proceeds after considering the Company's obligations arising as a result of the collection of the ICSID Award including payments pursuant to the terms of the convertible notes (if not otherwise converted), interest notes, CVR, Bonus Plan and Retention Units.

As part of our original engagement of arbitration counsel, the Company agreed to certain contingent fees, a portion of which (representing a reduction of standard hourly fees during the course of the arbitration process) was payable upon the issuance of a positive award by the ICSID tribunal and the remaining amount (representing a flat percent of standard hourly fees during the course of the arbitration process) was payable upon collection of the award. Included in accounts payable is approximately $3.4 million which represents contingent legal fees now payable as a result of the successful ICSID Award. In addition, the Company is obligated to pay approximately $1.7 million upon the collection of the ICSID Award.

Note 4. Cash and Cash Equivalents:

	September 30, 2014	December 31, 2013
Bank deposits	$ 8,392,346	$ 1,578,903
Money market funds	72,080	1,396,934
Total	$ 8,464,426	$ 2,975,837

Note 5. Marketable Securities:

	September 30, 2014	December 31, 2013
Fair value at beginning of year	$ 318,442	$ 723,449
Dispositions, at cost	–	(12,500)
Realized loss	–	4,039
Unrealized loss	(47,241)	(396,546)
Fair value at balance sheet date	$ 271,201	$ 318,442

The Company’s marketable securities are classified as available-for-sale and are recorded at quoted market value with gains and losses recorded within other comprehensive income until realized. Realized gains and losses are based on the average cost of the shares held at the date of disposition. Declines in the fair value of certain securities were determined to be other than temporary and as a result the Company recognized impairment losses of $178,250 during the year ended December 31, 2013. As of September 30, 2014 and December 31, 2013, marketable securities had a cost basis of $321,016.

Note 6. Fair Value Measurements:

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. In 2013, the Company had an equity investment in a privately held exploration-stage mining company which was classified as Level 3. The estimate of the fair value of this investment included observable inputs related to recently completed equity transactions by the held company.

	Fair value September 30, 2014	Level 1	Level 2	Level 3
Marketable securities	$ 271,201	$ 271,201	–	$ –
Convertible notes	$ 44,788,699	–	$ 44,788,699	–

	Fair value December 31, 2013	Level 1	Level 2	Level 3
Marketable securities	$ 318,442	$ 271,436	–	$ 47,006
Convertible notes	$ 21,773,229	–	$ 21,773,229	–

Note 7. Property, Plant and Equipment:

September 30, 2014		Cost		Accumulated Depreciation		Net
Machinery and equipment [1]	$	18,985,828	$	–	$	18,985,828
Furniture and office equipment		529,648		(509,240)		20,408
Leasehold improvements		41,190		(41,190)		–
Venezuelan property and equipment		171,445		(157,445)		14,000
	$	19,728,111	$	(707,875)	$	19,020,236

December 31, 2013		Cost		Accumulated Depreciation		Net
Machinery and equipment [1]	$	18,985,828	$	–	$	18,985,828
Furniture and office equipment		529,648		(501,190)		28,458
Leasehold improvements		41,190		(41,190)		–
Venezuelan property and equipment		171,445		(157,445)		14,000
Mineral property		275,010		–		275,010
	$	20,003,121	$	(699,825)	$	19,303,296

[1] Represents the estimated net realizable value of equipment previously intended for use on the Brisas Project.

In April 2012 the Company entered into an Option Agreement with Soltoro Ltd. ("Soltoro") whereby Soltoro granted the Company the right to earn an undivided 51% interest in the La Tortuga Property located in Jalisco State, Mexico (the "Soltoro Agreement"). The Soltoro Agreement required the Company to make aggregate option payments to Soltoro of $650,000 as well as expend $3 million on the property over 3 years. In August 2014, the Company formally advised Soltoro of its decision to discontinue exploration and, as a result, the Company wrote off its $425,010 (including a $150,000 property payment made in 2014) investment in the La Tortuga property as of June 30, 2014.

Note 8. KSOP Plan:

The KSOP Plan, adopted in 1990 for the benefit of employees, is comprised of two parts, (1) a salary reduction component, or 401(k) which includes provisions for discretionary contributions by the Company, and (2) an employee share ownership component, or ESOP. Allocation, if any, of common shares or cash to participants' accounts, subject to certain limitations, is at the discretion of the Company's board of directors. Cash contributions for the Plan year 2013 were approximately $172,000. As of September 30, 2014, no contributions had been made for plan year 2014.

Note 9. Stock Based Compensation Plans:

Equity Incentive Plan

On June 27, 2012, the shareholders approved the 2012 Equity Incentive Plan (the "2012 Plan") to replace the Company's previous equity incentive plans. In 2014, the Board amended and restated the 2012 Plan changing the maximum number of Class A Shares issuable under options granted under the 2012 Plan from a "rolling" 10% of the outstanding Class A Shares to a fixed number of 7,550,000 Class A Shares. As of September 30, 2014 there were 1,834,500 options available for grant. The 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 Company's board of directors.

Share option transactions for the nine months ended September 30, 2014 and 2013 were as follows:

	2014		2013	
	Shares	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price
Options outstanding - beginning of period	5,443,000	$ 2.21	6,753,188	$ 1.77
Options exercised	(55,000)	1.82	(1,491,020)	0.43
Options granted	310,000	4.02	250,000	3.00
Options outstanding - end of period	5,698,000	$ 2.31	5,512,168	$ 2.19
Options exercisable - end of period	5,491,331	$ 2.25	3,893,418	$ 2.32

The following table relates to stock options at September 30, 2014:

	Outstanding Options				Exercisable Options			
Exercise Price Range	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)
$1.82 - $1.82	2,567,500	$1.82	$5,982,275	1.26	2,567,500	$1.82	$5,982,275	1.26
$1.92 - $1.92	950,000	$1.92	2,118,500	6.69	950,000	$1.92	2,118,500	6.69
$2.89 - $2.89	1,620,500	$2.89	2,041,830	2.33	1,620,500	$2.89	2,041,830	2.33
$3.00 - $3.00	250,000	$3.00	287,500	3.70	250,000	$3.00	287,500	3.70
$4.02 - $4.02	310,000	$4.02	40,300	9.82	103,331	$4.02	13,433	9.82
$1.82 - $4.02	5,698,000	$2.31	$10,470,405	3.04	5,491,331	$2.25	$10,443,538	2.79

During the nine months ended September 30, 2014 and 2013, the Company granted 0.31 million and 0.25 million options, respectively. The Company recorded non-cash compensation expense during the nine months ended September 30, 2014 and 2013 of $0.1 million and $0.5 million, respectively for stock options granted in 2014 and prior periods.

The weighted average fair value of the options granted in 2014 and 2013 was calculated at $0.87 and $0.98, respectively. The fair value of options granted was determined using the Black-Scholes model based on the following weighted average assumptions:

	2014	2013
Risk free interest rate	0.53%	0.34%
Expected term	2.0 years	2.0 years
Expected volatility	38%	59%
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 the Company's stock over a period equal to the expected term of the option.

Retention Units Plan

The Company also maintains the Gold Reserve Director and Employee Retention Plan. Units granted under the plan become fully vested and payable upon the event of a change of control. The Company's Board of Directors is considering alternative vesting provisions for the units to more adequately reflect the current business objectives of the Company. Each unit granted to a participant entitles such person to receive a cash payment equal to the fair market value of one Gold Reserve Class A Common Share (1) on the date the unit was granted or (2) on the date any such participant becomes entitled to payment, whichever is greater. As of September 30, 2014 an aggregate of 1,457,500 unvested units have been granted to directors and executive officers of the Company and 315,000 units have been granted to other employees. The Company currently does not accrue a liability for these units as events required for vesting of the units have not yet occurred. The minimum value of these units, based on the grant date value of the Class A shares, was approximately $7.7 million.

Note 10. Shareholder Rights Plan:

The Company instituted a shareholder rights plan (the "Rights Plan") in 1999. Since the original approval by the shareholders, the Rights Plan and the Rights Plan agreement have been amended and continued from time to time. In June 2012, the shareholders approved certain amendments to the Rights Plan including continuing the Rights Plan until June 30, 2015 and providing a one-time exemption to a noteholder (who presently owns approximately 26% of the Class A common shares) from triggering the Rights Plan as a result of a restructuring of convertible notes in November 2012. The Rights Plan is designed to give the Board of Director's time to consider alternatives, allow shareholders time to properly assess the merits of a bid and ensure they receive full and fair value for their common shares. One right is issued in respect of each outstanding share. The rights become exercisable only when a person, including any party related to it or acting jointly with it, acquires or announces its intention to acquire 20% or more of the Company's outstanding shares without complying with the "permitted bid" provisions of the Rights Plan. Each right would, on exercise, entitle the holder, other than the acquiring person and related persons, to purchase Class A common shares of the Company at a 50% discount to the market price at the time.

Note 11. Convertible Notes and Interest Notes:

In the fourth quarter of 2012, the Company restructured debt totaling $84.4 million. Pursuant to the agreement, the Company paid $16.9 million cash, issued 12,412,501 Class A common shares, issued modified notes with a face value of $25.3 million due June 29, 2014 ("Modified Notes") and issued CVR's totaling 5.468% of any future proceeds, net of certain deductions (including income tax calculation and the payment of current obligations of the Company), actually received by the Company with respect to the Arbitration proceedings and/or disposition of the technical data related to the development of the Brisas Project that was compiled by the Company.

During the second quarter of 2014, the Company agreed with its Noteholders to extend the maturity date of its $25.3 million Modified Notes from June 29, 2014 to December 31, 2015 and issue $12 million of New Notes also maturing December 31, 2015. The terms of the Agreement were finalized on May 7, 2014. The Modified Notes were amended to be consistent with the terms of the New Notes.

The New Notes and the Modified Notes (as amended from the date of closing) (the "Notes") bear interest at a rate of 11% per year, which will be accrued and capitalized quarterly, issued in the form of a note (Interest Notes) and be payable in cash at maturity. Subject to certain conditions, the outstanding principal of the Notes may be converted into Class A common shares of the Company, redeemed or repurchased prior to maturity. The Notes mature on December 31, 2015 and are convertible, at the option of the holder, into 285.71 shares of Class A common shares per $1,000 (equivalent to a conversion price of $3.50 per common share) at any time upon prior written notice to the Company. The Company paid, in the case of the New Notes, a fee of 2.5% of the principal in the form of an original issue discount and in the case of the Modified Notes, a cash extension fee of 2.5% of the principal.

The Notes are senior unsecured, equal in rank and subject to certain terms including: (1) the technical data related to the development of the Brisas Project that was compiled by the Company and any award related to the Brisas Arbitration may not be pledged without consent of holders comprising at least 75% in principal amount of Notes; (2) the Company may not incur any additional indebtedness that ranks senior to or pari passu with the Notes in any respect without consent of holders comprising at least 75% in principal amount of Notes; (3) each Noteholder will have the right to participate, on a pro rata basis based on the amount of equity it holds, including equity issuable upon conversion of convertible securities, in any future equity or debt financing; (4) the Notes shall be redeemable on a pro rata basis, by the Company at the Noteholders' option, at a price equal to 120% of the outstanding principal balance upon the issuance of a final Arbitration Award, with respect to which enforcement has not been stayed and no annulment proceeding is pending; provided the Company shall only be obligated to make a redemption to the extent net cash proceeds received are in excess of $20,000,000, net of taxes and $13,500,000 to fund accrued and unpaid prospective operating expenses; (5) capital expenditures (including for exploration and related activities) shall not exceed $500,000 in any 12-month period without the prior consent of holders of a majority of the Notes; and (6) the Company shall not agree with any of the Noteholders to any amendment or modification to any terms of the Notes, provide any fees or other compensation whether in cash or in kind to any holder of the Notes, or engage in the repurchase, redemption or other defeasance of any Notes without offering such terms, compensation or defeasance to all holders of the Notes on an equitable and pro-rata basis.

Accounting standards require the Company to allocate the convertible notes between their equity and liability component parts based on their respective fair values at the time of issuance. The liability component was computed by discounting the stream of future payments of interest and principal at the prevailing market rate for a similar liability that does not have an associated equity component. The equity portion of the notes was estimated using the residual value method at approximately $6.5 million net of issuance costs. The fair value of the liability component is accreted to the face value of the Notes using the effective interest rate method over the expected life of the Notes, with the resulting charge recorded as interest expense. Extinguishment accounting was used for the Modified Notes resulting in a loss of $0.2 million due to the unamortized discount remaining on the notes prior to the restructuring. As of September 30, 2014, the Company had $38.4 million face value convertible notes and $1.2 million face value interest notes outstanding.

Exhibit 99.2 Management's Discussion and Analysis of Financial Condition and Results of Operations

OVERVIEW

This Management's Discussion and Analysis of Financial Condition and Results of Operations, dated November 20, 2014 is intended to assist in understanding and assessing our results of operations and financial condition and should be read in conjunction with the consolidated financial statements and related notes.

Gold Reserve is engaged in the business of acquiring, exploring and developing mining projects. Management's recent efforts have focused on:

- Concluding its arbitration claim (the "Brisas Arbitration") against Venezuela in connection with the seizure of the Company's Brisas Project through the issuance of the ICSID Tribunal's September 22, 2014 Award;
- Executing the Company's strategy to pursue any and all means to ensure timely payment by the government of Venezuela including identifying award debtor assets and enforcing the arbitral award by attaching such assets;
- Advancing efforts to sell the remaining Brisas Project related assets;
- Evaluating alternative mineral prospects.

Exploration Prospects

La Tortuga Property

Pursuant to an April 2012 Option Agreement with Soltoro Ltd., Gold Reserve had the right to earn an undivided 51% interest in the 11,562 hectare La Tortuga property, a copper and gold prospect located in Jalisco State, Mexico, by making an aggregate US$3.65 million in option payments and property expenditures over three years. Over the approximately two year period Gold Reserve compiled data, completed a number of studies on the property and made option payments totaling $0.4 million (including a $0.15 million property payment made in 2014) all of which has been written-off as of June 30, 2014.

In late 2013, the Mexican authorities changed its focus on environmental reviews and approvals which caused the Environment Ministry (SEMARNAT – Secretaria del Medio Ambiente y Recursos Naturales) to require the Company to resubmit its drilling permit application, expand its environmental baseline study and add additional other items. The perceived change in the Mexican government's posture towards mining led management and the Board of Directors to conclude that continued investment in the property was no longer warranted and the Company terminated its option on the property in August 2014.

The Company is evaluating alternative prospects with a focus on, among other things, the mineralized potential, economic factors, the level and quality of previous work completed on the prospect and location. The Company is focused on prospects that are located in a politically friendly jurisdiction which has clear and well established mining, tax and environmental laws and an experienced mining authority.

Brisas Arbitration

In April 2008, after a series of actions which concluded with the revocation of the Company's previously authorized right to develop the Brisas Project, the Venezuelan government expropriated the Brisas Project.

In October 2009, Gold Reserve initiated its arbitration case under the Additional Facility Rules of the International Centre for Settlement of Investment Disputes (ICSID) of the World Bank to seek compensation for the losses caused by Venezuela's violations of the Treaty between the Government of Canada and the Government of Venezuela for the Promotion and Protection of Investments (the "Canada-Venezuela" BIT). (Gold Reserve Inc. v. Bolivarian Republic of Venezuela (ICSID Case No. ARB(AF)/09/1) (the "Brisas Arbitration")).

On September 22, 2014, the Tribunal unanimously awarded damages to the Company totaling $713 million, plus pre-award interest from April 14, 2008 through the date of the Award at the U.S. Government Treasury Bill Rate, compounded annually totaling approximately $22.3 million and $5 million for legal costs and expenses, for a total award, as of September 22, 2014, of $740.3 million. The amount awarded, plus pre-award interest, accrues post-award interest at a rate of LIBOR plus 2%, compounded annually, which comes to approximately $51,412 per day.

The Tribunal focused on the following key aspects of the case: The Tribunal's jurisdiction to decide the dispute under the Canada-Venezuela BIT; the nature and extent of Gold Reserve's rights to develop the Brisas Project; Venezuela's alleged violations of the Canada-Venezuela BIT; and the damages awarded to Gold Reserve.

The Tribunal rejected Venezuela's jurisdictional objections in their entirety noting that Gold Reserve was a Canadian investor which had made an investment in the Brisas Project in Venezuela under the Canada-Venezuela BIT, the Company's incorporation in Canada satisfied the jurisdictional standards and the fact that Gold Reserve obtained ownership of the mining rights as a result of Gold Reserve's 1999 corporate restructuring could not be considered a violation of the standard.

The Tribunal found that Venezuela's challenge to the Company's entitlement to develop the Brisas related concessions and twelve adjoining parcels as a single mining project, as well as the Company's rights to each individual concession and parcel thereby denying any value to the concept of a "Brisas Project' was unwarranted and concluded that the Company had a reasonable expectation that it would be permitted to use adjoining parcels to exploit the concessions and parcels as a single Brisas Project.

The Tribunal also concluded that the Company held valid rights to all of the concessions and parcels required to develop the Brisas Project, with the exception of a 16.6 hectare strip of land located between Brisas and the neighboring Cristina IV parcel (the so-called "North Parcel"). Despite evidence that: the North Parcel was intended to be part of the Brisas related concessions as it came into existence due to a historical surveying error, the Company had worked with the Ministry of Mines to correct the error, it was included in the Ministry of Mines approved Feasibility Study, it was included in the Ministry of Environment accepted Venezuelan Environmental and Socio-Cultural Impact Assessment and it was included in the Ministry of Environment authorized Construction Permit issued on March 27, 2007, the Tribunal concluded that Gold Reserve's rights in relation to the North Parcel were never perfected because the State never acted on an "alfarjeta" application in regard to that property and as a result prevented Gold Reserve from implementing an agreement to extend its mine pit onto the Cristina IV parcel (a practice commonly referred to in the mining industry as a "layback").

The Tribunal determined Venezuela had breached the obligation to accord Gold Reserve's investment in the Brisas Project fair and equitable treatment as required by the Canada-Venezuela BIT. In particular, the Tribunal referenced the Administration's evident "change of political priorities" regarding the Brisas Project, which led to the cancellation of Gold Reserve's mining rights. Acknowledging that it was "not a straight-forward issue" and that it had "considered the issue at length," the Tribunal concluded that Venezuela had not violated the Canada-Venezuela BIT's separate expropriation standard. Nevertheless, the existence of the fair and equitable treatment violation allowed the Tribunal to award damages. The Tribunal specifically noted that "[t]he seriousness of the breach shall be duly taken into account when determining the amount of the compensation due to [Gold Reserve] in that regard."

The Company originally sought damages in the total amount of $1.735 billion, plus interest from April 14, 2008 (the date on which Venezuela revoked Gold Reserve's March 27, 2007 Construction Permit) through the date of the award at the US Prime Rate of interest plus 2%, compounded annually.

Following its conclusion that Gold Reserve lacked rights to the North Parcel and thus the ability to obtain a layback on the Cristina IV parcel, the Tribunal based its award of damages on an assumed smaller Brisas Project in which Gold Reserve's mine pit was located entirely within the boundaries of the Brisas related concessions. With that assumption, the Tribunal accepted Gold Reserve's expert's $1.326 billion DCF valuation of the fair market value of the hypothetically smaller Brisas Project as of April 14, 2008 and then made the following deductions:

> $162 million for mineral resources believed too speculative to have been ascribed value by a hypothetical willing buyer of the Brisas Project development rights in April 2008; $101 million associated with the presumed degraded performance of the processing plant in the no layback scenario, including reduced metal recovery rates and concentrate grades; $80 million for the additional costs related to the management of the hard rock ore stockpiles that would be needed in the no layback scenario; $108.5 million related to an assumed one-year delay to adjust mine plan in any hypothetical sale of the project rights without the North Parcel and without a layback agreement; $31 million associated with the deletion of the rights to silver which had never been legally perfected due to the State's failure to act on the Company's silver application; and $130 million related to the addition of a 4% country risk (other than expropriation risk) premium for Venezuela in 2008.

After the issuance of the Award, Gold Reserve sent a demand letter to Venezuela. Shortly thereafter, representatives from Venezuela and the Company met to discuss the satisfaction of the Award. No agreement was reached at that point in time.

In late October, Venezuela filed a petition before the French Court of Appeal declaring its intent to have the Award set aside or annulled. As the ICSID arbitration was conducted under the arbitration rules of ICSID's Additional Facility and was sited in France, the courts in France and not ICSID have jurisdiction to rule on such a petition. A petition to have an award set aside is only available in very limited circumstances, intended primarily for cases in which the petitioner claims the arbitral tribunal exceeded its powers or denied the parties due process in the arbitration. This procedure does not permit a review on the merits of the Award. To date, Venezuela has not set out its grounds to seek annulment.

At this point in time, Venezuela's petition appears to be purely dilatory and the Company is confident that it is without merit and will be rejected accordingly. The timing of the proceedings will be determined by the French Court of Appeal. Since Venezuela has only filed a notice to set aside the Award at this time the Company does not have any further information regarding its intentions. The existence of the petition does not affect the finality of the Award nor its enforceability. Accordingly, Gold Reserve has pursued its strategy to collect on its Award and has filed a petition before the French Court of Appeal to obtain an order of exequatur for the recognition and enforcement of the Award. A hearing is scheduled to take place on November 27, 2014. The Company may seek recognition and enforcement of the Award in other jurisdictions as well.

As is permitted by Article 56 of the arbitration rules of ICSID's Additional Facility, both parties have filed requests for the arbitral tribunal to correct what each party has identified as "clerical, arithmetical or similar errors" in the Award. Article 56 of ICSID Additional Facility arbitration rules does not permit reconsideration by the tribunal of any aspect of its award and does not permit correction to an error of judgment. Rather, it permits the tribunal to correct inadvertent arithmetic or typographical errors. While the Company has identified what it considers to be an inadvertent arithmetic error that warrants an increase in the Award, Venezuela has identified what it contends are significant inadvertent arithmetic errors that it argues supports a reduction of the Award. The arbitral tribunal will consider the parties' requests and advise whether it concludes that any correction is warranted. The Company and Venezuela simultaneously submitted replies to the other party's request for corrections of the Award on November 13, 2014.

An ICSID Additional Facility Award is enforceable globally in jurisdictions that allow for the recognition and enforcement of commercial arbitral awards. There exists an international instrument created for the purpose of facilitating such recognition and enforcement, the *Convention on the Recognition and Enforcement of Foreign Arbitral Awards*, New York, 10 June 1958 (the "New York Convention") to which over 150 countries are party. Under the New York Convention, arbitral awards may be recognized as a judgment of the court and execution may be done by attaching assets belonging to the award debtor. Although the Company expects that Venezuela will ultimately honor its international obligations, management anticipates that Venezuela will make every effort to challenge the validity and/or amount of the Award in the near term and vigorously oppose any action the Company may take in the various jurisdictions around the world to effect full payment of the tribunal's Award. Management is pursuing any and all means to ensure timely payment by the government of Venezuela and is fully engaged in executing its strategy to ensure the recognition and collection of the Award.

In 2013, Venezuela publically stated its intent to develop the Brisas Project and contiguous areas and has reportedly engaged a major Chinese corporation for initial studies related to the development and eventual construction of the Brisas or Brisas-Cristinas mine as a large gold-copper complex.

In December 2013, the Venezuelan government granted the gold exploration and mining rights in three areas located in Bolivar State valued at $30 billion to the Venezuelan State-owned oil company Petróleos de Venezuela, S.A. ("PDVSA"). At or about the same time PDVSA established Empresa Nacional Aurifera, S.A. ("ENA") with equity of $30 billion for the purpose of exploring, developing and producing gold. ENA holds the mining rights noted above. One of the three areas granted, Sifontes South or Kilometer 88 Block, includes the area of the Brisas gold and copper deposit. Also in December 2013 Venezuela's central bank, Banco Central de Venezuela (BCV") purchased 40% of ENA for an estimated $12 billion. Pursuant to the transaction, PDVSA offset promissory notes payable to BCV totaling $21.5 billion and recorded a gain of approximately $9.5 billion.

Gold Reserve is prepared to assist Venezuela to find a joint solution that would include the transfer of the extensive technical data related to the development of the Brisas Project that was compiled by the Company. This would allow PDVSA, ENA, BCV and the Chinese corporation to develop Brisas on an accelerated basis for the benefit of Venezuela, with appropriate compensation for the Company's stakeholders.

The Board of Directors approved a Bonus Pool Plan ("Bonus Plan") in May 2012, which is intended to reward the participants, including named executive officers, employees, directors and consultants, for their past and future contributions including their efforts related to the development of the Brisas Project, execution of the arbitration claim and the collection of an award, if any. The bonus pool under the Bonus Plan will generally be comprised of the gross proceeds collected or the fair value of any consideration realized related to such transactions less applicable taxes times 1% of the first $200 million and 5% thereafter and becomes an obligation of the Company only as the Award is collected. Participation in the Bonus Plan vests upon the participant's selection by the Committee of independent directors, subject to voluntary termination of employment or termination for cause.

Pursuant to its 2012 debt restructuring, the Company issued a CVR which entitled each note holder participating in the 2012 Restructuring to receive, net of certain deductions (including income tax calculation and the payment of current obligations of the Company), a pro rata portion of a maximum aggregate amount of 5.468% of the proceeds actually received by the Company with respect to the Brisas Arbitration proceedings or disposition of the technical data related to the development of the Brisas Project that was compiled by the Company. The proceeds, if any, could be cash, commodities, bonds, shares and/or any other consideration received by the Company and if such proceeds are other than cash, the fair market value of such non-cash proceeds, net of any required deductions (e.g., for taxes) will be subject to the CVR and will become an obligation of the Company only as the Award is collected.

Subject to applicable regulatory requirements regarding capital and reserves for operating expenses, accounts payable and taxes, the Company expects to distribute, in the most cost efficient manner, a substantial majority of any net proceeds after considering the Company's obligations arising as a result of the collection of the ICSID Award including payments pursuant to the terms of the convertible notes (if not otherwise converted), interest notes, CVR, Bonus Plan and Retention Units.

Financial Overview

The Company's overall financial position is a product of a number of historical events including the uncompensated seizure of the Brisas Project by the Venezuelan government and the protracted effort to obtain compensation for the seizure through arbitration, the subsequent write-off of the accumulated Brisas Project development costs, impairment of the value of the equipment originally acquired for the Brisas Project, the impact of the 2012 restructuring of convertible debt originally issued for the Brisas Project as well as the extension in the second quarter 2014 of the maturity date of the Company's then existing debt and issuance of an additional $12 million of new convertible debt.

Recent operating results continue to be impacted by the cost of the successful ICSID Award related to the seizure of the Brisas Project by the Venezuelan government and more recently efforts to ensure collection of the Award, exploration expenses and costs associated with the termination of the La Tortuga Project, professional fees and related costs arising from the debt restructuring and equity issuance and the cost of maintaining the Company's legal and regulatory obligations in good standing.

The Company has no commercial production and, as a result, it has not recorded revenue or cash flows from mining operations and continues to experience losses from operations, a trend the Company expects to continue, unless and until the collection of the ICSID Award related to Brisas and/or it acquires and invests in an alternative mining project, which results in positive results from operations.

Historically the Company has financed its operations through the issuance of common stock, other equity securities and convertible debt. The timing of any such new investment or transaction if any, and the amounts that may be required cannot be determined at this time and are subject to available cash, the collection, if any, of the award related to the Brisas Arbitration, the amount of proceeds and timing of sale, if any, of the remaining equipment originally slated for the Brisas Project, the timing of the redemption or maturity of the existing convertible notes. The Company has one operating segment, the exploration and development of mineral properties.

During the third quarter of 2013, the Company closed a previously agreed to private placement for gross proceeds totaling $5,250,000. The private placement consisted of 1,750,000 units comprised of one Class A common share and one-half of one Class A common share purchase warrant, with each whole warrant exercisable by the holder for a period of 2 years after its issuance to acquire one Class A common share at a price of $4.00 per share.

During the second quarter of 2014, the Company agreed with its Noteholders to extend the maturity date of its $25.3 million Modified Notes from June 29, 2014 to December 31, 2015 and issue $12 million of New Notes also maturing December 31, 2015, net of costs of approximately $1.3 million. The terms of the Agreement were finalized on May 7, 2014. The Modified Notes were amended to be consistent with the terms of the New Notes. (See Note 11 to the consolidated financial statements).

Management plans to dispose of the remaining Brisas Project assets, execute its strategy to collect the Brisas Arbitration Award and sell the technical data related to the Brisas project to Venezuela and identify other mineral properties for exploration.

Liquidity and Capital Resources

At September 30, 2014, the Company had cash and cash equivalents of approximately $8.5 million which represents an increase from December 31, 2013 of approximately $5.5 million. The net increase was primarily due to proceeds from the issuance of convertible notes offset by cash used in operations. The activities that resulted in the net change in cash are more fully described in the "Operating," "Investing" and "Financing" Activities sections below.

	2014	Change	2013
Cash and cash equivalents	$ 8,464,426	$ 5,488,589	$ 2,975,837

As of September 30, 2014, the Company had financial resources including cash, cash equivalents and marketable securities totaling approximately $8.7 million, Brisas Project related equipment which is subject to disposal with an estimated fair value of approximately $19 million (See Note 7 to the consolidated financial statements) and short-term financial obligations including accounts payable and accrued expenses of approximately $4.1 million. Included in accounts payable is approximately $3.4 million which represents contingent legal fees now payable as a result of the successful ICSID Award. In addition, the Company is obligated to pay approximately $1.7 million upon the collection of the ICSID Award. As of the date of this report, the Company had approximately $8.0 million in cash and investments, which are held primarily in U.S. dollar denominated accounts.

The Company has no revenue producing operations at this time and its working capital position, cash burn rate and debt maturity schedule may require that the Company seek additional sources of funding to ensure the Company's ability to continue its activities in the normal course. To address its longer-term funding requirements, primarily the convertible notes due in December 2015, the Company is continuing its efforts to dispose of the remaining Brisas Project related assets and pursue a timely and successful collection of the ICSID arbitration award. The Company may also initiate other debt and equity funding alternatives that may be available.

Operating Activities

Cash flow used in operating activities for the nine months ended September 30, 2014 and 2013 was approximately $5.7 million and $7.1 million, respectively. Cash flow used in operating activities consists of net operating losses (the components of which are more fully discussed below) adjusted for certain non-cash expense items primarily related to accretion of convertible notes, stock options issued in lieu of cash compensation and certain non-cash changes in working capital.

Cash flow used in operating activities during the nine months ended September 30, 2014 decreased from the prior comparable period primarily due to an increase in accounts payable related to the contingent legal fees associated with the Brisas arbitration, interest paid in the form of notes, accretion of convertible notes and non-cash write-off of mineral property, partially offset by an increase in corporate general and administrative expense as a result of costs associated with the restructuring of convertible notes.

Investing Activities

During the nine months ended September 30, 2014 and 2013, the Company paid $150,000 and $125,000 in accordance with the terms of its option agreement related to the La Tortuga property. In August 2014, the Company terminated its option agreement and wrote-off $0.4 million in option payments previously capitalized, which included the options payment noted above (See Note 7 to the consolidated financial statements). As of September 30, 2014, the Company held approximately $19 million of Brisas project related equipment intended for future sale.

Financing Activities

Net proceeds from the issuance of common shares during the nine months ended September 30, 2014 relate to the exercise of employee stock options totaling $0.1 million. During the nine months ended September 30, 2013, the Company completed a $5.0 million private placement financing and also received $0.6 million from the exercise of employee stock options.

During the second quarter of 2014, the Company agreed with its largest Noteholders to extend the maturity date of its $25.3 million Modified Notes from June 29, 2014 to December 31, 2015 and issue $12 million of New Notes also maturing December 31, 2015. The terms of the Agreement were finalized on May 7, 2014. The Modified Notes were amended to be consistent with the terms of the New Notes.

The New Notes and the Modified Notes (as amended from the date of closing) (the "Notes") bear interest at a rate of 11% per year, which will be accrued and capitalized quarterly, issued in the form of a note (Interest Notes) and be payable in cash at maturity. Subject to certain conditions, the outstanding principal may be converted into Class A common shares of the Company, redeemed or repurchased prior to maturity. The Notes mature on December 31, 2015 and are convertible, at the option of the holder, into 285.71 shares of Class A common shares per $1,000 (equivalent to a conversion price of $3.50 per common share) at any time upon prior written notice to the Company. The Company paid, in the case of the New Notes, a fee of approximately $0.3 million or 2.5% of the principal in the form of an original issue discount and in the case of the Modified Notes, a cash extension fee of approximately $0.6 million or 2.5% of the principal. (See Note 11 to the consolidated financial statements).

Contractual Obligations

The following table sets forth information on the Company’s material contractual obligation payments for the periods indicated as of September 30, 2014 (For further details see "Financing Activities" above and Note 11 to the consolidated financial statements):

	Payments due by Period				
	Total	Less than 1 Year	1-3 Years	4-5 Years	More Than 5 Years
Convertible Notes[1,2]	$ 38,350,000	$ -	$ 37,308,000	$ -	$ 1,042,000
Interest Notes[2]	6,754,086	-	6,754,086	-	-
Interest	458,480	57,310	114,620	114,620	171,930
	$ 45,562,566	$ 57,310	$ 44,176,706	$ 114,620	$ 1,213,930

1 Includes $37,308,000 principal amount of 11% convertible notes due December 31, 2015 and $1,042,000 principal amount of 5.50% convertible notes due June 15, 2022. Subject to certain conditions, the notes may be converted into Class A common shares of the Company, redeemed or repurchased. The amounts shown above include the interest and principal payments due unless the notes are converted, redeemed or repurchased prior to their due date.

2 The amount recorded as convertible notes and interest notes in the consolidated balance sheet as of September 30, 2014 is comprised of $32.4 million carrying value of Modified Notes, New Notes and Interest Notes issued pursuant to the 2014 Restructuring and $1.0 million of Old Notes held by other note holders who declined to participate in the 2012 Restructuring (See Note 11 to the consolidated financial statements). The carrying value of Modified Notes, New Notes and Interest Notes will be accreted to face value using the effective interest rate method over the expected life of the notes with the resulting charge recorded as interest expense.

Results of Operations

Summary Results of Operations

Consolidated net loss for the three and nine months ended September 30, 2014 was approximately $7.2 million and $14.3 million, respectively compared to $3.8 million and $11.2 million in the comparable periods in 2013.

	3 months			9 months		
	2014	2013	Change	2014	2013	Change
Other Income (loss)	$ (3,967)	$ (78,304)	$ 74,337	$ (172,155)	$ (72,193)	$ (99,962)
Total expenses	(7,098,962)	(3,757,607)	(3,341,355)	(14,091,724)	(11,090,381)	(3,001,343)
Net Loss	$(7,102,929)	$(3,835,911)	$ (3,267,018)	$(14,263,879)	$(11,162,574)	$(3,101,305)

Other Income

The Company has no commercial production at this time and, as a result, other income is typically variable from period to period. The loss on settlement of debt in 2014 was due to the remaining unamortized discount on convertible notes prior to the restructuring (See Note 11 to the consolidated financial statements).

	3 months			9 months		
	2014	2013	Change	2014	2013	Change
Interest	$ 12	$ 123	$ (111)	$ 170	$ 555	$ (385)
Gain (loss) on settlement of debt	-	340	(340)	(161,292)	340	(161,632)
Loss on sale of marketable securities	-	(4,039)	4,039	-	(4,039)	4,039
Loss on impairment of marketable securities	-	(75,576)	75,576	-	(75,576)	75,576
Foreign currency gain (loss)	(3,979)	848	(4,827)	(11,033)	6,527	(17,560)
	$ (3,967)	$ (78,304)	$ 74,337	$ (172,155)	$ (72,193)	$(99,962)

Expenses

Corporate general and administrative expense for the nine months ended September 30, 2014 increased from the comparable period in 2013 primarily due to costs associated with the restructuring of convertible notes in the second quarter of 2014. During the three months ended September 30, 2014, general and administrative expense increased due to non-cash charges associated with the issuance of stock options. The decrease in exploration expense during the nine months ended September 30, 2014 is attributable to a decrease in activities on the La Tortuga property. The increase in exploration expense during the three months ended September 30, 2014 is due to costs of winding down operations in Mexico. The increase in legal and accounting expense for the nine months ended September 30, 2014 is primarily attributable to fees incurred for corporate and tax planning activities as well as regulatory obligations arising from the extension of the debt and issuance of additional equity.

Arbitration expense for the three and nine months ended September 30, 2014 increased by $2.4 million and $1.1 million, respectively from the comparable periods in 2013 due to the accrual of $3.4 million contingent legal fees now payable as a result of the successful ICSID Award partially offset by a decrease in costs associated with financial and technical experts as the proceedings reached the final phases. The increase in interest expense is related to an increase in accretion of convertible notes as well as additional interest on the new convertible notes issued in the second quarter of 2014. The write-off of mineral property is a result of management's decision to terminate the option agreement with Soltoro under which the Company had a $0.425 million investment in the La Tortuga property.

	3 months			9 months		
	2014	2013	Change	2014	2013	Change
Corporate general and administrative	$ 765,254	$ 633,177	$ 132,077	$ 2,722,724	$ 2,360,017	$ 362,707
Exploration	333,152	278,151	55,001	778,269	892,875	(114,606)
Legal and accounting	313,614	40,637	272,977	562,982	369,259	193,723
	1,412,020	951,965	460,055	4,063,975	3,622,151	441,824
Venezuelan operations	51,663	49,254	2,409	109,535	156,190	(46,655)
Arbitration	3,459,850	1,059,558	2,400,292	3,740,697	2,621,089	1,119,608
Equipment holding costs	212,617	287,531	(74,914)	660,873	698,561	(37,688)
Write-off of mineral property	-	-	-	425,010	-	425,010
Interest expense	1,962,812	1,409,299	553,513	5,091,634	3,992,390	1,099,244
	5,686,942	2,805,642	2,881,300	10,027,749	7,468,230	2,559,519
Total Expenses for the Period	$ 7,098,962	$ 3,757,607	$ 3,341,355	$ 14,091,724	$ 11,090,381	$ 3,001,343

SUMMARY OF QUARTERLY RESULTS

Quarter ended	9/30/14	6/30/14	3/31/14	12/31/13	9/30/13	6/30/13	3/31/13	12/31/12
Other Income (loss)	$(3,967)	$(162,556)	$(5,632)	$(104,405)	($78,304)	$(23,123)	$29,234	$7,713,505
Net income (loss) before tax	(7,102,929)	(4,347,337)	(2,813,613)	(4,273,836)	(3,835,911)	(4,119,566)	(3,207,097)	4,353,609
Per share	(0.09)	(0.06)	(0.04)	(0.06)	(0.05)	(0.06)	(0.04)	0.08
Fully diluted	(0.09)	(0.06)	(0.04)	(0.06)	(0.05)	(0.06)	(0.04)	0.08
Net income (loss)	(7,102,929)	(4,347,337)	(2,813,613)	(4,273,836)	(3,835,911)	(4,119,566)	(3,207,097)	4,353,609
Per share	(0.09)	(0.06)	(0.04)	(0.06)	(0.05)	(0.06)	(0.04)	0.08
Fully diluted	(0.09)	(0.06)	(0.04)	(0.06)	(0.05)	(0.06)	(0.04)	0.08

Other income (loss) during the second quarter of 2014 primarily consisted of the loss on debt restructuring due to the remaining unamortized discount on convertible notes prior to the restructuring. Other income (loss) during 2013 and the first and third quarters of 2014 consisted of foreign currency gains (losses), losses on marketable securities and interest income. Other income in the fourth quarter of 2012 was primarily comprised of an $8.1 million gain on the 2012 restructuring of the Company’s convertible notes partially offset by a $0.4 million loss on marketable securities.

Net loss increased in the third quarter of 2014 due to the accrual of $3.4 million in contingent legal fees now payable as a result of the successful ICSID Award. The increase in net loss during the second quarter of 2014 was primarily due to the restructuring of convertible notes and the write-off of mineral property. The decrease in net loss during the first quarter of 2014 was primarily due to decreases in arbitration expense and non-cash compensation expense. The increase in net loss in the fourth quarter of 2013 was related to costs associated with the arbitration oral hearing. Net loss in the third quarter of 2013 decreased mainly as a result of a decrease in non-cash compensation. The increase in net loss during the second quarter of 2013 was primarily due to an increase in arbitration costs. During 2012, net loss decreased each quarter primarily due to decreases in costs associated with the arbitration and an increase in other income in the fourth quarter as noted above.

Off-Balance Sheet Arrangements

The Company is not a party to any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future material effect on the Company’s financial condition, changes in financial condition, revenues, expenses, results of operations, liquidity, capital expenditures or capital resources.

Exhibit 99.3 Chief Executive Officer's Certification of Interim Filings

Form 52-109F2
Certification of interim filings – full certificate

I, Rockne J. Timm, Chief Executive Officer of Gold Reserve Inc., certify the following:

1. I have reviewed the interim financial report and interim MD&A (together, the "interim filings") of Gold Reserve Inc. (the "issuer") for the interim period ended September 30, 2014.
2. Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings.
3. Based on my knowledge, having exercised reasonable diligence, the interim financial report together with the other financial information included in the interim filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.
4. The issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as those terms are defined in National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*, for the issuer.
5. Subject to the limitations, if any, described in paragraphs 5.2 and 5.3, the issuer's other certifying officer and I have, as at the end of the period covered by the interim filings

   (a) designed DC&P, or caused it to be designed under our supervision, to provide reasonable assurance that

      (i) material information relating to the issuer is made known to us by others, particularly during the period in which the interim filings are being prepared; and

      (ii) information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

   (b) designed ICFR, or caused it to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

5.1 The control framework the issuer's other certifying officer and I used to design the issuer's ICFR is the Committee of Sponsoring Organizations of the Treadway Commission (COSO) framework.

5.2 N/A

5.3 N/A

6. The issuer has disclosed in its interim MD&A any change in the issuer's ICFR that occurred during the period beginning on January 1, 2014 and ended on September 30, 2014 that has materially affected, or is reasonably likely to materially affect, the issuer's ICFR.

Date: November 20, 2014

/s/Rockne J. Timm
Rockne J. Timm
Chief Executive Officer

Exhibit 99.4 Chief Financial Officer's Certification of Interim Filings

Form 52-109F2
Certification of interim filings – full certificate

I, Robert A. McGuinness, Chief Financial Officer of Gold Reserve Inc., certify the following:

1. I have reviewed the interim financial report and interim MD&A (together, the "interim filings") of Gold Reserve Inc. (the "issuer") for the interim period ended September 30, 2014.

2. Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings.

3. Based on my knowledge, having exercised reasonable diligence, the interim financial report together with the other financial information included in the interim filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.

4. The issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as those terms are defined in National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings,* for the issuer.

5. Subject to the limitations, if any, described in paragraphs 5.2 and 5.3, the issuer's other certifying officer and I have, as at the end of the period covered by the interim filings

   (a) designed DC&P, or caused it to be designed under our supervision, to provide reasonable assurance that

      (iii) material information relating to the issuer is made known to us by others, particularly during the period in which the interim filings are being prepared; and

      (iv) information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

   (c) designed ICFR, or caused it to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

5.1 The control framework the issuer's other certifying officer and I used to design the issuer's ICFR is the Committee of Sponsoring Organizations of the Treadway Commission (COSO) framework.

5.2 N/A

5.3 N/A

6. The issuer has disclosed in its interim MD&A any change in the issuer's ICFR that occurred during the period beginning on January 1, 2014 and ended on September 30, 2014 that has materially affected, or is reasonably likely to materially affect, the issuer's ICFR.

Date: November 20, 2014

/s/Robert A. McGuinness
Robert A. McGuinness
Chief Financial Officer