



Gold Reserve Inc.

NR-12-04

Gold Reserve Announces Signing of Definitive Restructuring Agreement in Connection with its 5.50% Senior Subordinated Convertible Notes due 2022

SPOKANE, WASHINGTON May 30, 2012

Gold Reserve Inc. (TSX VENTURE:GRZ) (NYSE MKT:GRZ) (the “Company”) is pleased to announce that further to its news release dated May 17, 2012, it has entered into a definitive agreement generally encompassing the terms described in such news release (the “Restructuring Agreement”) with the three largest holders (the “Large Noteholders”) of its 5.50% Senior Subordinated Convertible Notes due 2022 (the “Notes”) in connection with the proposed restructuring of the Notes (the “Proposed Restructuring”). The Large Noteholders hold 87.8% of the outstanding Notes.

The Proposed Restructuring is subject to shareholder approval and to such consents as may be required under the indenture governing the Notes (the “Indenture”). The Proposed Restructuring will allow the Company to restructure its Notes with a combination of cash, common shares, new terms for the remaining balance of the Notes and a Contingent Value Right.

The full terms of the Proposed Restructuring, including the Contingent Value Right and a summary of the amended terms of the Notes, as well as an alternate transaction involving a short term deferral of the Large Noteholders’ put right and amended Note terms in the event Shareholders do not approve the Proposed Restructuring, are set forth in the Restructuring Agreement, a copy of which is being made available under the Company’s profile at www.sedar.com. In addition, the material terms of the Proposed Restructuring and other relevant information concerning the Restructuring Agreement will be described in the Company’s Proxy Statement/Information Circular to be sent shortly to shareholders in connection with the Company’s upcoming annual and special meeting scheduled to be held on June 27, 2012 to consider and approve, among other things, the Restructuring.

This press release does not constitute an offer to purchase the Notes pursuant to the put option. The offer to repurchase notes pursuant to the put option is made solely by the “Company Repurchase Notice to the Holders of Gold Reserve Inc. 5.50% Senior Subordinated Convertible Notes due June 15, 2022” dated May 16, 2012, as the same may be amended.

Further information regarding the Company can be located at www.goldreserveinc.com, www.sec.gov and www.sedar.com.

Certain information discussed in this press release constitutes forward-looking statements and forward-looking information as defined in Canadian securities laws. Although the Company believes that the expectations reflected in such forward-looking statements are based on reasonable assumptions, it can give no assurance that its expectations will be achieved. Forward-looking information is subject to certain risks, trends and uncertainties that could cause actual results to differ materially from those projected. Among those factors are the failure by the Company to obtain all required approvals to complete the Restructuring in a timely matter, if at all, as well as those outlined in the “Cautionary Statement Regarding Forward-Looking Statements” and “Risks Factors” contained in Gold Reserve’s filings with the Canadian provincial securities regulatory authorities and U.S. Securities and Exchange Commission, including Gold Reserve’s Annual Information Form and Annual Report on Form 10-K, as amended, for the year ended December 31, 2011, filed with the Canadian provincial securities regulatory authorities and U.S. Securities and Exchange Commission, respectively, as well as this release. The Company undertakes no obligation to update any forward-looking statements except as required by law.

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