

## **GRAN TIERRA ENERGY INC.**

### **CHARTER OF THE HEALTH, SAFETY AND ENVIRONMENT COMMITTEE**

#### **PURPOSE**

The Board of Directors (the “**Board**”) of Gran Tierra Energy Inc. (the “**Company**”) has established the Health, Safety and Environment Committee of the Board (the “**Committee**”) with authority, responsibility and specific duties as described in this Health, Safety and Environment Committee Charter (this “**Charter**”). The purposes of the Committee of the Board of the Company shall be to have the oversight responsibility, authority and specific duties as described below.

#### **COMPOSITION**

The Committee will be comprised of at least three directors as determined by the Board, none of whom shall be an officer or employee of the Company or any subsidiary of the Company. In addition, each Committee member shall satisfy the independence and experience requirements, if any, of applicable securities laws, rules or guidelines, any applicable stock exchange requirements or guidelines and any other applicable regulatory rules. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board with the assistance of the Nominating and Corporate Governance Committee, if requested by the Board.

Members of the Committee shall be appointed by the Board. The Nominating and Corporate Governance Committee of the Board shall recommend to the Board eligible directors to fill vacancies on the Committee. Each member shall serve until his or her successor is appointed, unless such member shall resign, be removed by the Board or otherwise cease to be a director of the Company. The Board shall fill any vacancy if the membership of the Committee is less than three directors by an affirmative vote of a majority of the Board.

The Chair of the Committee may be designated by the Board or, if it does not do so, the members of the Committee may elect a Chair by vote of a majority of the full Committee membership.

Each member of the Committee, as well as the Chairman, will be paid the fee set by the Board for his or her services as a member, or Chairman, as the case may be, of the Committee. Subject to the Company’s Governance Guidelines and other policies. Committee members, including the Chairman, will be reimbursed by the Company for all reasonable expenses incurred in connection with their duties as Committee members.

#### **MEETINGS AND MINUTES**

**1.** The Committee shall hold such regular or special meetings as its members deem necessary or appropriate. Minutes of each meeting of the Committee shall be prepared and distributed to each director of the Company and the Secretary of the Company promptly after each meeting. The Committee shall report to the Board from time to time and whenever requested to do so by the Board. Meetings may, at the discretion of the Committee, include

members of the Company's management, independent advisors and consultants or any other persons whose presence the Committee believes to be necessary or appropriate. Those in attendance may observe meetings of the Committee, but may not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event are not entitled to vote. At the discretion of the Committee Chair, any director who is not a Committee member may attend Committee meetings as a guest. The Committee shall meet in executive session as required and discussions may include such topics as the Committee members determine.

A majority of the Committee's members will constitute a quorum. The Committee will act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The Committee may also act by unanimous written consent in lieu of a meeting.

#### **AUTHORITY**

The Committee is part of the Board. The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. The Committee has been established to assist the Board in fulfilling its responsibilities in relation to, environmental, health and safety matters, including monitoring and overseeing the Company's policies and procedures for ensuring compliance by the Company with environmental regulatory requirements and ensuring that employees are provided with a safe environment in which to perform their duties.

#### **RESPONSIBILITIES**

The Committee shall:

1. report to the Board on matters coming before the Committee relating to environmental, health and safety policies and activities of the Company for consideration;
2. annually develop and approve the environmental, health and safety goals and objectives of the Company and identify the causes of any failure by the Company to meet such goals and objectives established in the prior year;
3. review and monitor the environmental policies and activities of the Company on behalf of the Board to ensure that the Company is in compliance with environmental laws and legislation and that the Company conforms with industry standards;
4. review and monitor the health and safety policies and activities of the Company on behalf of the Board to ensure compliance with applicable laws, legislation and policies as they relate to the health and safety of the Company's employees in the workplace;
5. review environmental, health and safety compliance issues and incidents of non-compliance to determine, on behalf of the Board, that the Company is taking all necessary action in respect of those matters and that the Company has been duly diligent in carrying out its responsibilities and activities in that regard;
6. review significant external or internal audit or consultants' reports relating to environmental, health or safety matters;

7. review significant legislative and regulatory changes including policy proposals and modifications that could materially impact the Company;
8. review and report to the Board on the sufficiency of resources available for carrying out the actions and activities recommended; and
9. report on a timely basis and at least annually to the Board on environmental, health and safety issues, including in country risks, and on the state of compliance with applicable laws and legislation and adherence to the policies of the Company.

### **Review of Terms of Reference**

The Committee shall review and reassess the adequacy of the Committee Charter at least annually, and otherwise as it deems appropriate and recommend changes to the Board. Such review shall include the evaluation of the performance of the Committee against criteria defined in the Committee and Board terms of reference.

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While the Committee members have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the Committee members, except to the extent otherwise provided under applicable federal or state law.