

## COMPLIANCE WITH THE FOREIGN CORRUPT PRACTICES ACT

### Policy Regarding Payments to Government Officials

Gran Tierra Energy, Inc. (“Gran Tierra” or the “Company”) is incorporated in the United States and is, therefore, subject to U.S. laws as well as the laws of all other countries in which we do business. This policy sets forth our commitment to comply with the U. S. Foreign Corrupt Practices Act (“FCPA”) and the equivalent laws in other countries in which we do business. It applies to all Gran Tierra entities and all employees of each Gran Tierra entity conducting business in any location.

#### Summary of Key Provisions

##### Summary of Policy

No Gran Tierra entity or employee shall offer or pay money or anything of value (including any favour or benefit), directly or indirectly, to any government official in order to secure or retain business or to receive more favorable treatment of any type from any government or government official.

##### Gifts and Entertainment Expenses

No Gran Tierra entity or employee shall provide any gift (other than a gift of nominal value that includes the Company’s logo) to any government official unless such gift is consistent with customary business practice **AND** approval to give such gift is received, in advance, from the President of the Gran Tierra business unit in the jurisdiction in which the government official is employed. Further, no Gran Tierra entity or employee shall pay for entertainment of any sort for a government official except to the extent permissible pursuant to section 7 of the Company’s Code of Business Conduct and Ethics.

##### Reporting of Violations

Any employee who has a good faith basis to believe that a violation of this policy has occurred shall report such actual or suspected violation immediately. The employee may do so: (1) by reporting the actual or suspected violation to his or her supervisor; (2) by reporting such actual or suspected violation to the Company’s Compliance Officer (by email at: [complianceofficer@grantierra.com](mailto:complianceofficer@grantierra.com) or by telephone at +1 403-265-3221 Extension 2234); or (3) by reporting such actual or suspected violation anonymously over the internet by selecting the link for the Company’s whistle blower hotline found on our website at [www.grantierra.com](http://www.grantierra.com).

**Although the above summary sets forth the key provisions of this policy, all Gran Tierra employees are responsible for being familiar with the policy in its entirety and for complying with it in all respects.**

## **The Foreign Corrupt Practices Act**

The anti-bribery provisions of the FCPA and other U.S. laws prohibit U.S. entities (including all Gran Tierra entities and employees) from:

Offering or giving money or anything of value to a government official for the purpose of obtaining or retaining business.

Offering or giving money or anything of value to a government official for the purpose of obtaining or retaining favorable legislation or regulation or other preferential treatment (for example, relief from import duties).

Offering or giving money or anything of value to any third party (such as an agent) while knowing that some or all of the payment will be given or offered to a government official in order to obtain any unfair or unlawful preferential treatment. A person is considered to be acting knowingly if he or she is aware that such a payment is substantially certain or highly probable to occur.

The definition of “government official” includes any officer or employee of a government or governmental department, agency or instrumentality; anyone acting in an official capacity on behalf of a governmental entity; any employee of a government-owned corporation; and any employee of an international organization such as the United Nations or the World Health Organization.

For purposes of this policy, “government official” shall also include any spouse, child or parent of a government official.

## **Gran Tierra’s Standard of Conduct**

As set forth in our Code of Business Conduct and Ethics, Gran Tierra is committed to maintaining the highest standards of business conduct and ethics. In furtherance of that commitment, it is critical that all our employees comply fully with the FCPA and similar laws. In order to ensure such compliance, the Company has adopted the following policies:

### **(1) Compliance with the FCPA**

Gran Tierra, its related entities and its employees shall comply with the FCPA and similar laws. No Gran Tierra entity or employee shall, directly or indirectly through another person, offer or pay money or anything of value (including any favour or benefit) to any government official in order to secure or retain business or to receive more favorable treatment of any type from any government or government official. Favourable treatment by a government or a government official may include a wide range of conduct, including, for example, the granting of permits or approvals, the waiver or reduction of import duties or other government charges, and actions intended to support favourable legislation or regulation or to block unfavourable legislation or regulation.

If any government official (or any person acting on behalf of a government entity) asks, directly or indirectly, that any Gran Tierra employee offer or pay money or anything of value to the official in order to secure favorable treatment from such official, the Gran Tierra employee shall promptly notify his or her supervisor of that fact.

**(2) Approval Required For Any Payments to Government Officials**

Certain payments to government officials that relate to the facilitation of routine governmental actions, such as the provision of mail service or the processing of official papers, are permissible under the FCPA. Nevertheless, such payments may be illegal under the laws of the countries in which we operate. Therefore, no Gran Tierra employee or agent shall make any such payment without first receiving approval to make such payments from the Company's Compliance Officer (by email at: [complianceofficer@grantierra.com](mailto:complianceofficer@grantierra.com) or by telephone at +1 403-265-3221 Extension 2234).

**(3) Gifts**

It may be customary and appropriate in certain circumstances to provide government officials gifts of nominal value. This policy does not limit the ability of Gran Tierra employees to provide government officials gifts of nominal value that contain the Company's logo (and are, therefore, clearly promotional in nature). However, no Gran Tierra entity or employee shall provide any other gifts to any government official unless such gifts are consistent with customary business practice **AND** approval to give such gifts is received, in advance, from the President of the Gran Tierra business unit in the jurisdiction in which the government official is employed.

**(4) Entertainment Expenses**

No Gran Tierra employee or agent shall pay for entertainment of any sort for a government official except to the extent permissible pursuant to section 7 of the Company's Code of Business Conduct and Ethics.

**(5) Payment of Reasonable and Bona Fide Expenses**

Gran Tierra may pay bona fide and reasonable expenditures (including travel and lodging) incurred by or on behalf of a government official if the payments are directly related to either (1) the promotion, demonstration or explanation of products or services or (2) the execution or performance of a contract with a government or agency thereof. However, before any such expenses are incurred, the approval of the President of the Gran Tierra business unit in the jurisdiction in which the government official is employed must be obtained.

**(6) Others Contracting with Gran Tierra**

Gran Tierra regularly contracts with suppliers, service providers, and others for goods and services. The integrity of such third parties is of critical importance to Gran Tierra because in certain circumstances Gran Tierra and its employees may be held responsible for the conduct of such third parties under the FCPA and similar laws even if unaware of such conduct. Accordingly, before Gran Tierra may enter into any agreement or arrangement with such a third party, the third party must agree in writing to be bound by this policy just as if it were an employee of Gran Tierra.

Gran Tierra does not typically engage third party agents to aid it in developing, securing or obtaining new business opportunities or to aid it in enhancing, maintaining or enlarging existing business relationships. No Gran Tierra entity or employee may engage any third party to perform such functions without the written approval of the Company's Compliance Officer (by email at: [complianceofficer@grantierra.com](mailto:complianceofficer@grantierra.com) or by telephone at +1 403-265-3221 Extension 2234) and without the written agreement of the third party to comply with this policy.

**(7) Accurate Recording of All Related Transactions**

It is the responsibility of all Gran Tierra entities and employees to ensure that the Company's books and records accurately and fairly reflect the transactions in which the Company participates. Accordingly, any Gran Tierra employee that participates in any transaction covered by this policy shall take reasonable measures to ensure that the nature and amount of the transaction are accurately and fairly reflected in the Company's books and records.

**(8) Reporting of Actual or Suspected Violations of this Policy**

Any employee who has a good faith basis to believe that a violation of this policy has occurred shall report such actual or suspected violation immediately. The employee may do so: (1) by reporting the actual or suspected violation to his or her supervisor; (2) by reporting such actual or suspected violation to the Company's Compliance Officer (by email at: [complianceofficer@grantierra.com](mailto:complianceofficer@grantierra.com) or by telephone at +1 403-265-3221 Extension 2234); or (3) by reporting such actual or suspected violation anonymously over the internet by selecting the link for the Company's whistle blower hotline found on our website at [www.grantierra.com](http://www.grantierra.com).

If a report of an actual or suspected violation is made to an employee's supervisor, that supervisor shall report such information either to his or her supervisor or to the Company's Compliance Officer.

**FCPA Red Flags**

It is the responsibility of all Gran Tierra employees to ensure not just their own but also the Company's compliance with this policy. Certain situations arise which may indicate a potential

violation of the FCPA or this policy that should act as a warning or red flag to our employees. For example, each of the following are potential red flags: payments to persons outside the normal scope of business; payment requests lacking standard invoices; checks made out to “cash;” unusual credits granted to new customers; and payments that are not recorded in the Company’s books and records in a way that accurately reflects the nature of the payment.

As discussed above, third parties contracting with Gran Tierra to provide goods and services are also required to comply with this policy. Potential red flags relating to the conduct of such third parties include such a third party requesting the payment of exorbitant travel or entertainment expenses, initially being brought to our attention by a government official, requesting fees or commissions higher than market rates, claiming to have a special relationship with government officials or requesting that his or her agreement with Gran Tierra be kept secret.

If you have any questions or concerns regarding this policy, please contact the Company’s Compliance Officer (by email at: [complianceofficer@grantierra.com](mailto:complianceofficer@grantierra.com) or by telephone at +1 403-265-3221 Extension 2234).