

## **GRAN TIERRA ENERGY INC.**

### **CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE**

#### **PURPOSE**

The Board of Directors (the “*Board*”) of Gran Tierra Energy Inc. (the “*Company*”) has established the Nominating & Governance Committee of the Board (the “*Committee*”) with authority, responsibility and specific duties as described in this Nominating and Corporate Governance Committee Charter (this “*Charter*”). The purposes of the Committee of the Board of the Company, shall be to (1) oversee all aspects of the Company’s corporate governance functions on behalf of the Board; (2) advise and make recommendations to the Board regarding corporate governance issues; (3) identify, review and evaluate candidates to serve as directors of the Company; (4) review and evaluate incumbent directors to continue serving as directors of the Company; (5) serve as a focal point for communication among board candidates, non-committee directors and the Company’s management; (6) recommend to the Board for selection candidates for election by the Board or as nominees for election by the stockholders of the Company; (7) recommend to the Board the appropriate insurance coverage for the Company’s directors and executive officers; and (8) make other recommendations to the Board regarding affairs relating to the directors of the Company.

#### **COMPOSITION**

The Committee shall consist of at least three members of the Board. Each member of the Committee shall satisfy (1) the independence requirements of the NYSE American and the Toronto Stock Exchange (“*TSX*”), applicable to nominating committee members, as in effect from time to time, including any exceptions permitted by these requirements and (2) any other qualifications established by the Board from time to time. The members of the Committee and the Committee Chair shall be appointed by the Board and may be removed by the Board in its discretion. Vacancies occurring on the Committee shall be filled by the Board by an affirmative vote of a majority of the Board. If a Chairman is not designated by the Board or present at a meeting, the Committee may designate a Chairman by majority vote of the Committee members then in office.

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**

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 delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. Without limiting the generality of the preceding statements, the Committee has the authority, and is entrusted with the responsibility to take the following actions. Each member of the Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. The Committee shall have the sole authority to obtain, at the expense of the Company, advice and assistance from internal or external legal, accounting or other advisors and consultants it deems necessary or appropriate in carrying out its duties. In addition, the Committee shall have the sole authority to (1) retain any search firm used to help identify director candidates; (2) terminate any retained search firm; and (3) approve any retained search firm's retention terms, including compensation. The Company shall be obligated to pay all expenses related to any consultant retained by the Committee. Other reasonable expenditures for external resources that the Committee deems necessary or appropriate in the performance of its duties are permitted. The operation of the Committee shall be subject to the Bylaws of the Company as in effect from time to time and Delaware General Corporation Law. The approval of this Nominating and Corporate Governance Committee Charter shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

#### **RESPONSIBILITIES**

To implement the Committee's purpose and policies, the Committee shall be charged with the following duties and responsibilities. The Committee may supplement and, except as otherwise required by applicable law or regulatory requirements, deviate from these activities as appropriate under the circumstances:

- 1. Director Nominations.** Except where the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors, the Committee shall identify, review and evaluate candidates to serve on the Board, including consideration of any potential conflicts of interest as well as applicable independence and experience requirements. The Committee shall also review, evaluate and consider the nomination of incumbent directors for reelection to the Board, and monitor the size of the Board. The Committee shall recommend

to the Board for selection candidates for election by the Board or as nominees for election by the stockholders of the Company. In the event that a vacancy on the Board arises, the Committee will seek and identify a qualified director nominee to be recommended to the Board for either appointment by the Board to serve the remainder of the term of the director position that is vacant or election at the next annual meeting of stockholders.

**2. *Stockholder Proposals.*** The Committee shall have the power and authority to consider recommendations for Board nominees and proposals submitted by the Company's stockholders and to establish any policies, requirements, criteria and procedures, including policies and procedures to facilitate stockholder communications with the Board of Directors, to recommend to the Board appropriate action on any such recommendation or proposal and to make any disclosures required by applicable law in the course of exercising its authority. The Committee will treat recommendations for directors that are received from the Company's stockholders equally with recommendations received from any other source; provided, however, that in order for such stockholder recommendations to be considered, the recommendations must comply with the procedures outlined in the Company's proxy statement for its annual meeting of stockholders.

**3. *Board Assessment.*** The Committee shall review at least annually, discuss and assess the performance of the Board, including Board committees, seeking input from senior management, the full Board and others. The assessment shall include evaluation of the Board's contribution as a whole and effectiveness in serving the best interests of the Company and its stockholders, specific areas in which the Board and/or management believe contributions could be improved, and overall Board composition and makeup, including the re-election of current Board members. The factors to be considered shall include whether the directors, both individually and collectively, can and do provide the integrity, experience, judgment, commitment, skills and expertise appropriate for the Company. The Committee shall also consider and assess the independence of directors, including whether a majority of the Board continues to be independent from management in both fact and appearance, as well as within the meaning prescribed by NYSE American and TSX. The results of these reviews shall be provided to the Board for further discussion as appropriate.

**4. *Board Committee Recommendations.*** The Committee, after due consideration of the interests, independence and experience of the individual directors and the independence and experience requirements of NYSE American and TSX, the rules and regulations of the Securities and Exchange Commission and applicable law, shall recommend to the Board annually the chair and membership of each committee including the designation of one member of the Audit Committee as "audit committee financial expert" as set forth in Item 407(d)(5) of Regulation S-K ("Reg. S-K") promulgated by the Securities and Exchange Commission.

**5. *Director Independence.*** The Committee shall review the relationships between the Company and each director and report the results of its review to the Board, which will then determine which directors satisfy the applicable independence standards within the meaning prescribed by NYSE American and TSX and shall determine whether or not each director serving on a Board committee is independent, disinterested, a non-employee director or an outside director under the standards applicable to the committees on which such director is serving or may serve and report the results of its review to the Board, which will then determine

which directors, if any, qualify as independent, disinterested, non-employee or outside directors under applicable standards.

**6. Continuing Education.** The Committee shall consider instituting a plan or program for the continuing education of directors.

**7. Corporate Governance Guidelines.** The Committee shall develop a set of corporate governance guidelines to be applicable to the Company, shall periodically review and assess these guidelines and their application, and recommend any changes deemed appropriate to the Board for its consideration. Further, the Committee shall review annually the Company's *Code of Business Conduct and Ethics* and review other Company policy statements to determine their adherence to the Company's *Code of Business Conduct and Ethics*.

**8. Management Succession.** The Committee shall periodically review with the Chief Executive Officer the plans for succession to the offices of the Company's executive officers and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions.

**9. Insurance Coverage.** The Committee shall review and make recommendations to the Board regarding the appropriate insurance coverage for the Company's directors and executive officers.

**10. Assessment.** The Committee shall review, discuss and assess its own performance at least annually. The Committee shall also periodically review and assess the adequacy of this charter, including the Committee's role and responsibilities as outlined in this Charter, and shall recommend any proposed changes to the Board for its consideration.

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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.*