

## **GRAN TIERRA ENERGY INC.**

### **OPEN DOOR POLICY FOR REPORTING ISSUES OF NON-COMPLIANCE**

#### **Statement of Policy**

**GRAN TIERRA ENERGY INC.** (the “*Company*”) is committed to providing a workplace conducive to open discussion of our business practices and is committed to complying with the laws and regulations to which we are subject. All Company personnel have a role in ensuring that any violations, imminent violations or suspected violations are brought to our attention immediately so that they can be appropriately addressed. Accordingly, each Company employee and director is required to raise concerns of possible non-compliance and to promptly report a good faith complaint regarding any breach of the standards of conduct set out in the Gran Tierra Code of Business Conduct and Ethics, the Compliance with Anti-Corruption Laws Policy or any other corporate policy at their earliest opportunity. Any other third party, such as vendors, partners, stockholders or competitors may also report, under the procedures provided in this policy, a good faith complaint regarding such actual or suspected non-compliance.

#### **Procedure**

Even if you are in doubt and are unsure whether the conduct in question constitutes a violation, Gran Tierra encourages you to raise the issue so that we can ensure that business activities within the Company continue to be conducted legally and ethically. The first and often best course of action when an employee observes potential non-compliance is to speak with an immediate supervisor or manager. If you suspect your supervisor or manager is implicated in the wrongdoing, or you are for any other reason uncomfortable raising the issue with him or her, we encourage you to raise the matter with the Company’s Compliance Officer.

Our Compliance Officer may be reached at (403) 265-3221 ext. 2250 or [complianceofficer@grantierra.com](mailto:complianceofficer@grantierra.com). The Compliance Officer is responsible for receiving and reviewing and then investigating (under the direction and oversight of the Audit Committee) complaints under this policy. If the suspected violation involves the Compliance Officer, the employee should instead report the suspected violation to the Chair of the Audit Committee of the Board, who may be reached at [auditcommittee@grantierra.com](mailto:auditcommittee@grantierra.com). If the suspected violation involves an executive officer or a director, you should report the matter to the Compliance Officer or the Chair of the Audit Committee.

#### **Anonymous Reporting of Complaints**

If you remain uncomfortable or reluctant to make the report as described above, you may submit the information anonymously through the Gran Tierra EthicsPoint hotline.

Individuals may anonymously report these concerns (i) by delivering the complaint via regular mail to the Compliance Officer at Gran Tierra Energy Inc., 900, 520 – 3rd Avenue S.W., Calgary, Alberta, Canada T2P 0R3, or (ii) by recording the complaint with the Company’s third party reporting system that enables you to report anonymously by email or over the internet.

This outside service is EthicsPoint Inc., and reports made through EthicsPoint are forwarded to the Compliance Officer and/or the Chair of the Audit Committee of the Board, depending on the nature of the complaint. Reports may be submitted through EthicsPoint by selecting the link under the Governance tab on our website at [www.grantierra.com](http://www.grantierra.com). Such reports will be treated confidentially, and your identity will be protected to the extent possible, subject to applicable law and our obligation to responsibly address the issue.

This complaint procedure is specifically designed so that employees have multiple avenues to report information and bypass a supervisor he or she believes is engaged in prohibited conduct under this policy. Anonymous reports should be factual, instead of speculative or conclusory, and should contain as much specific information as possible to allow the Compliance Officer and other persons investigating the report to adequately assess the nature, extent and urgency of the investigation.

It should be noted that complaints involving day-to-day human resources issues should be directed to your supervisor or manager or to the Director, Human Resources.

### **Policy of Non-Retaliation**

Gran Tierra will not permit retaliation of any kind by or on behalf of Gran Tierra against (a) good faith reports or complaints of actual or suspected violations of the Code of Business Conduct and Ethics or other corporate policies, or other illegal or unethical conduct, or (b) cooperation in an investigation by Gran Tierra or by a governmental authority, where the person cooperating has a good faith belief that a violation of law, the Code of Business Conduct and Ethics or another Gran Tierra Policy has occurred. If any individual believes he or she has been subjected to any harassment, threat, demotion, discharge, discrimination or retaliation by the Company or its agents for reporting complaints of non-compliance in accordance with this policy, he or she may file a complaint with our Compliance Officer. If it is determined that an employee has experienced any improper employment action in violation of this policy, we endeavor to promptly take appropriate corrective action.

### **Policy for Receiving and Investigating Complaints**

Upon receipt of a complaint, the Compliance Officer will determine the nature of the potential violation and if the matter relates to an accounting or securities law matter or an alleged violation of the Compliance with Anti-Corruption Laws Policy, the Audit Committee shall be notified promptly and shall determine the planned course of action with respect to the complaint, including determining that an adequate basis exists for commencing an investigation. The Compliance Officer will then appoint one or more internal and/or external investigators to promptly and fully investigate each viable claim under the direction and oversight of the Audit Committee or such other persons as the Audit Committee determines to be appropriate under the circumstances. The Compliance Officer will confidentially inform the reporting person (if his or her identity is known) that the complaint has been received and provide him or her with the name of, and contact information for, the investigator assigned to the claim. If the complaint involves the Compliance Officer, the Chair of the Audit Committee will perform these functions.

Confidentiality of the individual submitting the complaint will be maintained to the fullest extent

possible, consistent with the need to conduct an adequate investigation. In the course of any investigation, the Company may find it necessary to share information with others on a “need to know” basis. If the investigation confirms that a violation has occurred, the Company will promptly take appropriate corrective action with respect to the persons involved, up to and including termination, and, in appropriate circumstances, referral to governmental authorities, and will also take appropriate steps to correct and remedy any violation.

### **Retention of Complaints**

The Compliance Officer will maintain a log of all complaints, tracking their receipt, investigation and resolution, and shall prepare a periodic summary report thereof for each member of the Audit Committee. Each member of the Audit Committee and, at the discretion of the Compliance Officer, other personnel involved in the investigation of complaints, shall have access to the log. Copies of the log and all documents obtained or created in connection with any investigation will be maintained in accordance with our document retention policies.