

**GRAN TIERRA ENERGY INC.**

**OPEN DOOR POLICY FOR REPORTING COMPLAINTS REGARDING**

**ACCOUNTING AND AUDITING MATTERS AND FOREIGN CORRUPT PRACTICES ACT VIOLATIONS**

**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. Accordingly, the Company will not tolerate conduct that is in violation of such laws and regulations. Each Company employee, including employees of our subsidiaries, is encouraged to promptly report a good faith complaint regarding accounting or auditing matters or potential violations of the United States Foreign Corrupt Practices Act, its Canadian equivalent and its equivalent in any other countries in which the Company does business (collectively, the "**FCPA**") in accordance with the provisions of this policy. Any other third party, such as vendors, consumers, stockholders or competitors also may report, under the procedures provided in this policy, a good faith complaint regarding accounting or auditing matters or potential violations of the FCPA. To facilitate the reporting of complaints regarding accounting or auditing matters or potential violations of the FCPA, the Audit Committee of our Board of Directors (the "**Audit Committee**") has established procedures for (i) the receipt, retention and treatment of complaints regarding accounting, internal accounting controls, or auditing matters ("**Accounting Matters**") and potential violations of the FCPA ("**FCPA Matters**"), and (ii) the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters or potential violations of the FCPA.

**Scope of Accounting Matters Covered by Policy**

This policy covers complaints relating to Accounting Matters and potential violations of the FCPA, including, without limitation, the following types of conduct:

- fraud, deliberate error or gross negligence or recklessness in the preparation, evaluation, review or audit of any financial statement of the Company;
- fraud, deliberate error or gross negligence or recklessness in the recording and maintaining of financial records of the Company;
- deficiencies in, or noncompliance with, the Company's internal accounting controls;
- misrepresentation or false statement to management, regulators, the outside auditors or others or by a senior officer, accountant or other employee regarding a matter contained in the financial records, financial reports or audit reports of the Company;

- deviation from full and fair reporting of the Company's results or financial condition;
- the payment or offer of bribes to foreign governmental officials; and
- any other potential violations of the FCPA.

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

It is the Company's policy to comply with all applicable laws that protect our employees, (including the employees of our subsidiaries), against unlawful discrimination or retaliation by us or our agents as a result of their lawfully reporting information regarding, or their participation in, investigations involving Accounting Matters or FCPA Matters. If any employee 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 regarding Accounting Matters or FCPA Matters 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.

### **Compliance Officer**

The Audit Committee has appointed a Compliance Officer who is responsible for administering this policy. Our Compliance Officer may be reached at (403) 265-3221 ext. 2234 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 an employee has a complaint regarding an Accounting Matter or FCPA Matter, he or she should report such matter to the Compliance Officer. If the suspected violation involves the Compliance Officer, who is the person designated as such on the Company's website (select "Corporate Responsibility" at [www.grantierra.com](http://www.grantierra.com)), the employee should instead report the suspected violation to the Chairperson of the Audit Committee, who may be reached at [auditcommittee@grantierra.com](mailto:auditcommittee@grantierra.com)

### **Anonymous Reporting of Complaints**

We have also established a procedure under which complaints regarding Accounting Matters and FCPA matters may be reported anonymously. Employees may anonymously report these concerns (i) by delivering the complaint via regular mail to the Compliance Officer at Gran Tierra Energy Inc., 300, 625 – 11<sup>th</sup> Avenue S.W., Calgary, Alberta, Canada T2R 0E1, or (ii) by recording the complaint with an outside service engaged by us to enable you to report anonymously by email or over the internet. This outside service is EthicsPoint, Inc., and complaints may be submitted anonymously through EthicsPoint by selecting the link on our website at [www.grantierra.com](http://www.grantierra.com). Employees should make every effort to report their concerns using one or more of the methods specified above. The complaint procedure is specifically designed so that employees have a mechanism that allows the employee to 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.

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

Upon receipt of a complaint, the Compliance Officer will determine whether the information alleged in the complaint pertains to an Accounting Matter or FCPA Matter. The Audit Committee shall be notified promptly of all complaints determined to pertain to an Accounting Matter or FCPA Matter 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.

Confidentiality of the employee 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, including discipline 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 policy.