

GRAN TIERRA ENERGY INC.
Form DEF 14A
March 26, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

.. Soliciting Material under §240.14a-12

Gran Tierra Energy Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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Notice of 2019 Annual Meeting
of Stockholders and Proxy Statement

Tuesday, May 7, 2019

11:00 a.m. (Mountain Time)

**Centennial Place,
3rd Floor, West Tower,
250 - 5 Street SW,
Calgary, AB, Canada**

TO OUR STOCKHOLDERS,

We invite you to attend the Annual Meeting of Gran Tierra Energy Inc., (“Gran Tierra” or the “Company”) which will be held at Centennial Place, 3rd Floor, West Tower, 250 - 5 Street SW, Calgary, Alberta, Canada T2P 0R4 on May 7, 2019 at 11:00 a.m. Mountain Time.

The attached Notice of Annual Meeting of Stockholders and Proxy Statement describes the business to be conducted at the Annual Meeting. Whether or not you plan to attend the Annual Meeting of Stockholders, we urge you to submit your vote via the internet, telephone or mail.

I encourage you to read our 2018 Annual Report for additional information. Following the formal portion of the Annual Meeting, management will review Gran Tierra’s operational and financial performance during 2018 and provide an outlook on priorities for 2019 and beyond. You will also have an opportunity to ask questions and to meet the directors and our executives.

At the meeting, I look forward to sharing with you information about the Company’s strong performance during 2018. In 2018, our returns-focused strategy with an emphasis on profitable production growth generated strong financial results. Gran Tierra’s high-quality, operated, diversified suite of assets in Colombia delivered material year-on-year improvements in several important metrics, including a 15% increase in production to 36,209 barrels of oil equivalent per day, a 424% increase in net income to \$103 million, or \$0.26 per share basic and diluted, and a 45% increase in oil and gas sales to \$613 million. As well, return on capital employed increased to 12% from 8% in 2017.

As we look to 2019 and beyond, we remain focused on creating long-term shareholder value, which we believe is achieved by focusing on capital efficiency and returns on invested capital. We believe that our focused strategy is delivering results on several fronts and that Gran Tierra is well positioned for an exciting year of growth in 2019 and beyond as we continue to create value in multi-horizon, proven hydrocarbon basins that have access to infrastructure.

On behalf of our Board of Directors and the team at Gran Tierra, I want to thank all of our stakeholders for their continued support.

Sincerely,

/s/ Gary S. Guidry

Gary S. Guidry

President and Chief Executive Officer

March 20, 2019

GRAN TIERRA ENERGY INC.

900, 520-3 Avenue S.W.

Calgary, Alberta, Canada T2P 0R3

(403) 265-3221

NOTICE OF MEETING

ANNUAL MEETING OF THE STOCKHOLDERS OF GRAN TIERRA ENERGY INC.

Date: Tuesday, May 7, 2019

Time: 11:00 a.m. (Mountain Time)

Place: Centennial Place, 3rd Floor, West Tower, 250 - 5 Street SW, Calgary, Alberta, Canada T2P 0R4

The business of the meeting is to:

1. Elect the eight nominees specified in the accompanying proxy statement to serve as directors.
2. Ratify the appointment of KPMG LLP as Gran Tierra's independent registered public accounting firm for 2019.
3. Approve, on an advisory basis, the compensation of Gran Tierra's named executive officers as disclosed in the accompanying proxy statement.
4. Conduct any other business properly brought before the meeting.

These items of business are more fully described in the proxy statement accompanying this notice.

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This notice and the attached proxy statement are first being mailed to our stockholders beginning on March 26, 2019. The record date for the annual meeting is March 15, 2019. Only stockholders of record at the close of business on that date may vote at the meeting or any adjournment thereof.

We are using the “Notice and Access” method of providing proxy materials to our stockholders which provides our stockholders with a convenient way to access the proxy materials and vote, while allowing us to lower the costs of printing and distributing the proxy materials and reduce the environmental impact of our meeting. We will mail to most of our stockholders a Notice of Internet Availability of Proxy Materials (the “Notice”) in lieu of a paper copy of our proxy materials. Stockholders receiving the Notice may review the proxy materials online or request a paper copy by following the instructions set forth in the Notice.

Please submit your proxy or voting instructions on the Internet or by telephone promptly by following the instructions about how to view the proxy materials on your Notice of Internet Availability of Proxy Materials so that your shares can be voted, regardless of whether you expect to attend the annual meeting. If you received your proxy materials by mail, you may submit your proxy or voting instructions on the Internet or by telephone, or you may submit your proxy by marking, dating, signing and returning the enclosed proxy/confidential voting instruction card. If you attend the annual meeting, you may withdraw your proxy and vote in person.

By order of the Board of Directors

/s/ Gary S. Guidry

Gary S. Guidry

President and Chief Executive Officer

Calgary, Alberta, Canada

March 20, 2019

PROXY STATEMENT TABLE OF CONTENTS

<u>Proxy Statement Summary</u>	1
<u>Questions and Answers about the Proxy Materials and 2019 Annual Meeting</u>	4
<u>Proposal 1: Election of Directors</u>	10
<u>Nominees For Director</u>	11
<u>The Board’s Role and Responsibilities</u>	22
<u>Board Structure and Processes</u>	23
<u>Information Regarding Committees of the Board of Directors</u>	26
<u>Director Compensation</u>	30
<u>Proposal 2: Ratification of Selection of Independent Auditors</u>	33
<u>Change in Independent Auditors</u>	34
<u>Report of the Audit Committee</u>	34
<u>Principal Accountant Fees and Services</u>	35
<u>Proposal 3: Advisory Vote to Approve Named Executive Officer Compensation</u>	37
<u>Security Ownership of Certain Beneficial Owners and Management</u>	38
<u>Executive Officers</u>	39
<u>Compensation Discussion and Analysis</u>	42
<u>Executive Compensation</u>	54
<u>Summary Compensation Table</u>	54
<u>2018 Grants of Plan-Based Awards</u>	55
<u>Outstanding Equity Awards at December 31, 2018</u>	56
<u>2018 Option Exercises and Stock Vested</u>	57
<u>Potential Payment Upon Termination or Change of Control</u>	58

<u>Estimated Potential Payments</u>	<u>60</u>
<u>Pay Ratio Disclosure</u>	<u>61</u>
<u>Certain Relationships and Related Transactions</u>	<u>61</u>
<u>Stockholder Proposals</u>	<u>61</u>
<u>Householding of Proxy Materials</u>	<u>62</u>
<u>Other Matters</u>	<u>62</u>

PROXY STATEMENT SUMMARY

This summary highlights information contained elsewhere within this proxy statement. You should read the entire proxy statement carefully and consider all information before voting. Page references are supplied to help you find further information in this proxy statement. This summary does not contain all of the information you should consider, and we encourage you to read the entire proxy statement before voting.

References to “we”, “us”, “our”, “Gran Tierra” or the “Company” are to Gran Tierra Energy Inc.

Important Notice Regarding the Availability of Materials for the 2019 Annual Meeting of Shareholders to be Held on May 7, 2019: The proxy statement and our Annual Report for the fiscal year ended December 31, 2018 are available free of charge at <http://www.edocumentview.com/GTE>

2019 Annual Meeting of Stockholders

Date: May 7, 2019
Time: 11:00 a.m. (Mountain Time)
Place: Centennial Place, 3rd Floor, West Tower, 250 - 5 Street SW, Calgary, Alberta, Canada T2P 0R4
Record Date: March 15, 2019

Voting Matters and Board Recommendations

Voting Matter	Board Vote Recommendation
Proposal 1: Election of Directors (page 10) The Board and the Nominating and Corporate Governance Committee believe that each of the director nominees possesses the necessary qualifications and skills to provide effective oversight of the business and quality advice and counsel to our management team.	FOR EACH NOMINEE
Proposal 2: Ratification of Selection of Independent Auditors (page 33) The Board and the Audit Committee believe that the retention of KPMG LLP to serve as our independent registered public accounting firm for the fiscal year ending December 31, 2019 is in	FOR

the best interests of the Company and its stockholders. As a matter of good corporate governance, stockholders are being asked to ratify the Audit Committee's selection of the independent registered public accounting firm.

Proposal 3: Advisory Vote to Approve Named Executive Officer Compensation (page 37)

The Company seeks a non-binding advisory vote from its stockholders to approve the compensation of its named executive officers as described in the Compensation Discussion and Analysis section beginning on page 42 and the Compensation Tables section beginning on page 54. Our executive compensation program reflects our philosophy of aligning executive compensation with the interests of our stockholders and a commitment to pay for performance. **FOR**

Director Nominees

The following table provides summary information about each director nominee. See pages 11 to 18 for more information.

Director Nominee	Director Since	Age	Committees
Peter J. Dey	2015	78	Nominating and Corporate Governance Committee Compensation Committee
Gary S. Guidry	2015	63	Health, Safety & Environment Committee*
President and Chief Executive Officer			Audit Committee*
Evan Hazell	2015	60	Health, Safety & Environment Committee Reserves Committee Board Chairman
Robert B. Hodgins	2015	67	Audit Committee Compensation Committee
Ronald W. Royal	2015	70	Nominating and Corporate Governance Committee Audit Committee Health, Safety & Environment Committee
Sondra Scott	2017	52	Reserves Committee Nominating and Corporate Governance Committee Health, Safety & Environment Committee
David P. Smith	2015	60	Reserves Committee Audit Committee

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Compensation Committee*
Compensation Committee

Brooke Wade

2015

65

Nominating and Corporate Governance
Committee

Reserves Committee

*effective November 1, 2018

Corporate Governance

We are committed to good corporate governance practices, which promote the long-term interests of our stockholders and strengthens our Board and management accountability.

Highlights of our corporate governance practices include the following:

Independent Chairman of the Board	Policy prohibiting speculative trading of the Company's stock
Annual elections of the entire Board	Clawback policy
Majority voting for directors with resignation policy	Stockholders may call special meetings of stockholders
100% independent Committee members	No stockholder rights ("poison pill") or similar plan
Annual self-evaluation of the Board	Regular executive sessions of independent directors
Stock ownership guidelines for directors and officers	Stockholders have the right to fill director vacancies caused by director removal
No Tax Gross-Up provisions in any new executive agreements (currently only applies to Chief Executive Officer in order to be equalized to Canadian colleagues)	

Executive Compensation Highlights

Our compensation philosophy and programs are based on the following core principles:

- attract and retain highly capable individuals and offer competitive compensation opportunities,
- pay for performance, and
- align the interests of management with our stockholders.

Our equity compensation program is designed to be aligned with the interests of our stockholders and focus on pay-for-performance:

- The majority of 2018 executive compensation is considered to be “at risk” because its value is based on specific performance criteria and/or stock price appreciation and payout is not guaranteed.

- In 2018, 80% of the value of equity awards granted to the Named Executive Officers (“NEOs”) consisted of performance share units (“PSUs”) and 20% consisted of stock options.

- Base salaries for NEOs remained unchanged in 2018 from 2017 levels.

The following shows the breakdown of 2018 target total direct compensation opportunity for our Chief Executive Officer and Chief Financial Officer consisting of long-term equity awards under our Long-Term Incentive Plan (“LTIP”), annual cash bonus opportunity under our Short-Term Incentive Plan (“STIP”) and fixed base salary.

Further discussion of how our Company performance in 2018 impacted our STIP and LTIP payouts can be found on pages 47 and 49 respectively.

QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND 2019 ANNUAL MEETING

Why am I receiving these materials?

We are sending you these proxy materials because the Board of Directors (the “Board”) of Gran Tierra Energy Inc., a Delaware corporation (“Gran Tierra” or the “Company”), is soliciting your proxy to vote at the 2019 annual meeting of stockholders, including at any adjournments or postponements of the annual meeting. You are invited to attend the annual meeting to vote on the proposals described in this proxy statement. However, you do not need to attend the annual meeting to vote your shares. Instead, if you are a stockholder of record of our common stock, you may simply complete, sign and return the proxy card, or follow the instructions below to submit your proxy over the telephone or through the internet. See “How do I vote” below for further information on how to vote, including if you hold our common stock through a broker in “street name” or hold exchangeable shares.

Pursuant to rules adopted by the Securities and Exchange Commission (the “SEC”), we have elected to provide access to our proxy materials over the internet. We are sending to our stockholders of record the proxy materials, including this proxy statement and an annual report, or a Notice Regarding the Availability of Proxy Materials (the “Notice”). We intend that our stockholders who hold their stock in “street name” will receive a Notice from their broker, bank or other agent in which they hold the stock in “street name,” unless they have specified otherwise. All stockholders will have the ability to access the proxy materials on the website referred to in the Notice or request to receive a printed set of the proxy materials. Instructions on how to access the proxy materials over the internet or to request a printed copy may be found in the Notice.

We intend to mail the proxy materials and Notice beginning on March 26, 2019, to all stockholders of record entitled to vote at the annual meeting. We expect that the Notice will be sent to stockholders who hold their stock in “street name” on or about this same date.

How do I attend the annual meeting?

The meeting will be held on Tuesday, May 7, 2019, at 11:00 a.m. (Mountain time) at Centennial Place, 3rd Floor, West Tower, 250-5 Street SW, Calgary, Alberta, Canada T2P 0R4. Directions to the annual meeting may be found at <http://www.grantierra.com/investor-relations/2019-annual-meeting.html>. Information on how to vote in person at the annual meeting is discussed below.

Who can vote at the annual meeting?

Only stockholders of record at the close of business on March 15, 2019, will be entitled to vote at the annual meeting. On this record date, there were 386,335,507 shares of common stock outstanding and entitled to vote.

Stockholders of Record: Shares Registered in Your Name

If at the close of business on March 15, 2019, your shares were registered directly in your name with Gran Tierra's transfer agent, Computershare Investor Services, then you are a stockholder of record. As a stockholder of record, you may vote in person at the annual meeting or vote by proxy. Whether or not you plan to attend the annual meeting, we urge you to fill out and return the proxy or vote by proxy by telephone or on the internet as instructed below to ensure your vote is counted.

Beneficial Owner: Shares Registered in the Name of a Broker or Bank

If at the close of business on March 15, 2019, your shares were held, not in your name, but rather in an account at a brokerage firm, bank, dealer, or other similar organization, then you are the beneficial owner of shares held in "street name" and the Notice, and/or these proxy materials if you have received them, are being forwarded to you by that organization. The organization holding your account is considered to be the stockholder of record for purposes of voting at the annual meeting. As a beneficial owner, you have the right to direct your broker or other agent regarding how to vote the shares in your account. You are also invited to attend the annual meeting. However, since you are not the stockholder of record, you may not vote your shares in person at the annual meeting unless you request and obtain a valid proxy from your broker or other agent.

What am I voting on?

There are three matters scheduled for a vote:

1. Election of eight nominees named in the proxy statement to serve on the Board until the next annual meeting and until their respective successors are duly elected and qualified;
2. Ratification of the appointment of KPMG LLP as the independent registered public accounting firm for 2019; and
3. Approval, on an advisory basis, of the compensation of Gran Tierra's named executive officers, as disclosed in this proxy statement.

What if another matter is properly brought before the annual meeting?

The Board knows of no other matters that will be presented for consideration at the annual meeting. If any other matters are properly brought before the annual meeting, it is the intention of the persons named in the accompanying proxy to vote on those matters in accordance with their best judgment.

How do I vote?

You may either vote "For" or "Against" or abstain from voting with respect to each nominee to the Board and each of the other matters to be voted on.

Stockholders of Record: Shares Registered in Your Name

If you are a stockholder of record, you may vote in person at the annual meeting, vote by proxy on the internet or by telephone, or vote by proxy using a proxy card that you may request or that we may elect to deliver at a later time. Whether or not you plan to attend the annual meeting, we urge you to vote by proxy to ensure your vote is counted. You may still attend the annual meeting and vote in person even if you have already voted by proxy.

To vote in person, come to the annual meeting and we will give you a ballot when you arrive.

To vote using the proxy card, simply complete, sign and date the proxy card that may be delivered and return it promptly in the envelope provided. If you return your signed proxy card to us by 11:00 a.m. (Mountain time) on May 5, 2019, we will vote your shares as you direct.

To vote over the telephone, dial 1-800-652-VOTE (8683) using a touch-tone phone and follow the recorded instructions. You will be asked to provide the company number and control number from the Notice or proxy card. Your telephone vote must be received by 11:00 a.m. (Mountain time) on May 5, 2019, to be counted.

To vote on the internet, go to <http://www.investorvote.com/GTE> to complete an electronic proxy card. You will be asked to provide the company number and control number from the Notice or proxy card. Your internet vote must be received by 11:00 a.m. (Mountain time) on May 5, 2019, to be counted.

Beneficial Owner: Shares Registered in the Name of Broker or Bank

If you are a beneficial owner of shares registered in the name of your broker, bank, or other agent, you should have received a Notice containing voting instructions, or these proxy materials and an annual report and form of proxy, from that organization rather than from Gran Tierra. Simply follow the voting instructions you receive from your broker, bank, or other agent to ensure that your vote is counted. If you have received these proxy materials and voting instructions therein, simply complete and mail the voting instructions to ensure that your vote is counted.

Alternatively, if permitted by your broker or bank, you may vote by telephone or on the internet as instructed by your broker, bank or other agent. To vote in person at the annual meeting, you must obtain a valid proxy from your broker, bank, or other agent. Follow the instructions from your broker, bank, or other agent included with these proxy materials, or contact your broker, bank, or other agent to request a proxy form.

We provide telephone and internet proxy voting to allow you to vote your shares, with procedures designed to ensure the authenticity and correctness of your proxy vote instructions. However, please be aware that you must bear any costs associated with your telephone or internet access, such as usage charges from internet access providers and telephone companies.

How many votes do I have?

On each matter to be voted upon, you have one vote for each share of common stock you own as of March 15, 2019. Cumulative voting is not permitted.

What if I return a proxy card or otherwise vote but do not make specific choices?

Stockholder of Record; Shares Registered in Your Name

If you are a holder of record and return a signed and dated proxy card or otherwise vote without marking voting selections, your shares will be voted, as applicable, “For” the election of all eight nominees for director, “For” the ratification of the selection of KPMG LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2019, and “For” the advisory vote to approve named executive officer compensation. If any other matter is properly presented at the annual meeting, your proxyholder (one of the individuals named on your proxy card) will vote your shares using his or her best judgment.

Beneficial Owner; Shares Registered in the Name of a Broker or Bank

If you are a beneficial owner of shares registered in the name of your broker, bank or other nominee, and you do not provide the broker or other nominee that holds your shares with voting instructions, your broker or other nominee may not vote your shares on any proposal other than the ratification of the selection of KPMG LLP as our independent registered public accounting firm at the annual meeting. See “What are ‘broker non-votes’?” below. We encourage you to provide voting instructions to the organization that holds your shares to ensure that your vote is counted on all three proposals.

What happens if I do not vote?

Stockholder of Record; Shares Registered in Your Name

If you are a stockholder of record and do not vote by completing your proxy card, by telephone, over the internet or in person at the annual meeting, your shares will not be voted.

Beneficial Owner; Shares Registered in the Name of a Broker or Bank

If you hold your shares in “street name,” you will receive instructions from your broker, bank or other nominee describing how to vote your shares. If you do not instruct your broker, bank or other nominee how to vote your shares, they may vote your shares as they decide as to each matter for which they have discretionary authority under the rules of the NYSE American. This year, the only matter with respect to which they may vote your shares without voting instructions is the proposal to ratify the selection of KPMG LLP as our independent registered public accounting firm (Proposal 2).

There are also non-discretionary matters for which brokers, banks and other nominees do not have discretionary authority to vote unless they receive timely instructions from you. When a broker, bank or other nominee does not have discretion to vote on a particular matter and you have not given timely instructions on how the broker, bank or other nominee should vote your shares, a “broker non-vote” results. Although any broker non-vote would be counted as present at the meeting for purposes of determining a quorum, it would be treated as not entitled to vote with respect to non-discretionary matters.

If your shares are held in “street name” and you do not give voting instructions, pursuant to NYSE American Company Guide Section 723, the record holder will not be permitted to vote your shares with respect to Proposals 1 or 3. If your shares are held in “street name” and you do not give voting instructions, the record holder will nevertheless be entitled to vote your shares with respect to Proposal 2.

Abstentions occur when stockholders are present at the annual meeting but voluntarily abstain on any of the matters upon which the stockholders are voting.

Who is paying for this proxy solicitation?

We will pay for the entire cost of soliciting proxies. In addition to these proxy materials, our directors and employees may also solicit proxies in person, by telephone, or by other means of communication. Directors and employees will not be paid any additional compensation for soliciting proxies. We may also reimburse brokerage firms, banks and other agents for the cost of forwarding proxy materials to beneficial owners.

What does it mean if I receive more than one Notice or more than one set of proxy materials?

If you receive more than one Notice or more than one set of proxy materials, your shares may be registered in more than one name or in different accounts. Please follow the voting instructions on the Notices or the instructions on the proxy cards in the proxy materials to ensure that all of your shares are voted.

Can I change my vote after submitting my proxy?

Stockholder of Record; Shares Registered in Your Name

Yes. You can revoke your proxy at any time before the final vote at the annual meeting. If you are the record holder of your shares, you may revoke your proxy in any one of the following ways:

You may submit another properly completed proxy card with a later date, or vote again by telephone or on the internet;

You may send a timely written notice that you are revoking your proxy to Gran Tierra's Corporate Secretary at 900, 520 - 3rd Avenue S.W., Calgary, Alberta, Canada T2P 0R3; or

You may attend the annual meeting and vote in person. Simply attending the annual meeting will not, by itself, revoke your proxy.

Your most current proxy card or telephone or internet proxy is the one that is counted.

Beneficial Owner; Shares Registered in the Name of a Broker or Bank

If your shares are held by your broker or bank as a nominee or agent, you should follow the instructions provided by your broker or bank.

When are stockholder proposals due for next year's annual meeting?

Stockholders who desire to present proposals at the 2020 annual meeting of stockholders and to have proposals included in our proxy materials pursuant to Rule 14a-8 under the Exchange Act must submit their proposals to us at our principal executive offices (to the Corporate Secretary at 900, 520 - 3rd Avenue S.W., Calgary, Alberta, Canada T2P 0R3), not later than the close of business on November 27, 2019. If the date of the 2020 annual meeting is changed by more than 30 days from the date of the 2019 annual meeting, the deadline for submitting proposals is a reasonable time before we begin to print and mail the proxy materials for our 2020 annual meeting.

Our Bylaws provide that stockholders may nominate persons for election to the Board of Directors or bring any other business before the stockholders at the 2020 annual meeting only by sending to our Corporate Secretary a notice containing the information required by our Bylaws. Notice to us must be made not less than 30 or more than 65 days prior to the date of the annual meeting; provided, however, that if the annual meeting is to be held on a date that is less than 50 days after the date on which the public announcement of the date of the annual meeting was made by Gran Tierra, notice may be made not later than the close of business on the 10th day following the day on which public announcement of the date of the annual meeting is first made by Gran Tierra. Detailed information about how to make stockholder proposals or nominations for our annual meetings of stockholders can be found in our Bylaws.

How are votes counted?

Votes will be counted by the inspector of election appointed for the annual meeting, who will separately count, for the proposal to elect directors and the other proposals, votes “For,” “Against,” abstentions and, if applicable, broker non-votes. Broker non-votes have no effect and will not be counted towards the vote total for any proposal.

What are “broker non-votes”?

As discussed above, when a beneficial owner of shares held in “street name” does not give instructions to the broker or nominee holding the shares as to how to vote on matters deemed by the NYSE American to be “non-routine,” the broker or nominee cannot vote the shares. These unvoted shares are counted as “broker non-votes.” Each of Proposal 1 and Proposal 3 is considered non-routine and a broker will lack the authority to vote shares at his/her discretion on such proposals. Proposal 2 is considered a routine matter and a broker will be permitted to exercise his/her discretion.

How many votes are needed to approve each proposal?

Proposal No. 1, the election of directors: our bylaws provide for a majority voting standard for the election of directors in uncontested elections, which is generally defined as an election in which the number of nominees does not exceed the number of directors to be elected at the meeting. Because this is an uncontested election, each director shall be elected by the vote of a majority of the votes cast at a meeting of stockholders at which a quorum is present. A “majority of the votes cast” means that the number of shares voted “For” a director nominee must exceed the number of votes cast “Against” that director nominee. For these purposes, abstentions and broker non-votes will not count as a vote “For” or “Against” a nominee’s election and will have no effect in determining whether a director nominee has received a majority of the votes cast. If an incumbent director is not elected by a majority of the votes cast, the incumbent director must promptly tender his or her resignation to the Board. The Nominating and Corporate Governance Committee will make a recommendation to the Board on whether to accept or reject the director’s resignation or whether other action should be taken. The Board will act on the Nominating and Corporate Governance Committee’s recommendation and publicly disclose its decision within 90 days from the date of the certification of the election results.

Proposal No. 2, the ratification of the appointment of KPMG LLP as Gran Tierra’s independent registered public accounting firm for 2019, will be approved if it receives the affirmative vote of shares representing a majority of the votes present in person or represented by proxy at the meeting and entitled to vote on the matter. Abstentions will have the same effect as a vote “Against.” We do not expect that there will be any broker non-votes, as this is a routine matter.

Proposal No. 3, the advisory vote to approve named executive officer compensation, as disclosed in this proxy statement, will be approved if it receives the affirmative vote of shares representing a majority of the votes present in person or represented by proxy at the meeting and entitled to vote on the matter. Abstentions will have the same effect as a vote "Against." Broker non-votes will have no effect.

A quorum of stockholders is necessary to hold a valid meeting. A quorum will be present if stockholders holding outstanding shares of Gran Tierra's capital stock representing at least a majority of the total number of votes that may be cast at the annual meeting are present at the annual meeting in person or represented by proxy. On the record date, there were 386,335,507 votes that could be cast. Thus, holders of outstanding shares representing at least 193,167,754 votes must be present in person or represented by proxy at the annual meeting to have a quorum.

Your shares will be counted towards the quorum only if you submit a valid proxy (or one is submitted on your behalf by your broker, bank or other nominee) or if you vote in person at the annual meeting. Abstentions and broker non-votes will be counted towards the quorum requirement. If there is no quorum, the Chairman of the annual meeting or the holders of a majority of shares present at the annual meeting in person or represented by proxy must adjourn the annual meeting to another date.

How can I find out the results of the voting at the annual meeting?

Preliminary voting results will be announced at the annual meeting. In addition, final voting results will be published in a current report on Form 8-K that we expect to file within four business days after the annual meeting.

What proxy materials are available on the internet?

The notice of meeting, proxy statement and annual report to stockholders are available to view at:

<http://www.edocumentview.com/GTE>

or

on Gran Tierra's website at: <http://www.grantierra.com>

See "How do I vote?" above for voting instructions.

CORPORATE GOVERNANCE AND BOARD MATTERS

PROPOSAL 1:

ELECTION OF DIRECTORS

The Board of Directors is nominating the eight individuals identified below for election as directors. Unless you specify differently, proxies received will be voted FOR Robert B. Hodgins, Peter J. Dey, Gary S. Guidry, Evan Hazell, Ronald W. Royal, Sondra Scott, David P. Smith and Brooke Wade. Each director to be elected and qualified will hold office until the next annual meeting of stockholders and until his or her successor is elected, or, if sooner, until the director's death, resignation or removal. Each of the nominees listed below is currently a director of Gran Tierra. It is Gran Tierra's policy to invite nominees for directors to attend the annual meeting; all of the directors then in office attended the 2018 annual meeting of stockholders.

Shares represented by executed proxies will be voted, if authority to do so is not withheld, for the election of the eight nominees named below. If any nominee becomes unavailable for election as a result of an unexpected occurrence, shares that would have been voted for that nominee will instead be voted for the election of a substitute nominee proposed by Gran Tierra.

THE BOARD RECOMMENDS A VOTE "FOR" EACH OF THE NOMINEES NAMED BELOW.

NOMINEES FOR DIRECTOR

ROBERT B. HODGINS

Age: 67

Calgary, Alberta, Canada

Director since May 2015

Independent Director

Shareholder approval rating at the 2018 Gran Tierra annual meeting: 93.2%

Mr. Hodgins has been an independent businessman since November 2004. Prior thereto, Mr. Hodgins served as the Chief Financial Officer of Pengrowth Energy Trust (a TSX and NYSE-listed energy trust) from 2002 to 2004. Prior to that, Mr. Hodgins held the position of Vice President and Treasurer of Canadian Pacific Limited (a Toronto Stock Exchange (“TSX”) and NYSE-listed diversified energy, transportation and hotels company) from 1998 to 2002 and was Chief Financial Officer of TransCanada PipeLines Limited (a TSX and NYSE-listed energy transportation company) from 1993 to 1998. At present, Mr. Hodgins serves as a director of AltaGas Ltd., EnerPlus Corporation and MEG Energy Corp. Since September 2018, Mr. Hodgins holds the position of Senior Advisor, Investment Banking at Canaccord Genuity Corp. Mr. Hodgins received an Honours Bachelor of Arts in Business from the Richard Ivey School of Business at the University of Western Ontario and received a Chartered Accountant designation and was admitted as a member of the Institute of Chartered Accountants of Ontario in 1977 and Alberta in 1991. Mr. Hodgins is a member of the Institute of Corporate Directors.

Qualifications: With 30-plus years in the oil and gas industry as an executive and director and a strong reputation in the Canadian business community, Mr. Hodgins brings valuable industry and leadership experience to the Board. As a Chartered Professional Accountant and experienced executive in senior financial roles with several Canadian companies, Mr. Hodgins qualifies as one of Gran Tierra’s Audit Committee financial experts.

Board and Committee Participation

Board of Directors
Audit Committee

Position Meetings Attendance

Chair 9/9 100%
Member 5/5 100%

Compensation Committee	Member 3/3	100%
Nominating and Corporate Governance Committee	Member 3/3	100%

Year Common Shares DSUs Stock Options

2018	10,000	102,151	102,220
2017	10,000	77,899	85,000

Other Public Board Directorships Committee Position(s)⁽¹⁾

AltaGas Ltd. (TSX)	Audit Committee (Chairman)
	Governance Committee
	Audit & Risk Management Committee (Chair)
EnerPlus Corporation (TSX)	Compensation Committee
	Corporate Governance & Nominating Committee
MEG Energy Corp. (TSX)	Audit Committee (Chairman)
	Compensation Committee

⁽¹⁾ The Board of Directors has determined that Mr. Hodgins' ability to effectively serve on the Company's Audit Committee is not impaired by his membership on the Audit Committee of the other public boards listed above.

During the past five years, Mr. Hodgins served as a Director of the following public companies: Santonia Energy Inc.(until March 2014), MGM Energy Corp. (until June 2014), Caracal Energy Inc. (until July 2014), Cub Energy Inc. (until March 2015), Kicking Horse Energy Inc. (until November 2015) and StonePoint Energy Inc. (until September 2015).

PETER J. DEY

Age: 78

Toronto, Ontario, Canada

Director since May 2015

Independent Director

Shareholder approval rating at the 2018 Gran Tierra annual meeting: 92.1%

Board and Committee Participation	Position	Meetings	Attendance
Board of Directors	Member	9/9	100%
Nominating and Corporate Governance Committee	Chair	3/3	100%
Compensation Committee	Member	3/3	100%
Health, Safety and Environment Committee (effective November 1, 2018)	Member	n/a	n/a

Mr. Dey has been the Chairman of Paradigm Capital Inc., an investment dealer, since November 2005. Mr. Dey was a Partner of the Toronto law firm Osler, Hoskin & Harcourt LLP, where he specialized in corporate board issues and mergers and acquisitions, from 2001 to 2005, and prior to that from 1985 to 1994 and from 1973 to 1983. From 1994 to 2001, Mr. Dey was Chairman of Morgan Stanley Canada Limited. From 1993 to 1995, Mr. Dey chaired The Toronto Stock Exchange Committee on Corporate Governance in Canada that released the December 1994 report entitled “Where Were the Directors?”, known as the Dey Report. Mr. Dey has also served as Chairman of the Ontario Securities Commission and was Canada’s representative to the Organisation for Economic Co-operation and Development (“OECD”) Task Force that developed the OECD Principles of Corporate Governance released in May of 1999. Mr. Dey attended Queen’s University, where he earned his Bachelor of Science in 1963 and Dalhousie University, where he earned his Bachelor of Laws degree in 1966. He received his Master of Laws degree from Harvard University in 1967.

Qualifications: With more than 40 years of experience dealing with issues of corporate governance ranging from serving on public boards to private practice as a lawyer, Mr. Dey provides significant value to Gran Tierra.

Year Common Shares DSUs Stock Options

2018	20,000	109,147	117,522
2017	20,000	71,120	108,184

Other Public Board Directorships Committee Position(s)

Guyana Goldfields Inc. (TSX) Corporate Governance and Nominating Committee

During the past five years, Mr. Dey served as a Director of the following public companies: Caracal Energy Inc. (until July 2014), Goldcorp Inc. (until April 2017) and Granite REIT Inc. (until June 2017).

GARY S. GUIDRY

Age: 63

Calgary, Alberta, Canada

Director since May 2015

Non-Independent Director – President and Chief Executive Officer

Shareholder approval rating at the 2018 Gran Tierra annual meeting: 98.9%

Board and Committee Participation Position Meetings Attendance

Board of Directors	Member 9/9	100%
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Mr. Guidry is a professional engineer and has more than 35 years of experience developing and maximizing assets in the international oil and gas industry. Mr. Guidry has direct experience managing large, international projects, including assets in Latin America, Africa, the Middle-East and Asia. Prior to joining Gran Tierra, Mr. Guidry was the President and Chief Executive Officer of Caracal Energy Inc., a London Stock Exchange listed oil and gas company with operations in Chad, Africa. He held that position from mid-2011 until the company was acquired by Glencore plc for \$1.8 billion in mid-2014. In 2014, Mr. Guidry was awarded the Oil Council Executive of the Year award for his leadership role with Caracal. Prior to Caracal, Mr. Guidry was the President and Chief Executive Officer of Orion Oil and Gas (TSX listed), which operated in western Canada from mid-2009 until mid-2011 when it was sold. From May 2005 until December 2008, he was the President and Chief Executive Officer of Tanganyika Oil Company (TSX listed) which operated in Syria and Egypt. Prior to Tanganyika, Mr. Guidry was Chief Executive Officer of Calpine Natural Gas Trust. Mr. Guidry is an Alberta-registered Professional Engineer and a member of the Association of Professional Engineers and Geoscientists. He received a Bachelor of Science in Petroleum Engineering from Texas A&M University in 1980.

Qualifications: Mr. Guidry, as Chief Executive Officer, is responsible for the operations, financial management and implementation of the Company's strategy. Mr. Guidry's extensive experience in the oil and gas industry and international operations developed through his experience as a senior executive at several publicly traded companies brings valuable expertise and perspective to the Board.

Year Common Shares RSUs PSUs Stock Options

2018	2,527,000	0	991,712	1,167,803
2017	2,527,000	31,667	638,400	974,700

Other Public Board Directorships

Committee Position(s)

Africa Oil Corp.

Audit Committee

Reserves Committee

Reserves Committee

PetroTal Corp.⁽¹⁾ (related company)

Health, Safety, Environment and Social Committee

- (1) PetroTal Corp. (formerly Sterling Resources Ltd.) purchased all of Gran Tierra's assets in Peru effective December 18, 2017. The Company retains approximately 45.8% of PetroTal Corp.'s common shares, and has entered into an investor rights agreement whereby the Company has the right, among other things, to nominate two directors to the board of PetroTal Corp.

During the past five years, Mr. Guidry served as a Director of Caracal Energy Inc. (until July 2014) and Shamaran Petroleum Corp. (until June 2018).

EVAN HAZELL

Age: 60

Calgary, Alberta, Canada

Director since June 2015

Independent Director

Shareholder approval rating at the 2018 Gran Tierra annual meeting: 98.9%

Board and Committee Participation	Position	Meetings	Attendance
Board of Directors	Member	9/9	100%
Health, Safety and Environment Committee	Chair	4/4	100%
Reserves Committee	Member	2/2	100%
Audit Committee	Member	n/a	n/a

(effective November 1, 2018)

Mr. Hazell has been an independent businessman since 2011. He has been involved in the global oil and gas industry for over 30 years, initially as a petroleum engineer and then as an investment banker. From 1998 to 2011, Mr. Hazell acted as a managing director at several financial institutions including HSBC Global Investment Bank and RBC Capital Markets. At present he serves as a director of Primavera Resources Corp., Black Swan Energy and Kaisen Energy Corp. Mr. Hazell also serves as a director of a number of non-profit and community organizations including Calgary Municipal Land Corporation, Opera America, and Pacific Opera Victoria. Mr. Hazell holds a Bachelor of Applied Science degree from Queen’s University, a Master of Engineering degree from the University of Calgary, and a Master of Business Administration degree from the University of Michigan, and is licensed as a Professional Engineer in Alberta.

Qualifications: Mr. Hazell has extensive experience in the global energy industry as well as in the financial sector. Mr. Hazell also has significant experience at nonprofit organizations. His education in business and engineering provides significant value to Gran Tierra.

Year Common Shares DSUs Stock Options

2018	55,000	94,652	117,522
2017	55,000	66,887	108,184

Other Public Board Directorships Committee Position(s)

None

During the past five years, Mr. Hazell served as a Director of Oryx Petroleum Corporation Limited (until June 2016).

RONALD W. ROYAL

Age: 70

Abbotsford, British Columbia, Canada

Director since May 2015

Independent Director

Shareholder approval rating at the 2018 Gran Tierra annual meeting: 98.9%

Board and Committee Participation	Position	Meetings	Attendance
Board of Directors	Member	9/9	100%
Audit Committee	Member	5/5	100%
Health, Safety & Environment Committee	Member	4/4	100%
Reserves Committee	Chair	2/2	100%

Mr. Royal has been an independent businessman since April 2007. Mr. Royal has more than 35 years of experience with Imperial Oil Ltd. and ExxonMobil’s international upstream affiliates. From 2011 to 2014, he served on the board of directors of Caracal Energy Inc., and prior to 2010, several other boards of private oil companies. Prior to retiring in 2007, Mr. Royal was President and Production Manager of Esso Exploration and Production Chad Inc. and resided in N’Djamena, Chad from 2002 to 2007. In 2003, he was awarded the title “Chevalier de l’Ordre National du Chad” for his contribution to the economic development of Chad. Mr. Royal received his Bachelor of Applied Science from the University of British Columbia in 1972 and completed the Executive Development Program at Cornell University in 1986. He has been a member of the Association of Professional Engineers and Geoscientists of Alberta since 1972.

Qualifications: Mr. Royal brings to the Board over 35 years of experience in senior executive roles in the oil and gas industry, having previously held a variety of management positions both domestically and internationally.

Year Common Shares DSUs Stock Options

2018 254,667	142,354 117,522
2017 254,667	100,595 108,184

Other Public Board Directorships

Committee Position(s)

Audit Committee

Valeura Energy Inc.

Reserves & Health, Safety and Environment
Committee

During the past five years, Mr. Royal served as a Director of Caracal Energy Inc. (until July 2014).

SONDRA SCOTT

Age: 52

New York, New York

Director since September 2017

Independent Director

Shareholder approval rating at the 2018 Gran Tierra annual meeting: 94.3%

Board and Committee Participation	Position	Meetings Attended	Attendance
Board of Directors	Member	8/9	89%
Health, Safety & Environment Committee	Member	4/4	100%
Nominating and Corporate Governance Committee	Member	3/3	100%
Reserves Committee	Member	2/2	100%

Ms. Scott is currently president of Verisk Maplecroft, a data analytics and risk assessment company, where she is responsible for leading the company’s globalization and growth effort in the political, economic, human rights and environmental risk analytics market. Before joining Verisk Maplecroft in 2015, Ms. Scott filled a number of roles at Wood Mackenzie, a global energy, chemicals, renewables, metals and mining research and consultancy company, over a 13-year period. Her most recent position was head of Global Markets where she led a team focusing on macro energy economics and risk. Previously, Ms. Scott led Wood Mackenzie’s energy consultancy practice. Ms. Scott holds a Master of Science, Petroleum Engineering and Economics degree from a joint program with the University of Pennsylvania and the Institut Francais du Petrole (IFP) and received a Bachelor of Arts, Economics and Earth Sciences degree from Wesleyan University.

Qualifications: Ms. Scott has more than 25 years of experience as an energy and risk analytics business leader. She has significant leadership experience having led multi-sized global research and consultancy teams. Ms. Scott has worked in the United States, the United Kingdom, and Latin America, globalising businesses and building local practices.

Year Common Shares DSUs Stock Options

2018 0	49,402 85,000
2017 0	6,990 85,000

Other Public Board Directorships Committee Position(s)

None

DAVID P. SMITH

Age: 60

Parry Sound, Ontario, Canada

Director since May 2015

Independent Director

Shareholder approval rating at the 2018 Gran Tierra annual meeting: 98.9%

Board and Committee Participation	Position Meetings Attendance	
Board of Directors	Member 9/9	100%
Audit Committee	Chair 5/5	100%
Health, Safety & Environment Committee	Member 4/4	100%
(until November 1, 2018)		
Compensation Committee (effective November 1, 2018)	Member n/a	n/a

Mr. Smith is a corporate director with extensive experience in the investment banking, investment research and management industry. He has been the Chairman of the Board of Directors of Superior Plus Corp., a diversified energy and specialty chemicals company, since August 2014. From March 2004 to August 2015, Mr. Smith served as Chair of the Audit Committee of Superior Plus Corp. Previously, Mr. Smith was Managing Partner of Enterprise Capital Management Inc. Mr. Smith is a Chartered Financial Analyst and graduated with honors from the University of Western Ontario with a degree in Business Administration in 1981.

Qualifications: Mr. Smith brings to the Board significant financial expertise, having spent his professional career in investment banking, investment research and management. His experience as the Chairman at Superior Plus Corp. and his previous experience as a director and member of the audit committee of other public companies provide valuable perspective to Gran Tierra's Board. Mr. Smith's education and experience qualifies him as one of Gran Tierra's Audit Committee financial experts.

Year Common Shares DSUs Stock Options

2018	265,000	44,833	117,522
2017	187,500	31,682	108,184

Other Public Board Directorships Committee Position(s)

Chairman

Superior Plus Corp.

Governance and Nominating Committee

Compensation Committee

17

BROOKE WADE

Age: 65

Vancouver, British Columbia, Canada

Director since June 2015

Independent Director

Shareholder approval rating at the 2018 Gran Tierra annual meeting: 94.2%

Board and Committee Participation	Position	Meetings	Attendance
Board of Directors	Member	8/9	89%
Compensation Committee	Chair	3/3	100%
Nominating and Corporate Governance Committee	Member	3/3	100%
Reserves Committee	Member	2/2	100%

Mr. Wade is the President of Wade Capital Corporation, a private investment company active in private equity, oil and gas, real estate and industrial businesses. From 1994 until 2005, Mr. Wade was the co-founder and Chairman and Chief Executive Officer of Acetex Corporation, a publicly traded chemical company specializing in acetyls, specialty polymers, and films. In July 2005, Acetex was acquired by Blackstone. Prior to founding Acetex Corporation, Mr. Wade was founding President and Chief Executive Officer of Methanex Corporation. In 1991, Ocelot Industries spun out its oil and gas assets and began a plan of growth through acquisition into what is today Methanex Corporation – the world’s largest methanol producer. Prior to joining Ocelot, he was involved in a number of independent business ventures. Mr. Wade serves on the board of Kinder Morgan Canada Limited and also serves on the boards of several private companies including Novinium, Inc., Belkin Enterprises Ltd., and is a member of the Advisory Board of Northbridge Capital Partners and is a participant of AEA Investors groups of funds. In addition, Mr. Wade is a member of the Dean’s Advisory Council of the John F. Kennedy School of Government at Harvard University. Mr. Wade earned a Bachelor of Commerce Degree from the University of Calgary in 1974 and received his Chartered Accountant designation in 1977. In 2012, Mr. Wade became a Fellow of the Institute of Chartered Accountants of British Columbia.

Qualifications: Mr. Wade’s extensive executive experience provides the Board with strong leadership and decision-making capabilities. Having served as chief executive officer of two public companies, Mr. Wade has deep

knowledge of key business issues, including finance and capital markets.

Year Common Shares DSUs Stock Options

2018 642,600 142,354 117,522

2017 492,600 100,595 108,184

Other Public Board Directorships Committee Position(s)

Compensation Committee (Chair)

Audit Committee

Kinder Morgan Canada Limited

Nominating and Governance Committee

Health and Safety Committee

During the past five years, Mr. Wade served as a Director of Caracal Energy Inc. (until July 2014).

Majority Voting Standard

Our Bylaws provide for a majority voting standard for the election of directors in uncontested elections, which is generally defined as an election in which the number of nominees does not exceed the number of directors to be elected at the meeting. Because this is an uncontested election, each director shall be elected by the vote of a majority of the votes cast at a meeting of stockholders at which a quorum is present. A “majority of the votes cast” means that the number of shares voted “For” a director nominee must exceed the number of votes cast “Against” that director nominee. For these purposes, abstentions and broker non-votes will not count as a vote “For” or “Against” a nominee’s election and will have no effect in determining whether a director nominee has received a majority of the votes cast. If an incumbent director is not elected by a majority of the votes cast, the incumbent director must promptly tender his or her resignation to the Board. The Nominating and Corporate Governance Committee will make a recommendation to the Board on whether to accept or reject the director’s resignation or whether other action should be taken. The Nominating and Corporate Governance Committee shall recommend, and the Board of Directors’ decision shall be, to accept the resignation absent exceptional circumstances. The Board will act on the Nominating and Corporate Governance Committee’s recommendation within 90 days from the date of the meeting of stockholders and publicly disclose its decision. If the Board of Directors determines not to accept a resignation, the public disclosure shall fully state the reasons for such decision. A director who tenders his or her resignation after failing to receive a majority of the votes cast will not participate in the Nominating and Corporate Governance Committee’s or the Board’s recommendation or decision or any deliberations related thereto.

Other Information Regarding Our Directors

Our above-listed directors have neither been convicted in any criminal proceeding during the past ten years nor been parties to any judicial or administrative proceeding during the past ten years that resulted in a judgment, decree or final order enjoining them from future violations of, or prohibiting activities subject to, federal or state securities laws or a finding of any violation of federal or state securities law or commodities law. Similarly, no bankruptcy petitions have been filed by or against any business or property of any of our directors or officers, nor has any bankruptcy petition been filed against a partnership or business association in which these persons were general partners or executive officers.

Skills Matrix

Below is a listing of each director's key skills, together with a description of those key skills and experience desirable to support the strategic direction of Gran Tierra. Not every director is expected to be skilled in every area, however, we aim for the Board to have a balance of skills and experience.

Skills And Experience	Gary S. Guidry		Evan Hodgins (Chair)	Robert B. Hodgins (Chair)	Ronald W. Royal	Sondra Scott	David P. Brooke	
	Peter J. (President & Dey	Chief Executive Officer)					Hazell	Smith
<i>Relevant Industry Skills</i>								
Energy Industry Executive Experience
Health, Safety and Environment Issues
Engineering / Geology / Geophysics
Hydrocarbon Transportation and Marketing
<i>General Business Skills</i>								
Leadership
Board Experience
Finance / Capital Markets
Mergers and Acquisitions
Legal and Governance
Government and Public Affairs
International Experience
Human Resources and Compensation
Information Technology
Risk Management
Strategic Planning
Accounting /Audit

Independence of the Board of Directors

Gran Tierra follows the listing standards of the NYSE American. As required under the NYSE American listing standards, a majority of the members of a listed company's board of directors must qualify as "independent," as affirmatively determined by the Board.

The Board conducts an annual review regarding the independence from the Company's management of each of its members. After review of all relevant identified transactions or relationships between each director, or any of his or her family members, and Gran Tierra, its senior management and its independent auditors, the Board has affirmatively determined that, other than Mr. Guidry, each of our directors and nominees for director (Peter J. Dey, Evan Hazell, Robert B. Hodgins, Ronald W. Royal, Sondra Scott, David P. Smith and Brooke Wade), are independent directors within the meaning of the applicable NYSE American listing standards. In making this determination, the Board found that none of these directors or nominees for director had a material or other disqualifying relationship with Gran Tierra. Mr. Guidry, Gran Tierra's President and Chief Executive Officer, is not an independent director by virtue of his employment with Gran Tierra.

In connection with its assessment of the independence of each non-employee director, the Board of Directors also determined that (i) Messrs. Smith, Hazell, Hodgins and Royal, are independent as defined in Section 10A of the Exchange Act and under the standards set forth by the NYSE American applicable to members of the Audit Committee (ii) Messrs. Wade, Dey, Hodgins and Smith, are independent under the standards set forth by the NYSE American applicable to members of the Compensation Committee and (iii) Ms. Scott and Messrs. Dey, Hodgins and Wade, are independent under the standards set forth by the NYSE American applicable to members of the Nominating and Corporate Governance Committee. During 2018, the Board considered and confirmed that Mr. Hodgins' position as Senior Advisor, Investment Banking at Canaccord Genuity Corp. did not impede his independence as a Director of the Company.

Stockholder Recommendations and Nominations to the Board

The Nominating and Corporate Governance Committee will consider director candidates recommended by stockholders. The Nominating and Corporate Governance Committee does not intend to alter the manner in which it evaluates candidates, including the minimum criteria set forth on page 24 in the section Considerations in Evaluating Director Nominees based on whether or not the candidate was recommended by a stockholder. Stockholders who wish to recommend individuals for consideration by the Nominating and Corporate Governance Committee to become nominees for election to the Board may do so by delivering a written recommendation to the Nominating and Corporate Governance Committee at the following address: Gran Tierra Energy Inc., 900, 520 - 3 Avenue S.W., Calgary, Alberta, Canada T2P 0R3, Attention: Director Nominations. This written recommendation must be delivered at least 120 days prior to the anniversary of the mailing of Gran Tierra's proxy statement for the last annual meeting of stockholders. Submissions must include the full name of the proposed nominee, a description of the proposed nominee's business experience for at least the previous five years, complete biographical information, a description of the proposed nominee's qualifications as a director and a representation that the nominating stockholder is a beneficial or record holder of Gran Tierra's stock. Any such submission must be accompanied by the written consent of the proposed nominee to be named as a nominee and to serve as a director if elected.

Code of Ethics

Gran Tierra has adopted a Code of Business Conduct and Ethics which is available in English and Spanish and applies to every employee, officer and director. Employees, officers and directors are expected to understand the Code and its application to the performance of his or her business responsibilities. The Code of Business Conduct and Ethics is available on the Company's website at www.grantierra.com/governance. If Gran Tierra makes any substantive amendments to the Code of Business Conduct and Ethics or grants any waiver from a provision of the Code of Business Conduct and Ethics to any executive officer or director, Gran Tierra will promptly disclose the nature of the amendment or waiver on its website. The Board did not grant any waiver of the Code in favor of a director or executive officer in 2018.

Diversity

Gran Tierra believes in the importance of diversity at all levels throughout the Company. In addition to the traditional concepts of diversity (i.e., gender, culture and geographic region), we believe it is important for the Board to achieve a diversity of knowledge, experience and capabilities that support the Company's strategic direction. Currently, Gran Tierra does not have a formal policy concerning the diversity of director nominees. However, when considering director candidates, the Board seeks individuals with backgrounds and qualities that, when combined with those of incumbent directors, provide a blend of skills and experience to further enhance the Board's effectiveness. As part of its annual self-evaluation, the Board assesses whether the directors, both individually and collectively, provide the

integrity, experience, judgment, commitment, skills and expertise appropriate for the Company.

THE BOARD'S ROLE AND RESPONSIBILITIES

Role of the Board of Directors

The Board is selected by the stockholders to provide oversight of and strategic guidance to senior management. The core responsibility of a Board member is to fulfill his or her or her fiduciary duties of care and loyalty and otherwise to exercise his or her business judgment in the best interests of the Company and its stockholders. The Board has responsibilities to review, approve and monitor fundamental financial and business strategies and major corporate actions, assess major risks facing the Company and consider ways to address those risks, select and oversee management and determine its composition and oversee the establishment and maintenance of processes and conditions to maintain the integrity of the Company. Directors must act with integrity and are expected to demonstrate a commitment to the company, its values and its business and to long-term stockholder value. The duties and responsibilities of the Board and significant issues of corporate governance are set out in the Company's Corporate Governance Guidelines which are regularly reviewed by the Nominating and Corporate Governance Committee. The guidelines are available on the Company's website at www.grantierra.com/governance.

Succession Planning

As part of its mandate and annual workplan, the Nominating and Corporate Governance Committee reviews the succession plan for each senior officer, including the President and Chief Executive Officer. The Nominating and Corporate Governance Committee is responsible for ensuring that there is an orderly succession plan for the position of the President and Chief Executive Officer and other members of senior management. To meet this obligation, the President and Chief Executive Officer meets with the Nominating and Corporate Governance Committee and reviews each position, the status of the incumbent, a review of our talent pool and the succession plan for each role.

Board Role in Risk Oversight

The full Board is entrusted with the responsibility for overseeing the significant risks to which our business is exposed and ensuring there are processes in place to effectively identify, monitor and manage them. A significant risk is one that, if it were to occur, could materially impact our ability to meet or support our business objectives. The Board delegates responsibility for the execution of certain elements of risk oversight to the committees in order to ensure appropriate expertise, attention and diligence. The committees oversee the relevant risk areas and report to the Board regularly. Each committee operates according to a Board-approved written mandate outlining its duties and responsibilities. They also oversee the procedures and programs put in place by management to mitigate the risks and the allocation of adequate resources to address the risks. Management is responsible for ensuring that the Board and

its committees are kept well informed of changing risks. The risk oversight responsibilities of the committees include the following:

The Audit Committee is responsible for overseeing the integrity of the Company's financial statements, the independent auditor's qualifications and independence, the performance of the Company's internal audit function and independent auditor, compliance with legal and regulatory requirements, major financial and information technology risk exposures and the Company's accounting and financing reporting processes.

The Compensation Committee is responsible for oversight of compensation-related risks, including reviewing management's assessment of risks related to employee compensation programs.

The Health, Safety and Environment Committee assists in overseeing the development, monitoring and effective implementation of systems, programs and initiatives to promote the management of health, safety and security at Gran Tierra and to address environmental, safety and operational risks. Additional information can be found in our Corporate Responsibility Report which is available on the Company's website at <http://www.grantierra.com/corporate-responsibility>.

The Nominating and Corporate Governance Committee assists in overseeing governance related risks, including regulatory, reputation and other risks.

The Reserves Committee assists in overseeing the risks related to the Company's estimates of proved reserves of oil and natural gas.

Communications with the Board of Directors

The Board has adopted a formal process by which stockholders and other interested persons may communicate with the Board or any of its directors. This information is available on Gran Tierra's website at www.grantierra.com/governance.

BOARD STRUCTURE AND PROCESSES

Board Leadership Structure

Robert B. Hodgins currently serves as non-executive Chairman of our Board. The Board believes that the current board leadership structure, coupled with a strong emphasis on board independence, effectively allocates authority, responsibility, and oversight between management and the independent members of our Board. We believe separation of the roles of Chairman and Chief Executive Officer helps preserve our Board's independence and objectivity and provides an appropriate division of labor between our Chairman and Chief Executive Officer. The Chairman of our Board presides over meetings of the Board, presides over meetings of stockholders, consults and advises the Board and its committees on the business and affairs of the Company, and performs additional duties as the Board may otherwise determine and delegate.

Board Effectiveness and Director Assessment

The Board performs an annual self-assessment, led by the Chair of the Nominations and Corporate Governance Committee, to evaluate its effectiveness in fulfilling its obligations. Directors complete a written questionnaire covering performance of the Board and its committees. The Chair of the Nominations and Corporate Governance Committee then interviews each director to obtain an assessment of the effectiveness of the Board and committees, as well as director performance and Board dynamics, summarizes these individual assessments for discussion with the Board and committees, and then leads a discussion with the Nominating and Corporate Governance Committee and the Board.

Considerations in Evaluating Director Nominees

The Nominating and Corporate Governance Committee is responsible for identifying and recruiting new candidates for nomination to the Board. The Nominating and Corporate Governance Committee considers recommendations for nominees for directorships submitted by stockholders. The Company will evaluate director nominees proposed by stockholders on the same basis as recommendations received from any other source. Please see “Stockholder Proposals” in this Proxy Statement and our Bylaws for procedures to submit director nominees to the Nominating and Corporate Governance Committee.

In developing recommendations for the Board, the Nominating and Corporate Governance Committee uses a variety of methods for identifying and evaluating nominees for directors. Candidates for director nominees are reviewed in the context of the current composition of the Board, the operating requirements of Gran Tierra and the long-term interests of stockholders. Some of the qualifications that the Nominating and Corporate Governance Committee considers include:

- independence (as per applicable NYSE American listing standards and applicable SEC rules and regulations)
- relevant industry experience
- excellence in his or her field
- potential conflicts of interest and other commitments
- board experience
- ethics
- diversity of experience

In conducting this assessment, the Nominating and Corporate Governance Committee considers diversity, age, skills, and such other factors as it deems appropriate given the current needs of the Board and Gran Tierra, to maintain a balance of knowledge, experience and capability.

The Nominating and Corporate Governance Committee believes that candidates should have certain minimum qualifications including:

- the highest personal and professional ethics and integrity
- skills that are complementary to those of the existing Board
 - being over 21 years of age
 - financial literacy
 - sound business judgment
- commitment to represent the long-term interests of Gran Tierra's stockholders

To identify, recruit and evaluate qualified candidates for the Board, the Nominating and Corporate Governance Committee may use the services of professional search firms. In some cases, nominees have been individuals known to Board members or others through business or other relationships.

Director Tenure

Gran Tierra does not have a retirement policy or term limit for directors. We review our Board composition annually to ensure our board has the right skills to ensure the Company's long-term success. None of the Company's directors have served on the board for more than four years.

Orientation and Education

The purpose of the Director Orientation and Education Program is to ensure there is an orientation program for new directors and an ongoing education program for existing directors. The program includes materials and resources that will inform and educate directors on the Company's corporate governance framework, its business, operations and current issues and strategies. New directors are provided with a copy of the Company's director's manual which includes the Board and Committee mandates, corporate governance guidelines and other company policies. New directors attend an orientation session at which senior management review the Company's business, strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its Code of Business Conduct and Ethics, its principal officers, and its internal and independent auditors.

Each director is expected to maintain the necessary level of expertise to perform his or her responsibilities as a director. Continuing education is provided through a number of methods, including an annual dedicated strategy session, periodic field trips, presentations from senior management, employees, and outside experts to the Board and its Committees on topics of interest and developing issues, as well as the ongoing distribution of relevant information. These presentations, meetings and discussions serve to increase the Board's knowledge of the Company and its business, and assist the Board in the execution of its duties.

Director Meetings and Attendance

Directors are expected to attend, in person or by telephone, all meetings of the Board and all meetings of each committee of which they are a member. During fiscal 2018, the Board held nine meetings, the Audit Committee held five meetings, the Compensation Committee held three meetings, the Health, Safety and Environment Committee held four meetings, the Nominating and Corporate Governance Committee held three meetings and the Reserves Committee held two meetings. No member of the Board attended fewer than 75% of the aggregate of the total number of meetings of the Board (held during the period for which he or she was a director) and the total number of meetings held by all committees of the Board on which such director served (held during the period that such director served). Directors are expected to attend the Company's annual meeting of stockholders and all of the Company's directors attended the 2018 annual meeting.

Name	Meetings Attended / Meetings Held ⁽²⁾						
	Board	Audit Committee	Compensation Committee	Health, Safety and Environment Committee	Nominating and Corporate Governance Committee	Reserves Committee	Overall Attendance
Peter J. Dey	9/9	—	3/3	—	3/3	—	100%
Gary S. Guidry ⁽¹⁾	9/9	—	—	—	—	—	100%
Evan Hazell	9/9	—	—	4/4	—	2/2	100%
Robert B. Hodgins	9/9	5/5	3/3	—	3/3	—	100%
Ronald W. Royal	9/9	5/5	—	4/4	—	2/2	100%
Sondra Scott	8/9	—	—	4/4	3/3	—	94%
David P. Smith	9/9	5/5	—	4/4	—	—	100%
Brooke Wade	8/9	—	3/3	—	3/3	2/2	94%

Mr. Guidry is not a member of any committee of the Board as he is not considered to be an independent director.

(1) Mr. Guidry participates in various committee meetings; however, each committee holds executive sessions without Mr. Guidry present.

(2) Directors who are not members of the committee attended certain of these meetings by invitation.

Executive Sessions

As part of each regularly scheduled Board meeting, the independent directors meet without our management team. The Chairman leads such discussions.

INFORMATION REGARDING COMMITTEES OF THE BOARD OF DIRECTORS

The Board has five standing committees: an Audit Committee, a Compensation Committee, a Health, Safety and Environment Committee, a Nominating and Corporate Governance Committee, and a Reserves Committee. The composition and responsibilities are described below. Members serve on these committees until their resignation or until otherwise determined by the Board.

The committees regularly report their activities and actions to the full Board, generally at the next Board meeting following the committee meeting. Each of the committees operates under a charter approved by the Board. Current copies of the charters of the committees are available on the Company's website at www.grantierra.com/governance.

Audit Committee

Members: David P. Smith (Chair), Evan Hazell, Robert B. Hodgins and Ronald W. Royal

The Board has determined that each of the members of the Audit Committee satisfies the requirements for audit committee independence and financial literacy under the rules and regulations of the NYSE American and the SEC. The Board has determined that Messrs. Hodgins and Smith are financial experts as per Item 407(d)(5) of Regulation S-K established by the SEC. The Audit Committee held five meetings during the fiscal year ended December 31, 2018.

The Audit Committee oversees the accounting and financial reporting process and the audit of the Company's financial statements, and assists the Board in monitoring the financial systems and Gran Tierra's legal and regulatory compliance. The Audit Committee met five times in 2018 and at each meeting met with our independent auditors and the internal auditor, both privately and in the presence of management. The Audit Committee is responsible for, among other things:

- Evaluation and retention of Auditors

- Approval of audit engagements

- Approval of non-audit services

- Review of audited financial statements and management's discussion and analysis

- Review of quarterly financial statements

- Review of earnings press releases

- Review of accounting principles and policies

- Establish procedures for the receipt, retention and treatment of complaints relating to accounting, internal accounting controls or auditing matters and violations of applicable laws, rules and regulations

- Review of guidelines and policies with respect to risk assessment and risk management

- Review of the scope, adequacy and effectiveness of internal control over financial reporting

- Review and oversee the internal audit function

- Approval of the Company's hedging policies and procedures

The Audit Committee operates under a written charter that was adopted by the Board and satisfies the applicable standards of the SEC and the NYSE American. A copy of the Audit Committee Charter is available on Gran Tierra's website at www.grantierra.com/governance.

Compensation Committee

Members: Brooke Wade (Chair), Peter J. Dey, Robert B. Hodgins and David Smith

The Board has determined that each of the members of the Compensation Committee satisfies the requirements for compensation committee independence under the rules and regulations of the NYSE American and the SEC. The Compensation Committee held three meetings during the fiscal year ended December 31, 2018.

The Compensation Committee acts on behalf of the Board to review, recommend for adoption and oversee Gran Tierra's compensation strategy, policies, plans and programs. The Compensation Committee is responsible for, among other things:

- Review and approve the components of compensation for the Chief Executive Officer and other executive officers

- Review and approve the corporate goals and objectives relevant to the compensation for the Chief Executive Officer and other executive officers

- Evaluate the performance of the Chief Executive Officer and other executive officers in light of established goals and objectives

- Establish policies with respect to equity compensation arrangements

- Review the risks arising from our compensation policies and practices

- Review and approve the compensation and other terms of employment or service, including severance and change-in-control arrangements, of Gran Tierra's Chief Executive Officer and the other executive officers

- Oversee Gran Tierra's equity compensation plans for employees and directors

- Evaluate and make recommendations regarding director compensation

- Select compensation consultants and other advisors
- Review the Compensation Discussion and Analysis

The Compensation Committee operates under a written charter that was adopted by the Board and satisfies the applicable standards of the SEC and the NYSE American. A copy of the Compensation Committee Charter is available on Gran Tierra's website at www.grantierra.com/governance.

Health, Safety and Environment Committee

Members: Evan Hazell (Chair), Peter Dey, Ronald W. Royal, and Sondra Scott

The Board has determined that each of the members of the Health, Safety and Environment Committee satisfies the requirements for independence under the rules and regulations of the NYSE American. The Health, Safety and Environment Committee held four meetings during the fiscal year ended December 31, 2018.

The Health, Safety and Environment Committee acts on behalf of the Board and assists 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. The Health, Safety and Environment Committee is responsible for, among other things:

- Develop and approve the environmental, health and safety goals and objectives of the Company

- Review and monitor the environmental policies and activities of the Company to ensure that the Company is in compliance with environmental laws and legislation and that the Company conforms with industry standards

- Review and monitor the health and safety policies and activities of the Company

- Review environmental, health and safety compliance issues and incidents of non-compliance to determine that the Company is taking all necessary action in respect of those matters and that the Company has been diligent in carrying out its responsibilities and activities in that regard

- Review significant external or internal audit or consultants' reports relating to environmental, health or safety matters;

- Review significant legislative and regulatory changes including policy proposals and modifications that could impact the Company

The Health, Safety and Environment Committee operates under a written charter that was adopted by the Board, a copy of which is available on Gran Tierra's website at www.grantierra.com/governance.

Reserves Committee

Members: Ronald W. Royal (Chair), Evan Hazell, Sondra Scott and Brooke Wade

The Board has determined that each of the members of the Reserves Committee satisfies the requirements for independence under the rules and regulations of the NYSE American. The Reserves Committee held two meetings during the fiscal year ended December 31, 2018.

The Reserves Committee acts on behalf of the Board and assists the Board in fulfilling its oversight responsibilities with respect to evaluating and reporting on the Company's oil and gas reserves. The Reserves Committee is responsible for, among other things:

Approve the engagement of the independent reserves evaluators and their compensation and evaluate any such reserve evaluator's performance

Review disclosure procedures with respect to the oil and gas activities of the Company

Review the Company's procedures for providing information to the independent reserves evaluator

Meet with the independent reserves evaluators

Make recommendations to the Board regarding the approval of the Company's year-end reserves evaluations

The Reserves Committee operates under a written charter that was adopted by the Board, a copy of which is available on Gran Tierra's website at www.grantierra.com/governance.

Nominating and Corporate Governance Committee

Members: Peter J. Dey (Chair), Robert B. Hodgins, Sondra Scott and Brooke Wade

The Board has determined that each of the members of the Nominating and Corporate Governance Committee satisfies the requirements for independence under the rules and regulations of the NYSE American. The Nominating and Corporate Governance Committee held three meetings during the fiscal year ended December 31, 2018.

The Nominating and Corporate Governance Committee acts on behalf of the Board to identify, review and evaluate candidates to serve as directors of Gran Tierra, making recommendations to the Board regarding corporate governance issues, assessing the performance of the Board and management, and developing a set of corporate governance principles for Gran Tierra. The Nominating and Corporate Governance Committee is responsible for, among other things:

- Identify and review director nominees

- Consider recommendations for Board nominees and proposals submitted by the Company's stockholders

- Assess the performance of the Board

- Recommend chair and membership of board committees

- Review director independence

- Consider and review continuing education for directors

- Review and assess our Corporate Governance Guidelines

- Review succession planning for our Chief Executive Officer and other executive officers

- Review insurance coverage for the directors and executive officers

The Nominating and Corporate Governance Committee operates under a written charter that was adopted by the Board and satisfies the applicable standards of the SEC and the NYSE American. A copy of the Compensation Committee Charter is available on Gran Tierra's website at www.grantierra.com/governance.

Compensation Committee Interlocks and Insider Participation

None of the members of the Compensation Committee has at any time been an officer or employee of Gran Tierra. No member of the Board or of the Compensation Committee served as an executive officer of another entity that had one or more of our executive officers serving as a member of that entity's board or compensation committee.

DIRECTOR COMPENSATION

The objective of Gran Tierra's compensation program for non-executive directors is to attract and retain directors of a quality and nature that will enhance our long-term sustainable profitability and growth. Director compensation is intended to provide an appropriate level of remuneration considering the experience, responsibilities, time commitment and accountability of their roles. Any director who is also an employee of the Company does not receive additional compensation for serving as a director.

Non-executive director compensation is reviewed annually by the Nominating and Corporate Governance Committee to ensure that it is reasonable in light of the time required from directors and aligns directors' interests with those of our stockholders.

In addition, we align the interests of our directors with our stockholders by requiring that Directors own a minimum number of shares or Deferred Stock Units ("DSUs" and each a "DSU"). Each non-executive director must hold shares or DSUs with a value equal to three times the annual cash retainer. The shareholdings of each non-executive director are valued using either the closing price of our shares on December 31 each year or the value at the time they were acquired, whichever is greater. Directors have five years to meet the share ownership requirement.

Directors' DSU Plan

The DSU plan allows directors to defer receipt of their fees and invest such deferred amounts in notional shares of Gran Tierra. Directors who have elected to be paid all or a portion of the annual retainer in DSUs receive their awards on a quarterly basis effective the first day of each quarter. The number of DSUs credited to each director is calculated by dividing the dollar value of the portion of the director's retainer that he or she has elected to be paid in the form of DSUs by the fair market value on the day of determination. The DSUs vest immediately but are not paid out until the director ceases to be a director of Gran Tierra. The Board has discretion to settle the DSUs in common shares or in a cash amount equal to the market value of common shares at the time of settlement. DSUs are not shares and do not carry voting rights. DSUs received by directors in lieu of cash compensation and held by them represent an at-risk investment in Gran Tierra. The value of DSUs is based on the value of the common shares of Gran Tierra, and therefore is not guaranteed.

Fees and Retainers for 2018

The director compensation structure for non-executive directors is comprised of an all-inclusive Board retainer that consists of both a cash component and an equity component. Each of these components is described below in more detail.

	2018 Annual Cash Retainer and Travel Fees ⁽¹⁾	2018 Annual Equity Retainer (DSUs, RSUs, Stock Options) ⁽¹⁾
Chairman of the Board	\$ 67,805	\$ 95,294
Board Member	\$ 40,317	\$ 51,679
Audit Committee Chair	\$ 32,986	
Other Committee Chairs	\$ 21,991	
Committee Members	\$ 10,995	
Travel Fee (over three hours) per meeting	\$ 1,100	

⁽¹⁾ All compensation to non-employee directors is paid in Canadian dollars and converted into U.S. dollars for the purposes of the above table.

The cash retainer portion of the director's fees can be taken in the form of cash, restricted stock Units ("RSUs"), DSUs or any combination thereof, as elected by each non-employee director. The equity portion must be taken in the form of equity until the stock ownership guideline is achieved. A maximum of 25% of the equity retainer can be taken as stock options which vest immediately and expire after five years. DSUs vest immediately but are not paid out until the director ceases to be a director of Gran Tierra and RSUs vest and are paid out after three years. The number of DSUs, RSUs or stock options credited to each director is calculated by dividing the dollar value of the portion of the director's retainer to be paid in the form of DSUs, RSUs or stock options by the fair market value on the day of determination. A travel fee is paid to each director for travel over three hours to a Board meeting.

Director Compensation Table

The following table shows for the fiscal year ended December 31, 2018, the value of amounts paid or granted to all non-employee directors of Gran Tierra.

	Fees Earned or Paid in Cash (\$) ⁽¹⁾	Equity Retainer Stock Awards ⁽²⁾	Stock Options ⁽³⁾	All Other Compensation (\$) ⁽⁴⁾	Total (\$)
Peter J. Dey	75,141	38,759	13,709	6,597	134,206
Evan Hazell	75,141	38,759	13,709	1,100	128,709
Robert B. Hodgins	100,792	71,470	25,281	3,940	201,483
Ronald W. Royal	84,298	38,759	13,709	5,498	142,264
Sondra Scott	73,303	51,679	0	5,498	130,480
David P. Smith	84,298	38,759	13,709	6,597	143,363
Brooke Wade	84,298	38,759	13,709	1,100	137,866