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Gran Tierra Energy Inc.
500 Centre Street S.E.
Calgary, Alberta, Canada T2G 1A6

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
TO BE HELD OCTOBER 9, 2026**

A Special Meeting of the stockholders of Gran Tierra will be held at 10:00 a.m. Mountain Time, on October 9, 2026. The Special Meeting will be held in a virtual-only format by way of webcast accessed at <https://meetings.lumiconnect.com/400-691-155-645> and no physical or in-person meeting will be held. A virtual-only meeting will provide all stockholders an equal opportunity to participate at the meeting regardless of their geographic location or the particular constraints, circumstances or risks they may be facing. Stockholders will be able to attend the meeting online and vote their shares electronically and submit questions during the meeting. As a result, references in this notice and the attached Proxy Statement to attending the Special Meeting “in person” mean attending the meeting virtually. If you are a registered stockholder, to attend the Special Meeting and vote your shares of Common Stock electronically and submit questions during the meeting, you will need the control number included on proxy card that accompanied your proxy materials. If you are the beneficial owner of shares held in “street name,” and wish to attend the Special Meeting, insert your name in the blank space included in the proxy form provided by your broker or other agent and submit such proxy form to your broker or other agent prior to the voting deadline to vote your shares and submit questions during the Special Meeting. In addition you must also register your appointment (of your broker or other agent) by emailing appointee@odysseytrust.com no later than the voting deadline and provide Odyssey with your name, email, number of shares appointed and name of broker or other agent where shares are held, so that Odyssey may email the appointee their control number.

You are cordially invited to attend the Special Meeting, in order to consider and vote upon the following proposals:

- **Proposal No. 1—The Sale Proposal**—To approve the Share Purchase Agreement among Gran Tierra, Seller, Purchaser and Purchaser Guarantor, pursuant to which, among other things, Seller will sell all of the issued and outstanding equity interests of the Company to Purchaser for the consideration and otherwise upon and subject to the terms and conditions set forth in the Share Purchase Agreement. We are seeking the approval of the Sale by our stockholders on the basis that the Sale may be considered to constitute the sale of substantially all of Gran Tierra’s property and assets within the meaning of Section 271 of the DGCL and related case law.
- **Proposal No. 2—The Compensation Proposal**—To approve, on an advisory (non-binding) basis, the compensation that may, under certain circumstances, be paid or provided by Gran Tierra to its named executive officers in connection with the Sale.
- **Proposal No. 3—The Adjournment Proposal**—To approve the adjournment of the Special Meeting, if necessary or appropriate, in order to solicit additional proxies if there are insufficient votes at the time of the Special Meeting to approve the Sale Proposal.

After careful consideration, the Gran Tierra Board of Directors has unanimously determined that the Sale is advisable and in the best interests of Gran Tierra and its stockholders, has authorized, adopted, and approved the Share Purchase Agreement and the Sale, and unanimously recommends that you vote “FOR” the Sale Proposal, “FOR” the Compensation Proposal and “FOR” the Adjournment Proposal.

This notice and the attached proxy statement are first being mailed to our stockholders beginning on or about September 15, 2026. Holders of shares on September 14, 2026, the record date, are entitled to notice of, and to vote at, our meeting or any adjournment or postponement thereof.

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Your vote is very important. We are seeking the approval of the Sale Proposal by our stockholders under Section 271 of the DGCL on the basis that the Sale may be considered to constitute the sale of substantially all of Gran Tierra's property and assets within the meaning of that statute and related case law. The approval of the Sale Proposal requires the affirmative vote of the holders of a majority of the outstanding shares of Common Stock entitled to vote thereon at the Special Meeting, voting in person or represented by proxy (which we refer to as the **"Sale Required Stockholder Approval"**). The Compensation Proposal is advisory and non-binding, and the approval of the Compensation Proposal requires the affirmative vote of the majority of the shares of Common Stock present in person or represented by proxy at the Special Meeting and entitled to vote thereon. The approval of the Adjournment Proposal requires the affirmative vote of the majority of the shares of Common Stock present in person or represented by proxy at the Special Meeting and entitled to vote thereon. Each stockholder is entitled to one vote for each share of Common Stock held by such stockholder. **The completion of the Sale as contemplated by the Share Purchase Agreement is conditioned upon Gran Tierra obtaining the Sale Required Stockholder Approval at the Special Meeting.**

All of our stockholders are cordially invited to attend the Special Meeting. **Please submit your proxy or voting instructions on the Internet or by telephone promptly by following the instructions included with your proxy materials so that your shares can be voted, regardless of whether you expect to attend the Special Meeting.** If you received your proxy materials by mail, you may submit your proxy or voting instructions on the Internet or you may submit your proxy by marking, dating, signing and returning the enclosed proxy/confidential voting instruction card. If you attend the Special Meeting, you may withdraw your proxy and vote at the Special Meeting. If you sign, date, and return your proxy card without indicating how you wish to vote, all of your shares will be voted **"FOR"** the Sale Proposal, the Compensation Proposal and the Adjournment Proposal. If you hold shares of Common Stock in "street name" through an account with a broker, bank, or other agent, please follow the instructions you receive from them to vote your shares. If you fail to return your proxy card or vote your shares through the Internet or if you hold your shares in "street name" and you fail to instruct your broker, bank, or other agent how to vote, and do not vote at the Special Meeting, your shares will not be counted for purposes of determining whether a quorum is present at the Special Meeting and will have the same effect as an **"AGAINST"** vote with respect to the Sale Proposal, but will have no effect on the approval of the Compensation Proposal or the Adjournment Proposal. If you are a stockholder of record and you attend the Special Meeting and wish to vote, you may withdraw your proxy and vote at the Special Meeting.

The Proxy Statement describes the Share Purchase Agreement, a copy of which is attached thereto as Annex A, and the Sale, and contains other important information about the Special Meeting, the matters to be voted on and how to cast your vote. **We encourage you to read the entire Proxy Statement, the Share Purchase Agreement and the other annexes carefully.**

By order of the Board of Directors,

/s/ Gary S. Guidry

Gary S. Guidry

President and Chief Executive Officer

September 15, 2026