

GRAN TIERRA ENERGY INC.  
Form DEFA14A  
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):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

Title of each class of securities to which transaction applies:

(1)

Aggregate number of securities to which transaction applies:

(2)

Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(3)

Proposed maximum aggregate value of transaction:

(4)

Total fee paid:

(5)

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for

which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:

(1)

Form, Schedule or Registration Statement No.:

(2)

Filing Party:

(3)

Date Filed:

(4)



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Here's how to order a copy of the proxy materials and select delivery preferences: If you want to receive paper or e-mail copies of the proxy materials for the annual meeting or for future shareholder meetings delivery requests can be submitted using the options below. There is NO charge for requesting a copy. If you request an email copy, you will receive an email with a link to the current meeting materials. PLEASE NOTE: You must use the number in the shaded bar on the reverse side when requesting a copy of the proxy materials. — Internet – Go to [www.investorvote.com/GTE](http://www.investorvote.com/GTE). — Phone – Call us free of charge at 1-866-641-4276. — Email – Send an email to [investorvote@computershare.com](mailto:investorvote@computershare.com) with “Proxy Materials Gran Tierra Energy Inc.” in the subject line. Include your full name and address, plus the number located in the shaded bar on the reverse side, and state that you want a paper copy of the meeting materials. To facilitate timely delivery, requests for a paper copy of proxy materials must be received by April 30, 2019. Gran Tierra Energy Inc.'s Annual Meeting of Stockholders will be held on May 7, 2019 at Centennial Place, 3rd Floor, West Tower, 250-5 Street S.W., Calgary, Alberta, Canada T2P 0R4, at 11:00 a.m. (Mountain time). For directions to the meeting, please visit [www.grantierra.com](http://www.grantierra.com) Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations. The Board of Directors recommends a vote FOR all the nominees listed and FOR Proposals 2 and 3: 1. Election of Directors: 01 - Gary S. Guidry 02 - Peter J. Dey 03 - Evan Hazell 04 - Robert B. Hodgins 05 - Ronald W. Royal 06 - Sondra Scott 07 - David P. Smith 08 - Brooke Wade. 2. Proposal to approve, on an advisory basis, the compensation of Gran Tierra Energy Inc.'s named executive officers, as disclosed in the proxy statement. 3. Proposal to approve, on an advisory basis, the compensation of Gran Tierra Energy Inc.'s named executive officers, as disclosed in the proxy statement. Note: Such other business as may properly come before the meeting or any adjournment or postponement thereof. PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must go online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you. Proxy materials available to view or receive: 1) Notice of Annual Meeting 2) Proxy Statement 3) Annual Report Annual Stockholder Meeting Notice