



June 5, 2008

Dear stockholder and/or warrant holder:

We are pleased to inform you that on June 4, 2008, the U.S. Securities and Exchange Commission declared effective our Post-Effective Amendment to the Registration Statement on Form S-1 (Registration No. 333-140131). The Registration Statement covers shares of Gran Tierra Energy Common Stock that our records indicate you own and/or which you have the right to acquire pursuant to the exercise of warrants or exchange of exchangeable shares that have been issued to you by Gran Tierra Energy. Under the caption "Selling Stockholders" in the final prospectus (the "Prospectus"), which is part of the Registration Statement, you will find information that we have filed related to your ownership of the shares of Common Stock eligible for sale by you pursuant to the Registration Statement, which may include shares of Common Stock you have the right to acquire by exercise of warrants or exchange of exchangeable shares (the "Shares"). You can access the Prospectus on the SEC's web site, www.sec.gov. Here is the direct link to the Prospectus:
http://www.sec.gov/Archives/edgar/data/1273441/000114420408033751/v116626_424b3.htm

We have prepared the following information, in a question and answer format, to address questions you may have as a Selling Stockholder in connection with the sale of Shares pursuant to the Registration Statement. This information is not intended to address all possible issues or to answer every question you may have. It is important for you to contact your own advisors if you have specific questions that are not answered by this letter.

1. Why do I need the Registration Statement to sell the Shares?

The Shares, warrants to purchase the Shares, or exchangeable shares you may exchange for the Shares, were acquired by or issued to you in transactions that were exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"). Consequently, your Shares (including the Shares you will receive on exercise of any warrants or exchange of exchangeable shares) are "restricted securities" and therefore cannot be resold by you unless such sale is (1) made pursuant to an effective registration statement or (2) exempt from the registration requirements of the Securities Act, such as Rule 144 promulgated under the Securities Act ("Rule 144"). The Registration Statement is effective as of Wednesday, June 4, 2008, and, as long as the Registration Statement remains effective, you will be able to sell the Shares pursuant to the Registration Statement.

Please note that if you have any contractual agreement with Gran Tierra Energy related to your Shares, this Registration Statement will not relieve you of any obligations or restrictions imposed on you under such an agreement. Any attempted sale or other transfer or disposition of Shares subject to such an agreement will continue to be governed by the provisions of that agreement.

No filings have been made by Gran Tierra Energy outside the United States under foreign securities laws. Therefore, if you reside outside the United States or intend to sell your Shares outside the United States, you should consult your legal advisor with respect to such sale.

2. How do I sell my Shares under the Registration Statement?

The answer depends on the method that you wish to use to sell your Shares. If you hold a warrant, you must first exercise that warrant (See Question 3 below). If you hold exchangeable shares, you must first exchange your exchangeable shares for Shares (See Question 4 below).

If you desire to sell your Shares through a broker, you should contact your broker to discuss with the broker the documents and other information that the broker will need to effect the sale pursuant to the Registration Statement. At a minimum, you will need to deliver to your broker for delivery to the purchaser(s) of your Shares at or before such sale, the certificate(s) representing your Shares.

In addition, you may sell your Shares in accordance with any of the other methods set forth in the section titled "Plan of Distribution" in the Prospectus, such as a private sale. As with a sale through a broker, you will need to deliver to the purchaser(s), at or before such sale, the certificate(s) representing your Shares.

Once you have sold your Shares, in order to complete the transfer of the Shares, you should submit a letter to Gran Tierra Energy's transfer agent, the form of which is attached to this letter as Exhibit A, certifying that the sale was made in accordance with the "Plan of Distribution" section of the Prospectus. Upon receipt of the attached letter and any other documentation that the transfer agent may request in connection with such transfer, the transfer agent will record the transfer and issue a stock certificate(s) to your transferee(s) that does not contain a restrictive legend. You should make sure that the attached letter is dated, signed and otherwise fully completed. If you do not promptly deliver a dated and signed copy of the attached letter that is fully completed to the transfer agent, along with the stock certificate(s) referenced in the attached letter and other documents required by the transfer agent, the transfer agent will not be in a position to issue the Shares to your transferee(s), which could result in serious financial consequences to you. Therefore, please attend carefully to these details.

3. I own warrants; how do I get shares of Common Stock that I can sell under this Registration Statement?

You must submit your original warrant (with the exercise form and other statements attached to the warrant, if any, properly completed and signed), along with payment required pursuant to your warrant, to **Gran Tierra Energy Inc., 300, 611 - 10th Avenue S.W., Calgary, Alberta, Canada T2R 0B2, Attention: Chief Financial Officer**. The procedure for exercise is set forth in the warrant itself. Once Gran Tierra Energy has received all required, fully completed and executed documents and payments, it will issue to you shares of Common Stock pursuant to such exercise.

4. I own exchangeable shares; how do I get shares of Common Stock that I can sell under this Registration Statement?

You must submit your original Exchangeable Shares certificate and executed Retraction Request letter to Gran Tierra Energy's Canadian Counsel, Osler, Hoskin & Harcourt LLP ("Osler"), Attention: Karen Coburn, via overnight courier. **Osler, Hoskin & Harcourt LLP's address is 450 - 1st Street, S.W., Suite 2500, Calgary, Alberta T2P 5H1 Canada** and Ms. Coburn's telephone number is (403) 260-7059. The form of Retraction Request may be obtained directly from Ms. Coburn upon request. Please note that the Retraction Request letter must also be affixed with the Medallion Signature

Guarantee stamp. Once Osler has received all required, fully completed and executed documents, Canadian tax payments, if applicable, and all other payments, Gran Tierra Energy will issue to you shares of Gran Tierra Energy Common Stock pursuant to such exchange.

5. What is the Plan of Distribution to which I am agreeing to be bound?

The Plan of Distribution is the means by which you are permitted to sell your Shares. Gran Tierra Energy has included a very broad plan of distribution in the Prospectus that permits you to dispose of your Shares in numerous ways, including (a) ordinary brokerage transactions, (b) exchange distributions; (c) block trades; and (d) privately negotiated transactions. In order to sell your Shares under the Registration Statement you must comply with the Plan of Distribution.

6. If I sell my Shares pursuant to the Registration Statement, is the purchaser subject to the same restrictions on transfer?

No, unless the purchaser is an affiliate of Gran Tierra Energy. The Shares sold pursuant to the Registration Statement generally become freely tradable without restriction or further registration under the Securities Act.

7. What if I have other questions about the sale of my Shares?

If you have any specific questions about the sale of your Shares, including questions relating to the exercise of your warrants, you should consult your personal tax or legal advisor. If you have questions regarding the mechanics of selling Shares pursuant to the Registration Statement, you may contact Gran Tierra Energy at **Gran Tierra Energy Inc., 300, 611 - 10th Avenue S.W., Calgary, Alberta, Canada T2R 0B2, Attention: Chief Financial Officer**, telephone: (403) 265-3221, or Brian Suzuki at **Cooley Godward Kronish LLP, Five Palo Alto Square, 3000 El Camino Real, Palo Alto, CA 94306-2155**, telephone (650) 843-5890.

Very truly yours,

GRAN TIERRA ENERGY INC.



Martin Eden
Chief Financial Officer

EXHIBIT A

CERTIFICATION

To: Gran Tierra Energy Inc.

The undersigned holder (the "Holder") of common stock of Gran Tierra Energy Inc. (the "Company") hereby certifies with respect to the shares of common stock of the Company (the "Shares") represented by the share certificate(s) identified below that the Holder holds, the offer and sale of which are registered pursuant to the Post-Effective Amendment No. 3 to Form S-1 Registration Statement filed by the Company with the Securities and Exchange Commission (No. 333-140171), as the same may be amended from time to time (the "Registration Statement"), that the Holder will sell the Shares ONLY:

1. At such time as the Registration Statement is effective and not during a Suspension Period, as such term is defined in the Registration Rights Agreement governing the registration of the Shares, and in accordance with the Plan of Distribution contained in the Registration Statement; or
2. Pursuant to Rule 144 promulgated under the U.S. Securities Act of 1933, as amended.

Print or type:

**Certificate Number(s)
and Number of Shares:**

**Name of selling
stockholder:**

Signature by:

**Officer or authorized
agent of selling
stockholder:**

**Name and title of officer
or authorized agent of
selling stockholder:**

Dated: _____