

Form 62-103F1

Required Disclosure under the Early Warning Requirements

State if this report is filed to amend information disclosed in an earlier report. Indicate the date of the report that is being amended.

Not applicable.

Item 1 – Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

This report relates to the common shares (the "**Common Shares**") of Sterling Resources Ltd. (the "**Issuer**").

The Issuer's head office is located at 4300, 888 – 3rd Street SW, Calgary, AB, T2P 5C5.

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

The Common Shares of the Issuer are listed on the TSX Venture Exchange, however, the transactions contemplated herein occurred privately, pursuant to the arrangement agreement entered into between PetroTal Ltd. ("**PetroTal**") and the Issuer, effective November 9, 2017 (the "**Arrangement Agreement**") and the subscription agreement for subscription receipts entered into between the Gran Tierra Resources Limited (the "**Purchaser**") and PetroTal effective December 4, 2017 (the "**Subscription Agreement**").

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

The Purchaser is a corporation incorporated under the *Business Corporations Act* (Alberta).

The Purchaser's address is 900, 520 -3rd Avenue SW, Calgary, Alberta, T2P 0R3.

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

The transaction that triggered the requirement to file this report occurred on December 12, 2017.

On November 9, 2017, PetroTal and the Issuer entered into an Arrangement Agreement in respect of an arrangement under the provisions of section 193 of the *Business Corporations Act* (Alberta) on the terms and subject to the conditions as set out in the related plan of arrangement (the "**Arrangement**") pursuant to which: (a) PetroTal will complete a reverse take-over of the Issuer; (b) the Issuer and PetroTal will be amalgamated; and (c) the management and board of directors of the Issuer will be reconstituted. Pursuant to the Arrangement Agreement and Arrangement, each PetroTal

Share (defined below) is expected to be exchanged for 5.35 Common Shares on or around December 14, 2017.

Pursuant to the Subscription Agreement entered into between PetroTal and the Purchaser, on December 4, 2017, the Purchaser acquired 11,000,000 subscription receipts (the "**Subscription Receipts**") of PetroTal. The Subscription Receipts were acquired as part of a non-brokered private placement of 34,000,000 Subscription Receipts for an aggregate gross proceeds to PetroTal of US \$34,000,000, having closed on December 12, 2017 (the "**Offering**").

Pursuant to the subscription receipt agreement entered into between PetroTal, Eight Capital Corp and Computer Trust Company of Canada dated December 12, 2017 each Subscription Receipt is exchangeable for one common share in the share capital of PetroTal ("**PetroTal Shares**") in connection with the closing of the share purchase agreement between the Issuer, PetroTal, Gran Tierra Energy Inc., and Gran Tierra Energy International Holdings Ltd. ("**GTEIH**") effective November 9, 2017 and the Arrangement Agreement (collectively, the "**Peru Transaction**"), without payment of additional consideration and without further action on the part of the holder thereof.

2.3 State the names of any joint actors.

GTE and GTEIH.

Item 3 – Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror's securityholding percentage in the class of securities.

Prior to giving effect to the Offering, the Purchaser did not own or control any Common Shares in the share capital of the Issuer.

Following the completion of the Offering, the Purchaser did not own or control any Common Shares, but held 11,000 Subscription Receipts. The Purchaser's Subscription Receipts are expected to be exchanged for 11,000,000 PetroTal Shares, which in turn are expected to be exchanged for 58,850,000 Common Shares, expected to represent approximately 10.94% of the Common Shares immediately following the completion of the Peru Transaction.

Following the completion of the Peru Transaction, the Purchaser expects that it and GTEIH together will hold 246,100,000 Common Shares, which the Purchaser expects will represent approximately 45.77% of the issued and outstanding Common Shares at that time.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.

Pursuant to the Subscription Agreement, the Purchaser acquired ownership and control of 11,000,000 Subscription Receipts of PetroTal.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

See 3.1 above.

3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

(a) the acquiror, either alone or together with any joint actors, has ownership and control,

See 3.1 above.

(b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and

Not applicable.

(c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

Not applicable.

3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.

Not applicable.

3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.

Not applicable.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.

Not applicable.

Item 4 – Consideration Paid

4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.

The Subscription Receipts were acquired by the Purchaser through a private placement at a price of US \$1.00 per Subscription Receipt, for a total consideration to PetroTal of US \$11,000,000. Each Subscription Receipt is exchangeable for one PetroTal Share.

The total consideration paid in Canadian dollars, based on the daily exchange rate on December 11, 2017 was CAD\$14,139,400.

4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.

The Purchaser paid the value noted in item 4.1 in cash to PetroTal.

4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.

Not applicable.

Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;**
- (f) a material change in the reporting issuer's business or corporate structure;**
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**

- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**
- (j) a solicitation of proxies from securityholders;**
- (k) an action similar to any of those enumerated above.**

The Purchaser acquired the Subscription Receipts in connection with the transactions contemplated by the Peru Transaction.

Following the completion of the Peru Transaction, the Purchaser expects that it and GTEIH combined will hold 246,100,000 Common Shares, which the Purchaser expects will represent approximately 45.77% of the issued and outstanding Common Shares at that time.

In connection with the completion of the Peru Transaction, the Purchaser expects to enter into an investor rights agreement with the Issuer and GTEIH, pursuant to which, inter alia, the Purchaser and GTEIH will together be granted the right to nominate two directors to the board of the Issuer as well as certain demand and piggy-back registration rights and certain pre-emptive rights and the Purchaser and GTEIH will agree not to exercise voting rights over more than 30% of the issued and outstanding Common Shares, the whole subject to the terms and conditions set forth therein.

Following the completion of the Peru Transaction the 187,250,000 Common Shares acquired by GTEIH under the Peru Transaction are expected to be deposited with an escrow agent and subject to the terms of an escrow agreement, substantially in the form required by the TSX Venture Exchange.

In addition to the above, the Purchaser may, depending on market and other conditions, or as future circumstances may dictate, from time to time, increase or dispose of some or all of the existing or additional securities it holds or will hold in the Issuer, or may continue to hold its position in the Issuer.

Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable.

Item 7 – Change in Material Fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable.

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

Item 9 – Certification

The acquiror certifies that the statements made in this report are true and complete in every respect.

DATED this 12 day of December, 2017.

GRAN TIERRA RESOURCES LIMITED

By: (signed) "Ryan Ellson"
Name: Ryan Ellson
Title: Chief Financial Officer