

SHEE ATIKÁ

Incorporated

Notice of Meeting and Proxy Statement
46th Annual Meeting
Of
Shee Atiká, Incorporated Shareholders
Dated August 12, 2020

*The 46th Annual Meeting Will Be Held As A Virtual Meeting As Described in this
Proxy Statement*

Mailed Via United States Mail On Approximately August 12, 2020

By promptly submitting your proxy electronically, or returning the enclosed blue paper proxy in the envelope provided, you can help your corporation avoid the necessity and expense of sending follow-up letters to ensure a quorum.

**NOTICE OF
46th ANNUAL MEETING
OF SHEE ATIKÁ, INCORPORATED SHAREHOLDERS
September 12, 2020**

The 46th Annual Meeting Will Be Held As A Virtual Meeting As Described in this Proxy Statement

Shee Atiká, Incorporated (herein "Shee Atiká" or "SAI"), an Alaska corporation with an address of 315 Lincoln Street, Suite 300, Sitka, Alaska, 99835, invites its shareholders to participate in the Forty-Sixth Annual Meeting to be held by remote communications means as a "virtual" meeting instead of in-person (the "Virtual 2020 Annual Meeting"), which will be called to order on Saturday, September 12, 2020 at approximately 12:00 p.m. ADT, for the following purposes:

1. To hear a report on Shee Atiká's operations for 2019.
2. To elect three Directors whose terms shall expire at the Annual Meeting in 2023.

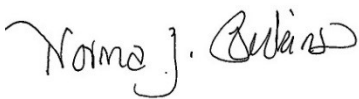
The record date for the Virtual 2020 Annual Meeting is July 13, 2020, and only shareholders holding Class A voting stock as of 5:00 p.m. ADT on such date are eligible to vote with regard to the Virtual 2020 Annual Meeting or any adjournment thereof. Shareholders with non-voting Class B stock may participate in the Virtual 2020 Annual Meeting, but will not be able to vote.

This year, due to the extraordinary circumstances presented by the COVID-19 pandemic, there will be no voting during the Virtual 2020 Annual Meeting. Instead, **the ONLY means of voting for purposes of the Virtual 2020 Annual Meeting will be by submitting either an online proxy at www.sheeatikavote.com or a paper proxy.** Each submitted shareholder proxy that is otherwise valid will constitute a revocable ballot for purposes of the Virtual 2020 Annual Meeting that will become (if unrevoked) a final ballot when the Proxy Deadline passes at 5:00 p.m. ADT on September 10, 2020.

ALL CLASS A SHAREHOLDERS ARE URGED TO PROMPTLY SUBMIT THEIR PROXY ELECTRONICALLY OR DATE, SIGN AND RETURN THEIR PAPER PROXY IN THE POSTAGE-PAID ENVELOPE SO THEIR SHARES WILL BE VOTED. ALL PROXIES MUST BE RECEIVED BY THE INSPECTOR OF VOTING BY 5:00 P.M. ADT, ON THURSDAY, SEPTEMBER 10, 2020. PROXIES RECEIVED AFTER SUCH DATE AND TIME WILL NOT BE VALID WITH REGARD TO THE VIRTUAL 2020 ANNUAL MEETING.

BY RESOLUTION OF THE BOARD OF DIRECTORS.

Dated: August 12, 2020


By: _____
Norma J. Perkins, Secretary
Shee Atiká, Incorporated

BOARD OF DIRECTORS' PROXY STATEMENT

This Proxy Statement solicits proxies for the Forty-Sixth Annual Meeting of Shareholders of Shee Atiká, Incorporated ("Shee Atiká" or "SAI"), which will be held by remote communications means as a "virtual" meeting instead of in-person (the "Virtual 2020 Annual Meeting"), which will be called to order on Saturday, September 12, 2020 at approximately 12:00 p.m. ADT. Shee Atiká's address is 315 Lincoln Street, Suite 300, Sitka, Alaska, 99835. There are two sections in this Proxy Statement.

I. IN GENERAL. This section begins at page 3 and describes Proxies, the Virtual 2020 Annual Meeting, corporate officers and directors, and certain financial matters.

II. ELECTION OF DIRECTORS. This section begins at page 9, describes the election and candidates, and requests your proxy to vote in the election of three directors to serve terms expiring in 2023.

I. IN GENERAL

The enclosed blue-colored proxy is solicited by the Board of Directors for voting with regard to the Virtual 2020 Annual Meeting. Your choice as to the Election of Directors may be made on this blue-colored proxy or electronically at www.sheeatikavote.com. The persons named as "Proxyholders" on the Proxy are Robert Allen Jr., James Craig, Roxanne Drake Burkhart, Laurence Garrity, Gillian Havrilla, Norma J. Perkins, Pamela Steffes, and Faleene Worrell, or any of them acting in the absence of the others, with full power of substitution. By completing your proxy (electronically or by paper), you revoke all prior proxies.

With regard to the Virtual 2020 Annual Meeting, the Board (i) is NOT endorsing any candidate for election, and (ii) does NOT have the ability to cast discretionary votes with regard to the election of directors.

Pursuant to a special Alaska law that was enacted to assist Native Corporations in holding annual meetings during the COVID-19 pandemic, the Board has suspended all of the SAI's Bylaws, election rules, protocols, policies and procedures ("Normal Election Rules") that would normally apply to an annual meeting of shareholders of SAI. The only rules that will apply to the Virtual 2020 Annual Meeting are those imposed by Alaska law relative to virtual meetings and the rules (the "2020 Special Election Rules") that have been adopted for use with regard to the Virtual 2020 Annual Meeting. The 2020 Special Election Rules will expire on the earlier to occur of the following: (a) the conclusion of the annual meeting held for 2020, or (b) November 15, 2020. The 2020 Special Election Rules will only apply to the Virtual 2020 Annual Meeting and will NOT apply to the 2021 Annual Meeting or any other meeting of SAI's shareholders.

A. SHAREHOLDER PARTICIPATION AT THE VIRTUAL 2020 ANNUAL MEETING

There will be no in-person attendance by shareholders during the Virtual 2020 Annual Meeting. Shareholders will ONLY be able to participate in the Virtual 2020 Annual Meeting via live stream. Bandwidth limitations may dictate whether shareholders are able to participate via live stream. Shareholders will be able to submit questions relative to the Virtual 2020 Annual Meeting in advance of the meeting (i) by email (info@sheeatika.com), or (ii) by submitting the question in writing using the question card included with this Proxy Statement and returning it in the enclosed postage prepaid envelope or (iii) by submitting the question via sheeatika.com. Although not all questions may be answered during the Virtual 2020 Annual Meeting, all questions will be answered directly by email/mail after the meeting. The Presiding Officer shall determine the process and any time limit for any Question & Answer period.

No door prizes will be awarded as there is no in-person attendance although there will be proxy prizes and shareholders will be paid a \$25 proxy return fee if shareholders return a valid proxy (either online or paper) and such proxy remains valid for use with regard to the Virtual 2020 Annual Meeting. Instructions as to how shareholders will be able to connect to the Virtual 2020 Annual Meeting and to submit questions accompany this Proxy Statement.

With regard to the Virtual 2020 Annual Meeting, because there will be no in-person voting, there also will be no registration, there will not be any candidate nominations, and candidates will not be permitted to withdraw.

B. VOTING

Only the record holders of the Settlement Common Stock of Shee Atiká having voting rights ("Class A Common Stock") of Shee Atiká at 5:00 p.m. ADT, on July 13, 2020 (the "Record Date"), may vote with regard to the Virtual 2020 Annual Meeting. On the Record Date, Shee Atiká had outstanding 179,515 shares of Class A Common Stock.

Under the 2020 Special Election Rules, the ONLY voting that will be permitted with regard to the Annual Meeting will be by proxy -- unlike a normal annual meeting, there will be no in-person voting that can take place with regard to the Virtual 2020 Annual Meeting. Your proxy (whether submitted by paper or online) will constitute a revocable ballot for purposes of the Virtual 2020 Annual Meeting and will become a final directed ballot when the Proxy Deadline passes at 5:00 p.m. ADT on Thursday, September 10, 2020. **IT IS THEREFORE VERY IMPORTANT THAT YOU SUBMIT A PROXY FOR THE VIRTUAL 2020 ANNUAL MEETING, AS YOU CANNOT VOTE OTHERWISE THIS YEAR.**

C. AGENDA

The Agenda for the virtual 2020 Annual Meeting shall consist of the following principal items in all events: (a) Call to Order; (b) Inspector's Quorum Report; (c) Inspector's Report on Voting; (d) a financial and operations report on 2019; and (e) Adjournment, with the Presiding Officer to determine the process of the 2020 Annual Meeting, including any time limit for any Question & Answer period.

D. INSPECTOR

The only functions of the Inspector relative to the Virtual 2020 Annual Meeting are (i) to receive proxies prior to the final submission deadline; (ii) determine the existence of a quorum; (iii) tabulate the proxies as directed votes; (iv) report the quorum status; and (v) report the election results. Items (i), (ii) and (iii) will be completed prior to the Virtual 2020 Annual Meeting Items, while Items (iv) and (v) will be submitted by the Inspector in written form prior to the Virtual 2020 Annual Meeting and reported as a part of the Virtual 2020 Annual Meeting by the Presiding Officer or the Presiding Officer's designee.

E. POTENTIAL CONVERSION TO IN-PERSON MEETING.

Notwithstanding any other provision of this Proxy Statement, the Board reserves the right to convert the Virtual 2020 Annual Meeting from a virtual meeting to an in-person meeting at any time prior to the Virtual 2020 Annual Meeting, provided that written notice of such conversion is given to the shareholders of SAI at least 20 days prior to the date of such in-person meeting. Such in-person meeting shall be held at such date, place and time as shall be specified in such written notice, whether or not the in-person meeting would be held on the same date and at the same time as the original virtual meeting. At such in-person

meeting, all proxies given at any time with regard to the Virtual 2020 Annual Meeting shall remain valid unless and until revoked by the shareholder by executing a later proxy, or by the shareholder receiving a ballot for voting at such in-person meeting, or otherwise in accordance with Alaska law.

At the option of the Board, the Board may (but is not required to) solicit proxies for such in-person meeting using a form of proxy that is different than the form of proxy solicited with regard to the Virtual 2020 Annual Meeting. The Board may also supplement the proxy materials sent with regard to the Virtual 2020 Annual Meeting with such other proxy materials and other information that the Board deems appropriate with regard to the in-person meeting, but the proxy materials sent with regard to the Virtual 2020 Annual Meeting shall remain valid with regard to the in-person meeting except as shall be set forth in any such supplemental proxy materials.

F. OTHER RIGHTS RESERVED BY THE BOARD

The Board reserves all rights it may have with regard to (i) the Virtual 2020 Annual Meeting, (ii) any in-person meeting into which the Virtual 2020 Annual Meeting was converted, and (iii) any other meeting of Shee Atiká's shareholders. The rights reserved include, without limitation, the right to establish the rules, process and procedures with regard to any such meeting (including as to) and the right to postpone, delay or reschedule such meeting in accordance with applicable law. The suspension of the Normal Election Rules and the applicability of the 2020 Special Election Rules shall not be affected by any conversion of the virtual 2020 Annual Meeting to an in-person meeting.

G. FILING OF PROXIES

All proxies (whether or not solicited by the Board of Directors) must be filed with Sramek Hightower, the Inspector of Voting and Elections (the "Inspector") no later than 5 p.m. Alaska time on Thursday, September 10, 2020. Proxies received after this date and time will not be valid for use with regard to the Virtual 2020 Annual Meeting. You may file your proxy solicited by the Board of Directors in several alternate ways. You can:

- Complete an electronic proxy at www.sheeatikavote.com using the information from the label on the blue paper proxy enclosed with this Proxy Statement
- Or mail your paper proxy to Sramek Hightower at PO Box 240569, Anchorage, AK 99524 using the postage prepaid return envelope enclosed in your proxy packet

H. HOW TO COMPLETE YOUR PROXY

Shareholders have a choice as to whether they wish to submit an electronic proxy or a paper proxy. An important advantage of submitting an electronic proxy is a lower cost to your corporation; another is that errors tend to be reduced because the electronic proxy process prompts shareholders to correct errors.

If you have any questions, please contact the Shee Atiká office by calling either (907) 747-3534 or (toll free) (800) 478-3534. You may also contact the Inspector of Elections, Sramek Hightower, at (907) 677-3320 if you have questions concerning submission of an electronic proxy.

Again, each shareholder can make his or her own choice whether to use a paper proxy or to submit an electronic proxy at www.sheeatikavote.com using the information from the label on the blue paper proxy.

I. COMPENSATION OF DIRECTORS AND OFFICERS

Tables One and Two set forth the actual amounts paid for services during 2019 to each of the 18 Directors and Officers that served in 2019. Total 2019 compensation (including all current payments and contributions of deferred compensation) paid to all such Directors and Officers of Shee Atiká, Inc. and affiliates was \$1,367,977.30. The five highest compensated officers and directors in 2019 were Kenneth Cameron, Ptarmica McConnell, Timothy Castro, Michael McHenry, and Paul Wamsted.

J. MEETING ATTENDANCE OF DIRECTORS

Table One on page 18 describes the attendance by directors at board and committee meetings (if any) during the period of time within the year in which each person served as a director.

K. ACCOUNTING MATTERS

Shee Atiká's independent accountant is BDO USA, LLP, Seattle, Washington, (formerly known as Peterson Sullivan LLP). References here in to "BDO" include both BDO USA, LLP and its predecessor Peterson Sullivan LLP. BDO has also been engaged by the Trustees of the Shee Atiká Fund Endowment ("SAFE") and the Shee Atiká Benefits Trust ("SABT") to render certain services to those trusts, including preparation of audited financial statements.

Professional services provided by BDO and paid for by Shee Atiká during 2019 included services relating to (i) the annual audit and preparation of year-end financial statements (43.21%); (ii) preparation of tax returns (30.26%); (iii) tax advice and estimated tax payments (1.97%) and (iv) other professional services (24.56%). Non-audit services therefore comprised (56.79%) of the professional services provided by BDO in 2019. BDO also rendered both audit and non-audit services to SAFE and SABT during 2019. The amount, type, and percentage relationship of each professional service rendered by BDO to SAFE and SABT are not materially different from those identified above with regard to Shee Atiká.

It is not anticipated that BDO will have a representative in electronic attendance at the Virtual 2020 Annual Meeting with responsibility to answer appropriate questions concerning the financial statements and other financial matters. Shareholders may choose to submit questions for BDO in writing in advance to Shee Atiká. These questions will be forwarded to BDO for its response.

The Board of Directors of Shee Atiká and the Trustees of both SAFE and SABT have adopted policies whereby specific prior approval must be given before each significant professional accounting service is rendered. As a part of this approval process, consideration must be given to the possible effect the performance of non-audit professional services might have on the independence of BDO. The Board and the Trustees of SAFE and SABT have concluded that performance of non-audit services during the 2019 year will likely not impair the independence of BDO with regard to the audit of the 2019 financial statements.

L. COSTS OF PROXY SOLICITATION

The expense of preparing and mailing this Proxy Statement, proxy and accompanying materials will be borne solely by Shee Atiká. Mail solicitation of proxies may be supplemented with telephone, electronic, internet, email, or personal solicitation of proxies, along with paid radio, television and newspaper advertisements. As of the date this proxy statement was prepared, the Board estimates that approximately \$125,000 will be spent on the solicitation of proxies relative to the Virtual 2020 Annual Meeting. In making

this estimate, the amounts which Shee Atiká would normally spend on a solicitation for an election of directors in the absence of a contest have been excluded, as are the salaries and wages of regular employees and officers.

M. COMMITTEES OF THE BOARD

While the Board from time to time appoints certain committees with ad hoc responsibilities, the Board as a whole performs audit, nomination, and executive compensation functions. The Art Committee met one time and the CEO Search Committee met three times.

N. CERTAIN MATTERS

SAI's Bylaws provide for nine (9) Directors, three (3) of whom are elected in any one year. The nine-member Board (which has a Chairman to preside over Board and shareholder meetings) governs, provides oversight, policy guidance and overall direction for SAI, with day-to-day matters overseen by SAI's President/CEO. The Chairman, Vice Chairman, Secretary and Treasurer are designated annually by the Board from among its members, while the President/CEO holds such position by contract, is a full-time employee of SAI and reports to the Board as a whole. The President/CEO directly and indirectly supervises all employees of SAI (including other subordinate officers such as SAI's Chief Operating Officer and SAI's Vice Presidents) as well as the employees of SAI's several subsidiaries.

Shee Atiká has established the Shee Atiká Fund Endowment (SAFE) and the Shee Atiká Benefits Trust (SABT). Both SAFE and SABT are "Settlement Trusts" as described in the Alaska Native Claims Settlement Act ("ANCSA"). Members of the Shee Atiká Board of Directors are automatically the Trustees of both SAFE and SABT, and also are automatically Directors of Shee Atiká Investments, LLC ("SAIL"), an entity that makes investments on behalf of Shee Atiká, SAFE and SABT. SAFE, SABT and SAIL have the same officers as Shee Atiká, while SAI's subsidiaries generally do not. Shee Atiká itself has no beneficial interest in SAFE or SABT, and further, did not have an ownership interest in SAIL in 2019.

All holders of Shee Atiká's common stock are automatically beneficiaries of SAFE and SABT in proportion to the number of shares of Shee Atiká held. For example, if a shareholder of Shee Atiká has one hundred shares of Shee Atiká stock, such person will also have one hundred beneficial units in each of SAFE and SABT. Because all directors of Shee Atiká must be shareholders of Shee Atiká, all Shee Atiká Directors therefore are also beneficiaries in SAFE and SABT. Only entities majority owned directly or indirectly by Shee Atiká may invest in SAIL and no individual person (including shareholders of Shee Atiká) may invest in SAIL. Thus, Shee Atiká Directors do not have any individual interest in SAIL. Subject to the requirements of ANCSA, contributions to SAFE and SABT may be made at any time at the discretion of Shee Atiká's Board of Directors. No such contributions were made by Shee Atiká to either entity in 2019 and none are presently proposed for 2020. SAFE and SAIL paid management fees in 2019 to Shee Atiká totaling \$1,587,063, and similar management fees are anticipated for 2020 (although the amount may be more or less). Audited financial statements for Shee Atiká, SAFE, SAIL and SABT for the year ended December 31, 2019 were included as a part of the Annual Report that was mailed to all shareholders in April, 2020.

The Trustees and officers of SAFE and SABT did not receive any compensation during 2019, nor did the directors and officers of SAIL. The Trustees of SAFE and SABT and the Directors of Shee Atiká and SAIL have adopted joint policies whereby SAIL, SAFE and SABT will not compensate their fiduciaries provided that Shee Atiká is compensating them for such day in their capacity as directors of Shee Atiká. Please see Table One for further discussion of how Directors and Trustees are compensated.

Robert Allen, Jr., a director of SAI, has family members who are employed by Allen Marine, Inc. and/or Allen Marine Tours, Inc. (collectively "Allen Marine"), both of which are owned by David Allen, the brother of Robert Allen, Jr. From time to time, SAI contracts with Allen Marine for various purposes, primarily for boat charters. During 2019, SAI chartered a boat from Allen Marine at a cost of \$2,715. Management arranged this charter with Allen Marine and Robert Allen, Jr. had no role in this process. There are no presently proposed business relationships between SAI and Allen Marine.

Pamela Steffes, a director of Shee Atiká, is employed by Southeast Alaska Regional Health Consortium ("SEARHC") as an optometrist. Shee Atiká and certain of its subsidiaries have been discussing various different potential business transactions with SEARHC focused upon mutual efforts to develop real estate in Sitka and elsewhere in Southeast Alaska. No binding arrangement(s) have been entered with SEARHC as of the date of this proxy statement. The proposed business relationship(s) with SEARHC will have a value exceeding \$20,000. Dr. Steffes has no role in negotiating such potential business relationships with SEARHC on behalf of either SAI or SEARHC.

Faleene Worrell, a director of Shee Atiká, is employed by Shee Atiká. During 2019 and in 2020 prior to April 27, 2020 she was employed as a Senior Vice President. Effective April 27, 2020 she began employment with Shee Atiká as a Compliance Specialist. During 2019 her compensation from Shee Atiká was \$20,000 and it is anticipated that during 2020 her compensation from Shee Atiká will exceed \$20,000.

Joshua Horan, a director of Shee Atiká until August 28, 2019, is an employee of Horan & Associates, a Sitka-based real estate appraisal and consulting business. While Mr. Horan was a director, Shee Atiká contracted with Horan & Associates and its predecessor firms for a number of years to provide such services on a project by project basis, and this relationship predated Mr. Horan's service as a Shee Atiká director. Management determined the amounts paid to Horan & Associates, and while he was a director, Mr. Horan had no role in this process.

Heath Barger, a director of Shee Atiká until May 4, 2019, is the son of shareholder Candi Barger. Ms. Barger is the owner of Sitka Realty, a real estate brokerage in Sitka that has been the listing broker for certain real estate properties owned and being sold by Shee Atiká. Ms. Barger did not have any active listings with Shee Atiká in 2019. When the initial decision is made to sell real property owned by Shee Atiká, management determines the manner in which a listing broker will be selected. Among the options is to conduct a bidding process to help determine which listing broker to use. While he was a director, Mr. Barger did not have any role in the process by which a listing broker was selected by Shee Atiká.

All members of the Shee Atiká Board own voting stock in Sealaska Corporation, as did Kenneth Cameron, Shee Atiká's President/CEO until November 18, 2019 and Ptarmica McConnell, Shee Atiká's Chief Operating Officer. Karl S. Potts, SAI's President/CEO, does not own Sealaska stock. All candidates for election to the Board with regard to the Virtual 2020 Annual Meeting also own stock in Sealaska Corporation. All such ownership of Sealaska stock, whether viewed on an individual or aggregate basis, comprises less than one percent of the outstanding Sealaska voting stock. In addition, Ms. McConnell's mother is a director of Sealaska Corporation. As of the date of this Proxy Statement, SAI has no present or presently proposed business relationships with Sealaska Corporation. However, Sealaska owns the subsurface estate of certain surface estate property owned by SAI and it is possible that SAI and Sealaska may have a business relationship relative to such split estate property ownership or otherwise in the future.

James Wilkins, a candidate for election to the Board, is an employee of Alaska Airlines, an entity with which Shee Atiká has direct and indirect dealings that exceed \$20,000 annually. Such dealings relate

primarily to the purchase of tickets for airline travel at publicly available prices and the maintenance of customer loyalty accounts that include credits that may be used for future travel. If elected as a director, Mr. Wilkins will have no role in arranging such travel or in negotiating the prices at which SAI and its subsidiaries purchase such tickets for airline travel at rates different from those offered to the public.

Mr. Potts' spouse, Emily Davenport, serves as General Manager for International Data Systems, LLC ("IDS"), a wholly-owned subsidiary of another Alaska Native corporation, Kijik Corporation ("Kijik"). One of SAI's subsidiaries, Shee Atiká Enterprises, LLC ("SAE") has entered a teaming arrangement with IDS with regard to a potential federal contract that SAE is pursuing with the National Institutes of Health. If SAE is awarded this contract, SAE presently plans to subcontract certain performance to IDS.

Jacqueline Walton, the President of SAE, is the spouse of Robert Walton, one of SAI's Vice-Presidents. Brenna Godsey, a consultant to SAE, is the daughter of Michael McHenry, one of SAI's Vice Presidents.

Alan A. Perlstein, the President of American Marine and Technical Services, LLC ("AMTS"), one of SAI's subsidiaries, formerly provided consulting services to Rhoads Industries, Inc. ("RII") through an entity owned by Mr. Perlstein. RII presently owns a 10% equity interest in AMTS. Mr. Perlstein's personal consulting services to RII ceased effective May 1, 2020 when Mr. Perlstein became employed by AMTS. Such services are now rendered by AMTS to RII, with AMTS receiving the payment therefor.

Except as described in this Proxy Statement, no officer, Director or nominee of Shee Atiká, or members of their families, has any ownership interest, employment, directorship, or officer position in or for any entity with which Shee Atiká has dealings. No officer or Director has any interest that is adverse to Shee Atiká's own interests in any pending legal proceeding. No Director or officer has any special interest in any matter to be considered during the Virtual 2020 Annual Meeting, except whether certain Directors are to be reelected as Directors. Each such Director has a financial interest to the extent of the fees paid for their service. All Directors receive the same rate of compensation for such services, except as discussed in Table One.

O. REVOCATION OF PROXY

If you sign and return a paper proxy or submit an electronic proxy, it is automatically revoked (i) if you thereafter submit (or resubmit) an electronic proxy at www.sheeatikavote.com, or (ii) if you thereafter submit a timely, valid paper proxy bearing a later date, or (iii) you thereafter submit an original signed and dated written request to revoke such proxy to the corporate offices at 315 Lincoln Street, Suite 300, Sitka, AK 99835. After the Proxy Deadline passes at 5:00 p.m. ADT on Thursday, September 10, 2020, you are not able to revoke your proxy.

II. ELECTION OF DIRECTORS

A. IN GENERAL

Three members of SAI's nine-person Board of Directors are elected each year at SAI's annual meeting. The three candidates receiving the highest total votes with regard to the Virtual 2020 Annual Meeting shall serve director terms which expire at the Annual Meeting in 2023 or when successors are elected and qualified. Each Class A Common Stockholder may "cumulate" his or her votes in the election of Directors. The right to cumulate votes means that you may, at your discretion (i) vote all your votes in

favor of one candidate or (ii) divide your votes in any manner among the candidates. The right to cumulate votes applies only to election of Directors. In all other votes, each share has one vote.

With regard to the Virtual 2020 Annual Meeting, the Board of Directors is not soliciting a power to cast discretionary votes in the election of directors. Instead, the both the electronic and paper proxy are each in a ballot-type of format in which shareholders direct that their votes be cast for the specific candidates the shareholders choose. All candidates named in the proxy will be considered to be automatically nominated for purposes of the Virtual 2020 Annual Meeting and no such candidates will be able to withdraw. Even if a candidate is unable to serve as of the date of the Virtual 2020 Annual Meeting, the votes directed to that candidate will still be voted for that candidate and will not be redirected to another candidate.

Your total number of votes for the election of Directors with regard to the Virtual 2020 Annual Meeting is three (3) times the number of Class A Common Stock that you own. The number of Class A Common Stock that you owned on the Record Date is printed on the blue paper proxy enclosed in your proxy packet. For example, if you own 100 shares of Class A Common Stock, you have 300 votes available to apply in any manner in the election of Directors. All 300 votes could be voted for one candidate, or, the votes could be divided among any number of candidates. Your right to cumulate your votes in the election of Directors may be exercised with regard to the Virtual 2020 Annual Meeting by proxy.

Under the 2020 Special Election Rules, the ONLY voting that will be permitted with regard to the Annual Meeting will be by proxy -- unlike a normal annual meeting, there will be no in-person voting that can take place with regard to the Virtual 2020 Annual Meeting. Your proxy (whether submitted by paper or online) will constitute a revocable ballot for purposes of the Virtual 2020 Annual Meeting and will become a final directed ballot when the Proxy Deadline passes at 5:00 p.m. ADT on Thursday, September 10, 2020.

When someone is elected as a Director of Shee Atiká such person automatically becomes a Trustee of the Shee Atiká Fund Endowment and of the Shee Atiká Benefits Trust, as well as a Director of Shee Atiká Investments, LLC. The general relationship of Shee Atiká Investments, LLC, the Shee Atiká Fund Endowment and of the Shee Atiká Benefits Trust to Shee Atiká is described under Paragraph N of Part I, "Certain Matters," beginning on page 7.

B. WRITE IN SPACES.

You may use these spaces on the blue paper proxy or the electronic proxy at www.sheatikavote.co to write in the names of up to three (3) candidates that are not otherwise named on the proxy. If you write in a person's name in any of these spaces, you should also write in the number of votes that you wish to direct to each person. Each person that you write in must be a bona fide candidate for election to Shee Atiká's Board, must have complied with all applicable rules of the Banking & Securities Division and must otherwise meet all of the requirements to be a candidate and to serve as a director. In the event that any person you have written in does not, the votes you have indicated for this person will be treated as quorum only.

C. DESCRIPTION OF CANDIDATES

Note: The below information was supplied by the candidate(s) and has not been separately investigated or verified by Shee Atiká. Shee Atiká has no reason to believe such information is inaccurate, but the responsibility for the accuracy of the below information including the completeness of the disclosures

therein is solely the responsibility of each such candidate and not Shee Atiká. Similarly, to the extent such candidate uses other materials or information in the solicitation of proxies, the candidate has the sole responsibility for such other materials or information, including the duty to file materials with the Alaska Division of Banking & Securities. Each of the below candidates are considered to be named in the Board's proxy for purposes of this Proxy Statement.



Lowell Frank (57), Puyallup, WA

Current Occupation: Outside Sales, BMC Northwest Millwork, Auburn, Washington

Candidate Statement: *“I am Lowell Frank, I am Haida, I was raised in Sitka and lived there until 2014 when I transferred to California to pursue employment growth. I am currently living in Puyallup Washington.*

I have previously expressed interest in serving on the Shee Atiká board, and once again, I am writing to express interest in serving as a director. I am hopeful that 2020 will offer many new opportunities for the corporation to be successful and I ask for your support in becoming a director, to help in pursuing that success.

I hold a bachelor's degree in Business Administration from The University of Phoenix. My business background is within the building material industry, starting in Sitka with Spenard Builders Supply, where I worked my way through the ranks to manage the operation for a number of years. I have also operated lumber yards in California and Wyoming. I have board experience, including seats on the Sawmill Cove industrial park board, Greater Sitka Chamber of Commerce and Sitka Golf Association.

My father was an original director with Shee Atiká Inc., therefore I have a strong desire to ensure the future success of the corporation. I recall the dedication and challenges that faced the original directors and want to do what I can to make sure that the work they all put in is not forgotten, by working hard to help the corporation operate profitably.

I was a recipient of educational financial assistance from Shee Atiká and feel that it is very important that the corporation continue to aid shareholders and descendants in their pursuit of higher education. In order for this to continue, the corporation's current business interests need to operate profitably and new business opportunities must be pursued. I am hopeful that all who have benefitted from these education funds are able to make the most of their education, and possibly be keys to the future success of Shee Atiká Inc., based on their education.

I feel the corporation is at a critical point, with a new CEO in place. It is my hope that we can ensure the corporation's future success by electing a board with a strong business background and the vision to pursue wise and profitable enterprises. Every bit as critical is having an effective board that can work as a team for the benefit of the entire corporation and its shareholders. Much work has been done to get to where we are, and it is important to many of us that all that work, not be wasted. Please give careful consideration with your votes and help elect a progressive, cohesive, business minded board that will give Shee Atiká Inc. the best opportunity to be profitable well into the future.

I am excited at the prospect of serving on the board and working with the leadership to pursue future success and profitability. I would appreciate your support in my pursuit of a position on the Shee Atiká board. Háw'aa.”



Laurence “Larry” Garrity (56), Vancouver, WA

Current Occupation: Retired Infrared Electrical Technician

Corporate Positions Currently Held: Since 2017: Director SAI and SAIL; Trustee, SAFE and SABT.

Candidate Statement: *“I am Laurence “Larry” Garrity, Kichnaalx of the Deisheetan clan. I was elected as an independent board member in 2017. I was born and raised in Sitka, the grandson of the late John and Mabel Didrickson, son of Joni Lewis, and proud father of five daughters.*

As one of the original Gajaa Heen Dancers, I have felt the need to give back to my Native community, and have spent couple of years volunteering at SNEP instructing dance, and also many years with the Naa Kahidi Dancers. I have been committed to teaching dance the way Charlie Joseph, Sr. had taught me. I feel it is important we do not let our traditional dance get lost.

I have been a certified journeyman electrician for almost 40 years, served on the Apprenticeship Board for I.B.E.W., was asked to help write a new Alaska State Electrical Journeyman license test, have spent the last 24 years in Alaska’s oil industry; while at Alyeska, I helped initiate a committee to implement Section 29, which is the section that deals with oil companies’ obligation to hire a certain percentage of Alaska Natives. I served as chair to ensure the oil companies fulfilled their obligation. I served as the project lead on the vapor recovery project and the pipeline electrification at Alyeska. I have been a certified Infrared Technician since 2001 and helped develop the Infrared Programs at both Alyeska and BP. I have served on various hiring committees and diversity committees at both companies, as well.

I would like to continue to work towards making Shee Atiká Inc. a respected and profitable corporation. I am proud of the steps we have taken as a board to move toward these goals. With a new CEO and a large turnover in the board, I feel we are heading in the right direction. It may not be as fast as we all would like, but as a minority of new voices on the board, it takes time. Regardless, things are moving in the right direction now. The addition of ANR as a profitable business has helped move us towards financial stability, and the changing of our investment company to Mesirow Financial has shown to be a great change for our company and will also provide more long-term stability. Our challenges are to keep striving to do better, to find more ways to sustain the long term goals of financial stability for our children, grandchildren and beyond. We have big decisions to make when it comes to our land, we still control land on Charcoal Island and land in Katlian Bay that a state road will soon be completed allowing us to access our land.

I am asking for the votes of our shareholders, as I would be humbled to be able to continue to work toward positive changes in our corporation for our shareholders, and generations to come.”

Note: On May 8, 2017, Mr. Garrity entered Consent Decree #17-103-2-S with the State of Alaska, Division of Banking & Securities agreeing that Mr. Garrity had violated certain securities laws during his campaign for election to the Board of Directors at the 2017 Annual Meeting. At such time he was an independent candidate for election to the Board of Directors and was not a participant in the Board’s proxy solicitation. This disclosure concerning Mr. Garrity is required by 3 AAC 08.345(b)(1)(G).



Alysha Guthrie (35), Douglas, AK

Current Occupation: Southern Europe Marketing Coordinator and International Program Assistant, Alaska Seafood Marketing Institute, Juneau, Alaska

Other Directorships within Past 5 Years: Trustee, Executive Board for the Juneau Chapter of Alaska State Employees Association; Sealaska Shareholder Participation Committee for the Southeast Region (currently serving)

Candidate Statement: *“My educational ambitions and professional experience this far has been the culmination of my desire to serve our native people and my passion for our region. Shee Atiká is in a great position with new leadership to make positive changes. I would love the opportunity to be a part of that. My goals as a contributing board member include working to expand business operations to provide additional opportunities for our shareholders, and to*

increase transparency and shareholder engagement. I would like to partner with the current board and our management team to lay out the strategic direction of our corporation. We need to define the goals and objectives of our current operations and explore the vast opportunities for economic growth and increased prosperity for our future generations.

I hold a business degree in marketing from Fort Lewis College and a Master in Business Administration in Finance from Washington State University. I grew up in Sitka with my parents, Rick and Kathy Paden. My professional experience has been in business, economic, and community development projects primarily for tribal organizations in Southeast. In my current position I work to market our Alaska seafood internationally. I work to cultivate and grow markets globally to support our Alaska fishing communities.

It would be an honor to serve in this capacity to represent our shareholders and work for the benefit of us all. I am humbly asking for your vote to represent you and our collective future. Gunalcheesh.”



Martina Ruhle (55), Anchorage, AK

Current Occupation: Paralegal (Title: Senior Legal Specialist), Alaska Native Tribal Health Consortium, Anchorage, Alaska

Candidate Statement: *“With my cultural knowledge, education and work history, I believe I would be an excellent fit for the success of Shee Atiká Incorporated. If elected, I would like to implement a Back-to-Our-Roots approach.*

Koon suw géi, yoo xat duwasaakw. Kik.sádi aya xat. Kaagwaantaan yádi xat sitee. My maiden name is Martina Strand and my parents are Martin Sr. and Marcia Strand of Sitka. My married name is Martina Ruhle. My father (K’wách’) was of the Eagle Nest House/Kaagwaantaan and my mother (Sti.sháa) has been adopted into Clay House/Kiks.ádi of Sitka.

Being raised in Sitka, I was honored to learn about my Tlingit culture through the Sitka Native Education Program of regalia-making, beading, dancing, singing, song-calling, making drums, fundraising and group performance. All of these skills helped us perform to the beat of the Gajaa Héen Dancers. But, as we also learned, success involved the borrowing of helpful tools, like Robert’s Rules of Order, in order to run a meeting, elect officers and to give our fundraising efforts structure. I attribute my successes in life to, not only my parents, but to the elders who taught me the practical skills and experiences by growing up with the Gajaa Héen Dancers.

I have been taught to think for myself from my college days at Dartmouth College. I have gained the knowledge and skills of a Certified Paralegal from UAA and job experience, and I have leadership training and certification from the Pathways to Leadership program through ANTHC (my current employer).

In my current employment, I have learned the inner workings of a Board of Directors, serving first the Board directly, then indirectly through my paralegal position in the Legal Department at ANTHC for 10 years.

My approach for the success of Shee Atiká, a corporate structure, is to borrow the Tlingit strengths of balance and cultural knowledge:

1. **BALANCE**: *Kaa Sháade Háni: It is imperative the board select a Kaa Sháade Háni to hear input of Shee Atiká shareholders and speak for them -- directly to the board. The Kaa Sháade Háni will set up a professional, peaceful and courteous way to give shareholders a vehicle and time for comments. When shareholders are connected, healing and balance can begin.*
2. **CULTURAL KNOWLEDGE**: *Most importantly, our cultural knowledge should be a sounding board for decision-making for our board of directors. Although a for-profit corporation has a focus on making profits, it is imperative that we access the wealth of Tlingit knowledge to help Shee Atiká survive. Elders are they key.*

Shee Atiká Incorporated was created by our grandmothers, grandfathers, mothers, fathers, aunties, and uncles. Our elders were concerned about our culture and doing right by the Ravens and Eagles for our generation and for future generations to come. Let's get Back-To-Our-Roots and make those who went before us -- proud. Please vote for me."

Note: Martin Strand is Martina Ruhle's brother.



Martin Strand (53), Forney, TX

Current Occupation: Diffusion Equipment Technician, Texas Instruments, Richardson, Texas

Candidate Statement: *"I'm Martin R. Strand Jr. (Kaa Dei Yax Anak) of the Kiksadi Clan. I was born and raised in Sitka, Alaska. During my time in Sitka, I was a part of the Gajaa Heen Dancers and also of the Sitka Native Education Program (S.N.E.P.). I learned a lot of the Culture from so many people over the years under the S.N.E.P. program and also with the Gajaa Heen Dancers. As some of you know there was a lot expected of us to perform and to treat everyone with respect, especially our Elders. I have taken these lifelong learning's and used them to wade through life, some very deep and dark and some shallow and delightful.*

I used my Shee Atiká scholarships to earn an Associate's degree in Electronics Engineering. This degree opened up employment opportunities from the day I received it. I have been working in the Semiconductor industry since 1986. I started off as an Operator and worked my way up to a Senior Equipment Technician. I work with very technical equipment that requires a very precise and logical mindset. This industry is always changing and requires quick thinking on your feet to survive. My job requires me to interface with all types of people from all walks of life, from operators up to Factory Managers.

The most important tool that I have learned over the years is to LISTEN to everyone and to try and understand where everyone is coming from. If you don't listen then you can't learn and work out problems. If you listen you should be able to work things out to a good resolution.

I have chosen to run for a seat on the Board of Shee Atiká, because I believe I can contribute to the Corporation with a positive and respectful attitude. I want to be able to have this Corporation around for generations to come. I promise that I will work hard to get things done right, the first time, and with respect. I hope you agree with me.”

Note: Martina Ruhle is Martin Strand’s sister.



G. Ken Truitt (55), Juneau, AK

Current Occupation: Attorney, Legislative Aide, House Rules Committee, State of Alaska, Alaska Legislature, Juneau, Alaska

Candidate Statement: *“My name is Ken Truitt. My full name is George Kenneth Truitt. I have gone by my middle name since childhood. The late Isabella Brady being the only person to have only ever and always called me by my first name. My Tlingit names are Kadashan and Tuk’ Sāžk. These are James and Howard family names that I am proud to have been given. My parents are Gilbert and Shirley Truitt. Since returning to Alaska after finishing my education, I have lived in Juneau with my wife Charlotte, and together we have raised our family of four daughters Madison, Marissa, Sydney, and Elena.*

I have worked my entire life to be a qualified professional and to be in positions to contribute to the improvement of Alaska native peoples. I worked hard to get through college, then law school and I have worked hard professionally to be at this point in my life where I can contribute to Shee Atiká by serving on its board of directors. My combination of legal, management, and Alaska public policy experience will help me serve all shareholders in this capacity, should you allow me this great honor.

The State of Alaska finds itself in perilous fiscal times. Now more than ever for us as Southeast Alaska’s first peoples, the institutions that represent our inheritance and way of life, specifically Shee Atiká, must be financially secure in order to preserve our culture and our values. I am committed to work hard so that Shee Atiká can return to profitability and become a company that creates opportunity for shareholders beyond dividend checks.

To make this a reality I am committed to positive change and increasing transparency in Shee Atiká operations and practices. We as shareholders have to know that Shee Atiká is working with our best interests in mind. And the best way we can know that is if the board and management communicate honestly and transparently about Shee Atiká’s operations and finances.

Gunalchéesh, thank you for this opportunity to serve you.”



James Wilkins (56), Anchorage, AK

Current Occupation: Flight Attendant, Alaska Airlines, Anchorage, Alaska

Candidate Statement: *“I am James (Jim) Wilkins, my parents were Connie (See) and Robert Wilkins. I was born and raised in Sitka. My mother was adopted by Mary Marks of the Kiks’adi (Raven-Frog) clan, S’e Hit (Clay House).*

I attended K through 12, graduating from Sitka High School in 1982. I attended Shoreline Community College in Seattle for Business Administration specializing in restaurant management as my parents owned the Safe Harbor Inn on Mt. Edgumbe and The Harbor Inn in Sitka.

I have been a flight attendant for Alaska Airlines for the last 31 years and have worked on various committees with our flight attendant union in roles such as

contract grievance, EAP, and professional standards. Prior to Alaska Airlines, I was an auditor for Westmark Hotels at the former Westmark Shee Atiká and also was on the contract negotiating committee for our union and employees at the hotel.

I believe that the Shee Atiká board has a fiduciary responsibility to ensure that shareholders have a strong, financially sound corporation to leave to our children, grandchildren and all future generations to come, while honoring our ancestors.

It would be my honor to represent you on our board working to stabilize Shee Atiká's future financially and culturally, while working to ensure you have fair representation and a voice in our boardroom. I would be grateful for your trust and vote."



Faleene Worrell (57), Longview, TX

Current Occupation: Compliance Specialist, Shee Atiká, Inc. and Subsidiaries

Corporate Positions Currently Held: Since 2013: Director, SAI and SAIL; Trustee, SAFE and SABT; From 2015-May 2018: Treasurer, SAI, SABT, SAFE and SAIL; Since May 2018: Vice Chairman, SAI, SABT, SAFE and SAIL; Since April 2020, SAI Compliance Specialist

Other Corporate Positions No Longer Held: Administrative Assistant; Executive Assistant; Operations Manager; Senior Accountant, Senior Vice President; Member, Scholarship Committee, SABT; Chairman, Scholarship Committee, SABT

Candidate Statement: *"I am Aanudu.oo, Faleene Worrell. I am Tlingit, originally from Katlian Street, "the village," in Sitka. My clan is Raven/L'uknax.ádi (Coho), and I am from Katlian Street's Kayaash Ka Hit (the Platform, or Mother Coho House). My mother is Mary I. Miller, of Sitka, my father is Neil Fisher. I also am a former office assistant under Marta Ryman (later Shee Atiká board chairman) when she led the Sitka Employment Center, Alaska Assistant Sitka Legislative Information Officer, Legislative Aide to the Alaska Speaker of the House/Rules Committee Chairman, Huna Totem Corporation Corporate Accountant, SEARHC interim Accountant, Tlingit-Haida Regional Housing Authority Accountant, and Shee Atiká, Inc. Administrative Assistant, Executive Assistant, Operations Manager, Senior Accountant, committee member, Director and officer--all positions of trust, which I take seriously. My business and government experience are valuable assets to the Shee Atiká board.*

I have enjoyed bringing a background of business, government, accounting, competitiveness, and teamwork to the decision table. It is a new year, new decade, and we have hired a new President/CEO. Serving on Shee Atiká, Incorporated's Board of Directors is an honor, and I humbly seek shareholder support to continue serving.

After paying down debt, Shee Atiká is well-positioned to grow, which is very encouraging. I fully support our company's 8(a) government contracting businesses. I believe our operating teams offer the federal government and commercial customers excellent services, and the resulting revenue surely benefits our shareholders and companies. Alaska Northstar Resources landed its first contract after one month in operation—that is impressive, and an example of our teams' great work. I would like to continue serving and working to grow our company.

Education was -- and is -- very important to our shareholders and the board. Our students' drive, pride, sacrifice, and commitment benefit them, their families, and communities. As our shareholders benefit, Shee Atiká benefits. Serving as committee chairman was a highlight for me.

Beginning as Shee Atiká's Administrative Assistant in 1993 after ten years with the Alaska Legislature, I worked through training and schooling. I currently serve on the board as the Vice Chairman, previously served as the

Board's Treasurer and as the Scholarship Committee Chairman and member. I also worked at other for-profit and non-profit companies. I now have a grandchild attending college as a scholarship recipient, so I have another current, deeply personal reason to work for the company providing education scholarships to shareholders. My younger grandchildren use the youth scholarships, so I appreciate, first-hand, the scholarships helping our young loved ones.

I believe the new road crossing our Katlian Bay land is an opportune project for Sitka that had not had a new state-funded road in about fifty years. Katlian Bay's future is exciting and I hope to help shape that future.

I devote my energy and time, I do not miss meetings, I prepare and participate, and I hope to be re-elected at our 2020 Annual Shareholders Meeting. I humbly ask for, and would appreciate, your direct vote. Gunalcheesh!"

TABLE ONE -REMUNERATION OF DIRECTORS AND CORPORATE BOARD MEETING ATTENDANCE

Each Director received a base fee of \$715 per month plus a fee of \$440 per each Board meeting or other official corporate business actually attended, \$220 per day of committee meetings, \$165 per day of civic meetings, \$330 per day of outside meetings, plus a fee of \$330 per day of business travel. Beginning May 4, 2019, the Board of Directors reduced its fees to receive a base fee of \$650 per month plus a fee of \$400 per each Board meeting or other official corporate business actually attended that lasts four hours or more. For Board meetings or other official corporate business actually attended lasting less than four hours, Directors are paid \$100/hour. For committee meetings, social or civic meetings actually attended, Directors are paid \$50/hour. Directors are reimbursed reasonable expenses incurred in connection with Shee Atiká business. In addition, each director accrues a deferred benefit, payable when the director's service terminates, of \$200/month. The Chairman normally receives a monthly fee of \$1,320, while the Vice Chair, Secretary and Treasurer are compensated an additional \$220 per month. Beginning May 4, 2019, the Board of Directors reduced its fees so that the Chairman receives a monthly fee of \$1,200, while the Vice Chair, Secretary, and Treasurer are compensated an additional \$200 per month. Total compensation paid to Directors during 2019 was \$233,227.50. Directors are generally not compensated separately for service as Trustees of SABB and SAFE or as Directors of SAIL as meetings of SAFE, SABB and SAIL normally occur coincident with meetings of the Shee Atiká Board. However, when SAFE, SABB and/or SAIL meetings do not coincide with a meeting of the Shee Atiká Board, separate compensation may be paid.

The meeting fees reflected below are based upon the number of meeting days, and include Director meetings, trustee meetings, management board meetings of certain subsidiaries, the meeting of any committee as to which the respective Director was a member, and certain other meetings and events that have been designated in advance as a mandatory meeting. There were 17 Director meetings and four Committee meetings in 2019. The Table below indicates with regard to 2019 the number of Director meetings that each Director could have attended, the number of Director meetings each Director actually attended, and the percentage of such attendance.

| Director | Current Office | Compensation | Meeting Attendance |
|-----------------------------------------|-----------------------|---------------------|---------------------------|
| ROBERT ALLEN JR. | | \$0.00 | 14/17 (82%)* |
| HEATH BARGER ** (through 5/4/19) | | \$16,215.00 | 5/5 (100%) |
| KENNETH CAMERON ** (deferred comp only) | | \$61,000.00 | |
| JAMES CRAIG | | \$19,910.00 | 17/17 (100%) |
| ROXANNE DRAKE-BURKHART | | \$16,600.00 | 20/20 (100%) |
| LAURENCE GARRITY | | \$15,800.00 | 17/17 (100%) |
| GILLIAN HAVRILLA | Treasurer | \$19,380.00 | 21/21 (100%) |
| JOSHUA HORAN ** (through 8/28/19) | Secretary *** | \$31,400.00 | 8/8 (100%) |
| NORMA PERKINS ** (beginning 5/4/19) | Secretary *** | \$ 600.00 | 13/13 (100%) |
| PAMELA STEFFES | Chairman | \$30,742.50 | 33/33 (100%) |
| FALEENE WORRELL**** | Vice Chairman | \$21,580.00 | 20/20 (100%) |
| TOTAL DIRECTORS' COMPENSATION | | \$233,227.50 | |

* Robert Allen, Jr. voluntarily did not participate in three Board meetings which concerned selection of a new Chief Executive Officer as he was a candidate for such position.

** Includes deferred compensation paid in 2019.

*** Joshua Horan was Secretary through May 4, 2019, Norma Perkins was Secretary beginning May 4, 2019.

**** Does not include her compensation as a Senior Vice President of SAI, which was \$20,000 for 2019.

TABLE TWO - REMUNERATION OF OFFICERS

The five highest paid Officers of Shee Atiká, its affiliates¹ and its subsidiaries² who served at any time during 2019 were paid compensation as illustrated in the table below. “Direct Wages” includes any salary, wages, or bonus paid to officers for all services, regardless of the entity to which such services were rendered. During 2019, Shee Atiká provided officers with health and other insurance benefits similar to those provided to other employees and offered a 401(k) retirement plan in which all eligible employees (including officers) were eligible to participate after a qualification period.

| Officer | Title | Entity | Direct Wages | 401(k) Match | Total Compensation |
|-----------------------------------|---------------------------|----------------------------|--------------------|-----------------|--------------------|
| Kenneth Cameron ³ | President/CEO | Shee Atiká | \$488,323 | \$6,250 | \$494,573 |
| Ptarmica McConnell ⁴ | Chief Operating Officer | Shee Atiká | \$175,006 | \$8,000 | \$183,006 |
| Timothy Castro | President | Alaska Northstar Resources | \$137,500 | | \$137,500 |
| Michael McHenry | VP of Government Services | Shee Atiká | \$128,333 | | \$128,333 |
| Paul Wamsted | Chief Information Officer | Alaska Northstar Resources | \$80,148 | | \$80,148 |
| TOTAL OFFICER COMPENSATION | | | \$1,009,310 | \$14,250 | \$1,023,560 |

¹ For purposes of this Table, Table 3 and Table 4, the term “affiliate” of SAI indicates Shee Atiká Benefits Trust (“SABT”), Shee Atiká Fund Endowment (“SAFE”), Shee Atiká Investments, LLC (“SAIL”), and Shee Atiká Holdings Colorado Springs, LLC (“SAHCS”). The terms of the Trustees of SAFE and SABT, and as Directors of SAIL, are coincident with directorship of SAI, *i.e.*, when the SAI directorship ends, so does the term as a Trustee of SAFE and SABT as well as the term as a Director of SAIL. Service as an officer of SAFE, SABT and SAIL are coincident with service in the same officer position of Shee Atiká, Incorporated, *i.e.*, when the person no longer serves as the indicated officer of SAI, such person ceases to hold that office with SAFE, SABT and SAIL. The term of service in other positions is as indicated.

² For purposes of this Table, Table 3 and Table 4, the term “subsidiary” of SAI indicates Shee Atiká Holdings Alice Island, LLC (“SAHAI”), Shee Atiká Enterprises, LLC (“SAE”), Shee Atiká Holdings Lincoln Street, LLC (“SAHLS”), American Marine and Technical Services, LLC (“AMTS”), Alaska Northstar Resources, LLC (“ANR”), and Balanced Accounting Solutions, LLC (“BAS”). Shee Atiká Languages, LLC (“SAL”) is a dissolved Alaska entity in which SAI and another unrelated person were the sole members. The Liquidating Trust for Shee Atiká Languages, LLC (“LTSAL”) was established by the former members of SAL to pursue certain claims against Global Linguist Solutions, LLC (“GLS”) after SAL was dissolved in 2012. GLS was a government contractor that had subcontracted with SAL to provide linguists. The litigation that LTSAL brought against GLS was unsuccessful and LTSAL has since been dissolved.

³ Dr. Kenneth Cameron ceased to serve as Shee Atiká’s President/CEO and all related offices on December 18, 2019.

⁴ Within the past 5 years, Ptarmica McConnell has served as a director of the Greater Sitka Chamber of Commerce, the Alaska Chamber, Gary Paxton Industrial Park Board and the UAS Sitka Campus Advisory Board. Prior to becoming SAI’s Chief Operating Officer, Ms. McConnell was employed at SAI as its Controller.

TABLE THREE - CONTINUING DIRECTORS WHOSE TERMS EXPIRE IN 2021

Robert Allen Jr. (Age 56) Sitka, AK

Current Occupation: Owner of Keet, LLC, Sitka, Alaska.

Corporate Positions Currently Held: Since 2018: Director, SAI and SAIL; Trustee, SAFE and SABT

Other Directorships within Past 5 years: Director, Sitka Sound Science Center Board

Roxanne Drake-Burkhart (Age 54) Juneau, AK

Current Occupation: Controller, Inside Passage Electric Cooperative, Inc., Juneau, Alaska

Corporate Positions Currently Held: Since 2018: Director, SAI and SAIL; Trustee, SAFE and SABT

Other Directorships within Past 5 years: Director, Kwaan Electric Transmission Intertie Cooperative, Inc.

Gillian Havrilla (Age 57) Anchorage, AK

Current Occupation: Legal Administrator, Meshke Paddock & Budzinski, PC, Anchorage, Alaska

Corporate Positions Currently Held: Since 2012: Director, SAI and SAIL; Trustee, SAFE and SABT; Since 2018: Treasurer, SAI, SAIL, SAFE and SABT

Other Corporate Positions No Longer Held: Chair and Member, Scholarship Committee, SABT

Other Directorships within Past 5 years: Director, Alaska Association of Legal Administrators

TABLE FOUR - CONTINUING DIRECTORS WHOSE TERMS EXPIRE IN 2022

James Craig (Age 37) Pine Ridge, SD

Current Occupation: Employment Specialist, State of South Dakota Department of Social Services, Pine Ridge, South Dakota

Corporate Positions Currently Held: Since 2017: Director, SAI and SAIL; Trustee, SAFE and SABT

Other Corporate Positions No Longer Held: Clerk I, SAI

Norma Perkins (Age 65) Sitka, AK

Current Occupation: Controller, The Center for Community, Inc., Sitka, Alaska

Corporate Positions Currently Held: Since May 2019: Director, SAI and SAIL; Trustee, SAFE and SABT. Since May 2019: Secretary, SAI, SAIL, SAFE, and SABT

Pamela Steffes (Age 48) Sitka, AK

Current Occupation: Optometrist, Manager, SEARHC Eye Clinic, Sitka, Alaska

Corporate Positions Currently Held: Since 2007: Director, SAI and SAIL; Trustee, SAFE and SABT; Since May 2018: Chairman, SAI, SAIL, SAFE, and SABT

Other Corporate Positions No Longer Held: Vice Chairman, SAI, SAIL, SAFE and SABT. Chair and Member, Scholarship Committee, SABT. Dissolved Entities: Director SAL and SAT; Trustee, LTSAL

Other Directorships within Past 5 years: Sitka Legacy Foundation (formerly The Greater Sitka Legacy Fund)

Advisory Board; Alaska State Board of Examiners in Optometry