

SHEE ATIKÁ

Incorporated

Notice of Meeting and Proxy Statement
47th Annual Meeting
Of
Shee Atiká, Incorporated Shareholders
Dated May 17, 2021

*The 47th Annual Meeting Will Be Held As A Virtual Meeting As Described in this
Proxy Statement*

Mailed Via United States Mail On Approximately May 17, 2021

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
47th ANNUAL MEETING
OF SHEE ATIKÁ, INCORPORATED SHAREHOLDERS
June 19, 2021**

The 47th 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-Seventh Annual Meeting to be held by remote communications means as a "virtual" meeting instead of in-person (the "Virtual 2021 Annual Meeting"), which will be called to order on Saturday, June 19, 2021 at approximately 10:00 a.m. ADT, for the following purposes:

1. To hear a report on Shee Atiká's operations for 2020.
2. To elect three Directors whose terms shall expire at the Annual Meeting in 2024.


The record date for the Virtual 2021 Annual Meeting is April 26, 2021, 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 2021 Annual Meeting or any adjournment thereof. Shareholders with non-voting Class B stock may participate electronically in the Virtual 2021 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 2021 Annual Meeting. Instead, **the ONLY means of voting for purposes of the Virtual 2021 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 2021 Annual Meeting that will become (if unrevoked) a final ballot when the Proxy Deadline passes at 5:00 p.m. ADT on June 17, 2021. Instructions as to how shareholders may attend the Virtual 2021 Meeting by electronic means are set forth on the salmon-colored sheet that accompanies this Notice of Meeting, which are incorporated into this Notice of Meeting by this reference.

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, JUNE 17, 2021. PROXIES RECEIVED AFTER SUCH DATE AND TIME WILL NOT BE VALID WITH REGARD TO THE VIRTUAL 2021 ANNUAL MEETING.

BY RESOLUTION OF THE BOARD OF DIRECTORS.

Dated: May 17, 2021


By: _____
Laurence Garrity, Secretary
Shee Atiká, Incorporated

BOARD OF DIRECTORS' PROXY STATEMENT

This Proxy Statement solicits proxies for the Forty-Seventh 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 2021 Annual Meeting"), which will be called to order on Saturday, June 19, 2021 at approximately 10:00 a.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 2021 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 2024.

I. IN GENERAL

The enclosed blue-colored proxy is solicited by the Board of Directors for voting with regard to the Virtual 2021 Annual Meeting. Your choice as to the Election of Directors may be made on this blue-colored proxy or electronically at www.sheatikavote.com. The persons named as "Proxyholders" on the Proxy are Robert Allen Jr., James Craig, Roxanne Drake Burkhart, Laurence Garrity, Alysha Guthrie, Gillian Havrilla, Norma J. Perkins, Pamela Steffes, and G. Ken Truitt, 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 2021 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 Alaska law, the Board has adopted Special Election Rules (the "2021 Special Election Rules") that will apply to the Virtual 2021 Annual Meeting in lieu of the rules (the "In Person Rules") that would normally apply to an in-person meeting of SAI's shareholders. The only rules that will apply to the Virtual 2021 Annual Meeting are those imposed by Alaska law relative to virtual meetings and the 2021 Special Election Rules that have been adopted for use with regard to the Virtual 2021 Annual Meeting. The 2021 Special Election Rules will automatically expire on the earlier to occur of the following: (a) the conclusion of the Virtual 2021 Annual Meeting, or (b) any decision by SAI's Board of Directors to cancel the Virtual 2021 Annual Meeting and to instead hold an in-person annual meeting for 2021. The 2021 Special Election Rules will only apply to the Virtual 2021 Annual Meeting and will NOT apply to the 2022 Annual Meeting or any other meeting of SAI's shareholders.

A. SHAREHOLDER PARTICIPATION AT THE VIRTUAL 2021 ANNUAL MEETING

There will be no in-person attendance by shareholders during the Virtual 2021 Annual Meeting. Shareholders will ONLY be able to participate in the Virtual 2021 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 2021 Annual Meeting in advance of the meeting (i) by email (info@sheatika.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 sheatika.com. Although not all questions may be answered during the Virtual 2021 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 2021 Annual Meeting. Instructions as to how shareholders will be able to connect to the Virtual 2021 Annual Meeting and to submit questions accompany this Proxy Statement.

With regard to the Virtual 2021 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 named in the Board of Directors' proxy 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 April 26, 2021 (the "Record Date"), may vote with regard to the Virtual 2021 Annual Meeting. On the Record Date, Shee Atiká had outstanding 179,049 shares of Class A Common Stock.

Under the 2021 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 2021 Annual Meeting. Your proxy (whether submitted by paper or online) will constitute a revocable ballot for purposes of the Virtual 2021 Annual Meeting and will become a final directed ballot when the Proxy Deadline passes at 5:00 p.m. ADT on Thursday, June 17, 2021. **IT IS THEREFORE VERY IMPORTANT THAT YOU SUBMIT A PROXY FOR THE VIRTUAL 2021 ANNUAL MEETING, AS YOU CANNOT VOTE OTHERWISE THIS YEAR.**

C. AGENDA

The Agenda for the virtual 2021 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 2020; and (e) Adjournment, with the Presiding Officer to determine the process of the 2021 Annual Meeting, including any time limit for any Question & Answer period.

D. INSPECTOR

The only functions of the Inspector relative to the Virtual 2021 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 2021 Annual Meeting Items, while Items (iv) and (v) will be submitted by the Inspector in written form prior to the Virtual 2021 Annual Meeting and reported as a part of the Virtual 2021 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 2021 Annual Meeting from a virtual meeting to an in-person meeting at any time prior to the Virtual 2021 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 2021 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 2021 Annual Meeting. The Board may also supplement the proxy materials sent with regard to the Virtual 2021 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 2021 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 2021 Annual Meeting, (ii) any in-person meeting into which the Virtual 2021 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 2021 Special Election Rules shall not be affected by any conversion of the virtual 2021 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. ADT on Thursday, June 17, 2021. Proxies received after this date and time will not be valid for use with regard to the Virtual 2021 Annual Meeting. You may file your proxy solicited by the Board of Directors as follows:

- 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 You can 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

Please note that you CANNOT return your proxy by fax, by email or by text and the ONLY way you can submit a proxy electronically is through the www.sheeatikavote.com website.

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

Total 2020 compensation (including all current payments and accruals of bonuses and other deferred compensation) paid to all 21 officers and directors of SAI and its subsidiaries as a group was \$2,358,942.94. The “five most highly compensated persons of the corporation, whether directors or officers” within the meaning of 3 AAC 08.345(b)(2)(A) were Timothy Castro, Karl Potts, Christopher Turnham, Paul Wamsted, and Brian Knott. All were officers of SAI or subsidiaries during 2020. Table One sets forth the compensation of SAI’s Directors for their services in all capacities during 2020, while Table Two sets forth the compensation of Mr. Castro, Mr. Potts, Mr. Turnham, Mr. Wamsted, and Mr. Knott during 2020.

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. 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 2020 included services relating to (i) the annual audit and preparation of year-end financial statements (53.77%); (ii) preparation of tax returns (40.50%); (iii) tax advice and estimated tax payments (0%) and (iv) other professional services (5.73%). Non-audit services therefore comprised (46.23%) of the professional services provided by BDO to SAI in 2020. BDO also rendered both audit and non-audit services to SAFE and SABT during 2020. 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 2021 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 of SAI and the Trustees of SAFE and SABT have each concluded that performance of non-audit services during the 2020 year will likely not impair the independence of BDO with regard to the audit of the 2020 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 \$50,000 will be spent on the solicitation of proxies relative to the Virtual 2021 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. There were no committee meetings in 2020. In 2021, the Board formed three new committees: Finance and Audit Committee, Governance Committee, and Shareholder Relations Committee.

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) 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 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 2020.

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 2020 and none are presently proposed for 2021. SAFE and SAIL paid management fees in 2020 to Shee Atiká totaling \$1,209,830, and similar management fees are anticipated for 2021 (although the amount may be more or less). Audited financial statements for Shee Atiká, SAFE, SAIL and SABT for the year ended December 31, 2020 accompany this proxy statement in SAI's 2020 Annual Report.

The Trustees and officers of SAFE and SABT did not receive any compensation during 2020, 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.

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. In 2020, a subsidiary of SAI, Shee Atiká Holdings Alice Island, LLC, agreed to sell certain real estate on Alice and Charcoal Island to SEARHC for consideration of \$925,000. This real estate transaction was closed in 2021. Dr. Steffes had no role in negotiating or approving this real estate transaction. No other transactions are presently proposed between SEARHC and SAI or SAI's subsidiaries.

Faleene Worrell, served as a director of Shee Atiká from January 1, 2020 through September 12, 2020. Ms. Worrell was an employee of Shee Atiká during this same period. Prior to April 27, 2020 she was employed as a Senior Vice President and effective April 27, 2020 she was employed as a Compliance Specialist. During 2020 her compensation as an employee of Shee Atiká exceeded \$20,000.

All Shee Atiká Directors own voting stock in Sealaska Corporation, as does Ptarmica McConnell, Shee Atiká's Chief Financial 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 2021 Annual Meeting also own stock in Sealaska Corporation. All such ownership of Sealaska stock, whether viewed on an individual or aggregate basis, comprise 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.

Emily Davenport, who is the spouse of SAI's President/CEO Karl S. Potts, serves as General Manager for International Data Systems, LLC ("IDS"). IDS, which is a wholly-owned subsidiary of another Alaska Native corporation, Kijik Corporation ("Kijik"), is a subcontractor to one of SAI's subsidiaries, Shee Atiká Enterprises, LLC ("SAE") as to a contract that SAE has with the National Institutes of Health ("NIH") to obtain data and provide analysis concerning COVID 19 and its impact upon the American Indian/Alaska Native ("AI/AN") communities. Under its subcontract with SAE, IDS is to coordinate such outreach to AI/AN communities. The amounts paid to IDS under such subcontract were approximately \$185,000 in 2020, and are expected to be approximately \$205,000 in 2021.

Jacqueline Walton, the former President of SAE, is the spouse of Robert Walton, who served as a Vice President of SAI during 2020. During 2020, Ms. Walton and Mr. Walton each received compensation from SAI or SAE that exceeded \$20,000. Ms. Walton's employment with SAE terminated in October, 2020. Mr. Walton's employment as a Vice President of SAI terminated in January, 2021 and he is presently an employee of SAE in a non-officer capacity.

Alan A. Perlstein, who served as the President of American Marine and Technical Services, LLC ("AMTS"), one of SAI's subsidiaries, for a portion of 2020, provided consulting services prior to his employment by AMTS. Mr. Perlstein's primary client prior to his AMTS employment was Rhoads Industries, Inc. ("RII"). RII presently owns a 10% equity interest in AMTS, although as of December 31, 2020 RII had agreed to sell its AMTS interest to SAI for an amount exceeding \$20,000. This transaction is awaiting approval by the Small Business Administration ("SBA"). Mr. Perlstein's personal consulting

services to RII ceased effective May 1, 2020 when Mr. Perlstein became employed by AMTS. Mr. Perlstein terminated his employment with AMTS in October, 2020. RII is believed to have paid Mr. Perlstein in excess of \$20,000 during 2020, although not with regard to the period in which Mr. Perlstein was employed by AMTS.

Except as described in this Proxy Statement:

(1) there have been no financial transactions by SAI or its subsidiaries since January 1, 2020 and no presently proposed financial transactions by SAI or its subsidiaries as to which (A) the transactions in the aggregate exceed \$20,000; and (B) the transaction is with a director, nominee, executive officer, or family member of a director, nominee, or executive officer, or is with an entity, other than an affiliate of the corporation, where the director, nominee, or executive officer or a family member is employed by, is an officer or director of, or owns, directly or indirectly, an interest in the entity;

(2) no officer, nominee or director of SAI or its subsidiaries has any interest that is adverse to Shee Atiká's own interests in any pending legal proceeding; and

(3) no officer, nominee or director of SAI or its subsidiaries has any special interest in any matter to be considered during the Virtual 2021 Annual Meeting, except who should be elected as a director. Each candidate for elections as a director has a financial interest to the extent of the fees paid for their service should be elected. 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, June 17, 2021, 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 2021 Annual Meeting shall serve director terms which expire at the Annual Meeting in 2024 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 2021 Annual Meeting, the Board of Directors is not soliciting a power to cast discretionary votes in the election of directors. Instead, 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 2021 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 2021 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 2021 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 2021 Annual Meeting by proxy.

Under the 2021 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 2021 Annual Meeting. Your proxy (whether submitted by paper or online) will constitute a revocable ballot for purposes of the Virtual 2021 Annual Meeting and will become a final directed ballot when the Proxy Deadline passes at 5:00 p.m. ADT on Thursday, June 17, 2021.

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.sheeatikavote.com 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 whose name you have written in does not meet these requirements, 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.



Robert Allen Jr. (57), Sitka, AK

Current Occupation: Owner, Cape Decision Consulting, LLC, Sitka, Alaska

Corporate Positions Currently Held: Since 2018: Director, SAI and SAIL; Trustee, SAFE and SABT; Since September 2020: Chairman, SAI, SABT, SAFE and SAIL.

Candidate Statement: “*Thank you for the honor and trust you showed three years ago in electing me to the Shee Atika Board of Directors. I ran for the board because I was concerned about the sustainability of our corporation, poor communication with shareholders, and ongoing sales of our irreplaceable and priceless lands. As a director, and as Chairman since last September, I feel that I have contributed to progress on*

these issues, working closely with other board members and our new CEO, Karl Potts.

As Chairman, I am implementing a strategic planning process for Shee Atika. The plan that we develop in 2021 will serve as our guide for the next several years to safeguard our lands in Katlian Bay for future generations, grow our lines of business, and increase profits. We will prioritize long term growth of our trust funds, with the goal of generating healthy and sustainable dividends and other shareholder benefits, including but not limited to scholarships and funeral assistance, and increasing support for our language and arts.

I am also developing a committee structure for the board to increase shareholder involvement and oversight of the corporation. We now have a Finance and Audit Committee, a Governance Committee and a Shareholder Relations Committee. A more engaged board will contribute to the success of our strategic plan and our mission to enhance our culture for all generations of shareholders, and to provide benefits to shareholders consistently and on an equitable basis. It will also provide another avenue for shareholder engagement that is consistent with our traditional values.”



Roxanne Drake-Burkhart (55), 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; Since Sept. 2020: Vice-Chairman, SAI, SABT, SAFE and SAIL.

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

Candidate Statement: “*My name is Roxanne Drake-Burkhart and I’m asking for your vote at our next Annual Meeting. I am Tlingit Raven/Dog Salmon and was born and raised in Sitka. My parents are Barbara Borgen (Sam) and the late Paul Drake. My grandparents were Jacob Sam and Andrew/Bessie Kitka (Kanosh). I have lived in Juneau since 1989 with my husband, Ted Burkhart, and together we raised our children Zachary and Stephanie.*

My employment history has mainly been working for Inside Passage Electric Cooperative since 1995. I’ve held many accounting positions, including billing officer, senior accountant and presently controller. I’m responsible for oversight of all accounting functions, as well as all state and federal reporting. I’ve held other accounting positions at Tlingit-Haida Regional Housing Authority, Sealaska, and Klukwan Inc.

I would like to thank the shareholders that elected me to the Shee Atiká board seat in 2018. It has been an honor and privilege to represent our shareholders. One of the reasons I ran for the Shee Atiká board was to improve transparency both at the board and management level and to help provide better communication with shareholders. The last three years presented many challenges that our company has overcome. During the last

year we have all had to learn how to function with COVID-19 and this included canceling Shee Atiká in-person informational and annual meetings. Hopefully, in the near future we can go back to meeting in-person with our shareholders. My heart goes out to our shareholders that were adversely affected by this world-wide pandemic. 2021 brings new hope and a brighter outlook for our corporation.

As a current Shee Atiká Board Member, I would like to utilize my education and work experience for you and request your continued support at our next annual meeting. Gunalchéesh.”



Lowell Frank (58), Puyallup, WA

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

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

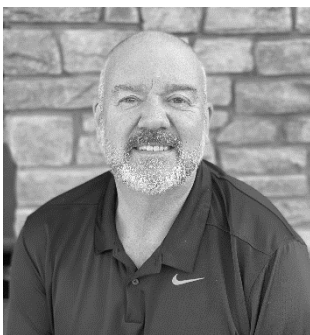
I have previously expressed interest in serving on the Shee Atiká board, and once again, I am expressing interest in serving as a director. I am hopeful that 2021 will offer new opportunities for Shee Atika’s success, and I hope that the shareholders would support me in becoming a director, to be a positive influence to pursue that success.

I hold a bachelor’s degree in Business Administration from The University of Phoenix. I understand the for-profit business cycle and fiduciary responsibilities to my company owners, operations, and employees.

My father, Nelson Frank, was an original director with Shee Atiká, Inc., therefore I have a desire to ensure the future success of the corporation. I recall the dedication and challenges that faced the original directors and want 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 the educational financial assistance from Shee Atiká and feel 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. as a result of their education.

I would appreciate your support in my pursuit of a director position. Haw’aa.”



Steven Karpstein (57), Battle Ground, WA

Current Occupation: Director Training Processes and Solutions, Nike, Inc., Beaverton, Oregon

Other Directorships within Past 5 years: Secretary, Whispering Pines Home Owners Association

Candidate Statement: *“My name is Steve Karpstein, I am running for a Board seat with the full intentions of serving the shareholders, their interests, and our culture.*

The corporation is only as good as the shareholders and their return on investments that are made on their behalf. I believe a tide has turned and the past treatment of the shareholders are no longer going to be allowed, we can prosper, but only with great leadership and involvement by the shareholders! Their voices and interest demand to be heard, and I will promise to make that happen.”

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 deferred benefit accrued for each director is not included in the below Table, but is included in the total Directors and Officers compensation described on page 6. 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 2020 was \$131,805.15. Total accruals of Director deferred compensation with regard to service during 2020 was \$19,200. These amounts were not paid during the current year and are not reflected in the Table below except as noted. Directors are generally not compensated separately for service as Trustees of SABT and SAFE or as Directors of SAIL as meetings of SAFE, SABT and SAIL normally occur coincident with meetings of the Shee Atiká Board. However, when SAFE, SABT 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 15 Director meetings in 2020. The Table below indicates with regard to 2020 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.	Chairman ¹	\$4,500.00	14/15 (93%)
JAMES CRAIG		\$11,048.40	15/15 (100%)
ROXANNE DRAKE-BURKHART	Vice Chairman ²	\$8,631.70	14/15 (93%)
LAURENCE GARRITY	Secretary ³	\$11,456.40	14/15 (93%)
ALYSHA GUTHRIE		\$3,600.00	3/3 (100%)
GILLIAN HAVRILLA		\$12,798.40	15/15 (100%)
NORMA PERKINS	Treasurer ⁴	\$25,848.40 ⁵	15/15 (100%)
PAMELA STEFFES		\$21,873.45	18/18 (100%)
KEN TRUITT		\$3,600.00	3/3 (100%)
FALEENE WORRELL		\$28,448.40 ⁶	12/12 (100%)
TOTAL DIRECTORS' COMPENSATION		\$131,805.15	

¹ Pamela Steffes was Chairman through September 12, 2020, Robert Allen was Chairman beginning September 12, 2020.

² Faleene Worrell was Vice Chair through September 12, 2020, Roxanne Drake-Burkhart was Vice-Chair beginning September 12, 2020.

³ Norma Perkins was Secretary through September 12, 2020, Laurence Garrity was Secretary beginning September 12, 2020.

⁴ Gillian Havrilla was Treasurer through September 12, 2020, Norma Perkins was Treasurer beginning September 12, 2020.

⁵ Ms. Perkins originally waived her Board fees for 2019 and 2020, but in 2021 requested and received payment of these Board fees on a retroactive basis. In addition, Ms. Perkins was allowed to participate in the director deferred compensation program retroactive to May, 2019, with the resulting accruals at \$200/month included in the page 6 compensation totals.

⁶ This amount includes director fees as well as director’s deferred compensation paid in 2020 but does not include compensation paid Ms. Worrell as a Senior Vice President of SAI.

TABLE TWO - REMUNERATION OF OFFICERS

The five highest paid Officers of SAI, its affiliates¹ and its subsidiaries² who served at any time during 2020 were paid compensation as set forth 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 2020, SAI provided such 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	Accrued Unpaid Bonus ⁵	401(k) Match	Total Compensation
Timothy Castro ³	President	ANR	\$261,208	\$36,000	\$4,844	\$302,052
Karl Potts	President/CEO	SAI	\$265,650	\$30,000		\$295,650
Christopher Turnham ⁴	President	ANR	\$207,700	\$25,200	\$4,625	\$237,525
Paul Wamsted	Chief Information Officer	ANR	\$206,450	\$25,200	\$4,563	\$236,213
Brian Knott	VP of Business Development	ANR	\$195,625	\$13,830	\$3,750	\$213,205
TOTAL OFFICER COMPENSATION			\$1,136,633	\$130,230	\$17,782	\$1,284,645

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”) (which is owned by SAFE). 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 SAI *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. The officers of SAHCS are appointed by the Trustees of SAFE. At the present time, no affiliate of SAI has any employees.

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”), Balanced Accounting Solutions, LLC (“BAS”), INDHA Health Solutions, LLC (“INDHA”), and Shee Atiká Government Services, LLC (“SGS”). 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 Timothy Castro served as President of ANR and is now the President of SGS.

⁴ Christopher Turnham serves as Chief Operating Officer of ANR0 and is now its President.

⁵ Accrued unpaid bonuses were earned for service during 2020, but not paid until 2021.

TABLE THREE - CONTINUING DIRECTORS WHOSE TERMS EXPIRE IN 2022

James Craig (Age 38) Portland, OR

Current Occupation: Tribal Liaison, Healthshare of Oregon, Portland, Oregon

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 68) Sitka, AK

Current Occupation: Retired, Sitka, Alaska

Corporate Positions Currently Held: Since May 2019: Director, SAI and SAIL; Trustee, SAFE and SABT. May 2019-September 2020: Secretary, SAI, SAIL, SAFE, and SABT. Since September 2020: Treasurer, SAI, SAIL, SAFE and SABT.

Pamela Steffes (Age 49) 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; May 2018-September 2020: 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

TABLE FOUR - CONTINUING DIRECTORS WHOSE TERMS EXPIRE IN 2023

Laurence Garrity (56), Sitka, AK

Current Occupation: Retired, Sitka, Alaska

Corporate Positions Currently Held: Since 2017: Director SAI and SAIL; Trustee, SAFE and SABT. Since September 2020: Secretary SAI, SAIL, SAFE and SABT.

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).

G. Ken Truitt (56), Juneau, AK

Current Occupation: Attorney, Legislative Aide, Senate Finance Committee, State of Alaska, Alaska Legislature, Juneau, Alaska

Corporate Positions Currently Held: Since September 2020: Director SAI and SAIL; Trustee, SAFE and SABT.

Alysha Guthrie (35), Douglas, AK

Current Occupation: Budget Analyst, Office of Management and Budget (OMB), State of Alaska, Juneau, Alaska

Corporate Positions Currently Held: Since September 2020: Director SAI and SAIL; Trustee, SAFE and SABT.

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)