



Shee Atiká

Notice of Meeting and Proxy Statement
49th Annual Meeting
Of
Shee Atiká, Incorporated Shareholders
Dated April 17, 2023

*The 49th Annual Meeting Will Be Held As Described in this
Proxy Statement*

Mailed Via United States Mail On Approximately April 17, 2023

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
49th ANNUAL MEETING
OF SHEE ATIKÁ, INCORPORATED SHAREHOLDERS
May 20, 2023**

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-Ninth Annual Meeting which will be held at the Sitka Performing Arts Center in Sitka, Alaska on Saturday, May 20, 2023, beginning at approximately 10:00 a.m. ADT, for the following purposes:

1. To hear a report on Shee Atiká's operations for 2022.
2. To elect three Directors whose terms shall expire at the Annual Meeting in 2026.
3. To transact such other business as may be properly brought before the Meeting or any adjournment thereof.

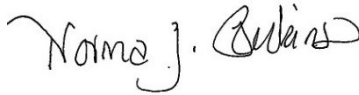
The record date for the Meeting is March 31, 2023, and only shareholders holding Class A voting stock as of 5:00 p.m. ADT on such date are eligible to vote at the Meeting or any adjournment thereof. Shareholders with non-voting Class B stock may attend the Meeting, but will not be able to vote.

Class A Shareholders attending the Meeting will be able to receive ballots following registration. Registration will begin at 9:30 a.m. on Saturday, May 20, 2023.

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 AT THE MEETING. ALL PROXIES MUST BE RECEIVED BY THE INSPECTOR OF VOTING BY 5:00 P.M. ADT, ON THURSDAY, MAY 18, 2023. PROXIES RECEIVED AFTER SUCH DATE AND TIME WILL NOT BE VOTED AT THE MEETING.

BY RESOLUTION OF THE BOARD OF DIRECTORS.

Dated: April 17, 2023


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

BOARD OF DIRECTORS' PROXY STATEMENT

This Proxy Statement solicits proxies for the Forty-Ninth Annual Meeting of Shareholders of Shee Atiká, Incorporated ("Shee Atiká" or "SAI"), which will be held at the Sitka Performing Arts Center in Sitka, Alaska, on Saturday, May 20, 2023 beginning 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 Meeting, corporate officers and directors, and certain financial matters.

II. ELECTION OF DIRECTORS. This section begins at page 7, describes the election and candidates, and requests your proxy to vote in the election of three directors to serve terms expiring in 2026.

I. IN GENERAL

The enclosed blue-colored paper proxy is solicited by the Board of Directors for voting at the 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 Board's Proxy are Robert Allen Jr., James Craig, Roxanne Drake-Burkhart, Lowell Frank, Steven Karpstein, and Norma J. Perkins, or any of them acting in the absence of the others, with full power of substitution. By completing and submitting your proxy (electronically or by paper), you revoke all prior proxies.

With regard to the 2023 Annual Meeting, the Board (i) is NOT endorsing any candidate for election, and (ii) is NOT soliciting a power to cast discretionary votes with regard to the election of directors.

A. PURPOSE OF PROXY STATEMENT

The purpose of this Proxy Statement is to explain how your shares will be voted at the Meeting, or at any adjournments thereof, if you grant your proxy to the Proxyholders named above. The Board requests that you submit your proxy electronically at www.sheeatikavote.com or by signing and returning the blue paper proxy even if you plan on attending the Meeting. If you attend the Meeting, you will have the option to revoke your Proxy and to receive a ballot for voting at the Meeting.

B. 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 5:00 p.m. ADT on Thursday, May 18, 2023. Proxies received after this date and time will not be valid at the Meeting. You may file your blue paper 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 you can mail your blue paper proxy to Sramek Hightower at PO Box 240569, Anchorage, AK 99524 using the postage prepaid return envelope enclosed in your proxy packet
- Or you can hand deliver your blue paper proxy to Shee Atiká's corporate office at 315 Lincoln Street, Suite 300, Sitka, AK 99835

- Or you can hand deliver your paper proxy to Sramek Hightower at 2525 C Street, Suite 100, Anchorage, AK 99503

Please note that you CANNOT file your blue paper 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.

C. 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 submit the blue paper proxy as described above or to submit an electronic proxy at www.sheeatikavote.com using the information from the label on the blue paper proxy.

D. REGISTRATION AT THE MEETING

Registration begins at 9:30 a.m. on May 20, 2023 at the Sitka Performing Arts Center in Sitka, Alaska. You have the option of requesting a ballot for voting at the Meeting when you register. You are not required to request a ballot. If you do request a ballot, this will revoke any proxies you have given previously. The Meeting is scheduled to start at 10:00 a.m. and registration will continue until approximately 10:15 a.m., although the exact time will be announced at the Meeting.

E. VOTING SHARES

Only the record holders of the Settlement Stock of Shee Atiká having voting rights ("Class A Common Stock") of Shee Atiká at 5:00 p.m. ADT on March 31, 2023 (the "Record Date"), may vote at the Meeting. On the Record Date, Shee Atiká had outstanding 178,549 shares of Class A Common Stock.

F. COMPENSATION OF DIRECTORS AND OFFICERS

Total 2022 compensation (including all current payments and accruals of bonuses and other deferred compensation) paid to all 23 officers and directors of SAI and its subsidiaries as a group was \$3,606,248. 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 Pfarmica Garnick. All were officers of SAI or subsidiaries during 2022. Table One sets forth the compensation of SAI's Directors for their services in all capacities during 2022, while Table Two sets forth the compensation of Mr. Castro, Mr. Potts, Mr. Turnham, Mr. Wamsted, and Ms. Garnick during 2022.

G. MEETING ATTENDANCE OF DIRECTORS

Table One on page 14 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.

H. 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 2022 included services relating to (i) the annual audit and preparation of year-end financial statements (85.4%); (ii) preparation of tax returns (6.44%); (iii) tax advice and estimated tax payments (8.16%) and (iv) other professional services (0%). Non-audit services therefore comprised (14.6%) of the professional services provided by BDO to SAI in 2022. BDO also rendered both audit and non-audit services to SAFE and SABT during 2022. 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 anticipated that BDO will have a representative at the 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 2022 year does not impair the independence of BDO with regard to BDO's audit of the 2022 financial statements.

I. 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, internet and newspaper advertisements. As of the date this proxy statement was prepared, the Board anticipates that it will not expend any amounts on proxy solicitation in excess of those that it would otherwise expend in the absence of a contest. 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.

J. COMMITTEES OF THE BOARD

While the Board from time to time appoints certain committees with ad hoc responsibilities, no committee has been delegated authority to take binding action and only the Board, acting as a whole, performs audit, nomination, and executive compensation functions. In 2022, the Board utilized three committees to provide the Board with information and analysis concerning various topics on a non-binding basis. These committees were the Finance and Audit Committee, Partnership Committee, and

K. 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 Chair, Secretary (and Assistant Secretary, as needed) and Treasurer are designated annually by the Board from among its members. 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 2022.

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 2022 and none are presently proposed for 2023. SAFE and SAIL paid management fees in 2022 to Shee Atiká totaling \$317,592, and similar management fees are anticipated for 2023 (although the amount may be more or less). Audited financial statements for Shee Atiká, SAFE, SAIL and SABT for the year ended December 31, 2022 accompany this proxy statement in SAI's 2022 Annual Report.

The Trustees and officers of SAFE and SABT did not receive any separate compensation during 2022, 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.

All Shee Atiká Directors own voting stock in Sealaska Corporation, as does Ptarmica Garnick, Shee Atiká's Chief Financial Officer. All candidates for election to the Board with regard to the Meeting also own stock in Sealaska Corporation. 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. Garnick's mother is a director of Sealaska Corporation. As of the date of this Proxy Statement, SAI has no present or presently proposed business transactions with Sealaska Corporation. However, Sealaska owns the subsurface estate of certain surface estate property owned by SAI and SAI and Sealaska have entered an agreement under which SAI could produce rock and similar materials from Sealaska's subsurface estate in the future. If this occurs, SAI is obligated to pay Sealaska a royalty for the materials produced.

Robin Sherman, who is the spouse of Chairman Robert Allen Jr., was a consultant for Sitka Tribe of Alaska (“STA”) in 2021 and became an STA employee in 2022. Additionally, Pamela Steffes (who served as a Director through May 2022) became employed by STA as a Tribal Court Judge in November 2021. One of SAI’s subsidiaries, Shee Atiká Holdings Alice Island, LLC (“SAHAI”) rents space in the Sealing Cove Business Center to STA. During 2022, STA paid aggregate rentals to SAHAI of \$32,476 and it is anticipated that STA will pay aggregate rentals to SAHAI in 2023 of \$33,286.

Except as described in this Proxy Statement:

(1) there have been no financial transactions by SAI or its subsidiaries since January 1, 2022 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 Meeting, except who should be elected as a director. Each candidate for election as a director has a financial interest to the extent of the fees paid for their service should such person be elected. All Directors receive the same rate of compensation for such services, except as discussed in Table One.

L. REVOCATION OF PROXY

If you sign and return the blue 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, or (iv) if you thereafter register at the Meeting and receive a ballot for voting. After registration closes at the Meeting, you are not able to revoke your proxy.

M. OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE MEETING

In addition to the election of Directors, other matters requiring a vote might properly come before the Meeting. Your proxy gives the Proxyholders the authority to vote your shares in accordance with their discretion on such other matters, if any, to the extent that applicable law would permit the Proxyholders to exercise such authority. As of the date of this Proxy Statement, the proxyholders are unaware of any such matters that may come before the Meeting, other than routine procedural matters.

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 will serve director terms which will expire at the Annual Meeting in 2026 or when successors are elected and qualified. Each Class A Common Stockholder has three (3) votes for each share of SAI Class A voting stock owned, and each Class A

Common Stockholder has the right to “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. 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.

The following example illustrates cumulative voting. 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 either at the Meeting or by proxy.

The Board of Directors is not soliciting a power to cast discretionary votes in the election of directors. Instead, both the electronic and blue 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 and no such candidates will be able to withdraw. Even if a candidate is unable to serve as of the date of the Meeting or otherwise withdraws, the votes directed to that candidate will still be voted for that candidate and will not be redirected to another candidate.

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 K of Part I, “Certain Matters,” beginning on page 6.

B. WRITE-IN SPACES

You may use the spaces labelled “Write-In” on the blue paper proxy or on 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 an SAI 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.



Laurence Garrity (59) Sitka, AK

Current Occupation: Journeyman Electrician, Retired, Sitka, AK

Corporate Positions Currently Held: Since 2017: Director, SAI and SAIL; Trustee, SAFE and SABT; Since 2021: Assistant Secretary, SAI, SAFE, SABT and SAIL

Other Corporate Positions No Longer Held: Secretary, SAI, SAFE, SABT and SAIL

Candidate Statement: “Kichnaalx yóo xat duwasáakw, Deisheetaan áyá xat, Tukka Hit dax xat sitee, Kiks.ádi dachxán áyá xat. My name is Laurence “Larry” Garrity, raised in Sitka, grandson of the late John and Mabel Didrickson, son of the late Joni Lewis, and proud father of many daughters.

As one of the original Gájaa Héen Dancers blessed to learn from elders who shared, I felt the call to give back by instructing dance with the Sheet’ká Kwáan Dancers, teaching the way Charlie Joseph, Sr. taught, to preserve our traditional ways.

At Shee Atika, the addition of more government contracts helped us move toward financial stability and profitability. Elected in 2017 as the first in a slew of independent candidates since, Directors have worked to make ours a respectable Board with trustworthy business practices – a corporation that other businesses want to work with. The change of our investment company to Mesirov Financial has also proved a positive change for our company, providing long-term stability. Our challenge now is to sustain the long-term goal of financial stability, not only for the sake of distributions in the now, but also for our grandchildren and great grandchildren. We still have big decisions to make when it comes to our remaining land in Katlian Bay, where the state road being built will allow easier access.

As the current longest-serving board member, with the collaboration and hard work of the existing board, I am proud of the steps we have taken. Though not “there” yet, with a board more firmly rooted in our traditional value of respect, even amid conflict, we are heading in the right direction. I am asking for your vote and would be humbled to be able to continue the work toward positive changes in our corporation for our shareholders, and generations to come. Gunalchéesh.”

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 (37) Juneau, AK

Current Occupation: Executive Director, Commercial Fisheries Entry Commission, State of Alaska, Juneau, Alaska

Corporate Positions Currently Held: Since September 2020: Director SAI and SAIL; Trustee, SAFE and SABT; Since June 2021: Treasurer, SAI, SAFE, SABT, and SAIL

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: *"I grew up in Sitka with my parents Rick and Kathy Paden. I hold an undergraduate degree in marketing and a Master of Business Administration in Finance and International Business. I live in Juneau with my daughter, Amara.*

I ran for the board my first term knowing that Shee Atika was in a great position to make positive changes. I wanted to contribute to expanding business operations, provide additional opportunities for shareholders, and increase transparency and shareholder engagement.

I want to thank you. I'm grateful to have been elected to be that voice in the board room.

I have had the honor and privilege to serve as the Treasurer and Chair the Finance and Audit Committee over the last two years. Our Committee works closely with our executive leadership to provide a deeper financial review as our government contracting has seen significant growth.

Our current board is fully engaged and has worked tirelessly to set a strategic direction for sustainable growth that ensures a strong company for our future generations:

- *We have built a strong management and board partnership*
- *We are committed to operate in our values to fulfill our fiduciary responsibility*

We have an incredible leadership team and we're on the right path, heading in the right direction. 2022 brought challenges, some anticipated with our growth, and some unanticipated with key leadership changes. Through it all, I am proud of the work we have accomplished as a team that is committed to excellence, accountability, and respect.

I would love the opportunity to continue the work that we have started. We have laid the foundation for sustainable operations success with a redefined long-term vision that is guided by our values. I ask for your vote to reappoint me to serve as your board director for Shee Atika.

Gunalcheesh, thank you for your trust and support."



Alyssa London (33) Santa Monica, CA

Current Occupation: Alyssa London, LLC and Culture Story, LLC, self-employed, Santa Monica, CA

Candidate Statement: *"I am a Tlingit tribal member, and shareholder of Shee Atika and Sealaska. I am the granddaughter of Ernest H. Boyd (Tlingit), and the daughter of J. Tate London (Tlingit) and Debi London. I am a member of the Eagle-Killerwhale Clan and the Killerwhale Chasing Seal House of Angoon, Alaska.*

My Tlingit name is Yax Adi Yeidi, meaning Valuable Child, the name of Alaska Native Sisterhood (ANS) activist Amy Hallingstad. My name was given to me by Clarence Jackson. My great-grandmother Lucille Boyd of Angoon, Sitka and Ketchikan was also a member of ANS.

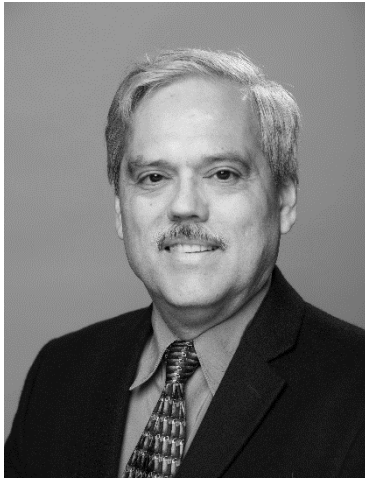
I graduated with honors from Stanford University in 2012. I became the first Tlingit Miss Alaska USA and finalist at Miss USA in 2017. I am also the first Native Contributor for NBC and MSNBC. I am also the host of "The Culture Is: Indigenous Women" special airing June 2023 on MSNBC and streaming on Peacock.

Prior to becoming Miss Alaska USA, I worked as a Worldwide Partner Marketing Manager for Microsoft Corporation, and was part of their Microsoft Accelerated College Hire training program (MACH). That program laid the foundation for my background in marketing and business.

I am an executive communications coach for the CEO of the Dine Development Corporation. I craft and shape the delivery of various external and internal communications. I am an author of a children's book, Journey of the Freckled Indian: A Tlingit Culture Story.

The United Talent Agency represents me as a professional speaker, host and author.

I seek to be of service to Shee Atika as a board member. I offer my experiences and perspectives as an individual with a unique personal and professional career path. Thank you/ Gunalcheesh for your consideration."



Norman Nault (64) Grapeview, WA

Current Occupation: Managing Director (CEO), Pacifica Tinaax LLC, Business and Real Estate Consultants, Allyn, WA

Corporate Positions Previously Held: Controller/Property Manager, SAI; Scholarship Committee, SABT

Other Directorships within Past 5 years: Supervisory Committee Member, Kitsap Credit Union, Bremerton, WA; Vice President, Secretary, National Tribal Development Financial Services, a Nonprofit Corporation, Grapeview, WA

Candidate Statement: *"My name is Norman Nault. I am Tlingit/Eagle, of the Kaagwaantaan, Kook Hit (Box House) My Tlingit name is Kochéin. I am a UW graduate where I attained a B.S. Degree in Fisheries and then a master's degree in Business Administration in Finance.*

Presently I am Managing Director (CEO) of Pacifica Tinaax LLC, Business and Real Estate Consultants. My firm provides services in real estate development, business strategy and securing financing. I also serve on the Kitsap Credit Union (KCU) Supervisory Committee (like a Board of Directors Sub-Committee). A member owned cooperative, KCU provides a full suite of personal and business financial services. KCU serves over 116,000 members located in WA State and has over \$1.8 Billion in assets.

Previously as Executive Director of the largest Indian Housing Authority in the NW, I managed 683 dwelling units, 80+ employees and an asset base of \$67 Million. Moreover, as the Shee Atiká Controller/Property Manager, I managed all phases of the redevelopment of the four-story Totem Square Building into office/retail space.

Since graduation, I've been dedicated to improving the economic well-being of Native Americans and Alaskan Natives. Over my career I have held increasingly responsible positions in the areas of commercial real estate lending, commercial real estate development, property management, management consulting and affordable housing. Several of these positions have been executive level positions. As a business professional I have managed or consulted to businesses from startups to mature businesses from a range of industries.

As time passes, our shareholder family grows, and our corporation faces greater competitive pressures. I am qualified and committed to contributing to the evolution and growth of Shee Atiká so that we can: protect our land, preserve our cultures, and foster the social and economic wellbeing of our families. I respectfully ask for your vote. Gunalchéesh."



G. Ken Truitt (Age 58) Juneau, AK

Current Occupation: Attorney; special assistant to the commissioner/legislative liaison; State of Alaska; Department of Administration; Juneau, AK.

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

Candidate Statement: “ My name is Ken Truitt. My full name is George Kenneth Truitt. My Tlingit names are Kadashan and Tuk´ Sāēk. These are James and Howard family names that I am proud to have been given. My parents are the late 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 continue to allow me this great honor.

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 continue to work hard so that Shee Atiká can return to profitability and become a company that creates opportunity for shareholders beyond dividend checks.

I continue to be 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.”

END OF PROXY STATEMENT TEXT – TABLES FOLLOW

TABLE ONE – REMUNERATION OF DIRECTORS AND CORPORATE BOARD MEETING
ATTENDANCE

Each Director received a base fee of \$650 per month plus a fee of \$400 per day for each Board meeting or other official corporate business actually attended that lasts four hours or more. Beginning April 1, 2022, the base fee was increased to \$850 per month. 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. 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 2022 was \$261,765. Total accruals of Director deferred compensation with regard to service during 2021 was \$21,000. Prior to March 31, 2022, each director accrued a deferred compensation benefit, payable when the director's service terminated, of \$200/month. Effective March 31, 2022, the deferred compensation benefit was eliminated with the accrued balances for each director being paid out in 2022. 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 13 Director meetings in 2022. There were also various Committee Meetings including the Finance & Audit Committee, Partnership Committee, and Shareholder Relations Committee. The Table below indicates with regard to 2022 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. The total number of meetings per director varies depending on which committee(s) they were appointed to and how many meetings each committee held.

Director	Current Office	Compensation	Meeting Attendance
ROBERT ALLEN JR.	Chairman	\$34,097*	14/15 (93.3%)
JAMES CRAIG		\$28,004*	18/20 (90%)
ROXANNE DRAKE-BURKHART	Vice Chair	\$24,154*	12/18 (66.7%)
LOWELL FRANK		\$17,951*	19/21 (90.5%)
LAURENCE GARRITY	Assistant Secretary	\$29,988*	21/21 (100%)
ALYSHA GUTHRIE	Treasurer	\$24,979*	20/21 (95.2%)
STEVEN KARPSTEIN		\$11,750	15/15 (100%)
NORMA J. PERKINS	Secretary	\$26,804*	22/23 (95.7%)
PAMELA STEFFES	None**	\$44,688*	7/7 (100%)
KEN TRUITT		\$19,379*	23/24 (95.8%)

TOTAL DIRECTORS' COMPENSATION

\$261,765

* Includes director deferred compensation.

** Ms. Steffes left the Board in May 2022.

TABLE TWO – REMUNERATION OF OFFICERS

The five highest paid Officers of SAI, its affiliates¹ and its subsidiaries² who served at any time during 2022 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 2022, 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 ³	401(k) Match	Total Compensation
TIMOTHY CASTRO	President/CEO	SAI/SGS	\$346,458	\$75,000	\$10,435	\$431,893
KARL POTTS	Former President/CEO	SAI	\$379,467	-	\$8,573	\$388,040
CHRISTOPHER TURNHAM	President	ANR	\$289,375	\$67,500	\$9,688	\$366,563
PAUL WAMSTED	Chief Information Officer	ANR	\$261,563	\$60,750	\$10,041	\$332,354
PTARMICA GARNICK	CFO	SAI	\$263,655	\$30,000	\$9,433	\$303,088
TOTAL LISTED OFFICER COMPENSATION			\$1,540,518	\$233,250	\$48,170	\$1,821,938

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, but SAI’s subsidiaries do.

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”), dissolved in 2022, Shee Atiká Government Services, LLC (“SGS”), and Lakota Solutions, LLC (“LAK”). Shee Atiká Languages, LLC (“SAL”) is a dissolved Alaska entity in which SAI and an unrelated person were the sole members.

³ Accrued unpaid bonuses were earned for service during 2022, but not paid until 2023. Table Two does not reflect amounts reported in prior year proxy materials even though actually paid in 2022.

⁴ Timothy Castro is employed by SGS and in that capacity he serves as President/CEO of SAI, SAFE, SABT and SAIL.

TABLE THREE - CONTINUING DIRECTORS WHOSE TERMS EXPIRE IN 2024

Robert Allen Jr. (59), Sitka, AK

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

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

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

Roxanne Drake-Burkhart (57), Juneau, AK

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

Corporate Positions Currently Held: Since 2018: Director, SAI and SAIL; Trustee, SAFE and SABT; Since Sept. 2020: Vice-Chair, SAI, SAFE, SABT and SAIL

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

Lowell Frank (60), Puyallup, WA

Current Occupation: Salesperson, Pac Rim Building Supply, Renton, WA

Corporate Positions Currently Held: Since 2021: Director, SAI and SAIL; Trustee, SAFE and SABT

Other Directorships within Past 5 years: None

TABLE FOUR - CONTINUING DIRECTORS WHOSE TERMS EXPIRE IN 2025

James Craig (40), Chadron, NE

Current Occupation: Not currently employed

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

Corporate Positions Previously Held: Clerk I, SAI, Sitka, AK

Other Directorships within Past 5 years: None

Steven Karpstein (59), Battle Ground, WA

Current Occupation: Director Trading Processes and Solutions, Nike, Inc., Beaverton, OR

Corporate Positions Currently Held: Since 2022: Director, SAI and SAIL; Trustee, SAFE and SABT

Other Directorships within Past 5 years: Secretary/Treasurer, Whispering Pines HOA

Norma Perkins (68), Wasilla, AK

Current Occupation: Retired, Wasilla, AK

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

May 2019-September 2020 and June 2021-present: Secretary, SAI, SAFE, SABT and SAIL

Corporate Positions Previously Held: Treasurer, SAI, SAFE, SABT and SAIL

Other Directorships within Past 5 years: None