



Shee Atiká

Notice of Meeting and Proxy Statement
50th Annual Meeting
Of
Shee Atiká, Incorporated Shareholders
Dated April 29, 2024

*The 50th Annual Meeting Will Be Held As Described in this
Proxy Statement*

Mailed Via United States Mail On Approximately April 29, 2024

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
50th ANNUAL MEETING
OF SHEE ATIKÁ, INCORPORATED SHAREHOLDERS
June 15, 2024**

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 Fiftieth Annual Meeting which will be held at Harrigan Centennial Hall in Sitka, Alaska on Saturday, June 15, 2024, beginning at approximately 9:00 a.m. ADT, for the following purposes:

1. To hear a report on Shee Atiká's operations for 2023.
2. To elect three Directors whose terms shall expire at the Annual Meeting in 2027.
3. To hold a shareholder vote on reducing the quorum requirement for shareholder meetings.
4. To transact such other business as may be properly brought before the Meeting or any adjournment thereof.

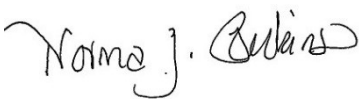
The record date for the Meeting is April 5, 2024, and only shareholders holding Class A voting stock as of 5:00 p.m. ADT on such date are eligible to vote at the Meeting or any adjournment thereof. Shareholders with non-voting Class B stock may attend the Meeting, but will not be able to vote.

Class A Shareholders attending the Meeting in person will have the option to request and receive ballots following registration. Registration will begin at 8:30 a.m. on Saturday, June 15, 2024.

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, JUNE 13, 2024. PROXIES RECEIVED AFTER SUCH DATE AND TIME WILL NOT BE VOTED AT THE MEETING.

BY RESOLUTION OF THE BOARD OF DIRECTORS.

Dated: April 29, 2024


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

BOARD OF DIRECTORS' PROXY STATEMENT

This Proxy Statement solicits proxies for the Fiftieth Annual Meeting of Shareholders of Shee Atiká, Incorporated ("Shee Atiká" or "SAI"), which will be held at Harrigan Centennial Hall in Sitka, Alaska, on Saturday, June 15, 2024 beginning at approximately 9:00 a.m. ADT. Shee Atiká's address is 315 Lincoln Street, Suite 300, Sitka, Alaska, 99835. There are three 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 2027.
- III. SHAREHOLDER VOTE ON REDUCING THE QUORUM FOR SHAREHOLDER MEETINGS.

This section begins at page 11, describes a proposed change to Shee Atiká's Articles of Incorporation to reduce the quorum requirement for Shee Atiká shareholder meetings to one-third of the issued and outstanding voting shares and requests your proxy to vote YES on this change to the Articles.

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" as to the Board's Proxy are Robert Allen Jr., James Craig, Larry Garrity, Alysha Guthrie, Steven Karpstein, Norma J. Perkins, and Ken Truitt, 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 2024 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 adjournment 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, June 13, 2024. Proxies received after this date and time will not be valid at the Meeting. You may submit your proxy for the 2024 Annual Meeting 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 in your proxy packet.
- 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 blue 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 blue 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 8:30 a.m. on June 15, 2024 at Harrigan Centennial Hall 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 9:00 a.m. and registration will continue until approximately 9:15 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 April 5, 2024, ("Record Date"), may vote at the Meeting. On the Record Date, Shee Atiká had outstanding 178,248 shares of Class A Common Stock.

F. COMPENSATION OF DIRECTORS AND OFFICERS

Total 2023 compensation (including all current payments and accruals of bonuses and other deferred compensation) paid to all 26 officers and directors of SAI and its subsidiaries as a group was \$5,016,061. 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, Christopher Turnham, Paul Wamsted, Jan Johnson and Bob Oshel. All were officers of SAI or subsidiaries during 2023. Table One sets forth the compensation of SAI's Directors for their services in all capacities during 2023, while Table Two sets forth the compensation of Mr. Castro, Mr. Turnham, Mr. Wamsted, Ms. Johnson, and Mr. Oshel during 2023.

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, Anchorage, Alaska. 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 2023 included services relating to (i) the annual audit and preparation of year-end financial statements (52.63%); (ii) preparation of tax returns (30.22%); (iii) tax advice and estimated tax payments (15.74%) and (iv) other professional services (1.41%). Non-audit services therefore comprised 47.37% of the professional services provided by BDO to SAI in 2023. BDO also rendered both audit and non-audit services to SAFE and SABT during 2023. 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 not have a representative at the Meeting. Shareholders may choose to submit questions for BDO in writing in advance to Shee Atiká using info@sheeatika.com concerning the financial statements or other financial matters. 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 2023 year does not impair the independence of BDO with regard to BDO's audit of the 2023 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 on behalf of the Board and only the Board, acting as a whole, performs audit, nomination, and executive compensation functions. In 2023, the Board utilized five 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, Officers' Committee, Partnership Committee, Shareholder Relations Committee, and the 50th Anniversary Celebration Committee.

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. Under SAI's Bylaws, the offices of President and CEO are combined into one office of "President/CEO." SAI's President/CEO is not a director of SAI and has no role within the leadership structure of the SAI Board of Directors.

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 2023.

All holders of Shee Atiká's common stock are automatically beneficiaries of SAFE and SABT based upon 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. Shee Atiká made a contribution to SABT in the amount of \$15,000 in 2023. Shee Atiká did not make any contributions to SAFE in 2023 and none are presently proposed for 2024. SAFE and SAIL paid management fees in 2023 to Shee Atiká totaling \$441,725, and similar management fees are anticipated for 2024 (although the amount may be more or less). Audited financial statements for Shee Atiká, SAFE, SAIL and SABT for the year ended December 31, 2023 accompany this proxy statement in SAI's 2023 Annual Report.

The Trustees and officers of SAFE and SABT did not receive any separate compensation during 2023, 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 Administrative 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 Director Robert Allen Jr., was a consultant for Sitka Tribe of Alaska ("STA") in 2021 and became an STA employee in 2022. One of SAI's subsidiaries, Shee Atiká Holdings Alice Island, LLC ("SAHAI") rents space in the Sealing Cove Business Center to STA. During 2023, STA paid aggregate rentals to SAHAI of \$33,281 and it is anticipated that STA will pay aggregate rentals to SAHAI in 2024 of \$34,113.

Except as described in this Proxy Statement:

- 1) there have been no financial transactions by SAI or its subsidiaries since January 1, 2023 and there are 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 whom 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 and the vote upon reducing the quorum requirement, 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 2027. Each Class A Stockholder has three (3) votes for each share of SAI Class A voting stock owned, and each Class A 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 shares of Class A 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 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. 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 5.

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 Shee Atiká shareholder aged 18 or older, 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. Note: Incumbent Director Robert Allen, Jr., whose term will expire at the 2024 Annual Meeting, is not running for re-election as an SAI Director.



Roxanne Drake-Burkhart (58) Juneau, AK

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

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

Other Directorships within the 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 1986 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. There are only four ways to communicate with our shareholders; quarterly newsletter, new shareholder portal and in person informational and annual meetings. Please reach out to the office if you need help receiving a newsletter or getting set-up for the portal.

I believe that our young shareholders pursuing a higher education should bring their knowledge back into the boardroom and run for an open seat. This is our corporation and we have very talented shareholders that could lead us into the future. 2024 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 (61) Puyallup, WA

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

SAI Corporate Positions Held: Since 2021: Director and Finance & Audit Committee Member, SAI and SAIL; Trustee, SAFE and SABT

Other Directorships within Past 5 Years: None

Candidate Statement: *“ I am Lowell Frank, and I have had the honor of serving on the Shee Atiká Incorporated board of directors since May of 2021. Although there has been a great deal of progress made in the last three years I feel there is still much to do to ensure continued success and sustainability of the corporation. Shee Atiká’s business enterprises have begun to bear fruit, through the efforts and experience of the business team that management has put together. It is critical that we have a board that is knowledgeable and supportive in the for-profit business world in order that we can continue the growth in a sustainable manner.*

My background is in the building material industry. I have managed lumber yards in Sitka, Salinas California and Rock Springs Wyoming. I hold a Bachelor’s Degree in Business Administration from University of Phoenix, which I earned while working full time to become a manager of the lumber yard. I currently live in Puyallup, Washington and work for a building supply company, selling building materials to Alaska.

I have a personal connection to the corporation that goes deeper than simply being a shareholder, since my father, Nelson Frank was an original director and I personally witnessed early struggles to get the corporation off the ground, as well as the struggles to keep things going after incorporation.

I have been a recipient of educational financial assistance from Shee Atiká and am very grateful that past boards had the foresight to implement this program as well as other programs to benefit shareholders. In order for us to maximize the benefits we are able to provide our shareholders our business side must be profitable, sustainable and have the support of the board of directors.

Please give careful consideration with your votes, to help elect progressive, business minded board members to fill the available seats on the board to give Shee Atiká the greatest opportunity to remain on an upward trend for a sustainable and profitable future.

I am very excited at the prospect of continuing to serve on the board of directors and working with the rest of the board and management to pursue profitability and success for many years to come. I would appreciate your support to make that a reality.”



Alyssa London (35) Shoreline, WA

Current Occupation: Alyssa London S Corporation and Culture Story, LLC; NBC and MSNBC Contributor; Executive Communications Coach/Consultant, self-employed, Shoreline, WA;

SAI Corporate Positions Previously Held: Paid Consultant

Other Directorships within Past 5 years: Cultural Tourism Committee for Alaska Travel Industry Association

Candidate Statement: *"I am honored to be a candidate for the board of Shee Atiká, a corporation with a rich history and deep ties to our community. My journey with Shee Atiká began with a gift from my grandfather, Ernie Boyd, who had the foresight to enroll in the corporation and gift shares to his descendants. His mother, Lucille Boyd, moved the family to Sitka from Angoon after her husband Oscar passed, seeking solace and connection with relatives. This heritage grounds me in the traditions and values of our people, as an Eagle of the Killerwhale Chasing Seal House, with roots in Angoon, Sitka, and Ketchikan.*

Known by my Tlingit name, Yáx_Ádi Yádi, meaning Valuable Child, I carry forward the legacy of my ancestors with pride and commitment. My education at Stanford University, tenure at Microsoft, and current role as a business owner and NBC/MSNBC contributor have equipped me with a diverse skill set that I believe can serve the interests of Shee Atiká and its shareholders.

During an interaction with the executive team when I conducted a training on culturally resonant self-introductions, I witnessed the corporation leaders' commitment to its people and heritage. My deep professional experience working with tribal leaders and native corporations in marketing, communications, and storytelling can further this commitment by ensuring transparent communication with shareholders and effective messaging to the public and our business partners.

If elected, I will work diligently to uphold the values and integrity of Shee Atiká, fostering growth and prosperity for all shareholders. Thank you for considering me for this important role."

III. VOTE ON SHAREHOLDERS' RESOLUTION 2024-01 TO APPROVE REDUCING THE QUORUM FOR SAI SHAREHOLDER MEETINGS TO ONE-THIRD

The Board of Directors of Shee Atiká, Incorporated has voted unanimously to submit the following Shareholder Resolution 2024-01 for a YES/NO vote at the 2024 Annual Meeting of Shareholders.

SHAREHOLDER RESOLUTION 2024-01

Resolved, that the shareholders of Shee Atiká, Incorporated ("SAI") do hereby approve the amendment of SAI's Articles of Incorporation to include a new Article at the end thereof to reduce the quorum requirement for shareholder meetings to one-third of the outstanding shares entitled to vote at the meeting and as otherwise described in the Proxy Statement for the 2024 Annual Meeting.

You vote by checking either the "YES" Box or the "NO" Box underneath Shareholder Resolution 2024-01 on the blue paper proxy or as indicated on the electronic proxy. The Board of Directors unanimously recommends a "YES" vote on Shareholder Resolution 2024-01 to reduce the quorum requirement for shareholder meetings.

Explanation

Alaska law (AS 10.06.415) presently provides that a majority of the outstanding voting shares must be present in person or by proxy for there to be a quorum at a meeting of SAI shareholders. This can be a difficult standard to meet. Also, if quorum is not achieved by the time of the meeting, the shareholder meeting must be postponed until a quorum can be achieved. The additional cost to postpone a shareholder meeting to achieve quorum can be significant and typically requires additional mailing and printing expense, as well as the cost of the staff time to reach quorum.

Under Alaska law prior to 2015, Native corporations such as SAI could reduce their quorum requirement only if two-thirds of the outstanding shares with voting rights agreed. In 2015, AS 10.06.960(p) was enacted. This statute allows a Native corporation to amend its Articles of Incorporation to reduce the number of shares needed for quorum at a shareholder meeting to one-third of the Native corporation's outstanding voting shares. Under AS 10.06.960(p), this reduction in the quorum requirement requires the affirmative vote of two-thirds of the voting shares present in person or by proxy at an Annual Meeting and not two-thirds of all voting shares that are outstanding.

Specifically, SAI's shareholders will be able to vote at the 2024 Annual Meeting whether to reduce the quorum requirement from the present majority of the outstanding voting shares to one-third of the voting shares. This vote will occur by the vote on Shareholder Resolution 2024-01 as quoted above, which authorizes amendment of the Corporation's Articles of Incorporation by the addition of a new Article at the end thereof, as follows:

"ARTICLE X

Notwithstanding any other provision of these Articles of Incorporation, the Corporation's Bylaws, or otherwise, the quorum necessary to conduct a meeting of shareholders shall be one-third of the outstanding shares entitled to vote at such meeting; provided that with regard to any shareholder vote (i) to adopt amendments of these Articles of Incorporation (other than the shareholder vote to adopt this Article) or (ii) to adopt resolutions to which 43 U.S.C. 1629b applies, the quorum necessary to conduct such shareholder vote shall be as otherwise set forth in Alaska law without regard to this Article. Nothing in this Article restricts the manner in which A.S. 10.06.415 applies to the Corporation (other than to reduce the quorum requirement to one-third of the outstanding shares entitled to vote at a shareholder meeting as described herein) or to eliminate any of the permissible methods by which these Articles of Incorporation may be amended under Alaska law, including without limitation, A.S. 10.06.504(d)."

As indicated above, to change the quorum requirement, two-thirds (2/3) of the shares voting at the 2024 Annual Meeting must approve Shareholder Resolution 2024-01. In the voting on Shareholder Resolution 2024-01, all of the SAI voting shares that you own must either be voted "YES" or "NO" -- you cannot vote some of your shares "YES" and some of your shares "NO." Cumulative voting does not apply to the voting on Shareholder Resolution 2024-01 -- you have the same number of votes on Shareholder Resolution 2024-01 as the number of shares of SAI voting stock that you own. Also, if you do not indicate a vote on your proxy as to Shareholder Resolution 2024-01, your shares will be voted "YES." Because it is not known as of the date of this proxy statement how many shares of SAI voting stock will be present in person or by proxy at the 2024 Annual Meeting, it is not possible to say how many shares will have to vote in favor of Shareholder Resolution 2024-01 to approve the addition of the new Article to SAI's Articles of Incorporation.

All directors have voted in favor of submitting this proposal to the shareholders and recommending that shareholders vote "YES." No director has notified the corporation in writing that such director intends to oppose such proposal. Among the advantages if the quorum is reduced will be (i) an immediate reduction in the regular cost of annual meetings because solicitation efforts to achieve quorum can be scaled back as well as (ii) increased staff productivity on regular corporate business during the solicitation period because staff efforts to achieve quorum can be minimized. Also, the Board believes that if steps are not taken now to reduce the quorum requirement, it is increasingly possible given the ongoing share dilution that SAI is experiencing that SAI will face a failed quorum situation in the future with substantial added expense because the corporation will have to restart proxy solicitation efforts (after they have been stopped once).

If the quorum requirement is reduced as proposed by the Board, it could impact future shareholder meetings in that potentially a reduced number of shareholders will decide those matters presented for a shareholder vote, such as director elections.

The voting on the Shareholder Resolution 2024-01 to authorize an amendment to SAI's Articles of Incorporation to reduce the quorum for future shareholder meetings to one-third of the shares eligible to vote will be separate from the voting at the 2024 Annual Meeting on Director elections.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE "YES" ON
SHAREHOLDER RESOLUTION 2024-01.**

END OF PROXY STATEMENT TEXT – TABLES FOLLOW

TABLE ONE – REMUNERATION OF DIRECTORS AND CORPORATE BOARD MEETING ATTENDANCE

Each Director receives a base fee of \$850 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. 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. 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 2023 was \$216,447. Total accruals of Director deferred compensation with regard to service during 2023 was \$0. 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 9 Director meetings in 2023. There were also various Committee Meetings including the Finance & Audit Committee, Officers' Committee, Partnership Committee, Shareholder Relations Committee, and the 50th Anniversary Celebration Committee. The Table below indicates with regard to 2023 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. Additionally, there is a column that shows the number of committee meetings each Director could have attended, the number of committee meetings each Director actually attended, and the percentage of such attendance. The total number of committee meetings per director varies depending on which committee(s) they served and how many meetings each committee held. The SAI Chair is an ex officio member of all Committees.

Director	Current Office	Compensation	Director Meeting Attendance	Committee Meeting Attendance
ROBERT ALLEN JR. (formerly Chair)		\$25,328	10/10 (100%)	6/8 (75.0%)
JAMES CRAIG		\$20,447	10/10 (100%)	9/11 (81.8%)
ROXANNE DRAKE-BURKHART	Vice Chair	\$25,328	10/10 (100%)	23/24 (95.8%)
LOWELL FRANK		\$22,212	10/10 (100%)	19/19 (100%)
LAURENCE GARRITY		\$22,457	10/10 (100%)	13/16 (81.3%)
ALYSHA GUTHRIE		\$21,752	10/10 (100%)	10/11 (90.9%)
STEVEN KARPSTEIN	Chair	\$32,018	10/10 (100%)	19/20 (95.0%)
NORMA J. PERKINS	Secretary	\$23,629	10/10 (100%)	32/34 (94.1%)
KEN TRUITT	Treasurer	\$23,276	10/10 (100%)	22/23 (95.7%)
TOTAL DIRECTORS' COMPENSATION		\$216,447		

¹ Finance & Audit Committee: Ken Truitt (Chair, May-Dec), Alysha Guthrie (Chair, Jan-May), Lowell Frank
Purpose: To provide a deeper financial review for the organization including budgeting, financial planning, reporting, internal controls and accounting practices. Recommends the auditor, review draft audit, monitor investment reports and policy.

² Officers' Committee: Steven Karpstein (Chair), Roxanne Drake-Burkhart, Norma Perkins, Ken Truitt, Lowell Frank (Jan-May), Larry Garrity (May-Dec)
Purpose: To prioritize board matters and advance progress in between full board meetings.

³ Partnership Committee: Norma Perkins (Chair), Rob Allen (May-Dec), James Craig (May-Dec), Ken Truitt (Jan-May)

Purpose: Review and recommend the Annual Meeting and Shareholder voting process plan, comprehensive board development plan, keep up the Partnership Manual, conduct new board member orientation, review bylaws and coordinate board training.

⁴ Shareholder Relations Committee: Roxanne Drake-Burkhart (Chair), Larry Garrity, James Craig (Jan-May), Norma Perkins (May-Dec)

Purpose: To provide advisory input as to consistent and timely communication with shareholders, shareholder information meeting locations/times, recommend shareholder relations and communication strategies, review corporate strategy issues, review donation requests over \$1,000, review and recommend shareholder benefits, not including distributions.

⁵ 50th Anniversary Celebration: Norma Perkins (Chair), Alysha Guthrie, Lowell Frank, Steve Karpstein

Purpose: To provide advisory input to management regarding the planning for the 50th Anniversary Celebration.

TABLE TWO – REMUNERATION OF OFFICERS

The five highest paid Officers of SAI, its affiliates¹ and its subsidiaries² who served at any time during 2023 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 2023, 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.

Officer	Title	Entity	Direct Wages	Accrued Unpaid Bonus	401(k) Match	Total Compensation
TIMOTHY CASTRO	President/CEO	SAI / SGS	\$461,667	\$98,955	\$11,500	\$572,122
CHRISTOPHER TURNHAM	President	ANR	\$330,915	\$88,748	\$11,798	\$431,461
PAUL WAMSTED	Chief Information Officer	ANR	\$296,581	\$79,581	\$9,829	\$385,991
JAN JOHNSON	Chief Operating Officer	ANR	\$287,506	\$84,555	\$13,852	\$385,913
BOB OSHEL	CTO	ANR	\$289,581	\$79,581	\$14,086	\$383,248
TOTAL LISTED OFFICER COMPENSATION			\$1,666,250	\$431,420	\$61,065	\$2,158,735

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”), 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 two members.

³ Accrued unpaid bonuses were earned for service during 2023, but not paid until 2024. Table Two does not reflect amounts reported in prior year proxy materials even though actually paid in 2023.

⁴ Timothy Castro was employed by SGS until December 31, 2023, and in that capacity he served as President/CEO of SAI, SAFE, SABT and SAIL.

⁵ Christopher Turnham was employed by ANR until December 31, 2023 as its President. Beginning in 2024, he will serve as the COO of SAI.

⁶ Jan Johnson was employed by ANR until December 31, 2023 as its COO. Beginning in 2024, she will serve as the President of ANR.

TABLE THREE - CONTINUING DIRECTORS WHOSE TERMS EXPIRE IN 2025

James Craig (41), *Rapid City, SD*

Current Occupation: Policy & Partnership Manager, Community HealthCare Association, Rapid City, SD
SAI Corporate Positions Currently Held: Since 2017: Director, SAI and SAIL; Trustee, SAFE and SABT; Partnership Committee Member, SAI, SAFE, SABT and SAIL
SAI Corporate Positions Previously Held: Clerk I, Shareholder Relations Committee Member, SAI, SAFE, SABT and SAIL
Other Directorships within Past 5 years: None

Steven Karpstein (60), *Battle Ground, WA*

Current Occupation: Director Trading Processes and Solutions, Nike, Inc., Beaverton, OR
SAI Corporate Positions Currently Held: Since 2023: Chairman, SAI and SAIL; Trustee, SAFE and SABT; Officers' Committee Chair, SAI, SAFE, SABT and SAIL
SAI Corporate Positions Previously Held: Since 2022: Director, SAI and SAIL; Trustee, SAFE and SABT; Partnership Committee Member, SAI, SAFE, SABT and SAIL
Other Directorships within Past 5 years: Secretary, Whispering Pines HOA, Battleground, WA

Norma Perkins (69), *Wasilla, AK*

Current Occupation: Retired, Wasilla, AK
SAI Corporate Positions Currently Held: Since 2019: Director, SAI and SAIL; Trustee, SAFE and SABT; Secretary, SAI, SAFE, SABT and SAIL (May 2019-September 2020 and June 2021-present); Partnership Committee Chair (March 2022-present), Officers' Committee Member, SAI, SAFE, SABT and SAIL
SAI Corporate Positions Previously Held: Treasurer and Finance & Audit Committee Member, Shareholder Relations Committee Member, SAI, SAFE, SABT and SAIL
Other Directorships within Past 5 years: None

TABLE FOUR - CONTINUING DIRECTORS WHOSE TERMS EXPIRE IN 2026

Laurence "Larry" Garrity (60), *Sitka, AK*

Current Occupation: Journeyman Electrician, Retired, Sitka, AK
SAI Corporate Positions Currently Held: Since 2017: Director, SAI and SAIL; Trustee, SAFE and SABT; and Shareholder Relations Committee Member, SAI and SAIL; Trustee, SAFE and SABT
SAI Corporate Positions Previously Held: Secretary, Assistant Secretary, Partnership Committee Member, Officers' Committee Member, SAI, SAFE, SABT and SAIL
Other Directorships within Past 5 years: None

Alysha Guthrie (38), *Juneau, AK*

Current Occupation: Director of Admin Operations, State of Alaska, Juneau, AK
SAI Corporate Positions Currently Held: Since 2020: Director, SAI and SAIL; Trustee, SAFE and SABT and Finance & Audit Committee Member, SAI and SAIL; Trustee, SAFE and SABT
SAI Corporate Positions Previously Held: Treasurer and Finance & Audit Committee Chair, Partnership Committee Chair 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

G. Ken Truitt (59), *Juneau, AK*

Current Occupation: Attorney, Southcentral Foundation, Anchorage, AK
SAI Corporate Positions Currently Held: Since 2020: Director, SAI and SAIL; Trustee, SAFE and SABT; Since 2023: Treasurer and Finance & Audit Committee Chair and Officers' Committee Member, SAI, SAFE, SABT and SAIL
SAI Corporate Positions Previously Held: Finance & Audit Committee Member, Partnership Committee Member SAI, SAFE, SABT and SAIL
Other Directorships within Past 5 years: None