



Annual Meeting of Shareholders May 24, 2012
Candidate Information Packet

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2012 ELECTION PROCESS HIGHLIGHTS

- All shareholders over the age of 18 may apply for selection as Board-recommended candidates.
- Shareholders who are not chosen as SAI Board-recommended candidates, but who desire to have their name appear on SAI’s corporate proxy and in SAI’s proxy statement as a Non-Recommended candidate, may be included in SAI’s election materials in conjunction with the 2012 SAI Annual Meeting of Shareholders.
- The names, photographs and personal statements of any eligible Non-Recommended candidates who so desire may appear in a special section of SAI’s proxy statement and on SAI’s corporate proxy provided that a completed Non-Recommended Candidate Information Packet is returned to SAI on or before 5:00 p.m. local Sitka time on January 20, 2012.
- Campaigning cannot begin until the SAI corporate proxy materials are mailed. This is expected to occur in April 2012.

- There will be no charge to any Non-Recommended candidate for the inclusion of his or her information in SAI's proxy statement or on SAI's proxy. A Non-Recommended candidate is responsible for all other expenses of their candidacy.
- The State of Alaska has rules and regulations that apply to all candidates who run for election as a director of an ANCSA corporations. You can find a discussion of the applicable State of Alaska rules at <http://www.dced.state.ak.us/bsc/ancsaproxy.htm>.

INSTRUCTIONS FOR CANDIDATES

Under SAI's election procedures, shareholders who want to be considered for the Board slate must submit certain information to the Board. If you are not a current member of the Board, you must submit (i) the Application and Disclosure Statement (Attachment A) and (ii) Candidate Questionnaire (Attachment B). If you are a current Board member, you must submit only the Application and Disclosure Statement (Attachment A).

Shareholders that are not selected as a Board-recommended candidate may still be included in SAI's initial proxy mailing to shareholders as a Non-Recommended candidate. If you want to be included as a Non-Recommended candidate, you must ALSO (i) check "YES" in Part A in the Application and Disclosure Statement; (ii) submit the Non-Recommended Candidate Agreement (Attachment C) and (iii) submit the Non-Recommended Candidate Personal Statement (Attachment D).

APPLICATION AND DISCLOSURE STATEMENT

All applicants for SAI's Board slate (including current Board members) must complete and sign the Application and Disclosure Statement (Attachment A). The Application and Disclosure Statement will help SAI prepare appropriate initial disclosures about the candidates (both Board slate and Non-Recommended Candidates) that are included in the SAI proxy statement and on SAI's proxy.

Note: A Non-Recommended candidate is responsible for his or her own disclosures and compliance with State of Alaska rules including filings with the State if the Non-Recommended candidates uses any materials other than SAI's proxy and proxy statement to solicit proxies. You can find a discussion of the applicable State of Alaska rules at <http://www.dced.state.ak.us/bsc/ancsaproxy.htm>.

QUESTIONNAIRE

The Questionnaire (Attachment B) must be submitted by all applicants for SAI's Board slate other than current Board members. The Questionnaire helps the Board better understand your views about SAI including why you want to be a Board member.

NON-RECOMMENDED CANDIDATE AGREEMENT

The Non-Recommended Candidate Agreement (Attachment C) is to be submitted to SAI ONLY IF you want to appear on SAI's proxy and in SAI's proxy statement as a Non-Recommended Candidate. Do not submit this Agreement if you do not want to run as a Non-Recommended candidate. The Non-Recommended Candidate Agreement states your agreement and understanding that you will: 1) abide by all State statutes and regulations governing proxy solicitation; and 2) comply with all SAI rules, bylaws and directives concerning elections.

NON-RECOMMENDED CANDIDATE'S PERSONAL STATEMENT

The Non-Recommended Candidate Personal Statement (Attachment D) is to be submitted to SAI ONLY IF you want to appear on SAI's proxy and in SAI's proxy statement as a Non-Recommended Candidate. Do not submit this Personal Statement if you do not want to run as a Non-Recommended candidate. The Non-Recommended Candidate Personal Statement allows you to set forth your biographical information and personal campaign statement, subject to such revisions as SAI's Board deems necessary to comply with legal requirements and space limitations. OPTION: You can also submit a high resolution photograph of yourself in electronic format, which may be included in SAI's proxy statement. Submission of a photograph is optional.

WHERE TO SUBMIT COMPLETED FORMS (THE DEADLINE FOR SUBMISSION OF YOUR FORMS IS JANUARY 20, 2012).

Your completed Application and Disclosure Statement, and Questionnaire along with the Non-Recommended Candidate Agreement and the Non-Recommended Candidate's Personal Statement MUST be submitted by January 20, 2012 to Loretta Ness, Shee Atiká Corporate Secretary by one of the following methods:

By Regular US Mail or Hand Delivery:

Shee Atiká, Incorporated
315 Lincoln Street, Suite 300
Sitka, AK 99835
Attn: Loretta Ness

By Fax: (907) 747 5727 (Mark your Cover Sheet "Attn: Loretta Ness")

By email: info@sheeatika.com

TENATIVE TIMETABLE FOR 2012 ANNUAL REPORT AND MEETING

Date	Items
12/12/2011	Board Slate Positions Advertised to all Shareholders
1/20/2012	Deadline to return Board Slate Applications
3/22/2012 (est.)	Candidates Notified Whether They Are Selected For Board Slate
4/23/2012 (est.)	Mail Date
4/28/2012	Anchorage Shareholder Meeting
4/29/2012	Juneau Shareholder Meeting
5/1/2012	Sitka Shareholder Meeting
5/5/2012	Seattle Shareholder Meeting
5/11/2012	Early Bird Deadline
5/22/2012	Proxy Return Deadline
5/24/2012	Annual Meeting

FREQUENTLY ASKED QUESTIONS (FAQs) ABOUT SAI's DIRECTOR ELECTION PROCESS

Question: How do I run for election to the SAI Board at an annual meeting?

Answer: There are 3 ways to run for election to the SAI Board at an annual meeting: as a recommended (Board slate) candidate on the corporate proxy, as a Non-Recommended candidate on the corporate proxy, or on your own proxy.

Question: How do I become a recommended candidate for election to the SAI Board?

Answer: Each year the Board sets a deadline for receiving applications for the Board slate. Interested shareholders must submit an application and agree to a background investigation. The board then selects up to 3 candidates to recommend.

Question: How do I become a Non-Recommended candidate for election to the SAI Board?

Answer: First you have to apply for selection as a Board slate candidate (as above). The application contains a place where the applicant must indicate whether or not they want to appear as a Non-Recommended candidate if they are not selected for Board slate. In addition, persons who want to appear as a Non-Recommended candidate must also submit a Non-Recommended candidate agreement and a personal statement for SAI's corporate proxy statement. Candidates must also comply with the rules and directives of SAI and the State of Alaska.

Question: If I run as a Non-Recommended candidate, will SAI pay my expenses?

Answer: Assuming you comply with all rules, SAI will include your name and description in the corporate proxy statement and on the corporate proxy as a Non-Recommended candidate. SAI will then mail the corporate proxy and proxy statement to all shareholders at SAI's expense. Any other expenses (including any subsequent mailings that you wish to make and any travel and hotel expense if you go to the shareholder information meetings) will be at your expense.

Question: Are there rules and regulations that apply to my candidacy?

Answer: You can find a discussion of the applicable State of Alaska rules at <http://www.dced.state.ak.us/bsc/ancsaproxy.htm>. You are also required to comply with the Non-Recommended Candidate Agreement that you have signed and also with all directives issued by SAI concerning the conduct of your campaign.

Question: If I run as a Non-Recommended candidate, will SAI's proxyholders use any of the corporation's discretionary proxies to vote for me?

Answer: Under the terms of the SAI proxy statement, SAI's proxyholders are required to vote all of the corporation's discretionary proxies for the Board slate candidates, and so none of these discretionary votes will be voted for a Non-Recommended candidate.

Question: If I run as a Non-Recommended candidate, will SAI's proxyholders use any of the votes directed to me to vote for anyone else?

Answer: If you remain as a candidate through the annual meeting, no. However, if you withdraw from the election, or if you are unable to serve, or if for good cause you will not serve, then the votes directed to you become discretionary to the corporation's proxyholders and can be voted for another candidate.

Question: If I run as a Non-Recommended candidate, can I get a list of SAI shareholders that will vote at the meeting?

Answer: Upon request, SAI will allow you to inspect and copy the record list of shareholders for the meeting. This list contains U.S. mail addresses. (You can elect to purchase a copy of the record list of shareholders.)

Question: If I run as a Non-Recommended candidate, will SAI provide me with mailing labels, envelopes or stamps?

Answer: No. Any other costs associated with your campaign are at your expense.

Question: If I run as a Non-Recommended candidate, will SAI provide me with additional corporate proxies?

Answer: Yes. You must use the exact form of the corporate proxy, without any changes.

Question: If I run as a Non-Recommended candidate, do I have to provide SAI with copies of my advertising and other campaign materials before I use them?

Answer: Yes. You are also required to make any changes requested by SAI before you use them.

Question: If I run as a Non-Recommended candidate, do I have to make any filings with the State of Alaska?

Answer: If your ONLY campaign materials are the corporation's proxy and proxy statement, no filing is required because SAI will file these with the State. However, if you use any other materials, you must file such other materials with the State before you send them to shareholders. The filing address is:

Department of Commerce, Community, and Economic Development
Division of Banking, Securities and Corporations
550 W. 7th Avenue, Suite 1940
Anchorage, AK 99501

The materials may be faxed to (907) 269-8146.

Question: How many voting shareholders does SAI presently have?

Answer: About 3200, although the exact number does vary.

Question: What is the cross-out power and does it apply to my candidacy?

Answer: Alaska law requires that shareholders be given a right to cross out any candidate that a shareholder does not want proxyholders to vote for using that shareholder's proxy. It applies to all candidates. Example: Shareholder A grants a discretionary proxy to the Board's proxyholders, but does not want the proxyholders to use that proxy to vote for one of the three Board slate candidates, Candidate #1. In this Example, the shareholder should cross out the name of Candidate #1.

Question: When can I begin my campaign as a Non-Recommended candidate?

Answer: You must wait until SAI mails its corporate proxy materials in April. You will be advised of the exact date once the printing process of these materials is complete.

ATTACHMENT A

APPLICATION AND DISCLOSURE STATEMENT

I hereby apply for selection to the Board slate for the 2012 Annual Meeting.

By Alaska law, each candidate who appears on Shee Atiká's corporate proxy must make certain disclosures. This information will be used to prepare Shee Atiká's proxy materials and thus will be provided to Shee Atiká's shareholders. In addition, please be aware that if you are elected to the Board, that it may be necessary for you to obtain a security clearance from the United States Government because of the nature of certain of Shee Atiká's government contracts. The information requested by this form will be used to help Shee Atiká to determine in advance whether you will be able to obtain such a clearance if necessary. You may also be required to make additional disclosures to the Government in the future. Please note that just submitting a resume will not be sufficient. If this form is not completed and returned by January 20, 2012 you will not be included in Shee Atiká's corporate proxy materials for the 2012 Annual Meeting.

A. PLEASE CHECK ONE OF THESE STATEMENTS

_____ In the event that I am not selected for the 2012 Board slate, I do not want to be listed in SAI's proxy statement and proxy as a Non-Recommended candidate.

OR

_____ In the event that I am not selected for the 2012 Board slate, I want to be listed in SAI's proxy statement and proxy as a Non-Recommended candidate. (Please also attach (i) the Non-Recommended Candidate Agreement and (ii) the Personal Statement).

B. DISCLOSURE STATEMENT AND QUESTIONNAIRE

Regardless of which statement you checked in Part A above, you must answer all of the following questions as a part of your application for the Board slate.

1. Name: _____

2. Please list all other names (first and last) by which you have ever been known:

3. Home Address: _____

4. Phone: _____ home

_____ work
_____ cell

5. Preferred Email: _____

6. Date and location of Birth: _____

7. Social Security Number _____

8. Drivers License Number and state of issuance: _____

9. Number of Shee Atiká's Class A Shares you currently own _____

10. List the number of shares you currently own in any ANCSA corporation other than Shee Atiká:

<i>Name of Corporation</i>	<i>Number of shares</i>
_____	_____
_____	_____
_____	_____

11. Please list any positions you hold or have ever held at any time with Shee Atiká or any other ANCSA corporation:

12. Please list any member of your immediate family (son, daughter, brother, sister, mother or father) that is a current Shee Atiká director, officer or employee:

13. Please list your business experience:

14. Have any of the following events occurred during the past ten (10) years:

(a) voluntary or involuntary petition in bankruptcy or insolvency? Yes ____ No ____

(b) court appointment of a receiver, trustee or anyone else to manage your affairs?
Yes ____ No ____

(c) conviction, or plea of *nolo contendere*, in a criminal proceeding, except traffic violations or other minor offenses? Yes _____ No _____

(d) entry of any final judgment, order or decree, not subsequently reversed or vacated, that he or she engaged in unethical or illegal business practices or violated securities laws?
Yes _____ No _____

(e) pending or proposed IRS deficiencies greater than \$5,000? Yes _____ No _____

(f) outstanding judgments greater than \$5,000? Yes _____ No _____

15. Please list any ownership you have in any business that does business with Shee Atiká:

16. Please describe any interest you have as a party or otherwise in any legal proceedings (whether or not involving Shee Atiká):

[End of Disclosure Statement]

C. CERTIFICATION, CONSENT AND SIGNATURE. *The foregoing and the accompanying Questionnaire are true and correct to my best knowledge and belief. I understand that Shee Atiká will rely on my answers to select board slate candidates, to prepare the corporate proxy materials for the Annual Meeting, and to evaluate whether I might be able to obtain a security clearance from the United States Government. I consent to the use and disclosure of the information stated above in this Application and Disclosure Statement and the accompanying Questionnaire as Shee Atiká deems appropriate and I release Shee Atiká from any liability otherwise associated with such use and release. I agree to comply with all rules of the State of Alaska and of Shee Atiká in my solicitation efforts, and agree to provide any campaign material I intend to use in advance to Shee Atiká to assure legal compliance. I also understand that I have a continuing obligation to update these disclosures by notifying Shee Atiká in writing if at any time my response to any of these questions changes. I hereby authorize and request any former employers, personal references including, but not limited to, friends or associates, schools, police and court personnel, credit agencies, and any other person to furnish Shee Atiká and/or its designees any information or opinions concerning my work habits, reasons for termination, eligibility for rehire, salary information, and character information, criminal history, driving records, and credit history or any other relevant information requested by Shee Atiká.*

SIGNATURE

Date

D. RETURN TO SAI. Please return this Application and Disclosure Statement and accompanying Questionnaire by JANUARY 20, 2012 to the Corporate Secretary Loretta Ness by one of the following methods:

By Regular US Mail or Hand Delivery: Shee Atiká Incorporated
315 Lincoln Street, Suite 300
Sitka, AK 99835
Attn: Loretta Ness

By Fax: (907) 747 5727 (Please mark your cover sheet Attention: Loretta Ness)

By email (with the Application and Disclosure Statement and Questionnaire as an attachment):
info@sheeatika.com

E. OTHER MATERIALS. If you plan to run as a Non-Recommended candidate if you are not selected for the Board slate have you also included the following?

- Non-Recommended Candidate Agreement
- Non-Recommended Candidate Personal Statement (SAI may edit)
- High Resolution Photograph (By thumb drive or sent via email)

ATTACHMENT B
QUESTIONNAIRE

Candidate Name: _____

YOUR THOUGHTFUL ANSWERS TO THE FOLLOWING QUESTIONS WILL ASSIST THE BOARD IN MAKING ITS SELECTION. PLEASE ANSWER TO THE BEST OF YOUR ABILITY – THIS IS NOT A TEST. YOU MAY ATTACH A SEPARATE SHEET IF NECESSARY. BE SURE TO NUMBER YOUR RESPONSES TO MATCH THE QUESTIONS.

1. Why do you want to be a Shee Atiká director?

2. What is your vision for the future of Shee Atiká?

3. Please list your educational experience and credentials.

4. Please list your work and life experience and describe how it has prepared you to be a Shee Atiká director.

5. Please describe what you know about the Shee Atiká Fund Endowment (SAFE) and its role in providing benefits to Shee Atiká shareholders, both currently and in the future?

6. Please describe what you know about the Shee Atiká Benefits Trust (SABT) and its role in providing benefits to Shee Atiká shareholders, both currently and in the future? _____

7. Shee Atiká Investments, LLC (SAIL) invests funds for SAI, SAFE and SABT. Most of SAFE's and SABT's assets are managed by SAIL. SAIL invests in various financial

instruments. Please describe your experience with the management of portfolios such as SAIL and your general knowledge of investments? _____

8. Please describe your view of the respective roles of the Shareholders, the Board of Directors (Trustees), and the President /CEO in the governance and operation of Shee Atiká and its affiliates. _____

9. Please comment on how directors should interact with corporate staff (other than the President/CEO). _____

10. Please describe your experience on other boards and how you approach your service on a board. Please comment specifically about how you interact with other board members and management, both in the boardroom and outside the boardroom. _____

11. The board meets on average of once a month, mostly in Sitka. Board members also attend various shareholder functions and outside meetings and must travel extensively. Preparation for board meetings requires reviewing often lengthy and complex materials. Please comment on your ability to meet these requirements, including specifically your availability and willingness to travel and to devote substantial amounts of time to Shee Atiká's business and affairs. _____

12. Much of the net worth of Shee Atiká and its affiliates was originally derived from natural resource development and extraction. It is possible that Shee Atiká will be involved in resource extraction in the future, either in timber harvesting or mining. Please share your views on resource development and your vision in this regard. _____

13. In your work or life experience, where do you feel you have grown the most? _____

14. Land ownership is important, but it is also important to maximize income from all Shee Atiká assets. Please comment. _____

15. Please describe what you know about 8(a) and in particular, Shee Atiká's 8(a) subsidiaries. _____

16. Shee Atiká's mission is to "preserve and enhance our culture for all generations of shareholders, and to provide benefits to shareholders consistently and on an equitable basis". Please comment on the role that you think you would play as a Shee Atiká director in carrying out this mission statement. _____

17. Please comment on those things you think that Shee Atiká and its affiliates are doing well and those things that could be done better or differently. Also, please feel free to make any other comments _____ concerning _____ Shee _____ Atiká.

SIGNATURE

Date

Please return this Questionnaire along with the Application and Disclosure Statement by JANUARY 20, 2012 to the Corporate Secretary Loretta Ness by one of the following methods:

By Regular US Mail or Hand Delivery:

Shee Atiká Incorporated
315 Lincoln Street, Suite 300
Sitka, AK 99835
Attn: Loretta Ness

By Fax: (907) 747 5727 (Please mark your cover sheet Attention: Loretta Ness)

By email (with the Application and Disclosure Statement and Questionnaire as attachments): info@sheeatika.com

If you plan to run as a Non-Recommended candidate if you are not selected for the Board slate have you also included the following?

- Non-Recommended Candidate Agreement
- Your Personal Statement (SAI may edit)
- High Resolution Photograph (By thumb drive or sent via email)

ATTACHMENT C
NON-RECOMMENDED CANDIDATE AGREEMENT

I, _____, am a shareholder of Shee Atiká, Incorporated (SAI), and I am 18 years of age or older. In the event I am not selected to SAI's Board slate, I wish to be a Non-Recommended candidate for the Board of Directors of SAI and I wish to have information about me appear in SAI's proxy statement and have my name appear on SAI's corporate proxy as a Non-Recommended candidate in conjunction with the 2012 SAI Annual Meeting of Shareholders.

I acknowledge that I have been provided with access to <http://www.dced.state.ak.us/bsc/ancsaproxy.htm> which describes the State of Alaska rules and regulations applicable to ANCSA proxy solicitations. I understand that these rules and regulations govern my campaign for the Board of Directors, along with any directives given me by SAI. I understand and acknowledge that, although SAI has, as a courtesy, included certain of my materials in its election materials, SAI is not soliciting proxies on my behalf and I am not a nominee of the Board. I agree that I am solely responsible for the accuracy and completeness of all statements concerning my Non-Recommended candidacy, for compliance with all applicable laws, rules and regulations relating to my solicitation, and for all costs associated with my proxy solicitation including my attendance at all shareholder meetings (other than the cost of preparing and mailing SAI's proxy statement and proxy, which will be borne by the corporation). I further understand and acknowledge that even though I may appear as a Non-Recommended candidate, that I have no greater rights to SAI corporate information than does any other SAI shareholder. I have been provided with a copy of the Frequently Asked Questions (FAQs) and I agree to abide with the rules set forth in the responses to the FAQs. I have signed my Candidate Application and Disclosure Statement, my Questionnaire, this Agreement and my Personal Statement and all of these documents are incorporated into this Agreement by this reference. I also agree not to participate in any proxy solicitations other than the proxy solicitation by the SAI Board.

In consideration for SAI printing and mailing my biographical information, disclosures, photograph and candidate's statement in SAI's election materials, I hereby agree that I will comply in all respects with the rules and regulations described above, including the Application and Disclosure Statement and any SAI directive.

Candidate's Signature: _____

Printed Name: _____

Address: _____

City: _____ State: _____ Zip Code: _____

Telephone: _____ Email Address: _____

