

SHEE ATIKÁ

Incorporated

Notice of Meeting and Proxy Statement
48th Annual Meeting
Of
Shee Atiká, Incorporated Shareholders
Dated April 25, 2022

*The 48th Annual Meeting Will Be Held As A Virtual Meeting As Described in this
Proxy Statement*

Mailed Via United States Mail On Approximately April 25, 2022

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
48th ANNUAL MEETING
OF SHEE ATIKÁ, INCORPORATED SHAREHOLDERS
May 21, 2022**

The 48th Annual Meeting Will Be Held As A Virtual Meeting As Described in this Proxy Statement

Shee Atiká, Incorporated (herein "Shee Atiká" or "SAI"), an Alaska corporation with an address of 315 Lincoln Street, Suite 300, Sitka, Alaska, 99835, invites its shareholders to participate in the Forty-Eighth Annual Meeting to be held by remote communications means as a "virtual" meeting instead of in-person (the "Virtual 2022 Annual Meeting"), which will be called to order on Saturday, May 21, 2022 at approximately 10:00 a.m. ADT, for the following purposes:

1. To hear a report on Shee Atiká's operations for 2021.
2. To elect three Directors whose terms shall expire at the Annual Meeting in 2025.

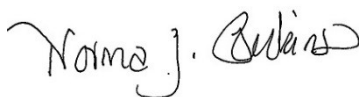
The record date for the Virtual 2022 Annual Meeting is April 1, 2022, and only shareholders holding Class A voting stock as of 5:00 p.m. ADT on such date are eligible to vote with regard to the Virtual 2022 Annual Meeting or any adjournment thereof. Shareholders with non-voting Class B stock may participate electronically in the Virtual 2022 Annual Meeting, but will not be able to vote.

This year, due to the extraordinary circumstances presented by the COVID-19 pandemic, there will be no voting during the Virtual 2022 Annual Meeting. Instead, **the ONLY means of voting for purposes of the Virtual 2022 Annual Meeting will be by submitting either an online proxy at www.sheeatikavote.com or a paper proxy.** Each submitted shareholder proxy that is otherwise valid will constitute a revocable ballot for purposes of the Virtual 2022 Annual Meeting that will become (if unrevoked) a final ballot when the Proxy Deadline passes at 5:00 p.m. ADT on May 19, 2022. Instructions as to how shareholders may attend the Virtual 2022 Meeting by electronic means are set forth on the gold-colored sheet that accompanies this Notice of Meeting, which are incorporated into this Notice of Meeting by this reference.

ALL CLASS A SHAREHOLDERS ARE URGED TO PROMPTLY SUBMIT THEIR PROXY ELECTRONICALLY OR DATE, SIGN AND RETURN THEIR PAPER PROXY IN THE POSTAGE-PAID ENVELOPE SO THEIR SHARES WILL BE VOTED. ALL PROXIES MUST BE RECEIVED BY THE INSPECTOR OF VOTING BY 5:00 P.M. ADT, ON THURSDAY, MAY 19, 2022. PROXIES RECEIVED AFTER SUCH DATE AND TIME WILL NOT BE VALID WITH REGARD TO THE VIRTUAL 2022 ANNUAL MEETING.

BY RESOLUTION OF THE BOARD OF DIRECTORS.

Dated: April 25, 2022


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

BOARD OF DIRECTORS' PROXY STATEMENT

This Proxy Statement solicits proxies for the Forty-Eighth Annual Meeting of Shareholders of Shee Atiká, Incorporated ("Shee Atiká" or "SAI"), which will be held by remote communications means as a "virtual" meeting instead of in-person (the "Virtual 2022 Annual Meeting"), which will be called to order on Saturday, May 21, 2022 at approximately 10:00 a.m. ADT. Shee Atiká's address is 315 Lincoln Street, Suite 300, Sitka, Alaska, 99835. There are two sections in this Proxy Statement.

I. IN GENERAL. This section begins at page 3 and describes Proxies, the Virtual 2022 Annual Meeting, corporate officers and directors, and certain financial matters.

II. ELECTION OF DIRECTORS. This section begins at page 9, describes the election and candidates, and requests your proxy to vote in the election of three directors to serve terms expiring in 2025.

I. IN GENERAL

The enclosed blue-colored proxy is solicited by the Board of Directors for voting with regard to the Virtual 2022 Annual Meeting. Your choice as to the Election of Directors may be made on this blue-colored proxy or electronically at www.sheeatikavote.com. The persons named as "Proxyholders" on the Proxy are Robert Allen Jr., James Craig, Roxanne Drake-Burkhart, Lowell Frank, Laurence Garrity, Alysha Guthrie, Norma J. Perkins, Pamela Steffes, and G. Ken Truitt, or any of them acting in the absence of the others, with full power of substitution. By completing your proxy (electronically or by paper), you revoke all prior proxies.

With regard to the Virtual 2022 Annual Meeting, the Board (i) is NOT endorsing any candidate for election, and (ii) does NOT have the ability to cast discretionary votes with regard to the election of directors.

Pursuant to Alaska law, the Board has adopted Special Election Rules (the "2022 Special Election Rules") that will apply to the Virtual 2022 Annual Meeting in lieu of the rules (the "In Person Rules") that would normally apply to an in-person meeting of SAI's shareholders. The only rules that will apply to the Virtual 2022 Annual Meeting are those imposed by Alaska law relative to virtual meetings and the 2022 Special Election Rules that have been adopted for use with regard to the Virtual 2022 Annual Meeting. The 2022 Special Election Rules will automatically expire on the earlier to occur of the following: (a) the conclusion of the Virtual 2022 Annual Meeting, or (b) any decision by SAI's Board of Directors to cancel the Virtual 2022 Annual Meeting and to instead hold an in-person annual meeting for 2022. The 2022 Special Election Rules will only apply to the Virtual 2022 Annual Meeting and will NOT apply to the 2023 Annual Meeting or any other meeting of SAI's shareholders.

A. SHAREHOLDER PARTICIPATION AT THE VIRTUAL 2022 ANNUAL MEETING

There will be no in-person attendance by shareholders during the Virtual 2022 Annual Meeting. Shareholders will ONLY be able to participate in the Virtual 2022 Annual Meeting via live stream. Bandwidth limitations may dictate whether shareholders are able to participate via live stream. Shareholders will be able to submit questions relative to the Virtual 2022 Annual Meeting in advance of the meeting (i) by email (info@sheeatika.com), or (ii) by submitting the question in writing using the question card included with this Proxy Statement and returning it in the enclosed postage prepaid envelope or (iii) by submitting the question via sheeatika.com. Although not all questions may be answered during the Virtual 2022 Annual Meeting, all questions will be answered directly by email/mail after the meeting.

The Presiding Officer shall determine the process and any time limit for any Question & Answer period. No door prizes will be awarded as there is no in-person attendance although there will be proxy prizes and shareholders will be paid a \$25 proxy return fee if shareholders return a valid proxy (either online or paper) and such proxy remains valid for use with regard to the Virtual 2022 Annual Meeting. Instructions as to how shareholders will be able to connect to the Virtual 2022 Annual Meeting and to submit questions accompany this Proxy Statement.

With regard to the Virtual 2022 Annual Meeting, because there will be no in-person voting, there also will be no registration, there will not be any candidate nominations, and candidates named in the Board of Directors' proxy will not be permitted to withdraw.

B. VOTING

Only the record holders of the Settlement Common Stock of Shee Atiká having voting rights ("Class A Common Stock") of Shee Atiká at 5:00 p.m. ADT, on April 1, 2022 (the "Record Date"), may vote with regard to the Virtual 2022 Annual Meeting. On the Record Date, Shee Atiká had outstanding 178,991 shares of Class A Common Stock.

Under the 2022 Special Election Rules, the ONLY voting that will be permitted with regard to the Annual Meeting will be by proxy -- unlike a normal annual meeting, there will be no in-person voting that can take place with regard to the Virtual 2022 Annual Meeting. Your proxy (whether submitted by paper or online) will constitute a revocable ballot for purposes of the Virtual 2022 Annual Meeting and will become a final directed ballot when the Proxy Deadline passes at 5:00 p.m. ADT on Thursday, May 19, 2022. **IT IS THEREFORE VERY IMPORTANT THAT YOU SUBMIT A PROXY FOR THE VIRTUAL 2022 ANNUAL MEETING, AS YOU CANNOT VOTE OTHERWISE THIS YEAR.**

C. AGENDA

The Agenda for the Virtual 2022 Annual Meeting shall consist of the following principal items in all events: (a) Call to Order; (b) Inspector's Quorum Report; (c) Inspector's Report on Voting; (d) a financial and operations report on 2021; and (e) Adjournment, with the Presiding Officer to determine the process of the 2022 Annual Meeting, including any time limit for any Question & Answer period.

D. INSPECTOR

The only functions of the Inspector relative to the Virtual 2022 Annual Meeting are (i) to receive proxies prior to the final submission deadline; (ii) determine the existence of a quorum; (iii) tabulate the proxies as directed votes; (iv) report the quorum status; and (v) report the election results. Items (i), (ii) and (iii) will be completed prior to the Virtual 2022 Annual Meeting Items, while Items (iv) and (v) will be submitted by the Inspector in written form prior to the Virtual 2022 Annual Meeting and reported as a part of the Virtual 2022 Annual Meeting by the Presiding Officer or the Presiding Officer's designee.

E. POTENTIAL CONVERSION TO IN-PERSON MEETING

Notwithstanding any other provision of this Proxy Statement, the Board reserves the right to convert the Virtual 2022 Annual Meeting from a virtual meeting to an in-person meeting at any time prior to the Virtual 2022 Annual Meeting, provided that written notice of such conversion is given to the shareholders of SAI at least 20 days prior to the date of such in-person meeting. Such in-person meeting shall be held at such date, place and time as shall be specified in such written notice, whether or not the in-person meeting

would be held on the same date and at the same time as the original virtual meeting. At such in-person meeting, all proxies given at any time with regard to the Virtual 2022 Annual Meeting shall remain valid unless and until revoked by the shareholder by executing a later proxy, or by the shareholder receiving a ballot for voting at such in-person meeting, or otherwise in accordance with Alaska law.

At the option of the Board, the Board may (but is not required to) solicit proxies for such in-person meeting using a form of proxy that is different than the form of proxy solicited with regard to the Virtual 2022 Annual Meeting. The Board may also supplement the proxy materials sent with regard to the Virtual 2022 Annual Meeting with such other proxy materials and other information that the Board deems appropriate with regard to the in-person meeting, but the proxy materials sent with regard to the Virtual 2022 Annual Meeting shall remain valid with regard to the in-person meeting except as shall be set forth in any such supplemental proxy materials.

F. OTHER RIGHTS RESERVED BY THE BOARD

The Board reserves all rights it may have with regard to (i) the Virtual 2022 Annual Meeting, (ii) any in-person meeting into which the Virtual 2022 Annual Meeting was converted, and (iii) any other meeting of Shee Atiká's shareholders. The rights reserved include, without limitation, the right to establish the rules, process and procedures with regard to any such meeting (including as to) and the right to postpone, delay or reschedule such meeting in accordance with applicable law. The suspension of the Normal Election Rules and the applicability of the 2022 Special Election Rules shall not be affected by any conversion of the virtual 2022 Annual Meeting to an in-person meeting.

G. FILING OF PROXIES

All proxies (whether or not solicited by the Board of Directors) must be filed with Sramek Hightower, the Inspector of Voting and Elections (the "Inspector") no later than 5 p.m. ADT on Thursday, May 19, 2022. Proxies received after this date and time will not be valid for use with regard to the Virtual 2022 Annual Meeting. You may file your proxy solicited by the Board of Directors as follows:

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

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

H. HOW TO COMPLETE YOUR PROXY

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

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

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

I. COMPENSATION OF DIRECTORS AND OFFICERS

Total 2021 compensation (including all current payments and accruals of bonuses and other deferred compensation) paid to all 24 officers and directors of SAI and its subsidiaries as a group was \$2,989,589. The “five most highly compensated persons of the corporation, whether directors or officers” within the meaning of 3 AAC 08.345(b)(2)(A) were Timothy Castro, Karl Potts, Christopher Turnham, Paul Wamsted, and Brian Knott. All were officers of SAI or subsidiaries during 2021. Table One sets forth the compensation of SAI’s Directors for their services in all capacities during 2021, while Table Two sets forth the compensation of Mr. Castro, Mr. Potts, Mr. Turnham, Mr. Wamsted, and Mr. Knott during 2021.

J. MEETING ATTENDANCE OF DIRECTORS

Table One on page 13 describes the attendance by directors at board and committee meetings (if any) during the period of time within the year in which each person served as a director.

K. ACCOUNTING MATTERS

Shee Atiká’s independent accountant is BDO USA, LLP, Seattle, Washington. BDO has also been engaged by the Trustees of the Shee Atiká Fund Endowment ("SAFE") and the Shee Atiká Benefits Trust ("SABT") to render certain services to those trusts, including preparation of audited financial statements.

Professional services provided by BDO and paid for by Shee Atiká during 2021 included services relating to (i) the annual audit and preparation of year-end financial statements (58.57%); (ii) preparation of tax returns (30.18%); (iii) tax advice and estimated tax payments (.53%) and (iv) other professional services (10.72%). Non-audit services therefore comprised (41.43%) of the professional services provided by BDO to SAI in 2021. BDO also rendered both audit and non-audit services to SAFE and SABT during 2021. The amount, type, and percentage relationship of each professional service rendered by BDO to SAFE and SABT are not materially different from those identified above with regard to Shee Atiká.

It is not anticipated that BDO will have a representative in electronic attendance at the Virtual 2022 Annual Meeting with responsibility to answer appropriate questions concerning the financial statements and other financial matters. Shareholders may choose to submit questions for BDO in writing in advance to Shee Atiká. These questions will be forwarded to BDO for its response.

The Board of Directors of Shee Atiká and the Trustees of both SAFE and SABT have adopted policies whereby specific prior approval must be given before each significant professional accounting service is rendered. As a part of this approval process, consideration must be given to the possible effect the performance of non-audit professional services might have on the independence of BDO. The Board of SAI and the Trustees of SAFE and SABT have each concluded that performance of non-audit services during the 2021 year will likely not impair the independence of BDO with regard to the audit of the 2021 financial statements.

L. COSTS OF PROXY SOLICITATION

The expense of preparing and mailing this Proxy Statement, proxy and accompanying materials will be borne solely by Shee Atiká. Mail solicitation of proxies may be supplemented with telephone, electronic, internet, email, or personal solicitation of proxies, along with paid radio, television and newspaper advertisements. As of the date this proxy statement was prepared, the Board estimates that approximately \$50,000 will be spent on the solicitation of proxies relative to the Virtual 2022 Annual Meeting. In making this estimate, the amounts which Shee Atiká would normally spend on a solicitation for an election of directors in the absence of a contest have been excluded, as are the salaries and wages of regular employees and officers.

M. COMMITTEES OF THE BOARD

While the Board from time to time appoints certain committees with ad hoc responsibilities, 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 2021, the Board formed three new committees: Finance and Audit Committee, Governance Committee, and Shareholder Relations Committee.

N. CERTAIN MATTERS

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

Shee Atiká has established the Shee Atiká Fund Endowment (SAFE) and the Shee Atiká Benefits Trust (SABT). Both SAFE and SABT are "Settlement Trusts" as described in the Alaska Native Claims Settlement Act ("ANCSA"). Members of the Shee Atiká Board of Directors are automatically the Trustees of both SAFE and SABT, and also are automatically Directors of Shee Atiká Investments, LLC ("SAIL"), an entity that makes investments on behalf of Shee Atiká, SAFE and SABT. SAFE, SABT and SAIL have the same officers as Shee Atiká, while SAI's subsidiaries generally do not. Shee Atiká itself has no beneficial interest in SAFE or SABT, and further, did not have an ownership interest in SAIL in 2021.

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 2021 and none are presently proposed for 2022. SAFE and SAIL paid management fees in 2021 to Shee Atiká totaling \$490,089, and similar management fees are anticipated for 2022 (although the amount may be more

or less). Audited financial statements for Shee Atiká, SAFE, SAIL and SABT for the year ended December 31, 2021 accompany this proxy statement in SAI's 2021 Annual Report.

The Trustees and officers of SAFE and SABT did not receive any separate compensation during 2021, nor did the directors and officers of SAIL. The Trustees of SAFE and SABT and the Directors of Shee Atiká and SAIL have adopted joint policies whereby SAIL, SAFE and SABT will not compensate their fiduciaries provided that Shee Atiká is compensating them for such day in their capacity as directors of Shee Atiká. Please see Table One for further discussion of how Directors and Trustees are compensated.

Pamela Steffes, a director of Shee Atiká, is employed by Southeast Alaska Regional Health Consortium ("SEARHC") as an optometrist. Shee Atiká and certain of its subsidiaries have been discussing various different potential business transactions with SEARHC focused upon mutual efforts to develop real estate in Sitka and elsewhere in Southeast Alaska. In 2020, a subsidiary of SAI, Shee Atiká Holdings Alice Island, LLC, agreed to sell certain real estate on Alice and Charcoal Island to SEARHC for consideration of \$925,000. This real estate transaction was closed in 2021. Dr. Steffes had no role in negotiating or approving this real estate transaction. No other transactions are presently proposed between SEARHC and SAI or SAI's subsidiaries.

All Shee Atiká Directors own voting stock in Sealaska Corporation, as does Ptarmica McConnell, Shee Atiká's Chief Financial Officer. Karl S. Potts, SAI's President/CEO, does not own Sealaska stock. All candidates for election to the Board with regard to the Virtual 2022 Annual Meeting also own stock in Sealaska Corporation, with the exception of Karen Dhillon. All such ownership of Sealaska stock, whether viewed on an individual or aggregate basis, comprise less than one percent of the outstanding Sealaska voting stock. In addition, Ms. McConnell's mother is a director of Sealaska Corporation. As of the date of this Proxy Statement, SAI has no present or presently proposed business relationships with Sealaska Corporation. However, Sealaska owns the subsurface estate of certain surface estate property owned by SAI and it is possible that SAI and Sealaska may have a business relationship relative to such split estate property ownership or otherwise in the future.

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. Additionally, Director Pamela Steffes 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 2021, STA paid aggregate rentals to SAHAI of \$26,521 and it is anticipated that STA will pay aggregate rentals to SAHAI in 2022 of \$31,823. In addition, a transaction is proposed whereby in 2022 SAI will donate yellow cedar logs to STA to provide a source of yellow cedar materials without charge to STA's tribal members and/or SAI shareholders so that such yellow cedar material can be used to produce customary and traditional art, artifacts and other similar objects including without limitation totem poles, canoes, masks, paddles, clan hats, storage boxes, fishing hooks and floats, cooking and eating utensils, rattles and other ceremonial objects. Such tribal members and/or SAI shareholders who receive Logs (or portions thereof) may not sell, exchange, barter or make any other commercial use of the Logs, but may sell the resulting art, artifacts and similar objects. The value of the yellow cedar logs being donated by SAI is expected to be approximately \$5,000 - \$10,000. SAI also anticipates donating amounts which are not expected to exceed \$5,000 to help STA defray the costs of transporting such logs and administering the yellow cedar program.

Emily Davenport, who is the spouse of SAI's President/CEO Karl S. Potts, served during 2021 as General Manager for International Data Systems, LLC ("IDS"). IDS, which is a wholly-owned subsidiary of another Alaska Native corporation, Kijik Corporation ("Kijik"), was a subcontractor during 2021 to one

of SAI's subsidiaries, Shee Atiká Enterprises, LLC ("SAE") as to a contract that SAE had with the National Institutes of Health ("NIH") to obtain data and provide analysis concerning COVID 19 and its impact upon the American Indian/Alaska Native ("AI/AN") communities. Under its subcontract with SAE, IDS coordinated such outreach to AI/AN communities. The amounts paid to IDS under such subcontract were approximately \$185,000 in 2020, and approximately \$167,250 in 2021. At the date of this Proxy Statement, Ms. Davenport serves as President/CEO of Kijik Corporation. SAI has no present or presently proposed business relationships with either IDS or Kijik Corporation.

Except as described in this Proxy Statement:

(1) there have been no financial transactions by SAI or its subsidiaries since January 1, 2021 and no presently proposed financial transactions by SAI or its subsidiaries as to which (A) the transactions in the aggregate exceed \$20,000; and (B) the transaction is with a director, nominee, executive officer, or family member of a director, nominee, or executive officer, or is with an entity, other than an affiliate of the corporation, where the director, nominee, or executive officer or a family member is employed by, is an officer or director of, or owns, directly or indirectly, an interest in the entity;

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

(3) no officer, nominee or director of SAI or its subsidiaries has any special interest in any matter to be considered during the Virtual 2022 Annual Meeting, except who should be elected as a director. Each candidate for elections as a director has a financial interest to the extent of the fees paid for their service should be elected. All Directors receive the same rate of compensation for such services, except as discussed in Table One.

O. REVOCATION OF PROXY

If you sign and return a paper proxy or submit an electronic proxy, it is automatically revoked (i) if you thereafter submit (or resubmit) an electronic proxy at www.sheeatikavote.com, or (ii) if you thereafter submit a timely, valid paper proxy bearing a later date, or (iii) you thereafter submit an original signed and dated written request to revoke such proxy to the corporate offices at 315 Lincoln Street, Suite 300, Sitka, AK 99835. After the Proxy Deadline passes at 5:00 p.m. ADT on Thursday, May 19, 2022, you are not able to revoke your proxy.

II. ELECTION OF DIRECTORS

A. IN GENERAL

Three members of SAI's nine-person Board of Directors are elected each year at SAI's annual meeting. The three candidates receiving the highest total votes with regard to the Virtual 2022 Annual Meeting shall serve director terms which expire at the Annual Meeting in 2025 or when successors are elected and qualified. Each Class A Common Stockholder may "cumulate" his or her votes in the election of Directors. The right to cumulate votes means that you may, at your discretion (i) vote all your votes in favor of one candidate or (ii) divide your votes in any manner among the candidates. The right to cumulate votes applies only to election of Directors. In all other votes, each share has one vote.

With regard to the Virtual 2022 Annual Meeting, the Board of Directors is not soliciting a power to cast discretionary votes in the election of directors. Instead, both the electronic and paper proxy are each

in a ballot-type of format in which shareholders direct that their votes be cast for the specific candidates the shareholders choose. All candidates named in the proxy will be considered to be automatically nominated for purposes of the Virtual 2022 Annual Meeting and no such candidates will be able to withdraw. Even if a candidate is unable to serve as of the date of the Virtual 2022 Annual Meeting, the votes directed to that candidate will still be voted for that candidate and will not be redirected to another candidate.

Your total number of votes for the election of Directors with regard to the Virtual 2022 Annual Meeting is three (3) times the number of Class A Common Stock that you own. The number of Class A Common Stock that you owned on the Record Date is printed on the blue paper proxy enclosed in your proxy packet. For example, if you own 100 shares of Class A Common Stock, you have 300 votes available to apply in any manner in the election of Directors. All 300 votes could be voted for one candidate, or, the votes could be divided among any number of candidates. Your right to cumulate your votes in the election of Directors may be exercised with regard to the Virtual 2022 Annual Meeting by proxy.

Under the 2022 Special Election Rules, the ONLY voting that will be permitted with regard to the Annual Meeting will be by proxy -- unlike a normal annual meeting, there will be no in-person voting that can take place with regard to the Virtual 2022 Annual Meeting. Your proxy (whether submitted by paper or online) will constitute a revocable ballot for purposes of the Virtual 2022 Annual Meeting and will become a final directed ballot when the Proxy Deadline passes at 5:00 p.m. ADT on Thursday, May 19, 2022.

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

B. WRITE IN SPACES

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

C. DESCRIPTION OF CANDIDATES

Note: The below information was supplied by the candidate(s) and has not been separately investigated or verified by Shee Atiká. Shee Atiká has no reason to believe such information is inaccurate, but the responsibility for the accuracy of the below information including the completeness of the disclosures therein is solely the responsibility of each such candidate and not Shee Atiká. Similarly, to the extent such candidate uses other materials or information in the solicitation of proxies, the candidate has the sole responsibility for such other materials or information, including the duty to file materials with the Alaska Division of Banking & Securities. Each of the below candidates are considered to be named in the Board's proxy for purposes of this Proxy Statement.



James Craig (39) Portland, OR

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

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

Other Corporate Positions No Longer Held: Clerk I, SAI

Candidate Statement: *“I want to serve the shareholders of Shee Atiká the best way I know how. I am committed to staying informed, asking questions, and highlighting areas of opportunity. I recognize the importance of shareholders staying engaged with their board and leadership. I’ve always held high esteem for the people who have helped pave the way for all of this to be possible for us. I believe that Shee Atiká can, and should do more for its shareholders regarding employment, training and localized/regionalized efforts. I believe in the power of our matrilineal society. Since being elected, I have advocated to keep our unique cultural values at the forefront of our decision making and have worked cohesively with all other directors, despite our differences. I listen and speak from the heart. I feel confident in our current board and am grateful to have served you all. I am grateful for the challenges I have endured and overcome. I wish to continue to serve our shareholders for another term so I can continue to help make improvements that our shareholders will feel. I recognize the need for change and believe now is the time. Please support me with your vote, I promise to fight for us.”*



Karen Dhillon (57) Palmdale, CA

Current Occupation: CNA, Fesenius Kidney Care, Reifenstein Dialysis Center, Juneau, Alaska

Corporate Positions Previously Held: Night Auditor, Totem Square Inn

Candidate Statement: *“Hello, fellow Shee Atiká Shareholders! I am seeking to represent our beautiful people in our company because it is important to have people who care about you and want to listen. I am great at communicating and can relay your concerns and opinions to the rest of the board. I am interested in innovative and complex approaches to handling the business and promise my role as a board member will be to ensure your voice is heard. I was born and raised in Alaska and am half Tlingit Alaskan Indian. I enjoyed graduating from High School and working many full time jobs in Alaska. My background in Customer Service and as a business owner benefits me to work in this corporation. My heart is in Alaska and its people. My desire is what is in the best interest for you and all shareholders. I am proud to say I am an original shareholder, which gives me personal insights to the corporation. I take pride in many community services and would love the chance to serve you as a board member. I wish you and your family a safe and prosperous New Year as we enter this new time.”*

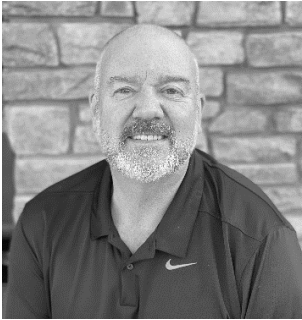


Norman Johnson (58) Tacoma, WA

Current Occupation: Part-time Special Projects, Puyallup Tribe of Indians, Tacoma, WA

Candidate Statement: *“Good morning shareholders of SAI. Want to take this time to share a little history of myself today. First I was born in Juneau, Alaska. Grew up in Sitka, Alaska. Graduated from Sitka High School in 1982. Son of Joe and Agnes Johnson Sr. Grandson to Ann Keener. Married to Sally Johnson for 23 years. Started working for ConocoPhillips (A.S.R.C. & Veco) for 10 years at the Kuparuk oil field on the Major Oil Projects Team, safety team and attended safety meetings every Sunday. Worked for Boeing in Renton, WA, for 5 years on the 737 MAX. Working Part-time for The Puyallup Tribe of Indians on special projects. Having a Great deal of Interest*

in SAI has come clear that A.N.C.S.A. is 50+ years old. Would like to see SAI around for the next 50+ and Beyond! And to really encourage the younger generation to take an interest in Math & Science. And to Most importantly listen to the shareholders of Shee Atiká Inc. After all we all own the Company, without us Shee Atiká Inc. wouldn't be here today. Thank one and all for your consideration."



Steven Karpstein (58), Battle Ground, WA

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

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

Candidate Statement: *"My name is Steve Karpstein, and I am again running as a candidate for a board seat. I am running with the same intentions I put forth last year, serving the shareholders' interests, our corporation's sustainability, growth, and most importantly the preservation of our culture. I believe we must stay vigilante and steadfast in maintaining the well-being of our shareholders and continue to invest in our future. To accomplish this requires a diverse board that brings new ideas and works together while allowing input and discussion before action is taken. Every shareholder has a strong voice as it applies to our past and our future, we must listen and hear what they are saying and make decisions based on their input as it applies to business decisions that impact our future. Our investments are key, and who we partner with and build the relationships with will ultimately show the path ahead and provide the needed revenue to sustain and grow our corporation. I have been a business owner in the past and I currently work for a large multi-national corporation which will allow me to bring business and relationship skills to the table to foster and maintain the growth required to build success. The current board is doing a great job refocusing our direction and has set in motion the opportunities for our success. I will bring fresh ideas, needed balance and business knowledge to the table to influence changes where required for continued growth and success. I believe we will succeed and build a stronger corporation for all shareholders and their descendants, it is our corporation and I humbly ask for your vote to represent us and our future."*



Norman Nault (63) 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.”



Norma Perkins (Age 67) Wasilla, AK

Current Occupation: Retired, Wasilla, Alaska

Corporate Positions Currently Held: Since May 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, SAIL, SAFE and SABT

Candidate Statement: *“My Name is Norma J. Perkins, and I am excited to be running for a second board term for Shee Atiká, Inc. I was born and raised in Sitka and am the daughter of the late Raymond C. Perkins and Rosalie H. Perkins and adopted daughter of the late Lucille R. Perkins. My grandmother was the late Mary B. Perkins. I hold a BA degree in Business Administration and successfully worked 34+ years at the Southeast Alaska Regional Health Consortium where I began my professional career in Accounting/Finance, advancing to the position of Hospital Administrator. I am currently retired and happy to be utilizing my knowledge and experience in support of our corporation. I am currently the Secretary of the board, and Chair of the Partnership Committee where we diligently work to foster and cultivate a culture of healthy working relationships within our corporation. The board is currently involved in establishing a manual of best practices for self-governance of the board and management team. I am proud to have been involved in the board approval of set values and behaviors, e.g., Trust, Respect and Commitment, which will be implemented throughout Shee Atiká operations. We are also working to enhance shareholder relations – positive changes coming soon. During my first board term I have seen positive financial growth thanks to an incredible management team, staff, and effective board. My desire to help our corporation thrive and to bring a voice to the shareholders led me to run for a board seat. In 2019 I was elected on an independent proxy, and I am so thankful to all the shareholders who believed in me. If elected again, I will continue to support sustainable financial growth, work hard to improve accountability, honesty, and open communications, and most importantly, support you the shareholder. Gunalchéesh!”*

END OF PROXY STATEMENT TEXT – TABLES FOLLOW

TABLE ONE -REMUNERATION OF DIRECTORS AND CORPORATE BOARD MEETING ATTENDANCE

Each Director receives 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. 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 2021 was \$171,362.98. 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. The deferred benefit accrued for each director for 2021 is not included in the below Table, but is included in the total Directors and Officers compensation described on page 6. The accrued balances paid to each director will be reported in the 2022 Proxy Statement. 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 2021. There were also various Committee Meetings including the Finance & Audit Committee, Governance Committee, and Shareholder Relations Committee. The Table below indicates with regard to 2021 the number of Director meetings that each Director could have attended, the number of Director meetings each Director actually attended, and the percentage of such attendance.

Director	Current Office	Compensation	Meeting Attendance
ROBERT ALLEN JR.	Chairman	\$26,887.50	14/14 (100%)
JAMES CRAIG		\$12,625.00	22/23 (95.7%)
ROXANNE DRAKE-BURKHART	Vice Chairman	\$7,618.75	20/23 (87%)
LOWELL FRANK		\$5,737.50	9/10 (90%)
LAURENCE GARRITY		\$12,878.33	18/21 (85.7%)
ALYSHA GUTHRIE	Treasurer ¹	\$14,662.50	28/28 (100%)
GILLIAN HAVRILLA		\$27,200.00 ²	6/7 (85.7%)
NORMA J. PERKINS	Secretary ³	\$39,717.57 ⁴	22/24 (91.7%)
PAMELA STEFFES	Assistant Secretary	\$11,873.33	20/21 (95.2%)
KEN TRUITT		\$12,162.50	21/23 (91.3%)
TOTAL DIRECTORS' COMPENSATION		\$171,362.98	

¹ Norma J. Perkins was Treasurer through June 19, 2021, Alysha Guthrie was Treasurer beginning June 19, 2021.

² This amount includes director fees as well as director's deferred compensation paid in 2021.

³ Laurence Garrity was Secretary through June 19, 2021, Norma J. Perkins was Secretary beginning June 19, 2021.

⁴ In 2021, Norma J. Perkins was paid board fees retroactively to May 2019 in the indicated amount. Thus, the indicated amount includes director fees for 2021 as well as director fees for 2019 and 2020. Also during 2021, Ms. Perkins' director deferred compensation balance was adjusted to include \$200/month beginning in May 2019, when she was elected. The amount of Ms. Perkins' retroactive deferred compensation is not reflected in the indicated amount, but is included in the total Directors and Officers compensation described on page 6.

TABLE TWO - REMUNERATION OF OFFICERS

The five highest paid Officers of SAI, its affiliates¹ and its subsidiaries² who served at any time during 2021 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 2021, 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	SGS	\$344,750	\$50,000	\$9,813	\$404,563
Karl Potts	President/CEO	SAI	\$295,650	\$80,000	\$2,208	\$377,858
Christopher Turnham	President	ANR	\$270,250	\$46,050	\$9,950	\$326,250
Paul Wamsted	Chief Information Officer	ANR	\$255,897	\$41,209	\$9,474	\$306,580
Brian Knott	VP of Business Development	ANR	\$241,303	\$27,473	\$10,000	\$278,776
TOTAL LISTED OFFICER COMPENSATION			\$1,407,850	\$244,732	\$41,445	\$1,694,027

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 the 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”), 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. The Liquidating Trust for Shee Atiká Languages, LLC (“LTSAL”) was established by the former members of SAL to pursue certain claims against Global Linguist Solutions, LLC (“GLS”) after SAL was dissolved in 2012. GLS was a government contractor that had subcontracted with SAL to provide linguists. The litigation that LTSAL brought against GLS was unsuccessful and LTSAL has since been dissolved.

³ Accrued unpaid bonuses were earned for service during 2021, but not paid until 2022.

TABLE THREE - CONTINUING DIRECTORS WHOSE TERMS EXPIRE IN 2023

Laurence Garrity (58), Sitka, AK

Current Occupation: Retired, Sitka, Alaska

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

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

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

G. Ken Truitt (57), Juneau, AK

Current Occupation: Attorney, Legislative Aide/Public Information Officer, State of Alaska, Department of Administration, Juneau, Alaska

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

Alysha Guthrie (36), Douglas, AK

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

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

TABLE FOUR - CONTINUING DIRECTORS WHOSE TERMS EXPIRE IN 2024

Robert Allen Jr. (58) Sitka, AK

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

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

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

Roxanne Drake-Burkhart (56), Juneau, AK

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

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

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

Lowell Frank (59), Puyallup, WA

Current Occupation: Sales Manager, Allweather Wood, Washougal, Washington

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