



45TH ANNUAL MEETING

FORM: SUBMISSION OF PROXY SOLICITATION MATERIALS FOR **CONSOLIDATED MAILING** BY SNC

This form is to be used by Board Candidates and Shareholders to submit materials for approval to the Election Judge including a proxy card, proxy disclosure/statement, and proxy solicitation for distribution to shareholders via consolidated mailing by Sitnasuak Native Corporation (SNC).

The schedule and deadline for submitting materials is as follows:

SNC Consolidated Mailing	Deadline for Submission (Alaska Time)	Scheduled Consolidated Mailing Date
First	4:00 PM, April 22, 2019	May 7, 2019
Second	4:00 PM, May 2, 2019	May 17, 2019

Any materials submitted after these dates may not be included in the consolidated mailing to Shareholders.

Completed materials must be submitted by email to nresnick@snc.org; by mail or hand-delivery to 4341 B Street, Suite 402, Anchorage, AK 99503; or by FAX to 907-375-2910.

For black and white solicitations printed on plain white paper, a non-refundable fee of \$0.10 per page x 2,900 shareholders must be submitted to SNC in advance of submitting these materials. The following table provides the fees based upon the number of pages for the consolidated mailing by SNC.

Table 1: Black and White Solicitations Printed on Plain White Paper Fee Schedule for SNC Consolidated Mailing Based Upon Number of Pages

<i>Number of Pages</i>	<i>Cost Per Page</i>	<i>Shareholders</i>	<i>Fee Per Mailing</i>
1	\$0.10	2,900	\$290.00
2	\$0.10	2,900	\$580.00
3	\$0.10	2,900	\$870.00
4	\$0.10	2,900	\$1,160.00
5	\$0.10	2,900	\$1,450.00
6	\$0.10	2,900	\$1,740.00
7	\$0.10	2,900	\$2,030.00
8	\$0.10	2,900	\$2,320.00
9	\$0.10	2,900	\$2,610.00
10	\$0.10	2,900	\$2,900.00

Table 2: Black and White Solicitations Printed on Plain White Paper Total Fees Due for SNC Consolidated Mailing

Select SNC Consolidated Mailing for Board Candidate Materials	Fee Per Mailing	Total
First	\$	\$
Second	\$	\$
Total		\$

Fees must be paid at the SNC Shareholder Department in Nome or Anchorage where you will be provided a verified receipt. You must attach a copy of that receipt to this form.

Attachment 1: Proxy Card, exactly as you would like it to appear in the distribution to shareholders.

Attachment 2: Proxy Disclosure and Statement, exactly as you would like it to appear in the distribution to shareholders.

Attachment 3: Solicitation that shall be letter size (8.5" x 11"). This statement will be printed in black and white. For best results, please submit the statement in PDF format. If you wish to

distribute a solicitation statement with your proxy card (attachment 1) and proxy disclosure (attachment 2), please include a solicitation (attachment 3) and submit it with this form.

In the event any portion of your submission is incomplete or non-compliant, it may not be mailed with the consolidated mailing to shareholders.

Should you have any questions about completing these forms, please contact **Norm Resnick** by email at nresnick@snc.org or by phone at 907-929-7000.

Certification: I understand that in addition to compliance with the Sitnasuak Native Corporation (SNC) Rules for Shareholder Meetings, I must comply with the State of Alaska laws governing the solicitation of proxies, including the regulations promulgated by the Division of Banking & Securities. I acknowledge that I am responsible for obtaining a copy of the current regulations and conducting my solicitation activities in accordance with those regulations, the SNC rules, and all other laws governing my activities. By submitting these materials, I consent to the authority of the Election Judge to decide all controversies connected to my proxy solicitation materials and agree to abide by his decisions, including consenting to the invalidation of any portion of a proxy or ballot that authorizes a vote be cast in my favor. I verify that the information contained in this submission is truthful and accurate.

Dated: _____ Signature: _____

Print Contact Name: _____

Contact Email: _____

Contact Phone: _____

ATTACHMENT 1 – PROXY CARD

**CANDIDATE SUBMISSION OF PROXY SOLICITATION MATERIALS FOR
CONSOLIDATED MAILING BY SNC**

PROXY APPROVED FOR USE WITH SITNASUAK NATIVE CORPORATION

PROXY SOLICITED

FOR THE 45th ANNUAL MEETING OF SHAREHOLDERS OF

SITNASUAK NATIVE CORPORATION

TO BE HELD ON THE 1st OF JUNE, 2019

The undersigned, having received the Notice of the 45th Annual Meeting of Shareholders and Proxy Statement, hereby appoints, _____ and in his or her absence, _____, with full power of substitution, as proxyholder of the undersigned to represent and vote the shares of the undersigned at the Annual Meeting of Shareholders of Sitnasuak Native Corporation, to be held at Nome, Alaska, on the 1st day of June, 2019, at 10:00 a.m., and at any adjournments thereof, as fully as if the undersigned were personally present. Said proxyholder is herein specifically authorized to vote the shares of stock of the Corporation that the undersigned is entitled to vote, subject to the following:

Mark Only One Box¹

- VOTE FOR NOMINEE(S) ONLY, IN ANY PROPORTION PROXYHOLDER DECIDES.

Your votes will be cumulated and cast at the discretion of the proxyholder for any one or more of the following nominees. You may withhold authority to vote for a nominee by striking a line through the nominee's name.

Nominee(s)

Inspector's label here

¹ Note: A compliant proxy may include one, more than one, or all of the boxes included in this Attachment 1. A compliant proxy may also grant authority to the proxyholder to vote on other matters, provided that the proxyholder complies with all laws, regulations and Sitnasuak Native Corporation rules regarding the solicitation of proxies as to such other matters.

- VOTE FOR NOMINEE(S) AS DESIGNATED BELOW.

You may allocate your votes among nominees by writing the number of votes cast for each nominee in the space provided. Your total number of votes is equal to the number of shares you hold, multiplied by four (the number of director positions available).

<u>Nominee(s)</u>	<u>Number of Votes</u>
_____	_____
_____	_____
_____	_____
_____	_____

- DO NOT VOTE MY SHARES FOR THE ELECTION OF DIRECTORS
- DO NOT VOTE MY SHARES FOR ANY PURPOSE. SHARES COUNT FOR QUORUM ONLY

YOU MUST DATE YOUR PROXY AND SIGN WITH YOUR LEGAL SIGNATURE.

This proxy revokes all previous proxies given by the undersigned.

DATE: _____, 20__.

_____ (Legal Signature Required)

IMPORTANT: Sign your name with your legal signature. If you are signing as an executor, administrator, custodian or guardian, please give your full title (for example: John Smith, guardian for Mary Smith). If you own shares in your own name and are also an executor, administrator, custodian or guardian for someone else, you must execute separate proxies for each capacity.

ATTACHMENT 2: PROXY DISCLOSURE

**CANDIDATE SUBMISSION OF PROXY SOLICITATION MATERIALS FOR
CONSOLIDATED MAILING BY SNC**

PROXY STATEMENT² BY _____

FOR ELECTION TO THE BOARD OF DIRECTORS

AT THE 45th ANNUAL MEETING OF SHAREHOLDERS OF

SITNASUAK NATIVE CORPORATION

TO BE HELD ON THE 1st OF JUNE, 2019

INSTRUCTIONS: All written proxy solicitations must be preceded or accompanied by a dated, written proxy statement in the form provided below. Complete ALL sections and CHECK ALL BOXES THAT APPLY. Attach additional pages if necessary. You may attach a signed personalized introductory statement as a **cover page**.

IMPORTANT NOTE: All proxy statements must comply with the Proxy Regulations of the State of Alaska Applicable to Alaska Native Claims Act Corporations, including 3 AAC 08.355. Non-Board Solicitations. It is the responsibility of all Participants to comply with those regulations.

I. Introductory Statement. I / [We], _____,
_____, and _____,

("Proxyholder") am / [are] soliciting your proxy for the election of the following Nominees to the Board of Directors of Sitnasuak Native Corporation (the "Corporation") and for other matters as may properly come before the 45th Annual Meeting of Shareholders to be held at the Nome Elementary School, in Nome, Alaska, on Saturday, the 1st day of June, 2019, beginning at 10:00 a.m.

² Note: This Proxy Statement form applies to non-Board solicitations. The form for Proxy Statements for Board solicitations is set by the Corporation's Board of Directors.

<i>Name(s) of Nominee(s)</i>	<i>Age</i>	<i>City of Residence</i>	<i>State of Residence</i>

II. Solicitations and Cost. I / [We] intend to solicit proxies by the following means:

_____.

It is estimated that a total of \$_____ will be spent to solicit shareholder proxies; of this amount \$_____ has already been spent. No reimbursement for these solicitation expenses will be sought from the Corporation. The following participants have each contributed or agreed to contribute more than \$500 in the aggregate toward the expense of this solicitation:

<i>Name of Participant(s), Including Proxyholder and Nominee(s)</i>	<i>Amount</i>

III. Participants. The following individuals have joined or propose to join in this solicitation as participants (provide name and address for each):

<i>Name of Participant(s), Including Proxyholder(s) and Nominee(s)</i>	<i>Addresses</i>

The participant(s) and proxyholder(s) listed above DO / DO NOT have an arrangement or understanding with an entity for future employment by the Corporation or future financial transactions to which the Corporation will or may become a party. If applicable, provide a description listing the terms of and the parties to each arrangement or understanding:

Director Nominee Disclosures. If more than one Nominee appears on this Proxy Statement, **EACH** Nominee must complete this section separately and sign at Section V.

If the Nominee is listed as a Nominee on the Board solicited proxy, they may rely on the Director Nominee Disclosures in the Corporation's proxy statement. For Nominees who do not appear on the Board solicited proxy, they must complete the following disclosures.

a. Service as Director, Officer or Employee of Sitnasuak Native Corporation
[check all that apply]

- I am currently a Board of Director of the Corporation. My term expires at the upcoming Annual Meeting of Shareholders or continues until such time as my successor is elected and qualified. During my current term as Director, I attended:

_____ of the _____ regular and special meetings held by the Board of Directors; and
_____ of the _____ committee meetings on which I serve.

The following is a description of all other positions and offices that I presently hold with the Corporation and its subsidiaries:

My total income from service to Sitnasuak Native Corporation, its subsidiaries and affiliates from January 1, 2018, to December 31, 2018, was _____, which includes income from Board meetings, committee meetings and special assignments. My total income from service to Sitnasuak Native Corporation, its subsidiaries and/or affiliates from January 1, 2019, to the date of this solicitation, was _____, which includes income from Board meetings, committee meetings and special assignments. This income is reported and taxable.

- I am not currently a Board of Director of the Corporation. The following is a description of all positions and offices presently and previously held with the Corporation and its subsidiaries, including periods of service:

b. Family Relationship with Sitnasuak Native Corporation

Members of my family (defined as an individual's spouse, parents, children, or siblings by blood or adoption) hold the position of Director, Nominee or executive officer with the Corporation or its subsidiaries, as follows:

<i>Name/Relationship</i>	<i>Position</i>	<i>Sitnasuak Native Corporation or Subsidiary Name</i>

c. Occupation and Business Experience (Past Five Years)

<i>Principal employment or occupation and employer</i>

d. Service as Officer or Director of Other Corporations or Other Entities.

During the past five years I have served as an officer or director of the following corporations or entities other than Sitnasuak Native Corporation:

<i>Title</i>	<i>Term</i>	<i>Corporation Name</i>

e. Other Conduct.

In the past ten years, I HAVE NOT / HAVE been personally involved in a voluntary or involuntary petition under any bankruptcy or insolvency laws, appointment of a receiver, conviction or plea of nolo contendere in a criminal proceeding (except traffic violations or other minor offenses), or entry of any final judgment, order or decree, not subsequently reversed or vacated, that I engaged in unethical or illegal business practices, violated fiduciary duties, or violated securities laws. I HAVE NO / HAVE pending criminal proceedings (not including traffic violations or other minor offenses).

If any of these HAVE occurred, please provide a description:

f. Interested Party Transactions.

Is any member of your family, or a family member of any participant, an employee, officer, director, owner, or shareholder, with a direct or indirect interest in any entity that has engaged in any financial transaction(s) or presently proposes financial transactions with the Corporation with an aggregate value in excess of \$20,000, since the beginning of the Corporation's last fiscal year? NO / YES. If "Yes", please provide, for each transaction, the details below:

Name of Person: _____

Entity: _____

Details of the Transaction: _____

g. Legal Proceedings.

Provide a brief description of all legal proceedings to which any participant or any entity identified in the preceding section is a party with interests adverse to the Corporation or its subsidiaries during the last 10 years.

<i>Name of Participant or Entity</i>	<i>Nature of Legal Proceedings</i>

h. Personal Information: Name, Age, and State and City of Residence.

My date of birth is _____, and the state and city of my residence are:

IV. VERIFICATION OF EACH PROXYHOLDER AND NOMINEE.

By signing below, I declare that the information provided in this Proxy Statement is accurate and complete to the best of my knowledge.

DATE: _____, 20____.

(Legal Signature of Proxyholder or Nominee)

(Printed Name)

(Age)

(Address)

ATTACHMENT 3 – PROXY SOLICITATION

PROXY SOLICITATION MATERIALS FOR CONSOLIDATED MAILING BY SNC

Solicitation materials shall be letter size (8.5" X 11"). This will be printed in black and white on plain white paper.

For best results, please submit the statement in PDF format.

If you wish to distribute a solicitation statement with your proxy card (attachment 1) and proxy disclosure (attachment 2), please include a solicitation (attachment 3) and submit it with this form.