



**47<sup>TH</sup> 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/or proxy solicitation for distribution to Shareholders via consolidated mailing by Sitnasuak Native Corporation (SNC).

**The schedule and deadline for submitting materials for consolidated mailing is as follows:**

SNC Consolidated Mailing	Deadline for Submission (Alaska Time)	Scheduled Consolidated Mailing Date
47 <sup>th</sup> Annual Meeting	Received by 4:00 PM, April 22, 2020	May 12, 2020

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

**Completed materials must be received by email to [nresnick@snc.org](mailto:nresnick@snc.org); by mail or hand-delivery to 4341 B Street, Suite 402, Anchorage, AK 99503; or by FAX to 907-375-2910.**

According to the SNC Rules for Shareholder Meetings, your materials for consolidated mailing will be posted at the corporate offices for three (3) business days to give SNC Shareholders and the Corporation an opportunity to review and submit any objections to the Election Judge. After the Election Judge has considered your proposed consolidated mailing materials, and any objections, the Judge will issue a ruling. Once your consolidated mailing materials has been approved by the Election Judge, SNC will arrange to distribute the approved material to Shareholders and file the consolidated mailing with the Alaska Division of Banking and Securities.

Solicitations will be printed in black and white on plain white paper, and non-refundable fees according to table 1 (below) 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: Non-Refundable 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: Total Fees Due for SNC Consolidated Mailing**

<b>SNC Consolidated Mailing for Board Candidate Materials</b>	<b>Fee Per Mailing</b>	<b>Total</b>
Consolidated Mailing scheduled for May 12, 2020	\$	\$
Other Costs or Expenses due SNC	\$	\$
<b>Total</b>		\$

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:** Solicitation that shall be printed in black and white on letter size (8.5" x 11") plain white paper. For best results, please submit the solicitation in PDF format. If a nominee or candidate, Shareholder or group is not included in the Corporation proxy, please complete a proxy disclosure and statement (attachment 3) to be included in the consolidated mailing.

**Attachment 2:** Proxy Card exactly as you would like it to appear in the distribution to Shareholders. This is for an independent proxy. If you wish to distribute a solicitation (attachment 1) with your proxy card (attachment 2) and proxy disclosure (attachment 3), please include the solicitation and submit it with this form.

**Attachment 3:** Proxy Disclosure and Statement, exactly as you would like it to appear in the distribution to Shareholders. This is for an independent proxy and needed if submitting a proxy card.

**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](mailto: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 their decisions, including consenting to the invalidation of any portion of a proxy or ballot that authorizes a vote be cast in my favor.

I understand that Sitnasuak Native Corporation may require that I amend or supplement this Proxy Disclosure to ensure that it complies with all applicable laws.

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 SOLICITATION**

### **PROXY SOLICITATION MATERIALS FOR CONSOLIDATED MAILING BY SNC**

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

**For best results, please submit the solicitation in PDF format.**

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

If you only want to distribute a solicitation item, you do not need to complete a proxy card (attachment 2).

If a nominee or candidate, Shareholder or group is not included in the Corporation proxy, please complete a proxy disclosure and statement (attachment 3) to be included in the consolidated mailing with your solicitation.

**ATTACHMENT 2: PROXY CARD**

**PROXY CARD FOR CONSOLIDATED MAILING BY SNC**

**PROXY SOLICITED FOR THE SITNASUAK NATIVE CORPORATION**

**\_\_\_\_\_ ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON \_\_\_\_\_, 20\_\_**

The undersigned, having received the Notice of the \_\_\_\_ 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 \_\_\_\_\_, Alaska, on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_, at \_\_ a.m. / p.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 Box**

- 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 particular Nominee by striking a line through the Nominee's name.

Nominee(s)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

*Inspector's label here*

- 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 \_\_\_\_\_ (the number of director positions available).

Nominee(s)

Number of Votes

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

- 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 3: PROXY DISCLOSURE**

PROXY STATEMENT AND DISCLOSURES FOR CONSOLIDATED MAILING BY SNC

PROXY STATEMENT BY *Insert Name of Nominee(s) Here*

**FOR ELECTION TO THE BOARD OF DIRECTORS  
AND SHAREHOLDER RESOLUTION [if applicable for the year]  
AT THE ANNUAL MEETING OF SHAREHOLDERS OF SITNASUAK  
NATIVE CORPORATION  
TO BE HELD ON \_\_\_\_\_, 20**

**INSTRUCTIONS:** All independent 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**. In order to have this proxy statement, once approved, printed on colored paper you must notify the Election Judge of the choice of color at the time of submission; otherwise it will be printed on white paper.

**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 Annual Meeting of Shareholders to be held at \_\_\_\_\_, in \_\_\_\_\_, Alaska, on \_\_\_\_\_, the \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, beginning at \_\_\_\_\_ a.m. / p.m.

<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:

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**Director Nominee Disclosures.** If more than one Nominee or Participant appears on this Proxy Statement, **EACH** Nominee and Participant must complete this Section separately and sign at Section V. If a 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 and Participants 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 Director of the Corporation. My term expires at the upcoming Annual Meeting of Shareholders or 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, 2019 to April 30, 2020 was \_\_\_\_\_, which includes income from board meetings, committee meetings and special assignments. This income is reported and taxable.

- I am not currently a 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:

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**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>

**e. 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>

**f. 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:

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**g. 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: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**h. 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>

**i. Personal Information. name, age, and state and city of residence;**

My date of birth is \_\_\_\_\_, and the state and city of my residence are

\_\_\_\_\_.



b. The following is a description of any substantial interest, direct or indirect, by shareholdings or otherwise, of each Participant in the solicitation, or family member of that participant, in any matter to be acted upon at the meeting, unless the participant or family member owns shares in the corporation and would receive no extra or special benefit not shared on a pro rata basis by all other shareholders of the same class.

**V. 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)