



**APPLICATION FOR INCLUSION ON BOARD PROXY AND DISCLOSURE
QUESTIONNAIRE**

CANDIDATES FOR THE BOARD OF DIRECTORS AND CURRENT BOARD OF DIRECTORS

Annual Meeting of Shareholders, June 25, 2022

Deadline is 4:00 p.m., March 25, 2022

Each year, Sitnasuak Native Corporation ("SNC") distributes proxy materials and solicits proxies in anticipation of its annual shareholder meeting. The solicitation of proxies is governed by SNC's Rules for Shareholder Meetings; the Bylaws; and by state regulations, which require disclosure of certain information about directors, nominees, and officers, and their relationship(s) with SNC and its subsidiaries and business partners. A copy of the state proxy regulations, 3 AAC 08.305, et. seq, are available through <https://www.commerce.alaska.gov/web/dbs/anca.aspx>. Copies of the SNC Bylaws, SNC Rules for Shareholder Meetings are available from SNC upon request.

The information requested below is necessary for SNC to comply with the state regulations and to allow SNC to make a decision to include a candidate as part of a Board solicited proxy. SNC reserves the right, in its discretion, to request additional information and/or conduct a background check on all candidates. Submission of information set out herein does not guarantee that a candidate will be included as part of the Board solicited proxy. The Board may conduct a background check of a candidate prior to making a decision to include a candidate as part of a Board solicited proxy. Information disclosed in this questionnaire will not necessarily be disclosed in the proxy materials distributed to shareholders. Nevertheless, complete and accurate answers to the questions below are necessary so that the required disclosures can be made. Failure of a candidate to provide accurate information as requested, making a disclosure or other material statement that is false or misleading, or the failure to abide by the promises contained in Paragraph 27 of this application could result in the invalidation of proxies voted or cast in your favor. All eligible candidates that furnish the required documentation and promise to abide by the terms and conditions in this application will be included on the Board solicited proxy.

If you have any questions about this questionnaire, you may contact SNC's General Counsel at (907) 929-7000 or toll free at (877) 443-2632. If you have any questions about the state proxy regulations, you may contact your attorney or the Division of Banking and Securities in Anchorage at (907) 269-8140, toll-free at (888) 925-2521, or by email at anca@alaska.gov. A completed questionnaire should be signed, dated, and notarized, and is due in the SNC office in Nome or Anchorage along with a candidate statement by 4:00 p.m., March 25, 2022, by mail or fax to the addresses/numbers listed below, or electronic delivery to shareholder@snc.org.

Nome Office

PO BOX 905, Nome, AK 99762
Phone: 907-387-1200, Fax: 907-443-6437

Anchorage Office

2700 Gambell Street, Suite 300, Anchorage, AK
99503 Phone: 907-929-7000, Fax: 907-375-2910

Please include additional pages to answer each question if necessary.

1. Name as it appears on SNC's shareholder records: _____

a. Your name as you want it to appear in the proxy statement and solicitation materials:

2. Age: _____ 3. Date of Birth: _____ 4. Last 4 digits SSN: _____

5. State & City of Residence: _____

6. Alaska Native Corporations you are enrolled in: _____

7. Contact Information [For SNC's Use Only]

Mailing Address: _____

Residence Address (If different from mailing address): _____

Phone Home: _____ Work: _____ Cell: _____

Email Address: _____

I understand and agree that SNC may contact me at the email address listed above any time before the election and request that I supplement or clarify my disclosures. I understand and agree that I may be removed from the Board solicited proxy if I fail to respond by the deadline stated in the email.

Initials: _____

For the following questions, if none, indicate "None".

8. Name and address of other "participant(s)" as defined in 3AAC 08.365 (11)

a. Committee or group involved in the election of directors or other matters to be voted on at the Annual Meeting with which you are affiliated:

b. Person, group, or entity that finances, directly or indirectly, your solicitation of proxies (other than SNC), and other than one that contributes less than \$500 and that is not otherwise a "participant," as defined in 3 AAC 08.365 (11):

c. Person, group or entity that solicits proxies on your behalf (other than SNC):

d. Other “participants” as defined in 3 AAC 08.365 (11), with which you are affiliated or that join in your solicitation:

9. Do you, or any of the participants listed in Question #8 above, have an arrangement or understanding with anyone for future employment by SNC (or its subsidiaries or affiliates) or future financial transactions to which SNC (or its subsidiaries or affiliates) will be or may be a party?

Yes () No ()

If Yes, provide a description of the terms of and parties to each arrangement or understanding:

10. List all offices and positions you have **previously** held with SNC, its subsidiaries, or affiliates and the periods for which you served:

11. List all positions or offices that you **currently** hold in SNC, including any of its affiliates, subsidiaries, or committees:

12. If you are or previously have been a Director of SNC, in what year were you first elected?

13. Please list the dates of all your previous terms served on the SNC Board of Directors:

14. If you are currently a member of the SNC Board of Directors, in what year does your present term expire? _____

15. Please list all directors, candidates, officers, or employees of SNC, its subsidiaries or affiliates to whom you are related by blood or adoption as a spouse, parent, child, brother, or sister, and include the name of the person, company and position and relationship to you:

16. Please list your business and other work experience **during the last five years**, including your principal employment or occupation, your current employer, and any other directorships or officer positions with other entities, beginning with the most recent:

Note: You must use the full legal name of the employer/entity. NO ABBREVIATIONS ARE PERMITTED. You must complete this section in full. You may attach additional sheets as necessary, but SNC does NOT accept resumes in lieu of this section. Failure to complete this section in full may result in the rejection of your application.

Employer/Entity:	Title/Position:	Dates of Service:
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Note: This section only includes your experience for the past five years. If you would like to ensure that the shareholders are aware of experiences older than five years, then please include those details in your candidate statement.

17. Please list only **current and active** memberships with other affiliations and organizations:

Note: Some of your affiliations listed above may not constitute a disclosure required by law and thus may not be included in the proxy statement. If you want to ensure that the shareholders are aware of all your memberships and affiliations, then please provide these details in your candidate statement.

18. Have you been subject to any of the following events in the last 10 years:

- a. Voluntary or involuntary petition under any bankruptcy or insolvency laws: Yes () No ()
- b. Appointment of a receiver: Yes () No ()
- c. Pending criminal proceedings, except traffic violations or other minor offenses: Yes () No ()
- d. Conviction or plea of no contest (nolo contendere) in a criminal proceeding, except traffic violations or other minor offenses: Yes () No ()
- e. The entry of any final judgment, order, or decree, not subsequently reversed or vacated, that you engaged in unethical or illegal business practices, violated fiduciary duties, or violated securities laws: Yes () No ()

If you have answered Yes to any of the above, please describe:

19. If you are a current Director, are you aware of any violations by you of SNC's current Code of Business Ethics and Conduct for Directors?

Yes () No ()

If Yes, please explain.

20. Briefly describe the methods you will employ to solicit proxies, such as use of the mail, inclusion on SNC proxy materials, social media, advertisements, or otherwise:

21. Proxy solicitation expenditures.

- a. How much money have you already spent soliciting proxies for the election: \$ _____
- b. How much do you estimate you will spend, separate from any solicitation services that may be provided by SNC: \$ _____
- c. If you will incur additional expenses of solicitation, who will bear those expenses (list any "participant" in your solicitation (other than SNC) who has contributed, or has agreed to contribute, \$500 or more in the aggregate):

22. a. Since **January 1, 2021**, were there financial transactions which in the aggregate exceeded \$20,000 between SNC or one of its subsidiaries and you, a member of your family, or an entity where you or a member of your family is employed by, is an officer or director of, or owns, directly or indirectly, an interest in the entity? (Family means your spouse, parents, children, or siblings, by blood or adoption).
Yes () No ()

If Yes, please describe the transactions:

b. Are there any **presently proposed** financial transactions which in the aggregate exceed \$20,000 between SNC or one of its subsidiaries and you, a member of your family, or an entity where you or a member of your family is employed by, is an officer or director of, or owns, directly or indirectly, an interest in the entity? (Family means your spouse, parents, children, or siblings, by blood or adoption).
Yes () No ()

If Yes, please describe the transactions:

27. By signing and submitting this questionnaire, I affirm that I intend to run for the Board of Directors and wish to be included in the corporation proxy statement that will be mailed to the corporation's shareholders. In addition, by signing and submitting this questionnaire, I am requesting to have my name placed on the SNC proxy card and statement, and I agree to serve if elected. In addition, I agree to the following:

a. I will not seek additional reimbursement from SNC for my solicitation expenses.

b. I am a voting SNC shareholder 18 years of age or older.

c. In consideration of SNC including my name and biographical information on its proxy card and proxy statement and mailing the same to the shareholders of SNC, I promise the following:

(1) I am responsible to be familiar with, and shall comply with all state statutes and regulations governing proxy solicitation, particularly 3 AAC 08.305, et seq., including timely filing my disclosures with the State of Alaska, Division of Banking and Securities.

(2) I am responsible to be familiar with, and shall abide by SNC Bylaws; the SNC Rules for Shareholder Meetings; state statutes; and regulations in soliciting proxies for the annual Meeting.

(3) I shall not be a "participant", as that term is defined by 3 AAC 08.365 (11), in the solicitation of proxies for this shareholder meeting other than the board solicited proxy and if I campaign for votes, or distribute any campaign material or proxy solicitation material, I will comply with all the applicable regulations, the SNC Bylaws, and SNC's Rules for Shareholder Meetings.

(4) I agree to submit to arbitration by the Election Judge all controversies with SNC or any shareholder concerning the solicitation of proxies, voting, or the conduct of the shareholder meeting. And I agree that if the Election Judge determines that I have failed in any material respect to comply with state law; the SNC bylaws; the SNC Rules for Shareholder Meetings; or a decision of the Election Judge, then I will abide by the ruling of the Election Judge as to the validity of votes directed to me and hereby authorize SNC to invalidate any proxy votes or balloted votes directed to me, except for quorum purposes.

(5) I shall provide any additional information requested by SNC with respect to matters addressed in this questionnaire, or as to which disclosure is required by law.

(6) I agree that any contact with an SNC shareholder to solicit proxies by any of the means listed above shall take place only if the shareholder has previously received or simultaneously with such contact receives SNC's proxy statement and annual report.

(7) I agree that SNC, without any notice, may make stylistic changes to my disclosures and my candidate statement, including but not limited to adjusting punctuation, excluding middle names or nicknames, formatting changes, correction of spelling, and other adjustments made to address length and clarity.

(8) I further agree and understand that SNC may exclude any information from my disclosures that is not necessary to comply with the law. I agree that SNC may make any changes to the information supplied herein and to my candidate statement that are required by law and may exclude any statements it deems to violate Alaska law.

I hereby declare that the foregoing information provided by me, as well as any information provided in my candidate statement, is true and correct to the best of my knowledge and belief, that I have made every effort to ensure the accuracy of every fact stated herein, and the information does not contain a false or misleading statement or omission of a material statement.

(Print Name)

(Signature of Candidate/Board Member)

(Date)

SUBSCRIBED AND SWORN to before me this _____ day of _____, 2022.

Notary Public in and for the State of _____

My Commission Expires: _____

