



SEALASKA

SEALASKA CORPORATION 2024

Notice of Annual Meeting and Proxy Statement



VOTE YOUR 2024 SEALASKA PROXY ATTEND THE 51ST ANNUAL MEETING OF SHAREHOLDERS*

Early Bird Prizes

Vote your proxy on or before June 3, 2024.

GRAND	\$5,000	For 1 Winner
2 ND	\$2,500	For 2 Winners
3 RD	\$1,000	For 5 Winners
4 TH	\$750	For 6 Winners
5 TH	\$500	For 11 Winners

PLUS Two Round-Trip Tickets on Alaska Airlines

Annual Meeting Prizes

Vote your proxy so it is received by fax, mail or through online voting by June 27, 2024 at 5 p.m. Alaska time.

1ST	\$2,500	For 3 Winners
2 ND	\$1,500	For 1 Winner
3 RD	\$1,000	For 1 Winner
4 TH	\$500	For 1 Winner

PLUS One Round-Trip Ticket on Alaska Airlines

Webcast Prizes:

All webcast viewers the day of the annual meeting will be eligible for prizes, including:

\$1,000	For 5 Winners
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(See Prize Rules to the right)

Prize Rules

1. You do not have to be present to win.
2. Board members, Board nominees, officers and managers of Sealaska Corporation, its subsidiaries, or affiliates, and their spouses and minor children, are not eligible for the annual meeting and Early Bird drawings. Employees of Sealaska or its affiliates are not eligible for annual meeting door prizes.
3. To be eligible for the Early Bird prizes, your proxy must be received by the Independent Inspectors of Election and Voting by June 3, 2024, at 5 p.m. Alaska time. Winners of Early Bird prizes will be announced on approximately June 5, 2024.
4. Cash prizes in excess of \$600 will be reported to the IRS on a Form 1099 by Sealaska Corporation on or before January 31, 2025. All prize winners will be responsible for applicable state and federal taxes.
5. The Alaska Airlines tickets are mileage tickets, with a limit of up to 50,000 miles per ticket.

ATTENTION: NEW SHAREHOLDERS

If you are a newly enrolled shareholder descendant owning only Class D-(Descendant) shares, or you are a Sealaska shareholder for the first time through gifted or inherited shares, this might be the first Proxy Statement and Proxy Card you have received.

This booklet (Proxy Statement) contains the information you will need to be able to vote (cast your Proxy Card) for this year's annual meeting of shareholders. If you find you still have questions, please do not hesitate to give us a call. Contact the Corporate Secretary at 907.586.1512 with your voting questions.

ATTENTION: ELDERS WITH LIFE ESTATE STOCK

If you are an Elder who has received 100 shares of Class E-(Elder) life estate stock, please remember that Class E stock does not carry voting power and does not contribute to the number of your total votes for the annual meeting. Only the original voting stock you currently own may be used to cast votes. The number of shares of voting stock you own, and the number of votes you have, can be found on the front of your proxy card.

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VOTE FOR DIRECTORS: HOW MANY VOTES DO YOU HAVE?

If you are voting on the proxy card you received in the mail from Sealaska, then the number of votes that you have is printed on your proxy card in the upper right corner. You may also download and print a blank proxy from the Sealaska website, request another proxy from Sealaska headquarters, or vote your proxy online. Each share of voting stock is entitled to one vote for each Director to be elected. For example, this year five (5) Directors will be elected, so if you own 100 shares, you have 500 votes.

EXAMPLE: 100 SHARES X 5 DIRECTORS TO BE ELECTED = 500 VOTES

These votes can be distributed any way you determine between one to no more than five (5) nominees if you vote directed. This is known as “cumulative voting.” If you vote discretionary, you do not need to allocate your votes. See “How to Vote Your Paper Proxy” starting on page 6 for more information on completing your proxy card.

LETTER FROM CHAIR OF THE BOARD



DEAR SHAREHOLDERS:

We hope you will join us virtually or in person for the 2024 Annual Meeting of Shareholders in Sitka, Alaska. At a minimum, we encourage you to participate by submitting your proxy.

We would like you to review the materials carefully and vote in time to be eligible for the early bird prizes. In 2023, approximately 66 percent of outstanding shares were voted and of that, about 70 percent used *MySealaska* (online voting). With your help, we are looking forward to another year of strong voter turnout.

Vote Online. You can vote online through *MySealaska*. Online voting is safe, secure, and much more cost effective for Sealaska. You must vote online by 5 p.m. Alaska time on June 27, 2024.

Vote by Paper Proxy. You can vote by signing and submitting the blue paper proxy in the mail or by fax. You can also deliver it in person to the Inspectors of Election, Elgee Rehfeld, LLC, 9309 Glacier Highway, Suite B-200, Juneau, Alaska. The Inspectors of Election must receive your paper proxy by 5 p.m. Alaska time on June 27, 2024.

Vote in Person at the Annual Meeting. The annual meeting will be held at Harrigan Centennial Hall in Sitka on Saturday, June 29, 2024.

Vote Early. You must vote on or before June 3, 2024, in order to be eligible for Early Bird prizes.

For questions about the Proxy contact:

Corporate Secretary
Phone: 907.586.1512
Toll Free: 800.848.5921
Email: corpsec@sealaska.com

For questions about the Annual Report or for additional copies contact:

Communications Department
Phone: 907.586.1512
Toll Free: 800.848.5921
Email: corpcomm@sealaska.com

Sealaska is stronger when we all stand to be counted. Thank you, in advance, for participating in the 2024 Annual Meeting by voting and attending shareholder meetings, virtually or in person. Stay healthy.

Sincerely,
Sealaska Corporation

A handwritten signature in black ink, appearing to read "Joe Nelson". The signature is fluid and cursive, with a long horizontal stroke at the end.

Joe Nelson
Board Chair

Dated: May 8, 2024

SEALASKA CORPORATION NOTICE OF ANNUAL MEETING OF SHAREHOLDERS



DEAR SHAREHOLDERS:

NOTICE IS HEREBY GIVEN THAT THE 51st ANNUAL MEETING OF SHAREHOLDERS OF SEALASKA CORPORATION WILL BE HELD IN SITKA, ALASKA AT THE HARRIGAN CENTENNIAL HALL, 330 HARBOR DRIVE, AND STREAMED VIRTUALLY, ON SATURDAY, JUNE 29, 2024, AT 1 P.M. ALASKA TIME.

The purposes of this meeting are to:

- Hear a report on Sealaska's business operations and activities for the year ended December 31, 2023.
- Elect five (5) Directors whose terms will expire at the annual meeting in 2027.
- Vote on a Sealaska resolution to amend the Articles of Incorporation.
- Vote on a Sealaska shareholder advisory resolution.
- Carry out any other business that may properly be brought before the meeting.

Although we do not know of any other business to be considered at the 2024 annual meeting, if any other business is presented at the annual meeting, your signed proxy card gives authority to Sealaska Proxyholders Morgan Howard, Richard Rinehart and Jodi Mitchell to vote on such matters according to their best judgment.

Holders of the voting stock of record at 5 p.m. Alaska time, on the record date April 22, 2024, are entitled to vote at the 2024 annual meeting. On that date, Sealaska had 3,038,586 outstanding shares of stock, and 2,574,533 of those were entitled to vote.

Please submit your proxy as soon as possible to ensure that your shares will be voted on. Voting instructions are on pages 6-7 of this proxy statement and online at MySealaska.com. If you have any questions or want to confirm that your proxy has been received, you may call the Inspectors of Election and Voting at 907.789.3178 or toll-free 1.800.478.3178.

Each shareholder who returns a valid proxy before the deadline, whether online, in the mail, delivered in person, by fax, or by voting in person at the meeting, will receive a one-time payment of \$50. If you qualify for this incentive, you can choose to contribute it directly to Sealaska Heritage Institute (SHI) Native Language Programs. Just mark the appropriate box on your proxy. You may also make this contribution in the memory of someone by writing their name(s) in the blank space.

All proxies must be received by the Independent Inspectors of Election and Voting in Juneau before 5 p.m. Alaska time on June 27, 2024. Proxies received after that date and time will not be voted at the annual meeting and will not be eligible for the \$50 incentive. You may vote in person at the annual meeting in Sitka, Alaska on Saturday, June 29, 2024 and still be eligible for the \$50 incentive.

Shareholders, please join us in Sitka, at the Harrigan Centennial Hall, or online for the Annual Meeting on Saturday, June 29, 2024. We greatly appreciate your participation in the Sealaska election and annual meeting.

Sincerely,

A handwritten signature in black ink that reads "Catrina Mitchell". The signature is written in a cursive, flowing style.

Catrina Mitchell
Corporate Secretary

Dated: May 8, 2024

SEALASKA OFFICIAL PROXY

Solicitation by the Board of Directors for the 2024 Annual Meeting of Shareholders

Shareholder Name: _____

Shareholder ID #: _____

Voting Shares: _____

Votes: _____

For greater detail on how to vote, including **Online Voting**, see your 2024 Proxy Statement.

Vote Your Proxy (Also vote on the resolutions on the other side)

Check the box of your choice.

- Discretionary** – Your votes will be voted for candidates endorsed by the Board of Directors. Do not allocate your votes below. The Corporation will distribute your votes among the Board of Directors’ nominees at the discretion of the Proxyholders named below.
- Directed** – If you wish to direct specific numbers of votes to certain nominees, either within the Board of Directors’ nominees or among the listed independent nominees, write the number of votes you wish to give to each nominee next to that nominee’s name. Vote for no more than a total of five nominees.
- Quorum Only** – If you wish to withhold authority to vote, your proxy will be counted for quorum purposes only. If you check this box, no nominee will receive your votes, unless you have also checked the discretionary voting box or cast directed votes for a nominee.

Vote for Directors

How many votes do you have? See the top right of your proxy card for the number of voting shares you own and the number of votes you have for directors. For example, 100 shares = 500 votes. If you checked the “Discretionary” or “Quorum Only” box, you should not write in the number of votes.

BOARD OF DIRECTORS’ NOMINEES

The Board of Directors endorses the following nominees.

Nominee:	# of Directed Votes
Barbara Cadiante-Nelson	_____
Charles Edwardson	_____
Joseph Nelson	_____
Vicki Soboleff	_____

INDEPENDENT NOMINEES

The following nominees are independent candidates. They are not endorsed by the Board of Directors.

Nominee:	# of Directed Votes
Bradley J. Fluetsch	_____
Alysha D. Guthrie	_____
Cory Mann	_____
Monico A. Ortiz	_____
Leilani Wilson Walkush	_____
(write-in candidate)	_____
(write-in candidate)	_____

Sign and Mail Your Proxy

I hereby appoint as my attorneys in fact and proxies Morgan Howard, Jodi Mitchell, and Richard Rinehart (“Proxyholders”), a majority of them, or any one of them acting in the absence of the others, with full powers of substitution, to attend the Annual Meeting* of Shareholders of Sealaska Corporation to be held on June 29, 2024, at 1:00 PM Alaska time, and any adjournment or postponement thereof, and to vote all of my shares of Sealaska Corporation that I could vote, including discretionary authority to selectively cumulate votes, with all the powers that I would possess if personally present at the meeting, all as described in the Notice of Meeting and Proxy Statement, both dated May 8, 2024, receipt of which I acknowledge. If this proxy is signed and no specific direction is given, this proxy will be voted for the board of directors’ nominees, and at the discretion of the Proxyholders upon such other matters as may properly come before the meeting. Directors will be elected for terms ending in 2027. CAST MY VOTES IN THE MANNER INDICATED ABOVE.

Sign and mail this proxy in the enclosed prepaid envelope to:

Independent Inspectors of Election & Voting
Elgee Rehfeld, LLC
9309 Glacier Highway, Suite B200, Juneau, AK 99801

Or fax your proxy to:

1.866.433.8063

Deadline:

Your proxy must be received by the Independent Inspectors of Election by **5 p.m. Alaska time on June 27, 2024.**

The Early Bird Deadline is 5 p.m. Alaska time on June 3, 2024.

Date: _____, 2024

Signature: _____
(Please sign exactly as your name appears on the top of card)

Print name: _____

As custodian/guardian/trustee for: _____
(Shareholder’s name for whom you are signing)

Witnesses are necessary only when a shareholder signs by marking “X.” In such case, two witnesses must sign below.

_____(Witness, if necessary)

_____(Witness, if necessary)

*We will meet in person at Harrigan Centennial Hall, 330 Harbor Dr., Sitka, Alaska. In addition, this meeting will be webcast.

CHECK HERE to contribute your \$50 voting incentive to Sealaska Heritage Native Language Programs.

OPTIONAL: This gift is made in memory of _____

← BE SURE TO COMPLETE BOTH SIDES OF YOUR PROXY →

← BE SURE TO COMPLETE BOTH SIDES OF YOUR PROXY →

Shareholder Name:

Shareholder ID #:

Voting Shares:

Vote on Shareholder Resolution #1

(Please see the Proxy Statement for greater detail and discussion about the resolution.)

How many votes do you have? For voting on this resolution, you have the same number votes as the number of voting shares you own. The number of voting shares you own is printed above. If your proxy is signed and you do not mark **Yes** or **No** on the resolution, your vote will be counted as a Quorum Only vote on the unmarked resolution.

Shareholder Resolution #1: Amend the Articles of Incorporation

Shall Sealaska Corporation amend the Articles of Incorporation to update outdated language and make technical edits throughout?

The Board of Directors recommends a YES vote. YES NO

5

Vote on Shareholder Advisory Resolution #2

(Please see the Proxy Statement for greater detail and discussion about the resolution.)

How many votes do you have? For voting on this advisory resolution, you have the same number votes as the number of voting shares you own. The number of voting shares you own is printed above. If your proxy is signed and you do not mark **Yes** or **No** on the resolution, your vote will not be counted on this advisory resolution.

Shareholder Advisory Resolution #2: Amend the Bylaws to Reduce the Size of the Board of Directors

Do you recommend that Sealaska Corporation amend Bylaw 3.1 to reduce the size of the Board from thirteen (13) to eleven (11) members?

- YES** A **Yes** vote will advise the Board of Directors to amend Bylaw 3.1 to reduce the size of the Board from thirteen (13) to eleven (11) members.
- NO** A **No** vote will advise the Board of Directors not to reduce the size of the Board.

To confirm your proxy was received, check online through MySealaska. Or call Elgee Rehfeld at 907.789.3178 or toll free 1.800.478.3178.

Sign and mail this proxy in the enclosed prepaid envelope to:

Independent Inspectors of Election & Voting
Elgee Rehfeld, LLC
9309 Glacier Highway, Suite B200, Juneau, AK 99801

Or fax your proxy to:

1.866.433.8063

If you fax your proxy, be sure to fax BOTH sides.
If you fax your proxy, you do not need to mail it.

HOW TO VOTE YOUR PAPER PROXY

IF YOU VOTE WITH YOUR PAPER PROXY, BE SURE TO COMPLETE AND SIGN!

1 CHOOSE WHICH WAY YOU WOULD LIKE TO VOTE

As a Sealaska shareholder, you have the following choices in completing your proxy:

- **Vote Discretionary** – If you check this box, you will cast all your votes for the Board of Directors’ Nominees. The proxyholders appointed by the Board will allocate them by selective cumulation at their discretion among the Board Nominees to elect as many of the Board’s Nominees as possible. A proxy that is signed but not marked will be voted for the Board Nominees. You can withhold votes for one or more individual Board Nominees by drawing a line through their name where it is printed on the proxy.
- **Vote Directed** – If you check this box, you may cast a specific number of votes for one or more nominees listed on the proxy, either Board Nominees or independent nominees, or for an individual who you write in. Because of cumulative voting, you have the number of votes equal to the number of voting shares you own, times five (5), the number of Directors to be elected at this annual meeting. The election bylaws require that directed votes go only to the nominee(s) you have indicated, even if those nominees later withdraw, and may not be redirected to another candidate. Vote for no more than five (5) nominees.
- **Quorum Only** – If you check this box, your votes will ONLY be counted for the purpose of achieving quorum for the annual meeting. No candidate will receive any of your votes.

2 ENDORSED BOARD OF DIRECTORS’ NOMINEES

These nominees are endorsed by the Sealaska Board of Directors. You may support these nominees by checking the discretionary box or by voting directed for the nominee(s) of your choice. Vote for no more than five (5) nominees.

3 INDEPENDENT NOMINEES

Sealaska’s election policies state that all qualified independent nominees may have their names listed on the Sealaska proxy. These nominees are not endorsed by the Board of Directors. You may vote for these nominees by writing in the number of directed votes you wish to cast for one or more of them. Vote for no more than five (5) nominees.

4 WRITE-IN

Sealaska’s election rules provide a space for write-in voting. You may write the name of any qualified nominee in the space, then indicate the number of directed votes you cast for that nominee.

5 VOTE ON RESOLUTIONS

Vote “yes” or “no” on the resolutions. Read about these resolutions in this proxy statement.

6 YOUR \$50 VOTING INCENTIVE AND CONTRIBUTIONS TO SHI NATIVE LANGUAGE PROGRAMS

- Voting your proxy on or before June 27, 2024, qualifies you for a one-time voting incentive of \$50.
- Check the box if you want to contribute your \$50 incentive payment to support the Sealaska Heritage Institute (SHI) Native Language Programs. Indicate if you wish to make the contribution in the memory of someone and write in their name(s).
- Your donation will be dedicated to SHI’s Native Language Programs to further their programs, to perpetuate Tlingit, Haida and Tsimshian languages.

7 SIGN AND DATE THE PROXY

- Print your name and sign your name exactly as it appears on the proxy card.
- Fill in the shareholder’s name if you sign as a custodian, guardian, or trustee.
- Date the proxy the day you sign it.
- You can submit a later-dated proxy if you choose to change your vote, up to the June 27, 2024 deadline. Only the latest dated proxy will count as your vote.
- Only one (1) proxy incentive payment will be issued, even if you vote more than once.

8 PROXY SIGNED BUT NO BOX CHECKED

Sometimes, shareholders sign their proxy but do not indicate how their shares should be voted. If that happens, the proxy will be voted for the Board Nominees, just as if the discretionary voting box had been checked.

HOW TO VOTE YOUR PROXY ONLINE WITH MYSEALASKA

Sealaska has an online shareholder portal, *MySealaska*, accessible from MySealaska.com, where you can create your personal Sealaska user account to access your shareholder information and access the online voting system. You must create a *MySealaska* account in order to vote online.

1 CREATE A MYSEALASKA ACCOUNT

- To create a *MySealaska* account, you will need:
 - ✓ A valid email address
 - ✓ Your birthdate
 - ✓ The last four (4) digits of your Social Security Number

2 VOTING ONLINE

- Once you have created and logged in to your *MySealaska* account, click the link to **Online Voting**. You will be taken to an independent, secure server to complete the voting process.
- Your login through *MySealaska* electronically validates your identity, which carries into the online voting site maintained by the Independent Inspectors of Election and Voting.
- Follow the instructions on the online voting site to complete your online proxy.
- You will need to enter the last four digits of your Social Security Number to submit your online proxy and complete the process.
- Using the **Online Voting** system and providing the last four digits of your Social Security Number in the online proxy form will constitute your electronic signature.
- You can submit a later-dated online proxy if you choose to change your vote, up to the June 27, 2024 deadline. Just follow the steps above to cast an updated proxy. Only the latest dated proxy will count as your vote.
- Only one proxy incentive payment will be issued, even if you vote more than once.

ONLINE VOTING FAQs

Why should I vote online? Voting online is secure, fast, and, more convenient for many. The sooner your proxy is received, the sooner your incentive payment is generated and sent to you. It also aligns with Sealaska's goal to reduce expenses like postage.

Will I still receive a proxy incentive payment? Yes. In fact, you will receive it more quickly by voting online, and you can go back to the online voting site, type in your information, and check on the status of your payment.

Is online voting really secure? Yes. Your identity is authenticated, and electronic firewalls protect your voting information. Just like with a paper proxy, only you and the Independent Inspectors of Election and Voting will know your vote.

What if I need help? If you have questions about the election process, please contact the Corporate Secretary at 907.586.1512.



[GO TO MYSEALASKA.COM](https://www.sealaska.com)



ENDORSED BOARD OF DIRECTORS
NOMINEES, CONTINUING DIRECTORS
AND INDEPENDENT NOMINEES

NOMINEES ENDORSED BY THE BOARD OF DIRECTORS

Barbara Cadiente-Nelson



Greetings Shareholders,

In my work with elders, they would say, “A stick can be easily broken, but more sticks bound together cannot.” This mindset of “oneness” was the soaring arrow of the founders of the Alaska Native Brotherhood and the Alaska Native Sisterhood who forged an army to fight for our civil rights and our land. Considering the social upheaval and cultural oppression in the early 1900’s, it took more than their courage to sue the Federal Government. It took the political will of many.

As indigenous people of the land (*Haa Aani, lit’ Tlagaa, Na Yuubm*), it is our collective responsibility to continue on this path to raise the quality of life for our people...to keep the home fires burning in our villages and communities.

With humility, my fellow directors and I seek to listen, learn, and partner with tribes, community leaders, and other entities to identify and remove barriers that undermine the stability of families and economies in our communities.

Together we can create new industries, grow longstanding marine industries, restore salmon habitats, resolve environmental and other concerns impeding the well-being of people and place. “It is in us.”

I ask for your vote.

#OneSealaska
Gunalchéesh
Barbara Cadiente-Nelson

AGE: 70

CITY / STATE: Juneau, Alaska

OCCUPATION: Vice President, Treasurer of F/V Star of the Sea, Inc., her family-owned commercial fishing business, and retired in 2022 from the Juneau School District where she was employed since 2002

CURRENT AND PREVIOUS POSITIONS WITHIN SEALASKA CORPORATION AND/OR SEALASKA SUBSIDIARIES: Shareholder Relations Committee Chair, member of the Finance Committee, the Governance-Nominations Committee, manager on the Haa Aani, LLC Board of Managers; member of the Sealaska Settlement Trust Fund; and trustee on the Sealaska Heritage Institute Board

DIRECTORSHIP(S) HELD IN OTHER ENTITIES: Chair of the Douglas Indian Association (DIA) Culture and Education Committee; DIA Enrollment/Housing Committee; and DIA’s representative on the board of directors for SEARHC

EDUCATION: Bachelor of Arts in communications from Western Illinois University, a Master of Arts in Teaching, and a Secondary Language Arts Teaching Certificate from the University of Alaska Southeast

AFFILIATIONS: Officer of the Douglas Indian Association. Barbara is *Teikweidi* (Brown Bear) and *L’eneidi*/Filipino *yádi* (child of)

LEARN MORE ABOUT BARBARA CADIENTE-NELSON ON THE SEALASKA FACEBOOK PAGE.

TERMS EXPIRING IN 2027

- There are five (5) open seats for the election of Directors.
- Sealaska has endorsed four (4) board nominees.

Charles Edwardson



My name is Charles Eden Edwardson. *Yáahl Sgwáansang* is my Haida name. My Grandmother was Nora Cogo (Edenshaw) and Grandfather was Robert Cogo. My Mother is Verna Skillie (Edwardson). I'm married to Timi Edwardson and we have four daughters and five grandchildren living in Ketchikan, Alaska.

My birth name was Charles Edenshaw Edwardson. My English father changed it to Eden, not realizing the name's significance. Since then, one of my daughters carries the middle name Eden, and two of my granddaughters do. I'm honored how the name will continue with my family.

I learned to walk in two worlds. As shareholders, we walk in two worlds. In one world, I dance with my family and harvest traditionally; in the other, I work with policymakers and business leaders and serve on boards. Sealaska represents both worlds and can be a model for business income and social investment. I think of potlatches and the value of wealth as how much one can give to others. This is a strong belief I hold and one I will bring with me if elected to the Sealaska Board of Directors. I'm asking for your vote to bring my experience and knowledge to our Corporation.

AGE: 60

CITY / STATE: Ketchikan, Alaska

CURRENT AND PREVIOUS OCCUPATION FOR PAST FIVE (5) YEARS: Director Generations Southeast Tlingit and Haida Training Center 2022 - present; 1995 - 2024 General Contractor; Commercial Fisherman 1979 - 1995

CURRENT AND PREVIOUS POSITIONS WITHIN SEALASKA CORPORATION AND/OR SEALASKA SUBSIDIARIES: None

DIRECTORSHIP(S) HELD IN OTHER ENTITIES: None

EDUCATION: High School Diploma

AFFILIATIONS: Ketchikan Indian Community Tribal Council; Sealaska shareholder; Tlingit and Haida Tribal Member; Ketchikan Homebuilders Association; Charles is Haida and his name is *Yáahl Sgwáansang*

LEARN MORE ABOUT CHARLES EDWARDSON ON THE SEALASKA FACEBOOK PAGE.

TERMS EXPIRING IN 2027

- There are five (5) open seats for the election of Directors.
- Sealaska has endorsed four (4) board nominees.

Joseph Nelson



Sealaska is getting on step, much like a canoe (*yaakw*) on the water. We are charged with stewarding our lands, making money, and making a difference in our communities while providing benefits to shareholders. There is, no doubt, much work to do and a significant journey ahead, we have our bearings and solid course plotted with our ocean-health businesses.

In 2023, Hokulea launched Moananuiākea (A Voyage for Earth) from Southeast Alaska. What a gift and responsibility – the health of our oceans and planet. Sealaska takes this responsibility (*kuleana*) seriously. Not long ago, we were a timber company struggling to diversify into plastics, minerals, and government contracting. Today, we are a global ocean-health business making money and making a difference by staying connected to our core purpose and values. Our Indigenous thinking is our competitive advantage.

That said, we need to do better, we will do better. The pace of change is accelerating. We will stay grounded and embrace it.

There is not a day that I take for granted. I am thankful for all our former and current leaders and hopeful for our future leaders. The world needs our full participation. Thank you for doing your part. We are in this together.

Gunlchéesh.

AGE: 53

CITY / STATE: Juneau, Alaska

OCCUPATION: Sealaska Board Chair

CURRENT AND PREVIOUS POSITIONS WITHIN SEALASKA CORPORATION AND/OR SEALASKA SUBSIDIARIES:

Sealaska Director since 2003 and has been board chair since 2014. As board chair he serves as ex-officio member to all Sealaska committees

DIRECTORSHIP(S) HELD IN OTHER ENTITIES:

Board member, Alaska Legal Services. Ex-officio Trustee for Sealaska Heritage Institute. Board member, Spruce Root. Trustee, Outer Coast College

EDUCATION: Bachelor of Arts in political science from the University of California Los Angeles, a Master of Arts in American Indian studies from the University of California Los Angeles, and a Juris Doctorate from Loyola Law School

AFFILIATIONS: Co-chair of the Alaska Federation of Natives. He is a member of the Alaska Bar Association. Joe/ *Kaaxúxgu* is *Ch'áak'* (Eagle), *Teikweidi'* (Brown Bear) and *Kwáashk'ikwaan yádi* (child of) from Yakutat

LEARN MORE ABOUT JOE NELSON ON THE SEALASKA FACEBOOK PAGE.

TERMS EXPIRING IN 2027

- There are five (5) open seats for the election of Directors.
- Sealaska has endorsed four (4) board nominees.

Vicki Soboleff



Sealaska provides several benefits to shareholders through dividends, jobs, contributions to cultural and educational scholarships, and investments in youth with advisory positions and intern programs. I was elected to the Sealaska Board in 2021 by asking for your help throughout Alaska and Washington. I'm asking again for your confidence to continue serving shareholders by sharing my voice, independent thinking, and preparedness for meetings and asking pertinent questions (a quality you can count on).

I believe in Sealaska and our shareholders. I believe in the power of our culture to heal. I believe in promoting our Native values by teaching our culture. I believe that Sealaska needs to continue building assets with our land, companies, and people. With these strengths, we can build a better future for our elders and youth.

I listened to my grandmother, the late Vesta Johnson (Hydaburg), when she spoke of culture, spoke our Native language, told us to have respect for each other and nature, and subsistence/preservation of Native food that fills our souls. I listened when she said, "Never speak of yourself. Be humble. If you are doing good things, people will speak well of you".

Please vote and I would appreciate your vote.

Háw'aa, Gunalchéesh, T'oyx̄sut 'nū̄sm

AGE: 61

CITY / STATE: Blaine, WA

OCCUPATION: Cultural Heritage Manager for Tlingit & Haida from 2023 to present; Grants Coordinator, Tulalip Tribes of Washington from 2019 to 2023; Club Accountant at the Semiahmoo Golf and Country Club from 2017 to 2019

CURRENT AND PREVIOUS POSITIONS WITHIN SEALASKA CORPORATION AND/OR SEALASKA SUBSIDIARIES:

Member of the Sealaska Board of Directors since 2021; serves as a member of the Audit Committee, the Compensation Committee, and the Finance Committee; also serves as a trustee of the Sealaska Elders' Settlement Trust and a member of the Sealaska Settlement Trust Fund; Former Sealaska Corporate Controller, Sealaska Headquarters Controller, Managing Accountant, Senior Accountant, and former Sealaska Intern

DIRECTORSHIP(S) HELD IN OTHER ENTITIES:

Chair, Sealaska Heritage Institute; Chair, Haida Corporation; Haida Energy, Catholic Community Services

EDUCATION: Bachelor's Degree – Business Administration with Accounting Emphasis

AFFILIATIONS: Central Council of Tlingit and Haida Indian Tribes; Member *Yaaw Tei Yi* dancers; Group Leader Emeritus *Lda Kat Naax Sati' Yatx'i* dancers; Alaska Native Sisterhood Camp #36; Haida *Yak'Laanas* (Raven/Double Fin Killerwhale) of the Brown Bear House; Tlingit (adopted) *Kiks.adi* (Raven/Frog) of the *Tinaa Hit* (Copper Shield House) and the *Gaagaan Hit* (Sun House) and Haida names are *Hiilunjaat* and *Tl'aakahlwaas*

LEARN MORE ABOUT VICKI SOBOLEFF ON THE SEALASKA FACEBOOK PAGE.

TERMS EXPIRING IN 2027

- There are five (5) open seats for the election of Directors.
- Sealaska has endorsed four (4) board nominees.

CONTINUING DIRECTORS



Michael "Mick" Beasley, age 66, of Juneau, Alaska lives along the North Douglas Highway. Mick is a journeyman wood carver and artist since 1987. He earned a Bachelor of Fine Arts in Metal Design from the University of Washington in 1987. He has been an independent elected Sealaska Board of Director member since 2016 and serves

on the Shareholder Relations Committee. He also serves as a manager of the Haa Aani, LLC Board of Managers, and is a trustee of the Sealaska Settlement Trust. Director Beasley was reprimanded and sanctioned by the Sealaska Corporation Board of Directors because of his false and misleading public statements prior to the 2022 Annual Meeting of Sealaska Shareholders. Director Beasley's statements violate the Sealaska Code of Conduct, Sealaska Bylaws and Alaska law. The sanctions included withholding director compensation and public censor. The sanctions ended March 2024. Mick's Tlingit heritage comes from his mother, Dorothy. Mick belongs to the Tlingit *L'uknax.ádi* (Coho Clan) and is half Western European. His Tlingit name is *Daanawáak*. His term ends in 2025.



Morgan Howard, age 55, from Kirkland, Washington, is the founder of Morgan Howard Productions since 1996. He has been a member of the Sealaska Board of Directors since 2017 and serves as the Chair of the Finance Committee, Chair of the Communications Sub-committee and a member of the Shareholder Relations Committee. Morgan has been a Board

member of the Seafood Nutrition Partnership since 2023. He is a former Board member of Yak-tat Kwaan and Tlingit & Haida Tribal Business Corporation. He earned a Bachelor of Science in communications from Northern Arizona University and a Bachelor of Arts in film production from Columbia College-Hollywood. He served as a Delegate of the Seattle Chapter of the Central Council of the Tlingit & Haida Indian Tribes of Alaska (2010-2024); Former Seattle Community Council, Vice-President; Alaska Native Village CEO Association, Founding Member and Launch Alaska Tech Deployment Track Panelist. Morgan is Tlingit/Eagle, *Teikweidí* (Brown Bear Clan), *K'inèix Kwáan yádi* (child of). His Tlingit name is *X'agatkeen*. His term ends in 2026.



Barbara 'Wáahlaal Gidaag Blake, age 42, Juneau, Alaska is the Senior Director of the Alaska Native Policy Center for the First Alaskans Institute since 2019. In 2019 Barbara also served as staff in the office of the Speaker of the House and as a Director in the Governor's Office from 2015 to 2018. She has a master's degree (Thesis: Fisheries Development in Rural

Alaska), Bachelor's Degree-Rural Economic Development, and Associate's Degree-Tribal Management from University of Alaska Fairbanks; three certificates that focus in Indigenous leadership and business/entrepreneurship from Stanford University, Seattle University-School of Law, and Onaben. She serves as Chair of the *Hágwsdaa* (Policy) Committee and is a member of the Shareholder Relations Committee and the Finance Committee. Barbara also serves as a Manager on the Haa Aani, LLC Board of Managers; member of the Sealaska Settlement Trust Fund; Trustee for Sealaska Heritage Institute; and a former mentor for the 2021-2022 Board Youth Advisor. Barbara is a former Sealaska Board Youth Advisor 2010-2011 and Sealaska accounting intern. She is an Assembly Member for City and Borough of Juneau; Chair for Native Peoples Action; member of *Xaadáas Dagwii* and *Woosh.ji.een* dance groups; and Polynesian Voyaging Society. She is Haida, Tlingit, and Ahtna Athabascan and her family stems from *Higdáa Gándlaay* (Hydaburg), *Lawaak* (Klawock), and *Tsiis t'edze'na'* (Chistochina). Barbara is *Xaadaas* (Haida) clan, *Yahkw Janáas* (Shark House), father is *Naltsiine* (sky clan), and grandfather *L'eeneidí*. Her term ends in 2025.



Johanna "Jodi" Mitchell, age 60, Juneau, Alaska, is Chief Executive Officer and General Manager, Inside Passage Electric Cooperative since 1993. Jodi has a Bachelor of Science degree in business administration from the University of Oregon and holds the Certified Management Accountant designation from the Institute of Management Accountants. She is a

former Sealaska Corporation Senior Accountant, summer intern, and former Sealaska Heritage Institute scholarship recipient. Jodi has been a member of the Sealaska Board of Directors since 2006 and has been Board Vice Chair since 2016. She serves as Chair of the Audit Committee, Vice Chair of the Governance-Nominations Committee, and is a member of the Compensation Committee; the *Hágwsdaa / Naxtoo.aat / Wayi Wah* (Policy) Committee; and the Finance Committee. Jodi also serves as the representative on the Alaska Federation of Natives Board; serves as Vice Chair of the Sealaska Settlement Trust Fund and a mentor for the 2023-2024 Board Youth Advisor. She is Vice Chair of the Kwaan Electric Transmission Intertie Cooperative; Treasurer of the Board of Directors of the Alaska Power Association; member of the Energy Committee for Southeast Conference; and former Chair and Trustee of the Kootznoowoo Permanent Fund Settlement Trust. She is a former original member of the State of Alaska's Renewable Energy Fund Advisory Committee. Jodi is *Deisheetaan* (Beaver Clan) and *Dleit káa yádi* (child of), and her Tlingit name is *T'seiltín*. Her term ends in 2025.



Lisa Ka'illjuus Lang, age 65, is from and lives in Hydaburg, Alaska, and is the Executive Director for XKKF (*Xaadas Kil Kuyaas* Foundation) since 2010 to present; Chief Justice of the Tlingit and Haida Tribal Court from 2020 to April 2024; Owner of Minority Woman-Owned Business, Lisaverosh Consulting since 2010 to present. She has been a member of the

Sealaska Board of Directors since 2020 and serves as the Chair of the Compensation Committee; member of the Governance-Nominations Committee, Communications Sub-committee, Manager on the Haa Aani, LLC Board of Manager, Trustee of the Elders' Settlement Trust; and a member of the Sealaska Settlement Trust. She is a Director on the Sealaska Heritage Foundation. Lisa holds a M.A. from Simon Fraser University, in First Nations Linguistics, *Xaad Kil*; a Juris Doctorate, University of New Mexico, School of Law; B.S. in political science with a minor in business, Emporia State University, Kansas; Associate degree in liberal arts with business emphasis, Haskell Indian Junior College. She is a former member of the Haida Corporation Board of Directors; member of the Hydaburg Cooperative Association (HCA or Tribe); New Mexico Bar Association; She is Haida, *Yahkw 'Laanas* Clan, a Raven-Two Finned Killer Whale from the *K'aad Naay* (Shark House) and a child of a Tsimshian Eagle and a Tlingit from Metlakatla, Alaska. Her Haida name is *Ka'illjuus*. Her mother is Carolyn Sanderson and her father is Gerald "Osh" Lang. She has two children, Verlaine Ravana and Tyrel Edenshaw. Stephanie Ann Sanders is her culturally adopted daughter. Arion Dae, Gianna Riley, Seneca, Julio and Kahrin are her grandchildren. Her term ends in 2026.



Angela Marie Michaud, DC, MBA, age 42, Anchorage, Alaska, served as Senior Director of Recovery and Reentry Services at Cook Inlet Tribal Council from 2020 to 2024. Served at Southcentral Foundation from 2008 to 2020 as a Chiropractor, Clinical Director of complementary medicine clinic and the traditional healing clinic, and Senior Director of Executive

and Tribal Services. She is the Owner/Property Manager of residential and commercial rental units. Dr. Michaud has been a member of the Sealaska Board of Directors since 2020 and serves as a member of the Shareholder Relations Committee, Governance-Nominations Committee (appointed January 2024), and Communications Sub-committee, Trustee of the Elders' Settlement Trust, and the Sealaska Settlement Trust. She serves on the Huna Heritage Foundation Board of Trustees and the Cook Inlet Native Head Start Board of Directors. Dr. Michaud has been a member of the Alaska Chiropractic Society, the American Chiropractic Association, the Association of Alaska Native and American Indian Doctors of Chiropractic, Delegate for Central Council of the Tlingit & Haida Indian Tribes of Alaska, President of Anchorage Tlingit and Haida Indians of Alaska, and Alaska Native

Sisterhood. Dr. Michaud is Eagle, *Chookaneidí* (Bear Clan) and *T'dakdeintaan* (Kittiwake Clan) *yádi* (child of). Her Tlingit name is *Saa Doo ou*. Her term ends in 2026.



Richard Rinehart, age 64, Kenmore, Washington, has served as the Chief Executive Officer for Tlingit and Haida Tribal Business Corporation since 2014, and is the Owner and President of Raven Potlatch Development, LLC and owner and managing member of Raven Potlatch Real Estate, LLC. Richard was a former Chief Financial Officer of Sealaska Corporation. He has

a Master of Business Administration from Portland State University and a Bachelor of Science from Portland State University. Richard has been a member of the Sealaska Board of Directors since 2013 and is the Vice Chair of the Sealaska Audit Committee and a member of the Finance Committee. Richard serves as Chair of the Haa Aani, LLC Board of Managers, a member of the Woocheen Board of Directors, and a Trustee of the Sealaska Settlement Trust. He is a Director of Tlingit Haida Tribal Business Corporation and a member of the *Shx'at Kwáan* Dancers and Alaska Native Brotherhood Camp 4 of Wrangell. Richard is Tlingit/Raven, *Kiks.ádi* (Frog Clan), *Gagaan Hít* (Sun House), *Teeyhíttaan yádi* (child of), and Haida. His Tlingit names are *Du aani Kax Naalei* and *Tashee*. His term ends in 2025.



Karen Taug, age 69, from Haines, Alaska, is retired but since 2023 has been working as Interim Chief Financial Officer for Tlingit & Haida Central Council. She formerly served as a Controller for Finance at Bartlett Regional Hospital from 2014 to 2019 and is a former Senior Accountant for Sealaska Corporation. Karen has been a member of the Sealaska Board

of Directors since 2020 and serves as a member of the Audit Committee, Compensation Committee, Finance Committee, Governance-Nominations Committee, and Communications Sub-committee. She is a manager on the Haa Aani, LLC Board of Managers and a Trustee of the Sealaska Settlement Trust; serves on the Tlingit & Haida Regional Housing Authority Board of Commissioners and is the President of Deishu (Haines) Tlingit & Haida Community Council. She was a prior Trustee of the Goldbelt Heritage Foundation, and a prior Director and Chair of the Board of Goldbelt, Inc.. Karen has a Bachelor of Arts in Business Administration (Accounting) from the University of Alaska-Southeast. She is a member of Alaska Native Sisterhood (Camp 5), and is a shareholder of Goldbelt, Inc., St. George Tanaq, and a tribal member of Central Council Tlingit & Haida Indians of Alaska; Chilkoot Indian Association - Member; Champagne and Aishihik First Nations - Member (Yukon, Canada). Karen is *L'uknax.ádi* (Coho Clan) and Boston and *Panaobscot yádi* (child of) and her Tlingit name is *Gunaa Shaa*. Her term ends in 2026.

INDEPENDENT NOMINEES

THE INDEPENDENT NOMINEES ARE NOT ENDORSED BY SEALASKA, THE INFORMATION PROVIDED BY EACH INDEPENDENT CANDIDATE HAS NOT BEEN CONFIRMED BY SEALASKA.



Bradley James Fluetsch

My name is Bradley Fluetsch, *Deik Da* in Tlingit. I am Raven, Kiks.adi of the Sun House: My family hales from Wrangell. I own 133 original, Sealaska At-large, Landless shares.

I worked at Sealaska from 1987-1995 and my wife is currently employed by Sealaska Heritage Institute in its

Media Department. In addition, I have served as ANB Camp 70 President, ANB Grand Camp Treasurer and ANB Grand President, Juneau Community Council Treasurer, Tribal Administrator, and Delegate to Central Council.

For those of you on Facebook, I'm the creator of "Shareholders of Sealaska" Facebook group which has grown to over 6,000 members.

Sealaska's operations has been a target of my criticism because operations have lost a lot of money, over \$325 million since 2000. Last year, former CEO Anthony Mallott warned shareholders that the Red Dog mine has about five years left, and Sealaska will no longer receive tens of millions of dollars from 7(i).

7(i) and Carbon Credits have masked the losses from operations the past few years, but Sealaska has never been very good at operating a business. Sealaska needs a new "Berkshire Hathaway" business model, elect me and I will work to make it happen, Thanks.

AGE: 61

CITY / STATE: Lamy, New Mexico

OCCUPATION: Investing, Financial Planning, New Mexico Finance Authority from July 2022 to Present

CURRENT AND PREVIOUS POSITIONS WITHIN SEALASKA CORPORATION AND/OR SEALASKA SUBSIDIARIES: Senior Financial Analyst, Sealaska from 1987-1995

DIRECTORSHIP(S) HELD IN OTHER ENTITIES: ANB Grand Camp Executive Committee

EDUCATION: BA Business Administration (Finance) minor in Economics, Washington State University - 1986; Charter Financial Analyst Designation - 1996; FINRA/NASD Series 7, 65 - 2004 - 2017

AFFILIATIONS: Alaska Native Brotherhood Grand Camp, ANB Camp 70



Alysha Dawn Guthrie

As a former Sitka *Gajaa Heen* dancer, I am excited for the opportunity to put my name forward to serve our shareholders.

I've been involved with Sealaska since my undergraduate internships as well as serving as the Board Youth Advisor in 2013-2014. That time spent on the board was invaluable as it coincided with

a critical time in Sealaska's history - a turnaround company hiring a new CEO, finalizing our core values, and divesting of subsidiaries that did not align with the vision of Sealaska's future. I was inspired to pursue my MBA, which I accomplished concentrating on Finance and International Business.

My relevant experience includes commercial fisheries and international seafood marketing. I currently serve as the Director of Administrative Operations for the Alaska Permanent Fund Corporation. Our mission to invest for the future benefit of all Alaskans resonates with me as an Alaskan Native; also, our values align - integrity, stewardship, and passion. This alignment and working with fiduciaries of State funds will increase my effectiveness as a board director.

I have loved serving Shee Atika shareholders for the last four years; I would be honored to utilize my education, professional, and ANC board experience to benefit our shareholders. *Gunalchéesh!*

AGE: 38

CITY / STATE: Juneau, Alaska

OCCUPATION: Alaska Permanent Fund Corporation; Alaska Permanent Fund Corp., Director of Administrative Operations November 2023-Present; Commercial Fisheries Entry Commission, Executive Director September 2022-November 2023; Office of Management and Budget, State of Alaska, Budget Analyst IV September 2020 - September 2022; Alaska Seafood Marketing Institute, State of Alaska, Southern Europe Marketing Coordinator September 2019-September 2020

CURRENT AND PREVIOUS POSITIONS WITHIN SEALASKA CORPORATION AND/OR SEALASKA SUBSIDIARIES:

Shareholder Participation Committee member and co-chair for Southeast; Board Youth Advisor June 2013 to June 2014; Sealaska Intern, SHI; Executive Assistant, SHI

DIRECTORSHIP(S) HELD IN OTHER ENTITIES: Board Director, Shee Atika, Incorporated

EDUCATION: MBA, Finance and International Business, Washington State University; Bachelor of Arts, Marketing, Fort Lewis College

AFFILIATIONS: N/A



Cory Mann

Entrepreneur at the age of 6 selling driftwood at my great grandmother's cabin in Haines, Alaska.

Computer programmer at the age of 12.

Hold the title of most years donated to Head Start.

Opened multiple food banks with my adjunct father around Alaska.

Commercial fishing with uncles where I got my 50-ton license.

Business school at NAU and University of Oregon.

Worked with PBS and the Rasmuson Foundation on my first film - Smokin' Fish about my life growing up Tlingit.

I continue my education today in digital marketing. My business has worked with corporations like Alaska Airlines.

I have worked in seafood marketing internationally.

I have worked internationally for more than 20 years manufacturing Tlingit designs in textiles and competing against Russian companies also selling Tlingit designs. You can find my designs in the Smithsonian, Museum of Mankind, as well as the Sealaska Heritage Store and over 212 other stores around the world.

I was born Tlingit and will die Tlingit, raised on the Chilkat River and the ocean.

I will represent you like no one else. I love dry fish more than Raven himself. I am a child of the sun, Eagle Thunderbird.

I humbly request your vote.

AGE: 54

CITY / STATE: Juneau, Alaska

OCCUPATION: Self Employed – Juneau Marketing from 2011 to present; Whale Watch Alaska – Owner 2011 to present; Juneau Guest House B&B – Owner 2010 to present; Smokin' Fish – Movie Producer and Director

CURRENT AND PREVIOUS POSITIONS WITHIN SEALASKA CORPORATION AND/OR SEALASKA SUBSIDIARIES: None

DIRECTORSHIP(S) HELD IN OTHER ENTITIES: None

EDUCATION: Northern Arizona University

AFFILIATIONS: Chilkoot Indian Association



Monico Albert Ortiz

I am Tlingit. My family comes from Ketchikan.

Sealaska is an Alaskan Native Corporation. It Should Serve Our People First.

Leadership: Natives should be in top management positions.

Profit: Dividends need to improve as they are low and on a downward/flat trend.

Business: Increase our footprint in Southeast Alaska.

Bring Sealaska Back to Its Original Purpose. We Need This for Us.

Sealaska SHOULD: Manage our lands.
Be profitable.
Prioritize our Native people.

Board/candidates we elect represent our values and the future of Sealaska. This election is critical. Will Sealaska continue to focus on European investments at the expense of Native shareholder hire? Will they reward non-Native executives for declining dividends? Our ancestors never envisioned non-Natives to be managing our company.

I envision a Sealaska where there is a strong footprint in Southeast Alaska, that Native hire is a priority, and making profits are taken seriously. As a board member, I would tirelessly work to take care of our people first. We as Alaskan Natives are the owners of Sealaska.

Partner with me to take back our Native corporation. It's not too late. I can work with this board to make it happen with your VOTE of support.

Gunalchéesh! Háw'aa! T'oyaxsut'nuusm!

AGE: 52

CITY / STATE: Bellevue, Washington

OCCUPATION: Principal Engineer/Project Manager at MicroVision; 2021 to present; Blue Origin, 2018 to 2021

CURRENT AND PREVIOUS POSITIONS WITHIN SEALASKA CORPORATION AND/OR SEALASKA SUBSIDIARIES: Previous Chairman of Sealaska Participants Committee (SPC) Outside of Alaska

DIRECTORSHIP(S) HELD IN OTHER ENTITIES: Tlingit and Haida Indians of Alaska WA Chapter; Executive Board member (Sgt. At Arms), Grants and Building Capacity Committee Chair

EDUCATION: Master of Science in Electrical Engineering, University of California, Berkeley, CA – 1996; Bachelor of Science in Electrical Engineering, University of Washington, Seattle, WA - 1994

AFFILIATIONS: Delegate Central Council Tlingit and Haida Indian Tribes of Alaska; Tribal Citizen Tlingit and Haida Indians of Alaska Washington Chapter; Sealaska Heritage Institute STEAM (Science Technical Engineering Arts Mathematics) mentor



Leilani Wilson Walkush

I live in Washington State with my husband, David Walkush, and our three children - Malina, Keanu & Alana. I was born and raised in Juneau - my parents are John and Sue Wilson, and my grandmother is Rose (Brown) Miller. Inheriting Sealaska shares as a toddler gives me a unique perspective - only knowing what it means to be a

shareholder, even though I am a descendant.

In 2020, I successfully petitioned to have a shareholder resolution on the proxy. The majority of voting shareholders supported the term limits proposal, however, it did not meet the super majority of all shareholders threshold. I will continue advocating for reasonable term limits, a standard I apply to myself.

After accomplishing everything and more that I promised Goldbelt shareholders in just two terms on the Board, I chose not to run for re-election last year. Exponential growth required pushing myself, my fellow Directors, and our management team, to continuously improve. We used our diverse backgrounds & experiences to make prudent decisions that benefited the corporation and shareholders.

As an independent candidate, I am excited to bring this proven experience with measurable results to Sealaska. Please vote directed for me.

Gunalchéesh!

AGE: 51

CITY / STATE: Everett, Washington

OCCUPATION: Managing Partner & CCO - Breakwater Investment Group, LLC from 2012 to present

CURRENT AND PREVIOUS POSITIONS WITHIN SEALASKA CORPORATION AND/OR SEALASKA SUBSIDIARIES:

1997 - Intern at Sealaska; 1998-2002 - Communications Associate at Sealaska

DIRECTORSHIP(S) HELD IN OTHER ENTITIES: Current Founding Director - Washington Native American Chamber of Commerce; Current Chair of the Investment Committee - Seacoast Trust, an entity of Spruce Root; Former Board Member & Vice-Chair - Goldbelt Heritage Foundation; Former Board Member & Vice-Chair & Secretary - Goldbelt, Inc.; Former Trustee & Vice-Chair & Secretary - Goldbelt Tináa Distributions Trust; Former Board Member - Jessie Smith Noyes Foundation; Former Trustee - Goldbelt Ancestral Trust; Former Board Member & Secretary - Tlingit & Haida Tribal Business Corporation; Former Vice-Chair, then Chair, for the Advisory Board (vetted by the White House) - Office of the Special Trustee for American Indians; Former Co-Leader - American Indian Chamber of Commerce of California, San Diego Chapter

EDUCATION: Bachelor of Science in financial counseling & planning - Purdue University; Bachelor of Administration in business management - University of Alaska Southeast

AFFILIATIONS: Enrolled member of the Central Council of Tlingit & Haida Indian Tribes of Alaska; Enrolled member of the Champagne; Aishihik First Nations in Canada; descendant shareholder of Goldbelt, Inc.



RESOLUTION #1
SEALASKA PROPOSAL

RESOLUTION #1 – SEALASKA PROPOSAL

RESOLUTION SUMMARY

A RESOLUTION TO AMEND THE ARTICLES OF INCORPORATION

The intent of this Shareholder Resolution is to amend the Articles of Incorporation to update outdated language and make technical edits throughout.

The following language will appear on the Sealaska proxy for the 2024 annual meeting of shareholders:

SHAREHOLDER RESOLUTION #1:

Shall Sealaska Corporation amend the Articles of Incorporation to update outdated language and make technical edits throughout?

The Board of Directors recommends a YES vote. Yes No

VOTING STANDARD

This is a binding shareholder resolution. This resolution will be adopted if approved by a majority of shares voting at the meeting. This means that, to be approved, the resolution must have the affirmative vote of a majority of shares represented in person or by proxy at the meeting.

RECOMMENDATION

THE BOARD RECOMMENDS A YES VOTE ON THE RESOLUTION:

Yes No

- A **Yes** vote is in favor of adopting the resolution to amend the Articles of Incorporation to update outdated language and make technical edits throughout.
- A **No** vote is against adopting the resolution, and to maintain the outdated language and not make technical edits throughout.
- If your proxy is signed and you do not mark **Yes** or **No** on the resolution, your vote will be counted as Quorum Only on the resolution.

BOARD POSITION ON AMENDMENT TO ARTICLES OF INCORPORATION RESOLUTION

Dear Fellow Shareholders:

On your Sealaska 2024 Proxy, you will see a shareholder resolution to amend the Sealaska Articles of Incorporation. The Sealaska Board of Directors recommends a yes vote on this resolution.

The Articles currently include an outdated reference to the number of authorized shares. Pursuant to ANCSA, there is no maximum number or threshold of authorized shares that a Native corporation may issue; rather, the number of authorized shares is determined by the number of Natives, including Descendants, Elders, and Leftouts, who are enrolled with the corporation. Amending the Articles will confirm that Natives' rights under ANCSA are referenced correctly.

Amending the Articles to change the number of authorized shares requires a vote of the shareholders. These amendments will update outdated language and make technical edits throughout.

We understand the significance of an amendment to the Articles and the impact it may have on our shareholders. This decision was made after careful consideration and thorough evaluation of our corporation's future needs and obligations. We are fully committed to transparency and keeping our shareholders informed. Your support and understanding are invaluable to us as we navigate these necessary updates.

We have provided other information to help you understand this shareholder resolution. Please contact the corporate secretary's office at corpsec@sealaska.com or 907-586-1512 if you require further clarification. Most importantly, please vote **Yes** on the resolution to amend the Sealaska Articles of Incorporation.

Respectfully,

SEALASKA BOARD OF DIRECTORS

QUESTIONS AND ANSWERS ABOUT THE RESOLUTION TO AMEND THE ARTICLES OF INCORPORATION

The following questions and answers are intended to briefly address some questions regarding amending the Articles of Incorporation. These questions and answers may not address all questions that may be important to you as a shareholder. You should carefully read this information on the resolution here. If you have other questions, contact the corporate secretary's office at corpsec@sealaska.com or 907.586.1512 for further information.

1. **Question:** Why is this being brought before the shareholders?

Answer: Amending the Articles of Incorporation is important, and state law requires that, in most circumstances, amendments be brought to the shareholders for approval.

The Articles of Incorporation currently include an outdated reference to the number of authorized shares. Pursuant to the Alaska Natives Claims Settlement Act ("ANCSA"), there is no maximum number or threshold of authorized shares a Native corporation may issue; rather, the number of authorized shares is determined by the number of Natives, including Descendants, Elders, and Leftouts, who are enrolled with the Corporation. Amending the Articles will confirm that Natives' rights under ANCSA are referenced correctly.

Since we are already considering amending the Articles, now is a good time to make other updates to the language used in the Articles. These amendments will correct typographical errors and replace other outdated language.

2. **Question:** Why not simply do a shareholder survey on the issues?

Answer: State law requires that most amendments to the Articles of Incorporation be brought to shareholders for a formal vote. A shareholder survey would not amend the Articles and would, therefore, not help Sealaska make these changes.

3. **Question:** Will amending the Articles of Incorporation increase legal or administrative costs, including potential filing fees and outside counsel fees?

Answer: While the amendment process can in some circumstances be complex and time-consuming, we expect the costs associated with these particular amendments to be minimal if approved by this shareholder resolution.

4. **Question:** What happens if this shareholder resolution is not passed?

Answer: If this shareholder resolution to amend the Articles of Incorporation is not passed, the Articles will remain as they are currently written. In that case, Sealaska might have to undertake legal proceedings and make court filings to change the number of authorized shares. Taking legal action would likely lead to much greater legal and administrative expenses than making the changes by shareholder resolution.



RESOLUTION #2
SEALASKA ADVISORY PROPOSAL

RESOLUTION #2 - SEALASKA ADVISORY PROPOSAL

RESOLUTION SUMMARY

TO AMEND THE BYLAWS TO REDUCE THE SIZE OF THE BOARD OF DIRECTORS

The intent of this Shareholder Advisory Resolution is to poll shareholders to determine whether to amend Bylaw 3.1 to reduce the size of the Sealaska Corporation Board of Directors from thirteen (13) to eleven (11) members. An advisory resolution, when approved, acts as a non-binding recommendation to the Corporation. The Board of Directors is not recommending a yes or no vote on this advisory resolution.

Shareholder Advisory Resolution #2:

Bylaw 3.1 should be amended to incorporate the underlined language and delete the ~~striketrough~~ language:

3.1 Composition and Term.

The business, affairs and property of the Corporation shall be managed by a Board of Directors composed of ~~thirteen~~ eleven (~~13~~) members. The terms of members shall be three years, with elections by class, of ~~four~~ three and ~~five~~ four members to be elected at each annual meeting of shareholders.

The following language will appear on the Sealaska proxy for the 2024 annual meeting of shareholders:

SHAREHOLDER ADVISORY RESOLUTION #2:

Do you recommend that Sealaska Corporation amend Bylaw 3.1 to reduce the size of the Board from thirteen (13) to eleven (11) members?

- Yes** A **Yes** vote will advise the Board of Directors to amend Bylaw 3.1 to reduce the size of the Board from thirteen (13) to eleven (11) members.
- No** A **No** vote will advise the Board of Directors not to reduce the size of the Board.

If you do not mark **Yes** or **No**, your vote will not be counted on this advisory resolution.

VOTING STANDARD

An advisory resolution is approved when a majority of shares voting at the meeting approve the resolution. To be approved, the resolution must have the affirmative vote of a majority of shares represented in person or by proxy at the meeting. The resulting vote will provide a shareholder recommendation to the Board of Directors on this issue.



SEALASKA CORPORATION FINANCIAL PERFORMANCE AND COMPENSATION

Sealaska Corporation is committed to providing financial reporting that is clear and understandable. Please refer to the 2023 Annual Report for detailed financial information.

SEALASKA CORPORATION FINANCIAL PERFORMANCE AND COMPENSATION

Sealaska Corporation is committed to providing financial reporting that is clear and understandable. Please refer to the 2023 Annual Report for detailed financial information.

COMPENSATION COMMITTEE

The Compensation Committee recommends employee compensation policies and officer compensation performance measures to the Board of Directors. The Board of Directors approves Sealaska's compensation objectives, policies, and programs; the CEO's and other officers' base salary and at-risk performance-based compensation; and evaluates the CEO's performance. The Compensation Committee works with third-party experts to confirm that all compensation and incentive plans appropriately reward performance and are within normal ranges for similar sized companies.

PERFORMANCE PLAN SUMMARY

The Compensation Committee recommends, and the Board approves, Sealaska's compensation plans. Along with base salary, Sealaska offers at-risk short and long-term performance-based incentive compensation programs that are designed to drive and reward strong financial performance. The at-risk incentive awards are earned only when pre-determined performance goals are achieved and confirmed by the Company's independent auditors.

OBJECTIVES OF THE PERFORMANCE PLAN

The Compensation Committee follows guidelines to ensure that Sealaska's compensation plan:

- Creates and maintains focus on achieving the Company's business and mission-related objectives, leading to greater investment in shareholder benefits and distributions.
- Provides competitive compensation to attract and retain highly qualified executives, senior management, and employees.
- Creates a meaningful link between employee compensation and performance.
- Enables the Company to be market competitive as we seek to hire talented people.
- Reinforces a culture of collaboration and respect.

ANNUAL PERFORMANCE MEASURES

The Board of Directors establishes quantifiable measures from which to evaluate management performance. Performance compensation is not paid unless management meets or exceeds minimum, preset performance measures that are closely tied to Sealaska's overall financial success.

Four Board-Approved incentive plans are currently in place.

- Employees of our operating businesses under the Woocheen LLC umbrella are awarded short-term at-risk incentive payments when there is meaningful growth in EBITDA (earnings before interest, taxes, depreciation and amortization) generated by our business operations – which excludes income received under ANCSA Section 7(i), carbon earnings and investments.
- Woocheen also offers executives and senior management a long-term at-risk compensation plan that requires meaningful, sustained growth in Woocheen Consolidated EBITDA before ANCSA Section 7(i), carbon earnings, and investments.
- Sealaska offers a short-term incentive program to employees that support social, cultural and mission-oriented efforts that is based upon achievement of specific program and budget objectives that benefit shareholders.
- Sealaska offers a short-term at-risk compensation plan tied directly to carbon credit sales. This plan did not fund in 2023 as the Company reported no carbon program revenue.

Sealaska achieved substantial profitability from 2017 through 2023, which triggered payments under Sealaska's Incentive Compensation Plans. For 2023, Sealaska once again achieved growth in business operations EBITDA from the previous year, which triggers a payment under Sealaska's Incentive Compensation Plans for 2023. Growth in our businesses' financial results helps us to consistently invest in benefits programs for our shareholders and provide stable dividends.

SUMMARY OF COMPENSATION

Sealaska's Board of Directors' policy is that compensation reporting methodology provides financial reporting transparency by aligning compensation summaries to the year in which the compensation was earned. The proxy compensation report shows both the base salary actually paid in the current year and the at-risk performance compensation earned in the current year but paid in the following year. The payment delay for at-risk performance compensation occurs because the payment cannot be made until the final audited numbers are approved by the Board of Directors, which occurs in the following year.

The following table provides information on the five most highly compensated persons of Sealaska Corporation and its subsidiaries for the year ended December 31, 2023.

BASE AND OTHER PAID IN 2023, AND AT-RISK COMPENSATION EARNED IN 2023 AND PAID IN 2024

NAME AND PRINCIPAL POSITION	2023 BASE SALARY EARNED	2023 ANNUAL AT-RISK PERFORMANCE COMPENSATION (a)	2023 AT-RISK PERFORMANCE COMPENSATION CARBON PLAN (b)	LONG-TERM AT-RISK PERFORMANCE COMPENSATION EARNED IN 2021, 2022 AND 2023 AND PAID IN 2024 (c)			401(K) COMPENSATION (d)	ALL OTHER COMPENSATION (e)	TOTAL
				2021	2022	2023			
Terry Downes, Chief Operating Officer, Sealaska Corporation	614,176	614,176	-	88,333	233,596	292,472	13,200	27,969	1,883,923
Kent Rasmussen, General Counsel, Sealaska Corporation	351,695	281,190	-	44,333	117,583	147,219	13,200	44,508	999,728
Carrie Rorem, Chief Financial Officer, Sealaska Corporation	319,309	296,000	-	44,333	117,583	147,219	13,200	37,051	974,695
Paolo Casciotti, General Manager, Gregg Marine	312,399	187,200	-	20,000	40,000	100,000	13,200	32,337	705,136
Anthony Mallott, President & CEO, Sealaska Corporation	320,901	-	-	-	-	-	13,200	360,804	694,905

(a) At-risk performance compensation would be paid during the year ended December 31, 2024, for corporation performance in the year ended December 31, 2023, under Sealaska's company-wide performance plan. The at-risk performance award is paid only when performance thresholds are met or exceeded.

(b) At-risk carbon program compensation would be paid during the year ended December 31, 2024, for the at-risk carbon program performance in the year ended December 31, 2023, under Sealaska's carbon program performance plan.

(c) The long-term at-risk Sealaska consolidated growth in EBITDA performance award is paid over a three-year period for each year the performance threshold is met or exceeded. Awards are adjusted when an executive enters or exits a plan on a pro-rated basis.

(d) Sealaska and its wholly owned subsidiaries maintain a 401(k) plan. Sealaska matches on a dollar-for-dollar basis up to the first 4 percent of the employees' contribution.

(e) All Other Compensation includes group life, disability and employer portion of health insurance premiums, and any applicable retention incentive.

OFFICER AND DIRECTOR COMPENSATION

Total compensation for all 17 officers of Sealaska Corporation and its subsidiaries for the year ended December 31, 2023, was \$10,756,354.

Total compensation for 13 directors (including the Chair of the Board) of Sealaska Corporation for the year ending December 31, 2023, was \$1,173,193.

The members of the Board of Directors received a fee of \$2,000 per month; the vice chair of the board received an additional \$1,000 per month. In addition, each director received \$750 for each day of formal board, subsidiary, committee meetings (only committee members) or specified events he or she attended in the corporate interest or \$500 if they attended via telephone. A fee of \$250 was paid for any meeting called as an informal teleconference. No Director received a bonus or compensation of any kind except as stated herein. When there are multiple meetings on the same day, only a single meeting fee is paid. In June 2009, the Sealaska Board of Directors authorized the board youth advisor position, and in 2023, the Board authorized the appointment of two (2) board youth advisors. The board youth advisors received a fee of \$200 per meeting day and an educational scholarship of \$2,500 upon conclusion of the 2-year term.



BOARD COMMITTEES, MEETINGS
AND ADDITIONAL INFORMATION

BOARD COMMITTEES AND MEETINGS

The Board of Directors currently has standing Audit, Compensation, Finance, Governance-Nominations, *Hágwsdaa* / *Naxtoo.aat* / *Wayi Wah* (formerly the Policy Committee) and Shareholder Relations committees. Ad hoc committees can be formed, as needed. There is a Communications Sub-committee, under Shareholder Relations Committee. Each of the standing committees has a written charter. Joe Nelson as Board Chair served as ex-officio on all standing committees. The members of the standing committees are identified in the following table.

AUDIT	COMPENSATION	FINANCE	GOVERNANCE-NOMINATIONS	<i>HÁGWSDAÁ</i> ²	SHAREHOLDER RELATIONS
Jodi Mitchell, <i>Chair</i>	Lisa Lang, <i>Chair</i>	Morgan Howard, <i>Chair</i>	Nicole Hallingstad, <i>Chair</i>	Barbara Blake, <i>Chair</i>	Barbara Cadiente-Nelson, <i>Chair</i>
Richard Rinehart	Nicole Hallingstad	Barbara Cadiente-Nelson	Jodi Mitchell	Jodi Mitchell	Mick Beasley
Karen Taug	Jodi Mitchell	Richard Rinehart	Lisa Lang	Nicole Hallingstad	Morgan Howard
Vicki Soboleff	Karen Taug	Jodi Mitchell	Karen Taug	Liz Medicine Crow	Barbara Blake
Joe Nelson ¹	Vicki Soboleff	Barbara Blake	Barbara Cadiente-Nelson	Joe Nelson ¹	Angela Michaud
	Joe Nelson ¹	Karen Taug	Liz Medicine Crow		Liz Medicine Crow
		Vicki Soboleff	Angela Michaud ³		Joe Nelson ¹
		Joe Nelson ¹	Joe Nelson ¹		

¹ Joe Nelson as Board Chair serves as ex-officio on all standing committees

² Formerly the Policy Committee

³ Appointed January 2024

The Board of Directors held 14 board meetings in the year ending December 31, 2023. Each Director served on the following committees, and their percentage of attendance was as follows:

DIRECTOR	AUDIT	BOARD	COMPENSATION	FINANCE	GOVERNANCE-NOMINATIONS	HÁGWSDAA ²	SHAREHOLDER RELATIONS
Mick Beasley		100%					100%
Barbara Blake		100%		100%		100%	100%
Barbara Cadiante-Nelson		100%		100%	100%		100%
Nicole Hallingstad		100%	100%		100%	83%	
Morgan Howard		100%		100%			100%
Lisa Lang		100%	100%		100%		
Liz Medicine Crow		100%			50%	100%	100%
Angela Michaud		100%					100%
Jodi Mitchell	100%	100%	83%	100%	100%	83%	
Joe Nelson ¹		100%					
Richard Rinehart	100%	93%		100%			
Karen Taug	75%	100%	100%	100%	100%		
Vicki Soboleff	100%	100%	100%	100%			

¹ Joe Nelson as Board Chair serves as ex-officio on all standing committees

² Formerly the Policy Committee

BOARD COMMITTEES

STANDING COMMITTEES OF THE BOARD

The **Audit Committee** assists the Board of Directors in fulfilling its oversight responsibilities by reviewing the financial reporting and governance processes, the system of internal control, the audit process, Sealaska's process for monitoring compliance with laws and regulations, and the engagement and review of the performance of the independent auditors. In connection with the December 31, 2023, financial statements, the Audit Committee reviewed and approved the audited financial statements, discussed with management the quality of the accounting principles, the reasonableness of significant judgments, and the clarity of disclosures in the financial statements. All of the members of the Audit Committee were independent Directors, who are not officers or employees of Sealaska or of any subsidiary or affiliate, nor do they receive any compensation from Sealaska or its affiliates except as members of the Board of Directors. Chair Joe Nelson is an ex-officio member of this and all other committees and is an employee. The Audit Committee held four (4) meetings in 2023.

The **Compensation Committee** is described on page 25. The Compensation Committee met six (6) times in 2023.

The **Finance Committee** ensures that the Board of Directors is actively involved in establishing the financial policies of Sealaska, including investments and acquisitions. It ensures that the Board is actively involved in establishing strategic and operational policies for using and managing corporate lands, natural resources, real property, and compliance with environmental and ANCSA Section 7(i) requirements. The Finance Committee met four (4) times in 2023.

The **Governance-Nominations Committee** recommends individuals to the Board for nomination, election, or appointment as members of the Board and its committees. The Governance-Nominations Committee implements a comprehensive and rigorous process for selection of qualified individuals to fill Board or Board-endorsement vacancies. It also advises and makes recommendations to the Board regarding corporate governance matters, including compliance with the Code of Ethics, fiduciary duties, and corporate policies and procedures. The Governance-Nominations Committee met two (2) times in 2023.

The **Hágwsdaa / Naxtoo.aat / Wayi Wah Committee** (formerly the Policy Committee) was formed to provide oversight on the public policy priorities of Sealaska, which are adopted

annually, and could be adjusted throughout the year. Due to the increased number of public policy initiatives and active advocacy, it was determined that a committee was needed to ensure regular oversight and board input on important public policy matters, and to make recommendations to the Board of Directors for policy positions and on new policy matters for priority consideration. The *Hágwsdaa / Naxtoo.aat / Wayi Wah* Committee met six (6) times in 2023.

The **Shareholder Relations Committee** reviews materials, format, times, and locations for shareholder informational meetings; recommends shareholder relations and communication strategies; provides policy direction for the issuance of additional corporate stock; makes recommendations for the annual report, newspaper publications, website, and other shareholder communications; prioritizes corporate advocacy issues; makes recommendations on large contribution requests; and approves major renovations to the Sealaska Plaza building. The Shareholder Relations Committee is also responsible for oversight of any Board-sponsored resolutions coming before the shareholders. The Shareholder Relations Committee met four (4) times in 2023.

BOARD'S LEADERSHIP STRUCTURE

The Board leadership structure incorporates a Chair and Vice Chair, selected through a vote of the Board of Directors. There are also chairs appointed for each standing committee, also approved by a vote of the Board of Directors. Beginning January 2019, the Chair took on additional full-time responsibilities as an employee.

DESCRIPTION OF THE NOMINATING PROCEDURES FOR BOARD CANDIDATES

The Board has updated the nominations process for approval of the Board endorsed candidates, as well as the process to fill Board vacancies. In each process, interested candidates submit required information to the Governance-Nominations Committee for consideration. The Committee reviews and rates the candidates, conducts interviews, and makes recommendations to the Board for its consideration. The Board conducts a vote of confidence on current members whose terms are expiring and approves final selection of candidates for Board endorsed nominees and for any Board vacancies. Any qualified shareholder may also submit their name for nomination as an independent candidate not endorsed by the Board of Directors.

ADDITIONAL INFORMATION

INDEPENDENT AUDITORS

Grant Thornton, LLP, (GT) a leading provider of audit, tax and consulting services focused on the middle market, has been selected by Sealaska's Audit Committee as the independent auditor of Sealaska. GT audited Sealaska's consolidated financial statements for the year ending December 31, 2023. A representative from GT will be present at the annual meeting and available to respond to appropriate questions.

PRINCIPAL ACCOUNTING FIRM FEES

The following sets forth the fees paid during the fiscal year ended December 31, 2023, to Grant Thornton, LLP.

AUDIT FEES - 2022 AUDIT	\$249,100
AUDIT FEES - 2023 AUDIT	\$224,000

Total fees for all services rendered by principal accounting firms during the fiscal year ended December 31, 2023 were \$833,268.

CORPORATE LEGAL SERVICES

Sealaska's principal outside counsel is the law firm of Simpson Tillinghast Sheehan, P.C., whose attorneys have represented Sealaska since 1978.

PROXY SOLICITATION

The expense of preparing and mailing the notice of meeting, proxy statement, and proxy will be borne by Sealaska. Mail solicitation of proxies may be supplemented with telephone, facsimile, or personal solicitation of proxies by Sealaska's officers, employees, and nominees at no additional compensation. Radio, television, newspaper, and internet advertisements may also be used to solicit proxies, and Sealaska may compensate certain persons for time spent in telephoning shareholders to remind them to vote, or other solicitation efforts.

Nominees requested to seek proxies on behalf of Sealaska will be reimbursed for travel and expenses only. Sealaska will also bear the cost of certain mail solicitation by independent nominees whose names appear on Sealaska's proxy. Such independent nominees will not receive any other reimbursement of expenses but may incur such expenses on their own behalf.

A candidate running as an independent on the corporate proxy is responsible for the accuracy of their own information as provided on the proxy materials; if they make a separate solicitation, they must comply with all the requirements of the non-board solicitation rules under 3 AAC 08.355 of the state proxy regulations and with the Sealaska Corporation Bylaws.

Sealaska will remit a one-time payment of \$50 to each shareholder who submits a valid proxy by the proxy deadline or who attends and votes at the annual meeting. The maximum expense to Sealaska of this \$50 payment per voting shareholder is approximately \$1,311,700 if all eligible shareholders vote but is likely to be less based on historical voting trends. The voting incentive payment is intended to encourage shareholder participation in the election process. Sealaska's bylaws also allow Sealaska to use proxy workers for the purpose of maximizing shareholder participation and encouraging support for the Board of Directors' endorsed nominees. The total amount estimated to be spent by Sealaska on the solicitation of proxies is expected to exceed the amounts that Sealaska would normally spend for an election of directors, in the absence of a contest, by approximately \$150,000, excluding salaries and wages of regular employees and officers.

INSTRUCTIONS TO THE INSPECTORS OF ELECTION

The Inspectors of Election (“Inspectors”) shall perform their duties in accordance with the following instructions, the Articles of Incorporation, and the Bylaws of Sealaska Corporation in a reasonable manner so that the election shall be conducted with fairness to all shareholders.

1. The Proxy Verification Rules in Part B below shall be followed in determining the validity of proxies.
2. After the Inspectors have completed their inspection of proxies, they will provide the final report to be retained by the Corporate Secretary’s office.
3. The Inspectors shall compute the number of valid proxies held by each proxyholder on such forms and under such procedures as designated by the Chair of the Board.
4. The Inspectors shall legibly date-stamp each proxy that arrives at the Inspectors’ address on the date the Inspectors receive the proxy at that address.
5. The Inspectors shall inform candidates who do not appear on Sealaska’s proxy about the number of shares voted on said candidate’s proxies for each resolution and Director, including write-ins, and shall inform said candidate of the total number of shares voted to date to quorum on all proxies. Such reports shall be presented to these candidates as often as the Inspectors shall inform Sealaska about its counterpart information, but no more often than weekly.
6. The Inspectors shall inform Sealaska (the Chair of the Board, the Vice Chair of the Board, Shareholder Relations Chair, the Corporate Secretary, and legal counsel only) about the number of shares voted on Sealaska’s proxies for each resolution and Director, including write-ins, and shall inform them of the total number of shares voted to date to quorum on all proxies. Such reports shall be presented to Sealaska approximately weekly, or as often as Sealaska shall request. Except for the total shares voted to quorum, Sealaska shall not receive information derived from proxies other than its own, provided that, pursuant to agreement between or among proxyholders, the Inspectors may be instructed to disclose additional information to Sealaska.
7. After the Inspectors have completed their inspection of the proxies, they shall allow each person designated as a proxyholder or his or her representative to examine the original of any invalidated proxy. Since there may not be much time between the completion of the inspection by the Inspectors and the scheduled beginning of the Shareholders’ Meeting, the Inspectors shall determine a reasonable amount of time for each proxyholder or their representative to examine the originals or their invalidated proxies within the time remaining before the scheduled beginning of the Shareholders’ Meeting. The originals of all proxies received by the Inspectors shall remain under the Inspectors’ possession and control at all times until the end of the Shareholders’ Meeting.
8. All challenges made to the conduct of an election shall be made to the Inspectors, who shall decide such challenges in accordance with these instructions, the Proxy Verification Rules, and the Articles of Incorporation and Bylaws of the Corporation. In questions involving the right of a person to vote, the shareholder list shall determine the stock held by an individual.

PROXY VERIFICATION RULES

A. GENERAL GUIDELINES—INTENT OF SHAREHOLDER

1. The Inspectors of Election (“Inspectors”) shall attempt to resolve all questions concerning a proxy in favor of validating the proxy if possible.
2. A proxy may be accepted where it is apparent that the shareholder has made an error, erased, or crossed out a choice and then re-marked their voting instructions clearly.
3. The vote of a shareholder as represented by a signed proxy may be changed by advice in writing signed by the shareholder. Such advice must then be attached to the proxy.
4. A proxy will be accepted, subject to this subsection, even though it does not correctly state the number of shares it represents; however, a proxy will never be accorded more votes than the shareholder list shows the shareholder to have as of the record date.
 - a. In elections that include proxies other than the corporate proxy, if the shareholder has attempted to vote fewer than the number of shares the shareholder owned on the record date, the Inspectors shall attempt to contact the shareholder to seek clarification of the shareholder’s intent. In such elections, if the shareholder has attempted to vote more shares than they are actually entitled to, or if the shareholder has attempted to vote fewer shares than they are actually entitled to, and the Inspectors have been unsuccessful in attempting to contact the shareholder, the Inspectors shall apportion the actual number of shares to give effect to the intention of the shareholder, where such intent is apparent.
 - b. In elections that include only the corporate proxy, if the shareholder has attempted to vote either more or fewer shares than they are actually entitled to, the Inspectors shall apportion the actual number of shares to give effect to the intention of the shareholder, where such intent is apparent.
 - c. In all elections, the Inspectors shall attempt to record the total votes available to each shareholder. In those cases where there appears to be an attempt to vote once but on two separate proxies, reasonable effort will be made to locate matching proxies to accommodate the shareholder’s intent.
5. Proxies, validly executed, must be voted in accordance with the express intent and instructions of the shareholder, as evidenced by the language of the proxy instrument.
6. The Inspectors shall invalidate any proxy the form of which fails to conform to the requirements of 3 AAC 08.335(e) (this state regulation relates to providing a means of withholding votes or a “ballot” form of proxy) or to the provisions of Sealaska Corporation Bylaws, Article III, section 3.3.6, “Form of Proxy.”
7. The Inspectors shall follow the requirements of Sealaska Corporation Bylaws Article III, section 3.3.6.1.5, 3.3.6.2, 3.3.7.1, 3.3.7.3 when tabulating and counting votes.

B. VALIDITY OF SIGNATURES

1. Proxies signed in pencil may be accepted.
2. Proxies should be signed exactly as the name of the shareholder appears on the share records. Proxies may be accepted if the difference between the signature and the name on the share are minor in the opinion of the Inspectors. If the signature on the proxy is unacceptable, authority for the different signature must accompany the proxy in order for the proxy to be validated. A person’s mark shall constitute a valid signature if it is witnessed by two adults who know the individual.
3. In determining the validity of a signature, the Inspector of Election need not look beyond the face of the proxy, except (1) where there are circumstances in which the Inspectors have reason to believe that a proxy is a forgery (for example, two proxies for the same shareholder with obviously different handwriting); or (2) when a participant registers a good faith complaint and produces convincing evidence to the effect that one or more proxies may have been executed by a person other than that named on the proxy.
4. Reasonable deviations in signature may be accepted; for example, a proxy printed “John F. Smith” may be accepted if signed “J.F. Smith” or “J. Foster Smith.”
5. A proxy may be accepted even though the signature is printed by the shareholder.
6. Rubberstamp signatures are not acceptable unless the circumstances are known to the Inspectors and, in their judgment, justify acceptance of the proxy or unless the signature is countersigned by an officer or other authorized employee of a bank, trust company, agent, etc., or by an attorney acting in an indicated capacity.
7. A proxy is not required to have on it the address of a shareholder; however, a shareholder’s address may be a factor in determining the validity of a proxy if there is more than one shareholder of the same name.

C. DATING OF PROXIES

1. If a shareholder's proxy is dated after the record date but before the date of receipt by the Inspectors, the date written on the proxy shall be the proxy's date.
2. If a shareholder's proxy is dated after receipt by the Inspectors, or carries any other impossible date, or carries no date at all, the date on which the proxy statement was mailed to shareholders should be the proxy's date.
3. Proxies undated or partially dated are acceptable, except that undated proxies will not be accepted if the shareholder also has provided a dated copy.
4. If there are two or more dated proxies from the same shareholder, the latest dated proxy shall be accepted, unless circumstances indicate that the later-dated proxy was in fact post-dated at the time of execution, or dated after the time of execution by someone other than the shareholder whose name appears on the proxy.
5. If all of the proxies of a shareholder appoint different proxies and all are undated or all have the same date, all shall be rejected for voting purposes. However, one of the conflicting proxies shall be counted for the purposes of establishing a quorum.

D. TRUSTEES, ATTORNEYS-IN-FACT, JOINT TENANTS, AND CUSTODIANS

1. A proxy executed by a shareholder holding a power of attorney authorizing him or her to execute the proxy shall be valid provided a copy of the power of attorney authorizing them to execute the proxy is delivered to the Inspectors, along with the proxy, no later than 5:00 p.m. Alaska time on the Thursday before the Annual Meeting. The Inspectors shall have the right to examine the original power of attorney if they so request. A person who solicits a power of attorney from shareholders for the purpose of voting more than their own shares at the meeting shall be subject to the proxy solicitation regulations of the State of Alaska and to the Sealaska Bylaw provisions regarding proxy solicitation.
2. If the shareholder list shows ownership by two or more persons as joint tenants or tenants in common, a proxy can be accepted if signed by one of them unless another joint tenant or tenant in common seeks to vote the shares, in which event the matter shall be controlled by the written agreement of the owners represented at the meeting or, in the absence thereof, by the majority in number of such owners presented or represented at the meeting.
3. A proxy may be accepted when signed by a surviving joint tenant or tenant in common, provided the shareholder list clearly indicates such tenancy.
4. Where more than one executor, trustee, guardian, administrator, attorney, etc., is named in the shareholder list, the signature of a majority is satisfactory. However, if the address on the shareholder list is in care of one of these representatives, that representative alone may sign without further proof of authority.
5. If two executors, trustees, guardians, administrators, attorneys, etc., are named, the signatures of both should appear. However, where one such party is a bank, partner of a brokerage firm, law, or private trustee office, etc., and by the nature of their position would be authorized to sign proxies, a proxy signed by one such party may be accepted.
6. Proxies received from banks, trust companies, brokers, incorporated companies, partnerships, institutions, etc., may be signed in writing or facsimile, provided such proxies are clearly executed for the registered holders, or for such an institution when the registration, address, or signature shows that such institution is acting in a fiduciary capacity for the registered holder.
7. Blanket proxies, applicable to the proxies of one or more registered shareholders, are acceptable when executed by banks, trust companies, brokers, etc., according to the foregoing paragraph.
8. Proxies for the shares held by a person individually as a custodian may be executed in both capacities on one proxy if the proxy clearly indicates such intent or may be executed in separate capacities on separate proxies.

THANK YOU

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