



## **DISCLOSURE QUESTIONNAIRE**

### **CANDIDATES FOR THE BOARD OF DIRECTORS AND CURRENT BOARD OF DIRECTORS**

46<sup>th</sup> Annual Meeting of Shareholders, November 9, 2019

**Deadline is 4:00 p.m., August 9, 2019**

Each year, Sitnasuak Native Corporation ("SNC") distributes proxy materials and solicits proxies in anticipation of its annual shareholder meeting. The solicitation of proxies is governed by SNC's Rules for Shareholder Meetings, the Bylaws, and by state regulations, which require disclosure of certain information about directors, nominees, and officers, and their relationship(s) with SNC and its subsidiaries and business partners. A copy of the state proxy regulations, 3 AAC 08.315, et. seq, are available through <https://www.commerce.alaska.gov/web/dbs/anca.aspx>. Copies of the SNC Bylaws and the SNC Rules for Shareholder Meetings are available from SNC upon request.

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

If you have any questions about this questionnaire, you may contact SNC's General Counsel at (907) 929-7000 or toll free at (877) 443-2632. If you have any questions about the state proxy regulations, you may contact your attorney or a securities examiner for the State of Alaska, Division of Banking and Securities, P.O. Box 110807, Juneau, Alaska 99811, phone 1-(888) 925-2521.

A completed questionnaire should be signed, dated, and notarized, and is due in the SNC office in Nome or Anchorage along with a letter of intent by **4:00 p.m., August 9, 2019.**

#### Nome Office

PO Box 905, Nome, AK 99752  
Phone: 907-387-1200, Fax: 907-443-6437

#### Anchorage Office

4341 B Street, Suite 402, Anchorage, AK 99502  
Phone: 907-929-7000, Fax: 907-443-6437

Please include additional pages to answer each question if necessary.

1. Your name as it appears on SNC's shareholder records: \_\_\_\_\_

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

\_\_\_\_\_

3. Age: \_\_\_\_\_ 4. State & City of Residence: \_\_\_\_\_

5. Alaska Native Corporations you are enrolled in: \_\_\_\_\_

\_\_\_\_\_

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

Phone H: \_\_\_\_\_ W: \_\_\_\_\_ Cell: \_\_\_\_\_

Email Address: \_\_\_\_\_

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

**For the following questions, if none, please indicate "none".**

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

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

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

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

9. If you are currently, or have ever served as, a director of SNC, then please list the dates of each term served as a director in the table below:

Term #	Start Date	End Date

10. Please list all directors, candidates, officers, or employees of SNC or any of SNC's subsidiaries to whom you are related by blood or adoption as a spouse, parent, child, brother, or sister:

---

---

---

---

---

---

---

---

---

---

---

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

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

<b>Name of Employer/Entity</b>	<b>Title/Position</b>	<b>Dates of Service</b>

Please note that this section only includes your experience for the past five years. If you would like to ensure that the shareholders are aware of business experience older than five years, then please include those details in your candidate statement.

12. Please list only current and active memberships or affiliations with other organizations:

Full Legal Name of Organization:	Description of Type of Membership/Affiliation:

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

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

a. Voluntary or involuntary petition under any bankruptcy or insolvency laws: ( ) yes ( ) no

b. Appointment of a receiver: ( ) yes ( ) no

c. Pending criminal proceedings, except traffic violations or other minor offenses: ( ) yes ( ) no

d. Conviction or plea of no contest (nolo contendere) in a criminal proceeding, except traffic violations or other minor offenses: ( ) yes ( ) no

e. The entry of any final judgment, order, or decree, not subsequently reversed or vacated, that you engaged in unethical or illegal business practices, violated fiduciary duties, or violated securities laws: ( ) yes ( ) no

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

---

---

---

---

---

---

---

---

14. a. Since January 1, 2018, were there financial transactions which in the aggregate exceeded \$20,000 between SNC or one of its subsidiaries and you, a member of your family, or an entity where you or a member of your family is employed by, is an officer or director of, or owns, directly or indirectly, an interest in the entity? (Family means your spouse, parents, children, or siblings, by blood or adoption).

yes  no

If yes, please describe the transactions:

---

---

---

---

---

---

---

---

---

---

b. Are there any presently proposed financial transactions which in the aggregate exceed \$20,000 between SNC or one of its subsidiaries and you, a member of your family, or an entity where you or a member of your family is employed by, is an officer or director of, or owns, directly or indirectly, an interest in the entity? (Family means your spouse, parents, children, or siblings, by blood or adoption).

yes  no

If yes, please describe the transactions:

---

---

---

---

---

---

---

---

---

---

15. Please give a brief description of any legal proceeding during the last ten years to which you, or any person or business you are associated with, were a party with an interest adverse to SNC or its subsidiaries. (If none, please indicate "none").

---

---

---

---

---

---

---

---

---

---

16. Are there any other disclosures you wish to be considered?

---

---

---

---

---

---

---

---

---

---

17. Please e-mail a picture of yourself (300dpi or higher for best print resolution, JPEG and TIFF images are preferred) to [communications@snc.org](mailto:communications@snc.org). This is not a requirement, but it is encouraged.

Initial here if you have submitted a photo \_\_\_\_\_

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

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

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

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

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

(2) I shall abide by the SNC Bylaws, the SNC Rules for Shareholder Meetings, state statutes, and regulations in soliciting proxies for the annual meeting.

(3) I shall not participate in any solicitation of proxies besides the solicitation on behalf of the Board, unless I use the supplemental proxy statement and proxy card form prepared by SNC and solicit such proxies in accordance with applicable regulations, the SNC Bylaws, and SNC's Rules for Shareholder Meetings.

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

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

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

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

(8) I further agree and understand that SNC may exclude any information from my disclosures that is not necessary to comply with the law. I agree that SNC may make



any changes to the information supplied herein and to my candidate statement that are required by law and may exclude any statements it deems to violate Alaska law.

(9) I shall comply with all election and conduct rules for shareholder meetings.

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

\_\_\_\_\_  
(Print Name)

\_\_\_\_\_  
(Signature of Candidate/Board Member)

\_\_\_\_\_  
(Date)

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ day of \_\_\_\_\_, 2019.

\_\_\_\_\_

Notary Public in and for the State of \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

