

# Sealaska Corporation Proxy

Solicitation by the Board of Directors for the 2009 Annual Meeting of Shareholders

Shareholder name: \_\_\_\_\_

Shareholder ID#: \_\_\_\_\_

Shares: \_\_\_\_\_

Votes: \_\_\_\_\_

## 4 Steps for Filling out the Proxy

1. Choose one of the following 3 ways to Vote Your Proxy (Vote for Directors): Discretionary, Directed or Quorum Only.
2. If you decide to vote directed, allocate your votes in the spaces provided.
3. Check Yes or No on Resolutions #1 and #2.
4. **Sign and Date Your Proxy**, and mail or fax it to the Independent Inspectors of Election at 1-866-433-8063 by 5:00 PM on Thursday, June 25, 2009.

## Vote Your Proxy (Vote for Directors)

- Discretionary** – Your votes will be voted for candidates on the Board of Directors' slate. Do not allocate your votes below. The Corporation will distribute your votes among its slate at the discretion of the Proxyholders named below. Be sure to sign and date your proxy. If you wish to withhold authority to vote the discretionary proxy for one or more of the board slate nominees in particular, cross out the name of that nominee and none of your shares will be voted for him or her. **Discretionary voting does not apply to the resolutions. Vote Yes or No on each resolution.**
- Directed** – If you wish to direct specific numbers of votes to certain nominees, either within the Board of Directors' slate 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. You have five votes for every share you own. For example, if you have 100 shares, you have 500 votes. If any of the nominees withdraws or for good cause will not serve, his or her directed votes will not be redirected to any other candidate. **Vote separately on each resolution by marking the Yes or No box.**
- 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 or resolution will receive any of your votes, unless you have also cast votes for a nominee or resolution.

**Vote for Directors: How Many Votes Do You Have?** Your votes for director nominees equal the number of shares you own times 5. 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.

I hereby appoint as my attorneys in fact and proxies Sidney Edenshaw, Byron Mallott, and Jacqueline (Johnson) Pata ("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 in Sitka, Alaska on June 27, 2009, at 1:00 pm, and any adjournment or postponement thereof, and to vote all of my shares of Sealaska Corporation that I could vote, 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 April 29, 2009, 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 2012. **CAST MY VOTES IN THE MANNER INDICATED BELOW:**

### BOARD OF DIRECTORS' NOMINEES

The Board of Directors endorses the following slate of nominees. You may vote for these nominees using either discretionary voting by checking the box above or by directed voting below. See upper right of proxy card for the number of votes that you have. If you checked the "Discretionary" box, you should not write in the number of votes.

Nominee	# of Directed Votes
Albert Kookesh .....	_____
Tate London .....	_____
Joe Nelson .....	_____
Bill Thomas .....	_____
Marge Young .....	_____

### INDEPENDENT NOMINEES

The following nominees are independent candidates. They are not endorsed by the Board of Directors. See upper right of proxy card for the number of votes that you have. If you checked the "Discretionary" box, you should not write in the number of votes.

Nominee	# of Directed Votes	Nominee	# of Directed Votes
Roxanne Banguis .....	_____	Jim Skannes .....	_____
Barbara Cadiante-Nelson .....	_____	Michael Svenson .....	_____
Lynette Hinz .....	_____	Dale Williams .....	_____
Will Micklin .....	_____	_____	_____
Edward Sarabia, Jr. ....	_____	(Write-In Name Here)	

DATE: \_\_\_\_\_, 2009

SIGNATURE: \_\_\_\_\_  
(Please sign exactly as your name appears to the left)

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)

### SIGN THIS PROXY AND MAIL IT IN THE ENCLOSED PREPAID ENVELOPE TO:

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

OR FAX 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.

Your proxy must be received by the Independent Inspectors of Election by 5:00 PM Alaska Time on Thursday, June 25, 2009.

The Early Bird Deadline is 4:30 PM on Friday, May 29, 2009.

### Contribute my \$25 voting incentive to Sealaska Heritage Institute.

Check Here

Optional – This gift is made in memory of:

\_\_\_\_\_

← BE SURE TO COMPLETE BOTH SIDES OF YOUR PROXY →

SHAREHOLDER NAME:

SHAREHOLDER ID#:

**Vote on Resolutions: How Many Votes Do You Have?**

For voting on resolutions, you have the same number votes as the number of voting shares you own. The number of shares you own is printed in the upper right on the front of this proxy card.

The following resolutions have been submitted for a vote of the shareholders. Each resolution is described in more detail in the Proxy Statement that was sent to each shareholder. Resolution # 1 will be adopted if it receives the affirmative vote of shares representing a majority of the shares present or represented by proxy at the annual meeting. Resolution # 2 will be adopted if approved by a majority of the outstanding voting shares of the Corporation.

If your proxy is signed and you do not mark "Yes" or "No" on each resolution, your vote will be counted as a Quorum Only vote on any unmarked resolution.

**Resolution #1:  
LIFE ESTATE STOCK FOR ELDERS**

Shall Sealaska Corporation amend its Articles of Incorporation to authorize the issuance of 100 shares of "Class E" nonvoting life estate stock (other than Settlement Common Stock), to each original shareholder who: (a) was alive on December 18, 1971; (b) is living on June 27, 2009; (c) is 65 years of age or older, or who subsequently reaches the age of 65 years; and (d) is not currently enrolled in any other ANCSA Regional Corporation (except by gift or inheritance), or the Metlakatla Indian Community, pursuant to Section 7(g)(2) of the Alaska Native Claims Settlement Act?

The Elders' Class E life estate stock would be in addition to any shares of original Settlement Common Stock already owned by the shareholder, and would entitle the holder to additional dividends, but not additional voting rights nor additional Section 7(j) distributions, and would be canceled without compensation upon the death of the shareholder.

Resolution #1 will be adopted if it receives the affirmative vote of shares representing a majority of the shares present or represented by proxy at the annual meeting.

The Board of Directors recommends a "Yes" vote.

**Yes**

**No**

**Resolution #2:  
TERM LIMITS FOR THE BOARD OF DIRECTORS**

Shall Sealaska Corporation amend Bylaw Section 3.1 to establish term limits for Directors of two consecutive three-year terms?

Resolution #2 will be adopted if approved by a majority vote of the outstanding voting shares of the Corporation.

The Board of Directors recommends a "No" vote.

**Yes**

**No**

Remember to date, sign, and print your name on the other side before submitting your proxy.

If you are faxing your proxy, be sure to fax BOTH sides.

← BE SURE TO COMPLETE BOTH SIDES OF YOUR PROXY →