



Sealaska Corporation 2009 Notice of
Annual Meeting and Proxy Statement



Prizes

EARLY BIRD PRIZES

Vote your proxy on or before May 29, 2009.

1st	\$1,500	for 1 winner
2nd	\$1,000	for 1 winner
3rd	\$750	for 1 winner
4th	\$500	for 1 winner
5th	\$250	each for 4 winners
6th	\$100	each for 6 winners
7th	\$50	each for 8 winners

ANNUAL MEETING PRIZES

Vote your proxy so it is received by fax or mail by June 25, 2009 or vote at the annual meeting.

1st	\$1,000	for 1 winner
2nd	\$750	for 1 winner
3rd	\$500	for 1 winner
4th	\$250	for 1 winner
5th	\$100	for 1 winner

ANNUAL MEETING DOOR PRIZES

There will be great prizes for those attending the annual meeting in Sitka, Alaska, on June 27, 2009, including prizes for those who register and attend via webcast.

PRIZE RULES:

1. Except for the annual meeting door prizes, you do not have to be present to win.
2. Board members, board nominees, officers and managers of Sealaska Corporation, its subsidiaries or Sealaska Heritage Institute, and their spouses and minor children, are not eligible for the annual meeting and early bird drawings, or annual meeting prizes. 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 May 29, 2009, at 4:30 p.m. Alaska Daylight Time. Winners will be announced approximately June 4, 2009.
4. Cash prizes in excess of \$600 will be reported to the IRS on a 1099 form by Sealaska Corporation on or before January 31, 2010. All prize winners will be responsible for applicable state and federal taxes.



Dear Shareholder,

Please take the time to carefully review the information on this year's proxy, and to vote for candidates for the Sealaska Board of Directors. Sealaska supports the right of every shareholder to vote for the candidates of their choice and to seek election as a nominee for the Board. It is critically important, especially in these challenging economic times, to elect candidates with the operational experience, the strategic knowledge, the skills and commitment necessary to guide Sealaska successfully into the future. Sealaska asks for your support for the candidates for the Corporation's board slate.

Please also be sure to vote on the two resolutions. The first resolution is to issue 100 new shares to original shareholders at age 65, which the Board encourages you to support with a "Yes" vote. The second resolution is proposed by a shareholder and would impose term limits for directors, for which the Board recommends a "No" vote.

Voting is one of your most important rights as a shareholder and I urge you to exercise your right to vote in this election. Be sure to read all the information carefully and, if you have any questions, please call the Office of the Corporate Secretary at 907.586.9249 or toll free at 1.800.848.5921.

Sealaska Corporation has sent one annual report to each shareholder household, followed by individual proxy statements and proxy cards to each shareholder. If you would like additional copies of the annual report, or have questions, please contact the Office of Corporate Communications at 907.586.1512 or send an email to electioninfo@sealaska.com.

You are able to vote by fax, as well as by mail, or in person if you attend the annual meeting. After reading the notice and proxy statement, please sign and submit your proxy in the return envelope provided. If you prefer, you can fax your signed proxy card to the Independent Inspectors of Election and Voting at 1.866.433.8063. If you fax your proxy, you do not need to mail it.

Your strong support for your Corporation is respectfully requested.

Thank you.

Sincerely,

SEALASKA CORPORATION

Albert M. Kookesh
Board Chair

Dated: April 29, 2009

Sealaska Corporation Notice of Annual Meeting

NOTICE IS HEREBY GIVEN THAT THE 36th ANNUAL MEETING OF SHAREHOLDERS OF SEALASKA CORPORATION WILL BE HELD AT THE HARRIGAN CENTENNIAL HALL, 330 HARBOR DRIVE, SITKA, ALASKA, ON SATURDAY, JUNE 27, 2009, AT 1 P.M. ALASKA DAYLIGHT TIME.

The purposes of this meeting are to:

- Hear a report on Sealaska's business operations and activities for the year ended December 31, 2008.
- Elect five directors whose terms will expire at the annual meeting in 2012.
- Vote on two resolutions.
- Carry out any other business that may properly be brought up while the meeting is in session.

Although we do not know of any other business to be considered at the 2009 annual meeting, if any other business is presented at the annual meeting, your signed proxy card gives authority to Sidney Edenshaw, Byron Mallott and Jacqueline (Johnson) Pata to vote on such matters according to their best judgment.

Holders of the voting stock of record at 4:30 p.m. Alaska Daylight Time on the Record Date, April 20, 2009, are entitled to vote at the 2009 annual meeting. On that date, Sealaska had 1,910,576 outstanding shares of stock and 1,859,809 of those were entitled to vote.

Please complete, sign, date and return the enclosed proxy in the postage-paid envelope as soon as possible to ensure that your shares will be voted, even if you cannot attend the 2009 annual meeting in person.

Each shareholder who returns a valid proxy before the deadline, whether through fax or the mail, or by voting in person at the meeting, will receive a one-time payment of \$25. If you qualify for the incentive, you can contribute it directly to Sealaska Heritage Institute, if you wish. Just mark the appropriate box on your proxy. You may also make this contribution in memory of someone by writing his or her name in the blank.

All proxies must be received by the Independent Inspectors of Election in Juneau before 5 p.m. Alaska Daylight Time, Thursday, June 25, 2009. Proxies received after that date and time will not be voted at the annual meeting and will not be eligible for the \$25 incentive. You may vote in person at the annual meeting in Sitka, Alaska, on June 27, 2009, and still be eligible for the \$25 incentive.

Dated: April 29, 2009

Nicole Hallingstad



Vice President, Corporate Secretary and Human Resources
Mailed on approximately April 29, 2009

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VOTE FOR DIRECTORS: HOW MANY VOTES DO YOU HAVE?

The number of votes that you have is printed on your proxy card in the upper right corner. Each share of voting stock is entitled to one vote for each director to be elected. For example, this year five 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 among one to five nominees if you vote directed. If you vote discretionary, you do not need to allocate your votes. See “How to Complete Your Proxy” on the next page for more information on completing your proxy card.

VOTE ON RESOLUTIONS: HOW MANY VOTES DO YOU HAVE?

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

How to Complete Your Proxy

Any Sealaska shareholder, regardless of the number of shares held, who submits a valid proxy on or before June 25, 2009, or who votes in person at the annual meeting on June 27, 2009, will receive a one-time payment of \$25, which is a special incentive to encourage voting. Those who qualify for the \$25 voting incentive may contribute it directly to the Sealaska Heritage Institute, if they choose to do so.

1. SIGN AND DATE THE PROXY

- Sign your name exactly as it appears on the proxy card.
- Fill in minor's name if you sign as a custodian.
- Date the proxy the day you sign it.

2. CONTRIBUTE YOUR \$25 VOTING INCENTIVE TO SHI, IF YOU SO DESIRE

- Check whether you want to contribute your \$25 incentive payment to support the work of Sealaska Heritage Institute.
- Indicate if you wish to make the contribution in memory of someone and write in his or her name. This will be published on the SHI website and in the 2010 Celebration program.

3. 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. You will sign over your votes to the Board, and the proxyholders appointed by the Board will allocate them at their discretion among the nominees on the Board's slate to elect as many of the Board's nominees as possible. A proxy that is signed but not marked will be voted discretionary for Board slate nominees. **Discretionary voting does not apply to the resolutions. Vote Yes or No on each resolution.** *If your proxy is marked Discretionary 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.*
- **Vote Directed** – If you check this box, you may direct a specific number of votes to one or more nominees listed on the proxy, whether Board or independent nominees, or to an individual whom you write on the proxy. The election bylaws require that directed votes go only to the nominee(s) you have indicated, even if those nominees later withdraw. Directed votes stay with the candidate and may not be redirected to another candidate. Vote for no more than five (5) nominees. **Be sure to vote Yes or No on each resolution.** *If your proxy is marked Directed 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.*
- **Quorum Only** – If you check this box, your votes will be counted for quorum purposes only. No director candidate will receive any of your votes. *If your proxy is marked Quorum Only 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.* This counts your proxy for quorum purposes, but not for or against any director or resolution.

Elders Resolution

RESOLUTION SUMMARY

Shareholders are asked to vote on the following resolution, the purpose of which is to issue 100 shares of nonvoting life estate stock to eligible Elders, who are original shareholders age 65 or older. The full text of the resolution proposed by the Board of Directors for a vote of the shareholders appears on page 8. The resolution will appear on your proxy card as follows:

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

Amendments to the Alaska Native Claims Settlement Act permit shareholders to vote to provide special benefits to Elders. Sealaska's Board has placed this question on the ballot because the Corporation's shareholder surveys and meetings showed a concern among shareholders about lower distributions to original shareholders when descendants were issued stock. This resolution serves to help reduce the dilution of dividends for original shareholders who are Elders or who reach the age of 65 years at a later time.

PROS AND CONS

To help shareholders decide how to vote on the Elders Resolution, we have compiled the following list of pros and cons for this resolution. This list does not include every possible pro and con related to the issuance of shares to Elders, but it does cover the comments we have heard most often from shareholders.

PROS

- Many Elders are on fixed, limited incomes and could benefit from the additional shares and increased dividends they receive.
- The additional shares are being issued to original shareholders only, as life estate stock, so eventually this benefit will end as the last of the original shareholders pass away.
- Since descendants were enrolled after the 2007 vote, issuing additional shares to Elders will help protect against the dilution effect on their distributions.
- Elders will still keep their original Sealaska shares with all voting, dividend, distribution, gifting and inheritance rights.
- Because Elders are already enrolled, the administration cost of these additional shares is expected to be low.
- The resolution will issue nonvoting stock to Elders, so they will enjoy an economic benefit without changing the voting strength of other shareholders.
- The new shares issued to Elders will not share in ANCSA Section 7(j) distributions, and this helps protect the economic benefits of other shareholders.

CONS

- Issuing new shares to Elders will dilute the value of existing shares and decrease the distributions to current shareholders who are not Elders.
- Our Elders already receive a special benefit from the Elders' Settlement Trust when they reach age 65.
- Addressing the economic impact to one portion of shareholders but not to others is unfair to those shareholders not receiving a benefit.
- Voted on and lost in 2007 – Why is it presented again?
- The process of issuing and maintaining these additional shares to Elders will cost the corporation money and staff time.
- Not all shareholders will reach the age of 65 and therefore will never see the benefits of owning these additional shares.

Elders Resolution (cont.)

VOTING STANDARD

Resolution #1 will be adopted if approved by a simple majority vote of the shares of the Corporation. That majority is 50 percent of all shares present at the annual meeting plus one, if a quorum is present.

RECOMMENDATION

The Board recommends a YES vote for the resolution.

<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
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- A YES vote is in favor of the resolution to issue new shares to Elders.
- A NO vote is against the resolution.
- An unmarked proxy will be counted as quorum only and not in favor of or against the proposed proxy.

FULL TEXT OF ELDERS RESOLUTION

SHAREHOLDER RESOLUTION APPROVING AMENDMENT TO ARTICLES OF INCORPORATION TO ISSUE NONVOTING LIFE ESTATE SHARES TO ORIGINAL SHAREHOLDERS AT THE AGE OF 65

WHEREAS, Sealaska Corporation ("Sealaska"), established pursuant to the Alaska Native Claims Settlement Act ("ANCSA"), has an estimated 11,816 original shareholders as of March 27, 2009, of which approximately 2,193 are currently 65 years of age or older (also referred to as Elders); and

WHEREAS, Section 7(g)(2) of ANCSA expressly authorizes Native corporations, including Sealaska Corporation, to amend their Articles of Incorporation by a vote of their shareholders to authorize the issuance of up to 100 additional shares of nonvoting life estate Elders stock, for no consideration, cancelable upon death, to original Sealaska shareholders who are 65 years of age or older or who subsequently reach the age of 65; and

WHEREAS, The shareholders of Sealaska Corporation authorized amendments in 2007 to issue stock to descendants of original shareholders and Leftouts, and through this resolution seek to reduce the negative impact on original shareholders of sharing dividends with an increased number of shareholders; and

WHEREAS, Sealaska acknowledges that, if this resolution is adopted, new stock issued will dilute the value of existing stock because of the additional shares issued to original shareholders as they reach, or have reached, the age of 65; in addition to the dilution previously created by enrollment of descendants of original shareholders, and Leftouts; and

WHEREAS, The Sealaska Corporation Board of Directors has adopted the following resolution for a vote of the shareholders; now therefore be it

RESOLVED, That Article IV of the Articles of Incorporation is hereby amended to add the following new section as authorized by ANCSA Section 7(g)(2):

FULL TEXT OF ELDERS RESOLUTION (CONT.)

H. Elders Stock

1. 100 shares of nonvoting life estate Elders stock (the total number of shares so issued not to exceed 1,500,000) shall be issued to each original Sealaska shareholder who:
 - a. Was alive on December 18, 1971, and is alive on June 27, 2009;
 - b. Was enrolled and issued original Sealaska common stock;
 - c. Is 65 years of age or older, or subsequently reaches the age of 65; and
 - d. Is not currently enrolled in any other ANCSA Regional Corporation (except by gifting or inheritance); and
 - e. Was not enrolled to the Metlakatla Indian Community subsequent to original enrollment in Sealaska.

2. All shares issued to original shareholders at the age of 65 pursuant to this section:
 - a. Shall become vested only upon adoption of this resolution and after affirmation of eligibility;
 - b. Shall be in addition to any shares of original Sealaska common stock already owned by the original shareholder;
 - c. Shall carry the same dividend rights as original Sealaska common stock (excluding ANCSA Section 7(j) or 7(m) distributions), as declared in the future by the Sealaska Board of Directors;
 - d. Shall not carry voting rights (unlike the original voting Sealaska common stock);
 - e. Cannot be transferred by gift or inheritance, nor otherwise be alienable (transferable);
 - f. Shall be automatically canceled without compensation upon the death of such shareholder.

and be it further

RESOLVED, That the Vice President & Corporate Secretary is directed to prepare and cause to be filed for the record Articles of Amendment and Restated Articles with the Alaska Department of Commerce and Community Development in accordance with AS 10.06.510-.512 and AS 10.06.516-.518, and thereafter to implement the foregoing resolution by causing the issuance of the stock as stated therein, said stock to be denominated as "Class E" shares, and to develop rules, affirmation documents and procedures consistent with this resolution.

Elders Resolution Questions & Answers

Q: What is the voting standard for this resolution?

A: This resolution requires the affirmative Yes vote of shares that represent a majority of the shares voting at the annual meeting, if a quorum is present in person or by proxy. A quorum exists if a majority of the shares eligible to vote are present in person or by proxy. This is sometimes called a simple majority.

Q: Why was the Elders voting standard changed?

A: When a similar resolution was presented in 2007, the Elders voting standard was higher because it proposed the issuance of nonvoting stock in Sealaska, which was authorized by a different section of ANCSA than the issuance of voting stock to descendants and Leftouts. A recent amendment to ANCSA changed the law so nonvoting stock became subject to the same voting standard as "Settlement Common Stock" such as descendants' shares.

Q: Why is Elders stock nonvoting?

A: The Elders stock is nonvoting because every eligible Elder received 100 shares of Sealaska voting stock when they originally enrolled. The new Elders stock does not change or take away any rights that came with the original stock; it only entitles Elders to receive additional dividends during their lifetime.

Q: Why was the Elders stock tied to the descendants resolution in the 2007 vote?

A: The resolution was created to protect Elders from the economic dilution of their distributions if descendants of original shareholders were issued stock in Sealaska. If descendants were not enrolled, there would be no economic impact, and thus no need to issue new stock to Elders. The Descendants Resolution passed, but the Elders Resolution failed in 2007 due to a higher voting standard.

Q: If this resolution passes, will it dilute the value of existing shares?

A: Yes. Dilution is inevitable if this resolution passes. See page 12 for more information on the economic impact of issuing new Elders shares. However, the resolution was designed by Sealaska to protect shareholders against some dilution factors by issuing life estate stock that will eventually cease to exist, and by providing that Elders shares are not eligible to receive ANCSA Section 7(j) payments.

Q: Why issue life estate stock?

A: Life estate stock ceases to exist upon the death of the shareholder, and therefore helps limit the eventual number of shares issued to this category of shareholders. These Elders shares cannot be gifted or inherited, and this benefit will eventually end when the last original Sealaska shareholder passes away.

Q: Will additional Elders shares affect existing shares owned by Elders?

A: No. Elders shares would be issued in addition to any shares already owned. All the voting, dividend, distribution, inheritance and gifting rights of that original stock remain the same.

Q: Do Elders still get the Elders' Settlement Trust benefit?

A: Yes. All shareholders are eligible at age 65 to receive a one-time payment of \$20 per share, for the number of shares they owned in November 1991 (when the Settlement Trust was approved by shareholders). Receiving additional Elders shares will not affect this Settlement Trust payment.

Q: How does one apply for Elders shares?

A: If the Elders Resolution passes, Sealaska will contact original shareholders who are already age 65 or older about receiving their additional 100 shares. Sealaska will continue to contact Elders as they turn 65 when they become eligible to receive this benefit.

Other Commonly Asked Questions

Q: Why is this resolution coming to a vote?

A: The Board placed the same issue on the ballot in 2007, and a significant majority of shareholders supported the Elders' stock proposal. It did not pass due to a higher voting standard, but now that the standard was amended by Congress, the Board wants to give shareholders a chance to vote again. The Board of Directors listened to shareholders for several years on this subject, in community meetings, in focus groups, through surveys, and by phone calls and correspondence.

Q: Why were the new stock resolutions tied together?

A: The three connected resolutions for Descendants, Leftouts and Elders stock represented the best solution by the Board to address the many concerns of our shareholders. The inclusion of Leftouts had been voted on by shareholders in the past and did not pass on its own. When voted on by shareholders in 2007, all three resolutions would have passed if the same voting standard applied to all. Now that descendants and Leftouts have been addressed, the Board believes it is appropriate to provide this additional benefit for our Elders.

Q: Will discretionary votes be applied to these resolutions?

A: No. Discretionary votes assigned to the corporate proxyholders will not be used to vote on the resolutions. If the proxy is signed and valid and the resolutions have not been marked either "Yes" or "No" the proxy will be counted as a "Quorum Only" vote for the resolutions.

Q: What is the position of the Board of Directors?

A: The Sealaska Board of Directors strongly supports the Elders Resolution, and encourages shareholders to vote "Yes."

Q: Will this resolution affect scholarships?

A: No. Shareholders and shareholder descendants are currently eligible to apply for scholarships through the Sealaska Heritage Institute. New shares issued under this resolution will not affect the number, amount or eligibility requirements of scholarships awarded.

Q: Will this resolution affect landless shareholders?

A: No, except to the same extent all shares will be affected by dilution. Landless shareholders are those original Sealaska shareholders who enrolled from the communities of Haines, Ketchikan, Petersburg, Tenakee Springs and Wrangell. The Landless shareholders are classified as Sealaska Urban shareholders, and no new Urban shareholders can be created.

Q: If new shares are issued, will they affect the calculation of ANCSA Section 7(i) or 7(j) payments?

A: No. ANCSA Section 7(i) and 7(j) payments are calculated based on the number of original shareholders classified as Urban, Village and At-Large. If this resolution passes, it will not increase the number of original shareholders in any of those classes. Further, any new shares issued under this program will not be eligible for Section 7(j) distributions.

Demographic Information

CALCULATION OF ESTIMATED NUMBER OF ELDERS

As of March 27, 2009, Sealaska estimates 2,193 original shareholders have reached the age of 65 or older. The number of Elders who will be eligible for additional shares in 2009 depends upon the survival rate of original shareholders, so it is impossible to state exactly how many Elders will receive additional shares in 2009. Sealaska estimates approximately 2,200 Elders will be eligible to receive 100 additional shares immediately if the resolution is adopted. Original shareholders currently under the age of 65 will receive shares as they reach that age, so additional shares will continue to be issued for a period of time after 2009 until all of the original shareholders attain the age of 65 years. As of March 27, 2009, Sealaska estimates a total of 11,816 original shareholders will be eligible for this benefit.

Sealaska's last original shareholder will turn 65 by December 18, 2036 and issuance of new Elders shares will end shortly after this date. The actual date this benefit ends depends upon the life span of Sealaska's youngest original shareholders and cannot be forecast exactly. As original shareholders pass away, the number of new shares issued will be reduced; and the total number of outstanding Elders shares will be reduced due to the shares' life estate condition.

NUMBER OF SHARES TO BE ISSUED

Sealaska will authorize 1,500,000 shares for issuance of Class E Elders stock. Sealaska can determine the number of original living Sealaska shareholders at any given time, but cannot forecast the number of original shareholders who will reach the age of 65. The number of authorized Elders shares allows for each original Sealaska shareholder alive today to reach the age of 65 and be issued 100 additional shares of stock, but it is likely not all authorized shares will be issued.

The number of shares issued to Elders will be finite, and the benefits of this entire category of shares will end when the last original shareholder passes away.

Economic Information

To help shareholders cast informed votes, Sealaska is committed to providing information on the economic impact of issuing additional shares to eligible Elders.

ADMINISTRATIVE EXPENSES

The expense to Sealaska associated with the issuance of additional Elders shares is expected to be low. The estimated one-time expense to issue additional shares to those Elders immediately eligible in 2009, should the resolution be adopted, is approximately \$25,000. This one-time expense includes human resources, administrative, material and equipment costs. There will not be an extensive enrollment process to issue these additional shares to Elders, as these original shareholders already exist in the shareholder database. There will be an opt-in form mailed to each Elder to be completed and returned to Sealaska before shares will be issued. This opt-in form will be mailed immediately to the approximately 2,200 Elders who would be

immediately eligible for the additional shares should the resolution be adopted. These Elders shares will not be issued automatically. Each eligible Elder must complete a form and return it to Sealaska before the additional Class E Elders shares will be issued.

Sealaska currently sends a similar postcard to Elders who turn 65 and become eligible for the Sealaska Elders’ Settlement Trust benefit. Elders who are already 65 or older have already received their Elders’ Settlement Trust postcard. If the resolution is adopted, these Elders will receive a separate opt-in form to receive their additional shares. Eventually Sealaska will combine these forms and mail a single document to Elders who are eligible to receive both the Elders’ Settlement Trust benefit and the additional Class E Elders shares, thus streamlining the process.

DECEMBER 2008 DISTRIBUTION IF ELDERS RESOLUTION WAS IN PLACE

The table below shows the December 2008 distribution if the Elders resolution had been adopted and shares were issued accordingly. The purpose of this information is to give an example of the economic impact to existing shareholders if this resolution passes. The Elders are shown in two different rows because Urban & At-Large Elders receive distributions from the Permanent Fund, from operations, and ANCSA Section 7(j) payments, while Village Elders receive payments from the Permanent Fund and operations only.

Please note that past performance does not necessarily predict future dividends or distributions, but is provided to show the relative effect if the Elders resolution had been adopted at the time of the December 2008 distribution.

Type of Shareholder	Dollar Amount Paid Per Share	Per Share Dollar Amount Change	Per Share Percent Change
Actual December 2008 Distribution			
Urban and At-Large	\$10.46	-	-
Village	\$1.61	-	-
Descendant	\$1.61	-	-
Leftout	\$1.61	-	-
Calculation of December 2008 Distribution if Additional Elders Shares Were Issued			
Urban and At-Large	\$10.30	- \$0.16	- 1.57%
Village	\$1.45	- \$0.16	- 11.10%
Descendants	\$1.45	- \$0.16	- 11.10%
Leftouts	\$1.45	- \$0.16	- 11.10%
Elders (Urban and At-Large)	\$11.75	+ \$1.45	+ 10.96%
Elders (Village)	\$2.90	+ \$1.45	+ 44.45%

Term Limit Resolution

RESOLUTION SUMMARY

Shareholder Michael Lee Beasley has submitted a proposed resolution to amend the Corporation's Bylaws to establish term limits for Sealaska directors. The proposed resolution would amend Bylaw Section 3.1, Composition and Term, which currently reads as follows:

The business, affairs and property of the Corporation shall be managed by a Board of Directors composed of 13 members. The terms of members shall be three (3) years, with elections by class, of four and five members to be elected at each annual meeting of shareholders.

The following language will appear on the Sealaska proxy for the 2009 Annual Meeting of shareholders:

**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

VOTING STANDARD

Resolution #2 will be adopted if approved by a majority vote of the outstanding voting shares of the Corporation. That majority is 50 percent of all outstanding voting shares of the Corporation plus one.

RECOMMENDATION

The board recommends a NO vote for the resolution:

Yes

No

- A YES vote is in favor of adopting the resolution to amend the Bylaws.
- A NO vote is against the resolution, and the language of Bylaw Section 3.1 would remain as is.
- An unmarked proxy will be counted as quorum only and not in favor of or against the proposed proxy.

If the resolution passes, Bylaw Section 3.1 will be amended to read as follows:

Section 3.1, Composition and Term.

The business, affairs and property of the Corporation shall be managed by a Board of Directors composed of 13 members. The terms of members shall be three years, with elections by class, of four and five members to be elected at each annual meeting of shareholders. No director shall serve more than two consecutive complete 3-year terms. A Director who has served two full consecutive terms is not eligible for re-election or appointment to the Board of Directors for a period of three years. The term limits provisions of this section shall become effective consecutively by class, and shall apply to terms ending with the annual meetings in the years 2010, 2011, 2012 and thereafter.

This is a binding shareholder resolution, and if adopted will amend the Corporation's Bylaws. A Bylaw may be amended, repealed or restated only by the Board of Directors or by a majority vote of the outstanding shares eligible to vote at any Annual Meeting of shareholders, or at any special meeting of shareholders called for that purpose. (Bylaws, Article VII, Amendments; and Alaska Statute 10.06.228).

This means that, in order to pass, the resolution must have the affirmative vote of a majority of all of the outstanding voting shares of the Corporation. This is sometimes referred to as a "supermajority" standard. As of the record date, there were 1,859,809 outstanding shares of voting stock; therefore, the resolution requires 929,906 "yes" or affirmative votes in order to pass. The bylaw may be amended or repealed by a vote of the outstanding shares, or by the Board of Directors.

- The Sealaska shareholders sponsoring this proposed amendment recommend a "Yes" vote, in favor of the Term Limits resolution.
- **The Sealaska Board of Directors recommends a "No" vote, against the resolution.**

Please see the following page for the proponent's statement in favor of the Term Limits Resolution, and the Sealaska Board of Directors' position statement in opposition to the Term Limits Resolution.

PROS

- Term limits allow for a higher number of shareholders to serve on Sealaska's Board of Directors.
- New directors can bring new experiences and different perspectives.
- Term limits create greater diversity among directors on the Sealaska Board.
- Existing directors who depart due to term limits can seek election as a nominee again after a period of three years.
- Other elective offices, such as the president of the United States, have term limits.

CONS

- **All but two current directors would be forced to leave the Board in a period of three years, rapidly eliminating valuable institutional knowledge and experience.**
- The departure of 11 directors in three years would undermine the consistency and stability of the Board that Sealaska's partners and customers desire as a basis for doing business with the Corporation.
- No other ANCSA Regional Corporation has term limits on its directors.
- New directors would take years to gain the experience of current directors, and would then be forced to depart under term limits themselves.
- Shareholders should be able to vote for whomever they support without artificial limits on how often candidates are elected.
- Turnover on the Board occurs without term limits.

Term Limit Resolution (cont.)

PROPONENT'S STATEMENT IN FAVOR OF THE TERM LIMITS RESOLUTION

By Michael Lee Beasley

Historically, in 1992, the board amended their bylaws, and self imposed a 12 year-four consecutive term limit. 2004 was the year a new class of directors was to emerge. However, prior to the 2004 annual meeting, the board abolished the 12 year limit. This amendment crash was an educational moment for all shareholders.

Our shareholder goal is to reform the terms of service that Sealaska directors are allowed. This proposal will affect incumbent candidates at election time that have previously completed 2 consecutive terms. Many of the directors have been in the dedication of service between 15-35 years. This is a binding shareholder resolution amending present bylaws. The proposal is a policy of 6 years of consecutive service as a director and 3 years off.

For too long the same leadership has become a generational problem for shareholders. Our leaders have commonly made careers at Sealaska directorships. This is not respectful of the average shareholder. Shareholders have learned diversity of leadership for future boards is important for corporate health. Historically, incumbent directors stay so long it takes death to dearly depart them from directorships. The freedoms and promises of the Alaska Native Claims Settlement Act become more meaningful with rotating leadership. These are the shareholder rationale used in pursuing amendment action.

Your vote to limit Sealaska director terms of service will have an important future impact on loved ones and community members. Hopefully, your relatives will be tomorrow's leaders. This proposal supports the belief that our shareholders, good and qualified, shall be afforded timely opportunities at shared leadership.

SEALASKA BOARD OF DIRECTORS' POSITION STATEMENT IN OPPOSITION TO THE TERM LIMITS RESOLUTION

The Board of Directors for Sealaska Corporation respects and appreciates the rights of the shareholders to submit petitions for consideration by the shareholders of the Corporation. This type of petition contributes to a healthy dialogue between shareholders and the Board of Directors.

The Board of Directors must oppose the shareholder proposed resolution as written.

Shareholders have the right to elect whomever they support to the Board of Directors. The resolution inhibits the ability of shareholders to elect whomever they support without artificial limits and does not recognize that there is a reasonable amount of turnover that occurs naturally.

If the two-term limit and the required three-years off resolution were adopted, it would result in the loss of 11 directors or a majority of the board within a three-year period, starting in 2010. All but two current directors would be forced to leave within three years. The lack of board stability and continuity could adversely affect Sealaska. Financial institutions and existing and potential business partners seek to do business with corporations that have a stable board of directors and management. Sealaska is a complex corporation, with a number of subsidiaries and business activities and experience is absolutely critical to Sealaska's success.

This resolution fails to recognize the valuable contribution of experienced directors and the importance of stability for Sealaska and its business and financial relationships and opportunities. The resolution is too restrictive and would severely limit the Corporation's ability to develop an experienced board. If adopted, Sealaska would lose a significant amount of experience and expertise on the Board.

This resolution also contrasts with our traditional values related to leadership, which emphasizes the importance of seniority and experience. This traditional value is also reflected in other ANCSA Regional Corporations, none of which impose term limits on their directors.

We hope that you will support the Board of Directors in voting "No" on this resolution.

Definitions of Terms

Alaska Native blood quantum

This is a person's determination that is calculated on the percentage of parents' Alaska Native blood. It combines all tribes of Alaska Natives and is not just limited to Tlingit, Haida or Tsimshian.

ANCSA

The Alaska Native Claims Settlement Act, which Congress enacted effective December 18, 1971. Amendments were made to ANCSA in 1988, and are called the "1991 Amendments" for addressing many conditions that would have become effective in 1991. These amendments permit Native corporations to issue new shares to descendants of shareholders, to Elders and to Leftouts.

ANCSA Section 7(i)

The section of ANCSA that dictates sharing of revenues from sub-surface and natural resources among ANCSA Regional Corporations.

ANCSA Section 7(j)

The section of ANCSA that dictates payments to Village Corporations and individual shareholders out of Section 7(i) monies received by Regional Corporations.

ANCSA Section 7(m)

Another section of ANCSA that discusses Section 7(i) and (j) revenues and payments to shareholders and Village Corporations.

Class A Stock

These are existing Village shares of Sealaska Corporation owned by shareholders who are also enrolled in a Village Corporation. They constitute 434,637 shares from our total base of 1,910,576 shares, or 22.7% of all shares.

Class B Stock

These are existing Urban shares of Sealaska Corporation owned by shareholders who are also enrolled in an ANCSA Urban Corporation (either Goldbelt or Shee Atika) or belong to any of the five Landless communities (Haines, Ketchikan, Petersburg, Tenakee and Wrangell). They constitute 816,354 shares from our total base of 1,910,576 shares, or 42.7% of all shares.

Class C Stock

These are the existing At-Large shares of Sealaska Corporation owned by shareholders who do not belong to any Village or Urban Corporation. They constitute 324,285 shares from our total base of 1,910,576 shares, or 16.9% of all shares.

Class D Stock

This is the designation Sealaska used for newly issued Descendant stock under the 2007 shareholder resolutions. This is voting, life estate stock, not eligible for Section 7(j) distributions. Through April 20, 2009, 331,600 shares of Class D stock were issued.

Class E Stock

This is the designation Sealaska will use for newly issued Elders stock. This will be nonvoting, life estate stock, not eligible for Section 7(j) distributions. It is estimated approximately 219,300 new Class E shares would be issued immediately if the Elders' stock resolution passes, plus up to another 962,300 new Class E shares over time.

Class L Stock

This is the designation Sealaska used for newly issued Leftout stock under the 2007 shareholder resolutions. This is voting, life estate stock, not eligible for Section 7(j) distributions. Through April 20, 2009, 3,700 shares of Class L stock were issued.

Elder

An original Sealaska shareholder age 65 or older. Under the proposed Elders' stock resolution, Elders must meet all eligibility criteria to be issued 100 shares of nonvoting life estate stock.

Gifted shares

Shares that a shareholder has gifted, while the shareholder is still alive, to a child, grandchild, great-grandchild, brother, sister, niece or nephew. If the recipient has any amount of Alaska Native blood quantum, the shares remain voting shares. If the recipient is non-Native, the shares become nonvoting shares. If the nonvoting shares revert to Native ownership, they become voting shares again. A descendant who owns shares he or she received as a gift is still eligible to apply for new Descendants (Class D) life estate shares.

Inherited shares

Original shares that have passed to another person upon the death of the original shareholder, by will or testamentary disposition, or according to the Alaska statutes governing intestate succession.

Leftout

Alaska Natives who were eligible to enroll in Sealaska during the original open enrollment, but for some reason did not. Under the Leftouts resolution passed in 2007, Leftouts must meet all eligibility criteria and submit a completed, approved application to be issued 100 shares of voting life estate stock.

Life estate stock

These shares cease to exist upon the death of the owner of the shares. They extinguish entirely, without compensation, and no further voting or distribution rights are recognized. Life estate stock cannot be gifted or passed by inheritance. The new Descendants and Leftout shares, and the proposed Elders' stock, are all life estate stock.

Nonvoting stock

This is a class of stock that does not carry voting rights. The proposed new class of Elders life estate stock would be nonvoting. This is because all qualified Elders received original Sealaska voting shares, which are not affected by this proposal.

Definitions of Terms (cont.)

Original shareholder

A shareholder who received stock in Sealaska pursuant to original issue under ANCSA. Shareholders who own stock only through gifting, inheritance, or court order are not original shareholders. Only original shareholders qualify to receive Elders' Life Estate stock.

Quorum

The minimum number of shares that must be present in person or by proxy in order to validate an election. This number is 50 percent plus one of the total eligible voting shares of the Corporation.

Simple majority

The voting standard that allows a resolution to pass with 50 percent plus one share of all shares present at a meeting in person or by proxy, where a quorum is present. This is the standard that applies to the Elders resolution.

Super majority

The voting standard that allows a resolution to pass only if it has the support of a majority of all the eligible voting shares of the Corporation. This is the standard that applies to the Term Limit Resolution, per Alaska Statute 10.06.228, because it would amend the bylaws of the Corporation.

Voting for Directors

YOU HAVE A CHOICE OF WAYS TO VOTE YOUR PROXY. PLEASE READ THE FOLLOWING INFORMATION CLOSELY TO HELP YOU COMPLETE YOUR PROXY TO YOUR CHOOSING.

DISCRETIONARY VOTING

If you check this box, your votes will be used to elect as many nominees as possible among those endorsed by the Board of Directors. Your votes can be distributed only among the five Board of Directors' nominees listed on the proxy. As its name implies, discretionary voting gives Sealaska Corporation's proxyholders maximum flexibility for purposes of electing the greatest possible number of board-endorsed nominees. It also allows Sealaska to vote your shares on other matters that may properly come before the annual meeting.

Examples of matters that may properly come before the annual meeting include, but are not limited to:

- Procedural motions, such as changes in the agenda
- Advisory matters affecting the conduct of the meeting
- Motions directed by rulings of the chair
- Other matters that arise too late to be placed on the formal meeting notice

Examples of matters that would not be proper for voting at the meeting include, but are not limited to:

- Motions from the floor on substantive matters that could have been included in the Notice of Meeting
- Motions that are not appropriate for shareholder action under Alaska law
- Matters that have already been voted on
- Matters that are within the discretion of the chair of the board of directors, and not proper for a shareholder vote
- Matters that have been ruled out of order

If you want the Corporation to be able to vote for the election of as many of the Board nominees as possible, you should vote discretionary. If you want your votes cast only for certain nominees and no others, you should vote directed.

At the 2009 annual meeting, there will be two resolutions presented for a vote of shareholders. Discretionary voting does not grant authority to vote on the resolutions. Discretionary voting applies only to election of directors and to unexpected matters that properly come up at the annual meeting. ***If your proxy is marked Discretionary 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.***

In the event that Sealaska does not have enough votes to elect all five of its nominees, each board-endorsed nominee has agreed that the proxyholders may cast the Corporation's discretionary votes for the remaining nominees in order to elect as many as possible. Only under discretionary voting will the Corporation's proxyholders be able to assign your votes to different nominees on the Board slate if a nominee withdraws.

Shareholders voted on advisory resolutions in 1992, 1994, 1995 and 1997 to preserve the option of discretionary voting for those shareholders who prefer it. Shareholders who do not wish to give discretion to the Sealaska Corporation proxyholders can vote directed, as described below. Independent nominees (those not endorsed by the Board of Directors) may use discretionary voting if they provide a separate proxy. However, independent nominees appearing on Sealaska's proxy do not receive discretionary votes.

Withholding votes: If you vote discretionary, you may withhold votes for one or more board nominees by crossing out or drawing a line through his or her name where it is printed on the proxy. If you do this, none of your votes will be cast for the person you crossed out.

DIRECTED VOTING

Check this box if you want to vote your shares for one or more specific nominees. If you choose to vote directed, the Corporation's proxy provides several options:

- You can direct specific numbers of votes to one or more of the listed nominees on the Board of Directors' slate.
- You can direct votes to one or more of the independent nominees.
- You can direct votes to any other combination of nominees listed or written in on the proxy.

In 2009, the distribution of votes under any of the above options is limited to a maximum of five (5) nominees.

Under directed voting, votes cast for any nominee who later withdraws continue to be counted as votes for that nominee. This applies to Sealaska's proxy and for any independent proxy. No directed votes will be redirected to any other nominee. **Remember, if your proxy is marked Directed 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.**

QUORUM-ONLY VOTING

If you check this box, no nominee or resolution will receive your votes. Your votes will be counted toward obtaining a quorum for Sealaska to conduct annual meeting business. This may be done if you want to withhold your votes. **If your proxy is marked Quorum Only 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.**

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. **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.**

REVOCATION OF PROXY

The latest dated proxy is the one that will be counted if you sign and submit more than one. Your earlier proxy will be revoked if you attend, register and vote in person at the annual meeting, or if you file a later-dated proxy with the Independent Inspectors of Election before 5 p.m. Alaska Daylight Time on Thursday, June 25, 2009. Only one proxy counts for voting incentive or prize drawings.

Endorsed Nominees



ALBERT KOOKESH

I was raised in Angoon and after finishing law school at the University of Washington, I returned to Angoon, to live and raise my family. I still live in Angoon. I have contributed my energy into making Sealaska a strong entity in Alaska, both politically and financially. We need to continue to grow the company financially in order to meet shareholders' expectations and to continue to fund scholarships and support the Sealaska Heritage Institute and its programs. I still believe that we have a moral obligation to ask and to receive an answer from shareholders on the question of issuing additional shares to Elders. I ask for your support of my continued dedication to work for a better corporation for all of us.

AGE: 60

ADDRESS: P.O. Box 91, Angoon, AK 99820

PRINCIPAL OCCUPATION: Senator, District C, Alaska State Legislature, and owner and operator of Kootznahoo Inlet Lodge

EDUCATION: Mt. Edgecumbe High School, Alaska Methodist University, Bachelor of Arts in history, University of Washington Juris Doctorate

AFFILIATIONS: Albert has been a member of the Sealaska Board of Directors since 1976. His daughter, Jaeleen Araujo, is an employee of Sealaska and serves as vice president and general counsel. Albert is the Board Chair and ex-officio to all committees, serves as a director for Sealaska Timber Corporation and Klawock Island Dock Company (KIDCO), and also serves on the Elders' Settlement Trust board of trustees. He is co-chair of the Alaska Federation of Natives, a member of the Alaska Native Brotherhood Grand Camp executive committee and a director of First Alaskans Institute.



TATE LONDON

I strongly believe that everything we do at Sealaska should further our corporate philosophy of protecting and growing the company's assets to provide meaningful economic, cultural and social benefits for our current and future shareholders. In these challenging economic times, it is important that Sealaska continues to pursue aggressively the business opportunities available to us as a minority-owned business. Although Sealaska is a dynamic Native corporation, our commitment to our fellow shareholders remains unchanged. Declining timber harvests have forced Sealaska to diversify by acquiring and growing businesses to replace this important source of revenue. The membership of the board of the directors has also changed quite a bit in my years of service as a director. Sealaska and its shareholders greatly benefit from the diversity of experiences that each of us brings to the board. I am committed to Sealaska's long-term success and am proud of the important role Sealaska serves in our communities and in preserving our Native culture. I would greatly appreciate the opportunity to continue to serve you, the shareholders of Sealaska. Thank you for your support in this election.

AGE: 47

ADDRESS: 15301 101st Place NE, Bothell, WA 98011

PRINCIPAL OCCUPATION: Assistant United States Attorney for the Western District of Washington

Endorsed Nominees (cont.)

EDUCATION: Bachelor of Arts in political science from Stanford University and Juris Doctorate from Stanford University

AFFILIATIONS: Tate has been a member of the Sealaska Board of Directors since 2005. He is a member of the Audit Committee and the Compensation Committee, and is chair of the Governance subcommittee. He serves on the Elders' Settlement Trust board of trustees. Tate is also the tribal liaison to the United States Attorney's Office, and is a member of the Washington state and American bar associations, and the Washington chapter of the Tlingit & Haida Tribes of Alaska.



JOE NELSON

Sealaska is spreading its reach around the globe, not so different from our shareholders who reside in all 50 states and multiple countries around the world. As Sealaska diversifies its businesses and strives to provide tangible benefits to all its shareholders, I am continually mindful of the challenges that our villages face every day. Sealaska is not just another company out to make a buck. Sealaska is not purely about revenue, profit and loss. Sealaska has been tasked to watch over a traditional land base and has proudly taken on the responsibility of perpetuating a Native way of life. A certain segment of shareholders might always prioritize money over Native culture and Native land. But I am confident that Sealaska will continue to use our core Native values to build competitive advantages, so that one day cultural preservation and financial profits will not be considered mutually exclusive. In programs like the Small Business Administration 8(a), for example, our Native identity is our financial advantage. Even during these volatile times, Sealaska is committed to preserving and enhancing our Native land and Native ways. I have no doubt that our grandparents hoped for nothing more and our children expect nothing less.

AGE: 38

ADDRESS: P.O. Box 20123, Juneau, AK 99802

PRINCIPAL OCCUPATION: Director of Admissions at the University of Alaska Southeast

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

AFFILIATIONS: Joe has been a member of the Sealaska Board of Directors since 2003. He serves as chair of the Finance Committee, and on the Compensation Committee, Lands Committee and Shareholder Relations Committee. Joe is a director of Sealaska Environmental Services, LLC and Kingston Environmental Services. He is also a director for Yak-tat Kwaan, Inc., a member of the Juneau Lions club, a member of the Alaska Bar Association, and serves on the Sealaska Heritage Institute Board of Trustees.



BILL THOMAS

It has been my honor to serve Alaska Natives and Sealaska’s tribal member shareholders in a variety of capacities over the past 40 years. I am an in-country Viet Nam Veteran and a lifetime member of the United Fishermen of Alaska, and the American Legion Post 12 in Haines, Alaska. I possess a depth of experience and perspectives about the challenges we face as Native people and as a Native corporation, gained through my experience as a commercial fisherman, a director of Klukwan Village Corporation, a lobbyist, a sitting member of the Alaska legislature, and as current vice chair of the Alaska House of

Representatives Finance Committee. I understand what it takes to create sustainable dividends, shareholder wealth and to preserve our Native culture and way of life in our Southeast communities. I served on the Alaska Federation of Natives (AFN) Board as the Southeast Representative, and as a lobbyist helped AFN fight subsistence battles in Juneau. I am committed to ensuring that Sealaska maintains a strong presence in Southeast Alaska. I’ve been married for 32 years, have five children and have lived all my life in Haines and Klukwan. I ask for your support for election to the Sealaska Board of Directors.

AGE: 61

ADDRESS: PO Box 942, Haines, AK 99827

PRINCIPAL OCCUPATION: Representative, House District 5, Alaska State Legislature and commercial fisherman

EDUCATION: Haines High School; attended University of Alaska

AFFILIATIONS: Bill was appointed to the Sealaska Board of Directors in 2009 and serves on the Audit Committee, Shareholder Relations Committee, and the Lands Committee. Bill is a member of the Tlingit & Haida Indian Tribes of Alaska, the Chilkoot Indian Association, Alaska Native Brotherhood, and the Southeast Alaska Fisherman’s Alliance. He is also a lifetime member of the United Fishermen of Alaska, and the American Legion.



MARGE YOUNG

As a candidate for re-election to Sealaska’s Board of Directors I am committed to the following: 1) long term diversified growth to ensure that no one area of economic downturn can affect positive returns; 2) maintaining a cash position that will not affect ongoing operations in any situation; 3) continually provide dividends to shareholders through growth and diversification of the Permanent Fund that, combined with positive earnings from operations, will be meaningful; and 4) supporting educational and heritage

programs through the Sealaska Heritage Institute, and looking for opportunities to enhance their growth. Thank you for the opportunity to work for you these past years and with your support in this election, I’ll be able to continue to serve you.

AGE: 75

ADDRESS: PO Box 730, Craig, AK 99921

PRINCIPAL OCCUPATION: Owner of Craig Bar and Liquor Store Inc., and Thompson House Real Estate

EDUCATION: Washington State University and Griffin Murphy Business School

AFFILIATIONS: Marge has been a member of the Sealaska Board of Directors since 1979. Her son, Jerry Mackie, is retained as a government relations consultant and provided services to Sealaska valued in excess of \$20,000 in 2008. Marge serves as chair of the Compensation Committee, and on the Finance Committee. She also serves as a director of Sealaska Timber Corporation and Nypro Kánaak Iowa.

Continuing Directors

PATRICK ANDERSON, age 55, 8919 Honeysuckle Street #A, Anchorage, AK 99502, is the Executive Director of Chugachmiut, Inc. He has a Bachelor of Arts from the Woodrow Wilson School of Public and International Affairs at Princeton University and a Juris Doctorate from the University of Michigan Law School. Patrick has been a member of the Sealaska Board of Directors since 1989. He is a member of the Finance Committee, Audit Committee and Compensation Committee. Patrick is a director of Kánaak Corporation, Nypro Kánaak Alabama, Nypro Kánaak Guadalajara and Sealaska Environmental Services, LLC. Patrick also serves as co-chair of the Alaska Federation of Natives Human Resource Committee, as a commissioner on the Alaska Rural Justice and Law Enforcement Commission, as chair of the Alaska Native Justice Center and on the board of the Alaska Native Heritage Center. His term ends in 2010.

SIDNEY EDENSHAW, age 45, P.O. Box 392, Hydaburg, AK 99922, is the Walking Boss Dispatcher for Southeast Stevedoring Corporation and a commercial fisherman. He graduated from Hydaburg High School. Sid has been a member of the Sealaska Board of Directors since 2005. He serves on the Shareholder Relations Committee, the Lands Committee and the Nominations Committee, as well as a director of Sealaska Timber Corporation and Klawock Island Dock Company (KIDCO). Sid is a member of the Hydaburg ANB Camp 6, is the president of Hydaburg Cooperative Association and serves as a director of Haida Corporation. His term ends in 2011.

CLARENCE JACKSON SR., age 74, PO Box 200, Kake, AK 99830, is a commercial fisherman and charter operator. He graduated from Sheldon Jackson High School. Clarence has been a member of the Sealaska Board of Directors since 1972. He serves as a member of the Shareholder Relations Committee, and Lands Committee. Clarence also serves as a director of Sealaska Timber Corporation, Synergy Systems, Inc., and Olympic Fabrication, LLC. Clarence is a trustee of the Sealaska Heritage Institute, and serves as chair of the Institute's Council of Traditional Scholars. His term ends in 2010.

BYRON MALLOTT, age 66, 102 Cordova Street, Juneau, AK 99801, is the retired President & CEO of First Alaskans Institute. He attended Western Washington University and has an honorary doctorate in humanities from the University of Alaska. He has been a member of the Sealaska Board of Directors during two periods, from 1972-1989 and then from 1999 to the present. His son, Anthony Mallott, is an employee of Sealaska as serves as treasurer and chief investment officer. Byron serves on the Audit Committee, on the Lands Committee, and as a director of Sealaska Timber Corporation and Sealaska Environmental Services, LLC. He is also a director of Alaska Air Group and a senior fellow at First Alaskans Institute. Byron serves as a board member of the Native American Bank and as a trustee of the Smithsonian's National Museum of the American Indian. His term ends in 2011.

JODI MITCHELL, age 45, 4938 Wren Drive, Juneau, AK 99801, is the Chief Executive Officer and General Manager of the Inside Passage Electric Cooperative. She has a Bachelor of Science in business administration from the University of Oregon, and is a Certified Management Accountant from the Institute of Management Accountants. Jodi has been a member of the Sealaska Board of Directors since 2006. She serves as chair of the Audit Committee, and on the Compensation Committee, the Finance Committee, and the Nominations Committee. She also serves as a director of Synergy Systems, Inc. and Olympic Fabrication, LLC. Jodi is a member of the Institute of Certified Management Accountants, former chair and trustee of the Kootznoowoo Permanent Fund Settlement Trust, a director of the Kwaan Electric Transmission Intertie Cooperative, and a member of the Energy Committee for Southeast Conference. Her term ends in 2010.

JACQUELINE PATA (formerly Johnson), age 53, 10242 Dale Drive, Fairfax, VA 22030, is the Executive Director of the National Congress of American Indians. She attended Utah State University and Snow College Utah to study social work and performing arts, and the University of Alaska Southeast, where she studied business and Tlingit language. Jackie has been a member of the Sealaska Board of Directors since 1999. She is a member of the Audit Committee, Compensation Committee, Finance Committee and Lands Committee. She is a director of Managed Business Solutions, LLC and Sealaska Environmental Services, LLC, and serves on the Elders' Settlement Trust board of trustees. Jackie also serves on the board of the Leadership Conference on Civil Rights, on the Native American National Advisory Committee for the Boys and Girls Clubs of America, and on the board of the National Museum of the American Indian. Her term ends in 2010.

EDWARD THOMAS, age 67, 3540 Meander Way, Juneau, AK 99801, is the President Emeritus of the Tlingit & Haida Indian Tribes of Alaska. He earned a Bachelor of Science degree from the University of Alaska Fairbanks and a Master of Education Administration from Pennsylvania State University. Ed has been a member of the Sealaska Board of Directors since 1993 and serves on the Finance Committee and the Lands Committee. He serves as board chair of Sealaska Timber Corporation, and as a director of Synergy Systems, Inc., Olympic Fabrication, LLC and Managed Business Solutions, LLC. Ed also serves on the President's Board of Advisors on Tribal Colleges and Universities. His term ends in 2011.

ROSITA WORL, age 71, 9048 Ninnis Drive, Juneau, AK 99801, is the President of Sealaska Heritage Institute. Sealaska Heritage Institute received financial support from Sealaska in excess of \$20,000 in 2008. She has a Bachelor of Arts in social science from Alaska Methodist University, as well as a Master of Arts and a doctorate in anthropology from Harvard University. Rosita has been a member of the Sealaska Board of Directors since 1987 and is currently Vice Chair of the Board, and serves as chair of the Shareholder Relations Committee, the Lands Committee, and the Nominations Committee. She also serves as a director of Kánaak Corporation, Nypro Kánaak Alabama, Nypro Kánaak Guadalajara S.A. de C.V., and Nypro Kánaak Iowa. Rosita serves on the Alaska Conservation Foundation Native Writers Award Subcommittee, the Smithsonian Arctic Studies Center Exhibition Advisory Panel, as the Native American Graves and Protection Act Review Committee chair, and on the boards of the Cultural Survival, Indigenous Language Institute and the Alaska Federation of Natives. Her term ends in 2011.

Independent Nominees



ROXANNE BANGUIS

Board of Directors and shareholders, I am Roxanne Banguis. My father was William Banguis of Seattle, Washington. My grandmother was Mary Dowhitt of Klawock. My father was a Boeing veteran, industrial engineer. My mother is Coastal Salish from the Sechelt Band in British Columbia, Canada. First, I would like to thank the current and previous Board members for their successful contributions to Sealaska. Special thanks to Chris McNeil for his successful contributions to Sealaska. Secondly, I am expressing an interest in becoming a member of the Board. These are my credentials. I finished doctorate coursework in Educational Leadership with a 3.71 GPA. My dissertation manuscript is in close proximity to completion. I'm teaching at Heritage University in Toppenish, Washington this September. I am in training to serve as Board of Directors with King County United Way. From 2005-2006, I served Cabrini Ministries as Board of Trustees in Seattle. I am a multi-district, certified, K-8 educator and provide mentorship to Native American college students. Heavy public relations experience in sales and education are the central points to consider in voting for me. I earned an ABD in Educational Leadership, MA in Education, BA in Sociology.

AGE: 50

ADDRESS: 3435 Auburn Way South #31, Auburn, WA, 98092

PRINCIPAL OCCUPATION: Educator

EDUCATION: ABD in progress, Educational Leadership, Antioch University – MA Education

AFFILIATIONS: Project LEAD, United Way, Seattle, WA



BARBARA CADIENTE - NELSON

Last election, as I went door to door to meet and speak with shareholders, I heard a collective voice for change to bring forth what our forbears decreed: prosperity founded on the knowledge of who we are in terms of our responsibility to our clan, to one another, and to our ancestral lands. For our corporation to fulfill our expectations of ANCSA as a vehicle for social and economic justice, we must continually assess each business venture so that its tangible outcomes directly benefit shareholders. Sealaska must bear down to bring about economic growth in our communities, sizeable dividends, and to resolve the "landless" issue. I will serve you in a manner that represents the change you desire. Let us honor the power of our voice. Vote "DIRECTED". Barbara Cadiente-Nelson, X'esh.k'uk'e, Eagle/Brown Bear, Shaanux Hit (Valley House), Angoon Kwaan; daughter of Taaka (Andres Cadiente, Sr., L'eeneidi) and Jigei Tlaa (Irene Hunter Cadiente, Teikweidi). Spouse: Norval Nelson, Jr. (Aleut, L'eeneidi). Children: Norene, Norval III, Nicholas, Nemasia. Grandchildren: Dominique, Miquelle, Aquino, Norval IV, Lyle, Elsie, Isaiah, Christian, and Nils. Paternal Uncle: Rev. Walter Soboleff, Sr.; Paternal Aunt: Elsie Hughes. Maternal Uncles: Frank Jack, Sr., Cyril George, Sr.; and Maternal Aunt: Jenny Jim.

Website: www.cadiente.wordpress.com
E-mail: aleut@gci.net, cadiente.nelson@gmail.com

AGE: 55

ADDRESS: 1625 Fritz Cove Road, Juneau, AK 99801

PRINCIPAL OCCUPATION: Vice-President, F/V Star of the Sea, Inc.

EDUCATION: Master of Arts in teaching, secondary education, University of Alaska Southeast; B.A. Communication, Western Illinois University; Language Arts Teaching Certificate

AFFILIATIONS: Douglas Indian Association (IRA) board member; Grants Administrator/Equity Committee, Juneau School District; Discalced Order of Secular Carmelites (OCDS), ANS Camp 2

no
photo
provided

LYNETTE HINZ

Lynette Ann (Moreno) Hinz, 50, married, 7 children, 8 grandchildren, Raven, Dog Salmon, high school graduate, some college, 30 years in the transportation industry, property

co-owner. I would like to see our corporation make more money for the shareholders and create more benefits. We need a board that will listen to its shareholders and not just treat the shareholders like numbers. Let's put board members on who can really reach out to the shareholders, young and old. Network now with other Native corporations so our shareholders can become employed through partnerships because when the big jobs for the gasoline becomes reality we will be ready. I also believe not enough money is given to shareholders attending college, and funeral expenses. I strongly oppose the board and the corporation executives wasting the shareholders' money on themselves. I will seek a reduction from the board and the corporation executive's wages, job benefits and travel expenses. At the 2003 annual meeting in Sitka, I got up and asked the board to put the "new Natives" on the next proxy because we need to train and hire them in their corporation too. Please, I am asking for your vote and vote early. Thanks.

AGE: 50

ADDRESS: 6407 East 31st Avenue, Anchorage, AK 99504

PRINCIPAL OCCUPATION: Limousine Owner/driver, property co-owner

EDUCATION: High School graduate, some college

AFFILIATIONS: Anchorage Tlingit & Haida, past president twice; ANS Camp 87, past president once; Anchorage Cab Driver's Association president; member of Democratic Party



WILL MICKLIN

I am Will Micklin. My Tlingit name is 'Yaan Yaan Eesh', Teikweidi, Kaats Hit, Tantakwaan (Tongass Tribe). The executive officer for the Ewiiapaayp Band of Kumeyaay Indians since 1995, I

am also an appointed tribal representative to the Tribal Energy Policy Advisory Committee and the FCC's Inter-agency Advisory Committee, and am the Executive Director for the California Association of Tribal Governments. I am privileged to be elected a Delegate to the General Assembly of the Central Council of Tlingit & Haida Indian Tribes of Alaska for 8 consecutive terms, and am currently its 5th Vice President on the Executive Council. Previously I was the founder, Chairman & President of Native American Investments, Inc., and prior to that a telecommunications consultant, project manager, administrator and analyst for various companies. I offer to shareholders my experience and accomplishments in tribal affairs, political advocacy, economic development, renewable energy enterprises, contract negotiation, and finance. My focus is on innovative business structures that promote job creation for shareholders and improved corporate performance resulting in increased earnings. Opportunities exist in infrastructure, distributed and renewable energy, and skilled service businesses even in a difficult economy. I ask for your directed vote. Gunalcheesh and Howah.

AGE: 51

ADDRESS: 4048 Via Palo Verde Lago, Alpine, CA 91901

PRINCIPAL OCCUPATION: CEO, Ewiiapaayp Band of Kumeyaay Indians

EDUCATION: B.A. University of Washington

AFFILIATIONS: Tribal representative, Tribal Energy Policy Advisory Committee; Tribal representative, Federal Communication Commission Inter-agency Advisory Committee; member of the Native American Finance Officer's Association; and Lifetime Member National Congress of American Indians

Independent Nominees (cont.)



EDWARD SARABIA JR.

I am Tlingit. I am proud of my and all Sealaska Corporation's shareholders' ancestry. I am just as proud of our corporation, Sealaska. I believe I can help Sealaska in these extreme economic times.

The United States is in a very difficult financial condition. It is more important than in the past 38 years to keep Sealaska financially strong. I have served on many for profit and non-profit organizations throughout my adult years. I believe my experience will help Sealaska and, in turn, help our people. I admire Sealaska for bringing pride and respect back to Tlingits, Haidas and Tsimpsons by supporting the bi-annual "Celebration." I hope to continue helping maintain our pride and respect and continue Sealaska's stability. Thank you.

AGE: 60

ADDRESS: 206 Great Pond Road, South Glastonbury, CT 06073

PRINCIPAL OCCUPATION: (American) Indian Affairs Coordinator

EDUCATION: Diploma – Juneau Douglas High School; Bachelor of Arts – Seattle University

AFFILIATIONS: None provided



JAMES SKANNES

My name is James (Jim) Edward Skannes. My mother is Elaine (Young) Privett, born in old Kasaan. She is Haida – Eagle/frog. My father Jim Skannes (deceased) was born at the Chichigof mines.

He was related to the Eagles nest House in Sitka through marriage. I recently retired from SEARHC after thirty two years of service, sixteen of those years in management. I served two terms on the Sitka Tribe of Alaska and over five years on their housing authority. I am currently employed as a Facilities Director for a hospital in Port Townsend, Washington. I believe in Sealaska and support the corporation's efforts to succeed. I have seen the positive effects it has on our people through its subsidiaries, education assistance, intern programs and employment opportunities. I believe one area of growth potential for Sealaska is to network with all of our Native entities. Local corporations, tribal governments, Housing Authorities Central Council, BIA and more. It is time to pool our resources for the common good and financial betterment of our people. I believe that Sealaska's success is measured primarily by the distribution it pays out to its shareholders and assistance it can provide in education and employment opportunities. If given the privilege to serve, I will use these basic guiding principles in the board room.

AGE: 54

ADDRESS: PO Box 128, Port Townsend, WA 98368

PRINCIPAL OCCUPATION: Facilities Director, Jefferson Healthcare

EDUCATION: High School, Project Careers Juneau, Alaska; Bates Technical College, Certified Healthcare Facilities Manager

AFFILIATIONS: American Hospital Association; American Society of Healthcare Engineering; Washington State Society for Healthcare Engineering



MICHAEL SVENSON

My name is Mike Svenson. I am an Aleut who was born and raised in Ketchikan and have currently resided in Sitka since 1990. I have a strong desire to represent all Native shareholders enrolled

with Sealaska Corporation, as well as bringing an alternative viewpoint to the Board of Directors. We are a strong corporation, but could become stronger with the correct balance between customs and traditions and business enterprise. Culture and business, if not balanced properly, can be confusing to our youth. People do not want to be thought of as minority. We need to stop thinking of ourselves as minorities but, as a successful Native corporation with positive ethics, beliefs and work attitudes. By continuing to classify Natives as a minority, it is impeding personal growth and stifling the corporation as a whole. While Asians living in America are defined as minorities, they are thought of as economic powerhouses. This should also be our same desire. To increase Native success, Sealaska Corporation needs to be the example for all Natives, demonstrating how businesses should be run and, if done correctly, how they become the powerhouses both in their community and country.

AGE: 49

ADDRESS: 104 Sharon Drive, Sitka, AK 99835

PRINCIPAL OCCUPATION: Commercial Fisherman

EDUCATION: K-12 Ketchikan

AFFILIATIONS: Sitka Sportsmen Association; National Rifle Association



DALE WILLIAMS

I have decided to be a candidate because Sitka has not been represented on the Sealaska Board for a long time. Recently when Sealaska was asking the City and Borough of Sitka to hear its case

for the final land selection in our area, opponents tried to say that Sealaska was trying to select land outside of "their" area. I testified that I was a Sealaska shareholder as were most Native people in Sitka. I believe it would be a positive thing for Sealaska to have a board member from Sitka. I believe that my experience on the Sitka Tribe Council, Sitka Tribal Enterprise, Sitka Historical Preservation Commission, Sitka Tribe Council Liaison to City and Borough of Sitka and being self-employed would be of great value.

AGE: 60

ADDRESS: PO Box 2885, Sitka, AK 99835

PRINCIPAL OCCUPATION: Contractor Building Maintenance

EDUCATION: Sitka High School; Computer classes University of Alaska Southeast – Sitka

AFFILIATIONS: Sitka Tribe of Alaska Council, Sitka Tribe of Alaska Village Committee Chair, Kayanni Commission Chair; former Sitka Historic Preservation Commission; Liaison to City and Borough of Sitka – Sitka Tribe of Alaska

Sealaska Corporation Financial Performance and Compensation

Sealaska Corporation is committed to providing financial reporting that is clear and understandable. Please refer to the 2008 annual report for detailed financial information.

COMPENSATION COMMITTEE

The Compensation Committee recommends compensation policies and compensation performance measures (both annual and long term) to the Board of Directors. The Board of Directors approves the Corporation's compensation objectives, policies and programs; approves the CEO's and other officers' base salaries and at-risk performance-based compensation; and evaluates the CEO's performance.

OBJECTIVES OF THE EXECUTIVE PERFORMANCE PLAN

The Compensation Committee seeks to ensure that the Corporation's compensation plan:

- Aligns the economic interests of management with those of Sealaska shareholders
- Achieves the Corporation's mission, strategic objectives and goals
- Integrates and balances both short- and long-term goals into management's performance
- Links performance-based (at-risk) compensation to achieving predetermined performance goals
- Provides competitive compensation to attract and retain highly qualified executives

EXECUTIVE COMPENSATION AND INCENTIVE PERFORMANCE PLAN SUMMARY

The Board uses an independent compensation consultant to assist the Committee in developing the performance-based executive compensation plan. Working with the consultant, the Committee recommends the total compensation plan after review of national independent labor market studies of compensation levels paid by comparable companies and for officers with equivalent responsibilities, including ANCSA Regional Corporations. Sealaska adopts an executive performance plan that includes a base salary component, plus annual and long-term at-risk performance-based compensation. Base salary ranges were established utilizing the median salary levels of comparable organizations, reflecting the middle of the competitive market.

The at-risk performance-based compensation is linked to achieving predetermined performance goals and is paid only if those goals are attained or exceeded. The annual at-risk compensation requires minimum threshold performance before any payment is made, up to a maximum capped amount. This minimum threshold is a pre-set increase in the value of the company, or shareholders' equity. Shareholders' equity must increase by an amount greater than the rate of return on a 10-year US Treasury bond by December 31 of the annual plan year. Sealaska uses the bond rate as of January 1 of the plan year to calculate the minimum threshold necessary to trigger the annual at-risk performance-based component for that year.

EXECUTIVE PERFORMANCE PLAN COMPONENTS

- Annual At-Risk Performance-Based Component- Annual performance-based compensation for executives is based on levels for similar sized companies and on the officers' position within the Corporation, individual contribution, and attaining pre-determined annual performance goals of the Corporation. Failure to achieve goals results in the loss of part or all of the at-risk performance compensation.
- Long-Term At-Risk Performance-Based Component- Long-term performance-based compensation for executives is based on levels for similar sized companies and upon attaining predetermined multi-year performance goals of the Corporation. The Sealaska long-term award program is for key executives who influence long-term company performance. Failure to achieve goals results in the loss of part or all of the at-risk performance compensation.

ANNUAL (2008) PERFORMANCE AWARD

Annually the Board of Directors establishes quantifiable measures from which to evaluate management performance. Measures can change from year to year based on the organization's goals and objectives. In 2008, the minimum financial threshold goal was not met and therefore the at-risk compensation for the annual 2008 executive performance plan was not triggered, and was not paid.

LONG-TERM (2006–2008) PERFORMANCE MEASURES

The Board of Directors also establishes the long-term performance measures for a three year performance period. The purpose of long-term performance measures is to direct management focus on achieving a balance between long-term strategic goals and short-term goals. Measures can change for each three year plan cycle to achieve different board and management goals. A long-term plan award is not paid unless management meets or exceeds minimum, preset performance measures. Further, the long-term plan award is capped at preset maximum payment even though actual results may significantly exceed expected performance. Any award between the minimum and maximum is prorated to actual performance.

The current long-term performance measures are Board defined free cash flow, and Permanent Fund performance exceeding preset bench marks. For the 2006 to 2008 period the free cash flow minimum was \$22,949,354. Free cash flow achieved for the three year period was \$40,783,922. The Permanent Fund minimum was 200 basis points above bench marks. The Permanent Fund performance for 2006 to 2008 was 296 basis points above indices. The minimum performance measures for the 2006-2008 plan were met, and long-term compensation was paid.

Summary of Compensation

Sealaska's Board of Directors' policy is that compensation reporting methodology provides financial reporting transparency by aligning all 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 officers of Sealaska Corporation and its subsidiaries for the year ended December 31, 2008. All compensation was paid in 2008 except the at-risk performance compensation, which will be paid upon completion of the independent audit of 2008.

Base and Other Paid in 2008, and At-Risk Compensation Earned in 2008 and Paid in 2009

Name & Principal Position	2008 Base Salary	2008 Annual At-Risk Performance Compensation (a)	Long-Term At-Risk Performance Compensation Earned in 2006, 2007 and 2008 And Paid in 2009 (b)			401(k) Compensation (c)	All Other Compensation (d)	Total
			2006	2007	2008			
Chris E. McNeil, Jr. President & CEO Sealaska Corporation	\$300,000	\$0	\$68,500	\$68,500	\$68,500	\$20,500	\$1,989	\$527,989
Richard Harris Executive Vice President Sealaska Corporation	\$222,500	\$0	\$38,512	\$38,512	\$38,512	\$20,500	\$1,989	\$360,526
Richard Noe President & CEO Managed Business Solutions	\$262,000	\$60,000	\$0	\$0	\$0	\$ 7,750	\$898	\$330,648
Sam Landol Chief Operating Officer Sealaska Corporation	\$225,000	\$0	\$0	\$36,533	\$41,100	\$20,500	\$1,989	\$325,122
Wade Zammit President & CEO Sealaska Timber Corporation	\$180,000	\$22,410	\$16,048	\$34,560	\$34,560	\$23,000	\$1,989	\$312,567

- a. At-risk performance compensation will be paid during the year ended December 31, 2009, for Corporation performance in the year ended December 31, 2008 under Sealaska's executive performance plan. The short-term award is paid only when a minimum return on shareholders' equity is met and then only when performance thresholds are met or exceeded.
- b. The long-term award is paid only when the three-year cumulative performance threshold is met or exceeded. Awards are adjusted when an executive enters or exits a plan on a pro-rated basis.
- c. Sealaska and its wholly owned subsidiaries maintain a 401(k) plan. The Corporation's contribution is based on up to eight percent of all eligible employees' annual salary expense. The Corporation also matches on a dollar-for-dollar basis the first two to three percent of the employees' contribution.
- d. All Other Compensation includes group life insurance premiums.

Director and Officer Compensation

Total compensation for all 36 officers and directors of Sealaska Corporation and its subsidiaries for the year ended December 31, 2008 was \$6,382,790. The members of the Board of Directors receive a stipend of \$2,000 per month; the chair of the Board receives an additional \$2,500 per month. In addition, each director received \$750 for each day of formal board, subsidiary or committee meetings he or she attended, or \$500 if they attended via telephone. A stipend of \$250 was paid for any meeting called as an informal teleconference. When there are concurrent meetings on the same day, only a single meeting stipend is paid. Each director also received the value of a health insurance benefit of \$718.86 per month.

BOARD COMMITTEES AND MEETINGS

The Board of Directors currently has standing Audit, Compensation, Finance, Nominations and Shareholder Relations committees. Ad hoc committees such as the Lands Committee are called as needed. Each of the standing committees has a written charter. The members of the standing committees are identified in the following table.

DIRECTOR	AUDIT	COMPENSATION	FINANCE	NOMINATIONS	SHAREHOLDER	LANDS
Anderson, Patrick	X	X	X			
Edenshaw, Sidney				X	X	X
Jackson, Clarence					X	X
Kookesh, Albert ¹	X	X	X	X	X	X
London, J. Tate	X	X				
Lund, Ethel ²	X				X	X
Mallott, Byron	X					X
Mitchell, Jodi	CHAIR	X	X	X		
Nelson, Joseph		X	CHAIR		X	X
Pata, Jacqueline	X	X	X			X
Thomas, Bill ²	X				X	X
Thomas, Edward			X			X
Worl, Rosita				CHAIR	CHAIR	CHAIR
Young, Marjorie		CHAIR	X			

¹Albert Kookesh, Board Chair, is ex officio on all standing committees.

²Ethel Lund resigned in 2009; Bill Thomas was appointed in 2009.

The Board of Directors held 13 meetings in the year ending December 31, 2008. Each director attended at least 75 percent of all Board and applicable committee meetings during 2008.

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 process, the system of internal control, the audit process, the Corporation's process for monitoring compliance with laws and regulations, and with the engagement and review of the performance of the independent auditors. In connection with the December 31, 2008 financial statements, the Audit Committee reviewed and approved the audited financial statements and discussed with management the quality of the accounting principles, the reasonableness of significant judgments and the clarity of disclosures in the financial statements. It reviewed with the auditors the conformity of the audited financial statements with generally accepted accounting principles (GAAP) and discussed the auditors' fees and independence from management and the Corporation, as well as matters in the written disclosures and the letter from the independent auditors.

All of the members of the Audit Committee are independent directors, who are not officers or employees of Sealaska or of any subsidiary or affiliate, nor do they receive any compensation from the Corporation or its affiliates except as members of the Board of Directors. The Audit Committee held five meetings in 2008.

The **Compensation Committee** is described on page 32. This committee met 14 times in 2008.

The **Finance Committee** ensures the Board of Directors is actively involved in establishing the financial policies of the Corporation, including investments and acquisitions. It ensures the Board is actively involved in establishing strategic and operational policies for use and management of corporate lands, natural resources, real property and compliance with environmental and ANCSA Section 7(i) requirements. The Finance Committee met eight times in 2008.

The **Nominations Committee** receives and considers applications for candidates for membership on the Board and recommends the nomination of candidates for the Board-sponsored slate. It is composed of directors who are not subject to election at the meeting for which they make the nominations. The Nominations Committee met one time in 2008.

The **Shareholder Relations Committee** reviews materials, times and locations for shareholder informational meetings; recommends shareholder relations, communication, publication and media strategies; provides policy direction for the shareholder descendant and Leftout enrollment; offers recommendations on large contribution requests and corporate advocacy budgets and approves major renovations to the Sealaska Plaza Building. It is also responsible for oversight of any board-sponsored resolutions to be submitted to shareholders. The Shareholder Relations Committee also recommends policy direction on promoting village sustainable economies and integrating Native cultural values into Sealaska. The Shareholder Relations Committee met 11 times in 2008.

AD HOC COMMITTEES OF THE BOARD

The **Lands Committee** was appointed in 2006 to establish land selection criteria for Sealaska's final land conveyances from the federal government still pending under the terms of the 1971 Alaska Native Claims Settlement Act. Sealaska is seeking title to these remaining lands in a manner which recognizes the full range of values and assets to enhance the long-term economic, social and cultural well-being of its shareholders. The Lands Committee met nine times in 2008.

Additional Information

INDEPENDENT AUDITORS

KPMG, LLP, a nationally known firm of certified public accountants with offices in major cities around the world, has been selected by Sealaska's Audit Committee as the independent auditor of the Corporation. KPMG audited the Corporation's consolidated financial statements for the year ending December 31, 2008. A representative from KPMG will be present at the annual meeting.

PRINCIPAL ACCOUNTING FIRM FEES

The following sets forth the aggregate fees paid for the fiscal year ended December 31, 2008, to KPMG, the Corporation's current principal accounting firm for the 2008 audit.

Audit Fees	\$232,590
Tax Services	\$357,800
All other fees	\$38,850

Aggregate fees for all services rendered by KPMG, LLP for the fiscal year ended December 31, 2008, were \$629,240.

PROXY SOLICITATION

The expense of preparing and mailing the notice of meeting, proxy statement and proxy will be borne by the Corporation. Mail solicitation of proxies may be supplemented with telephone, facsimile or personal solicitation of proxies by the Corporation's officers, employees and nominees at no additional compensation. Radio, television and newspaper advertisements may also be used to solicit proxies and the Corporation may compensate certain persons for time spent in telephoning shareholders to remind them to vote. Nominees requested to seek proxies on behalf of the Corporation will be reimbursed for travel and expenses only. The Corporation will also bear the cost of certain mail solicitation by independent nominees whose names appear on the Corporation's proxy. Such independent nominees shall not receive any other reimbursement of expenses but may incur such expenses on their own behalf.

The Corporation makes a one-time payment to each shareholder who submits a valid proxy by the proxy deadline or who attends and votes at the annual meeting. This payment has been \$25 since the proxy incentive was established in 1995, except for the one-time increase in 2007 to highlight the importance of voting on the shareholder resolutions. The maximum expense to the Corporation of this \$25 payment per voting shareholder is approximately \$450,000, but may be less, depending upon the number of shareholders who actually vote. This payment is an incentive to shareholders to vote, and enables the Corporation to achieve a quorum and save other proxy solicitation costs. By using proxy incentive payments, the Corporation does not need to use proxy workers, reduces the cost of repeated mailings and increases shareholder participation in the election process.

Proxy Verification Rules

1. 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. 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.
3. 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 owned on the record date and if the Corporation requests the Inspectors to do so, 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 he or she is actually entitled to, or if the shareholder has attempted to vote fewer shares than he or she is 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 he or she is 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 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 intentions.
4. 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.
5. 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."
6. The Inspectors shall follow the requirements of Sealaska Corporation Bylaws Article III, sections 3.3.6.1.5, 3.3.6.2, 3.3.7.1, 3.3.7.3 when tabulating and counting votes.

2. VALIDITY OF SIGNATURE

1. Proxies signed in pencil may be accepted.
2. Proxies should be signed exactly as the name of the stockholder appears on the stock records.

Proxies may be accepted if the difference between the signature and the name on the stock 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 Inspectors 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 as "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 of 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.
8. A facsimile proxy (fax or telecopy) may be accepted.

3. 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, including but not limited to the wrong year, or carries no date at all, the date of receipt by the Inspectors shall 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 postdated at the time of execution, or dated after the time of execution by someone other than the shareholder whose name appears on the proxy.

Proxy Verification Rules (cont.)

5. If all of the proxies of a shareholder appoint different proxies, or favor or oppose different nominees or resolutions, 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.

4. 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 him or her to execute the proxy is delivered to the Inspectors, along with the proxy, no later than 5:00 p.m. Alaska Daylight Time on the Wednesday 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 power of attorney from shareholders for the purpose of voting more than his or her 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 on 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, attorneys, etc., are named, the signature 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 his or her 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 registrations, 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 stock 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.

