



**NOTICE AND
CORPORATE PROXY STATEMENT FOR
ANNUAL MEETING OF
YAK-TAT KWAAN INC. SHAREHOLDERS**

**48th Annual Meeting of Shareholders
1:00 p.m. on Saturday, February 26, 2022
ANB Hall, Yakutat, Alaska**



February 3, 2022

To the Shareholders of Yak-Tat Kwaan Inc.:

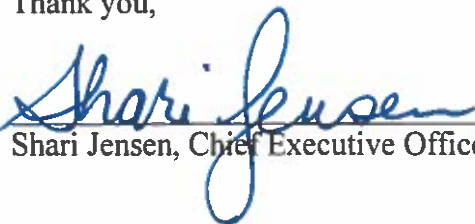
Enclosed in your Annual Meeting packet is the Notice of Annual Meeting, Proxy Card, Proxy Statement, Candidate Bios, Rules of the Annual Meeting, and the return envelope.

The annual meeting will be an in-person meeting held at the ANB Hall in Yakutat, Alaska, and we are working to broadcast the meeting to our shareholders virtually via Zoom. We will let you all know as soon as we determine if we are able to get Zoom at the ANB Hall. Please check our Facebook page and Yak-Tat Kwaan, Inc. website for updates.

There are three seats up for election and your Proxy Card lists the five board candidates, which includes three incumbents and two additional candidates. Their names are listed on the Proxy Card Form – and Candidate Bios are in the Proxy Statement. **The label on the outside of your envelope you received in the mail lists how many shares you have and how many votes you have to cast.** Please refer to the label or call the Yak-Tat Kwaan Office if you are unsure. Send in your Proxy as soon as possible because the early bird deadline to vote your Proxies is at 5:00 p.m. on **February 18, 2022.**

We encourage you to carefully review all of the information provided in this Annual Meeting Packet, and to vote your Proxy by 5:00 p.m. on February 25, 2022, which is the deadline for Proxies. Shareholders, please send your Proxy in as soon as possible using the envelope provided to ensure a quorum on February 26, 2022. If you get it in by 5:00 p.m. on February 18, 2022, you have a chance to win one the early bird prizes of: (2) \$1000 prizes or (2) \$500 prizes.

Thank you,


Shari Jensen, Chief Executive Officer

YAK-TAT KWAAN INCORPORATED
NOTICE OF 48TH ANNUAL MEETING OF
SHAREHOLDERS

To the Shareholders of Yak-Tat Kwaan Inc.:

We are pleased to notify you that the 48th Annual Meeting of Shareholders (“Annual Meeting”) will be held on February 26, 2022, at 1:00 p.m. Alaska Standard Time at the ANB Hall located on Max Itelio Dr., in Yakutat, Alaska, and may be broadcast live via Zoom (further information to follow). The Annual Meeting will be held for the following purposes:

- To elect three (3) directors with terms ending in 2024;
- To transact such other business as may properly come before the meeting.

Along with this Notice, enclosed you will find:

1. A Proxy Card (to be dated and returned according to the instructions herein);
2. The Yak-Tat Kwaan, Inc Board of Directors Proxy Statement
3. Candidate Bios.

VOTING BY PROXY

The Corporation recommends that all Shareholders vote using the enclosed Proxy and mail it in as soon as possible to the Inspector of Elections. The Inspector of Elections must receive all Proxies prior to 5:00 p.m. on February 25, 2022, in order to be counted. Instructions on how to complete your Proxy can be found in the Proxy Statement.

REGISTRATION TO VOTE

Registration begins at 11:00 a.m. and ends at 2:00 p.m. AKST on February 26, 2022, at the ANB Hall. In order to vote in person at the Annual Meeting, you must register to vote before registration closes. All ballots must be cast before the balloting period ends at 3:00 p.m. AKST on the day of the Annual Meeting. You do not need to register to vote if you have already voted your shares by Proxy.

If you are unable to attend the Annual Meeting in-person, the corporation is working hard to set up a Zoom meeting so that shareholders can view the meeting online. More details will be shared on our Facebook page or our website at <https://www.yak-tatkwaan.com/> -if we are able to set this up.

DEADLINES

Shareholders are encouraged to mail their proxies well in advance of the February 25, 2022, filing deadline using the enclosed return envelope or mailing it to: Inspectors of Election c/o YAK-TAT KWAAN INC., P.O. BOX 416, YAKUTAT, AK 99689. If you have not mailed your Proxy Card to the Inspector of Election by February 18, 2022, it is recommended that you fax the Proxy Card to the office at 907-784-3622. **All proxies must be physically received by the Inspector of Election by 5:00 p.m. on Friday, February 25, 2022.**

ATTENTION: NEW SHAREHOLDERS

If you are a new Yak-Tat Kwaan Inc. Shareholder through gifted or inherited shares, then this might be the first Proxy Statement and Proxy Card you have received. The Proxy Statement contains the information you will need to be able to vote (cast your votes (using the Proxy Card) for the year's Annual Meeting of Shareholders. If you find you still have questions, please do not hesitate to give us a call. Contact the Yak-Tat Kwaan Inc. office at (907) 784-3335 during regular business hours, Monday through Friday with your voting questions.

NOTICE OF AVAILABILITY

A list of Shareholders of record as of January 27, 2022, (the "Record Date") is available for inspection at the Corporation's office in Yakutat, Alaska. To coordinate a hard copy review of these documents please contact Yak-Tat Kwaan Inc. during regular business hours, Monday through Friday.

ANNUAL MEETING PRIZES

EARLY BIRD PROXY PRIZES:

Vote and submit your proxy to the Inspector of Elections on or before 5:00 p.m. February 18, 2022, to be eligible for Early Bird Prizes.

Grand	\$1,000	for 2 winners
2 nd	\$500	for 2 winners

ANNUAL MEETING DOOR PRIZES:

Those attending the Annual Meeting in person in Yakutat, Alaska, on February 26, 2022, will be eligible for door prizes.

PRIZE RULES:

1. You do not have to be present to win Early Bird Proxy Prizes.
2. You must be present to win door prizes.
3. To be eligible for the Early Bird prizes, your Proxy must be received by the Inspector of Elections by 5:00 p.m. on February 18, 2022, Alaska Standard Time. Winners of Early Bird prizes will be announced at the Annual Meeting.
4. Cash prizes in excess of \$600.00 will be reported to the IRS on a 1099 form by Yak-Tat Kwaan Inc. on or before January 31, 2023. All prize winners will be responsible for applicable state and federal taxes.

DATED this 3rd day of February, 2022


Terri Ann Bogren, Corporate Secretary



**48th Annual Meeting of
Shareholders of Yak-Tat Kwaan Inc.
February 26, 2022**

Yakutat, Alaska

AGENDA

11:00 A.M. Registration Opens

12:00 P.M. **WELCOME**

12:30 P.M. **CALL TO ORDER**
WELCOME BY CHAIRPERSON OF THE BOARD
INVOCATION
INTRODUCTIONS

1. Approval of Agenda
2. Minutes of Prior Annual Shareholders' Meeting
3. President's Report
4. CEO Report – Yak-Tat Kwaan Inc.
5. CEO Report – Yak-Timber, Inc.
6. Audit Report
7. Inspector of Elections and Quorum Report
8. Explanation of Voting Procedures
9. Nominations
10. Candidate Speeches
11. **Voting Registration Closes – 2:00 p.m.**
12. **Balloting Period Ends – 3:00 p.m.**
13. Question and Answer Session
14. Report of Elections Results
15. Benediction
16. Adjournment

PROXY CARD

YAK-TAT KWAAN INCORPORATED PROXY SOLICITED BY THE BOARD OF DIRECTORS

This Proxy (“Proxy”) is solicited by the Board of Directors for Yak-Tat Kwaan Incorporated (the “Corporation”) for the 48th Annual Meeting of Shareholders (“Annual Meeting”) to be held on February 26, 2022, at 1:00 p.m. Alaska Standard Time AKST and any adjournment or postponement thereof, at the ANB Hall in Yakutat, AK 99689.

I, the undersigned, hereby appoint Directors Sheri Nelson, Terri Ann Bogren, Shari Jensen (hereafter “Proxy Holders”) as my attorneys in fact and proxies, a majority of them, or any one or more of them acting in the absence of the others, with full powers of substitution, to appear and vote all of the shares of stock outstanding in the name of the undersigned, and the undersigned hereby instructs said Proxy Holders to vote in the manner indicated on the following matters: election to fill three (3) board seats with terms ending in 2024, and any other matter that properly comes before the Annual Meeting. By signing and dating this Proxy, I acknowledge that I have received and reviewed this Proxy, the Notice of Annual Shareholders Meeting, the 2020 Annual Report, and the Proxy Statement to Shareholders, dated February 3, 2022.

ELECTION OF DIRECTORS

[] **WITHHELD** – If you do not wish to vote for anyone for Director, then check this withheld box. Your Proxy will only be counted for purposes of a quorum.

There are three (3) directors to be elected. REMEMBER: YOU HAVE 3 TIMES AS MANY VOTES AS YOU HAVE SHARES. You may cast your votes for one director candidate or you may divide them among as many or all of the candidates as you desire so long as the total number of votes that you cast is not more than the number of votes that you have. Write in the votes in the space provided. List all your votes on one proxy form. If you submit multiple proxy forms, only the most recent one will be counted.

IF NO VOTES ARE INDICATED BELOW, THE VOTES WILL BE DIVIDED EQUALLY AMONG THE CANDIDATES BELOW.

	<u>Votes</u>		<u>Votes</u>
<u>Verna J. Henniger</u>	_____	<u>Violet Sensmeier</u>	_____
<u>Donald Bremner</u>	_____	_____	_____
<u>Theodore Valle, Sr.</u>	_____	_____	_____
<u>Jennethan Kaufman</u>	_____	_____	_____

ALL OTHER MATTERS

In their discretion the Proxy Holders may vote upon such other matters as may properly come before the meeting.

NOTE: YOU MUST SIGN BELOW FOR YOUR PROXY VOTES TO COUNT

_____, I, _____, _____ *vote as indicated above.*
(Date) (Your Signature here) (Print your name here)

WHEN A SHAREHOLDER SIGNS BY MARKING AN “X” TWO WITNESSES MUST SIGN BELOW.

Witness Signature (if necessary) Witness Signature (if necessary)

CUSTODIANS: When signing as Custodian for a Minor, Executor, Administrator, Attorney, Trustee or Guardian, please give full title as such. For instance, if your name is “THOMAS P. TRACY, AS CUSTODIAN FOR MARY T. TRACY,” SIGN “THOMAS P. TRACY, AS CUSTODIAN FOR MARY T. TRACY.”

_____, I, _____, _____
(Date) (Your Signature here) (Print your name here)

As _____ for _____ *vote as indicated above.*
(Custodian) (Shareholder or Minor Name here)

MAIL SIGNED AND DATED PROXY TO: YAK-TAT KWAAN INC., P.O. BOX 416, YAKUTAT, AK 99689, OR FAX SIGNED AND DATED PROXY TO: YAK-TAT KWAAN INC., AT 907-784-3622. Deadline is February 25, 2022, at 5:00 p.m.

YAK-TAT KWAAN INC.
48th ANNUAL MEETING OF SHAREHOLDERS
To be held on February 26, 2022

**PROXY STATEMENT ON BEHALF OF THE BOARD OF DIRECTORS
OF YAK-TAT KWAAN INC., YAKUTAT, ALASKA**

This Yak-Tat Kwaan Inc. (“Corporation”) Proxy Statement, dated February 3, 2022, is furnished in order to provide information and to help you properly use the enclosed Proxy Card (“Proxy”). This Proxy will allow your shares to be counted, even if you do not attend the 48th Annual Meeting of Shareholders (“Annual Meeting”) in person. Please read this Proxy Statement and the Proxy carefully before signing and mailing in your Proxy to the Inspector of Elections.

48th ANNUAL MEETING OF SHAREHOLDERS

The Yak-Tat Kwaan Inc. Annual Meeting will be held on February 26, 2022, at 1:00 p.m., Alaska Standard Time, and any adjournment or postponement thereof, at the ANB Hall on Max Italio Dr., Yakutat, AK 99689. The Annual Meeting will be held for the following purposes:

- To elect three (3) directors to serve until the Annual Meeting of Shareholders in 2024;
- To transact such other business as may properly come before the meeting.

If you are unable to attend the Annual Meeting in person, please submit your Proxy before the deadline and check the website <https://www.yak-tatkwaan.com/> for information about possibly viewing the meeting via Zoom. The Corporation is working to broadcast the meeting on Zoom, but this has not been confirmed yet.

REGISTRATION TO VOTE

Registration begins at 11:00 a.m. and ends at 2:00 p.m. AKST on February 26, 2022, at the ANB Hall. In order to vote in person at the Annual Meeting, you must register to vote before registration closes. All ballots must be cast before the balloting period ends at 3:00 p.m. AKST on the day of the Annual Meeting. You do not need to register to vote if you have already voted your shares by Proxy.

ELECTION OF DIRECTORS

At the Annual Meeting you will be voting to fill three (3) seats on the Board of Directors with terms expiring at the Annual Meeting of Shareholders in 2024. Shareholders who register to vote at the Annual Meeting will receive a ballot indicating the number of votes they are entitled to vote. Ballots may be cast at any time before the balloting period ends. The biographical information shown for each candidate for the Board of Directors has been provided by the candidate and is in the Section for Candidate Bios. The three (3) candidates who receive the most votes shall be elected to the Board of Directors.

QUORUM

A majority of the shares of the Corporation entitled to vote must be represented, either in person or by Proxy, to constitute a quorum for conducting business. This means we need at least 16,733 shares present in person or by Proxy to reach a quorum.

The Board of Directors have provided instructions in this Proxy Statement concerning the enclosed Proxy

Yak-Tat Kwaan Inc. Proxy Statement

to allow you to vote your shares or have them counted for purposes of quorum even if you do not vote in person on the day of the Annual Meeting.

VOTING SHARES

Shareholders of the voting stock of record on January 27, 2022 (“the “Record Date””) are entitled to vote at the Annual Meeting.¹ As of the Record Date, there were 34,300 shares outstanding, and there are 33,466 shares entitled to vote at the Annual Meeting.

PROXY HOLDERS

The enclosed Proxy appoints Directors Sheri Nelson, Terri Ann Bogren, and Shari Jensen, as Proxy Holders, a majority of them, or any one or more of them with the full power of substitution. By returning the enclosed Proxy, you direct these Proxy Holders to vote your shares in accordance with your Proxy.

REVOCAION OF PROXY

You may revoke your Proxy at any time before it is voted at the Annual Meeting by voting in person on the day of the Annual Meeting or by either a written revocation or a later dated Proxy that is received by the Inspector of Elections no later than 5:00 p.m. AKST, February 25, 2022.

CUMULATIVE VOTING FOR DIRECTORS

Directors will be elected at the Annual Meeting by cumulative voting. With cumulative voting, each share of voting stock is entitled to one vote for each Director to be elected. Therefore, a total of 100,398 votes (33,466 voting shares multiplied by three (3) directors to be elected) may be cast in the election for directors. For example, a Shareholder who owns 100 shares will have a total of 300 votes (100 shares x 3) to cast for candidates for Director. Cumulative voting allows a Shareholder to cast all votes for one (1) candidate for Director or to divide the votes in any manner that the Shareholder chooses among two (2) or more candidates for Director. With regard to voting on business, other than the election of directors, each share of voting stock is entitled to one vote on each issue that may properly come before the Annual Meeting.

PROXY CARD

The enclosed Proxy Card directs the Proxy Holders to cast votes in the manner you indicate on the Proxy. To cast your votes by Proxy, write the number of votes you want to cast for the candidate(s) in the spaces provided on the Proxy. The total number of votes you are entitled to cast for the election of directors is indicated on your address label. Please refer to the label or call the Yak-Tat Kwaan Office.

SUBMITTING PROXIES TO THE INSPECTOR OF ELECTIONS

Signed Proxies must be mailed or otherwise delivered to the Inspector of Elections, c/o YAK-TAT

¹ Only those Native persons or their descendants who are Shareholders of the Corporation, and entitled to vote as of the Record Date, may vote at the Annual Meeting. A minor who is a Native, as defined in 43 U.S.C. 1602(b) of the Alaska Native Claims Settlement Act, or a descendent of a Native, and who attained age 18 before the Record Date, may vote at the 48th Annual Meeting of Shareholders.

KWAAN INC., P.O. BOX 416, YAKUTAT, AK 99689 OR BY FAX TO 907-784-3622. ALL PROXIES MUST BE RECEIVED BY THE INSPECTOR OF ELECTION BY MAIL OR FAX, BEFORE 5:00 P.M., ALASKA STANDARD TIME, FRIDAY, FEBRUARY 25, 2022 (“Deadline”). PROXIES RECEIVED AFTER 5:00 P.M., FRIDAY, FEBRUARY 25, 2022, WILL NOT BE VOTED AT THE MEETING.

ANNUAL MEETING RULES

Rules governing conduct of the Annual Meeting and for the Inspector of Election have been established by the Board of Directors and are included in this packet. Any Shareholder may review a copy of these rules on the Corporation’s website at <http://yak-tatkwaan.com>. To coordinate a hard copy review of these documents please contact the Yak-Tat Kwaan office at 907-784-3335, during regular business hours, Monday through Friday.

INFORMATION CONCERNING CERTAIN DIRECTORS, OFFICERS AND KEY EMPLOYEES AND OTHER MATTERS

The officers of the Board of Directors consists of Chairperson, Board President, Board Vice-President, Corporate Secretary, and Corporate Treasurer; these are currently separate positions. The entire Board of Directors performed all audit, nominating and compensation functions; no separate committee performed these functions.

The total amount of director compensation during the fiscal year ending December 31, 2020, was \$428,386.28. This includes all compensation, director fees, bonuses, and travel for all nine Board Members for Yak-Tat Kwaan Inc. and its subsidiaries. The five mostly highly compensated persons of the Corporations are listed below:

Name and Position	TOTAL
Marvin Adams	\$194,125
Shari Jensen	\$80,000
Donald Bremner	\$46,825
James W. Thomas	\$30,750
Theodore M. Valle, Sr.	\$26,975

The members of the Corporation’s Board of Directors each receive a meeting fee of \$125 for attending Corporation board and committee meetings. The Corporate Directors who are on the subsidiary board, Yak Timber, each receive a meeting fee of \$500 for attending subsidiary meetings, and received a one-time bonus of \$5000. When financial resources allow, directors receive \$125 per day for travel outside of Yakutat to cover meals and transportation.

PROXY SOLICITATION

The expenses of this solicitation of Proxies, including the cost of preparing, printing and mailing the Notice of Meeting and Proxy Statement, as well as associated legal and accounting fees will be borne by the Corporation in the following estimated amounts:

Legal Fees	\$ 8,000.00
Inspector of Election	\$3,000.00
<u>Printing & Mailing</u>	<u>\$1,816.00</u>
TOTAL	\$6,816.00

These amounts do not include the salaries of regular employees and officers of the Corporation, who may
Yak-Tat Kwaan Inc. Proxy Statement

assist in the solicitation of Proxies. Solicitations of Proxies by the Corporation, the Board of Directors and candidates will be made in person or by telephone, facsimile, email and Facebook.

Relationship with Independent Certified Public Accountants

Allison Porter served as the Corporation's independent certified public accountants for the fiscal year ending December 31, 2020. Professional services performed during this year by Allison Porter as the Corporation's independent accountants consisted of audit services in connection with the examination of the Corporation's financial statements for the year ending December 31, 2020, and non-audit services. Allison Porter's non-audit services constituted tax planning and return services. Of the total fees of \$. Of the total fees of \$ 30,220 paid to Allison Porter, an estimated 95% was for audit-related services, and an estimated 5 % was for non-audit services.

It is not expected that a representative of Allison Porter will be present at the Annual Meeting. If Shareholders have questions for the auditors, they may propose such questions in writing prior to the Annual Meeting. If possible, a response will be made at or prior to the Annual Meeting.

Alaska law requires that you be told of any specific disagreement as to accounting matters, including matters of disclosure and other matters described in 3 AAC 08.345, between the Corporation and its principal accountant during the past two fiscal years and any interim period. There were no such disagreements.

LEGAL PROCEEDINGS

There are no Directors, Candidates for Directors or Executive Officers that are, or were, party to any legal proceedings with interests adverse to the Corporation or its subsidiaries in the past ten years.

ANNUAL REPORT

A copy of the 2020 Annual Report was mailed to all Corporation Shareholders on October 21, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

DATED this 3rd day of February, 2022


Terri Ann Bogren, Corporate Secretary

CANDIDATE BIOS

The Board of Directors consists of nine (9) directors. There will be three (3) directors elected at the Annual Meeting of Shareholders.

CANDIDATES FOR THE THREE-YEAR TERM ENDING IN 2024

Alaska law allow candidates to be included on the Corporation's Proxy and Proxy Statement, provided the candidate meets certain requirements. A Shareholder who is interested in running for election to the Board of Directors may have his or her name included in the Corporation's Proxy and Proxy Statement if, among other requirements, he or she submits a completed questionnaire for Independent Candidates to the Corporation, and executes an Independent Candidate's Agreement.

<u>Name/Age/Residence:</u>	<u>Candidate Information:</u>
Donald G. Bremner (71) Yakutat, Ak 99689	<u>Occupation:</u> Retired Commercial Fisher <u>Positions and offices presently and previously held with Yak-Tat Kwaan Inc. and its subsidiaries:</u> President/Director, Yak-Tat Kwaan; President/Director, Yak Timber; President/Director YKI Fisheries; President/Director, Totem Air Taxi; President/Director, Yakutat Non-Profit; Director, Kwaan Holdings, LLC; Vice-President/Secretary/Treasurer/Director, Yak-Tat Kwaan Inc. <u>Service as Yak-Tat Kwaan Inc. Director:</u> 1988 – 1996, and 2015 to Present, 98% attendance at 2020 Board and Committee Meetings.
Theodore M. Valle, Sr. (83) Yakutat, AK 99689	<u>Occupation:</u> Tlingit Language Mentor, Yakutat Tlingit Tribe (2014 to 2019). <u>Positions and offices presently and previously held with Yak-Tat Kwaan Inc. and its subsidiaries:</u> President/Director/Chairman, Yak-Tat Kwaan Inc. <u>Service as Yak-Tat Kwaan Inc. Director:</u> 1973 – 1980, 2017 to Present, 100% attendance at 2020 Board and Committee Meetings. <u>Other Information:</u> Related to Directors of Yak-Tat Kwaan Inc. Verna Henniger, and candidate estimates he will incur \$50.00 as an expense on the solicitation of proxies.
Verna J. Henniger (70) Yakutat, AK 99689	<u>Occupation:</u> Self-employed business owner. <u>City and Borough of Yakutat Planning & Zoning Commissioner:</u> 2020 – Present <u>Positions and offices presently and previously held with Yak-Tat Kwaan Inc. and its subsidiaries:</u> Chairperson, President/Vice-Chairperson, Yak-Tat Kwaan Inc.; Director, Yak Timber; Director/Chairwoman, Yakutat Community Development Corporation; YKI Committees: Shareholder, Lands, Governance, Finance, Fisheries, and Executive Committee. <u>Service as Yak-Tat Kwaan Inc. Director:</u> 1986 to Present.

100% attendance at 2020 Board and Committee Meetings.

Violet Sensmeier (42)
Yakutat, Alaska 99689

Occupation/Past 5 years: Program Specialist, Alaska Native Women's Resource Center. Behavioral Health Aide Trainee, YCHC. Domestic Violence Advocate, YTT. Tribal Court Administrator, YTT. Co-owner/self-employed, Clean Green/Snow Problem Plowing, LLC.

Jennethan Kaufman (61)

Positions and Offices previously held at Yak-Tat Kwaan and its Subsidiaries: Office Manager, Yak Timber (2019-2021); Board member of Yak-Tat Kwaan; Secretary/Bookkeeper of Yak-Tat Kwaan. Other Affiliates: Yakutat School Board (2019-Present).

CURRENT DIRECTORS

DIRECTORS WHOSE TERMS EXPIRES IN 2021

Name/Age/Residence:

Donald G. Bremner (71)
Yakutat, AK 99689

Director Information:

Occupation: Retired Commercial Fisher

Positions and offices presently and previously held with Yak-Tat Kwaan Inc. and its subsidiaries: President/Director, Yak, Inc.; President/Director, YKI Fisheries; President/Director, Totem Air Taxi; President/Director, Yakutat Non-Profit; Director, Kwaan Holdings, LLC; Vice-President/Secretary/Treasurer/Director, Yak-Tat Kwaan Inc.

Service as Yak-Tat Kwaan Inc. Director: 1988 – 1996, and 2015 to Present, **98%** attendance at 2020 Board and Committee Meetings.

Theodore M. Valle, Sr. (83)
Yakutat, AK 99689

Occupation: Tlingit Language Mentor, Yakutat Tlingit Tribe (2014 to 2019).

Other Information: Related to Directors of Yak-Tat Kwaan Inc. Verna Henniger. Candidate estimates he will incur \$50.00 as an expense on the solicitation of proxies.

Positions and offices presently and previously held with Yak-Tat Kwaan Inc. and its subsidiaries: Director/President/Chairman, Yak-Tat Kwaan Inc.

Service as Yak-Tat Kwaan Inc. Director: 1973 – 1980, 2017 to Present, **100%** attendance at 2020 Board and Committee Meetings.

Verna J. Henniger (70)
Yakutat, AK 99689

Occupation: Self-employed business owner. City and Borough of Yakutat Planning and Zoning Commissioner.

Positions and offices presently and previously held with Yak-Tat Kwaan Inc. and its subsidiaries: President/Vice-Chairwoman, Yak-Tat Kwaan Inc.; Director, Yakutat Community Development Corporation; Director/Chairwoman, Kwaan Leasing; Committees: Governance, Finance, Shareholder, Lands, and Executive.

Service as Yak-Tat Kwaan Inc. Director: 1996 to Present, **100%**

attendance at 2020 Board and Committee Meetings.

DIRECTORS WHOSE TERMS EXPIRE IN 2022

Name/Age/Residence:

Marvin L. Adams (66)
Anchorage, AK 99502

Director Information:

Occupation: Chief Executive Officer, Yak Timber, Inc. (2018 – Present); Owner/Banker, National Capital LLC, 2006 to Present.

Other Information: Marvin is the brother to Director and CEO of Yak-Tat Kwaan Inc. Shari Jensen. 50% Owner of Situk River Lodge, 1966 to Present; 100% Owner of National Capital LLC, 2006 to Present; 100% Owner of F/V Old Buddy, 2017 to Present.

Positions and offices presently and previously held with Yak-Tat Kwaan Inc. and its subsidiaries: President/CEO/Director, Yak-Tat Kwaan Inc.; Executive Vice-President, Yak-Tat Kwaan Business Development Corp.

Service as Yak-Tat Kwaan Inc. Director: 1990 to Present.

100% attendance at 2020 Board and Committee Meetings.

Shari Jensen (68)
Yakutat, AK 99689

Occupation: 2017 to Present, Chief Executive Officer, Yak-Tat Kwaan Inc.; 2016 to 2017, Catholic Community Services, Service Coordinator; 2016, Tribal Operations Specialist, Bureau of Indian Affairs; 1998 – 2009, President/Manager, Yak-Tat Kwaan Inc.

Other Information: Shari is the sister to Director of Yak-Tat Kwaan Inc. Marvin Adams.

Positions and offices presently and previously held with Yak-Tat Kwaan Inc. and its subsidiaries: CEO, Yak-Tat Kwaan Inc.; Director/General Manager, YKI Fisheries, Inc.; Director/General Manager, Malaspina Investments; Director, Totem Air Taxi; Director, Yakutat Non-Profit; Director, Yak-Tat Mariculture, Inc.; Committees: Governance, Finance, Shareholder, Lands, Fisheries, and Executive.

Service as Yak-Tat Kwaan Inc. Director: 1993 – 2009, 2016 to Present, **100%** attendance at 2020 Board and Committee Meetings.

Terri Ann Bogren (51)
Anchorage, AK 99517

Self-employed. Accounting Clerk II, GCI (2020 – 2021). Accounting Technician II, Cook Inlet Tribal, Inc. (2017 – 2018). Housing Service Specialist, Tlingit Haida Regional Housing Authority (2016). Billing Specialist, Alaska Airlines (2007 – 2015).

Positions and offices presently and previously held with Yak-Tat Kwaan Inc. and its subsidiaries: Corporate Secretary, Yak-Tat Kwaan Inc.; Corporate Secretary, Yak Timber, Inc.; Committees: Governance, Shareholder, Finance, and Executive Committee.

100% attendance at 2020 Board and Committee Meetings.

DIRECTORS WHOSE TERMS EXPIRE IN 2023

Name/Age/Residence:

Melony Jackson (51)
Fairbanks, AK 99701

Candidate Information:

Occupation: 2015 to Present, Bookkeeper, Yakutat Tlingit Tribe; 2009 to 2015, Assistant Finance Director, City and Borough of Yakutat.

Other Information: 50% Partner, B&T Auto Pump; spouse is the Operations Manager for Yakutat Seafoods; both employer and spouse's employer lease property space from Yak-Tat Kwaan Inc.

Positions and offices presently and previously held with Yak-Tat Kwaan Inc. and its subsidiaries: Vice-President/Director, Yak-Tat Kwaan Inc; Chair, Yak Timber; Committees: Governance, Lands, Shareholder, Finance.

Service as Yak-Tat Kwaan Inc. Director: 2017 to Present, **100%** attendance at 2020 Board and Committee Meetings.

Sheri A. Nelson (60)
Yakutat, AK 99689

Occupation: Commercial Fisher, 2014 to Present; Employee, Yakutat Community Health Center: 2018 – Present; Employee, Yakutat Tlingit Tribe (2017 – 2018). Yakutat Regional Aquaculture Association, Inc., 2013 to 2017.

Other Information: Member, Yakutat Fish & Game Advisory Committee.

Positions and offices presently and previously held with Yak-Tat Kwaan Inc. and its subsidiaries: Vice-President, Yak Timber.

Service as Yak-Tat Kwaan Inc. Director: 2017 to Present. **98%** attendance at 2020 Board and Committee Meetings.

Gary Klushkan (51)
Yakutat, AK 99689

Occupation: Business Owner. Owner/Operator/Charter Board Captain – Fish Yakutat

Other Information: Shareholder.

Positions and offices presently and previously held with Yak-Tat Kwaan Inc. and its subsidiaries: Treasurer, Yak-Tat Kwaan Inc; Director, Yak Timber, Inc.

Service as Yak-Tat Kwaan Inc. Director: 2020 to Present, **100%** attendance at 2020 Board and Committee Meetings.

RULES OF 48th ANNUAL MEETING OF SHAREHOLDERS

The following rules are hereby adopted and approved by the Board of Directors of the Corporation and shall govern the 48th Annual Meeting of Shareholders.

1. The provisions of the Articles of Incorporation, Bylaws and Alaska law are the final authority as to the conduct of the Annual Meeting of Shareholders. These rules are to supplement the Articles and Bylaws and do not excuse the failure to do an act or follow a procedure specifically required by the Articles or Bylaws.

2. The President or, in the President's absence, the Chairperson of the Board of Directors, shall preside at the Annual Meeting of Shareholders; and, in the absence of the President and the Chairperson of the Board of Directors, the Board of Directors may appoint any shareholder to act as Chairperson of the Annual Meeting.

3. The Secretary of the Corporation shall act as secretary of the Annual Meeting of Shareholders; and, in the Secretary's absence, the Chairperson may appoint any person to act as secretary of the Annual Meeting.

4. The Corporation shall hire a qualified individual to serve as Inspector of Election. The duties and instructions of said Inspector are attached hereto as Appendix A and incorporated herein by reference.

5. The Secretary of the Corporation shall prepare or have prepared under the Secretary's certification a voting list of the holders of all eligible voting shares and the number of shares held by each as of the Record Date. This voting list shall comply with the requirements of the Bylaws of the Corporation.

6. Use of Proxies:

a. **Pursuant to the provisions of the Articles of Incorporation and Bylaws of the Corporation, valid proxies shall be recognized and voted at the Annual Meeting. Such proxies must be received by mail or fax at the office of Inspector of Elections by 5:00 p.m., Friday, February 25, 2022.**

b. All proxies shall be reviewed by the Inspector of Election who shall indicate on the proxy whether it is accepted.

c. Acceptance of proxies:

(i) Signatures: Proxies shall be signed exactly as the name of the Shareholder appears on the stock records. Proxies may be accepted if the difference between the signature and the name on the stock records is minor in the opinion of the Inspector of Election. If the signature on the proxy is unacceptable, authority for the different signatures must accompany the proxy for it to be valid. A person's mark shall constitute a valid signature if it is witnessed by two adults who know the individual.

(ii) Number of shares: The proxy will be accepted although it doesn't correctly state the number of shares it represents. In all instances a proxy will be accorded no more votes than the stock record/voting list shows the Shareholder to have as of the Record Date.

(iii) Conflicting Proxies:

(1) In the event more than one proxy is received without an execution date, the proxy bearing the latest postmark date shall be accepted;

(2) In the event there are several proxies, one of which has no postmark date, but shows a later execution date than appears on any postmarked proxies, that proxy shall be accepted;

(3) If there are proxies with different execution dates, and all are postmarked on the execution date or later, the proxy with the latest execution date shall be accepted;

(4) If all proxies are dated but none are postmarked, the proxy with the latest execution date shall be accepted; and

(5) If none of the proxies have a postmark and all are undated or all have the same execution date, all shall be rejected for voting purposes; however, one of the conflicting proxies shall be counted for the purpose of establishing a quorum.

(iv) Executed and valid proxies sent by fax and received by the deadline for proxies will be counted unless a challenge shows the signatures are unauthorized.

d. Revocation: Any proxy may be revoked by the Shareholder who has given it, either by delivering a revocation in writing to the office of the Inspector of Election by **5:00 p.m., Friday, February 25, 2022**, or by filing a later dated proxy as noted in subsection (c)(iii) above, or by voting in person at the Annual Meeting.

e. The Proxy Holder must be present at the meeting and actually cast a ballot on behalf of the Shareholder. Receipt of the proxy alone shall not constitute the voting of the proxy. The Inspector of Election will provide the Proxy Holder(s) with the information needed to vote the proxies.

7. Quorum: All votes held by voting shareholders who have registered in person at the Annual Meeting and the proxies held by Proxy Holders shall be counted for the purposes of determining the presence of a quorum.

8. Release of Information: No information about proxy tabulation shall be released to any of the candidates, either before or during the Annual Meeting, until the total vote tabulation is reported to all Shareholders.

9. Challenges: All challenges made to the conduct of an election shall be made to the Inspector of Election who shall decide such challenges in accordance with their instructions, these Rules and Articles of Incorporation and Bylaws of the Corporation. In questions involving the right of a person to vote, the Shareholder List on the Record Date is to be determinative with respect to the stock held by an individual.

10. Voting: All voting done by ballot shall be on a ballot form which has been approved by the Board of Directors. The ballot shall indicate the Shareholder's name, the number of shares to be voted, the proposition to be voted upon, and shall be signed by the Shareholder or the Proxy Holder. The election of directors and other matters specifically identified in the notice of meeting shall be voted upon by written ballot. All routine matters (approval of minutes, etc.) shall be voted upon by hand or ballot if, in the presiding officer's discretion, the results of the vote are not clearly discernible. Non-routine matters not appearing on the notice of meeting may be decided by either a hand vote or by ballot, at the option of the presiding officer. At any time, however, one-tenth (1/10) of the Shareholders present at the meeting may move for a ballot vote on a non-routine matter.

11. Plurality Vote for Directors: The three (3) nominees for director who receive the highest number of votes shall be elected directors for a three-year term ending in 2024.

12. In all other matters not specifically covered by these Rules, the Articles of Incorporation and Bylaws, general principles of corporate law so far as are applicable within the spirit of the Alaska Native Claims Settlement Act and Alaska law shall govern.

DATED this 3rd day of February, 2022


Terri Ann Bogren, Corporate Secretary

APPENDIX A – INSPECTOR OF ELECTION INSTRUCTIONS

The Board of Directors, believing that it is in the best interest of the Shareholders of the Corporation that an Inspector of Election be appointed to supervise the elections held by the Corporation, does hereby make and approve the following instructions for the Inspector of Election.

1. Selection: The Board of Directors shall appoint Lisa Lord, who shall serve as Inspector of Election for the Corporation for the 48th Annual Meeting. Should the Inspector fail to attend the election or refuse or be unable to serve, then a substitute Inspector shall be appointed by the presiding officer of the meeting.

2. Qualifications: The Inspector shall not be a Shareholder of the Corporation.

3. Duties: The Inspector shall determine the number of shares outstanding, the voting rights with respect to each, the number of shares represented at the Annual Meeting, the existence of a quorum, and the authenticity, validity and effect of proxies in accordance with the Rules for the Annual Meeting of Shareholders adopted by the Board; supervise and monitor the receiving of proxies, votes, ballots, consents, waivers, or releases; hear and determine all challenges and questions arising in connection with the vote; supervise and monitor the count and announce the result; and do such acts as are proper to conduct the election or vote with fairness to all Shareholders. The results of the election of directors will be kept confidential until voting results are announced to all Shareholders at the Annual Meeting.

4. Oath of Inspectors of Election: The Inspector appointed to act at any meeting of the Shareholders, before discharging their duties, shall swear the following oath to faithfully execute their duties at such meeting with strict impartiality and according to the best of their ability, and this oath so taken shall be subscribed by them:

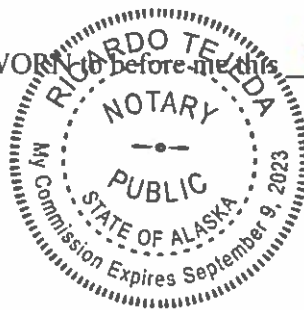
STATE OF ALASKA)
)
1st)
____ JUDICIAL DISTRICT)


I, Lisa Lord, duly appointed Inspector of Election of the Corporation, do solemnly swear that I will fairly and impartially perform my duties as Inspector of Elections at the election to be held February 26, 2022, for directors of the Corporation or such other matters as may be required to be submitted to the vote of the Shareholders, and will faithfully and diligently canvass the votes cast at such election, and honestly and truthfully report the results of said election.



SUBSCRIBED AND SWORN to before me this 4 day of 2, 2022.

(SEAL)





Notary Public in and for Alaska
My Commission Expires: 9/9/2023

5. Extending Time for Voting: The Inspector may keep the polls open for a reasonable time after the hour fixed for closing them, when additional time is needed to give all Shareholders ready and wanting to vote an opportunity to do so.

6. Challenge to Shareholder's right to vote: If the right to vote at any shareholder meeting shall be challenged, the Inspector of Election shall require the Shareholder List to be produced as evidence of the right of the person challenged to vote at such meeting, and all persons who may appear from such Shareholder List of the Corporation entitled to vote may vote at such meeting, in person or by proxy, subject to the provisions of the Statutes of the State of Alaska, the Alaska Native Claims Settlement Act (P.L. 92-203), the Articles of Incorporation and Bylaws of the Corporation, and such Rules as have been adopted by the Board of Directors.

7. Certification and Reports: The Inspector of Election shall certify to the presiding officer of the meeting the presence of a quorum as soon as it is established that one is present. The Inspector shall also certify the results of any voting to the presiding officer as soon as those results are known.

At the close of the meeting, the Inspector of Election shall file a report with the Secretary of the Corporation indicating:

- a. The number of shares entitled to vote at the meeting;
- b. The number of shares present in person or by proxy at the meeting and the percentage that the number represents of the total stock outstanding and entitled to vote;
- c. The results and complete tabulation of each round of balloting on any matter voted upon by ballot; and
- d. A full report on any challenge or other matters brought to the attention of the Inspector of Election, including a statement of the challenge, the evidence presented, and the action taken by the Inspector.

This report shall be signed by the Inspector of Election.

BY ORDER OF THE BOARD OF DIRECTORS

DATED this 3rd day of February, 2022



Terri Ann Bogren, Corporate Secretary