

two thousand nineteen

PROXY STATEMENT



the **ALEUT**
corporation

PROXY PRIZES

Mail your proxy or submit the proxy electronically to qualify for these early bird prizes.

EARLY BIRD PRIZES

Deadline for proxy receipt by election judge is September 23, 2019 at 5:00 p.m. AST.

Four (4) - \$1,500

One (1) - \$2,500

VOTING PRIZES

Deadline for proxy receipt by election judge is October 8, 2019 at 5:00 p.m. AST.

One (1) - \$5,000 grand prize

Two (2) - \$2,500 prizes

Two (2) - \$1,000 prizes

Five (5) - \$ 500 prizes

Five (5) - \$ 250 prizes

The deadline for voting a ballot at the Annual Meeting is October 12, 2019 at 12 noon AST – ballot votes are not included in the Proxy Prize drawing at the Annual Meeting. If you want to be entered in the Proxy Prize drawing, you need to return your paper or electronic proxy by October 8, 2019 at 5:00 p.m. AST.

VOTE YOUR PROXY!

(The Aleut Corporation Board and staff are not eligible for prizes.)

Proxies mailed or voted online by the early bird deadline of September 23, 2019 are also eligible for all other voting prizes.

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THE ALEUT CORPORATION SOLICITATION OF PROXIES

This Board solicitation of proxies is made on behalf of all of the candidates who have provided The Aleut Corporation (Corporation) with the required documentation to be included on the proxy for the Annual Meeting of Shareholders to be held at the Egan Convention Center at 555 West Fifth Avenue, Anchorage, Alaska on Saturday, October 12, 2019 at 9:00 a.m. local time, and any adjournments thereof.

PROXY HOLDERS

The proxy holders are Thomas Mack, President & CEO, and David Nevzuroff, Assistant Secretary/Treasurer, both of whom are employees of the Corporation, 4000 Old Seward Highway, Suite 300, Anchorage, Alaska 99503.

FILING OF PROXIES

Proxies allow you to vote whether you attend the Annual Meeting of Shareholders or not and are counted to establish a quorum at the meeting. The proxy form directs the named proxy holders to cast votes for nominees for the Board of Directors in the manner you direct.

In order for the Annual Meeting of Shareholders to be held in a timely manner, all Corporation proxies and any other proxy must be received on or before 5:00 p.m. Alaska Standard Time, October 8, 2019 by the election judge Sramek Hightower, CPAs, P.O. Box 240569, Anchorage, Alaska 99524-9968. Enclosed for your convenience is a postage-paid envelope for mailing your proxy form. Proxies received after 5:00 p.m. October 8, 2019 will not be voted at the meeting unless there is not a quorum. In that case, proxies received by Sramek Hightower at the Annual Meeting by the close of registration on October 12, 2019 or other extension deadline, will be voted.

REVOCAION OF PROXIES

A proxy is revocable by a shareholder voting by ballot at the Annual Meeting by writing delivered to the Corporation stating that the proxy is revoked, or by filing a later dated proxy with the election judge Sramek Hightower, CPAs, before 5:00 p.m. Alaska Standard Time on October 8, 2019, or if there is not a quorum, then by filing a proxy before the close of registration at noon on October 12, 2019.

VOTING SHARES

Shareholders with voting stock on the record date at 5:00 p.m. Alaska Standard Time on August 16, 2019 are entitled to vote at the Annual Meeting. Each shareholder may vote for one person, or split votes among as many candidates as the shareholder chooses.

If your proxy or ballot casts more votes than you are entitled to vote, your proxy or ballot will not be voted in the election of Directors but will be counted for quorum purposes only. If you cast fewer votes than you are entitled to vote, your unused votes will be used for quorum purposes only. If you do not check any boxes, your proxy will be counted for quorum purposes, but it will not be voted for any candidates. If you check boxes but do not show the number of votes for each candidate, your votes will be distributed equally among the candidates you choose. For instructions on how to vote your paper proxy see page 12.

WAYS TO VOTE

A shareholder may send a proxy to the election judge by mail, fax, or the internet. To mail a proxy, mail it in the postage paid envelope provided. To fax a proxy, send it to the election judge's fax number, (907) 561-4341. To send an electronic proxy, follow the detailed instructions for electronic voting that appear online and in this booklet on page 11. Your PIN and shareholder ID numbers to vote online are included on your written proxy.

VOTING SHARES HELD UNDER CUSTODIANSHIP

The enclosed proxy form states that the proxy grants power "to vote all of the shares of the Corporation which I could vote, including all shares for which I am custodian." This means that by signing the proxy, you will be granting a proxy with respect to shares owned by you in your own right (if any), and as custodian for each minor for whom you are custodian. You do not need to sign more than one proxy form to grant a proxy for all shares you are entitled to vote.

FUTURE EMPLOYMENT

No candidate has any understanding with The Aleut Corporation for future employment or future financial transactions.

LIST OF BOARD CANDIDATES

The following seven (7) candidates have been duly nominated and have consented to act if elected.

Each candidate provided The Aleut Corporation with a timely nominating petition containing the signatures of ten (10) shareholders, as required by the Corporation's Bylaws, and a biographical statement listing age, place of residence, employment for the past ten years, and other factual information about him/herself. Copies of the original statements are on file with the Corporation office and are available for review by shareholders. The Corporation has not undertaken to confirm the accuracy of the statements and makes no representation about the statements.

BOARD CANDIDATES



DR. GARY L. FERGUSON II
ANCHORAGE, ALASKA | AGE 52

Dr. Ferguson is a Shumagin Corporation shareholder.

EXPERIENCE: The Aleut Corporation Board of Director, 2014 to present; Vice-President of Board of Directors; Chair of Policy Committee; and Member of Budget & Finance Committee. Served as Chair of TAC Budget and Finance Committee and Land & Resource Real Estate Development Committees.

ATTENDANCE: 93% all Regular, Special and Committee Meetings.

TRANSACTIONS WITH THE ALEUT CORPORATION IF EXCEED \$20,000: None

NATURE OF FAMILY RELATIONSHIPS WITH OFFICERS AND DIRECTORS: None

EMPLOYMENT: KAANGUĀ Healthy Communities Consulting, VP Business Development, Invoke360 and Adjunct Professor at UAA's College of Business & Public Policy.

EDUCATION: Bachelor of Science, Biblical Education, Multnomah University, 1989; Doctorate, Naturopathic Medicine, National College of Naturopathic Medicine, 2001; I.H.S. Healthy Communities Fellowship, 2007; Foraker Certificate in Non-profit Management, 2013; Alaska Pacific University Alaska Native Executive Leadership Program Certificate, 2018.

COMMUNITY ACTIVITIES: Co-chair and Board Director, The Aleut Foundation; Chair and Board Director, The American Indian Cancer Foundation; Health Commissioner, Municipality of Anchorage Health & Human Services Commission; University of Alaska Chancellor's Advisory Council.

CANDIDATE STATEMENT: Aang Unangan! I have been honored to serve our Aleut shareholders as TAC Board Director for the past six years. Together, we have made great progress for TAC in both profitability and sustainability. Our shareholder and elder dividends have grown. Our contribution to The Aleut Foundation in supporting our next generation(s) with opportunities in education, cultural revitalization has also expanded. Our Aleut family is growing, and I'm delighted to see our next generation move forward in both education and leadership. As you can see from my background, I am an experienced executive with years of service in assisting corporations develop and grow in manifesting their vision, mission. Our region has a special place in my heart, and I'm passionate about making sure we have economic development, growth in helping our communities be healthy, vital. I love serving our people by creating a legacy as our corporation grows into the next chapter. Qaġaasakung, for your support and vote!



KYLE N. FOSTER
ANCHORAGE, ALASKA | AGE 30

EXPERIENCE: Commercial Real Estate Investor, Business Owner, and International Manager for Trident Seafoods.

ATTENDANCE: N/A

TRANSACTIONS WITH THE ALEUT CORPORATION IF EXCEED \$20,000: None

NATURE OF FAMILY RELATIONSHIPS WITH OFFICERS AND DIRECTORS: None

EMPLOYMENT: Executive Director, Aleutia

EDUCATION: Master's in Business Administration - W. Texas A&M University; Bachelor's in Business Administration with an emphasis in International Business - Seattle Pacific University; and Proficient in Mandarin Chinese - New Bridge Chinese Language Academy.

COMMUNITY ACTIVITIES: Volunteer, Cornerstone Church; Client Advocate, Community Pregnancy Center; and Volunteer, APIA Elder Potlucks.

CANDIDATE STATEMENT: My name is Kyle Foster and I grew up in Sand Point, AK. My Aleut roots come from family born in Unga Village and Belkofski Village.

During this campaign I have had the opportunity to chat with many shareholders. What you have told me is that you want Board members to be transparent, clear communicators, and contribute to increasing dividends. These are very important traits; traits I know I can demonstrate as a Board member.

Transparency and clear communication go hand in hand. It is a goal of mine to keep the shareholders updated through email, social media, phone calls, and in person. Currently I have been publishing videos and updates on my Facebook page to keep shareholders informed. Please reach out to me anytime on Facebook at AleutKyle; I want to make sure your voices are heard, and action is taken.

I hope my experience and education in top level management, entrepreneurship, and international business will be helpful to the Board when considering new avenues of financial growth. I agree with the shareholders that TAC needs more business minded leaders on the Board to accomplish better dividends. Please make this a possibility by supporting me with your vote!

BOARD CANDIDATES



PAUL R. GRONHOLDT
SAND POINT, ALASKA | AGE 72

Mr. Gronholdt is a Shumagin Corporation shareholder.

EXPERIENCE: Assembly member, Aleutians East Borough; Board of Director and Vice President, South West Alaska Municipal Conference; Commissioner, Pacific States Marine Fisheries Commission, US Army Veteran.

ATTENDANCE: N/A

TRANSACTIONS WITH THE ALEUT CORPORATION IF EXCEED \$20,000: None

NATURE OF FAMILY RELATIONSHIPS WITH OFFICERS AND DIRECTORS: None

EMPLOYMENT: Commercial Fisherman

EDUCATION: High School Diploma and attended University of Washington.

COMMUNITY ACTIVITIES: Fisheries and borough meeting participant.

CANDIDATE STATEMENT: If elected to serve on The Aleut Corporation Board, I will work tirelessly to increase the dividends to the Aleut Corporation shareholders while strengthening the Corporation. I will strive to maintain the unique Aleut social and cultural identity. I have the necessary time and energy to serve the Aleut shareholders.



DICK JACOBSEN
SAND POINT, ALASKA | AGE 73

Mr. Jacobsen is a Shumagin Corporation shareholder.

EXPERIENCE: TAC Board Member 2003-2018, TAC Vice President, Chair TAC Fisheries committee, TAC Shareholder Affairs Committee; Council member and former president of the Qagan Tayagungin Tribe; and Board member of the Shumagin Corporation.

ATTENDANCE: N/A

TRANSACTIONS WITH THE ALEUT CORPORATION IF EXCEED \$20,000: None

NATURE OF FAMILY RELATIONSHIPS WITH OFFICERS AND DIRECTORS: None

EMPLOYMENT: Self-Employed Fisherman and boat owner.

EDUCATION: Sheldon Jackson, Galvin Flying Service.

COMMUNITY ACTIVITIES: Served on are the Sand Point School Board, Sand Point City Council, Aleutian Pribilof Islands Association Board, Alaska Board of Fish, Advisory Board of International North Pacific Fisheries Management Council, Gulf of Alaska Coastal Communities Coalition, Alaska Marine Transportation Advisory Board, Aleut Fisheries Board. Worked on preservation efforts including protecting Unga's Petrified Forest and supporting local archeological work.

CANDIDATE STATEMENT: I am a lifelong resident and fisherman of Sand Point Alaska, where my wife of 53 years Edith and I currently live. We have two daughters who also live in Sand Point.

I attended school at Sheldon Jackson and went on to flying school at Gavin Flying service at Boeing Field in Seattle Washington, where I attained my commercial flying certificate and attended Kenmore Air where I earned my sea certificate.

I have spent my adult life working to help our region, serving on the Sand Point City School Board, Sand Point City Council, as Mayor of the Aleutians East Borough, on the State of Alaska Board of Fish, on the State of Alaska Ferry Advisory Committee, on the Qagan Tayagungin Tribal Council, as President of the Shumagin Corporation, and on The Aleut Corporation Board of Directors.

I would like to serve you to help grow our Corporation and our dividends.



ANTHONY C. LEKANOF
ANCHORAGE, ALASKA | AGE 22

Mr. Lekanof is a St. George Tanaq Corporation shareholder.

EXPERIENCE: Board Member, St. George Tanaq Corporation and former Vice Chair and Audit and Finance Committee Chairman.

ATTENDANCE: N/A

TRANSACTIONS WITH THE ALEUT CORPORATION IF EXCEED \$20,000: None

NATURE OF FAMILY RELATIONSHIPS WITH OFFICERS AND DIRECTORS: None

EMPLOYMENT: Accounts Payable, Airframes Alaska, LLC; Bulk Sales, LFS Marine; Business Development Associate at 60 Hertz Energy; Audio/Video specialist at Imig Audio and Video; Intern at United States Senate Office of Lisa Murkowski.

EDUCATION: Student, University of Alaska Anchorage, and graduate of Mt. Edgecumbe High School.

COMMUNITY ACTIVITIES: Delegate Alaska Federation of Natives, North Star Community Council and 2019 St. George Day Planning Committee.

CANDIDATE STATEMENT: Over the last three years, I had the greatest honor of my life in participating in an election that has molded me into the leader I am today. When going door to door in Anchorage and the Pacific Northwest many shareholders expressed their deep concern regarding the transparency of their corporation, diversifying its portfolio, and representing each shareholder equally and justly. With the close election results last year, the encouragement of many have given me strength to participate in this year's election. The current Board of Directors doesn't shy away from, "encouraging the participation of our next generation," I would be honored to be the next participant in the corporate process, and I'd appreciate your vote!



OKALENA PATRICIA LEKANOFF-GREGORY
UNALASKA, ALASKA | AGE 61

Ms. Lekanoff-Gregory is an Ounalashka Corporation shareholder.

EXPERIENCE: Board of Director, Ounalashka Corporation; Elder and Youth Delegate, First Alaskans Institute; and Former TAC Board of Director.

ATTENDANCE: N/A

TRANSACTIONS WITH THE ALEUT CORPORATION IF EXCEED \$20,000: None

NATURE OF FAMILY RELATIONSHIPS WITH OFFICERS AND DIRECTORS: None

EMPLOYMENT: Trust Administrator, Aleutian Pribilof Islands Restitution Trust; Aleut Bentwood Hat and Visor Instructor.

EDUCATION: A.A. Police Administration, A.A. Tribal Management, A.A. Paralegal, and B.A. Rural Development.

COMMUNITY ACTIVITIES: Member of Russian Orthodox Sacred Sites in Alaska.

CANDIDATE STATEMENT: My name is Okalena Patricia Lekanoff Gregory, daughter of the late Starosta Nicholai S. Lekanoff-Makushin, and the late Pauline Dora (Kudrin) Lekanoff-Kashega. I am married to my high school sweetheart David for 39 years and we have two adult children.

I currently work for APIRT as their Administrator. I also continue to teach the art of Aleut bentwood hats having learned from the late Andrew Gronholdt, who recreated and revived this lost Aleut art form.

I have a BA in Rural Development, an AA in: Paralegal Studies, Tribal & Small Government's, Police Administration. I serve and have served on numerous Boards: Ounalashka Corporation, The Aleut Corporation, TASSC, Holy Ascension Cathedral Restoration; formerly: Unalaska Senior Citizens, UADC, Qawalangin Tribe, Ballyhoo Lions Club, MOTA and TAF and just recently appointed to ROSSIA.

If elected, I will strive to see that the financial health of the Corporation stay strong: I will seek out positive investments so we spend our money wisely; Ensure Regular Dividends; and, most importantly I will Listen to You, The Shareholders; I am a team player but I am also not afraid to voice my opinion if I see something that I believe needs to be changed in order to help the Corporation.

CARRY OVER DIRECTORS



DEBRA K. MACK
ANCHORAGE, ALASKA | AGE 61

Ms. Mack is a Shumagin Corporation shareholder.

EXPERIENCE: The Aleut Corporation Director, 2016 – Present and 1998-2013; Secretary/Treasurer, 2016 – Present; Currently serving on the Policy and Budget & Finance Committees; TAC Chair from 2004-2006, 2011 to 2012; and various TAC Committees from 1998-2013.

ATTENDANCE: 100% Committees, Regular and Special Meetings.

TRANSACTIONS WITH THE ALEUT CORPORATION IF EXCEED \$20,000: None

NATURE OF FAMILY RELATIONSHIPS WITH OFFICERS AND DIRECTORS: None

EMPLOYMENT: Retired

EDUCATION: Studied business administration at University of Alaska.

COMMUNITY ACTIVITIES: Member, Alaska State Local Boundary Commission.

CANDIDATE STATEMENT: There are many positive things happening at The Aleut Corporation. I am asking for your support so I can continue working hard for TAC's success. I support increased dividends, increased elder's benefits, scholarships, and the development of new benefits. As I said 3 years ago, to provide these benefits, we must focus on financial stability. Your Board and Management team are working very hard for stability. I believe the Aleut Corporation is entering a growth phase and I would like to continue serving on the Board of Directors during this growth.

I grew up in Sand Point, Alaska where my family is from, and lived for 17.5 years in Unalaska. I retired in 2009, and we moved to Anchorage. My husband and I are moving to Vancouver, Washington in August, and I look forward to getting to know shareholders that live in the Pacific Northwest.

I have served on the Board since 1998, having taken one term, 2013-2016, off. I support how the younger generation is becoming interested in our Corporation and do my best to mentor when I can. I am asking for your vote this year, so that I may continue to work for us. Thank you.



COLLEEN M. DUSHKIN
ANCHORAGE, ALASKA | AGE 38

Mrs. Dushkin is a King Cove and Belkofski Corporation shareholder.

EXPERIENCE: Aleut Corporation Director, National American Indian Housing Council, Legislative Committee Participant (2015-present); Council on the Advancement of Alaska Native, Alternate Representative (2017-present); State of Alaska- DHSS-DBH, Innovative Accelerator Program, Team Member (2017-2018).

ATTENDANCE: 100% of all Regular, Special and Committee Meetings

TRANSACTIONS WITH THE ALEUT CORPORATION IF EXCEED \$20,000: None

NATURE OF FAMILY RELATIONSHIPS WITH OFFICERS AND DIRECTORS: None

EMPLOYMENT: Administrator, Association of Alaska Housing Authorities.

EDUCATION: Associates of Arts, University of Alaska Anchorage; currently enrolled at Alaska Pacific University, Bachelor's Business Administration and Management.

COMMUNITY ACTIVITIES: Alaska Coalition on Housing and Homelessness (AKCH2) serve as point of contact to collaborate and contact AAHA members for assistance with housing issues outside of the scope of homelessness; Council on the Advancement of Alaska Natives (CAAN), serve as alternate participant on AFN's CAAN Committees.

TERM EXPIRES 2021



SHARON GUENTHER LIND
ANCHORAGE, ALASKA | AGE 52

Ms. Lind is an Atxam Corporation shareholder.

EXPERIENCE: Chairman of the board of TAC; Board member of TAC since 1993, one year off; Ex-Officio on all TAC Committees. Recent professional experience also includes Term Assistant Faculty member at the University of Alaska Anchorage College of Business and Public Policy in the area of Alaska Native Business Management.

ATTENDANCE: 100% of all Regular, Special, and Committee Meetings.

TRANSACTIONS WITH THE ALEUT CORPORATION IF EXCEED \$20,000: None

NATURE OF FAMILY RELATIONSHIPS WITH OFFICERS AND DIRECTORS: None

EMPLOYMENT: Full-time Ph.D. Student, Summer 2019 expected graduation

EDUCATION: Bachelor's in business administration with a minor in mathematics and an emphasis in management from Warner Pacific University; Master's in business administration from University of Alaska Anchorage, currently finishing Ph.D. at University of Alaska Fairbanks.

COMMUNITY ACTIVITIES: Focusing on the finalization of dissertation and completion of UAF Ph.D. program with summer 2019 expected completion.

TERM EXPIRES 2021



JENIFER SAMUELSON NELSON
ANCHORAGE, ALASKA | AGE 42

Ms. Nelson is a King Cove Corporation shareholder.

EXPERIENCE: Aleut Corporation Director from 2008-Present. Held the following positions; Vice Chair, Vice President of the Board, Secretary-Treasury, Chair of the Shareholder Affairs Committee and Chair of the Budget and Finance Committee. Served as the Aleut Corporation shareholder representative on the Alaska Trust Board of Directors and as the Executive Director of the Aleut Foundation. Represented the Aleut International Association on the Arctic Council Task Force on Telecommunications Infrastructure in the Arctic. I have been appointed to two nonprofit boards and currently serve as a director for the American Cancer Society Advisory Council and for Campfire Alaska.

ATTENDANCE: 94% of all Regular, Special, and Committee Meetings.

TRANSACTIONS WITH THE ALEUT CORPORATION IF EXCEED \$20,000: None

NATURE OF FAMILY RELATIONSHIPS WITH OFFICERS AND DIRECTORS: None

EMPLOYMENT: GCI, Senior Manager Corporate Communications and Community Engagement

EDUCATION: Arizona State University, B.A. in Communications; ANC – Certificate of Directorship; Certificate of Non-Profit Management.

COMMUNITY ACTIVITIES: American Cancer Society Alaska Advisory Board member, Campfire Alaska board member, volunteer time spent working for Covenant House and participate in many fundraising events for nonprofits that serve the community year-round.

TERM EXPIRES 2020



TARA BOURDUKOFSKY
ANCHORAGE, ALASKA | AGE 53

Ms. Bourdukofsky is a Tanadgusix Corporation shareholder.

EXPERIENCE: Aleut Corporation Director 2002-present; Past chair of the following committees: Budget and Finance, Policy Committee, Land Resource & Real Estate; currently serving as the Chair on the Shareholder Affairs Committee, and a member of the Lands Resource and Real Estate Committee; Served on the CEO Search and President Hire Committees; TAF Co-Chair; Alaska Trust Company Board member; and served as TAC's Vice Chair, Vice President and Secretary/Treasurer.

ATTENDANCE: 100% of all Regular, Special, and Committee Meetings.

TRANSACTIONS WITH THE ALEUT CORPORATION IF EXCEED \$20,000: None

NATURE OF FAMILY RELATIONSHIPS WITH OFFICERS AND DIRECTORS: None

EMPLOYMENT: Administrator of Consumer Advocacy at Aleutian Pribilof Islands Association.

EDUCATION: Master of Science in Counseling Psychology from Alaska Pacific University and a Bachelor of Arts degree in Psychology from the University of Hawaii-Hilo.

COMMUNITY ACTIVITIES: Russian Orthodox Sacred Sites in Alaska (ROSSIA), St. Innocent Sisterhood member; Alaska Afterschool Network, Steering Committee Member; Alaska Native Coalition on Employment and Training, Treasurer; and Brother Francis Shelter, Volunteer.

TERM EXPIRES 2020



STANLEY MACK
SAND POINT, ALASKA | AGE 80

Mr. Mack is a Shumagin Corporation shareholder.

EXPERIENCE: Aleut Corporation Director, 2003-present; served on the Aleut Corporation Board of Directors in its formative years in the early 70s and on the REAA School Board during its formation. Mayor of the City of Sand Point in the early 90s and, since 2002, has been the mayor of the Aleutians East Borough.

ATTENDANCE: 70% of all Regular, Special, and Committee Meetings.

TRANSACTIONS WITH THE ALEUT CORPORATION IF EXCEED \$20,000: None

NATURE OF FAMILY RELATIONSHIPS WITH OFFICERS AND DIRECTORS: None

EMPLOYMENT: Self Employed Fisherman

EDUCATION: Associates of Arts, University of Alaska Anchorage; currently enrolled at Alaska Pacific University, Bachelor's Business Administration and Management.

COMMUNITY ACTIVITIES: Donates to the annual Fisherman's Dinner in Sand Point. As mayor, Mr. Mack has been very active in the Cold Bay/King Cove Access Road, Geothermal development for Akutan, and fishery issues throughout the region.

TERM EXPIRES 2020



DEBI G SCHMIT
LA CONNER, WASHINGTON | AGE 60

Mrs. Schmit is a King Cove Corporation shareholder.

EXPERIENCE: TAC Board of Director, 2017-2019, and 2013-2016; TAC Board Secretary & Treasurer 2016; TAC Shareholder, Finance, Policy, and Land and Resource Committee Member; TAC Policy Committee Chair; Aleut Enterprise Board of Director.

ATTENDANCE: 100% of all Regular, Special, and Committee Meetings.

TRANSACTIONS WITH THE ALEUT CORPORATION IF EXCEED \$20,000: None

NATURE OF FAMILY RELATIONSHIPS WITH OFFICERS AND DIRECTORS: None

EMPLOYMENT: Self Employed

EDUCATION: Master of Business Administration (expected graduation 2019), Strayer University; Bachelor of Business Administration, the University of Phoenix; Associate of Science in Office Occupations, the University of Alaska - Anchorage; Certificates in Small Business Management, Construction Management, Rural Development, Quality Control and Public Meetings Law.

DISCLOSURE: Filed personal bankruptcy on August 24, 2017; U.S. Bankruptcy Court, Portland, Oregon.

COMMUNITY ACTIVITIES: Scappoose Business Network, member; Alaska Tribal Administrator Association, board member; Alaska Women's Leadership Forum, board member

TERM EXPIRES 2021

COMPENSATION OF DIRECTORS AND OFFICERS

Compensation of Directors, Officers and certain employees of The Aleut Corporation for the fiscal year ended March 31, 2019, is listed below. This includes all remuneration distributed or accrued as of March 31, 2019.

NAME	TITLE/POSITION	TOTAL WAGES, INCENTIVES, DIRECTOR FEES STIPEND	RETIREMENT, HEALTH & OTHER	BOARD TRAINING	TOTAL
Samuel Cole	CEO AMS (retired)	590,443.93	8,309.40		598,753.33
Thomas Mack	President and CEO TAC	496,218.14	39,931.47		536,149.61
Melvin Weeks	CEO APMH	359,365.00	18,800.00		378,165.00
Clayton Bourne	CFO TAC	325,722.28	33,023.25		358,745.53
Kenneth Nachbar	VP and Interim CEO AMS	313,122.91	26,447.76		339,570.67
Sharon Guenther Lind	Chairman	30,600.00			30,600.00
Jenifer Nelson	Vice Chair	27,000.00			27,000.00
Gary Ferguson II	Vice President	26,400.00		2,601.60	29,001.60
Debra Mack	Secretary/Treasurer	24,000.00			24,000.00
Tara Bourdukofsky	Director	25,500.00		1,483.50	26,983.50
Colleen Dushkin	Director	12,500.00			12,500.00
Stanley Mack	Director	22,800.00			22,800.00
Vincent Tutiakoff Sr.	Director	25,500.00			25,500.00
Debi Schmit	Director	25,200.00		4,848.64	30,048.64
Dick Jacobsen	Former Director	13,000.00			13,000.00
Total Compensation					2,452,817.88

Total remuneration distributed or accrued for all Directors, Officers and the five highest paid employees of the Corporation as a group for the year ended March 31, 2019, was \$2,452,817.88. There were 15 persons constituting this group. Directors were compensated for services during the year ended March 31, 2019 as follows: Directors of the Corporation are paid a Director's fee of \$600 per day for each full day (\$300 for less than a full day) they meet to attend Board of Director and Committee meetings, subsidiary meetings or other functions on behalf of the Corporation. Full days are deemed to be three hours or more. The total amount of Directors' fees for the fiscal year ended March 31, 2019, was \$232,500. Directors also have access to \$5,000 annually for Board training. Directors are given a monthly stipend of \$1,000 per Director. Directors also received reimbursement for actual and reasonable travel related expenses for attending meetings and other functions on behalf of the Corporation. Per diems are paid according to the current federal government rate. The total amount of Directors' travel, per diem and reimbursable expenses paid for the year ended March 31, 2019, was \$104,336.29.

The Aleut Corporation has no committee which performs nominating functions. The Corporation does not have a "management slate" and does not nominate candidates for director.

PROXY SOLICITATION

The expense of solicitation of proxies, including the cost of preparing, printing, and mailing the Notice of Annual Meeting and Proxy Statement will be borne by the Corporation. In order to assure a quorum at the Annual Meeting of Shareholders, radio, television, and newspaper advertisements may be used. The Corporation may compensate certain persons for the time and expenses incurred in connection with the gathering of proxies. Excluding costs of attorneys, accountants, advertisements, renting, and salaries of regular employees, all of which would normally be expected in the Annual Meeting in the absence of a contest, anticipated costs for this solicitation are not more than \$10,000. Individual candidates for the Board may make additional solicitation for proxies. The cost of these solicitations will be borne by the individual candidates, except that those who succeed in gaining a seat on the Board are entitled to reimbursement of documented expenses up to \$2,000. Thus, the maximum individual reimbursement that will be made by the Corporation is \$2,000.

INDEPENDENT PUBLIC ACCOUNTANTS

The principal independent public accountant for the fiscal year is Grant Thornton LLP ("Grant Thornton") was selected by the Board of Directors to audit and advise on the financial statements of the Corporation.

Representatives of Grant Thornton LLP are expected to be present at the shareholders' meeting and will be available to respond to appropriate questions.

The audit function includes the independent public accountants' examination and their opinion on the financial statements and reports to shareholders, consultant during the year on matters related to accounting and related to the audit examination and advice. The percentage and amount of professional services in relation to total accountants' fees is as follows:

Audit-Services	46%	211,926
Tax Related		180,252
Other Services		61,652
		\$ 453,830

The Board of Directors carefully reviewed and approved the scope of the annual audit for the fiscal year ended March 31, 2019, performed by these independent accountants; and, in the selection of the independent public accountants, the Board of Directors considered the independence of such accountants. The Board of Directors was also apprised of the nature and scope of the other professional services, some of which were not specifically approved by the Board of Directors, prior to the services being rendered during the fiscal year ended March 31, 2019.

INSTRUCTIONS FOR ELECTRONIC SUBMISSION OF PROXY

Locate your Shareholder PIN number from your printed proxy. Have your Shareholder ID number and the last four digits of your social security number available. The PIN is unique and randomly generated by an outside firm. The Corporation personnel do not have access to any Shareholder PIN numbers. If you need help obtaining your Shareholder PIN or Shareholder ID number, you can contact the election judge as shown on the login page.

FIGURE 1

From any computer, connect to the Internet and go to www.aleutvote.com. (Figure 1)

Enter your shareholder ID number, PIN number, and the last four digits of your social security number to open your proxy form.

FIGURE 3

Enter your email address for a confirmation that you submitted your proxy through the Internet. (Figure 3)

Click "Vote" and exit the system.

If you would like to change your proxy (written or electronically) at a later date, you can do so by following the same methods as described above. The electronic system will also let you know how you previously indicated your votes should be cast.

FIGURE 2

Carefully read the instructions and then mark how you want your votes cast among the board candidates. (Figure 2)

Along the left-hand side of the Internet Proxy screen, there is a list of links that you may find helpful for filling out your proxy.

CHANGE MY CONTACT INFORMATION

Click this if you wish to make a change to your address.

COMMENT CARD

If you have any suggestions or comments, please take the opportunity to send them to The Aleut Corporation.

HELP

This link will provide assistance should you have questions or a problem.

LOGOUT

This will end the session. If you did not submit your proxy by clicking "Vote" on the summary screen, the proxy voting instructions you entered will not be recorded.

If you have any questions about the Internet Proxy which are not answered here or on the online links, please contact the election judge, Sramek Hightower at (907) 677-3320.

INSTRUCTIONS ON HOW TO SUBMIT YOUR PROXY

FOR INSTRUCTIONS ON HOW TO COMPLETE YOUR PROXY
SEE INSTRUCTIONS INCLUDED IN YOUR PROXY STATEMENT BOOKLET

THE ALEUT CORPORATION PROXY

I hereby appoint Thomas Mack, President & CEO, or David Nevzuroff, Assistant Secretary/Treasurer, with full power of substitution to be my proxy to attend the Annual Meeting of Shareholders of The Aleut Corporation to be held at the Egan Convention Center, 555 West Fifth Avenue Anchorage, AK 99501, on Saturday, October 12, 2019 at 9:00 a.m. AST, and any adjournments thereof, and to vote all of the shares of the Corporation which I could vote, including all shares for which I am custodian, with all of the power which I would possess if personally present at such meeting. I intend that all shares of stock which I could vote be counted as present for quorum purposes, even if they are not voted for the candidates listed below for any reason. Said proxy is instructed to vote the shares as follows:

B

- | | |
|--|--|
| <input type="checkbox"/> _____ Votes for: DR. GARY FERGUSON II | <input type="checkbox"/> _____ Votes for: KYLE N. FOSTER |
| <input type="checkbox"/> _____ Votes for: PAUL R. GRONHOLDT | <input type="checkbox"/> _____ Votes for: DICK JACOBSEN |
| <input type="checkbox"/> _____ Votes for: ANTHONY C. LEKANOF | <input type="checkbox"/> _____ Votes for: O. PATRICIA LEKANOFF-GREGORY |
| <input type="checkbox"/> _____ Votes for: DEBRA K. MACK | |

YOU MUST SIGN YOUR PROXY, OR YOUR PROXY WILL NOT BE VALID

I hereby acknowledge receipt of the notice of Annual Meeting and the Proxy Statement, and I hereby revoke any and all proxies I have previously given with respect to all shares of stock I could vote.

C

- Do not fill in this section, unless shareholder signs by marking with his/her "X"
- | | |
|---|-------------------------|
| 1. _____ | 3. Witness _____ |
| DATE TIME of DAY | |
| 2. _____ | Witness _____ |
| SIGNATURE
<i>(Please sign your name EXACTLY as it appears below on the Address Label)</i> | |

Your Proxy Must Be Received by the Deadline or Your Proxy Will Not Be Valid

Proxies must be received by Sramek Hightower, Certified Public Accountants, physical address 2525 "C" Street, Suite 100, Anchorage, Alaska, 99503; mailing address PO Box 240569 Anchorage, AK 99524-9968; or Fax (907)561-4341 by 5:00 p.m. AST, October 8, 2019. A prepaid envelope is enclosed for mailing your proxy. EARLY BIRD DEADLINE 9/23/2019 by 5:00 p.m.

OR vote online at www.aleutvote.com. You will need your PIN and Shareholder ID numbers printed on the label below.

ADDRESS LABEL

PIN: XXXX
SH ID # 12345-12-3
Shares Owned: 100.0
Cumulative Votes: 300.0

A

Peter Doe
123 Unangan Way

If your current address is different than what is printed on the label to the left; please write your correct address below.

Email _____ Phone _____

Please include your email and phone number for our records.

If you have any questions on how to complete your proxy so that your votes will be counted correctly, please call Sramek Hightower, Mickey Hage, at (907) 677-3320.

A LOCATE PIN AND CUMULATIVE VOTING SHARES

PIN Number – needed for online proxy submission and accessing the webcast of the Annual Meeting.
Cumulative Votes – number of votes you are entitled to vote.

B CASTING YOUR VOTES

The Aleut Corporation is required by Alaska statutes to provide cumulative voting. There is a difference between the number of shares that you own and the number of votes you may cast in the election. For example, in this election, a typical shareholder who owns 100 shares would have 300 votes, because there are 3 Board vacancies. 3 (vacancies) X 100 (shares) = 300 votes.

Even though there are three vacancies, you do not have to split your votes three ways. You may split them however you want or not split them at all.

A typical shareholder who has 300 votes could check the box of only one candidate and could fill in the blank next to the box by showing that this candidate should get all 300 votes.

Or, the 300 hundred votes could be split two ways, with 150 votes for each of two candidates.

Or, they could be split unevenly with 200 votes for one candidate and 100 votes for another.

Or, they could be split evenly, with 100 votes for each of three candidates.

Or, they could be split among more than three candidates, even though there are only three vacancies.

If you check one box and do not fill in the blank next to the box, all of your votes will be cast for that candidate.

If you check two or more boxes, but do not fill in the blanks next to those boxes, your votes will be split in equal shares among the candidates whose boxes you checked.

C SIGNING AND DATING

There are three more important lines on the proxy.

On the first line, which has the number "1" in front of it, you should fill in the date and the time that you signed the proxy. This is important because sometimes the Corporation gets two proxies signed by the same person. The rule is that the latest proxy is the one that counts. However, if the proxies are not dated, there is a chance that there will be no way to tell which proxy is the later one, and, therefore, neither one will be voted.

On the second line, which has the number "2" in front of it, you should sign your name exactly as it appears on the address label in the bottom left hand corner. Sometimes a proxy may be accepted if the name is not exactly the same, but there is a risk that it will not be valid. Proxies that are not signed at all will not be valid.

The third line, which has the number "3" in front of it, should only be used when a shareholder cannot sign his or her name because of age, illness, or other incapacity. If you have a friend or family member who falls into this category, make sure that the rest of the proxy is filled out the way he/she wants, and then fill in line 1, which gives the date and time the proxy was signed, and make sure that two witnesses sign in box 3.

IF YOU HAVE ANY OTHER QUESTIONS ABOUT HOW TO FILL OUT THE PROXY, PLEASE CONTACT MICKEY HAGE WITH SRAMEK HIGHTOWER AT (907) 677-3320.



Aleut
CORPORATION

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