

PROXY STATEMENT

CONTENTS

<u> </u>	
NOTICE OF 48 th annual meeting of shareholders	01
PROXY STATEMENT	02
CANDIDATES FOR THE BOARD OF DIRECTORS	04
DIRECTORS WHOSE TERMS END IN 2022	80
DIRECTORS WHOSE TERMS END IN 2023	09
INFORMATION CONCERNING DIRECTORS, OFFICERS & EMPLOYEES, AND OTHER MATTERS	10
ONLINE VOTING INSTRUCTIONS	12

VOTE YOUR PROXY AND WIN!

Every shareholder who votes a valid proxy by the voting deadline will be entered to win! Winners will be randomly selected and announced at the 48th Annual Meeting of Shareholders on Friday, May 28, 2021.

№ 1 ST PRIZE	\$500 (ONE WINNER)
② 2 ND PRIZE	\$300 (ONE WINNER)
[©] 3 RD PRIZE	\$250 (TWO WINNERS)
№ 4 TH PRIZE	\$100 (TEN WINNERS)
[©] 5 TH PRIZE	\$50 (FOUR WINNERS)

Every Shareholder who votes a valid proxy will receive a \$50 voting incentive!

NOTICE OF THE 48TH ANNUAL MEETING OF SHAREHOLDERS



To the Shareholders of Kootznoowoo, Incorporated:

We are pleased to notify you that the 48TH Annual Meeting of Shareholders will be held online via webcast on Friday, May 28, 2021 at 5:00^{PM} (Alaska Time).

Only Class A Shareholders of record at the close of business on March 29, 2021, will be entitled to vote at the Annual Meeting. The stock transfer records of the Corporation will be closed from that date until after the Annual Meeting. Shareholders may vote their proxy online at www.VoteKootznoowoo.com or sign and return a printed corporate proxy via mail, fax, or email as a quorum of Shareholders holding a majority of the shares is necessary to elect directors and conduct other business at the meeting. If you wish to vote online during the meeting, you may do so even though you have previously voted. Your last dated proxy will be deemed to be revoked by your online vote. You may re-vote your proxy at any time before the stated deadlines. You may call the Inspector of Elections at (907) 274-2992 if you have any questions regarding voting or to confirm your proxy has been received.

The Corporation's Articles of Incorporation and Bylaws, which govern the Annual Meeting, are available for inspection. A Shareholder List, as of the record date is also available for inspection. To coordinate a hard copy review of these documents please contact the Corporate Office during regular business hours at (907) 790-2992, Monday through Friday. Along with this Notice, enclosed you will find Kootznoowoo, Incorporated's:

- 1. Board of Directors Proxy Statement/Solicitation;
- 2. Corporate Proxy Card (to be signed, dated, and returned according to the instructions herein); and
- 3. The 2020 Annual Report which includes the Corporation's Audited Financial Statement year ended December 31, 2020.

The Inspector of Elections for this meeting is Altman Rogers & Co. Proxies may be voted online, mailed, faxed, or emailed to the Inspector at:

Altman Rogers & Co.

Attn: Kootznoowoo, Inc. Phone: (907) 274-2992 3000 C Street, North Suite 201 Fax: (907) 274-2993

Anchorage, Alaska 99503 Email: elections@altrogco.com

Shareholders are encouraged to mail their proxies well in advance of the filing deadline. If you have not mailed your proxy to the Inspector of Elections by May 15, 2021, it is recommended that you vote online at www.VoteKootznoowoo.com or fax or email your proxy to the Inspector. All paper proxies must be received by the Inspector by 5:00^{PM} (Alaska Time) on Tuesday, May 25, 2021.

Melissa M. Kookesh

M. Kookesh

Board Chair

APRIL 7, 2021

The Board of Directors of Kootznoowoo, Incorporated hereby solicits your proxy in the form enclosed with this Statement for use at the Annual Meeting of Shareholders to be held via webcast on Friday, May 28, 2021 at 5:00^{PM} (Alaska Time) or at any postponements or adjournments thereof. The persons named as proxyholders in the form are Directors H. Jean Hogue and Cooney C. Starr who have been designated as proxyholders by the Board of Directors.

Voting rights are vested in the holders of Class A Common Stock (hereinafter referred to as "Common Stock") of Kootznoowoo, Incorporated. Rules governing conduct of the Annual Meeting are in the Corporation's Bylaws. To coordinate a hard copy review of these documents please contact the Corporation at (907) 790-2992 during regular business hours, Monday through Friday.

The Board of Directors proposes to bring the following matters before the Shareholders at the 48th Annual Meeting of Shareholders.

- 1. Election of two (2) directors for three-year terms; and
- 2. Transaction of any other business as may properly come before the meeting or any adjournment(s) or postponement(s) thereof.

ELECTION OF DIRECTORS

The Kootznoowoo, Incorporated Board of Directors consists of seven (7) directors. There will be two (2) directors elected at the Annual Meeting of Shareholders who will serve for a three-year term ending in 2024, or until their successor is elected and qualified.

Pursuant to the Corporation's election procedures, there is not a Board sponsored slate of candidates. All candidates have been given the same opportunity to have their names listed on the Corporate Proxy and to provide statements for inclusion in this Proxy Statement. No candidate is endorsed or supported by the Board as all candidates are considered Independent.

Voting Directed: You may cast a specific number of votes for one or more nominees listed on the Corporate Proxy or for an individual you write-in. Because of cumulative voting, you have the number of votes equal to the number of voting shares you own, times two (x2) the number of directors to be elected at the Annual Meeting. The Bylaws require that directed votes go only to the nominee(s) you have indicated, even if those nominees later withdraw, and may not be redirected to another candidate.

Quorum Only. If your proxy is duly signed and no votes are cast, your proxy will be counted for the purpose of achieving quorum for the Annual Meeting ONLY. No candidate will receive any of your Votes.

When the Corporate Proxy is voted online or returned via mail, fax, or email, is properly executed and received prior to 5:00^{PM} (Alaska Time) on Tuesday, May 25, 2021, the shares represented thereby will be voted at the Annual Meeting in accordance with the instructions you provide. The proxyholders will vote your Corporate Proxy as directed unless the designated nominees withdraw or otherwise become unavailable for any reason. The proxyholders currently know of no reason why any of the nominees listed are likely to become unavailable.

ALL PAPER PROXIES MUST BE RECEIVED BY THE INSPECTOR BY 5:00^{PM} (ALASKA TIME) ON, TUESDAY, MAY 25, 2021. PAPER PROXIES RECEIVED AFTER THIS DEADLINE WILL NOT BE COUNTED.

ONLINE VOTING WILL REMAIN OPEN UNTIL $6:00^{PM}$ (ALASKA TIME) ON THE DAY OF THE ANNUAL MEETING, FRIDAY, MAY 28, 2021.

Alaska law and the Kootznoowoo, Incorporated's Bylaws allow candidates to be included on the Corporate 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 Corporate 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.

The candidates listed in this Proxy Statement will be formally nominated for election as Directors by the Board Chair at the Annual Meeting. The two (2) nominees receiving the highest number of votes will be elected to the Board of Directors.

OTHER BUSINESS

Management does not presently know of any other matters which will be presented for action at the Annual Meeting. However, if any other matters properly come before the Annual Meeting, the proxyholders will have authority to vote the shares represented by all effective proxies on such matters in accordance with their best judgment.

PLEASE PROMPTLY COMPLETE YOUR PROXY

Shareholders can vote online at www.VoteKootznoowoo.com. Or, for those voting via a paper proxy, be sure to date the Corporate Proxy the day that you sign it. Sign your name exactly as it appears in the corporate records. When signing as a custodian for a minor, or as an executor, administrator, power of attorney, trustee, or guardian, please give full title as such. For example, if your name appears as John J. Jones Sr., please sign John J. Jones Sr., or if your name appears as Thomas F. Tracy as custodian for Mary T. Tracy, please sign Thomas F. Tracy as custodian for Mary T. Tracy.

Any shareholder holding Class A shares of Kootznoowoo, Incorporated, regardless of the number of shares held, who votes online during the Annual Meeting or submits a valid proxy will received a \$50 voting incentive payment. Shareholders who are signed-up for direct deposit will receive the voting incentive via direct deposit. Kootznoowoo, Incorporated is offering this voting incentive payment to encourage all shareholders to exercise their right to vote.

The voting incentive payment will be paid one time only to shareholders who complete and submit a valid proxy. After voting a proxy, shareholders who wish to do so may change their vote by submitting a new proxy either online or by paper ballot, however, they will not receive another voting incentive payment.

Shareholders are encouraged to visit the shareholder portal www.MyKootznoowoo.com to verify that their contact information is correct and to avoid any delays in receiving their voting incentive payment.

Every Friday, voting incentive payments will be processed and mailed from the Corporate Office.

Candidates for the Board of Directors



Ella D. Bennett

AGE : 78

CITY/STATE: Juneau, Alaska

OCCUPATION: Retired

Business experience during the past five years :

Acumen Information Services, Records Analyst (2018-2019); Juneau Tlingit & Haida Community Council, Admin Assistant (2016-2018)

Current/previous positions within Kootznoowoo, Inc. and/or its subsidiaries :

Kootznoowoo, Inc. Board of Directors (1978-Present), former Chair and former Vice Chair. **63% attendance at 2020 board meetings**; Chatham Properties, LLC., former Director; Kootznoowoo Elders Settlement Trust, former Trustee

Directorship(s) held for other entities:

None

Education:

Mount Edgecumbe High School, diploma; Haskell Indian Junior College, diploma; University of Alaska-Juneau, Certificate in Public Management.

Personal Statement:

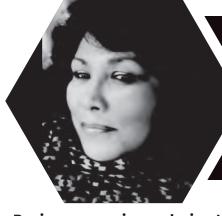
Most important is to say thank you, shareholders, for your support during my time as a board member. It's a trust I take seriously for all shareholders.

I am proud of my contributions that led to the creation of Home sites for 629 original shareholders: KPFST, and Elders Trust. It's a challenging time for our families and for business alike.

We have endured a lot since last year, and it is the reason I seek re-election. During this period of uncertainly, steady leadership is needed. I know about our businesses, ANCSA, land and investments. I want to use our assets to create new income sources and new opportunities.

Looking ahead also means that we should find more ways to involve our children and grandchildren in Kooznoowoo – because they will be at the helm very soon to guide our corporation. It's time to examine the possibility of making them owners of the company by stock issuance. Shares mean more than a dividend. It's a pride in ownership that connects us to our land and our culture.

I humbly and respectfully ask for your continued support.



Lisa Johnson-Blackhorse

AGE : 56

CITY/STATE: Phoenix, Arizona

OCCUPATION: None

Business experience during the past five years:

Candidate did not provide any business experience for the past five years in their candidate packet.

Current/previous positions within
Kootznoowoo, Inc. and/or its subsidiaries:

None

Directorship(s) held for other entities:

None

Education:

Candidate did not provide any educational information in their candidate packet.

Personal Statement:

It is time for Transparency, Cultural Values and Shareholders First.

I am a candidate that has not served as a Kootznoowoo Board of Director. Neither I nor my family has served as a Kootznoowoo, Inc. board of director, officer, including committee appointments and subsidiary boards or have been previously or presently employed by Kootznoowoo, Inc. and its subsidiaries and affiliates. I believe my experience as an original shareholder and serving on a variety of committees will help guide the board in the right direction of listening and opening communication to the many shareholders that feel left out.

My concern for the past, present and future shareholders - is why I am running for the board again.

I truly have been humbled by the support I have received and one memory I will carry with me is when an Elder called me from Angoon with encouragement. As a mother of sons who inherited their grandfather shares – I question the future of "our" corporation.

As an Original Shareholder - I share many of the frustrations that we have more questions than answers from our Board of Directors and Staff. Feel free to contact me directly anytime.

PUTTING SHAREHOLDERS FIRST VOTE for Lisa Johnson-Blackhorse



Albert H. Howard

AGE : 52

CITY/STATE: Angoon, Alaska

OCCUPATION: Angoon Community Association

COVID-19 Coordinator

Business experience during the past

five years:

Angoon Community Association COVID-19 Coordinator;

Whalers Cove, Seasonal Guide

Current/previous positions within

Kootznoowoo, Inc. and/or its subsidiaries:

Kootznoowoo, Inc. Board of Directors (2015-18);

Kootznoowoo Cultural & Education Foundation (2015-18);

National Power Committee (2016-18)

Directorship(s) held for other entities:

None

Education:

Angoon High School, diploma

Personal Statement:

My name is Albert H Howard I have lived here in Angoon most of my life, I have served our shareholders on many different levels,

As a Veteran of the US Army, Desert shield/storm, City of Angoon, ACA Tribe, Regional school board for Chatham, as well as a director of our corporation in the past.

I have used those opportunities to learn how benefit of as many as possible, I attend meetings to assist in solving current problems, as well as to shed light on issues that affect all of us.

I see missed opportunities that could have made a profit for our corporation, I am putting my name in for the board, to help move our corporation in a profitable direction, if anything is good for the corporation and us as shareholders, I will support it.

I have been a Commercial fisherman, Sport fishing guide, Subsistence, hunter, fisherman and gatherer, this helps me understand the resource that is available to us.

One thing life has taught me, is that there is always a way to get where we need to be, working together is so important, imagine if our Corporations directors start working together as our elders have done



Edwell John Jr.

AGE : 57

CITY/STATE : Juneau, Alaska

OCCUPATION: State of Alaska, Department of

Transportation IT Manager

Business experience during the past five years:

State of Alaska, Department of Transportation Data Processing Manager 1 (2006-Present)

Current/previous positions within Kootznoowoo, Inc. and/or its subsidiaries:

Kootznoowoo, Inc. Board of Directors (2001-2004; 2016-2019), Vice Chair, former Finance Committee; Kootznoowoo Cultural & Education Foundation, Chair; Kootznoowoo Elders Settlement Trust, Vice Chair; Chatham Properties, LLC., Director (2016-Present).

Directorship(S) held for other entities:

None

Education:

University of Alaska Southeast, Bachelor of Business Administration; Alaska Pacific University, Master of Business Administration; University of Charleston, Doctor of Executive Leadership (currently pursuing)

Personal Statement:

My name is Edwell John Jr. I am the son of Edwell John Sr. and Alice D'Cafango. I am honored to be from Angoon and a shareholder of Kootznoowoo, Inc.

My education: Master of Business Administration from Alaska Pacific University, Bachelor of Business Administration from the University of Alaska Southeast. I am currently on track to graduate with a Doctor of Executive Leadership from the University of Charleston 03/24.

What I bring to the table:

Financial statement analysis. I can review, understand and make recommendations that benefit the corporation and the shareholders. **Business Ethics.** Behind the scenes there are those that undermine both the corporation and the shareholders. I will see to it that Kootznoowoo is held to the highest of Ethical Standards. **Corporate Finance.** I bring the knowledge of capital budgeting, business strategy analysis, corporate financing strategies and risk management. **Negotiation and decision making.** The types of negotiation process, weighing options, and learning from outcomes. Lastly, I bring **Leadership.** Cultural, human, digital, and environmental complexities, global competition, and management challenges.

The main focus while serving on the Kootznoowoo board is corporate growth and financial stability. With your vote I will lead our corporation on this path! Gunalcheesh!

DIRECTORS WHOSE TERMS EXPIRE IN 2022



Harold Frank Jr. (63)

Juneau, Alaska

Occupation: Land & Environmental Planner, Self-Employed (2014-Present)

Positions & offices presently/previously held with Kootznoowoo, Inc. and its subsidiaries: Kootznoowoo, Inc. Board of Directors (2019-Present), Treasurer (2020-Present).

100% attendance at 2020 board meetings.

In 2020, Harold Frank Jr. provided land use planning services to the Corporation and received \$6,160 for these services.

Directorship held for other entities: None



H. Jean Hogue (78)

Arlington, Washington

Occupation: Retired

Positions & offices presently/previously held with Kootznoowoo, Inc. and its subsidiaries: Kootznoowoo, Inc. Board of Directors (1976-2015), Corporate Secretary (2016-Present). Chatham Properties, LLC., Chair (2016-Present).

100% attendance at 2020 board meetings.

Directorship held for other entities: None



Melissa M. Kookesh (44)

Juneau, Alaska

Occupation: Legislative Aide, Alaska State Legislature (2015-Present)

Positions & offices presently/previously held with Kootznoowoo, Inc. and its subsidiaries: Kootznoowoo, Inc. Board of Directors, Board Chair (2016-Present).

100% attendance at 2020 board meetings.

Directorship held for other entities: Alaska Native Village Corporation Association, Director; Juneau Economic & Development Council, Corporate Secretary; HECLA Greens Creek Mine, Community Advisory Committee; Native Connections, Community Board Member.

DIRECTORS WHOSE TERMS EXPIRE IN 2023



Frank J. Jack III (47)

Angoon, Alaska

Occupation: Miner, HECLA Greens Creek Mine (2016-Present)

Positions & offices presently/previously held with Kootznoowoo, Inc. and its subsidiaries: Kootznoowoo, Inc. Board of Directors, Vice Chair (2017-Present).

100% attendance at 2020 board meetings.

Directorship held for other entities: None



Matthew A. Kookesh (70)

Angoon, Alaska

Occupation: Retired

Positions & offices presently/previously held with Kootznoowoo, Inc. and its subsidiaries: Kootznoowoo, Inc. Board of Directors (2020-Present). Prior to 2020, Mr. Kookesh served four terms on the Kootznoowoo, Inc. Board of Directors including as Board Chair (2005-10).

Elected in August 2020. 83% attendance at 2020 board meetings during the time served.

Directorship held for other entities: None

INFORMATION CONCERNING DIRECTORS, OFFICERS & EMPLOYEES, AND OTHER MATTERS

Current remuneration distributed or accrued and future remuneration contributed by the Corporation and its subsidiaries during its last fiscal year (January 1 through December 31, 2020) on behalf of all compensated directors or officers for services in all capacities to the Corporation and its subsidiaries is as follows:

Board Compensation:	
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Ella Bennett \$6,500 Harold Frank Jr. \$6,500 \$6,500 H. Jean Hoque \$6,500 Frank Jack III Matthew A. Kookesh \$0 Melissa M. Kookesh \$6,500 **Sharon Love** \$4,500 \$0 Cooney C. Starr

Key Employee Compensation and Other Remuneration:

Hal Dreyer, President & CEO Kootznoowoo, Incorporated \$297,450

Total 2020 Remuneration of Officers, Employees, and Directors:

Kootznoowoo, Incorporated Directors were each paid Director's fees of \$500.00 per month. Directors also receive per diem when traveling away from the community in which they reside. Directors do not receive meeting fees. At their own election Directors Matthew A. Kookesh and Cooney C. Starr do not receive director fees.

RELATIONSHIP WITH INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Altman Rogers & Co. serves as Kootznoowoo, Incorporated's independent certified public accountants and Inspector of Elections. Professional services performed during the year by Altman Rogers & Co., as the Corporation's independent accountants, consisted of audit services in connection with the audit of the Corporation's financial statements, and non-audit tax and other professional services. The total of the audit for 2020 was \$23,500. The independent accountant is also contracted to provide tax services for 2020 that includes income tax filings, research, and related consultations. For these services, Altman Rogers & Co. will receive \$2,000 for federal tax returns and \$4,550 for the state returns that the corporation is required to file.

INFORMATION CONCERNING DIRECTORS, OFFICERS & EMPLOYEES, AND OTHER MATTERS

Continued



The Board of Directors authorized Altman Rogers & Co. to perform non-audit services. The Board of Directors is called upon to give prior consideration to the possible effect of the performance of non-audit professional services on the independence of Altman Rogers & Co. It is the considered opinion of the Board of Directors of the Corporation that the non-audit services rendered did not impair the audit independence of Altman Rogers & Co.

The Board of Directors knows of no disagreement with the principal accountants in connection with past corporate audits.

SOLICITATION

The expense of this solicitation of Proxies, including the cost of preparing, printing, and mailing this Notice of Meeting and Proxy Statement will be borne by the Corporation. In addition to soliciting Proxies by mail, the Corporation may conduct supplemental solicitations by fax, personal solicitation, radio, newspaper, social media, other forms of advertising, or direct solicitation by member of the Board of Directors and volunteers unknown at this time.

Except for the \$50 voting incentive payment, which will be paid as explained in this statement, the total amount to be spent on the solicitation of proxies is estimated to be approximately \$25,000. These estimates do not include salaries and wages for regular employees and officers of the Corporation. Voting incentives will be processed and mailed from the Juneau Corporate Office.

Gunalchéesh for making your vote count!

ONLINE VOTING INSTRUCTIONS

KOOTZNOOWOO IS PLEASED TO OFFER ONLINE VOTING TO SHAREHOLDERS WHO WISH TO VOTE THEIR PROXY ELECTRONICALLY. ONLINE VOTING IS SAFE, EFFICIENT, AND CONVENIENT.

To vote online, please proceed through the following steps:



Go to www.VoteKootznoowoo.com

- Shareholders may also access the link through the www.MyKootznoowoo.com shareholder portal.
- · You may access the portal through your smart phone, tablet, or computer.



- A Enter all eight digits of your date of birth with no dashes or spaces.
 - Use two numbers for the month and day and four numbers for your year.
 - For example, if you were born on June 9, 1965, you need to enter your DOB as 06091965.
- **B** In the SSN box, enter the last four digits of your Social Security Number.
- Once you have entered the login information, click the "Login" button to enter the portal.





VOTE DIRECTED:

You do not need to select a separate box to vote directed.

OPTION A:

If you would like to equally distribute your votes between multiple candidates, select the box next to their name and then click the "Distribute Votes" button at the bottom of the page.

OPTION B:

Go to the candidate(s) that you would like to vote for and type in the number of votes you would like to cast in the "Votes" box.

VOTE QUORUM ONLY:

Check their "Quorum Only" box under the candidate list.





- A Review your entries to ensure that your voting information is correct.
- **B** Enter the email address in the box to where you would like your voting confirmation receipt sent.
- C If you wish to donate your \$50 voting incentive to the Scholarship Program, Check the Scholarship Contribution box. To finalize your online vote, click on the "Vote" button at the bottom of the page.
- Please note that this acts as your proxy signature and submits your proxy.







8585 OLD DAIRY ROAD, SUITE 104 JUNEAU, ALASKA 99801

VOTE ONLINE AT WWW.VOTEKOOTZNOOWOO.COM



www.kootznoowoo.com 🕲 (907) 790-2992 🗟 info@kootznoowoo.com



