



***Ouzinkie Native Corporation
Notice of Annual Shareholders Meeting***

Dear Shareholder:

The 38th Annual Meeting of Shareholders of Ouzinkie Native Corporation will be called to order at the Ouzinkie Cultural Center, Ouzinkie, Alaska, on Friday, October 7, 2011 at 10:00 A.M. for the following purposes:

1. To elect three persons to the Board of Directors for three year terms ending 2014.
2. To transact such other business as may properly come before the Meeting.

The enclosed proxy statement describes the election and proxy voting process.

Shareholders of record as of September 1, 2011 are entitled to notice of, and to vote at, the meeting. The stock transfer records will not be closed.

You are invited to attend the meeting. Whether or not you plan to attend the meeting, please sign and mail the enclosed proxy as soon as possible. It is a directed proxy, and is a way for you to “vote by mail.” Ouzinkie Native Corporation must receive your proxy by 5:00 P.M., October 6, 2011. If you decide to attend the meeting, you can revoke your proxy at any time prior to the close of registration and vote your stock in person.

We look forward to seeing you at the 38th Annual Meeting.

By Order of the Board of Directors,

Date: September 1, 2011

A handwritten signature in blue ink that reads "Evelyn Mullan". The signature is written in a cursive style.

Evelyn Mullan, Secretary

PROXY STATEMENT

This proxy statement is furnished by Ouzinkie Native Corporation in connection with the solicitation of proxies for use at the Ouzinkie Native Corporation 38th Annual Meeting of Shareholders to be held at the Ouzinkie Cultural Center, Ouzinkie, Alaska, on October 7, 2011 at 10:00 A.M., and any adjournments of that Meeting. The solicitation of the proxy accompanying this proxy statement is made by the Board of Directors of Ouzinkie Native Corporation.

The purpose of the Meeting is to elect three persons to the Board of Directors for three year terms ending in 2014, and to transact such other business as may properly come before the meeting. The purpose of this proxy statement is to identify the candidates for the Board of Directors who have provided a statement of intent, and to discuss the proxy and election process.

Only shareholders of record as of September 10, 2011 will be entitled to vote at the 38th Annual Meeting of Shareholders. On September 10, 2011 there were 33,899.90 shares of common stock of Ouzinkie Native Corporation outstanding, of which **33,454.15** shares were entitled to vote at the meeting. Voting rights are vested in the holders of stock who are Natives or descendants of Natives.

We urge you to sign, date and deliver the enclosed proxy as promptly as possible, whether or not you plan to attend the meeting in person.

ELECTION RULES

The election rules set forth in Article X of the Ouzinkie Native Corporation Bylaws will govern the election of Directors. A copy of the Bylaws, including the election rules, is available upon request.

BOARD OF DIRECTORS

The business and affairs of Ouzinkie Native Corporation are managed under the direction of the Board of Directors consisting of nine (9) members. Each Director is required to be a shareholder of the Corporation, owning at least 75 shares, a Native or descendant of a Native, a citizen of the United States, and an Alaska resident. The Board is classified into three classes with each class consisting of three Directors with terms of three years. The terms are staggered. As set forth below, the terms of three Directors expire at the 2011 Annual Meeting of Shareholders and the terms of the remaining Directors continue until after the 2011 Annual Meeting of Shareholders. The three Directors elected at the Annual Meeting will serve for three-year terms ending 2014, when their successors will be elected and qualified.

<u>Terms Expiring in 2011</u>	<u>Terms Expiring in 2012</u>	<u>Terms Expiring in 2013</u>
Evelyn Mullan	Darren Muller Sr.	Gene Anderson
James Skonberg Sr.	Clifford Panamarioff	Jackie Muller Sr.
Howard Torsen	Herman Squartsoff	Theodore Panamarioff

CUMULATIVE VOTING

There are three Directors to be elected. You have three votes for every share you own, so if you own 100 shares you will have 300 votes for Directors. The number of shares you own is shown on the proxy label. You may vote your votes on a cumulative basis by directing all of your votes to one person, or you may divide your votes among all or any of the candidates in whatever portions you desire. For example, you could give all 300 votes to one candidate, or 100 votes to one candidate and 200 votes to another candidate, or 100 votes to three different candidates.

DIRECTED PROXIES

The proxy form accompanying this proxy statement is a “directed” proxy. This means that you can fill in how you want your votes cast, and the proxy holder will have no discretion as to how your votes should be cast. The proxy holder must cast your votes only as you have directed. It is similar to “voting by mail.” The Ouzinkie Native Corporation Directors whose terms continue past the 2011 Annual Meeting of Shareholders have been named as the proxy holders. They have no discretion in casting your votes.

MULTIPLE PROXIES

In general, a proxy you sign will automatically revoke any proxies you previously signed. Proxies will be invalidated if the inspectors can't determine which proxy was the last proxy given by a shareholder. Therefore, it is very important that you date each proxy you sign with the date when you signed it. If you sign two proxies on the same day, write clear directions on the later proxy, such as "this proxy revokes the proxy I signed earlier today naming John Doe as the proxy holder."

DEADLINE TO DELIVER PROXY AND REVOCATION OF PROXY

To be valid at the meeting, your proxy must be received by Ouzinkie Native Corporation by 5:00 P.M., October 6, 2011. Proxies received after this date and time will not be counted.

After you have executed and returned the enclosed proxy, you may still revoke it at any time prior to the close of registration at the meeting by notifying Ouzinkie Native Corporation or an Inspector in writing or by attending the meeting in person and either signing a written revocation or voting at the meeting. Unless you take back the proxy, the person(s) to whom you have given it or person(s) named by the proxy holder as substitutes will vote the shares.

SOLICITATION

The expense of the solicitation of proxies in the accompanying proxy form, including the cost of preparing, printing and mailing the Notice of Meeting and this proxy statement, will be borne by Ouzinkie Native Corporation. Solicitation will be made by the use of the mails, except that directors, officers and regular employees of Ouzinkie Native Corporation (at no additional compensation) may make solicitations of proxies by telephone or facsimile or by personal calls. Directors, officers and employees may also solicit proxies on a personal basis. Ouzinkie Native Corporation has no responsibility to bear solicitation expenses of other persons soliciting proxies, including candidates.

OTHER BUSINESS

If any other matter properly comes before the Meeting, other than routine matters such as approving minutes, holders of directed proxies solicited by the Board of Directors will have no authority to vote the shares represented.

CANDIDATES: The following persons have submitted a statement of their intent to run for election to the Board of Directors. The Board of Directors is not recommending any candidate for election, but it will cause each of these candidates to be nominated for election.



Susie "Desiree" Cronin, 43 years old, resides in Anchorage, Alaska. She has four children. "Desiree" has been employed with Kimaw Medical Center as their Chief Financial Officer. Other positions have been with Alyeska Pipeline Service Company, NTUA – a tribal utility company, Air –Evac International Inc. – an air ambulance company, and WRUSD – a school district. She is currently self employed and works part time as a Site Coordinator for SurePrep – a unique nationwide individualized tutoring company. She has served as a director for Koniag Inc., Koniag Education Foundation, Valdez Native Tribe, Tsehootsooi Dine Bi'olta, and San Diego American Indian Health Clinic. She is an advocate for indigenous language survival around the world. Her presence will add an executive financial representative to the board. If you have any questions, Desiree can be reached at (907) 310- 3631.



Evelyn Mullan, 59 years old, resides in Anchorage, Alaska. She has been married to her husband, David, for 41 years. They have five grown children and six grandchildren. Evelyn has worked as a city clerk for both the City of Ouzinkie and City of Port Lions but is now retired. She has served as an ONC director for several years and currently serves on the following Ouzinkie Native Corporation Subsidiaries/Committees: ILSC, - ONC's first 8(a) Government contracting Company, Katmai Government Services, LLC - O'Malley Gardens & Ice Arena - ONC Properties - ONC Benefit Settlement Trust, and ONC Scholarship Committee. If you have any questions Evelyn may be reached at (907) 562-0717.



James Skonberg Sr., 62 years old, resides in Ouzinkie, Alaska. James was married to his late wife Marie Skonberg. He has two grown children and three grandchildren. James has been a commercial fisherman and boat owner for many years. He has served as an ONC director for several years and currently serves on the following ONC Subsidiaries/Committees: HZB INC - Gulf of Alaska Coastal Community Coalition - ONC Hunting & Log Cabins - Spruce Island Development Co. - ONC Benefit Settlement Trust, and ONC's first 8(a) Government contracting Company Katmai Government Services, LLC. If you have any questions James may be reached at (907) 680-2224.



Howard Torsen, 53 years old and single, resides in Wasilla, Alaska. He has been a life-long Kodiak Fisherman. Howard has served as an ONC director for several years, and currently serves on the following ONC Subsidiaries/Committees: HZB, Inc. - Katmai Wilderness Lodge - O'Malley Ice Arena/Gardens LLC - ONC Properties LLC - Wasilla Center Development, LLC - ONC's first 8(a) Government contracting Company Katmai Government Services, LLC - Gulf of Alaska Coastal Communities Coalition. If you have any questions Howard may be reached at (907) 268-0964.

▶ September 2011

Sun Mon Tue Wed Thu Fri Sat

1 2 3

4 5 6 7 8 9 10

11 12 13 14 15 16 17

18 19 20 21 22 23 24

25 26 27 28 29 30

**Seattle
Informational**

▶ October 2011

Sun Mon Tue Wed Thu Fri Sat

1

2 3 4 5 6 7 8

**Proxy
Due**

**Annual in
Ouzinkie**

9 10 11 12 13 14 15

16 17 18 19 20 21 22

**Anch.
Informational**

23 24 25 26 27 28 29

30 31

The Mission of Ouzinkie Native Corporation is to develop profitable business enterprises to provide maximum financial return and other benefits to our shareholders while preserving our culture and protecting our lands.

