

THE CHURCHILL CORPORATION

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS MAY 20, 2010

NOTICE IS HEREBY GIVEN that an Annual General and Special Meeting (the "**Meeting**") of Shareholders of The Churchill Corporation (the "**Corporation**") will be held at The Metropolitan Conference Centre, 333 – 4th Avenue SW, Calgary, Alberta on Thursday, May 20, 2010 at 2:00 p.m. (Mountain Time) for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Corporation for the year ended December 31, 2009, together with the report of the auditor on those statements;
2. to fix the number of Directors to be elected at the Meeting at ten (10) and elect the Directors of the Corporation to hold office for the ensuing year;
3. to appoint Deloitte & Touche LLP as the independent auditors of the Corporation for the ensuing year and to authorize the Board of Directors to fix the remuneration of the auditor;
4. to consider and if thought fit, pass a resolution, the full text of which is set forth in the Management Information Circular accompanying this Notice of Meeting, to approve all unallocated options to purchase Common Shares issuable pursuant to the Corporation's 2007 Stock Option Plan;
5. to consider and if thought fit, approve and adopt, with or without modification, the ordinary resolution, as more particularly set forth in the Management Information Circular accompanying this Notice of Meeting, relating to the approval of the amendment to the Shareholders Rights Plan of the Corporation; and
6. to transact such other business as may properly come before the Meeting or at any adjournment thereof.

If you are a shareholder of record on March 26, 2010, you are entitled to vote at the meeting.

The specific details of all matters proposed to be put before the Meeting are set forth in the Management Information Circular accompanying this Notice of Meeting.

It is desirable that as many shares as possible be represented at the Meeting. If you cannot attend the Meeting and would like your shares represented, please complete the enclosed instrument of proxy and return it as soon as possible in the envelope provided for that purpose. To be valid, all proxies must be received by CIBC Mellon Trust Company, P.O. Box 721, Agincourt, Ontario M1S 0A1, or by fax, in any such case no later than 2:00 p.m. (Mountain Time) on May 18, 2010 or if the meeting is adjourned, at least forty-eight (48) hours (excluding weekends and holidays), before the time set for the Meeting to resume. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

BY ORDER OF THE BOARD OF DIRECTORS



Albrecht W.A. Bellstedt
Chairman

Calgary, Alberta, Canada
April 5, 2010