

ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

OF

THE CHURCHILL CORPORATION

HELD AT EDMONTON, ALBERTA ON THE 17TH DAY OF MAY, 2004


WE, THE SCRUTINEERS, REPORT THAT WE DID RECEIVE, AUDIT AND APPROVE PROXIES FROM **27** SHAREHOLDERS HOLDING **1,485,139** SHARES. THIS IS **12.52** % OF THE SHARES ISSUED AND OUTSTANDING ELIGIBLE TO VOTE.

DIRECTION OF PROXY VOTE

- 1. 1,472,839** VOTES FOR **12,300** VOTES WITHHELD IN RESPECT OF SETTING THE NUMBER OF DIRECTORS AT EIGHT (8) AND THE ELECTION AS DIRECTORS OF THE CORPORATION OF THOSE NOMINEES SPECIFIED IN THE ACCOMPANYING MANAGEMENT INFORMATION CIRCULAR DATED APRIL 6, 2004.
- 2. 1,472,839** VOTES FOR **12,300** VOTES WITHHELD IN RESPECT OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS AUDITORS OF THE CORPORATION AND THE GRANTING OF AUTHORITY TO THE BOARD OF DIRECTORS OF THE CORPORATION TO FIX THE REMUNERATION OF THE AUDITORS.
- 3. 898,359** VOTES FOR **564,400** VOTES WITHHELD **22,380** VOTES NOT VOTED ON THE APPROVAL AND ADOPTION, WITH OR WITHOUT MODIFICATION, OF THE ORDINARY RESOLUTION, AS MORE PARTICULARLY SET FORTH IN THE ACCOMPANYING MANAGEMENT INFORMATION CIRCULAR DATED APRIL 6, 2004, RELATING TO THE RATIFICATION OF AN AMENDMENT TO THE SHAREHOLDER RIGHTS PLAN.

DATED THIS 17TH DAY OF MAY, 2004

CIBC MELLON TRUST COMPANY
SCRUTINEER



CATHY SARGEANT