

ANNUAL MEETING OF SHAREHOLDERS

OF

THE CHURCHILL CORPORATION

HELD AT EDMONTON, ALBERTA ON THE 12TH DAY OF MAY, 2005

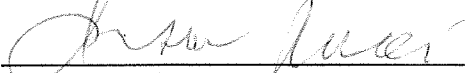
WE, THE SCRUTINEERS, REPORT THAT WE DID RECEIVE, AUDIT AND APPROVE PROXIES FROM **41** SHAREHOLDERS HOLDING **3,819,447** SHARES. THIS IS **31.12** % OF THE SHARES ISSUED AND OUTSTANDING ELIGIBLE TO VOTE.

DIRECTION OF PROXY VOTE

1. **3,318,947** VOTES FOR **500** VOTES AGAINST SETTING THE NUMBER OF DIRECTORS TO BE ELECTED AT THE ANNUAL MEETING AT SEVEN (7).
2. **3,625,317** VOTES FOR **194,130** VOTES WITHHELD IN RESPECT OF THE ELECTION AS DIRECTORS FO THE CORPORATION OF THOSE NOMINEES SPECIFIED IN THE ACCOMPANYING MANAGEMENT INFORMATION CIRCULAR DATED MARCH 29, 2005.
3. **3,768,982** VOTES FOR **47,465** VOTES WITHHELD **3,000** VOTES SPOILED 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.
4. ***3,522,034** VOTES FOR **700** VOTES AGAINST THE PRIVATE PLACEMENT OF 1,823,000 COMMON SHARES TO PETER ALLARD, AN INSIDER OF CHURCHILL, AND 3,500,000 COMMON SHARES TO MATCO CAPITAL LTD., AN ARM'S LENGTH PRIVATE INVESTMENT FIRM (COLECTIVELY, THE "PRIVATE PLACEMENTS"), ON THE TERMS SET OUT IN THE AMENDMENT TO THE MANAGEMENT INFORMATION CIRCULAR DATED APRIL 26, 2005 ACCOMPANYING THIS NOTICE OF AMENDMENT.

DATED THIS 12TH DAY OF MAY, 2005

CIBC MELLON TRUST COMPANY
SCRUTINEER


IRMA RUCCI

***EXCLUDES INTERESTED PARTIES**


DONALD SATNINI