

THE CHURCHILL CORPORATION

ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

MAY 18, 2006

WE, THE SCRUTINEERS, REPORT THAT WE DID RECEIVE, AUDIT AND APPROVE PROXIES FROM **29** SHAREHOLDERS HOLDING **6,725,131** SHARES. THIS IS **37.58** % OF THE SHARES ISSUED AND OUTSTANDING ELIGIBLE TO VOTE.

DIRECTION OF PROXY VOTE

1. **6,725,131** VOTES FOR **0** VOTES AGAINST SETTING THE NUMBER OF DIRECTORS TO BE ELECTED AT THE ANNUAL MEETING AT NINE.
2. **6,639,731** VOTES FOR **85,400** VOTES WITHHELD IN RESPECT OF THE ELECTION AS DIRECTORS OF THE CORPORATION OF THOSE NOMINEES SPECIFIED IN THE INFORMATION CIRCULAR DATED MARCH 31, 2006.
3. **6,715,096** VOTES FOR **10,035** VOTES WITHHELD IN RESPECT OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS AUDITORS OF THE CORPORATION AND GRANTING THE AUTHORITY TO THE BOARD OF DIRECTORS OF THE CORPORATION TO FIX THE REMUNERATION OF THE AUDITORS.
4. **6,467,994** VOTES FOR **257,137** VOTES AGAINST THE ORDINARY RESOLUTION OF SHAREHOLDERS AS MORE PARTICULARLY SET FORTH IN THE MANAGEMENT INFORMATION CIRCULAR APPROVING THE 2006 STOCK OPTION PLAN OF THE CORPORATION.
5. **6,666,134** VOTES FOR **58,997** VOTES AGAINST THE ORDINARY RESOLUTION OF SHAREHOLDERS AS MORE PARTICULARLY SET FORTH IN THE MANAGEMENT INFORMATION CIRCULAR APPROVING THE EXECUTIVE SHARE UNIT PLAN OF THE CORPORATION.

DATED THIS 18TH DAY OF MAY, 2006

CIBC MELLON TRUST COMPANY
SCRUTINEERS



Handwritten signature in blue ink, appearing to read "Dargant", written over a horizontal line. Below it is another horizontal line with a handwritten signature in blue ink, appearing to read "J.H.", written over it.