

**THE CHURCHILL CORPORATION  
NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING  
OF SHAREHOLDERS  
MAY 17, 2007**

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 Westin Hotel, 10135-100<sup>th</sup> Street, Edmonton, Alberta on Thursday, May 17, 2007 at 2:00 p.m. (Mountain Time) for the following purposes:

1. to receive and consider the financial statements of the Corporation for the year ended December 31, 2006 and the report of the auditor thereon;
2. to fix the number of Directors to be elected at the Meeting at eight (8);
3. to elect the Directors of the Corporation for the ensuing year;
4. to appoint the auditor of the Corporation for the ensuing year and to authorize the Directors to fix the remuneration of the auditor;
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 2007 Stock Option Plan of the Corporation;
6. 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
7. to transact such other business as may properly come before the Meeting or at any adjournment thereof.

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.

Dated at Edmonton, Alberta this 30th day of March, 2007.

**BY ORDER OF THE BOARD OF DIRECTORS**

*"Peter F. Adams"*

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**Peter F. Adams, Ph.D., P.Eng.**

**Interim Chief Executive Officer**

**NOTE:**

It is desirable that as many shares as possible be represented at the Meeting. If you do not expect to 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. All proxies, to be valid, must be received by CIBC Mellon Trust Company, P.O. Box 721, Agincourt, Ontario M1S 0A1, at least forty-eight (48) hours, excluding Saturdays, Sundays and holidays, before the Meeting or any adjournment thereof. 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.