

INSTRUMENT OF PROXY

For the Annual General and Special Meeting of Shareholders of **The Churchill Corporation**

THIS PROXY IS SOLICITED BY MANAGEMENT

The undersigned shareholder of THE CHURCHILL CORPORATION (the "Corporation") hereby appoints David J. LeMay, President and Chief Executive Officer of the Corporation, or failing him, Daryl E. Sands, Executive Vice President and Chief Financial Officer of the Corporation, or instead of either of them, _____, the true and lawful attorney and proxy of the undersigned, with full power of substitution, to attend, act and vote on my behalf and in respect of all common shares held by me at the Annual General and Special Meeting of the Shareholders of the Corporation to be held at the Metropolitan Conference Centre, 333 Fourth Avenue South West, Calgary, Alberta on Thursday, May 22, 2014 at 2:00 p.m. (Mountain time) (the "Meeting") and at any adjournment thereof and at every poll which may be taken in consequence thereof. Without limiting the generality of the powers hereby conferred, the proxy hereby appointed is instructed to vote for or against or to withhold vote, as the case may be, with respect to each of the matters specified below:

1. VOTE FOR _____ OR VOTE AGAINST _____

In respect of an ordinary resolution fixing the number of directors to be elected at the Meeting at nine (9).

2. VOTE FOR _____ OR WITHHOLD VOTE _____

In respect of an ordinary resolution respecting the election of Richard T. Ballantyne as a director of the Corporation.

3. VOTE FOR _____ OR WITHHOLD VOTE _____

In respect of an ordinary resolution respecting the election of Albrecht W.A. Bellstedt as a director of the Corporation.

4. VOTE FOR _____ OR WITHHOLD VOTE _____

In respect of an ordinary resolution respecting the election of Rod W. Graham as a director of the Corporation.

5. VOTE FOR _____ OR WITHHOLD VOTE _____

In respect of an ordinary resolution respecting the election of Wendy L. Hanrahan as a director of the Corporation.

6. VOTE FOR _____ OR WITHHOLD VOTE _____

In respect of an ordinary resolution respecting the election of David J. LeMay as a director of the Corporation.

7. VOTE FOR _____ OR WITHHOLD VOTE _____

In respect of an ordinary resolution respecting the election of George M. Schneider as a director of the Corporation.

8. VOTE FOR _____ OR WITHHOLD VOTE _____

In respect of an ordinary resolution respecting the election of Carmen R. Loberg as a director of the Corporation.

9. VOTE FOR _____ OR WITHHOLD VOTE _____

In respect of an ordinary resolution respecting the election of Chad Danard as a director of the Corporation.

10. VOTE FOR _____ OR WITHHOLD VOTE _____

In respect of an ordinary resolution respecting the election of Ian M. Reid as a director of the Corporation.

11. VOTE FOR _____ OR WITHHOLD VOTE _____

In respect of an ordinary resolution approving the appointment of Deloitte LLP as auditors of the Corporation and authorizing the Board of Directors of the Corporation to fix the remuneration of the auditors.

12. VOTE FOR _____ OR VOTE AGAINST _____

In respect of a special resolution, the full text of which is set forth in the information circular and proxy statement of the Corporation dated April 2, 2014, to approve the change of name of the Corporation to "Stuart Olson Inc."

13. In his/her discretion with respect to any amendments or variations to any matter identified in the Notice of the Annual General and Special Meeting of Shareholders or other matters that may properly come before the Meeting or any adjournment thereof.

This proxy revokes and supersedes all proxies of earlier date.

THIS PROXY MUST BE DATED

Dated this _____ of _____, 2014

Signature of Shareholder

Please PRINT NAME of Shareholder
(with corporate seal if corporation)

Number of Shares held

FOR REFERENCE TO RIGHTS AND INSTRUCTIONS PLEASE SEE ATTACHED RIGHTS AND INSTRUCTIONS

THE CHURCHILL CORPORATION RIGHTS AND INSTRUCTIONS

In addition to voting by mail, your voting instructions can also be conveyed by facsimile as described below.

IN ORDER TO CONSTITUTE A VALID PROXY, THIS PROXY MUST BE SIGNED AND DATED AND DELIVERED TO:

PROXY DEPT.
CST Trust Company
P.O. BOX 721
AGINCOURT, ONTARIO
M1S 0A1
FAX: 1-416-368-2502

Your vote must be received NO LATER THAN 2:00 p.m. (Mountain time) on May 20, 2014, or if the Meeting is adjourned, at least 48 HOURS (excluding weekends and holidays) PRIOR TO THE TIME SPECIFIED 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.

If the shareholder is a corporation, this Proxy must be executed by a properly authorized officer, or a duly authorized attorney. Persons signing as executors, administrators, trustees, etc. should so indicate.

If the instrument of proxy is not dated in the space provided, it is deemed to bear the date of its mailing to the shareholders of the Corporation.

THE SHARES REPRESENTED BY THIS PROXY SHALL BE VOTED, OR WITHHELD FROM VOTING, IN ACCORDANCE WITH THE INSTRUCTIONS OF THE SHAREHOLDER OR ON ANY BALLOT THAT MAY BE CALLED FOR, AND IF THE SHAREHOLDER SPECIFIES A CHOICE WITH RESPECT TO A MATTER TO BE ACTED ON, THE SHARES WILL BE VOTED ACCORDINGLY. **IN THE EVENT NO CHOICE IS SPECIFIED IN RESPECT OF ANY PARTICULAR MATTER, THE SHARES REPRESENTED BY THIS PROXY SHALL BE VOTED IN EACH SUCH CASE IN FAVOUR OF THE PARTICULAR MATTER.** This Proxy confers discretionary authority upon the persons named herein with respect to any amendments or variations to matters identified in the Notice of the Annual General and Special Meeting of Shareholders and other matters that may properly come before the Meeting or any adjournment thereof.

EACH SHAREHOLDER HAS THE RIGHT TO APPOINT AS PROXYHOLDER A PERSON OR COMPANY (WHO NEED NOT BE A SHAREHOLDER OF THE CORPORATION) TO ATTEND AND ACT FOR HIM/HER AND ON HIS/HER BEHALF AT THE MEETING OTHER THAN THE PERSONS DESIGNATED ON THE FRONT SIDE OF THIS PROXY. This right may be exercised by striking out the names of the nominees of management printed on the front side of this Proxy and by legibly printing in the blank space thereafter the name of the nominee.

On any ballot, the persons named in this Proxy will vote the shares, in respect of which they are appointed, in accordance with the directions set out in this Proxy.