Imperial Oil

Proxy solicited by the directors of the company for the annual meeting of shareholders, April 21, 2005

Imperial Oil Limited, 111 St. Clair Avenue West, Toronto, Ontario, Canada M5W 1K3

The undersigned shareholder of Imperial Oil Limited hereby appoints T.J. Hearn or B.J. Fischer or J.F. Shepard or instead, _____*, as the proxyholder of the undersigned to attend, vote, and act for and on behalf of the undersigned at the annual meeting of the shareholders of Imperial Oil Limited to be held on April 21, 2005 and at any adjournment thereof. **Unless other instructions are provided below, the shares represented by this proxy are to be voted for the reappointment of PricewaterhouseCoopers LLP as auditors of the company, for the election as directors of all the nominees (listed below) proposed by the directors (other than those for whom the authority to vote is withheld), and against the shareholder proposals.**

*** You have the right to appoint a proxyholder (who need not be a shareholder) other than those designated above, to attend, vote and act on your behalf at the meeting and, unless you prefer to complete another appropriate form of proxy, you may use the above space for that purpose.**

The proxyholder is hereby instructed as follows:

Voting recommendations are indicated by the symbol ▼ over the boxes.

1. Auditors

PricewaterhouseCoopers LLP be reappointed as auditors of the company.

MANAGEMENT RECOMMENDS FOR

Vote for ▼ ☐ **Withhold from voting** ☐

2. Directors

The following nominees be elected directors of the company.
01– B.J. (Brian) Fischer, 02 – T.J. (Tim) Hearn, 03 – J.M. (Jack) Mintz,
04 – R. (Roger) Phillips, 05 – J.F. (Jim) Shepard, 06 – P.A. (Paul) Smith,
07 – S.D. (Sheelagh) Whittaker, 08 – J.M. (Michael) Yeager,
09 – V.L. (Victor) Young

FOR ALL NOMINEES

Vote for all ▼ ☐ (other than for the director nominee(s) whose name(s) the undersigned strikes a line through in the list of nominees on this proxy.) **Withhold from voting** ☐

3. Shareholder Proposals (set out in Schedule A of the accompanying Management Proxy Circular).

		Vote for	Vote Against ▼
Shareholder Proposal No. 1	AGAINST	☐	☐
Shareholder Proposal No. 2	AGAINST	☐	☐

4. In the proxyholder's discretion, the proxyholder is authorized to act on amendments to matters identified in the invitation to attend the meeting or any additional matters that may properly be brought before the meeting.

Please sign X _____ Date _____ 2005

Instructions for submitting your proxy

By mail or fax: Complete and return this proxy in the envelope provided or fax to 416-368-2502. This proxy must be signed and dated by the shareholder or the shareholder's attorney authorized in writing. If this proxy is not dated, it will be deemed to bear the date on which it is mailed to the shareholder.
By telephone: Using a touch-tone telephone, call toll free **1-866-271-1207** and follow the instructions of the "Vote Voice". You will need to refer to this proxy form and to your control number printed below these instructions.
By Internet: Access Web site **www.eproxyvoting.com/imperialoil** and follow the instructions on the Web site. You will need to refer to your control number printed below these instructions.

Your control number is →

We welcome your questions or comments.