

The undersigned shareholder of Imperial Oil Limited hereby appoints T.J. Hearn or R.L. Broiles or J.F. Shepard or instead, _____* as the proxyholder of the undersigned, with full power of substitution, 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 May 2, 2006 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 and management, and FOR the special resolution to divide the issued common shares on a three-for-one basis and increase the maximum number of authorized common shares to 1.1 billion.**

***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 proper 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.

VOTE FOR	WITHHOLD from voting
▼	
<input type="checkbox"/>	<input type="checkbox"/>

2. Directors

The following nominees be elected directors of the company.

	VOTE FOR	WITHHOLD from voting
	▼	
01 - R.L. (Randy) Broiles	<input type="checkbox"/>	<input type="checkbox"/>
02 - T.J. (Tim) Hearn	<input type="checkbox"/>	<input type="checkbox"/>
03 - J.M. (Jack) Mintz	<input type="checkbox"/>	<input type="checkbox"/>
04 - R. (Roger) Phillips	<input type="checkbox"/>	<input type="checkbox"/>
05 - J.F. (Jim) Shepard	<input type="checkbox"/>	<input type="checkbox"/>
06 - P.A. (Paul) Smith	<input type="checkbox"/>	<input type="checkbox"/>
07 - S.D. (Sheelagh) Whittaker	<input type="checkbox"/>	<input type="checkbox"/>
08 - V.L. (Victor) Young	<input type="checkbox"/>	<input type="checkbox"/>

3. Special resolution

Approve a special resolution to divide the issued common shares on a three-for-one basis and increase the maximum number of authorized common shares to 1.1 billion.

VOTE FOR	VOTE AGAINST
▼	
<input type="checkbox"/>	<input type="checkbox"/>

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 _____ 2006

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.
