



Imperial Oil

Proxy solicited by the directors and management of the company for the annual meeting of shareholders, May 1, 2008

Imperial Oil Limited, 237 Fourth Avenue South West, Calgary, Alberta, Canada, T2P 3M9

The undersigned shareholder of Imperial Oil Limited hereby appoints B.H. March or P.A. Smith or S.D. Whittaker 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 1, 2008 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, and **FOR** the election as directors of all the nominees (listed below) proposed by the directors and management, **FOR** the resolution to amend the Restricted Stock Unit Plan and **AGAINST** the shareholder proposal that the company establish a policy regarding the company's pension plan (further details of the proposal is set out in Schedule A of the attached management proxy circular).

*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**

	Vote FOR ▼	WITHHOLD from voting <input type="checkbox"/>		Vote FOR ▼	WITHHOLD from voting <input type="checkbox"/>
1. Auditors					
PricewaterhouseCoopers LLP be reappointed as auditors of the company.	<input type="checkbox"/>	<input type="checkbox"/>			
2. Directors	Vote FOR ▼	WITHHOLD from voting		Vote FOR ▼	WITHHOLD from voting
The following nominees be elected directors of the company.					
01 - K.T. (Krystyna) Hoeg	<input type="checkbox"/>	<input type="checkbox"/>	05 - R. (Roger) Phillips	<input type="checkbox"/>	<input type="checkbox"/>
02 - B.H. (Bruce) March	<input type="checkbox"/>	<input type="checkbox"/>	06 - P.A. (Paul) Smith	<input type="checkbox"/>	<input type="checkbox"/>
03 - J.M. (Jack) Mintz	<input type="checkbox"/>	<input type="checkbox"/>	07 - S.D. (Sheelagh) Whittaker	<input type="checkbox"/>	<input type="checkbox"/>
04 - R.C. (Robert) Olsen	<input type="checkbox"/>	<input type="checkbox"/>	08 - V.L. (Victor) Young	<input type="checkbox"/>	<input type="checkbox"/>
3. Resolution	Vote FOR ▼	Vote AGAINST	4. Shareholder Proposal	Vote FOR ▼	Vote AGAINST ▼
Resolution to amend the restricted stock unit plan. (set out on pages 7 to 9 of the accompanying Management Proxy Circular)	<input type="checkbox"/>	<input type="checkbox"/>	Proposal to establish a policy regarding incentive pay and past service credits relating to the company's pension plan. (set out in Schedule A of the accompanying Management Proxy Circular)	<input type="checkbox"/>	<input type="checkbox"/>

5. 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 _____ 2008

Instructions for submitting your proxy:

By mail: Complete and return this proxy in the envelope provided.

By fax: Complete and fax to 1-866-781-3111 (toll free) or 416-368-2502 (within the 416 area code). 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.

