



# Imperial Oil Proxy

solicited by the directors and management of the company for the annual meeting of shareholders, April 30, 2009  
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 April 30, 2009 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.

\*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 ▼ <input type="checkbox"/>	WITHHOLD from voting  <input type="checkbox"/>
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## 2. Directors

The following nominees be elected directors of the company.

	Vote FOR ▼ <input type="checkbox"/>	WITHHOLD from voting  <input type="checkbox"/>		Vote FOR ▼ <input type="checkbox"/>	WITHHOLD from voting  <input type="checkbox"/>
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. 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 \_\_\_\_\_

2009 \_\_\_\_\_

### 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](http://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.

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