



Proxy

Solicited by the directors and management of Imperial Oil Limited for the annual meeting of shareholders, to be held on April 29, 2010 in the Wildrose Ballroom at the Sheraton Suites Calgary Eau Claire, 255 Barclay Parade S.W., Calgary, Alberta, Canada at 9:30 a.m. (MDT).

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 29, 2010 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	Vote FOR ▼	WITHHOLD from voting
PricewaterhouseCoopers LLP be reappointed as auditors of the company until the next annual meeting.	<input type="checkbox"/>	<input type="checkbox"/>

2. Election of Directors

The following nominees be elected directors of the company:

	Vote FOR ▼	WITHHOLD from voting		Vote FOR ▼	WITHHOLD from voting
01 - K.T. (Krystyna) Hoeg	<input type="checkbox"/>	<input type="checkbox"/>	05 - D.S. (David) Sutherland	<input type="checkbox"/>	<input type="checkbox"/>
02 - B.H. (Bruce) March	<input type="checkbox"/>	<input type="checkbox"/>	06 - S.D. (Sheelagh) Whittaker	<input type="checkbox"/>	<input type="checkbox"/>
03 - J.M. (Jack) Mintz	<input type="checkbox"/>	<input type="checkbox"/>	07 - V.L. (Victor) Young	<input type="checkbox"/>	<input type="checkbox"/>
04 - R.C. (Robert) Olsen	<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 _____ 2010

PLEASE SEE THE REVERSE OF THIS PAGE FOR VOTING INSTRUCTIONS AND YOUR CONTROL NUMBER

You are invited to submit a question or comment:

Additional instructions for submitting your proxy:

Completing the proxy form:

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.

The proxy must be received by our transfer agent, CIBC Mellon, or voting instructions received by telephone or internet, no later than 5:00 (EDT) on Tuesday, April 27, 2010.

Should you wish to change or revoke your proxy or voting instructions, details on how to do so are outlined in the proxy circular.

Options for submitting the completed form:



(a) **By mail:** Complete and return this proxy form in the envelope provided or to CIBC Mellon Trust Company, Proxy Department, P.O. Box 721, Agincourt, Ontario, M1S 0A1.



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

Additional voting options:



(c) **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. Instructions are available in both French and English.



(d) **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. Instructions are available in both French and English.

Your control number is →