



# PROXY FORM

**Annual Meeting to be held on Friday, April 29, 2016 at 9:30 a.m. local time**  
**505 Quarry Park Boulevard S.E., Summit Conference Centre, Calgary, Alberta, Canada**

**Solicited by the directors and management of Imperial Oil Limited for the annual meeting of shareholders, to be held on April 29, 2016** at 505 Quarry Park Boulevard S.E., Summit Conference Centre, Calgary, Alberta, Canada at 9:30 a.m. (MDT).

The undersigned shareholder of Imperial Oil Limited hereby appoints R.M. Kruger or S.D. Whittaker or V.L. Young 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, 2016 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 the auditor 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 Board of Directors and management recommend that shareholders vote FOR items 1 and 2 below.**

The proxyholder is hereby instructed as follows:

**1. Auditor: PricewaterhouseCoopers LLP be reappointed as the auditor of the company until the next annual meeting.**

<b>Vote</b>	WITHHOLD
<b>FOR</b>	from voting
<input type="checkbox"/>	<input type="checkbox"/>

**2. Election of Directors: The following nominees be elected directors of the company:**

	<b>Vote</b>	WITHHOLD
	<b>FOR</b>	from voting
01 - K.T. (Krystyna) Hoeg	<input type="checkbox"/>	<input type="checkbox"/>
02 - R.M. (Richard) Kruger	<input type="checkbox"/>	<input type="checkbox"/>
03 - J.M. (Jack) Mintz	<input type="checkbox"/>	<input type="checkbox"/>
04 - D.S. (David) Sutherland	<input type="checkbox"/>	<input type="checkbox"/>
05 - D.G. (Jerry) Wascom	<input type="checkbox"/>	<input type="checkbox"/>
06 - S.D. (Sheelagh) Whittaker	<input type="checkbox"/>	<input type="checkbox"/>
07 - V.L. (Victor) Young	<input type="checkbox"/>	<input type="checkbox"/>

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

**Electronic Delivery** - If you would like to sign up for electronic delivery of future shareholder communications, please mark the box below and fill in your email address.

I would like to receive all shareholder communications by email.

**My E-mail address**  
is: \_\_\_\_\_

**Quarterly Reports** - If you wish to receive your Quarterly Reports by mail, for 2016, please mark the box below.

I would like to receive quarterly reports by mail.

**Annual Financials** - If you DO NOT wish to receive the annual financials for 2016 by mail, please mark the box below.

I DO NOT wish to receive the annual financials by mail.

Please sign  X  Date: \_\_\_\_\_ 2016

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

**We invite your comments:**

---



---









---

## 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, CST Trust Company, no later than 5:00 p.m. (EDT) on Wednesday, April 27, 2016. 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:

 <p><b>By Internet:</b> Access Web site <a href="http://www.cstvotemyproxy.com">www.cstvotemyproxy.com</a> and follow the instructions on the Web site. You will need to refer to your control number printed below these instructions.</p>	 <p><b>By Smart Phone:</b> Please scan the QR Code.</p> 
 <p><b>By mail:</b> Complete and return this proxy form in the envelope provided or mail to CST Trust Company, Proxy Department, P.O. Box 721, Agincourt, Ontario, M1S 0A1.</p>	 <p><b>By telephone:</b> Using a touch-tone telephone, call toll free <b>1-888-489-7352</b> 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.</p>
 <p><b>By fax:</b> Complete the proxy form and fax both sides of this form to 1-866-781-3111 (toll free) or 416-368-2502 (within the 416 area code).</p>	 <p><b>Scan and email:</b> Email a scanned copy of both sides of this proxy form to email address: <a href="mailto:proxy@canstockta.com">proxy@canstockta.com</a>.</p>