

**UNITED STATES OF AMERICA  
BEFORE THE  
SECURITIES AND EXCHANGE COMMISSION**

May 4, 2022

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In the Matter of Imperial Oil Ltd.

**ORDER GRANTING AN EXEMPTION  
FROM EXCHANGE ACT RULE 13E-4(F)(3)**

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Imperial Oil Limited submitted a letter dated May 4, 2022 requesting that the Securities and Exchange Commission (“Commission”) grant an exemption from Exchange Act Rule 13e-4(f)(3) for the transaction described in its letter (“Request”).

Based on the representations and the facts presented in the Request, and subject to the terms and conditions described in the letter from the Division of Corporation Finance dated May 4, 2022, it is ORDERED that the request for an exemption from Exchange Act Rule 13e-4(f)(3) is hereby granted.

For the Commission, by the Division of Corporation Finance, pursuant to delegated authority.

Ted Yu  
Chief, Office of Mergers and Acquisitions  
Division of Corporation Finance