

This document is important and requires your immediate attention. If you are in any doubt as to how to deal with it, you should consult your investment dealer, stockbroker, trust company manager, bank manager, lawyer or other professional advisor. No securities regulatory authority has expressed an opinion about the securities that are the subject of this Offer and it is an offence to claim otherwise.

This Offer has not been approved by any securities regulatory authority in Canada or the United States nor has any securities regulatory authority in Canada or the United States passed upon the fairness or merits of the Offer or upon the adequacy of the information contained in this document. Any representation to the contrary is an offence.

December 13, 2005



**AGRIUM ACQUISITIONS INC.,
a wholly owned subsidiary of AGRIMUM INC.**

**NOTICE OF EXTENSION AND VARIATION
of its
OFFER TO PURCHASE**

**all of the outstanding Income Deposit Securities of
ROYSTER-CLARK LTD.**

– and –

ROYSTER-CLARK ULC

at a price of Cdn.\$10.00 cash for each Income Deposit Security

THE OFFER HAS BEEN EXTENDED AND IS NOW OPEN FOR ACCEPTANCE UNTIL
MIDNIGHT (VANCOUVER TIME) ON DECEMBER 23, 2005, UNLESS WITHDRAWN OR FURTHER EXTENDED.
THE OFFER HAS ALSO BEEN VARIED IN THE MANNER SET FORTH HEREIN.

This is a notice of extension and variation (the "**Notice**") to the offer dated November 8, 2005 by Agrium Acquisitions Inc. (the "**Offeror**"), a wholly owned subsidiary of Agrium Inc. ("**Agrium**"), to purchase all of the issued and outstanding income deposit securities ("**IDSs**") issued by Royster-Clark Ltd. ("**Royster-Clark Ltd.**") and Royster-Clark ULC ("**Royster-Clark ULC**"), and together with Royster-Clark Ltd., ("**Royster-Clark**") at a price of Cdn.\$10.00 cash per IDS. Except as otherwise set forth in this Notice, the information, terms and conditions previously set forth in the Offer and Circular of the Offeror dated November 8, 2005 and the accompanying Letter of Acceptance and Transmittal (collectively, the "**Original Offer**") continue to be applicable in all respects and this Notice should be read in conjunction with the Original Offer. Unless the context requires otherwise, terms not defined herein have the meanings set forth in the Original Offer, and the term "**Offer**" means the Original Offer as amended by this Notice. Without limiting the generality of the foregoing, the extension and variation of the Original Offer pursuant to this Notice does not constitute a waiver by the Offeror of any of its rights under Section 4 of the Offer, "Conditions of the Offer".

As a result of this Notice, the Offer will now be open for acceptance until midnight (Vancouver time) on December 23, 2005, unless further extended or withdrawn.

This Offer is for IDSs only, and deposits to the Offer of any separate common shares of Royster-Clark Ltd. ("Common Shares") or subordinated notes of Royster-Clark ULC ("Subordinated Notes") which may be outstanding and held otherwise than in the form of IDSs, whether as a result of the separation of the IDSs or otherwise, will not constitute a valid acceptance of the Offer by the holders thereof and such separate Common Shares and Subordinated Notes will not be taken up by the Offeror. Any holder of separate Common Shares or Subordinated Notes wishing to tender such securities pursuant to the Offer must recombine the applicable number of Common Shares and principal amount of Subordinated Notes to form IDSs, in accordance with the terms of the IDSs, prior to tendering such securities.

As the IDSs are currently held in "book entry form" by The Canadian Depository for Securities Limited, holders of IDSs ("**Unitholders**") who wish to accept the Offer must complete the documentation and follow the instructions provided by their broker or other nominee through which their IDSs are held. **Unitholders should contact their broker, investment dealer, bank, trust company or other nominee for assistance. Unitholders who have validly deposited and not withdrawn their IDSs need take no further action to accept the Offer.**

(This cover page continued on the next page)

Questions and requests for assistance may be directed to Georgeson Shareholder Communications Canada Inc., the information agent for the Offer, at its address and telephone number set forth on the last page of this Notice. Additional copies of this Notice, the Offer and Circular and the Letter of Acceptance may be obtained without charge on request from CIBC Mellon Trust Company, the Depository for the Offer at its offices set forth on the last page of this Notice.

No person has been authorized to give any information or make any representation other than those contained in this Notice, the Offer and Circular and the accompanying Letter of Acceptance, and if given or made, that information or representation must not be relied upon as having been authorized by the Offeror.

Except as otherwise indicated, the information concerning Royster-Clark contained in this Notice and in the Offer and Circular has been taken from, or is based upon, publicly available information and records on file with Canadian securities regulatory authorities and other public sources. The Offeror has no means of verifying the accuracy or completeness of any of the information contained herein that is derived from those filings or whether there has been a failure by Royster-Clark to disclose events that may have occurred or may affect the significance or accuracy of any such information.

The Information Agent for the Offer is:

**Georgeson Shareholder
Communications Canada Inc.**

North American Toll Free: 1-866-787-5864

The Dealer Manager for the Offer is:

RBC Capital Markets

In Canada:

**RBC Dominion
Securities Inc.**

In the United States:

**RBC Capital
Markets Corporation**

NOTICE TO UNITHOLDERS IN THE UNITED STATES

The Offer is being made for the securities of Canadian companies and is subject to disclosure requirements applicable in Canada. Investors should be aware that these requirements are different from those of the United States. Financial statements and other financial information included in the Offer and Circular, if any, have been prepared in accordance with Canadian generally accepted accounting principles and may not be comparable to the financial statements or financial information of U.S. companies.

The enforcement by investors of civil liabilities under the United States federal securities laws may be affected adversely by the fact that Agrium, the Offeror, Royster-Clark Ltd. and Royster-Clark ULC are located in Canada, and that some or all of their assets are located outside the United States and some or all of their officers and directors may be residents of countries other than the United States.

Unitholders should be aware that the purchase by the Offeror of their IDSs as described in the Offer and Circular may have tax consequences under the laws of the United States and Canada. Such tax consequences for Unitholders who are resident in, or subject to taxation in, the United States may not be fully described in the Offer and Circular.

Investors should be aware that the Offeror or its affiliates, directly or indirectly, may bid for or purchase securities of Royster-Clark subject to the Offer, or related securities, during the period of the tender offer, as permitted by applicable laws or regulations.

All dollar references in the Offer and Circular are in Canadian dollars, unless otherwise indicated. On December 12, 2005, the rate of exchange for the United States dollar, expressed in Canadian dollars, based on the Bank of Canada noon spot rate of exchange, was U.S.\$1.00 = CDN \$1.1507.

NOTICE TO NON-REGISTERED HOLDERS OF INCOME DEPOSIT SECURITIES

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Offeror or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

NOTICE OF EXTENSION AND VARIATION

December 13, 2005

TO: THE HOLDERS OF IDSs OF ROYSTER-CLARK

By notice to the Depositary and as set forth in this Notice, the Offeror has extended and varied the Offer in the manner set forth below.

1. Extension of the Offer

The Offeror has extended the Offer by extending the Expiry Time for the Offer from 4:00 p.m. (Calgary time) on December 15, 2005 to midnight (Vancouver time) on December 23, 2005, unless the Offeror further extends the period during which the Offer is open for acceptance pursuant to Section 5 of the Offer, "Extension and Variation of the Offer". Therefore, the definition "Expiry Time" in the Original Offer shall be amended such that the words "Initial Expiry Time" be replaced by the words "midnight (Vancouver time) on December 23, 2005", and similar references in the Offer and Circular to the Offer expiring on December 15, 2005 shall be read as the Offer expiring at midnight (Vancouver time) on December 23, 2005.

2. Variation of the Offer

As stated in Section 13 of the Original Offer under the heading "Acquisition of Securities Not Deposited" and in the Circular under the heading "Acquisition of Securities Not Deposited", if the Offeror acquires not less than 90% of the IDSs pursuant to the Offer and, as a result, acquires not less than 90% of the issued and outstanding Common Shares (other than Common Shares held at the date of the Original Offer by or on behalf of the Offeror or its affiliates or associates (as such terms are defined in the OBCA)), the Offeror intends to acquire the remaining Common Shares pursuant to the Compulsory Acquisition procedures under the OBCA at the price of \$2.00 per Common Share as allocated to such shares under the Offer. However, under applicable laws, a Compulsory Acquisition is not available to the Offeror in respect of the Subordinated Notes that form part of the IDSs.

The Offer and Circular also state that if the Offeror takes up and pays for IDSs validly deposited under the Offer and, as a result, acquires less than 90% of the issued and outstanding Common Shares or a Compulsory Acquisition is otherwise unavailable or if the Offeror elects not to proceed by way of a Compulsory Acquisition, the Offeror intends to consider other means of acquiring, directly or indirectly, all of the equity interest in Royster-Clark Ltd. available in accordance with applicable law, including pursuant to a Subsequent Acquisition Transaction. If the Offeror acquires at least 66 2/3% of the issued and outstanding IDSs (on a diluted basis), the Offeror will own sufficient Common Shares to effect such Subsequent Acquisition Transaction. However, under the provisions of the Subordinated Notes Indenture and applicable laws, a Subsequent Acquisition Transaction is generally not available or permitted in respect of the Subordinated Notes.

As a result of the above, following a Compulsory Acquisition or Subsequent Acquisition Transaction, holders of IDSs not acquired by the Offeror pursuant to the Offer will no longer hold such IDSs or the Common Shares forming part of such IDSs, but would continue to hold the Subordinated Notes that formed part of such IDSs (the "**Remaining Notes**"). The Offeror has determined that, where the Offeror has undertaken such a Compulsory Acquisition or Subsequent Acquisition Transaction, in order to further facilitate the disposal of such Remaining Notes by holders following completion of the Offer (in addition to the over-the-counter market on which such Subordinated Notes would trade), it will make a "standing offer" (the "**Remaining Notes Offer**") for a period of time following completion of the Offer and any Compulsory Acquisition or Subsequent Acquisition Transaction, as applicable, to acquire the Remaining Notes at the same price allocated to the Subordinated Notes under the Offer, being \$8.00 cash per \$6.08 principal amount of Subordinated Notes. Additional details regarding the manner of accepting the Remaining Notes Offer will be provided to holders of IDSs and/or Remaining Notes following completion of the Offer.

Accordingly, the Original Offer is amended by adding the following as a new final paragraph under Section 13 of the Offer, "Acquisition of Securities Not Deposited", and under the new sub-heading "Treatment of Subordinated Notes" under the heading "Acquisition of Securities Not Deposited" in the Circular:

"If the Offeror undertakes a Compulsory Acquisition or a Subsequent Acquisition Transaction in respect of the Common Shares, in order to facilitate the disposal of Subordinated Notes that previously formed part of an IDS in respect of which the corresponding Common Share was acquired by the Offeror pursuant to a Compulsory Acquisition or a Subsequent Acquisition Transaction ("**Remaining Notes**")

following completion of the Offer, the Offeror will make a "standing offer" (the "**Remaining Notes Offer**") for a period of time following completion of the Offer and any Compulsory Acquisition or Subsequent Acquisition Transaction, as applicable, to acquire the Remaining Notes at the same price allocated to the Subordinated Notes under the Offer, being \$8.00 cash per \$6.08 principal amount of Subordinated Notes. The Remaining Notes Offer will be completed in accordance with all applicable laws. Additional details regarding the manner of accepting the Remaining Notes Offer will be provided to holders of IDSs and/or Remaining Notes following completion of the Offer."

3. Time of and Manner for Acceptance

The Offer is now open for acceptance until midnight (Vancouver time) on December 23, 2005 or such later time or date, if any, to which the Offer may from time to time be further extended pursuant to Section 5 of the Offer, "Extension and Variation of the Offer", unless withdrawn or terminated by the Offeror. As the IDSs are held solely in book-entry form by CDS, in order to tender IDSs to the Offer, Unitholders need to complete the documentation and follow the instructions provided by their broker or other nominee. **Unitholders should contact their broker, investment dealer, bank, trust company or other nominee for assistance. See Section 3 of the Offer, "Manner of Acceptance".**

4. Take Up of and Payment for Deposited IDSs

Upon and subject to the terms and conditions of the Offer, the Offeror will be obliged to take up and pay for IDSs duly and validly deposited pursuant to the Offer as described in Section 6 of the Original Offer, "Payment for Deposited Securities".

5. Rights of Withdrawal

Unitholders have the right to withdraw their IDSs deposited to the Offer as described in Section 7 of the Offer, "Withdrawal of Deposited Securities". Without limiting the foregoing, IDSs deposited to the Offer may be withdrawn at any time before midnight (Vancouver time) on December 23, 2005 and at any time before the IDSs have been taken up by the Offeror.

6. Recent Developments

Royster-Clark Directors' Circular

On November 22, 2005, Royster-Clark issued its directors' circular in which the board of directors of each of Royster-Clark Ltd. and Royster-Clark ULC unanimously recommended that holders of IDSs reject the Offer and not tender their IDSs to the Offer.

Royster-Clark Shareholder Rights Plan, OSC Application and Ancillary Matters

On December 8, 2005, Royster-Clark announced that Royster-Clark had implemented a shareholder rights plan (the "**Rights Plan**") that would remain in effect for a period of 60 days from its effective date of December 7, 2005. Royster-Clark also stated that it and its financial advisors were in discussions with a number of parties regarding alternative transactions with Royster-Clark and that a number of these parties had entered into confidentiality agreements and had been granted access to confidential data of Royster-Clark. Royster-Clark also announced that it had asked the Ontario Securities Commission (the "**OSC**") to review Agrium's Offer on the basis that it did not comply with securities laws and was deficient in its disclosure.

On December 9, 2005, Agrium announced that it would ask the OSC to set aside the Rights Plan, and on December 12, 2005, Agrium and the Offeror filed an application with the OSC to have the Rights Plan removed and requested that the OSC resolve Royster-Clark's allegations that the Offer does not comply with securities laws and is deficient, which claims Agrium and the Offeror dispute in all respects.

On December 9, 2005, Agrium asked Royster-Clark to provide Agrium and the Offeror with equivalent access to the confidential information that Royster-Clark has provided to other parties. On December 11, 2005, Royster-Clark offered to provide such confidential information to Agrium and the Offeror on terms and conditions that, among other things, would require Agrium to withdraw the current Offer.

On December 12, 2005, Royster-Clark reiterated its previous public statements regarding the Offer and announced that it had implemented certain retention and severance arrangements for certain senior managers of its U.S. subsidiaries.

Early Termination of Waiting Period Under U.S. Antitrust Legislation

On December 12, 2005, Agrium was advised by the U.S. Federal Trade Commission that it had granted early termination of the waiting period under the U.S. Hart-Scott-Rodino Antitrust Improvements Act. The granting of this early termination means that there will be no restrictions under U.S. antitrust laws on the acquisition of the IDSs under the Offer.

Extension, Variation and Status of the Offer

On December 13, 2005, the boards of directors of Agrium and the Offeror approved the extension and variation of the Offer as contained in this Notice. As of December 12, 2005, no IDSs had been tendered to the Offer.

7. Consequential Amendments to the Original Offer, Circular and Letter of Acceptance

Consequential amendments to the Original Offer, the Circular and the Letter of Acceptance to reflect the amendments contemplated by this Notice are deemed to be made where required. Without limiting the generality of the foregoing, such amendments include the amendment of the Letter of Acceptance to refer to midnight (Vancouver time) on December 23, 2005 as the Expiry Time. Registered Unitholders (being only CDS) should use the existing Letter of Acceptance received with the Offer to accept the Offer as amended by this Notice.

8. Directors' Approval

The contents of this Notice have been approved, and the sending thereof to the Unitholders has been authorized, by the boards of directors of the Offeror and Agrium.

9. Statutory Rights

Securities legislation in certain of the provinces and territories of Canada provides Unitholders with, in addition to any other rights they may have at law, rights of rescission or to damages, or both, if there is a misrepresentation in a circular or notice that is required to be delivered to the Unitholders. However, such rights must be exercised within prescribed time limits. Unitholders should refer to the applicable provisions of the securities legislation of their province or territory for particulars of those rights or consult with a lawyer.

APPROVAL AND CERTIFICATE

Dated: December 13, 2005

The contents of this Notice of Extension and Variation have been approved by, and the sending, communication or delivery thereof to the holders of IDSs has been authorized by, the boards of directors of Agrium Acquisitions Inc. and Agrium Inc. The Offer and Circular, as amended by this Notice of Extension and Variation, contains no untrue statement of material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made. In addition, the Offer and Circular, as amended by this Notice of Extension and Variation does not contain any misrepresentation likely to affect the value or the market price of the securities which are the subject of the Offer.

AGRIUM ACQUISITIONS INC.

(signed) Michael M. Wilson
President & Chief Executive Officer

(signed) Bruce G. Waterman
Senior Vice President, Finance
& Chief Financial Officer

On behalf of the Board of Directors

(signed) Richard L. Gearheard
Director

(signed) Ron A. Wilkinson
Director

AGRIUM INC.

(signed) Michael M. Wilson
President & Chief Executive Officer

(signed) Bruce G. Waterman
Senior Vice President, Finance
& Chief Financial Officer

On behalf of the Board of Directors

(signed) Ralph S. Cunningham
Director

(signed) Frank W. Proto
Director

Any questions and requests for assistance may be directed by Unitholders to the Information Agent, the Depositary or the Dealer Manager at the telephone numbers and locations set forth below.

The Information Agent for the Offer is:

GEORGESON SHAREHOLDER COMMUNICATIONS CANADA INC.

100 University Avenue
11th Floor, South Tower
Toronto, Ontario M5J 2Y1

North American Toll Free: 1-866-787-5864

The Depositary for the Offer is:

CIBC MELLON TRUST COMPANY

By Mail:

P.O. Box 1036
Adelaide Street Postal Station
Toronto, Ontario M5C 2K4
Attention: Corporate Actions Department

By Hand, Courier or Registered Mail:

Toronto

199 Bay Street
Commerce Court West
Securities Level
Toronto, Ontario M5L 1G9
Attention: Corporate Actions Department

Calgary

600 The Dome Tower
333 – 7th Avenue S.W.
Calgary, Alberta T2P 2Z1
Attention: Corporate Actions Department

Telephone: (416) 643-5500

Toll Free: 1-800-387-0825 (Canada and United States)

E-mail: inquiries@cibcmellon.com

The Dealer Manager for the Offer is:

RBC CAPITAL MARKETS

In Canada

RBC Dominion Securities Inc.

200 Bay Street, 4th Floor
Royal Bank Plaza, South Tower
Toronto, Ontario M5J 2N7

Telephone: (416) 842-7506
Toll Free: 1-866-248-5010

In the United States

RBC Capital Markets Corporation

Two Embarcadero Center
Suite 1200
San Francisco, California, U.S.A. 94111

Toll Free: 1-866-248-5010