

Agrium[®]

Agrium's Proposal

Value for AWB Stakeholders

STRENGTH THROUGH GROWTH AND DIVERSITY

September 2010

Forward-Looking Statements



Certain statements and other information included in this presentation constitute “forward looking information” within the meaning of applicable Canadian securities legislation or constitute “forward-looking statements” within the meaning of applicable U.S. securities legislation (collectively, the “forward-looking statements”). All statements in this presentation, other than those relating to historical information or current condition, are forward-looking statements, including, but not limited to, estimates, forecasts and statements as to management’s expectations with respect to, among other things, business and financial prospects, financial multiples and accretion estimates, future trends, plans, strategies, objectives and expectations, including with respect to future operations following the proposed acquisition of AWB. These forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond our control, which could cause actual results to differ materially from such forward-looking statements.

Events or circumstances that could cause actual results to differ materially from those in the forward-looking statements, include, but are not limited to, a potential for AWB to change its recommendation as a result of receiving a superior proposal from others, the rejection of the transaction by the AWB shareholders, or the possible delay in the completion of the steps required to be taken for the eventual combination of the two companies, including the possibility that approvals or clearances required to be obtained from regulatory and other agencies and bodies will not be obtained in a timely manner or will be obtained on conditions that may require divestiture of assets expected to be acquired, the businesses of Agrium and AWB, or any other recent business acquisitions, may not be integrated successfully or such integration may be more difficult, time-consuming or costly than expected, the expected combination benefits and synergies and costs savings from the Agrium/AWB transaction may not be fully realized or not realized within the expected time frame, disruption from the proposed transaction making it more difficult to maintain relationships with customers, employees and suppliers, general business and economic conditions, interest rates, exchange rates and tax rates, weather conditions, crop prices, the supply, demand and price level for our major products, gas prices and gas availability, operating rates and production costs, domestic fertilizer consumption and any changes in government policy in key agriculture markets, including the application of price controls and tariffs on fertilizers and the availability of subsidies or changes in their amounts, changes in development plans, construction progress, political risks, including civil unrest, actions by armed groups or conflict, governmental and regulatory requirements and actions by governmental authorities, including changes in government policy, changes in environmental, tax and other laws or regulations and the interpretation thereof and other risk factors detailed from time to time in Agrium reports filed with the SEC.

Agrium disclaims any intention or obligation to update or revise any forward-looking statements in this press release as a result of new information or future events, except as may be required under applicable U.S. federal securities laws or applicable Canadian securities legislation.

Who is Agrium?



- **Agrium is a Canadian based agriculture company that crosses the international agricultural value chain with a strong grower customer focus**
- **Three distinct business units:**
 - **Retail – focus on crop inputs and services for growers through over 900 farm facilities across North and South America**
 - Largest agricultural retailer in North America
 - Portfolio of proprietary crop protection and seed products
 - **Advanced Technologies – leading edge environmentally friendly controlled-release products**
 - **Wholesale – over 8 million tonnes of global NPK production (total 16 million tonnes marketed through all 3 business units)**
- **Growth and diversity has led to financial strength**

Agrium's Strategy: Growth and Diversity



- To be a world leader in providing plant inputs and create value for each of our stakeholders
- Solid business strategy and execution with an experienced leadership team
- Continued commitment to growing our company: in a financially prudent and socially responsible manner
- We believe Agrium is in the best position to benefit from strong agricultural outlook

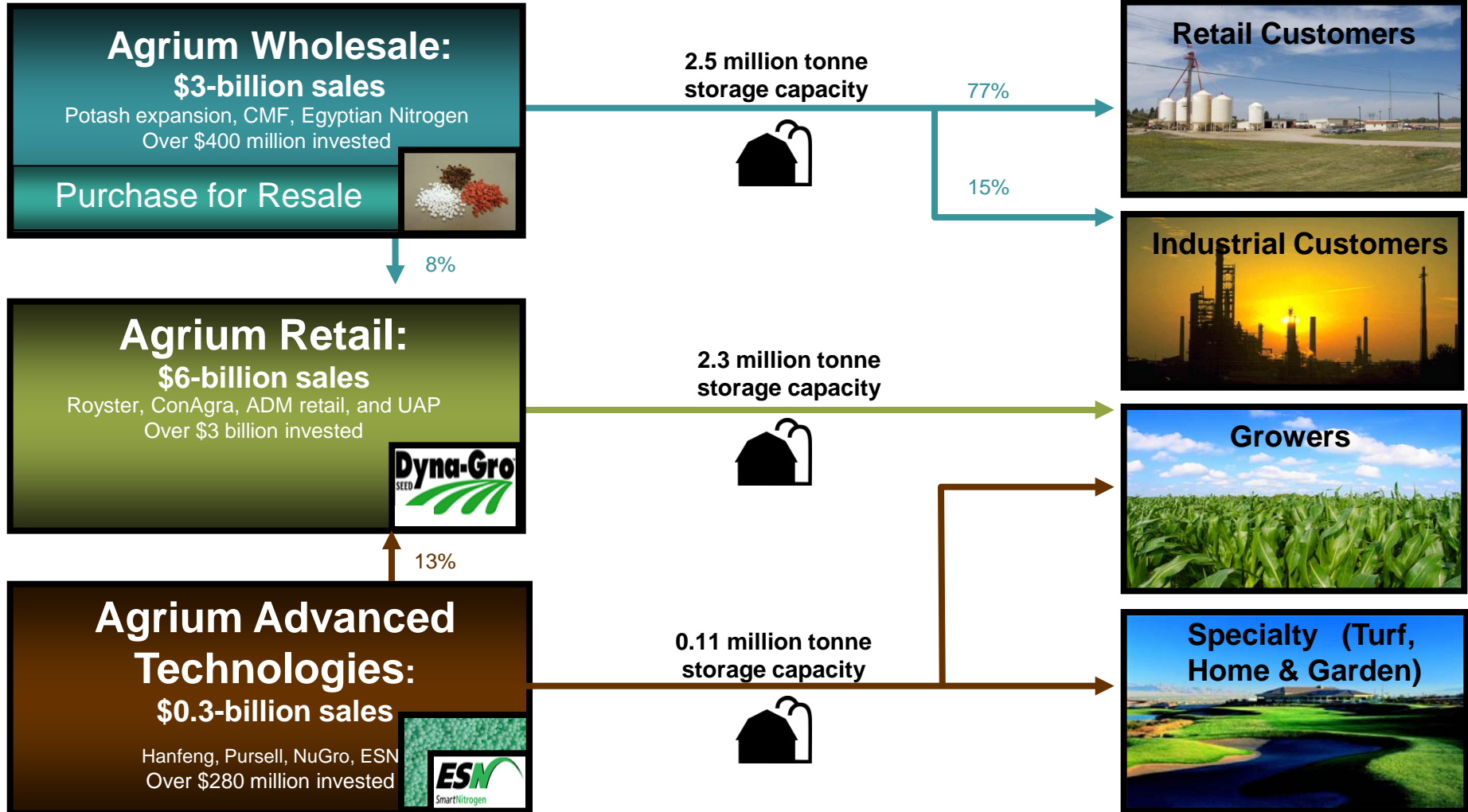
Agrium's Growth Across the Value Chain



Business Units and Acquisitions

Distribution and Storage

End Use Customers

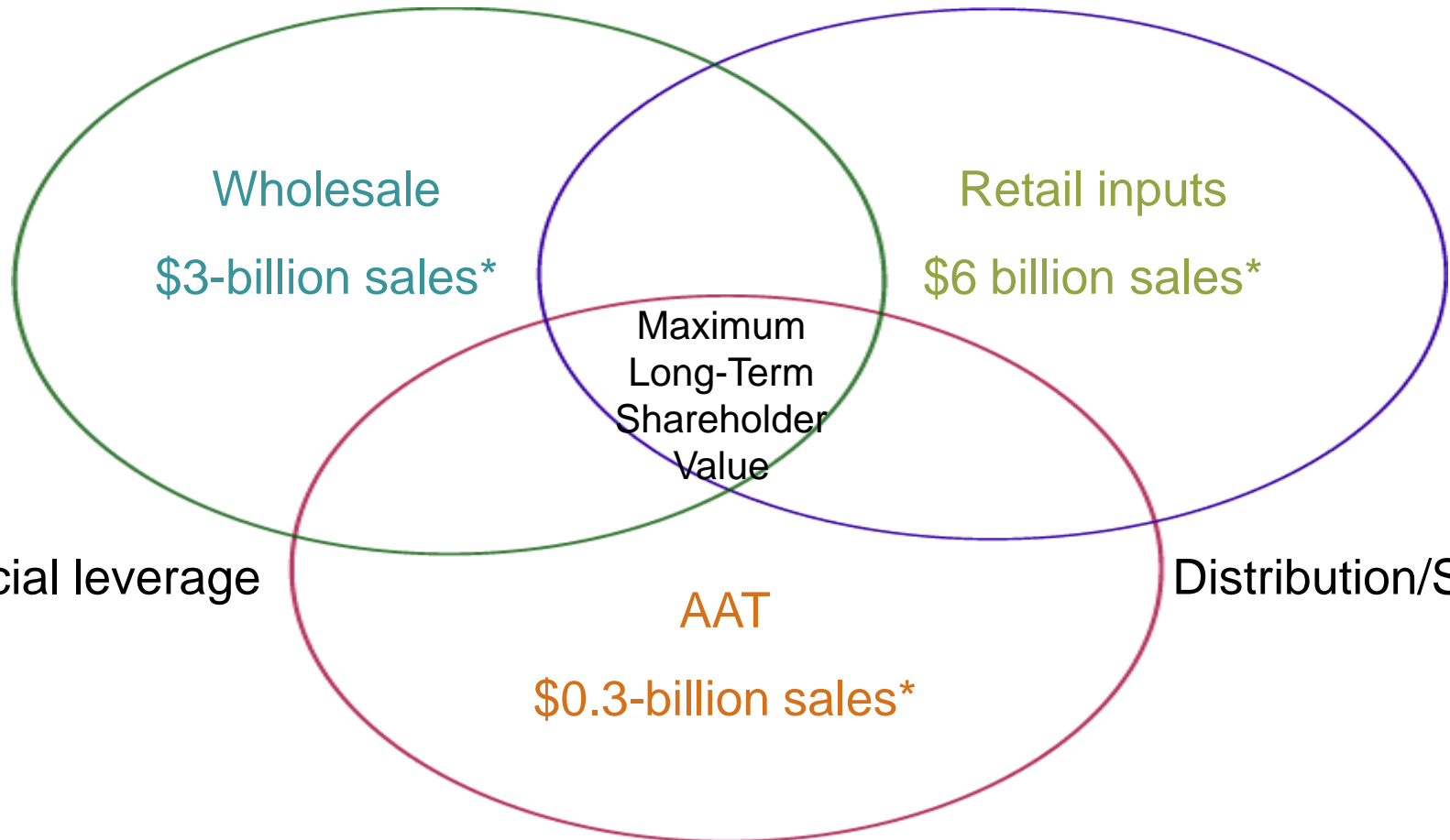


Agrium Strategy: Synergy in Diversity



- Capturing value across the agriculture input chain

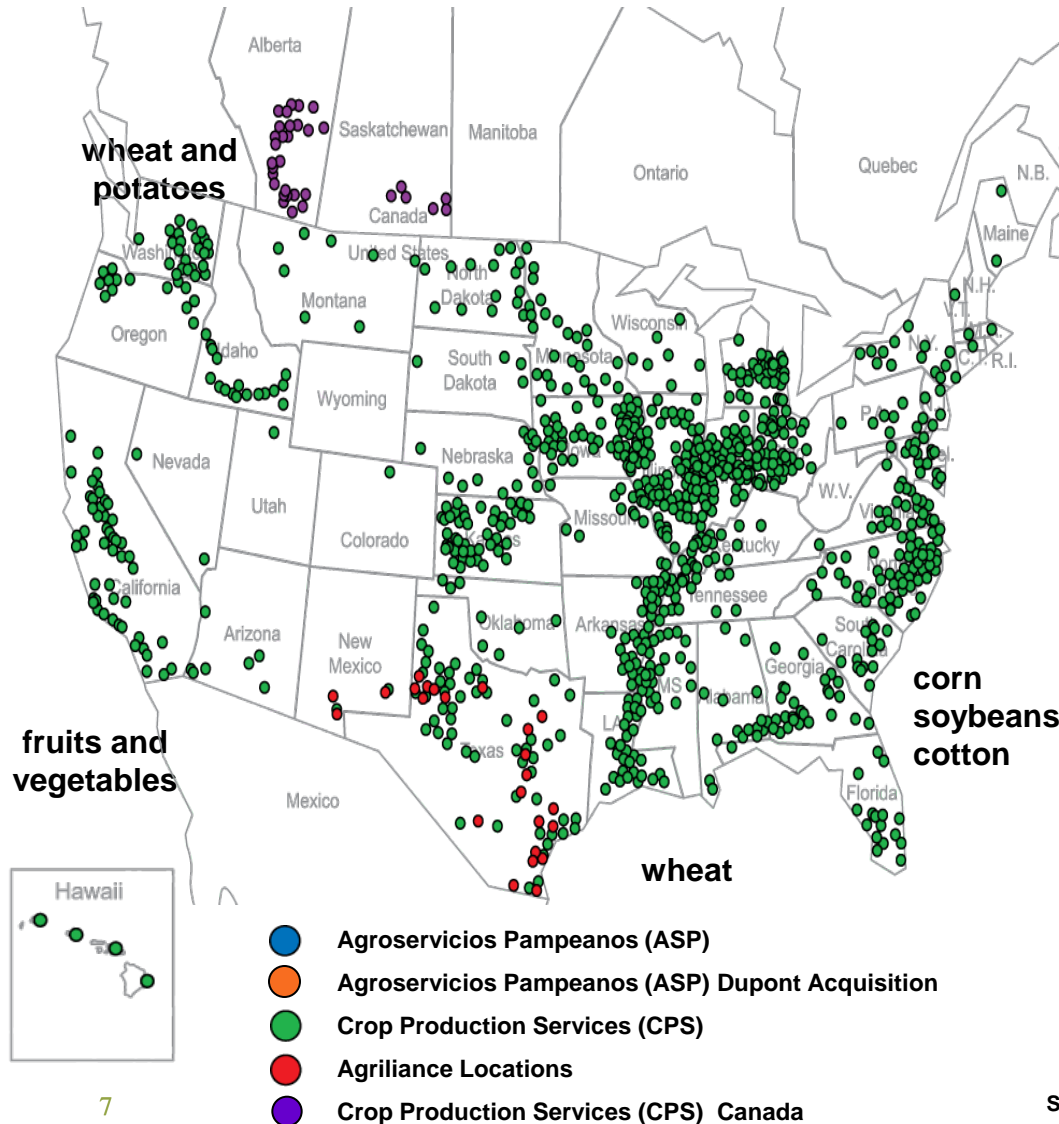
Superior Market Intelligence



Agrium Retail Has Significant Geographic Diversity and Scale



North America



South America

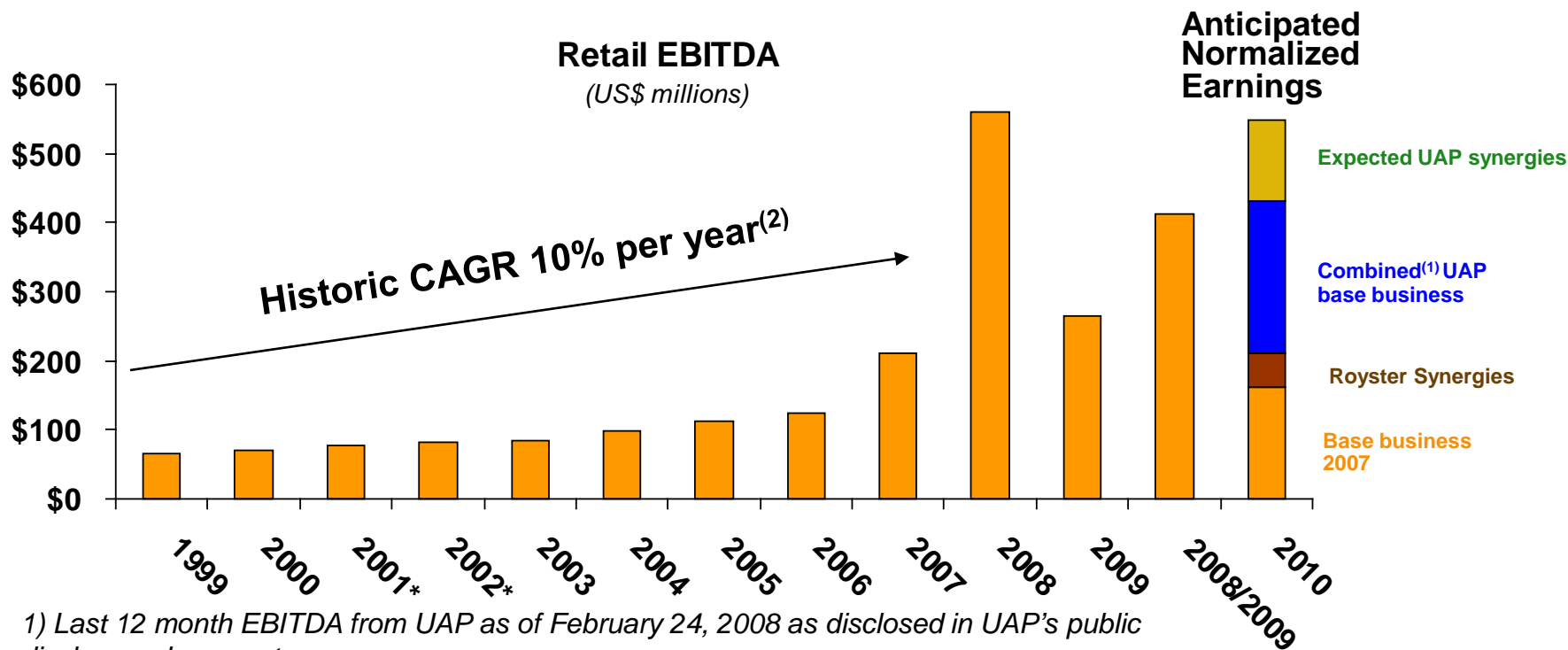


- Addition of approximately 380 UAP locations nearly doubled Agrium's retail business
- Increased geographic presence in Texas and New Mexico with acquisition of 24 Agrilience centers in late 2009
- Added 33 locations in Western Canada in late 2009/early 2010.
- Acquired 24 locations and formulation facility in Argentina in July 2010
- Further geographic, crop and product diversity

Agrium's Retail Transformation



- We grow with our customers, goal is to touch more acres with more products as growers recognize our Retail expertise adds value for them



1) Last 12 month EBITDA from UAP as of February 24, 2008 as disclosed in UAP's public disclosure documents

2) Compounded Annual Growth Rate was accomplished without an increase in the number of retail centers between 1999 and 2005

* 2001 excludes negative impact of the Argentine currency devaluation,

* 2002 excludes an estimate of one-time benefit of Argentine currency devaluation of US\$15-million

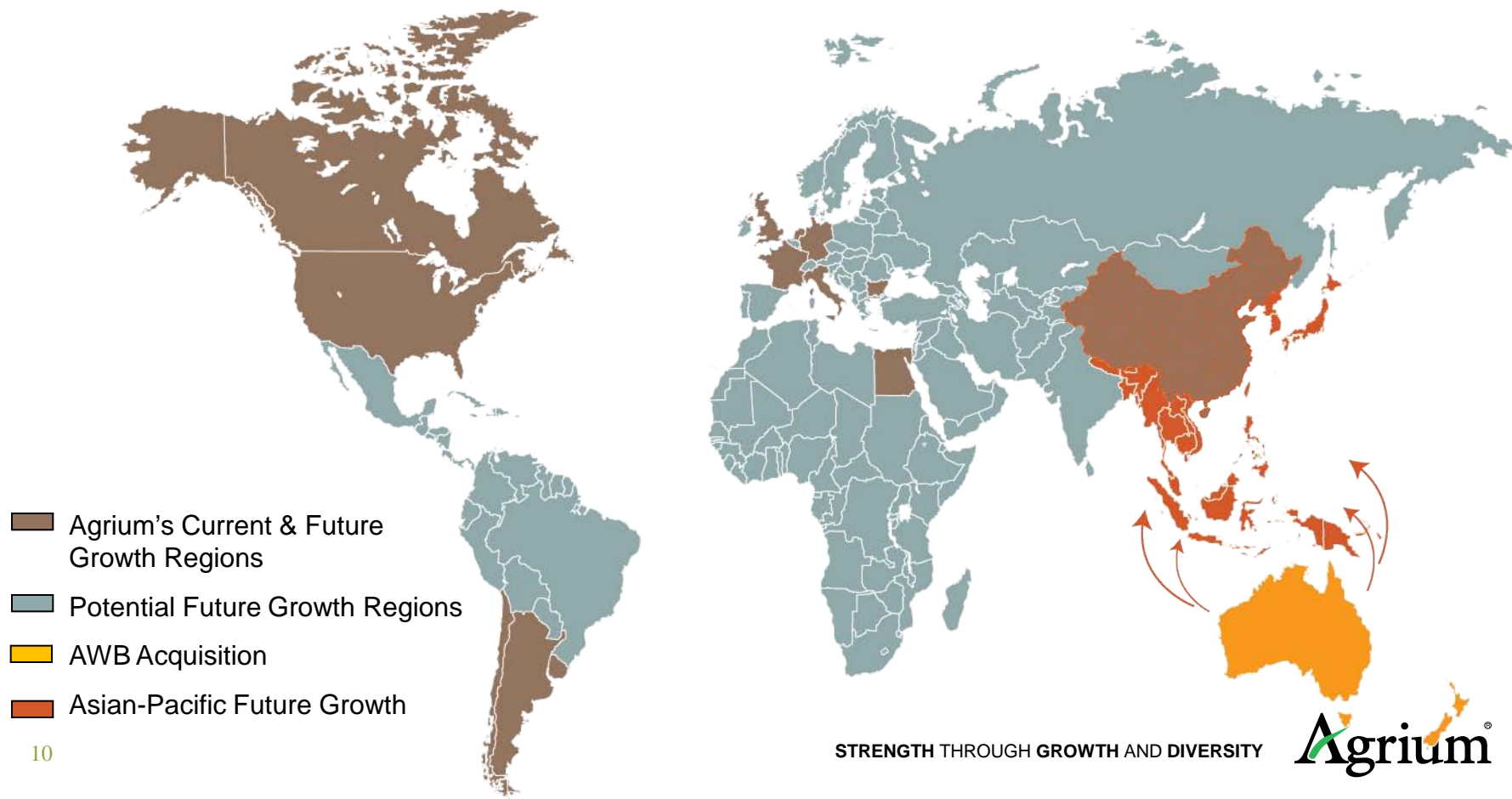
Why AWB?



- Brings further diversity in geography and products/services to Agrium's earnings profile
- Agrium and AWB both have core strengths & expertise based on strong grower relationships in each of their geographies
- Excellent opportunity to leverage off core strengths & expertise in both organizations
- Potential increase in service offerings to retail customers, and leveraging procurement capabilities
- Provides low risk way to enter the grain handling business, utilizing AWB's extensive experience
- Potential for Australia to serve as Agrium's hub for future expansion in the Asia-Pacific region

Agrium Tomorrow: Continued Global Growth

- Global growth potential for all three business units
- Focus on North and South America, ME, Europe and parts of Asia/Oceania



Retail: 2010 AWB



1993 Crop Production Services

1995 Western Farm Service

1995-2000 Argentina

2006 Royster-Clark Ltd.

2007 Archer Daniels Midland

2008 UAP Holding Corp.

2009 Agriliance

2010 CPS Canada

2010 DuPont Crop Protection



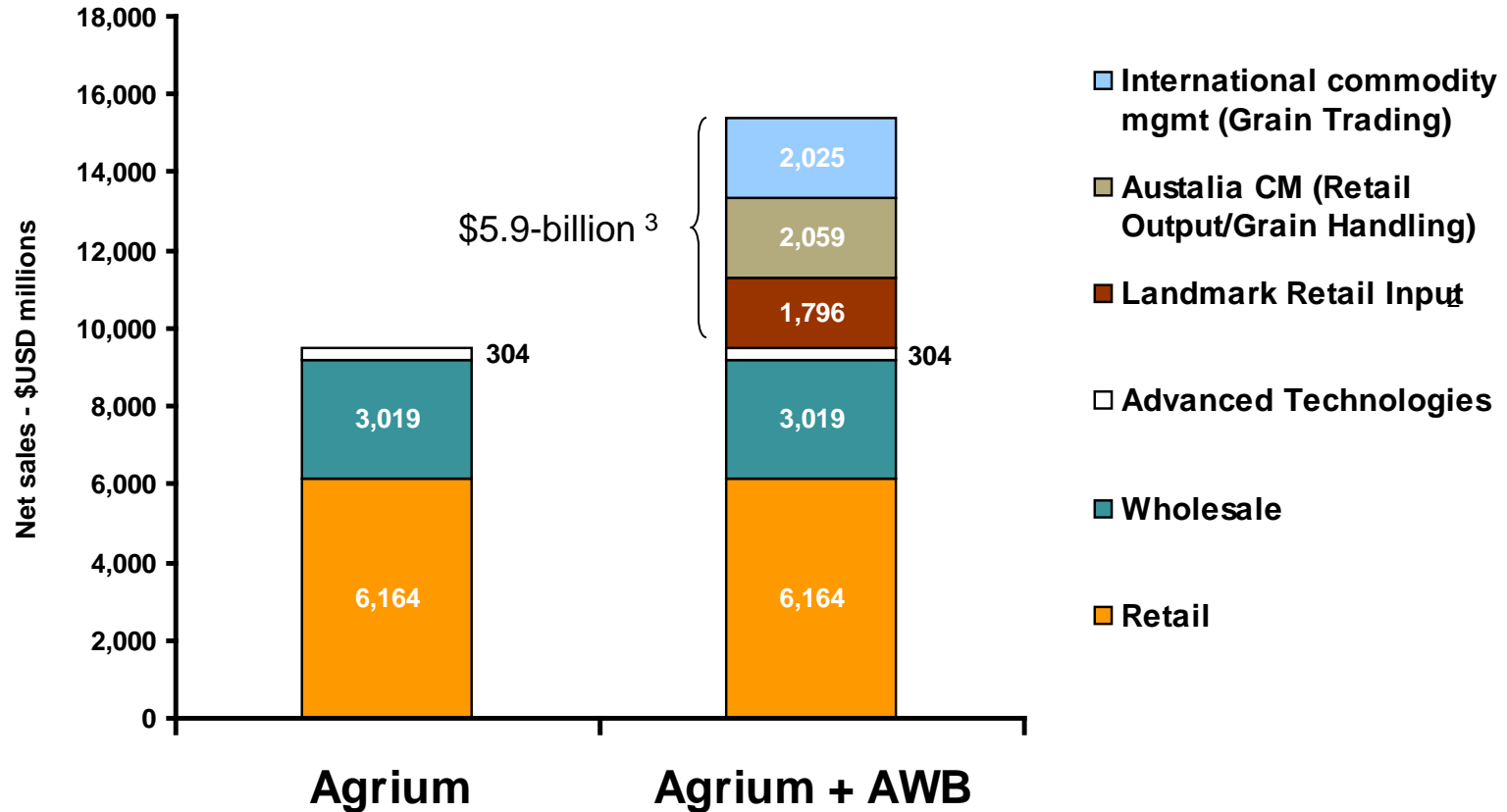
Retail Operations ●

Markets ■

Agrium and AWB Combination



2009 Net Sales



¹ USD/AUD FX rate @ 0.89

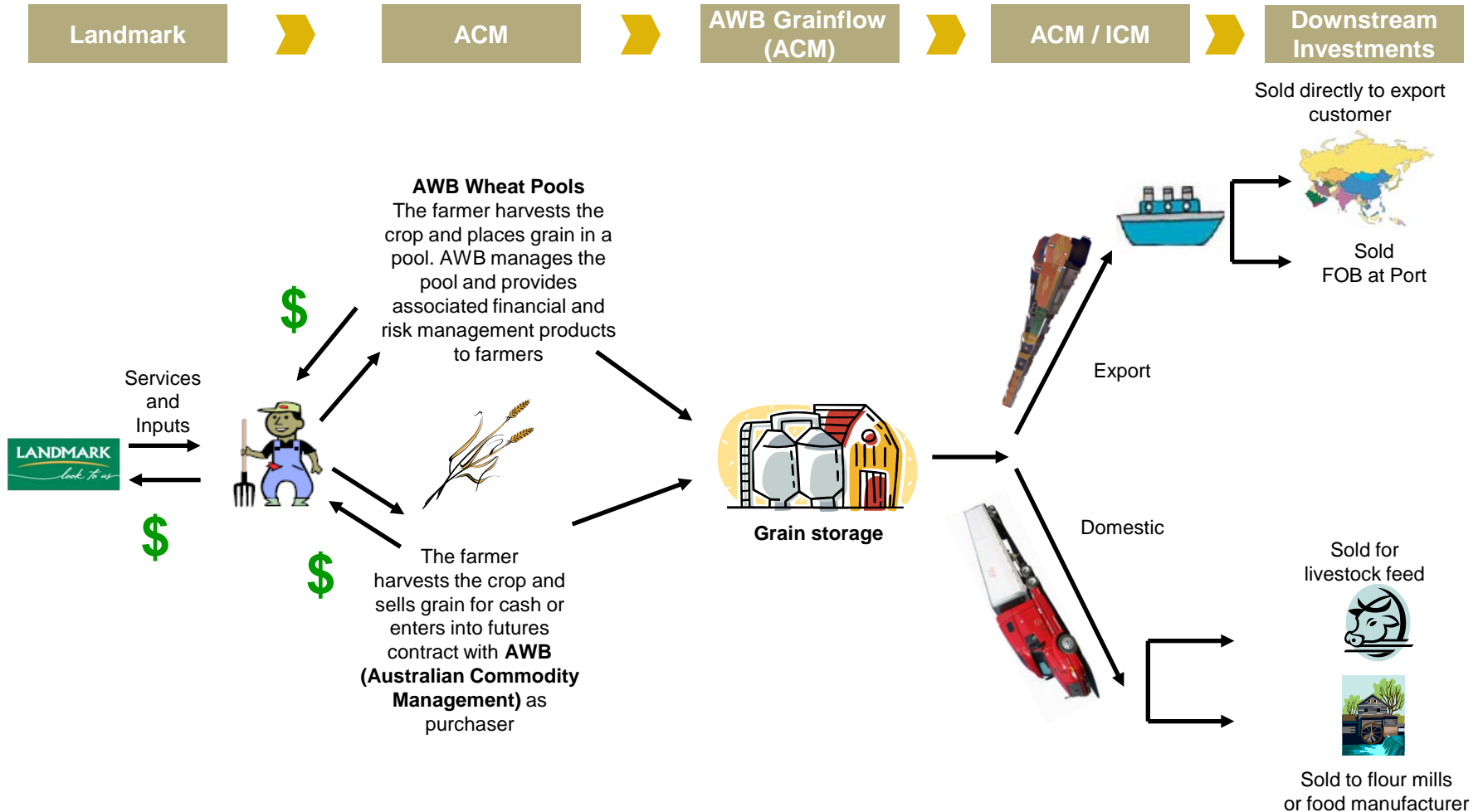
² Landmark includes Financial Services division

³ Agrium 2009 net sales represents a December year end, AWB 2009 revenue represents a September year end.

Overview of Grain Handling and Trading



- AWB's operations span the grain value chain



Overview of Agrium's Proposal



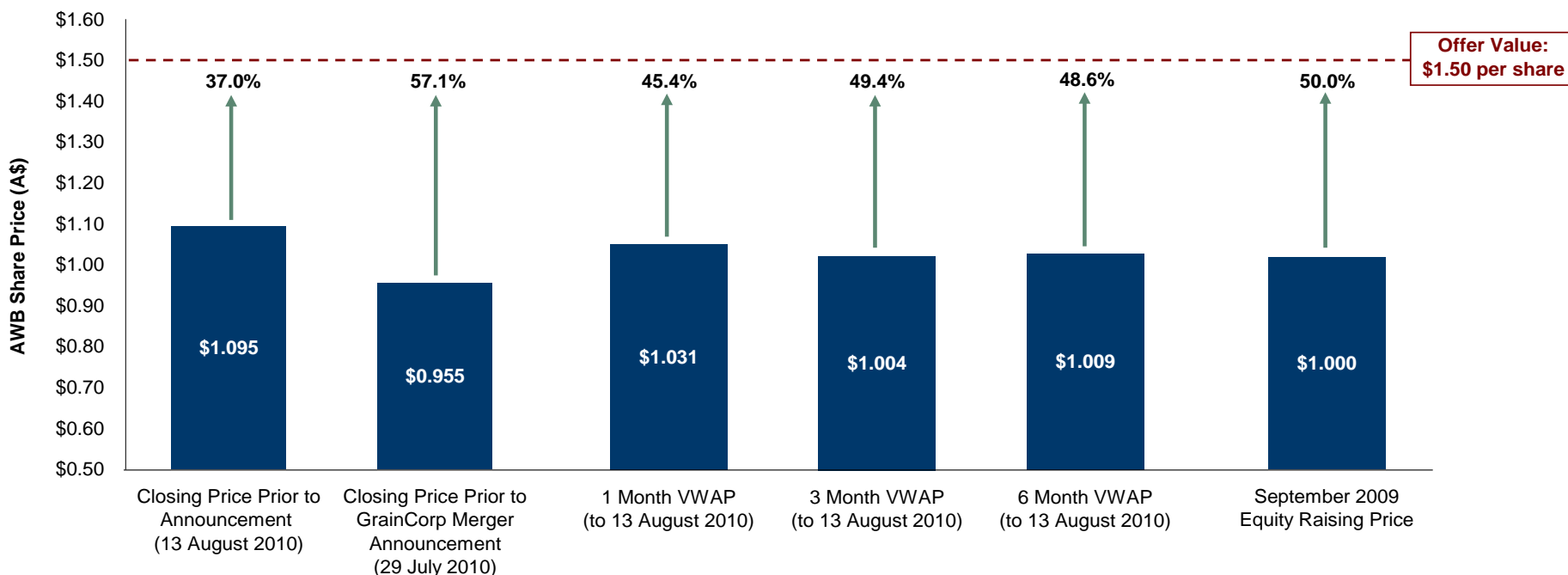
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- | | |
|----------------------|---|
| Consideration | <ul style="list-style-type: none">• Agrium is proposing to acquire AWB for cash consideration of A\$1.50 per share• Fully franked special dividend of up to A\$0.20 per share may be paid subject to favorable Australian Tax Office ruling<ul style="list-style-type: none">• Offer value per AWB share payable by Agrium will reduce by cash amount of special dividend paid |
| Structure | <ul style="list-style-type: none">• All cash consideration• Acquisition via a Scheme of Arrangement recommended by the AWB Board |
| Financing | <ul style="list-style-type: none">• Fully financed from existing cash on hand and lines of credit |
| Key Terms | <ul style="list-style-type: none">• Australian Foreign Investment Review Board (FIRB) and New Zealand Overseas Investment Office (OIO) approvals• AWB shareholder and court approval of Scheme• AWB shareholder approval of change in constitution to remove 10% shareholding cap• Agrium to provide interest-free loan to fund AWB special dividend• Financial and legal due diligence completed |
-



Benefits for AWB shareholders

Agrium's cash consideration of \$1.50 per AWB share provides compelling value to AWB shareholders and represents a significant premium to AWB's recent trading performance

- **57% premium to AWB's closing share price immediately prior to announcement of the merger with GrainCorp**
- **45% to 49% premiums to AWB's 1-month, 3-month and 6-month VWAPs**



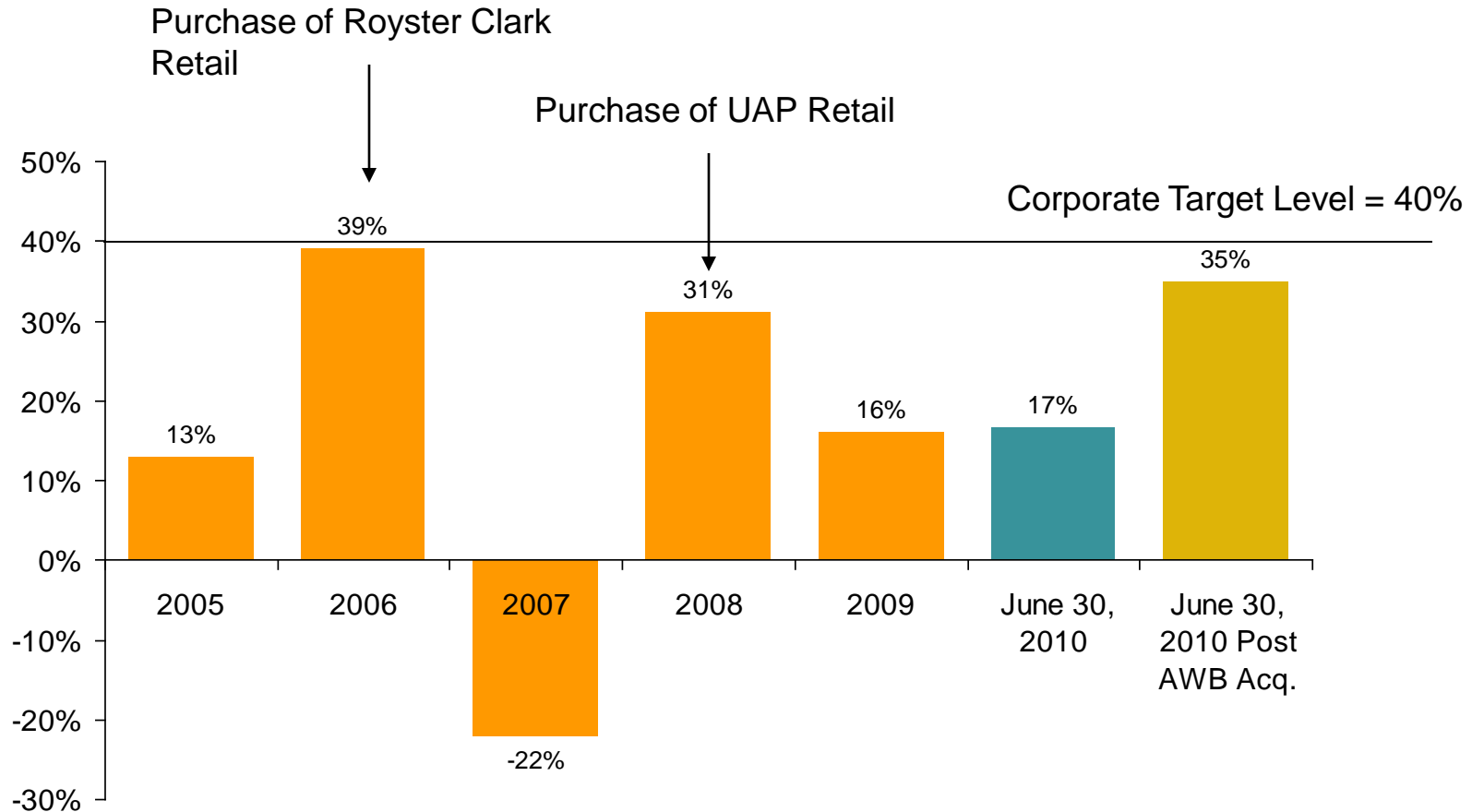
Source: Company filings and IRESS Market Technology

Benefits for AWB Shareholders and Stakeholders



- No issues from a competition regulatory approval basis, as Agrium is not currently in Australia
- Agrium intends to grow and strengthen the Landmark brand and business and its product and service offering
- Increase competition to benefit Australian growers
- Proven new product development capability
- Employee growth opportunities as we grow and reinvest in the business and as part of a larger global player

Financial Strength Post Acquisition : Net Debt to Capitalization Ratio %



Net Debt = Bank indebtedness + current portion of long-term debt + long-term debt – Cash and cash equivalents

Capitalization = Net Debt + Shareholders' Equity

AWB net debt is based on reported balance sheet as at 31 March 2010. Assumes an exchange rate of US\$0.85/A\$1.00

Next steps...



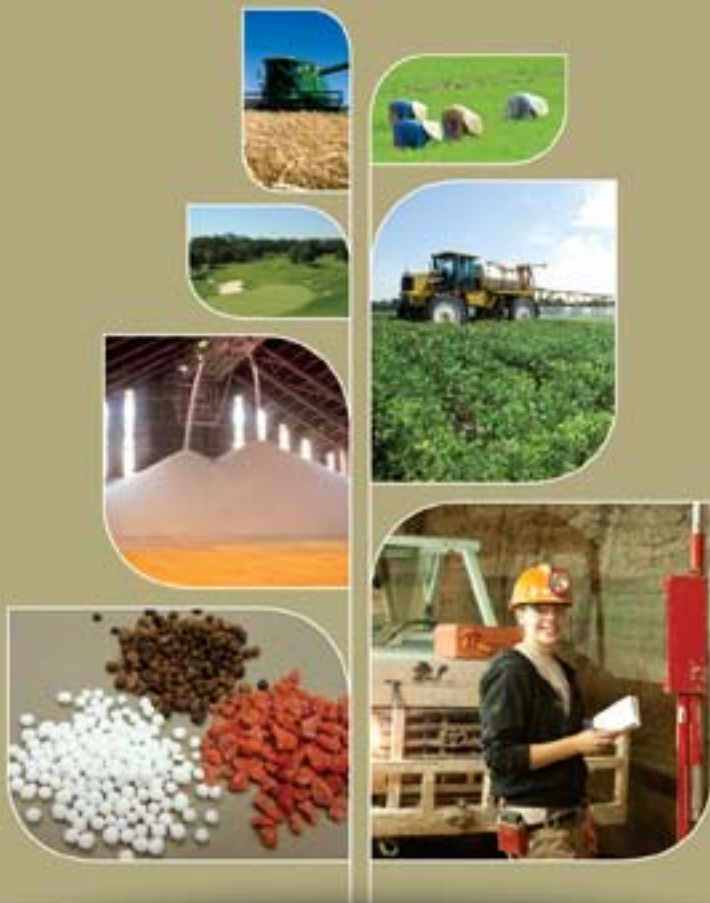
- **Filing with Foreign Investment Review Board (FIRB) and NZ Overseas Investment Office (OIO)**
- **Key dates for the Scheme are expected to be as follows:**

Event	Timing
Scheme documents released to ASX and dispatched to shareholders	Mid October
Scheme meeting	Mid November
Second Court hearing to approve the Scheme	Mid November
Suspension of trading in AWB shares on ASX	Mid November
Scheme implementation	Early December

Summary



- Agrium is energized about the opportunity offered by the Australian agricultural sector
- Agrium builds strong relationships with growers based on best in class service and value add products
- Agrium is looking to create significant value for the sector
- Agrium views the AWB and Landmark name, customers and employees as extremely important and intends to build off this strength to continue to grow the business



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