

# AGRIUM INC.

## Annual General Meeting of Shareholders of Agrium Inc.

May 6, 2015

### REPORT OF VOTING RESULTS

*National Instrument 51-102 – Continuous Disclosure Obligations  
Section 11.3*

### Matters Voted Upon

#### General Business

- Each of the eleven director nominees proposed by Management were elected by way of ballot to serve until the earlier of Agrium Inc.'s next annual meeting or until his or her successor is elected or appointed. The results of the director election are as follows:

| DIRECTOR                | FOR         |        | WITHHELD |       |
|-------------------------|-------------|--------|----------|-------|
| (a) David C. Everitt    | 104,329,315 | 99.26% | 777,900  | 0.74% |
| (b) Russell K. Girling  | 104,704,870 | 99.62% | 402,345  | 0.38% |
| (c) M. Marianne Harris  | 105,001,937 | 99.90% | 105,278  | 0.10% |
| (d) Susan A. Henry      | 104,118,413 | 99.06% | 988,805  | 0.94% |
| (e) Russell J. Horner   | 104,540,414 | 99.46% | 566,801  | 0.54% |
| (f) John E. Lowe        | 104,368,451 | 99.30% | 738,764  | 0.70% |
| (g) Charles V. Magro    | 104,764,334 | 99.67% | 342,881  | 0.33% |
| (h) A. Anne McLellan    | 104,662,763 | 99.58% | 444,452  | 0.42% |
| (i) Derek G. Pannell    | 104,988,048 | 99.89% | 119,167  | 0.11% |
| (j) Mayo M. Schmidt     | 104,983,614 | 99.78% | 123,601  | 0.12% |
| (k) Victor J. Zaleschuk | 104,485,421 | 99.41% | 621,794  | 0.59% |

- The appointment of KPMG LLP, as independent auditors of Agrium for 2015, was approved by a show of hands. Proxies were received representing 106,961,707 (97.75%) votes for and 2,461,551 (2.25%) votes withheld.

- The Advisory Vote on Agrium's approach to Executive Compensation was approved by way of ballot. Ballots were deposited representing 102,403,953 (97.4%) votes for and 2,703,509 (2.6%) votes against.

- The shareholder proposal brought forward by SHARE requiring Agrium to conduct and make public an independent assessment of its human rights responsibilities in relation to sourcing phosphate rock from Western Sahara, having regard to the UN Guiding Principles and associated international human rights standards, was not approved. Ballots were deposited representing 12,575,985 (11.96%) votes for and 92,530,603 (88.04%) votes against.