



CORPORATE GOVERNANCE FRAMEWORK

January 1, 2018

CORPORATE GOVERNANCE FRAMEWORK

The Board of Directors (the “Board”) of Nutrien Ltd. (the “Corporation”) is responsible for the stewardship of the Corporation and is responsible for the oversight of management and activities of the Corporation. It has the statutory authority and obligation to act with a view to the best interests of the Corporation.

The Board and management of the Corporation (“Management”) are committed to implementing this Corporate Governance Framework (the “Framework”) and to making good governance integral to the Corporation’s culture.

Independence and Integrity

A board of directors functions most effectively when individual directors are free from conflicts of interest and exercise independent judgment in discharging their responsibilities. The Corporation shall comply with the independence requirements of all stock exchanges on which it is listed and all independence requirements of applicable corporate and securities laws. No more than two employees shall serve as directors at any time. The Board will take into account the independence of each director nominee in assessing his or her qualifications to serve on the Board.

Each director must possess and exhibit the highest degree of integrity, professionalism and values. All employees, directors and officers are bound by the Code of Ethics. Directors should conduct themselves in a manner to avoid conflicts of interest with the Corporation. In addition, directors shall have the responsibilities set out in the Board of Directors Charter, including Annex 1 thereto.

The Board has determined that the Corporation is best served by dividing the responsibilities of the Chair of the Board (including, an Executive Chair, as applicable and hereinafter referred to as the “Chair”) and Chief Executive Officer of the Corporation (“CEO”). The Chair is chosen by the full Board and, other than in the case of an Executive Chair, shall be independent. If the Chair is an Executive Chair, a Lead Director will be appointed and, if appointed, a Lead Director shall be independent and chosen by the independent members of the Board.

Director Independence Standards

For a director to be considered independent, the Board must determine that the director does not have any material relationship with the Corporation, either directly or indirectly (e.g. through family relationships, or as a partner, shareholder or officer of an organization that has a relationship with the Corporation). For purposes of this “Independence and Integrity” section, references to the Corporation includes all of its subsidiaries. The Board’s determination of independence is based on consideration of all relevant circumstances. The Board has established standards to assist it in making determinations of independence.

Independence and Integrity	1
The Board and Board Committees	4
Selection and Composition of the Board	5
Meeting Procedures	6
Annual Board Performance Evaluation ..	6
Board Succession Planning.....	6
CEO and Executive Chair Evaluation.....	6
Succession Planning	6
Director Orientation and Education	7
Access to Management and Outside Advisors	7
Compensation Arrangements.....	7
Equity Ownership.....	7
Equity Compensation Arrangements.....	8
Derivative Transactions.....	9
Communication From and With Shareholders	9
Review, Modification and Waiver	9

A director will not be considered independent if:

- the director is, or has been within the last three years, an employee or executive officer of the Corporation;
- an immediate family member of the director is, or has been within the last three years, an executive officer of the Corporation;
- the director (i) is a current partner or employee of the Corporation's internal or external auditors, or (ii) was, within the last three years, a partner or employee of such firm and personally worked on the Corporation's audit within that time;
- the director's spouse, minor child or stepchild, or a child or stepchild of the director who shares a home with the director (i) is a current partner of the Corporation's internal or external auditors, (ii) is an employee of such firm and participates in its audit, assurance or tax compliance (but not tax planning) practice, or (iii) was, within the last three years, a partner or employee of such firm and personally worked on the Corporation's audit within that time;
- the director, or an immediate family member of the director, is or has been within the last three years, an executive officer of another entity where any of the Corporation's present executive officers serve or served at that same time on that entity's compensation committee;
- the director received, or his or her immediate family member who is employed as an executive officer of the Corporation received, more than the lesser of CDN\$75,000 or US\$120,000 in direct compensation from the Corporation during any 12-month period within the last three fiscal years, other than remuneration for acting as a member of the Board or of any Board committee (a "**Committee**") or the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Corporation if the compensation is not contingent in any way on continued service; or
- the director currently serves as an executive officer or employee of, or any of his or her immediate family members currently serves as an executive officer of, another company that has made payments to, or received payments from, the Corporation for property or services in an amount that, in any one of the three most recent fiscal years, exceeds the greater of (x) US\$1,000,000 or (y) two percent of the annual consolidated gross revenues of such other company.

Contributions to tax exempt organizations shall not be considered "payments" for purposes of the preceding paragraph, provided however that the Corporation will disclose in its annual proxy circular any such contributions made by the Corporation to any tax exempt organization in which any director serves as an executive officer if, in any one of the three most recent fiscal years, the contributions exceeded the greater of (x) US\$1,000,000 or (y) two percent of the annual consolidated gross revenues of such tax exempt organization.

For purposes of determining the independence of a director, an "immediate family member" includes a director's spouse, parents, children, stepchildren, siblings, parents-in-law, children-in-law, siblings-in-law, and anyone (other than a domestic employee) who shares the director's home.

Annual Independence Determination

At least annually the Board shall consider and determine whether a director or director nominee would upon election be independent for the purposes of the applicable rules of any stock exchange listing, other applicable regulatory or legal requirements, or this Framework. A director nominee's failure to meet the standards for independence set forth in this Framework or those prescribed by any applicable stock exchange listing or other regulatory or legal requirements, shall not preclude the Board from determining that such director nominee nonetheless has the requisite integrity, experience, skill and expertise to be an effective director of the Corporation.

Prior to the beginning of his or her service on the Board, and thereafter upon the request of the Chair or the Corporate Secretary, every director shall disclose to the Corporate Secretary all potential conflicts of interest, so that a course of action can be determined to resolve any such conflicts before any interest of the Corporation is jeopardized. If a director undertakes any new interests or relationships not previously disclosed, the director shall immediately inform the CEO, Chair and Corporate Secretary of any changes in their interests or relationships that might bear on their independence as defined by applicable law or this Framework.

If the Board or a Committee is deliberating on a matter that may affect a director's interests or relationships outside of the Corporation, the director shall disclose such interests or relationships to the chair of the meeting prior to discussion or vote on the matter, so that consideration can be given to the director's abstention from discussion, abstention from voting, or other recusal.

The Corporation will not make any personal loans or extensions of credit to directors or executive officers. Other than as set forth in this "Independence and Integrity" section, no director or immediate family member of a director may provide personal services for compensation to the Corporation.

The Corporation shall disclose the determinations regarding the independence of its directors or director nominees in its annual proxy circular. The basis for a Board determination that a relationship is not material shall also be disclosed in the proxy circular.

Independence Determinations

Where the Corporation enters, or proposes to enter, into a business relationship with a corporation or entity with which a director is affiliated as an officer, partner or significant shareholder, the Corporation will consider:

- whether the relationship would cause the director to lose his or her status as an independent director;
- whether the relationship would prevent the director from serving on any particular Committee;
- whether the relationship was already in existence prior to the director joining the Board; and
- who initiated the relationship and whether the relationship is beneficial to the Corporation.

Any new relationship must be brought to the attention of the Chair, in advance where practicable, and, where such relationship is not explicitly covered in this Framework, such relationship shall be subject to the determination of the Corporate Governance & Nominating Committee as to its materiality and the consequent effect on the independence of the director, and the relationship will be disclosed in the Corporation's public disclosure documents in accordance with applicable legal or stock exchange requirements.

Board Interlocks & Overboarding

There shall be no more than two board interlocks at any given time. A board interlock occurs when two of the Corporation's directors also serve together on the board of another public company (for these purposes, a "group of public companies" that are wholly-owned or controlled by the same parent entity shall be counted as one public company). In addition, Human Resources & Compensation Committee members must not be part of a compensation committee interlock within the meaning of United States Securities and Exchange Commission regulations.

The CEO should not serve on the board of more than one other public company. The CEO and the Executive Chair (if appointed) should not serve on the board of any other company where the chief executive officer of that other company serves on the Board. Prior to accepting an appointment to a board or before accepting any other significant service commitment, the CEO and the Executive Chair (if appointed) must review the appointment with the Corporate Governance & Nominating Committee Chair and obtain the Board's concurrence to the appointment.

It is expected that a director (other than the CEO and the Executive Chair (if appointed)) will apprise the Chair and the Corporate Governance & Nominating Committee Chair of a proposed acceptance of a directorship or membership on any public company in order to provide an opportunity for the Chair and the Corporate Governance & Nominating Committee Chair to be satisfied that such additional responsibilities would not compromise such director's availability and capacity to fulfill his or her commitment to the Board and to confirm that no real or apparent conflict of interest would result.

Executive officers (other than the Executive Chair (if appointed)) shall obtain the approval of the CEO before accepting a position on the board of directors of any other publicly traded entity or before accepting any other significant service commitment. Executive officers will be expected to accept no more than one directorship on another publicly traded entity or other significant service commitment.

Directors who are employed as chief executive officers, or in other senior executive positions on a full-time basis, should not serve on more than two boards of public companies, including the Board. Other directors should not serve on more than three boards of public companies in addition to the Corporation's Board.

Notwithstanding the foregoing, a director may serve on the boards of four or more other public companies or groups of public companies, or on the boards of more than two other companies on which a fellow member of the Board also serves, for an interim period where such director has stated his or her intention to resign or not stand for re-election for one or more of such other public companies, such that the director shall be in compliance with the provisions contained in this Framework no later than the next annual general meeting or meetings of one or more such other public companies.

The Board and Board Committees

The Board may delegate its responsibilities to Committees or individual members of the Board. The Board has specifically retained responsibility for managing its own affairs, including planning its composition, selecting its Chair and Lead Director (as applicable, with the selection of the Lead Director to be made by the independent members of the Board only), nominating candidates for election to the Board, appointing Committees and determining director compensation. Any responsibility not delegated to a Committee or an individual member of the Board remains with the Board.

The Board has established the following Committees:

- Audit;
- Corporate Governance & Nominating;

- Human Resources & Compensation; and
- Safety, Health, Environment + Security.

Each Committee has a charter, which includes Terms of Reference for the Committee Chair.

Committee members and Committee chairs are appointed annually by the Board on the recommendation of the Corporate Governance & Nominating Committee. The Board shall consider the rotation of Committee chairs approximately every five years. In addition, the Board shall consider the rotation of Committee members annually, with a specific emphasis on considering the rotation of a member off any Committee on which that member has served for five to seven years. Notwithstanding this guideline (which is not to be construed as mandatory – particularly where a member who has been serving on a Committee is being considered to assume the responsibility of chair of that Committee), the Board shall be entitled to exercise its discretion and take into account the interests of both the Corporation and the particular Board member, such that the Corporation can best realize the benefits of the specific qualifications and experience of such member, while endeavouring to facilitate the member's development as a director and promote exposure to different facets of the Corporation and industry.

The Audit, Corporate Governance & Nominating, and Human Resources & Compensation Committees are each comprised entirely of independent directors. Committee members must also satisfy any additional requirements prescribed by applicable law and regulations or any applicable stock exchange for members of such committees.

The Committee structure is subject to change as the Board considers from time to time which of its responsibilities can best be fulfilled through more detailed review of matters in Committee.

Each Committee meets regularly throughout the year. Committee chairs report at each Board meeting on any meetings or activity of the Committee since the most recent meeting of the Board.

Selection and Composition of the Board

All directors stand for election each year at the annual meeting of shareholders. The Corporate Governance & Nominating Committee is responsible for recruiting and proposing to the full Board director nominees.

In addition to the nominees proposed by the Board, shareholders may propose individuals to be nominated for election as directors in accordance with applicable law and the by-laws of the Corporation.

The Corporation's Articles provide that the Board shall have a minimum number of directors and a maximum number of directors. The appropriate number of directors within the minimum and maximum number set out in the Corporation's Articles is determined from time to time by the Board.

The Corporation has a Director Majority Voting Policy, where in an uncontested election, any director nominee who fails to receive votes in favour of his or her election representing at least a majority of the shares voted and withheld for the election of the director shall tender his or her resignation for consideration by the Corporate Governance & Nominating Committee. Every director shall comply with the Corporation's Director Majority Voting Policy.

The Corporation also has a Board Diversity Policy, which sets out the Corporation's principles for diversity on the Board.

The Board does not believe that directors should expect to be re-nominated annually until they reach the retirement age established by the Board (age 72). On an ongoing basis a balance must be struck between ensuring that there are fresh ideas and viewpoints available to the Board while not losing the

insight, experience and other benefits of continuity contributed by longer serving directors. Directors will not generally stand for re-election after reaching the age of 72, however, the Board may request a director to extend his or her term of service beyond such retirement age.

A director whose principal occupation or professional position materially changes, or in the event of any other significant change in his or her circumstances, shall promptly advise the Corporate Governance & Nominating Committee Chair and, if requested by the Committee Chair, shall be expected to tender his or her resignation, subject to acceptance by the Board. For greater certainty, a determination by the Board that a director is no longer independent shall be considered a significant change in such director's circumstances. The Corporate Governance & Nominating Committee will consider the change in circumstance and recommend to the Board whether the resignation should be accepted.

The CEO of the Corporation must resign from the Board immediately upon retirement or otherwise resigning as CEO.

The Executive Chair of the Corporation must tender his or her resignation from the Board immediately upon retirement or otherwise resigning as Executive Chair, subject to acceptance by the Board.

Meeting Procedures

The Board and each of its Committees has articulated the procedures for its meetings in its respective charter.

The Board will meet separately at its regularly scheduled meetings without any non-director members of Management present.

The independent directors will also meet separately at the Board's regularly scheduled meetings without any non-independent directors and members of Management present. The Lead Director (if appointed) will lead such session. Likewise, each Committee will meet separately without Management present at each regularly scheduled meeting of the Committee.

Annual Board Performance Evaluation

The Board, through the Corporate Governance & Nominating Committee, develops and implements processes for evaluating, on an annual basis, the performance and effectiveness of: (i) the Board as a whole, (ii) the Chair and the Lead Director (if appointed), (iii) each of the Committees and the respective Committee chairs, and (iv) the individual directors.

Board Succession Planning

The Board, through the Corporate Governance & Nominating Committee, develops and reviews Board succession planning and director recruitment processes to guide the long-term strategy and ongoing business operations of the Corporation, including annually reviewing the composition of the Board against the skills criteria applicable to potential candidates for nomination for the Board, as well as serving directors. The Corporate Governance & Nominating Committee leads the implementation of such processes.

CEO and Executive Chair Evaluation

The independent members of the Board conduct an annual review of the CEO's, and if appointed, the Executive Chair's, performance, taking into account the performance evaluation conducted by, and the recommendations of, the Human Resources & Compensation Committee.

Succession Planning

The Board oversees the processes that have been developed and implemented for Management succession, including for the CEO. The Board, through the Human Resources & Compensation Committee, regularly reviews the succession plan for the CEO, including an emergency succession plan in the event of an untimely or unplanned vacancy, to replace the CEO. The Human Resources & Compensation Committee leads the process to select a new CEO, when appropriate.

Director Orientation and Education

The Corporate Governance & Nominating Committee oversees the policies and processes relating to director orientation and continuing education.

Access to Management and Outside Advisors

All directors have access to the Corporation's Management. It is expected that directors will exercise judgment to ensure that their contact with Management will not distract unduly from the Corporation's business operations.

The Board or any of the Committees may, on their own initiative, engage an independent consultant or advisor at the Corporation's expense, as may individual directors in appropriate circumstances.

Compensation Arrangements

Director Compensation

The Corporate Governance & Nominating Committee annually reviews both the amount and components of the compensation package for the non-management directors, including the Lead Director (if appointed). In its review the Committee may consider surveys and proxy analyses of comparable companies (both in Canada and in the United States) and the duties, responsibilities, and time commitments required of directors to gauge competitive levels and components of the total director compensation package.

Reporting of Director Compensation

The Corporation shall annually disclose the compensation of each director and the percentage of total compensation taken in Deferred Share Units by each director. The Corporation shall also annually disclose any changes in each director's equity ownership.

Executive Compensation

The Human Resources & Compensation Committee annually reviews, and recommends to the Board for approval, both the amount and components of the compensation package(s) for the CEO, the Executive Chair (if appointed) and other executive officers. In its review, such Committee may consider surveys and proxy analyses of comparable companies (both in Canada and in the United States).

Recoupment of Unearned Compensation

The Human Resources & Compensation Committee develops and reviews and recommends to the Board for approval the Corporation's policy on the recoupment of unearned compensation.

Equity Ownership

Director Equity Ownership

The Board believes that the economic interests of directors should be aligned with those of shareholders. All directors are expected to maintain a meaningful equity ownership interest in the Corporation. By the time a non-management director has served on the Board for five years, he or she must own shares and/or Deferred Share Units with a value equal to approximately five times the value of his or her total annual retainer.

All directors are required to acquire shares in the capital of the Corporation within one year of joining the Board and to maintain such shareholding throughout their tenure as director.

The Board may make exceptions to these standards in particular circumstances, including when a director falls out of compliance due to variations in share price.

The Corporate Governance & Nominating Committee shall annually review the equity ownership of directors. In determining compliance with these equity ownership standards, the Committee will assess the value of the equity ownership (shares/Deferred Share Units) by reference to the higher of (i) the original share (or share equivalent) purchase/issuance price, and (ii) the value of the share (or share equivalent).

Management Equity Ownership

All executive officers are expected to maintain a meaningful equity ownership interest in the Corporation in order to align their interests with those of shareholders. In particular, the Board shall establish from time to time management equity ownership thresholds which will require each executive officer to maintain equity ownership at a value approximately equal to a prescribed multiple of his or her base salary ("**Management Equity Ownership Requirement**").

The Board shall also establish a minimum percentage of the Management Equity Ownership Requirement to be satisfied by the ownership of shares ("**Share Requirement**"). The remainder of the Management Equity Ownership Requirement can be satisfied by ownership of shares and/or vested Performance or Restricted Share Units under the Corporation's long-term incentive plans. Stock options, whether vested or unvested, shall not count towards the Management Equity Ownership Requirement.

Executive officers will have up to five years from the time of the Corporation's adoption of this Framework to achieve the applicable Management Equity Ownership Requirement and Share Requirement.

The Human Resources & Compensation Committee shall annually review the equity ownership of executive officers. In determining compliance with the Management Equity Ownership Requirement, such Committee will assess the value of the equity ownership (shares/Performance or Restricted Share Units) by reference to the higher of (i) the original share (or share equivalent) purchase/issuance price, and (ii) the value of the share (or share equivalent).

Equity Compensation Arrangements

The Corporation has adopted a policy of not re-issuing or re-pricing stock options after their grant.

The Board shall ensure that all securities-based compensation arrangements are subject to shareholder approval in accordance with the requirements of any stock exchange on which the Corporation's shares are listed or as is otherwise required by applicable securities laws.

Derivative Transactions

The Corporation has a Securities Trading Policy, which among other things, sets forth the behaviours expected of the Corporation's directors and officers with respect to trading in, and hedging against, Securities (as defined in the Securities Trading Policy).

Communication From and With Shareholders

Any security holder may contact the Board by email or by writing to the Board c/o the Corporate Secretary at Bob.Kirkpatrick@nutrien.com or at Attention: Corporate Secretary, Suite 500, 122 – 1st Avenue South, Saskatoon, Saskatchewan, S7K 7G3. Matters relating to the business of the Board will be referred to the Chair. Matters relating to the Corporation's accounting, internal accounting controls or auditing matters will be referred to the Audit Committee Chair.

To further facilitate communication between the Corporation's shareholders and the Board, all directors standing for re-election and all new director nominees are expected to attend the annual meeting of shareholders.

The Corporation has adopted a "Say on Pay and Shareholder Engagement Policy", which encourages constructive engagement with shareholders on governance matters.

Review, Modification and Waiver

The Corporate Governance & Nominating Committee shall review this Framework periodically and submit any recommended changes to the Board for approval. The Corporate Governance & Nominating Committee shall take into consideration the emerging best practices at leading and comparable companies. This Framework may be materially amended or modified only by the Board, and may be waived only by the Board or the Corporate Governance & Nominating Committee, subject to disclosure and other provisions of applicable laws and regulatory requirements.

Date of Last Revision: N/A