

NYSE, TSX: NTR

# **News Release**

August 10, 2020 - all amounts are in US dollars except as otherwise noted

# Nutrien Demonstrates Strength & Stability: Ag Solutions EBITDA Up 20 Percent & Excellent Operational Results

Nutrien Ltd. (TSX and NYSE: NTR) announced today its 2020 second-quarter results, with net earnings of \$765 million (\$1.34 diluted earnings per share). Second-quarter adjusted net earnings were \$1.45 per share and adjusted EBITDA was \$1.72 billion. Adjusted net earnings per share and adjusted EBITDA, together with the related guidance, free cash flow including changes in non-cash operating working capital and cash cost of product manufactured are non-IFRS financial measures. See the "Non-IFRS Financial Measures" section for further information.

"Nutrien delivered compelling second-quarter and first-half results supported by strong growth in our Retail Ag Solutions earnings and excellent operational performance across our Potash and Nitrogen business units. Nutrien's many competitive advantages were apparent this quarter, including the quality of our assets and impressive free cash flow generation, even at the bottom of the commodity cycle. Our digital platform continues to exceed expectations. We now expect to reach \$1 billion in online orders by the end of the year and are introducing new data-driven offerings to help farmers make quicker and more informed decisions for their business," commented Chuck Magro, Nutrien's President and CEO.

## **Highlights:**

- Nutrien generated \$1.6 billion in free cash flow, including improvement to our non-cash operating working capital in the second quarter. The Board of Directors approved the quarterly dividend at \$0.45 per share, maintaining our annualized payout at \$1.80 per share which is well within our targeted range.
- Retail Ag Solutions delivered record EBITDA in the second quarter and the first half of 2020. First-half EBITDA was up 20 percent year-over-year as a result of double-digit growth in revenue and gross margin, and EBITDA margins surpassing 10 percent. We continue to expand in the market, backed by our organic growth strategy which includes growing our proprietary product sales, as well as through accretive investments made over the past year.

Total sales through our leading digital retail platform exceeded \$700 million in the first half of 2020, surpassing our annual goal of \$500 million in just the first six months of the year. Second quarter online sales accounted for 45 percent of North American sales of products that were available for purchase online.

- Potash EBITDA was down 39 percent in the second quarter and first half of 2020 compared to the same periods last year as strong sales volumes and lower cost of goods sold per tonne were more than offset by lower net realized selling prices. Potash cash cost of product manufactured was a record low \$52 per tonne in the second quarter of 2020.
- Nitrogen EBITDA was 16 percent lower in the first half and 17 percent lower in the second quarter of 2020 compared to the same periods last year due to lower net realized selling prices. However, we achieved higher sales volumes and lower cost of goods sold per tonne compared to the first half of last year and our ammonia utilization reached a record high of 97 percent in the second quarter of 2020.
- Nutrien issued an aggregate of \$1.5 billion in senior notes in the quarter with average coupon rates below 3 percent.
- Nutrien acquired Tec Agro Group, a leading Ag retailer in Goiás, Brazil. Our Brazil operations now include 30 retail locations, two large-scale fertilizer blenders, a premier soybean seed business and specialty nutrition and plant health production facilities.
   With the addition of Tec Agro Group, our Brazilian operations are expected to generate over half a billion dollars in revenue on a normalized annual run-rate basis.
- Nutrien released its 2020 Environmental, Social and Governance (ESG) report in April and has since achieved significantly higher ratings by third party ESG organizations.
- Nutrien's full-year 2020 adjusted net earnings per share and adjusted EBITDA guidance is \$1.50 to \$1.90 per share and \$3.5 billion to \$3.8 billion, respectively. The top end of the guidance range was lowered due to lower ammonia and UAN prices.

# **Management's Discussion and Analysis**

The following management's discussion and analysis ("MD&A") is the responsibility of management and is dated as of August 10, 2020. The Board of Directors ("Board") of Nutrien carries out its responsibility for review of this disclosure principally through its audit committee, comprised exclusively of independent directors. The audit committee reviews and, prior to its publication approves this disclosure pursuant to the authority delegated to it by the Board. The term "Nutrien" refers to Nutrien Ltd. and the terms "we", "us", "our", "Nutrien" and "the Company" refer to Nutrien and, as applicable, Nutrien and its direct and indirect subsidiaries on a consolidated basis. Additional information relating to Nutrien (which, except as otherwise noted, is not incorporated by reference herein), including our 2019 Annual Report dated February 19, 2020, which includes our annual audited consolidated financial statements and MD&A and our Annual Information Form, each for the year ended December 31, 2019, can be found on SEDAR at www.sedar.com and on EDGAR at www.sec.gov. No update is provided to the disclosure in our annual MD&A except for material information since the date of our annual MD&A. The Company is a foreign private issuer under the rules and regulations of the US Securities and Exchange Commission ("SEC").

This MD&A is based on the Company's unaudited interim condensed consolidated financial statements as at and for the three and six months ended June 30, 2020 ("interim financial statements") based on International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS") and prepared in accordance with International Accounting Standard 34 "Interim Financial Reporting" unless otherwise stated. This MD&A contains certain non-IFRS financial measures and forward-looking statements which are described in the "Non-IFRS Financial Measures" and the "Forward-Looking Statements" sections, respectively.

# **Market Outlook**

# **Agriculture and Retail**

- US crop demand fundamentals have stabilized as a result of a rebound in ethanol demand and strong Chinese purchases due to
  tight Chinese inventories and rising prices. However, favorable US growing conditions, high crop conditions ratings and
  supportive weather forecasts have combined to pressure prices in recent weeks.
- North American spring fertilizer application was robust and customer engagement in summer fill programs was strong as
  wholesale customers replenished inventories. The US corn and soybean crop is progressing well ahead of 2019 levels, which
  could be supportive of strong fall applications.
- In Australia, moisture levels have improved particularly in eastern states which is expected to result in much higher planting year-over-year. In Western Canada, we expect that generally good crop conditions will support summer crop protection demand. Brazilian soybean and corn prices continue to be historically high. As a result, Brazilian growers are realizing record margins and have forward contracts to sell historically high proportions of their anticipated 2021 harvest. Brazilian soybean acreage is expected to increase approximately 5 percent in the upcoming planting season.

### **Crop Nutrient Markets**

- Global potash buying increased meaningfully following the signing of the China and India potash contracts, particularly in Brazil.
   With strong demand in most key regions, many producers have announced they are now sold out through September 2020 and Brazilian prices have rebounded by over \$30/mt from low values in the second quarter of this year. We maintain our projection for 2020 global potash shipments between 65 and 67 million tonnes.
- Global urea demand has been supported by strong consumption in many key regions, particularly in India. Chinese urea exports
  continue to be lower year-over-year, but we expect the pace to increase in the second half of 2020. Ammonia prices have
  continued to be held back by weaker-than-normal industrial demand in the Western Hemisphere, while improved industrial
  utilization in Asian markets is supporting both demand and prices in that region.
- Global phosphate prices have been supported by anticipated strength in second-half demand in India and Brazil.

# **Financial Outlook and Guidance**

Based on market factors detailed above, we are lowering the top of the range for our 2020 adjusted net earnings guidance to \$1.50 to \$1.90 per share (from \$1.50 to \$2.10 per share previously) and adjusted EBITDA guidance to \$3.5 to \$3.8 billion (from \$3.5 to \$3.9 billion previously).

All guidance numbers, including those noted above are outlined in the tables below. Refer to page 46 of Nutrien's 2019 Annual Report for related sensitivities.

2020 Guidance Ranges <sup>1</sup>	Low	High
Adjusted net earnings per share <sup>2</sup>	\$1.50	\$1.90
Adjusted EBITDA (billions) <sup>2</sup>	\$ 3.5	\$ 3.8
Retail EBITDA (billions)	\$ 1.4	\$ 1.5
Potash EBITDA (billions)	\$ 1.0	\$ 1.2
Nitrogen EBITDA (billions)	\$ 1.1	\$ 1.2
Phosphate EBITDA (millions)	\$ 200	\$ 250
Potash sales tonnes (millions) <sup>3</sup>	12.1	12.5
Nitrogen sales tonnes (millions) <sup>3</sup>	10.9	11.5
Depreciation and amortization (billions)	\$1.85	\$1.95
Effective tax rate	19%	21%
Sustaining capital expenditures (billions)	\$ 0.9	\$ 1.0

<sup>1</sup> See the "Forward-Looking Statements" section.

# **Consolidated Results**

	Three Mon	ths Ended Ju	ine 30	Six Months Ended June 30			
(millions of US dollars)	2020	2019	% Change	2020	2019	% Change	
Sales	8,416	8,693	(3)	12,602	12,412	2	
Freight, transportation and distribution	237	215	10	449	386	16	
Cost of goods sold	6,024	6,166	(2)	9,125	8,739	4	
Gross margin	2,155	2,312	(7)	3,028	3,287	(8)	
Expenses	1,016	1,017	-	1,807	1,816	-	
Net earnings	765	858	(11)	730	899	(19)	
EBITDA 1	1,656	1,781	(7)	2,211	2,377	(7)	
Adjusted EBITDA 1	1,721	1,870	(8)	2,229	2,574	(13)	
Free cash flow ("FCF") 1	1,173	1,308	(10)	1,354	1,690	(20)	
FCF including changes in non-cash operating working							
capital 1	1,611	929	73	922	246	275	

<sup>1</sup> See the "Non-IFRS Financial Measures" section.

Our second-quarter and first-half 2020 net earnings were lower than the same periods in 2019 primarily due to significantly lower crop nutrient prices. This was mostly offset by strong Retail revenue and gross margin growth, higher crop nutrient volume sales, solid operational results and the benefit of an asset retirement obligation change in estimate. COVID-19 had limited impact on our business in the periods.

# Segment Results

Our discussion of segment results set out on the following pages is a comparison of the results for the three and six months ended June 30, 2020 to the results for the three and six months ended June 30, 2019, respectively, unless otherwise noted.

<sup>2</sup> See the "Non-IFRS Financial Measures" section.

<sup>3</sup> Manufactured products only. Nitrogen excludes ESN® and Rainbow products.

### Retail

There	N/I 4 I	E al a al	luna 30

(millions of US dollars, except		Dollars		Gro	ss Margin		Gross Marg	in (%)
as otherwise noted)	2020	2019	% Change	2020	2019	% Change	2020	2019
Sales								
Crop nutrients	2,527	2,626	(4)	559	540	4	22	21
Crop protection products	2,436	2,286	7	547	472	16	22	21
Seed	1,141	1,197	(5)	219	209	5	19	17
Merchandise	253	144	76	45	24	88	18	17
Services and other	392	259	51	242	195	24	62	75
	6,749	6,512	4	1,612	1,440	12	24	22
Cost of goods sold	5,137	5,072	1_					
Gross margin	1,612	1,440	12					
Expenses <sup>1</sup>	811	749	8					
Earnings before finance								
costs and taxes ("EBIT")	801	691	16					
Depreciation and amortization	163	145	12					
EBITDA	964	836	15					

<sup>1</sup> Includes selling expenses of \$764 million (2019 – \$683 million).

Six Months Ended June 30

(millions of US dollars, except		Dollars		Gro	oss Margin		Gross Marg	in (%)
as otherwise noted)	2020	2019	% Change	2020	2019	% Change	2020	2019
Sales								
Crop nutrients	3,312	3,313	-	715	671	7	22	20
Crop protection products	3,446	3,030	14	704	589	20	20	19
Seed	1,535	1,553	(1)	278	259	7	18	17
Merchandise	469	252	86	79	43	84	17	17
Services and other	636	403	58	365	287	27	57	71
	9,398	8,551	10	2,141	1,849	16	23	22
Cost of goods sold	7,257	6,702	8					
Gross margin	2,141	1,849	16					
Expenses <sup>1</sup>	1,488	1,320	13					
EBIT	653	529	23					
Depreciation and amortization	318	281	13					
EBITDA	971	810	20					

<sup>1</sup> Includes selling expenses of \$1,399 million (2019 - \$1,215 million).

- **EBITDA** was significantly higher in the second quarter and first half of 2020, compared to the same periods in 2019, due to strong growth in revenue and gross margins across most product lines. The increase was due primarily to organic growth, aided by more normal weather conditions in the US this year, as well as from the benefit of acquisitions made over the past year. Total selling expenses and selling expense as a percent of revenue increased in the periods due primarily to the Ruralco Holdings Limited ("Ruralco") acquisition that closed at the end of the third quarter of 2019. Selling expenses as a percentage of revenue were also impacted by lower crop nutrient and seed prices in 2020, resulting in lower associated revenues. Selling expenses as a percent of gross margin decreased compared to the same periods in 2019.
- **Crop nutrients** sales were lower in the second quarter but similar in the first half of 2020, compared to the same periods in 2019. Lower selling prices offset a 9 percent and 13 percent increase in sales volumes in the respective periods. Gross margin percentage increased in the periods due to higher proprietary product sales.
- Crop protection products sales in the second quarter and first half of 2020 were higher due to continued market share growth, strong applications in North America and Australia supported by improved weather conditions and earlier planting in the US relative to 2019. Gross margin percentage increased in the periods due to strong product sales and gains achieved in key product categories.
- Seed sales in the first half of 2020 were similar to the same period last year but were down in the second quarter as North
  American planting in 2019 was more heavily weighted to the second quarter due to delayed seeding. Lower cotton planting and
  pressure on soybean seed prices were largely offset by higher total planted acreage in the US. Gross margin percentage
  increased due to an increased proportion of corn and canola seed sales, which have a higher gross margin, and fewer
  replanting discounts compared to the same periods in 2019.

- **Merchandise** sales increased in the periods primarily due to the addition of the Ruralco business in Australia. Gross margin percentage improved in the second quarter and was similar for the first half of 2020 compared to the same periods last year as we were able to increase margins in key markets.
- Services and other sales were also higher in the periods due to contributions from our Australian business and higher custom applications in the US. Gross margin percentage decreased due to product mix changes resulting primarily from the acquisition of Ruralco.

#### **Potash**

	Three Months Ended June 30									
(millions of US dollars, except	Dollars			Tonn	Tonnes (thousands)			Average per Tonne		
as otherwise noted)	2020	2019	% Change	2020	2019	% Change	2020	2019	% Change	
Manufactured product										
Net sales										
North America	232	257	(10)	1,201	975	23	194	264	(27)	
Offshore	356	591	(40)	2,414	2,480	(3)	147	238	(38)	
	588	848	(31)	3,615	3,455	5	163	246	(34)	
Cost of goods sold	310	317	(2)				86	92	(7)	
Gross margin - manufactured	278	531	(48)				77	154	(50)	
Gross margin - other 1	-	-		Depreciation	and amort	ization	30	33	(9)	
Gross margin - total	278	531	(48)	Gross margir	excluding	depreciation				
Expenses <sup>2</sup>	52	92	(43)	and amortiz	ation - mar	nufactured 3	107	187	(43)	
EBIT	226	439	(49)	Potash cash	cost of pro	duct				
Depreciation and amortization	109	114	(4)	manufacture	ed <sup>3</sup>		52	59	(12)	
EBITDA	335	553	(39)							

<sup>1</sup> Includes other potash and purchased products and is comprised of net sales of \$Nil (2019 - \$Nil) less cost of goods sold of \$Nil (2019 - \$Nil).

<sup>3</sup> See the "Non-IFRS Financial Measures" section.

	Six Months Ended June 30									
(millions of US dollars, except	Dollars			Tonnes (thousands)			Average per Tonne			
as otherwise noted)	2020	2019	% Change	2020	2019	% Change	2020	2019	% Change	
Manufactured product										
Net sales										
North America	457	502	(9)	2,348	1,951	20	195	257	(24)	
Offshore	648	1,042	(38)	4,144	4,424	(6)	156	235	(34)	
	1,105	1,544	(28)	6,492	6,375	2	170	242	(30)	
Cost of goods sold	575	589	(2)				88	92	(4)	
Gross margin - manufactured	530	955	(45)				82	150	(45)	
Gross margin - other 1	-	1	(100)	Depreciation	and amort	ization	32	34	(6)	
Gross margin - total	530	956	(45)	Gross margir	n excluding	depreciation				
Expenses <sup>2</sup>	115	156	(26)	and amortiz	ation - mar	nufactured	114	184	(38)	
EBIT	415	800	(48)	Potash cash	cost of pro	duct				
Depreciation and amortization	205	214	(4)	manufacture	ed		56	59	(5)	
EBITDA	620	1,014	(39)							

<sup>1</sup> Includes other potash and purchased products and is comprised of net sales of \$Nil million (2019 – \$1 million) less cost of goods sold of \$Nil (2019 – \$Nil).

- **EBITDA** decreased in the second quarter and first half of 2020 due to lower global potash prices. This was partially offset by record high sales volumes and lower cost of goods sold per tonne.
- Sales volumes were the highest of any second quarter and first half on record. Strong demand in North America for both the second quarter and the first half of 2020 resulted from an increase in US planted acreage and more normal weather this spring following several challenging application seasons. Offshore sales volumes declined slightly compared to the same periods last year due to lower Chinese import demand and some short-term cautious spot purchasing in certain international markets.
- **Net realized selling price** decreased in the second quarter and first half of 2020, reflecting pressure in global benchmark prices during much of the first half of 2020.

<sup>2</sup> Includes provincial mining and other taxes of \$46 million (2019 – \$91 million).

<sup>2</sup> Includes provincial mining and other taxes of \$103 million (2019  $-\,$  \$154 million).

 Cost of goods sold per tonne decreased in both periods due to lower production costs and lower depreciation and amortization related to production mix. Potash cash cost of product manufactured in the second quarter and first half of 2020 was significantly lower than the same periods in 2019 primarily due to production efficiency gains and the deferral of maintenance projects due to COVID-19 precautions.

#### **Canpotex Sales by Market**

(percentage of sales volumes, except as	Three Mon	ths Ended J	Six Month	Six Months Ended June 30			
otherwise noted)	2020	2019	% Change	2020	2019	% Change	
Latin America	36	29	24	31	24	29	
Other Asian markets 1	26	27	(4)	28	30	(7)	
China	19	25	(24)	22	27	(19)	
India	12	9	33	12	10	20	
Other markets	7	10	(30)	7	9	(22)	
	100	100		100	100		

<sup>1</sup> All Asian markets except China and India.

## **Nitrogen**

				Three Mon	ths Ende	d June 30			
(millions of US dollars, except _	Dollars			Tonne	s (thousa	ands)	Average per Tonne		
as otherwise noted)	2020	2019	% Change	2020	2019	% Change	2020	2019	% Change
Manufactured product									
Net sales									
Ammonia	229	296	(23)	935	1,041	(10)	244	285	(14)
Urea	273	305	(10)	1,000	969	3	273	314	(13)
Solutions, nitrates and sulfates	194	201	(3)	1,255	1,137	10	154	177	(13)
	696	802	(13)	3,190	3,147		218	255	(15)
Cost of goods sold	508	531	(4)	,	-,		159	169	(6)
Gross margin - manufactured	188	271	(31)				59	86	(31)
Gross margin - other 1	20	23	(13)	Depreciation a	and amort	tization	54	49	10
Gross margin - total	208	294	(29)	Gross margin	excluding	depreciation			
Expenses (income)	(3)	(11)	(73)	and amortiza	ation - ma	nufactured	113	135	(16)
EBIT	211	305	(31)	Ammonia con	trollable o	ash cost of			
Depreciation and amortization	172	154	12	product man	ufactured	2	40	45	(11)
EBITDA	383	459	(17)						

<sup>1</sup> Includes other nitrogen (including ESN® and Rainbow) and purchased products and is comprised of net sales of \$157 million (2019 – \$164 million) less cost of goods sold of \$137 million (2019 – \$141 million).

<sup>2</sup> See the "Non-IFRS Financial Measures" section.

				Six Month	ns Ended	June 30			
(millions of US dollars, except _		Dollars		Tonne	s (thousa	ınds)	Average per Tonne		
as otherwise noted)	2020	2019	% Change	2020	2019	% Change	2020	2019	% Change
Manufactured product									
Net sales									
Ammonia	359	458	(22)	1,502	1,685	(11)	239	272	(12)
Urea	510	518	(2)	1,856	1,616	15	275	321	(14)
Solutions, nitrates and									
sulfates	357	372	(4)	2,360	2,085	13	151	178	(15)
	1,226	1,348	(9)	5,718	5,386	6	214	250	(14)
Cost of goods sold	952	929	2			_	166	172	(3)
Gross margin - manufactured	274	419	(35)				48	78	(38)
Gross margin - other 1	31	41	(24)	Depreciation	and amort	ization	56	50	12
Gross margin - total	305	460	(34)	Gross margin	excluding	depreciation			
Expenses (income)	8	(6)	n/m	and amortiza	ation - mai	nufactured	104	128	(19)
EBIT	297	466	(36)	Ammonia con	trollable c	ash cost of			
Depreciation and amortization	322	267	21	product man	ufactured		43	44	(2)
EBITDA	619	733	(16)						

<sup>1</sup> Includes other nitrogen (including ESN® and Rainbow) and purchased products and is comprised of net sales of \$305 million (2019 – \$295 million) less cost of goods sold of \$274 million (2019 – \$254 million).

- **EBITDA** decreased in the second quarter and first half of 2020 as lower net realized selling prices more than offset the benefit of higher sales volumes into North American agricultural markets and lower cost of goods sold per tonne.
- Sales volumes in the second quarter and first half of 2020 increased compared to the same periods in 2019 due to strong fertilizer demand. This more than offset lower ammonia sales caused by reduced industrial demand in the periods.
- **Net realized selling price** of nitrogen decreased in the second quarter and first half of 2020 due to lower global and North American benchmark prices across all products.
- Cost of goods sold per tonne for nitrogen decreased in the periods as a result of lower natural gas prices and fixed costs. This
  was partially offset by higher depreciation and amortization due to expansion and turnaround work that was completed in late
  2019. Ammonia controllable cash cost of product manufactured per tonne decreased in the second quarter and first half of 2020
  compared to the same periods last year due to lower fixed costs and favorable foreign exchange rates related to our Canadian
  operations.

#### **Natural Gas Prices**

	Three Mon	ths Ended J	une 30	Six Months Ended June 30			
(US dollars per MMBtu, except as otherwise noted)	2020	2019	% Change	2020	2019	% Change	
Overall gas cost excluding realized derivative impact	2.09	2.34	(11)	2.16	2.68	(19)	
Realized derivative impact	0.06	0.17	(65)	0.06	0.10	(40)	
Overall gas cost	2.15	2.51	(14)	2.22	2.78	(20)	
Average NYMEX	1.72	2.64	(35)	1.83	2.89	(37)	
Average AECO	1.37	0.88	56	1.50	1.18	27	

 Gas costs decreased in the second quarter and first half of 2020 compared to the same periods in 2019 primarily due to lower US gas costs and a lower realized derivative impact.

## **Phosphate**

	Three Months Ended June 30										
(millions of US dollars, except _	Dollars			Tonne	Tonnes (thousands)				Average per Tonne		
as otherwise noted)	2020	2019	% Change	2020	2019	% Change	2020	2019	% Change		
Manufactured product											
Net sales											
Fertilizer	146	263	(44)	472	681	(31)	309	385	(20)		
Industrial and feed	104	104		194	182	7	538	569	(5)		
	250	367	(32)	666	863	(23)	375	424	(12)		
Cost of goods sold	224	375	(40)				335	434	(23)		
Gross margin - manufactured	26	(8)	n/m				40	(10)	n/m		
Gross margin - other <sup>1</sup>	2	(2)	n/m	Depreciation	and amor	tization	84	72	17		
Gross margin - total	28	(10)	n/m	Gross margir	excluding	g depreciation					
Expenses	7	14	(50)	and amortiz	ation - ma	nufactured	124	62	100		
EBIT	21	(24)	n/m								
Depreciation and amortization	56	62	(10)								
EBITDA	77	38	103								

<sup>1</sup> Includes other phosphate and purchased products and is comprised of net sales of \$27 million (2019 - \$51 million) less cost of goods sold of \$25 million (2019 - \$53 million).

#### Six Months Ended June 30

(millions of US dollars, except		Dollars			Tonnes (thousands)			ge per To	nne
as otherwise noted)	2020	2019	% Change	2020	2019	% Change	2020	2019	% Change
Manufactured product									
Net sales									
Fertilizer	319	471	(32)	1,040	1,172	(11)	307	401	(23)
Industrial and feed	210	215	(2)	385	386		546	556	(2)
	529	686	(23)	1,425	1,558	(9)	372	440	(15)
Cost of goods sold	511	679	(25)				359	436	(18)
Gross margin - manufactured	18	7	157				13	4	225
Gross margin - other 1	3	(3)	n/m	Depreciation	and amor	tization	84	78	8
Gross margin - total	21	4	425	Gross margin	n excludin	g depreciation			
Expenses	17	20	(15)	and amortiz	ation - mar	nufactured	97	82	18
EBIT	4	(16)	n/m						
Depreciation and amortization	119	122	(2)						
EBITDA	123	106	16						

<sup>1</sup> Includes other phosphate and purchased products and is comprised of net sales of \$61 million (2019 - \$81 million) less cost of goods sold of \$58 million (2019 - \$84 million).

- **EBITDA** increased in the second quarter and first half of 2020 primarily due to a change in estimate related to an asset retirement obligation resulting in a gain of \$46 million in the second quarter. Excluding this impact, EBITDA would have been lower in the periods compared to the previous year, as declines in net realized selling prices and sales volumes more than offset the benefit of a reduction in cost of goods sold per tonne.
- Sales volumes decreased in the second quarter and first half of 2020 primarily due to the conversion of the Redwater phosphate facility to ammonium sulfate in 2019 and lower phosphoric acid exports in 2020.
- Net realized selling price of phosphate decreased in the second quarter and first half of 2020, consistent with declines in global benchmark prices.
- Cost of goods sold per tonne decreased significantly in both periods primarily due to the asset retirement obligation revaluation gain and lower raw material costs.

## **Corporate and Others**

(millions of US dollars, except	Thre	Six Months Ended June 30				
as otherwise noted)	2020	2019	% Change	2020	2019	% Change
Sales <sup>1</sup>	20	36	(44)	47	64	(27)
Cost of goods sold	18	36	(50)	43	64	(33)
Gross margin	2	-	n/m	4	-	n/m
Selling expenses	(8)	(3)	167	(13)	(9)	44
General and administrative expenses	65	62	5	125	126	(1)
Provincial mining and other taxes	1	4	(75)	1	5	(80)
Share-based compensation expense						
(recovery)	12	59	(80)	(20)	116	n/m
Impairment of assets	-	-	-	-	33	(100)
Other expenses	79	51	55	86	55	56
EBIT	(147)	(173)	(15)	(175)	(326)	(46)
Depreciation and amortization	17	11	55	26	22	18
EBITDA	(130)	(162)	(20)	(149)	(304)	(51)
Finance costs	139	143	(3)	272	266	2
Income tax expense	235	294	(20)	219	306	(28)
Other comprehensive income (loss)	201	(14)	n/m	(157)	18	n/m

<sup>1</sup> Primarily relates to our non-core Canadian business.

• Share-based compensation expense (recovery) - We had an expense for the three months ended June 30, 2020 as share-based awards vest over time. This is partially offset by the impact of a lower share price during this period.

We had a recovery for the six months ended June 30, 2020 as our share price decreased primarily resulting from market volatility due to the COVID-19 pandemic, compared to an increase in our share price in the comparative period in 2019.

- **Impairment of assets** was lower for the first half of 2020 due to a \$33 million impairment of our intangible assets as a result of Fertilizantes Heringer S.A. filing for bankruptcy protection in 2019.
- **Finance costs** in the second quarter and first half of 2020 were similar to the same periods last year. Lower interest rates were more than offset by higher finance costs related to COVID-19 as we managed, and continue to manage, our liquidity position during the pandemic.
- Income tax expense decreased due to lower earnings before income taxes for the second quarter and first half of 2020 compared to the same periods in 2019.
- Other comprehensive income (loss) For the three months ended June 30, 2020, we had higher other comprehensive income from a gain on translation of our Retail operations in Canada and Australia as the Canadian and Australian dollars significantly appreciated as global markets partially rebounded following the COVID-19 outbreak in the early part of 2020.

We had an other comprehensive loss in the first half of 2020 from the translation of our Retail operations in Canada. We also had higher unrealized fair value losses in our investment in Sinofert Holdings Ltd. These greater-than-normal fluctuations in foreign exchange rates and the mark-to-market value of our investment were primarily attributable to increased market volatility as a result of the global COVID-19 pandemic.

# **Financial Condition Review**

The following balance sheet categories contained variances that were considered significant:

	As	s at			
(millions of US dollars, except as otherwise noted)	June 30, 2020	December 31, 2019	\$ Change	% Change	
Assets					
Cash and cash equivalents	1,415	671	744	111	
Receivables	5,712	3,542	2,170	61	
Inventories	4,199	4,975	(776)	(16)	
Prepaid expenses and other current assets	444	1,477	(1,033)	(70)	
Liabilities and Equity					
Short-term debt	1,247	976	271	28	
Current portion of long-term debt	-	502	(502)	(100)	
Payables and accrued charges	7,306	7,437	(131)	(2)	
Long-term debt	10,032	8,553	1,479	17	
Retained earnings	7,320	7,101	219	3	

- Explanations for changes in Cash and cash equivalents are in the "Sources and Uses of Cash" section.
- Receivables increased due to seasonal Retail sales resulting in higher receivables from customers and vendor rebates receivables.
- Inventories decreased due to seasonal Retail sales.
- Prepaid expenses and other current assets decreased due to Retail taking delivery of prepaid inventory (primarily seed and crop protection) during the spring application season.
- Short-term debt increased primarily from commercial paper issuances as part of our seasonal working capital management.
- Payables and accrued charges decreased primarily due to lower customer prepayments as Retail customers took delivery of prepaid sales. The decrease was partially offset by an increase primarily related to a shift in timing of supplier payments.
- Long-term debt (including current portion) increased due to the addition of \$1.5 billion in notes issued in May 2020 exceeding the repayment of \$500 million in notes that matured in the first quarter of 2020.
- Retained earnings increased as net earnings in the first half of 2020 exceeded dividends declared.

# **Liquidity and Capital Resources**

## Sources and Uses of Liquidity

We believe that internally generated cash flow, supplemented by available borrowings under our existing financing sources, if necessary, will be sufficient to meet our anticipated capital expenditures and other cash requirements for at least the next 12 months. As further developments and impacts of COVID-19 are highly uncertain and cannot be predicted, we continue to monitor our liquidity position. Refer to the "Capital Structure and Management" section for details on our existing long-term debt and credit facilities.

Key uses in the second guarter and/or six months ended June 30, 2020 included:

- Repaid \$3.5 billion of revolving credit facilities during the three months ended June 30, 2020.
- Repaid at maturity \$500 million of 4.875 percent notes during the six months ended June 30, 2020. See Note 7 to the interim
  financial statements.
- Paid \$258 million and \$514 million in dividends to shareholders for the three and six months ended June 30, 2020, respectively.
- Repurchased approximately 4 million common shares for cancellation at a cost of \$160 million with an average price per share
  of \$41.96 during the six months ended June 30, 2020. At June 30, 2020, we had approximately 28 million shares available to
  repurchase under the normal course issuer bid, which expires on February 26, 2021. See Note 8 to the interim financial
  statements.

Key sources in the second guarter and/or six months ended June 30, 2020 included:

Issued \$1.5 billion of notes on May 13, 2020. See Note 7 to the interim financial statements.

In March and April 2020, in response to the market uncertainty caused by the COVID-19 pandemic, we established new committed revolving credit facilities totaling approximately \$1.5 billion. We closed these credit facilities after the issuance of the new notes as described above. We also use commercial paper as a source of liquidity. For the three and six months ended June 30, 2020, outstanding commercial paper decreased by \$646 million and increased by \$355 million, respectively.

#### Sources and Uses of Cash

	Three Mor	ths Ended .	June 30	Six Months Ended June 30		
(millions of US dollars, except as otherwise noted)	2020	2019	% Change	2020	2019	% Change
Cash provided by operating activities	1,756	1,172	50	1,230	657	87
Cash used in investing activities	(408)	(420)	(3)	(853)	(1,229)	(31)
Cash (used in) provided by financing activities	(3,139)	(500)	528	380	(1,109)	n/m
Effect of exchange rate changes on cash and cash						
equivalents	24	(9)	n/m	(13)	(17)	(24)
(Decrease) increase in cash and cash equivalents	(1,767)	243	n/m	744	(1,698)	n/m

Cash and cash equivalents decreased by \$1,767 million this quarter compared to an increase of \$243 million in the comparative quarter in 2019, due to:

- An increase of \$584 million in cash provided by operating activities over the same period in 2019, mostly due to improved
  working capital management. The most significant change was an increase in payables and accrued charges related to a shift in
  timing of supplier payments. These improvements were partially offset by a decrease in net earnings due to lower crop nutrient
  prices.
- A \$114 million increase in cash used for acquisitions compared to the same period in 2019 primarily from the Tec Agro Group acquisition in the second quarter of 2020, partially offset by lower capital expenditures.
- An increase in our short-term debt net repayments of \$4.2 billion compared to the same period in 2019, as we repaid \$3.5 billion of revolving credit facilities in the second quarter of 2020, and improved working capital management.
- \$500 million long-term debt repayment in the second quarter of 2019, compared to minimal repayment in the second quarter of 2020.
- A decrease of \$1.1 billion in cash payments to shareholders in the form of share repurchases compared to the same period in 2019.

Cash and cash equivalents increased by \$744 million in the first half of 2020 compared to a decrease of \$1,698 million in the first half of 2019, due to:

- An increase of \$573 million in cash provided by operating activities over the same period in 2019, mostly due to improved
  non-cash operating working capital management. The most significant change is an increase in payables and accrued charges
  related to a shift in timing of supplier payments. These improvements were partially offset by a decrease in net earnings due to
  lower crop nutrient prices.
- A \$316 million decrease in cash used for Retail acquisitions compared to 2019.
- A decrease in our short-term debt net proceeds of \$755 million compared to the same period in 2019, due to improved working capital management.
- A \$493 million decrease in long-term debt repayments compared to the same period in 2019.
- A decrease of \$1.8 billion in cash payments to shareholders in the form of share repurchases compared to the same period in 2019.

# **Capital Structure and Management**

## **Principal Debt Instruments**

In response to the COVID-19 pandemic, we continue to monitor our liquidity position. We added new credit facilities of \$1.5 billion in March and April 2020, which we subsequently closed in May 2020 after the issuance of the new notes described below. We use a combination of cash generated from operations and short-term and long-term debt to finance our operations. We are in compliance with our debt covenants and did not have any changes to our credit ratings in the six months ended June 30, 2020.

#### **Short-term Debt**

	As at June 30, 2020						
(millions of US dollars)	Rate of Interest (%)	Total Facility Limit	Outstanding and Committed	Remaining Available			
Credit facilities							
Unsecured revolving term credit facility	NIL	4,500	-	4,500			
Uncommitted revolving demand facility	NIL	500	-	500			
Other credit facilities 1	0.9 - 11.8	640	242	398			
Commercial paper	0.4 - 2.8		1,005				
Total			1,247				

<sup>1</sup> Other credit facilities are unsecured and consist of South American facilities with debt of \$184 (December 31, 2019 – \$149) and interest rates ranging from 2.4 percent to 11.8 percent, Australian facilities with debt of \$27 (December 31, 2019 – \$157) and an interest rate of 1.3 percent, and Other facilities with debt of \$31 (December 31, 2019 – \$20) and interest rates ranging from 0.9 percent to 4.0 percent.

The amount available under the commercial paper program is limited to the availability of backup funds under the \$4,500 million unsecured revolving term credit facility and excess cash invested in highly liquid securities.

#### **Long-term Debt**

Our long-term debt consists primarily of notes. See the "Capital Structure and Management" section of our 2019 Annual Report for information on balances, rates and maturities for our notes. On May 13, 2020, we issued \$1.5 billion in notes. See Note 7 to the interim financial statements. During the first half of 2020, we repaid the \$500 million 4.875 percent notes that matured March 30, 2020.

# **Outstanding Share Data**

	As at August 7, 2020
Common shares	569,145,935
Options to purchase common shares	11,177,625

For more information on our capital structure and management, see Note 26 to our 2019 financial statements.

# **Quarterly Results**

(millions of US dollars, except as otherwise noted)	Q2 2020	Q1 2020	Q4 2019	Q3 2019	Q2 2019	Q1 2019	Q4 2018	Q3 2018
Sales	8,416	4,186	3,442	4,169	8,693	3,719	3,762	4,034
Net earnings (loss) from continuing operations	765	(35)	(48)	141	858	41	296	(1,067)
Net earnings from discontinued operations	-	-	-	-	-	-	2,906	23
Net earnings (loss)	765	(35)	(48)	141	858	41	3,202	(1,044)
EBITDA	1,656	555	499	785	1,781	596	944	(932)
Earnings (loss) per share ("EPS") from continuing								
operations								
Basic	1.34	(0.06)	(0.08)	0.25	1.48	0.07	0.48	(1.74)
Diluted	1.34	(0.06)	(80.0)	0.24	1.47	0.07	0.48	(1.74)
EPS								
Basic	1.34	(0.06)	(0.08)	0.25	1.48	0.07	5.23	(1.70)
Diluted	1.34	(0.06)	(0.08)	0.24	1.47	0.07	5.22	(1.70)

Seasonality in our business results from increased demand for products during the planting season. Crop input sales are generally higher in the spring and fall application seasons. Crop nutrient inventories are normally accumulated leading up to each application season. Our cash collections generally occur after the application season is complete, while customer prepayments made to us are concentrated in December and January and inventory prepayments paid to our vendors are typically concentrated in the period from November to January. Feed and industrial sales are more evenly distributed throughout the year.

Since the fourth quarter of 2019, Potash earnings were impacted by lower net realized selling prices caused by a temporary slowdown in global demand. In the fourth quarter of 2018, earnings were impacted by \$2.9 billion in after-tax gains on the sales of our investments in Sociedad Quimica y Minera de Chile S.A. and Arab Potash Company, which were categorized as discontinued operations. In the third quarter of 2018, earnings were impacted by a \$1.8 billion non-cash impairment to property, plant and equipment in the Potash segment.

# **Risk Factors**

## Coronavirus Disease (COVID-19) Pandemic

Epidemics, pandemics or other such crises or public health concerns in regions of the world where we have operations or source material or sell products, could impact or disrupt our business. Specifically, the ongoing COVID-19 outbreak has resulted in travel restrictions and extended shutdowns of certain businesses around the world, as well as a deterioration of general economic conditions. These or any governmental or other regulatory developments or health concerns in countries in which we operate could result in operational restrictions or social and economic instability, or labor shortages. More specifically, there remains uncertainty relating to the potential impact that COVID-19 could eventually have on our business. It is still possible that COVID-19 could impact our operations, create supply chain disruptions and/or limit our ability to timely sell or distribute our products in the future which would negatively impact our business, financial condition and operating results. It is also possible the fallout from COVID-19 could negatively impact our customers, even though the agriculture sector is classified as an essential service. Any significant long-term downturn in the global economy or agricultural markets could impact the Company's access to capital or credit ratings, or our customers' access to liquidity, which could increase our counterparty credit exposure.

# **Controls and Procedures**

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the *Securities Exchange Act of 1934*, as amended, and National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*. Internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and preparation of financial statements for external purposes in accordance with IFRS. Any system of internal control over financial reporting, no matter how well designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

There have been changes to our internal control over financial reporting during the quarter ended June 30, 2020. As part of our digital transformation, we have implemented a new enterprise resource planning system in the Retail segment resulting in a more automated control environment for our Canadian and Loveland Products operations. This change has materially affected our internal control over financial reporting.

Also, with the acquisition of Ruralco and the integration of the Australian Retail operations, the internal control over the Australian Retail operations will come into scope of the Company's internal control over financial reporting for the fourth quarter of 2020. The acquisition of Ruralco was previously excluded from management's evaluation of the effectiveness of the Company's internal control over financial reporting as of December 31, 2019 due to the proximity of the acquisition to year-end. The integration of the Australian Retail operations is expected to materially affect our internal control over financial reporting.

COVID-19 has also affected our business. During the quarter, corporate office staff and many site administrative staff have worked from home. This change has required certain processes and controls that were previously done or documented manually to be completed and retained in electronic form. This change has not materially affected our internal control over financial reporting.

Except as discussed herein, there have been no changes that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

# **Forward-Looking Statements**

Certain statements and other information included and incorporated by reference in this document constitute "forward-looking information" or "forward-looking statements" (collectively, "forward-looking statements") under applicable securities laws (such statements are often accompanied by words such as "anticipate", "forecast", "expect", "believe", "may", "will", "should", "estimate", "intend" or other similar words). All statements in this document, other than those relating to historical information or current conditions, are forward-looking statements, including, but not limited to: Nutrien's 2020 annual guidance, including expectations regarding our adjusted net earnings per share, adjusted EBITDA and EBITDA by segment; capital spending expectations for 2020; expectations regarding our liquidity; expectations regarding performance of our operating segments in 2020; our operating segment market outlooks and market conditions for 2020, including the impact of COVID-19 thereon, and the anticipated supply and demand for our products and services, expected market and industry conditions with respect to crop nutrient application rates, planted acres, crop mix, prices and the impact of currency fluctuations and import and export volumes; and acquisitions and divestitures, and the expected synergies associated with various acquisitions, including timing thereof. These forward-looking statements are subject to a number of assumptions, risks and uncertainties, many of which are beyond our control, which could cause actual results to differ materially from such forward-looking statements. As such, undue reliance should not be placed on these forward-looking statements.

All of the forward-looking statements are qualified by the assumptions that are stated or inherent in such forward-looking statements, including the assumptions referred to below and elsewhere in this document. Although we believe that these assumptions are reasonable, having regard to our experience and our perception of historical trends, this list is not exhaustive of the factors that may affect any of the forward-looking statements and the reader should not place an undue reliance on these assumptions and such forward-looking statements. Current conditions, economic and otherwise, render assumptions, although reasonable when made, subject to greater uncertainty. The additional key assumptions that have been made include, among other things, assumptions with respect to our ability to successfully complete, integrate and realize the anticipated benefits of our already completed and future acquisitions, and that we will be able to implement our standards, controls, procedures and policies at any acquired businesses to realize the expected synergies; that future business, regulatory and industry conditions will be within the parameters expected by us, including with respect to prices, margins, demand, supply, product availability, supplier agreements, availability and cost of labor and interest, exchange and effective tax rates; the completion of our expansion projects on schedule, as planned and on budget; assumptions with respect to global economic conditions and the accuracy of our market outlook expectations for 2020 and in the future; our expectations regarding the impacts, direct and indirect, of COVID-19 on our business, customers, business partners, employees, supply chain, other stakeholders and the overall economy; the adequacy of our cash generated from operations and our ability to access our credit facilities or capital markets for additional sources of financing; our ability to identify suitable candidates for acquisitions and divestitures and negotiate acceptable terms; our ability to maintain investment grade ratings and achieve our performance targets; and the receipt, on time, of all necessary permits, utilities and project approvals with respect to our expansion projects and that we will have the resources necessary to meet the projects' approach.

Events or circumstances that could cause actual results to differ materially from those in the forward-looking statements include, but are not limited to: general global economic, market and business conditions; failure to complete announced and future acquisitions or divestitures at all or on the expected terms and within the expected timeline; climate change and weather conditions, including impacts from regional flooding and/or drought conditions; crop planted acreage, yield and prices; the supply and demand and price levels for our products; governmental and regulatory requirements and actions by governmental authorities, including changes in government policy (including tariffs, trade restrictions and climate change initiatives), government ownership requirements, changes in environmental, tax and other laws or regulations and the interpretation thereof; political risks, including civil unrest, actions by armed groups or conflict and malicious acts including terrorism; the occurrence of a major environmental or safety incident; innovation and cybersecurity risks related to our systems, including our costs of addressing or mitigating such risks; regional natural gas supply restrictions; counterparty and sovereign risk; delays in completion of turnarounds at our major facilities; gas supply interruptions; any significant impairment of the carrying value of certain assets; risks related to reputational loss; certain complications that may arise in our mining processes; the ability to attract, engage and retain skilled employees and strikes or other forms of work stoppages; the COVID-19 pandemic and its resulting effects on economic conditions, restrictions imposed by public health authorities or governments, fiscal and monetary responses by governments and financial institutions and disruptions to global supply chains; and other risk factors detailed from time to time in Nutrien reports filed with the Canadian securities regulators and the SEC in the United States.

The purpose of our expected adjusted net earnings per share, adjusted EBITDA and EBITDA by segment guidance ranges are to assist readers in understanding our expected financial results, and this information may not be appropriate for other purposes.

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

# **Terms and Definitions**

For the definitions of certain financial and non-financial terms used in this document, as well as a list of abbreviated company names and sources, see the "Terms and Definitions" section of our 2019 Annual Report dated February 19, 2020. All references to per share amounts pertain to diluted net earnings (loss) per share, "n/m" indicates information that is not meaningful and all financial data are stated in millions of US dollars, unless otherwise noted.

# **About Nutrien**

Nutrien is the world's largest provider of crop inputs and services, playing a critical role in helping growers increase food production in a sustainable manner. We produce and distribute 25 million tonnes of potash, nitrogen and phosphate products world-wide. With this capability and our leading agriculture retail network, we are well positioned to supply the needs of our customers. We operate with a long-term view and are committed to working with our stakeholders as we address our economic, environmental and social priorities. The scale and diversity of our integrated portfolio provides a stable earnings base, multiple avenues for growth and the opportunity to return capital to shareholders.

#### For Further Information:

#### **Investor Relations:**

Richard Downey Vice President, Investor Relations (403) 225-7357 Investors@nutrien.com

Tim Mizuno Director, Investor Relations (306) 933-8548

#### **Media Relations:**

Will Tigley
Manager, Communications - CEO and Corporate Functions
(403) 225-7310

Contact us at: www.nutrien.com

Selected financial data for download can be found in our data tool at www.nutrien.com/investors/interactive-datatool Such data is not incorporated by reference herein.

#### Nutrien will host a Conference Call on Tuesday, August 11, 2020 at 10:00 am Eastern Time.

- In order to expedite access to our conference call, each participant will be required to pre-register for the event:
  - Online: http://www.directeventreg.com/registration/event/4497183.
  - Via Phone: 1-888-869-1189 Conference ID 4497183.
- Once the registration is complete, a confirmation will be sent providing the dial in number and both the Direct Event Passcode and your unique Registrant ID to join this call. For security reasons, please do not share your information with anyone else.
- Live Audio Webcast: Visit www.nutrien.com/investors/events/2020-q2-earnings-conference-call

# **Appendix A - Selected Additional Financial Data**

Selected Retail measures	Three Months Ended	June 30	Six Months Ended June 30		
	2020	2019	2020	2019	
Proprietary products margin as a percentage of product line margin (%)					
Crop nutrients	24	23	26	23	
Crop protection products	42	44	42	43	
Seed	47	42	44	42	
All products	29	29	28	28	
Crop nutrients sales volumes (tonnes - thousands)					
North America	5,098	4,913	6,524	6,052	
International	1,024	704	1,623	1,144	
Total	6,122	5,617	8,147	7,196	
Crop nutrients selling price per tonne					
North America	427	472	425	472	
International	340	433	332	397	
Total	413	467	406	460	
Crop nutrients gross margin per tonne					
North America	101	102	100	101	
International	42	56	40	51	
Total	91	96	88	93	
Financial performance measures			2020 Target	2020 Actuals	
Retail EBITDA to sales (%) 1, 2			10	10	
Retail adjusted average working capital to sales (%) 1, 2			21	18	
Retail cash operating coverage ratio (%) 1,2			61	61	

<sup>1</sup> Rolling four quarters ended June 30, 2020.

Retail normalized comparable store sales (%) 2

Retail EBITDA per US selling location (thousands of US dollars)  $^{1,\,2}$ 

Nutrien Financial As at June 30, 2020

(millions of US dollars)	Current	31-90 days past due	>90 days past due	Allowance <sup>2</sup>	Total
Nutrien Financial receivables 1	2,068	32	24	(16)	2,108

6

1,075

1,000

<sup>2</sup> See the "Non-IFRS Financial Measures" section.

<sup>1</sup> See the "Non-IFRS Financial Measures" section.

<sup>2</sup> Allowance for expected credit losses of receivables from customers.

Selected Nitrogen measures	Three Months Ended	June 30	Six Months Ended June 30		
	2020	2019	2020	2019	
Sales volumes (tonnes - thousands)					
Fertilizer	2,173	1,882	3,584	2,900	
Industrial and feed	1,017	1,265	2,134	2,486	
Net sales (millions of US dollars)					
Fertilizer	510	555	828	839	
Industrial and feed	186	247	398	509	
Net selling price per tonne					
Fertilizer	235	295	231	289	
Industrial and feed	182	196	186	205	

Production measures	Three Months Ended	June 30	Six Months Ended June 30		
_	2020	2019	2020	2019	
Potash production (Product tonnes - thousands)	3,346	3,285	6,381	6,784	
Potash shutdown weeks <sup>1</sup>	22	15	34	16	
Nitrogen production (Ammonia tonnes - thousands) <sup>2</sup>	1,619	1,599	3,066	3,234	
Ammonia operating rate (%) <sup>3</sup>	97	91	94	92	
Phosphate production (P <sub>2</sub> O <sub>5</sub> tonnes - thousands) <sup>4</sup>	357	357	729	750	
Phosphate P <sub>2</sub> O <sub>5</sub> operating rate (%) <sup>4</sup>	84	84	86	89	

<sup>1</sup> Represents weeks of full production shutdown, excluding the impact of any periods of reduced operating rates and planned routine annual maintenance shutdowns and announced workforce reductions.
2 All figures are provided on a gross production basis.
3 Excludes Trinidad and Joffre.

<sup>4</sup> Excludes Redwater.

# **Appendix B - Non-IFRS Financial Measures**

We use both IFRS and certain non-IFRS financial measures to assess performance. Non-IFRS financial measures are numerical measures of a company's performance, that either exclude or include amounts that are not normally excluded or included in the most directly comparable measures calculated and presented in accordance with IFRS. In evaluating these measures, investors should consider that the methodology applied in calculating such measures may differ among companies and analysts.

Management believes the non-IFRS financial measures provide transparent and useful supplemental information to help investors evaluate our financial performance, financial condition and liquidity using the same measures as management. These non-IFRS financial measures should not be considered as a substitute for, or superior to, measures of financial performance prepared in accordance with IFRS.

The following section outlines our non-IFRS financial measures, their definitions and why management uses each measure. It includes reconciliations to the most directly comparable IFRS measures. Except as otherwise described herein, our non-IFRS financial measures are calculated on a consistent basis from period to period and are adjusted for specific items in each period, as applicable. As non-recurring or unusual items arise, we generally exclude these items in our calculation.

## **EBITDA and Adjusted EBITDA**

Most directly comparable IFRS financial measure: Net earnings (loss).

**Definition:** EBITDA is calculated as net earnings (loss) before finance costs, income taxes and depreciation and amortization. Adjusted EBITDA is calculated as net earnings (loss) before finance costs, income taxes, depreciation and amortization, Merger and related costs, certain acquisition and integration related costs, share-based compensation, impairment of assets, certain foreign exchange gain/loss (net of related derivatives), and COVID-19 related expenses. In 2020, we have amended our calculation of adjusted EBITDA to adjust for the impact of COVID-19 related expenses. There were no similar expenses in the comparative period.

Why we use the measure and why it is useful to investors: These are meaningful measures because they are not impacted by long-term investment and financing decisions, but rather focus on the performance of our day-to-day operations. These provide a measure of our ability to service debt and to meet other payment obligations.

	Three Months Ended	June 30	Six Months Ended June 30	
(millions of US dollars)	2020	2019 <sup>1</sup>	2020	2019 ¹
Net earnings	765	858	730	899
Finance costs	139	143	272	266
Income tax expense	235	294	219	306
Depreciation and amortization	517	486	990	906
EBITDA	1,656	1,781	2,211	2,377
Merger and related costs	-	25	-	36
Acquisition and integration related costs	18	-	28	-
Share-based compensation expense (recovery)	12	59	(20)	116
Impairment of assets	-	-	<u>-</u>	33
COVID-19 related expenses	17	-	19	-
Foreign exchange loss (gain), net of related derivatives	18	5	(9)	12
Adjusted EBITDA	1,721	1,870	2,229	2,574

<sup>1</sup> In the fourth quarter of 2019, we amended our calculations of adjusted EBITDA and restated the comparative periods to exclude the impact of foreign exchange gain/loss, net of related derivatives, as foreign exchange changes are not indicative of our operating performance.

## Adjusted EBITDA and Adjusted Net Earnings Per Share Guidance

This guidance is provided on a non-IFRS basis. We do not provide a reconciliation of such forward-looking measures to the most directly comparable financial measures calculated and presented in accordance with IFRS due to unknown variables and the uncertainty related to future results. These unknown variables may include unpredictable transactions of significant value that may be inherently difficult to determine, without unreasonable efforts. Guidance excludes the impacts of acquisition and integration related costs, share-based compensation, certain foreign exchange gain/loss (net of related derivatives), and COVID-19 related expenses.

## Adjusted Net Earnings and Adjusted Net Earnings Per Share

Most directly comparable IFRS financial measure: Net earnings (loss) and net earnings (loss) per share.

**Definition:** Net earnings (loss) before certain acquisition and integration related costs, share-based compensation, certain foreign exchange gain/loss (net of related derivatives), and COVID-19 related expenses (including those recorded under finance costs), net of tax. In 2020, we have amended our calculation of adjusted net loss to adjust for the impact of COVID-19 related expenses.

Why we use the measure and why it is useful to investors: Focuses on the performance of our day-to-day operations excluding the effects of non-operating items.

				Months Ended une 30, 2020		
(millions of US dollars, except as otherwise noted)	Increases (Decreases)	Post-Tax	Per Diluted Share	Increases (Decreases)	Post-Tax	Per Diluted Share
Net earnings		765	1.34		730	1.28
Adjustments:						
Acquisition and integration related costs	18	14	0.03	28	22	0.04
Share-based compensation expense (recovery)	12	9	0.02	(20)	(15)	(0.03)
COVID-19 related expenses	29	22	0.04	31	24	0.04
Foreign exchange loss (gain), net of related						
derivatives	18	14	0.02	(9)	(7)	(0.01)
Adjusted net earnings		824	1.45		754	1.32

# Free Cash Flow and Free Cash Flow Including Changes in Non-Cash Operating Working Capital

Most directly comparable IFRS financial measure: Cash from operations before working capital changes.

**Definition:** Cash from operations before working capital changes less sustaining capital expenditures. We also calculate a similar measure which includes changes in non-cash operating working capital.

Why we use the measure and why it is useful to investors: For evaluation of liquidity and financial strength, and as a component of employee remuneration calculations. These are also useful as an indicator of our ability to service debt, meet other payment obligations and make strategic investments. These do not represent residual cash flow available for discretionary expenditures.

	Three Months Ended	June 30	Six Months Ende	June 30	
(millions of US dollars)	2020	2019	2020	2019	
Cash from operations before working capital changes	1,318	1,551	1,662	2,101	
Sustaining capital expenditures	(145)	(243)	(308)	(411)	
Free cash flow	1,173	1,308	1,354	1,690	
Changes in non-cash operating working capital	438	(379)	(432)	(1,444)	
Free cash flow including changes in non-cash					
operating working capital	1,611	929	922	246	

## Potash Cash Cost of Product Manufactured ("COPM")

Most directly comparable IFRS financial measure: Cost of goods sold ("COGS") for the Potash segment.

**Definition:** Potash COGS for the period excluding depreciation and amortization expense and inventory and other adjustments divided by the production tonnes for the period.

Why we use the measure and why it is useful to investors: To assess operational performance. Potash cash COPM excludes the effects of production from other periods and long-term investment decisions, supporting a focus on the performance of our day-to-day operations.

	Three Months Ended	June 30	Six Months Ended	d June 30		
(millions of US dollars, except as otherwise noted)	2020	2019	2020	2019		
Total COGS - Potash	310	317	575	589		
Change in inventory	(40)	(19)	(32)	25		
Other adjustments	(3)	(5)	(5)	(12)		
COPM	267	293	538	602		
Depreciation and amortization included in COPM	(92)	(100)	(181)	(205)		
Cash COPM	175	193	357	397		
Production tonnes (tonnes - thousands)	3,346	3,285	6,381	6,784		
Potash cash COPM per tonne	52	59	56	59		

#### Ammonia Controllable Cash COPM

Most directly comparable IFRS financial measure: COGS for the Nitrogen segment.

**Definition:** The total of COGS for the Nitrogen segment excluding depreciation and amortization expense included in COGS, cash COGS for products other than ammonia, other adjustments, and natural gas and steam costs, divided by net ammonia production tonnes.

Why we use the measure and why it is useful to investors: To assess operational performance. Ammonia controllable cash COPM excludes the effects of production from other periods, the costs of natural gas and steam, and long-term investment decisions, supporting a focus on the performance of our day-to-day operations.

	Three Months Ended	June 30	Six Months Ended	June 30
(millions of US dollars, except as otherwise noted)	2020	2019	2020	2019
Total COGS - Nitrogen	645	672	1,226	1,183
Depreciation and amortization in COGS	(152)	(136)	(282)	(231)
Cash COGS for products other than ammonia	(369)	(383)	(730)	(690)
Ammonia				
Total cash COGS before other adjustments	124	153	214	262
Other adjustments <sup>1</sup>	(46)	(50)	(35)	(33)
Total cash COPM	78	103	179	229
Natural gas and steam costs	(53)	(68)	(119)	(159)
Controllable cash COPM	25	35	60	70
Production tonnes (net tonnes <sup>2</sup> - thousands)	644	784	1,388	1,588
Ammonia controllable cash COPM per tonne	40	45	43	44

<sup>1</sup> Includes changes in inventory balances and other adjustments.

# Gross Margin Excluding Depreciation and Amortization Per Tonne - Manufactured

Most directly comparable IFRS financial measure: Gross margin.

**Definition:** Gross margin from manufactured products per tonne less depreciation and amortization per tonne. Reconciliations are provided in the "Segment Results" section.

Why we use the measure and why it is useful to investors: Focuses on the performance of our day-to-day operations, which excludes the effects of items that primarily reflect the impact of long-term investment and financing decisions.

 $<sup>2 \ \</sup>mbox{Ammonia}$  tonnes available for sale, as not upgraded to other Nitrogen products.

#### **Retail EBITDA to Sales**

Most directly comparable IFRS financial measure: Retail EBITDA divided by Retail sales.

**Definition:** Retail EBITDA divided by Retail sales for the last four rolling quarters.

Why we use the measure and why it is useful to investors: To evaluate operational efficiency. A higher or lower percentage represents increased or decreased efficiency, respectively.

	Rolling four quarters ended June 30, 2020				
(millions of US dollars, except as otherwise noted)	Q3 2019	Q4 2019	Q1 2020	Q2 2020	Total
EBITDA	190	231	7	964	1,392
Sales	2,499	2,171	2,649	6,749	14,068
EBITDA to sales (%)					10

#### **Nutrien Financial Receivables**

Most directly comparable IFRS financial measure: Receivables.

**Definition:** Nutrien Financial receivables are a subcategory of US Retail receivables managed in the Nutrien Financial portfolio, segregated predominately according to credit quality. We manage our credit portfolio based on a combination of customer credit metrics, past experience with the customer and by managing exposure to any single customer.

Why we use the measure and why it is useful to investors: Used by credit rating agencies and other users to evaluate overall credit risk.

(millions of US dollars)	As at June 30, 2020
Nutrien Financial receivables	2,108
Non-Nutrien Financial receivables	3,604
Receivables	5,712

# **Retail Adjusted Average Working Capital to Sales**

Most directly comparable IFRS financial measure: (Current assets minus current liabilities for Retail) divided by Retail sales.

**Definition:** Retail adjusted average working capital divided by Retail adjusted sales for the last four rolling quarters. We exclude in our calculations the working capital and sales of certain acquisitions (such as Ruralco) during the first year of acquisition. We have amended our calculation to adjust for the sales of certain recently acquired businesses.

Why we use the measure and why it is useful to investors: To evaluate operational efficiency. A lower or higher percentage represents increased or decreased efficiency, respectively.

		Rolling four of	quarters ended,	June 30, 2020	
(millions of US dollars, except as otherwise noted)	Q3 2019	Q4 2019	Q1 2020	Q2 2020	Average/Total
Working capital Working capital from certain recent acquisitions	3,699 (75)	1,759 (138)	2,288 (108)	2,030 63	
Adjusted working capital	3,624	1,621	2,180	2,093	2,380
Sales Sales from certain recent acquisitions	2,499	2,171 (249)	2,649 (348)	6,749 (338)	
Adjusted sales	2,499	1,922	2,301	6,411	13,133
Adjusted average working capital to sales (%)					18

# **Retail Cash Operating Coverage Ratio**

Most directly comparable IFRS financial measure: Retail operating expenses as a percentage of Retail gross margin.

**Definition:** Retail operating expenses excluding depreciation and amortization expense, divided by Retail gross margin excluding depreciation and amortization expense in cost of goods sold for the last four rolling quarters.

Why we use the measure and why it is useful to investors: To understand the costs and underlying economics of our Retail operations and to assess our Retail operating performance and ability to generate free cash flow.

		Rolling four qu	arters ended Ju	ne 30, 2020	
(millions of US dollars, except as otherwise noted)	Q3 2019	Q4 2019	Q1 2020	Q2 2020	Total
Operating expenses <sup>1</sup>	617	667	677	811	2,772
Depreciation and amortization in operating expenses	(150)	(160)	(153)	(161)	(624)
Operating expenses excluding depreciation and amortization	467	507	524	650	2,148
Gross margin	655	736	529	1,612	3,532
Depreciation and amortization in cost of goods sold	2	2	2	2	8
Gross margin excluding depreciation and amortization	657	738	531	1,614	3,540
Cash operating coverage ratio (%)					61

<sup>1</sup> Includes Retail expenses below gross margin including selling expenses, general and administrative expenses and other (income) expenses.

# Retail EBITDA per US Selling Location

Most directly comparable IFRS financial measure: Retail US EBITDA.

**Definition:** Total Retail US EBITDA for the last four rolling quarters adjusted for acquisitions in those quarters, divided by the number of US locations that have generated sales in the last four rolling quarters adjusted for acquired locations.

Why we use the measure and why it is useful to investors: To assess our US Retail operating performance. Includes locations we have owned for more than 12 months.

		Rolling four qu	ıarters ended Ju	ıne 30, 2020	
(millions of US dollars, except as otherwise noted)	Q3 2019	Q4 2019	Q1 2020	Q2 2020	Total
US EBITDA	142	143	(44)	766	1,007
Adjustments for acquisitions					(23)
US EBITDA adjusted for acquisitions					984
Number of US selling locations adjusted for acquisitions					915
EBITDA per US selling location (thousands of US dollars)					1,075

## **Retail Normalized Comparable Store Sales**

Most directly comparable IFRS financial measure: Retail sales from comparable base as a component of total Retail sales.

**Definition:** Prior year comparable store sales adjusted for published potash, nitrogen and phosphate benchmark prices and foreign exchange rates used in the current year. We retain sales of closed locations in the comparable base if the closed location is in close proximity to an existing location, unless we plan to exit the market area or are unable to economically or logistically serve it. We do not adjust for temporary closures, expansions or renovations of stores.

Why we use the measure and why it is useful to investors: To evaluate sales growth by adjusting for fluctuations in commodity prices and foreign exchange rates. Includes locations we have owned for more than 12 months.

	Six Months Ended June		
(millions of US dollars, except as otherwise noted)	2020	2019	
Sales from comparable base			
Current period	8,602	8,307	
Prior period	8,551	8,372	
Comparable store sales (%)	1	(1)	
Prior period normalized for benchmark prices and foreign exchange rates	8,104	8,587	
Normalized comparable store sales (%)	6	(3)	

# **Condensed Consolidated Financial Statements**

# **Condensed Consolidated Statements of Earnings**

	_	Three Mont June		Six Months June	
	Note	2020	2019	2020	2019
			Note 1		Note 1
SALES	2	8,416	8,693	12,602	12,412
Freight, transportation and distribution		237	215	449	386
Cost of goods sold		6,024	6,166	9,125	8,739
GROSS MARGIN		2,155	2,312	3,028	3,287
Selling expenses		763	690	1,405	1,228
General and administrative expenses		101	95	205	190
Provincial mining and other taxes		48	96	105	161
Share-based compensation expense (recovery)		12	59	(20)	116
Impairment of assets		-	-	-	33
Other expenses	3	92	77	112	88
EARNINGS BEFORE FINANCE COSTS AND INCOME TAXES		1,139	1,295	1,221	1,471
Finance costs		139	143	272	266
EARNINGS BEFORE INCOME TAXES		1,000	1,152	949	1,205
Income tax expense	4	235	294	219	306
NET EARNINGS		765	858	730	899
NET EARNINGS PER SHARE ("EPS")					
Basic		1.34	1.48	1.28	1.52
Diluted		1.34	1.47	1.28	1.52
Weighted average shares outstanding for basic EPS		569,146,000	581,433,000	570,157,000	591,792,000
Weighted average shares outstanding for diluted EPS		569,146,000	582,360,000	570,157,000	592,714,000

# **Condensed Consolidated Statements of Comprehensive Income**

	Three Months June 30		Six Months Ended June 30	
(Net of related income taxes)	2020	2019	2020	2019
NET EARNINGS	765	858	730	899
Other comprehensive income (loss)				
Items that will not be reclassified to net earnings:				
Net actuarial gain on defined benefit plans	-	-	3	-
Net fair value loss on investments	(2)	(24)	(21)	(15)
Items that have been or may be subsequently reclassified to net earnings:				
Gain (loss) on currency translation of foreign operations	194	16	(121)	35
Other	9	(6)	(18)	(2)
OTHER COMPREHENSIVE INCOME (LOSS)	201	(14)	(157)	18
COMPREHENSIVE INCOME	966	844	573	917

# **Condensed Consolidated Statements of Cash Flows**

		Three Months June 30		Six Months E June 30	
	Note	2020	2019	2020	2019
			Note 1		Note 1
OPERATING ACTIVITIES					
Net earnings		765	858	730	899
Adjustments for:					
Depreciation and amortization		517	486	990	906
Share-based compensation expense (recovery)		12	59	(20)	116
Impairment of assets		-	-	-	33
Provision for deferred income tax		84	150	62	147
Other long-term liabilities and miscellaneous		(60)	(2)	(100)	
Cash from operations before working capital changes		1,318	1,551	1,662	2,101
Changes in non-cash operating working capital:					
Receivables		(1,824)	(1,905)	(2,147)	(2,051)
Inventories		2,174	2,207	746	698
Prepaid expenses and other current assets		247	369	1,013	824
Payables and accrued charges		(159)	(1,050)	(44)	(915)
CASH PROVIDED BY OPERATING ACTIVITIES		1,756	1,172	1,230	657
INVESTING ACTIVITIES					
Additions to property, plant and equipment		(298)	(369)	(661)	(659)
Additions to intangible assets		(36)	(37)	(68)	(75)
Business acquisitions, net of cash acquired	9	(116)	(2)	(173)	(489)
Proceeds from disposal of discontinued operations, net of ta		-	45	-	55
Purchase of investments		(29)	(96)	(66)	(122)
Other		71	39	115	` 61 <sup>′</sup>
CASH USED IN INVESTING ACTIVITIES		(408)	(420)	(853)	(1,229)
FINANCING ACTIVITIES		, ,	· · · · · · · · · · · · · · · · · · ·	` '.	<u> </u>
Transaction costs on long-term debt		(15)	(29)	(15)	(29)
(Repayment of) proceeds from short-term debt, net		(4,290)	(45)	204	959
Proceeds from long-term debt	7	1,500	1,510	1,506	1,510
Repayment of long-term debt	7	(6)	(500)	(507)	(1,000)
Repayment of principal portion of lease liabilities	·	(70)	(63)	(134)	(116)
Dividends paid	8	(258)	(256)	(514)	(520)
Repurchase of common shares	8	-	(1,132)	(160)	(1,930)
Issuance of common shares		-	15	-	17
CASH (USED IN) PROVIDED BY FINANCING ACTIVITIES		(3,139)	(500)	380	(1,109)
EFFECT OF EXCHANGE RATE CHANGES ON CASH AN		(0,100)	(===)		(1,111)
EQUIVALENTS	D GAGII	24	(9)	(13)	(17)
(DECREASE) INCREASE IN CASH AND CASH EQUIVAL	FNTS	(1,767)	243	744	(1,698)
CASH AND CASH EQUIVALENTS – BEGINNING OF PER		3,182	373	671	2,314
CASH AND CASH EQUIVALENTS – END OF PERIOD		1,415	616	1,415	616
		1,413	010	1,413	010
Cash and cash equivalents comprised of:		4.400	070	4.400	070
Cash		1,106	378	1,106	378
Short-term investments		309	238	309	238
		1,415	616	1,415	616
SUPPLEMENTAL CASH FLOWS INFORMATION					
Interest paid		153	128	249	242
Income taxes paid (received)		30	70	65	(45)
Total cash outflow for leases		96	88	188	164

# Condensed Consolidated Statements of Changes in Shareholders' Equity

Accumulated Other Comprehensive (Loss) Income ("AOCI")

				71000111010100	Curor Comp	10110110110 (2000	) 111001110 (	(71001)		
	Number of Common Shares	Share Capital	Contributed Surplus	Net Fair Value Loss on Investments	Net Actuarial Gain on Defined Benefit Plans <sup>1</sup>	Loss on Currency Translation of Foreign Operations	Other	Total AOCI	Retained Earnings	Total Equity <sup>2</sup>
BALANCE – DECEMBER 31, 2018	608,535,477	16,740	231	(7)	-	(251)	(33)	(291)	7,745	24,425
Net earnings	-	-	-	-	-	-	-	-	899	899
Other comprehensive (loss) income	-	-	-	(15)	-	35	(2)	18	-	18
Shares repurchased (Note 8)	(36,066,766)	(992)	-	-	-	-	-	-	(886)	(1,878)
Dividends declared	-	-	-	-	-	-	-	-	(244)	(244)
Effect of share-based compensation including issuance										
of common shares	397,889	20	7	-	-	-	-	-	-	27
Transfer of net loss on sale of investment	-	-	-	3	-	-	-	3	(3)	-
Transfer of net loss on cash flow hedges	-	-	-	-	-	-	4	4	-	4
<b>BALANCE – JUNE 30, 2019</b>	572,866,600	15,768	238	(19)	-	(216)	(31)	(266)	7,511	23,251
BALANCE – DECEMBER 31, 2019	572,942,809	15,771	248	(29)	-	(204)	(18)	(251)	7,101	22,869
Net earnings	-	-	-	-	-	-	-	-	730	730
Other comprehensive (loss) income	-	-	-	(21)	3	(121)	(18)	(157)	-	(157)
Shares repurchased (Note 8)	(3,832,580)	(105)	(55)	-	-	-	-	-	-	(160)
Dividends declared	-	-	-	-	-	-	-	-	(514)	(514)
Effect of share-based compensation including issuance of common shares	35,706	1	7	_	-	-	-	_	_	8
Transfer of net loss on cash flow hedges	´ <b>-</b>	-	_	_	-	_	11	11	-	11
Transfer of net actuarial gain on defined benefit plans			-		(3)		_	(3)	3	
BALANCE – JUNE 30, 2020	569,145,935	15,667	200	(50)	-	(325)	(25)	(400)	7,320	22,787

<sup>1</sup> Any amounts incurred during a period were transferred to retained earnings at each period-end. Therefore, no balance exists at the beginning or end of period.

<sup>2</sup> All equity transactions were attributable to common shareholders.

# **Condensed Consolidated Balance Sheets**

Long-term debt       7       10,032       8,558       8,553         Lease liabilities       841       770       859         Deferred income tax liabilities       4       3,212       3,082       3,145         Pension and other post-retirement benefit liabilities       435       420       433         Asset retirement obligations and accrued environmental costs       1,575       1,657       1,650         Other non-current liabilities       138       165       161         TOTAL LIABILITIES       25,014       22,455       23,930         SHAREHOLDERS' EQUITY         Share capital       8       15,667       15,768       15,771         Contributed surplus       200       238       248         Accumulated other comprehensive loss       (400)       (266)       (251)         Retained earnings       7,320       7,511       7,101			June 30	June 30		
ASSETS   Current assets   Cash and cash equivalents   1,415	As at	Note	2020	2019	2019	
Current assets         1,415         616         67           Cash and cash equivalents         1,415         5,712         5,200         3,542           Inventories         4,199         4,346         4,975           Prepaid expenses and other current assets         444         383         1,477           Non-current assets         11,770         10,545         10,665           Non-current assets         20,178         19,840         20,335           Goodwill         9         12,096         11,716         11,986           Other intangible assets         2,376         2,291         2,428           Investments         803         7,96         821           Other assets         578         518         564           TOTAL ASSETS         47,801         45,706         46,799           LIABILITIES         2         20         20         35           Current profice of long-term debt         7         -         503         502           Current portion of lease liabilities         28         20         214           Payables and accrued charges         7,306         5,483         7,437           Non-current liabilities         2         28         20 <td></td> <td></td> <td></td> <td>Note 1</td> <td></td>				Note 1		
Cash and cash equivalents         1,415         616         671           Receivables         5,712         5,200         3,542           Inventories         4,199         4,346         4,975           Prepaid expenses and other current assets         444         383         1,477           Non-current assets         11,770         10,545         10,665           Non-current assets         20,178         19,840         20,335           Goodwill         9         12,096         11,716         11,986           Other intangible assets         2,376         2,291         2,428           Investments         803         796         821           Other assets         578         518         564           TOTAL ASSETS         47,801         45,706         249           LARSILITIES         2         1,247         1,609         976           Current portion of long-term debt         6         1,247         1,609         976           Current portion of lease liabilities         228         208         214           Payables and accrued charges         7,306         5,483         7,437           Non-current liabilities         4         3,212         3,082	ASSETS					
Receivables         5,712         5,200         3,542           Inventories         4,199         4,346         4,975           Prepaid expenses and other current assets         41,99         4,346         4,975           Non-current assets         11,770         10,545         10,665           Non-current assets         20,178         19,840         20,335           Goodwill         9         12,096         11,716         11,986           Other intangible assets         2,376         2,291         2,428           Investments         803         796         26,21           Other assets         578         518         564           TOTAL ASSETS         47,801         45,706         46,799           LIABILITIES         2         47,801         45,706         46,799           Current liabilities         5         47,801         45,706         46,799           LIABILITIES         2         20         976         503         502         503         502         503         502         20         20         20         20         20         20         20         20         20         20         20         20         20         20	Current assets					
Inventories	Cash and cash equivalents		1,415	616	671	
Prepaid expenses and other current assets         444         383         1,477           Non-current assets         11,770         10,545         10,665           Non-current assets         20,178         19,840         20,335           Goodwill         9         12,096         11,716         11,986           Other intangible assets         2,376         2,291         2,428           Investments         803         796         821           Other assets         578         518         564           TOTAL ASSETS         47,801         45,706         46,799           LIABILITIES         Lurent liabilities         8         578         518         564           Current portion of long-term debt         7         -         503         592         204 </td <td>Receivables</td> <td></td> <td>5,712</td> <td>5,200</td> <td>3,542</td>	Receivables		5,712	5,200	3,542	
Non-current assets	Inventories		4,199	4,346	4,975	
Non-current assets           Property, plant and equipment         20,178         19,840         20,335           Goodwill         9         12,096         11,716         11,986           Other intangible assets         2,376         2,291         2,428           Investments         803         796         821           Other assets         578         518         564           TOTAL ASSETS         47,801         45,706         46,799           LIABILITIES         47,801         45,706         46,799           Current protion of long-term debt         6         1,247         1,609         976           Current portion of long-term debt         7         - 503         502           Current portion of lease liabilities         228         208         214           Payables and accrued charges         7,306         5,483         7,437           Non-current liabilities         8,781         7,803         9,129           Non-current liabilities         8         7,806         5,483         7,437           Lease liabilities         7         10,032         8,558         8,553           Lease liabilities         4         3,212         3,082         3,414 <td>Prepaid expenses and other current assets</td> <td></td> <td>444</td> <td>383</td> <td>1,477</td>	Prepaid expenses and other current assets		444	383	1,477	
Property, plant and equipment   9   12,096   11,716   11,986   11,716   11,986   11,716   11,986   11,716   11,986   11,716   11,986   11,716   11,986   11,716   11,986   11,716   11,986   11,716   11,986   11,716   11,986   11,716   11,986   11,716   11,986   11,716   11,986   11,716   11,986   11,716   11,986   1			11,770	10,545	10,665	
Soodwill   9   12,096						
Other intangible assets Investments         2,376         2,91         2,428           Investments         803         796         821           Other assets         578         518         564           TOTAL ASSETS         47,801         45,706         46,799           LIABILITIES         Current liabilities           Short-term debt         6         1,247         1,609         976           Current portion of long-term debt         7         -         503         502           Current portion of lease liabilities         228         208         214           Payables and accrued charges         7,306         5,483         7,437           Non-current liabilities         8,781         7,803         9,129           Non-current ebt         7         10,032         8,588         8,553           Lease liabilities         841         770         859           Deferred income tax liabilities         4         3,212         3,082         3,145           Pension and other post-retirement benefit liabilities         4         3,212         3,082         3,145           Other non-current liabilities         4         3,212         3,082         3,155           Other non	Property, plant and equipment		20,178	19,840	,	
Investments	Goodwill	9	12,096	•		
Other assets         578         518         564           TOTAL ASSETS         47,801         45,706         46,799           LIABILITIES         Current liabilities           Short-term debt         6         1,247         1,609         976           Current portion of long-term debt         7         -         503         502           Current portion of lease liabilities         228         208         214           Payables and accrued charges         7,306         5,483         7,437           Non-current liabilities         8,781         7,803         9,129           Non-current debt         7         10,032         8,558         8,553           Lease liabilities         841         770         859           Lease liabilities         4         3,212         3,082         3,145           Pension and other post-retirement benefit liabilities         435         420         433           Asset retirement obligations and accrued environmental costs         1,575         1,657         1,650           Other non-current liabilities         25,014         22,455         23,930           SHAREHOLDERS' EQUITY         8         15,667         15,768         15,771	Other intangible assets		2,376	2,291	2,428	
Non-current liabilities   State   St	Investments		803	796	821	
Current liabilities	Other assets		578	518	564	
Current liabilities   Short-term debt   6   1,247   1,609   976	TOTAL ASSETS		47,801	45,706	46,799	
Short-term debt         6         1,247         1,609         976           Current portion of long-term debt         7         -         503         502           Current portion of lease liabilities         228         208         214           Payables and accrued charges         7,306         5,483         7,437           Non-current liabilities         8,781         7,803         9,129           Non-current debt         7         10,032         8,558         8,553           Lease liabilities         841         770         85           Lease liabilities         4         3,212         3,082         3,145           Pension and other post-retirement benefit liabilities         435         420         433           Asset retirement obligations and accrued environmental costs         1,575         1,657         1,650           Other non-current liabilities         25,014         22,455         23,930           SHAREHOLDERS' EQUITY         8         15,667         15,768         15,771           Contributed surplus         200         238         248           Accumulated other comprehensive loss         (400)         (266)         (251)           Retained earnings         7,320         7,511	LIABILITIES					
Current portion of long-term debt         7         -         503         502           Current portion of lease liabilities         228         208         214           Payables and accrued charges         7,306         5,483         7,437           Non-current liabilities         8,781         7,803         9,129           Non-current debt         7         10,032         8,558         8,553           Lease liabilities         841         770         859           Deferred income tax liabilities         4         3,212         3,082         3,145           Pension and other post-retirement benefit liabilities         435         420         433           Asset retirement obligations and accrued environmental costs         1,575         1,657         1,650           Other non-current liabilities         25,014         22,455         23,930           SHAREHOLDERS' EQUITY           Share capital         8         15,667         15,768         15,771           Contributed surplus         200         238         248           Accumulated other comprehensive loss         (400)         (266)         (251           Retained earnings         7,320         7,511         7,101           TOTAL ISH	Current liabilities					
Current portion of lease liabilities         228         208         214           Payables and accrued charges         7,306         5,483         7,437           Non-current liabilities         8,781         7,803         9,129           Non-current debt         7         10,032         8,558         8,553           Lease liabilities         841         770         859           Deferred income tax liabilities         4         3,212         3,082         3,145           Pension and other post-retirement benefit liabilities         435         420         433           Asset retirement obligations and accrued environmental costs         1,575         1,657         1,650           Other non-current liabilities         25,014         22,455         23,930           SHAREHOLDERS' EQUITY         8         15,667         15,768         15,771           Contributed surplus         8         15,667         15,768         15,771           Contributed surplus         200         238         248           Accumulated other comprehensive loss         (400)         (266)         (251)           Retained earnings         7,320         7,511         7,101           TOTAL SHAREHOLDERS' EQUITY         22,787         23,25	Short-term debt	6	1,247	1,609	976	
Payables and accrued charges         7,306         5,483         7,437           Non-current liabilities         8,781         7,803         9,129           Non-current debt         7         10,032         8,558         8,553           Lease liabilities         841         770         859           Deferred income tax liabilities         4         3,212         3,082         3,145           Pension and other post-retirement benefit liabilities         435         420         433           Asset retirement obligations and accrued environmental costs         1,575         1,657         1,650           Other non-current liabilities         25,014         22,455         23,930           SHAREHOLDERS' EQUITY         8         15,667         15,768         15,771           Contributed surplus         200         238         248           Accumulated other comprehensive loss         4000         (266)         (251)           Retained earnings         7,320         7,511         7,101           TOTAL SHAREHOLDERS' EQUITY         22,787         23,251         22,869	Current portion of long-term debt	7	-	503	502	
Non-current liabilities   Such as a second process of the su	Current portion of lease liabilities		228	208	214	
Non-current liabilities   Long-term debt   7   10,032   8,558   8,553   Lease liabilities   841   770   859   Retained earnings   10,00000   10,0000   10,0000   10,0000   10,0000   10,	Payables and accrued charges		7,306	5,483	7,437	
Long-term debt       7       10,032       8,558       8,553         Lease liabilities       841       770       859         Deferred income tax liabilities       4       3,212       3,082       3,145         Pension and other post-retirement benefit liabilities       435       420       433         Asset retirement obligations and accrued environmental costs       1,575       1,657       1,650         Other non-current liabilities       138       165       161         TOTAL LIABILITIES       25,014       22,455       23,930         SHAREHOLDERS' EQUITY         Share capital       8       15,667       15,768       15,771         Contributed surplus       200       238       248         Accumulated other comprehensive loss       (400)       (266)       (251)         Retained earnings       7,320       7,511       7,101         TOTAL SHAREHOLDERS' EQUITY       22,787       23,251       22,869			8,781	7,803	9,129	
Lease liabilities       841       770       859         Deferred income tax liabilities       4       3,212       3,082       3,145         Pension and other post-retirement benefit liabilities       435       420       433         Asset retirement obligations and accrued environmental costs       1,575       1,657       1,650         Other non-current liabilities       138       165       161         TOTAL LIABILITIES       25,014       22,455       23,930         SHAREHOLDERS' EQUITY         Share capital       8       15,667       15,768       15,771         Contributed surplus       200       238       248         Accumulated other comprehensive loss       (400)       (266)       (251         Retained earnings       7,320       7,511       7,101         TOTAL SHAREHOLDERS' EQUITY       22,787       23,251       22,869	Non-current liabilities					
Deferred income tax liabilities       4       3,212       3,082       3,145         Pension and other post-retirement benefit liabilities       435       420       433         Asset retirement obligations and accrued environmental costs       1,575       1,657       1,650         Other non-current liabilities       138       165       161         TOTAL LIABILITIES       25,014       22,455       23,930         SHAREHOLDERS' EQUITY       8       15,667       15,768       15,771         Contributed surplus       200       238       248         Accumulated other comprehensive loss       (400)       (266)       (251)         Retained earnings       7,320       7,511       7,101         TOTAL SHAREHOLDERS' EQUITY       22,787       23,251       22,869		7	•	*	,	
Pension and other post-retirement benefit liabilities       435       420       433         Asset retirement obligations and accrued environmental costs       1,575       1,657       1,650         Other non-current liabilities       138       165       161         TOTAL LIABILITIES       25,014       22,455       23,930         SHAREHOLDERS' EQUITY       8       15,667       15,768       15,771         Contributed surplus       200       238       248         Accumulated other comprehensive loss       (400)       (266)       (251)         Retained earnings       7,320       7,511       7,101         TOTAL SHAREHOLDERS' EQUITY       22,787       23,251       22,869						
Asset retirement obligations and accrued environmental costs       1,575       1,657       1,650         Other non-current liabilities       138       165       161         TOTAL LIABILITIES       25,014       22,455       23,930         SHAREHOLDERS' EQUITY       8       15,667       15,768       15,771         Contributed surplus       200       238       248         Accumulated other comprehensive loss       (400)       (266)       (251)         Retained earnings       7,320       7,511       7,101         TOTAL SHAREHOLDERS' EQUITY       22,787       23,251       22,869		4	•	*	*	
Other non-current liabilities         138         165         161           TOTAL LIABILITIES         25,014         22,455         23,930           SHAREHOLDERS' EQUITY           Share capital         8         15,667         15,768         15,771           Contributed surplus         200         238         248           Accumulated other comprehensive loss         (400)         (266)         (251)           Retained earnings         7,320         7,511         7,101           TOTAL SHAREHOLDERS' EQUITY         22,787         23,251         22,869						
TOTAL LIABILITIES         25,014         22,455         23,930           SHAREHOLDERS' EQUITY           Share capital         8         15,667         15,768         15,771           Contributed surplus         200         238         248           Accumulated other comprehensive loss         (400)         (266)         (251           Retained earnings         7,320         7,511         7,101           TOTAL SHAREHOLDERS' EQUITY         22,787         23,251         22,869	G	ntal costs		*		
SHAREHOLDERS' EQUITY           Share capital         8         15,667         15,768         15,771           Contributed surplus         200         238         248           Accumulated other comprehensive loss         (400)         (266)         (251)           Retained earnings         7,320         7,511         7,101           TOTAL SHAREHOLDERS' EQUITY         22,787         23,251         22,869	Other non-current liabilities		138	165	161	
Share capital       8       15,667       15,768       15,771         Contributed surplus       200       238       248         Accumulated other comprehensive loss       (400)       (266)       (251)         Retained earnings       7,320       7,511       7,101         TOTAL SHAREHOLDERS' EQUITY       22,787       23,251       22,869	TOTAL LIABILITIES		25,014	22,455	23,930	
Contributed surplus         200         238         248           Accumulated other comprehensive loss         (400)         (266)         (251)           Retained earnings         7,320         7,511         7,101           TOTAL SHAREHOLDERS' EQUITY         22,787         23,251         22,869	SHAREHOLDERS' EQUITY					
Accumulated other comprehensive loss         (400)         (266)         (251)           Retained earnings         7,320         7,511         7,101           TOTAL SHAREHOLDERS' EQUITY         22,787         23,251         22,869	Share capital	8	15,667	15,768	15,771	
Retained earnings         7,320         7,511         7,101           TOTAL SHAREHOLDERS' EQUITY         22,787         23,251         22,869	Contributed surplus		200	238	248	
TOTAL SHAREHOLDERS' EQUITY         22,787         23,251         22,869	Accumulated other comprehensive loss		(400)	(266)	(251)	
	Retained earnings		7,320	7,511	7,101	
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY 47,801 45,706 46,799	TOTAL SHAREHOLDERS' EQUITY		22,787	23,251	22,869	
	TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	,	47,801	45,706	46,799	

# Notes to the Condensed Consolidated Financial Statements As at and for the Three and Six Months Ended June 30, 2020

#### **NOTE 1** BASIS OF PRESENTATION

Nutrien Ltd. (collectively with its subsidiaries, known as "Nutrien", "we", "us", "our" or the "Company") is the world's largest provider of crop inputs and services. Nutrien plays a critical role in helping growers around the globe increase food production in a sustainable manner.

These unaudited interim condensed consolidated financial statements ("interim financial statements") are based on International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS") and have been prepared in accordance with International Accounting Standard 34, "Interim Financial Reporting". The accounting policies and methods of computation used in preparing these interim financial statements are consistent with those used in the preparation of our 2019 annual consolidated financial statements. These interim financial statements include the accounts of Nutrien and its subsidiaries; however, they do not include all disclosures normally provided in annual consolidated financial statements and should be read in conjunction with our 2019 annual consolidated financial statements.

Certain immaterial 2019 figures have been reclassified in the condensed consolidated statements of earnings, condensed consolidated statements of cash flows, condensed consolidated balance sheets and segment information.

In management's opinion, the interim financial statements include all adjustments necessary to fairly present such information in all material respects. Interim results are not necessarily indicative of the results expected for any other interim period or the fiscal year. On March 11, 2020, the World Health Organization declared the novel strain of coronavirus ("COVID-19") a global pandemic. We have assessed our accounting estimates and other matters that require the use of forecasted financial information for the impact of the COVID-19 pandemic. The assessment included estimates of the unknown future impacts of the pandemic using information that is reasonably available at this time. Accounting estimates and other matters assessed include the allowance for expected credit losses of receivables from customers, inventory valuation, goodwill and other long-lived assets, financial assets, tax assets, pension obligation and assets, and revenue recognition. Based on the current assessment, there was not a material impact to these interim financial statements. As additional information becomes available, the future assessment of these estimates, including expectations about the severity, duration and scope of the pandemic, could differ materially in future reporting periods.

These interim financial statements were authorized by the audit committee of the Board of Directors for issue on August 10, 2020.

#### **NOTE 2 SEGMENT INFORMATION**

The Company has four reportable operating segments: Retail, Potash, Nitrogen and Phosphate. The Retail segment distributes crop nutrients, crop protection products, seed and merchandise, and provides services directly to growers through a network of farm centers in North and South America and Australia. The Potash, Nitrogen and Phosphate segments are differentiated by the chemical nutrient contained in the products that each produces. Sales reported under our Corporate and Others segment primarily relates to our non-core Canadian business.

Assets – at December 31, 2019

(205)

46,799

Three Months Ended June 30, 2020

	Retail	Potash	Nitrogen	Phosphate	Corporate and Others	Eliminations	Consolidated
Sales – third party	6,739	617	755	285	20	-	8,416
<ul><li>intersegment</li></ul>	10	64	246	49	-	(369)	-
Sales - total	6,749	681	1,001	334	20	(369)	8,416
Freight, transportation and distribution	-	93	148	57	-	(61)	237
Net sales	6,749	588	853	277	20	(308)	8,179
Cost of goods sold	5,137	310	645	249	18	(335)	6,024
Gross margin	1,612	278	208	28	2	27	2,155
Selling expenses	764	1	5	1	(8)	-	763
General and administrative expenses	30	1	2	3	65	-	101
Provincial mining and other taxes	-	46	1	-	1	-	48
Share-based compensation expense	-	-	-	-	12	-	12
Other expenses (income)	17	4	(11)	3	79	-	92
Earnings (loss) before finance costs and							
income taxes	801	226	211	21	(147)	27	1,139
Depreciation and amortization	163	109	172	56	17	-	517
EBITDA 1	964	335	383	77	(130)	27	1,656
Assets – at June 30, 2020	20,529	11,915	10,708	2,111	2,835	(297)	47,801

<sup>1</sup> EBITDA is calculated as net earnings (loss) before finance costs, income taxes, and depreciation and amortization.

19,990

11,696

			Thre	e Months Ende	d June 30, 2019		
	Retail	Potash	Nitrogen	Phosphate	Corporate and Others	Eliminations	Consolidated
Sales – third party	6,503	873	857	424	36	-	8,693
<ul><li>intersegment</li></ul>	9	47	235	60	-	(351)	
Sales - total	6,512	920	1,092	484	36	(351)	8,693
Freight, transportation and distribution	-	72	126	66	-	(49)	215
Net sales	6,512	848	966	418	36	(302)	8,478
Cost of goods sold	5,072	317	672	428	36	(359)	6,166
Gross margin	1,440	531	294	(10)	-	57	2,312
Selling expenses	683	1	7	2	(3)	-	690
General and administrative expenses	27	-	5	1	62	-	95
Provincial mining and other taxes	-	91	-	1	4	-	96
Share-based compensation expense	-	-	-	-	59	-	59
Other expenses (income)	39	-	(23)	10	51	-	77
Earnings (loss) before finance costs and							
income taxes	691	439	305	(24)	(173)	57	1,295
Depreciation and amortization	145	114	154	62	11	-	486
EBITDA	836	553	459	38	(162)	57	1,781

10,991

2,198

2,129

Six Months	Ended .	June 30	), 2020
------------	---------	---------	---------

	Retail	Potash	Nitrogen	Phosphate	Corporate and Others	Eliminations	Consolidated
Sales – third party	9,379	1,164	1,401	611	47	-	12,602
<ul><li>intersegment</li></ul>	19	128	378	106	-	(631)	-
Sales - total	9,398	1,292	1,779	717	47	(631)	12,602
Freight, transportation and distribution	-	187	248	127	-	(113)	449
Net sales	9,398	1,105	1,531	590	47	(518)	12,153
Cost of goods sold	7,257	575	1,226	569	43	(545)	9,125
Gross margin	2,141	530	305	21	4	27	3,028
Selling expenses	1,399	4	12	3	(13)	-	1,405
General and administrative expenses	68	3	4	5	125	-	205
Provincial mining and other taxes	-	103	1	-	1	-	105
Share-based compensation recovery	-	-	-	-	(20)	-	(20)
Other expenses (income)	21	5	(9)	9	86	-	112
Earnings (loss) before finance costs and							
income taxes	653	415	297	4	(175)	27	1,221
Depreciation and amortization	318	205	322	119	26	-	990
EBITDA	971	620	619	123	(149)	27	2,211
Assets – at June 30, 2020	20,529	11,915	10,708	2,111	2,835	(297)	47,801

Six M	lonths	Ended	June	30.	2019

			Oix	Montalo Endod	ound 00, 2010		
	Retail	Potash	Nitrogen	Phosphate	Corporate and Others	Eliminations	Consolidated
Sales – third party	8,533	1,580	1,469	766	64	_	12,412
<ul><li>intersegment</li></ul>	18	110	372	117	-	(617)	-
Sales - total	8,551	1,690	1,841	883	64	(617)	12,412
Freight, transportation and distribution	-	145	198	116	-	(73)	386
Net sales	8,551	1,545	1,643	767	64	(544)	12,026
Cost of goods sold	6,702	589	1,183	763	64	(562)	8,739
Gross margin	1,849	956	460	4	-	18	3,287
Selling expenses	1,215	5	14	3	(9)	-	1,228
General and administrative expenses	54	-	7	3	126	-	190
Provincial mining and other taxes	-	154	1	1	5	-	161
Share-based compensation expense	-	-	-	-	116	-	116
Impairment of assets	-	-	-	-	33	-	33
Other expenses (income)	51	(3)	(28)	13	55	-	88
Earnings (loss) before finance costs and							
income taxes	529	800	466	(16)	(326)	18	1,471
Depreciation and amortization	281	214	267	122	22	-	906
EBITDA	810	1,014	733	106	(304)	18	2,377
Assets – at December 31, 2019	19,990	11,696	10,991	2,198	2,129	(205)	46,799

Presented below is revenue from contracts with customers disaggregated by product line or geographic location for each reportable segment to show how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors.

		Three Months Ended June 30				nded
	2020	2019	2020	2019		
Retail sales by product line						
Crop nutrients	2,527	2,626	3,312	3,313		
Crop protection products	2,436	2,286	3,446	3,030		
Seed	1,141	1,197	1,535	1,553		
Merchandise	253	144	469	252		
Services and other	392	259	636	403		
	6,749	6,512	9,398	8,551		
Potash sales by geography						
Manufactured product						
North America	325	329	644	647		
Offshore <sup>1</sup>	356	591	648	1,042		
Other potash and purchased products	-	-	-	1		
	681	920	1,292	1,690		
Nitrogen sales by product line						
Manufactured product						
Ammonia	291	354	447	541		
Urea	304	331	566	562		
Solutions, nitrates and sulfates	233	229	429	420		
Other nitrogen and purchased products	173	178	337	318		
	1,001	1,092	1,779	1,841		
Phosphate sales by product line						
Manufactured product						
Fertilizer	185	307	406	547		
Industrial and feed	117	116	237	240		
Other phosphate and purchased products	32	61	74	96		
	334	484	717	883		

<sup>1</sup> Relates to Canpotex Limited ("Canpotex") (Note 11).

# **NOTE 3** OTHER EXPENSES (INCOME)

	Three Months Ended June 30		Six Months Ended June 30	
	2020	2019	2020	2019
Merger and related costs	-	25	-	36
Acquisition and integration related costs	18	-	28	-
Foreign exchange loss (gain), net of related derivatives	18	5	(13)	12
Earnings of equity-accounted investees	(13)	(30)	(23)	(47)
Bad debts	21	29	27	35
COVID-19 related expenses	17	-	19	-
Other expenses	31	48	74	52
	92	77	112	88

#### **NOTE 4** INCOME TAXES

A separate estimated average annual effective income tax rate was determined for each taxing jurisdiction and applied individually to the interim period pre-tax earnings for each jurisdiction.

	Three Months Ended June 30		Six Months Ended June 30	
	2020	2019	2020	2019
Income tax expense	235	294	219	306
Actual effective tax rate on earnings (%)	25	26	24	25
Actual effective tax rate including discrete items (%)	24	26	23	25
Discrete tax adjustments that impacted the tax rate	(13)	(11)	(11)	4

Income tax balances within the condensed consolidated balance sheets were comprised of the following:

Income Tax Assets and Liabilities	Balance Sheet Location	As at June 30, 2020	As at December 31, 2019
Income tax assets			
Current	Receivables	43	104
Non-current	Other assets	71	36
Deferred income tax assets	Other assets	265	249
Total income tax assets		379	389
Income tax liabilities			
Current	Payables and accrued charges	89	43
Non-current	Other non-current liabilities	43	44
Deferred income tax liabilities	Deferred income tax liabilities	3,212	3,145
Total income tax liabilities		3,344	3,232

#### **NOTE 5** FINANCIAL INSTRUMENTS

#### Fair Value

Estimated fair values for financial instruments are designed to approximate amounts for which the instruments could be exchanged in a current arm's-length transaction between knowledgeable, willing parties. The valuation policies and procedures for financial reporting purposes are determined by our finance department. There have been no changes to our valuation methods presented in Note 12 of the 2019 annual consolidated financial statements and those valuation methods have been applied in these interim financial statements.

The following table presents our fair value hierarchy for financial instruments carried at fair value on a recurring basis or measured at amortized cost:

	Jı	June 30, 2020			December 31, 2019		
Financial assets (liabilities) measured at	Carrying Amount	Level 1 1	Level 2 <sup>1</sup>	Carrying Amount	Level 1 <sup>1</sup>	Level 2 <sup>1</sup>	
Fair value on a recurring basis							
Cash and cash equivalents	1,415	-	1,415	671	-	671	
Derivative instrument assets	24	-	24	5	-	5	
Other current financial assets - marketable securities 2	152	22	130	193	27	166	
Investments at FVTOCI <sup>3</sup>	139	139	-	161	161	-	
Derivative instrument liabilities	(31)	-	(31)	(33)	-	(33)	
Amortized cost							
Current portion of long-term debt							
Notes and debentures	-	-	-	(494)	-	(503)	
Fixed and floating rate debt	-	-	-	(8)	-	(8)	
Long-term debt							
Notes and debentures	(10,001)	(8,715)	(2,392)	(8,528)	(1,726)	(7,440)	
Fixed and floating rate debt	(31)	-	(31)	(25)		(25)	

<sup>1</sup> During the period ended June 30, 2020, there were no transfers between Level 1 and Level 2 for financial instruments measured at fair value on a recurring basis.

<sup>2</sup> Marketable securities consist of equity and fixed income securities. We determine the fair value of equity securities based on the bid price of identical instruments in active markets. We value fixed income securities using quoted prices of instruments with similar terms and credit risk.

<sup>3</sup> Investments at fair value through other comprehensive income ("FVTOCI") are comprised of shares in Sinofert Holdings Ltd.

#### **NOTE 6 SHORT-TERM DEBT**

Short-term debt was comprised of:

	Rate of Interest (%)	Total Facility Limit as at June 30, 2020		As at December 31, 2019
Credit facilities				
Unsecured revolving term credit facility	NIL	4,500	-	-
Uncommitted revolving demand facility	NIL	500	-	-
Other credit facilities 1	0.9 - 11.8	640	242	326
Commercial paper	0.4 - 2.8		1,005	650
			1,247	976

<sup>1</sup> Other credit facilities are unsecured and consist of South American facilities with debt of \$184 (December 31, 2019 – \$149) and interest rates ranging from 2.4 percent to 11.8 percent, Australian facilities with debt of \$27 (December 31, 2019 – \$157) and an interest rate of 1.3 percent, and Other facilities with debt of \$31 (December 31, 2019 – \$20) and interest rates ranging from 0.9 percent to 4.0 percent.

The amount available under the commercial paper program is limited to the availability of backup funds under the \$4,500 unsecured revolving term credit facility and excess cash invested in highly liquid securities.

During the six months ended June 30, 2020, we entered into new committed revolving credit facilities totaling approximately \$1,500, all with the same principal covenants and events of default as our existing credit facilities. We closed these credit facilities after the issuance of the new notes as described in Note 7.

#### **NOTE 7** LONG-TERM DEBT

The following tables summarize our long-term debt issuances and repayment activities during the six months ended June 30, 2020:

	Rate of interest (%)	Maturity	Amount
Notes issued 2020	1.900	May 13, 2023	500
Notes issued 2020	2.950	May 13, 2030	500
Notes issued 2020	3.950	May 13, 2050	500
			1,500

The notes issued in 2020 are unsecured, rank equally with our existing unsecured notes, and have no sinking fund requirements prior to maturity. Each series is redeemable and provides for redemption prior to maturity, at our option, at specified prices.

	Rate of interest (%)	Maturity	Amount
Notes repaid 2020	4.875	March 30, 2020	500

In March 2020, we filed a base shelf prospectus in Canada and the US qualifying the issuance of up to \$5,000 of common shares, debt and other securities during a period of 25 months from March 16, 2020. Issuance of securities requires us to file a prospectus supplement and is subject to availability of funding in capital markets. During the six months ended June 30, 2020, we filed a prospectus supplement to issue \$1,500 of notes, as described above.

#### **NOTE 8** SHARE CAPITAL

#### Share repurchase programs

	<b>Board of Directors Approval</b>	Expiry	Maximum Shares for Repurchase
2019 Normal Course Issuer Bid <sup>1</sup>	February 20, 2019	February 26, 2020	42,164,420
2020 Normal Course Issuer Bid <sup>2</sup>	February 18, 2020	February 26, 2021	28,572,458

<sup>1</sup> The 2019 normal course issuer bid permitted the repurchase of up to 7 percent of our outstanding common shares for cancellation. As of the expiry date, we had repurchased 33,256,668 of the maximum shares for repurchase.

Purchases under the normal course issuer bids were, or may be, made through open market purchases at market prices as well as by other means permitted by applicable securities regulatory authorities, including private agreements.

<sup>2</sup> The 2020 normal course issuer bid permits the repurchase of up to 5 percent of our outstanding common shares for cancellation and can expire earlier than the date above if we acquire the maximum number of common shares allowable or otherwise decide not to make any further repurchases.

The following table summarizes our share repurchase activities during the period:

	Three Months Ended June 30			
	2020	2019	2020	2019
Number of common shares repurchased for cancellation	-	20,590,564	3,832,580	36,066,766
Average price per share (US dollars)	-	52.27	41.96	52.07
Total cost	-	1,076	160	1,878

#### Dividends declared

We declared dividends per share of \$0.45 (2019 – \$0.43) during the three months ended June 30, 2020, payable on July 17, 2020 to shareholders of record on June 30, 2020 and \$0.90 (2019 – \$0.43) during the six months ended June 30, 2020.

Subsequent to June 30, 2020, we declared a quarterly dividend of \$0.45 per share payable on October 16, 2020 to shareholders of record on September 30, 2020. The total estimated dividend to be paid is \$256.

## **NOTE 9 BUSINESS ACQUISITIONS**

#### Ruralco

On September 30, 2019, we acquired Ruralco Holdings Limited ("Ruralco") for a purchase price, net of cash and cash equivalents acquired, of \$330. We have engaged independent valuation experts to assist in determining the fair value of certain assets acquired and liabilities assumed.

#### **Other Acquisitions**

During the six months ended June 30, 2020, we acquired several businesses, the largest of which was Tec Agro Group, a leading agriculture retailer in Brazil. The acquired businesses include 29 Retail locations in North and South America and Australia. Expected benefits of the acquisitions include expansion of geographical coverage for the sale of crop input products and services, an increased customer base and workforce and synergies between Nutrien and the acquired businesses.

The preliminary values allocated to the acquired assets and assumed liabilities based upon fair values were as follows:

		June 3	30, 2020	
	Ruralco (Estimate)			Other Acquisitions
	Preliminary	Adjustments	Revised Fair Value	
Receivables	318	-	318 ¹	75
Inventories	115	-	115	62
Prepaid expenses and other current assets	8	-	8	2
Property, plant and equipment	136	-	136	40
Goodwill	189	18	207	147
Other intangible assets	210	-	210	-
Investments	15	-	15	-
Other assets	16	-	16	1
Total assets	1,007	18	1,025	327
Short-term debt	167	-	167	36
Payables and accrued charges	342	21	363	108
Lease liabilities, including current portion	110	-	110	-
Deferred income tax liabilities	45	(3)	42	1
Other non-current liabilities	13		13	9
Total liabilities	677	18	695	154
Total consideration	330	-	330	173

<sup>1</sup> Includes receivables from customers with gross contractual amounts of \$260, of which \$5 are considered to be uncollectible.

The preliminary value relating to Ruralco, included in the above table, was previously reported in our first quarter financial statements. The purchase price allocation is not final as we continue to obtain and verify information required to determine the fair value of certain assets and liabilities and the amount of deferred income taxes arising on their recognition. We estimated the preliminary purchase price allocation as of the date of the acquisition based on information that was available and continue to adjust those estimates as new information that existed at the date of acquisition becomes available. We will finalize the amounts recognized by September 30, 2020. All measurement period adjustments were offset against goodwill.

Financial information related to business acquisitions is as follows:

Pro Forma <sup>1</sup>	Other Acquisitions
Sales	260
EBIT	19

1 Estimated annual sales and earnings before finance costs and income taxes ("EBIT") if acquisitions occurred at January 1, 2020.

	Three Months Ended June 30, 2020	Six Months Ended June 30, 2020
From date of acquisition	Other Acquisitions	Other Acquisitions
Sales	30	40
EBIT	-	-

#### **NOTE 10 SEASONALITY**

Seasonality in our business results from increased demand for products during planting season. Crop input sales are generally higher in spring and fall application seasons. Crop input inventories are normally accumulated leading up to each application season. The results of this seasonality have a corresponding effect on receivables from customers and rebates receivables, inventories, prepaid expenses and other current assets and trade payables. Our short-term debt also fluctuates during the year to meet working capital needs. Our cash collections generally occur after the application season is complete, while customer prepayments made to us are typically concentrated in December and January and inventory prepayments paid to our vendors are typically concentrated in the period from November to January. Feed and industrial sales are more evenly distributed throughout the year.

### **NOTE 11 RELATED PARTY TRANSACTIONS**

We sell potash from our Canadian mines for use outside Canada and the United States exclusively to Canpotex. Sales are at prevailing market prices and are settled on normal trade terms. Sales to Canpotex for the three months ended June 30, 2020 were \$356 (2019 – \$591) and the six months ended June 30, 2020 were \$648 (2019 – \$1,042). At June 30, 2020, \$308 (December 31, 2019 – \$194) was owing from Canpotex.