

February 14, 2011

Honourable Brad Wall
Premier of Saskatchewan
Legislative Building
Regina, Saskatchewan
S4S 0B3

Dear Premier Wall:

When Potash Corporation of Saskatchewan Inc. (“PotashCorp”) made its Pledge to Saskatchewan on October 13, 2010, it was an acknowledgement of the importance of the province in our company’s past, and an affirmation of the critical role Saskatchewan and its people will play in our company’s future.

On behalf of the Board of Directors of PotashCorp, our 2,229 Saskatchewan employees and our more than 5,400 employees around the world, I would like to share with you some of the work we have done in fulfilling our Pledge to the people of Saskatchewan, as well as our plans for the future:

1. Maintaining A Strong and Vital Corporate Headquarters in Saskatchewan

By March 31, 2011, we will have 11 of 14 senior executives living and working in Saskatoon. Meeting this pledge involved the relocation and/or reassignment of five executive positions. The only executives working from our Northbrook office will be primarily responsible for our US phosphate and nitrogen operations and our US sales team.

By the end of 2011, we anticipate we will have more than 250 people working from our Saskatoon corporate headquarters, up from 209 at the end of last year. By the end of 2013, we plan to have 300 positions in our Saskatoon corporate headquarters, a 43% increase over last year, and nearly double the number of Saskatoon headquarter jobs from just one decade earlier.

Of course, jobs at our corporate headquarters are only the tip of the iceberg. Employment at our Saskatchewan mine sites has increased from 1,299 in 2005 to 2,016 in 2010 and is expected to reach 2,528 by 2015.

Though our company is a global organization with operations, investments and customers all over the world, potash is the lifeblood of our business and Saskatchewan will continue to be the heart and the mind of the company in the years ahead.

2. A Commitment to Canpotex and Strong Continuing Provincial Revenues

As one of its three long-standing members, we remain fully committed to Canpotex Limited as our offshore sales and marketing partner.

Over nearly four decades, Canpotex has built a globally-recognized brand that is synonymous with quality products and superior customer service, enhancing the reputation of our province throughout the world. We believe that the long-term relationships Canpotex holds, and the efficiencies it delivers in the distribution of Saskatchewan potash, bring tremendous value to customers and facilitate the generation (through producer members) of significant revenues for our province.

Further, as demand for potash continues to grow, Canpotex is uniquely positioned to meet the logistical needs of its offshore customers. This includes expanding terminal and railcar capabilities, as well as other initiatives to enhance logistics.

3. Continuing Profit Maximization Strategies

Since PotashCorp was privatized in November 1989, we have managed Saskatchewan's potash resources with an aim to maximizing long-term value for all our stakeholders – by matching supply to market demand. It is this operating strategy that has generated tremendous long-term value, and preserved the value and benefit of the province's potash resources. It is the same strategy that has allowed us to invest more than \$5 billion in capacity expansions in Saskatchewan since 2003. Our Potash First strategy is also reinforced by our potash equity investments globally in Chile, Jordan, Israel and China.

4. Development of a Strong Aboriginal Workforce

We remain committed to the continued development of our Aboriginal engagement strategy to build mutually beneficial relationships with Aboriginal communities. The Board of Directors of PotashCorp has officially adopted the following statement:

Statement of Commitment to First Nations and Métis People in Saskatchewan

WHEREAS PotashCorp believes that investing in First Nations and Métis communities leads to their success and our success, indeed the success of this Province, and is inextricably linked to ensuring we continue to meet our critical role in the world's growing demand for food:

We are committed to:

- Investing in initiatives and events that ensure First Nations and Métis people and communities know about and share in the opportunities at PotashCorp, both as employees and as suppliers
- Supporting training and education measures that will position First Nations and Métis people to take advantage of these opportunities now and in the future
- Preparing our workplace for change to ensure every one of us is committed to being a company that includes First Nations and Métis people.

The fulfillment of these commitments will stretch across the company, and includes every PotashCorp employee in Saskatchewan, along with our Board of Directors, participating in Aboriginal Awareness training to help us understand the issues Aboriginal people face in Saskatchewan.

Additionally, we are sponsoring numerous education and employment initiatives designed to ensure that First Nations and Métis people have both the education and the opportunity to fully participate in PotashCorp employment and supply opportunities. We will engage with educational institutions such as SIIT to design appropriate programs to support this initiative

5. Commitment to Community Programs

We made a commitment to be the number one corporate citizen in Saskatchewan.

For more than two decades as a publicly traded corporation, we have been committed to sharing our success with the people of Saskatchewan. We recognize that it is our communities that grant us the right to operate and provide the employees, the suppliers and the business partners that help us be successful over the long term.

We are committed to investing into our communities 1% of our consolidated income before income taxes on a five-year rolling average. We apportion our company-wide contributions based on economic contribution by region and, since the majority of our earnings come from Saskatchewan, the majority of our contribution will be invested back in Saskatchewan.

In 2010 alone, Potash Corporation of Saskatchewan invested more than \$10.5 million in Saskatchewan charities and community organizations in corporate grants. Major recent announcements included \$5 million to redevelop Saskatoon's Kinsmen Park, \$1 million to Saskatchewan food banks, \$1 million to Royal University Hospital, \$350,000 to the Hospitals of Regina Foundation, \$500,000 to Saskatoon Friendship Inn, \$350,000 to the Meewasin Valley Authority, \$300,000 to the Saskatoon Foundation, \$150,000 to Huskie Athletics and \$130,000 in annual Saskatchewan scholarships.

Given the trajectory of our business, the amount of money available to support Saskatchewan initiatives will be even larger in 2011, and we look forward to sharing our support for some very exciting new endeavours with the people of Saskatchewan.

More than two years ago, we first discussed your desire to bring mobile air ambulance service to Saskatchewan. I told you then that PotashCorp would support the initiative when it became a reality. Now that the program has been announced, I reaffirm our commitment to supporting STARS air ambulance, and assure you that PotashCorp will be a major corporate supporter. We will be making an announcement regarding specific details in the coming months.

6. Commitment to Local Purchasing

In 2010, local purchasing from our mine sites in Saskatchewan was approximately 69% of overall spending for day-to-day operations at our Saskatchewan plants. Our company has a long history of supporting local Saskatchewan companies, and we remain committed to maintaining a local spending target of 60% on competitive terms, excluding purchases for major expansions, energy, transportation and raw materials.

7. Continuing PotashCorp Expansion Projects

In 2003, we initiated a plan to invest more than \$7 billion – including \$5.7 billion in Saskatchewan – in potash expansions. Despite a global economic downturn and the deepest drop in potash demand the industry has ever seen in 2009, we have never wavered from our plans. For the better part of two years, we have had more than 1,000 contractors - and as many as 1,400 contractors - show up at our Cory site each day to work on that expansion.

In the next couple of years, the economic power of our expansions will continue to be seen in our \$2.8 billion expansion at Rocanville. The Rocanville project will employ more than 1,200 contractors for the better part of two years, and create an estimated \$1.2 billion in new total GDP in the province. The world has looked on in envy at Saskatchewan and the economic activity we've maintained over the last few years. PotashCorp has been a very big part of that activity and we remain committed to completing these expansions quickly and safely.

A strong partnership for decades to come

We understand the strong and mutually beneficial role that our company plays in the province, and we will always seek to do what is right for the people of Saskatchewan and the company's stakeholders. Our word has always been - and always will be - our bond. On behalf of everyone at Potash Corporation of Saskatchewan, we look forward to continuing to play a vital role in the Province of Saskatchewan for decades to come.

Yours sincerely,



William J. Doyle
President and CEO
Potash Corporation of Saskatchewan Inc.

cc: Potash Corporation of Saskatchewan Inc. Board of Directors