

**CHARTER OF
THE SPECIAL TRANSACTIONS COMMITTEE
OF THE BOARD OF DIRECTORS OF
THE MOSAIC COMPANY**

A. Name

There shall be a committee of the Board of Directors (the “Board”) of The Mosaic Company (the “Company”) called the Special Transactions Committee (the “Committee”).

B. Purpose of Committee

The purpose of the Committee is to support the Board in the oversight of related party transactions between the Company and/or its affiliates, on the one hand, and Cargill, Incorporated (“Cargill”) and/or its affiliates, on the other hand, with the objective that related party transactions will be fair and reasonable to the Company, with arm’s length terms and conditions.

C. Committee Membership

The Committee members shall be appointed by the Board, on the recommendation of the Corporate Governance and Nominating Committee, and shall serve at the pleasure of the Board and for such term or terms as the Board may determine. Until October 22, 2008, the Committee shall be composed of three members; *provided, however*, that at all times during the Standstill Period all members of the Committee shall be IMC Independent Directors (as defined in the Investor Rights Agreement). Following the Standstill Period, the Committee shall be composed of such number of members as determined from time to time by the Board. The Board shall make determinations as to whether a particular director satisfies the requirements for membership on the Committee.

D. Committee Structure and Operations

The Board shall designate one member of the Committee as its chairperson (the “Chair”). The Committee shall meet as necessary, with meetings to occur when deemed necessary by the Board or the Committee’s Chair or any member of the Committee. The Committee may meet in person or by telephone or videoconference and may take action by written consent.

The Committee may invite such members of management to its meetings as it may deem desirable or appropriate, consistent with the maintenance of the confidentiality of the issues under discussion.

E. Committee Duties and Responsibilities

The Committee shall:

1. Review and approve (or, where appropriate by reference to Board practices, recommend for approval by the Board) commercial agreements between the Company and/or its affiliates, on the one hand, and Cargill and/or its affiliates, on the other hand (“Related Party Commercial Agreements”).
2. Review and approve (or, where appropriate by reference to Board practices, recommend for approval by the Board) any other transaction (including without limitation any squeeze out merger, reverse stock split or otherwise), arrangements and agreements (or series of related transactions) between the Company and/or its affiliates, on the one hand, and Cargill and/or its affiliates (other than the Company) on the other hand.
3. Perform such other duties and responsibilities, consistent with this Charter and governing laws, as may be delegated to the Committee from time to time by the Board.
4. If requested by the Corporate Governance and Nominating Committee, review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
5. If requested by the Corporate Governance and Nominating Committee, conduct an annual performance evaluation of the Committee.
6. Report to the Board at the next Board meeting following any action taken by the Committee with respect to the activities of the Committee; apprise the Board, through minutes, special presentations or otherwise as necessary, of any significant developments relating to the responsibilities of the Committee; and make such recommendations with respect to any of the above matters as the Committee deems necessary or appropriate.

F. Delegation

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities in respect of the review and approval of Related Party Commercial Agreements to a committee of senior management, a subcommittee of the Committee or the Chairman of the Committee, subject to such conditions as the Committee may specify.

G. Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to retain counsel and other experts or consultants. The Committee shall have the sole authority to select and retain a consultant or search firm, to terminate any consultant or search firm retained by it, and to approve the consultant or search firm's fees and other retention terms.

H. Amendment

The Board shall have the authority to amend or modify any provision of this Charter at any time; *provided, however*, that the Board may make no such amendment or modification that is inconsistent with the provisions of that certain Investor Rights Agreement, dated January 26, 2004, between Cargill and the Company, as amended from time to time, except as otherwise necessary to comply with the applicable provisions of the Sarbanes-Oxley Act of 2002 and the rules and regulations of the Securities and Exchange Commission and the New York Stock Exchange.