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**BOARD CHAIR/DIRECTOR ●EXECUTIVE LEADER● BUSINESS ADVISOR ●MEDIATOR**

***Expert in: Corporate Governance ● Market & transaction advisory ● Technology Transformations***

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As a former CEO of a “billion-dollar plus” revenue TSX listed company, and President of a respected advisory services practice, Brian is a change agent and innovative thinker. He is recognized within the Canadian business community—and agri-business industry—for successful financial, governance, and strategic transformations: directions that have created long term, sustainable value through profitable organizational growth; both domestically, and via international expansion. Brian has strong technological literacy, strategic vision and financial expertise. These are the competencies that have contributed to delivering solid financial results and shareholder value to the companies where he has served. He has deep understanding of corporate governance across start-up, public, private, Crown, and family-owned companies—and those involved in finance via venture capital and private equity. He is an expert in the dynamics of commodity related businesses and associated corporate finance. His coaching/mentoring of senior executives has helped them to grow their companies while adopting innovative technologies and expanding into new markets during turbulent times.

**PROFESSIONAL HIGHLIGHTS**

***Chair or executive team lead of major organizational ownership/governance transformations***

* United Grain Growers (UGG) was a troubled cooperative: Brian spearheaded change to refocus its strategy and transform its financial structure, gaining a TSX listing via demutualization and IPO. Through prudent, consistent multiyear investing in technology, equipment, and internal processes, UGG was transformed to become a Canadian champion with improved efficiency, productivity and profits. Spearheading a team/entrepreneurial culture made this conversion sustainable—providing the means to acquire and successfully transform another troubled co-op.
* Agricore United began its life with high debt, redundant assets, and fragmented management systems. Brian championed and expedited a team approach to integration of operations, and the adoption of an effective technology platform which provided the management team the means to attain $100 million of merger synergies within 18 months, reduce debt/net assets from 60% to 42%, gain #1 market share, and have the “Agricore United” brand achieve top customer loyalty ratings. The Company was recognized as a “Top Ten” Manitoba employer in the 2007 “Canada’s Best Places to Work” competition.
* FarmersEdge, a 2005 start-up, has become the world leader in developing precision agricultural technology “software as a service” that provides advanced agronomic software solutions to drive farm business effectiveness. It provides growers with the means to develop data-proven products that advance farm productivity and environmental. Brian became the Company’s first independent Chair and has helped guide the company through Canadian and Silicon Valley VC investments, overseeing its international expansion to four continents. He has been a sounding board for its technology adoption and deployment. The Company has transitioned from startup—now with a stable longer-term investor base—and is positioning to IPO.

***INNOVATION***

* Finance: As CEO, creating, negotiating, and launching “AU Financial”, a successful JV financial services business—operated in partnership with Scotiabank—that extended $1 billion of agri-credit and risk management products to over 30,000 farm businesses.
* Technology: UGG was nominated for a Smithsonian award for being one of the first organizations in the world to adopt “client server” IT innovation. Agricore United won the 2006 CIPA award for innovation in disaster recovery.
* Risk: Ground-breaking “integrated insurance” program—covered in The Economist and a Harvard case study.

**CURRENT**

**ALDARE RESOURCES**, Winnipeg, Manitoba…………………………………………………………………………..2007-Present  
*President*

Brian formed his business advisory practice in 2007 to focus on Governance services; Business Advisory Services and Alternative Dispute Resolution services.

***GOVERNANCE***

* Governance/advisory services for major corporate/organizational transactions & transformations
  + Special Committee Chair for the “go private” purchase of the minority interest of TSX listed Gendis Inc., including negotiating transaction details.
  + Special Committee Chair for National Bank’s purchase of (privately held) Wellington West;
  + Board Chair during Fairfax’s purchase of a majority stake in (TSX traded) Ridley Inc.
  + Special Committee member for the acquisition of the Winnipeg Commodity Exchange by the Intercontinental Commodity Exchange (ICE)
  + Special Committee Chair in (TSX traded) Ridley Inc.’s sale to Alltech Inc.
* Directorship services and related expertise to public companies, private companies, family businesses, crown corporations, advisory boards, and not-for-profit organizations (see professional engagement section at the end of this CV for details);
* Providing mentorship, leadership and corporate governance advice to foster board collaboration, cooperation and organizational performance as Board Chair, Chair/member of Board Audit Committees, Human Resources Committees, Governance Committees, and Special Committees;

***MERGERS & ACQUISITIONS SUPPORT***

* Confidential engagements relating to mergers, acquisitions, corporate combinations;

***BUSINES ADVISORY SERVICES***

* Strategic and valuation advice;
* Analysis of markets and assessment of competitive dynamics;
* Confidential engagements assessing market potential;

***ALTERNATIVE DISPUTE RESOLUTION/NEGOTIATION SKILLS***

* Commercial mediation services;
* Provision of original, case study training in business valuation and negotiations.

***For current information***: see [**www.aldare.ca**](http://www.aldare.ca) or LinkedIn at [**http://ca.linkedin.com/in/brianhayward**](http://ca.linkedin.com/in/brianhayward)

**PROFESSIONAL AFFILIATIONS**

Member, Institute of Corporate Directors (ICD)

* Past Chair, Manitoba Chapter

Member, United States National Association of Corporate Directors (NACD)

Member, World Presidents’ Organization (WPO)

Member, Arbitration & Mediation Institute of Manitoba

**CAREER TRACK**

**AGRICORE UNITED**, Winnipeg, Manitoba…………………………………………………………………………………2001-2007  
*Chief Executive Officer*

Formed via merger in late 2001, Agricore United was (until its acquisition in 2007 by Viterra/Glencore) one of the largest Canadian agri-business firms, with significant operations and assets in Western Canada—with offices and facilities in the United States and Japan, and export sales to over 50 countries internationally. Agricore United operated in grain merchandising; retail of seed/fertilizer/herbicide; feed manufacturing; and agricultural financial services, generating annual cash turnover of about $4 billion through the efforts of about 2,500 employees. Reporting to the Board of Directors, Brian was responsible to create long-term shareholder value, through:

* developing strategic and corporate level tactical plans;
* integrating strategic business plans into financial planning;
* providing risk management in a challenging, evolving environment;
* cultivating a strong senior management team and entrepreneurial culture;
* implementing of effective corporate policies and organizational structures;
* appraising and monitoring operational performance;
* negotiating and executing significant corporate strategic alliances;
* liaising with institutional investors and external stakeholders;
* communicating effectively the Company strategy and achievements.

***Accomplishments***

* led the Board and management through a structured strategic review, developing focused future priorities for growth and value creation;
* successfully negotiated merger financing arrangements with major banks and term lenders, to provide the balance sheet capability to create and sustainably grow a new Company;
* successfully led the “re-IPO” of the Company, introducing Agricore United to institutional shareholders;
* developed a merger integration business plan, attaining synergies materially in excess (and sooner) than outlined in the Company Prospectus;
* worked with key senior managers to develop “best practice” business processes, including an integrated and internationally awarded IT infrastructure that provided the means to effectively integrate accounting, MIS, Human Resources, operations, and administration;
* led the culture change to communicate a common vision for the transformation of Agricore United;
* provided ongoing financial and operational leadership to deliver results in terms of reduced debt, improved credit ratings, increased cash flow and improved shareholder value in the face of difficult external conditions;
* created, successful, innovative new business segment (Agricore United Financial)—providing new credit and working capital solutions to (approximately) 30,000 Western Canadian farmers.
* grew shareholder value at a rate well above the TSE 300 index.

**UNITED GRAIN GROWERS (UGG)**, Winnipeg …………………………………………………………….……….1991-2001  
*Chief Executive Officer*

UGG became the second largest agri-business firm in Western Canada, with an annual cash turnover of about $2 billion, and 1,500 employees. When UGG merged with Agricore Cooperative in 2001, the Board selected Brian to lead the new Company.

***Accomplishments***

* Provided leadership to the Board and management team to develop and communicate a redirected company strategy focused on enhancing the company’s information technology platforms and driving international expansion;
* Led the teams that negotiated significant business alliances with key international strategic partners;
* Led the project team that transformed a co-op into a publicly traded Company, culminating with a successful IPO;
* Effectively communicated the company strategy to major shareholders, resulting in new share issues at progressively higher price levels;
* Led the senior management team to grow company operating income and cash flow to record levels;
* Grew shareholder value at a rate consistent with the TSE 300 index;
* Identified the opportunity and negotiated on behalf of UGG in the successful creation of Agricore United.

**UNITED GRAIN GROWERS (UGG)**, Winnipeg…………………………………………………………………………….1987-1991  
*Vice President, Merchandising & Transportation*

UGG’s Merchandising & Transportation Division was one of the largest operating areas of the firm, involved in domestic and international trading and transporting (truck, rail and vessel) about 2 million tonnes of grain annually. As Vice-President, Brian was responsible to develop strategy and risk management to deliver strong performance.

***Accomplishments***

* Analyzed the business issues that had led to a drop in Divisional profits and successfully addressed them to improve operational effectiveness;
* Implemented key risk management policies to control market risk, receivables risk, and foreign exchange exposure;
* Developed an international expansion strategy and executed commercial arrangements to penetrate the Japanese and other Asian markets;
* Increased market share in main product lines by 30-50% with a corresponding increased to Divisional income.

**UNITED GRAIN GROWERS (UGG)**, Winnipeg…………………..………………………………………………………1984-1987  
*Manager, Research/Consulting Services*

**UNITED GRAIN GROWERS (UGG)**, Winnipeg……………………………………………..…………………………….1981-1984  
*Grain Market Analyst & Futures Trader*

**EDUCATIONAL & PROFESSIONAL DEVELOPMENT**

**MSc. (Agricultural Economics),** McGill University, Montreal  
Emphasis: international business, management, commodity trading

Awards: Best Agricultural Economics Master’s Thesis (Canada)

Student Council Treasurer

**BSc. (Agricultural Economics),** McGill University

**C. Dir,** McMaster University (Chartered Corporate Director Program) 2004

**ICD.D** Director Education Program, Rotman School of Management, University of Toronto, 2017

UCLA Advanced Executive Program

Harvard Negotiations Program/Harvard Agri-business Program (two sessions)

University of Windsor (Faculty of Law) Certificate of Completion ADR Training

**Languages**: Strong proficiency in French (maintained via ongoing continuing education)

**CURRENT PROFESSIONAL & COMMUNITY ENGAGEMENT HIGHLIGHTS**

**Chair, FarmersEdge Ltd.** 2012-present  
Privately owned by its entrepreneur founders, and Fairfax, Mitsui, and Osmington, FarmersEdge is an international, innovative developer and world leader in precision agricultural information technology tools. With operations in six countries on four continents (2017), the Company is focused on providing advanced agronomic software solutions to drive farm business effectiveness, providing growers with the means to develop their own data-proven track record in advancing farm productivity and sustainability.

**Director, AFGRI Ltd. (South Africa)** 2014-present  
A subsidiary of Fairfax Africa, privately held, AFGRI is the leading diversified South African based agri-services provider involved in grain merchandising, food & feed processing, agri-finance and agri-insurance services. Its goal is to leverage its lead position in South Africa, to expand food supply and security throughout Africa.

**Board of Advisors, Princess Group Inc** 2016-present

**Chair, Board of Advisors, Princess Auto.** 2008-2016  
Princess Group is the investment holding company controlled by the Tallman family. In addition to its ownership of Princess Auto, it has interests in real estate and other industries. The family-owned Princess Auto leverages its e-commerce platform and 45 stores across Canada to market over half a billion dollars of unique retail merchandise to rural, industrial and urban customers. In addition to his role as Board Chair, Brian was a member of the Audit Committee.

**Director, Wellington Altus** 2017-present  
Founded in 2017, Wellington Altus is an independent Private Wealth Management firm serving high net worth clients. It was the most successful new wealth practice in Canadian investment industry history. Brian is Chair of the Audit Committee.

**Director, ICE Futures Canada** 2007-2018  
A wholly owned subsidiary of NYSE traded International Commodity Exchange (ICE), ICE Futures Canada (formerly the Winnipeg Commodity Exchange) is Canada's only agricultural futures and options exchange. Brian chaired/served on several WCE Board committees, including the Special Committee advising the Board on the take-over offer, and served a term as WCE Board Chair. In 2018, ICE advised of its intention to consolidate ICE Canada—the completion of this expected during the last half of the year, subject to regulatory approvals.

**PAST PROFESSIONAL & COMMUNITY ENGAGEMENT HIGHLIGHTS**

**Director & Audit Chair, Business Development Bank of Canada (BDC).** 2008-2016  
[BDC](http://www.bdc.ca/en/) is a Canadian Crown Corporation governed by an independent Board of Directors. It provides small and medium-sized businesses with [financing](http://www.bdc.ca/en/business_solutions/financial_services/), [advisory services](http://www.bdc.ca/en/business_solutions/consulting_group/) and [venture capital](http://www.bdc.ca/en/business_solutions/venture_capital/). Brian Chaired the Audit Committee for three years and was a member of the Governance Committee and Board Credit/Risk Committee. He chaired a Special Board Committee dealing with the Bank’s 2010-2015 legislative review and served three years on the Human Resources Committee.

**Director (past Board Chair), Ridley Inc.** 2007-2015  
Ridley was a TSX listed manufacturer of feed and animal nutrition products, with extensive operations in Canada and the United States. Brian was Chair of the Human Resources & Compensation Committee and a member of the Audit Committee. As Board Chair, Brian led the strategic review process that culminated in a change of control to Fairfax—he remained on the Board post close. He Chaired the Special Independent Board Committee that provided its opinion on value when Ridley Inc. was purchased by Alltech Inc. (2015).

**Director, Gendis** 2016-2018  
Gendis invests in real estate, marketable securities and private placements. Until 2018 the Company was publicly traded. Brian served on the Audit and Human Resources/Governance Committees., In 2017-18 he was Chair of the Board appointed Special Committee negotiating the (61-101) “go private” transaction shareholders.

**Director, Glacier Media Inc.** 2003-2016  
Glacier Ventures is a TSX listed Company focused on specialty publications and communications in the agricultural, legal and medical fields. Brian was Governance Committee Chair.

**Advisor, Lariat Partners/Northern Seed (USA)** 2014-2017  
Northern Seed is a small private equity-controlled firm specializing in developing seed products and services primarily for export to the Great Plain States of Montana, North Dakota, and Minnesota. Brian provided strategic business advice and participates on the company’s Advisory Board, and to its private equity owners (Lariat Partners)..

**Director, Wellington West Holdings Inc** 2006-2011  
Wellington West was a full service financial services business, specializing in retail brokerage, wealth management, and investment banking. Brian was Chair of the Compensation Committee and Chair of the Special Committee that provided independent oversight to the strategic process culminating with its sale to National Bank. Brian remains engaged as the Shareholder Representative, providing oversight in the interests of former WWHI shareholders during the multi-year execution of the sale agreement.

**Director, The Arthritis Society** 2001-2008  
The Arthritis Society is Canada's only not-for-profit organization devoted solely to funding and promoting arthritis research, programs and patient care. Brian served on the National Board Governance and Audit Committees, and is a past Chair of the Manitoba Division Board. Brian has raised over $300,000 through the Society’s “Joints in Motion” program (highest participant amount raised in Canada).

**Other**

Brian has been active at the Board level in other “for profit” and not-for profit organizations, such as The Conference Board (a nonprofit, independent applied economic research organization) and the Royal Winnipeg Ballet.

References available upon request