



TMX GROUP LIMITED
May 10, 2017

**NOTICE OF ANNUAL
AND SPECIAL MEETING
OF SHAREHOLDERS
AND MANAGEMENT
INFORMATION
CIRCULAR**

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These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the issuer (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

Notice of Annual and Special Meeting of Shareholders of TMX Group Limited

TMX Group Limited (“TMX Group” or “we”) will hold our Annual and Special Meeting of Shareholders (the “Meeting”) at the TMX Broadcast Centre, 130 King Street West, Main Floor, Toronto, Ontario, Canada on Wednesday, May 10, 2017 at 2:00 p.m. (Eastern Time).

As a holder of our common shares, we invite you to attend the Meeting for the following purposes:

1. to consider our financial statements for the year ended December 31, 2016, and the auditor’s report on those statements;
2. to elect our Directors;
3. to appoint KPMG LLP as our auditor at a remuneration to be fixed by the Directors;
4. to consider and, if deemed advisable, to approve an advisory resolution to accept the approach to executive compensation disclosed in our Management Information Circular; and
5. to transact any other business properly brought before the Meeting.

Shareholders at the close of business on March 13, 2017 will be entitled to vote at the Meeting.

Our Management Information Circular (the “Circular”) which accompanies this notice is your guide to the business to be considered at the Meeting and includes the text of the resolution for our approach to executive compensation. You will have an opportunity to ask questions and meet with management, the Board of Directors and your fellow shareholders. At the Meeting we will also report on our 2016 financial results.

If you are unable to attend the Meeting in person we ask you to complete, sign and return the enclosed proxy. We have provided instructions on how to complete and return your proxy with the enclosed proxy form and in the Circular. Our transfer agent, TSX Trust Company, must receive your proxy no later than 5:00 p.m. (Eastern Time) on Monday, May 8, 2017, or, if the Meeting is adjourned, no later than 48 hours (excluding Saturdays, Sundays and holidays) before any adjourned Meeting. You must send your proxy to our transfer agent by mailing the proxy to TSX Trust Company, 200 University Avenue, Suite 300, Toronto, Ontario, Canada, M5H 4H1. You may also fax your proxy to TSX Trust Company at (416) 595-9593.

We have made arrangements to provide a live audio webcast of the Meeting for those shareholders who cannot attend the Meeting in person. We will post details on how you may hear the webcast on our website at www.tmx.com and in a media release before the Meeting. However, shareholders will not be permitted to vote through the webcast facility or otherwise participate in the Meeting.

This Notice of Annual and Special Meeting of Shareholders and the Circular have been prepared and delivered to beneficial shareholders under the notice-and-access rules under National Instruments 54-101 and 51-102. Accordingly, this Notice of Annual and Special Meeting of Shareholders and the Circular have been printed and mailed to our registered shareholders and posted online for our beneficial shareholders to view at <https://noticeinsite.tsxtrust.com/TMXGroupLimitedASM2017>.

Beneficial shareholders may obtain a paper copy by:

- (a) emailing a request to TMXshareholder@tmx.com;
- (b) faxing a request to TMX Group at (416) 947-4727;

- (c) calling toll free to TMX Group at 1-888-873-8392; or
- (d) mailing a request to the Corporate Secretary, TMX Group Limited, 130 King Street West, Toronto, Ontario, M5X 1J2.

A request for a paper copy should be sent so that it is received by TMX Group by April 26, 2017 in order to allow sufficient time for the beneficial shareholder to receive the paper copy and return the proxy by May 8, 2017. Beneficial shareholders are reminded to review the Notice of Annual and Special Meeting of Shareholders and the Circular prior to voting.

By Order of the Board of Directors,



Cheryl Graden

Senior Vice President, Group Head of Legal and Business Affairs and Corporate Secretary

Toronto, Ontario

March 30, 2017

Management Information Circular

All information is as at March 13, 2017 unless otherwise indicated.

About This Document

This Management Information Circular (the “Circular”) explains the business to be considered at the annual and special meeting of shareholders (the “Meeting”) of TMX Group Limited (“TMX Group” or “we”) to be held on Wednesday, May 10, 2017 at the place and for the purposes set out in the accompanying Notice of Annual and Special Meeting of Shareholders.

We are providing you this Circular in connection with management’s solicitation of your proxy for use at the Meeting and any continued meeting after an adjournment. Management will solicit proxies primarily by mail. However, our Directors, officers, employees and agents may also solicit proxies by telephone, email, facsimile, in writing or in person. We pay the costs associated with soliciting proxies.

See “Voting Information” below for an explanation of how you can vote on the matters to be considered at the Meeting, whether or not you decide to attend the Meeting.

Notice and Access

The Notice of Annual and Special Meeting of Shareholders and the Circular have been prepared and delivered to beneficial shareholders under the notice-and-access rules under National Instruments 54-101 and 51-102. Accordingly, this Notice of Annual and Special Meeting of Shareholders and the Circular have been printed and mailed to our registered shareholders and posted online for our beneficial shareholders to view at <https://noticeinsite.tsxtrust.com/TMXGroupLimitedASM2017>.

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Voting Information

What will I be voting on?

You will be voting on:

- The election of our Directors (see page 6);
- The appointment of KPMG LLP as our auditor at a remuneration to be fixed by the Directors (see page 33); and
- An advisory resolution to accept the approach to executive compensation disclosed in the Circular (see page 33).

How will these matters be decided at the Meeting?

A simple majority of the votes cast, by proxy or in person, will constitute approval of matters voted on at the Meeting.

How many votes do I have?

Subject to the share ownership and voting restriction noted below, you will have one vote for every common share you own at the close of business on March 13, 2017, the record date for the Meeting.

To vote common shares you acquired after the record date, you must, not later than ten days before the Meeting:

- Ask our transfer agent, TSX Trust Company, to add your name to the voters' list, and
- Produce properly endorsed share certificates or otherwise establish that you own the common shares.

What are the share ownership and voting restrictions?

No person or company or combination of persons or companies, acting jointly or in concert, may beneficially own or exercise control or direction over more than 10% of our common shares without the prior approval of the Ontario Securities Commission ("OSC") and Québec's Autorité des marchés financiers ("AMF"). No person or company may exercise the right to vote more than 10% of the votes attached to our common shares.

To the knowledge of our Directors and officers, no person or company or combination of persons or companies beneficially owns, directly or indirectly, or exercises control or direction over, more than 10% of our outstanding common shares.

How many common shares are eligible to vote?

On March 13, 2017, there were 55,268,141 common shares of TMX Group outstanding and eligible to vote.

How do I vote?

If you are eligible to vote and your common shares are registered in your name, you can vote your common shares as follows:

- In person at the Meeting; or
- By proxy, as explained below.

If your common shares are held in the name of a nominee (this makes you a “non-registered shareholder”), please see the instructions below under the headings “How can a non-registered shareholder vote by mail?” and “How can a non-registered shareholder vote in person at the Meeting?” (see page 4).

Can I vote by proxy?

Whether or not you attend the Meeting, you can appoint someone else to vote for you as your proxy holder. You can use the enclosed proxy form, or any other proper form of proxy, to appoint your proxy holder. The persons named in the enclosed form of proxy are the Chair of our Board and our Chief Executive Officer. **However, you can choose another person to be your proxy holder, including someone who is not one of our shareholders. You may do so by crossing out the names printed on the proxy and inserting another person’s name in the blank space provided, or by completing another proper form of proxy.**

We will provide notice of the materials to brokers, custodians, nominees and fiduciaries who are required to forward the notice to the beneficial owners of common shares.

How will my proxy be voted?

On the proxy form, you can indicate how you want your proxy holder to vote your common shares, or you can let your proxy holder decide for you.

If you specify on the proxy form how you want your common shares to be voted on a particular issue (by marking FOR, AGAINST or WITHHOLD, as applicable) then your proxy holder must vote your common shares accordingly.

If you do not specify on the proxy form how you want your common shares to be voted on a particular issue, then your proxy holder can vote your common shares as he or she sees fit.

Unless you provide contrary instructions, common shares represented by proxies received by management will be voted:

- FOR the election as Directors of the proposed nominees whose names are set out on the following pages;
- FOR the appointment of KPMG LLP as our auditor at a remuneration to be fixed by the Directors; and
- FOR the advisory resolution to accept the approach to executive compensation disclosed in the Circular.

What if there are amendments or if other matters are brought before the Meeting?

The enclosed proxy form gives the persons named on it authority to use their discretion in voting on amendments, variations or additions to the matters identified in the Notice of Annual and Special Meeting of Shareholders and on all other matters that may properly come before the Meeting.

At the time of posting this Circular, our management is not aware of any proposed amendments or that any other matter is to be presented for action at the Meeting. If, however, any proposed amendments or other matters properly come before the Meeting, the persons named on the enclosed proxy form will vote on them using the discretion given by the proxy form.

What if I change my mind and want to revoke my proxy?

You can revoke your proxy at any time before it is acted upon. You can do this by:

- Delivering a properly executed form of proxy with a later date; or
- Stating clearly, in writing, that you want to revoke your proxy and by delivering this written statement to the attention of our Senior Vice President, Group Head of Legal and Business Affairs and Corporate Secretary no later than the close of business on May 8, 2017 (or, if the Meeting is adjourned, the business day before any adjourned meeting), or to the Chair of the Meeting before the start of the Meeting or any adjourned meeting; or
- In any other manner permitted by law.

Who counts the votes?

TSX Trust Company, our Transfer Agent, counts and tabulates the proxies.

How do I contact the Transfer Agent?

By mail: TSX Trust Company
200 University Avenue, Suite 300
Toronto, ON M5H 4H1

By telephone: (416) 361-0930 (Toronto Area)
1-866-393-4891 (North America)

By fax: (416) 595-9593

By e-mail: tmxcinvestorservices@tmx.com

Is my vote confidential?

Yes, except (1) where you clearly intend to communicate your individual position to management, or (2) as necessary to comply with legal requirements.

How are proxies solicited?

Management requests that you sign and return the proxy form (in the postage-prepaid envelope provided) to ensure your votes will be counted at the Meeting. Management will solicit proxies primarily by mail. However, our Directors, officers, employees and agents may also solicit proxies by telephone, email, facsimile, in writing or in person.

How can a non-registered shareholder vote by mail?

If your common shares are not registered in your own name (making you a non-registered shareholder), they will be held in the name of a nominee, which is usually a trust company, custodian, securities broker, other financial institution or a clearing agency in which the intermediary participates. Your nominee is required to seek your instructions as to how to vote your common shares. Unless you have previously informed your nominee that you do not wish to receive material relating to shareholders' meetings, you will have received notice of this Circular in a mailing from your nominee, together with a proxy form or request for voting instructions.

Each nominee has its own signing and return instructions, which you should follow carefully to ensure your common shares will be voted. If you are a non-registered shareholder who has voted by mail and want to

change your mind and vote in person, contact your nominee to discuss whether this is possible and what procedure to follow.

How can a non-registered shareholder vote in person at the Meeting?

Since we do not have access to the names of all of our non-registered shareholders, if you attend the Meeting, we will have no record of your shareholdings or of your entitlement to vote, unless your nominee has appointed you as proxy holder. If you are a non-registered shareholder and wish to vote in person at the Meeting, please insert your own name in the space provided on the proxy form or request for voting instructions sent to you by your nominee. By doing so, you are instructing your nominee to appoint you as proxy holder. Then follow the signing and return instructions provided by your nominee. Do not otherwise complete the form, as you will be voting at the Meeting.

Business of the Meeting

Consolidated Financial Statements

At the Meeting, you will consider the TMX Group audited consolidated financial statements for the year ended December 31, 2016, and the auditor's report on those financial statements. They are included in our 2016 Annual Report, which was mailed to those registered and beneficial shareholders who have requested it and posted for our other beneficial shareholders at

<https://noticeinsite.tsxtrust.com/TMXGroupLimitedASM2017>.

You may obtain additional copies of the 2016 Annual Report, in English or French, from our Investor Relations Department upon request or at the Meeting.

Election of Directors

TMX Group's articles of incorporation provide for our board of directors (the "TMX Group Board") to consist of a minimum of three and a maximum of 24 Directors. The number of Directors currently in office is 18. The TMX Group Board has set the number of Directors to be elected at the Meeting at 18.

In addition to corporate and securities law requirements, securities regulators who regulate TMX Group require TMX Group to comply with a myriad of governance requirements. Under the AMF recognition order for TMX Group and pursuant to undertakings we provided to the Alberta Securities Commission ("ASC") and the British Columbia Securities Commission (the "BCSC") (collectively, the "Undertakings") the boards of directors of TMX Group, TMX Group Inc., TSX Inc., TSX Venture Exchange Inc. and Montréal Exchange Inc. must be identical. Under the OSC and AMF recognition orders (collectively, the "Recognition Orders") for TMX Group together with the Undertakings, the TMX Group Board is subject to the following compositional requirements: (i) at least 50% of Directors must be "independent", within the meaning of the section 1.4 of National Instrument 52-110 – *Audit Committees* and the Recognition Orders; (ii) at least 50% of Directors must be unrelated to the Alberta Investment Management Corporation, Caisse de dépôt et placement du Québec, Canada Pension Plan Investment Board, CIBC World Markets Inc., National Bank Group Inc., Ontario Teachers' Pension Plan Board, Scotia Capital Inc., 1802146 Ontario Limited (a subsidiary of The Toronto-Dominion Bank) (collectively, the "Original Maple Shareholders with Nomination Rights"), Desjardins Financial Corporation, Fonds de solidarité des travailleurs du Québec (F.T.Q.), The Manufacturers Life Insurance Company, National Bank Financial Inc. and TD Securities Inc. (who together with the Original Maple Shareholders with Nomination Rights are the "Original Maple Shareholders"), for as long as any nomination agreement (each a "Maple Nomination Agreement") is in effect; (iii) the Chair must be "independent", within the meaning of the section 1.4 of National Instrument 52-110 – *Audit Committees* and the Recognition Orders, and, for so long as any Maple Nomination Agreement is in effect, unrelated to the Original Maple Shareholders (Mr. Winograd); (iv) one representative of Canada's independent investment dealer community (Mr. Sullivan); (v) at least 25% of Directors to be resident of the Province of Québec; (vi) at least 25% of Directors to have expertise in derivatives; and (vii) at least 25% of Directors to have currently relevant expertise in the Canadian public venture market.

The current Directors who are residents of Québec are: Mses. Chicoyne, Giguère and Lachapelle, and Messrs. Bertrand and Martel, representing 28% of the Directors.

The Directors who have indicated that they have expertise in derivatives are: Mses. Chicoyne, Giguère, Irman, and Sinclair, and Messrs. Bertrand, Exshaw, Heath, Martel, Pontikes, Sullivan, Wetlaufer, Winograd and Wissell, representing 72% of the Directors.

Messrs. Jaako, Martel, Pontikes, Sullivan and Walsh are the directors who fulfill the BCSC and ASC criteria for having currently relevant expertise in the Canadian public venture market, representing 28% of the Directors.

TMX Group entered into a Maple Nomination Agreement as of July 31, 2012 with each of the Original Maple Shareholders with Nomination Rights under which they each have the right to nominate one individual to the TMX Group Board (each, a “Nominee”) until the earlier of September 14, 2018 or such time as the Original Maple Shareholder with Nomination Rights ceases to beneficially own at least 5% of the TMX Group common shares (“TMX Group Shares”) (Mses. Giguère and Irman, Messrs. Bertrand, Exshaw, Heath, Pontikes, Wetlaufer and Wissell). Each Nominee is required to meet qualification standards and any other criteria established by the Governance Committee from time to time, and is subject to the approval of the Governance Committee.

An Original Maple Shareholder with Nomination Rights must notify TMX Group of its Nominee at least 60 days prior to the date on which proxy solicitation materials for the election of Directors are to be mailed to TMX Group shareholders. Following this notification, the Governance Committee must then review the qualifications, skills and experience of the Nominee and determine whether the Nominee is a fit and proper person and whether the nomination would be in compliance with all applicable laws (including the Recognition Orders and Undertakings) and the qualification standards and other criteria established from time to time by the Governance Committee. If the Governance Committee determines that a Nominee is unsuitable for election to the TMX Group Board, the Original Maple Shareholder with Nomination Rights shall be entitled to submit an alternative Nominee for consideration within ten days.

Against the backdrop of the requirements described above, the Governance Committee of the TMX Group Board annually reviews the qualifications of and recommends nominees (including Nominees pursuant to the Maple Nomination Agreements) for election to the TMX Group Board for consideration and approval. The nominees are, in the opinion of the TMX Group Board, well qualified to act as Directors for the coming year. Each nominee has established his or her eligibility and willingness to serve as a Director, if elected.

The persons named as proxy holders in the form of proxy are the Chair of the TMX Group Board and our Chief Executive Officer, who intend to vote at the Meeting for the election of the nominees to the TMX Group Board whose names are set out below, unless you give specific instructions on the form of proxy to withhold that vote. Directors are elected annually and will hold office until our next annual meeting of shareholders or until the Director resigns, becomes ineligible, unable to serve or until his or her successor is elected or appointed.

Majority Voting

Our Director Qualification Policy provides that in an uncontested election of the TMX Group Board, any nominee who receives a greater number of votes “withheld” than votes “for” will tender his or her resignation to the TMX Group Board promptly following our annual meeting. An “uncontested election” means the number of nominees for election is the same as the number of Directors to be elected to the TMX Group Board. The Governance Committee will consider the resignation and recommend to the TMX Group Board the action to be taken. The Governance Committee would be expected to recommend that the TMX Group Board accept the resignation, except in exceptional circumstances. The TMX Group Board will make its decision and announce it in a press release within 90 days following the annual meeting, including the reasons for rejecting the resignation, if applicable. Absent exceptional circumstances, the TMX Group Board will accept the nominee’s resignation. A Director who tenders a resignation pursuant to this policy will not participate in any meeting of the TMX Group Board or the Governance Committee at which the resignation is considered.

Subject to any corporate or securities law restrictions, as well as the Recognition Orders and the Maple Nomination Agreements, the TMX Group Board may leave the resulting vacancy unfilled until the next annual meeting of shareholders, or the TMX Group Board may fill the vacancy through the appointment of a new Director with the appropriate background, experience and skills.

Proposed Nominees for Election as Directors

The following pages set out, among other things, the names of the 18 proposed nominees for election as Directors, together with their municipalities of residence; their ages; the year from which each has served as a Director of TMX Group; their principal occupations and their occupations for the previous five years; other directorships; public board interlocks; TMX Group committee memberships; attendance at TMX Group Board of Director and committee meetings; annual general meeting voting results; total compensation; and the number of TMX Group common shares (including TMX Group deferred share units (“TMX Group DSUs”)) beneficially owned by each proposed nominee.

CHARLES WINOGRAD

Age 69, Toronto, ON, Canada | Director since July 2012 | Chair of the Board | Independent



Mr. Winograd is the Chair of TMX Group. He is Senior Managing Partner of Elm Park Capital Management (mid-market lending limited partnership), and is also President of Winograd Capital Inc. (external consulting and private investment firm). From 2001 to 2008, Mr. Winograd was chairman and chief executive officer of RBC Capital Markets (investment bank). He was also president and chief operating officer of RBC Dominion Securities from 1998 – 2001. He also served as deputy chairman and a director of RBC Dominion Securities from 1996 to 1998 following its acquisition of Richardson Greenshields. From 1971 Mr. Winograd held several progressively senior positions with Richardson Greenshields and predecessor companies, becoming president and chief executive officer in 1987 and chairman and chief executive officer in 1991.

Mr. Winograd is presently on the boards of Spin Master Corp., James Richardson and Sons Limited, Titan Holdings and the Board of Trustees for RioCan Real Estate Investment Trust and is a Management Advisor with RP Investment Advisors. Mr. Winograd is also on the board of Sinai Health System and was on the Advisory Council for Promoting Women on Boards. Mr. Winograd is a past Chairman of the Investment Dealers Association of Canada.

Annual General Meeting Voting Results	Votes in Favour		Votes Withheld	
2016	35,640,276	99.88%	43,404	0.12%
2015	39,372,810	99.92%	29,773	0.08%

TMX Group Board/Committee Membership	Attendance	Overall Attendance		Total Compensation	
TMX Group Board (Chair)	7/7	17/17	100%	Year	Amount
Governance Committee	4/4			2016	\$275,000
Human Resources Committee	6/6			2015	\$275,000

Equity Ownership (as at December 31, 2016)

Year	TMX Group Shares	TMX Group DSUs	Total TMX Group Shares and TMX Group DSUs	Equity at Risk ⁽¹⁾	Minimum Equity Ownership Requirements	Meets Requirements
2016	-	25,032	25,032	\$1,727,208	\$750,000	Yes
2015	-	19,221	19,221	\$1,326,249		
Change	-	5,811	5,811	\$400,959		

Public Board Membership During Last Five Years ⁽²⁾		Stock Exchange Listing	Public Board Committee Memberships	Public Board Interlocks
Spin Master Corp.	July 2015 – Present	TSX	Audit Committee	-
RioCan Real Estate Investment Trust	Feb 2009 - Present	TSX	Nominating and Governance Committee	
Talisman Energy Inc.	April 2009 – May 2015	TSX	Audit Committee Governance Committee	

LUC BERTRAND

Age 62, Montréal, QC, Canada | Director since May 2011 | Non-Independent – Nominee of National Bank Group Inc.



Mr. Bertrand is the Vice Chair of National Bank Group (chartered bank), a position he assumed in February 2011. From May 2008 until June 2009, Mr. Bertrand was Deputy Chief Executive Officer and a director of TMX Group Inc. He was also President and Chief Executive Officer of Montréal Exchange Inc. (Montréal Exchange), a position which he held from March 2000 to June 2009. Mr. Bertrand was elected to the Board of Governors of the Montréal Exchange in 1992, served as Vice Chairman in 1996 and as Chairman in 1998 and 1999. From 1996 to 2002, Mr. Bertrand served as Governor of the Canadian Investor Protection Fund. Mr. Bertrand also served as Governor of the Canadian Securities Institute.

Mr. Bertrand also serves on the board of the Centre Financier International de Montréal, BOX Holdings Group LLC and BOX Market LLC and is Chairman of the Club de Hockey Canadien and 5N Plus Inc.

Annual General Meeting Voting Results	Votes in Favour		Votes Withheld	
2016	35,649,299	99.90%	34,381	0.10%
2015	39,371,404	99.92%	31,179	0.08%

TMX Group Board/Committee Membership	Attendance	Attendance (Total)		Total Compensation ⁽⁴⁾⁽¹¹⁾	
TMX Group Board Derivatives Committee (Chair) Public Venture Market Committee	7/7	13/13	100%	Year	Amount
	2/2			2016	\$16,000
	4/4			2015	-

Equity Ownership (as at December 31, 2016)

Year	TMX Group Shares	TMX Group DSUs	Total TMX Group Shares and TMX Group DSUs	Equity at Risk ⁽¹⁾	Minimum Equity Ownership Requirements	Meets Requirements
2016	578,259	-	578,259	\$39,437,264	None	n/a
2015	408,259	-	408,259	\$27,843,264		
Change	170,000	-	170,000	\$11,594,000		
Public Board Membership During Last Five Years ⁽²⁾			Stock Exchange Listing	Public Board Committee Memberships		Public Board Interlocks
5N Plus Inc.		January 2016 – Present	TSX	-		-

DENYSE CHICOYNE

Age 64, Montréal, QC, Canada | Director since July 2012 | Independent



Ms. Chicoyne is a Corporate Director. Ms. Chicoyne has worked in the securities industry as a top ranked analyst for brokerage firms such as BMO Nesbitt Burns, Nesbitt Thomson, McNeil Mantha and was also a senior analyst and portfolio manager for the Caisse de dépôt et placement du Québec. Ms. Chicoyne holds an MBA in Finance and International Business from McGill University (1981) and has been a designated Chartered Financial Analyst (CFA) since 1986. Ms. Chicoyne is a member of the Montreal Society of Financial Analysts as well as of the CFA Institute. Ms. Chicoyne has served as a director of TMX Group Inc. since May 2008 and as a director of Montréal Exchange Inc. since April 2004.

Ms. Chicoyne also serves on the boards of Industrial Alliance Insurance and Financial Services Inc. and Richelieu Hardware Ltd.

Annual General Meeting Voting Results	Votes in Favour		Votes Withheld	
2016	35,644,249	99.89%	39,431	0.11%
2015	39,372,089	99.92%	30,494	0.08%

TMX Group Board/Committee Membership	Attendance	Attendance (Total)		Total Compensation ⁽³⁾	
TMX Group Board	7/7	20/20	100%	Year	Amount
Finance and Audit Committee	6/6			2016	\$176,833
Governance Committee	4/4			2015	\$137,083
Regulatory Oversight Committee	3/3				

Equity Ownership (as at December 31, 2016)

Year	TMX Group Shares	TMX Group DSUs	Total TMX Group Shares and TMX Group DSUs	Equity at Risk ⁽¹⁾	Minimum Equity Ownership Requirements	Meets Requirements
2016	6,163	13,080	19,243	\$1,322,837	\$250,000	Yes
2015	6,163	11,728	17,891	\$1,229,549		
Change	-	1,352	1,352	\$93,288		

Public Board Membership During Last Five Years ⁽²⁾		Stock Exchange Listing	Public Board Committee Memberships	Public Board Interlocks
Richelieu Hardware Ltd.	March 2005 – Present	TSX	Human Resources Committee	-
Industrial Alliance Insurance and Financial Services Inc.	May 2014 – Present	TSX	Investments Committee	
Deans Knight Income Corporation	March 2009 – June 2014	TSX	Audit Committee	

LOUIS ECCLESTON

Age 59, Toronto, ON, Canada / | Director since November 2014 | Non-Independent – CEO, TMX Group
Princeton Junction, NJ, USA



Mr. Eccleston is the Chief Executive Officer of TMX Group, a position he assumed on November 3, 2014. Prior to joining TMX Group, Mr. Eccleston was, from 2008, President S&P Capital IQ and Chairman of the Board, S&P Dow Jones Indices, which are business lines of McGraw Hill Financial. Prior to that he was Chief Executive Officer and Chairman of Pivot Inc., a capital market software services company, from 2007 to 2008. From 2002 to 2006, Mr. Eccleston served as the President of Global Sales, Marketing & Services and President of the Banking and Brokerage Group of Thomson Financial. Mr. Eccleston also held various management positions in his 14 years at Bloomberg LP, including Chief Executive Officer of Bloomberg Tradebook.

Mr. Eccleston also serves on the board of the Bermuda Stock Exchange.

Annual General Meeting Voting Results	Votes in Favour		Votes Withhold	
2016	35,643,315	99.89%	40,365	0.11%
2015	39,370,006	99.92%	32,577	0.08%

TMX Group Board/Committee Membership		Attendance		Attendance (Total)		
TMX Group Board		7/7		7/7	100%	
Equity Ownership (as at December 31, 2016)						
Year	TMX Group Shares	TMX Group DSUs	Total TMX Group Shares and TMX Group DSUs	Equity at Risk ⁽¹⁾	Minimum Equity Ownership Requirements	Meets Requirements
2016	-	-	-	-	n/a	n/a
2015	-	-	-	-		
Change	-	-	-	-		
Public Board Membership During Last Five Years ⁽²⁾			Stock Exchange Listing	Public Board Committee Memberships		Public Board Interlocks
-		-	-	-		-

CHRISTIAN EXSHAW

Age 50, Toronto, ON, Canada | Director since January 2015 | Non- Independent – Nominee of CIBC World Markets Inc. (“CIBC”)



Mr. Exshaw is Managing Director and Head Global Markets, CIBC, a position he has held since 2015. From 2011 to 2015, Mr. Exshaw was the Managing Director and Head of Capital Markets Trading, Wholesale Banking; from 2010 to 2011, he was Managing Director, Head Global Derivatives and Distribution, and from 2008 to 2010, he was Managing Director, Head Distribution of CIBC. Prior to joining CIBC, Mr. Exshaw was Managing Director, Foreign Exchange, Local Currencies & Structuring, Merrill Lynch and Managing Director, FX, Local Markets & Commodity Sales, Dresdner Kleinwort Wasserstein.

Mr. Exshaw also serves on the board of the Children’s Aid Foundation.

Annual General Meeting Voting Results	Votes in Favour		Votes Withheld	
2016	35,603,686	99.78%	79,994	0.22%
2015	39,368,675	99.91%	33,908	0.09%

TMX Group Board/Committee Membership	Attendance	Attendance (Total)		Total Compensation ⁽⁵⁾	
TMX Group Board Derivatives Committee	6/7 2/2	8/9	89%	Year	Amount
				2016	\$45,000
				2015	\$49,500

Equity Ownership (as at December 31, 2016)						
Year	TMX Group Shares	TMX Group DSUs	Total TMX Group Shares and TMX Group DSUs	Equity at Risk ⁽¹⁾	Minimum Equity Ownership Requirements	Meets Requirements
2016	-	-	-	-	None	n/a
2015	-	-	-	-		
Change	-	-	-	-		
Public Board Membership During Last Five Years ⁽²⁾			Stock Exchange Listing	Public Board Committee Memberships		Public Board Interlocks
-		-	-	-		-

MARIE GIGUÈRE

Age 65, Montréal, QC, Canada | Director since May 2011 | Independent – Nominee of Caisse de dépôt et placement du Québec (“Caisse”)



Ms. Giguère is a Corporate Director. She served as the Executive Vice-President, Legal Affairs and Secretariat of the Caisse (pension fund) from November 2010 until her retirement in June 2016. She was a partner with Fasken Martineau LLP for many years and served as Senior Vice-President, Corporate Affairs, and General Secretary of Montréal Exchange from 1997 to 1999, following which she became Senior Vice-President, Chief Legal Officer and Secretary of Molson Inc. from 1999 to 2005. After working as a consultant for the Caisse on several infrastructure and private equity matters, she was appointed Vice-President, Legal Affairs, and Corporate Secretary of its subsidiary Otéra Capital in 2008.

Ms. Giguère also serves on the boards of McGill University Health Centre and Douglas University Institute Foundation.

Annual General Meeting Voting Results	Votes in Favour		Votes Withheld	
2016	35,652,122	99.91%	31,558	0.09%
2015	39,370,245	99.92%	32,338	0.08%

TMX Group Board/Committee Membership	Attendance	Attendance (Total)		Total Compensation ⁽³⁾⁽¹⁰⁾	
TMX Group Board	7/7	14/14	100%	Year	Amount
Governance Committee (Chair)	4/4			2016	\$78,167
Regulatory Oversight Committee	3/3			2015	-

Equity Ownership (as at December 31, 2016)

Year	TMX Group Shares	TMX Group DSUs	Total TMX Group Shares and TMX Group DSUs	Equity at Risk ⁽¹⁾	Minimum Equity Ownership Requirements	Meets Requirements
2016	2,000	976	2,976	\$203,744	\$250,000	No ⁽⁸⁾
2015	618	-	618	\$42,148		
Change	1,382	976	2,358	\$161,596		
Public Board Membership During Last Five Years ⁽²⁾			Stock Exchange Listing	Public Board Committee Memberships		Public Board Interlocks
-		-	-	-		-

JEFFREY HEATH

Age 63, Toronto, ON, Canada | Director since September 2012 | Independent – Nominee of Scotia Capital Inc.



Mr. Heath is a Corporate Director. Mr. Heath served as the Executive Vice President and Group Treasurer of Scotiabank (chartered bank) from March 2008 until his retirement in June 2015. He was appointed Vice President and Treasurer of McLeod Young Weir in 1985 (which was subsequently acquired by Scotiabank). From 1995 to 2008 Mr. Heath held senior management positions in the risk management and treasury group with Scotiabank. Mr. Heath is a Chartered Professional Accountant.

Mr. Heath also serves on the boards of two non-profit organizations. He also is an independent advisor to the investment committee of a federal crown corporation and on an advisory panel for another federal crown corporation.

Mr. Heath was previously on the board of The Canadian Depository for Securities Limited.

Annual General Meeting Voting Results	Votes in Favour		Votes Withheld	
2016	35,652,266	99.91%	31,414	0.09%
2015	39,248,871	99.61%	153,712	0.39%

TMX Group Board/Committee Membership	Attendance	Attendance (Total)		Total Compensation	
TMX Group Board	7/7	12/12	100%	Year	Amount
Derivatives Committee	2/2			2016	\$105,000
Finance and Audit Committee	3/3			2015	\$92,667

Equity Ownership (as at December 31, 2016)

Year	TMX Group Shares	TMX Group DSUs	Total TMX Group Shares and TMX Group DSUs	Equity at Risk ⁽¹⁾	Minimum Equity Ownership Requirements	Meets Requirements
2016	300	3,595	3,895	\$268,515	\$250,000	Yes
2015	-	1,585	1,585	\$109,365		
Change	300	2,010	2,310	\$159,150		

Public Board Membership During Last Five Years ⁽²⁾	Stock Exchange Listing	Public Board Committee Memberships	Public Board Interlocks
-	-	-	-

MARTINE IRMAN

Age 52, Toronto, ON, Canada | Director since November 2014 | Non-Independent – Nominee of 1802146 Ontario Limited (subsidiary of The Toronto-Dominion Bank)



Ms. Irman is the Senior Vice President, TD Bank Group (chartered bank) and Vice Chair, Head of Global Enterprise Banking, TD Securities (securities dealer), positions she has held since 1999. Ms. Irman offers over 30 years of international treasury, capital markets and securities experience.

Ms. Irman currently serves on the boards of the Canadian Chamber of Commerce and as Vice Chair of YMCA of Greater Toronto. Ms. Irman is a member and was the co-founder of Women Gaining Ground for United Way Toronto. She is a member of Women in Capital Markets Advisory Council. Ms. Irman is an accredited director through the Rotman School of Management Institute of Corporate Directors. Ms. Irman graduated from the University of Western Ontario in 1985 with a Bachelor of Arts (Economics and Financial Studies) and completed an Advanced Management Program at the Wharton School of Business in 2008.

Annual General Meeting Voting Results	Votes in Favour		Votes Withheld	
2016	35,604,221	99.78%	79,459	0.22%
2015	39,368,375	99.91%	34,208	0.09%

TMX Group Board/Committee Membership	Attendance	Attendance (Total)		Total Compensation ⁽⁴⁾	
TMX Group Board	7/7	13/13	100%	Year	Amount
Derivatives Committee	2/2			2016	-
Public Venture Market Committee	4/4			2015	-

Equity Ownership (as at December 31, 2016)

Year	TMX Group Shares	TMX Group DSUs	Total TMX Group Shares and TMX Group DSUs	Equity at Risk ⁽¹⁾	Minimum Equity Ownership Requirements	Meets Requirements
2016	-	-	-	-	None	n/a
2015	-	-	-	-		
Change	-	-	-	-		

Public Board Membership During Last Five Years ⁽²⁾		Stock Exchange Listing	Public Board Committee Memberships	Public Board Interlocks
-	-	-	-	-

HARRY JAAKO⁽⁶⁾

Age 64, Vancouver, BC, Canada | Director since July 2012 | Independent



Mr. Jaako is the Executive Officer and a Director and Principal of Discovery Capital Management Corp. (DCMC) and is also President and a Director of British Columbia Discovery Fund (VCC) Inc., a British Columbia venture capital fund managed by DCMC. He has held these director and officer positions for more than five years, during which time and prior thereto he was also the Chairman, Co-Chief Executive Officer and a Principal of Discovery Capital Corporation (a publicly-traded venture capital company), the former parent company of DCMC. Mr. Jaako has served as a director of TMX Group Inc. since August 2002 and as a director of TSX Inc. and TSX Venture Exchange Inc. (formerly known as the Canadian Venture Exchange Inc.) since August 2001.

Incidental to the venture capital business of DCMC and its former parent company, Mr. Jaako also serves as a Director of Navarik Corp. and Vigil Health Solutions Inc. Mr. Jaako is also the Head of Post, Honorary Consul for Estonia in British Columbia.

Annual General Meeting Voting Results	Votes in Favour		Votes Withheld	
2016	34,558,247	96.85%	1,125,433	3.15%
2015	31,230,178	79.26%	8,172,405	20.74%

TMX Group Board/Committee Membership	Attendance	Attendance (Total)		Total Compensation	
TMX Group Board	7/7	19/19	100%	Year	Amount
Finance and Audit Committee	6/6			2016	\$124,750
Governance Committee	2/2			2015	\$130,500
Public Venture Market Committee (Chair)	4/4				

Equity Ownership (as at December 31, 2016)

Year	TMX Group Shares	TMX Group DSUs	Total TMX Group Shares and TMX Group DSUs	Equity at Risk ⁽¹⁾	Minimum Equity Ownership Requirements	Meets Requirements
2016	-	33,093	33,093	\$2,283,417	\$250,000	Yes
2015	-	31,141	31,141	\$2,148,729		
Change	-	1,952	1,952	\$134,688		

Public Board Membership During Last Five Years ⁽²⁾		Stock Exchange Listing	Public Board Committee Memberships	Public Board Interlocks
Vigil Health Solutions Inc.	Dec 2003 – Present	TSX Venture Exchange	Audit Committee Corporate Governance and Compensation Committee	-
Avigilon Corporation	June 2008 – June 2015	TSX	Audit Committee Compensation and Corporate Governance Committee	
Noble Iron Inc.	Oct 2003 – Nov 2014	TSX Venture Exchange	Audit Committee Compensation Committee	

LISE LACHAPELLE⁽⁷⁾

Age 67, Montréal, QC, Canada | Director since May 2014 | Independent



Ms. Lachapelle has been a Strategic and Economic Consultant and Corporate Director since 2002. From 1994 until 2002, she was President and Chief Executive Officer of the Forest Products Association of Canada. Ms. Lachapelle is a former President of Strategico Inc., a consulting firm specializing in public policies, and a former Senior Vice-President of the Montreal Exchange. She also acted as Assistant Deputy Minister in the Federal Department of Industry, Trade and Commerce.

Ms. Lachapelle also serves on the board of Russel Metals Inc. Ms. Lachapelle graduated from Université de Montréal in 1970 with a Bachelor of Business Administration (Honours) and completed an Advanced Management Program at Harvard Business School in 1987.

Annual General Meeting Voting Results	Votes in Favour		Votes Withheld	
2016	35,650,651	99.91%	33,029	0.09%
2015	39,394,027	99.98%	8,556	0.02%

TMX Group Board/Committee Membership	Attendance	Attendance (Total)		Total Compensation ⁽³⁾	
TMX Group Board	7/7	16/16	100%	Year	Amount
Human Resources Committee	6/6			2016	\$121,000
Regulatory Oversight Committee	3/3			2015	\$126,500

Equity Ownership (as at December 31, 2016)

Year	TMX Group Shares	TMX Group DSUs	Total TMX Group Shares and TMX Group DSUs	Equity at Risk ⁽¹⁾	Minimum Equity Ownership Requirements	Meets Requirements
2016	-	4,846	4,846	\$334,374	\$250,000	Yes
2015	-	3,119	3,119	\$215,211		
Change	-	1,727	1,727	\$119,163		

Public Board Membership During Last Five Years ⁽²⁾		Stock Exchange Listing	Public Board Committee Memberships	Public Board Interlocks
Russel Metals Inc.	May 1996 – Present	TSX	Nominating and Corporate Governance Committee Audit Committee	-
SNC-Lavalin Group Inc.	May 2013 – March 2016	TSX	Governance Committee Health & Safety, Security and Environment Committee	
Innergex Renewable Energy Inc.	March 2010 – Dec 2014	TSX	Corporate Governance Committee Nominating Committee	
Industrial Alliance Insurance and Financial Services Inc.	May 1995 – May 2014	TSX	Audit Committee Investment Committee	

WILLIAM LINTON

Age 62, Toronto, ON, Canada | Director since July 2012 | Independent



Mr. Linton is a Corporate Director. Mr. Linton served as the Executive Vice President Finance and Chief Financial Officer of Rogers Communications from 2005 until his retirement in July 2012. From 2000 to 2005, Mr. Linton was the President and Chief Executive Officer of Call-Net Enterprises Inc., a telecommunications company acquired by Rogers in 2005. From 1998 to 2000, Mr. Linton was Chair and Chief Executive Officer of Prior Data Sciences Inc., a software engineering business. Prior to this, Mr. Linton served as the Executive Vice President and Chief Financial Officer of SHL Systemhouse Inc. from 1994 to 1997. From 1978 to 1994, Mr. Linton served in increasingly senior management roles at Rogers, serving as Vice President, Finance and Chief Financial Officer of a subsidiary thereof from 1991 to 1994.

Mr. Linton also serves as on the boards of Empire Company Limited and CSL Group Inc. Mr. Linton received his Chartered Accountant designation in 1977, and he became a Fellow of the Institute of Chartered Accountants in 2012.

Annual General Meeting Voting Results	Votes in Favour		Votes Withheld	
2016	35,652,198	99.91%	31,482	0.09%
2015	39,394,583	99.98%	8,000	0.02%

TMX Group Board/Committee Membership	Attendance	Attendance (Total)		Total Compensation ⁽⁹⁾	
TMX Group Board	7/7	17/17	100%	Year	Amount
Finance and Audit Committee (Chair)	6/6			2016	\$212,333
Governance Committee	4/4			2015	\$169,917

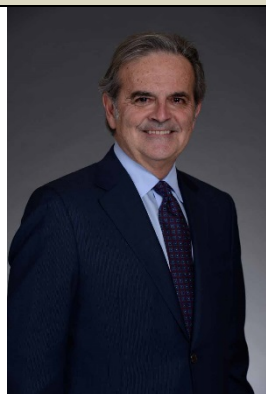
Equity Ownership (as at December 31, 2016)

Year	TMX Group Shares	TMX Group DSUs	Total TMX Group Shares and TMX Group DSUs	Equity at Risk ⁽¹⁾	Minimum Equity Ownership Requirements	Meets Requirements
2016	-	9,654	9,654	\$666,126	\$250,000	Yes
2015	-	7,717	7,717	\$532,473		
Change	-	1,937	1,937	\$133,653		

Public Board Membership During Last Five Years ⁽²⁾		Stock Exchange Listing	Public Board Committee Memberships	Public Board Interlocks
Empire Company Limited	Jan 2015 – Present	TSX	Human Resources Committee (Chair) Corporate Governance and Nominating Committee	-
Softchoice Corporation (Chair)	Jan 2007 – June 2013	TSX	Nominating and Governance Committee	

JEAN MARTEL

Age 64, Montréal, QC, Canada | Director since July 2012 | Independent



Mr. Martel is a partner of Lavery, de Billy LLP, a Québec based law firm where he has been practicing securities, financial and regulatory law in Montreal since 1999. From 1995 to 1999, he was Chairman and President of the Commission des valeurs mobilières du Québec ("CVMQ"), the Québec securities regulator, and from 1988 to 1994, he acted as Assistant Deputy Minister of Finance of Québec, with overall responsibilities for financial institutions and financial sector policy in that province. During his tenure at the CVMQ, he was also Vice Chair of the Executive Committee and a member of the Technical Committee of the International Organization of Securities Regulators. Mr. Martel has served as a director of TMX Group Inc. since August 2002 and before that as a director of TSX Inc. (formerly known as The Toronto Stock Exchange Inc.) since October 1999.

Mr. Martel serves on the board of Oceanic Iron Ore Corp. He also chairs the Independent Review Committee of the Investment Funds of the Québec Bar. He previously served on the board of the Business Development Bank of Canada.

Annual General Meeting Voting Results	Votes in Favour		Votes Withheld	
2016	35,652,002	99.91%	31,678	0.09%
2015	39,325,485	99.80%	76,958	0.20%

TMX Group Board/Committee Membership	Attendance	Attendance (Total)		Total Compensation ⁽³⁾	
TMX Group Board Regulatory Oversight Committee (Chair)	7/7	10/10	100%	Year	Amount
	3/3			2016	\$121,000
				2015	\$125,500

Equity Ownership (as at December 31, 2016)

Year	TMX Group Shares	TMX Group DSUs	Total TMX Group Shares and TMX Group DSUs	Equity at Risk ⁽¹⁾	Minimum Equity Ownership Requirements	Meets Requirements
2016	166	40,058	40,224	\$2,775,323	\$250,000	Yes
2015	166	37,275	37,441	\$2,583,296		
Change	-	2,783	2,783	\$192,027		

Public Board Membership During Last Five Years ⁽²⁾		Stock Exchange Listing	Public Board Committee Memberships	Public Board Interlocks
Oceanic Iron Ore Corp.	Oct 2012 – Present	TSX Venture Exchange	Audit Committee Human Resources Committee Nomination and Governance Committee	-

PETER PONTIKES

Age 51, St. Albert, AB, Canada | Director since March 2015 | Independent – Nominee of Alberta Investment Management Corporation (“AIMCo”)



Mr. Pontikes has been the Executive Vice President, Public Equities of AIMCo (a pension fund) since September 2012. Prior to that he was the Senior Portfolio Manager of Quantitative Strategies at AIMCo since 2005. Prior to joining AIMCo in 2005 he was Vice President at Structured Capital Inc. From 1994 to 2001 Mr. Pontikes was a Principal with Barclays Global Investors, serving as portfolio manager for a range of Canadian, US and international index and quantitative active strategies.

Mr. Pontikes holds a Bachelor of Commerce and MBA from the University of Alberta. He is also a designated CFA.

Annual General Meeting Voting Results	Votes in Favour		Votes Withheld	
2016	35,604,485	99.78%	79,195	0.22%
2015	39,371,794	99.92%	30,789	0.08%

TMX Group Board/Committee Membership		Attendance	Attendance (Total)		Total Compensation ⁽⁴⁾	
TMX Group Board		6/7	12/13	92%	Year	Amount
Governance Committee		2/2			2016	-
Public Venture Market Committee		4/4			2015	-
Equity Ownership (as at December 31, 2016)						
Year	TMX Group Shares	TMX Group DSUs	Total TMX Group Shares and TMX Group DSUs	Equity at Risk ⁽¹⁾	Minimum Equity Ownership Requirements	Meets Requirements
2016	-	-	-	-	None	n/a
2015	-	-	-	-		
Public Board Membership During Last Five Years ⁽²⁾			Stock Exchange Listing	Public Board Committee Memberships		Public Board Interlocks
-		-	-	-		-

GERRI SINCLAIR

Age 69, Vancouver, BC, Canada | Director since July 2012 | Independent



Ms. Sinclair is a Corporate Director. She was the Executive Director, Centre for Digital Media at Great Northern Way Campus (academic institution) from November 2006 to August 2010. Ms. Sinclair is also a Strategic Consultant (consulting services) to government and industry, specializing in the areas of telecommunication and emerging technologies. From 2002 to 2004 she was the General Manager of MSN.ca. From 2001 to 2002, Ms. Sinclair was President of B.C. Premier's Technology Council. She was also the founder and CEO of NCompass Labs, an internet technology startup company acquired by Microsoft in 2001. Ms. Sinclair has served as a director of TMX Group Inc. since April 2005.

Ms. Sinclair currently serves on the boards of the Vancouver Airport Authority and is Managing Director of Kensington Capital.

Annual General Meeting Voting Results	Votes in Favour		Votes Withheld	
2016	35,643,123	99.89%	40,557	0.11%
2015	39,372,152	99.92%	30,431	0.08%

TMX Group Board/Committee Membership	Attendance	Attendance (Total)		Total Compensation	
TMX Group Board	7/7	17/17	100%	Year	Amount
Human Resources Committee	6/6			2016	\$113,500
Public Venture Market Committee	4/4			2015	\$116,000

Equity Ownership (as at December 31, 2016)

Year	TMX Group Shares	TMX Group DSUs	Total TMX Group Shares and TMX Group DSUs	Equity at Risk ⁽¹⁾	Minimum Equity Ownership Requirements	Meets Requirements
2016	-	41,910	41,910	\$2,891,790	\$250,000	Yes
2015	-	38,566	38,566	\$2,661,054		
Change	-	3,344	3,344	\$230,736		
Public Board Membership During Last Five Years ⁽²⁾			Stock Exchange Listing	Public Board Committee Memberships		Public Board Interlocks
Ballard Power Systems Inc.		Jan 2006 – June 2012	TSX / NASDAQ	Corporate Governance Committee Management Development, Nominating and Compensation Committee		-

KEVIN SULLIVAN

Age 57, Toronto, ON, Canada | Director since July 2012 | Non-Independent – Representative of the Independent Investment Dealer Community



Mr. Sullivan is the Deputy Chairman of GMP Capital Inc. (“GMP”). Mr. Sullivan joined Griffiths McBurney & Partners, as a partner, in October 1995, and co-founded its sales and trading operations, which are now operated as part of the GMP Group. Mr. Sullivan served as President from 1996 to 1999 and Chief Executive Officer of GMP from June 1999 to September 2010. Prior to joining GMP, Mr. Sullivan also spent three years in the European capital and derivatives markets and was also a lawyer in general practice in Calgary, Alberta.

Mr. Sullivan has been involved in a number of charitable endeavours and community organizations, including co-chairing The Ride to Conquer Cancer, Canada’s premier cycling fundraiser. Mr. Sullivan is a past member of the Ontario Securities Commission Industry Advisory Group and past Board member of The Princess Margaret Hospital Foundation and a member of the Advisory Board of the Next 36 and the Golf Canada Foundation.

Annual General Meeting Voting Results	Votes in Favour	Votes Withheld
2016	35,646,283 99.90%	37,397 0.10%
2015	39,371,060 99.92%	31,523 0.08%

TMX Group Board/Committee Membership	Attendance	Attendance (Total)	Total Compensation
TMX Group Board	7/7	13/13 100%	Year
Derivatives Committee	2/2		2016
Public Venture Market Committee	4/4		2015
			Amount
			\$105,500
			\$104,000

Equity Ownership (as at December 31, 2016)

Year	TMX Group Shares	TMX Group DSUs	Total TMX Group Shares and TMX Group DSUs	Equity at Risk ⁽¹⁾	Minimum Equity Ownership Requirements	Meets Requirements
2016	-	7,956	7,956	\$548,964	\$250,000	Yes
2015	-	6,266	6,266	\$432,354		
Change	-	1,690	1,690	\$116,610		
Public Board Membership During Last Five Years ⁽²⁾			Stock Exchange Listing	Public Board Committee Memberships		Public Board Interlocks
GMP Capital Inc.		Dec 2003 – Present	TSX	-		-

ANTHONY WALSH

Age 65, Vancouver, BC, Canada | Director since July 2012 | Independent



Mr. Walsh is a Corporate Director. Mr. Walsh has over 20 years of experience in the field of exploration, mining and development and was the President and CEO of Sabina Gold & Silver Corporation (Sabina) from 2008 to 2011. Prior to joining Sabina, Mr. Walsh was President and CEO (1999-2007) and Vice President and Chief Financial Officer (1995-1999) of Miramar Mining Corporation, was the Senior Vice-President and CFO of MFP Financial Services, a computer leasing company (1993-1995), and the CFO and Senior Vice-President, Finance of International Corona Mines Ltd., a major North American gold producer (1989-1992). From 1985 to 1989 Mr. Walsh was Vice-President, Finance of International Corona Mines Ltd., and from 1973 to 1985 Mr. Walsh held various positions at Deloitte, Haskins & Sells, a firm of Chartered Accountants. Mr. Walsh became a member of the Canadian Institute of Chartered Accountants in 1976.

Mr. Walsh currently serves as a director on the boards of Sabina Gold & Silver Corporation, Dundee Precious Metals Inc. and NovaGold Resources Inc.

Annual General Meeting Voting Results	Votes in Favour		Votes Withheld	
2016	34,344,028	96.25%	1,339,652	3.75%
2015	37,816,176	95.97%	1,586,407	4.03%

TMX Group Board/Committee Membership	Attendance	Attendance (Total)		Total Compensation	
TMX Group Board Finance and Audit Committee Public Venture Market Committee	7/7	17/17	100%	Year	Amount
	6/6			2016	\$113,500
	4/4			2015	\$113,000

Equity Ownership (as at December 31, 2016)

Year	TMX Group Shares	TMX Group DSUs	Total TMX Group Shares and TMX Group DSUs	Equity at Risk ⁽¹⁾	Minimum Equity Ownership Requirements	Meets Requirements
2016	-	8,423	8,423	\$581,187	\$250,000	Yes
2015	-	6,649	6,649	\$458,781		
Change	-	1,774	1,774	\$122,406		

Public Board Membership During Last Five Years ⁽²⁾		Stock Exchange Listing	Public Board Committee Memberships	Public Board Interlocks
Sabina Gold & Silver Corp.	May 2008 – Present	TSX	Audit Committee Compensation, Nomination & Governance Committee	-
Dundee Precious Metals Inc.	July 2012 – Present	TSX	Audit Committee Compensation Committee	
NovaGold Resources Inc.	March 2012 – Present	TSX / AMEX	Audit Committee Compensation Committee	
Avala Resources Ltd.	April 2010 – April 2016	TSX Venture Exchange	Audit Committee Compensation and Corporate Governance Committee	
Quaterra Resources Inc.	April 2012 – Jan 2015	TSX Venture Exchange	Audit Committee Corporate Governance, Nomination and Compensation Committee	
Dunav Resources Ltd.	June 2007 – March 2013	TSX Venture Exchange	Audit Committee	
Stornoway Diamond Corporation	Aug 2004 – Sept 2012	TSX	Audit and Risk Management Committee Compensation Committee	

ERIC WETLAUFER

Age 54, Toronto, ON, Canada | Director since July 2012 | Independent – Nominee of Canada Pension Plan Investment Board (“CPPIB”)



Mr. Wetlaufer is Senior Managing Director & Global Head of Public Market Investments of CPPIB (pension fund). Prior to joining CPPIB in June 2011, Mr. Wetlaufer was the Group Chief Investment Officer, International at Fidelity Management & Research in Boston, Massachusetts from August 2005 to March 2010. Mr. Wetlaufer was also the co-founder and partner of Oxhead Capital Management and has held the roles of Chief Investment Officer of U.S. Mid Cap and Specialty Growth at Putnam Investments and Managing Director at Cadence Capital Management. Mr. Wetlaufer is an accredited director through the Institute of Corporate Directors program.

Mr. Wetlaufer is also on the non-profit board - the Soulpepper Theatre Company.

Annual General Meeting Voting Results	Votes in Favour		Votes Withheld	
2016	35,605,721	99.78%	77,959	0.22%
2015	39,250,887	99.62%	151,696	0.38%

TMX Group Board/Committee Membership	Attendance	Attendance (Total)		Total Compensation ⁽⁵⁾	
TMX Group Board	7/7	16/16	100%	Year	Amount
Finance and Audit Committee	3/3			2016	\$68,833
Human Resources Committee (Chair)	6/6			2015	\$79,000

Equity Ownership (as at December 31, 2016)

Year	TMX Group Shares	TMX Group DSUs	Total TMX Group Shares and TMX Group DSUs	Equity at Risk ⁽¹⁾	Minimum Equity Ownership Requirements	Meets Requirements
2016	-	-	-	-	None	n/a
2015	-	-	-	-		
Change	-	-	-	-		
Public Board Membership During Last Five Years ⁽²⁾			Stock Exchange Listing	Public Board Committee Memberships		Public Board Interlocks
-		-	-	-		-

MICHAEL WISSELL

Age 52, Toronto, ON, Canada | Director since September 2014 | Independent – Nominee of Ontario Teachers' Pension Plan Board ("Teachers")



Mr. Wissell is Senior Vice President Portfolio Construction Group at Teachers (a pension fund), a position he has held since February 2016. From October 2013 to February 2016, he was the Senior Vice President Public Equities at Teachers. In the previous ten years, Mr. Wissell held several increasingly senior positions in Teachers. Mr. Wissell joined Teachers from TD Securities where he held several senior roles.

Mr. Wissell is an accredited director through the Institute of Corporate Directors program. He is also a designated CFA.

Annual General Meeting Voting Results	Votes in Favour		Votes Withheld	
2016	35,605,847	99.88%	77,833	0.12%
2015	39,367,790	99.91%	34,793	0.09%

TMX Group Board/Committee Membership		Attendance	Attendance (Total)		Total Compensation ⁽⁴⁾	
TMX Group Board		6/7	14/15	93%	Year	Amount
Derivatives Committee		2/2			2016	-
Human Resources Committee		6/6			2015	-
Equity Ownership (as at December 31, 2016)						
Year	TMX Group Shares	TMX Group DSUs	Total TMX Group Shares and TMX Group DSUs	Equity at Risk ⁽¹⁾	Minimum Equity Ownership Requirements	Meets Requirements
2016	-	-	-	-	None	n/a
2015	-	-	-	-		
Change	-	-	-	-		
Public Board Membership During Last Five Years ⁽²⁾			Stock Exchange Listing	Public Board Committee Memberships		Public Board Interlocks
-		-	-	-		-

(1) Equity at Risk is determined by adding the value of TMX Group Shares and TMX Group DSUs owned. The value of all TMX Group Shares is determined with reference to the closing price for our TMX Group Shares on Toronto Stock Exchange on March 13, 2017, which was \$68.20. The value of all TMX Group DSUs is determined with reference to the fair market value of a TMX Group DSU on March 13, 2017, calculated based on the weighted average trading price of our TMX Group Shares on Toronto Stock Exchange for the five trading days preceding March 13, 2017, which was \$69.00.

(2) Public Board Membership only reflects corporate board membership, other than TMX Group Inc., as it was a public company until September 2012, and not ETFs or entities that do not issue shares to the public.

(3) Mses. Chicoyne, Giguère (from July 2016) and Lachapelle and Mr. Martel received retainer and meeting fees for sitting on TSX Inc. ("TSX") and Alpha Exchange Inc.'s ("Alpha") Rules Committees and Montréal Exchange Inc.'s ("MX") Rules and Policies Committee. In addition, Ms. Chicoyne received retainer and meeting fees for sitting on TMX Group's subsidiary board, TSX Trust Company. For 2016, the retainer and meeting fees received by Mses. Chicoyne, Giguère and Lachapelle and Mr. Martel were \$55,833, \$4,500, \$9,000 and \$16,000, respectively.

(4) Ms. Imman and Messrs. Bertrand, Pontikes and Wissell have waived their TMX Group Board compensation.

(5) Messrs. Exshaw and Wetlaufer have directed that their TMX Group Board compensation be paid to their employer, CIBC and CPPIB, respectively. As a result, Messrs. Exshaw and Wetlaufer do not receive TMX Group DSUs.

(6) Mr. Jaako served as a director of Paradigm Environmental Technologies Inc. ("Paradigm") from June 2005 to September 2013 and as Chairman from November 2007 to September 2013. In June 2014, Wolrige Mahon Limited was appointed as the receiver of the assets of Paradigm pursuant to an order of the Supreme Court of British Columbia under the *Bankruptcy and Insolvency Act* (Canada).

(7) Ms. Lachapelle served as a director of AbitibiBowater Inc. ("AbitibiBowater") (formerly, Abitibi-Consolidated Inc. and now, Resolute Forest Products Inc.) from 2002 to December 2010. In April 2009, AbitibiBowater, together with certain of its U.S. and Canadian subsidiaries, filed voluntary petitions in the U.S. Bankruptcy Court for the District of Delaware for relief under the provisions of Chapter 11 and Chapter 15 of the U.S. Bankruptcy Code, as amended, and certain of its Canadian subsidiaries sought creditor protection under the CCAA with the Superior Court of Québec in Canada. AbitibiBowater completed its reorganization and emerged from creditor protection proceedings under the CCAA in Canada and Chapter 11 of the U.S. Bankruptcy Code in December 2010.

(8) As described on page 29 (*Directors' Compensation and Equity Ownership Requirements*), the Directors with minimum equity ownership requirements have four years from the date of their appointment to meet the requirements set by the TMX Group Board, with the exception of Ms. Giguère, who has until June 2020 (four years from the date of her retirement from the Caisse) to meet the minimum equity ownership requirement. Prior to Ms. Giguère's retirement from the Caisse, she waived her TMX Group Board compensation. As a result, Ms. Giguère did not receive TMX Group DSUs.

- (9) Mr. Linton received retainer and meeting fees for sitting on TMX Group's subsidiary boards, Natural Gas Exchange Inc. and TSX Trust Company. For 2016, the retainer and meeting fees received by Mr. Linton were \$83,833.
- (10) Mr. Bertrand received retainer and meeting fees for sitting as TMX Group's representative on the board of the BOX Holdings Group LLC and BOX Market LLC. In 2016, the retainer and meeting fees received by Mr. Bertrand were \$16,000.

Director Attendance and Meetings Held during the Fiscal Year Ended December 31, 2016

Minimum attendance of 75% of board and committee meetings is required. Average attendance of all directors at board and committee meetings was 98% and 100%, respectively.

2016 TMX Group Board/ Committee Meetings	Number of Regular Scheduled Meetings	Number of Special Meetings
TMX Group Board	7	
Derivatives Committee	2	
Finance and Audit Committee	5	1
Governance Committee	4	
Human Resources Committee	5	1
Public Venture Market Committee	4	
Regulatory Oversight Committee	2	1

Status of TMX Group Directors

In accordance with the current TMX Group Recognition Orders, the Governance Committee reviewed the relationship of each Director with TMX Group to determine which Directors are independent under National Instrument 52-110 — *Audit Committees*, National Policy 58-201 — *Corporate Governance Guidelines* and our Recognition Orders. The Governance Committee also reviewed the relationship of each Director with TMX Group to determine which Directors are related or are unrelated to the Original Maple Shareholders. The following chart illustrates the members of the TMX Group Board that are independent, unrelated to the Original Maple Shareholders and the composition of its standing committees as of January 1, 2017 (unless otherwise noted below):

Directors	Committees (Number of Members)							
	Independent	Unrelated to Original Maple Shareholder	Derivatives Committee	Finance and Audit Committee ⁽²⁾	Governance Committee ⁽³⁾	Human Resources Committee ⁽³⁾	Public Venture Market Committee	Regulatory Oversight Committee
Luc Bertrand			Chair				✓	
Denyse Chicoyne	✓	✓		✓	✓			✓
Louis Eccleston ⁽¹⁾		✓						
Christian Exshaw			✓					
Marie Giguère	✓				Chair			✓
Jeffrey Heath	✓		✓	✓				
Martine Irman			✓				✓	
Harry Jaako	✓	✓		✓			Chair	
Lise Lachapelle	✓	✓				✓		✓

Directors	Committees (Number of Members)							
	Independent	Unrelated to Original Maple Shareholder	Derivatives Committee	Finance and Audit Committee ⁽²⁾	Governance Committee ⁽³⁾	Human Resources Committee ⁽³⁾	Public Venture Market Committee	Regulatory Oversight Committee
William Linton	✓	✓		Chair	✓			
Jean Martel	✓	✓						Chair
Peter Pontikes	✓				✓		✓	
Gerri Sinclair	✓	✓				✓	✓	
Kevin Sullivan		✓	✓				✓	
Anthony Walsh	✓	✓		✓			✓	
Eric Wetlaufer	✓					Chair		
Charles Winograd	✓	✓			✓	✓		
Michael Wissell	✓		✓			✓		

- (1) The Chief Executive Officer of TMX Group and all other non-employee Directors who are not otherwise members may attend all meetings of the Derivatives Committee, the Finance and Audit Committee, the Governance Committee, the Human Resources Committee, the Public Venture Market Committee and the Regulatory Oversight Committee in an ex-officio capacity, but are not entitled to vote.
- (2) In accordance with National Instrument 52-110 — *Audit Committees* all members of the Finance and Audit Committee are independent Directors.
- (3) In accordance with National Policy 58-201 — *Corporate Governance Guidelines* all members of the Governance Committee and the Human Resources Committee are independent Directors.

Experience Matrix

Against the backdrop of our governance requirements described under “Election of Directors” (see page 6), the Governance Committee reviews annually the composition of the TMX Group Board, including the current strengths, skills and experiences on the TMX Group Board. The objective is to ensure the TMX Group Board’s composition provides the appropriate mix of skills and experience to guide the strategies and business operations of TMX Group. The Governance Committee identifies any gaps in the TMX Group Boards’ composition, having regard to demographic and diversity factors such as age, gender and geographic locations, and seeks to fill those gaps (including by establishing qualification standards and criteria for Directors, including Nominees pursuant to the Maple Nomination Agreements). Qualities such as integrity, good character and high regard in his or her community or professional field will always be basic criteria for the TMX Group Board.

We maintain a skills matrix and the Directors indicate their experience in each area. The matrix below illustrates the TMX Group Boards’ mix of experience in 14 categories that are important to TMX Group.

Name	CEO / Senior	Governance / Board	Regulated Company	Technology	Strategy	Financial / Risk	Mergers & Acquisitions	Marketing	Human Resources	Energy	Broker / Dealer	Derivatives	Clearing	International
Luc Bertrand	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Denyse Chicoyne		✓	✓	✓	✓	✓	✓	✓	✓		✓	✓	✓	
Louis Eccleston	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓			✓
Christian Exshaw				✓	✓	✓		✓			✓	✓		✓
Marie Giguère	✓	✓	✓				✓					✓		✓
Jeffrey Heath	✓	✓	✓		✓	✓					✓	✓	✓	✓

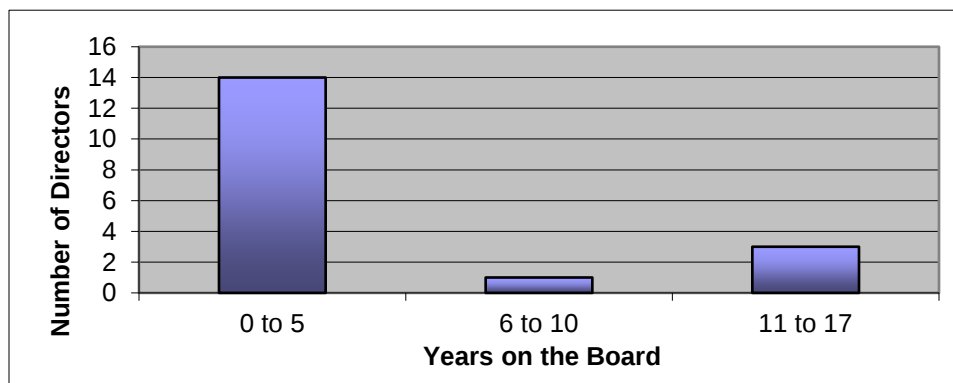
Name	CEO / Senior	Governance / Board	Regulated Company	Technology	Strategy	Financial / Risk	Mergers & Acquisitions	Marketing	Human Resources	Energy	Broker / Dealer	Derivatives	Clearing	International
Martine Irman	✓		✓	✓	✓	✓	✓	✓	✓		✓	✓	✓	✓
Harry Jaako ⁽¹⁾		✓	✓	✓	✓	✓	✓							
Lise Lachapelle	✓	✓	✓		✓	✓	✓		✓			✓		✓
William Linton	✓	✓	✓	✓	✓	✓	✓							
Jean Martel ⁽¹⁾	✓	✓	✓	✓	✓	✓	✓	✓	✓			✓	✓	✓
Peter Pontikes ⁽¹⁾	✓	✓	✓	✓	✓	✓	✓	✓	✓			✓		✓
Gerri Sinclair	✓	✓	✓	✓	✓		✓	✓	✓			✓		✓
Kevin Sullivan ⁽¹⁾	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓		✓
Anthony Walsh ⁽¹⁾	✓	✓	✓		✓	✓	✓	✓	✓					✓
Eric Wetlaufer	✓	✓	✓	✓	✓	✓	✓	✓	✓		✓	✓		✓
Charles Winograd	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Michael Wissell		✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓		✓
Total	14	16	17	14	17	16	16	13	13	5	10	14	6	15

(1) Messrs. Jaako, Martel, Pontikes, Sullivan and Walsh are the directors who fulfill the BSCS and ASC criteria for having currently relevant expertise in the Canadian public venture market.

Tenure Chart

The TMX Group Board Tenure chart below is calculated using the year from which each Director has continuously served as a Director of TMX Group, TMX Group Inc., TSX Inc. or their predecessors.

**TMX Group Board Tenure
(Director Nominees) as at March 13, 2017**



Directors' Compensation and Equity Ownership Requirements

In 2016, the Governance Committee retained an independent consultant, Willis Towers Watson ("Towers"), to assist in its review of the current compensation arrangements for board members. Towers reviewed with the Committee compensation at our comparator group and advised that our director compensation is positioned around market median; however, committee compensation has fallen below the market median.

Following the comprehensive review of the compensation arrangements for board members, the Governance Committee recommended increasing the: (i) member annual retainers for the Finance and Audit Committee and the Human Resources Committee to recognize the increased time commitment, work load and responsibilities for the members to \$6,000 per member from \$3,000 per member; and (ii) retainer of the Chair of the Human Resources Committee to \$15,000 per annum versus \$10,000 per annum.

The following summarizes the annual compensation arrangements in effect from May 10, 2016 for non-employee Directors:

Chair of the TMX Group Board Retainer⁽¹⁾	
- Cash	\$125,000 per year
- TMX Group DSUs ⁽²⁾	\$150,000 per year
Director Retainer	
- Cash ^{(3) (4)}	\$30,000 per year
- TMX Group DSUs ⁽²⁾⁽³⁾⁽⁴⁾	\$50,000 per year
Committee Chair Retainer	
- Finance and Audit Committee	\$20,000 per year
- Human Resources Committee	\$15,000 per year
- Other Committees ⁽³⁾⁽⁴⁾	\$10,000 per year
Committee Member Retainer⁽³⁾⁽⁴⁾	
- Finance and Audit Committee	\$6,000 per year
- Human Resources Committee	\$6,000 per year
- Other Committees ⁽³⁾⁽⁴⁾	\$3,000 per year
TMX Group Board Meeting Attendance Fee	\$1,500 per meeting
Committee Meeting Attendance Fee	\$1,500 per meeting
Travel Fee⁽⁵⁾	\$1,500 per meeting

(1) The Chair of the TMX Group Board receives no additional committee or attendance fees.

(2) A TMX Group DSU issued under the TMX Group Non-Executive Director DSU Plan is a bookkeeping entry equivalent to the value of a TMX Group Share, credited to an account to be maintained for the individual Director until retirement from the TMX Group Board. The number of TMX Group DSUs (including fractional TMX Group DSUs) to be credited to a Director's TMX Group DSU account is determined by dividing the dollar value of the grant by the weighted average trading price of our TMX Group Shares on Toronto Stock Exchange for the five trading days preceding the date of grant.

(3) Messrs. Exshaw and Wetlaufer have directed that their TMX Group Board compensation be paid to their employers, CIBC and CPPIB, respectively. As a result, Messrs. Exshaw and Wetlaufer do not receive TMX Group DSUs.

(4) Certain Nominee Directors have elected to waive their compensation entirely.

(5) Travel fees are paid to Directors whose return air travel time exceeds six hours per meeting.

Non-employee Directors who do not waive compensation or direct that compensation be paid to their employer must achieve ownership of \$250,000 of common shares and \$750,000 of common shares in the case of the Chair, over a four-year period (including ownership of TMX Group DSUs). Until the mandated level of ownership is reached, these Directors must take at least 50% of their Board and Committee compensation in the form of TMX Group DSUs (although Directors are free to elect a higher level of TMX Group DSU participation). Each TMX Group DSU has a value based on the value of one TMX Group Share. We credit TMX Group DSUs to a Director's DSU account by dividing the dollar value of the Director's Board and Committee compensation by the weighted average trading price for our common shares on Toronto Stock

Exchange for the five trading days before the date of payment of a Director's retainer or attendance fee. TMX Group DSUs can only be redeemed at the time a Director ceases to be a Director. We will not issue or transfer any common shares on redemption of TMX Group DSUs; only cash payments will be made.

The following table reflects all amounts of compensation earned by the non-employee Directors in 2016. Directors who are our employees do not receive fees for serving as Directors. We also reimburse Directors for out-of-pocket expenses incurred in connection with meetings of the TMX Group Board and its committees, or any of its subsidiary boards and committees.

Director	Fees Earned (\$)	Share-Based Awards (\$)	Option-Based Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total (\$)
Luc Bertrand ⁽²⁾						16,000 ⁽⁶⁾	16,000
Denyse Chicoyne	71,000	50,000				55,833 ⁽¹⁾	176,833
Christian Exshaw ⁽³⁾	45,000						45,000
Marie Giguère ⁽⁴⁾	32,000	41,667				4,500 ⁽¹⁾	78,167
Jeffrey Heath	55,000	50,000					105,000
Martine Irman ⁽²⁾							
Harry Jaako	74,750	50,000					124,750
Lise Lachapelle	62,000	50,000				9,000 ⁽¹⁾	121,000
William Linton	78,500	50,000				83,833 ⁽⁵⁾	212,333
Jean Martel	55,000	50,000				16,000 ⁽¹⁾	121,000
Peter Pontikes ⁽²⁾							
Gerri Sinclair	63,500	50,000					113,500
Kevin Sullivan	55,500	50,000					105,500
Anthony Walsh	63,500	50,000					113,500
Eric Wetlaufer ⁽³⁾	68,833						68,833
Charles Winograd	125,000	150,000					275,000
Michael Wissell ⁽²⁾							
Total	849,583	641,667				185,166	1,676,416

(1) Ms. Chicoyne, Giguère (from July 2016) and Lachapelle and Mr. Martel received retainer and meeting fees for sitting on TSX and Alpha's Rules Committees and MX's Rules and Policies Committee. Ms. Chicoyne also received retainer and meeting fees for sitting on TMX Group's subsidiary board, TSX Trust Company. In 2016, the retainer and meeting fees received by Ms. Chicoyne, Giguère and Lachapelle and Mr. Martel were \$55,833, \$4,500, \$9,000 and \$16,000, respectively.

(2) Ms. Irman and Messrs. Bertrand, Pontikes and Wissell have waived their TMX Group Board compensation.

(3) Messrs. Exshaw and Wetlaufer have directed that their TMX Group Board compensation be paid to their employers, CIBC and CPPIB, respectively. As a result, Messrs. Exshaw and Wetlaufer do not receive TMX Group DSUs.

(4) Ms. Giguère had previously waived her TMX Group Board compensation while she was employed by the Caisse until her retirement in June 2016. Following her retirement, Ms. Giguère received her TMX Group Board compensation and was granted TMX Group DSUs.

(5) Mr. Linton also received retainer and meeting fees for sitting on TMX Group's subsidiary boards, Natural Gas Exchange Inc. and TSX Trust Company. In 2016, the retainer and meeting fees received by Mr. Linton were \$83,833.

(6) Mr. Bertrand received retainer and meeting fees for sitting as TMX Group's representative on the boards of BOX Holdings Group LLC and BOX Market LLC. In 2016, the retainer and meeting fees received by Mr. Bertrand were \$16,000.

The following table is a breakdown of the fees earned by the non-employee Directors for attending TMX Group Board and Committee meetings in 2016.

Director	TMX Group Board Retainer (\$)	Equity Grant (TMX Group DSUs) (\$)	Committee Chairman Retainer (\$)	Committee Member Retainer (\$)	TMX Group Board Attendance Fee (\$)	Committee Attendance Fee (\$)	Total Fees Paid (\$)	Total Fees Paid in Cash (\$)	Portion of Fees taken in TMX Group DSUs (%)
Luc Bertrand ⁽¹⁾									
Denyse Chicoyne	30,000	50,000		11,000	10,500	19,500	121,000	71,000	41
Christian Exshaw ⁽²⁾	30,000			3,000	9,000	3,000	45,000	45,000	
Marie Giguère ⁽⁴⁾	15,000	41,667	5,000	1,500	4,500	6,000	73,667	18,250	75
Jeffrey Heath	30,000	50,000		7,000	10,500	7,500	105,000		100
Martine Irman ⁽¹⁾									
Harry Jaako	30,000	50,000	10,000	6,250	10,500	18,000	124,750	74,750	40
Lise Lachapelle	30,000	50,000		8,000	10,500	13,500	112,000	31,000	72
William Linton	30,000	50,000	20,000	3,000	10,500	15,000	128,500	39,250	69
Jean Martel	30,000	50,000	10,000		10,500	4,500	105,000	27,500	74
Peter Pontikes ⁽¹⁾									
Gerri Sinclair	30,000	50,000		8,000	10,500	15,000	113,500		100
Kevin Sullivan	30,000	50,000		6,000	10,500	9,000	105,500	27,750	74
Anthony Walsh	30,000	50,000		8,000	10,500	15,000	113,500	31,750	72
Eric Wetlaufer ⁽²⁾	30,000		13,333	1,500	10,500	13,500	68,833	68,833	
Charles Winograd ⁽³⁾	125,000	150,000					275,000		100
Michael Wissell ⁽¹⁾									
Total	470,000	641,667	58,333	63,250	118,500	139,500	1,491,350	435,083	71

(1) Ms. Irman and Messrs. Bertrand, Pontikes and Wissell have waived their TMX Group Board compensation.

(2) Messrs. Exshaw and Wetlaufer have directed that their TMX Group Board compensation be paid to their employers, CIBC and CPPIB, respectively. As a result Messrs. Exshaw and Wetlaufer do not receive TMX Group DSUs.

(3) The Chair of the TMX Group Board receives \$125,000 of cash and \$150,000 in TMX Group DSUs as compensation and no additional committee or attendance fees are paid.

(4) Ms. Giguère had previously waived her TMX Group Board compensation while she was employed by the Caisse until her retirement in June 2016. Following her retirement, Ms. Giguère received her TMX Group Board compensation and was granted TMX Group DSUs.

Director Equity Ownership

The table below shows, as at December 31, 2016, the number of TMX Group Shares owned by each Director and the number of TMX Group DSUs held by each Director. Non-employee Directors who do not waive compensation or direct that compensation be paid to their employer must achieve ownership of \$250,000 of common shares and \$750,000 of common shares in the case of the Chair, over a four year period (including ownership of TMX Group DSUs).

As at March 13, 2017, Mses. Chicoyne, Lachapelle and Sinclair and Messrs. Heath, Jaako, Linton, Martel, Sullivan, Walsh and Winograd were above the minimum equity ownership level. Ms. Giguère has until June 2020 to meet the minimum equity ownership requirements set by the TMX Group Board.

Ms. Irman and Messrs. Bertrand, Pontikes and Wissell have waived their TMX Group Board compensation. Messrs. Exshaw and Wetlaufer have directed that their TMX Group Board compensation be paid to their

employer, CIBC and CPPIB, respectively. As a result these directors do not have an equity ownership requirement and are not listed in the chart below.

Non-employee Directors do not receive grants of share options under the TMX Group option plan (“Share Options”). Each non-employee Director’s “Equity at Risk” in TMX Group is based on the total number of TMX Group Shares and TMX Group DSUs held by each Director as at December 31, 2016.

Directors	Year	Number of TMX Group Shares	Number of TMX Group DSUs	Total Number of TMX Group Shares and TMX Group DSUs	Equity at Risk ⁽¹⁾ (\$)	Equity at Risk Multiple of Annual Retainer
Denyse Chicoyne	2016	6,163	13,080	19,243	1,322,837	16.5
	2015	6,163	11,728	17,891	1,229,549	
	Change	-	1,352	1,352	93,288	
Marie Giguère ⁽³⁾	2016	2,000	976	2,976	203,744	2.5
	2015	618	-	618	42,148	
	Change	1,382	976	2,358	161,596	
Jeffrey Heath	2016	300	3,595	3,895	268,515	3.4
	2015	-	1,585	1,585	109,365	
	Change	300	2,010	2,310	159,150	
Harry Jaako	2016	-	33,093	33,093	2,283,417	28.5
	2015	-	31,141	31,141	2,148,729	
	Change	-	1,952	1,952	134,688	
Lise Lachapelle	2016	-	4,846	4,846	334,374	4.2
	2015	-	3,119	3,119	215,211	
	Change	-	1,727	1,727	119,163	
William Linton	2016	-	9,654	9,654	666,126	8.3
	2015	-	7,717	7,717	532,473	
	Change	-	1,937	1,937	133,653	
Jean Martel	2016	166	40,058	40,224	2,775,323	34.7
	2015	166	37,275	37,441	2,583,296	
	Change	-	2,783	2,783	192,027	
Gerri Sinclair	2016	-	41,910	41,910	2,891,790	36.1
	2015	-	38,566	38,566	2,661,054	
	Change	-	3,344	3,344	230,736	
Kevin Sullivan	2016	-	7,956	7,956	548,964	6.9
	2015	-	6,266	6,266	432,354	
	Change	-	1,690	1,690	116,610	
Anthony Walsh	2016	-	8,423	8,423	581,187	7.3
	2015	-	6,649	6,649	458,781	
	Change	-	1,774	1,774	122,406	
Charles Winograd ⁽²⁾	2016	-	25,032	25,032	1,727,208	6.3
	2015	-	19,221	19,221	1,326,249	
	Change	-	5,811	5,811	400,959	

(1) Equity at risk is determined by adding the value of TMX Group Shares and TMX Group DSUs owned. The value of all TMX Group Shares is determined with reference to the closing price for our TMX Group Shares on Toronto Stock Exchange on March 13, 2017, which was \$68.20. The value of all TMX Group DSUs is determined with reference to the fair market value of a TMX Group DSU on March 13, 2017, calculated based on the weighted average trading price of our TMX Group Shares on Toronto Stock Exchange for the five trading days preceding March 13, 2017, which was \$69.00.

(2) Mr. Winograd’s equity at risk multiple is calculated based on the annual retainer received as Chair of the TMX Group Board. Mr. Winograd’s equity at risk multiple when calculated based on the Directors’ annual retainer is 22 times.

(3) Ms. Giguère had previously waived her TMX Group Board compensation while she was employed by the Caisse until her retirement in June 2016. Following her retirement, Ms. Giguère received her TMX Group Board compensation and was granted TMX Group DSUs.

Appointment of Auditor and Auditor's Remuneration

The TMX Group Board recommends that TMX Group shareholders appoint KPMG LLP as our auditor and authorize the Directors to fix the auditor's remuneration. Representatives of KPMG LLP will be present at the Meeting. KPMG LLP has served as our auditor since 2012.

The persons named in the enclosed proxy intend to vote for the re-appointment of KPMG LLP, Chartered Accountants, Suite 4600, 333 Bay Street, Bay Adelaide Centre, Toronto, Ontario, M5H 2S5, as our auditor to hold office until the next annual meeting of shareholders and in favour of authorizing the Directors to fix the auditor's remuneration.

The aggregate fees billed by the external auditors, related to the years ended December 31, 2016 and 2015 for professional services are set out below:

Services Rendered	Fees billed	
	Fiscal 2016	Fiscal 2015 ⁽¹⁾
Audit Fees ⁽²⁾	\$1,322,600	\$1,394,800
Audit Related Fees ⁽³⁾	\$893,160	\$892,718
Tax Fees ⁽⁴⁾	\$5,300	\$5,200
All Other Fees	\$10,000	Nil
Total	\$2,231,060	\$2,292,718

(1) The audit fees for the 2015 fiscal year are based on 2016 billed actuals, which differ from the audit fees disclosed for 2015 in last year's Circular which were based on estimates from the external auditor's audit plan.

(2) For the audit of financial statements, including interim reviews of quarterly financial statements, and for services normally provided by the auditor in connection with statutory and regulatory filings.

(3) For assurance and related services that are reasonably related to the performance of the audit or review of financial statements and are not reported in Audit Fees, including the audit of the TMX Group pension plan, French translation services, and reporting on internal controls as required by contract or for business reasons.

(4) Fees paid were for tax compliance services.

Advisory Vote on Approach to Executive Compensation

The TMX Group Board believes that shareholders should have the opportunity to fully understand the objectives, philosophy and principles that it has used to make executive compensation decisions.

Our executive compensation philosophies, developed under the direction of the Human Resources Committee, are designed to attract, motivate and retain a highly qualified executive team and directly link their pay to attaining both our corporate and their individual performance objectives. In addition to promoting pay for performance, our compensation philosophies are designed to align our executives' interests with those of TMX Group shareholders by linking executive compensation to TMX Group's performance. Our philosophies are designed to provide a balance between short-term and longer term compensation awards to ensure TMX Group meets short-term objectives while continuing to provide shareholder value over the longer term.

The shareholder advisory vote gives you, as a TMX Group shareholder, the opportunity to indicate your acceptance of our approach to executive compensation. **The TMX Group Board recommends that TMX Group shareholders vote "For" the following advisory resolution:**

BE IT RESOLVED THAT:

On an advisory basis and not to diminish the role and responsibilities of the Directors, that the TMX Group shareholders accept the approach to executive compensation disclosed in our Circular delivered in advance of the Meeting.

Since your vote is advisory, it will not be binding on the TMX Group Board. However, the TMX Group Board and the Human Resources Committee will take into account the outcome of the vote when considering our future approach to executive compensation. For information on TMX Group's approach to executive compensation see Section 1 - Compensation Discussion & Analysis, beginning on page 40 of this Circular.

Statement of Executive Compensation and Other Information

Dear Shareholders,

At TMX Group, our compensation philosophy is to pay for performance, align executives' interests with those of our shareholders, reflect the high standards of good governance practices, and adhere to TMX Group's risk profile.

2016 Highlights

Fiscal 2016 was a transformative and positive year. This was reflected in the overall performance results and compensation funding for 2016 and the resulting individual compensation levels for the Chief Executive Officer (CEO) and other Named Executive Officers (NEOs). In addition, TMX Group's share price performance was strong in 2016 with the value of outstanding LTIP increasing for our CEO and NEOs in alignment with total return to shareholders.

Financial

In 2016, we announced a business integration initiative designed to advance our evolution as a client-driven solutions provider to the Canadian and global capital markets. The objective of the initiative is to align, simplify and integrate relevant systems and operations to both lower our cost base and make us more agile and responsive to market changes and client needs. By the end of 2016, TMX Group realized approximately \$13 million in net cost savings on a run rate basis, exceeding our 2016 target of \$8 to \$10 million. This success was achieved through the acceleration of the process of streamlining the organization in 2016.

In the midst of significant change and transformation, TMX Group returned to profitable growth, achieving both record revenue and earnings per share while continuing to pay down debt. Our key financial highlights for 2016 included:

- Revenue of \$742.0 million, an increase of \$25.0 million or 3%, compared with \$717.0 million in 2015.
- Operating expenses before strategic realignment expenses of \$422.7 million, a decrease of \$26.9 million or 6%, compared with \$449.6 million in 2015.
- Income from operations¹ (including strategic realignment expenses of \$21.0 million) of \$298.3 million, reflecting an increase of \$53.6 million or 22%, compared with \$244.7 million (including strategic realignment expenses of \$22.7 million) in 2015.

Key Initiatives and Accomplishments

The following is a summary of other key TMX Group initiatives and accomplishments in 2016:

- In February, we introduced TMX Insights, an integrated set of capabilities that provide financial content, tools and applications, as well as capital markets analytics.
- In June, TSX launched its new centralized mutual fund solution, TSX NAVex, enabling existing TSX participants to purchase and redeem eligible mutual funds directly from fund manufacturers in the same manner they access TSX-listed equities and Exchange Traded Funds (ETFs).
- In October, we announced an agreement with Ipreo, a leading global provider of financial services technology, data and analytics.
- In November, we announced a strategic alliance with Solium Capital Inc., a leading provider of cloud enabled services for global equity administration, financial reporting and compliance.

¹ For a description of additional IFRS Measures, please see Schedule C.

- In December, we announced a strategic alliance with Velocity Trade, a global provider of Equity and Foreign Exchange (FX) trading services.
- On December 31, 2016, we sold TMX Australia Pty Ltd., which owned our risk management business, Razor Risk.
- TMX Group also set new records including a new total volume record in 2016 with 91.9 million contracts traded, exceeding the previous record of 76.7 million contracts established in 2015 for MX, and a new daily overall energy record with the equivalent of 226,278 terajoules traded on November 29, 2016, for NGX.

Executive Management Changes

The Human Resources Committee was involved in many facets of the organizational transformation in 2016, particularly with changes relating to organizational design and leadership and the related impacts on succession planning and compensation decisions. In 2016, there were several changes within the Executive Committee (ExCo), with one appointment at the NEO level:

- Michael Ptasznik resigned from his role as CFO, effective June 10, 2016. Frank Di Liso, Vice President, Corporate Finance and Administration, acted as interim CFO from June 10 to July 11, 2016.
- John McKenzie was promoted and assumed the role of CFO effective July 11, 2016. Mr. McKenzie has been with the company for 17 years, holding increasingly more senior executive positions during his tenure.

Compensation Program Changes

For 2016, minor modifications were made to the Short Term Incentive Plan (STIP), as follows:

- We retained the STIP scorecard structure, maintaining a 70% weight on financial objectives, solely based on income from operations.
- The remaining 30% weight included a composite of non-financial, business transformation and integration objectives aligned with TMX Group's longer-term business strategy.

For 2016, the TMX Group Board and the Human Resources Committee approved salary adjustments for executives only in cases where base salary or total direct compensation was positioned significantly below market, or in cases of promotion. As a result, the majority of executives did not receive salary increases, with current executive compensation levels appropriately set relative to the competitive market.

Compensation Decisions for our CEO and NEOs

Overall funding for the 2016 STIP was 113.3% of target (compared to 90.2% in 2015), reflecting our strong financial and operational performance in 2016. Our income from operations results were above target, accounting for 70% of STIP funding. Our non-financial objectives, accounting for 30% of STIP funding, were also achieved (capped at 100% of target for this component). See Section 1.7.4(b)(i) on page 48 for more details regarding the 2016 STIP scorecard design and measures.

CEO Compensation

In 2016, the Human Resources Committee and the TMX Group Board engaged Willis Towers Watson to conduct a comprehensive review of the CEO's current total compensation arrangements. Further to this review, the Human Resources Committee and the TMX Group Board concluded that adjustments to CEO compensation were appropriate in recognition of the global competitive market for senior executive talent among international stock exchanges, and first and foremost to maintain Mr. Ecclestone's competitive position within that market, but also in recognition of Mr. Ecclestone's:

- exceptional contributions in 2016 to transform TMX Group and position the organization for longer-term success;
- strong leadership as the CEO of a publicly-traded organization with multiple stakeholders; and
- deep expertise in the areas TMX Group has prioritized for growth.

Under Mr. Ecclestone's leadership, TMX Group delivered on its commitment to drive increased total shareholder return and achieved both record revenues and earnings per share, while continuing to pay down debt. In that context, the TMX Group Board approved the following for 2016, in recognition of TMX Group's corporate performance and Mr. Ecclestone's individual contributions:

- an annual bonus equal to 113.3% of target;
- a one-time grant of performance Share Options, granted in February 2017 in respect of 2016 compensation, to recognize 2016 performance, to support retention of Mr. Ecclestone through the continuing transformation of the organization within a competitive international market for talent, and to motivate further creation of shareholder value; and
- a currency allowance (paid in Canadian dollars) to provide an equivalent compensation value in U.S. dollars for 2016 cash compensation (salary and STIP). The TMX Group Board believed this allowance to be appropriate for 2016 in the context of (i) the competitive global market for senior executives of international stock exchanges, (ii) Mr. Ecclestone's status as a U.S. citizen, with a U.S. residence and U.S. dollar cost base, and (iii) the material difference between the Canadian and U.S. dollar in 2016 (average annual exchange rate of approximately \$1.00 CAD = \$0.75 USD), as compared to the differential when Mr. Ecclestone was hired (exchange rate of approximately \$1.00 CAD = \$0.89 USD).

More detail can be found in Section 2.1 starting on page 53 in the "Performance and Pay of the NEOs" section.

For 2017, increases to Mr. Ecclestone's target total direct compensation arrangements were recommended by the Human Resources Committee and approved by the TMX Group Board to improve alignment with CEO compensation at other international stock exchanges. Base salary increased to \$825,000, target short-term incentive increased to 150% of salary and target long-term incentive increased to 275% of salary.

2016 Total Direct Compensation

The table below provides a summary of the base salary, STIP awards and LTIP grant values for the CEO and other NEOs for 2016 compensation. The members of the Human Resources Committee believe that the compensation decisions made for 2016 are fair and reasonable based on TMX Group's overall performance for the year.

NEOs	Base Salary (annualized)		STIP		LTIP		Total Direct Compensation	
	2016 (\$)	Increase (%)	Actual Award (\$)	Actual (%)	Actual Grant (\$) ⁽¹⁾	Actual (%)	Target (\$)	Actual (\$)
Louis Ecclestone ⁽²⁾	750,000	0%	849,750	113.3% (target 100%)	2,875,000	383% (target 250%)	3,375,000	4,474,750
John McKenzie ⁽³⁾	300,865	20%	171,650	57% (target 40%/60%)	225,500	75% (target 50%/95%)	672,805	698,015

NEOs	Base Salary (annualized)		STIP		LTIP		Total Direct Compensation	
	2016 (\$)	Increase (%)	Actual Award (\$)	Actual (%)	Actual Grant (\$) ⁽¹⁾	Actual (%)	Target (\$)	Actual (\$)
Jean Desgagné	450,000	0%	407,880	91% (target 80%)	630,000	140% (target 135%)	1,417,500	1,487,880
Eric Sinclair	341,000	0%	240,000	70% (target 70%)	280,000	82% (target 80%)	852,500	861,000
Nicholas Thadaney	450,000	0%	407,880	91% (target 80%)	610,000	136% (target 135%)	1,417,500	1,467,880

- (1) LTIP awards approved and granted in 2016 (annual LTIP awards granted in February 2016, plus an off-cycle LTIP award for Mr. McKenzie granted in July 2016 due to the increase in salary/LTIP target upon his promotion to CFO). Also includes Mr. Eccleston's one-time grant of performance Share Options in February 2017 in respect of 2016 compensation, with a grant date fair value of \$1,000,000.
- (2) Mr. Eccleston's currency allowance (in the amount of \$534,320) applied to 2016 salary and STIP is not included in this table. This payment was made to provide an equivalent value of 2016 salary and STIP in U.S. dollars, acknowledging that Mr. Eccleston continues to be a U.S. citizen with a U.S. residence and the material decline in value of the Canadian dollar relative to U.S. dollar.
- (3) Mr. McKenzie was promoted on July 11, 2016. His 2016 target and actual compensation was pro-rated based on time in previous and current role. His salary was increased from \$275,000 to \$330,000 (actual paid was \$300,865). His 2016 STIP target was increased from 40% to 60%, and his 2016 LTIP target was increased from 50% to 95%. His 2016 LTIP award includes an annual award of \$160,000 based on his previous position (granted in February 2016), plus an additional award of \$65,500 due to the increase in salary/LTIP target upon his promotion to CFO (granted in July 2016 in Deferred Share Units).

On behalf of the TMX Group Board and Human Resources Committee, we invite you to take some time to read the details of our compensation plans and decisions made for 2016 described in the following Compensation Discussion & Analysis (CD&A).

If you have any questions about our executive compensation framework, decisions made for 2016, or other matters, please feel free to contact us by phone at (416) 947-4277 or 1 (888) 873-8393 or by email at TMXshareholder@tmx.com.

Submitted by the Human Resources Committee on behalf of the TMX Group Board.

Mr. Eric Wetlaufer (Chair)
Ms. Lise Lachapelle
Ms. Gerri Sinclair
Mr. Charles Winograd
Mr. Michael Wissell

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1. COMPENSATION DISCUSSION & ANALYSIS

This CD&A describes TMX Group's approach to executive compensation, outlining the process, elements, performance and decisions behind what compensation was awarded to our executive officers for the year ended December 31, 2016. The NEOs include our CEO, Chief Financial Officers (CFO) and the three other most highly compensated executive officers of TMX Group:

- Louis Eccleston, Chief Executive Officer, TMX Group
- Michael Ptasznik, Senior Vice President, Group Head, Chief Financial Officer (former)
- John McKenzie, Senior Vice President, Group Head, Chief Financial Officer
- Jean Desgagné, President and CEO, Global Enterprise Services
- Eric Sinclair, President, TMX Datalinx, Group Head of Information Services
- Nicholas Thadaney, President and CEO, Global Equity Capital Markets

1.1 Executive Compensation Philosophy

TMX Group has an executive compensation philosophy designed to attract, motivate and retain a highly qualified executive team and directly link their pay to both our corporate performance and their individual performance. Overall, our programs have been designed to:

- provide competitive pay when corporate and individual performance meet established objectives;
- align compensation with performance of the organization, providing upside opportunity for superior performance and downside risk when performance expectations are not achieved;
- align executives' interests with those of our shareholders;
- reflect high standards of good governance;
- align with the risk profile of TMX Group; and
- be easily understood by stakeholders.

1.1.1 Executive Compensation Governance

The Human Resources Committee oversees the compensation for executives, ensuring that TMX Group has a total compensation program that is aligned with our performance, as well as being competitive, motivating and rewarding for our executives.

One of the Human Resources Committee's principal responsibilities is to review and recommend to the TMX Group Board the CEO's annual compensation, and to review and approve the ExCo's annual compensation. Specifically, the Human Resources Committee's mandate requires that it:

- review and make recommendations to the TMX Group Board for the appointment of our executive officers, including the CEO;
- approve the compensation of our other executive officers; and
- make recommendations to the TMX Group Board regarding the establishment of, and any material changes to, executive compensation programs (including the general compensation philosophy, incentive plan design taking into account compensation risk and other remuneration and any adjustments to that compensation – salary, incentives, benefits or other perquisites), including that of the CEO.

The Human Resources Committee annually reviews the CEO's performance targets and corporate goals and objectives and reviews and approves the CEO's performance evaluation against these targets, goals and objectives. The Human Resources Committee approves and reports to the TMX Group Board on management

succession plans. On an annual basis, the Human Resources Committee reviews the Employee Code of Conduct and recommends to the TMX Group Board for approval any amendments to the Code of Conduct. The Human Resources Committee is responsible for ensuring compensation design risks are properly identified, measured and managed within acceptable tolerances in a manner that supports TMX Group objectives. It is also responsible for overseeing our employee benefits plans, including the design and administration of our pension plans.

1.2 Human Resources Committee Experience

The members of the Human Resources Committee have significant business and leadership experience acquired through their roles as directors and senior executives of complex organizations. These experiences are directly relevant for their oversight responsibilities to govern executive compensation, to align incentive designs with TMX Group's business strategy, to attract and retain senior executive talent and to make decisions on the suitability of our compensation policies and practices. The members of the Human Resources Committee are independent in accordance with National Instrument 52-110 – *Audit Committees*, National Policy 58-201 – *Corporate Governance Guidelines* and the TMX Group Limited Recognition Orders.

Please see "Election of Directors" starting on page 6 of this Circular for more detailed biographical information of Messrs. Wetlaufer, Wissell and Winograd, and Meses. Lachapelle and Sinclair, as well as the "Experience Matrix" on page 27, which illustrates the TMX Group Board's mix of experience in 14 categories that are important to TMX Group.

1.3 External Compensation Advisor

The Human Resources Committee retains an independent external advisor to provide advice on compensation-related decisions, and to report on external compensation trends. For 2016, the Human Resources Committee retained Willis Towers Watson as its independent external advisor on executive compensation. Specific services provided by Willis Towers Watson during the year included:

- advising the Human Resources Committee and management on relevant competitive market trends and executive compensation governance;
- reviewing CEO performance objectives, compensation levels and design;
- reviewing compensation levels and design for other members of ExCo, including other NEOs;
- reviewing the management information circular; and
- providing ongoing executive compensation consulting support as needed.

The Chair of the Human Resources Committee must pre-approve all services provided by Willis Towers Watson to TMX Group at the request of management and other committees of the TMX Group Board. In 2016, Willis Towers Watson reviewed compensation levels for members of the TMX Group Board at the request of the Governance Committee, with consulting fees pre-approved by the Chair of the Human Resources Committee in advance of this review.

The table below sets out the total fees paid to Willis Towers Watson in the past two years:

	Executive Compensation Related Fees	All Other Fees	Total Fees
2016	\$139,968	\$24,196	\$164,164
2015	\$248,652	\$37,517	\$286,169

Other technical advisors were retained during the year to provide management with additional advice on taxation, immigration and other legal matters, in particular with respect to senior executive hires.

1.4 Managing Compensation Risk

The Human Resources Committee has determined that there are no significant risks arising from our compensation programs that are reasonably likely to have a material adverse effect on TMX Group. Risk-mitigating features, including our compensation governance process and compensation design and structures are described in detail throughout the CD&A and the key aspects of our risk identification and mitigation practices are highlighted in this section.

Responsible risk management is integral to our business operations and financial performance, and TMX Group regularly identifies and prioritizes principal business risks to consider the likelihood and potential impact of each risk exposure. TMX Group recognizes that an acceptable level of risk is a necessary component of our business strategy. However, to encourage behaviour that is in the best interests of TMX Group and its shareholders, inherent and residual risks are regularly identified, reviewed and managed through formal policies and oversight roles, including that of the Human Resources Committee.

From a business perspective, risk management is integrated in all policies and internal controls within TMX Group. From a governance perspective, we have in place an integrated risk management framework in which the TMX Group Board assumes overall stewardship responsibility. It oversees the adequacy and effectiveness of TMX Group's risk management framework and establishes TMX Group's risk appetite statements. The Finance & Audit Committee of the TMX Group Board assesses the adequacy of risk management policies and processes and the Risk Management Committee, comprised of senior management (including ExCo members), oversees the implementation of risk management policies and processes. The management framework supporting the risk management objectives includes regular assessments of principal key enterprise risks, and implementation of risk management tactics, which are monitored and adjusted as required.

Compensation, benefits, pension and other human resources policy design are centralized in TMX Group Human Resources. The Human Resources Committee, on behalf of the TMX Group Board, is responsible for ensuring compensation design risks are properly identified, measured and managed within acceptable tolerances in a manner that supports TMX Group objectives. Each year, management and the Human Resources Committee review the designs of, and set appropriate performance measures and targets aligned with the business plan, for all incentive plans to ensure continued relevance, applicability and adherence to TMX Group's risk tolerance. The Human Resources Committee reviews the annual aggregate payouts under all incentive programs and provides oversight and governance of sales incentive plans, including the annual review of individual compensation levels in excess of one million dollars (Canadian).

Risk-mitigating features, compensation governance processes and compensation structures include:

- **Decision making process.** Formal principles are used to guide compensation decisions and incentive design across the organization.
- **Alignment of incentive measures and business strategy.** The STIP accrual uses measures related to the annual business plan approved by the TMX Group Board. The value of all LTIP vehicles are directly linked to share price performance over multiple time horizons.
- **Capped incentive payments.** Use of maximum caps on performance metrics and on an individual's payment opportunity, with discretion applied where warranted by unusually exceptional performance.
- **Regular review of business risks.** Management regularly reviews and reports on potential payouts to effectively monitor performance and manage any inherent risks. Scenarios are modeled to understand potential payment outcomes.
- **Independent advisor.** The Human Resources Committee retains the services of qualified external advisors to provide an external perspective of the marketplace, who also advise on whether compensation programs or philosophy include any significant risks.
- **Significant pay "at risk".** For director-level and above employees, a significant portion of total compensation is delivered through pay at risk, including long-term incentives.

- **Executive share ownership requirements.** ExCo members are required to maintain a defined value of equity ownership to align their interests with the long-term performance of the organization.
- **CEO post-employment ownership requirement.** The CEO is required to maintain a defined value of equity ownership for 12 months after the CEO's employment relationship has ended.
- **Anti-hedging policy.** Employees must not at any time sell securities of TMX Group short or buy or sell call or put options for TMX Group Shares. No executive will be permitted to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities of TMX Group granted as compensation or held, directly or indirectly.
- **Recoupment policy.** For ExCo members, a compensation recoupment policy is in place.
- **Responsible severance arrangements.** NEO employment agreements, as applicable, are not excessive and do not exceed two years of salary and bonus at target.

1.5 Executive Compensation Process and Outcomes

In a typical year, the Human Resources Committee supports the TMX Group Board by reviewing, approving or recommending action to the TMX Group Board on compensation matters. The full Human Resources Committee charter can be found on our website at www.tmx.com.

Actions of the Human Resources Committee		
Start of performance period • Reviews and recommends to the TMX Group Board for approval the compensation philosophy for the CEO and ExCo; • Reviews and recommends to the TMX Group Board the CEO's performance objectives for the year; • Approves the annual performance objectives for each ExCo member; • Approves the annual scorecard for the STIP; and • Approves the target incentive accrual for the STIP.	During performance period • Monitors interim results against scorecard targets; • Approves appointments to designated positions and any related compensation changes; • Initiates and/or reviews competitive market research for the CEO and ExCo positions, and other compensation programs as required; and • Reviews, approves and reports to the TMX Group Board management succession plans.	After performance period • Approves the STIP accrual based on achievement of results against pre-determined annual scorecard targets; • Reviews the CEO's assessment of ExCo members' individual performance, based on approved targets and the CEO's compensation recommendations for ExCo members; • Approves and reports to the TMX Group Board on the annual compensation awards for ExCo, including any changes to base salary, short and long-term incentive awards and any changes to benefits and other perquisites, if applicable; and • Reviews and recommends to the TMX Group Board for approval, compensation awards for the CEO.

In addition to annual activities (above), the Human Resources Committee in 2016 and early 2017 also made key decisions, where applicable, on the following activities and programs:

Effective for or during 2016:

CEO Compensation	• The Human Resources Committee and the TMX Group Board engaged Willis Towers Watson to conduct a comprehensive review of the CEO's total compensation arrangements to support the compensation decision making process for 2016 and 2017.
Base Salary	• Unless warranted by promotion or a significant gap to market, base salaries were not increased for executives in 2016.
STIP Design	• The weights, measures and targets for the 2016 scorecard were approved by the Human Resources Committee and the TMX Group Board after an assessment of scenario modelling and analyses. Details can be found starting in Section 1.7.4(b) on page 48.

Human Resources Committee Charter	The Human Resources Committee reviewed the existing charter and made no changes to any aspect for 2016.
Equity Ownership Requirements	The Human Resources Committee reviewed the actual equity ownership levels of ExCo.
Executive Appointments and Leadership Changes	- In 2016, our organizational transformation initiative, as well as executive changes, required significant involvement by the Human Resources Committee. - With the resignation of the CFO in June 2016, the Human Resources Committee recommended the appointment of John McKenzie to the position of Senior Vice President, Group Head, CFO and approved his compensation. - The Human Resources Committee also recommended to the TMX Group Board for approval, or approved, other executive appointments and compensation actions.
Organizational Structure	Given the impact the organizational transformation had on the company in 2016, management presented to the Human Resources Committee for informational purposes the evolving leadership structure (the first three levels of the organization), as well as the updated role charters for each of these positions.
Succession Planning	The CEO presented to the Human Resources Committee for discussion his views on potential successors, and recommendations on leadership development requirements.

Effective starting 2017:

CEO Compensation	Further to the compensation review, changes to the CEO's compensation arrangements were recommended to the TMX Group Board as described in more detail on pages 37 (<i>CEO Compensation</i>) and 53 (Section 2.1, <i>Performance and Pay of the NEOs</i>).
Target Total Compensation	- Unless warranted by promotion or a significant gap to market, base salaries were not increased for executives in 2017, similar to our treatment in 2016. - In some instances, STIP and LTIP targets were increased to deliver more compensation in variable pay, rather than in salary. This supports TMX Group's continued effort to better align our pay mix with that of the market.
STIP Design	- The weights, measures and targets for the 2017 scorecard were approved by the Human Resources Committee and the TMX Group Board. - For 2017, the measures will be solely financial. 70% of the scorecard will be based on income from operations, and 30% based on revenue growth. - Non-financial objectives, while not included in the 2017 scorecard, will be aligned with business strategy and remain key drivers of financial performance.
Other Updates	- Reviewed management's proposed sales and revenue based compensation frameworks for 2017. - Reviewed management's 2017 corporate training budget.

1.6 Succession Planning

The Human Resources Committee reviews, approves and reports to the TMX Group Board on the succession plans for the CEO and executive officer roles, including those of the NEOs to support the attraction, identification, development and retention of a diverse and talented workforce.

Succession planning at TMX Group is a wide-ranging assessment of current and future leaders in terms of their potential, performance, development needs and career objectives. A focus on diversity is a key part of our talent management and succession planning process. The recruitment, advancement and retention of women, people of diverse ethnic backgrounds, and people with disabilities is critical to developing a diverse pool of future leaders. The Human Resources department, working with management at various levels across the organization, consolidates and analyzes key succession matters and presents findings to the Human Resources Committee. All executives, director-level employees, high potential and high performing employees are assessed as part of this review using a nine box grid that evaluates potential (low to high) against performance

(low to high). The succession planning process identifies candidates from all areas of the organization who could potentially fill identified jobs on an interim basis, immediately, in one to three years, or in three to five years. A complete picture of current and future leadership is developed, talent gaps and recruitment needs identified, and career development and action plans put in place.

The CEO has, as one of his topmost objectives, a mandate to strengthen our succession pools in order to increase the likelihood that key executive leadership roles will be filled by internal candidates. The quality of our overall executive talent base improved in the year, while executive headcount was reduced. 2016 was a transformative year for the company, and the top to bottom organizational realignment completed in the year resulted in the departure of several executives. The clarity around our strategic direction, and the unique skills required to achieve these strategies, resulted in several new executive positions being created. These changes, taken together, resulted in new and existing executives having their roles enriched, expanded or changed. The 2016 talent review conducted late in the year served to support the organizational and leadership recalibration that had taken place and the ‘raising of the bar’ even higher in terms of leadership and growth expectations, positioning TMX Group for the future.

The Human Resources Committee continued to demonstrate a strong interest in succession plans for the CEO and ExCo. This included a number of in-depth discussions of the contingency plans, identifying the executives who could fill a role on an interim basis, as well as the short, medium and long-term succession plans for these roles and the specific plans to address identified gaps.

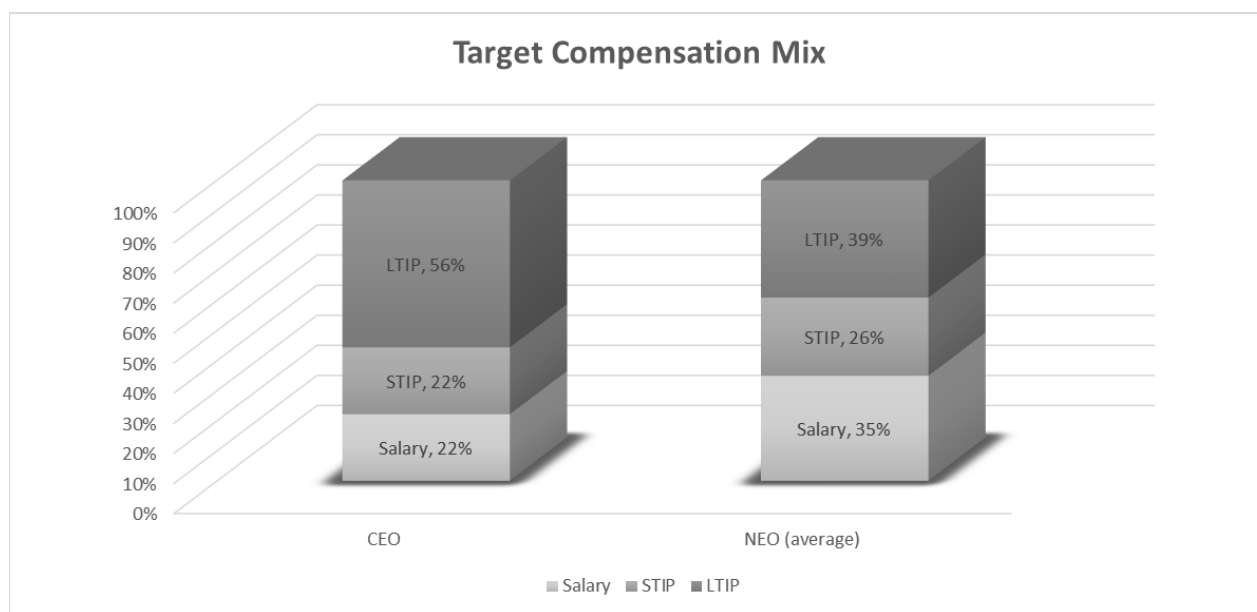
The Human Resources Committee also received input from TMX Group’s dedicated senior Korn Ferry advisor who regularly interacts with ExCo. Korn Ferry is a global external consulting company that provides talent management and executive recruitment services. The senior advisor is an expert in leadership talent in both financial services technology and global exchange businesses. The Human Resources Committee was provided an update on Korn Ferry’s observations regarding potential successors and its suggestions for improvement in succession planning.

1.7 Executive Compensation Program

1.7.1 NEO Compensation Mix

The majority of compensation paid to our senior executives is variable and at risk.

For 2016, the CEO’s STIP target percentage was 100% of base salary, and LTIP target percentage was 250% of base salary. For other NEOs, the STIP target percentage ranged from 60 – 80% of base salary, and LTIP target percentage ranged from 80 – 135% of base salary (this excludes prior position STIP and LTIP targets for the new CFO). The proportion of total direct compensation in 2016 that was at risk on an annualized basis for our CEO and other NEOs (at target based on the year-end mix) is illustrated in the chart below. The actual compensation mix for 2016 differed from target due to the pro-rated compensation for the CFO in 2016 and the CEO’s one-time grant of performance Share Options.



1.7.2 Compensation Components

TMX Group's compensation program is generally comprised of the components outlined below.

Component	Period	Eligibility
Base Salary	Annual	All employees are eligible for annual review of their base salary
Short-term Incentive	Annual	All employees
Share Options	Vesting over four years and ten year term	Employees at or above the Director level
Time-based Restricted Share Units	35-month cliff vesting	Employees at or above the Director level
Performance-based Share Units	35-month cliff vesting with performance conditions	Employees at or above the Director level
Deferred Share Units	Redeemable after the executive has ceased to hold a position with the company	Vice Presidents and above have the option to defer annual STIP into DSUs (up to a maximum multiplier of salary as defined by the plan). DSUs can also be granted as a stand-alone LTIP award
Pension	Accrues over employment time period	All employees (plan type will vary by level and employment tenure)
Benefits	Ongoing during employment	All employees
Perquisites	Ongoing during employment	Vice Presidents and above

1.7.3 Comparative Market

Recognizing the unique business characteristics of TMX Group, there is no single company or comparator group that effectively encompasses TMX Group's industry, geography, size and scope. TMX Group does not define a specific target market position against any particular data set. The market data is used as a reference point for comparison only and does not directly drive compensation decisions.

For ExCo roles, including the CEO and other NEOs, consistent with prior years, comparator compensation data was collected for both (i) a domestic sample comprised of five large Canadian banks, and (ii) an international sample including ten select international exchanges. The relevance of each market sample (domestic or international) and the application of data varied based on the TMX Group ExCo role and incumbent. In particular, consideration was given to the following:

- where new talent may be recruited from and where current talent may be lost to;
- relative size and complexity of TMX Group with reference to market capitalization and revenue; and
- benchmark positions within the peer group.

(a) ***Domestic Sample – Large Canadian Banks***

This sample reflects TMX Group’s broader financial services industry and the Canadian market for senior executive talent. Compensation information was collected from Willis Towers Watson’s 2016 Executive Compensation Data Bank. Each ExCo role (including the CEO and other NEOs) was benchmarked to an equivalent executive level (not based on position title) within the sample (i.e., Senior Executive Vice President, Executive Vice President and Senior Vice President levels) based on the scope of each TMX Group ExCo role.

Bank of Montreal	Royal Bank of Canada
The Bank of Nova Scotia	The Toronto-Dominion Bank
Canadian Imperial Bank of Commerce	

(b) ***International Sample – International Exchange Groups***

This sample reflects TMX Group’s specific industry and the international market for senior executive talent for select roles. For 2016, the CEO, President and CEO Global Equity Capital Markets, and President and CEO Global Enterprise Services were benchmarked to relevant roles within this sample and then right-sized for TMX Group’s relative size and scope.

Compensation information was collected from each organization’s most recent public disclosure (i.e., Management Information Circular or Remuneration Report).

ASX Limited	Hong Kong Exchanges & Clearing Limited
Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A.	Intercontinental Exchange Group, Inc.
CBOE Holdings, Inc.	London Stock Exchange Group plc
CME Group Inc.	Nasdaq Inc.
Deutsche Börse AG	Singapore Exchange Ltd.

1.7.4 **Determining Total Compensation**

(a) ***Base Salary***

Base salaries are established by the Human Resources Committee to reflect the executives’ scope of responsibility, capability, knowledge, experience and performance in the role. To emphasize performance-based pay, each executive’s base salary is set at a level that allows for a significant amount of total direct compensation (short-term and long-term incentive) to remain at risk.

(b) ***Short-Term Incentive Plan***

The STIP is designed to motivate and reward participants for achieving or exceeding annual corporate and individual performance objectives and goals.

The Human Resources Committee uses a scorecard approach to determine funding for STIP payouts. The scorecard provides objective performance measures which enable the Human Resources Committee to evaluate performance and progress on our critical financial and strategic goals. The Human Resources Committee approves the scorecard design and objectives at the beginning of the financial year and reviews the interim results on a quarterly basis. Threshold, target and maximum levels of performance are established for each objective. At the end of the year, if performance falls below predetermined thresholds across all measures, the scorecard does not generate a payout.

(i) ***2016 Scorecard Design and Measures***

For the 2016 scorecard, key design principles were to:

- align a significant portion of pay (or accrual) with a key quantitative financial metric; and
- balance the financial metric with strategic corporate objectives that helped to position TMX Group for continued transformation, growth and success.

The Human Resources Committee approved minor modifications to the STIP scorecard for 2016, maintaining a 70% weight on financial results.



Business Transformation and Integration Measures:

Four weighted objectives were selected, reflecting the transformation and integration priorities of TMX Group in 2016. For 2016, specific measures making up the 30% non-financial component included: (1) evaluation of potential for trading and clearing systems consolidation (15% weight), (2) client centric delivery (5% weight), (3) operational process consolidation (5% weight) and (4) digital strategy (5% weight).

(ii) *2016 Scorecard Performance Results*

The table below summarizes TMX Group's performance against our 2016 scorecard measures, with the overall result used to calculate our STIP accrual for all participants. The broader TMX Group financial and operational performance for 2016 is provided on page 35 (*2016 Highlights-Financial*).

Income from Operations⁽¹⁾ (70% weight)	
The 2016 target income from operations for scorecard purposes was \$305.4 million. Our income from operations results for scorecard purposes was approximately \$320 million, generating funding above target. ⁽²⁾	Above Target = 119% (weighted score of 83.3% out of 70% weight)
Non-Financial Objectives (30% weight)	
For 2016, objectives included: - Evaluation of potential for Trading and Clearing Systems Consolidation (15%) - Client Centric Delivery (5%) - Operational Process Consolidation (5%) - Digital Strategy (5%)	At Target = 100% (weighted score of 30% out of 30% weight; score capped at 100% of target for 2016)
2016 scorecard provided for a final score and funding that was above target.	Above Target = 113.3%

(1) Income from operations is an additional IFRS measure. Please see Schedule C.

(2) Income from operations for scorecard purposes differed from the \$298.3 million income from operations noted on page 35. For scorecard purposes, income from operations was based on income from operations before strategic re-alignment expenses and excluded the impact of the minority interest in BOX Holdings Group LLC. Combined, this added approximately \$21.7 million to the income from operations figure used for scorecard purposes.

In determining the final accrual for 2016, the Human Resources Committee approved the final scorecard result of 113.3% and recommended the final score and STIP pool to the TMX Group Board for approval.

For ExCo, including the NEOs, the CEO recommended the individual STIP awards based on an assessment of business unit or function performance and individual contributions. The Human Resources Committee reviewed and approved the CEO's recommendations for ExCo.

For the CEO, the Human Resources Committee recommended, and the TMX Group Board approved, an STIP award equal to the corporate scorecard result of 113.3%.

For 2016, STIP awards for the CEO and NEOs were as follows:

NEOs	Target	Actual Award	
	% of Salary	\$ Value	% of Earned Salary
Louis Eccleston	100%	849,750	113.3%
John McKenzie ⁽¹⁾	40%/60%	171,650	57% (of pro-rated salary)
Jean Desgagné	80%	407,880	91%
Eric Sinclair	70%	240,000	70%
Nicholas Thadaney	80%	407,880	91%

(1) Mr. McKenzie was promoted to CFO on July 11, 2016. His STIP target was increased from 40% to 60%, and his salary was increased from \$275,000 to \$330,000. His STIP was pro-rated accordingly in 2016.

(c) *Long-Term Incentive Plans*

The LTIP is designed to motivate and reward participants for creating mid-and long-term shareholder value. LTIP awards are granted to recognize an individual's contribution to the growth, profitability and sustainability of the business, as well as to motivate and retain talent.

Annual LTIP pools are based on each participant's target incentive level which can change from time to time. Actual awards are based on the individual's performance and future potential at TMX Group. In addition to the annual LTIP granting process, awards can be made when there are internal appointments, promotions, external hires at senior levels, or in consideration of retention and other special circumstances.

For 2016, LTIP grant values for the CEO and NEOs were as follows:

NEOs	Target	Actual Grant		One-time Share Option Grant
	% of Salary	\$ Value ⁽¹⁾	% of Salary	\$ Value
Louis Eccleston ⁽²⁾	250%	1,875,000	250%	1,000,000
John McKenzie ⁽³⁾	50%/95%	225,500	75% (of pro-rated salary)	-
Jean Desgagné	135%	630,000	140%	-
Eric Sinclair	80%	280,000	82%	-
Nicholas Thadane	135%	610,000	136%	-

- (1) Annual LTIP awards approved and granted in February 2016, plus an additional award for Mr. McKenzie granted in July 2016.
(2) Mr. Eccleston received a one-time grant of performance Share Options in February 2017 with a grant date fair value of \$1,000,000 as described on page 37.
(3) Mr. McKenzie was promoted to CFO on July 11, 2016. His LTIP target was increased from 50% to 95%. His 2016 LTIP award includes an annual award of \$160,000 based on his previous position (granted in February 2016), plus an additional award of \$65,500 due to the increase in salary/LTIP target upon his promotion to CFO (granted in July 2016 in Deferred Share Units).

For annual LTIP grants up to and including February 2014, 50% of the compensation value was provided in Share Options and 50% in performance-based RSUs. For annual LTIP grants made after February 2014, 34% of the grant value was provided in Share Options, 33% in time-based RSUs and 33% in PSUs.

The vesting and other design features of these grants, together with the equity ownership requirement where applicable, further motivate executives to create long-term shareholder value.

Details of our 2016 LTIP can be found starting in Section 4.1 on page 64.

(d) ***Pension, Benefits and Perquisites***

TMX Group executives participate in either the non-contributory defined benefit tier of our registered pension plan (which closed to new participants in 2009) or our executive defined contribution plan which was introduced in 2009.

Mr. McKenzie, Mr. Sinclair and Mr. Ptasznik (former CFO) participate(d) in the closed non-contributory defined benefit tier of the registered pension plan for employees. Messrs. Eccleston, Desgagné and Thadane participate in the executive defined contribution pension plan. We also maintain a non-contributory supplementary retirement plan for a small number of executives. Pension plans are described starting in Section 3.3 on page 62.

TMX Group executives participate in group benefit plans on the same basis as all other employees.

Executives at the Vice President level and above are eligible to receive an annual perquisite allowance amount and paid parking. Perquisite amounts vary by level. The CEO has a \$30,000 perquisite allowance (Mr. Eccleston does not have paid parking), Senior Vice Presidents who are members of ExCo (including our NEOs) have a \$21,600 perquisite allowance. Members of ExCo also have access to an annual medical exam and home security services.

1.7.5 Equity Ownership Requirements

To further align the interests of the ExCo members with those of our shareholders, we mandate minimum equity ownership requirements for the CEO and other NEOs. We require ExCo members to achieve a minimum level of equity ownership, as follows:

CEO	three times salary
ExCo members (including our NEOs)	two times salary

Each ExCo member must meet the minimum level of ownership over a four-year period. Once equity ownership levels have been attained, we do not require additional contributions to offset subsequent decreases in market value. Top-ups may be required if ownership levels fall behind due to salary increases. In addition to TMX Group Shares, we include the accumulated value of DSUs for purposes of satisfying the equity ownership requirement. Effective with grants starting in February 2015, time-based RSUs are also included in the calculation of equity ownership.

ExCo members who have not yet met their equity ownership requirements have the option to convert all or a portion of their STIP award into DSUs, up to the amount equal to their equity ownership requirement, plus two times their base salary (up to five times salary for the CEO and up to four times salary for other ExCo members).

The following table sets forth the equity ownership for the NEOs as at March 13, 2017.

NEO	TMX Group Shares		DSUs		RSUs		Total	Multiple of Salary
	(#)	\$(⁽¹⁾)	(#)	\$(⁽²⁾)	(#)	\$(⁽³⁾)	(\$)	
Louis Eccleston ⁽⁴⁾	0	0	5,650	389,850	37,440	2,583,360	2,973,210	3.6 x (3.0 x is req't)
John McKenzie ⁽⁵⁾	2,032	138,582	6,762	466,578	3,816	263,304	868,464	2.6 x (2.0 x is req't)
Jean Desgagné ⁽⁶⁾	5,874	400,607	0	0	11,508	794,052	1,194,659	2.7 x (2.0 x is req't)
Eric Sinclair	5,190	353,958	11,497	793,293	5,505	379,845	1,527,096	4.5 x (2.0 x is req't)
Nicholas Thadane ⁽⁷⁾	303	20,665	4,410	304,290	17,868	1,232,892	1,557,847	3.5 x (2.0 x is req't)

- (1) To calculate ownership levels, we used the greater of purchase price or the closing price for our TMX Group Shares on Toronto Stock Exchange on March 13, 2017. The closing price of our TMX Group Shares on March 13, 2017 was \$68.20.
- (2) To calculate ownership levels, we used the greater of the original DSU grant or conversion value, or the value based on the fair market value of a DSU on March 13, 2017. The fair market value of a DSU on March 13, 2017 was \$69.00, the weighted-average trading price of our TMX Group Shares on Toronto Stock Exchange for the five trading days immediately preceding the measurement date.
- (3) Equity ownership includes time-based RSUs. Included are the time-based RSUs that were granted in February 2015, February 2016 plus the February 2017 grant. For Mr. Thadane, this also includes his remaining sign-on time-based RSUs. The fair market value of a time-based RSU on March 13, 2017 was \$69.00, the weighted-average trading price of our TMX Group Shares on Toronto Stock Exchange for the five trading days immediately preceding the measurement date.
- (4) Mr. Eccleston has until November 3, 2018 (four years from his date of hire) to meet his equity ownership level.
- (5) Mr. McKenzie has until July 11, 2020 (four years from his date of CFO appointment) to meet his equity ownership level.
- (6) Mr. Desgagné has until February 19, 2018 (four years from his date of hire, plus an additional year to account for his promotional salary increase in June 2015) to meet his equity ownership level.
- (7) Mr. Thadane has until September 1, 2019 (four years from his date of hire) to meet his equity ownership level.

TMX Group has also established a CEO Post-Employment Equity Ownership Policy which requires the CEO to maintain the applicable minimum equity ownership requirement for a period of 12 months following retirement, resignation or termination without cause. This policy is intended to encourage business decisions that are in the long-term interest of TMX Group and its shareholders.

The CEO is required to pre-disclose to the public the intention to sell or purchase TMX Group Shares, including the exercise of Share Options. The disclosure must occur no less than two business days prior to the transaction.

1.7.6 Anti-hedging Policy

In early 2016, the Human Resources Committee approved clarifications to our position regarding the prohibition of certain hedging transactions that form our anti-hedging policy. The policy is summarized below:

Applicability	All Executives (including directors of TMX Group where applicable).
Purpose	Under TMX Group's Timely Disclosure, Confidentiality and Insider Trading Policy (Timely Disclosure Policy), employees who are granted Share Options are prohibited from 'monetizing' unvested options.
Policy	Employees subject to the Timely Disclosure Policy (and directors of TMX Group), must not at any time sell securities of TMX Group short or buy or sell call or put options for TMX Group Shares. The Timely Disclosure Policy is incorporated into our Code of Conduct and all employees, including executives and our NEOs, must certify compliance with the Code of Conduct annually. In addition, no executive, which includes the NEOs (and no director of TMX Group) will be permitted to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities of TMX Group granted as compensation or held, directly or indirectly, by the executive or director.

1.7.7 Incentive Compensation Recoupment Policy

In the event of a restatement of TMX Group's financials where there was intentional misconduct (as defined below) resulting in the restatement, the TMX Group Board has the flexibility to seek reimbursement where original awards or grant values would have been lower (for awards made after February 2014). The policy is summarized below:

Applicability	The CEO and other ExCo members are covered by this policy. Each ExCo member is required to sign an acknowledgement to the policy.
Purpose / Multi-Trigger Test	To provide the TMX Group Board with flexibility to seek reimbursement of compensation from an ExCo member in the event of a restatement of TMX Group's financial statements where the amount of incentive compensation available would have been lower, and there was intentional misconduct causing the restatement by that ExCo member. Misconduct is defined as the willful commission or omission of an act, or engaging in conduct that causes (or could reasonably be expected to cause) material financial harm to TMX Group or is grounds for termination for cause, including, but not limited to, materially breaching the Code of Conduct, fraud, theft, gross negligence, or any failure to report or take action to stop misconduct of another employee.
Board Discretion	Under the policy, the TMX Group Board may, in its sole discretion, to the full extent permitted by governing laws and the extent it determines that it is in TMX Group's best interest to do so, recoup specified compensation paid or payable in a specified time period.
Covered Compensation	Reimbursement of all or a portion of STIP paid and vested and unvested LTIP, for awards made after February 2014.
Time Period	Twenty-four months prior to the date of a recoupment triggering event in respect of incentive compensation paid or payable after February 2014.

2. EVALUATING 2016 PERFORMANCE AND COMPENSATION OUTCOMES

The Human Resources Committee assessed the overall performance of the CEO and specific accomplishments against the stated objectives, considering financial and non-financial components. The Human Resources Committee considered this assessment when recommending the CEO's salary, STIP and LTIP compensation awards to the TMX Group Board for approval.

The TMX Group Board considered the evaluation presented by the Human Resources Committee and the related compensation recommendations when making the year-end compensation decisions. Coupled with independent advice from the Human Resources Committee's external compensation advisor, the TMX Group Board determined the CEO's year-end compensation. The CEO does not participate in these discussions.

The CEO evaluated the performance of his direct reports in 2016 (including the NEOs) using each executive's individual performance results against objectives and his or her relative contribution to the scorecard results and line of business specific financial and non-financial measures. The CEO made a compensation recommendation to the Human Resources Committee based on his assessment in relation to previously agreed objectives. The Human Resources Committee considered, reviewed and approved these recommendations.

The Human Resources Committee and the TMX Group Board do not take a 'formulaic' approach when determining compensation. They consider internal guidelines, employment contract requirements, company and scorecard results, external compensation data and advice and apply business judgement and discretion when awarding compensation that aligns with annual performance.

2.1 Performance and Pay of the NEOs

Pay for performance and alignment with shareholder interests are two primary philosophies guiding our approach to executive compensation. Total compensation will vary each year based on the achievement of corporate and individual objectives and TMX Group's share price performance.

The table below summarizes individual performance contributions of each NEO in 2016, actual compensation decisions for 2016 and any compensation decisions made for 2017.

Louis Eccleston, CEO, TMX Group Limited			
- Mr. Eccleston began employment with TMX Group on November 3, 2014. As CEO, he is responsible for the overall financial performance, long term strategy and daily operations of all facets of TMX Group. 2016 was a transformational year, including a return to profitable growth, re-alignment of key businesses and functions, the divestiture of non-core businesses, and a disciplined focus on reducing operating expenses to streamline the organization. Under Mr. Eccleston's leadership in 2016, TMX Group delivered on its commitment to drive increased total shareholder return and achieved both record revenues and earnings per share, while continuing to pay down debt.			
Measures	2016	2015	Comments
Revenues	\$742 million	\$717 million	Record revenue of \$742.0 million in 2016, up 3% compared with 2015
Diluted Earnings (Loss) Per Share	\$3.58	(\$0.96)	Record full year diluted earnings per share of \$3.58, compared with diluted loss per share of 96 cents in 2015
Adjusted Diluted Earnings Per Share ²	\$4.47	\$3.64	Record full year adjusted diluted earnings per share of \$4.47, up 23% compared with \$3.64 in 2015
Debt	\$958.6 million	\$1,072.2 million	Reduction of debt in the amount of \$113.6 million

² Non-IFRS measure. Please see Schedule C.

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- Following a comprehensive review in 2016, the Human Resources Committee and the TMX Group Board concluded that adjustments to CEO compensation were appropriate, in recognition of the global competitive market for senior executive talent among international stock exchanges and to maintain Mr. Eccleston's competitive position within that market, and also in recognition of Mr. Eccleston's performance overall.
 - *In that context, the following compensation was effective for Mr. Eccleston in 2016:*
 - Mr. Eccleston's salary remained \$750,000.
 - In recognition of corporate and individual performance, the Human Resources Committee recommended, and the TMX Group Board approved, an annual bonus of \$849,750 which was equal to the corporate scorecard, or 113.3% of target (as compared to 90.2% of target in 2015), reflecting our strong financial and operational performance in 2016. Income from operations results were above target, accounting for 70% of STIP funding and non-financial objectives, accounting for 30% of STIP funding, were also achieved (capped at 100% of target for this component).
 - Mr. Eccleston received a \$534,320 (Canadian dollars) currency allowance to provide an equivalent compensation value in U.S. dollars for 2016 cash compensation (salary and STIP which is paid to him in Canadian dollars), in the context of the competitive global market for senior executives of international stock exchanges, Mr. Eccleston's status as a U.S. citizen, with a U.S. residence and U.S. dollar cost base and the material difference between the Canadian and U.S. dollar in 2016 (average annual exchange rate of approximately \$1.00 CAD = \$0.75 USD in 2016). This allowance is not fixed, but rather will be considered by the Human Resources Committee and the TMX Group Board each year based on the prevailing international exchange rate in the given year.
 - Mr. Eccleston's 2016 LTIP grant in February 2016 was \$1,875,000, equal to 100% of target (or 250% of salary).
 - A one-time grant of performance Share Options, with a grant date fair value of \$1,000,000, was granted in February 2017 in respect of 2016 compensation to recognize 2016 performance, to support retention of Mr. Eccleston through the continuing transformation of the organization within a competitive international market for talent, and to motivate further creation of shareholder value.
 - *For 2017, the following compensation changes were made for Mr. Eccleston:*
 - Salary increased from \$750,000 to \$825,000, the first increase since being appointed CEO in November 2014;
 - STIP target increased from 100% to 150% of base salary; and
 - LTIP target increased from 250% to 275% of base salary, with an LTIP award at target of \$2,268,750 being granted in February 2017.

John McKenzie, Senior Vice President and Group Head, CFO

- Mr. McKenzie is the CFO of TMX Group. He was appointed and assumed the position on July 11, 2016. He is responsible for a range of financial and strategic functions, including financial planning and reporting, tax and treasury, corporate strategy and development and investor relations.
 - In his first six months, Mr. McKenzie successfully stepped into the role of CFO, requiring minimal time to become familiar with the key deliverables for the remainder of the year. He integrated and simplified financial reporting for the company and streamlined financial processes going forward for 2017 financial planning. He recommended and executed the first dividend increase since the Maple transaction, while helping to decrease TMX Group's debt in 2016. He helped lead a cost reduction plan that has realized significant cost savings.
 - For 2016, Mr. McKenzie's salary increased from \$275,000 to \$330,000 in recognition of his promotion, his STIP target increased from 40% to 60% of base salary, and his LTIP target increased from 50% to 95% of base salary. In recognition of his annual contribution, his 2016 annual bonus of \$171,650 (57% of earned salary) reflected his accomplishments relative to his 2016 objectives on a pro-rated basis, combined with the results of the corporate scorecard. His 2016 LTIP award included an annual award of \$160,000 based on his previous position, granted in February 2016, plus an additional award of \$65,500, granted in July 2016 in DSUs. Combined, 2016 LTIP was awarded at 75% of earned salary.
 - For 2017, Mr. McKenzie's salary will remain \$330,000. His STIP target was increased from 60% to 70% of earned salary, and his LTIP target will remain 95% of base salary. He was awarded a target 2017 LTIP award of \$313,500, granted in February 2017.
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Jean Desgagné, President and CEO, Global Enterprise Services

- Mr. Desgagné is President and CEO, Global Enterprise Services (GES). His mandate is to deliver TMX Group's core operating services and execute on the transformation of the company while delivering the capabilities, including a digital strategy, necessary to enable TMX Group's businesses to grow. He also has accountability for the oversight of both CDS and CDCC, Canada's national and systemically important securities depository and clearing and derivatives and repo clearing facilities, respectively.
- In 2016, Mr. Desgagné continued to focus on improving the efficiency and effectiveness of GES significantly reducing the group's cost base and realigning his team to better deliver on its mandate. GES continued to improve its technology and operational practices, began to develop and execute a comprehensive approach to data management, increasingly leveraged cloud technologies, increased the sophistication of the company's information security practices and operationalized TMX Group's digital strategy. A new Chief Information Officer with extensive global experience was appointed in July. GES also began work to consider a strategy to integrate trading technologies across TMX Group's various trading businesses.
- For 2016, Mr. Desgagné's salary increased from \$425,000 to \$450,000. In recognition of his annual contribution, his 2016 bonus of \$407,880 (91% of earned salary) reflected his accomplishments relative to his 2016 objectives, combined with the results of the corporate scorecard. His 2016 LTIP award was \$630,000 (140% of base salary), granted in February 2016.
- For 2017, Mr. Desgagné's salary will remain \$450,000, his STIP target will remain 80% of earned salary and LTIP target will remain 135% of base salary. He was awarded a target 2017 LTIP award of \$607,500, granted in February 2017.

Eric Sinclair, President, TMX Datalinx and Group Head of Information Services

- Mr. Sinclair is the President of TMX Datalinx and Group Head of Information Services. He has responsibility for delivering integrated data to fuel high-value proprietary and third party analytics to help clients make better trading and investment decisions. Mr. Sinclair is responsible for the following lines of business: TMX Datalinx (information services), TMX Insights (analytics) and infrastructure (includes co-location and managed services).
- In 2016, Mr. Sinclair led the materialization of TMX Insights, an integrated set of capabilities that provide financial content, tools and applications, as well as capital markets analytics. TMX Insights launched a new product offering in the year, TMX Analytics, a cloud-based application that offers extensive real-time and historical information and insight into the Canadian, U.S. and European Capital Markets. In addition, Mr. Sinclair launched TMX Webstore which is an e-commerce platform to support the sale of TMX Group proprietary and third party content. In line with the initiative to streamline the organization and divest of non-core assets, enhance client service and achieve a more efficient cost structure, Mr. Sinclair led the work which resulted in the sale of TMX Atrium³, as well as the sale of its risk management business, Razor Risk.
- For 2016, Mr. Sinclair's salary was \$341,000. In recognition of his annual contribution, his 2016 annual bonus of \$240,000 (70% of earned salary) reflected his accomplishments relative to his 2016 objectives, combined with the results of the corporate scorecard. His 2016 LTIP award was \$280,000 (82% of base salary), granted in February 2016.
- For 2017, Mr. Sinclair's salary will remain \$341,000, his STIP target will remain 70% of earned salary, and his 2017 LTIP target will remain 80% of base salary. He was awarded a 2017 LTIP award of \$240,000 (70% of base salary), granted in February 2017.

Nicholas Thadaney, President and CEO, Global Equity Capital Markets

- Mr. Thadaney is the President and CEO, Global Equity Capital Markets. He is responsible for all of TMX Group's equity listing and trading activity, including the development and execution of our strategy related to capital formation. Mr. Thadaney is responsible for the following lines of business: Toronto Stock Exchange (TSX) and TSX Venture Exchange (TSXV) listing and issuer services, TSX Trust Company (TSX Trust), and TSX Private Markets, the latter of which he co-leads.
 - In 2016, Mr. Thadaney continued to focus on efforts that support the shift to being increasingly more client centric in our approach. He initiated the revitalization of TSXV. TSXV's leadership team embarked on a cross-Canada
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³ On February 13, 2017, TMX Group announced the sale of its wireless and extranet infrastructure services known as TMX Atrium.

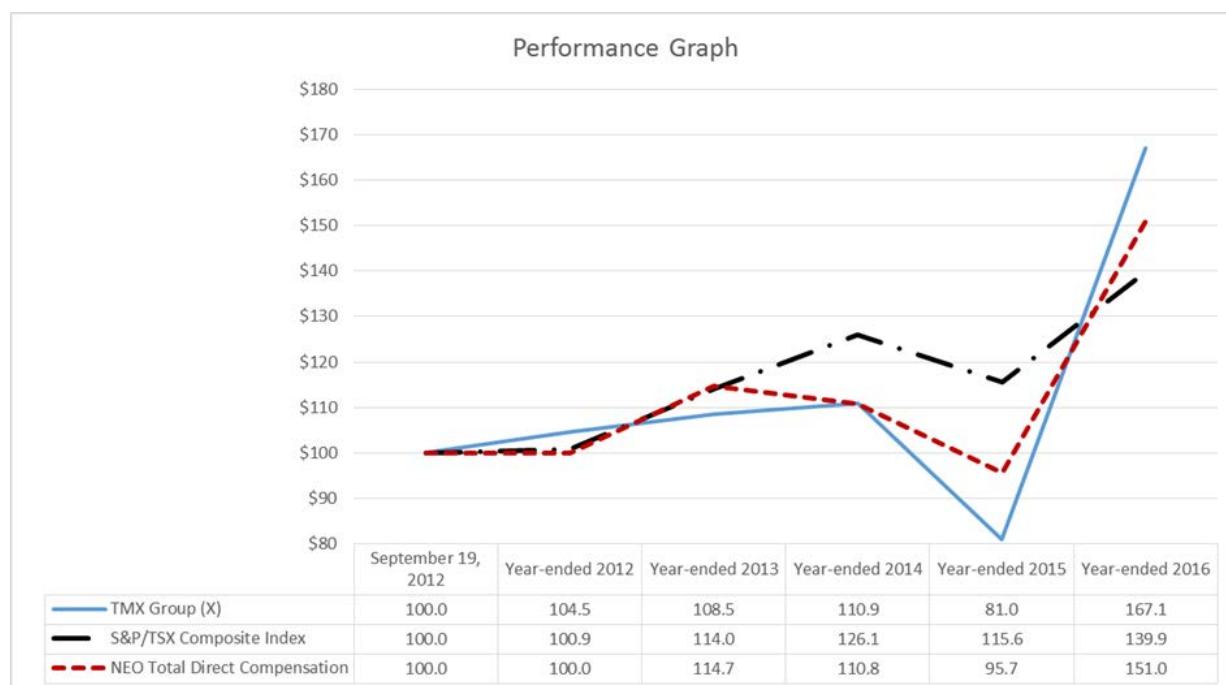
series of town hall meetings to discuss the actions to help support, revitalize and grow Canada's public venture marketplace, and from these meetings, detailed plans were developed and are being executed against. A new head of TSXV was announced in the fall. TSX launched the new centralized mutual fund solution, TSX NAVex, enabling existing TSX participants to purchase and redeem eligible mutual funds directly from fund manufacturers in the same manner they access TSX-listed equities and Exchange Traded Funds (ETFs). Mr. Thadaney's group also announced an agreement with Ipreo, a leading global provider of financial services technology, data and analytics, to offer TSX and TSXV issuers the in-depth analysis and dynamic functionality they need to build and execute their investor relations strategies. Finally, a new role, Chief Client Officer, Equity Capital Markets was established and staffed. All sales and business development staff for equities were centralized under this role in order to ensure a more coordinated and integrated approach to and for clients.

- For 2016, Mr. Thadaney's salary was \$450,000. In recognition of his annual contribution, his 2016 annual bonus of \$407,880 (91% of earned salary) reflected his accomplishments relative to his 2016 objectives, combined with the results of the corporate scorecard. His 2016 LTIP award was \$610,000 (136% of base salary), granted in February 2016.
- For 2017, Mr. Thadaney's salary will remain \$450,000, his STIP target will remain 80% and his LTIP target will remain 135% of base salary. He was awarded a target 2017 LTIP award of \$607,500, granted in February 2017.

2.2 Performance Graph

This graph compares the total cumulative shareholder return for \$100 invested in TMX Group Shares on September 19, 2012 (the date TMX Group Shares were listed) with the cumulative total return, including dividend reinvestment, of the S&P/TSX Composite Index for the period from September 19, 2012 through to and including December 31, 2016.

For comparison purposes the total direct compensation for NEOs indexed at \$100 is also shown. Total direct compensation includes base salary paid, short-term incentive paid for the applicable year and the compensation value of the long-term incentive awards granted in the applicable year. One-time sign-on compensation has been excluded from the trend line, as have pension values and other nominal amounts as reported in the summary compensation table.



(1) The S&P/TSX Composite Index, the S&P/TSX Venture Composite Index and other S&P/TSX indices are products of S&P Dow Jones Indices LLC ("SPDJIP") and TSX Inc. ("TSX"). Standard & Poor's® and S&P® are registered trademarks of Standard & Poor's Financial Services LLC.

("S&P"); Dow Jones® is a registered trademark of Dow Jones Trademark Holdings LLC ("Dow Jones"); and TSX® is a registered trademark of TSX. SPDJ, Dow Jones, S&P and TSX do not sponsor, endorse, sell or promote any products based on the S&P/TSX Indices and none of such parties make any representation regarding the advisability of investing in such product(s) nor do they have any liability for any errors, omissions or interruptions of the S&P/TSX Indices or any data related thereto.

- (2) For comparability year over year, we have included the active CEO(s) and CFO(s) as at December 31 of the applicable year and the three most highly compensated NEOs as at December 31 of the applicable year. For the September 19, 2012 total direct compensation, the December 31, 2012 total direct compensation was used.
- (3) For 2013, Mr. Desgagné's sign-on grant of Share Options and RSUs (combined compensation value of \$1,400,000) has been excluded. For 2014, Mr. Eccleston's sign-on grant of Share Options (accounting value of \$1,082,353) has been excluded. For 2014, both the former CEO and the current CEO Mr. Eccleston have been included on a pro-rata basis, where applicable. For 2015, Mr. Thadane's sign-on grants of Share Options, RSUs and PSUs (combined compensation value of \$2,450,000) have been excluded. For 2016, both the former CFO and the current CFO have been included on a pro-rata basis, where applicable. For 2016, Mr. Eccleston's one-time award of performance Share Options (grant date fair value of \$1,000,000 and granted in February 2017) has been included, as well as his currency allowance of \$534,320 (in consideration of 2016 salary and STIP).

Over the past five years, the growth in NEO total direct compensation is consistent with the change in cumulative total shareholder return (TSR) of TMX Group. Given that a large proportion of TMX Group's total direct compensation is equity-based, the Human Resources Committee and the TMX Group Board believe that the current executive compensation program is appropriately aligned with the long-term performance of the company. When comparing the alignment of pay and performance outcomes, TMX Group also notes the following:

- In addition to TSR, other performance indicators are used to assess annual performance, including income from operations, expense management, corporate development activities and non-financial strategic objectives. An increase in aggregate NEO STIP was realized in 2013 and 2014 relative to 2012 as scorecard funding in 2012 was approximately 60% of target versus 122% and 113% of target in 2013 and 2014, respectively. In 2015, aggregate STIP funding decreased with scorecard results at 90% of target. In 2016, scorecard funding increased, being 113% of target.
- The value of outstanding LTIP held, or TMX Group Shares owned, by executives changed directly in proportion to the change in the TSR for shareholders:
 - on December 31, 2016, our 2014 performance-based RSUs vested. The three-year TSR exceeded the pre-defined target, resulting in a maximum performance multiplier of 125% of target. Final payments to all participants reflected both the maximum multiplier and share price growth, with realized values 84% higher than original grant values; and
 - at year end, our outstanding Share Options were "in the money".
- In addition to the short-term and long-term incentive programs, ExCo, including the NEOs must maintain minimum equity ownership requirements while they are employed by TMX Group, and the CEO must maintain the applicable minimum equity ownership requirement for a period of 12 months following retirement, resignation or termination without cause.

2.3 CEO Lookback and Alignment with Shareholder Return

CEO	Year	Total Direct Compensation Originally Awarded ⁽¹⁾ (\$)	Actual Total Direct Compensation Value as of December 31, 2016 ⁽²⁾ (\$)	Change in Value of \$100		
				Period	CEO ⁽³⁾ (\$)	Shareholder ⁽⁴⁾ (\$)
Louis Eccleston	2016	5,009,070	8,982,350	January 1, 2016- December 31, 2016	179	202
	2015	2,926,500	5,590,448	January 1, 2015- December 31, 2016	191	147
	2014	1,582,353	3,137,377	January 1, 2014 - December 31, 2016	198	153

- (1) Includes salary, STIP and LTIP compensation value awarded in respect of the applicable year. For 2014, Mr. Eccleston's total direct compensation was pro-rated for time on job for salary, STIP, and LTIP (pro-rated annual LTIP for 2014 was not technically granted until February 2015) and includes his sign-on award of performance Share Options. For 2016, Mr. Eccleston's performance Share Options granted in February 2017 were included using the grant date fair value of \$1,000,000 for both awarded and actual total direct compensation and also includes the currency allowance of \$534,320 (in consideration of 2016 salary and STIP).
- (2) Includes salary, STIP and value realized or exercisable, or unvested value of LTIP, as at applicable date. PSU awards have been estimated assuming a 100% multiplier. For Share Options, we have used the December 30, 2016 TMX Group closing share price of \$71.52 to estimate the value and for RSUs, PSUs and DSUs, and have used the December 31, 2016 30-day fair market value of \$68.53 to estimate value.
- (3) Actual value to the CEO for each \$100 originally awarded during the applicable year.
- (4) Cumulative value of \$100 investment in TMX Group Shares made on the first day of the applicable time period, assuming dividend reinvestment.

3. NAMED EXECUTIVE OFFICER COMPENSATION

3.1 Summary Compensation Table

The following tables present information about the compensation of our NEOs (determined in accordance with applicable securities legislation), and sets out the total compensation provided to each of the NEOs for services rendered to us by that individual in all capacities. Two of our NEOs do not have three full years of compensation history. Mr. Eccleston joined TMX Group on November 3, 2014 in the role of CEO, and Mr. Thadaney joined TMX Group on September 1, 2015 in the role of President and CEO, Global Equity Capital Markets. Mr. McKenzie's three-year history includes compensation for positions held prior to his appointment to CFO.

Name & Principal Position	Year	Salary (\$)	Share-based awards ⁽⁶⁾⁽⁷⁾ (\$)	Option based awards ⁽⁸⁾ (\$)	Non-equity incentive plan compensation - Annual Incentive Plan (\$)	Pension Value ⁽⁹⁾ (\$)	All Other Compensation ⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾ (\$)	Total Compensation (\$)
Louis Eccleston CEO, TMX Group ⁽¹⁾	2016	750,000	1,237,500	1,637,500	849,750	112,500	591,151	5,178,401
	2015	750,000	990,000	510,000	676,500	112,500	44,560	3,083,560
	2014	125,000	250,000	1,082,353	125,000	18,750	38,092	1,639,195
Michael Ptasznik Former Senior Vice President, Group Head, CFO ⁽²⁾	2016	210,276	185,724	95,676	0	77,914	2,575	572,165
	2015	402,000	186,120	95,880	217,570	64,751	4,773	971,094
	2014	402,000	135,000	135,000	275,000	119,088	4,578	1,070,666
John McKenzie Senior Vice President, Group Head, CFO ⁽³⁾	2016	300,865	171,100	54,400	171,650	323,494	3,792	1,025,301
	2015	260,801	91,080	46,920	110,800	109,197	3,964	622,762
	2014	250,000	55,000	55,000	160,000	32,391	3,991	556,382
Jean Desgagné President and CEO, Global Enterprise Services ⁽⁴⁾	2016	450,000	415,800	214,200	407,880	67,500	4,543	1,559,923
	2015	408,333	300,762	154,938	300,000	61,250	4,756	1,230,038
	2014	385,000	130,000	130,000	320,000	38,500	4,598	1,008,098
Eric Sinclair President, TMX Datalinx and Group Head Information Services	2016	341,000	184,800	95,200	240,000	92,716	3,398	957,114
	2015	341,000	180,180	92,820	235,000	83,176	3,703	935,879
	2014	341,000	115,000	115,000	275,000	117,634	4,311	967,945
Nicholas Thadaney President and CEO, Global Equity Capital Markets ⁽⁵⁾	2016	450,000	402,600	207,400	407,880	67,500	4,734	1,540,114
	2015	150,000	1,850,000	600,000	360,000	22,500	1,191	2,983,691

- (1) On November 3, 2014, Mr. Eccleston joined TMX Group (his annualized base salary was \$750,000). His 2014 "Option-based award" includes a sign-on grant of 135,000 performance Share Options made in accordance with the terms of his employment agreement, with an accounting value of \$1,082,353. This grant had performance-based vesting conditions attached as described in Section 4.3 on page 68. Mr. Eccleston's "Share-based award" for 2014 is a pro-rated LTIP award at target (200% of base salary for two months) which was granted in DSUs on February 12, 2015 and immediately vested. His 2014 "Annual Incentive Plan" figure is a pro-rated STIP award at target (100% of base salary for two months). For 2016, Mr. Eccleston's "Option-based award" includes an annual award in the amount of \$637,500 which was granted in February 2016 and \$1,000,000 in performance Share Options which were granted in February 2017 with vesting conditions described in Section 4.3(b) on page 69. In addition, included in "All Other Compensation" is a currency allowance of \$534,320 paid in February 2017 in respect of his 2016 cash compensation (salary and STIP) based on the average CAD/USD exchange rate of \$1.00 CAD=\$0.75 USD for 2016, and as described above in Section 2.1 on page 54. See note 10 below for more detail on his "All Other Compensation".
- (2) Mr. Ptasznik resigned as CFO, effective June 10, 2016. His compensation for 2016 is pro-rated to his termination date, and he did not receive a 2016 STIP award. His 2016 LTIP award and any other unvested LTIP was forfeited upon his termination date, July 8, 2016, in accordance with TMX Group LTIP plan provisions as described in Section 5 on page 75.
- (3) Mr. McKenzie was promoted and assumed the role of CFO effective July 11, 2016. In 2015, Mr. McKenzie was appointed to President, CDS. His salary was increased from \$250,000 to \$275,000 (actual paid was \$260,801). For both 2014 and 2015, his STIP target was 40%, and his LTIP target was 50%. For 2016, his salary was increased from \$275,000 to \$330,000 (actual paid was \$300,865). His 2016 STIP target was increased from 40% to 60%, and his 2016 LTIP target was increased from 50% to 95%. His 2016 compensation was pro-rated based on time in previous and current

role. His 2016 “Share-based award” includes an annual award of \$105,600 based on his previous position (granted in February 2016), plus an additional award of \$65,500 due to his increased salary/LTIP target for his promotion to CFO (granted in July 2016 in Deferred Share Units).

- (4) For 2015, Mr. Desgagné’s salary was pro-rated based on his salary increase from \$385,000 to \$425,000 effective June 1, 2015 in recognition of his promotion to his current role. His 2015 LTIP award includes an annual award of \$350,000 based on his previous position (granted in February 2015), plus an additional award of \$105,700 in recognition of his promotion (granted in August 2015). Both were provided in Share Options (34%), RSUs (33%) and PSUs (33%), in accordance with the applicable plan documents.
- (5) On September 1, 2015, Mr. Thadaneý joined TMX Group (his annualized base salary was \$450,000 for 2015). He received three new hire grants with respect to forfeited LTIP from his previous employer. His “Option-based award” includes a sign-on grant of \$600,000 made in accordance with the terms of his employment agreement (82,759 performance Share Options). This grant has performance-based vesting conditions attached as described in Section 4.3(c) on page 69. Mr. Thadaneý’s “Share-based Award” includes a sign-on grant of \$1,650,000 time-based RSUs (vesting in two tranches on the first two anniversaries of the original September 1, 2015 grant date as described in Section 4.4(a) on page 71 and in note (7) below) and \$200,000 DSUs (which were immediately vested). For 2015, his “Annual Incentive Plan” figure is a full-year target STIP award (80% of base salary annualized) in accordance with the terms of his employment agreement.
- (6) Our share-based awards are comprised of performance RSUs for grants made in 2014 and typically are time-based RSUs and PSUs for grants made in 2015 and 2016. Select DSU grants have also been made.

Award Year	Award Type	Value Assumptions
2014	Annual Performance RSUs	For the annual awards, the grant price of a RSU was the closing price of one of our TMX Group Shares on Toronto Stock Exchange at the close of business on December 31 or the last trading day of the previous year. To calculate the number of RSUs to be granted, we divided the compensation value of the RSU award by the grant price. The closing price on December 31, 2013 was \$51.03, and the number of RSUs granted was determined by dividing the compensation value of the RSU award by the value of \$51.03.
	CEO DSUs	For Mr. Eccleston’s 2014 pro-rated LTIP award made in DSUs (actual grant was not made until February 2015), the grant price of the DSU was the five-day fair market value of one of our TMX Group Shares on Toronto Stock Exchange as at the date of grant. To calculate the number of DSUs to be granted, we divided the compensation value of the DSU award by the grant price. The fair market value on February 12, 2015 was \$47.12, and the number of DSUs granted was determined by dividing the compensation value of the applicable award by the value of \$47.12.
2015	Annual RSUs and PSUs	For the annual awards, the grant price of a RSU and PSU was the five-day fair market value of one of our TMX Group Shares on Toronto Stock Exchange as at the date of grant. To calculate the number of RSUs and PSUs to be granted, we divided the compensation value of the RSU and PSU award by the grant price. The fair market value on February 12, 2015 was \$47.12, and the number of RSUs and PSUs granted was determined by dividing the compensation value of the applicable award by the value of \$47.12. For Mr. Desgagné, who received an off-cycle grant of RSUs and PSUs, the five-day fair market value on August 14, 2015 was \$46.63, and the number of RSUs and PSUs granted was determined by dividing the compensation value of the applicable award by the value of \$46.63.
	Sign-on RSUs and DSUs	For Mr. Thadaneý’s sign-on award of time-based RSUs and DSUs, granted on September 1, 2015, the five-day fair market value was \$47.15, and the number of RSUs and DSUs was determined by dividing the compensation value of each award by the fair market value. \$1,200,000 of his time-based RSU award (granted RSUs plus dividend RSUs credited) vested on September 1, 2016, and the remaining \$450,000 (granted RSUs plus dividend RSUs credited) will vest on September 1, 2017. His \$200,000 DSU award was immediately vested and will be treated in accordance with the DSU plan provisions.
2016	Annual RSUs and PSUs	For the annual awards, the grant price of a RSU and PSU was the five-day fair market value of one of our TMX Group Shares on Toronto Stock Exchange as at the date of grant. To calculate the number of RSUs and PSUs to be granted, we divided the compensation value of the RSU and PSU award by the grant price. The fair market value on February 23, 2016 was \$40.14, and the number of RSUs and PSUs granted was determined by dividing the compensation value of the applicable award by the value of \$40.14.
	CFO DSUs	For Mr. McKenzie’s 2016 grant of DSUs, the grant price of the DSU was the five-day fair market value of one of our TMX Group Shares on Toronto Stock Exchange as at the date of grant. To calculate the number of DSUs to be granted, we divided the compensation value of the DSU award by the grant price. The fair market value on July 11, 2016 was \$53.76, and the number of DSUs granted was determined by dividing the compensation value of the applicable award by the value of \$53.76.

- (7) The amounts provided in this note are not included in the summary compensation table and are not applicable for Mr. Eccleston. In 2016, the 2014 RSUs vested on December 31, 2016 and were paid on January 14, 2017. The RSUs were valued on December 31, 2016 using the 30-day fair market value of \$68.53. Total shareholder return over the period exceeded the target over the three-year period, and the maximum multiplier of 125% was applied. Final payments were 84% more than the original award at grant. For Mr. Thadaneý, his first tranche of his new hire, time-based RSUs vested on September 1, 2016 and were paid on September 15, 2016, using a 30-day fair market value of \$57.60.

Name	2014 RSUs (\$)	Sign On RSUs
John McKenzie	101,460	-
Jean Desgagné	239,559	-
Eric Sinclair	211,376	-
Nicholas Thadaneý	-	1,503,373

- (8) For our regular grants of Share Options, both the compensation value and the accounting fair value are determined using a Black Scholes methodology. For Share Options granted in 2014 onwards, the compensation value and accounting fair values are aligned. For performance Share

Options, we use a Monte Carlo methodology. The compensation values (and underlying assumptions and inputs) for the option grants made in 2014, 2015 and 2016 are as follows:

Award Year	Share Option Value Assumptions
2014 (Annual Grant)	For Share Options granted in 2014, the compensation value and the accounting value for the February 13, 2014 award was based on the Black Scholes value of \$6.33 (12.6% of the \$50.15 February 13, 2014 TMX Group fair market value and exercise price) using the following inputs: interest rate of between 1.3% and 1.8%; expected life of between two and four years; volatility between 19.5% and 20.9% and dividend yield of 3.1%, depending on the applicable tranche.
2014 (CEO New Hire Grant – Performance Share Options)	Mr. Eccleston's sign-on Share Option grant of 135,000 options has performance-based vesting conditions attached which are described in Section 4.3(a) on page 68. As a result, the accounting value for Mr. Eccleston's Share Option grant, effective November 17, 2014, was based on a Monte Carlo simulation. The accounting fair value for the award was \$1,082,353 using the following inputs: spot prices of TMX Group Shares as at the grant date (\$53.00); ten year implied volatility of the prices of TMX Group Shares (21.88%); dividend yield of TMX Group Shares (3.17%); constant risk free discount rate with ten-year maturity (1.89%); and zero forfeiture rate. Based on the historical trend of the term of a CEO within TMX Group, management used an assumption of five years for the expected life of the terms of the Share Options.
2015 (Annual Grant)	For Share Options granted in 2015, the compensation value and the accounting value for the February 12, 2015 award was based on the Black Scholes value of \$4.73 (10% of the \$47.12 February 12, 2015 TMX Group fair market value and exercise price) using the following inputs depending on tranche: interest rate of between 0.8% and 1.2%; expected life of between two and five years; volatility between 19.1% and 20.2% and dividend yield of 3.3%.
2015 (Promotion Grant Share Options)	For Mr. Desgagné's off-cycle grant, the compensation value and the accounting value for the August 14, 2015 award was based on the Black Scholes value of \$5.00 (10.7% of the \$46.63 August 14, 2015 TMX Group fair market value and exercise price) using the following inputs depending on tranche: interest rate of between 0.7% and 1.2%; expected life of between two and five years; volatility between 20.8% and 21.0% and dividend yield of 3.3%.
2015 (New Hire Grant – Performance Share Options)	Mr. Thadane's sign-on Share Option grant has performance-based vesting conditions attached which are described in Section 4.3(c)(ii) on page 70. As a result, the accounting value for Mr. Thadane's Share Option grant effective November 16, 2015 was based on a Monte Carlo simulation. The compensation and accounting fair value for the award was \$600,000 (fair value per Share Option of \$7.25 or 15.2% of the \$47.68 November 16, 2015 TMX Group fair market value and exercise price) using the following inputs: spot price of TMX Group Shares as at the grant date (\$47.68); ten year implied volatility of the prices of TMX Group Shares (22.61%); dividend yield of TMX Group Shares (3.4%); constant risk free discount rate with ten-year maturity (1.99%); and zero forfeiture rate. Management used an assumption of ten years for the expected life of the terms of the Share Options.
2016 (Annual Grant)	For Share Options granted in 2016, the compensation value and the accounting value for the February 23, 2016 award was based on the Black Scholes value of \$5.45 (13.6% of the \$40.14 February 23, 2016 TMX Group fair market value and exercise price) using the following inputs depending on tranche: interest rate of between 0.72% and 0.85%; expected life of between two and five years; volatility between 26.4% and 27.6% and dividend yield of 4.0%.
2016 (CEO Performance Share Options)	Mr. Eccleston's Share Option grant effective February 23, 2017 for the 2016 compensation year was based on a Monte Carlo simulation. The accounting fair value per Share Option was \$9.19 using the following inputs: spot prices of TMX Group Shares as at the grant date (\$72.23); five-year implied volatility of the prices of TMX Group Shares (18.48%); dividend yield of TMX Group Shares (2.49%); constant risk free discount rate with five year maturity (1.42%); and zero forfeiture rate. Based on the historical trend of the term of a CEO within TMX Group, management used an assumption of five years for the expected life of the terms of the Share Options.

- (9) Pension value is the compensatory change that is provided in the tables in Section 3.3.1 on page 63 and Section 3.3.2 on page 64.
- (10) For 2016, "All Other Compensation" includes premiums for term life insurance and AD&D maintained for the benefit of the NEO and employer contributions to the Employee Share Purchase Plan (ESPP). "All Other Compensation" amounts are less than \$5,000 for each of the NEOs, with the exception of Mr. Eccleston, whose amount also includes tax advice payments in the amount of \$54,350 and a currency allowance of \$534,320 paid in February 2017 in respect of his 2016 cash compensation (salary and STIP) based on the average CAD/USD exchange rate of \$1.00 CAD=\$0.75 USD for 2016.
- (11) For 2015, "All Other Compensation" includes premiums for term life insurance and AD&D maintained for the benefit of the NEO and employer contributions to the Employee Share Purchase Plan (ESPP). "All Other Compensation" amounts are less than \$5,000 for each of the NEOs, with the exception of Mr. Eccleston whose amount also includes relocation, legal and tax advice payments in the amount of \$41,630.
- (12) For 2014, "All Other Compensation" includes premiums for term life insurance and AD&D maintained for the benefit of the NEO and employer contributions to the ESPP. "All Other Compensation" amounts are less than \$5,000 for each of the NEOs, with the exception of Mr. Eccleston whose amount also includes relocation, legal and tax advice payments in the amount of \$37,600.

3.2 Incentive Plan Awards

3.2.1 Outstanding Share-Based Awards and Share Option-Based Awards

The following table sets out the awards outstanding as at December 31, 2016.

Option-based Awards					Share-based Awards ⁽²⁾			
Name	Number of Securities Underlying Unexercised Share Options (#)	Share Option Exercise Price (\$)	Share Option Expiration Date	Value of Unexercised in-the-money Share Options (\$) ⁽¹⁾	Grant Date	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Louis Eccleston ⁽⁵⁾	135,000	53.00	Nov 16, 2024	2,500,200	2015 (RSUs) ⁽⁴⁾	11,186	766,546	-
	107,822	47.12	Feb 11, 2025	2,630,857	2015 (PSUs) ⁽⁴⁾	11,186	-	-
	116,970	40.14	Feb 22, 2026	3,670,519	2015 (DSUs) ⁽⁵⁾	5,650	-	387,195
					2016 (RSUs) ⁽⁴⁾	15,889	1,088,881	-
					2016 (PSUs) ⁽⁴⁾	15,889	-	-
Michael Ptasznik ⁽⁶⁾	---	---	---	---	---	---	---	---
John McKenzie ⁽⁷⁾	3,253	48.22	Feb 15, 2019	75,795	2014 RSUs ⁽³⁾	1,184 (vested Dec 31, 2016)	-	101,460
	6,957	55.39	Feb 13, 2020	112,216	2015 (RSUs) ⁽⁴⁾	1,029	70,489	-
	8,671	50.15	Feb 12, 2021	185,299	2015 (PSUs) ⁽⁴⁾	1,029	-	-
	9,920	47.12	Feb 11, 2025	242,048	2016 (RSUs) ⁽⁴⁾	1,355	92,889	-
	9,987	40.14	Feb 22, 2026	313,392	2016 (PSUs) ⁽⁴⁾	1,355	-	-
					2016 (DSUs) ⁽⁷⁾	1,235	-	84,635
Jean Desgagné ⁽⁸⁾	125,945	54.10	Feb 25, 2020	2,193,962	2014 RSUs ⁽³⁾	2,797 (vested Dec 31, 2016)	-	239,559
	20,517	50.15	Feb 12, 2021	438,448	2015 (RSUs) ⁽⁴⁾	2,610	178,848	-
	25,159	47.12	Feb 11, 2025	613,880	2015 (PSUs) ⁽⁴⁾	2,610	-	-
	7,188	46.63	Aug 13, 2025	178,909	2015 (RSUs) ⁽⁴⁾	784	53,746	-
	39,308	40.14	Feb 22, 2026	1,233,485	2015 (PSUs) ⁽⁴⁾	784	-	-
					2016 (RSUs) ⁽⁴⁾	5,338	365,833	-
Eric Sinclair	15,188	40.53	Feb 16, 2018	470,676	2016 (PSUs) ⁽⁴⁾	5,338	-	-
	16,107	48.22	Feb 15, 2019	375,293	2014 RSUs ⁽³⁾	2,468 (vested Dec 31, 2016)	-	211,376
	32,759	55.39	Feb 13, 2020	528,403	2015 (RSUs) ⁽⁴⁾	2,036	139,518	-
	18,196	50.15	Feb 12, 2021	388,849	2015 (PSUs) ⁽⁴⁾	2,036	-	-
	19,624	47.12	Feb 11, 2025	478,826	2016 (RSUs) ⁽⁴⁾	2,373	162,608	-
	17,467	40.14	Feb 22, 2026	548,114	2016 (PSUs) ⁽⁴⁾	2,373	-	-
Nicholas Thadaney ⁽⁹⁾	82,759	47.68	Nov 15, 2025	1,972,975	2015 (sign on RSUs) ⁽⁹⁾	9,923	680,007	-
	38,054	40.14	Feb 22, 2026	1,194,135	2015 (DSUs) ⁽⁹⁾	4,410	-	302,217
					2016 (RSUs) ⁽⁴⁾	5,169	354,248	-
					2016 (PSUs) ⁽⁴⁾	5,169	-	-

- (1) The value of unexercised in-the-money Share Options at December 31, 2016 is the difference between the exercise price of the Share Options and the closing price of our TMX Group Shares on Toronto Stock Exchange on December 30, 2016, which was \$71.52 per TMX Group Share.
- (2) All outstanding DSU holdings for the NEOs, including STIP deferrals into DSUs, are provided in the Equity Ownership table in Section 1.7.5 on page 51. DSUs that are included in table above were granted as stand-alone awards and do not include STIP deferrals into DSUs.
- (3) The 2014 performance RSUs were paid January 13, 2017. The RSUs were valued on December 31, 2016 using the 30-day fair market value of \$68.53. TSR over the period exceeded target over the three-year period, and the maximum multiplier of 125% was applied. There are no remaining performance RSUs under this plan.
- (4) For the 2015 and 2016 annual LTIP awards, the performance RSUs were replaced with time-based RSUs (33% of LTIP awarded in RSUs) and PSUs (33% of LTIP awarded in PSUs). Time-based RSUs have no performance conditions attached, and we have made no assumptions for future dividend RSU credits. A December 31, 2016, 30-day fair market value of \$68.53 was used to calculate the estimated value. As outlined under our PSU plan, upon redemption, we adjust the number of PSUs by the performance based multiplier which can range from 0% to 200%. For PSUs, no assumptions were made for future dividend PSU credits, and no assumptions were made for the relative TSR performance based multiplier. We have assumed the minimum payout threshold and multiplier for PSUs which is 0%; however, the 2015/2016 time-based RSU value is representative of a PSU target payout.
- (5) Mr. Eccleston received a sign-on grant of performance Share Options in 2014, with an accounting value of \$1,082,353. One-third of the Share Option grant will time-vest, and two-thirds of the Share Option grant had performance-based vesting conditions attached, which have since been achieved, as described in Section 4.3(a) on page 68. Mr. Eccleston's DSU award is his 2014 pro-rated LTIP award (based on 200% of base salary for two months) which was granted in February 2015 and immediately vested.

- (6) Mr. Ptasznik resigned as CFO, effective June 10, 2016, and as at December 31, 2016, has no outstanding share or option based compensation. His 2016 LTIP award forfeited upon his termination date on July 8, 2016, as did all other RSU, PSU and unvested Share Option holdings. He had 30 days from his July 8, 2016 termination date to exercise his vested Share Options.
- (7) Mr. McKenzie was promoted and assumed the role of CFO effective July 11, 2016. His 2016 LTIP award included an annual award of \$160,000 granted in Share Options, RSUs and PSUs based on his previous position (granted in February 2016), plus an additional award of \$65,500 due to his salary/LTIP target increase for his promotion to CFO (granted in July 2016 in Deferred Share Units) and immediately vested.
- (8) Mr. Desgagné's 2013 Share Option award was granted upon hire with respect to forfeited compensation, pension and benefits from his previous employer. Mr. Desgagné received a Share Option award with a compensation value of \$500,000. The Share Option grant cliff vested on the third anniversary of the grant date.
- (9) Mr. Thadaney's 2015 Share Option, RSU and DSU grants were provided upon hire in recognition of forfeited LTIP from his previous employer and in accordance with the terms of his employment agreement. Mr. Thadaney received a performance Share Option award with a compensation value of \$600,000. One-half of the Share Option grant will time-vest, and one-half of the Share Option grant had a performance-based vesting condition attached, which has since been achieved as described in Section 4.3(c) on page 69. He also received a new hire time-based RSU award with a compensation value of \$1,650,000, of which \$1,200,000 (the granted RSUs plus applicable dividends credited over the term) vested on the first anniversary of his start date (was paid September 15, 2016 in the amount of \$1,503,373), and the remaining \$450,000 (the granted RSUs plus applicable dividends credited over the term) vests on the second anniversary of his start date. In addition, upon hire, he was awarded a \$200,000 DSU award, which is immediately vested. His new hire RSUs and DSUs were granted on date of hire, September 1, 2015, and his performance Share Options were granted on November 16, 2015.

3.2.2 Incentive Plan Awards - Value Vested or Earned During 2016

The following table sets out the financial year-end incentive plan awards for NEOs where the value has vested or was earned during 2016.

Name	Option-based-awards — value vested during the year (\$) ⁽¹⁾	Share-based-awards — value vested during the year (\$) ⁽²⁾	Non-equity incentive plan compensation — value earned during the year (\$) ⁽³⁾
Louis Eccleston	297,675	0	849,750
Michael Ptasznik ⁽⁴⁾	0	0	0
John McKenzie	0	166,960	171,650
Jean Desgagné	25,589	239,559	407,880
Eric Sinclair	0	211,376	240,000
Nicholas Thadaney	348,833	1,503,373	407,880

- (1) The value of Share Option holdings was estimated using the closing price on the vesting date or the previous trading day if the Share Options vested on a weekend.
- (2) For Messrs. McKenzie, Desgagné and Sinclair, includes the 2014 performance RSUs that vested on December 31, 2016. These were paid on January 13, 2017 using a multiplier of 125% and the December 31, 2016 30-day fair market value of \$68.53. Final payments were 84% more than the original award at grant. For Mr. McKenzie, the above also includes the compensation grant value of \$65,500 for a DSU grant made in July 2016 that was immediately vested (value of this DSU award estimated using the 30-day fair market value of \$68.53 at year end is more at \$84,635). For Mr. Thadaney, his first tranche of his new hire time-based RSUs vested on September 1, 2016 and was paid on September 15, 2016, using a 30-day fair market value of \$57.60.
- (3) Under non-equity incentive plan compensation, all figures are annual bonuses.
- (4) Mr. Ptasznik resigned effective June 10, 2016. His 2014 performance RSUs were forfeited on his termination date of July 8, 2016, and no STIP for 2016 was recommended.

3.2.3 Share Option Exercises in 2016

The following table sets out the Share Option exercises and aggregate value realized for our NEOs for 2016.

Name	Securities Acquired on Exercise (#)	Aggregate Value Realized (\$)
Eric Sinclair	4,224	112,671

3.3 Pension Plan Benefits

3.3.1 Defined Benefit Plan

Messrs. McKenzie, Sinclair and Ptasznik (former CFO) participate(d) as non-contributory members in the defined benefit component of TMX Group's registered pension plan for employees. The pension benefit under the registered pension plan will be limited to the maximum amount prescribed under the *Income Tax Act*

(Canada). TMX Group also maintains a non-contributory supplementary retirement plan for executive officers and other members of senior management. The supplementary retirement plan provides the portion of the pension benefits that exceed the maximum permitted under the defined benefits tier of the registered pension plan. Benefits are provided by the supplementary retirement plan through a Registered Compensation Agreement.

If an NEO retires on the normal retirement date, the amount of annual pension from the registered pension plan and supplementary retirement plan combined will be 2% of the average of the best three consecutive years of pensionable earnings multiplied by credited years of service, subject to a maximum annual pension of 100% of final salary. Pensionable earnings refers to base salary plus short-term incentive bonus, with the amount of bonus being capped at 50% of salary for the NEOs, commencing in 2006.

The NEOs may take early retirement on or after the first day of the month after their 55th birthday, in which case they will be entitled to receive a reduced pension. The amount of pension that is payable will be reduced by 1/4% for each month between such early retirement date and the earlier of age 60 or when age plus service equals 85. NEOs who have not retired and are over the age of 55 may retire with full pension at the earlier of age 60 or when age plus service equals 85. The pension benefit is payable for life, with 120 monthly payments guaranteed if there is no surviving spouse or 60% continuance for a surviving spouse. In addition, NEOs are guaranteed the greater of the commuted value of their accrued pension benefit and the amount equivalent to 10% of their pensionable earnings accumulated each year with interest while a member of the supplementary retirement plan.

The following table shows the annual retirement benefits payable to the NEOs upon retirement at age 65 based on the above described pension formulae (exclusive of the amounts paid under the Canada Pension Plan or the Québec Pension Plan):

Name	Number of Years Credited Service (#)	Annual Benefits Payable (\$)		Opening Present Value of Defined Benefit Obligation (\$) ⁽¹⁾	Compensatory Change (\$) ⁽²⁾	Non-Compensatory Change (\$) ⁽³⁾	Closing Present Value of Defined Benefit Obligation (\$) ⁽⁴⁾
		At Year End	At Age 65				
Michael Ptasznik	17.7	211,294	211,294	3,092,914	77,914	941,432	4,112,260
John McKenzie	16.3	124,206	280,097	1,523,201	323,494	234,623	2,081,318
Eric Sinclair	13.9	142,368	215,684	2,050,105	92,716	168,801	2,311,622

- (1) Opening Present Value of Defined Benefit Obligation is the value of the projected pension earned for service up to December 31, 2015 determined using the same actuarial methods and assumptions used to calculate the pension plan obligations at December 31, 2015, as disclosed in the notes to the 2015 financial statements.
- (2) The values shown under the column headed Compensatory Change include the value of the projected pension earned for service in the year using the same actuarial methods and assumptions used to calculate the current service cost for the 2016 pension expense disclosed in the 2016 financial statements plus the increase or decrease in the accrued obligation due to the difference between actual compensation in the year and the actuarial assumptions for the year that were assumed at the end of the prior year.
- (3) The values shown under the column headed Non-Compensatory Change include amounts attributable to interest accruing on the beginning-of-year obligation, experience gains and losses other than those associated with compensation levels and changes in actuarial assumptions.
- (4) Closing Present Value of Defined Benefit Obligation is the value of the projected pension earned for service up to December 31, 2016 determined using the same actuarial methods and assumptions used to calculate the pension plan obligations at December 31, 2016, as disclosed in the notes to the 2016 financial statements. For Mr. Ptasznik, reflects benefits earned to termination date of July 8, 2016. The final closing present value is the actuarial present value of his entitlement at his termination date rolled forward with the accounting discount rate to December 31, 2016.

3.3.2 Defined Contribution Plan

Messrs. Eccleston, Desgagné and Thadane participate in the non-contributory Defined Contribution component of the TMX Group Pension Plan. Sun Life is the record keeper for the Defined Contribution component of the TMX Group Pension Plan.

Since his hire date, TMX Group contributed 15% of Mr. Eccleston's base salary to the Defined Contribution component of the registered pension plan. Any amount in excess of the annual maximum money purchase limit is deposited to his non-registered account on an after tax basis.

For 2016, the TMX Group employer contribution for Messrs. Desgagné and Thadaney was 15% of base salary earnings. Any amount in excess of the annual maximum money purchase limit is deposited to a non-registered account on an after tax basis.

Name	Accumulated value at start of year (\$)⁽¹⁾	Compensatory (\$)⁽²⁾	Accumulated value at year end (\$)⁽³⁾
Louis Eccleston	132,172	112,500	265,138
Jean Desgagné	158,150	67,500	233,961
Nicholas Thadaney	22,980	67,500	94,156

(1) The accumulated value at the beginning of the most recently completed financial year.

(2) The value shown under the column headed Compensatory is the employer contribution to Messrs. Eccleston's, Desgagné's and Thadaney's non-contributory Defined Contribution component of the TMX Group Pension Plan.

(3) The accumulated value at the end of the most recently completed financial year is based on the value of the Defined Contribution pension plan plus non-registered savings plan on December 31, 2016.

4. LONG-TERM INCENTIVE PLANS

4.1 Details of TMX Group's Long-term Incentive Plans

Key plan details are summarized below in the table, and in each of the applicable LTIP sections.

In 2015, TMX Group approved administrative changes to our LTIP plans with respect to treatment of LTIP in cases of retirement and death. These changes apply to awards granted on or after September 18, 2015 and provide consistency of administration across our LTIP plans and also align them with market practice.

No changes have been made to the LTIP plans in 2016.

	For grants made up to and including February 2014	For grants made post February 2014
LTIP Components and Weights	Share options: 50% weight Performance RSUs: 50% weight	Share Options: 34% weight PSUs: 33% weight Time-based RSUs: 33% weight
Share Options	Vesting: Typically in thirds after years 1, 2 and 3 (pro-rated over three years) Term: Typically seven years Valuation: Compensation Value	Vesting: Typically in quarters, 25% after years 1, 2, 3 and 4 (pro-rated over four years) Term: Ten years Valuation: Accounting value
RSUs (Time vesting condition)	Not applicable	Vesting: 100%, 35 months following the award grant date Valuation: 100% of grant date share price Dividend equivalent units issued and reinvested over the vesting period

	For grants made up to and including February 2014	For grants made post February 2014																									
PSUs (Time and performance vesting conditions)	Performance period: three years Vesting: 100% on December 31 of the calendar year that is the second full calendar year after the year in which the award was granted	Performance period: three years Vesting: 100%, 35 months following the award grant date																									
	Performance measure: Absolute TMX Group three-year total shareholder return versus target	Performance measure: TMX Group three-year annualized (compound annual growth rate) total shareholder return (share price + dividends) vs. S&P/TSX Composite Index																									
	Payout range (minimum to maximum): 75% to 125% of target units	Payout range (minimum to maximum): 0% to 200% of target units																									
	<table><tr><th colspan="2">TMX Group TSR</th><th># of Units (Performance Multiplier)</th></tr><tr><td>Threshold</td><td>Less than 19.5%</td><td>75%</td></tr><tr><td>Target</td><td>26%</td><td>100%</td></tr><tr><td>Maximum</td><td>32.5% or more</td><td>125%</td></tr></table>	TMX Group TSR		# of Units (Performance Multiplier)	Threshold	Less than 19.5%	75%	Target	26%	100%	Maximum	32.5% or more	125%	<table><tr><th colspan="2">TMX Group Relative TSR Performance</th><th># of Units (% of Target)</th></tr><tr><td>Threshold</td><td>15 points <u>below</u> TSR of the S&P/TSX Composite Index</td><td>0%</td></tr><tr><td>Target</td><td>Equal to TSR of the S&P/TSX Composite Index</td><td>100%</td></tr><tr><td>Maximum</td><td>15 points <u>above</u> TSR of the S&P/TSX Composite Index</td><td>200%</td></tr></table>		TMX Group Relative TSR Performance		# of Units (% of Target)	Threshold	15 points <u>below</u> TSR of the S&P/TSX Composite Index	0%	Target	Equal to TSR of the S&P/TSX Composite Index	100%	Maximum	15 points <u>above</u> TSR of the S&P/TSX Composite Index	200%
	TMX Group TSR		# of Units (Performance Multiplier)																								
Threshold	Less than 19.5%	75%																									
Target	26%	100%																									
Maximum	32.5% or more	125%																									
TMX Group Relative TSR Performance		# of Units (% of Target)																									
Threshold	15 points <u>below</u> TSR of the S&P/TSX Composite Index	0%																									
Target	Equal to TSR of the S&P/TSX Composite Index	100%																									
Maximum	15 points <u>above</u> TSR of the S&P/TSX Composite Index	200%																									
Dividend equivalent units issued and reinvested over the vesting period	Dividend equivalent units issued and reinvested over the vesting period Peer Group for calculating Relative Performance: The gross total return of the S&P/TSX Composite Index was selected as a reasonable benchmark comparator for TMX Group’s annualized TSR performance as it reflects the broad Canadian equities market. TMX Group is one of the constituents included in the S&P/TSX Composite Index. If TMX Group TSR is negative, performance multiplier is capped at target																										

4.2 TMX Group Share Option Plan

Our Share Option Plan is designed to motivate participants to focus on creating shareholder value. Employees or officers (and those of our designated subsidiaries) at or above the director-level, and certain employees below the director-level designated by the CEO, are eligible to be granted Share Options under the Share Option Plan.

Shareholders approved an increase to the number of common shares reserved for issuance under the Share Option Plan in 2014, increasing it to 4,329,282 TMX Group Shares reserved for issuance.

As at March 13, 2017, we have 3,233,340 TMX Group Shares remaining for issuance upon exercise of options granted under the Share Option Plan and for issuance pursuant to future awards, representing approximately 5.9% of our outstanding TMX Group Shares.

(a) **Key Terms**

- The exercise price of a Share Option will not be less than the fair market value of TMX Group Shares, being the weighted-average trading price of TMX Group Shares on Toronto Stock Exchange, for the five trading days immediately preceding the effective date of the grant (the grant fair market value).
- The Human Resources Committee will determine the vesting schedule and term of Share Options provided that all options will become exercisable no later than the fourth anniversary of the applicable date of grant. The Share Options will have a maximum ten-year term.
- The aggregate number of TMX Group Shares issuable to insiders at any time under the Share Option Plan and all other share compensation arrangements, and issued to insiders within any one-year period, is limited. Such number of TMX Group Shares cannot exceed 10% of TMX Group's issued and outstanding TMX Group Shares. Under no circumstances may any one person's Share Options and all other share compensation arrangements exceed 5% of the outstanding TMX Group Shares.
- The Share Option Plan does not provide for automatic accelerated vesting of Share Options in cases where employment is terminated, upon retirement or if there is a change of control of TMX Group. Effective for grants made on or after September 18, 2015, the Share Option Plan does provide for automatic accelerated vesting of options in cases of death.
- The table below summarizes the treatment of Share Options in the event of the resignation, termination, retirement and death of a holder of unexercised Share Options, which in some cases, are subject to earlier expiry than the stated expiration date.

Date	Resignation	Without Just Cause	For Just Cause	Retirement	Death
For Share Options granted prior to September 18, 2015	Unvested Share Options are forfeited on termination date; 30 days to exercise Share Options that were vested as at the date of termination	Unvested Share Options are forfeited on termination date (does not include any notice period or severance); 90 days to exercise Share Options that were vested as at the date of termination	All unvested and vested Share Options are forfeited on termination date	Unvested Share Options are forfeited on retirement date (does not include any notice period or severance); 36 months to exercise Share Options that were vested as at the date of retirement	Unvested Share Options are forfeited on date of death; legal representative(s) has 12 months to exercise Share Options that were vested as at the date of death
For Options granted on, or after, September 18, 2015	Same as above	Same as above	Same as above	Unvested Share Options will become exercisable in accordance with the vesting schedule as applicable, and then may be exercised during the period ending on the later of (a) 36 months after the termination date, and (b) 90 days after the last Share Option becomes exercisable, after which all unexercised Share Options will expire (1)	Unvested Share Options become immediately exercisable as at the participant's date of death and may be exercised by legal representatives during the period ending 12 months after the month that is coincident with the participant's date of death, after which all unexercised Share Options will expire

- (1) If the retiree who was permitted to retain the Share Options becomes employed again, the retiree must obtain approval from the organization (as defined by the TMX Group Plan) to retain continued rights to the unvested Share Options. If approval is not provided, all rights to the unvested Share Options will then be forfeited.

The Share Option Plan provides that no Share Option may be exercised after the expiry date, except where an option expires during a Blackout Period (as defined in the Timely Disclosure Policy). If an option expires outside of a Trading Window (as defined in the Timely Disclosure Policy) or during a Blackout Period, the expiry date for the Share Option will be extended as follows:

- if the expiry date is within a Trading Window and there are at least ten consecutive business days remaining in the current Trading Window after the end of the Blackout Period, the expiry date will be extended to the end of the first consecutive ten business days following the Blackout Period in the current Trading Window;

- if the expiry date is within a Trading Window and there are fewer than ten consecutive business days remaining in the current Trading Window after the end of the Blackout Period, the expiry date will be extended to the end of the first consecutive ten business days during which there is no Blackout Period in the next Trading Window; and
- if the expiry date is outside a Trading Window, the expiry date will be extended to the end of the first consecutive ten business days during which there is no Blackout Period in the next Trading Window.

If a Share Option expires within the first ten business days into a Trading Window or after a Blackout Period, the expiry date will be extended to allow for a total of ten business days after the start of the Trading Window or Blackout Period, as applicable. For example, if the Share Option expires four business days after the Blackout Period, the Share Option's expiry date will be extended an additional six business days.

Share Options granted to a participant in accordance with the Share Option Plan are exercisable only by the participant during the participant's lifetime, and the participant's rights under Share Options granted in accordance with the Share Option Plan are not transferable or assignable by the participant other than by will or the laws of descent and distribution, or subject to any other transfer, sale, pledge or encumbrance by such participant during the participant's lifetime.

We do not currently provide financial assistance to facilitate the purchase of TMX Group Shares under the Share Option Plan.

As at March 13, 2017, the total number of (a) TMX Group Shares issued on the exercise of Share Options granted under the Share Option Plan and (b) TMX Group Shares issuable on the exercise of outstanding Share Options granted under the Share Option Plan, and the respective percentages of our issued and outstanding TMX Group Shares represented by those shares, were as follows:

Program	TMX Group Shares Issued	TMX Group Shares Issuable Under Outstanding Options
Share Option Plan	1,542,171 (2.8%)	2,050,089 (3.7%)

The table below summarizes our overhang, dilution and burn rates:

	2016 ⁽¹⁾	2015 ⁽¹⁾	2014 ⁽¹⁾
Overhang – Outstanding Share Options plus the Share Options available to grant, divided by the total TMX Group Shares outstanding	6.3%	7.6%	7.7%
Dilution – Outstanding Share Options, divided by the total TMX Group Shares outstanding	3.2%	3.6%	3.0%
Burn Rate – Total Share Options issued during the applicable year, divided by the total TMX Group Shares outstanding	1.2%	1.4%	1.4%

(1) Overhang, dilution and burn rates are calculated as at December 31 of the applicable year.

4.2.2 Amendment Provisions for Share Options

The Human Resources Committee administers the Share Option Plan in compliance with applicable laws and the requirements of Toronto Stock Exchange on which TMX Group Shares are listed. Certain types of amendments cannot be made by the TMX Group Board or the Human Resources Committee without shareholder approval, while other types of amendments can be made by the TMX Group Board or the Human Resources Committee. Shareholder approval will be required, in each instance, for the following amendments to the Share Option Plan:

- (a) to increase the number of TMX Group Shares reserved for issuance under the Share Option Plan or to remove or exceed any insider participation limit under the Share Option Plan;
- (b) to reduce the exercise price of an option (including cancelling and then reissuing an option at a reduced exercise price to the same participant);
- (c) to expand the category of eligible persons that can participate in the Share Option Plan;
- (d) except as contemplated by the Share Option Plan, to extend the term of an option granted beyond the original expiry date;
- (e) to allow for the issuance of deferred or restricted share units or any other provision which results in participants receiving TMX Group Shares where no cash consideration is received by TMX Group; and
- (f) except as contemplated by the Share Option Plan in the instance of participant death, to permit options granted under the Share Option Plan to be transferable or assignable.

Notwithstanding the above, shareholder approval will not be required for any adjustments that may be made to the issuable shares or the exercise of outstanding options pursuant to the section of the Share Option Plan that provides for appropriate adjustments under certain events. Such events include share splits, share dividends, combinations or exchanges of shares, mergers, consolidations, spin-offs or other distributions (other than normal cash dividends) of TMX Group assets to shareholders, or any other alteration of the share capital affecting TMX Group Shares.

The TMX Group Board or the Human Resources Committee may make all other amendments to the Share Option Plan without shareholder approval, subject to any required regulatory review or approval on matters including the vesting provisions applicable to any outstanding grant of options; the termination of the Share Option Plan; adding or amending any form of financial assistance provisions to the Share Option Plan; amendments designed to comply with applicable laws or regulatory requirements; and other administrative changes.

4.3 Performance Share Options

(a) *Provisions of the CEO sign-on Share Option Grant*

Mr. Ecclestone received a sign-on grant of 135,000 Share Options (granted November 17, 2014), with an accounting value of \$1,082,353, with vesting provisions specific to this grant. One-third of these Share Options will time-vest and two-thirds of these Share Options had performance-based vesting conditions as described below.

- (i) *Vesting Schedule: The Share Options will vest and become exercisable, subject to the applicable performance-based vesting conditions attached to the Share Option set out in the performance condition section below, as follows:*
 - as to 25%, at any time during the term of such Share Option from and after the first anniversary of Mr. Ecclestone's start date (which was November 3, 2014); 25% from and after the second anniversary; 25% from and after on the third anniversary; and 25% from and after the fourth anniversary.
- (ii) *Performance Conditions: The vesting schedule set out above is subject to the following performance conditions:*
 - One-third of the Share Option will have a performance-based vesting condition attached to it such that one-third of each 25% tranche of the Share Option will vest on the later of the applicable anniversary vesting date and the date on which the daily volume weighted average trading price per

TMX Group Share has increased by at least 15% above the exercise price, and such increase has been sustained for at least 30 consecutive trading days.

- One-third of the Share Option will have a performance-based vesting condition attached to it such that one-third of each 25% tranche of the Share Option will vest on the later of the applicable anniversary vesting date and the date on which the daily volume weighted average trading price per TMX Group Share has increased by at least 25% above the exercise price, and such increase has been sustained for at least 30 consecutive trading days.

The performance-based vesting condition could be achieved at any time during the ten year term of the Share Option, and once achieved, the applicable part of all remaining tranches will vest in accordance with the time vesting schedule, whether or not such increase is sustained beyond the 30 consecutive trading days.

The first performance-based vesting condition was achieved November 14, 2016, and the second performance-based vesting condition was achieved January 13, 2017. Share Options that were initially subject to the performance-based vesting conditions will now vest in accordance with time-vesting schedule outlined above.

(b) ***Provisions of the CEO 2016 Performance Share Option Grant (granted in February 2017)***

Mr. Eccleston received a one-time grant of Share Options with a grant value of \$1,000,000 (108,814 Share Options granted February 23, 2017) as described in Section 2.1 on page 54, with a performance vesting condition attached to each Share Option as follows:

(i) *All (100%) Share Options will vest on the later of:*

- (1) Three years following the date of grant (February 23, 2020); and
- (2) The date on which the daily volume weighted average trading price per TMX Group Share has increased by at least 15% above the exercise price, and such increase has been sustained for at least 30 consecutive trading days.

The performance-based vesting condition (outlined in (2) above) could be achieved at any time during the ten-year term of the Share Option, and once achieved, the Share Options will vest in accordance with the time vesting schedule (outlined in (1) above), whether or not such increase is sustained beyond the 30 consecutive trading days.

Unique to this grant of performance Share Options, in the event of retirement or termination, all unvested performance Share Options under this grant would be forfeited.

(c) ***Provisions of Mr. Thadaney's sign-on Share Option Grant***

Mr. Thadaney received a sign-on grant of Share Options with a grant value of \$600,000 (82,759 Share Options granted November 16, 2015), with vesting provisions specific to this grant. One-half of these Share Options will time-vest and one-half of these Share Options have performance-based vesting conditions as described below.

(i) *Vesting Schedule: The Share Options will vest and become exercisable, subject to the applicable performance-based vesting conditions attached to the Share Option set out in the performance condition section below, as follows:*

- as to 25%, at any time during the term of such Share Option from and after the first anniversary of the grant date (which was November 16, 2015); 25% from and after the second anniversary; 25% from and after on the third anniversary; and 25% from and after the fourth anniversary.

(ii) *Performance Conditions: The vesting schedule set out above is subject to the following performance conditions:*

- One-half of the Share Option will have a performance-based vesting condition attached to it such that one-half of each 25% tranche of the Option will vest on the later of the applicable anniversary vesting date and the date on which the daily volume weighted average trading price per TMX Group Share has increased by at least 20% above the exercise price, and such increase has been sustained for at least 30 consecutive trading days.

The performance-based vesting condition could be achieved at any time during the ten-year term of the Share Option, and once achieved, the applicable part of all remaining tranches will vest in accordance with the time vesting schedule, whether or not such increase is sustained beyond the 30 consecutive trading days.

The performance-based vesting condition was achieved November 2, 2016. Share Options that were initially subject to the performance-based vesting condition will now vest in accordance with the time-vesting schedule outlined above.

Please also refer to Section 5.2 on page 80 for treatment of the sign-on Share Option grant under select termination scenarios, in accordance with Mr. Thadaney's employment agreement.

4.3.2 Securities Authorized for Issuance under Equity Compensation Plans

The following table shows, as of December 31, 2016, compensation plans under which TMX Group Shares are authorized to be issued from treasury for plans approved by shareholders.

The numbers shown under "Equity compensation plans approved by security holders" relate to our Share Option Plan.

Plan category	Number of securities to be issued upon exercise of outstanding Options (a)	Weighted average exercise price of outstanding Options (b)	Remaining Contractual Life	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	1,736,122	\$46.81	6.78	1,743,790
Equity compensation plans not approved by security holders	-	-	-	-
Total	1,736,122	\$46.81	6.78	1,743,790

4.4 TMX Group Time-based RSU Plan (for grants after February 2014)

The RSU plan was designed to align management's interests with those of our shareholders. TMX Group employees (or those of our designated subsidiaries) at or above the director-level, and certain employees below the director-level designated by the CEO, are eligible to be granted restricted share units under the restricted share unit plan.

The grant price of a time-based RSU is the fair market value per TMX Group Share determined as at the date of grant, being the weighted average trading price of our TMX Group Shares on Toronto Stock Exchange for the five trading days immediately preceding the grant date.

A time-based RSU is a bookkeeping entry that is credited to an account maintained by TMX Group for the individual entitled to the RSU. We credit additional RSUs, or fractional RSUs, to an individual's account to reflect notional equivalents of dividends paid on our TMX Group Shares.

Time-based RSUs vest 35 months after the date of grant. Upon vesting, time-based RSUs are redeemed as described below, and a lump sum cash payment is made to the participant (net of any applicable withholdings).

Time-based RSUs are valued using the fair market value per TMX Group Share determined as at the date of redemption. The number of RSUs to be redeemed is multiplied by the fair market value. The fair market value per TMX Group Share at redemption is the weighted average trading price of our TMX Group Shares on Toronto Stock Exchange for the 30 trading days immediately preceding the redemption date.

Time-based RSUs are not transferable or assignable other than by will or the laws of descent and distribution. If the employee has resigned or employment is terminated for cause prior to the vesting date of the RSUs, the employee forfeits all right, title and interest with respect to the RSUs. If employment has ceased prior to the vesting date for any reason other than retirement, resignation or termination for cause, the number of RSUs is pro-rated for time elapsed from grant date to termination date. If employment has ceased prior to the vesting date for reason of retirement, the retiree shall retain all rights to unvested RSUs. The unvested RSUs held by the retiree will be redeemed in the same manner as RSUs held by active employees. If the retiree who was permitted to retain the unvested RSUs becomes employed again, the retiree must obtain approval from the organization (as defined by the RSU Plan) in order to retain continued rights to the unvested RSUs. If approval is not provided, all rights to the unvested RSUs will then be forfeited.

The time-based RSU plan does not provide for automatic accelerated vesting of RSUs in cases where employment is terminated, upon retirement, or if there is a change of control of TMX Group. Effective for grants made on, or after, September 18, 2015, the RSU Plan does provide for automatic accelerated vesting and payment of RSUs in cases of death, with no pro-ration of units.

Under the time-based RSU plan, the Human Resources Committee may, at any time, subject to any required regulatory approval or shareholder approval, amend, suspend or terminate the time-based RSU Plan in whole or in part.

(a) ***Provisions of Mr. Thadaney's Sign-on Time-based RSU Grant***

Mr. Thadaney received a sign-on grant of time-based RSUs with a grant value of \$1,650,000 time-based RSUs, with vesting provisions specific to this grant. The grant was effective September 1, 2015, with a grant price of \$47.15.

- \$1,200,000 (25,451 RSUs at time of grant, plus any applicable dividends credited over the term) vested on September 1, 2016 (a final total of 26,100 RSUs). The RSUs and dividend RSUs associated with this grant were redeemed using a 30-day fair market value of \$57.60 and were paid on September 15, 2016. The total redemption value was \$1,503,373.
- \$450,000 (9,544 RSUs at time of grant, plus any applicable dividends credited over the term) will vest on September 1, 2017.

Please also refer to Section 5.2 on page 80 for treatment of the sign-on time-based RSU award under select termination scenarios, in accordance with Mr. Thadaney's employment agreement.

4.5 TMX Group Performance Share Unit (PSU) Plan (for grants after February 2014)

Similar to the RSU plan, the PSU plan was designed to align management's interests with those of our shareholders. TMX Group employees (or those of our designated subsidiaries) at or above the director-level,

and certain employees below the director-level designated by the CEO, are eligible to be granted performance share units under the performance share unit plan.

The grant price of a PSU is the fair market value per TMX Group Share determined as at the date of grant, being the weighted average trading price of our TMX Group Shares on Toronto Stock Exchange for the five trading days immediately preceding the grant date.

A PSU is a bookkeeping entry that is credited to an account maintained by TMX Group for the individual entitled to the PSU. We credit additional PSUs, or fractional PSUs, to an individual's account to reflect notional equivalents of dividends paid on our TMX Group Shares.

PSUs vest 35 months after the date of grant. Upon vesting, PSUs are redeemed as described below, and a lump sum cash payment is made to the participant (net of any applicable withholdings).

The number of PSUs to be redeemed is based on performance and subject to a TSR performance factor being the TMX Group three year annualized (compound annual growth rate) total shareholder return (share price and dividends) versus the total gross return of the S&P/TSX Composite Index (Index). The gross total return of the S&P/TSX Composite Index (Index TSR) was selected as a reasonable benchmark comparator for TMX Group's annualized TSR performance as it reflects the broad Canadian equities market. TMX Group is one of the constituents included in the Index.

The performance measurement period for determining the multiplier, is the period starting on January 1 immediately preceding the PSU grant date and ending on December 31 immediately preceding the redemption date. The performance starting and ending prices for the performance period are determined in accordance with our PSU plan document for both TMX Group and the Index.

Upon redemption, the relative TSR is calculated to determine the corresponding performance multiplier. The performance multiplier is used to determine the final number of PSUs to be redeemed.

- If the TMX Group TSR performance is 15 percentage points or more below the Index TSR, then a performance multiplier of 0% will apply;
- If the TMX Group TSR is between (1) Threshold and Target, or (2) between Target and Maximum, then the performance multiplier will correspond to a performance multiplier at the same percentage distance between the two corresponding points on the performance multiplier scale;
- If the TMX Group TSR is 15 percentage points or more above the Index TSR, then the performance multiplier of 200% will apply;
- Notwithstanding the above, if the TMX Group TSR is negative over the performance period, the performance multiplier will be capped at 100%.

The number of PSUs to be redeemed is the number of PSUs accumulated to the redemption date multiplied by the performance multiplier, multiplied by the fair market value on the date of redemption. The fair market value per TMX Group Share at redemption is the weighted average trading price of our TMX Group Shares on Toronto Stock Exchange for the 30 trading days immediately preceding the redemption date.

PSUs are not transferable or assignable other than by will or the laws of descent and distribution. If the employee has resigned or employment is terminated for cause prior to the vesting date of the PSUs, the employee forfeits all right, title and interest with respect to the PSUs. If employment has ceased prior to the vesting date for any reason other than retirement, resignation or termination for cause, the number of PSUs is pro-rated for time elapsed from grant date to termination date and the performance multiplier is fixed at 100%. If employment has ceased prior to the vesting date for reason of retirement, the retiree shall retain all rights to unvested PSUs. The unvested PSUs held by the retiree will be redeemed in the same manner as PSUs held by active employees. If the retiree who was permitted to retain the unvested PSUs becomes employed again, the

retiree must obtain approval from the organization (as defined by the PSU plan) in order to retain continued rights to the unvested PSUs. If approval is not provided, all rights to the unvested PSUs will then be forfeited.

The PSU plan does not provide for automatic accelerated vesting of PSUs in cases where employment is terminated, upon retirement, or if there is a change of control of TMX Group. Effective for grants made on or after September 18, 2015, the PSU plan does provide for automatic accelerated vesting and payment of PSUs in cases of death, with no pro-ration of units and the performance multiplier fixed at 100%.

Under the PSU plan, the Human Resources Committee may, at any time, subject to any required regulatory approval or shareholder approval, amend, suspend or terminate the PSU plan in whole or in part.

4.6 Historical TMX Group RSU Plan (for awards granted on or before February 2014)

Similar to the current time-based RSUs, the historical RSU plan was designed to align management's interests with those of our shareholders. TMX Group employees (or those of our designated subsidiaries) at or above the director-level, and certain employees below the director-level designated by the CEO, were eligible to be granted restricted share units under the restricted share unit plan.

An RSU is a bookkeeping entry that is credited to an account maintained by TMX Group for the individual entitled to the RSU. The grant price of an RSU is the closing price of one of our TMX Group Shares on Toronto Stock Exchange as of the close of business on December 31 or the last trading day of the year if December 31 is not a trading day.

We credit additional RSUs, or fractional RSUs, to an individual's account to reflect notional equivalents of dividends paid on our TMX Group Shares.

RSUs vest on December 31 of the second calendar year following the year in which the RSUs were granted. Upon vesting, RSUs are redeemed as described below, and a lump sum cash payment is made to the participant (net of any applicable withholdings).

The number of RSUs to be redeemed is subject to a TSR performance factor. TSR represents the share price appreciation on our TMX Group Shares plus the value of the dividends paid over the term of the RSUs. Upon redemption, the TSR is calculated along with a corresponding performance multiplier. The performance multiplier is used to determine the final number of RSUs to be redeemed. The target TSR is 26%. If target TSR is achieved, the accumulated RSUs are redeemed using a multiplier of 100%, which is our target multiplier. If target TSR is exceeded, the number of RSUs will be adjusted upwards. The maximum multiplier is 125% for a TSR of 32.5% or greater. If target TSR is not achieved, the number of RSUs will be adjusted downward. In any event, 75% of the number of accumulated RSUs will be redeemed.

RSUs are valued using the fair market value per TMX Group Share determined as at the date of redemption. The number of RSUs to be redeemed is multiplied by the fair market value. The fair market value per TMX Group Share calculation upon redemption is the weighted average trading price of our TMX Group Shares on Toronto Stock Exchange for the 30 trading days immediately preceding the redemption date.

RSUs are not transferable or assignable other than by will or the laws of descent and distribution. If the employee has resigned or employment is terminated for cause prior to the vesting date of the RSUs, the employee forfeits all right, title and interest with respect to the RSUs. If employment has ceased prior to the vesting date for any reason other than retirement, resignation or termination for cause, the number of RSUs is pro-rated for time elapsed from grant date to termination date and the TSR is calculated as at the termination date. If an employee ceases to be actively employed prior to the award maturity date by reason of retirement, the retiree shall retain all rights to those unvested RSUs. The unvested RSUs held by the retiree will be redeemed in the same manner as RSUs held by active employees. If the retiree who was permitted to retain the unvested RSUs becomes employed again, the retiree must obtain approval from the organization (as defined by the RSU

Plan) in order to retain continued rights to the unvested RSUs. If approval is not provided, all rights to the unvested RSUs will then be forfeited.

The lump sum cash payment is equal to the performance-adjusted number of RSUs multiplied by the fair market value per TMX Group Share determined as at the date of such termination (net of any applicable withholdings). The fair market value per TMX Group Share calculation upon redemption will be the weighted average trading price of our TMX Group Shares on Toronto Stock Exchange for the 30 trading days immediately preceding the redemption date.

The RSU plan does not provide for automatic accelerated vesting of RSUs in cases where employment is terminated, upon retirement, death, or if there is a change of control of TMX Group.

Under the RSU plan, the Human Resources Committee may, at any time, subject to any required regulatory approval or shareholder approval, amend, suspend or terminate the RSU plan in whole or in part.

(a) ***Final Payment under Historical RSU Plan***

For the 2014 RSUs, the award maturity and redemption date was December 31, 2016, and these were paid January 13, 2017. The RSUs were valued on December 31 using the 30-day fair market value of \$68.53. Total shareholder return over the period exceeded target over the three-year period and the maximum multiplier of 125% was applied. Final payments were 84% higher than the original awards at grant.

There are no more active awards under this historical plan.

4.7 TMX Group Executive DSU Plan

To assist our officers to meet their equity ownership requirements, we give our officers the opportunity to convert all or part of their STIP award into DSUs. See equity ownership requirements in Section 1.7.5 on page 51 for a description of our executives' requirements. The fair market value of a DSU is the weighted average trading price of our TMX Group Shares on Toronto Stock Exchange for the five trading days before the applicable conversion date. We credit additional deferred share units or fractional deferred share units to an individual's account to reflect notional equivalents of dividends paid on our TMX Group Shares. The term "DSU" will refer to the aggregate of deferred share units and additional deferred share units, or fractional deferred share units, credited to reflect notional equivalents of dividends paid on our TMX Group Shares.

A DSU is a bookkeeping entry that is credited to an account maintained for the individual entitled to the deferred share unit.

In 2014, the Human Resources Committee and the TMX Group Board approved amendments to the executives' DSU Plan. These modifications included extending the eligibility for the program to all employees at the level of Vice President and above, increasing the amount of STIP that executives can elect to defer into DSUs and allowing the CEO with Human Resources Committee approval to recommend DSU grants in special circumstances.

ExCo members can defer STIP into DSUs up to the amount necessary to satisfy their equity ownership requirement plus an amount equal to two times base salary. Other eligible employees without equity ownership requirements can now defer STIP into DSUs up to two times base salary.

DSUs are not transferable or assignable other than by will or the laws of descent and distribution. If a Canadian employee retires or otherwise ceases to be an employee (other than for reason of death), the employee must file a notice of redemption on or before December 15 of the first calendar year which commences after the date of retirement or termination. If a U.S. employee retires or otherwise ceases to be an employee (other than for reason of death), the employee's DSUs will be redeemed on the date the employee ceases to be an employee (Redemption Date). We will then pay the employee a lump sum cash payment (net of any applicable

withholdings) equal to the number of DSUs as of the filing date (for Canadian employees) or the Redemption Date (for U.S. employees) multiplied by the fair market value per TMX Group Share determined as at the date of filing the notice of redemption or the Redemption Date, as applicable. If an employee dies while employed (or after ceasing to hold all positions but before filing a notice of redemption), then within 90 days (in the case of a Canadian employee) or 30 days (in the case of a U.S. employee) of the employee's death, we must redeem all of the employee's DSUs and make a lump sum cash payment to or for the benefit of the legal representative of the employee. The lump sum payment will be equal to the number of DSUs as of the date of the employee's death multiplied by the fair market value per TMX Group Share determined as of the date of the employee's death.

The fair market value of a DSU upon redemption is the weighted average trading price of our TMX Group Shares on Toronto Stock Exchange for the 30 trading days immediately preceding such date. For DSUs granted prior to 2010, the fair market value upon redemption is the weighted average trading price of our TMX Group Shares on Toronto Stock Exchange for the five trading days immediately preceding the date of retirement, termination or death.

Under the executive DSU plan, the Human Resources Committee may, at any time, subject to any required regulatory approval or shareholder approval, amend, suspend or terminate the executive's DSU plan in whole or in part.

5. TERMINATION AND CHANGE OF CONTROL BENEFITS

As at December 31, 2016, Mr. McKenzie, Mr. Sinclair and Mr. Desgagné did not have any employment agreement that provided for termination or change of control benefits that would be in excess of standard treatment under the law or under TMX Group internal plan or policy documents.

Both Mr. Eccleston and Mr. Thadaney have employment agreements with TMX Group.

Unless otherwise set out in an employment agreement, the table below summarizes the treatment of the various executive compensation elements and programs for the year ended 2016.

Plan	Resignation	Without Just Cause	For Just Cause	Retirement	Death
Salary	Ceases on termination date	Treatment of salary is subject to applicable severance provisions	Ceases on termination date	Ceases on retirement date	Ceases on the date of death
STIP	Must be an employee on date of payment otherwise payment is forfeited	Treatment of STIP is subject to applicable severance provisions	Must be an employee on date of payment otherwise payment is forfeited	Pro-rated payment based on time worked during applicable year	Pro-rated payment based on time worked during applicable year
RSUs (performance based RSUs with no RSUs outstanding)	All RSUs are forfeited	Pro-rated payment based on time and performance vesting	All RSUs are forfeited	RSUs that have not reached maturity before the retirement date will be redeemed in the same manner as units held by active employees(1)	Pro-rated payment based on time and performance vesting
Time-based RSUs (2015 +)	All RSUs are forfeited	Pro-rated payment based on time vesting	All RSUs are forfeited	RSUs that have not reached maturity before the retirement date will be redeemed in the same manner as units held by active employees(1)	For RSUs awarded prior to September 18, 2015, pro-rated payment based on time vesting; for RSUs awarded on or after September 18, 2015, RSUs are immediately vested and redeemed at the termination date, with no pro-ration of units

Plan	Resignation	Without Just Cause	For Just Cause	Retirement	Death
Performance Share Units (2015 +)	All PSUs are forfeited	Pro-rated payment based on time vesting (performance multiplier is fixed at 100% in this case)	All PSUs are forfeited	PSUs that have not reached maturity before the retirement date will be redeemed in the same manner as units held by active employees ⁽¹⁾	For PSUs awarded prior to September 18, 2015, pro-rated payment based on time vesting (performance multiplier is fixed at 100%); for PSUs awarded on or after September 18, 2015, PSUs are immediately vested and redeemed at the termination date, with no pro-ration of units (multiplier fixed at 100%)
Share Options granted before September 18, 2015 (No Share Option may be exercised after the expiration date, as determined in accordance with the approved plan)	Unvested Share Options are forfeited on termination date; 30 days to exercise Share Options that were vested as at the date of termination	Unvested Share Options are forfeited on termination date (does not include any notice period or severance); 90 days to exercise Share Options that were vested as at the date of termination	All unvested and vested Share Options are forfeited on termination date	For Share Options granted before September 18, 2015, unvested Share Options are forfeited on retirement date (does not include any notice period or severance); 36 months to exercise Share Options that were vested as at the date of retirement	For Share Options granted before September 18, 2015, unvested Share Options are forfeited on date of death; legal representative(s) has 12 months to exercise Share Options that were vested as at the date of death
Share Options granted on, or after, September 18, 2015 (No Share Option may be exercised after the expiration date, as determined in accordance with the approved plan)	Same as above	Same as above	Same as above	Unvested Share Options will become exercisable in accordance with the vesting schedule as applicable, and then may be exercised during the period ending on the later of (a) 36 months after the termination date, and (b) 90 days after the last Share Option becomes exercisable, after which all unexercised Share Options will expire ⁽¹⁾	Unvested Share Options become immediately exercisable as at the participant's date of death and may be exercised by legal representatives during the period ending 12 months after the month that is coincident with the participant's date of death, after which all unexercised Share Options will expire
DSUs	If a Canadian employee retires or otherwise ceases to be an employee (other than for reason of death), the employee must file a notice of redemption on or before December 15 of the first calendar year which commences after the date of retirement or termination. If a U.S. employee retires or otherwise ceases to be an employee (other than for reason of death), the employee's DSUs will be redeemed on the date the employee ceases to be an employee.				Within 90 days (in the case of a Canadian employee) or 30 days (in the case of a U.S. employee) of the employee's death, we must redeem all of the employee's DSUs and make a lump sum cash payment to or for the benefit of the legal representative of the employee
Benefits	Cease on termination date	Continue through severance period	Cease on termination date	Eligible for retiree benefits	Cease on date of death (if applicable, dependent survivor will maintain applicable coverage)
Perquisites	Cease on termination date	Continue through severance period	Cease on termination date	Cease on retirement	Cease on date of death

- (1) If the retiree who was permitted to retain the unvested RSUs/PSUs/Share Options becomes employed again, the retiree must obtain approval from the organization (as defined by the TMX Group Plan) in order to retain continued rights to the unvested units and/or Share Options. If approval is not provided, all rights to the unvested RSUs/PSUs/Share Options will then be forfeited.

5.1 Employment Agreement with Mr. Eccleston

We have an employment agreement with Mr. Eccleston. The table below summarizes the key terms.

Element	Details
Effective Date	November 3, 2014
Sign-On Compensation	- Received a sign-on grant of 135,000 Share Options with an accounting value of \$1,082,353. - One-third of the options are time-vested and two-thirds of the options had performance-based vesting conditions attached that have since been achieved, as described in Section 4.3(a) on page 68.
Base Salary	- Originally \$750,000 (reviewed on an annual basis by the TMX Group Board and may be increased, but not decreased without sufficient notice, at the discretion of the TMX Group Board). - For 2017, the TMX Group Board approved a salary increase from \$750,000 to \$825,000.
Variable Compensation (STIP and LTIP)	- Performance will be assessed against achievement of annual financial and non-financial goals, using performance measures upon which the incumbent and the TMX Group Board have agreed. - For 2016, Mr. Eccleston's STIP target was originally 100% of base salary, with a maximum of 200% of base salary. For 2017, Mr. Eccleston's STIP target was increased to 150%, with a maximum of 300% of base salary. - For 2016, Mr. Eccleston's LTIP target had been increased from the original 200% to 250% and for 2017, increased to 275%. LTIP awards are granted at the sole discretion of the TMX Group Board, typically at the beginning of the calendar year.
Pension	Member of the Executive Defined Contribution Pension Plan, with a benefit that is equivalent to a minimum of 15% of base salary and is paid by TMX Group.
Relocation	Eligible for relocation assistance related to temporary accommodation, round trip visits and other move related coordination and costs. In the event TMX Group terminates employment without cause, TMX Group will assist in the move back to a maximum of \$35,000 (as Mr. Eccleston has maintained his residence in the U.S, this \$35,000 assistance is no longer applicable).
Tax Advice and Assistance	- To assist with transition to Canada, TMX Group arranged for Canadian tax and accounting advice. - TMX Group to reimburse the cost of obtaining annual assistance in the preparation of Canadian and U.S. tax returns, to a maximum of C\$20,000 per year. - In the event that Mr. Eccleston or his spouse incur additional personal income tax liability associated with his equity distribution from his former employer in 2015 and 2016 as a result of being a resident of Ontario (compared to the comparable personal income tax liability in New Jersey), TMX Group agrees to pay an amount equal to such additional personal income tax liability, grossed-up to account for the income tax payable by him as a resident of Ontario (compared with New Jersey) on such payment, subject to a maximum payment of C\$500,000 (including gross-up). - In recognition of the additional personal income tax Mr. Eccleston may realize as a result of ongoing status as a resident of New Jersey, for the 2015, 2016 and 2017 tax years only, TMX Group agrees to pay an amount in respect of tax equalization to Mr. Eccleston. Such tax equalization payments (including gross-up) not to exceed C\$300,000 in the aggregate.
Termination without Cause	- In the event of termination without cause, entitled to: - A lump sum payment equal to two times total cash remuneration (then current base salary and STIP at target) - Continuation of coverage and payment of such part of healthcare, dental, vision care and emergency travel accident insurance benefits, for twenty-four months after last day of active employment, and - Continued vesting of any outstanding unvested LTIP awards for 12 months after last day of active employment.
Resignation	Has the option to terminate employment by providing 90 days' prior written notice. No special termination payment under this scenario other than earned base salary, accrued vacation and any amounts to which he is entitled as of the date of termination under the TMX Group LTIP plans in accordance with the applicable termination provisions as outlined in each specific plan document. Benefit coverage shall continue until the date of termination.

Element	Details				
Equity ownership, post-employment equity ownership and the requirement to pre-disclose	- Required to achieve a minimum equity ownership level of three times base salary over a four-year period and to maintain this level of ownership for the duration of employment. - Required to maintain the minimum equity ownership requirement for a period of 12 months following retirement, resignation or termination without cause. - Required to pre-disclose the intention to sell or purchase TMX Group Shares, including the exercise of Share Options during employment (no less than two business days prior to the transaction).				
Non-Competition and Non-Solicitation	- Non-compete is 12 months in North America, and customer non-solicit is 12 months. Non-solicit of TMX Group employees is 24 months. Scope of the non-compete is with respect to the business operations of the TMX Group presently existing or developed during employment, which presently is the operation of markets, exchanges or clearing houses in Canada or the United States (including, without limitation, a senior equities market, public venture equities market, commodity market, currency, interest rate, index or equity derivatives market, equity options market, equities, fixed income, commodity or derivative clearing agencies, settlement services or depositories). - In the event that TMX Group terminates his employment other than for cause within six months following a change of control, the non-compete and customer non-solicit 12-month term is reduced to a six-month term.				
Name	Termination Scenario	Estimated Severance and Other Coverage	LTIP		Total Payments Triggered by Termination (\$)
		Payment ⁽¹⁾ (\$)	(Vested) ⁽²⁾ (\$)	(Not vested) ⁽³⁾ (\$)	
Louis Eccleston	Termination without Cause	3,069,100	1,663,155	8,482,300	13,214,555
	Resignation	-	-	-	-
	With Cause	-	-	-	-

- (1) Only includes severance payments that are defined in the employment agreement. Mr. Eccleston's severance payment is based on two times his total cash remuneration being his 2016 base salary and STIP at target. For 24 months after last day of active employment, Mr. Eccleston will have continuation of benefits coverage and payment of healthcare, dental, vision care and emergency travel accident insurance benefits. The value provided is the estimated cost to TMX Group to maintain U.S. and Canadian coverage for 24 months. No incremental payments for pension.
- (2) Includes Mr. Eccleston's vested DSUs, valued using the December 31, 2016 30-day fair market value of \$68.53. DSUs will be treated in accordance with the DSU plan. For vested Share Options as at December 31, 2016, includes the estimated in-the-money value using the 30-day fair market value of \$68.53.
- (3) In the event that Mr. Eccleston is terminated without cause, he will have continued vesting of any outstanding unvested LTIP awards for 12 months after the last day of active employment in accordance with the terms of his employment agreement, except in cases where retirement treatment would be triggered based on the age thresholds in the applicable Share Option, RSU, and PSU Plan documents. Of the \$8.48 million in estimated unvested LTIP, approximately \$1.45 million is governed by unique provisions in the employment agreement and \$7.03 million is governed by standard LTIP treatment (would vest and/or be redeemed in the same manner as active employees under retirement provisions).
- (a) The amount includes the assumption that 100% of his 2015 and 2016 annual grant of RSUs and PSUs will be redeemed and payable under the same vesting schedule as active employees (valued using the December 31, 2016 30-day fair market value of \$68.53 and at target for PSUs), under the retirement provisions in the RSU and PSU plan documents.
- (b) For unvested Share Options projected to vest before December 31, 2017 (12 months post a December 31, 2016 termination date), the in-the-money value was estimated using the thirty day fair market value of \$68.53. For Mr. Eccleston's Share Options granted in 2016, these will become exercisable in accordance with the vesting schedule as applicable, under the retirement provisions in the Share Option Plan document. For these Share Options, the assumption is that 100% of the 2016 unvested Share Options will become available in future, and the in-the-money value was estimated using the thirty day fair market value of \$68.53.
- (c) Does not include assumptions for the annual LTIP grant made after December 31, 2016, or his grant of performance Share Options (100% of unvested performance Share Options would be forfeited in the event of termination before vesting).

5.2 Employment Agreement for Mr. Thadaney

We have an employment agreement with Mr. Thadaney, who joined TMX Group on September 1, 2015. The table below summarizes the key terms.

Element	Details
Effective Date	September 1, 2015
Sign-On Compensation	- In recognition of forfeited LTIP from his previous employer, Mr. Thadaney was granted Share Options (with a compensation value of \$600,000), time-based RSUs (with a compensation value of \$1,650,000) and DSUs (with a compensation value of \$200,000). - The RSUs and DSUs were granted on September 1, 2015 and the Share Options were granted on November 16, 2015, and 50% of the Share Options are subject to performance conditions which have since been met as described in Section 4.3(c)(ii) on page 70. - In the event that Mr. Thadaney becomes disabled, dies or employment with TMX Group terminates (for any reason other than resignation or termination for cause) prior to vesting of the Share Options and the RSUs, then the following treatment applies: - In the case of unvested time-based Share Options granted under this section, unvested tranches will continue to vest in accordance with the time vesting schedule. - In the case of unvested performance-based Share Options granted under this section, the performance condition is cancelled effective the date of death, disability or termination of employment, as applicable, and all unvested tranches will continue to vest in accordance with the time vesting schedule. - Each tranche that was unvested on the date of death or termination of employment, as applicable, will be exercisable for such period as is permitted under the Share Option Plan. - Unvested sign-on RSUs granted under this section, in the event of disability (as defined in the RSU plan), death or termination without cause, will continue to vest and be paid. - Sign-on DSUs granted under this section shall be payable in accordance with the terms of the DSU plan.
Base Salary	\$450,000 (reviewed on an annual basis by the Human Resources Committee and may be increased, but not decreased without sufficient notice, at the discretion of the Human Resources Committee).
Variable Compensation (STIP and LTIP)	- Performance will be assessed against achievement of annual financial and non-financial goals. - STIP target is 80% of base salary, with a maximum of 150% of base salary. - LTIP target is 135% of base salary. LTIP awards are granted at the sole discretion of the TMX Group Board, typically at the beginning of the calendar year.
2015 STIP	STIP award based on a full year and will be paid at target.
Pension	Member of the Executive Defined Contribution Pension Plan, with a benefit that is equivalent to a minimum of 15% of base salary and is paid by TMX Group.
Termination without Cause	In the event of termination without cause, entitled to: 18-month salary and bonus continuance. - With the exception of short-term and long-term disability coverage, continue to participate in the applicable benefits and pension plans of TMX Group for 18 months. - In the event alternative equivalent full-time employment is found prior to the expiry of the 18-month period all payments and benefits cease effective the date of acceptance of new employment. TMX Group will pay a lump sum amount equivalent to fifty percent (50%) of the aggregate of the payments that would have been made for the remainder of such 18-month period had alternative full-time employment not been found. - One-time lump sum payment in respect of earned but unpaid STIP for the year in which employment is terminated, calculated at target and prorated to last day of active employment. - Awards under TMX Group's LTIP plans shall continue to vest for a period of 12 months after termination date. - Special sign-on grants treated in accordance with provisions outlined in the Sign-On Compensation section noted above.

Element	Details				
Resignation	Has the option to terminate employment by providing forty-five days' prior written notice. No special termination payment under this scenario other than earned base salary, accrued vacation and any amounts to which he is entitled as of the date of termination under the TMX Group LTIP plans in accordance with the applicable termination provisions as outlined in each specific plan document. Benefit coverage shall continue until the date of termination.				
Equity ownership requirement	Required to achieve a minimum equity ownership level of two times base salary over a four-year period, and to maintain this level of ownership for the duration of employment.				
Non-Competition and Non-Solicitation	- Non-compete is 12 months in North America, and customer non-solicit is 12 months. Non-solicit of TMX Group employees is 12 months. - Scope of the non-compete is with respect to the business operations of the TMX Group presently existing or developed during employment, which presently is the operation of markets, exchanges or clearing houses in Canada or the United States (including, without limitation, a senior equities market, public venture equities market, commodity market, currency, interest rate, index or equity derivatives market, equity options market, equities, fixed income, commodity or derivative clearing agencies, settlement services or depositories).				
Name	Termination Scenario	Estimated Severance and Other Coverage	LTIP		Total Payments Triggered by Termination (\$)
		Payment ⁽¹⁾ (\$)	(Vested) ⁽²⁾ (\$)	(Not vested) ⁽³⁾ (\$)	
Nicholas Thadaney	Termination without Cause	1,718,800	733,628	2,709,832	5,162,260
	Disability/Death	-	431,387	1,974,146	2,405,533
	Resignation	-	-	-	-
	With Cause	-	-	-	-

- (1) Only includes severance payments that are defined in the employment agreement. Mr. Thadaney's severance payment is based on 18 months' salary and bonus continuance using 2016 base salary and STIP at target, plus a one-time lump sum payment in respect of earned but unpaid STIP at target, for the year in which employment terminated pro-rated to termination date. For 18 months after last day of active employment, Mr. Thadaney will have continuation of perquisites, pension contributions and applicable benefits coverage.
- (2) Includes Mr. Thadaney's vested sign-on grant of DSUs, valued using the December 31, 2016 30-day fair market value of \$68.53. DSUs will be treated in accordance with the DSU plan. For vested Share Options as at December 31, 2016, includes the estimated in-the-money value using the 30-day fair market value of \$68.53.
- (3) In the event that Mr. Thadaney is terminated without cause, he will have continued vesting of any outstanding unvested LTIP awards for 12 months after the last day of active employment in accordance with the terms of his employment agreement, with the exception of his sign-on grants which are treated separately. Mr. Thadaney's sign-on LTIP grant included time-based RSUs and performance Share Options that will be treated in accordance with the terms of his employment agreement and in the event of termination without cause and will continue to vest in accordance with the applicable vesting schedules for each award.
- (a) Estimated value assumes his remaining tranche of sign-on RSUs are fully valued using the December 31, 2016 30-day fair market value of \$68.53 (his first tranche vested September 1, 2016 and has been paid, with the remaining RSUs scheduled to vest September 1, 2017).
- (b) For unvested Share Options projected to vest under the sign-on LTIP provisions, the in-the-money value was estimated using the 30-day fair market value of \$68.53. For these Share Options, the assumption is that 100% of the unvested Share Options will become available in future.
- (c) In the case of death or disability, Mr. Thadaney's sign-on grant of LTIP will also continue to vest in accordance with the applicable vesting schedules for each award, and in case of death made payable to his legal representative. This value includes only his sign-on grant of LTIP further to provisions in his employment agreement. In the event of death under normal LTIP Plan provisions for grants made after September 18, 2015, LTIP would immediately vest and be exercisable by legal representative.
- (d) Does not include assumptions for the annual LTIP grant made after December 31, 2016.

6. DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

Directors, officers, certain of our employees and persons appointed to act on our behalf (the "Insured Group") are covered under Directors' and Officers' Liability Insurance policies. The policies include coverage for wrongful acts claimed against the Insured Group by reason of their serving in those capacities. The aggregate limit of liability applicable to the Insured Group under the insurance policies is \$60 million, including defence costs. If we have to indemnify the Insured Group, we have reimbursement coverage over a deductible of \$500,000 for each loss. The premium for the Directors' and Officers' liability insurance was \$194,200 for the May 1, 2016 to April 30, 2017 policy year.

TMX Group's by-laws also require us to indemnify our Directors and officers, and we have entered into indemnification agreements with our Directors, officers and certain employees which indemnify them from and against liability and costs in respect of any action or suit against them in connection with the execution of their duties of office, subject to certain limitations.

6.1 Indebtedness of Directors and Officers

No Directors or officers were indebted to TMX Group as at December 31, 2016 or at any time during 2016.

6.2 Additional Items Available

6.2.1 Documentation

We are a reporting issuer under the securities acts of all of the provinces and territories of Canada and we are therefore required to file audited annual consolidated financial statements and information circulars with the various securities regulators. We have filed our annual information form with those securities commissions which, among other things, contained all of the disclosure required by Form 52-110F1 under National Instrument 52-110 — *Audit Committees*. We provide additional financial information in our comparative financial statements for our most recently completed financial year and our management's discussion and analysis, contained in our 2016 Annual Report. The Circular, annual information form, audited annual consolidated financial statements and the related annual management's discussion and analysis, our 2016 Annual Report and any interim financial statements, along with the related interim management's discussion and analysis filed after the filing of the most recent annual financial statements may be found on SEDAR at www.sedar.com and on our website at www.tmx.com. You may also obtain these documents by contacting our Investor Relations Department by e-mail at TMXshareholder@tmx.com.

6.2.2 Finance and Audit Committee

The Finance and Audit Committee of the TMX Group Board is composed entirely of independent Directors who meet the independence and financial literacy requirements set out in National Instrument 52-110 — *Audit Committees*. The Finance and Audit Committee is composed of five Directors: William Linton (Chair), Denyse Chicoyne, Jeffrey Heath, Harry Jaako and Anthony Walsh. The committee's complete Charter is available on our website at www.tmx.com.

The Finance and Audit Committee assists the TMX Group Board in fulfilling its responsibilities to oversee and supervise financial, audit and accounting matters. The committee supervises the adequacy of our internal controls and financial reporting practices and procedures and the quality and integrity of our audited and unaudited financial statements, including through discussions with our external auditor. The committee reviews our business plan, including operating and capital budgets and management's reports on pension plan oversight. The committee is responsible for ensuring efficient and effective assessment of risk and its management throughout TMX Group.

6.2.3 Corporate Governance

Under National Instrument 58-101 — *Disclosure of Corporate Governance Practices*, we are required to disclose information relating to our corporate governance practices. Our disclosure is set out in Schedule A to this Circular and an overview of our corporate governance practices is available on our website at www.tmx.com under the Investor Relations tab.

The Charter of the TMX Group Board, which includes the principal responsibilities of the Chair of the TMX Group Board and the Chief Executive Officer is attached as Schedule B to this Circular. The charter for each Committee of the TMX Group Board is available on our website at www.tmx.com under the Investor Relations

tab. The Code of Conduct for Directors of TMX Group and the Code of Conduct for Employees of TMX Group are also available in the same location and on SEDAR at www.sedar.com.

6.2.4 Communication with the TMX Group Board

Shareholders who would like to communicate with the TMX Group Board should contact us using email at TMXshareholder@tmx.com. Your communication will be provided to the TMX Group Board for its consideration and response, if required.

6.2.5 TMX Group Board's Approval

The TMX Group Board has approved the contents and sending of this Circular to the shareholders.



Cheryl Graden

Senior Vice President, Group Head of Legal and Business Affairs and Corporate Secretary

Toronto, Ontario

March 30, 2017

Schedule A

Corporate Governance Practices

We believe that adopting and maintaining appropriate governance practices is fundamental to a well-run company, to the execution of its chosen strategies and to its successful business and financial performance. An overview of our corporate governance practices is available on our website at www.tmx.com under the Investor Relations tab. Our corporate governance practices are aligned with National Instrument 58-101 — *Disclosure of Corporate Governance Practices* (the “National Instrument”) and National Policy 58-201 — *Corporate Governance Guidelines*; as well as our recognition orders issued by the Ontario Securities Commission, the Autorité des marchés financiers, the British Columbia Securities Commission and the Alberta Securities Commission (collectively, the “Recognition Orders”).

All information is as at March 13, 2017, unless otherwise indicated.

Board of Directors

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|---|
| 1. (a) <i>Disclose the identity of directors who are independent.</i> |
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Of our nominees for the TMX Group Board, 13 out of 18 or approximately 72% are independent under the National Instrument and our Recognitions Orders. In determining independence, we also consider those independence standards that apply to our subsidiaries, TSX Inc., TSX Venture Exchange Inc., Montréal Exchange Inc., Alpha Exchange Inc. and Alpha Trading Systems Inc. Our independent nominees for election to the TMX Group Board are: Denyse Chicoyne, Marie Giguère, Jeffrey Heath, Harry Jaako, Lise Lachapelle, William Linton, Jean Martel, Peter Pontikes, Gerri Sinclair, Anthony Walsh, Eric Wetlaufer, Charles Winograd and Michael Wissell.

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|---|
| (b) <i>Disclose the identity of directors who are not independent, and describe the basis for that determination.</i> |
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A Director is not independent under the Recognition Orders if the individual is not independent under National Instrument 52-110 – *Audit Committees*, or is:

- (i) a partner, director, officer or employee of a marketplace participant of Toronto Stock Exchange, TSX Venture Exchange Inc., Montréal Exchange Inc., Natural Gas Exchange Inc., Alpha Exchange Inc. or Alpha Trading Systems Inc. (collectively, the “TMX Group Marketplace”); or
- (ii) a partner, director, officer or employee of an affiliate of a TMX Group Marketplace participant who is responsible for or is actively or significantly engaged in the day-to-day operations of that participant.

Five nominees for election to the TMX Group Board are not independent Directors: Luc Bertrand, Louis Eccleston, Christian Exshaw, Martine Irman and Kevin Sullivan. Messrs. Bertrand, Exshaw and Sullivan and Ms. Irman are not independent Directors as their companies are marketplace participants of TMX Group Marketplaces. Mr. Eccleston is the Chief Executive Officer of TMX Group.

The Governance Committee, on at least an annual basis, reviews the relationship of each Director with TMX Group to determine which Directors are independent under the National Instrument and the Recognition Orders. A review is also undertaken each time a Director is appointed between annual shareholder meetings. The Governance Committee advises the TMX Group Board of its findings, for consideration by the TMX Group Board.

To assist the Governance Committee and the TMX Group Board with their determinations, all Directors annually complete a detailed questionnaire about their business relationships and shareholdings, and advise us during the course of the year of any material changes to their responses.

(c) *Disclose whether or not a majority of directors are independent. If a majority of directors are not independent, describe what the board of directors (the board) does to facilitate its exercise of independent judgment in carrying out its responsibilities.*

Of the nominees for the TMX Group Board, 13 out of 18 or approximately 72% are independent under the National Instrument and TMX Group's Recognition Orders.

(d) *If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.*

Certain of TMX Group's Directors are directors of other reporting issuers. Please refer to the Directors' personal information beginning on page 8 of this Circular for directorships of other reporting issuers for each Director.

(e) *Disclose whether or not the independent directors hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. If the independent directors hold such meetings, disclose the number of meetings held since the beginning of the issuer's most recently completed financial year. If the independent directors do not hold such meetings, describe what the board does to facilitate open and candid discussion among its independent directors.*

At each TMX Group Board and Committee meeting, the non-management Directors hold regularly scheduled meetings at which management are not present. From time to time, non-independent Directors will be recused from meetings to permit independent discussion of matters in issue. During 2016 the TMX Group Board and its Committees held 32 Board and Committee meetings of non-management Directors as follows:

TMX Group Board	7
Derivatives	2
Finance and Audit	6
Governance.....	4
Human Resources	6
Public Venture Market	4
Regulatory Oversight	3

- (f) *Disclose whether or not the chair of the board is an independent director. If the board has a chair or lead director who is an independent director, disclose the identity of the independent chair or lead director, and describe his or her role and responsibilities. If the board has neither a chair that is independent, nor a lead director that is independent describe what the board does to provide leadership for its independent directors.*

Charles Winograd is the Chair of the TMX Group Board and an independent Director. The Chair of the TMX Group Board is selected by the TMX Group Board on an annual basis from the Directors elected by the shareholders. He provides leadership to the TMX Group Board in matters relating to the effective execution of all TMX Group Board responsibilities and works with the Chief Executive Officer to ensure that the organization fulfills its responsibilities including its public interest mandate to stakeholders. His responsibilities are set out in the TMX Group Board's Charter which is attached hereto as Schedule B and can also be found on our website at www.tmx.com.

- (g) *Disclose the attendance record of each director for all board meetings held since the beginning of the issuer's most recently completed financial year.*

Please refer to the Directors' personal information beginning on page 8 of this Circular for their attendance at Board meetings during 2016.

2. *Disclose the text of the board's written mandate. If the board does not have a written mandate, describe how the board delineates its role and responsibilities.*

The text of the TMX Group Board's Charter is attached hereto as Schedule B and can also be found on our website at www.tmx.com. The Charter is reviewed at least annually.

3. (a) *Disclose whether or not the board has developed written position descriptions for the chair and the chair of each board committee. If the board has not developed written position descriptions for the chair and/or the chair of each board committee, briefly describe how the board delineates the role and responsibilities of each such position.*

The TMX Group Board has developed written position descriptions for the Chair of the TMX Group Board and the chair of each TMX Group Board committee. The descriptions are set out in their respective charters. The TMX Group Board Charter is attached hereto as Schedule B. The complete charters of the TMX Group Board, the Derivatives Committee, the Finance and Audit Committee, the Governance Committee, the Human Resources Committee, the Public Venture Market Committee and the Regulatory Oversight Committee can be found on our website at www.tmx.com. All charters are reviewed at least annually.

- (b) *Disclose whether or not the board and Chief Executive Officer have developed a written position description for the Chief Executive Officer. If the board and Chief Executive Officer have not developed such a position description, briefly describe how the board delineates the role and responsibilities of the Chief Executive Officer.*

The TMX Group Board's Charter sets out the role and responsibilities of the TMX Group Board, the Chair and the Chief Executive Officer. The TMX Group Board reviews such roles and responsibilities on an annual basis. The TMX Group Board Charter is attached hereto as Schedule B and can also be found on our website at www.tmx.com.

Orientation and Continuing Education

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|----|------|--|
| 4. | (a) | <i>Briefly describe what measures the board takes to orient new directors regarding:</i> |
| | (i) | <i>the role of the board, its committees and its directors; and</i> |
| | (ii) | <i>the nature and operation of the issuer's business.</i> |

The Governance Committee oversees and makes recommendations to the TMX Group Board regarding the orientation of new Directors on an annual basis. TMX Group maintains orientation and ongoing education programs for Directors, (including new Directors) and regularly reviews these programs based on current and emerging trends, corporate objectives and input from Directors. TMX Group provides new Directors with a Directors' Manual, which serves as a corporate reference, as well as with orientation materials describing its business, strategy, objectives and initiatives. This assists new Directors to understand the nature and operation of our businesses and the role of the TMX Group Board and its committees, as well as the contribution individual Directors are expected to make. Directors are invited to spend time at our offices and also have meetings with the Chief Executive Officer and members of executive management.

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|-----|---|
| (b) | <i>Briefly describe what measures, if any, the board takes to provide continuing education for its directors. If the board does not provide continuing education, describe how the board ensures that its directors maintain the skill and knowledge necessary for them to meet their obligations as directors.</i> |
|-----|---|

Directors receive a comprehensive package of information prior to each TMX Group Board and committee meeting and prior to each strategic planning session. As well, each committee delivers a report to the full TMX Group Board on its work after each committee meeting. Also, the Chief Executive Officer and all non-employee Directors are invited to attend all committee meetings regardless of whether they are sitting members of a committee. Presentations on different aspects of our business are regularly made to the TMX Group Board.

We also provide the TMX Group Board with a variety of materials and presentations on an ad hoc basis, to keep them informed about internal developments as well as developments in, or which affect, our industry, the environment in which we operate, continuous disclosure obligations, accounting issues and best practices in corporate governance. All of these materials and other corporate materials are also accessible by Directors on a permanent, secure extranet. In 2016, the TMX Group Board received presentations on blockchain, analytics, digital strategy and cyber security. The presentations were attended by all members of the TMX Group Board.

All Directors are encouraged to attend, at least once each Board year, a continuing educational program as they deem appropriate (given their individual experiential backgrounds) to stay abreast of developments in corporate governance, regulatory or industry matters and best practices relevant to their contribution to the Board generally as well as to their responsibilities in their specific committee assignments and other roles. TMX Group will reimburse any requesting director for each completed continuing education program up to a set amount per year per Director. As well, all Directors are members, at our expense, of the Institute of Corporate Directors ("ICD") where Directors have access to ICD events, educational programs and publications which provide an additional source of relevant information. Directors are also invited to attend any seminars presented by Toronto Stock Exchange, TSX Venture Exchange, Montréal Exchange and the Canadian Derivatives Clearing Corporation at no cost to them.

Ethical Business Conduct

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| <p>5. (a) <i>Disclose whether or not the board has adopted a written code for the directors, officers and employees. If the board has adopted a written code.</i></p> <p>(i) <i>disclose how a person or company may obtain a copy of the code;</i></p> <p>(ii) <i>describe how the board monitors compliance with its code, or if the board does not monitor compliance, explain whether and how the board satisfies itself regarding compliance with its code; and</i></p> <p>(iii) <i>provide a cross-reference to any material change report filed since the beginning of the issuer's most recently completed financial year that pertains to any conduct of a director or executive officer that constitutes a departure from the code.</i></p> |
|---|

We have various codes of conduct across TMX Group which provide guidance on ethical issues and establish mechanisms to report unethical conduct. The TMX Group Board has approved a Board Code of Conduct for the Directors. The TMX Group Board has also approved an Employee Code of Conduct for officers and employees of TMX Group and its subsidiaries. The Codes of Conduct may be found on our website at www.tmx.com and may be found on SEDAR at www.sedar.com. The Finance and Audit Committee also reviews with management that appropriate procedures exist for the receipt, retention and treatment of complaints received by TMX Group regarding accounting controls or auditing matters, the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters, and for the protection from retaliation of those who report such complaints in good faith.

The Regulatory Oversight Committee also oversees real or perceived conflicts of interests that may arise by ensuring policies and procedures are put in place, maintained and remain up to date and appropriate for TMX Group. This includes overseeing reports of breaches or possible breaches of a Recognition Order through the TMX Group whistle-blower hotline or other means of reporting and, where required by the applicable Recognition Order, investigating the breach and notifying the relevant securities commission(s). The Regulatory Oversight Committee Charter can be found on our website at www.tmx.com.

The Governance Committee monitors compliance by members of the TMX Group Board with the TMX Group Board Code of Conduct and authorizes any waiver granted in connection with the TMX Group Board Code, and oversees the appropriate disclosure of any such waiver. The Governance Committee also reviews the TMX Group Board Code of Conduct at least annually. The Governance Committee has not granted any waivers in connection with the TMX Group Board Code.

The Human Resources Committee ensures that adequate and effective systems are in place to enforce compliance with our Employee Code of Conduct. The Human Resources Committee also reviews the Employee Code of Conduct at least annually.

Each year, every Director, officer and employee must sign an acknowledgement that he or she has read, understood and complied with the Code of Conduct applicable to him or her. Each year, every employee is required to successfully complete a test on the Employee Code of Conduct before being permitted to sign the acknowledgement.

No material change reports have been filed by TMX Group since the beginning of the most recently completed financial year that pertain to any conduct of a Director or executive officer that constitutes a departure from either Code of Conduct.

- (b) *Describe any steps the board takes to ensure directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.*

Through the annual Director's and Officer's Questionnaire, Directors and officers are asked to identify if a conflict of interest currently exists or could potentially exist between him or her and TMX Group or any of its subsidiaries or affiliates. This response allows the TMX Group Board and management to identify conflict of interest situations in advance. The TMX Group Board takes appropriate measures to ensure the exercise of independent judgment in considering transactions and agreements in respect of which a Director or executive officer may have a material interest. In addition, each Original Maple Shareholder is required to identify and manage any conflicts of interest (real or potential) arising from the involvement of a Nominee as a Director on the TMX Group Board. Where appropriate, Directors remove themselves from portions of TMX Group Board or committee meetings in accordance with the TMX Group Board Code of Conduct and the *Business Corporations Act* (Ontario), or ad hoc special committees are constituted, in each case to allow independent discussion of matters in issue. The TMX Group Board Code of Conduct and corporate and securities legislation require disclosure of conflicts by individual Directors.

- (c) *Describe any other steps the board takes to encourage and promote a culture of ethical business conduct.*

Each Director is responsible for understanding the roles and responsibilities of the TMX Group Board as a whole and of a Director as set out in the TMX Group Board Charter and in the TMX Group Board's Code of Conduct.

The TMX Group Board satisfies itself, to the extent feasible, as to the integrity of the Chief Executive Officer, other executive officers and individual Directors and that the Chief Executive Officer, other executive officers and individual Directors create a culture of integrity throughout TMX Group. We are also required under our Recognition Orders to take reasonable steps to ensure that each officer or Director of TMX Group is a fit and proper person and the past conduct of each officer or Director affords reasonable grounds for belief that the officer or Director will perform his or her duties with integrity. Each officer and Director of TMX Group is required to complete a personal information form and consent to searches being conducted in order that his or her personal information can be verified for TMX Group by third parties.

In this manner the TMX Group Board encourages and ensures that a culture of ethical business conduct is maintained.

Nomination of Directors

6. (a) *Describe the process by which the board identifies new candidates for board nomination.*

The TMX Group Board has constituted a Governance Committee that is responsible for governance issues, including making recommendations to the TMX Group Board with respect to nominees to the TMX Group Board.

In addition to corporate and securities law requirements, the securities regulators who regulate TMX Group require TMX Group to comply with a myriad of governance requirements. Under the AMF recognition order for TMX Group and pursuant to undertakings we provided to the Alberta Securities Commission ("ASC") and the British Columbia Securities Commission (the "BCSC") (collectively, the "Undertakings") the boards of directors of TMX Group, TMX Group Inc., TSX Inc., TSX Venture Exchange Inc. and Montréal Exchange Inc. must be identical. Under the OSC and AMF recognition orders (collectively, the "Recognition Orders") for TMX Group together with the Undertakings, the TMX Group Board is subject to the following

compositional requirements: (i) at least 50% of Directors must be “independent”, within the meaning of the section 1.4 of National Instrument 52-110 – *Audit Committees* and the Recognition Orders; (ii) at least 50% of Directors must be unrelated to the Alberta Investment Management Corporation, Caisse de dépôt et placement du Québec, Canada Pension Plan Investment Board, CIBC World Markets Inc., National Bank Group Inc., Ontario Teachers’ Pension Plan Board, Scotia Capital Inc., 1802146 Ontario Limited (a subsidiary of The Toronto-Dominion Bank) (collectively, the “Original Maple Shareholders with Nomination Rights”), Desjardins Financial Corporation, Fonds de solidarité des travailleurs du Québec (F.T.Q.), The Manufacturers Life Insurance Company, National Bank Financial Inc. and TD Securities Inc. (who together with the Original Maple Shareholders with Nomination Rights are the “Original Maple Shareholders”), for as long as any nomination agreement (each a “Maple Nomination Agreement”) is in effect; (iii) the Chair must be “independent”, within the meaning of the section 1.4 of National Instrument 52-110 – *Audit Committees* and the Recognition Orders, and, for so long as any Maple Nomination Agreement is in effect, unrelated to the Original Maple Shareholders (Mr. Winograd); (iv) one representative of Canada’s independent investment dealer community (Mr. Sullivan); (v) at least 25% of Directors to be resident of the Province of Québec; (vi) at least 25% of Directors to have expertise in derivatives; and (vii) at least 25% of Directors to have currently relevant expertise in the Canadian public venture market.

The Directors who are residents of Québec are: Mses. Chicoyne, Giguère and Lachapelle and Messrs. Bertrand and Martel, representing 28% of the directors.

The Directors who have indicated that they have expertise in derivatives are: Mses. Chicoyne, Giguère, Irman, Lachapelle and Ms. Sinclair, and Messrs. Bertrand, Exshaw, Heath, Martel, Pontikes, Sullivan, Wetlaufer, Winograd and Wissell, representing 78% of the Directors.

Messrs. Jaako, Martel, Pontikes, Sullivan and Walsh are the directors who fulfill the BCSC and ASC Recognition Order criteria for having currently relevant expertise in the Canadian public venture market, representing 28% of the Directors.

TMX Group also entered into a Maple Nomination Agreement as of July 31, 2012 with each of the Original Maple Shareholders with Nomination Rights under which they each have the right to nominate one individual to the TMX Group Board (each, a “Nominee”) until the earlier of September 14, 2018 or such time as the Original Maple Shareholder with Nomination Rights ceases to beneficially own at least 5% of the TMX Group common shares (“TMX Group Shares”) (Mses. Giguère and Ms. Irman and Messrs. Bertrand, Exshaw, Heath, Pontikes, Wetlaufer and Wissell). Each Nominee is required to meet qualification standards and any other criteria established by the Governance Committee from time to time, and is subject to the approval of the Governance Committee.

An Original Maple Shareholder with Nomination Rights must notify TMX Group of its Nominee at least 60 days prior to the date on which proxy solicitation materials for the election of Directors are to be delivered to TMX Group shareholders. Following this notification, the Governance Committee must then review the qualifications, skills and experience of the Nominee and determine whether the Nominee is a fit and proper person and whether the nomination would be in compliance with all applicable laws (including the Recognition Orders) and the qualification standards and other criteria established from time to time by the Governance Committee. If the Governance Committee determines that a Nominee is unsuitable for election to the TMX Group Board, the Original Maple Shareholder with Nomination Rights shall be entitled to submit an alternative Nominee for consideration within ten days.

The TMX Group Board does not currently have a retirement policy or term limits for its Directors. See the discussion of term limits under item 10 below, as well as the TMX Group Board Tenure chart on page 28 for the Director’s length of service.

Against the backdrop of the requirements described above, the Governance Committee of the TMX Group Board annually reviews on an ongoing basis the composition of the TMX Group Board, including the current strengths, skills and experiences on the TMX Group Board and our strategic direction. The Governance Committee identifies any gaps in the TMX Group Boards' composition and seeks to fill those gaps. In identifying suitable candidates, the Governance Committee will consider independence, (including Nominees pursuant to the Maple Nomination Agreements) and experience as/in: a CEO/Senior officer, governance or board member, regulated company, technology, strategy, financial and risk, mergers and acquisitions, marketing, human resources, energy, broker/dealer, derivatives, clearing, public venture marketing and international business. As well, the Governance Committee will consider any gaps in the representation from geographic regions relevant to TMX Group's strategic priorities and diversity factors such as age and gender. Qualities such as integrity, good character and high regard in his or her community or professional field will always be basic criteria for TMX Group Board members. The TMX Group Board also aspires to maintain a composition in which women comprise at least 25% of the Directors.

Where there is a need to nominate a new director (other than a Nominee) the Governance Committee will generally retain outside consultants to assist in conducting searches for appropriate nominees. In addition, the Governance Committee, when required, will create a list of potential Director candidates for its consideration.

Prospective nominees to the TMX Group Board are made aware of their duties, responsibilities and time commitment expectations as a Director and provided information and access to our offices and the Chief Executive Officer and members of executive management, as more particularly described previously under the section *Orientation and Continuing Education*.

The complete charter of the Governance Committee is set out on our website at www.tmx.com.

(b) *Disclose whether or not the board has a nominating committee composed entirely of independent directors. If the board does not have a nominating committee composed entirely of independent directors, describe what steps the board takes to encourage an objective nomination process..*

The Governance Committee acts as the nominating committee of the TMX Group Board, and is composed entirely of independent Directors as defined in the National Instrument and our Recognition Orders.

(c) *If the board has a nominating committee, describe the responsibilities, powers and operation of the nominating committee.*

Our Governance Committee, which acts as our nominating committee, is responsible for providing the TMX Group Board with recommendations relating to corporate governance in general, including (i) all matters relating to the stewardship role of the TMX Group Board in respect of the management of TMX Group, (ii) TMX Group Board size and composition, including the nominee selection process and orientation of new Directors, (iii) TMX Group Board compensation, and (iv) such procedures as may be necessary to allow the TMX Group Board to function independently of management and non-independent Directors.

See the charter of the Governance Committee set out in our website at www.tmx.com for a complete description of the responsibilities, powers and operation of the Governance Committee.

Compensation

7. (a) *Describe the process by which the board determines the compensation for the issuer's directors and officers.*

The Governance Committee at least annually reviews and makes recommendations to the TMX Group Board for its consideration on compensation levels for the Directors. To assist in making such recommendations the Governance Committee relies on external consultants to provide relevant benchmarks.

Non-employee Directors who do not waive compensation or direct that compensation be paid to their employer must achieve ownership of \$250,000 of common shares and \$750,000 of common shares in the case of the Chair, over a four year period (including ownership of TMX Group DSUs). Until the mandated level of ownership is reached, these Directors must take at least 50% of their Board and Committee compensation in the form of TMX Group DSUs (although Directors are free to elect a higher level of TMX Group DSU participation).

The Human Resources Committee reviews and makes recommendations to the TMX Group Board regarding the annual compensation of our Chief Executive Officer and reviews and approves the annual compensation for our officers and other executives. In addition, the Human Resources Committee is responsible for overseeing the compensation policies and programs for our executives. The TMX Group Board has the final approval on the compensation philosophy, guidelines and plans for compensation of executive officers.

In determining compensation for our executive officers, the Human Resources Committee relies on external consultants to provide relevant benchmark information and to assist in the review and design of pay programs.

(b) *Disclose whether or not the board has a compensation committee composed entirely of independent directors. If the board does not have a compensation committee composed entirely of independent directors, describe what steps the board takes to ensure an objective process for determining such compensation.*

The Human Resources Committee acts as the compensation committee of the TMX Group Board, and is composed entirely of independent Directors as defined in the National Instrument and our Recognition Orders.

(c) *If the board has a compensation committee, describe the responsibilities, powers and operation of the compensation committee.*

One of the principal responsibilities of the Human Resources Committee is to review and make recommendations to the TMX Group Board regarding the annual compensation of our Chief Executive Officer and to review and approve the annual compensation of other executives. The Human Resources Committee is also responsible for overseeing the compensation policies and programs for executives and reviewing and recommending to the TMX Group Board for its approval any employee incentive or share plan. In addition, the Human Resources Committee reviews executive succession plans, including that of the Chief Executive Officer. The Human Resources Committee also reviews executive compensation disclosure before it is publicly disclosed.

The TMX Group Board has the final approval on the compensation philosophy, guidelines and plans for compensation of executive officers.

The complete charter of the Human Resources Committee is set out on our website at www.tmx.com.

Other Board Committees

8. *If the board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.*

TMX Group has in total six standing TMX Group Board committees: the Derivatives Committee, the Finance and Audit Committee, the Governance Committee, the Human Resources Committee, the Public Venture Market Committee and the Regulatory Oversight Committee. The charters of each of these committees are available on our website at www.tmx.com.

The Derivatives Committee function is to advise and make recommendations to the TMX Group Board with respect to all policy issues and matters that are likely to have a significant impact on derivatives and related products of TMX Group and its subsidiaries and, among other things, on the role of TMX Group and/or Montréal Exchange and/or the Canadian Derivatives Clearing Corporation in relation thereto.

The Public Venture Market Committee's function is to advise and make recommendations to the TMX Group Board with respect to all policy issues and matters that are likely to have a significant impact on the public venture capital market in Canada and the role of TMX Group and/or TSX Venture Exchange Inc. with respect to such markets.

The Regulatory Oversight Committee also oversees real or perceived conflicts of interests that may arise by ensuring policies and procedure are put in place, maintained and remain up-to-date and appropriate for TMX Group. This includes overseeing reports of breaches or possible breaches of a Recognition Order through the TMX Group whistle-blower hotline or other means of reporting and, where required by the applicable Recognition Order, investigating the breach and notifying the relevant securities commission(s). The Regulatory Oversight Committee Charter can be found on our website at www.tmx.com.

Assessments

9. *Disclose whether or not the board, its committees and individual directors are regularly assessed with respect to their effectiveness and contribution. If assessments are regularly conducted, describe the process used for assessments. If assessments are not regularly conducted, describe how the board satisfies itself that the board, its committees, and its individual directors are performing effectively.*

The Governance Committee is responsible for making an annual assessment of the overall performance of the TMX Group Board, its committees and all of the individual Directors. This evaluation is conducted internally by written self-assessment and peer questionnaires and through formal interviews of each Director (other than the Chair) by the Chair of the TMX Group Board and of the Chair by the chair of the Governance Committee. The Chair will share peer feedback with each Director as appropriate. The Chair will discuss the results of the individual evaluations with the Chair of the Governance Committee and report summary findings to both the Governance Committee and to the full TMX Group Board. The results of the assessments are reviewed by the Governance Committee and changes, as required, are then implemented to improve TMX Group Board performance and effectiveness.

Director Term Limits and Other Mechanisms of Board Renewal

10. *Disclose whether or not the issuer has adopted term limits for the directors on its board or other mechanisms of board renewal and, if so, include a description of those director term limits or other mechanisms of board renewal. If the issuer has not adopted director term limits or other mechanisms of board renewal, disclose why it has not done so.*

We do not currently have term limits or a retirement policy for Directors. However, the TMX Group Board believes as a general principle that board renewal is in the best interests of TMX Group. The Governance Committee reviews the composition of the TMX Group Board on an annual basis and as part of this review considers whether it is an appropriate time to nominate new directors.

Under the Maple Nomination Agreements, each of the eight Original Maple Shareholders with Nomination Rights has the right to nominate one Director. During 2014-2015, four new Directors were appointed by Original Maple Shareholders with Nomination Rights. Louis Eccleston, the new Chief Executive Officer of TMX Group, was also appointed to the TMX Group Board during the same period.

The TMX Group Board must also comply with numerous other requirements with respect to its composition, including that it must have one representative of Canada's independent dealer community, at least 25% of the Directors must be residents of the Province of Québec, at least 25% of the Directors must have expertise in derivatives, and at least 25% of the Directors must have expertise in the Canadian public venture market. The Governance Committee reviews the qualifications, skills and experience of each nominee of the Original Maple Shareholders with Nomination Rights to determine whether the nominee would be in compliance with these requirements, but it does not provide input into the initial selection of the nominee. We encourage the Original Maple Shareholders with Nomination Rights to put forward candidates in keeping with the objectives set forth in our Director Qualification Policy (the "Policy"), as described below, and with our regulatory requirements.

In light of the numerous restrictions on the composition of the TMX Group Board, the turnover since the Maple Nomination Agreements were put in place when the board was constituted in July 2012, and the need to maintain continuity on the TMX Group Board given the complexity of our business, the TMX Group Board has determined not to adopt term limits for Directors at this time.

Policies Regarding the Representation of Women on the Board

11. (a) *Disclose whether the issuer has adopted a written policy relating to the identification and nomination of women directors. If the issuer has not adopted such a policy, disclose why it has not done so.*

The Policy, which sets out the process to be followed in connection with the recruitment and recommendation of Director nominees, has included gender as a factor to be considered in TMX Group Board composition since it was first approved by the TMX Group Inc. (a public company until its acquisition by TMX Group in 2012) Governance Committee in 2005. In 2015, the TMX Group Board updated the Policy to include additional detail relating to the identification and nomination of women directors.

- (b) *If an issuer has adopted a policy referred to in (a), disclose the following in respect of the policy:*
- (i) *a short summary of its objectives and key provisions; (ii) the measures taken to ensure that the policy has been effectively implemented; (iii) annual and cumulative progress by the issuer in achieving the objectives of the policy; and (iv) whether and, if so, how the board or its nominating committee measures the effectiveness of the policy.*

The objective of the Policy is to ensure that the TMX Group Board is comprised of individuals with the appropriate mix of skills and experience to guide the strategies and business operations of TMX Group while complying with the various recognition orders and other applicable legal requirements. The Governance Committee reviews the composition of the TMX Group Board annually, against the backdrop of the governance requirements described under Item 6 of this Schedule A and the framework set out in the Policy. Under the Policy, the Governance Committee will make specific observations regarding TMX Group Board composition, having regard to various criteria, including in respect of gender diversity. The Governance Committee will then consider whether there are any gaps in the current TMX Group Board composition and determine whether any changes are required. The Governance Committee is required to report to the TMX Group Board annually regarding the Policy.

In 2014, two women joined the TMX Group Board. Lise Lachapelle was nominated for election at the annual meeting of shareholders held in May 2014 to address the Recognition Order requirement that at least 25% of the Directors be residents of the Province of Québec. In order to advance its gender diversity objectives and prior to the amendment of the Policy to include additional guidelines in respect of gender diversity, the Governance Committee determined that the nominee to fulfil this requirement would preferably be a woman. Martine Irman was also appointed in November 2014 to replace William Hatanaka as the nominee of 1802146 Ontario Limited, a subsidiary of The Toronto-Dominion Bank. While the TMX Group Board does not provide input into the initial selection of individuals nominated to be Directors under the Maple Nomination Agreements, we encourage the Original Maple Shareholders with Nomination Rights to put forward candidates in keeping with the objectives set forth in the Policy, including with respect to diversity.

Since 2012, the number of women on the TMX Group Board has increased from three, representing 18% of the Directors, to five, representing 28% of the Directors.

The Governance Committee measures the effectiveness of the Policy in respect of gender diversity from a quantitative perspective by tracking the number of women on the TMX Group Board and from a qualitative perspective through its annual review of the board's composition.

Consideration of the Representation of Women in the Director Identification and Selection Process

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| 12. <i>Disclose whether and, if so, how the board or nominating committee considers the level of representation of women on the board in identifying and nominating candidates for election or re-election to the board. If the issuer does not consider the level of representation of women on the board in identifying and nominating candidates for election or re-election to the board, disclose the issuer's reasons for not doing so.</i> |
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The Governance Committee considers the level of representation of women Directors on an annual basis in connection with its review of the composition of the TMX Group Board and at any time when there is a need to nominate a new director. The TMX Group Board aspires to maintain a composition in which women comprise at least 25% of the Directors.

Consideration Given to the Representation of Women in Executive Officer Appointments

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| 13. <i>Disclose whether and, if so, how the issuer considers the level of representation of women in executive officer positions when making executive officer appointments. If the issuer does not consider the level of representation of women in executive officer positions when making executive officer appointments, disclose the issuer's reasons for not doing so.</i> |
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TMX Group considers the level of representation of women in executive officer positions when making executive officer appointments. We believe that it is in our best interests to ensure that we have the full participation of all segments of the population in our workforce and that we are able to attract and retain the

diverse qualified talent base available to us. TMX Group believes that our company's leaders are important enablers of the culture of performance and inclusiveness that we desire. We strive to ensure that the profile of our leadership reflects the gender and diversity proportions of the talent population of our industry as a whole and we take active measures to achieve this. To this end, executive positions are monitored for the number of women in these roles and reviewed with the TMX Group Board on at least an annual basis. Our succession planning process includes a review of women in senior roles and the overall balance of our successor pools with respect to gender in order to grow and develop future leaders now. Where necessary, we will amend or create roles to accommodate the development of a succession candidate from a designated group. When an opportunity arises to appoint an executive we actively pursue and consider a full slate of candidates that includes a representative number of women. Whenever significant gaps in representation compared with the qualified external talent pool are found, TMX Group will develop and execute plans to address the gaps.

We have promoted these practices and the active consideration of women for executive officer appointments for several years and in 2015 formalized the practice with a policy, *Diversity and the Advancement of Women*. This policy outlines our goals and supporting principles and practices to ensure that we achieve and maintain the targets we set out in the policy.

Issuer's Targets Regarding the Representation of Women on the Board and in Executive Officer Positions

14. (a) *For purposes of this Item, a "target" means a number or percentage, or a range of numbers or percentages, adopted by the issuer of women on the issuer's board or in executive officer positions of the issuer by a specific date.*

(b) *Disclose whether the issuer has adopted a target regarding women on the issuer's board. If the issuer has not adopted a target, disclose why it has not done so. If the issuer has adopted a target, disclose: (i) the target; and (ii) the annual and cumulative progress of the issuer in achieving the target.*

The TMX Group Board aspires to maintain a composition in which women comprise at least 25% of the Directors. Since 2012, the number of women on the TMX Group Board has increased from three, representing 18% of the Directors, to five, representing 28% of the Directors. Accordingly, the TMX Group Board has achieved its minimum objective concerning the number of women Directors.

The TMX Group Board does not provide input into the initial selection of individuals nominated to be Directors under the Maple Nomination Agreements. As a result, the number of women on the TMX Group Board could decrease if one or more of the Original Maple Shareholders with Nomination Rights appoints a male nominee to replace an existing female Director. We encourage the Original Maple Shareholders with Nomination Rights to put forward candidates in keeping with the objectives set forth in the Policy, including with respect to diversity.

(c) *Disclose whether the issuer has adopted a target regarding women in executive officer positions of the issuer. If the issuer has not adopted a target, disclose why it has not done so. If the issuer has adopted a target, disclose: (i) the target; and (ii) the annual and cumulative progress of the issuer in achieving the target.*

TMX Group aspires to have a workforce that reflects the diversity of the qualified available talent supply. We do not believe that there is a choice between having a diverse workforce and having high performance; we believe that diversity enables performance. To this end, we will actively manage the design and execution of programs to support the attraction, development, advancement and retention of designated groups including women, people of diverse ethnic backgrounds, and people with disabilities.

As 40% of our employees are female, we have a goal to have a third of our executives to be women by 2020. Currently, 23% of the executives at TMX Group are women, up from 20% last year. Two new senior executive positions reporting to the CEO were added in the past year and both were staffed by women. 28% of the senior managers that comprise the pipeline for executive positions are women. After a year of significant structural change for the company, TMX Group's attention will once again refocus on strengthening and supporting this pipeline to increase the number of women executives.

With respect to executive officer positions, comprised of the members of TMX Group's senior management team (called "ExCo") and the Chair of the TMX Group Board, two of nine are women. Within ExCo, 25% are women.

Number of Women on the Board and in Executive Officer Positions

15. (a) <i>Disclose the number and proportion (in percentage terms) of directors on the issuer's board who are women.</i>

There are five women on the TMX Group Board, representing 28% of the Directors.

(b) <i>Disclose the number and proportion (in percentage terms) of executive officers of the issuer, including all major subsidiaries of the issuer, who are women.</i>

There are two women who are executive officers of TMX Group, including all major subsidiaries of TMX Group, representing 25% of the executive officers.

Schedule B

TMX Group Limited – Board Charter

(the “Corporation”)

1. General

The primary responsibility of the Board of Directors of the Corporation (the “Board”) is to provide governance and stewardship to the Corporation.

All terms used herein and not otherwise defined shall have the meaning given in the Ontario Securities Commission’s Recognition Order recognizing each of the Corporation, TMX Group Inc., TSX Inc., Alpha Trading Systems Limited Partnership and Alpha Exchange Inc. as an exchange dated July 4, 2012 as amended from time to time and Decision of the Autorité des marchés financiers recognizing each of the Corporation, TMX Group Inc. and Bourse de Montréal Inc. as an exchange dated May 2, 2012 as amended from time to time.

The Board will appoint a competent executive management team to run the day-to-day operations of the Corporation and will oversee and supervise the management of the business of the Corporation by that team, including overseeing the management of the regulatory and public interest responsibilities of the Corporation. The Board will oversee the Corporation’s systems of (i) corporate governance; and (ii) internal controls over financial reporting, to ensure that the Corporation reports adequate and fair financial information to shareholders and engages in ethical and legal corporate conduct.

The Board will carry out its mandate directly and through the following committees of the Board (and such other committees as it appoints from time to time): the Finance and Audit Committee, the Human Resources Committee, the Governance Committee, the Public Venture Market Committee, the Derivatives Committee and the Regulatory Oversight Committee.

2. Appointment and Supervision of Management

The Board will:

- Appoint the Chief Executive Officer (“CEO”) and other senior officers comprising the executive officers, and provide them with advice and counsel.
- Monitor the performance of the CEO against a set of mutually agreed corporate objectives directed at maximizing shareholder value and approve CEO compensation.
- Establish a process to adequately provide for management succession.
- Establish boundaries between the Board and management responsibilities and establish limits of authority delegated to management.
- Satisfy itself, to the extent feasible, as to the integrity of the CEO and other senior officers and that the CEO and other senior officers create a culture of integrity throughout the Corporation.
- Review and consider for approval all material amendments or departures proposed by management from established strategy, capital and operating budgets or matters of policy.

3. Strategic Planning

The Board will:

- Maintain a strategic planning process and review and approve annually a corporate strategic plan and vision which takes into account, among other things, the opportunities and risks of the business on a long-term and short-term basis.
- Ensure the strategic and operational plans are consistent with the corporate vision.
- Supervise the implementation and effectiveness of the Corporation's strategic and operational plans taking into consideration its risk appetite statement.
- Monitor the Corporation's performance against both short-term and long-term strategic plans, operational plans and annual performance objectives.

4. Risk Management

- Confirm that the Corporation has adequate risk management policies, processes and systems in place to identify and manage its key enterprise risks.
- Confirm that management processes are in place to address and comply with applicable regulatory, corporate, securities and other compliance matters.
- Review and approve annually the Corporation's enterprise risk management policy and its risk appetite statement.
- Confirm that processes are in place to comply with the Corporation's by-laws, Codes of Conduct, all recognition orders and exemption orders issued in respect of the Corporation by applicable securities regulatory authorities, and all other significant policies and procedures.

5. Financial Reporting and Management

The Board will:

- Approve the Corporation's financial statements, and all related management's discussion and analysis and press releases, and review and oversee the Corporation's compliance with applicable audit, accounting and financial reporting requirements.
- Approve annual operating and capital budgets.
- Confirm the integrity of the Corporation's system of internal controls, which include internal control over financial reporting and disclosure controls and procedures (as such terms are defined in National Instrument 52-109 – Certification of Disclosure in Issuers' Annual and Interim Filings).
- Review operating and financial performance results relative to established strategy, budgets and objectives.
- Review and assess the adequacy of the Finance and Audit Committee Charter on an annual basis.

6. Public Interest Responsibilities

The Board will confirm that management has a system in place to conduct the business and operations of the Corporation in a manner that is consistent with the public interest.

7. Shareholder Communication

The Board will:

- Confirm that management has established a system for effective corporate communications including processes for consistent, transparent, regular and timely public disclosure.
- Approve the adoption of a disclosure policy relating to, among other matters, the confidentiality of the Corporation's business information.
- Report annually to shareholders on the Board's stewardship for the previous year.
- Determine appropriate criteria against which to evaluate corporate performance against shareholder expectations and confirm that the Corporation has a system in place to receive feedback from shareholders.

8. Corporate Governance

The Board will:

- Establish an appropriate system of corporate governance including practices to permit the Board to function independently of management, non-independent directors and, for so long as any Maple nomination agreement is in effect, directors related to original Maple shareholders.
- Establish committees and approve their respective charters and the limits of authority delegated to each committee.
- As required, establish a CEO Search Committee, or instruct the Governance Committee or the Human Resources Committee, to recommend to the Board for approval a candidate for appointment as CEO.
- Determine Board member qualifications.
- Establish appropriate processes for the regular evaluation of the effectiveness of the Board, its chair, all the committees of the Board and their respective chairs, and all the members of the Board and its committees.
- Review on an annual basis whether any two or more Board members sit on the board of another corporation (other than any of the Corporation's subsidiaries) and whether the composition of the Board needs to be changed to eliminate these interlocks.
- Approve the nomination of directors.
- Review the adequacy and form of directors' compensation to ensure it realistically reflects the responsibilities and risks involved in being a director.
- Establish a minimum attendance expectation for Board members in respect of Board and committee meetings, keeping in mind the principle that the Board believes that all directors should attend all meetings of the Board and each committee on which he or she sits, and review in advance all the applicable materials for such meetings.

9. Codes of Conduct

The Board will:

- Adopt a Board Code of Conduct and an Employee Code of Conduct (collectively, the "Codes of Conduct") and monitor compliance with those codes.
- Approve any waivers and ensure disclosure of any waivers of the Codes of Conduct in the Corporation's annual report or management information circular.

10. The Chair of the Board

The Chair of the Board is selected by the Board from the Directors elected by the shareholders. He/she provides leadership to the Board in matters relating to the effective execution of all Board responsibilities and works with the CEO to ensure that the organization fulfills its responsibilities to stakeholders including shareholders, employees, customers, governments and the public. The Chair of the Board will be a director other than the CEO, must be independent and, for so long as any Maple nomination agreement is in effect, must be unrelated to original Maple shareholders.

The Chair of the Board will:

- Provide effective leadership so that the Board can function independently of management by ensuring that the Board meets regularly without management and non-independent directors and, for so long as a Maple nomination agreement is in effect, directors related to original Maple shareholders, and that the Board may engage outside advisors as required subject to any approvals determined by the Board.
- Establish procedures to govern the Board's work including:
 - together with the corporate secretary, scheduling meetings of the Board and its committees;
 - chairing all meetings of the Board;
 - encouraging full participation, stimulating debate, facilitating consensus and ensuring clarity regarding decision-making;
 - developing the agenda for Board meetings with input from other Board members and management;
 - together with the corporate secretary, ensuring proper and timely information is delivered to the Board;
 - ensuring that the Board has appropriate administrative support; and
 - addressing complaints, questions and concerns regarding Board matters.
- Ensure the Board fully exercises its responsibilities and duties and complies with applicable governance and other policies.
- Meet or communicate regularly with the CEO regarding corporate governance matters, corporate performance and feedback from Board members.
- Act as a liaison between the Board and management.
- Serve as advisor to the CEO and other senior officers.
- Together with the Board's Governance Committee, establish appropriate committee structures, including the assignment of Board members and the appointment of committee chairs.
- Ensure that adequate orientation and ongoing training programs are in place for Board members.
- Together with the Board's Governance Committee, establish performance criteria for the Board and for individual Board members and co-ordinate the evaluation of performance and reporting against these criteria.
- Work with the Board or appropriate Board committee to establish performance criteria for the CEO and to facilitate the evaluation of the CEO's performance.
- Work with the Board's Human Resources Committee to establish and manage a succession program for the CEO's position.
- Oversee matters relating to shareholder relations and chair meetings of the shareholders.
- Work with the CEO to represent the Corporation to external stakeholders including shareholders, the investment community, governments and communities.

The Chair of the Board's performance will be measured against the following key metrics:

- The effectiveness with which the Board functions, including satisfaction of Board members regarding the functioning of the Board.
- The extent to which the Corporation carries out its responsibilities to shareholders, employees, customers, governments, and the public.
- The quality of communications between the Board and management, including satisfaction of members of management and Board members regarding this communication.

11. The Chief Executive Officer

The CEO is accountable to the Board for achieving corporate goals and objectives within specified limitations and in accordance with the CEO's performance objectives determined annually by the Board.

The CEO will:

- Provide worldwide vision and leadership for the Corporation.
- Develop and recommend corporate strategies, and business and financial plans for the approval of the Board.
- Execute the corporate strategy to achieve profitable growth and maximize shareholder value for the Corporation's shareholders.
- Manage the business operations in accordance with the strategic direction approved by the Board and within operational policies as determined by the Board.
- Challenge management to set and achieve viable annual and long-term strategic and financial goals.
- Recommend appropriate rewards and incentives for management.
- Monitor the performance of management against a set of agreed corporate objectives directed at maximizing shareholder value within reasonable risk parameters.
- Develop and execute effective succession plans that help to minimize succession risk for the Corporation.
- Work with external stakeholders to enhance the competitiveness of Canadian capital markets.
- Report information from management to the Board in a manner and time so that the Board may effectively monitor and evaluate corporate (operational and financial) performance against stated objectives and within executive limitations.
- Report to the Board on relevant trends, anticipated media and analyst coverage, material external or internal changes, and any changes in the assumptions upon which any Board decision or approval has previously been made.
- Advise the Board if, in the CEO's opinion, the Board is not in compliance with its own policies, or legal and/or regulatory requirements.
- Provide the Board with all information and access that the Board may require in order to make fully-informed decisions.
- Report in a timely manner any actual or anticipated non-compliance with any Board approved policy or decision.

Schedule C

Non-IFRS Measures and Additional IFRS Measures

Non-IFRS Financial Measures

Adjusted earnings per share and adjusted diluted earnings per share provided for the year ended December 31, 2016 and December 31, 2015 are non-IFRS measures and do not have standardized meanings prescribed by IFRS and are, therefore, unlikely to be comparable to similar measures presented by other companies. We present adjusted earnings per share and adjusted diluted earnings per share to indicate ongoing financial performance from period to period, exclusive of a number of adjustments. These adjustments include amortization of intangibles related to acquisitions, non-cash impairment charges, increase/decrease in net deferred income tax liabilities resulting from changes in Alberta and Québec corporate income tax rates and strategic re-alignment expenses. Management uses these measures, and excludes certain items, because it believes doing so results in a more effective analysis of underlying operating and financial performance, including, in some cases, our ability to generate cash. Excluding these items also enables comparability across periods. The exclusion of certain items does not imply that they are non-recurring or not useful to investors. Please see our reconciliation of diluted earnings per share to adjusted diluted earnings per share in our 2016 Annual Management's Discussion and Analysis.

Additional IFRS Measures

Income from operations is an important indicator of TMX Group's ability to generate liquidity through operating cash flow to fund future working capital needs, service outstanding debts and fund future capital expenditures. The intent of this performance measure is to provide additional useful information to investors and analysts; however, this measure should not be considered in isolation.



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