



NEWS RELEASE

TMX Group Prices Private Placement Offering of C\$300 Million 2.997% Senior Unsecured Debentures Due 2024

11/29/2017

November 29, 2017 (TORONTO) – TMX Group Limited ("TMX Group") today announced that it has priced a Canadian private placement offering ("the Offering") of C\$300 million aggregate principal amount of 2.997% Series D Senior Unsecured Debentures due December 11, 2024 (the "Debentures") to accredited investors in Canada. The Debentures will be direct senior unsecured and unsubordinated obligations of TMX Group and will rank pari passu with all other senior unsecured and unsubordinated indebtedness of TMX Group.

TMX Group expects the Offering to close on December 11, 2017 and the Debentures are expected to receive a credit rating of A (high) with a Stable trend from DBRS Limited.

The net proceeds from the Offering may be used to repay a portion of outstanding indebtedness (which may include any indebtedness incurred to finance the acquisition of London-based Trayport Holdings Limited, and its U.S.-based affiliate, Trayport, Inc. (collectively with Trayport Holdings Limited referred to as "Trayport"), a provider of pre-trade energy solutions for traders, brokers and exchanges (the "Trayport Acquisition"), including indebtedness under TMX Group's commercial paper program or its outstanding Series A debentures due October 3, 2018), or to finance a portion of the purchase price of the Trayport Acquisition, or any combination thereof.

The Debentures are being offered exclusively to persons resident in a Canadian province through a syndicate of

agents led by TD Securities Inc, National Bank Financial Inc., BMO Nesbitt Burns Inc., CIBC World Markets Inc., RBC Dominion Securities Inc., Scotia Capital Inc., Barclays Capital Canada Inc., Canaccord Genuity Corp., Casgrain & Company Limited, GMP Securities L.P., and MUFG Securities (Canada), Ltd. on a private placement basis in reliance upon exemptions from the prospectus requirements under applicable securities laws in those provinces. The Debentures have not been qualified for sale to the public under such securities laws.

This news release does not constitute an offer to sell or the solicitation of an offer to buy the Debentures or any other securities of TMX Group in any jurisdiction, and is not an offer for sale within the United States of any securities of TMX Group. Securities of TMX Group, including any debt securities, may not be offered or sold in the United States absent registration under U.S. securities laws or unless exempt from registration under such laws. The Offering described in this news release is not being made in the United States and has not been and will not be registered under U.S. securities laws. Accordingly, the Debentures may not be offered or sold in the United States except in certain transactions exempt from the registration requirements under applicable U.S. securities laws.

Caution Regarding Forward-Looking Information

This press release of TMX Group contains "forward-looking information" (as defined in applicable Canadian securities legislation) that is based on expectations, assumptions, estimates, projections and other factors that management believes to be relevant as of the date of this press release. Often, but not always, such forward-looking information can be identified by the use of forward-looking words such as "plans," "expects," "is expected," "budget," "scheduled," "targeted," "estimates," "forecasts," "intends," "anticipates," "believes," or variations or the negatives of such words and phrases or statements that certain actions, events or results "may," "could," "would," "might," or "will" be taken, occur or be achieved or not be taken, occur or be achieved. Forward-looking information, by its nature, requires us to make assumptions and is subject to significant risks and uncertainties which may give rise to the possibility that our expectations or conclusions will not prove to be accurate and that our assumptions may not be correct.

Examples of forward-looking information in this press release include, but are not limited to, the anticipated benefits of the Offering, the anticipated benefits and timing of the Trayport Acquisition; the source and amount of funds to fund the Trayport Acquisition; the timelines for the transactions and the completion of the transactions; receipt of regulatory approvals to complete the transactions, all of which are subject to significant risks and uncertainties. These risks include: the state of the Canadian economy and the debt capital markets; competition from other exchanges or marketplaces, including alternative trading systems and new technologies, on a national and international basis; dependence on the economy of Canada; constraints imposed by our level of indebtedness, risks of litigation or other proceedings; dependence on adequate numbers of customers; failure to develop, market or gain acceptance of new products; failure to effectively integrate acquisitions, including the Trayport Acquisition,

to achieve planned economics or divest under-performing businesses; currency risk; adverse effect of new business activities; adverse effects from business divestitures; not being able to meet cash requirements because of our holding company structure; the regulatory constraints that apply to the business of TMX Group and its regulated subsidiaries.

Forward-looking information is based on a number of assumptions which may prove to be incorrect, including, but not limited to, assumptions in connection with the ability of TMX Group to successfully compete against global and regional marketplaces; business and economic conditions generally; exchange rates (including estimates of exchange rates from Canadian dollars to the U.S. dollar or British pound sterling), commodities prices, the level of trading and activity on markets, the level of trading in TMX Group's key products; and the continued availability of financing on appropriate terms for future projects. While we anticipate that subsequent events and developments may cause our views to change, we have no intention to update this forward-looking information, except as required by applicable securities law. This forward-looking information should not be relied upon as representing our views as of any date subsequent to the date of this press release.

We have attempted to identify important factors that could cause actual actions, events or results to differ materially from those current expectations described in forward-looking information. However, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended and that could cause actual actions, events or results to differ materially from current expectations. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. These factors are not intended to represent a complete list of the factors that could affect us. A description of the above-mentioned items is contained under the heading Risks and Uncertainties in the 2016 Annual MD&A.

About TMX Group (TSX: X)

TMX Group's key subsidiaries operate cash and derivative markets and clearinghouses for multiple asset classes including equities, fixed income and energy. **Toronto Stock Exchange, TSX Venture Exchange, TSX Alpha Exchange, The Canadian Depository for Securities, Montréal Exchange, Canadian Derivatives Clearing Corporation**, and other TMX Group companies provide listing markets, trading markets, clearing facilities, depository services, data products and other services to the global financial community. TMX Group is headquartered in Toronto and operates offices across Canada (Montréal, Calgary and Vancouver), in key U.S. markets (New York, Houston) as well as in London, Beijing, Singapore and Israel. For more information about TMX Group, visit our website at <http://www.tmx.com>. Follow TMX Group on Twitter: [@TMXGroup](https://twitter.com/TMXGroup).

For more information please contact:

Shane Quinn

Senior Manager, Communications and Public Affairs

TMX Group

416-947-4609

shane.quinn@tmx.com

Paul Malcolmson

Managing Director, Investor Relations

TMX Group

416-947-4317

paul.malcolmson@tmx.com