



**ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS FOR
TMX GROUP LIMITED**

NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS

You are receiving this notification as TMX Group Limited ("TMX Group") has decided to use the notice and access model for delivery of meeting materials to its shareholders. Under notice and access, shareholders receive a proxy or voting instruction form enabling them to vote at TMX Group's meeting. However, instead of a paper copy of the Notice of Annual and Special Meeting of Shareholders and Management Information Circular (the "Circular") and the Annual Report (which contains TMX Group's 2012 audited annual financial statements and related management's discussion and analysis), shareholders receive this notice with information on how they may access such materials (the "Meeting Materials") electronically. The use of this alternative means of delivery will help reduce paper use and also reduce the cost of printing and mailing materials to shareholders.

MEETING DATE AND LOCATION:

WHEN: Friday, May 10, 2013
2:00 P.M. (Eastern Time)

WHERE: TMX BROADCAST CENTRE
MAIN FLOOR
130 KING STREET WEST
TORONTO, ONTARIO
M5X 1J2

SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS:

ELECTION OF DIRECTORS: Shareholders will be asked to elect our Directors. Information respecting the Directors may be found under the heading "Election of Directors" starting on page 6 of the Circular.

APPOINTMENT OF AUDITOR AND AUDITOR'S REMUNERATION: Shareholders will be asked to re-appoint KPMG LLP as TMX Group's auditor at a remuneration to be fixed by the Directors. Information respecting the appointment of KPMG LLP may be found under the heading "Appointment of Auditor and Auditor's Remuneration" on page 25 of the Circular.

ADVISORY VOTE ON APPROACH TO EXECUTIVE COMPENSATION: Shareholders will be asked to consider and, if deemed advisable, to approve an advisory resolution to accept the approach to executive compensation which is described under the heading "Advisory Vote on Approach to Executive Compensation" on page 26 of the Circular.

OTHER BUSINESS: Shareholders may be asked to consider other items of business that may be properly brought before the meeting. Information respecting the use of discretionary authority to vote on any such other business may be found in the "What if there are amendments or if other matters are brought before the Meeting?" on page 3 of the Circular.

**SHAREHOLDERS ARE REMINDED TO VIEW THE MEETING MATERIALS PRIOR TO VOTING.
WEBSITES WHERE MEETING MATERIALS ARE POSTED**

Material can be viewed online at www.SEDAR.com or at the following internet addresses:

Circular: http://www.tmx.com/en/investor_relations/financials/annual_reports/2012.html

Annual Report: http://www.tmx.com/en/investor_relations/financials/annual_reports/2012.html

Interim Request: http://www.tmx.com/en/investor_relations/financials/annual_reports/2012.html

HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS

Beneficial shareholders may request paper copies of the meeting materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Circular was filed on SEDAR by:

- (a) emailing a request to shareholder@tsx.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:
Corporate Secretary
TMX Group Limited
130 King Street West
Toronto, ON M5X 1J2

Requests should be received by April 22, 2013 in order to allow sufficient time for the beneficial shareholder to receive the paper copy and return the proxy by May 8, 2013.

TMX Group has determined that registered shareholders will receive a paper copy of the Circular and Annual Report with this notification.

VOTING

Registered shareholders are asked to return their proxies using the following methods by May 8, 2013 at 5:00 p.m. (Eastern Time)

By mail to CIBC Mellon Trust Company, Attention: Proxy Department, P.O. Box 721, Agincourt, Ontario, M1S 0A1,

By facsimile at 416-368-2502, or to 1-866-781-3111 (toll free in Canada and the United States).

By courier or personal delivery to CIBC Mellon Trust Company at 320 Bay Street, B1 Level, Toronto, Ontario, M5H 4A6.

By internet by going to www.proxypush.ca/x and follow the instructions on screen. You will need your 12-digit control number located on the enclosed proxy form. The proxy form does not need to be returned.

Beneficial shareholders are asked to return their voting instructions using the following methods at least one business day in advance of the proxy deposit date noted on your voting instruction form:

INTERNET: www.proxyvote.com

TELEPHONE: 1-800-474-7493 (ENGLISH) OR 1-800-474-7501 (FRENCH)

FACSIMILE: 905-507-7793

MAIL: DATA PROCESSING CENTRE
PO BOX 2800 STN LCD MALTON
MISSISSAUGA, ON L5T 2T7

Shareholders with questions about notice and access can call toll free at 1-888-873-8392.