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Notice of Annual and Special Meeting of Shareholders of TMX Group Inc.

TMX Group Inc. (“TMX Group” or “we”) will hold our Annual and Special Meeting of Shareholders (the “Meeting”) at the Design Exchange, 234 Bay Street, Toronto, Ontario, Canada on Wednesday, April 28, 2010 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, 2009, 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 8, 2010 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 advisory resolution on 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 2009 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, CIBC Mellon Trust Company, must receive your proxy no later than 5:00 p.m. (Eastern Time) on Monday, April 26, 2010, 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 either using the postage prepaid envelope provided or by mailing the proxy to CIBC Mellon Trust Company at P.O. Box 721, Agincourt, Ontario, Canada, M1S 0A1. You may also fax your proxy to CIBC Mellon Trust Company at (416) 368-2502, Attention: Proxy Department.

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.

We have included the Circular and a form of proxy (and a pre-addressed envelope) with this Notice of Annual and Special Meeting of Shareholders and have posted them on our website at www.tmx.com.

By Order of the Board of Directors,



Sharon C. Pel
Senior Vice President, Group Head of Legal and Business Affairs
Toronto, Ontario
March 22, 2010

Management Information Circular

All information is as at February 26, 2010, 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 Inc. (“TMX Group” or “we”) to be held on Wednesday, April 28, 2010 at the place and for the purposes set out in the accompanying Notice of Annual and Special Meeting of Shareholders.

We are sending 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.

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.

Voting Information

What will I be voting on?

You will be voting on:

- The election of our Directors (see page 5);
- The appointment of KPMG LLP as our auditor (see page 19) at a remuneration to be fixed by the Directors (see page 19); and
- An advisory resolution to accept the approach to executive compensation disclosed in the Circular (see page 20).

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 8, 2010, the record date for the Meeting.

To vote common shares you acquired after the record date, you must, not later than 10 days before the Meeting:

- Ask our transfer agent, CIBC Mellon 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 8, 2010, there were 74,310,541 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?”

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 proxy materials to brokers, custodians, nominees and fiduciaries who are required to forward those materials 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 printing 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 no later than the close of business on April 27, 2010 (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?

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

How do I contact the Transfer Agent?

By mail: CIBC Mellon Trust Company
P.O. Box 7010, Adelaide Street Postal Station
Toronto, Ontario M5C 2W9

By telephone: (416) 643-5500 (Toronto Area)
1 (800) 387-0825 (North America)

By fax: (416) 643-5501

By e-mail: inquiries@cibcmellon.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. We may also retain the services of a proxy solicitation agent to assist in the solicitation of proxies. We will pay all costs of such proxy solicitation.

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 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 our audited consolidated financial statements for the year ended December 31, 2009, and the auditor's report on those financial statements. They are included in our 2009 Annual Report, which was mailed with this Circular to those registered shareholders and beneficial shareholders who have requested it. You may obtain additional copies of the 2009 Annual Report, in English or French, from our Investor Relations Department upon request or at the Meeting.

Election of Directors

Our articles of incorporation provide for our board of Directors (the "Board" or "Board of Directors") to consist of a minimum of three and a maximum of twenty-four Directors. The number of Directors currently in office is fourteen. The Board has set the number of Directors to be elected at the Meeting at fourteen.

On May 1, 2008 we completed our business combination (the "Combination") with the Montréal Exchange Inc. ("MX"). As a condition to obtaining the necessary approval for the Combination, we provided a written undertaking (the "Undertaking") to the AMF in which we agreed that 25% of our Directors will be residents of Québec. We also agreed to cause five MX nominees (meaning the five persons designated by MX on May 1, 2008 to join the TMX Group Board) to be nominated for election to the Board at each of the three annual meetings of TMX Group called following the date of the Undertaking, April 9, 2008. The Undertaking also states that if any of the MX nominees were to resign, become ineligible or otherwise unable to serve as Directors, the remaining MX nominees would nominate the requisite number of replacement candidates for election. The MX nominees must, among other qualifications, be residents of Québec. Mr. Bertrand, an original MX nominee, retired from the Board on June 30, 2009 and the remaining MX nominees designated Mr. Cedraschi as an MX nominee for election. The Governance Committee accepted the designation of Mr. Cedraschi as an MX nominee. The MX nominees are Ms. Chicoyne, Messrs. Cedraschi, Martel, Turmel and Verreault.

The Governance Committee of the Board annually reviews the qualifications of and recommends nominees for election to the Board for consideration and approval. The nominees are, in the opinion of the 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 our Board and our Chief Executive Officer who intend to vote at the Meeting for the election of the nominees to the Board whose names are set out below unless you give specific instructions on the form of proxy to withhold that vote. If, before the Meeting, any of the listed nominees become unable or unwilling to serve as a Director, the persons named in the form of proxy will have the discretion to vote for a properly qualified substitute. 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.


Our Director Qualification Policy provides that in an uncontested election of directors, any nominee who receives a greater number of votes "withheld" than votes "for" will tender his or her resignation to the 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 Board. The Governance Committee will consider the resignation and recommend to the Board the action to be taken. The 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. A Director who tenders a resignation pursuant to this policy will not participate in any meeting of the Board or the Governance Committee at which the resignation is considered.

The following pages set out, among other things, the names of the fourteen proposed nominees for election as Directors, together with their municipalities of residence; their ages; the year from which each has continually

served as a Director of TMX Group, TSX Inc. or their predecessors; their principal occupations and their occupations for the previous five years; other directorships; public board interlocks; TMX Group committee memberships; attendance at Board and committee meetings; and the number of common shares (including deferred share units) of TMX Group beneficially owned by each proposed nominee.

A Record of Attendance of Directors at meetings of the Board and its committees held during the year ended December 31, 2009 is also set out in Schedule A to this Circular.

 <p>Wayne C. Fox ⁽¹⁾ Chair of TMX Group Oakville, Ontario, Canada</p> <p>Common Shares: nil Deferred Share Units: 63,941 Equity at Risk: \$1,876,796⁽⁴⁾ Options: nil</p> <p>TMX Group Board Details:</p> <ul style="list-style-type: none"> • Director since April 29, 1997 • Independent 		<p>Mr. Fox, 62, is the Chair of TMX Group and a Corporate Director. Until September 2005, he was Vice-Chair and Chief Risk Officer, Treasury, Balance Sheet and Risk Management, Canadian Imperial Bank of Commerce (chartered bank). In the previous five years, Mr. Fox held several increasingly senior positions in CIBC and in several CIBC affiliates. In addition, he was a member of the Steering Committee on Regulatory Capital, Institute of International Finance Inc. and on the Board of Governors of McMaster University and Junior Achievement of Central Ontario. In 2006, Mr. Fox became an accredited director through the Directors College program at McMaster University. Mr. Fox is Governor Emeritus of Appleby College and is a member of the Accounting Standards Oversight Council.</p>					
Board/Committee Membership		Attendance		Attendance (Total)		Total Compensation	
Board (Chair)		8/8		18/18		100%	
Governance Committee		4/4				Year	Amount
Human Resources Committee		6/6				2009	\$275,000
						2008	\$275,000
Equity Ownership (as at December 31, 2009)							
Year	Common Shares	DSUs	Total Common Shares and DSUs	Total Market Value of Common Shares and DSUs ⁽⁴⁾	Minimum Equity Ownership Requirements	Meets Requirements	
2009	-	63,941	63,941	\$1,876,796	\$250,000	Yes	
2008	-	54,688	54,688	\$1,605,202			
Public Board Membership During Last Five Years ⁽⁵⁾			Public Board Committee Memberships			Public Board Interlocks	
-			-			-	

 <p>Tullio Cedraschi ⁽¹⁾ Montréal, Québec, Canada</p> <p>Common Shares: nil Deferred Share Units: 25,105 Equity at Risk: \$736,882⁽⁴⁾ Options: nil</p> <p>TMX Group Board Details:</p> <ul style="list-style-type: none"> • Director since September 25, 2001 • Independent 		<p>Mr. Cedraschi, 71, is a Corporate Director. He was President and Chief Executive Officer of CN Investment Division (investment operations) until his retirement on January 31, 2008, a position he held for more than five years. Mr. Cedraschi serves on the board of Freehold Resources Trust. He is also a Governor Emeritus of McGill University, a Governor of the National Theatre School, a member of Olin College and a advisory board member to Walter Surface Technologies and the Pamoja Foundation.</p>					
Board/Committee Membership		Attendance		Attendance (Total)		Total Compensation	
Board		8/8		18/18		100%	
Governance Committee		4/4				Year	Amount
Human Resources Committee (Chair)		6/6				2009	\$116,000
						2008	\$140,000
Equity Ownership (as at December 31, 2009)							
Year	Common Shares	DSUs	Total Common Shares and DSUs	Total Market Value of Common Shares and DSUs ⁽⁴⁾	Minimum Equity Ownership Requirements	Meets Requirements	
2009	-	25,105	25,105	\$736,882	\$250,000	Yes	
2008	-	20,695	20,695	\$607,440			
Public Board Membership During Last Five Years ⁽⁵⁾			Public Board Committee Memberships			Public Board Interlocks	
Freehold Resources Trust			January 1998 - Present			-	



Raymond Chan
Calgary, Alberta, Canada

Common Shares: 10,000
Deferred Share Units: 5,125
Equity at Risk: \$439,929⁽⁴⁾
Options: nil

TMX Group Board Details:

- Director since July 26, 2006
- Independent

Mr. Chan, 54, is the Executive Chairman of Baytex Energy Trust (energy income trust) a position he has held since January 1, 2009. Mr. Chan was the Chief Executive Officer of Baytex Energy Trust from September 2003 until December 31, 2008 following the reorganization of Baytex Energy Ltd. Prior thereto, Mr. Chan was Senior Vice-President and Chief Financial Officer and a Director of Baytex Energy Ltd. from October 1998. Mr. Chan is a chartered accountant and has held senior executive positions in the Canadian oil and gas industry since 1982. Mr. Chan also serves on the boards of the Alberta Children's Hospital Foundation, Result Energy Inc. and WestFire Energy Ltd.

Board/Committee Membership		Attendance		Attendance (Total)		Total Compensation	
Board		8/8		15/15	100%	Year	Amount
Finance and Audit Committee		6/6				2009	\$104,250
Human Resources Committee		1/1				2008	\$111,500
Equity Ownership (as at December 31, 2009)							
Year	Common Shares	DSUs	Total Common Shares and DSUs	Total Market Value of Common Shares and DSUs ⁽⁴⁾	Minimum Equity Ownership Requirements	Meets Requirements	
2009	10,000	5,125	15,125	\$439,929	\$250,000	Yes	
2008	10,000	3,546	13,546	\$393,582			
Public Board Membership During Last Five Years ⁽⁵⁾			Public Board Committee Memberships			Public Board Interlocks	
Baytex Energy Trust		Sept 2003 - Present		-			
Result Energy Inc.		Nov 2009 - Present		Audit Committee Compensation Committee			
WestFire Energy Ltd.		Dec 2007 - Present		Audit Committee			
Crew Energy Inc.		Sept 2003 - Sept 2006		Audit Committee Reserves Committee			
C1 Energy Ltd.		Dec 2003 - May 2006		Audit Committee Compensation Committee Reserves Committee			
Defiant Resources Corporation		Dec 2004 - March 2008		Audit Committee Governance and Compensation Committee Reserves Committee			



Denyse Chicoyne ⁽²⁾
Montréal, Québec, Canada

Common Shares: 74,395
Deferred Share Units: 2,824
Equity at Risk: \$2,236,625⁽⁴⁾
Options: nil

TMX Group Board Details:

- Director since May 1, 2008
- Independent

Ms. Chicoyne, 57, is a Corporate Director. She serves on the board of directors of Richelieu Hardware Ltd., Deans Knight Income Corporation, Canada Post Corporation and Purolator Holdings Inc. Ms. Chicoyne is also a member of the Investment Advisory Committee for the Pension Fund of Canada Post Corporation. 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 is also a member of the CFA Institute.

Board/Committee Membership		Attendance	Attendance (Total)		Total Compensation	
Board Finance and Audit Committee		8/8	14/14	100%	Year	Amount
		6/6			2009	\$110,000 ⁽⁶⁾
					2008	\$90,500
Equity Ownership (as at December 31, 2009)						
Year	Common Shares	DSUs	Total Common Shares and DSUs	Total Market Value of Common Shares and DSUs ⁽⁴⁾	Minimum Equity Ownership Requirements	Meets Requirements
2009	74,395	2,824	77,219	\$2,236,625	\$250,000	Yes
2008	74,395	1,352	75,447	\$2,193,419		
Public Board Membership During Last Five Years ⁽⁵⁾			Public Board Committee Memberships		Public Board Interlocks	
Richelieu Hardware Ltd.		March 2005 - Present		Audit Committee		-
Deans Knight Income Corporation		March 2009 - Present		Audit Committee		
Groupe Laperrière & Verreault Inc.		Sept 2004 - August 2007		Audit Committee		
Bourse de Montréal Inc.		March 2007 - May 2008		Human Resources Committee Audit Committee		



John A. Hagg ⁽¹⁾
Calgary, Alberta, Canada

Common Shares: 5,000
Deferred Share Units: 23,682
Equity at Risk: \$839,864⁽⁴⁾
Options: nil

TMX Group Board Details:

- Director since May 29, 2001
- Independent

Mr. Hagg, 62, is a Corporate Director and an independent businessman. Mr. Hagg is Chairman of the board of Strad Energy Services Ltd. and Chairman of the board of Clark Builders. He also serves on the board of directors of The Fraser Institute. Prior to December, 2001 he was Chairman of Northstar Energy Corporation.

Board/Committee Membership		Attendance	Attendance (Total)		Total Compensation	
Board Human Resources Committee Public Venture Market Committee		8/8	16/16	100%	Year	Amount
		6/6			2009	\$108,500
		2/2			2008	\$116,000
Equity Ownership (as at December 31, 2009)						
Year	Common Shares	DSUs	Total Common Shares and DSUs	Total Market Value of Common Shares and DSUs ⁽⁴⁾	Minimum Equity Ownership Requirements	Meets Requirements
2009	5,000	23,682	28,682	\$839,864	\$250,000	Yes
2008	5,000	19,554	24,554	\$718,699		
Public Board Membership During Last Five Years ⁽⁵⁾			Public Board Committee Memberships		Public Board Interlocks	
Global Railway Industries Ltd.		Dec 2005 – May 2008		Audit Committee Compensation Committee		-
Berry Petroleum Company		Jan 1993 – August 2005		Compensation Committee		



Harry A. Jaako⁽¹⁾
 West Vancouver, British Columbia, Canada

Common Shares: nil
 Deferred Share Units: 16,512
 Equity at Risk: \$484,660⁽⁴⁾
 Options: nil

TMX Group Board Details:

- Director since August 1, 2001
- Independent

Mr. Jaako, 57, 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. Incidental to the venture capital business of DCMC and its former parent company, Mr. Jaako also serves as Chairman and Director of Paradigm Environmental Technologies Inc., and as a Director of Avigilon Corp., Navarik Corp., Texada Software Inc., Tri-Link Technologies Inc., and Vigil Health Solutions Inc. Mr. Jaako is also the Honorary Consul for Estonia in Alberta and British Columbia.

Board/Committee Membership		Attendance	Attendance (Total)		Total Compensation	
Board		8/8	16/16	100%	Year	Amount
Finance and Audit Committee		6/6			2009	\$111,500
Public Venture Market Committee (Chair)		2/2			2008	\$117,500
Equity Ownership (as at December 31, 2009)						
Year	Common Shares	DSUs	Total Common Shares and DSUs	Total Market Value of Common Shares and DSUs ⁽⁴⁾	Minimum Equity Ownership Requirements	Meets Requirements
2009	-	16,512	16,512	\$484,660	\$250,000	Yes
2008	-	13,821	13,821	\$405,674		
Public Board Membership During Last Five Years ⁽⁵⁾			Public Board Committee Memberships		Public Board Interlocks	
Discovery Capital Corporation		July 2000 - Sept 2007	-		-	
Texada Software Inc.		Oct 2003 - Present	Audit Committee			
Vigil Health Solutions Inc.		Dec 2003 - Present	Compensation Committee Governance Committee			
Tir Systems Ltd.		Oct 1991 - June 2007	Compensation Committee Corporate Governance & Nominating Committee			



Thomas A. Kloet
 CEO, TMX Group
 Toronto, Ontario, Canada

Common Shares: 17,500
 Deferred Share Units: n/a
 Equity at Risk: \$506,625⁽⁴⁾
 Options: 175,394

TMX Group Board Details:

- Director since July 30, 2008
- Non-Independent (CEO of TMX Group)

Mr. Kloet, 51, is the CEO of TMX Group, a position he assumed on July 14, 2008. Prior to joining TMX Group Mr. Kloet was, from 2003, the Senior Executive Vice President and Chief Operating Officer of the American Zone for Fimat and its successor, Newedge Group. From 2000 to 2002 Mr. Kloet served as the first Chief Executive Officer and Executive Director of the Singapore Exchange Limited. Mr. Kloet has held various management positions in the securities industry throughout his career. Mr. Kloet also serves on the boards of the World Federation of Exchanges, EDX London Limited, Investment Industry Regulatory Organization of Canada, Elmhurst College and the Elmhurst Memorial Hospital.

Board/Committee Membership		Attendance	Attendance (Total)	
Board		8/8	8/8	100%
Public Board Membership During Last Five Years ⁽⁵⁾		Public Board Committee Memberships		Public Board Interlocks
-		-		-



J. Spencer Lanthier⁽¹⁾
Toronto, Ontario, Canada

Common Shares: nil
Deferred Share Units: 20,943
Equity at Risk: \$614,719⁽⁴⁾
Options: nil

TMX Group Board Details:

- Director since February 8, 2000
- Independent

Mr. Lanthier, 69, is a Corporate Director who also serves on the boards of Ellis-Don Inc. (Chair), Gerdau Ameristeel Corporation, Rona Inc., Zarlink Semiconductor Inc. and Biovail Inc. Mr. Lanthier is a member of the Advisory Committee of Birch Hill Equity Partners III, LP and past Chairman of the board of Wellspring. When he retired in 1999, Mr. Lanthier was a partner of KPMG Canada and from 1993 until 1999 he was Chairman and Chief Executive of KPMG Canada.

Board/Committee Membership		Attendance	Attendance (Total)		Total Compensation	
Board Finance and Audit Committee (Chair) Governance Committee		8/8	18/18	100%	Year	Amount
		6/6			2009	\$118,500
		4/4			2008	\$139,500
Equity Ownership (as at December 31, 2009)						
Year	Common Shares	DSUs	Total Common Shares and DSUs	Total Market Value of Common Shares and DSUs ⁽⁴⁾	Minimum Equity Ownership Requirements	Meets Requirements
2009	-	20,943	20,943	\$614,719	\$250,000	Yes
2008	-	16,655	16,655	\$488,858		
Public Board Membership During Last Five Years ⁽⁵⁾			Public Board Committee Memberships		Public Board Interlocks	
Gerdau Ameristeel Corporation		May 2000 - Present	Audit Committee and Human Resources Committee		-	
Rona Inc.		May 2006 - Present	Audit Committee			
Zarlink Semiconductor Inc.		May 2003 - Present	Audit Committee and Nominating and Corporate Governance Committee			
Biovail Inc.		June 2008 - Present	Nominating and Corporate Governance Committee Compensation Committee			
Torstar Corporation		July 2002 - May 2009	Audit Committee and Pension Committee			
Emergis Inc.		Feb 2003 - Jan 2008	Audit Committee			
Intertape Polymer Group Inc.		June 2001 - May 2005	Audit Committee Nominating & Governance Committee			



Jean Martel⁽¹⁾
Montréal, Québec, Canada

Common Shares: 2,000
Deferred Share Units: 17,947
Equity at Risk: \$584,680⁽⁴⁾
Options: nil

TMX Group Board Details:

- Director since October 26, 1999
- Independent

Mr. Martel, 57, 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 and CEO 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 of the International Organization of Securities Regulators. He serves on the board of directors of the Business Development Bank of Canada. He also chairs the Independent Review Committee of the Investment Funds of the Québec Bar.

Board/Committee Membership		Attendance	Attendance (Total)		Total Compensation	
Board		8/8	13/13	100%	Year	Amount
Finance and Audit Committee		3/3			2009	\$115,500 ⁽⁶⁾
Public Venture Market Committee		2/2			2008	\$127,500
Equity Ownership (as at December 31, 2009)						
Year	Common Shares	DSUs	Total Common Shares and DSUs	Total Market Value of Common Shares and DSUs ⁽⁴⁾	Minimum Equity Ownership Requirements	Meets Requirements
2009	2,000	17,947	19,947	\$584,680	\$250,000	Yes
2008	2,000	14,827	16,827	\$493,102		
Public Board Membership During Last Five Years⁽⁵⁾			Public Board Committee Memberships		Public Board Interlocks	
-			-		-	



John P. Mulvihill⁽¹⁾⁽³⁾
Toronto, Ontario, Canada

Common Shares: nil
Deferred Share Units: 22,645
Equity at Risk: \$664,676⁽⁴⁾
Options: nil

TMX Group Board Details:

- Director since June 12, 1996
- Independent

Mr. Mulvihill, 62, is Chairman and CEO, Mulvihill Capital Management Inc. (investment counsel), a position he has held for more than five years. Mr. Mulvihill is the Chairman of the Board of University Health Network and is a Director of 10 exchange-traded funds listed on Toronto Stock Exchange (Core Canadian Dividend, Gold Participation & Income Fund, Government Strip Bond Trust, Pro-AMS U.S., Pro-AMS RSP Split Share, Premium Canadian Fund, Premium Canadian Bank, Premium Split Share, Top 10 Canadian Financial Trust and Top 10 Split Trust). Mr. Mulvihill is also a member of the CFA Institute.

Board/Committee Membership		Attendance	Attendance (Total)		Total Compensation	
Board		8/8	12/12	100%	Year	Amount
Governance Committee (Chair)		4/4			2009	\$104,000
					2008	\$128,000
Equity Ownership (as at December 31, 2009)						
Year	Common Shares	DSUs	Total Common Shares and DSUs	Total Market Value of Common Shares and DSUs ⁽⁴⁾	Minimum Equity Ownership Requirements	Meets Requirements
2009	-	22,645	22,645	\$664,676	\$250,000	Yes
2008	-	18,696	18,696	\$548,765		
Public Board Membership During Last Five Years⁽⁵⁾			Public Board Committee Memberships		Public Board Interlocks	
-			-		-	



Kathleen M. O'Neill
Toronto, Ontario, Canada

Common Shares: nil
Deferred Share Units: 16,706
Equity at Risk: \$490,355⁽⁴⁾
Options: nil

TMX Group Board Details:

- Director since April 26, 2005
- Independent

Ms. O'Neill, 56, is a Corporate Director. Prior to January 2005, she was an Executive Vice President, BMO Bank of Montreal. Prior to joining BMO Bank of Montreal in 1994, Ms. O'Neill was with PricewaterhouseCoopers for 19 years including eight years as a tax partner. Ms. O'Neill is a fellow of the Institute of Chartered Accountants of Ontario. In 2005, Ms. O'Neill became an accredited director through the ICD/Rotman School of Management Directors Education Program. She is a member of the boards of Finning International Inc., ARC Energy Trust, Invesco Trimark Canadian Fund Inc., Invesco Trimark Corporate Class Inc. and Canadian Tire Bank. Ms. O'Neill is also a member of the advisory board and the independent review committee for Invesco Trimark Funds. She is Chair of the board of St. Joseph's Health Centre Foundation, past Chair of the board of St. Joseph's Health Centre in Toronto, a member of the board of the University of St. Michael's College.

Board/Committee Membership		Attendance	Attendance (Total)		Total Compensation	
Board		8/8	18/18	100%	Year	Amount
Finance and Audit Committee		6/6			2009	\$111,500
Governance Committee		4/4			2008	\$138,500
Equity Ownership (as at December 31, 2009)						
Year	Common Shares	DSUs	Total Common Shares and DSUs	Total Market Value of Common Shares and DSUs ⁽⁴⁾	Minimum Equity Ownership Requirements	Meets Requirements
2009	-	16,706	16,706	\$490,355	\$250,000	Yes
2008	-	12,814	12,814	\$376,117		
Public Board Membership During Last Five Years ⁽⁵⁾			Public Board Committee Memberships		Public Board Interlocks	
Finning International Inc.		February 2007 - Present	Audit Committee Human Resources Committee Pension Committee		-	
ARC Energy Trust		June 2009 - Present	Audit Committee Human Resources Committee			
MDS Inc.		March 2005 - March 2009	Audit Committee Employee Health and Safety Committee			



Gerri B. Sinclair
Vancouver, British Columbia, Canada

Common Shares: nil
Deferred Share Units: 14,193
Equity at Risk: \$416,593⁽⁴⁾
Options: nil

TMX Group Board Details:

- Director since April 26, 2005
- Independent

Ms. Sinclair, 62, is the Executive Director, Centre for Digital Media at Great Northern Way Campus (academic institution), a position she has held since November 2006. 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. Ms. Sinclair also serves on the boards of Ballard Power Systems Inc. and The Social Sciences and Humanities Research Council of Canada.

Board/Committee Membership		Attendance	Attendance (Total)		Total Compensation	
Board		8/8	16/16	100%	Year	Amount
Human Resources Committee		6/6			2009	\$110,000
Public Venture Market Committee		2/2			2008	\$120,500
Equity Ownership (as at December 31, 2009)						
Year	Common Shares	DSUs	Total Common Shares and DSUs	Total Market Value of Common Shares and DSUs ⁽⁴⁾	Minimum Equity Ownership Requirements	Meets Requirements
2009	-	14,193	14,193	\$416,593	\$250,000	Yes
2008	-	10,459	10,459	\$306,993		
Public Board Membership During Last Five Years ⁽⁵⁾			Public Board Committee Memberships		Public Board Interlocks	
Ballard Power Systems Inc.		January 2006 - Present	Corporate Governance Committee Management Development, Nominating and Compensation Committee		-	



Jean Turmel
Montréal, Québec, Canada

Common Shares: 41,360
Deferred Share Units: 5,576
Equity at Risk: \$1,361,039⁽⁴⁾
Options: nil

TMX Group Board Details:

- Director since May 1, 2008
- Independent

Mr. Turmel, 65, is the President of Perseus Capital Inc. (money manager) a position he has held since January 2005. Mr. Turmel was Chairman of the board of MX until May 1, 2008. Mr. Turmel served as President, Financial Markets, Treasury and Investment, at the National Bank of Canada from September 1998 to December 2004. He presided over the task force created by the Quebec Government in 1999 to examine the scope and implications of restructuring Canadian exchanges. Mr. Turmel has worked in the capital markets since 1967, having held positions at Merrill Lynch, Royal Securities and Dominion Securities. He also held executive positions with McMillan Bloedel, prior to joining the National Bank of Canada in 1981. Mr. Turmel also serves on the boards of Alimentation Couche-Tard Inc., Canam Group Inc. and Ontario Teachers' Pension Plan.

Board/Committee Membership		Attendance	Attendance (Total)		Total Compensation	
Board Governance Committee		6/8	9/12	75%	Year	Amount
		3/4			2009	\$101,500 ⁽⁶⁾
					2008	\$88,500
Equity Ownership (as at December 31, 2009)						
Year	Common Shares	DSUs	Total Common Shares and DSUs	Total Market Value of Common Shares and DSUs ⁽⁴⁾	Minimum Equity Ownership Requirements	Meets Requirements
2009	61,360	5,576	66,936	\$1,940,039	\$250,000	Yes
2008	111,360	2,481	113,841	\$3,296,694		
Public Board Membership During Last Five Years ⁽⁵⁾			Public Board Committee Memberships		Public Board Interlocks	
Alimentation Couche-Tard Inc.		Sept 2002 - Present		-		-
Canam Group Inc.		April 2006 - Present		Audit Committee		
Bourse de Montréal Inc.		March 2007 - May 2008		Governance and Nominating Committee		



Laurent Verreault
Verdun, Québec, Canada

Common Shares: 13,617
Deferred Share Units: 5,558
Equity at Risk: \$557,351⁽⁴⁾
Options: nil

TMX Group Board Details:

- Director since May 1, 2008
- Independent

Mr. Verreault, 68 is Chairman of the board of directors and Chief Executive Officer of GLV Inc. (product engineering and sales) a position he has held since August 2007. In August 2007 Groupe Laperrière & Verreault Inc. ("GL&V"), which Mr. Verreault founded with other partners in 1975, transferred its Water Treatment Group, its Pulp and Paper Group and its manufacturing unit to GLV Inc. Mr. Verreault had held this same position with GL&V since 2005 and prior to that date had also acted, in addition to his other functions, as President of GL&V since 1986, the year of GL&V's initial public offering. Mr. Verreault also serves on the board of Cascades Inc.

Board/Committee Membership		Attendance	Attendance (Total)		Total Compensation	
Board Human Resources Committee		8/8	14/14	100%	Year	Amount
		6/6			2009	\$104,000
					2008	\$88,500
Equity Ownership (as at December 31, 2009)						
Year	Common Shares	DSUs	Total Common Shares and DSUs	Total Market Value of Common Shares and DSUs ⁽⁴⁾	Minimum Equity Ownership Requirements	Meets Requirements
2009	13,617	5,558	19,175	\$557,351	\$250,000	Yes
2008	13,617	2,393	16,010	\$464,451		
Public Board Membership During Last Five Years ⁽⁵⁾			Public Board Committee Memberships		Public Board Interlocks	
Cascades Inc.		April 2001 - Present		Audit Committee Human Resources Committee		-
GLV Inc.		August 2007 - Present		-		
TVA Group Inc.		June 1994 - May 2008		Compensation Committee		
Bourse de Montréal Inc.		March 2007 - May 2008		Audit Committee Governance and Nominating Committee Human Resources Committee		

- (1) On April 3, 2000, The Toronto Stock Exchange demutualized and continued under the *Business Corporations Act* (Ontario) as The Toronto Stock Exchange Inc. The Toronto Stock Exchange had a board of governors, which became the Board of Directors of The Toronto Stock Exchange Inc. on demutualization. The Toronto Stock Exchange Inc. was renamed TSX Inc. on July 10, 2002. On November 12, 2002, TSX Inc. completed a corporate reorganization through which TMX Group acquired all the outstanding common shares of TSX Inc. and became the holding company of the TMX group of companies which includes TSX Inc.
- (2) Ms. Chicoyne was a director of Albums DF Ltée until June 16, 2003 when she withdrew from the board, six months before the bankruptcy of this company on December 6, 2003.
- (3) Mr. Mulvihill is prohibited from purchasing common shares of TMX Group by the terms of employment with his employer.
- (4) Equity at Risk is determined by adding the value of common shares and DSUs owned. The value of all common shares is determined with reference to the closing price for our common shares on Toronto Stock Exchange on February 26, 2010, which was \$28.95. The value of all DSUs is determined with reference to the fair market value of a DSU on February 26, 2010, calculated based on the weighted average trading price of our common shares on Toronto Stock Exchange for the five trading days preceding February 26, 2010, which was \$29.352.
- (5) Public Board Membership only reflects corporate board membership and not exchange traded funds or entities that do not issue shares to the public.
- (6) Ms. Chicoyne and Messrs. Martel and Turmel's 2009 Total Compensation also includes their retainer and meeting fees for sitting on MX's Rules and Policies Committee.

Independence and Board Committees

In accordance with our recognition order (“Recognition Order”) issued by the OSC, 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, our Board of Directors Independence Standards and our Recognition Order. The following chart illustrates the independence of members of the Board and its standing committees as of December 31, 2009:

Directors	Committees (Number of Members) ⁽¹⁾			
	Finance and Audit Committee ⁽²⁾ (5)	Governance Committee ⁽³⁾ (6)	Human Resources Committee ⁽³⁾ (6)	Public Venture Market Committee (4)
Independent Outside Directors				
Tullio Cedraschi		✓	Chair	
Raymond Chan	✓		✓	
Denyse Chicoyne	✓			
Wayne C. Fox		✓	✓	
John A. Hagg			✓	✓
Harry A. Jaako	✓			Chair
J. Spencer Lanthier	Chair	✓		
Jean Martel				✓
John P. Mulvihill		Chair		
Kathleen M. O'Neill	✓	✓		
Gerri B. Sinclair			✓	✓
Jean Turmel		✓		
Laurent Verreault			✓	
Management Director – Not Independent				
Thomas A. Kloet ⁽¹⁾				

- (1) The CEO of TMX Group and all other non-employee Directors who are not otherwise members may attend all meetings of the Finance and Audit Committee, the Governance Committee, the Human Resources Committee and the Public Venture Market 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

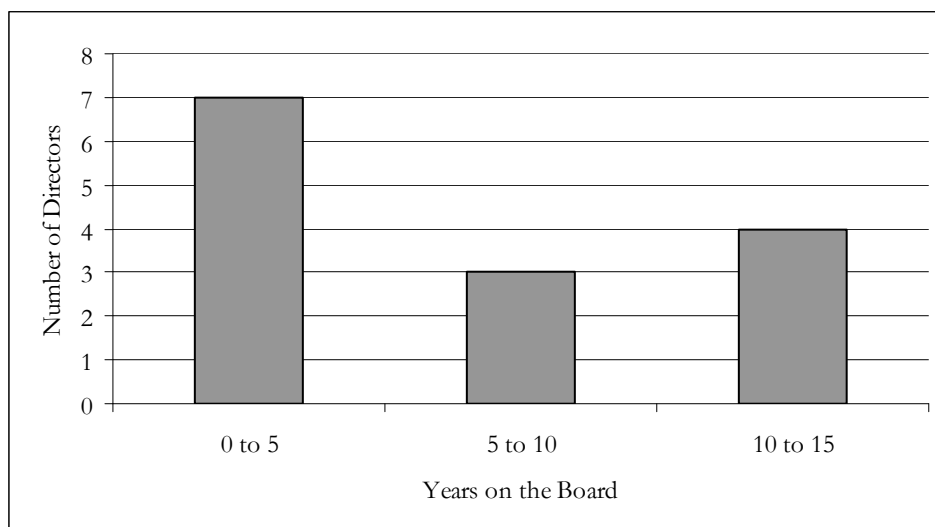
The Governance Committee reviews annually the composition of the Board, including the current strengths, skills and experiences on the Board. The objective is to ensure the Board's composition provides the appropriate mix of skills and experience to guide the strategies and business operations of TMX Group. The Governance Committee identifies any gaps in the Board's composition and seeks to fill those gaps. Qualities such as integrity, good character and high regard in his or her community or professional field will always be a basic criteria for Board members.

We maintain a skills matrix and the Directors indicate their experience in each area. The matrix below illustrates the Board's mix of experience in 15 categories that are important to TMX Group.

Experience Description	Directors with significant experience
CEO/Senior Officer – experience working as a CEO or senior officer for a major organization.	12
Governance/Board – experience as a board member of a major or public company organization.	14
Regulated Company – experience working in an organization which the business/operations is regulated by the government, government agencies or other regulatory bodies.	13
Technology – experience in businesses heavily dependent on information technology.	8
Strategy – experience driving strategic direction and leading growth of an organization.	14
Financial/Risk – experience in financial accounting and reporting, corporate finance, internal controls and risk management.	12
Mergers & Acquisitions – experience in major mergers and acquisitions.	12
Marketing – experience in marketing in the capital markets.	10
Human Resources – experience in compensation, benefit and pension programs, legislation and agreements.	9
Energy - experience in the energy markets.	6
Capital Markets – experience working in the capital markets.	12
Derivatives – experience in the derivatives markets.	10
Public Venture – experience in the public venture markets.	11
Clearing – experience in clearing.	4
International – experience working in an organization with global operations.	10

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

**Board Tenure
(Director Nominees)
as at February 26, 2010**



Directors' Compensation and Equity Ownership Requirements

The following summarizes the annual compensation arrangements in effect from April 26, 2006 (except as noted below) for non-employee Directors:

Chair of the Board Retainer ⁽¹⁾

- Cash	\$125,000 per year
- Deferred Share Units ⁽²⁾	\$150,000 per year

Director Retainer

- Cash	\$30,000 per year
- Deferred Share Units ⁽²⁾	\$50,000 per year

Committee Chair Retainer

- Finance and Audit Committee ⁽³⁾	\$20,000 per year
- Other Committees ⁽³⁾	\$10,000 per year

Committee Member Retainer

\$3,000 per year

Board Meeting Attendance Fee

\$1,500 per meeting

Committee Meeting Attendance Fee

\$1,500 per meeting

Travel Fee ⁽⁴⁾

\$1,500 per meeting

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

(2) A deferred share unit ("DSU") is a bookkeeping entry equivalent to the value of a TMX Group common share, credited to an account to be maintained for the individual Director until retirement from the Board. The number of DSUs (including fractional DSUs) to be credited to a Director's DSU account is determined by dividing the dollar value of the grant by the weighted average trading price of our common shares on Toronto Stock Exchange for the five trading days preceding the date of grant.

(3) On March 3, 2010, the Board, on the recommendation of the Governance Committee, amended the current level of committee chair retainer for the Finance and Audit Committee and the other Committees from \$10,000 and \$6,000 to \$20,000 and \$10,000, respectively.

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

Non-employee Directors must achieve ownership of \$250,000 of common shares over a five year period (including ownership of 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 DSUs (although Directors are free to elect a higher level of DSU participation). Each DSU has a value based on the value of one common share. We credit 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. 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 DSUs; only cash payments will be made.

The following table reflects all amounts of compensation earned by the non-employee Directors in 2009. 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 Board of Directors or any committee of the Board.

Director	Fees Earned (\$)	Share-Based Awards (\$)	Option-Based Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation (\$) ⁽¹⁾	Total (\$)
Tullio Cedraschi	66,000					50,000	116,000
Raymond Chan	54,250					50,000	104,250
Denyse Chicoyne	52,500					57,500 ⁽²⁾	110,000
Wayne C. Fox	125,000					150,000	275,000
Raymond Garneau ⁽³⁾	24,000						24,000
John A. Hagg	58,500					50,000	108,500
Harry A. Jaako	61,500					50,000	111,500
J. Spencer Lanthier	68,500					50,000	118,500
Jean Martel	53,500					62,000 ⁽²⁾	115,500
Owen McCreery ⁽³⁾	20,000						20,000
John P. Mulvihill	54,000					50,000	104,000
Carmand Normand ⁽³⁾	17,000					2,500 ⁽²⁾	19,500
Kathleen M. O'Neill	61,500					50,000	111,500
Gerri B. Sinclair	60,000					50,000	110,000
Jean Turmel	46,500					55,000 ⁽²⁾	101,500
Laurent Verreault	54,000					50,000	104,000
Total	876,750					777,000	1,653,750

(1) On April 29, 2009, the Board granted \$150,000 in DSUs to the Chairman of the Board and \$50,000 in DSUs to each non-employee Director.

(2) Ms. Chicoyne, Messrs. Martel, Normand and Turmel received retainer and meeting fees for sitting on MX's Rules and Policies Committee. For 2009 the retainer and meeting fees received by Ms. Chicoyne, Messrs. Martel, Normand and Turmel were \$7,500, \$12,000, \$2,500 and \$5,000, respectively.

(3) Messrs. Garneau, McCreery and Normand retired from the Board on April 29, 2009.

The following table is a breakdown of the fees earned by the non-employee Directors for attending TMX Group Board and Committee meetings in 2009.

Director	Board Retainer (\$)	Equity Grant (DSUs) ⁽¹⁾ (\$)	Committee Chairman Retainer (\$)	Committee Member Retainer (\$)	Board Attendance Fee (\$) ⁽²⁾	Committee Attendance Fee (\$) ⁽²⁾	Total Fees Paid (\$)	Total Fees Paid in Cash (\$)	Portion of Fees taken in DSUs (%)
Tullio Cedraschi	30,000	50,000	6,000	3,000	12,000	15,000	116,000		100
Raymond Chan	30,000	50,000		3,250	12,000	9,000	104,250	54,250	48
Denyse Chicoyne	30,000	50,000		3,000	12,000	7,500	102,500	52,500	49
Wayne C. Fox ⁽³⁾	125,000	150,000					275,000		100
Raymond Garneau ⁽⁴⁾	10,000			2,000	4,500	7,500	24,000		100
John A. Hagg	30,000	50,000		6,000	12,000	10,500	108,500		100
Harry A. Jaako	30,000	50,000	6,000	3,000	12,000	10,500	111,500	41,813	62
J. Spencer Lanthier	30,000	50,000	10,000	3,000	12,000	13,500	118,500		100
Jean Martel	30,000	50,000		4,000	12,000	7,500	103,500	26,800	74
Owen McCreery ⁽⁴⁾	10,000			1,000	4,500	4,500	20,000	20,000	
John P. Mulvihill	30,000	50,000	6,000		12,000	6,000	104,000		100
Carmand Normand ⁽⁴⁾	10,000			1,000	4,500	1,500	17,000		100
Kathleen M. O'Neill	30,000	50,000		6,000	12,000	13,500	111,500		100
Gerri B. Sinclair	30,000	50,000		6,000	12,000	12,000	110,000		100
Jean Turmel	30,000	50,000		3,000	9,000	4,500	96,500		100
Laurent Verreault	30,000	50,000		3,000	12,000	9,000	104,000		100
Total	515,000	750,000	28,000	47,250	154,500	132,000	1,626,750	195,363	88

(1) On April 29, 2009, the Board granted \$150,000 in DSUs to the Chairman of the Board and \$50,000 in DSUs to each non-employee Director.

(2) See Schedule A on page 52 for attendance at Board and Committee meetings.

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

(4) Messrs. Garneau, McCreery and Normand retired from the Board on April 29, 2009.

Director Equity Ownership

The table on page 19 shows, as at December 31, 2009, the number of common shares of TMX Group owned by each Director, the number of DSUs held by each Director, and the change from December 31, 2008 to December 31, 2009. Non-employee Directors must achieve ownership of \$250,000 of common shares over a five year period (including ownership of DSUs). As at February 26, 2010, all of our non-employee Director nominees were above the minimum equity ownership level.

Non-employee Directors do not receive grants of share options. The total value of common shares and DSUs is the amount each Director, as at February 26, 2010, has at risk in TMX Group.

Directors	Year	Number of Common Shares	Number of DSUs	Total Number of Common Shares and DSUs	Equity at Risk ⁽¹⁾ (\$)	Equity at Risk Multiple of Annual Retainer
Tullio Cedraschi	2009	-	25,105	25,105	736,882	9.2
	2008	-	20,695			
	Change	-	4,410			
Raymond Chan	2009	10,000	5,125	15,125	439,929	5.5
	2008	10,000	3,546			
	Change	-	1,579			
Denyse Chicoyne	2009	74,395	2,824	77,219	2,236,625	28.0
	2008	74,395	1,352			
	Change	-	1,472			
Wayne C. Fox ⁽²⁾	2009	-	63,941	63,941	1,876,796	6.8
	2008	-	54,688			
	Change	-	9,253			
John A. Hagg	2009	5,000	23,682	28,682	839,864	10.5
	2008	5,000	19,554			
	Change	-	4,128			
Harry A. Jaako	2009	-	16,512	16,512	484,660	6.1
	2008	-	13,821			
	Change	-	2,691			
Thomas A. Kloet ⁽³⁾	2009	17,500	-	17,500	506,625	N/A
	2008	7,500				
	Change	10,000				
J. Spencer Lanthier	2009	-	20,943	20,943	614,719	7.7
	2008	-	16,655			
	Change	-	4,288			
Jean Martel	2009	2,000	17,947	19,947	584,680	7.3
	2008	2,000	14,827			
	Change	-	3,120			
John P. Mulvihill	2009	-	22,645	22,645	664,676	8.3
	2008	-	18,696			
	Change	-	3,949			
Kathleen M. O'Neill	2009	-	16,706	16,706	490,355	6.1
	2008	-	12,814			
	Change	-	3,892			
Gerri B. Sinclair	2009	-	14,193	14,193	416,593	5.2
	2008	-	10,459			
	Change	-	3,734			
Jean Turmel	2009	61,360	5,576	66,936	1,940,039	24.3
	2008	111,360	2,481			
	Change	(50,000)	3,095			
Laurent Verreault	2009	13,617	5,558	19,175	557,351	7.0
	2008	13,617	2,393			
	Change	-	3,165			

- (1) Equity at Risk is determined by adding the value of common shares and DSUs owned. The value of all common shares is determined with reference to the closing price for our common shares on Toronto Stock Exchange on February 26, 2010, which was \$28.95. The value of all DSUs is determined with reference to the fair market value of a DSU on February 26, 2010, calculated based on the weighted average trading price of our common shares on Toronto Stock Exchange for the five trading days preceding February 26, 2010, which was \$29.352.
- (2) Mr. Fox's equity at risk multiple is calculated based on the annual retainer received as Chair of the Board. Mr. Fox's equity at risk multiple when calculated based on the Directors' annual retainer is 23.5 times.
- (3) As Chief Executive Officer of TMX Group, Mr. Kloet is required to achieve equity ownership equal to three times his base salary over a four year period. In addition to common shares we include DSUs for purposes of satisfying Mr. Kloet's equity ownership requirements.

Appointment of Auditor and Auditor's Remuneration

The Board recommends that shareholders re-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 TMX Group was formed on August 23, 2002 and as auditor of TSX Inc. and its predecessors since 1993.

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 KPMG LLP, TMX Group's auditor, related to the years ended December 31, 2009 and 2008 for professional services are set out below:

Services Rendered	Fees billed by KPMG	
	2009	2008
Audit Fees ⁽¹⁾	\$982,500	\$1,046,000
Audit Related Fees ⁽²⁾	\$189,000	\$155,000
Tax Fees ⁽³⁾	-	\$225,000

- (1) For the audit of our financial statements, including review of our quarterly financial statements and for services normally provided by the auditor in connection with statutory and regulatory filings. The 2009 audit fees include fees for audit services related to our acquisition of NetThruPut Inc. ("NTP"). The amount for 2008 includes audit fees for MX and its subsidiaries and also reflects fees for audit services related to the Combination and MX's acquisition of an additional 21.9 percent ownership interest in Boston Options Exchange Group, LLC ("BOX").
- (2) For assurance and related services that are reasonably related to the performance of the audit or review of our financial statements and are not reported in (1), including the audit of the pension plan for our employees, French translation services and a Section 5970 report on internal control procedures at a service organization.
- (3) Fees for services provided to MX related to tax compliance, tax advice and tax planning.

Advisory Vote on Approach to Executive Compensation

In March 2009, TMX Group announced that at our annual shareholder meetings, starting in 2010, we would take a non-binding advisory vote on executive compensation. The adoption of advisory votes on executive compensation is a recent and evolving governance practice in Canada.

The 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 program, developed under the direction of the Human Resources Committee, has been 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 program is designed to align our executives' interests with those of our shareholders by linking executive compensation to TMX Group's performance. Our program is 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 shareholder the opportunity to indicate your acceptance of our approach to executive compensation. **The Board recommends that 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 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 Board. However, the 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 Compensation Discussion and Analysis ("CD&A") beginning on page 22.

Statement of Executive Compensation and Other Information

Composition of the Human Resources Committee

The Human Resources Committee of the Board of Directors (the “Committee”) is composed of six Directors: Tullio Cedraschi (Chair), Raymond Chan, Wayne C. Fox, John A. Hagg, Gerri B. Sinclair and Laurent Verreault. They are all independent Directors. The Committee’s complete Charter is available on our website at www.tmx.com.

Human Resources Committee Report on Executive Compensation

The Committee’s role is to ensure that we attract, motivate and retain a capable executive team which will enhance our growth and profitability. We believe that effective compensation principles and practices are fundamental to achieving this objective.

The Committee oversees the compensation policies and programs for executives. The Board has final approval on the compensation philosophy, guidelines and plans for compensating executives. The philosophy and its application for 2009 are contained in the CD&A section of the Circular.

One of the Committee’s principal responsibilities is to review and recommend to the Board the Chief Executive Officer’s (“CEO”) annual compensation, and to review and approve the executive management committee’s (“Exco”) annual compensation.

In determining our executive compensation levels, the Committee relies on external consultants to provide competitive benchmark information and to assist in the design and review of pay programs. By using competitive pay information and assessing executive performance, the Committee is able to evaluate the appropriateness of executive compensation each year. Our discussion of the Comparative Market can be found on page 24.

In 2009 and early 2010, the Committee also undertook the following:

Independent Review	The Committee responded to and implemented recommendations, where appropriate, resulting from an independent review of our executive compensation practices. The Governance Committee commissioned the review, which was conducted by McLagan. See page 23 for more detail.
Independent Advisor	In October 2009, the Committee appointed Towers Watson, an independent advisor, to provide executive compensation consulting to the Committee.
Performance	The Committee reviewed and approved the 2009 individual performance objectives and measures for our executives. The Committee also approved performance measures and targets for the 2009 corporate balanced scorecards. At year end, the Committee approved the final bonus accruals based on these measures.
Executive Compensation	The Committee reviewed and approved the 2009 year end compensation awards, ensuring appropriate pay for performance. See pages 31-35 for more detail.
Equity ownership	The Committee reviewed and approved changes to the executive equity ownership requirements. See page 46 for our guidelines.
Pension	The Committee reviewed and approved changes to the executive pension plan. We closed our defined benefit plan to new entrants and introduced a new executive defined contribution plan. See page 47 for more detail on our pension plans.
Succession Planning	The Committee reviewed and approved executive succession plans. We mapped succession for our key executive positions, identified potential gaps and put succession plans in place.
Executive Appointments	The Committee reviewed and approved new executive appointments, promotions and new hires throughout the year.

Compensation Design	The Committee reviewed and approved the new 2010 balanced scorecard. Integral to the design of the program are the links to pay for performance and ensuring that the program does not encourage excessive risk taking, while still providing the ability to reward corporate and individual performance.
Governance	The Committee, on an ongoing basis, monitored the developments in corporate governance relating to executive compensation.

The Committee has reviewed and discussed with management the CD&A. Based on this review the Committee has recommended to the Board that the CD&A be included in this Circular.

Submitted by the Human Resources Committee:

Tullio Cedraschi (Chair), Raymond Chan, Wayne Fox, John A. Hagg, Gerri Sinclair and Laurent Verreault.

Compensation Discussion and Analysis

The 2009 Year in Review

2009 was a year of integration and consolidation. Integration efforts which began in 2008 following the Combination continued, with a view to maximizing revenue generation, improving competitive positioning, realizing cost efficiencies, streamlining the organization and continuing efforts to diversify revenue streams.

Mr. Luc Bertrand left his role of Deputy Chief Executive Officer of TMX Group and President and Chief Executive Officer of MX effective June 30, 2009. Effective July 1, 2009, in accordance with our succession plan, Mr. Alain Miquelon was appointed President and Chief Executive Officer of MX.

Executive Compensation Philosophy

We are a leading, integrated, multi-asset class exchange group which operates equities, energy and fixed income, cash and derivatives markets and clearing houses, primarily in Canada and the United States. In order to meet the challenges of growing, expanding and diversifying our business, the Committee has designed our executive compensation to attract, motivate and retain a highly qualified executive team and directly link their pay to both our corporate performance and their individual performance objectives. This program is designed to:

- Provide competitive pay when corporate and individual performance meet annually established objectives;
- Provide significant upside opportunity for superior corporate and individual performance;
- Align executives' interests with those of our shareholders;
- Reflect high standards of good governance; and
- Be easily understood by our shareholders.

Executive Compensation Process

Our executive compensation review process is outlined below:

At the beginning of the year, the Committee:

- Reviews and recommends to the Board for approval the compensation philosophy and guidelines for the CEO and Exco;
- Approves the CEO's and Exco's targets and corporate goals and objectives for the year;
- Approves the annual balanced scorecards for our short term incentive plan; and
- Approves the target incentive accruals for our short term incentive plan based on competitive levels of pay in the market.

During the year, the Committee:

- Monitors interim results against scorecard targets; and
- Approves appointments to designated positions and any related compensation changes.

At the end of the year, the Committee:

- Approves the short term incentive plan accrual based on achievement of annual balanced scorecard targets;
- Reviews the CEO's assessment of Exco members' individual performance, based on approved targets;
- Approves 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 Board the annual compensation awards of the CEO.

2009 Independent Review

In 2009, the Governance Committee of the Board commissioned an independent review of the practices of the Committee to ensure that they were in line with best practices. The Governance Committee retained McLagan, the financial services industry's leading compensation consulting, productivity and performance benchmarking firm, who provided the Board with an evaluation of the Committee's practices.

McLagan concluded that the Committee's processes and practices are sound and well within best practice guidelines.

McLagan made several recommendations. The Committee implemented McLagan's recommendations where appropriate, including the appointment of an independent advisor to the Committee, who in turn, provided more specific reference and peer group information to the Committee.

McLagan fees for 2009 were \$55,785.

Independent Advisor

Effective October 28, 2009, the Committee engaged Towers Watson as the independent advisor to the Committee. The advisor's mandate includes, but is not limited to, the following:

- Competitive pay reviews;
- General audit of compensation programs including long term incentive and retirement programs,
- Incentive plan design; and
- Other ongoing executive compensation consulting services to the Committee including trend analysis, technical support and meeting attendance.

Towers Watson worked directly with the Committee on the 2009 annual compensation program and conducted a full competitive pay review to assist in the development of the 2010 compensation program. See page 24 for more detail.

Towers Watson total fees for 2009 were \$192,053.

The Comparative Market

In its July 2009 report, McLagan recommended that the Committee consider more customized competitive pay samples. McLagan noted that while it may not generate prescriptive results, it was important information for the Committee to have. To this end, the Committee retained Towers Watson to provide more specialized samples to the Committee. The primary purpose was to provide the Committee with information on pay levels and structures from a number of market reference groups.

Towers Watson confirmed that TMX Group has no direct Canadian comparators in the integrated exchange industry against which to review executive pay. Therefore, the market references for TMX Group executives have included the broad financial services industry, professional services firms, Canadian general industry, businesses with highly specialized technology and international exchanges. While the Committee views the international exchange sample as being informative, pay levels in international exchanges have not influenced the executive pay structure at TMX Group. In addition, the Towers Watson databank has been used to benchmark some specialized disciplines.

The Committee, with input from the CEO and Towers Watson, has developed a compensation structure that aims to pay both competitively and responsibly. In setting our compensation structures a considerable amount of judgment is used. No one source of information was used for comparative purposes. Rather, the Committee takes a broad approach with respect to the comparative market references and applies its business judgment in making compensation decisions. The Committee also considers executives' backgrounds, skill sets and relative contribution to the organization in setting final pay levels.

See Schedule D for a list of comparators considered by the Committee in 2009.

Components of Compensation

The components of compensation for executives, including our Named Executive Officers ("NEOs"), are base salary, short-term incentive (cash bonus) and long-term incentive (performance-based restricted share units and share options) as further described in the table below. These are the key elements of the total annual compensation opportunity. Pension, benefits and perquisites are the remaining compensation components and comprise a small portion of the total annual compensation opportunity.

Element		Form	Period	Program Objectives
Base Salary		Cash	Annual	<ul style="list-style-type: none"> Reflect executives' scope of responsibility, capability, knowledge, experience, performance and maturity in role.
Variable Compensation	Short-Term Incentive	Cash	Annual	<ul style="list-style-type: none"> Reward executives for achievement of annual corporate and individual performance goals.
	Long-Term Incentive	Share Options	3 & 4 year vesting; 7 & 10 year term	<ul style="list-style-type: none"> Align interests of executives and shareholders. Motivate and reward executives for creating long-term shareholder value. Retain key talent.
		Performance-based Restricted Share Units	3 year vesting	<ul style="list-style-type: none"> Align interests of executives and shareholders. Motivate and reward executives for creating increased shareholder value. Retain key talent.

Other elements of compensation			
Benefits	Group health, dental and insurance benefits	-	<ul style="list-style-type: none"> Provide competitive health programs that protect the health and well being of executives.
Pension	Defined Benefit Plan (closed to new entrants in 2009)	2 year vesting (or according to provincial legislation)	<ul style="list-style-type: none"> Provide retirement programs that are designed to retain executives.
	Executive Defined Contribution Plan		
Perquisites	Cash Allowance	Annual	<ul style="list-style-type: none"> Consistent with market practice, provide an allowance that is directed by the executive.

Base Salary

Base salaries are established by the Committee to reflect the executive’s scope of responsibility and individual performance. To emphasize performance-based pay, each executive’s base salary is set at a level that ensures a significant amount of total direct compensation (base salary, annual short-term and long term incentive compensation) remains at risk.

Variable Compensation

Variable compensation levels are established by the Committee and are set with consideration given to variable pay levels of a number of comparator groups and data sources. The actual opportunity to achieve higher total compensation relative to our target competitive market is provided through our variable compensation plans (short-term and long-term incentive) if corporate and individual performance exceed our goals.

Short Term Incentive Plan (“STIP”)

The STIP is designed to reward our executives for achieving or exceeding annual performance goals and is a cash-based program. The Committee uses a balanced scorecard approach to accrue funding for potential payouts under the annual STIP for the majority of our employees. The scorecard provides comprehensive performance measures and indicators and enables the Committee to evaluate performance and progress with respect to our critical goals. If the balanced scorecard’s results exceed target, the STIP accrual will be greater than target. If the balanced scorecard’s results are below target, the STIP accrual will be below target. If performance falls below predetermined thresholds on all measures, the balanced scorecard will not generate an accrual. In this way, we align compensation with measured success towards achieving short-term financial performance and long-term strategic goals.

As discussed in the Executive Compensation Process on page 22, the Committee approves the scorecard objectives at the beginning of the financial year, and reviews the interim results on a quarterly basis. At the end of the year, the Committee approves final scorecard results and may use its discretion to increase or decrease the accrual if there are unique circumstances impacting business and scorecard results.

For some of our businesses, the balanced scorecard measures and weights listed below are not applicable. Instead, scorecards or measures specific to the unique businesses, or jobs, are used. These scorecards also include financial, customer and technology, new initiative and other corporate initiative measures.

Performance Measures used for 2009 STIP accruals

The following categories of performance were measured in our 2009 balanced scorecards:

- Financial
- Customer and Technology
- New Initiative Revenue and Other Corporate Initiatives

The following table summarizes the performance measures that established the STIP accrual for 2009. The STIP award for Mr. Miquelon, one of the 2009 NEOs, is linked to the MX scorecard.

Performance Category	Measure	Weight		2009 Results
		TMX Group	MX	
Financial	Net Income ⁽¹⁾	35%	35%	For TMX Group, actual net income approximated target. MX actual net income was below target.
	Operating Expense Control	15%	15%	For TMX Group and MX, actual operating expense control exceeded target.
Customer and Technology	System Availability	25%	15%	For TMX Group and MX, system availability exceeded target.
	Other Customer Measures			For TMX Group and MX, other customer measures approximated or exceeded target.
New Initiative Revenue and Other Corporate Initiatives	New Initiatives Revenue ⁽²⁾	25%	35%	TMX Group New Initiative Revenue exceeded target; MX New Initiative Revenue was below target.
	Other Corporate Initiatives			For TMX Group and MX, other corporate initiatives were scored at or above target.

(1) For purposes of the scorecard, the goodwill impairment charge reflected in TMX Group's statement of income for the year ended December 31, 2009 was excluded from this calculation of net income. This adjustment was approved by the Committee.

(2) TMX Group new initiatives revenue was broadly defined across the organization, whereas MX new initiative revenue was based on one initiative specific to the business.

In combination, the results against plan for TMX Group and MX provided for final scores that exceeded target. This result drove funding for a total STIP accrual that exceeded target for 2009, however, the final STIP amount that was distributed was less than what was accrued.

The actual distribution of the STIP accrual involves business judgment and discretion. For NEOs and other executives, the Committee, with input from the CEO, will refer to market-based target levels for each role and then consider team and individual contribution in determining individual STIP awards.

For all other employees, the CEO, with approval of the Committee, distributes the accrual to the various divisions and departments based on objectives and results specific to each area. Management, guided by target ranges for each employee level, considers individual performance against objectives in determining individual STIP awards.

Please see the Process for Evaluating Performance and Determining Total Compensation and the Summary Compensation Table for more detail on the individual awards for our NEOs.

Performance Measures for 2010 Scorecard Accruals

In 2010, to better align the overall objectives of TMX Group with the STIP program, one balanced scorecard covering the majority of our employees has been approved by the Committee. The 2010 Balanced Scorecard will have a 50% weight on financial objectives and a 50% weight on key corporate objectives that support our strategic direction.

Financial Objectives (50%)		Corporate Objectives (50%)		
Income from operations with listings revenue on a billed basis ⁽¹⁾ (less minority interest in BOX, a non-wholly owned subsidiary of MX)	+	Six key objectives aimed at diversifying and growing revenue, and improving technology and operational efficiency	=	Annual STIP accrual

(1) Represents fees billed to listed issuers which differs from listings revenue reported in our consolidated financial statements under Canadian generally accepted accounting principles.

Target measures have been established for all objectives as well as detailed descriptions of the threshold and stretch values that will help determine final scorecard values. In determining the final accrual for 2010, the Committee will exercise its discretion to increase or decrease the accrual based on an assessment of items such as risk management, quality of earnings (earnings achieved within appropriate risk parameters), successful execution of key initiatives, effectiveness of management's response to emerging challenges and opportunities and other items it deems appropriate. The Committee will approve the final accrual in early 2011.

For some of our smaller niche businesses which are largely comprised of sales teams, the new balanced scorecard measures and weights listed above are not applicable. Instead, measures specific to the unique business, or job, are used. This practice mirrors the competitive market practice for these businesses. These unique plans apply to less than 6% of our employees.

Long-Term Incentive Plan ("LTIP")

The LTIP is designed to motivate and reward participants for creating mid and long-term shareholder value. TMX Group employees (and those of designated subsidiaries) at or above the director-level and select employees below the director-level designated by the CEO are eligible to participate in the LTIP. We grant LTIP awards to recognize an individual's contribution to the growth, profitability and sustainability of the business over the past financial year, as well as to motivate and retain the individual going forward. The LTIP grant takes the form of share options and/or performance-based restricted share units. In this Circular, the term "RSU" refers to the aggregate of performance-based restricted share units, and the additional restricted share units, or fractional restricted share units credited to reflect the notional equivalents of dividends paid on common shares.

For employees or officers at or above the director-level, the LTIP is provided in share options and RSUs (50% of the total dollar value award is converted into share options and 50% into RSUs). A significant portion of an executive's total annual compensation is in share options and RSUs because this is the most direct way to align the executive's interests with those of our shareholders. The vesting and other design features of these grants, together with our equity ownership requirements, further motivate them to create long-term shareholder value.

In 2008, we revised our approach to granting LTIP awards. Historically, LTIP awards granted at the beginning of the year were considered to be part of the upcoming year's total compensation mix. Beginning in 2009, the LTIP awards were made on a retrospective basis reflecting the performance of the recipient in the previous year and recognizing his or her contribution to the growth and the success of the business.

In the summary compensation table for the 2008 financial year, we have included the retrospective LTIP awards approved in January 2009. We re-stated our 2007 compensation by replacing previously reported awards with

awards that were approved in January 2008, on a prospective basis. This facilitated the year over year comparisons for NEOs who were employed by TMX Group in 2007.

In addition to the annual LTIP granting process described above, LTIP awards may also be made when there are internal appointments or promotions, and when there is a new hire. The LTIP may be provided in share options and RSUs, or only in share options.

Share option and RSU plan details are provided starting on page 37 of this Circular. For termination provisions of these plans, please refer to Schedule C on page 62.

Pension, Benefits and Perquisites

In 2009, we approved a new defined contribution pension component for executives. Participants in the former defined benefit component of the pension plan remain in the plan, however, the plan has been closed to new entrants. Details of our pension plans can be found on page 47.

The NEOs, other than Mr. Kloet, are participants in the closed non-contributory defined benefit tier of our registered pension plan for employees. For Mr. Kloet, we established a non-contributory supplementary pension plan that provides a similar benefit to the defined benefit plan described for the executives, but is funded separately. We also maintain a non-contributory supplementary retirement plan for executives. Details of the pension plans are on pages 47 and 48.

Executives participate in group benefit plans on the same basis as all other employees.

Our executives also receive an annual taxable cash perquisite allowance. This allowance varies by executive level (Vice Presidents \$12,000; Presidents and Senior Vice Presidents \$21,600; CEO \$24,000). Other perquisites provided in addition to the allowance are: paid parking, an annual medical exam, and home security services where warranted.

For termination provisions of these plans, please refer to Schedule C on page 62.

Process for Evaluating Performance and Determining Total Compensation

In establishing the overall award level each year, the Committee considers each compensation element separately, and in combination, to determine the appropriate level of total compensation for the year. The Committee undertakes a comprehensive review, looking at both objective and subjective measures for each compensation element. The Committee considers the CEO's perspective on each executive's individual performance and compensation, as well as his views on the performance of our various business units, taking into account a number of factors such as the achievement of revenue and expense control targets, the availability of systems and delivery of services to customers, the completion of projects designed to grow and enhance the business and demonstration of leadership behaviours.

The Committee assesses the overall performance of the CEO each year. The Committee conducts its review of the CEO's contribution considering financial and non-financial components. The Committee considers this assessment when recommending the CEO's salary, short and long-term compensation awards to the Board of Directors for approval.

The Board evaluates the performance of the CEO against his objectives and considers the compensation recommendations of the Committee. Coupled with independent advice from the Committee's external compensation consultant, the Board then exercises its discretion and determines the CEO's year end compensation. The CEO does not participate in these discussions.

The CEO evaluates the performance of his direct reports using each executive's individual performance results against objectives and his or her relative contribution to the corporate scorecard results. The CEO makes a

compensation recommendation to the Committee based on his assessment in the context of previously agreed to targets. The Committee considers these recommendations, receives advice from the Committee's external compensation consultant and applies judgment to determine if any adjustments are warranted.

Given the absence of Canadian comparators, both the Committee and the Board use broad ranging benchmark data, discretion and business judgment to award what the Committee and Board believe is competitive compensation.

The following sections discuss the 2009 compensation for the CEO, the Chief Financial Officer and the other NEOs.

Compensation of Named Executive Officers

Summary Compensation Table

The following tables present information about compensation of our NEOs (determined in accordance with applicable securities legislation), and sets out the total compensation paid, payable, awarded, granted, given or otherwise provided to each of the NEOs for services rendered to us by that individual in all capacities:

Name & Principal Position	Year	Salary (\$)	Share-based awards (\$) ⁽⁶⁾⁽⁷⁾⁽⁸⁾	Option based awards (\$) ⁽⁶⁾⁽⁹⁾	Non-equity incentive plan compensation (\$)		Pension Value (\$) ⁽¹⁰⁾	All Other Compensation (\$) ⁽¹¹⁾⁽¹²⁾⁽¹³⁾	Total compensation (\$)
					Annual Incentive Plan (\$)	Long-term incentive plans (\$)			
Thomas A. Kloet CEO, TMX Group ⁽¹⁾	2009	700,000	450,000	450,000	700,000	-	166,831	6,354	2,473,185
	2008	326,218	350,000	918,500	700,000	-	99,368	392,227	2,786,313
Michael Ptasznik Senior Vice President, Group Chief Financial Officer ⁽²⁾	2009	375,000	150,000	150,000	300,000	-	150,663	3,987	1,129,650
	2008	325,000	157,500	726,000	375,000	-	108,263	103,822	1,795,585
	2007	300,000	125,000	125,000	310,000	-	111,200	4,551	975,751
Kevan Cowan President, TSX Markets, Group Head of Equities ⁽³⁾	2009	325,000	162,500	162,500	325,000	-	99,472	191,277	1,265,749
	2008	298,333	137,500	137,500	325,000	-	102,103	4,773	1,005,209
	2007	275,000	100,000	100,000	275,000	-	131,385	4,261	885,646
Brenda Hoffman Senior Vice President, Group Head of Information Technology, Chief Information Officer ⁽⁴⁾	2009	350,000	140,000	140,000	367,500	-	47,730	4,376	1,049,606
	2008	350,000	135,000	135,000	387,500	-	69,242	3,910	1,080,652
	2007	341,775	125,000	125,000	300,000	-	171,000	4,639	1,067,414
Alain Miquelon Senior Vice President, Group Head of Derivatives, President and CEO Montreal Exchange ⁽⁵⁾	2009	325,000	137,500	219,100	275,000	-	112,463	6,673	1,075,736
	2008	315,000	85,000	85,000	169,300	-	20,000	207,558	881,858

(1) Mr. Kloet joined TMX Group on July 14, 2008. In 2009, due to an administrative error, a reversal of Mr. Kloet's previously reported 9,400 DSUs was required and his \$315,000 2008 bonus was repaid to him in cash, as well as \$3,380 in interest. The interest is included under All Other Compensation. For 2008, his annualized salary was \$700,000. Upon hire, he received a \$300,000 compensatory payment with respect to forfeited retention and bonus pay which is included under All Other Compensation. Mr. Kloet also received a signing bonus of 50,000 options (a \$568,500 value) that is included under option based awards in 2008. Mr. Kloet was not an employee of TMX Group in 2007.

(2) Mr. Ptasznik was appointed Interim Co-Chief Executive Officer of TMX Group effective January 7, 2008. To recognize the additional responsibilities in 2008, an acting assignment cash allowance of \$100,000 was paid to Mr. Ptasznik, which is included under All Other Compensation. Mr. Ptasznik's

2008 Annual Incentive plan figure includes an annual STIP award of \$325,000 plus a special bonus of \$50,000 to recognize his role in completing the Combination. Mr. Ptasznik also received an award in 2008 of 50,000 options (a \$568,500 value), included under option based awards, to recognize his skills and experience required to transition the new CEO and also as a means of retention.

- (3) In 2009, Mr. Cowan was re-located from Calgary to Toronto. As part of his relocation agreement, he was indemnified against any loss on the sale of his Calgary home, up to \$200,000. In total, we paid \$187,290 to Mr. Cowan with respect to this indemnification. This amount is included under All Other Compensation. Mr. Cowan's 2008 salary information is actual compensation paid. The 2008 annualized salary equivalent was \$285,000 in his capacity as President, TSX Venture Exchange from January 1 to August 31, 2008, and \$325,000 in his capacity as President, TSX Markets, Group Head of Equities from September 1, 2008 to December 31, 2008.
- (4) Ms. Hoffman's 2009 Annual Incentive plan figure includes an annual STIP award of \$280,000 plus a special bonus of \$87,500 for the successful implementation of the TSX Quantum Gateway. Ms Hoffman's 2008 Annual Incentive plan figure includes an annual STIP award of \$300,000 plus a special bonus of \$87,500 for the successful migration of all Toronto Stock Exchange symbols to TSX Quantum. Ms. Hoffman's 2007 salary information is actual compensation paid. The 2007 annualized salary equivalent was \$325,000 in her capacity as Vice President, Information & Trading Technology Development from January 1, 2007 to April 29, 2007 and \$350,000 in her capacity as Senior Vice President and Chief Information Officer from April 30, 2007 to December 31, 2007.
- (5) Mr. Miquelon was appointed President and CEO of MX on July 1, 2009. The salary information presented for 2009 is actual compensation paid. The 2009 annualized equivalent for salary was \$315,000 in his capacity as Executive Vice President, Chief Operating Officer and Head of Strategic Development, MX to June 30, 2009 and \$335,000 in his capacity as President and CEO, MX from July 1, 2009 to December 31, 2009. Upon his appointment, he received a special grant of 15,000 options (an \$81,600 value). His 2009 option based award figure includes this special grant plus an annual option based award of \$137,500. In 2008, Mr. Miquelon was paid a \$200,000 retention bonus which is included under All Other Compensation. In 2008 we contributed \$20,000 to Mr. Miquelon's MX RRSP which is included under Pension Value. Mr. Miquelon's 2007 compensation was approved by the MX Compensation Committee prior to the year of the Combination and is therefore not included here.
- (6) LTIP awards granted in January or February will be included in the previous year's total compensation calculation. In the summary compensation table for the 2009 and 2008 financial years, we have included the retrospective LTIP awards approved in February 2010 and January 2009. We re-stated our 2007 compensation by replacing previously reported LTIP awards with awards that were approved in January 2008, on a prospective basis. This facilitated year over year comparisons for NEOs who were employed by TMX Group in 2007.
- (7) Our share-based awards are comprised of RSUs. The grant price of an RSU is the closing price of one of our common 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 divide the compensation value of the RSU award by 91.5% of the closing price. This discount reflects the assessment of risk and vesting (the RSUs will not vest until December 31st of the second calendar year following the grant date). The closing price on December 31, 2009 was \$33.13 and the number of RSUs granted in 2010 was determined by dividing the compensation value of the RSU award by the discounted value of \$30.314. The closing price on December 31, 2008 was \$25.19 and the number of RSUs granted in 2009 was determined by dividing the compensation value of the RSU award by the discounted value of \$23.049. The closing price on December 31, 2007 was \$52.80 and the number of RSUs granted in 2008 was determined by dividing the compensation value of the RSU award by the discounted value of \$48.312.
- (8) The 2007 RSUs vested on December 31, 2009 and were paid on January 15, 2010. The target number of units were granted at \$46.61. The RSUs were valued on December 31 using the fair market value of \$32.019, determined on the basis of a five day weighted average. As our Total Shareholder Return over the period did not meet the 40% target over the three year period, the minimum multiplier of 25% was applied. These amounts are not included in the summary compensation table.

Name	2007 RSU Payment (\$)
Thomas A. Kloet	-
Michael Ptasznik	\$19,666
Kevan Cowan	\$15,950
Brenda Hoffman	\$29,103
Alain Miquelon	-

- (9) The Black Scholes valuation methodology is used to value our share options as it is the predominant methodology in the Canadian marketplace. Our compensation consultant, Towers Watson, provides us with the Black Scholes calculations. For share options granted in 2010, the Black Scholes value of \$7.37 was used to determine the present value of the share options, which represents a value ratio of 22.2% using the December 31, 2009 TMX Group share closing price of \$33.13. The number of share options granted was determined by dividing the value of the option award by \$7.37. For share options granted in 2009 (including the special award of 15,000 share options for Mr. Miquelon), the Black Scholes value of \$5.44 was used to determine the present value of the share options, which represents a value ratio of 21.6% using the December 31, 2008 TMX Group share closing price of \$25.19. The number of share options granted was determined by dividing the value of the option award by \$5.44. For share options granted in 2008 (including the special awards of 50,000 share options for Messrs Kloet and Ptasznik), the Black Scholes value of \$11.37 was used to determine the present value of the share options, which represents a value ratio of 21.5% using the December 31, 2007 TMX Group share closing price of \$52.80. The exercise price of a share option will not be less than the fair market value of our common shares, being the weighted average trading price of our common shares on Toronto Stock Exchange, for the five trading days immediately preceding the effective date of the grant.
- (10) Pension value is the compensatory change that is provided in the table on page 48.
- (11) For 2009, All Other Compensation includes premiums for term life insurance maintained for the benefit of the NEO, employer contributions to the Employee Share Purchase Plan ("ESPP"), other compensation and relocation where applicable.

Name	Life Insurance / Medical Coverage / Contribution to ESPP	Other Compensation	Relocation
Thomas A. Kloet ^(a)	2,974	3,380	-
Michael Ptasznik	3,987	-	-
Kevan Cowan ^(b)	3,987	-	187,290
Brenda Hoffman	4,376	-	-
Alain Miquelon	6,673	-	-

(a) Due to an administrative error, a reversal of Mr. Kloet's previously reported 9,400 DSUs was required and his \$315,000 2008 bonus was repaid to him in cash, as well as \$3,380 in interest.

(b) Mr. Cowan was re-located from Calgary to Toronto in 2009. As part of his relocation agreement, he was indemnified against any loss on the sale of his Calgary home up to \$200,000. In total, we paid \$187,290 to Mr. Cowan with respect to this indemnification.

- (12) For 2008, All Other Compensation includes premiums for term life insurance maintained for the benefit of the NEO, employer contributions to the ESPP, other compensation and relocation where applicable.

Name	Life Insurance/ Medical Coverage/ Contribution to ESPP	Other Compensation ^(a)	Relocation
Thomas A. Kloet ^(b)	947	300,000	91,280
Michael Ptasznik	3,822	100,000	-
Kevan Cowan	4,773	-	-
Brenda Hoffman	3,910	-	-
Alain Miquelon	7,558	200,000	-

(a) See notes 1, 2 and 5 for the descriptions of payments included in the Other Compensation column made to Messrs. Kloet, Ptasznik and Miquelon.

(b) To manage Mr. Kloet's transition to Canada, he was eligible for up to \$60,000 for temporary accommodation and travel, \$35,000 for legal and tax advice and \$25,000 for relocation. \$91,280 was paid in 2008 in respect of these allowances.

- (13) For 2007, All Other Compensation includes premiums for term life insurance maintained for the benefit of the NEO, employer contributions to the ESPP, other compensation and relocation where applicable.

Name	Life Insurance/ Medical Coverage/ Contribution to ESPP	Other Compensation	Relocation
Thomas A. Kloet ^(a)	-	-	-
Michael Ptasznik	4,551	-	-
Kevan Cowan	4,261	-	-
Brenda Hoffman	4,639	-	-
Alain Miquelon ^(b)	-	-	-

(a) Mr. Kloet was not an employee in 2007.

(b) Mr. Miquelon's 2007 compensation was approved by the MX Compensation Committee prior to the year of the Combination and is therefore not included here.

2009 CEO Compensation

Thomas A. Kloet, CEO, TMX Group

The table below summarizes Mr. Kloet's Total Direct Compensation for 2009:

NEO	Base Salary	STIP	LTIP (50% RSUs/ 50% Options)	Total Direct Compensation	Pay at Risk
Thomas A. Kloet	\$700,000	\$700,000	\$900,000	\$2,300,000	70%

The Committee assesses the overall performance of the CEO each year. The Committee conducts its review of the CEO's contribution considering financial and non-financial components. The Committee then considers this assessment when recommending the CEO's salary, short and long-term compensation awards to the Board of Directors for approval.

The table below summarizes the CEO's key objectives for 2009. Objectives for other executives, including the NEOs, cascade from the CEO's objectives.

Key Objectives
<p>Financial: Deliver the 2009 financial plan.</p> <p>Successful completion of integration plan: Implement strategies for the integration of TSX Group and MX to maximize revenue generation, improve competitive positioning and realize cost efficiencies.</p> <p>Strengthen the Product Base: Refine strategies for future growth through innovation and improved products with a focus on:</p> <ul style="list-style-type: none"> • Equity Markets • Energy Markets • Geographic Expansion <p>Operational Efficiency: Streamline approval and implementation processes. Ensure appropriate prioritization of new products and services, including potential investments and acquisitions while maintaining target systems delivery.</p> <p>Leadership & Values:</p> <ul style="list-style-type: none"> • Focus on building employee engagement. • Review and approve the next generation succession planning strategy. • Review compensation packages to ensure the appropriate mix of fixed pay and pay at risk.

In 2009, Mr. Kloet completed his first full year as CEO of TMX Group. In spite of the challenging economic conditions that impacted Canadian capital markets, TMX Group achieved many of its corporate objectives in 2009 under Mr. Kloet's leadership. We completed the final stage of the integration with MX resulting in cost synergies, streamlined technology and infrastructure, and a unified corporate strategy for the future. The NIP acquisition closed in the second quarter of 2009, and the business was fully integrated by year end, adding important new capabilities and opportunities for the TMX Group energy business.

Throughout 2009, Mr. Kloet executed many initiatives to address the rapidly evolving competitive climate, particularly in Canadian equities trading. Operational improvements included a number of technology enhancements that will improve order flow capacity and speed of order execution.

Mr. Kloet continued his ongoing efforts to strengthen employee engagement, including regular communication with employees and visits to all TMX Group offices. Mr. Kloet also led a full executive succession review. Mr. Kloet built consensus in Exco around future corporate strategy and the introduction of a unified performance scorecard for 2010.

For 2009, Mr. Kloet's base salary was \$700,000. The Board assessed Mr. Kloet's performance during the year based on the criteria noted above and awarded him a \$700,000 annual STIP award and a \$900,000 LTIP award to recognize his leadership with regard to the TMX Group integration and the overall success of the business under his leadership.

The awards for the CEO were recommended by the Committee, in consultation with its external compensation advisors, Towers Watson, and were approved by the Board based on its assessment of Mr. Kloet's achievement of the scorecard measures as well as the achievement of the approved annual CEO performance objectives.

2009 Other NEO Compensation

The other NEO awards were recommended by the CEO and reviewed and approved by the Committee. The CEO's recommendation is based on his evaluation of each NEO's individual performance against objectives set for the NEO at the beginning of the year, each NEO's individual performance in contributing to scorecard measures, and each NEO's performance relative to our business plan. The following summarizes key considerations for compensation decisions made for the remaining NEOs:

Michael Ptasznik, Senior Vice President and Group Chief Financial Officer

The table below summarizes Mr. Ptasznik's Total Direct Compensation for 2009:

NEO	Base Salary	STIP	LTIP (50% RSUs/ 50% Options)	Total Direct Compensation	Pay at Risk
Michael Ptasznik	\$375,000	\$300,000	\$300,000	\$975,000	62%

Mr. Ptasznik is responsible for a wide range of strategic functions including strategic and financial planning and reporting, corporate development, risk management, corporate communications and investor relations for TMX Group. In 2009, Mr. Ptasznik completed the integration of MX's finance and communications functions into our corporate centre. In addition, as part of the integration, TMX Group's premises and real estate portfolio were streamlined. He oversaw the implementation of a new accounting and planning system, organizational changes to TMX Group's Finance and Accounting group and the corporate plan for the transition to International Financial Reporting Standards. Mr. Ptasznik also played a critical leadership role in the development of the corporate strategy, and the supporting strategies within each of the underlying businesses. As well, he introduced significant enhancements to TMX Group's project management and risk management processes.

As our Chief Financial Officer, Mr. Ptasznik has responsibility for developing TMX Group's investor relations communications program and represented TMX Group at several investor conferences and in individual meetings with the investing community. He established a revised corporate marketing and communications team and program which permits us to strengthen our external profile. Mr. Ptasznik also provided support for new product and service initiatives across the organization. Mr. Ptasznik and his team also provided the financial evaluation and corporate development support for a significant number of organic initiatives and investment opportunities including the acquisition of NTP and the investment in EDX London Limited ("EDX").

In January 2009, Mr. Ptasznik's salary was increased to \$375,000 per annum to reflect the increased scope of his role following the Combination.

The Committee considered his performance evaluation and the recommendation of the CEO. His 2009 annual bonus of \$300,000 and his LTIP award of \$300,000 reflect the achievement of his objectives in 2009.

Kevan Cowan, President, TSX Markets, Group Head of Equities

The table below summarizes Mr. Cowan's Total Direct Compensation for 2009:

NEO	Base Salary	STIP	LTIP (50% RSUs/ 50% Options)	Total Direct Compensation	Pay at Risk
Kevan Cowan	\$325,000	\$325,000	\$325,000	\$975,000	67%

Mr. Cowan completed his first full year in the position of President, TSX Markets and Group Head of Equities. This year saw record trading volumes on TSX, and record financings on TSX and on a combined basis for TSX and TSX Venture Exchange.

Mr. Cowan initiated and completed significant staffing changes in the year that strengthened the equities listing and trading teams, and lowered costs. He oversaw an extensive year long international business development program for both equities trading and listings, in multiple cities across 10 countries, which contributed to increasing international trading flow, 38 new international listings in 2009 and a strong pipeline of international business prospects for the future. He also re-established a client engagement focus across his team, enhancing relationships within the trading community and listed issuers through advisory committees, customer education and networking events. He led enhancements to issuer services through several new product launches and a stronger integration between listings and trading. Together with the support of Ms. Hoffman and her team, Mr. Cowan also continued to introduce technological changes that enhanced trading performance.

The Committee considered his performance evaluation and the recommendation of the CEO. For 2009, his annual bonus of \$325,000 and his LTIP award of \$325,000 reflect the achievement of his objectives in 2009.

Brenda Hoffman, Senior Vice President and Group Head of Information Technology, Chief Information Officer

The table below summarizes Ms. Hoffman’s Total Direct Compensation for 2009:

NEO	Base Salary	STIP ⁽¹⁾	LTIP (50% RSUs/ 50% Options)	Total Direct Compensation	Pay at Risk
Brenda Hoffman	\$350,000	\$280,000	\$280,000	\$910,000	62%

(1) Excludes special bonus of \$87,500 awarded to Ms. Hoffman in November 2009 in recognition of the successful implementation of the TSX Quantum gateway.

Ms. Hoffman led a number of important initiatives this year that were critical to TMX Group’s strategic imperative of technological leadership. She developed and received approval for a comprehensive enterprise architecture blueprint that forms the long term road map for our technological development. The clarity of her approach served to increase management’s collective understanding of the complex technological choices facing TMX Group. In 2009, she delivered several initiatives that enhanced operational excellence, decreased risk and increased operational capacity for the future, including developing and implementing the TSX Quantum gateway.

Ms. Hoffman played a critical role in TMX Group’s achievement of its first sale of the SOLA proprietary derivatives trading technology, to the London Stock Exchange Group plc (“LSE”) to be used initially for EDX and the Oslo Børs.

Finally, Ms. Hoffman successfully completed the MX technology integration plan. This involved extensive planning and consultation in order to achieve the technology synergies by integrating data centers, infrastructure, policies and practices. She also assumed the leadership of MX’s technology staff, which was the largest employee group impacted by the MX integration.

For the successful implementation of the TSX Quantum gateway, Ms. Hoffman received the second and final instalment of her special cash recognition payment in the amount of \$87,500 in November 2009.

The Committee considered her performance evaluation and the recommendations of the CEO. For 2009, her annual bonus of \$280,000 and her LTIP award of \$280,000 reflect her achievement of her 2009 objectives.

Alain Miquelon, Senior Vice President and Group Head Derivatives, TMX Group, President and CEO, MX

The table below summarizes Mr. Miquelon's Total Direct Compensation for 2009:

NEO	Base Salary	STIP	LTIP (50% RSUs/ 50% Options)⁽¹⁾	Total Direct Compensation	Pay at Risk
Alain Miquelon	\$325,000	\$275,000	\$275,000	\$875,000	63%

(1) Excludes 2009 special 15,000 share option grant upon appointment to President and CEO, MX.

Mr. Miquelon was appointed President and CEO, MX on July 1, 2009. In his new role, Mr. Miquelon also assumed responsibility for Shorcan Brokers Limited and TMX Group's interest in BOX.

During the year, Mr. Miquelon led MX to a number of important strategic accomplishments. These accomplishments include the selection of the Canadian Derivatives Clearing Corporation as the "preferred vendor" by the Investment Industry Association of Canada to implement a netting and clearing service for the Canadian fixed income market, the formation of a strategic partnership with LSE including the investment in EDX, and the sale of the SOLA license. Mr. Miquelon was also involved in the delivery of key projects, including the deployment of SOLA clearing.

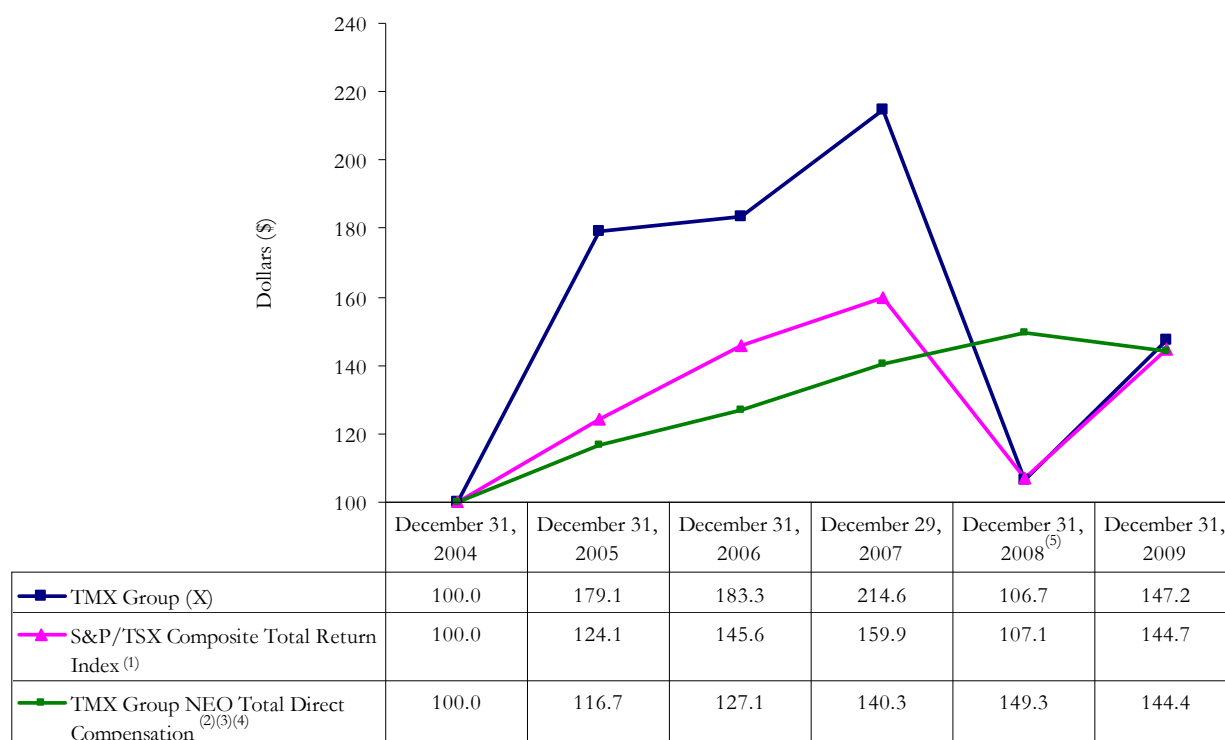
In addition, Mr. Miquelon successfully completed several staffing changes which resulted in a stronger and more cohesive derivatives team. He introduced a more formal approach to succession planning at MX. He provided strong leadership to the employees of MX during the final phase of the integration with TMX Group. During a time of change, minimal unanticipated attrition was experienced at MX, system availability was maintained and project timelines were all achieved.

The Committee considered his performance evaluation and the recommendations of the CEO. For 2009, his annual bonus of \$275,000 and his LTIP award of \$275,000 reflect his achievement of his 2009 objectives.

Performance Graph

This graph compares the total cumulative shareholder return for \$100 invested in TMX Group common shares on December 31, 2004 with the cumulative total return, including dividend reinvestment, of the S&P/TSX Composite Total Return Index for the period from December 31, 2004 through to and including December 31, 2009.

Also shown for comparison purposes is the total direct compensation for NEOs indexed at 100 for 2004. Total direct compensation includes annualized base salary, short-term incentive and long-term incentive.



- (1) "S&P" is a trade-mark owned by The McGraw-Hill Companies, Inc. and is used under license. "TSX" is a trade-mark owned by TSX Inc.
- (2) For comparability year over year, we have included the active CEO and Chief Financial Officer as at December 31 of the applicable year, and the three most highly compensated NEOs as at December 31 of the applicable year.
- (3) Total direct compensation includes annualized base salary, short-term incentive and long-term incentive for the applicable year. Pension values, non-recurring payments and special one-time awards (STIP or LTIP) have been excluded from the trend line.
- (4) LTIP prior to 2007 has been included on prospective basis reflecting information provided in previously published Circulars.
- (5) In 2008, our overall NEO total direct compensation increased slightly, in part, due to the inclusion of the Deputy CEO, TMX Group and President and CEO, MX whose total direct compensation was higher than that of a typical NEO.

The change in payout positions of the executives generally aligned with the trend of TMX Group's total shareholder return shown in the above graph. The payouts from the performance-based RSUs were directly aligned to the TMX Group total shareholder return graph above as their value per unit moved in direct proportion to the TMX Group total shareholder return line provided above. Moreover, the actual payouts from the RSUs for the periods ending 2006, 2007, 2008 and 2009 were adjusted by a multiple of 180%, 180%, 25% and 25% respectively (RSUs paid prior to 2006 were not performance based). The executives' in-the-money option position (including realized gains) increased significantly in 2005 and 2007, followed by a significant reduction or elimination of the executives' in-the-money positions in 2008 and 2009. As described on page 46, executives are subject to equity ownership requirements while they are employed by TMX Group. The values of TMX Group common shares owned by executives have changed directly in proportion to the change in the total shareholder return graph above.

Aggregate Compensation for the NEOs

	2009	2008	2007
Total Aggregate NEO Compensation ⁽¹⁾	\$6.8 million ⁽²⁾	\$8.1 million ⁽³⁾	\$5.9 million ⁽⁴⁾
As a percentage of Total Revenue	1.2%	1.5%	1.4%
As a percentage of Net Income reported	6.5%	4.4%	4.0%

- (1) For comparability year over year, we have included the active CEO and Chief Financial Officer as at December 31 of the applicable year, and the three most highly compensated NEOs as at December 31 of the applicable year. 2009 includes the compensation for Mr. Kloet, Mr. Ptasznik, Mr. Cowan, Ms.

- Hoffman and Mr. Miquelon. 2008 includes the compensation for Mr. Kloet, Mr. Ptasznik, Mr. Bertrand, Ms. Hoffman and Ms. Pel. 2007 includes the compensation for Mr. Nesbitt, Mr. Ptasznik, Mr. Parkhill, Ms. Hoffman and Ms. Pel.
- (2) 2009 total aggregate NEO compensation includes non-recurring payments and special awards. Total aggregate NEO compensation for 2009 is the sum of salaries, share-based awards, option-based awards, STIP, pension values and all other compensation, less the relocation related costs for Mr. Cowan (\$187,290). Total aggregate NEO compensation including the non-recurring payment is \$7.0 million or 1.3% of total revenue and 6.7% of net income reported.
 - (3) 2008 was a year of significant change and transition. As a result, the total aggregate NEO compensation includes multiple non-recurring payments and special awards. Total aggregate compensation for 2008 is the sum of salaries (Mr. Kloet's salary has been annualized), share-based awards, option-based awards, STIP, pension values and all other compensation, less the sign on compensation and relocation assistance for Mr. Kloet (\$300,000 compensatory payment; \$568,500 sign on grant; \$91,280 relocation) and Mr. Ptasznik's acting assignment allowance (\$100,000). Total aggregate NEO compensation including these non-recurring payments and special awards is \$9.1 million or 1.7% of total revenue and 5.0% of net income.
 - (4) Total aggregate compensation for 2007 is the sum of all compensation as reported in the summary compensation table (the sum of salaries, share-based awards, option-based awards, annual incentives, pension values and all other compensation).

Description of Long-Term Incentive Plans

Share Option Plan

Our share option plan has been 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 are eligible to be granted share options under the option plan.

We have reserved 4,064,032 common shares for issuance upon exercise of options granted under the share option plan, representing approximately 5.5% of our outstanding common shares. The exercise price of a share option will not be less than the fair market value of our common shares, being the weighted average trading price of our common shares on Toronto Stock Exchange, for the five trading days immediately preceding the effective date of the grant (the grant fair market value). The Committee determines the vesting schedule and term of share options subject to a maximum 10-year term. The aggregate number of common shares issuable to our insiders at any time, and issued to our insiders within any one year period, is limited. Such number of common shares cannot exceed 10% of our issued and outstanding common shares. Under no circumstances may any one person's share options and all other share compensation arrangements exceed 5% of the outstanding common shares of TMX Group.

Employees who are granted share options are prohibited from 'monetizing' unvested share options. Also, we do not currently provide financial assistance to facilitate the purchase of common shares under the share option plan.

Our 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.

As at February 28, 2010, the total number of (a) common shares issued on the exercise of share options granted under the share option plan and (b) common shares issuable on the exercise of outstanding options granted under the share option plan, and the respective percentages of our issued and outstanding common shares represented by those shares, were as follows:

<u>Program</u>	<u>Common Shares Issued</u>	<u>Common Shares Issuable Under Outstanding Options</u>
Share Option Plan	1,535,968 (2.1%)	1,725,077 (2.3%)

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

	2010 ⁽¹⁾⁽²⁾	2009 ⁽¹⁾⁽³⁾	2008 ⁽¹⁾⁽³⁾	2007 ⁽³⁾
Overhang (Outstanding options plus the options available to grant, divided by the total shares outstanding)	5.5%	5.5%	5.5%	6.7%
Dilution (Outstanding options, divided by the total shares outstanding)	2.3%	1.8%	1.2%	1.5%
Burn Rate (Total options issued during the applicable year, divided by the total shares outstanding)	0.6%	0.9%	0.5%	0.3%

(1) Replacement Options have not been considered when calculating outstanding options, options available to grant or total options issued during the year.

(2) Overhang, dilution and burn rates are calculated as at February 28, 2010.

(3) Overhang, dilution and burn rates are calculated as at December 31 for each of the applicable years.

Share Option Grant History

The following table sets forth the number of share options granted, date of grant, grant price, vesting schedule and term, since the first grant in January 2003.

Grant Date	Securities under Options Granted (#)	Outstanding Options (#)	Exercise Price (\$/security)	Vesting Schedule ⁽⁵⁾	Term of Grant
February 22, 2010	447,782	447,782	\$29.519	Regular schedule	7 year term
February 22, 2010 ⁽¹⁾	10,000	10,000	\$29.519	3 year cliff vest	
August 10, 2009 ⁽¹⁾	10,000	10,000	\$34.236	3 year cliff vest	
May 8, 2009 ⁽²⁾	15,000	15,000	\$31.714	3 year cliff vest	
February 6, 2009	610,717	505,687	\$31.589	Regular schedule	
August 11, 2008 ⁽³⁾	150,000	100,000	\$36.464	3 year cliff vest	
May 9, 2008 ⁽¹⁾	47,341	28,523	\$46.625	Regular schedule	
February 22, 2008	166,693	121,507	\$45.226		
August 3, 2007 ⁽¹⁾	6,464	6,464	\$42.803		
May 4, 2007 ⁽¹⁾	6,013	4,622	\$43.681		
February 9, 2007	207,471	109,109	\$53.037		
November 3, 2006 ⁽¹⁾	4,188	2,928	\$48.391		
May 5, 2006 ⁽¹⁾	9,670	2,520	\$47.304		
February 10, 2006	180,404	93,975	\$49.635		
May 5, 2005 ⁽¹⁾	6,796	3,088	\$31.113		
February 2, 2005	100,000	-	\$29.636	3 year cliff vest	
February 2, 2005	277,686	83,240	\$29.636	Regular Schedule	
March 31, 2004 ⁽¹⁾	27,200	13,200	\$26.447		
January 28, 2004	423,600	62,632	\$22.403		
July 2, 2003 ⁽¹⁾⁽⁴⁾	50,000	-	\$14.167	25% on each of the first four anniversaries of the date of grant	10 year term
January 30, 2003 ⁽¹⁾⁽⁴⁾	40,000	18,000	\$11.102		
January 2, 2003 ⁽⁴⁾	1,450,000	86,800	\$10.529		
Total:	4,247,025	1,725,077			

- (1) Additional options granted to employees who joined, or were promoted, outside of the annual grant process.
- (2) Special award granted to Mr. Miquelon. The grant will vest 100% on the third anniversary of the date of grant which was May 8, 2009.
- (3) Special awards granted to Mr. Kloet, Mr. Ptasznik and Mr. Bertrand. Upon Mr. Bertrand's departure on June 30, 2009, his grant forfeited in its entirety. The remaining grants will vest 100% on the third anniversary of the date of grant which was August 11, 2008.
- (4) On December 31, 2003, we paid a special dividend of \$2.50 per common share on all our outstanding common shares. To address the significant decrease in value of share options as a result of this special dividend, the Board approved special deferred bonus payments to holders of share options. For each option granted in 2003, we paid to each option holder who was employed on the applicable payment date a cash amount of \$2.50 per option payable in four equal installments ending December 2006, essentially in line with the period over which the share options vested.
- (5) Regular vesting schedule is 33.3% on each of the first three anniversaries of the date of grant.

Amendment Provisions

The Committee administers the share option plan in compliance with applicable laws and the requirements of Toronto Stock Exchange on which our common shares are listed. Certain types of amendments cannot be made by the Board or Committee without shareholder approval, while other types of amendments can be made by the Board or the Committee.

Shareholder approval will be required in each instance, for the following amendments to the share option plan:

- (a) to increase the number of our common shares reserved for issuance under the share option plan;
- (b) to reduce the exercise price of an option (including a cancelling and then reissuing of 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; and
- (e) to allow for the issuance of deferred or restricted share units or any other provision which results in participants receiving common shares while no cash consideration is received by TMX Group.

The share option plan provides that no option may be exercised after the expiry date, except where a share option expires during a blackout period. If the share option expires during a blackout period, the expiry date for the share option will be extended for 10 business days after the end of the last day of the blackout period. Also, if the share option expires within 10 business days after the end of the blackout period, the expiry date will be extended to allow for a total of 10 business days after the blackout period. 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.

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 share 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 our assets to shareholders, or any other alteration of our share capital affecting common shares.

The Board or the Committee may continue to make all other amendments without shareholder approval, subject to any required regulatory review or approval, to our share option plan on matters including but not limited to, the vesting provisions applicable to any outstanding grant of options; the termination of our 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 "housekeeping" and administrative changes.

Replacement Options

As a result of the Combination on May 1, 2008, unexercised options held by MX option holders were cancelled. We granted to the MX optionees replacement options using an exchange ratio of 0.7784 (for every one MX option, we provided 0.7784 of a TMX Group share option). In total, 162,194 TMX Group share options were granted. Original grant prices were also adjusted using the same exchange ratio of 0.7784.

The replacement options are governed by a separate plan. Upon conversion, each employee signed an individual agreement. Termination provisions and vesting schedules for these replacement options are different from the share option plan discussed above.

Half of the un-vested options will automatically time vest as described in the table below. The remaining half are subject to performance vesting. At the beginning of each year, the Committee determines the performance vesting criteria for the upcoming tranche. For options that vested on December 31, 2008, it was decided that the options would time vest as MX was in transition. For options eligible to vest on December 31, 2009, the overall score of the balanced scorecard (specific to the MX business) was used to determine the percentage of replacement options that would vest. If the MX business met objectives (100 score on the balanced scorecard) 100% would vest. For a score of 75, only 50% would vest. Vesting was to be pro-rated for a score between 100 and 75. The 2009 MX balanced scorecard was above 100%, therefore 100% of the options eligible to vest on December 31, 2009 vested.

For options eligible to vest on December 31, 2010, MX operating profit will be used to determine the percentage of replacement options that will vest. If MX's operating profit meets or exceeds target, 100% will vest. For 75% of target, 50% will vest. Below 75% of target, 0% will vest. Vesting is to be pro-rated for an operating profit between 75% of target, and target.

We have a separate reserve of 162,194 common shares for issuance upon exercise of options granted under the replacement option plan, being the number of replacement options issued on May 1, 2008 and representing approximately 0.22% of our outstanding common shares. There will be no future grants under this plan. Forfeited options do not go back into the reserve.

As at February 28, 2010, the total number of (a) common shares issued on the exercise of replacement options granted under the replacement option plan and (b) common shares issuable on the exercise of outstanding options granted under the replacement option plan, and the respective percentages of our issued and outstanding common shares represented by those shares, was as follows:

<u>Program</u>	<u>Common Shares Issued</u>	<u>Common Shares Issuable Under Outstanding Options</u>
Replacement Options	2,335 (0.003%)	67,619 (0.09%)

Replacement Option Grant History

Original Grant Date (converted on May 1, 2008)	Securities under Options Granted ⁽¹⁾ (#)	Outstanding Options (#)	Exercise Price ⁽¹⁾ (\$/security)	Vesting Schedule ⁽²⁾	Term of Grant
December 31, 2002	2,335	-	\$2.21	100% vested on date of conversion	10 year term
May 7, 2007	116,270	36,484	\$54.50	20% on December 31, 2007; 25% on each of December 31, 2008 and December 31, 2009; and 30% on December 31, 2010 ⁽³⁾	
August 14, 2007	16,346	16,346	\$43.53	25% on each of December 31, 2008; December 31, 2009; December 31, 2010 and December 31, 2011 ⁽³⁾	7 year term
February 13, 2008	27,243	14,789	\$46.26		
Total:	162,194	67,619			

(1) MX options converted to TMX Group options on May 1, 2008 at conversion rate of 0.7784. Exercise price was converted using the same rate.

(2) 50% of invested options are subject to performance criteria. 50% are subject to an automatic time vesting.

- (3) Half of the December 31, 2007 tranche vested prior to the effective date of the Combination and half were forfeited as the performance criteria was not met. All of the December 31, 2008 tranche vested. All of the December 31, 2009 tranche vested. The 2010 and 2011 tranches are subject to performance criteria. The performance criteria for the 2010 tranche was reviewed and approved by the Committee. The 2011 performance criteria will be presented to, and reviewed by, the Committee at the end of 2010.

Amendment Provisions for Replacement Options

Board, shareholder and requisite regulatory approvals will be required for the following amendments to the plan governing the replacement options:

- (a) to permit the transfer or assignment of a replacement option granted other than by will or under succession laws (estate settlement);
- (b) to add a cashless exercise feature which does not provide for a full deduction of the number of underlying securities from the plan reserve;
- (c) to reduce the exercise price of a replacement option (including a cancelling and then reissuing of a replacement option at a reduced exercise price to the same participant);
- (d) to extend the term of a replacement option granted beyond the original expiry date, except as contemplated by the plan;
- (e) to the method of determining the exercise price of each replacement option; and
- (f) to add any form of financial assistance and any amendment to a financial assistance provision which is more favourable to eligible persons that can participate in the plan or holders of replacement options.

Notwithstanding the above, the Board, and Committee, subject to any required regulatory review or approval may make any amendments: (i) of a “housekeeping” or clerical nature, as well as any amendment clarifying any provision of the plan; (ii) to change the vesting provisions of a replacement option; (iii) to change the termination provisions of a replacement option or the plan which does not entail an extension beyond the original expiry date; (iv) that result in an adjustment to the issuable shares or outstanding replacement options under certain events. These events would include, among others, a share split, share dividends re-capitalization, merger, arrangement, or consolidation of activities or shares, or exchange of shares; and (v) to discontinue the plan.

The plan governing replacement options provides that no replacement option may be exercised after the expiry date, except where a replacement option expires during a blackout period, in which case the expiry date will be extended for a period ending seven business days from the end of the blackout period.

Restricted Share Unit Plan

Our RSU plan has been designed to further align management’s interest with that of our shareholders. TMX Group employees (or those of our designated subsidiaries) at or above the director-level, or employees below the director-level designated by the CEO, are 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 common 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 common 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 total shareholder return performance factor (“TSR”). TSR represents the share price appreciation on our common 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 40%. 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 180% for a TSR of 70% or greater. If target TSR is not achieved, the number of RSUs will be adjusted downward. In any event, 25% of the number of accumulated RSUs will be redeemed.

RSUs are valued using the fair market value per common share determined as at the date of redemption. The number of RSUs to be redeemed is multiplied by the fair market value.

For RSUs granted prior to 2010, the fair market value is calculated using the weighted average trading price of our common shares of Toronto Stock Exchange for the five trading days immediately preceding the redemption date. Starting with RSUs granted in 2010, the fair market value per common share calculation upon redemption will be the weighted average trading price of our common shares on Toronto Stock Exchange for the thirty trading days immediately preceding the redemption date.

RSU Grant and Redemption History

The following table sets out the number of RSUs granted, RSU grant value, vesting and redemption date, RSU minimum and maximum estimates and actual redemption value for RSUs that vested on December 31, 2009.

Year of Grant	RSUs Granted ⁽¹⁾ Target # of Units (#)	Vesting and Redemption Date	Grant Value per Unit ⁽²⁾ (\$)		RSU Minimum and Maximum Estimates		Redemption Value (\$)
					Minimum # of Units ⁽³⁾ (#)	Maximum # of Units ⁽³⁾ (#)	
2010	109,650	December 31, 2012	\$33.130	December 31, 2009	27,413	197,370	-
2009	157,210	December 31, 2011	\$25.190	December 31, 2008	39,303	282,978	-
2008	53,839	December 31, 2010	\$52.800	December 31, 2007	13,460	96,910	-
2007 ⁽⁴⁾	58,280	December 31, 2009	\$46.610	December 29, 2006	14,570 ⁽⁵⁾	104,904	303,556

- (1) We credit additional RSUs, or fractional RSUs, to an individual’s account to reflect notional equivalents of dividends paid on our common shares.
- (2) The grant price of an RSU is the closing price of one of our common 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 granted, we divide the compensation value of the RSU award by 91.5% of the closing price. This discount reflects the assessment of risk and vesting (the RSUs will not vest until December 31st of the second calendar year following the grant date). The closing price on December 31, 2009 was \$33.13 and the number of RSUs granted in 2010 was determined by dividing the compensation value of the RSU award by the discounted value of \$30.314.
- (3) The minimum (25%) and maximum (180%) estimated number of RSUs does not include additional RSUs or fractional RSUs that would be credited to reflect notional equivalents of dividends paid during the RSU term.
- (4) The 2007 RSUs vested on December 31, 2009 and were paid on January 15, 2010. The target number of units was granted at \$46.61. The RSUs were valued on December 31 using the fair market value of \$32.019, determined on the basis of a five day weighted average. As our TSR over the period did not meet the 40% target over the three year period, the minimum multiplier of 25% was applied.
- (5) The actual number of units on which the 2007 payout was based was less than the 14,570 minimum estimate due to the forfeiture of RSUs upon employee resignation or termination prior to the vesting and 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 resignation or termination for cause, the number of RSUs is pro-rated for time, and the TSR is pro-rated based on the last day of the preceding completed calendar quarter. The lump sum cash payment is equal to the performance adjusted number of RSUs multiplied by the fair market value per common share determined as at the date of such termination (net of any applicable withholdings). For RSUs granted prior to 2010, the fair market value is calculated using the weighted average trading price of our common shares of Toronto Stock Exchange for

the five trading days immediately preceding the redemption date. Starting with RSUs granted in 2010, the fair market value per common share calculation upon redemption will be the weighted average trading price of our common shares on Toronto Stock Exchange for the thirty trading days immediately preceding the redemption date.

Our 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.

Under the RSU plan, the 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.

NEO Incentive Plan Awards

Outstanding Share-Based Awards and Option Based-Awards

The following table sets out the awards outstanding as at December 31, 2009.

Name	Option-based Awards					Share-based Awards ⁽⁴⁾		
	Grant Date	Number of securities underlying unexercised (#)	Option exercise price (\$)	Option Expiration Date	Value of unexercised in-the-money options (\$) ⁽³⁾	Grant Date	Number of shares or units of shares that have not vested (#)	Minimum Payout (25% of accumulated units)
Thomas A. Kloet	11-Aug-08	50,000	36.464	10-Aug-15	-	-	-	-
	06-Feb-09	64,317	31.589	05-Feb-16	\$99,113	2009	15,924	\$127,471
Michael Ptasznik	02-Feb-05	9,726	29.636	01-Feb-12	\$33,983	-	-	-
	10-Feb-06	7,762	49.635	09-Feb-13	-	-	-	-
	09-Feb-07	8,529	53.037	08-Feb-14	-	2007	Paid Jan 15, 2010	\$19,666
	22-Feb-08	10,983	45.226	21-Feb-15	-	2008	2,838	\$22,720
	11-Aug-08	50,000	36.464	10-Aug-15	-	-	-	-
	06-Feb-09	28,966	31.589	05-Feb-16	\$44,637	2009	7,160	\$57,316
Kevan Cowan	02-Feb-05	2,160	29.636	01-Feb-12	\$7,547	-	-	-
	10-Feb-06	4,631	49.635	09-Feb-13	-	-	-	-
	09-Feb-07	6,913	53.037	08-Feb-14	-	2007	Paid Jan 15, 2010	\$15,950
	22-Feb-08	8,795	45.226	21-Feb-15	-	2008	2,268	\$18,159
	06-Feb-09	25,257	31.589	5-Feb-16	\$38,921	2009	6,259	\$50,099
Brenda Hoffman ⁽¹⁾	28-Jan-04	2,600	22.403	27-Jan-11	\$27,890	-	-	-
	02-Feb-05	6,484	29.636	01-Feb-12	\$22,655	-	-	-
	10-Feb-06	7,354	49.635	09-Feb-13	-	-	-	-
	09-Feb-07	8,078	53.037	08-Feb-14	-	2007	Paid Jan 15, 2010	\$18,579
	04-May-07	4,622	43.681	03-May-14	-	2007	Paid Jan 15, 2010	\$10,524
	22-Feb-08	10,983	45.226	21-Feb-15	-	2008	2,838	\$22,720
	06-Feb-09	24,804	31.589	5-Feb-16	\$38,223	2009	6,143	\$49,176
Alain Miquelon ⁽²⁾	14-Aug-07	16,346	43.530	14-Aug-14	-	-	-	-
	13-Feb-08	14,789	46.260	13-Feb-15	-	-	-	-
	06-Feb-09	15,616	31.589	05-Feb-16	\$24,064	2009	3,868	\$30,966
	08-May-09	15,000	31.714	07-May-16	\$21,240	-	-	-

(1) Ms. Hoffman was awarded an off-cycle long-term incentive award in 2007 (granted May 4, 2007) in recognition of her appointment to Senior Vice President and Chief Information Officer.

(2) Mr. Miquelon was awarded an off-cycle option award in 2009 (granted May 8, 2009) in recognition of his appointment to President and CEO, MX. His August 14, 2007 and February 13, 2008 options are Replacement Options. Of these, 7,782 options are subject to performance criteria.

(3) The value of unexercised in-the-money options at December 31, 2009 is the difference between the exercise price of the share options and the closing price of our common shares on Toronto Stock Exchange on December 31, 2009, which was \$33.13 per common share.

(4) The 2007 RSUs vested on December 31, 2009 and were paid January 15, 2010 using the fair market value of \$32.019 and the minimum multiplier of 25%. We used the same fair market value and minimum multiplier to calculate the 2008 and 2009 minimum RSU payouts. For the 2008 and 2009 minimum payouts, no assumptions were made for future dividend RSU credits, and no assumptions were made for the TSR performance based multiplier. As outlined under "Restricted Share Unit Plan", upon redemption, we adjust the number of RSUs by the TSR performance factor. If target TSR is achieved 100% of RSUs will vest. If target TSR is exceeded, the number of RSUs will be adjusted upwards to a maximum of 180%. If target TSR is not achieved, the number of RSUs will be adjusted downward, to a minimum multiplier of 25%.

NEO Share Options Exercised in 2009

Our NEOs did not exercise any share options in 2009.

NEO Value Vested or Earned During 2009

The following table sets out the financial year-end incentive plan awards for NEOs where the value has vested or was earned during 2009.

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⁾
Thomas A. Kloet	-	-	\$700,000
Michael Ptasznik	\$0	\$19,666	\$300,000
Kevan Cowan	\$0	\$15,950	\$325,000
Brenda Hoffman	\$0	\$29,103	\$367,500
Alain Miquelon	\$0	-	\$275,000

(1) The value of option holdings was estimated using the closing price on the vesting date or the next trading day if the share options vested on a weekend.

(2) 2007 performance RSUs vested on December 31, 2009. These were paid on January 15, 2010 using the minimum multiplier of 25% and a fair market value of \$32.019.

(3) Under non-equity incentive plan compensation, all figures are annual bonuses with the exception of Ms. Hoffman whose compensation includes an annual bonus of \$280,000 and a special bonus of \$87,500 for the successful completion of the TSX Quantum gateway in November 2009.

NEO Share Options and Restricted Share Units granted in 2010 (for 2009 financial year)

The following table provides details on the share options and RSU grants that were made to the NEOs granted in 2010 up to and including February 26, 2010. These are the annual LTIP awards that were approved for performance during the 2009 financial year (granted in 2010).

Name	Share Options ⁽¹⁾⁽²⁾					RSUs ⁽³⁾⁽⁴⁾		
	Securities Under Options Granted (#)	% of Total Options Granted to Employees	Exercise or Base Price (\$/Security)	Market Value of Securities Underlying Options on the Date of Grant (\$/security)	Expiration Date	Target RSUs Granted (#)	Grant Price (\$/RSU)	Performance period until maturation or payout
Thomas A. Kloet	61,077	13.3%	\$29.519	\$29.670	February 21, 2017	14,840	\$33.130	December 31, 2012
Michael Ptasznik	20,345	4.4%	\$29.519	\$29.670	February 21, 2017	4,950	\$33.130	December 31, 2012
Kevan Cowan	22,051	4.8%	\$29.519	\$29.670	February 21, 2017	5,360	\$33.130	December 31, 2012
Brenda Hoffman	18,989	4.1%	\$29.519	\$29.670	February 21, 2017	4,620	\$33.130	December 31, 2012
Alain Miquelon	18,640	4.1%	\$29.519	\$29.670	February 21, 2017	4,540	\$33.130	December 31, 2012

(1) This table does not include the 2009 special award for Mr. Miquelon. He was granted 15,000 share options on May 8, 2009 at an exercise price of \$31.714. These were approved prior to the annual compensation review.

(2) The exercise price of a share option will not be less than the fair market value of our common shares, being the weighted average trading price of our common shares on Toronto Stock Exchange, for the five trading days immediately preceding the effective date of the grant.

- (3) The grant price of an RSU is the closing price of one of our common 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 divide the compensation value of the RSU award by 91.5% of the closing price. The discount reflects the assessment of risk and vesting (the RSUs will not vest until December 31st of the second calendar year following the grant date). The closing price on December 31, 2009 was \$33.13 and the number of RSUs granted in 2010 was determined by dividing the compensation value of the RSU award by the discounted value of \$30.314.
- (4) As outlined under “Restricted Share Unit Plan”, upon redemption, we adjust the number of RSUs by the TSR performance factor. If target TSR is achieved 100% of RSUs will vest. If target TSR is exceeded, the number of RSUs will be adjusted upwards to a maximum multiplier of 180%. If target TSR is not achieved, the number of RSUs will be adjusted downward, to a minimum multiplier of 25%.

Securities Authorized for Issuance under Equity Compensation Plans

The following table shows, as of December 31, 2009, compensation plans under which our equity securities are authorized to be issued from treasury both for plans previously approved by shareholders and plans not previously approved by shareholders.

The numbers shown under “Equity compensation plans approved by security holders” relate to our share option plan. The numbers shown under “Equity compensation plans not approved by security holders” relate to the replacement options discussed above. Please refer to the description of the share option plan and the replacement options under Long-Term Incentive Plans in this Circular.

Plan category	Number of securities to be issued upon exercise of outstanding options (a)	Weighted average exercise price of outstanding options (b)	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	1,306,822	\$34.67	2,760,210
Equity compensation plans not approved by security holders ⁽¹⁾	73,405	\$50.40	-
Total	1,380,227	\$35.50	2,760,210

(1) Share options under the replacement option plan have a separate reserve equal to 162,194 being the number of replacement options issued on May 1, 2008. There will be no future grants under this plan. Forfeited options do not go back into the reserve.

Deferred Share Unit Plan

For the years 2001 and 2002, we awarded grants to officers and director-level employees under the interim bonus plan which we introduced in lieu of a long-term compensation plan for those years. The interim bonus plan provided eligible employees with a deferred award based on our annual financial performance. For officers we converted the deferred awards into deferred share units. A deferred share unit is a bookkeeping entry that is credited to an account maintained by TMX Group for the individual entitled to the deferred share unit. The fair market value of a deferred share unit is based on the weighted average trading price of our common 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 common shares. In this Circular, 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 common shares.

We converted the awards for 2001 at our initial public offering share price of \$9.00, and for 2002 at the share price of \$10.566, the weighted average price for the five trading days before December 31, 2002. The terms governing the DSUs granted under the interim bonus plan are otherwise identical to the terms set out below. All DSUs granted under the interim bonus plan are now fully vested.

In addition, 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 on page 46 for a description of our executives’ requirements. We limit this opportunity to those officers who have not yet achieved

their required level of equity ownership. Our officers converted the following short-term incentive amounts into DSUs:

Year of Deferral	Short-term Incentive Elected for Deferral ⁽¹⁾ (\$)	Fair Market Value per DSU (\$)	Number of DSUs (#)
2010	\$0	-	-
2009 ⁽²⁾	\$233,500	\$33.509	6,968
2008	\$202,500	\$45.515	4,449
2007	\$29,375	\$52.205	563
2006	\$275,000	\$49.126	5,598
2005	\$117,200	\$29.638	3,954
2004	\$290,000	\$24.798	11,694

(1) Represents the previous year's short-term incentive total dollar amount elected for conversion to DSUs.

(2) Due to an administrative error, a reversal of Mr. Kloet's previously reported 9,400 DSUs was required and his \$315,000 2008 bonus was repaid to him in cash, as well as \$3,380 in interest.

To reflect our changing employee demographics, the Deferred Share Unit Plan has been amended to facilitate participation by employees who are United States persons ("US employees"). 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 US 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 US employees) multiplied by the fair market value per common 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 US 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 common share determined as of the date of the employee's death.

For DSUs granted prior to 2010, the fair market value is calculated by reference to the weighted average trading price of our common shares on Toronto Stock Exchange for the five trading days immediately preceding the date of retirement, termination or death. Starting for DSUs issued in 2010, the fair market value will be calculated by reference to the weighted average trading price of our common shares on Toronto Stock Exchange for the thirty trading days immediately preceding such date.

Under the Deferred Share Unit Plan, the Committee may, at any time, subject to any required regulatory approval or shareholder approval, amend, suspend or terminate the Deferred Share Unit Plan in whole or in part.

Equity Ownership Requirements

To further align the interests of our officers with those of our shareholders we mandate minimum equity ownership for each of our officers, including the NEOs.

We require that officers achieve a level of equity ownership that is a multiple of one to three times base salary depending on seniority as follows:

CEO	three times salary
Presidents/Senior Vice Presidents	two times salary
Vice Presidents	one times salary

We require that our officers achieve the minimum level of ownership over a four-year period (prior to January 2009 for Presidents/Senior Vice Presidents and Vice Presidents and prior to February 2010 for the CEO, the period to achieve minimum ownership was three years). Since January 2009, once equity ownership levels have been attained, we do not require additional shares to be purchased to offset subsequent decreases in market value.

In addition to common shares, we include DSUs and additional DSUs, or fractional DSUs, credited to reflect notional equivalents of dividends paid on our common shares for purposes of satisfying an officer's equity ownership requirement.

To assist our officers to meet their equity ownership requirements, we give officers the opportunity to convert all or part of their STIP award into DSUs. We limit this opportunity to those officers who have not yet achieved their required level of equity ownership.

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

The following table sets forth the equity ownership information for the NEOs as at February 26, 2010.

Name	Common Shares		Deferred Share Units		Total Equity Ownership	Multiple of Salary
	(#)	(\$) ⁽¹⁾	(#)	(\$) ⁽²⁾	(\$)	
Thomas A. Kloet ⁽³⁾	17,500	506,625	-	-	506,625	0.7
Michael Ptasznik	11,207	330,199	26,028	763,963	1,094,162	2.9
Kevan Cowan	12,947	386,903	13,313	390,762	777,665	2.4
Brenda Hoffman	2,858	94,870	39,950	1,172,605	1,267,475	3.6
Alain Miquelon ⁽⁴⁾	125	5,709	-	-	5,709	0.0

(1) To calculate ownership levels, we used the greater of book value or the closing price for our common shares on Toronto Stock Exchange on February 26, 2010. The closing price of our common shares on February 26, 2010 was \$28.950.

(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 February 26, 2010. The fair market value of a DSU on February 26, 2010 was \$29.352. For all the NEOs with DSUs, the fair market value was used.

(3) Mr. Kloet has until July 14, 2012 to achieve his equity ownership requirements. Due to an administrative error, a reversal of Mr. Kloet's previously reported 9,400 DSUs was required and his \$315,000 2008 bonus was repaid to him in cash, as well as \$3,380 in interest.

(4) Mr. Miquelon has until July 1, 2013 to achieve his equity ownership requirements.

Pension Plans

Effective April 28, 2009, the TMX Group Pension Plan was amended to close the Defined Benefit component to new executive members and a new Defined Contribution component was created for executive members that are hired or promoted to executive positions on or after April 28, 2009.

The NEOs, with the exception of Mr. Kloet, participate as non-contributory members in the defined benefit component of our registered pension plan for employees. Mr. Miquelon became a member of the registered pension plan on March 1, 2009, with recognized service retroactive to August 6, 2007, his original date of hire, under the supplementary retirement plan. 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 provided by the supplementary retirement plan are securely funded through a Registered Compensation Agreement.

If an NEO (with the exception of Mr. Kloet) retires on the normal retirement date, the amount of annual pension from the registered pension plan, MX RRSP (Mr. Miquelon only) 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.

All NEOs (with the exception of Mr. Kloet) 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 ¼% for each month between such early retirement date and the earlier of age 60 or when age plus service equals 85. All 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.

Mr. Kloet participates in a non-contributory supplementary pension plan that is funded through a Retirement Compensation Arrangement. The total pension payable from the supplementary retirement plan 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 refer to base salary plus short term incentive bonus, with the amount of bonus being capped at 50% of salary.

Mr. Kloet may take early retirement on or after the first day of the month after his 55th birthday, in which case he will be entitled to receive a reduced pension. The amount of pension that is payable will be reduced by ¼% for each month between such early retirement date and the earlier of age 60 or when age plus service equals 85. If Mr. Kloet has not retired and is over the age of 55 he may retire with full pension at the earlier of age 60 or when his age plus service equals 85. The pension benefit is payable in a lump sum equal to the commuted value of the annual pension determined in respect of the member. Mr. Kloet is guaranteed the greater of the commuted value of his accrued pension benefit and the amount equivalent to 10% of his 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 Quebec Pension Plan):

Name	Number of Years Credited Service (#)	Annual Benefits Payable (\$)		Accrued Obligation At Start of Year (\$) ⁽¹⁾	Compensatory Change (\$) ⁽²⁾	Non-Compensatory Change (\$) ⁽³⁾	Accrued Obligation At Year End (\$) ⁽⁴⁾
		At Year End	At Age 65				
Thomas A. Kloet ⁽⁵⁾	1.47	30,839	312,589	80,342	166,831	22,828	270,001
Michael Ptasznik	11.2	111,667	336,667	629,855	150,663	96,446	876,964
Kevan Cowan	8.0	71,867	219,344	473,065	99,472	60,631	633,168
Brenda Hoffman	8.9	95,632	288,341	602,200	47,730	77,946	727,876
Alain Miquelon	2.3	22,516	240,445	27,716	112,463	11,902	152,081

(1) Accrued obligation at Start of Year is the value of the projected pension earned for service up to December 31, 2008 determined using the same actuarial assumption used to calculate the pension plan obligations at December 31, 2008, as disclosed in the notes to the 2008 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 2009 pension expense disclosed in the 2009 financial statements plus the increase or decrease in the accrued obligation due to the difference between actual compensation in the year and the actuarial assumption for the year that was 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) Accrued obligation at Year End is the value of the projected pension earned for service up to December 31, 2009 determined using the same actuarial assumption used to calculate the pension plan obligations at December 31, 2009, as disclosed in the notes to the 2009 financial statements.

(5) At December 31, 2009 Mr. Kloet's pension was not vested. As per plan text, his pension will vest on July 14, 2010.

Employment Contracts and Severance Arrangements

We have an employment agreement with Mr. Kloet. The following table summarizes the terms of the agreement.

Effective Date	July 14, 2008.
Signing Bonus and Compensatory Payment	Received a signing bonus in August 2008 of 50,000 share options (which cliff vest three years from the date of grant). The value of this award using the Black Scholes methodology was \$568,500. In addition, to compensate for the forfeited bonus opportunity at his previous employer he was paid a cash lump sum payment of \$300,000.
Base Salary	\$700,000 (reviewed on an annual basis and may be increased upon recommendation by the Board of Directors, in their sole discretion).
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 Board have agreed. Short-term incentive/bonus target is 75% of base salary with a maximum award of 150% of base salary. Notwithstanding the foregoing, for the 2008 year, the STIP award was guaranteed to be not less than target (75% of Base Salary or \$525,000). Eligible to participate in the TMX long-term incentive award program. LTIP awards are granted at the sole discretion of the Board, typically at the beginning of the calendar year.
Pension	Participates in a non-contributory supplementary pension plan, as described on pages 47 and 48 of this Circular.
Relocation and Tax/Legal Advice	As required to relocate to the vicinity of Toronto, eligible for relocation assistance in accordance with TMX Group's Relocation Assistance program to a maximum of \$25,000. In addition, to assist in the relocation, TMX Group would pay the cost of renting temporary accommodation in, and travel to, Toronto for up to six months, to a maximum of \$10,000 per month. To assist in the evaluation of the job offer, and in preparation of his first year's Canadian and U.S. tax returns, provided a one-time payment of up to \$35,000 for tax and/or legal advice. See also Termination without Cause and Resignation for additional relocation allowance.
Termination without Cause	In the event of termination without cause, entitled to a lump sum payment equal to one times total cash remuneration (current Base Salary and STIP at target which is 75% of base salary) plus any earned unpaid STIP at target year to date. Continuation of coverage and TMX Group payment of healthcare, dental, vision care and emergency travel accident insurance benefits for 12 months. If terminated prior to the vesting of the share option signing bonus, will receive a cash payment equal to the in-the-money value of the signing bonus based on the fair market value of our common shares on the effective date of termination. In addition, if Mr. Kloet's employment is terminated without cause within three years of employment date, he is eligible to receive up to \$25,000 to assist in relocating out of Canada.
Resignation	Has option to terminate employment by providing thirty (30) days written notice. No special termination payment under this scenario other than salary and vacation unpaid by the date of termination. In addition, if Mr. Kloet resigns within three years of employment date, he is eligible to receive up to \$25,000 to assist in relocating out of Canada.
Change of Control	No change of control provisions.

Equity Ownership & 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. As CEO, also required to pre-disclose the intention to sell or purchase TMX Group common shares, including the exercise of options during employment.
Non-Competition and Non-Solicitation	Non-competition and non-solicitation is 12 months in Canada and the United States. Scope includes the operation of businesses and markets across multiple asset classes including a senior equity market, a public venture equity market, energy markets, currency, interest rate, index and equity derivatives markets, equity options markets and businesses or markets in fixed income products, data distribution products, investor relations and environmental products as it exists at the date of executing the agreement or at the date of termination or resignation.

The following table summarizes the estimated severance payment Mr. Kloet would receive under this employment agreement:

Name	Termination Scenario ⁽¹⁾⁽²⁾	Estimated Severance Payment (\$)
Thomas A. Kloet	Termination without Cause	1,796,943 ⁽³⁾⁽⁴⁾⁽⁵⁾
	Resignation	-
	With Cause	-

- (1) Assumes termination date of December 31, 2009.
- (2) Schedule C provides a summary of how salary, STIP, RSUs, share options, DSUs and other benefits and perquisites would be treated under the various termination scenarios.
- (3) Mr. Kloet's termination without cause estimated severance payment includes:
- One-times his current base salary (\$700,000) plus target STIP (\$525,000).
 - Earned but unpaid STIP at target (\$525,000).
 - A pro-rated RSU payment treated in accordance with the plan document. Assuming a December 31, 2009 termination date, Mr. Kloet's pro-rated RSU payment would be \$46,943 using the December 31, 2009 fair market value of \$32.019.
- (4) Share options would be treated in accordance with the plan document. Assuming a December 31, 2009 termination date, Mr. Kloet's signing bonus of 50,000 share options (August 11, 2008 grant date) were not vested and would forfeit upon termination date, as would his 2008 annual grant of 64,317 share options (February 6, 2009 grant date). With respect to Mr. Kloet's signing bonus of 50,000 share options, in the event that we terminate him without cause prior to the vesting of the signing grant (August 11, 2011), we are required to pay him an amount equal to the in-the-money value of the signing bonus calculated based on the fair market value of our common shares on the effective date of termination. Effective December 31, 2009 there was no in-the-money value (grant price was \$36.464, and the fair market value on December 31, 2009 was \$32.019).
- (5) In addition, in the event that Mr. Kloet is terminated without cause or resigns within three years of his employment date, he is eligible for up to \$25,000 to relocate out of Canada. Also, Mr. Kloet's coverage of healthcare, dental, vision care and emergency travel accident insurance would continue for 12 months at an estimated cost of \$5,000. These amounts are not included in the table above. His perquisites would cease on the date of termination.

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 \$50 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 \$250,975 for the May 1, 2009 to April 30, 2010 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.

Indebtedness of Directors and Officers

None of our Directors or officers was indebted to us as at December 31, 2009 or at any time during 2009.

Additional Items

Available 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 consolidated financial statements and information circulars with the various securities commissions. 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 2009 Annual Report. This Circular, annual information form, annual consolidated financial statements and the related annual management's discussion and analysis, our 2009 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 shareholder@tsx.com.

Finance and Audit Committee

The Finance and Audit Committee of the Board of Directors 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: J. Spencer Lanthier (Chair), Raymond Chan, Denyse Chicoyne, Harry A. Jaako and Kathleen M. O'Neill. The committee's complete Charter is available on our website at www.tmx.com.

The Finance and Audit Committee assists the Board of Directors 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 and 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.

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 B to this Circular and an overview of our corporate governance practices is contained under the heading "Statement of Corporate Governance Practices" in our 2009 Annual Report.

The Charter of the Board of Directors, which includes the principal responsibilities of the Chair of the Board and the CEO is attached as Schedule E to this Circular. The charter for each Committee of the 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.

Communication with the Board

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

Board of Directors' Approval

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

A handwritten signature in black ink, appearing to read "Sharon C. Pel". The signature is fluid and cursive, with the first letters of the first and last names being capitalized and prominent.

Sharon C. Pel

Senior Vice President, Group Head of Legal and Business Affairs

Toronto, Ontario

March 22, 2010

**SCHEDULE A
RECORD OF ATTENDANCE BY DIRECTORS IN 2009**

The Board is expected to attend all regularly scheduled Board and committee meetings and, where practicable, all special meetings, and be, in all cases fully prepared for those meetings.

Attendance by Board/Committee					
Board/Committee	Number of Regular Scheduled Meetings	Number of Special Meetings	Total Number of Regular and Special Meetings	Attendance at all Meetings	Attendance at Regularly Scheduled Meetings ⁽¹⁾
Board	8		8	98%	98%
Finance and Audit Committee	5	1	6	100%	100%
Governance Committee	4		4	95%	95%
Human Resources Committee	6		6	100%	100%
Public Venture Market Committee	2		2	100%	100%

Attendance by Director									
Director	All Meetings							Regularly Scheduled Meetings	
	Board	F&A	GC	HRC	PVMC	Total		Total	
Wayne Fox	8/8		4/4	6/6		18/18	100%	18/18	100%
Luc Bertrand ⁽²⁾	4/4					4/4	100%	4/4	100%
Tullio Cedraschi	8/8		4/4	6/6		18/18	100%	18/18	100%
Raymond Chan	8/8	6/6		1/1		15/15	100%	14/14	100%
Denyse Chicoyne	8/8	6/6				14/14	100%	13/13	100%
Raymond Garneau ⁽³⁾	3/3		2/2	3/3		8/8	100%	8/8	100%
John A. Hagg	8/8			6/6	2/2	16/16	100%	16/16	100%
Harry A. Jaako	8/8	6/6			2/2	16/16	100%	15/15	100%
Thomas A. Kloet	8/8					8/8	100%	8/8	100%
J. Spencer Lanthier	8/8	6/6	4/4			18/18	100%	17/17	100%
Jean Martel	8/8	3/3			2/2	12/12	100%	11/11	100%
Owen McCreery ⁽³⁾	3/3	3/3				6/6	100%	5/5	100%
John P. Mulvihill	8/8		4/4			12/12	100%	12/12	100%
Carmand Normand ⁽³⁾	3/3				1/1	4/4	100%	4/4	100%
Kathleen M. O'Neill	8/8	6/6	4/4			18/18	100%	17/17	100%
Gerri B. Sinclair	8/8			6/6	2/2	16/16	100%	16/16	100%
Jean Turmel	6/8		3/4			9/12	75%	9/12	75%
Laurent Verreault	8/8			6/6		14/14	100%	14/14	100%

(1) Board and Committee meeting dates are scheduled more than a year in advance. The attendance record for "all meetings" includes special meetings of the Board and each Committee while the attendance record for "regularly scheduled meetings" does not.

(2) Mr. Bertrand retired from the Board on June 30, 2009.

(3) Messrs. Garneau, McCreery and Normand retired from the Board on April 29, 2009.

SCHEDULE B 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. Our 2009 Annual Report contains an overview of our corporate governance practices. 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. All information is as at February 26, 2010, unless otherwise indicated.

Board of Directors

1. (a) *Disclose the identity of directors who are independent.*

Of our nominees for the Board, 13 out of 14 or approximately 93% are independent under the National Instrument, TMX Group’s recognition order issued by the Ontario Securities Commission (the “Recognition Order”) and under our Board of Directors Independence Standards. In determining independence, we also consider those independence standards that apply to our subsidiaries, TSX Inc., TSX Venture Exchange Inc. and MX. Our independent nominees for election to the Board are: Tullio Cedraschi, Raymond Chan, Denyse Chicoyne, Wayne C. Fox, John A. Hagg, Harry A. Jaako, J. Spencer Lanthier, Jean Martel, John P. Mulvihill, Kathleen M. O’Neill, Gerri B. Sinclair, Jean Turmel and Laurent Verreault.

(b) *Disclose the identity of directors who are not independent, and describe the basis for that determination.*

A Director is not independent under the Recognition Order and our Board of Directors Independence Standards if the Director has a material relationship with TMX Group. A “material relationship” is a relationship, which could, in the view of the Board, be reasonably expected to interfere with the exercise of a Director’s independent judgment and includes indirect material relationships. A Director who is an employee, associate (within the meaning outlined in the applicable Board Independence Standards, or executive officer of a Participating Organization or Member of Toronto Stock Exchange or TSX Venture Exchange, or an Approved Participant or Foreign Approved Participant of MX (collectively, “POs”) is considered to have a material relationship with TMX Group. A PO is a broker dealer which is permitted access to the facilities of Toronto Stock Exchange, TSX Venture Exchange or MX for the purpose of trading securities including derivatives contracts on those exchanges. The Board has determined that a non-independent Director under the Recognition Order and our Board of Directors Independence Standards is to be considered a non-independent Director under the National Instrument. The Recognition Order requires that at least 50% of TMX Group’s Directors be independent. Our Board of Directors Independence Standards can be found on our website at www.tmx.com.

One nominee for election to the Board, Mr. Kloet, is not an independent Director under the National Instrument and the Recognition Order. Mr. Kloet is the CEO 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, the Recognition Order and our Board of Directors Independence Standards. A review is also undertaken each time a Director is appointed between annual shareholders meetings. The Governance Committee advises the Board of its findings, for consideration by the Board.

To assist the Governance Committee and the 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 Board, 13 out of 14 or approximately 93% are independent under the National Instrument, TMX Group's Recognition Order and our Board of Directors Independence Standards.

- (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 6 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 Board and Committee meeting, the independent Directors hold regularly scheduled meetings at which non-independent Directors and management are not present. During 2009, the Board and its Committees held 26 meetings of solely independent Directors as follows:

Board	8
Finance and Audit	6
Governance	4
Human Resources	6
Public Venture Market	2

- (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.*

Wayne C. Fox is the Chair of the Board and an independent Director. The Chair of the Board is selected by the Board from the Directors elected by the shareholders. He 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, regulatory agencies, governments and the public. His responsibilities are set out in the Board's Charter which is attached hereto as Schedule E 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 Schedule A – Record of Attendance by Directors in 2009 on page 53 of this Circular.

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 Board's Charter is attached hereto as Schedule E 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 Board has developed written position descriptions for the Chair of the Board and the chair of each Board committee. The descriptions are set out in their respective charters. The Board Charter is attached hereto as Schedule E. The complete charters of the Board, the Finance and Audit Committee, the Governance Committee, the Human Resources Committee, and the Public Venture Market 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 CEO have developed a written position description for the CEO. If the board and CEO have not developed such a position description, briefly describe how the board delineates the role and responsibilities of the CEO.*

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

The Human Resources Committee conducts an annual review of the performance of the CEO, as measured against corporate and personal objectives established at the beginning of the year jointly by the Human Resources Committee and CEO and approved by the Board. The results of this annual review are communicated to the Board which then makes an evaluation of the overall performance of TMX Group and the CEO. The evaluation is used by the Human Resources Committee in making its recommendation to the Board concerning the CEO's annual compensation.

Orientation and Continuing Education

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

The Governance Committee oversees and makes recommendations to the Board regarding the orientation of new Directors. TMX Group maintains orientation and ongoing education programs for Directors, (including new Directors) and regularly reviews these programs. 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 Board and its committees, as well as the contribution individual Directors are expected to make. New Directors also attend at our offices to meet with TMX Group's executive officers, including the CEO and CFO, to discuss the business functions, initiatives, values and strategies of TMX Group and the contribution individual Directors are expected to make. To assist a new Director the Governance Committee assigns a Board member as a mentor to the new Director.

- (b) *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.*

Directors receive a comprehensive package of information prior to each Board and committee meeting and prior to each strategic planning session. As well, each committee delivers a report to the full Board on its work after each committee meeting. Also, the CEO and all other 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 Board.

We also provide the 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 2009, presentations were made by industry experts to the Board on algorithmic trading and clearing.

Directors, with the approval of the Chair, may seek additional professional development education at the expense of TMX Group. As well, all Directors are members, at our expense, of the Institute of Corporate Directors (“ICD”) where Directors have access to ICD events and publications which provide an additional source of relevant information.

Ethical Business Conduct

5. (a) *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) *disclose how a person or company may obtain a copy of the code;*
 - (ii) *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*
 - (iii) *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.*

In 2009, as part of the integration of MX into TMX Group, the Board approved a revised Board Code of Conduct for the Directors and a revised Employee Code of Conduct for officers and employees of TMX Group and its subsidiaries, both of which provide guidance on ethical issues and establish mechanisms to report unethical conduct. 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, or any violation of the Codes of Conduct, and for the protection from retaliation of those who report such complaints in good faith.

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

The Finance and Audit Committee ensures that adequate and effective systems are in place to enforce compliance with our Employee Code of Conduct. The Human Resources Committee 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 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 Questionnaire, Directors 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 Board and management to identify conflict of interest situations in advance. The 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. Where appropriate, Directors remove themselves from portions of Board or committee meetings in accordance with the 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 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 Board as a whole and of a Director as set out in the Board Charter and in the Board's Code of Conduct.

The Board satisfies itself, to the extent feasible, as to the integrity of the CEO, other executive officers and individual Directors and that the CEO, other executive officers and individual Directors create a culture of integrity throughout TMX Group. We are also required under our Recognition Order 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 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 Board has constituted a Governance Committee that is responsible for governance issues, including making recommendations to the Board with respect to nominees to the Board.

On May 1, 2008 we completed our business combination with MX. As a condition to obtaining the necessary approval for the combination, we agreed in the Undertaking to the AMF that 25% of our Directors will be residents of Québec. We also agreed to cause five MX nominees (meaning the five persons designated by MX on May 1, 2008 to join the TMX Group Board) to be nominated for election to the Board at each of the three annual meetings of TMX Group called following the date of the Undertaking, April 9, 2008. The Undertaking also states that if any of the MX nominees were to resign, become ineligible or otherwise unable to serve as Directors, the remaining MX nominees would nominate the requisite number of replacement candidates for election. The MX nominees must, amongst other qualifications, be residents of Québec. Mr. Bertrand, an

original MX nominee, retired from the Board on June 30, 2009 and the remaining MX nominees designated Mr. Cedraschi as a MX nominee for election. The Governance Committee accepted the designation of Mr. Cedraschi as a MX nominee. The MX nominees are Ms. Chicoyne, Messrs. Cedraschi, Martel, Turmel and Verreault.

The Governance Committee reviews on an ongoing basis the composition of the Board, including the current strengths, skills and experiences on the Board and our strategic direction. The Governance Committee identifies any gaps in the Board's composition and seeks to fill those gaps. Qualities such as integrity, good character and high regard in his or her community or professional field will always be a basic criteria for Board members. The Governance Committee will also consider independence, professional or board expertise, capital markets experience, public venture market experience, derivatives market experience, energy market experience, clearing experience, technology expertise and regulated company experience. As well, representation from geographic regions relevant to TMX Group's strategic priorities and Quebec residency requirements are taken into consideration. The objective is to ensure the Board's composition provides the appropriate mix of skills and experience to guide the strategies and business operations of TMX Group. The Governance Committee generally retains outside consultants to assist in conducting searches for appropriate nominees. In addition, the Governance Committee maintains a list of potential Director candidates for its consideration which is reviewed annually.

Prospective nominees to the Board are made aware of their duties, responsibilities and time commitment expectations as a Director.

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 of 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 Board, and is composed entirely of independent Directors.

(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 Board with recommendations relating to corporate governance in general, including (i) all matters relating to the stewardship role of the Board in respect of the management of TMX Group, (ii) Board size and composition, including the nominee selection process and orientation of new Directors, (iii) Board compensation, and (iv) such procedures as may be necessary to allow the 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 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. On March 3, 2010, the Board, on the recommendation of the Governance Committee, amended the Board's compensation to take effect on April 28, 2010. The Board's current compensation is detailed on page 16 of this Circular.

Non-employee Directors must achieve ownership of \$250,000 of common shares (including ownership of DSUs) over a five year period. Until the mandated level of ownership is reached, Directors must take at least 50% of their Board and Committee compensation in the form of DSUs (although Directors are free to elect a higher level of DSU participation).

The Human Resources Committee reviews and makes recommendations to the Board regarding the annual compensation of our CEO and reviews and approves the annual compensation for our officers. In addition, the Human Resources Committee is responsible for overseeing the compensation policies and programs for our executive officers. The 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. Please refer to Compensation Discussion and Analysis starting on page 22 of this Circular.

(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 Board, and is composed entirely of independent Directors.

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

The 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.

(d) *If a compensation consultant or advisor has, at any time since the beginning of the issuer's most recently completed financial year, been retained to assist in determining compensation for any of the issuer's directors and officers, disclose the identity of the consultant or advisor and briefly summarize the mandate for which they have been retained. If the consultant or advisor has been retained to perform any other work for the issuer, state that fact and briefly describe the nature of the work.*

The Human Resources Committee retained the services of Towers Watson to provide the Human Resources Committee with advice and information on executive compensation. Fees paid to Towers Watson for executive compensation were \$192,053.

Mercer Human Resource Consulting ("Mercer") provides TMX Group with services related to our pension plans. Total fees paid to Mercer for consulting and administrative services related to pension were \$250,085.

The Governance Committee retained the services of McLagan to conduct an independent review of our executive compensation practices. Fees paid to McLagan for the independent review of our executive compensation practices were \$55,785.

The Governance Committee retained the services of Towers Watson to provide the Governance Committee with advice and information in determining Board compensation. Fees paid to Towers Watson for Board compensation were \$30,406.

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 four standing Board committees: the Finance and Audit Committee, the Governance Committee, the Human Resources Committee, and the Public Venture Market Committee. The charters of each of these committees are available on our website at www.tmx.com.

The Public Venture Market Committee's function is to advise and make recommendations to the 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.

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 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 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 Board. The results of the assessments are reviewed by the Governance Committee and changes, as required, are then implemented to improve Board performance and effectiveness.

SCHEDULE C TERMINATION PROVISIONS

The following table summarizes the termination provisions for each of our compensation programs.

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	All RSUs are forfeited	Pro-rated payment based on time and performance vesting	All RSUs are forfeited	Pro-rated payment based on time and performance vesting	Pro-rated payment based on time and performance vesting
Share Options Further to the termination provisions, no option may be exercised after the options stated expiration date	Unvested options are forfeited on termination date; 30 days to exercise options that were vested as at the date of termination	Unvested options are forfeited on termination date (does not include any notice period or severance); 90 days to exercise options that were vested as at the date of termination	All unvested and vested options are forfeited on termination date	Unvested options are forfeited on retirement date (does not include any period of notice period or severance); 36 months to exercise options that were vested as at the date of retirement	Unvested options are forfeited on date of death; legal representative(s) has twelve (12) months to exercise options that were vested as at the date of death
Replacement Options Further to the termination provisions, no option may be exercised after the options stated expiration date	Unvested options are forfeited on date employee provides notice of resignation; 30 days to exercise options that were vested as at the date the employee provides notice of resignation	Unvested options are forfeited on the date the employee is given notice of termination; 90 days to exercise options that were vested as at the termination date	All unvested and vested options are forfeited on the date the employee is given notice of termination	Unvested options are forfeited on retirement date or date of leave of absence; twelve (12) months to exercise options that were vested as at the date of retirement	The vesting date of any unexercised Replacement Option shall be accelerated to the date of death, including options with the performance criteria. Legal representative(s) has 180 days to exercise options
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 US 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 US 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 coverage for 2 years)
Perquisites	Cease on termination date	Continue through severance period	Cease on termination date	Cease on retirement date	Cease on date of death

**SCHEDULE D
LIST OF COMPARATORS**

Industry Comparators

International Exchanges		
ASX Limited CBOE Holdings, Inc. CME Group Inc. Deutsche Börse AG IntercontinentalExchange, Inc.	London Stock Exchange Group plc The Nasdaq OMX Group, Inc. NYSE Euronext, Inc. Singapore Exchange Ltd.	
Canadian Financial Services		
Aon Reed Stenhouse Inc. ATB Financial Aviva Canada Inc. Fiera Capital Inc. Eight Canadian Chartered Banks The Great-West Life Assurance Company	IGM Financial Inc. Intact Financial Corporation Manulife Financial Corporation McLean Budden Limited OPSEU Pension Trust	
General Industry		
AGF Management Ltd. Advanced Micro Devices, Inc. Agrium Inc. Air Canada Atco Ltd. Barrick Gold Corporation BCE Inc. Bell Aliant Regional Communications, Limited Partnership Bombardier Inc. CAE Inc. Canadian National Railway Company Canadian Natural Resources Limited Canadian Oil Sands Limited Canadian Pacific Railway Limited Canadian Tire Corporation, Limited Capital Power Corporation Celestica Inc. CGI Group Inc. Cogeco Inc. Domtar Inc. Enbridge Inc. EnCana Corporation Finning International Inc.	Gaz Metro Inc. Gerdau Ameristeel Corporation Husky Energy Inc. IAMGold Corporation Imperial Oil Limited Inter Pipeline Fund Kinross Gold Corporation Maple Leaf Foods Inc. McCain Foods Ltd. MDS Inc. Methanex Corporation Molson Coors Canada Inc. Manitoba Telecom Services Inc. NAL Oil & Gas Trust Nexen Inc. Nortel Networks Corporation NOVA Chemicals Corporation Open Text Corporation Pengrowth Energy Trust PepsiCo, Inc. Petro-Canada Potash Corporation of Saskatchewan Inc. Power Corporation of Canada	Pratt & Whitney Canada Corp. World Colour Press Inc. Research In Motion Limited Sears Canada Inc. ShawCor Ltd. Shoppers Drug Mart Corporation SNC- Lavalin Group Inc. Sobeys Inc. Stantec Inc. Sun Life Financial Inc. Talisman Energy Inc. Teck Cominco Metals Ltd. TELUS Corporation Tembec Inc. Terasen Gas Inc. TransAlta Corporation TransCanada Corporation Transcontinental Inc. UAP Inc. Uni-Select Inc. Vermilion Energy Trust Vidéotron Ltée WestJet Airlines Ltd.

**SCHEDULE E
TMX GROUP INC.
(THE “CORPORATION”)
BOARD CHARTER**

1. General

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

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. The Board will oversee the Corporation’s systems of corporate governance and financial reporting and controls 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 and the Public Venture Market Committee.

2. Appointment and Supervision of Management

The Board will:

- Appoint the Chief Executive Officer (“CEO”) and other senior officers comprising the executive officers, provide them with advice and counsel and 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, Risk Management

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.
- Review and approve management’s strategic and operational plans to ensure they are consistent with the corporate vision.

- Monitor the Corporation's performance against both short-term and long-term strategic plans and annual performance objectives.
- Confirm that a management system is in place to identify the principal risks to the Corporation and its business and that appropriate procedures are in place to monitor and mitigate those risks.
- Confirm that management processes are in place to address and comply with applicable regulatory, corporate, securities and other compliance matters.
- 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.

4. Financial Reporting and Management

The Board will:

- Approve the Corporation's financial statements 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 internal control and management information systems.
- 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.

5. 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.

6. Corporate Governance

The Board will:

- Establish an appropriate system of corporate governance including practices to permit the Board to function independently of management and non-independent directors.

- 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.
- Meet without management or non-independent directors present.
- 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.

7. 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.

8. The Chair of the Board

The Chair of the Board reports 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.

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

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 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.

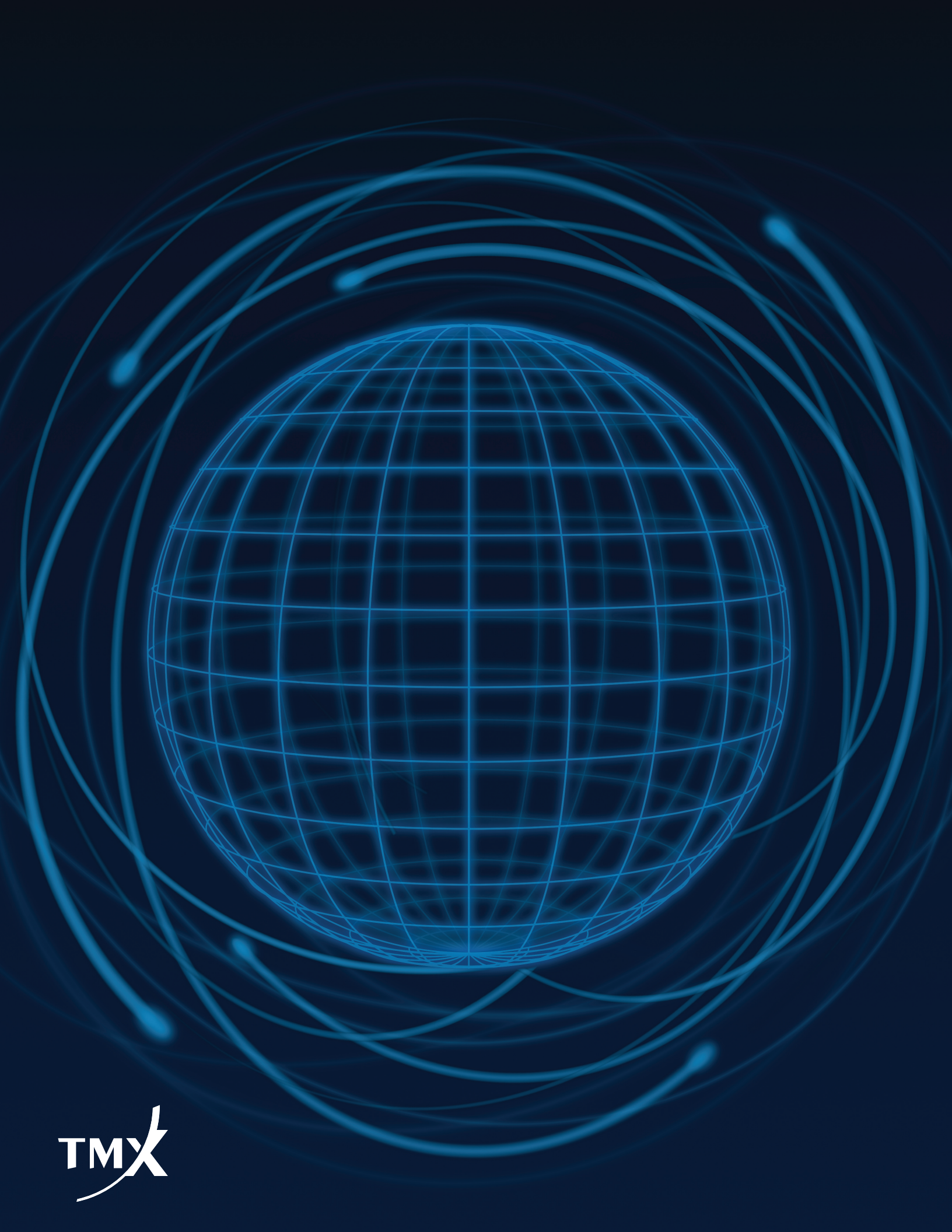
9. The Chief Executive Officer

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, including, as applicable:
 - Protecting the core business of the Corporation,
 - Extending the Corporation's pre-eminent position in the Canadian exchange space, and
 - Examining selective opportunities to expand outside Canada.
- 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 a 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.



TMX