

The Exchange Tower
3rd Floor; 130 King Street West
Toronto, ON M5X 1J2



June 11, 2008

To: Canadian Securities Administrators

Dear Sirs/Mesdames:

**Re: TSX GROUP INC. (the "Corporation")
ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TORONTO, ONTARIO, CANADA
WEDNESDAY, JUNE 11, 2008 – 10:00 A.M.**

REPORT OF VOTING RESULTS

In accordance with section 11.3 of National Instrument 51-102 Continuous Disclosure Obligations, the following sets out the matters voted on at the Corporation's Annual and Special Meeting of Shareholders. Each of the matters set out below were conducted by ballot and are described in greater detail in the Notice of Annual and Special Meeting of Shareholders and Management Information Circular:

1. Election of Directors

Each of the seventeen (17) nominees listed in the Management Information Circular were elected as directors of the Corporation for the ensuing year or until their successors are elected or appointed. Voting results for individual directors are set out below:

Name of Nominee	Votes For		Votes Withheld	
	#	%	#	%
Wayne C. Fox	41,566,785	98.54	616,771	1.46
Luc Bertrand	42,108,648	99.82	74,908	0.18
Tullio Cedraschi	40,398,558	95.77	1,784,998	4.23
Raymond Chan	42,152,265	99.93	31,291	0.07
Denyse Chicoyne	42,131,287	99.88	52,269	0.12
Raymond Garneau	40,506,390	96.02	1,677,166	3.98
John A. Hagg	42,110,941	99.83	72,615	0.17
Harry A. Jaako	42,053,558	99.69	129,998	0.31
J. Spencer Lanthier	39,967,043	94.75	2,216,513	5.25
Jean Martel	42,034,090	99.65	149,466	0.35
Owen McCreery	42,023,822	99.62	159,734	0.38
John P. Mulvihill	40,377,777	95.72	1,805,779	4.28
Carmand Normand	42,135,031	99.88	48,525	0.12
Kathleen M. O'Neill	41,766,352	99.01	417,204	0.99
Gerri B. Sinclair	42,070,745	99.73	112,811	0.27
Jean Turmel	42,078,730	99.75	104,826	0.25
Laurent Verreault	42,061,851	99.71	121,705	0.29

2. **Appointment of Auditor**

KPMG LLP was appointed auditor of the Corporation until the next annual meeting of shareholders at a remuneration to be fixed by the Directors.

<u>Votes For</u>		<u>Votes Withheld</u>	
#	%	#	%
41,381,771	98.11	797,345	1.89

3. **Approval of Amendment to TSX Group Inc.'s Restated Articles of Incorporation to change our name from TSX Group Inc./Groupe TSX Inc. to TMX Group Inc./Groupe TMX Inc.**

The shareholders approved the amendment to TSX Group Inc.'s Restated Articles of Incorporation to change our name from TSX Group Inc./Groupe TSX Inc. to TMX Group Inc./Groupe TMX Inc.

<u>Votes For</u>		<u>Votes Withheld</u>	
#	%	#	%
42,165,778	99.96	17,778	0.04

4. **Approval of Amendment to TSX Group Inc.'s Restated Articles of Incorporation to change the issue, transfer and ownership restrictions attaching to our common shares by deleting in its entirety Schedule "B" to the Restated Articles of Incorporation and replacing it with the text of the new Schedule "B" set out in Annex B-1 to our Management Information Circular.**

The shareholders approved the amendment to TSX Group Inc.'s Restated Articles of Incorporation to change the issue, transfer and ownership restrictions attaching to our common shares by deleting in its entirety Schedule "B" to the Restated Articles of Incorporation and replacing it with the text of the new Schedule "B" set out in Annex B-1 to our Management Information Circular.

<u>Votes For</u>		<u>Votes Withheld</u>	
#	%	#	%
41,532,368	98.46	651,188	1.54