

FORM 51-102F3
Material Change Report

1. Name and Address of Company

TSX GROUP INC.
The Exchange Tower
130 King Street West
Toronto, Ontario
M5X 1J2

2 Date of Material Change

May 1, 2008

3. News Release

A news release was distributed on May 1, 2008. A copy of the news release is attached as Schedule "A".

4. Summary of Material Change

TSX Group Inc. ("TSX Group") and Montréal Exchange Inc. (MX) announced today the completion of their business combination to create TMX Group Inc.

5. Full Description of Material Change

TSX Group and MX announced today the completion of their business combination to create TMX Group Inc.

Under the combination agreement, TSX Group has added five Quebec resident directors to its Board. They are Luc Bertrand, Denyse Chicoyne, Carmand Normand, Jean Turmel and Laurent Verreault.

Mr. Bertrand today was appointed Deputy CEO of TSX Group. He remains as President and CEO of MX.

The purchase price was satisfied with the issue of approximately 15,316,613 shares of TSX Group and the payment of \$428.2 million to MX shareholders. MX shares will be delisted at the earliest at the close of business on May 2, 2008. Trading in shares of the new group continues under the name TSX Group (TSX:X). TSX Group is expected to change its name to TMX Group Inc. on or about June 11, 2008, following receipt of TSX Group shareholder approval.

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

7. Omitted Information

No significant facts remain confidential in, and no information has been omitted from, this report.

8. Executive Officer

For further information please contact Sharon Pel, Senior Vice President, Legal and Business Affairs at (416) 947-4300.

9. Date of Report

May 1, 2008

SCHEDULE "A"



tsx group



TSX Group Inc. completes combination with Montréal Exchange Inc.

MAY 1, 2008 (TORONTO & MONTRÉAL) – TSX Group Inc. and Montréal Exchange Inc. (MX) announced today the completion of their business combination to create TMX Group Inc.

"We are pleased to have completed this transaction," said Michael Ptasznik, Interim Co-CEO of TSX Group. "Our new company will redefine the Canadian capital markets and strengthen its global positioning.

Luc Bertrand, President and CEO of MX said, "We are thrilled to be forming TMX Group. We are building an integrated Canadian exchange that brings together cash and derivatives trading for the first time. We seek distinctive positioning in the exchange space."

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About TSX Group Inc. (TSX-X)

TSX Group operates Canada's two national stock exchanges, Toronto Stock Exchange serving the senior equity market and TSX Venture Exchange serving the public venture equity market, Natural Gas Exchange (NGX), a leading North American exchange for the trading and clearing of natural gas and electricity contracts and Shorcan Brokers Limited, the country's first fixed income inter-dealer broker. TSX Group also owns The Equicom Group Inc., a leading provider



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of investor relations and related corporate communication services in Canada. TSX Group is headquartered in Toronto and maintains offices in Montreal, Calgary and Vancouver.

About Montréal Exchange Inc.

The Montréal Exchange (MX) is the Canadian derivatives exchange. The MX offers trading in Canadian interest rate, index and equity derivatives. Clearing, settlement and risk management services are provided by an AA rated clearing house, the Canadian Derivatives Clearing Corporation, fully owned by the MX. Our integrated trading and clearing services are supported by a proprietary suite of exchange technologies, known as SOLA®. The MX also has interests in: the Boston Options Exchange (BOX), a U.S. automated equity options market, for which MX is the technical operator; the Canadian Resources Exchange (CAREX), a new corporation created with NYMEX that is dedicated to developing the Canadian energy market; and the Montréal Climate Exchange (MCeX), a joint venture with the Chicago Climate Exchange®, aiming to establish the leading market for publicly traded environmental products in Canada. For more information about the Montréal Exchange, please visit www.m-x.ca.

For more information please contact:

Steve Kee, Director, Corporate Communications, TSX Group Inc., 416-947-4682, Toll-Free: 1-888-873-8392, Cellular: 416-358-3714, steve.kee@tsx.com

Jean Charles Robillard, Director, Investor Relations and Communications, Montréal Exchange Inc., 514-871-3551, jcrobillard@m-x.ca