PROXY, solicited by and on behalf of management, for the special meeting of shareholders of TMX Group Inc. to be held at 10:00 a.m. (Eastern Time) on Wednesday, September 12, 2012 at the TMX Broadcast Centre, 130 King Street West, Main Floor, Toronto, Ontario, Canada.

I hereby appoint Charles Winograd, Chair of the Board of TMX Group Inc. (“TMX Group”), or failing him, Thomas A. Kloet, Chief Executive Officer, of TMX Group, or instead of either of them, as my proxy holder, with full power of substitution, to attend, vote and otherwise act on my behalf at the special meeting of shareholders of TMX Group to be held on Wednesday, September 12, 2012, (the “Meeting”) and any adjournment or postponement thereof, on the following matter:

1. APPROVAL OF SUBSEQUENT ARRANGEMENT RESOLUTION

A special resolution of shareholders (the “Subsequent Arrangement Resolution”), the full text of which is attached as Appendix B to our Management Information Circular dated August 13, 2012 (as may be amended, supplemented or otherwise modified from time to time) (the “Circular”), approving, with or without variation, the arrangement pursuant to Section 182 of the Business Corporations Act (Ontario) involving the acquisition by TMX Group Limited (formerly known as Maple Group Acquisition Corporation) (“Maple”) of all of the issued and outstanding common shares of TMX Group in exchange for one common share of Maple per common share of TMX Group, all as more particularly described and set forth in the Circular.

☐ FOR
☐ AGAINST

2. APPROVAL OF MAPLE SHARE OPTION PLAN

An ordinary resolution of shareholders (the “Maple Option Plan Resolution”), the full text of which is attached as Appendix C to the Circular, approving, with or without variation, the share option plan of Maple, as more particularly described and set forth in the Circular.

☐ FOR
☐ AGAINST

In addition, this proxy confers discretionary authority upon the person I appoint in respect of any amendments, variations or additions to the matters identified above and on all other matters that may properly come before the Meeting or any adjournment or postponement thereof.

The shares represented by this proxy will be voted according to the choices marked on this page. If no choice is marked for an item, the shares will be voted FOR the Subsequent Arrangement Resolution and FOR the Maple Option Plan Resolution, as described in the Circular for the Meeting.

Dated this ______ day of ______________________, 2012.

____________________________  ______________________________
Name of Shareholder (please print)  Signature of Shareholder

YOU MAY APPOINT SOMEONE (WHO DOES NOT NEED TO BE A SHAREHOLDER) OTHER THAN THE PERSONS DESIGNATED ABOVE TO ATTEND, VOTE AND ACT ON YOUR BEHALF AT THE MEETING BY FILLING IN THE NAME OF THAT PERSON IN THE SPACE PROVIDED.

-Please see the reverse side for voting options and instructions-
Voting Options and Instructions

In addition to voting by mail, your voting instructions can also be conveyed by fax, internet and personal delivery, as described below and in the Circular.

1. If this proxy is not dated in the space provided, it will be deemed to bear the date on which it was mailed to you by management of TMX Group.

2. If the shareholder is an individual, please sign exactly as your shares are registered. If the shareholder is a corporation, this proxy must be executed by a duly authorized officer or attorney of the shareholder and, if the corporation has a corporate seal, its corporate seal should be affixed. If shares are registered in the name of an executor, administrator or trustee, please sign exactly as the shares are registered. If the shares are registered in the name of a deceased shareholder, the shareholder’s name must be printed in the space provided, the proxy must be signed by the legal representative with his name printed below his signature and evidence of authority to sign on behalf of the shareholder must be attached to this proxy.

3. If a share is held by two or more persons, any one of them present or represented by proxy at the Meeting may, in the absence of the other or others, vote in respect of each share so held, but if more than one of them is present or represented by proxy, they shall vote together in respect of each share so held.

4. To be valid, this proxy must be signed and deposited with the Transfer Agent for TMX Group, CIBC Mellon Trust Company, by mail or by courier at CIBC Mellon Trust Company, Attention: Proxy Department, P.O. Box 721, Agincourt, Ontario, M1S 0A1, or if delivered by facsimile at 416-368-2502, or to 1-866-781-3111 (toll free in Canada and the United States) not later than 5:00 p.m. (Eastern Time) on Monday, September 10, 2012 or, if the Meeting is adjourned or postponed, 48 hours (excluding Saturdays, Sundays and holidays) before any adjourned or postponed Meeting.

5. You may also submit your proxy by personal delivery of your proxy form to CIBC Mellon Trust Company c/o Canadian Stock Transfer Company Inc. at 320 Bay Street, Basement Level (B1 Level), Toronto, Ontario, M5H 4A6.

6. Additionally, you may submit your proxy by internet by going to www.proxypush.ca/x and following the instructions on screen. You will need your 12-digit control number located on the enclosed proxy form. The proxy form does not need to be returned.

7. Reference should be made to the accompanying Circular for further information regarding completion and use of this proxy and other information pertaining to the Meeting.

The shares represented by this proxy will be voted for or against, as applicable, in accordance with the instructions of the shareholder on any ballot that may be called for, and if the shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly.