1. The name and address of the offeror:

TMX Group Limited (formerly Maple Group Acquisition Corporation) (the "Offeror")
130 King Street West,
Toronto, Ontario, M5X 1J2

2. The designation and number or principal amount of securities and the offeror's securityholding percentage in the class of securities of which the offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file the report, and whether it was ownership or control that was acquired in those circumstances:

Reference is made to the formal take-over bid made by the Offeror dated June 10, 2011 to acquire a minimum of 70% and a maximum of 80% of the issued and outstanding common shares (the "Shares") of TMX Group Inc. ("TMX") (as amended, supplemented and varied from time to time, the "Offer"). The Offer, which constituted the first step of an integrated two-step transaction to acquire 100% of the Shares, was completed on August 10, 2012. At such time, the Offeror acquired 59,759,757 Shares, representing 80% of the Shares.

Subsequently, the Offeror carried out a second step plan of arrangement, pursuant to which outstanding Shares (other than those held already by the Offeror) were exchanged for the Offeror's shares on September 14, 2012, on a one-for-one basis (the "Arrangement").

On September 12, 2012, the Arrangement was approved by TMX shareholders. On September 13, 2012, a final order of the Ontario Superior Court of Justice was obtained and articles of arrangement were filed in accordance with the Business Corporations Act (Ontario), thereby giving effect to the Arrangement. As a result, on September 14, 2012, the Offeror acquired ownership of an additional 14,939,964 Shares (representing all of the Shares not owned by the Offeror prior to the completion of the Arrangement).

3. The designation and number or principal amount of securities and the offeror's securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to the obligation to file the report:

Following the completion of the Arrangement, the Offeror holds a total of 74,699,721 Shares, representing 100% of the outstanding Shares.

4. The designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in item 3 over which:

(i) the offeror, either alone or together with any joint actors, has ownership and control;
See Item 3 above.

(ii) the offeror, either alone or together with any joint actors, has ownership but control is held by other persons other than the offeror or any joint actor, and

Not applicable.

(iii) the offeror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership;

Not applicable.

5. The name of the market in which the transaction or occurrence that gave rise to the report took place:

Not applicable.

6. The value, in Canadian dollars, of any consideration offered per security if the offeror acquired ownership of a security in the transaction or occurrence giving rise to the obligation to file the report:

Not applicable.

7. The purpose of the offeror and any joint actors in effecting the transaction or occurrence that gave rise to the report, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer:

The purpose of the Offer and the Arrangement was to acquire 100% of the outstanding Shares. As a result of the Offer and the Arrangement, the Offeror has acquired 100% of the outstanding Shares.

8. The general nature and the material terms of any agreement, other than lending arrangements, with respect to securities of the reporting issuer entered into by the offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to the report, including agreements with respect to the acquisition, holding, disposition or voting of any of the securities:

The Offeror and TMX entered into a support agreement on October 30, 2011 (as amended, the "Support Agreement") pursuant to which, among other things, the Offeror agreed to pursue, and TMX agreed to support, the Offer and the Arrangement.

Additionally, the Offeror and certain shareholders thereof entered into an amended and restated acquisition governance agreement as of June 10, 2011 (as amended, the “Acquisition Governance Agreement”) which sets out certain obligations of the Offeror and such shareholders in connection with, among other things, the acquisition of TMX by the Offeror and certain matters relating to the holding of Offeror shares by the applicable shareholders. The Acquisition Governance Agreement terminated in accordance with its
terms upon the acquisition by the Offeror of all of the outstanding Shares (except for certain specified provisions which expressly survive such termination).

A detailed description of the Support Agreement and Acquisition Governance Agreement was included in the take-over bid circular prepared by the Offeror in respect of the Offer (as amended by the notices of extension, change and variation thereof), and copies of the Support Agreement and Acquisition Governance Agreement have been filed on SEDAR at www.sedar.com under TMX’s profile.

9. The names of any joint actors in connection with the disclosure required by this report:


10. In the case of a transaction or occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, the nature and value, in Canadian dollars of the consideration paid by the offeror:

See Item 2 above.

11. If applicable, a description of any change in any material fact set out in a previous report by the entity under the early warning requirements or Part 4 of National Instrument 62-103 in respect of the reporting issuer's securities:

Not applicable.

12. If applicable, a description of the exemption from securities legislation being relied on by the offeror and the facts supporting that reliance:

Not applicable.
DATED September 17, 2012

TMX GROUP LIMITED

by (Signed) Sharon Pel

Name: Sharon Pel
Title: Senior Vice President, Group Head of Legal and Business Affairs