



NOTICE TO MEMBERS

No. 2012 - 138

July 20, 2012

ANTICIPATED CONTRACT ADJUSTMENT

TMX Group Inc. (X)

Plan of Arrangement

THE FOLLOWING INFORMATION IS PREPARED FOR THE CONVENIENCE OF CANADIAN DERIVATIVES CLEARING CORPORATION (CDCC) MEMBERS AND BOURSE DE MONTRÉAL INC. (THE BOURSE) APPROVED PARTICIPANTS. THIS DOCUMENT IS AN UNOFFICIAL SUMMARY OF CERTAIN TERMS OF THE AFOREMENTIONED ADJUSTMENT. CDCC AND THE BOURSE ACCEPT NO RESPONSIBILITY FOR THE ACCURACY OR COMPLETENESS OF THE SUMMARY. CDCC MEMBERS AND BOURSE APPROVED PARTICIPANTS MUST ENSURE THEY HAVE REVIEWED THE DOCUMENTATION PUBLISHED BY THE ISSUERS INVOLVED IN THIS CORPORATE ACTION.

The Bourse and CDCC wish to inform you that Maple Group Acquisition Corporation (“Maple”) and TMX Group Inc. (“TMX”) provided on July 12, 2012 an important update related to the proposed Maple transaction pursuant to which Maple will acquire 100% of TMX shares (the “Transaction”). Under the terms of the first step of the proposed Transaction, if at least 70% of TMX shares are tendered, and all other conditions are satisfied by 5:00 p.m. on July 31, 2012 (“Expiry”), Maple will take up those shares on July 31, 2012.

Provided at least 70% of the outstanding TMX shares are tendered to the Offer by Expiry, TMX shareholders who tender their shares to the Maple Offer (including TMX shareholders who tender between Expiry and August 10, 2012) will be entitled to elect to receive a cash payment of C\$50.00 per share for each TMX share tendered, to a maximum of 80% of the outstanding TMX shares. Any TMX shares that have been deposited in excess of 80% of TMX shares will be returned to the holders and treated as described in the next paragraph.

If the Offer is completed, all remaining TMX shareholders (including TMX shareholders who did not tender their shares to the Offer and TMX shareholders who had excess shares returned by Maple) will receive one Maple share for each TMX share as part of the second step of the Transaction that will be implemented by a court-approved plan of arrangement to acquire the remaining TMX shares. Maple Group Acquisition Corporation will be renamed TMX Group Limited on August 10, 2012. A meeting of the TMX shareholders will be held in mid-September to approve the plan of arrangement that is expected to close shortly after.

Canadian Derivatives Clearing Corporation

The Exchange Tower
130 King Street West, 5th Floor
Toronto, Ontario
M5X 1J2
Tel. : 416-367-2463
Fax : 416-367-2473

800 Victoria Square
3rd Floor
Montréal, Québec
H4Z 1A9
Tel. : 514-871-3545
Fax : 514-871-3530

www.cdcc.ca



PLEASE ENSURE THAT ALL CLIENTS WHO HAVE EITHER LONG OR SHORT POSITIONS IN THIS OPTION CLASS ARE ADVISED OF THIS NOTICE.

For further information, please contact Antonio Discenza, Senior Manager, Market Operations, Bourse de Montréal Inc. at (514) 871-3548. Clearing members may contact the CDCC Member Services Department.

Glenn Goucher
President and Chief Clearing Officer

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Toronto, Ontario
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Fax : 416-367-2473

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H4Z 1A9
Tel. : 514-871-3545
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