

TMX

**THE FUTURE
IS YOURS TO SEE.**

TMX INVESTOR DAY 2018

ROADMAP FOR GROWTH



AGENDA

Introduction - 12:30PM

Paul Malcolmson

Enterprise Strategy

Lou Eccleston

Enterprise Capabilities:

Technology & Data

Jay Rajarathinam

Capital Formation

Loui Anastasopoulos

Brady Fletcher

Claire Johnson

Shaun McIver

Break – 2:00PM

GSIA: Trayport

Peter Conroy

Combie Cryan

Richard Everett

GSIA: TMX Datalinx

Sarah Ryerson

Global Trading and Clearing

Luc Fortin

Financials

John McKenzie

Q&A – 3:30PM

All

ENTERPRISE STRATEGY OVERVIEW

LOU ECCLESTON

CEO

Outstanding Characteristics of TMX as an Organization and an Entity

Growth Potential

Ability to Invest in Growth

Strength of the Business Model

Talent

Competitive Barriers

Outstanding Characteristics of TMX as an Organization and an Entity

Growth Potential

- Addressable Markets
- Ability to Build New Capabilities

Ability to Invest in Growth

- Cash from Operations
- Debt Capacity
- Shareholders

Strength of the Business Model

- Diversification
- Capacity to Evolve and Adapt

Talent

- Top Leadership
- Business & Technology Leads (Future Top Leadership)
- Attracting Talent

Competitive Barriers

- Organic
- Regulatory

Four years into the transformation journey



Our Mission

“Powering capital and commodity markets, investment and economic growth for clients in Canada, across North America and around the world”

Our Vision

“To be a technology driven solutions provider that puts clients first”

2015

Developed strategic direction & execution plans



1 Infrastructure ➔ Technology solutions provider



2 Regional ➔ Global

2016

Created leverage in our organizational structure

1

From group of companies to an **integrated organization**

2

Eliminated **non-core businesses**

3

Eliminated **three layers of management**

4

Reduced staff **20%¹** and began talent acquisition & development

5

Returned to **profitable growth**

2017

Grew globally

1 Taking Canada to the world and capturing global addressable market

2 Trayport acquisition transformed our Global Solutions, Insight & Analytics business

3 Launched global marketing campaign and brand promise

Transformed revenue mix

Increased recurring revenue¹ from

2016	40%
2017	52% ²

Revenue from outside of Canada grew to **32%**³

¹ Recurring revenue streams include substantially all of GSIA, as well as sustaining fees, custody fees, transfer agency fees, and other access/subscription based revenues.

² 2017 pro forma revenue excluding TMX Atrium, NGX, and Shorcan Energy Brokers; and including full year of Trayport. Financial information for Trayport for 2017 has been adjusted to be in accordance with IFRS. This financial information is unaudited.

³ Compared with < 30% revenue outside of Canada in 2016. From customers with an address outside Canada, based on 2017 pro forma revenue excluding TMX Atrium, NGX, and Shorcan Energy Brokers; and including full year of Trayport.

2018 and beyond

Technology enabled, diversified, global business delivering profitable growth

1 Well positioned for long term growth

2 Enterprise technology foundation in place

Margin growth

Adjusted EBITDA¹ margin expansion from

2015	47%
LTM Sep/18	55%

Long term objectives

TMX Group Revenue CAGR*

Mid single digit

TMX Group Adjusted EPS CAGR*,¹

Double digit

New company new story

**Growth
Potential**

**Ability to
Invest in
Growth**

**Strength
of the
Business
Model**

Talent

**Competitive
Barriers**

TECHNOLOGY | DATA

ENTERPRISE CAPABILITIES TO DRIVE GROWTH

JAY RAJARATHINAM

CHIEF TECHNOLOGY AND
OPERATIONS OFFICER



Technology strategy for growth

1



Modernize infrastructure

Core business systems

- Capital formation
- Trading
- Post-trade

Foundational infrastructure

- Networks
- Storage
- Cloud-first

2



Transform workplace

- Agile culture
- New collaboration tools
- Flexible workplaces

3



Client first

- Client-centric product development
- Data-driven user experience management
- Digital client experience

4



World-class security and operations

- Robust security program
- Tools to manage 24x7 operations
- Unified change and incident management



Reduced technology and systems operating costs by ~8% annually (2015 to 2017)*

Data assets are a key growth enabler

1



Manage data centrally as an enterprise asset

2



Modernize data assets

3



Visualize data and derive business intelligence

4



Data governance

- Data quality
- Data security
- Data procurement and retention

Drive revenue growth across our enterprise with new analytics products

1



Fueling
Analytics

2



Energy
Analytics

3



Global Trading
Analytics

4



Public & Private
Venture Analytics

Enable business units with capabilities to provide
analytics, data sets and data applications in key growth areas

CAPITAL FORMATION

LOUI ANASTASOPOULOS
PRESIDENT, CAPITAL FORMATION

BRADY FLETCHER
HEAD OF TSX VENTURE EXCHANGE

A global leader amongst Exchange Groups

#1

By number of listed companies in global growth capital marketplaces*

#1

For equity capital raised by mining companies

#1

By number of “graduations” to main board

#3

By number of IPOs and new listings

#4

By number of international IPOs and new listings

425+

Number of listed technology & innovation companies

Capital formation represents

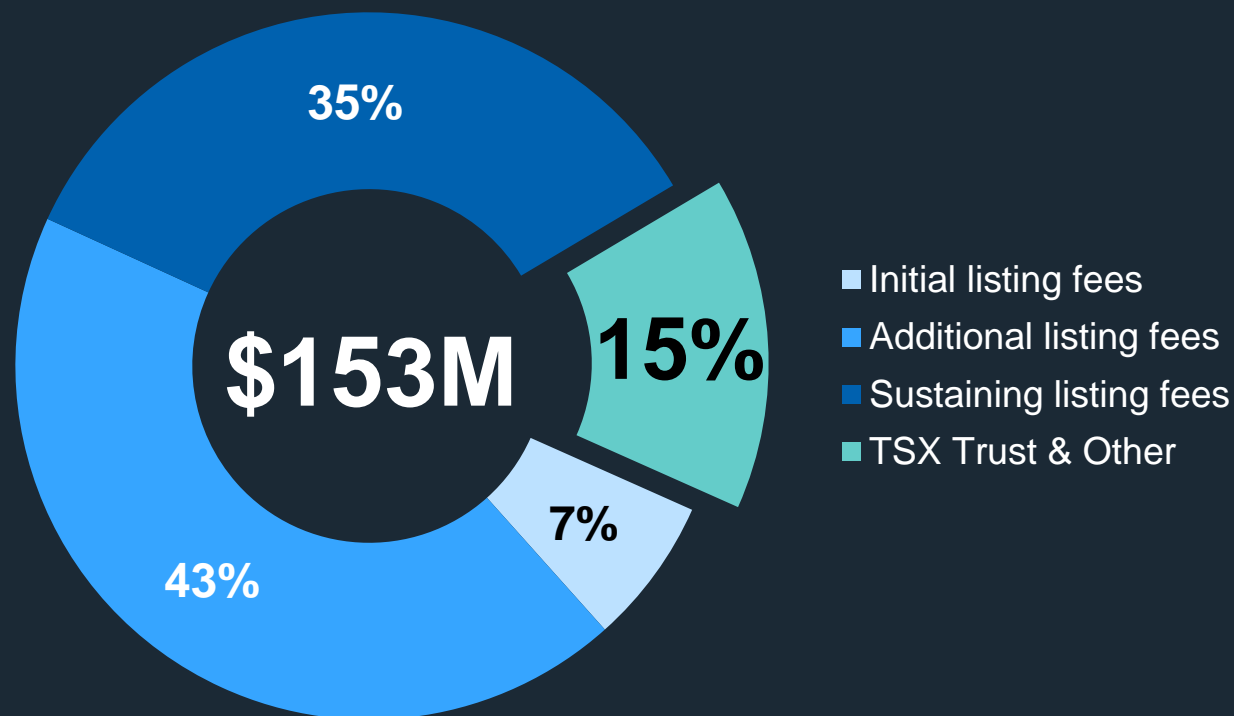
26%

Sep/18 YTD
TMX Revenue

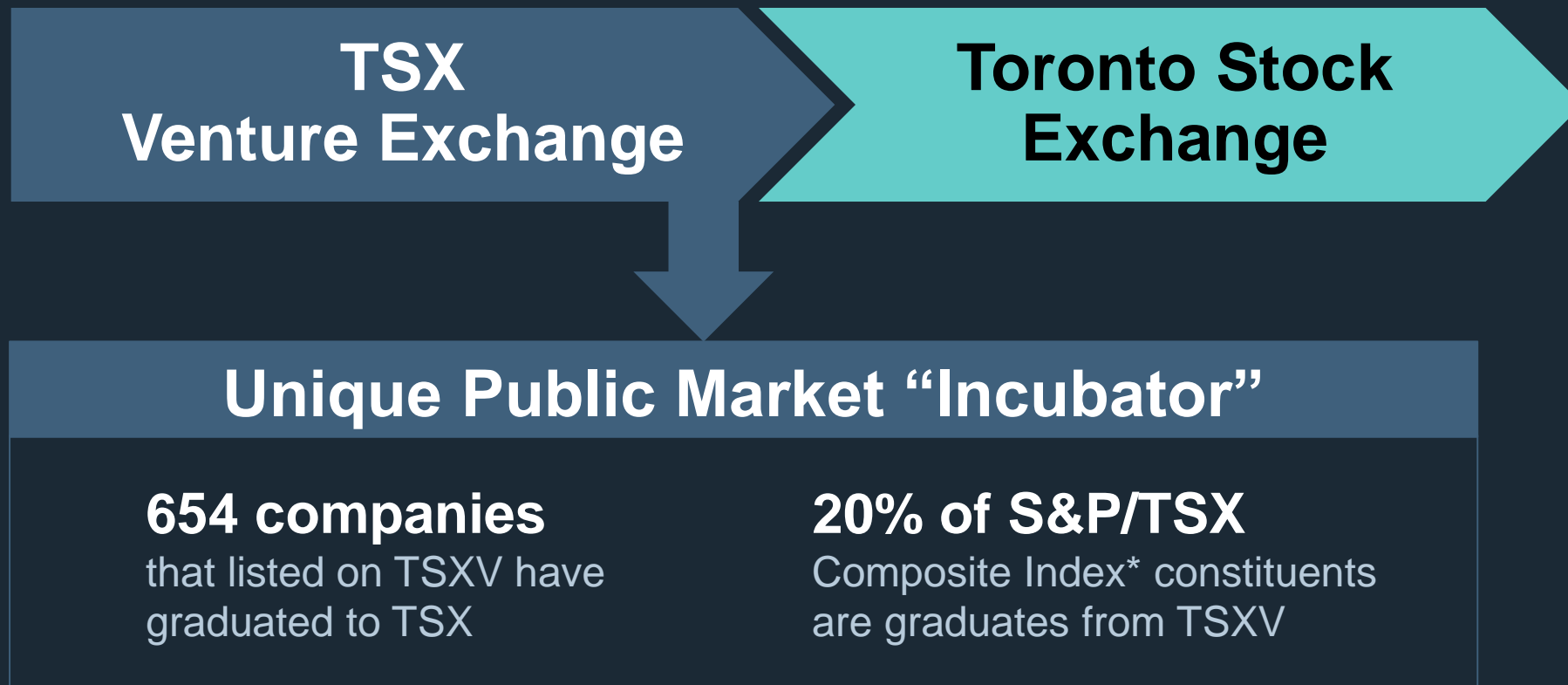
57%

Operating Margin*

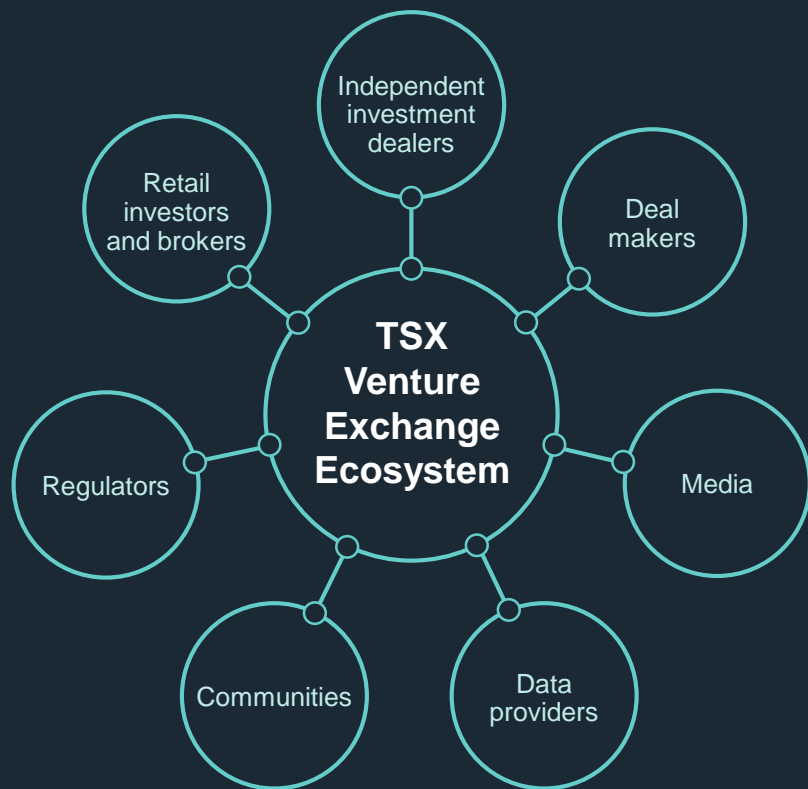
Capital Formation Sep/18 YTD Revenue



A unique world-class two tier market



Our unique TSXV Ecosystem drives new listings and revenue growth



#3

Exchange group by equity capital raised in global growth capital marketplaces* in 2017

44%

Global growth capital marketplaces* graduates come from TSXV

24%

TSXV share of listed issuers in global growth capital marketplaces*

A robust global pipeline...

**Tens of
thousands
of private
companies**



... allows us to build a global platform

1125

Companies in long-term
new listings pipeline
("engaged" or later)

~50%

Non-Canadian
companies

102

New corporate listings
in 2018 (to Sep 30)

335

Companies in 2-year
new listings pipeline
("public track" or later)

~50%

Technology/
Innovation Companies

~15%

Non-Canadian
companies

~45%

Technology/
Innovation
Companies

Video



Levers for driving long-term revenue growth



Expand

Our addressable market

Global Footprint

Accelerate Tech Sector Growth

Activate New Pools of Capital



Innovate

Our client and transaction experience

Accelerate Issuer Services Excellence Implementation

Pricing Strategy for Growth

Drive Policy Innovation



Diversify

Our business and end markets with TSX Trust

Grow Organic Opportunities

Target Government Mandates, Debt & P3

Expand Private Company Services

Our growth objectives

Exchange group globally
IPOs and new listings

#3  **#1**
Current Objective*

Exchange group globally
international IPOs and new listings

#4  **#1**
Current Objective*

2X

Objective* (vs. 2017)

Innovation sector capital raised

Core listings activities digitized

<10%  **100%**
Current Objective*

CAPITAL FORMATION

TSX TRUST

CLAIRE JOHNSON

PRESIDENT AND CEO, TSX TRUST

Our fastest growing business: **TSX Trust** Transfer Agency Services & Corporate Trust

Securities
transfer and
registrar services



Equity Issuers & Investors

Record keeping /
Dividend payments /
Transfer processing

Shareholder meeting
services / Reporting /
Information distribution

Trustee and agency
services supporting
debt instruments



Debt Issuers & Investors

Enforcement
of issuer
obligations

Distribution of
interest and
principal payments

Pledge
of collateral

Significant growth in TSX Trust since acquisition

1,000

Unique Clients

57%

Recurring revenue
(in 2017)

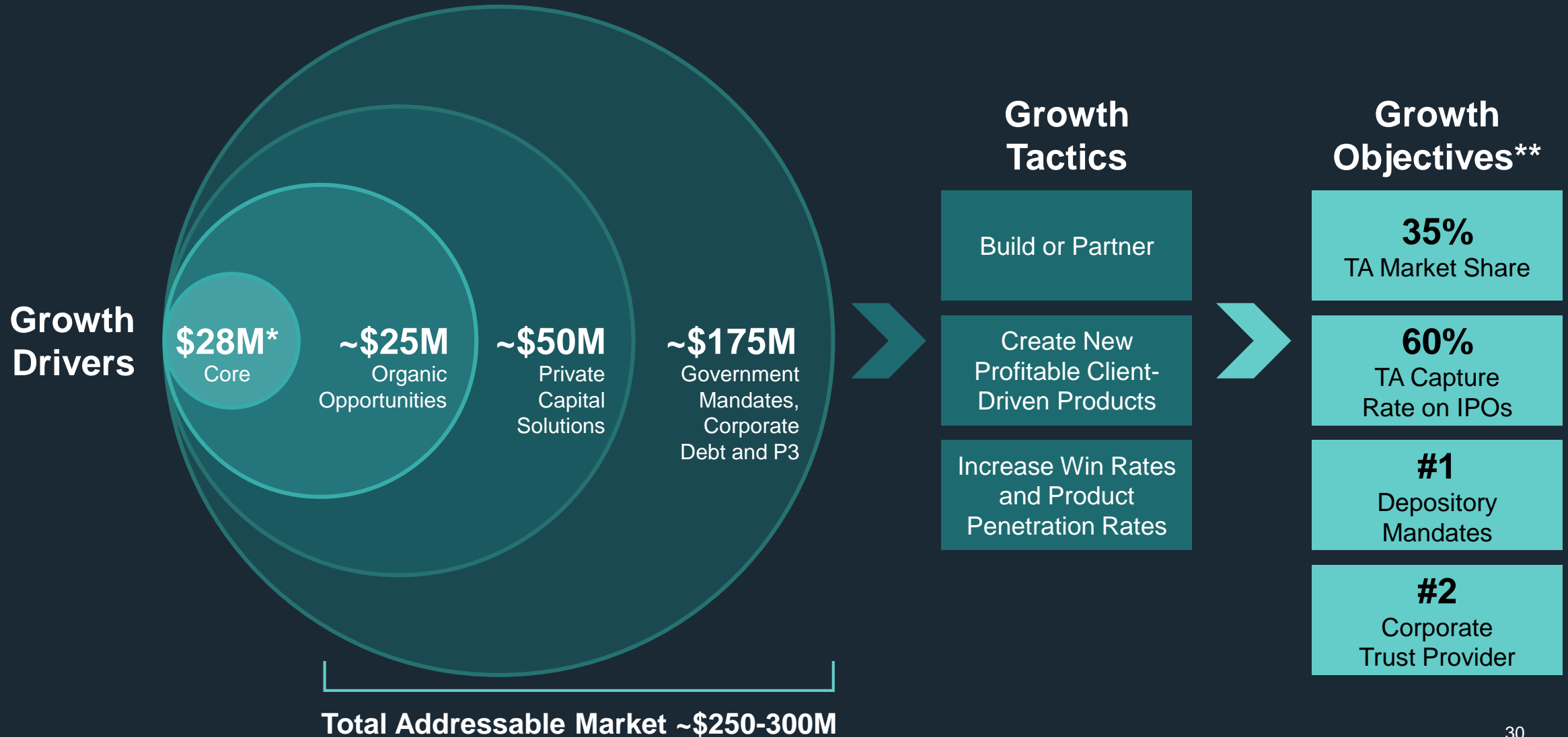
16%

Growth in Transfer Agency (TA)
mandates (Sep/18 LTM)

20%

TA market share (current 2018)

Accelerate growth at TSX Trust



*Sep/18 LTM revenue.

**See discussion under *Forward looking information*.

TMX MATRIX

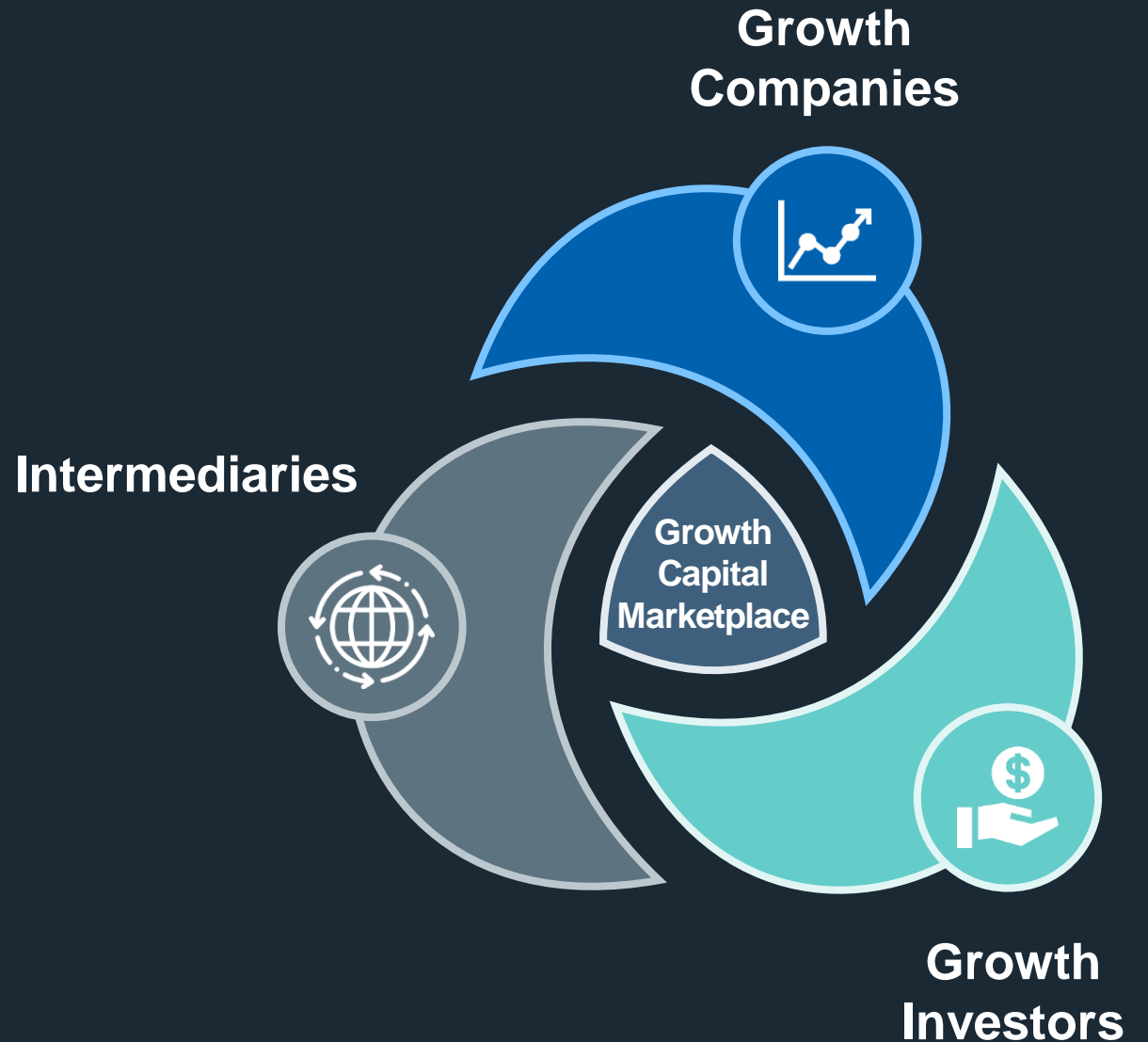
DISCOVER TOMORROW'S
COMPANIES, TODAY

SHAUN McIVER

CHIEF CLIENT OFFICER



**TMX engaged
growth companies,
investors and
intermediaries
across the
capital markets
ecosystem**



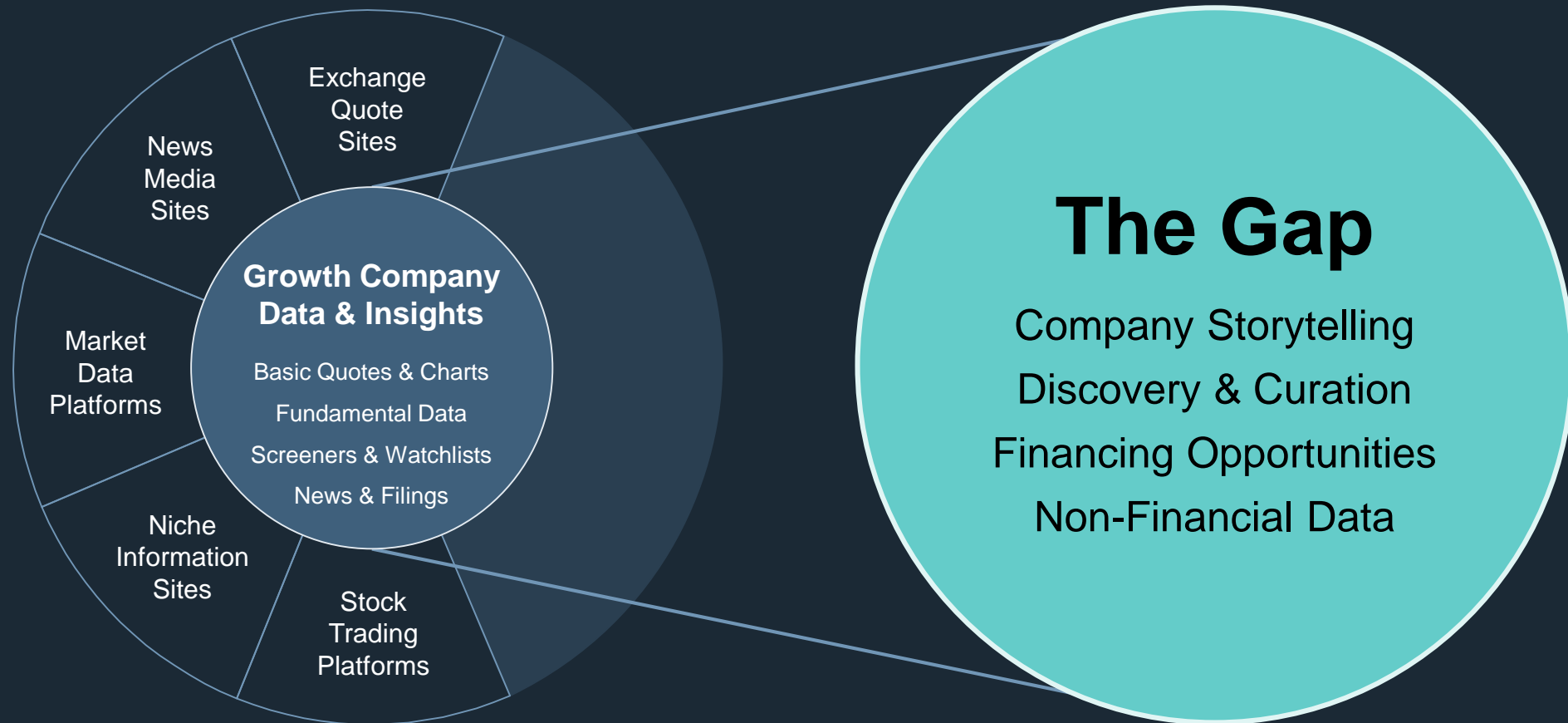
Growth companies said...

“Help me efficiently attract and connect with suitable investors.”

Growth investors said...

“Help me discover, analyze and acquire unique insights into growth companies.”

Unmet market need for deeper insights into growth company investment opportunities



Introducing TMX Matrix

TMX Matrix

is a community platform designed to bridge future-focused investors with TMX's Growth Capital Marketplace



Proposition for growth companies

INC Inc
TSX Venture Exchange

NEW FINANCING

\$4.86 RT
▲ \$0.10 (0.62%)
Volume: 1,000
As of 10:25 AM EDT

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SUMMARY OUR STORY FINANCIAL DATA FINANCINGS HEADLINES

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Video

Inc Wants to Take Blockchain Technology Mainstream

Inc excited about launch of blockchain platform Interbit

George Boles discusses Inc

Inc 2017 TSX Venture 50

About Us

Operating globally, Inc is the creator of Incochain, a next generation blockchain platform. Its unique chain joining capability between thousands of Interbit blockchains enables scalable security, data integrity and privacy.

Carefully created for developers, Inc's goal for Interbit is to become the professional-grade blockchain development tool of choice among Business leaders, Solution Architects, Application Designers, and Developers. The Interbit platform includes a suite of API's and smart contracts that allow enterprise application developers to rapidly, confidently, and efficiently create blockchain-based applications.

With offices in Vancouver, Calgary, and Canary Wharf in London, Inc continues to position itself as a front-runner in the blockchain ecosystem, providing advice and knowledge to industry leaders.

1 Pitch

Share the company's story on a customizable profile page

2 Analyze

Access peer and visitor analytics to shape business and fundraising strategies

3 Engage

Enable growth investors to contact companies directly

Proposition for growth investors

DISCOVER
There are over 1600 companies listed on the TSX Venture Exchange — and counting. Use the filters below to start exploring.

← TRENDING ALL VENTURE 50 CANNABIS COMMUNICATIONS CONSUMER GOODS ENERGY FINANCIAL SERVICES →

Venture 50 50 of 1600 total companies

Garibaldi Drills Into Nickel-Copper Rich

The company said the Golden Triangle's first magmatic nickel sulphide system, featuring the Discovery, Central and Northwest Zones, remains open in all directions and drilling continues as

Online Publications via QuoraMedia, November 1, 2018 @ 3:24 am

45

Aurora Cannabis Receives Lenders' Consent for Prop
Nov 1, 2018

WELL Health Completes Acquisition of Thirteen Prim
Nov 1, 2018

Gen III Oil Corp. - Non-Brokered Private Placement
Oct 31, 2018

Garibaldi drills into nickel-copper rich massive s
Oct 31, 2018

Discover Venture 50 Companies

MARKET CAP (in millions) 0 500+ Alphabetical

ACU Aurora Solar Technologies TSX Exchange \$ 0.06 ▲ \$ 0.01 (14.29%) Market Cap: 3,150,092 Volume: 258,775	BTL BTL Group Ltd TSX Venture Exchange \$ 1.55 ▲ \$ 0.05 (3.33%) Market Cap: 34,994,820 Volume: 101,312	ECO Eco Atlantic Oil & Gas Ltd TSX Venture Exchange \$ 0.76 ▲ \$ 0.02 (2.70%) Market Cap: 128,988,365 Volume: 148,500
YFI Edgewater Wireless Systems Inc TSX Venture Exchange \$ 0.125 ▲ \$ 0.01 (8.70%) Market Cap: 15,779,829 Volume: 14,723	FCC First Cobalt Corp TSX Venture Exchange \$ 0.20 ▲ \$ 0.025 (11.11%) Market Cap: 67,844,260 Volume: 3,443,224	GGI Garibaldi Resources Corp TSX Venture Exchange \$ 1.48 ▲ \$ 0.15 (11.28%) Market Cap: 146,244,056 Volume: 315,281

Company Description

As of 10:25AM EDT

Top Volume Actives

FCC \$0.199 Vol: 1,990,955 + \$0.003 (2.50%)	EMH \$4.01 Vol: 889,307 + \$0.13 (3.35%)	RHT \$0.416 Vol: 876,972 + \$0.015 (3.49%)	GGI \$1.27 Vol: 821,472 + \$0.21 (14.19%)	YFI \$0.15 Vol: 801,280 + \$0.025 (20.00%)
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Videos

Siyata Mobile Inc. - 2018 Venture 50
19

Emerald Health Therapeutics - 2018 Venture 50
12

StorageVault Canada Inc. - 2018 Venture 50
23

LOAD MORE

1 Discover

Use discovery and personalization tools to identify growth investment opportunities

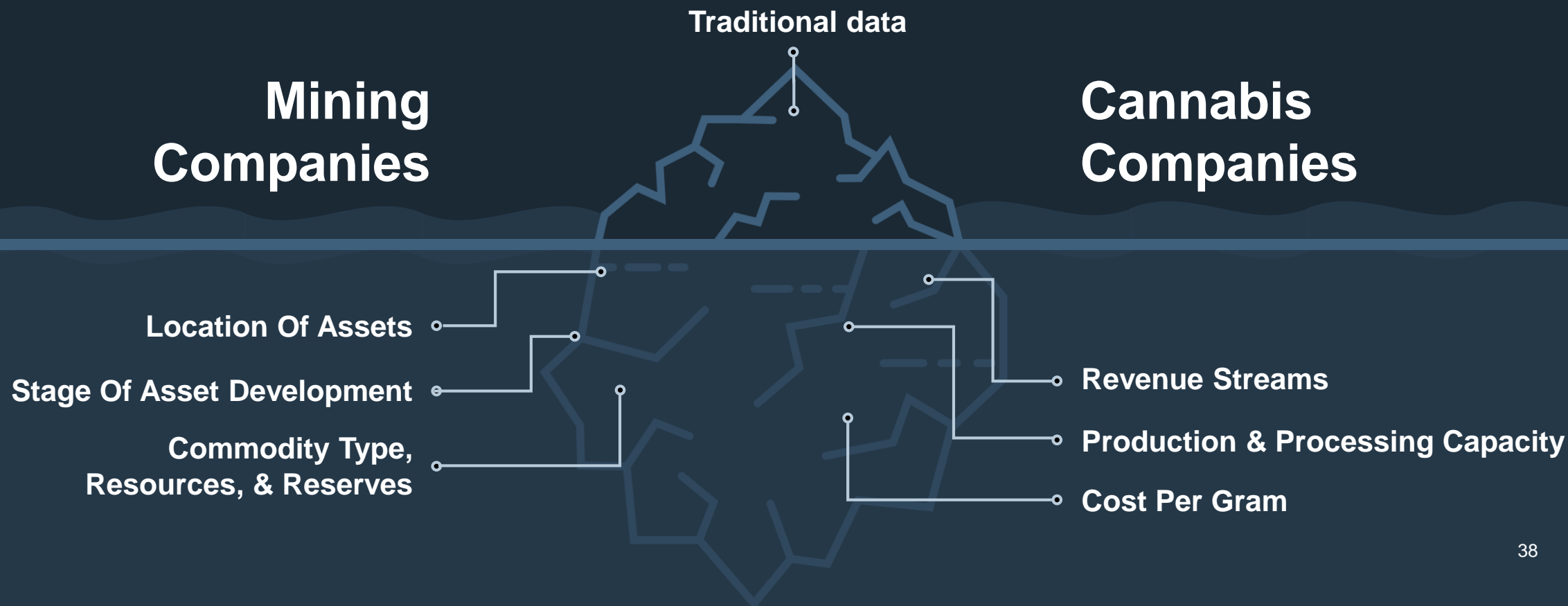
2 Research

Leverage market data, insights and analytics to make better informed decisions

3 Track

Keep informed on investment opportunities as they arise

Growth investors are looking to efficiently source sector-specific non-financial data



Utilizing client centric feedback to build a platform for the investors of tomorrow

Rollout Plan



Nov 2018

- Launched TMX Matrix to select group of issuers and investors
- Engaged next generation of investors through University Ambassador program

2019

- Grow TMX Matrix community via digital and hybrid marketing programs
- Enhance TMX Matrix with proprietary and third party content
- Explore third party content distribution opportunities

Video



Break

GSIA TRAYPORT

PETER CONROY

PRESIDENT

COMBIE CRYAN

HEAD OF SALES &
CLIENT RELATIONS

RICHARD EVERETT

CHIEF OPERATING
OFFICER

Primary network for European wholesale energy markets



Strong and growing client base

Supporting the Growth of Global Energy Trading Markets

Our technology underpins

~80%

of all power, gas, coal, emissions & freight energy trading in Europe

Strong Track Record of Growth

7%

Three year revenue CAGR 2014 – 2017

10%

Sep/18 YTD growth

Video



A successful approach to organic growth

**Expanding
Client Base**

**Innovative
Network
Enhancement**

**Scalable
Business**

45 New clients
added in 2017

**Market Access
Products**

21 Certified Software
Partners

100% Agile SAAS
Platform

Capitalizing on global trends to drive revenue growth



Growth driven by supporting the globalization of gas

~300

Customers
trading Gas
via Trayport

100+

Prospective
LNG Customers
Today

Providing clients the ability to mine critical data sets increases Average Revenue Per User (ARPU)

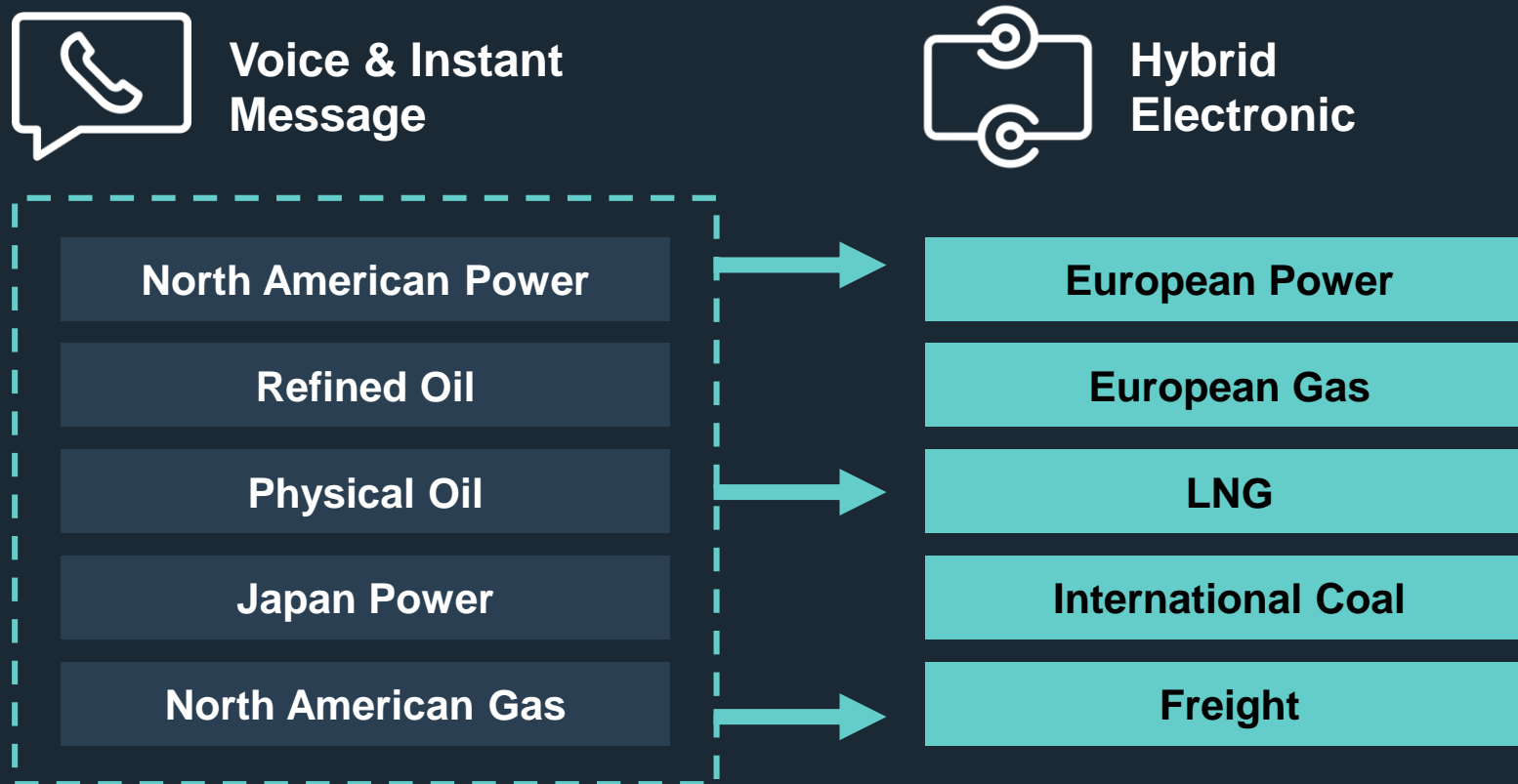
Data from Over
**40 Brokers and
Exchanges**

Reference
Data

New Data
and
Analytics
solutions

Available to all
300+
trader clients
and
4000+
users in 2019

Supporting broker expansion with new technology to grow revenue



Meeting increasing demand to trade renewables drives revenue growth

2018 Trends

Germany renewables
100% use first time

UK first day without
coal in **100** years

Advanced
Trader Tools

Algorithmic
Trading Engine

Over 200
potential new
customers in
Europe

GSIA

TMX DATALINX

SARAH RYERSON
President, TMX Datalinx

GSIA is a highly diversified business

35%

Sep/18 YTD
TMX Revenue

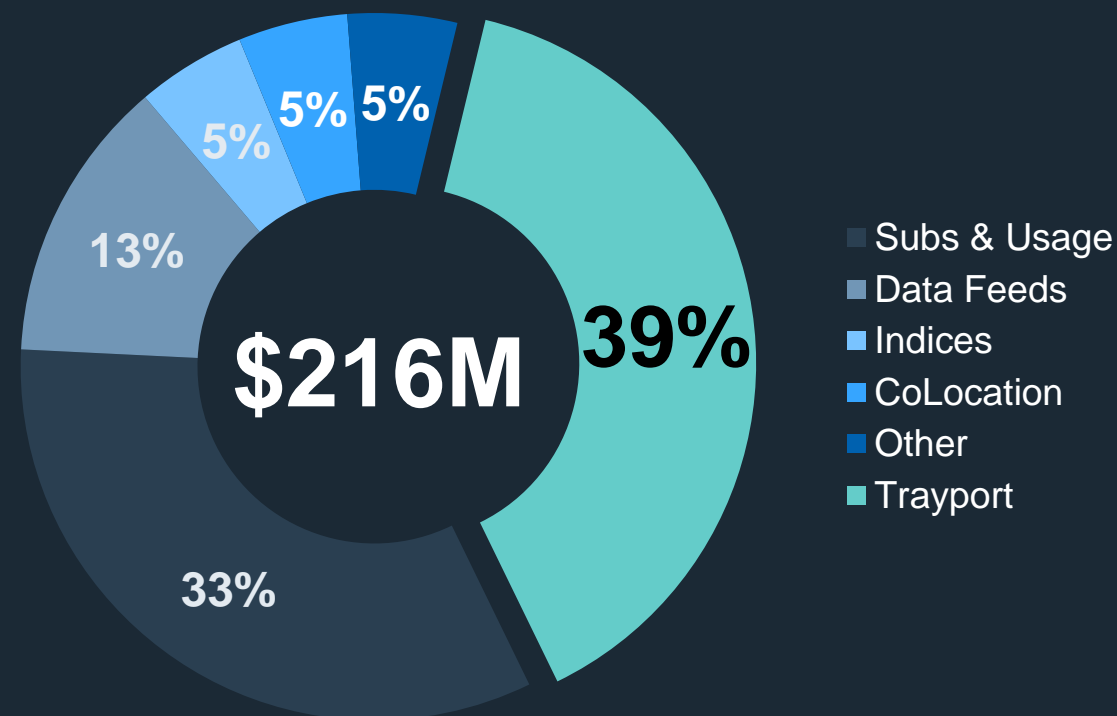
59%

Operating
Margin*

98%

Recurring
Revenue**

GSIA Sep/18 YTD Revenue



Reinventing the traditional data business for growth

A

Grow & optimize revenue

- Pricing optimization
- Monetizing existing data assets (e.g. TSXV)



~95%

Best bid / offer on
TSX for S&P/TSX
Composite Index*¹ listed
shares

TMX market data is
high value

Creating simplicity and self-service functionality for the user

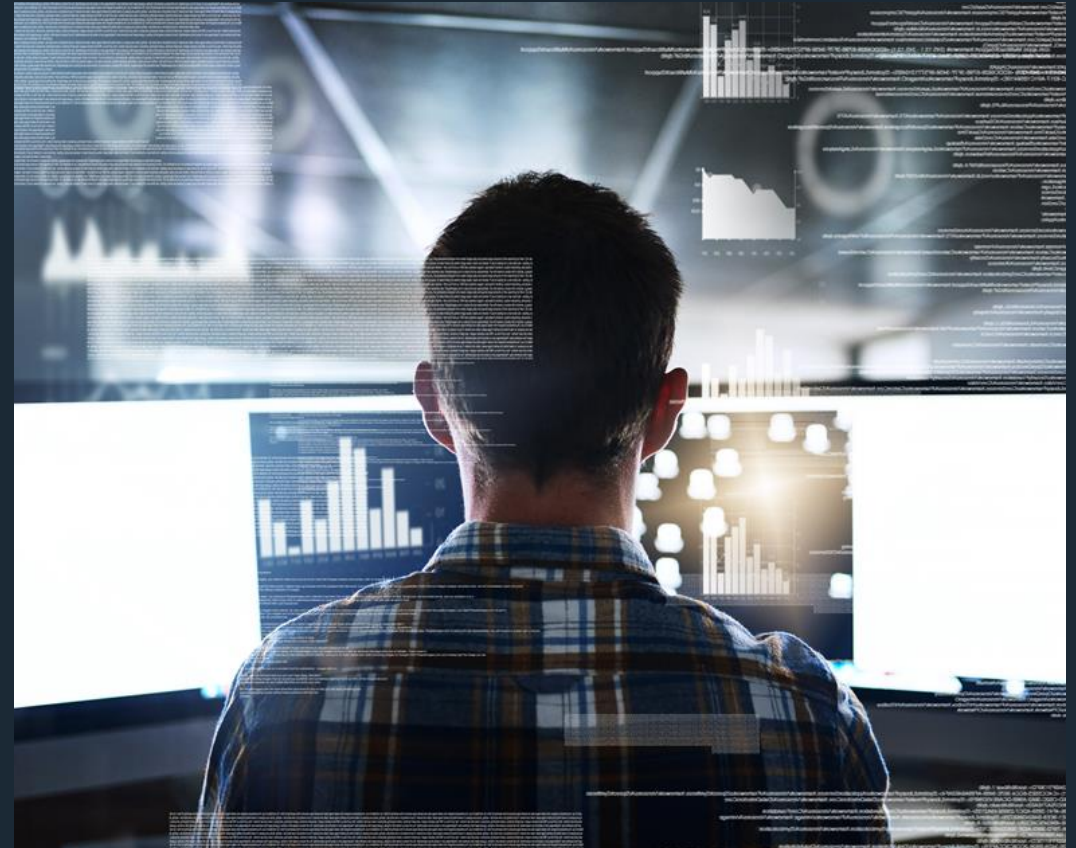
B

Pivot to client centric pricing & delivery

Towards a simplified program:

- Eliminating three year audit process
- Streamlined order form

Updated data distribution platform



Additionally, we are increasingly looking beyond Canada to capture the global market

C Capture the global addressable market

- Global growth strategy (in partnership with trading)
- New sales capacity in Asia
- Evaluation of alternative sales channels
- Increasing geographic diversity over the past two years

Extended Trading Hours

36%*
GSIA revenue in USD
2015



45%*
GSIA revenue in USD
2017

Recent wins in the US and Europe point to the global opportunity



- US broker-dealer that has expanded into Canada
- Co-lo, market data and analytics support



- London based proprietary broker
- TSX/ MX and S&P/TSX* index data

GLOBAL TRADING AND CLEARING

LUC FORTIN

PRESIDENT & CEO, MONTREAL EXCHANGE
& GLOBAL HEAD OF TRADING

Global Trading and Clearing

As a % of Sep/18 YTD
TMX Revenue:

15% Derivatives trading & clearing

12% CDS

9% Equities trading

3% Fixed income (FI) trading

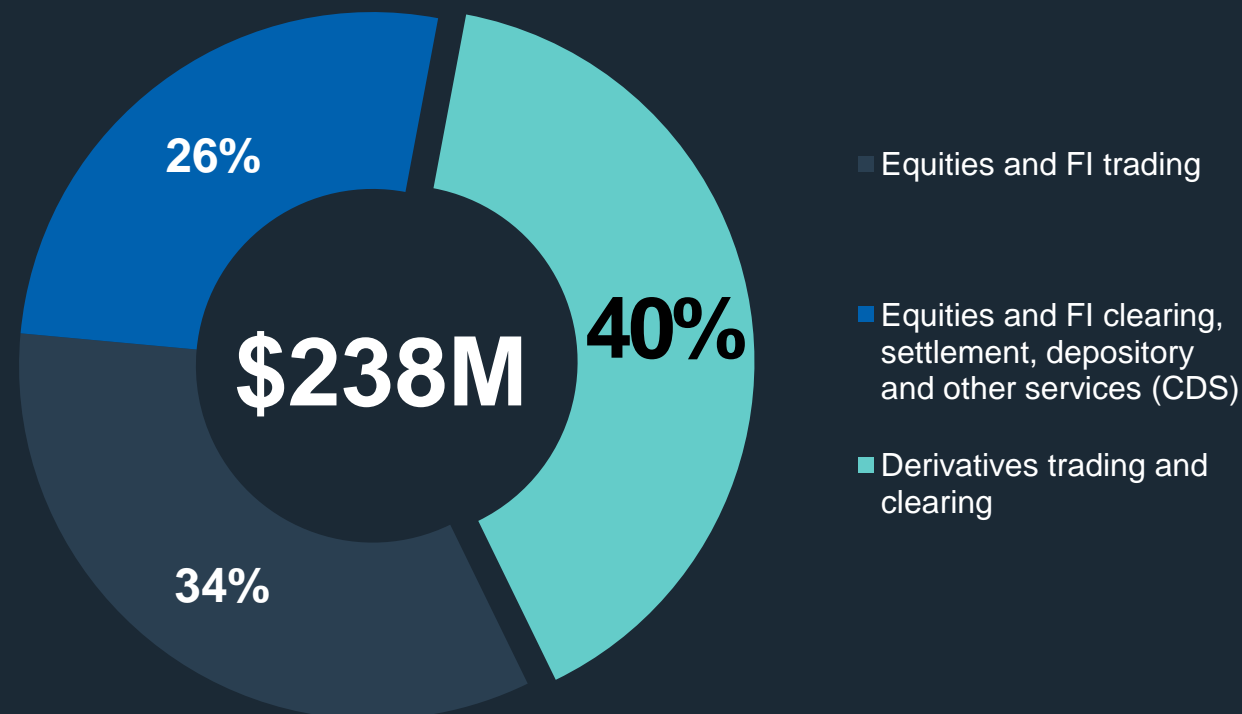
39%

TMX revenue*

43%

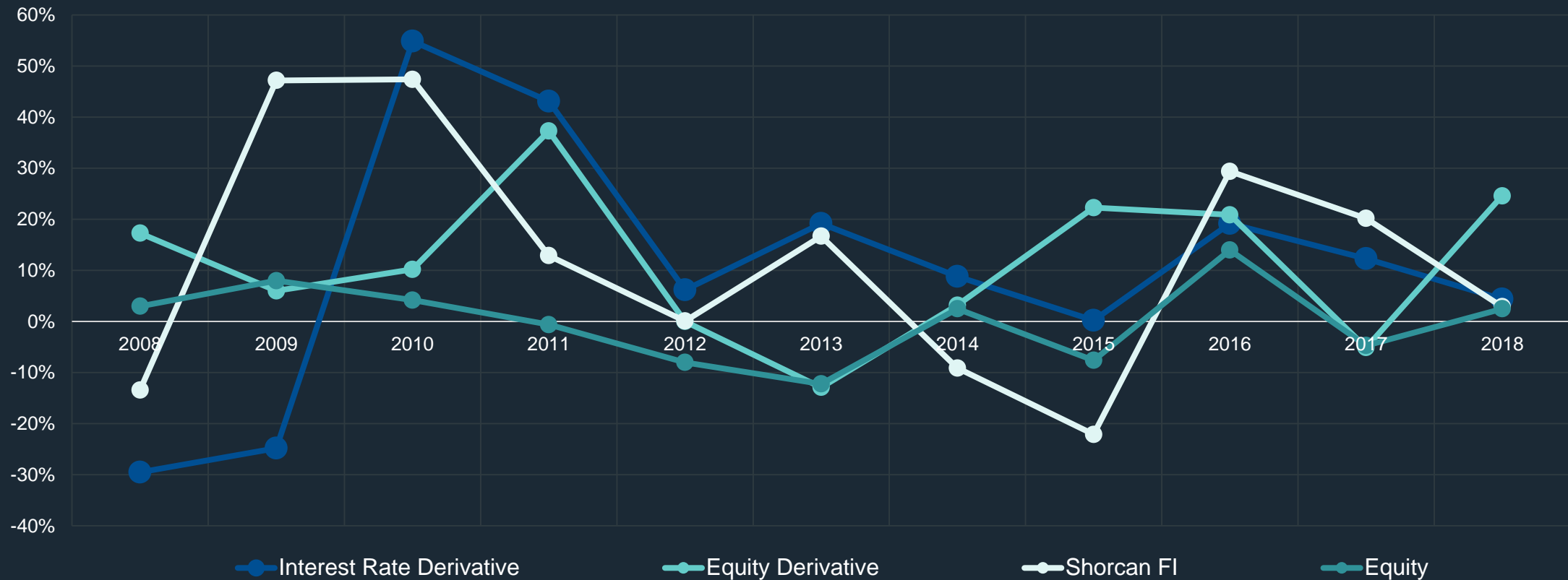
Operating Margin*

Global Trading and Clearing¹
Sep/18 YTD Revenue



TMX benefits from a highly diversified product offering

Yearly Delta in Volume per Business Segment

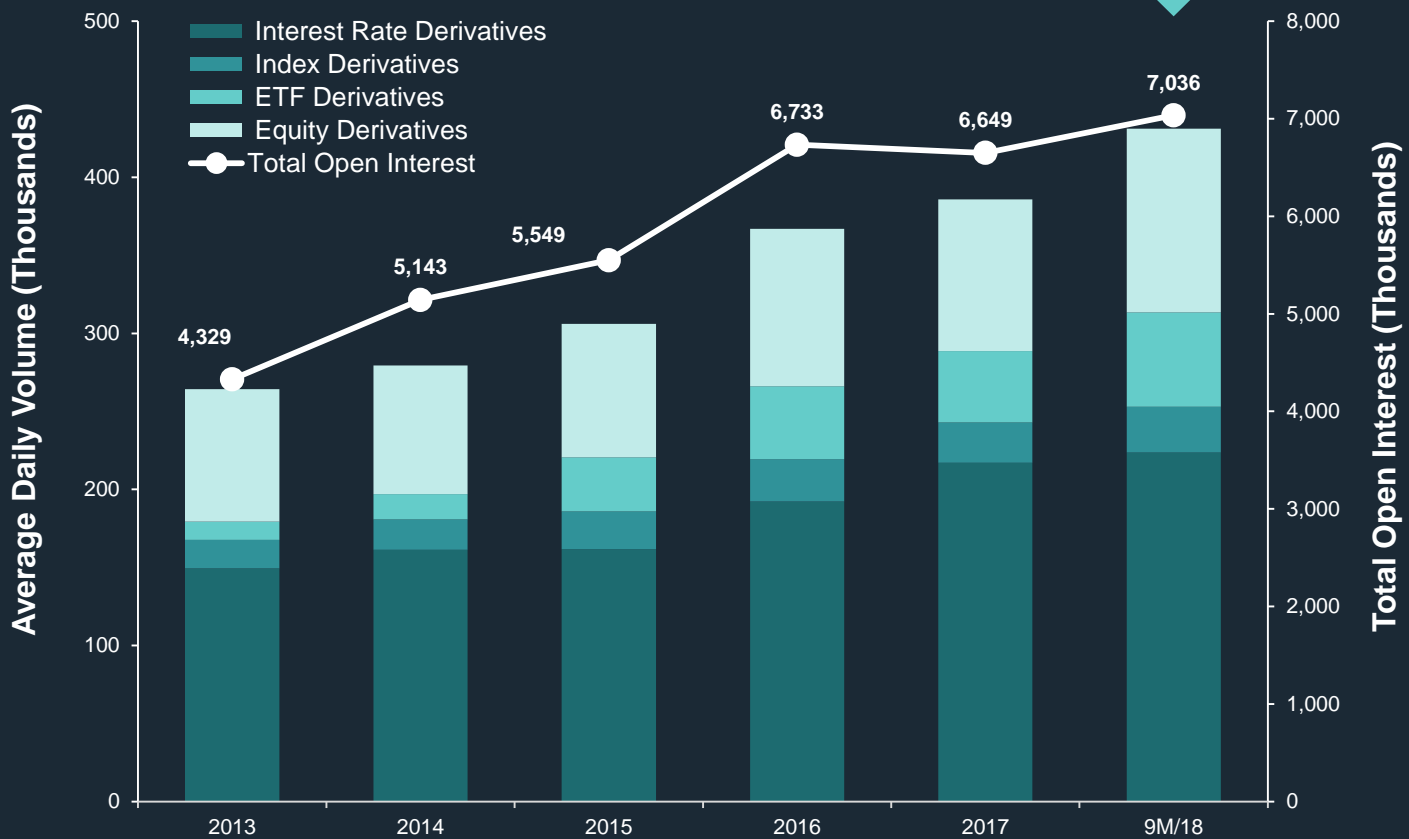


MX continues to deliver strong growth in volumes

9%

CAGR in ADV contracts traded (2007 – 2017)

RECORD YTD

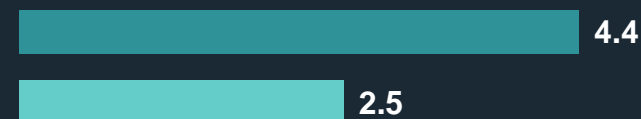


Capture growth opportunities in Derivatives by...

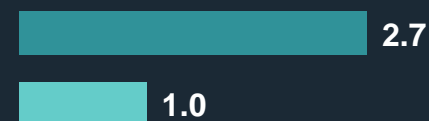
Liquidity Ratios

\$ Value Traded of the Futures divided by the \$ Value Traded in the Cash Market

10-year Government Bond Futures:



Stock Index Futures



Equity Options:




Taking Canada to the world

Moving to an all-in trading offering

Offering new products and services

Creating an entrepreneurial culture to deliver leading solutions to global trading clients



Global
Expansion



Ecosystem
Establishment



Entrepreneurial
Mindset



Client
Focused

Global: Taking Canada to the world with extended trading hours



Create brand awareness

Cross business unit synergies

Accelerate current revenue growth

Peers have experienced volume growth within 5 years

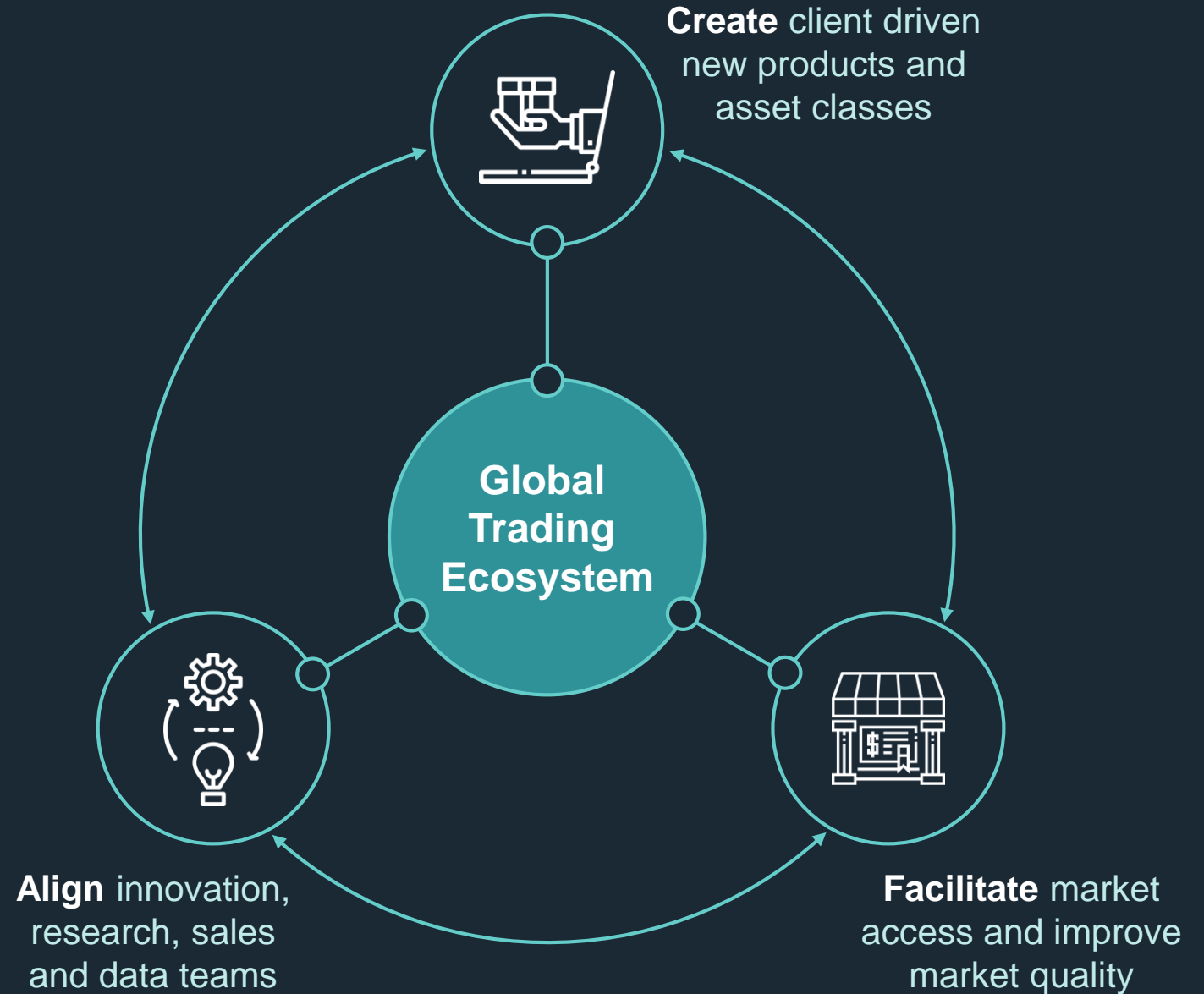
15-30%¹

¹ Source: B3, CME Group, ICE Futures US, Eurex, Singapore Exchange.

Going global with our trading & clearing business



Ecosystem: Unlocking profitable growth by moving from directional to all-in trading offering



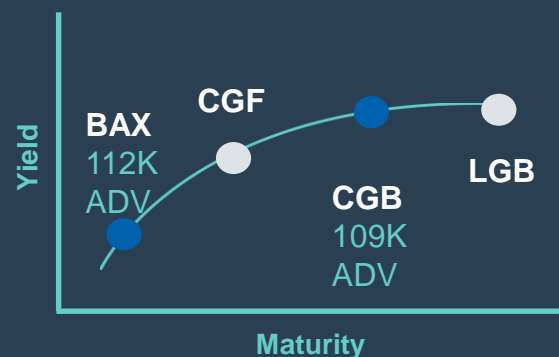
Entrepreneurial Mindset



An enabler for
growth and an
impact on the
bottom line

Client focused: Growing revenue with new products & services

Unlocking the Yield Curve



Revitalize CGF 5YR Bond Futures

Relaunch LGB 30YR Bond Futures

Building the Equities Derivatives Complex

Share Futures

ETF Futures

Basis Trade

Dividend Futures

Global Trading Analytics

Video



FINANCIALS UPDATE

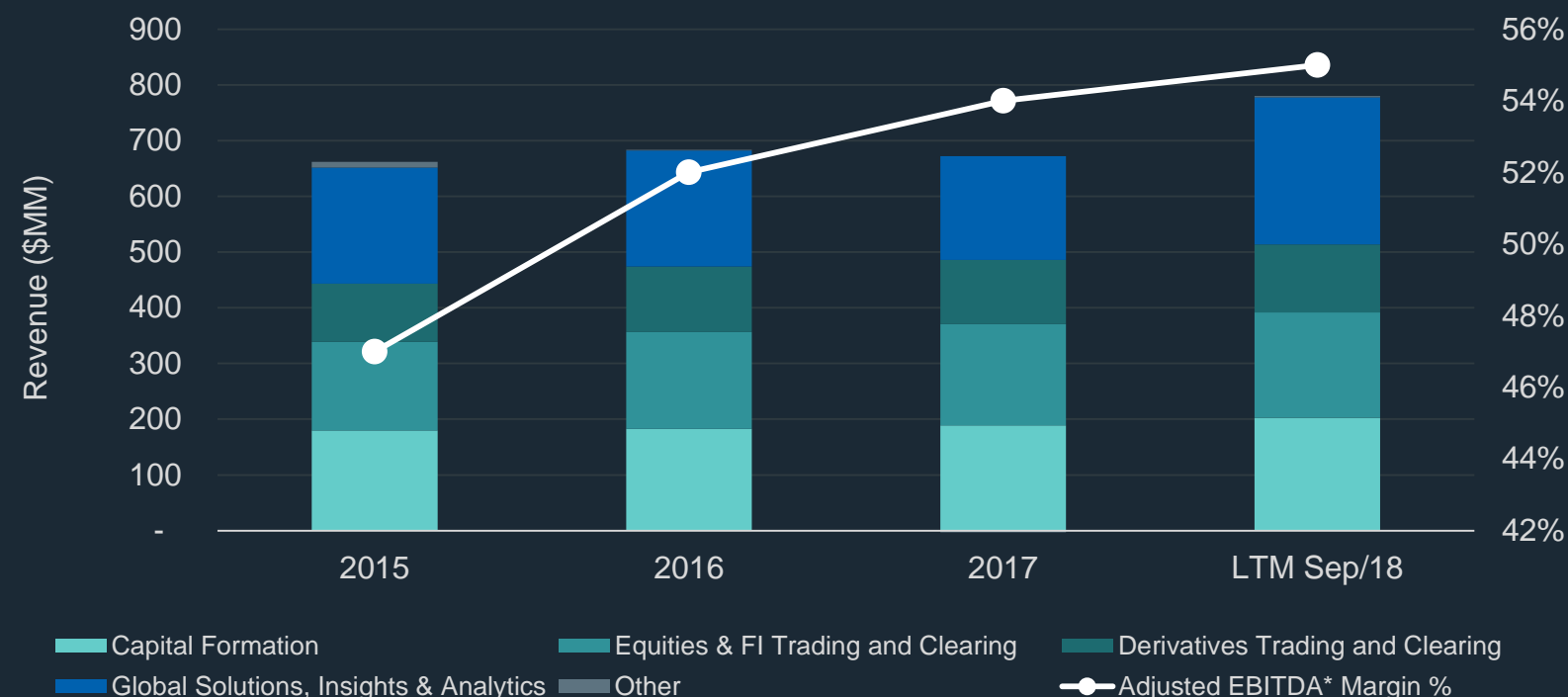
JOHN McKENZIE

CFO

Strong track record of accelerating profitable growth

Revenue & adjusted EBITDA* margin % expansion

(excluding discontinued operations)



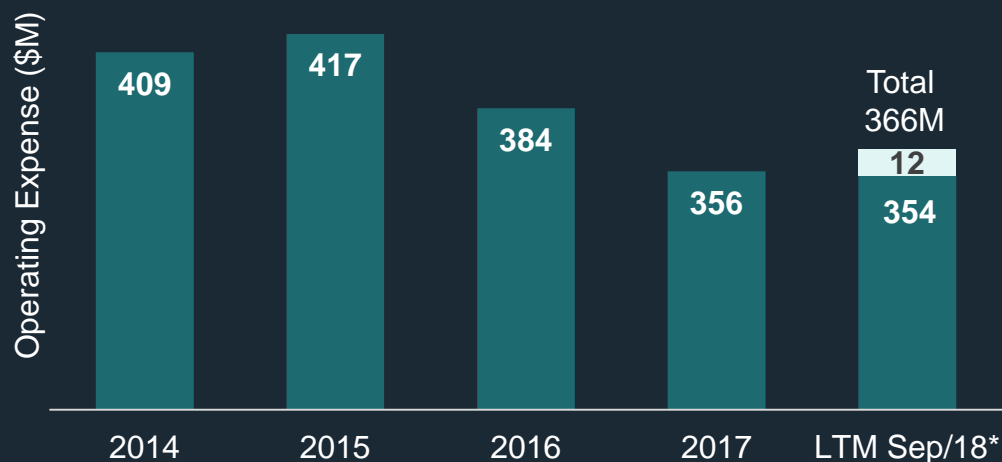
13%
Adjusted
EPS** 2-yr CAGR

2015	\$3.64
2017	\$4.65

Demonstrated continued, disciplined expense management

Operating Expense

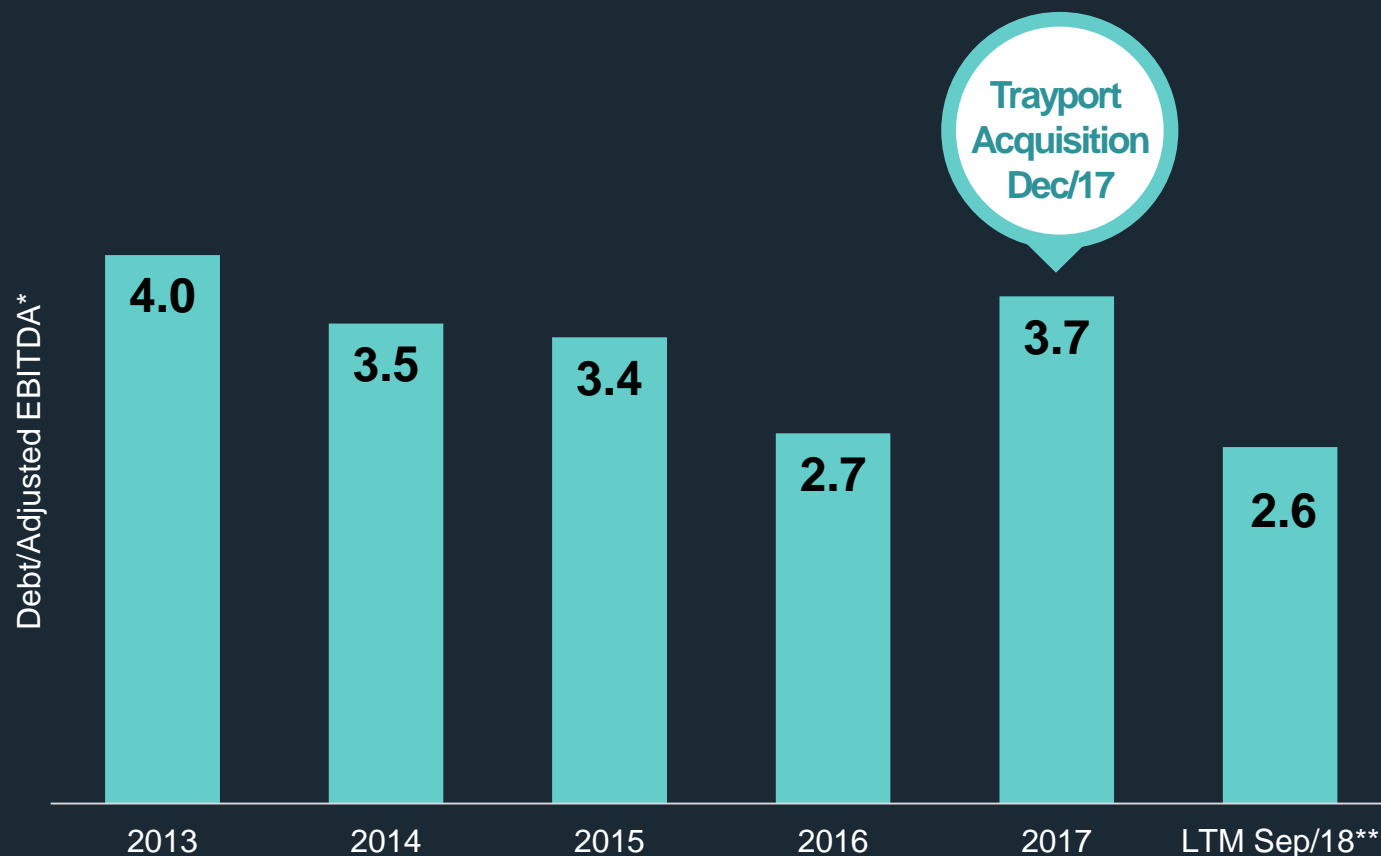
- Our focus is to fund growth initiatives through savings in existing business
- Amounts below relate to our continuing operations (i.e. excludes discontinued operations and Trayport acquisition)



Capital Expenses

- Ongoing capex \$20 - \$30M per annum
- Clearing integration¹:
 - Expected total **spend \$55 - \$60M** (largely capex)
 - Expected cost **savings of \$6 - \$8M annually** upon completion
 - Expected completion by end of **2020**
 - Given the complex nature of this project, it is likely that estimates above will change. We plan to update these estimates by the end of **Q1/19**

Proven track record of deleveraging



Debt / Adjusted EBITDA*

> **4.0X** (2012)

to

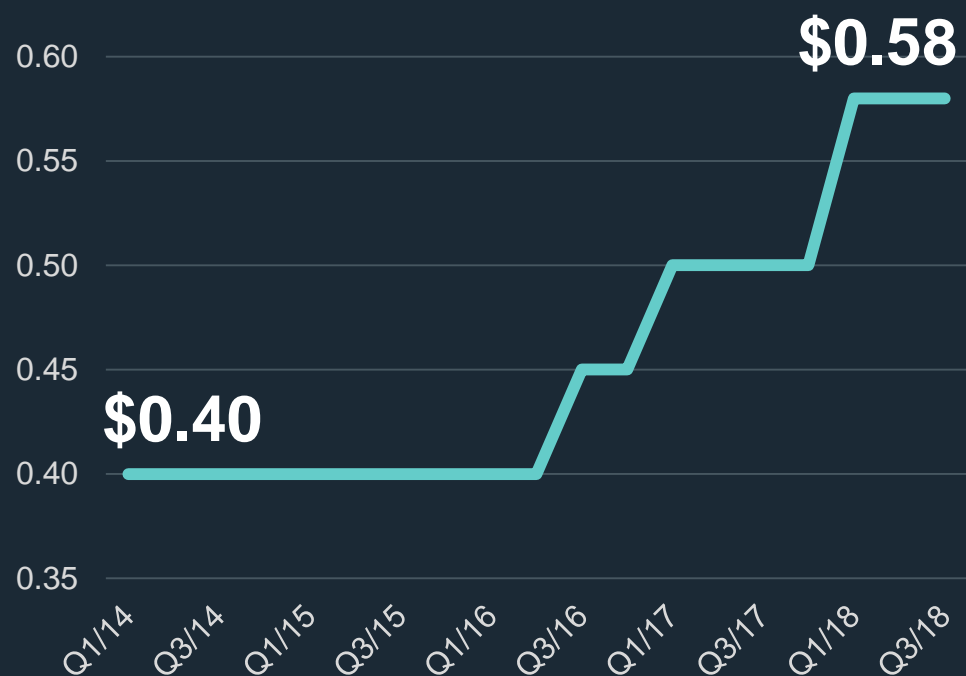
< **2.5X** (Oct 2018)

Deleverage until **low 2.0X**

Next long term debt
maturing 2023

Strong free cash flow (FCF) generation with focused capital allocation priorities

Historical dividend growth



5.4%

Sep/18 YTD FCF Yield^{1,2}

8%

FCF¹ 4-year CAGR

Driving shareholder value:

Reinvest
in the business

Increase
dividends

Consider buybacks
as liquidity improves

Financial objectives to deliver strong revenue and earnings growth

Long term TMX Group objectives*

Revenue CAGR

Mid single digit

TSX Trust
Derivatives Trading & Clearing
GSIA: Trayport

Capital Formation
(excl. TSX Trust)

GSIA: TMX Datalinx
Equity & FI Trading and
Clearing

Long term TMX Group objectives*

Adjusted EPS** CAGR

Double digit

Target dividend payout ratio in line with peers¹

40 - 50%

Target debt / adjusted EBITDA²

2.0 - 3.0x

*Organic cumulative average annual growth rate (CAGR). See discussion under *Forward looking information*.

**Adjusted EPS is a Non-IFRS measure. See discussion under *Non-IFRS Financial measures*.

¹Dividend payout ratio = Dividend/Adjusted EPS. Targeted payout ratio over the long term.

²Adjusted EBITDA is a Non-IFRS measure. See discussion under *Non-IFRS Financial measures*.

Aligning employee objectives with shareholder objectives

STIP

70%

Income from Operations

30%

Revenue Growth

ESPP

90%+

Employee Participation
(prior to Trayport
acquisition)

LTIP

Stock Options

4 Years Vesting

RSUs

~3 Years Vesting

PSUs

~3 Years Vesting

Q & A



Non-IFRS Financial measures

Adjusted EBITDA, free cash flow, adjusted earnings per share, adjusted diluted earnings per share, adjusted earnings per share before discontinued operations, and adjusted diluted earnings per share before discontinued operations are non-IFRS measures and do not have standardized meanings prescribed by IFRS and are, therefore, unlikely to be comparable to similar measures presented by other companies. We present adjusted earnings per share, adjusted diluted earnings per share, adjusted earnings per share before discontinued operations, and adjusted diluted earnings per share before discontinued operations to indicate ongoing financial performance from period to period, exclusive of a number of adjustments. These adjustments include amortization of intangibles related to acquisitions, non-cash impairment charges, increase in deferred income tax assets resulting from capital loss carryback, write-off of deferred income tax assets, net income tax recovery on gain on sale of Natural Gas Exchange Inc. (NGX), gain on sale of interest in TMX FTSE, commodity tax provision, and transaction related costs. Management uses these measures, and excludes certain items, because it believes doing so results in a more effective analysis of underlying operating and financial performance, including, in some cases, our ability to generate cash. Excluding these items also enables comparability across periods. The exclusion of certain items does not imply that they are non-recurring or not useful to investors.

Additional IFRS measures

Income from operations before acquisition costs and strategic re-alignment expenses and income from operations are important indicators of TMX Group's ability to generate liquidity through operating cash flow to fund future working capital needs, service outstanding debts and fund future capital expenditures. The intent of these performance measures is to provide additional useful information to investors and analysts; however, these measures should not be considered in isolation.

Trademarks

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Forward looking information

This presentation and certain oral statements of TMX Group or its representatives contain “forward-looking information” (as defined in applicable Canadian securities legislation) that is based on expectations, assumptions, estimates, projections and other factors that management believes to be relevant as of the date of this presentation. Often, but not always, such forward-looking information can be identified by the use of forward-looking words such as “plans,” “expects,” “is expected,” “budget,” “scheduled,” “targeted,” “estimates,” “forecasts,” “intends,” “anticipates,” “believes,” or variations or the negatives of such words and phrases or statements that certain actions, events or results “may,” “could,” “would,” “might,” or “will” be taken, occur or be achieved or not be taken, occur or be achieved. Forward-looking information, by its nature, requires us to make assumptions and is subject to significant risks and uncertainties which may give rise to the possibility that our expectations or conclusions will not prove to be accurate and that our assumptions may not be correct.

Examples of forward-looking information in this presentation include, but are not limited to, growth objectives; our target dividend payout ratio and debt to adjusted EBITDA; the ability of TMX Group to deleverage and the timing thereof; TMX Group's business integration initiative including the integration of clearing platforms, including the expected cash expenditures related to the integration of our clearing platforms and the anticipated cost savings resulting from this initiative and the timing of the integration and the anticipated savings; other statements related to cost reductions and strategic realignment expenses; the impact of changes to each of our equity trading fees, market data fees, and listing fees on TMX Group's revenue; TMX Group's anticipated statutory income tax rate for 2018; factors relating to stock, and derivatives exchanges and clearing houses and the business, strategic goals and priorities, market conditions, pricing, proposed technology and other initiatives, financial results or financial condition, operations and prospects of TMX Group which are subject to significant risks and uncertainties.

These risks include: competition from other exchanges or marketplaces, including alternative trading systems and new technologies, on a national and international basis; dependence on the economy of Canada; adverse effects on our results caused by global economic conditions or uncertainties including changes in business cycles that impact our sector; failure to retain and attract qualified personnel; geopolitical and other factors which could cause business interruption; dependence on information technology; vulnerability of our networks and third party service providers to security risks, including cyber-attacks; failure to properly identify or implement our strategies; regulatory constraints; constraints imposed by our level of indebtedness, risks of litigation or other proceedings; dependence on adequate numbers of customers; failure to develop, market or gain acceptance of new products; failure to effectively integrate acquisitions, to achieve planned economics, or divest under performing businesses; currency risk; adverse effect of new business activities; adverse effects from business divestitures; not being able to meet cash requirements because of our holding company structure and restrictions on paying dividends; dependence on third-party suppliers and service providers; dependence of trading operations on a small number of clients; risks associated with our clearing operations; challenges related to international expansion; restrictions on ownership of TMX Group common shares; inability to protect our intellectual property; adverse effect of a systemic market event on certain of our businesses; risks associated with the credit of customers; cost structures being largely fixed; the failure to realize cost reductions in the amount or the time frame anticipated; dependence on market activity that cannot be controlled; the regulatory constraints that apply to the business of TMX Group and its regulated subsidiaries, costs of on exchange clearing and depository services, trading volumes (which could be higher or lower than estimated) and revenues; future levels of revenues being lower than expected or costs being higher than expected.

Forward-looking information is based on a number of assumptions which may prove to be incorrect, including, but not limited to, assumptions in connection with the ability of TMX Group to successfully compete against global and regional marketplaces; business and economic conditions generally; exchange rates (including estimates of exchange rates from Canadian dollars to the U.S. dollar or British pound sterling), commodities prices, the level of trading and activity on markets, and particularly the level of activity on TMX Group's markets and trading in its key products; business development and marketing and sales activity; the continued availability of financing on appropriate terms for future projects; productivity at TMX Group, as well as that of TMX Group's competitors; market competition; research and development activities; the successful introduction and client acceptance of new products; successful introduction of various technology assets and capabilities; the impact on TMX Group and its customers of various regulations; TMX Group's ongoing relations with its employees; and the extent of any labour, equipment or other disruptions at any of its operations of any significance other than any planned maintenance or similar shutdowns.

Forward looking information

In addition to the assumptions outlined above, forward looking information related to long term revenue cumulative average growth rate (CAGR) objectives, long term adjusted earnings per share CAGR objectives, target dividend payout ratio, target debt to adjusted EBITDA ratio, and aspirational growth objectives are also based on assumptions that include, but not limited to:

- TMX Group's success in achieving growth initiatives and business objectives;
- continued investment in growth businesses and in transformation initiatives including next generation post-trade systems;
- no significant changes to our effective tax rate, recurring revenue, and number of shares outstanding;
- moderate levels of market volatility;
- level of listings, trading, and clearing consistent with historical activity;
- economic growth consistent with historical activity;
- no significant changes in regulations;
- continued disciplined expense management across our business;
- continued re-prioritization of investment towards enterprise solutions and new capabilities; and
- free cash flow generation consistent with historical run rate.

While we anticipate that subsequent events and developments may cause our views to change, we have no intention to update this forward-looking information, except as required by applicable securities law. This forward-looking information should not be relied upon as representing our views as of any date subsequent to the date of this presentation. We have attempted to identify important factors that could cause actual actions, events or results to differ materially from those current expectations described in forward-looking information. However, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended and that could cause actual actions, events or results to differ materially from current expectations. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. These factors are not intended to represent a complete list of the factors that could affect us. A description of the above-mentioned items is contained under the heading **RISKS AND UNCERTAINTIES** in the 2017 Annual MD&A.

TMX

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Appendix

Adjusted EBITDA Reconciliation

All amounts in table below are in millions of Canadian dollars, unless otherwise noted. The following is a reconciliation of net income (loss) to adjusted EBITDA¹:

	2013	2014	2015	2016	2017	LTM Sep/18
Net income (loss)	\$123.7	\$54.6	(\$68.5)	\$195.7	\$368.0	\$418.5
Income from discontinued operations, net of tax	(\$13.1)	(\$15.1)	(\$18.5)	(\$15.7)	(\$176.8)	\$162.4
Income tax expense	\$57.9	\$38.5	\$53.7	\$61.8	\$89.0	\$86.5
Income before income taxes	\$168.5	\$78.0	(\$33.3)	\$241.8	\$280.2	\$342.6
Share of net income from equity accounted investees	(\$2.6)	(\$3.0)	(\$2.8)	(\$2.4)	(\$2.9)	(\$1.8)
Impairment charges	-	\$136.1	\$221.7	\$8.9	\$6.5	\$1.7
Gain/impairment on sale of a subsidiary / investment / other income / loss	(\$5.4)	-	-	(\$0.6)	-	(\$26.8)
LSEG, Maple transaction and integration costs	\$7.2	\$6.7	-	-	-	-
Net finance income / costs	\$73.9	\$42.6	\$37.0	\$31.4	\$15.0	\$26.7
Depreciation and amortization	\$71.3	\$69.2	\$63.4	\$56.6	\$51.6	\$64.2
Acquisition costs	-	-	-	-	\$13.8	\$13.8
Strategic re-alignment expenses	-	-	\$22.7	\$21.0	-	-
Commodity tax provision	-	-	-	-	-	\$7.6
Adjusted EBITDA¹	\$312.9	\$329.6	\$308.7	\$356.7	\$364.2	\$428.0

¹ Adjusted EBITDA provided above is a Non-IFRS measure and does not have a standardized meaning prescribed by IFRS and is, therefore, unlikely to be comparable to similar measures presented by other companies. TMX Group presents adjusted EBITDA to indicate operating and financial performance exclusive of the items shown above, because these adjustments are not indicative of underlying business performance. Management uses this measure because it believes doing so results in a more effective analysis of underlying financial performance, including in some cases, our ability to generate cash. Excluding these items also enables comparability across periods. The exclusion of certain items does not imply that they are non-recurring.

Free Cash Flow Reconciliation

All amounts in table below are in millions of Canadian dollars, unless otherwise noted.

The following is a reconciliation of cash flows from operating activities to adjusted cash flows from operating activities to free cash flow¹:

	2013	2014	2015	2016	2017	LTM Sep / 18
Cash flows from operating activities	\$295.3	\$254.2	\$250.3	\$314.4	\$276.6	\$338.1
Cash flow from operating activities – discontinued operations	(\$14.8)	(\$7.3)	(\$13.0)	(\$20.7)	(\$19.1)	(\$3.9)
LSEG, Maple transaction and integration related cash outlays	\$14.1	\$6.7	\$1.2	-	-	-
Adjusted cash flows from operating activities¹	\$294.6	\$253.6	\$238.5	\$293.7	\$257.5	\$334.2
Interest paid net of interest received, net settlement on derivative instruments and cash received on unwind of interest rate swaps ²	(\$44.8)	(\$34.9)	(\$32.0)	(\$30.7)	(\$15.2)	(\$18.5)
Addition to premises, equipment and intangible assets	(\$26.7)	(\$24.7)	(\$20.2)	(\$12.1)	(\$38.2)	(\$52.9)
Free cash flow¹	\$223.1	\$194.0	\$186.3	\$250.9	\$204.1	\$262.8

¹ Adjusted cash flows from operating activities and free cash flow provided above are Non-IFRS measures and do not have standardized meanings prescribed by IFRS and are, therefore, unlikely to be comparable to similar measures presented by other companies. TMX Group presents adjusted cash flows from operating activities to indicate cash flows from operating activities exclusive of LSEG, Maple Transaction and integration related cash outlays that are not considered part of normal operating activities. TMX Group presents free cash flow after accounting for interest paid, interest accrued, net settlement on derivative instruments, cash received on unwind of interest rate swaps, additions to premises and equipment and intangible assets as an indication of cash available on an ongoing basis for debt reduction, further investment and / or distribution to shareholders. Management uses these measures to assess the amount of cash available on an ongoing basis for these purposes. Excluding items also enables comparability across periods. The exclusion of certain items does not imply that they are non-recurring.

² Net settlement on derivative instruments and cash received on unwind of interest rate swaps included in cash flow from operating activities for 2013 and in cash flow from (used in) financing / investing activities for 2014 onwards.