

July 31, 2012

Brenda M. Leong
Chair and Chief Executive Officer
British Columbia Securities Commission
701 West Georgia Street
P.O. Box 10142, Pacific Centre
Vancouver, British Columbia
V7Y 1L2

Dear Ms. Leong:

Re: TMX Group Inc. – Acquisition by Maple Group Acquisition Corporation

Caisse de dépôt placement du Québec is an original shareholder in Maple Group Acquisition Corporation (Maple). Maple has proposed an integrated transaction to acquire all of the outstanding common shares (the Maple Acquisition) of TMX Group Inc. (TMX Group). In connection with the Maple Acquisition, TMX Group will become a subsidiary of Maple, and TSX Inc. (TSX) and TSX Venture Exchange Inc. (TSX Venture) will become indirect subsidiaries of Maple.

We understand that the Commission is relying on this undertaking for the continued recognition of TSX Venture as an exchange under section 24 of the *Securities Act*.

We undertake to comply with each of the terms and conditions set out in Schedule 9 of the July 4, 2012 order of the Ontario Securities Commission recognizing Maple, TMX Group, TSX, Alpha Trading Systems Limited Partnership, and Alpha Exchange Inc. as exchanges, that apply to Caisse de dépôt placement du Québec, for as long as each term or condition is in effect.

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**CAISSE DE DÉPÔT PLACEMENT
DU QUÉBEC**

by (Signed) Marie Giguère

Name: Marie Giguère

Title: Executive Vice-President

Legal Affairs and Secretariat

(Signed) Normand Provost

Name: Normand Provost

Title: Executive Vice-President

Private Equity