

**NOTICE DECLARING INTENTION TO BE QUALIFIED UNDER NATIONAL
INSTRUMENT 44-101 *SHORT FORM PROSPECTUS DISTRIBUTIONS*
("NI 44-101")**

July 23, 2013

TO: Ontario Securities Commission

AND TO: British Columbia Securities Commission
Alberta Securities Commission
Saskatchewan Financial Services Commission
The Manitoba Securities Commission
New Brunswick Securities Commission
Nova Scotia Securities Commission
Autorité des marchés financiers
Securities Commission of Newfoundland and Labrador
Registrar of Securities, Prince Edward Island
Registrar of Securities, Northwest Territories
Registrar of Securities, Nunavut
Registrar of Securities, Yukon

TMX Group Limited (the "**Issuer**") intends to be qualified to file a short form prospectus under NI 44-101. The Issuer acknowledges that it must satisfy all applicable qualification criteria prior to filing a preliminary short form prospectus. This notice does not evidence the Issuer's intent to file a short form prospectus, to enter into any particular financing or transaction or to become a reporting issuer in any jurisdiction. This notice will remain in effect until withdrawn by the Issuer.

TMX GROUP LIMITED

"Michael Ptasznik"

By: _____
Michael Ptasznik,
Chief Financial Officer