

FORM FBOT—EXHIBIT C

Request: Attach the following:

- (1) A description of the requirements applicable to membership on the governing board and significant committees of the foreign board of trade.
- (2) A description of the process by which the foreign board of trade ensures that potential governing board and committee members/other participants meet these standards.
- (3) A description of the provisions to minimize and resolve conflicts of interest with respect to membership on the governing board and significant committees of the foreign board of trade.
- (4) A description of the rules with respect to the disclosure of material non-public information obtained as a result of a member's or other participant's performance on the governing board or significant committee.

Response:

MX is governed by the Board of Directors of TMX Group.

I. A description of the requirements applicable to membership on the governing board and significant committees of the foreign board of trade.

Membership on the board ensures fair and meaningful representation, given the nature and structure of the Exchange. At least 50% of the board must be independent, and at least 25% of the directors must be residents of Québec at the time of their election or appointment. Independent directors must be unrelated to the exchange or its participants, and must be non-TMX Group shareholders.

MX takes reasonable steps to ensure that each director of MX is a fit and proper person and that the past conduct of each director affords reasonable grounds for belief that the director will perform his or her duties with integrity.

A. Independence

For a full summary of TMX Group, Inc.'s standards of independence for its Board, see Attachment 15, *TSX Group, Inc., Board of Directors Independence Standards*. These standards of independence may only be modified with the approval of the AMF.¹

B. Finance and Audit Committee

All members of the finance and audit committee must be independent. They must all also be financially literate. The definition of financial literacy employed by the Board in its nominations includes, at a minimum, the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally

¹ Attachment 4, MX Recognition Order, p. 4.

comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the TMX Group's financial statements.²

The CEO of TMX Group, Inc., the Chair of the Board, and all other non-management directors may attend all meetings of the Committee in an ex-officio capacity and will not vote. Directors who are members of management may attend at the invitation of the Chair. The CEO may not attend in-camera sessions of the committee.³

C. Governance Committee

The members of the Governance Committee must be non-management directors. The Committee must also have an appropriate representation of independent directors as required by law and all recognition orders and exemption orders issued in respect of the Corporation by applicable securities regulatory authorities.⁴

The CEO of the Corporation and, to the extent the Chair of the Board is not otherwise a member of the Committee, the Chair, and all other non-management directors who are not members of the Committee may attend all meetings of the Committee in an ex-officio capacity and will not vote. Directors who are also members of management, other than the CEO, shall be entitled to attend meetings of the Committee if invited to do so by the Chair of the Committee. In-camera sessions of the Committee will initially include the CEO but exclude the presence of other staff of the Corporation and subsequently continue without the CEO.⁵

D. Human Resources Committee

All members of the Human Resources Committee must be non-management directors. In addition, the Committee must have an appropriate representation of independent directors as required by law, and all recognition orders and exemption orders issued in respect of the Corporation by applicable securities regulatory authorities.⁶

The CEO of TMX Group and, to the extent the Chair of the Board is not otherwise a member of the Committee, the Chair, and all other non-management directors who are not members of the Committee may attend all meetings of the Committee in an ex-officio capacity and will not vote. Directors who are also members of management, other than the CEO, shall be entitled to attend meetings of the Committee if invited to do so by the Chair of the Committee. In-camera sessions of the Committee will initially include the CEO but exclude the presence of other staff of the Corporation and subsequently continue without the CEO.⁷

² See Attachment 16, TMX Group, Inc., Finance and Audit Committee Charter.

³ *Id.*

⁴ See Attachment 17, TMX Group, Inc., Governance Committee Charter.

⁵ *Id.*

⁶ See Attachment 18, TMX Group, Inc., Human Resources Committee Charter.

⁷ *Id.*

II. A description of the process by which the foreign board of trade ensures that potential governing board and committee members/other participants meet these standards.

The Governance Committee reviews on an ongoing basis the composition of the TMX Group Board, including the current strengths, skills and experiences on the TMX Group Board and its strategic direction. The Governance Committee identifies any gaps in the TMX Group Board's composition and seeks to fill those gaps. Qualities such as integrity, good character, and high regard in his or her community or professional field will always be a basic criteria for TMX Group Board members. The Governance Committee will also consider independence, professional or board expertise, capital markets experience, public venture market experience, derivatives market experience, energy market experience, clearing experience, technology expertise, and regulated company experience. As well, representation from geographic regions relevant to TMX Group's strategic priorities and Québec residency requirements are taken into consideration. The objective is to ensure the TMX Group Board's composition provides the appropriate mix of skills and experience to guide the strategies and business operations of TMX Group. The Governance Committee generally retains outside consultants to assist in conducting searches for appropriate nominees. In addition, the Governance Committee maintains a list of potential Director candidates for its consideration which is reviewed annually.

III. A description of the provisions to minimize and resolve conflicts of interest with respect to membership on the governing board and significant committees of the foreign board of trade.

The members of the Board of Directors of TMX Group, Inc. are bound by the Board Code of Conduct.⁸ Under this Code, every director is obligated to act honestly and in good faith with a view to the best interests of the TMX Group, and to ensure that the director's personal interest and his or her duty to the TMX Group are not brought into conflict. Every director shall endeavor to deal fairly with security holders, customers, suppliers, competitors, and employees. No director shall take unfair advantage of any such person through manipulation, concealment, abuse of privileged information, misrepresentation of facts or any other unfair or unlawful dealing practice.

If a director is (a) a party to a material contract or transaction or proposed material contract or transaction, (b) a director or an officer of any entity who is a party to a material contract or transaction or proposed material contract or transaction, or (c) a person with a material interest in any entity which is a party to a material contract or transaction or proposed material contract or transaction, the director must disclose the nature and extent of the interest in writing, or request to have that interest in the minutes of the meeting of directors at which the contract or transaction is first considered. In addition, that director must retire from the meeting, if required by the Board, while the discussion on the contract or transaction is taking place, and shall refrain from voting on the subject. But the Board can call the director into the meeting to answer any questions regarding the matter, and the director is not released from the obligation to inform the Board of what he or she knows of the situation and any concerns.

⁸ See Attachment 19, TMX Group, Inc. and Named Subsidiaries Board Code of Conduct.

However, because it may be impractical for a director or officer who serves as a director or officer of another entity or who has a material interest in another entity to know that the entity is entering into a material contract or transaction (and therefore to give notice of every such contract or transaction), the director can deliver a general notice to the other directors, declaring that he or she is a director or officer of, or has a material interest in, an entity, and is to be regarded as interested in any material conflict or transaction with that entity.

IV. A description of the rules with respect to the disclosure of material non-public information obtained as a result of a member's or other participant's performance on the governing board or significant committee.

Under the Board Code of Conduct, every director has a duty to preserve and protect confidential information. This duty of confidentiality continues even after the director no longer serves on the board. Confidential information includes all information about the business, including marketing plans, agreements, customer lists, databases, trade secrets, intellectual property, as well as information about competitive and strategic matters, and undisclosed material information. Directors must take all reasonable steps to protect confidential information; examples of such steps are provided in the Code of Conduct.

In addition, every director is required to endeavor to deal fairly with all customers of the exchange. Directors are prohibited from taking unfair advantage of any such person through manipulation, concealment, abuse of privileged information, misrepresentation of facts, or any other unfair or unlawful dealing practice.

Finally, non-public material trading information is subject to the protections afforded under a strict separation of self-regulatory functions from the other functions of the exchange. MX has adopted measures to strictly partition the self-regulatory functions. The MX Regulatory Division and its employees are independent. Confidential information currently or potentially held by the MX Regulatory Division concerning its functions, activities, or files remain confidential and are not permitted to be communicated, disclosed or exchanged inappropriately to the for-profit services of MX or third parties. These measures are detailed in the TMX Group Inc. Employee Code of Conduct approved by the Boards of Directors of the Corporations.