




The Corporations Act
Loi sur les corporations
ARTICLES OF AMALGAMATION (share capital)
STATUTS DE FUSION (avec capital-actions)



CERTIFICATE / CERTIFICAT
ARTICLES EFFECTIVE /
LES STATUTS PRENNENT EFFET LE
01 JAN JAN 2012


DIRECTOR/DIRECTEUR
The Corporations Act /Loi sur les corporations

1. Name of Amalgamated Corporation / Dénomination de la corporation de la fusion
ICE Futures Canada, Inc.

2. The address in full of the registered office (include postal code)
Adresse complète du bureau enregistré (inclure le code postal)
**1700 – 360 Main Street
Winnipeg, MB R3C 3Z3**

3. Number (or minimum and maximum number) of directors
Nombre (ou nombre minimal et maximal) d'administrateurs
Minimum of One (1); Maximum of Twelve (12).

4. Directors / Administrateurs

Name in full / Nom complet	Address in full / Adresse complète
Jeffrey C. Sprecher	2100 RiverEdge Pkwy, 5 th Flr, Atlanta, GA 30328
Scott A. Hill	2100 RiverEdge Pkwy, 5 th Flr, Atlanta, GA 30328
David S. Goone	2100 RiverEdge Pkwy, 5 th Flr, Atlanta, GA 30328
Lorne F. DeJaeger	27 Jacquet Bay, Winnipeg, MB R2M 5K5
Brian Hayward	400 – 200 Waterfront Dr, Winnipeg, MB R3B 3P1
William Terrance Wright	2400 – 360 Main St, Winnipeg, MB R3C 3Z3
Edgar Bradley Vannan	1803 McCreary Rd, Winnipeg, MB R3P 0S8

5. The classes and any maximum number of shares that the corporation is authorized to issue
Catégories et tout nombre maximal d'actions que la corporation est autorisée à émettre

The Corporation is authorized to issue an unlimited number of Common Shares, for unlimited consideration.

6. The rights, privileges, restrictions and conditions attaching to the shares, if any
 Droits, privilèges, restrictions et conditions dont les actions sont assorties, s'il y a lieu
 As set forth in Schedule "I" attached.

7. Restrictions, if any, on share transfers / Restrictions au transfert des actions, s'il y a lieu
 No securities in the capital of the Corporation shall be transferred without the consent of a majority of the Directors of the Corporation expressed by resolution passed by the Directors or by an instrument or instruments in writing signed by such Directors.

8. Restrictions, if any, on business the corporation may carry on
 Limites imposée quant à l'entreprise que la corporation peut exercer, s'il y a lieu
 None

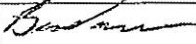


9. Other provisions, if any /Autre dispositions, s'il y a lieu
 As set forth in Schedule "II" attached hereto.

10. ~~The amalgamation agreement has been duly approved in accordance with section 177 of The Corporations Act.~~
 or
 The amalgamation has been duly approved in accordance with section 178 of The Corporations Act. These articles of amalgamation are the same as the articles of amalgamation of (name the designated amalgamating corporation).
 La convention de fusion a été dûment approuvée en conformité avec l'article 177 de la Loi sur les corporations.
 ou
 La fusion a été dûment approuvée en conformité avec l'article 178 de la Loi sur les corporations. Les présents statuts de fusion sont les mêmes que les statuts constitutifs de (nommer la corporation fusionnante désignée).

ICE Futures Canada, Inc.

11. Name of the amalgamating corporation the by-laws of which are to be the by-laws of the amalgamated corporation
 Dénomination de la corporation fusionnante dont les règlements doivent être les règlements de la corporation issue de la fusion.

ICE Futures Canada, Inc.

12. Names of Amalgamating Corporations Dénomination des corporations fusionnantes	Signature Signature	Office Held Poste	Date Date	Business Number Numéro d'entreprise
ICE Futures Canada, Inc.		President	Dec 7 th , 2011	861931418
ICE Services Canada, Inc.		President	Dec 7 th , 2011	865259063
Canadian Climate Exchange Inc.		President	Dec 7 th , 2011	865745152

Instructions: The statutory declarations required by subsection 179(2) shall accompany these articles of amalgamation. It is not necessary to file the amalgamation agreement.
 Directives: Les déclarations solennelles prévues au paragraphe 179(2) doivent accompagner les statuts de fusion. Il n'est pas nécessaire de déposer la convention de fusion.

FORM 11 / FORMULE 11

OFFICE USE ONLY / RÉSERVÉ À L'ADMINISTRATION	
Corporation Number / N° de la corporation	6413218
Business Number / Numéro d'entreprise:	

SCHEDULE "I"
TO ARTICLES OF AMALGAMATION

1. The Common Shares of the Corporation have the following rights, privileges, restrictions and conditions:
 - (a) The holders of Common Shares are entitled to receive notice of and to attend any meeting of the shareholders of the Corporation and are entitled to one vote for each common share held by them respectively.
 - (b) The holders of Common Shares are entitled to receive dividends when, as and if declared by the Board of Directors of the Corporation.
 - (c) In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among shareholders for the purpose of winding up its affairs, the holders of the Common Shares are exclusively entitled to receive rateably any remaining property or assets of the Corporation.

SCHEDULE "II"

TO ARTICLES OF AMALGAMATION

1. The number of shareholders of the corporation is limited to fifty, not including persons who are in the employment of the Corporation or persons who, having been formerly in the employment of the Corporation, while in that employment were and have continued after the termination of that employment to be shareholders of the Corporation, two or more persons holding one or more shares of the Corporation jointly being counted as a single shareholder.
2. Any invitation to the public to subscribe for any shares or securities of the Corporation is prohibited.
3. The Corporation has a lien on shares registered in the name of a shareholder who is indebted to the Corporation for the amount of the debt owing by such shareholder to the Corporation.