

**CANADIAN DERIVATIVES CLEARING CORPORATION
(THE “CORPORATION”)**

**GOVERNANCE COMMITTEE
CHARTER**

1. General

The Board of Directors of the Corporation (the “Board”) has established a Governance Committee (the “Committee”) for the purpose of providing the Board with recommendations relating to corporate governance in general, including, without limitation:

- (a) all matters relating to the stewardship role of the Board in respect of the management of the Corporation;
- (b) Board size and composition, including the candidate selection process and the orientation of new members;
- (c) Board compensation;
- (d) oversight of the identification and resolution of conflicts of interest; and
- (e) such procedures as may be necessary to allow the Board to function independently of management and non-independent directors.

The Committee will also oversee compliance with policies associated with an efficient system of corporate governance.

All terms used herein and not otherwise defined shall have the meaning given in the Autorité des marchés financiers’ Recognition Order recognizing each of the Corporation, TMX Group Limited, TMX Group Inc. and the Bourse de Montréal Inc. as a clearing house dated May 2, 2012, as amended from time to time (the “Recognition Order”).

2. Members

The Board will in each year appoint a minimum of four (4) directors as members of the Committee. A majority of members of the Committee will be independent directors.

The Chief Executive Officer of TMX Group Limited (the “CEO”) (the ultimate parent company 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 of the Corporation 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 generally include the CEO but exclude the presence of other staff of the Corporation but may, at the request of the Chair of the Committee, exclude the CEO.

3. Duties

The Committee will have the following duties:

- (a) The Committee will review and make recommendations to the Board respecting:
- corporate governance in general and regarding the Board's stewardship role in the management of the Corporation; including the role and responsibilities of directors and appropriate policies and procedures for directors to carry out their duties with due diligence and in compliance with all legal and regulatory requirements;
 - (i) the size and composition of the Board (including with reference to applicable rules, regulations or guidelines promulgated by regulatory authorities related to corporate governance, including the Recognition Order), (ii) general responsibilities and functions of the Board and its members, including position descriptions for the Chair, (iii) the organization and responsibilities of Board committees and advisory committees, and (iv) the procedures for effective Board meetings to ensure that the Board functions independently of management and non-independent directors and without conflicts of interest;
 - when required, a candidate for appointment of the office of Chair of the Board;
 - annually, in consultation with the Chair of the Board and the CEO, the Board nominees for election as members of the Board while taking into consideration: (i) the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess; (ii) the competencies and skills that the Board considers each existing director to possess; (iii) the competencies and skills each new nominee will bring to the boardroom; and (iv) whether or not each new nominee can devote sufficient time and resources to his or her duties as a Board member;
 - when required, candidates to fill any Board and Committee vacancies;
 - at appropriate intervals: (i) compensation and benefit levels for the independent directors of the Corporation, and (ii) compensation and benefit levels for the Chair of the Board;
 - annually, together with the Chairs of other Board committees, the scope, duties and responsibilities of those committees and where advisable, any amendments thereto, as well as the establishment or disbanding of Board committees and changes to their composition, including the Chairs thereof; and
 - the framework for delegating authority from the Board to management.

- (b) The Committee will review, approve and report to the Board on:
- the orientation process for new directors and plans for the ongoing development of existing Board members;
 - the establishment of appropriate processes for the regular evaluation of the effectiveness of the Board, Board committees and their respective members;
 - annually, in conjunction with the Chair of the Board, the performance of individual directors, the Board as a whole and Board committees;
 - annually, the performance evaluation of the Chair of the Board and the Chair of each Board committee;
 - together with the Chair of the Board (where appropriate), concerns of individual directors about matters that are not readily or easily discussed at full Board meetings, to ensure the Board can operate independently of management and non-independent directors, and, for so long as any Maple nomination agreement is in effect, directors related to original Maple shareholders;
 - at least annually, the Corporation's Board Code of Conduct (the "Board Code"); and
- (c) The Committee will confirm that processes are in place to ensure compliance with the Corporation's Employee Code of Conduct (the "Employee Code"), oversee and monitor compliance with the Employee Code by officers of the Corporation, authorize any waiver granted in connection with this policy, and confirm with management the appropriate disclosure of any such waiver.
- (d) The Committee will confirm that processes are in place to ensure compliance with the Board Code, oversee and monitor compliance by members of the Board with the Board Code, authorize any waiver granted in connection with this policy, and oversee the appropriate disclosure of any such waiver.
- (e) The Committee shall cause an investigation of any reported violations of the Board Code and shall oversee an appropriate response, including corrective action and preventative measures. Any director who violates the Board Code shall face appropriate, case specific, disciplinary action.
- (f) The Committee will oversee compliance with any rules, regulations or guidelines promulgated by regulatory authorities relating to corporate governance.
- (g) In performing its functions, the Committee will act in consultation with the TMX Group Limited Governance Committee.

4. Chair

The Board will in each year appoint the Chair of the Committee from among the independent members of the Committee. In the Chair's absence, the Committee shall select another independent member as Chair. If the position is vacant, the Board will appoint a new Chair of the Committee as soon as reasonably possible. The Chair will have the right to exercise all powers of the Committee between meetings but will attempt to involve all other members as appropriate prior to the exercise of any powers and will, in any event, advise all other members of any decisions made or powers exercised.

5. Meetings

The Committee will meet at the request of its Chair, but in any event it will meet at least semi-annually to consider matters referred to it by the Board. Notices calling meetings will be sent to all Committee members, to the CEO, to the President of the Corporation, to the Chair of the Board and to all other directors.

6. Quorum

A majority of the members of the Committee, present in person, by teleconferencing, or by videoconferencing, will constitute a quorum.

7. Removal and Vacancy

A member may resign from the Committee, and may also be removed and replaced at any time by the Board, and will automatically cease to be a member as soon as the member ceases to be a director. The Board will fill vacancies in the Committee by appointment from among the directors of the Board in accordance with Section 2 of this Charter. Subject to quorum requirements, if a vacancy exists on the Committee, the remaining members will exercise all its powers.

8. Experts and Advisors

The Committee may retain or appoint, at the Corporation's expense, such outside advisor or expert as it deems necessary to carry out its duties. The Committee will also receive and consider such requests for the retention of outside advisors and experts from an individual director, the Board, and all of its committees (except for the Risk and Audit Committee).

9. Secretary and Minutes

The Assistant Secretary of the Corporation, or such other person as may be appointed by the Chair of the Committee, will act as Secretary of the Committee. The minutes of the Committee will be in writing and duly entered into the books of the Corporation. The minutes of the Committee will be circulated to all members of the Board.

10. Complaints Procedure

The Committee will establish a procedure for the receipt, retention and follow-up of complaints of all members of the Board.