August 31, 2010

DELIVERED BY EMAIL

British Columbia Securities Commission
Alberta Securities Commission
Saskatchewan Financial Services Commission – Securities Division
Manitoba Securities Commission
Ontario Securities Commission
Autorité des marchés financiers
New Brunswick Securities Commission
Registrar of Securities, Prince Edward Island
Nova Scotia Securities Commission
Securities Commission of Newfoundland and Labrador
Superintendent of Securities, Northwest Territories
Superintendent of Securities, Yukon Territory
Superintendent of Securities, Nunavut

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Madame Anne-Marie Beaudoin
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Dear Members of the Canadian Securities Administrators:

Re: Notice and Request for Comment – Proposed Amendments to National Instrument 54-101 Communication with Beneficial Owners of Securities of A Reporting Issuer and Companion Policy 54-101CP Communication with Beneficial Owners of Securities of a Reporting Issuer; Proposed Amendments to National Instrument 51-102 Continuous Disclosure Obligations and Companion Policy 51-102CP Continuous Disclosure Obligations; Proposed Amendments to National Policy 11-201 Delivery of Documents by Electronic Means

TMX Group Inc. welcomes the opportunity to comment on behalf of both Toronto Stock Exchange ("**TSX**") and TSX Venture Exchange ("**TSX Venture**") (collectively, the "**Exchanges**") on Proposed National Instrument 54-101 Communication with Beneficial Owners of Securities of A Reporting

Issuer ("**NI 54-101**") and Companion Policy 54-101CP Communication with Beneficial Owners of Securities of a Reporting Issuer ("**CP 54-101**"); Proposed Amendments to National Instrument 51-102 Continuous Disclosure Obligations ("**NI 51-102**") and Companion Policy 51-102CP Continuous Disclosure Obligations ("**CP 51-102**"); Proposed Amendments to National Policy 11-201 Delivery of Documents by Electronic Means ("**NP 11-201**") as published by the Canadian Securities Administrators (the "**CSA**") on April 19, 2010.

All capitalized terms have the same meanings as defined in NI 54-101, unless otherwise defined in this letter.

Overall, the Exchanges support the objective of the Proposed Amendments to improve beneficial owner communications.

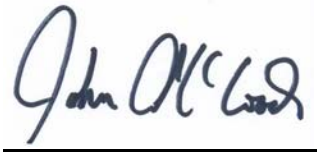
We agree with the principle of notice-and-access and the proposed improvements based on the US experience. We support the expansion of the notice-and-access procedures to include special meetings in order to simplify voting procedures for security holders and to maximize efficiency and cost savings for issuers. There is a risk that differentiating matters that are eligible for notice-and-access will make some matters seem more (or less) important, which may not be a reasonable interpretation. Such differentiation may also confuse security holders and inadvertently discourage voting. We suggest clear disclosure be required by issuers to explain the choice of procedures since the choice will vary among issuers, may vary year over year, and may even vary meeting by meeting. We further support the standardization of form requirements which is easier for security holders to understand and compare.

Attached as Schedule A to this letter are responses to certain of the specific questions set out in the Request for Comments.

Thank you for the opportunity to comment on NI 54-101. Should you wish to discuss any of the comments with us in more detail, we would be pleased to respond.

Yours truly,

Ungad Chadda
Senior Vice President
Toronto Stock Exchange



John McCoach
President
TSX Venture Exchange

APPENDIX A
COMMENTS ON PROPOSED AMENDMENTS

1. **We propose to exclude proxy-related materials relating to special meetings from notice-and-access. Should we expand notice-and-access to include special meetings? Should other types of meetings be excluded from notice-and-access as well?**

We support notice-and-access including all meetings. Excluding special meetings may cause confusion for security holders or others because: (1) special meeting has a different meaning under corporate and securities law; (2) it may lead security holders to interpret that certain meetings are more important than others, which may or may not be a valid interpretation; and (3) there may be confusion as to why sometimes materials are received and not other times. In addition, this expansion to all meetings would be consistent with the U.S. Lastly, it will maximize cost savings and efficiency for issuers.

2. **We propose that reporting issuers be able to use notice-and-access to send proxy-related materials to some, but not all beneficial owners, so long as this facet is publicly disclosed and an explanation provided. Should there be restrictions on when a reporting issuer can use notice-and-access selectively?**

We do not generally support permitting differential treatment of security holders. We are not certain of the purpose underlying this aspect of the proposal. Consider describing limited situations in which this differential treatment could be permitted, i.e., for foreign security holders? for French language security holders?

3. **The US model of notice-and-access seems to have resulted in a decrease in voting by retail shareholders. Our notice-and-access proposal has some significant differences from the US model which are intended to minimize the impact on retail shareholders. Does our notice-and-access proposal adequately meet the needs of retail shareholders who wish to vote? Are there any specific enhancements or other ways that notice-and-access can be made more user-friendly?**

We support the variations made to the U.S. model in an effort to maintain voting levels, particularly the mailing of the voting instruction form. We further agree that the requirement to issue a news release is useful and consistent with disclosure requirements under Canadian securities legislation and exchange rules. In addition, we submit that the simpler and more comparable the system, the more likely voting will be maintained. See also Questions 5 and 6 below.

4. **We would appreciate data from issuers, service providers and other stakeholders on the anticipated costs and savings of implementing and using the notice-and-access process. Will notice-and-access result in meaningful costs savings that make the proxy voting system more efficient?**

We believe that notice-and-access will result in meaningful cost savings, based on printing and mailing cost savings alone. Analogizing to the number of financial statement requests received, the savings would be significant (although we recognize that there may be a difference between security holders who would request financial statements versus meeting materials).

5. **We propose to give reporting issuers flexibility in the form and content of the notice provided the notice contains certain specified information. Is this approach appropriate, or should there be a prescribed form?**

We submit that a prescribed format, with some flexibility in the content of the notice, will assist security holders by providing consistency of required disclosure and requiring plain language, and may therefore help maintain voting levels in Canada in contrast to the U.S. experience.

6. **The CSA proposal does not impose any restrictions on additional materials that can be included with the notice and voting instruction form. We do not have any concerns with including additional material that explains the notice-and-access process, such as Q&A. However, is it appropriate for reporting issuers and others to include materials that address the substance of the matters to be voted on at the meeting? Would this create a disincentive for investors to read the full information circular? Should there be restrictions on what can be included in these types of materials? Should there be requirements prescribing basic information that these types of materials must contain?**

We agree that there should be requirements regarding basic information about notice-and-access that should be explained. In addition, any information provided with the materials must be the same as the information disclosed in the information circular. Security holders of issuers operating under the notice-and-access procedures should not receive different materials or disclosure, particularly if issuers are allowed to treat security holders differently (see Question 2). We submit that it is not appropriate for issuers to deliver marketing materials with the proxy materials, but other statutory documents could be permissible to consolidate mailings for cost savings and security holder ease. Marketing documents may inappropriately affect security holder voting that should be based on the disclosure in the information circular.