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Dear Ms. Corrigan-Brown

The proposed acquisition of the TMX Group Inc. ("TMX") by Maple Group Acquisition Corporation ("MAG") is of grave concern to me with regards to the impact on, and the future well being of, the TSX Venture Exchange, ("TSXV") and the public venture capital markets in Canada. Specifically, I am adamantly opposed to the proposal to have "mirror boards" represent the TSXV, TSX, and TMX.

I have been an active participant in the Canadian public venture market via the TSXV and its predecessor Exchanges for the past 18 years. Along with my business partner, we have taken over 100 companies public via the Capital Pool Company/Junior Capital Pool Program ("CPC"). I have spoken at venues throughout North America dozens of times over the years on behalf of and at the invitation of the TSXV and the TMX. I have worked both in the Capital Markets and Retail side of the securities industry. I have sat on the Alberta Stock Exchange Listings Committee, and currently sit on the Local and National Advisory Committees of the TSXV. ("LAC" and "NAC") I am currently employed by a member firm in the Canadian securities industry.

I consider myself to be very well informed in the workings of the public venture capital markets and the TSXV.

Anecdotally, I am unable to remember any of the Canadian banks, that form part of MAG, having any interest or participation in the initial public offering ("IPO") market on the TSXV over my 18 years in the industry. Factually, I was only able to find **three** bank lead TSXV IPOs out of the last 543 IPOs on the TSXV. * (Less than 1%))

I do not recall ever being asked for my opinion or insight into the public venture markets by any member of MAG, nor by any member of the TSX, and TMX boards. (TSXV employees excluded). This remarkable fact should surely give rise to question the sincerity of the overtures and promises of support for the TSXV by MAG. The fact that myself and my partner have financed close to 5% of all CPCs ever done on the TSXV and that nobody from MAG has approached us, nor other members of LAC that I am aware of, for our views, is seemingly prima facie evidence of the rhetorical nature of MAG's promised support.

These are staggering facts.

We now find ourselves hearing MAG state that it supports the TSXV business and will strongly support it after the acquisition. I struggle to believe this when the banks actions speak volumes in how they have failed to support, endorse, and participate in the IPO market on the TSXV in at least the past decade.

We have been asked to believe that a "mirror board" of the TMX/MAG constituted by MAG, will serve and promote the best interests of the TSXV. It is my educated personal belief that the MAG proposed TSXV board compilation is a terrible mistake. How can it be rationally believed that a group, mainly comprised of people with no experience in the Canadian venture markets, be able to effectively serve the interests of the TSXV or its issuers? This is a recipe for disaster.

Further, the potential for a serious conflict of interest exists. When one compares the profits the banks collectively earn from selling mutual funds and structured products into their retail system versus the profits earned by the TSXV, the potential exists for the banks to choose policy that is more favorable to the former rather than the latter, on decisions at the board and mirror board level. To put it in context, TD Securities earned \$365,000,000 in profit during its 2nd quarter in its wealth and insurance unit. Comparatively, the TMX made a \$56,000,000 profit and if one supposes a 20% contribution from the TSXV, that equates to \$11,000,000. One bank from MAG earns \$365,000,000 versus the TSXV \$11,000,000 and then divide by the 13 MAG members for a pro rata residual of \$846,000. The potential for conflict exists. A weakened TSXV leads to weakened independent brokerage firms, which then self propagates the cycle. \$365,000,000 versus \$846,000.

The reasonable question to ask is why would MAG want the TSXV board to be dominated by people with no experience, no stake, and no knowledge of the venture markets? If MAG truly wants the TSXV to flourish, it will endorse a board predominantly comprised of veteran TSXV stakeholders and participants. Anything to the contrary can only be viewed as detrimental to the understanding and advancement of the TSXV and its issuers.

In summary, I request that any acquisition of the TMX by MAG be conditional upon the following:

TSXV board comprised of 75% venture individuals as defined and selected by the Alberta, and British Columbia Securities Commissions and in conjunction with advice from the LAC and NAC of the TSXV. The representation should be regional in nature, pro rata to the volume of listings ascribed to each jurisdiction;

The above proposed TSXV board have direct recourse to the Alberta and British Columbia Securities Commissions should MAG refuse to accept any TSXV board recommendations;

TSVX head office to remain in Vancouver and/or Calgary;

A representative of at least one non-MAG independent brokerage firm be granted a seat on the MAG, TSX and TMX boards;

Venture individuals comprise 25% of TMX, MAG and TSX boards; (venture individuals selected and as defined prior);

The banks that hold equity in MAG agree to allow their retail brokers the ability to recommend TSXV companies to their clients where appropriate and within the Know Your Client rules; and

MAG agrees to all other requests of the British Columbia and Alberta Securities Commissions as set out in British Columbia Securities Commission's Draft Undertakings relating to the TMX Group Inc. acquisition by Maple Group Acquisition Corporation.

I personally do not see any compelling reason or net benefit to the capital markets in Canada by allowing the banks to own all of the stock exchanges. Canadians pay amongst the highest mutual fund fees in the world due to the concentration of Canadian banks. Canadians pay amongst the highest cell phone rates, the highest cable rates, and the highest Internet rates due to a concentration of players in those industries. Why would we take a step backwards and now allow our capital markets to be owned and dominated by a small group of banks? History has documented what happens to the smaller participants in any of these markets when the power is given to a select few.

Canada has two stock exchanges. The current TSXV came to be out of the combination of regional exchanges that were developed by entrepreneurs in order to meet needs of the Canadian public venture capital market. These needs were not being met by, nor understood by, the TSX. That premise still exists and must be acknowledged. The fact that we have two exchanges in Canada is all the proof that is needed to recognize that venture issuers are unique. A generic jack-of-all-trades, master-of-none, board, cannot meet their needs.

Over the past three years, companies listed on the TSXV raised a total of \$24.6 billion. * The multiplier effect of these financings is of huge significance to the economies where these venture issuers are domiciled in Canada.

My personal belief is that the proposed plan and potential conflicted interests of MAG will ultimately lead to the demise of the TSXV, the erosion of the Canadian public venture capital market, economic damage to the economies of Alberta, Quebec and BC, and a unilateral shift to monopolistic control of the Canadian capital markets into the hands of a select few Canadian banks. There is no logical reason to take the stewardship and control away from the pioneers of the Canadian public venture markets and put it in the hands of a previously disinterested few. There is no price to pay for enacting the proposed safeguards of common sense.

The time to act is now in order to preserve the public venture capital markets in Canada. **

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*compiled from Listing Statistics from the Market Intelligence Group, TMX

**** The above letter represents comments that are my personal observations and beliefs. Nothing in this letter should be construed as being reflective of the position or beliefs of my employer.**