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PROXY

Please mark your votes like this [X]

THIS PROXY WILL BE VOTED AS DIRECTED, OR IF NO DIRECTION IS INDICATED, WILL BE VOTED "FOR" THE PROPOSALS. THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS.

1. ELECTION OF CLASS 1 DIRECTORS

	FOR all Nominees listed to the left	**WITHHOLD AUTHORITY** to vote for all nominees listed to the left (except as marked to the contrary below)
NOMINEES:		
(01) Neal Wolkoff	☐	☐
(02) Louisa Serene Schneider	☐	☐

2. RATIFICATION OF INDEPENDENT AUDITORS Deloitte & Touche LLP

FOR	**AGAINST**	**ABSTAIN**
☐	☐	☐

COMPANY ID:

PROXY NUMBER:

ACCOUNT NUMBER:

Signature_____ **Signature**_____ **Date**_____**, 2015.**

Note: Please sign exactly as name appears hereon. When shares are held by joint owners, both should sign. When signing as attorney, executor, administrator, trustee, guardian, or corporate officer, please give title as such. If a corporation, please sign in full corporate name by president or other authorized officer. If a partnership, please sign in partnership name by authorized person.

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PROXY

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF

OTC MARKETS GROUP INC.

The undersigned appoints R. Cromwell Coulson as proxy, with the power to appoint his substitute, and authorizes him to represent and to vote, as designated on the reverse hereof, all of the shares of common stock of OTC Markets Group Inc. held of record by the undersigned at the close of business on October 22, 2015 at the Annual Meeting of Shareholders of OTC Markets Group Inc. to be held on December 8, 2015 or at any adjournment thereof as hereinafter specified upon the proposals listed on the reverse side and in his discretion upon such other business as may properly come before the meeting.

(Continued and to be marked, dated and signed, on the other side)