November 5, 2015

Dear Shareholder:

You are cordially invited to attend the annual meeting of shareholders of OTC Markets Group Inc. (the "Company"), which will be held on Tuesday, December 8, 2015, at 10 a.m. in the OTCQX Market Center on the third floor of our corporate office at 304 Hudson Street, New York, NY 10013. At the meeting, we will elect two Class 1 directors to serve on the Board of Directors of OTC Markets Group, ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2015 and transact such other business as may come before the annual meeting.

The nominees for election to the Board are Mr. Neal Wolkoff, the Chair of the Company's Board of Directors, and Ms. Louisa Serene Schneider, a director of the Company. Mr. Wolkoff and Ms. Schneider have been members of the Board since 2012. The Board believes that the Company and its shareholders will continue to benefit from the insight, experience and expertise that Mr. Wolkoff and Ms. Schneider bring to the Board. The Board recommends that you vote for both nominees.

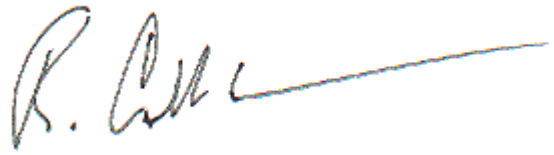
Enclosed please find biographical information on Mr. Wolkoff and Ms. Schneider.

Your vote is very important and we urge you to vote your proxy as soon as possible to ensure a quorum of shareholders is represented.

In addition to the proposals above, we will give you an overview of new developments at OTC Markets Group.

Please vote your proxy before the meeting to be sure your vote is counted. Thank you for your investment in OTC Markets Group.

Cordially,



R. Cromwell Coulson
President and Chief Executive Officer

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Biography of Neal Wolkoff

Neal Wolkoff is the Chairman of OTC Markets Group's Board of Directors. Mr. Wolkoff is a former executive of three exchanges, and is currently a consultant and attorney focusing on futures and securities markets, exchanges, market regulation, operations and clearinghouses. From 2008 to February 2012, Mr. Wolkoff was the Chief Executive Officer of ELX Futures, L.P. From 2005 to 2008, he served as Chairman and Chief Executive Officer of the American Stock Exchange (AMEX). Prior to the AMEX, Mr. Wolkoff was an executive officer at the New York Mercantile Exchange (NYMEX) from 1981 to 2003, over time serving as Acting President, Chief Operating Officer, and Senior Vice President for Regulation and Clearing. From 1980 to 1981, Mr. Wolkoff was employed as an Honors Program Trial Attorney in the Division of Enforcement of the Commodity Futures Trading Commission. In addition to his role as non-executive Chairman of OTC Markets Group, Mr. Wolkoff is a non-executive director of World Gold Trust Services, the sponsor of the Exchange Traded Fund "GLD." Mr. Wolkoff received a B.A. from Columbia University and a J.D. from Boston University School of Law, and is a member of the Bar of the State of New York.

Biography of Louisa Serene Schneider

Louisa Serene Schneider serves as the Chief Administrative Officer and Head of Investor Relations at Alder Hill Management LP since July 2015. Prior to Alder Hill, Ms. Serene Schneider was the Senior Director for the Heilbrunn Center for Graham & Dodd Investing at Columbia Business School, responsible for all operational aspects of the school's value investing activities including maintaining and developing new programs and initiatives surrounding the Graham & Dodd tradition at Columbia. Ms. Serene Schneider remains an Industry Advisor to the Heilbrunn Center, and has taught in Columbia's Executive Education course on Value Investing since 2010. Prior to her work at Columbia, from 2000 to 2008 Ms. Serene Schneider was employed by Morgan Stanley and JPMorgan in several departments, including Mergers & Acquisitions, Fixed Income Research, and Trading. Ms. Serene Schneider received a B.S. from Dartmouth College in Political Science and French and an M.B.A. from Columbia Business School.