

November 18, 2016

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 Thursday, December 15, 2016, 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 one Class 2 director 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, 2016 and transact such other business as may come before the annual meeting.

The nominee for election to the Board is Mr. Gary Baddeley, a director of the Company. Mr. Baddeley has been a member of the Board since 2008. The Board believes that the Company and its shareholders will continue to benefit from the insight, institutional knowledge, experience and expertise that Mr. Baddeley brings to the Board. The Board recommends that you vote for Mr. Baddeley.

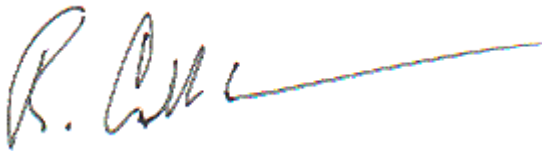
Enclosed please find Mr. Baddeley's biographical information.

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,

A handwritten signature in blue ink, appearing to read "R. Coulson", followed by a long horizontal line.

R. Cromwell Coulson
President and Chief Executive Officer

Gary Baddeley, Director

Gary Baddeley has served as CEO of TDC Entertainment, an independent entertainment company, since 1997, and is also Vice President at Fluent, an independent consulting firm. Previously, Mr. Baddeley served for two years as Vice President and General Manager of Robbins Entertainment. From 1990 to 1996 Mr. Baddeley was an attorney at Phillips Nizer LLP in New York City, specializing in representation of clients in the music and television industries. Mr. Baddeley holds a JD from New York University School of Law and a B.Sc. from Kingston University.