2 U 3 G 3a F 4 5 6 7 7 8 A 9 P 10 A 11 0 12 P 13 14 15 0 0	hique identifier (eg CUSIP, ISIN, or Bloomberg identifier for private placement) ioverning law(s) of the instrument Means by which enforceability requirement of Section 13 of the TLAC Term Sheet is achieved (for other TLAC-eligible instruments governed by foreign law) Regulatory treatment Transitional Basel III rules Post-transitional Basel III rules Eligible at solo/group/group&solo Instrument type (types to be specified by jurisdiction) mount recognised in regulatory capital (Curr in millions, as of most recent reporting date) ar value of instrument cocounting classification riginal date of issuance repetual or dated Original maturity date	The Toronto-Dominion Bank 891145 69 0 Canada NA Additional Tier 1 Eligible Solo and Group Preferred shares \$500 Shareholders' equity June 4, 2014 Perpetual	The Toronto-Dominion Bank 891145 67 4 Canada NA Additional Tier 1 Eligible Solo and Group Preferred shares \$500 \$5000 \$5000 \$5000 \$5000 \$5000	The Toronto-Dominion Bank 891145 65 8 Canada NA Additional Tier 1 Eligible Solo and Group Preferred shares \$499 \$500MM
3 G 3a F 4 5 6 7 7 A 9 P 10 A 11 O 12 P 13 14 15 Op	Soverning law(s) of the instrument Means by which enforceability requirement of Section 13 of the TLAC Term Sheet is achieved (for other TLAC-eligible instruments governed by foreign law) Regulatory treatment Transitional Basel III rules Post-transitional Basel III rules Eligible at solo/group/group&solo Instrument type (types to be specified by jurisdiction) mount recognised in regulatory capital (Curr in millions, as of most recent reporting date) 'a value of instrument cocunting classification riginal date of issuance 'erpetual or dated Original maturity date	Canada NA Additional Tier 1 Eligible Solo and Group Preferred shares \$500 \$500MM Shareholders' equity June 4, 2014	Canada NA Additional Tier 1 Eligible Solo and Group Preferred shares \$500 \$500MM Shareholders' equity	Canada NA Additional Tier 1 Eligible Solo and Group Preferred shares \$499 \$500MM
3a F 4 5 6 7 7 8 8 A 9 P 10 A 11 O 12 P 13 14 15 O	Means by which enforceability requirement of Section 13 of the TLAC Term Sheet is achieved (for other TLAC-eligible instruments governed by foreign law) Regulatory treatment Transitional Basel III rules Post-transitional Basel III rules Eligible at solo/group/group&solo Instrument type (types to be specified by jurisdiction) mount recognised in regulatory capital (Curr in millions, as of most recent reporting date) ar value of instrument ccounting classification riginal date of issuance ereptual or dated Original maturity date	NA Additional Tier 1 Eligible Solo and Group Preferred shares \$500 \$500MM Shareholders' equity June 4, 2014	NA Additional Tier 1 Eligible Solo and Group Preferred shares \$500 \$500MM Shareholders' equity	NA Additional Tier 1 Eligible Solo and Group Preferred shares \$499 \$500MM
3a 4 5 6 7 8 A 9 P 10 A 11 O 12 P 13 14 Is 15 O	(for other TLAC-eligible instruments governed by foreign law) Regulatory treatment Transitional Basel III rules Post-transitional Basel III rules Eligible at solo/group/scolo Instrument type (types to be specified by jurisdiction) mount recognised in regulatory capital (Curr in millions, as of most recent reporting date) ar value of instrument ccounting classification riginal date of issuance repetual or dated Original maturity date	Additional Tier 1 Eligible Solo and Group Preferred shares \$500 \$500MM Shareholders' equity June 4, 2014	Additional Tier 1 Eligible Solo and Group Preferred shares \$500 \$500MM Shareholders' equity	Additional Tier 1 Eligible Solo and Group Preferred shares \$499 \$500MM
4 5 6 7 8 A 9 P 10 A 11 O 12 P 13 14 15 O	Transitional Basel III rules Post-transitional Basel III rules Eligible at solo/group/group&solo Instrument type (types to be specified by jurisdiction) mount recognised in regulatory capital (Curr in millions, as of most recent reporting date) ar value of instrument ccounting classification riginal date of issuance repetual or dated Original maturity date	Eligible Solo and Group Preferred shares \$500 \$500MM Shareholders' equity June 4, 2014	Eligible Solo and Group Preferred shares \$500 \$500MM Shareholders' equity	Eligible Solo and Group Preferred shares \$499 \$500MM
5 6 7 7 8 A 9 P 10 A 11 O 12 P 13 14 15 O	Post-transitional Basel III rules Post-transitional Basel III rules Eligible at solo/group/group&solo Instrument type (types to be specified by jurisdiction) mount recognised in regulatory capital (Curr in millions, as of most recent reporting date) ar value of instrument ccounting classification riginal date of issuance repetual or dated Original maturity date	Eligible Solo and Group Preferred shares \$500 \$500MM Shareholders' equity June 4, 2014	Eligible Solo and Group Preferred shares \$500 \$500MM Shareholders' equity	Eligible Solo and Group Preferred shares \$499 \$500MM
6 7 8 A 9 P 10 A 11 O 12 P 13 14 15 O	Eligible at solo/group/group&solo Instrument type (types to be specified by jurisdiction) mount recognised in regulatory capital (Curr in millions, as of most recent reporting date) ar value of instrument ccounting classification riginal date of issuance repetual or dated Original maturity date	Solo and Group Preferred shares \$500 \$500MM Shareholders' equity June 4, 2014	Solo and Group Preferred shares \$500 \$500MM Shareholders' equity	Solo and Group Preferred shares \$499 \$500MM
7 8 A 9 P 10 A 10 A 11 O 12 P 13 14 14 Iss 15 Op	Instrument type (types to be specified by jurisdiction) mount recognised in regulatory capital (Curr in millions, as of most recent reporting date) ar value of instrument ccounting classification riginal date of issuance erepetual or dated Original maturity date	Preferred shares \$500 \$500MM Shareholders' equity June 4, 2014	Preferred shares \$500 \$500MM Shareholders' equity	Preferred shares \$499 \$500MM
8 A 9 P 10 A 11 O 12 P 13 I 14 Is 15 O	mount recognised in regulatory capital (Curr in millions, as of most recent reporting date) ar value of instrument ccounting classification rriginal date of issuance repetual or dated Original maturity date	\$500 \$500MM Shareholders' equity June 4, 2014	\$500 \$500MM Shareholders' equity	\$499 \$500MM
9 P 10 A 11 O 12 P 13 I 14 Is 15 Or	ar value of instrument ccounting classification priginal date of issuance repetual or dated Original maturity date	\$500MM Shareholders' equity June 4, 2014	\$500MM Shareholders' equity	\$500MM
10 A 11 O 12 P 13 I 14 Is 15 O	ccounting classification riginal date of issuance erpetual or dated Original maturity date	Shareholders' equity June 4, 2014	Shareholders' equity	
11 O 12 P 13 I 14 Is 15 O	vriginal date of issuance erpetual or dated Original maturity date	June 4, 2014		Shareholders' equity
12 P 13 14 Is 15 Op	erpetual or dated Original maturity date		July 31, 2014	December 16, 2014
13 14 Is 15 Op	Original maturity date		Perpetual	Perpetual
14 Is 15 Op		NA	NA	NA
15 Oj		Yes	Yes	Yes
		Oct 31, 2024 at \$25.00	Jul 31, 2024 at \$25.00	Jan 31, 2025 at \$25.00
		On Oct 31 every 5 years thereafter	On Jul 31 every 5 years thereafter	On Jan 31 every 5 years thereafter
		at \$25.00	at \$25.00	at \$25.00
	Coupons/dividends	·		
17		Fixed	Fixed	Fixed
18		3.662%	3.681%	3.876%
19		Yes	Yes	Yes
20		Fully discretionary	Fully discretionary	Fully discretionary
21		No	No	No
22	Noncumulative or cumulative	Non-cumulative	Non-cumulative	Non-cumulative
23 C	convertible or non-convertible ⁽¹⁾	Convertible	Convertible	Convertible
24		Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.
25	If convertible, fully or partially	Fully into common shares upon a Trigger Event	Fully into common shares upon a Trigger Event	Fully into common shares upon a Trigger Event
		Upon the occurrence of a Trigger Event, each outstanding Series 1 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for	Upon the occurrence of a Trigger Event, each outstanding Series 3 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for	Upon the occurrence of a Trigger Event, each outstanding Series 5 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for
26		further details	further details	further details
27		Mandatory	Mandatory	Mandatory
28		Common Shares	Common Shares	Common Shares The Toronto-Dominion Bank
29		The Toronto-Dominion Bank No	The Toronto-Dominion Bank	No
30 V 31		NO	NO NA	NO NA
31		NA	NA	NA
33		NA	NA	NA
34		NA	NA	NA
	ype of subordination	101		
		Subordinated Debt (see Subordinated Debt Main Features	Subordinated Debt (see Subordinated Debt Main Features	Subordinated Debt (see Subordinated Debt Main Features
		Template)	Template)	Template)
		No	No	No
		N/A	N/A	N/A

* Holders of preferred shares are entitled to receive dividends as and when declared by the Board of Directors of TD, subject to certain restrictions.

¹⁾ The term "convertible" is interpreted to mean convertible into a better form of

loss-absorbing instrument (i.e. common shares).

	Disclosure Template of Main Features	5-Year Rate Reset Preferred Shares, Series 7	5-Year Rate Reset Preferred Shares, Series 9	5-Year Rate Reset Preferred Shares, Series 16
1	Issuer	The Toronto-Dominion Bank	The Toronto-Dominion Bank	The Toronto-Dominion Bank
2	Unique identifier (eg CUSIP, ISIN, or Bloomberg identifier for private placement)	891145 63 3	891145 61 7	891160 64 0
3	Governing law(s) of the instrument	Canada	Canada	Canada
3a	Means by which enforceability requirement of Section 13 of the TLAC Term Sheet is achieved (for other TLAC-eligible instruments governed by foreign law)	NA	NA	NA
	Regulatory treatment	Additional Tier 1		Additional Tier 1
4 5	Transitional Basel III rules Post-transitional Basel III rules	Eligible	Additional Tier 1 Eligible	Eligible
5	Eligible at solo/group/group&solo	Solo and Group	Solo and Group	Solo and Group
7	Instrument type (types to be specified by jurisdiction)	Preferred shares	Preferred shares	Preferred shares
8		\$350	\$200	\$350
9	Par value of instrument	\$350MM	\$200MM	\$350MM
10	Accounting classification	Shareholders' equity	Shareholders' equity	Shareholders' equity
11		March 10, 2015	April 24, 2015	July 14, 2017
12	Perpetual or dated	Perpetual	Perpetual	Perpetual
13		NA	NA	NA
14	Issuer call subject to prior supervisory approval	Yes	Yes	Yes
15	Optional call date, contingent call dates and redemption amount	July 31, 2025 at \$25.00	October 31, 2025 at \$25.00	October 31, 2027 at \$25.00
16	Subsequent call dates, if applicable	On Jul 31 every 5 years thereafter	On Oct 31 every 5 years thereafter	On Oct 31 every 5 years thereafter
	Coupons/dividends	at \$25.00	at \$25.00	at \$25.00
17	Fixed or floating dividend/coupon *	Fixed	Fixed	Fixed
17	Coupon rate and any related index *	3.201%	3.242%	6.30%
19	Existence of a dividend stopper	Yes	Yes	Yes
20	Fully discretionary, partially discretionary or mandatory	Fully discretionary	Fully discretionary	Fully discretionary
20	Existence of a step up or other incentive to redeem	No	No	No
22	Noncumulative or cumulative	Non-cumulative	Non-cumulative	Non-cumulative
23	Convertible or non-convertible ⁽¹⁾	Convertible	Convertible	Convertible
24		Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.
25	If convertible, fully or partially	Fully into common shares upon a Trigger Event	Fully into common shares upon a Trigger Event	Fully into common shares upon a Trigger Event
				Upon the occurrence of a Trigger Event, each outstanding Series 16 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for
26	If convertible, conversion rate	further details Mandatory	further details Mandatory	further details Mandatory
27 28	If convertible, mandatory or optional conversion	Mandatory Common Shares	Mandatory Common Shares	Mandatory Common Shares
28	If convertible, specify instrument type convertible into If convertible, specify issuer of instrument it converts into	The Toronto-Dominion Bank	The Toronto-Dominion Bank	The Toronto-Dominion Bank
29 30	Write-down feature	No		No
30	If write-down, write-down trigger (s)	NA	NA	NA
32	If write-down, full or partial	NA	NA	NA
33	If write-down, permanent or temporary	NA	NA	NA
34	If temporary write-down, description of write-down mechanism	NA	NA	NA
34a	Type of subordination			
		Subordinated Debt (see Subordinated Debt Main Features	Subordinated Debt (see Subordinated Debt Main Features	Subordinated Debt (see Subordinated Debt Main Features
	immediately senior to instrument)	Template)	Template)	Template)
35				
36	Non-compliant transitioned features	No N/A	No N/A	No N/A

* Holders of preferred shares are entitled to receive dividends as and when declared by the Board of Directors of TD, subject to certain restrictions.

¹⁾ The term "convertible" is interpreted to mean convertible into a better form of

loss-absorbing instrument (i.e. common shares).

	Disclosure Template of Main Features	5-Year Rate Reset Preferred Shares, Series 18	5-Year Rate Reset Preferred Shares, Series 22
1	Issuer	The Toronto-Dominion Bank	The Toronto-Dominion Bank
2	Unique identifier (eg CUSIP, ISIN, or Bloomberg identifier for private placement)	891160 62 4	891160 57 4
3	Governing law(s) of the instrument	Canada	Canada
3a	Means by which enforceability requirement of Section 13 of the TLAC Term Sheet is achieved (for other TLAC-eligible instruments governed by foreign law)	NA	NA
	Regulatory treatment		
4	Transitional Basel III rules	Additional Tier 1	Additional Tier 1
5	Post-transitional Basel III rules	Eligible	Eligible
6	Eligible at solo/group/group&solo	Solo and Group	Solo and Group
7	Instrument type (types to be specified by jurisdiction)	Preferred shares	Preferred shares
8	Amount recognised in regulatory capital (Curr in millions, as of most recent reporting date)	\$349	\$350
9	Par value of instrument	\$350MM Shareholders' equity	\$350MM Shareholders' equity
10	Accounting classification	April 30, 2023	January 28, 2019
11	Original date of issuance	April 30, 2023 Perpetual	January 28, 2019 Perpetual
12	Perpetual or dated	NA	NA
13 14	Original maturity date	Yes	Yes
14	Issuer call subject to prior supervisory approval Optional call date, contingent call dates and redemption amount	April 30, 2023 at \$25.00	April 30, 2024 at \$25.00
16	Subsequent call dates, if applicable	On Apr 30 every 5 years thereafter	On Apr 30 every 5 years thereafter
10		at \$25.00	at \$25.00
	Coupons/dividends		
17	Fixed or floating dividend/coupon *	Fixed	Fixed
18	Coupon rate and any related index *	4.70%	5.20%
19	Existence of a dividend stopper	Yes	Yes
20	Fully discretionary, partially discretionary or mandatory	Fully discretionary	Fully discretionary
21	Existence of a step up or other incentive to redeem	No	No
22	Noncumulative or cumulative	Non-cumulative	Non-cumulative
23	Convertible or non-convertible ⁽¹⁾	Convertible	Convertible
24		Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.	Trigger Event (contractual approach): 1) the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or 2) the federal or a provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection or equivalent support from the federal government or any provincial government or political subdivision in Canada or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.
25	If convertible, fully or partially	Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 18 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for	Fully into common shares upon a Trigger Event Upon the occurrence of a Trigger Event, each outstanding Series 22 Share will be converted into a number of common shares equal to (Multiplier x Share Value) / Conversion Price. Refer to prospectus for
26	If convertible, conversion rate	further details	further details
27	If convertible, mandatory or optional conversion	Mandatory	Mandatory
28	If convertible, specify instrument type convertible into	Common Shares	Common Shares
29	If convertible, specify issuer of instrument it converts into	The Toronto-Dominion Bank No	The Toronto-Dominion Bank No
30 31	Write-down feature	NO NA	NO NA
31	If write-down, write-down trigger (s) If write-down, full or partial	NA	NA
32	If write-down, full of partial	NA	NA
34	If temporary write-down, description of write-down mechanism	NA	NA
34a	Type of subordination		
044	Position in subordination hierarchy in liquidation (specify instrument type	Subordinated Debt (see Subordinated Debt Main Features	Subordinated Debt (see Subordinated Debt Main Features
35	immediately senior to instrument)	Template)	Template)
36	Non-compliant transitioned features	No	No
37		N/A	N/A
	* Holders of preferred shares are entitled to receive dividends as and when declared	•	

* Holders of preferred shares are entitled to receive dividends as and when declared by the Board of Directors of TD, subject to certain restrictions.

¹⁾ The term "convertible" is interpreted to mean convertible into a better form of

loss-absorbing instrument (i.e. common shares).

	Disclosure Template of Main Features	5-Year Rate Reset Preferred Shares, Series 24	5-Year Rate Reset Preferred Shares, Series 27	5-Year Rate Reset Preferred Shares, Series 28
1	Issuer	The Toronto-Dominion Bank	The Toronto-Dominion Bank	The Toronto-Dominion Bank
2		891160 54 1	89117F 4G 1	89117GHH3
3	Governing law(s) of the instrument	Canada	Canada	Canada
3a	Means by which enforceability requirement of Section 13 of the TLAC Term Sheet is achieved (for other TLAC-eligible instruments governed by foreign law)	NA	NA	NA
	Regulatory treatment			
4			Additional Tier 1	Additional Tier 1
5			Eligible Solo and Group	Eligible Solo and Group
7			Preferred shares	Preferred shares
8			\$839	\$800
9			\$850MM	\$800MM
10		Shareholders' equity	Shareholders' equity	Shareholders' equity
11	Original date of issuance	1,2	April 4, 2022	July 25, 2022
12			Perpetual	Perpetual
13			NA	NA
14	Issuer call subject to prior supervisory approval	Yes	Yes	Yes
15		July 31, 2024 at \$25.00	October 31, 2027 at \$1,000.00	October 31, 2027 at \$1,000.00
16			During Oct 1 to Oct 31 every 5 years thereafter	During Oct 1 to Oct 31 every 5 years thereafter
		at \$25.00	at \$1,000.00	at \$1,000.00
	Coupons/dividends			
17	Fixed or floating dividend/coupon *		Fixed	Fixed
18	Coupon rate and any related index *		5.75%	7.23%
19	Existence of a dividend stopper	Yes	Yes	Yes
20	Fully discretionary, partially discretionary or mandatory		Fully discretionary	Fully discretionary
21	Existence of a step up of outer moentate to redeem	No	No	No
22		Non-cumulative	Non-cumulative	Non-cumulative
23	Convertible or non-convertible ⁽¹⁾	Convertible	Convertible	Convertible
24	If convertible, conversion trigger (s)		Trigger Event (contractual approach): 1) the Superintendent publicly	Trigger Event (contractual approach): 1) the Superintendent publicly
		announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is	announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is	announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is
		about to cease, to be viable and that, after the conversion of all	about to cease, to be viable and that, after the conversion of all	about to cease, to be viable and that, after the conversion of all
			contingent instruments and taking into account any other factors or	contingent instruments and taking into account any other factors or
		circumstances that are considered relevant or appropriate, it is	circumstances that are considered relevant or appropriate, it is	circumstances that are considered relevant or appropriate, it is
		reasonably likely that the viability of the Bank will be restored or	reasonably likely that the viability of the Bank will be restored or	reasonably likely that the viability of the Bank will be restored or
		maintained; or 2) the federal or a provincial government in Canada	maintained; or 2) the federal or a provincial government in Canada	maintained; or 2) the federal or a provincial government in Canada
		publicly announces that the Bank has accepted or agreed to accept	publicly announces that the Bank has accepted or agreed to accept	publicly announces that the Bank has accepted or agreed to accept
			a capital injection or equivalent support from the federal government	a capital injection or equivalent support from the federal government
		or any provincial government or political subdivision in Canada or	or any provincial government or political subdivision in Canada or	or any provincial government or political subdivision in Canada or
			agent or agency thereof without which the Bank would have been	agent or agency thereof without which the Bank would have been
		determined by the Superintendent to be non-viable.	determined by the Superintendent to be non-viable.	determined by the Superintendent to be non-viable.
25	If convertible, fully or partially	Fully into common shares upon a Trigger Event	Fully into common shares upon a Trigger Event	Fully into common shares upon a Trigger Event
			Upon the occurrence of a Trigger Event, each outstanding Series 27	Upon the occurrence of a Trigger Event, each outstanding Series 28
		Share will be converted into a number of common shares equal to	Share will be converted into a number of common shares equal to	Share will be converted into a number of common shares equal to
		(Multiplier x Share Value) / Conversion Price. Refer to prospectus for	(Multiplier x Share Value) / Conversion Price. Refer to prospectus for	(Multiplier x Share Value) / Conversion Price. Refer to prospectus for
26			further details	further details
27		Mandatory	Mandatory	Mandatory
28	····· - ···,	Common Shares	Common Shares	Common Shares
29	If convertible, specify issuer of instrument it converts into	The Toronto-Dominion Bank	The Toronto-Dominion Bank	The Toronto-Dominion Bank
30			No	No
31			NA	NA
32	, , ,		NA	NA
33			NA	NA
34		NA	NA	NA
34a	Type of subordination Registrer in subordination hierarchy in liquidation (anasify instrument type	Subordinated Debt (see Subordinated Debt Main Features	Subordinated Debt (see Subordinated Debt Main Features	Subordinated Debt (see Subordinated Debt Main Features
25	Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument)	Subordinated Debt (see Subordinated Debt Main Features Template)	Template)	Template)
35 36			No	No
36			N/A	N/A
	II YES, SUCCIVITION COMPILATING COMPILATION	19/7 \$	1975	1973

* Holders of preferred shares are entitled to receive dividends as and when declared by the Board of Directors of TD, subject to certain restrictions.

¹⁾ The term "convertible" is interpreted to mean convertible into a better form of

loss-absorbing instrument (i.e. common shares).

	Disclosure Template of Main Features
1	Issuer
2	Unique identifier (eg CUSIP, ISIN, or Bloomberg identifier for private placement)
3	Governing law(s) of the instrument
	Means by which enforceability requirement of Section 13 of the TLAC Term Sheet is achieved
3a	(for other TLAC-eligible instruments governed by foreign law)
	Regulatory treatment
4	Transitional Basel III rules
5	Post-transitional Basel III rules
6	Eligible at solo/group/group&solo
7	Instrument type (types to be specified by jurisdiction)
8	Amount recognised in regulatory capital (Curr in millions, as of most recent reporting date)
9	Par value of instrument
10	Accounting classification
11	Original date of issuance
12	Perpetual or dated
13	Original maturity date
14	Issuer call subject to prior supervisory approval
15	Optional call date, contingent call dates and redemption amount
16	Subsequent call dates, if applicable
	Coupons/dividends
17	Fixed or floating dividend/coupon *
18	Coupon rate and any related index *
19	Existence of a dividend stopper
20	Fully discretionary, partially discretionary or mandatory
21	Existence of a step up or other incentive to redeem
22	Noncumulative or cumulative
23	Convertible or non-convertible ⁽¹⁾
24	If convertible, conversion trigger (s)
25	16
25	If convertible, fully or partially
26	If convertible, conversion rate
27	If convertible, mandatory or optional conversion
28	If convertible, specify instrument type convertible into
29	If convertible, specify issuer of instrument it converts into
30	Write-down feature
31	If write-down write-down trigger (s)
32	If write-down, full or partial
33	If write-down, permanent or temporary
34	If temporary write-down, description of write-down mechanism
34a	Type of subordination
544	Position in subordination hierarchy in liquidation (specify instrument type
35	immediately senior to instrument)
36	Non-compliant transitioned features
37	If yes, specify non-compliant features
	* Holders of preferred shares are entitled to receive dividends as and when declared
	by the Board of Directors of TD, subject to certain restrictions.
	¹⁾ The term "convertible" is interpreted to mean convertible into a better form of
	' i ne term "convertible" is interpreted to mean convertible into a better form of

¹⁾ The term "convertible" is interpreted to mean convertible into a better form of loss-absorbing instrument (i.e. common shares). Some of TD's outstanding preferred shares are convertible into different series of preferred shares