Highlights from Q2 2016

Key Themes

- Adjusted net income[1,2] of $2.3B, up 5% YoY and adjusted EPS[1,3] of $1.20, up 5% YoY
- Adjusted retail net income[1,4] up 6% YoY; good performance in Wholesale
- Credit quality remains strong overall

Financial Results (see page 2 for details)

Adjusted Retail earnings[1,4]: $2,183MM, up 6% YoY

- CAD Retail: $1,464MM, up 2% YoY *(P&C 1%, Wealth 9%, Insurance -3%)*
- Adjusted U.S. Retail[1,10]: US$537MM, up 7% YoY (C$ up 15% YoY)

Wholesale earnings: $219MM, down 11% YoY

Adjusted Corporate net loss[1,5]: $120MM ($139MM loss in Q2/15)

Revenue, Expense, Credit & Capital

Adjusted revenue[1,6] was up 7% YoY (up 4% YoY excluding FX and acquisitions), reflecting good volume growth in the Retail businesses:

- CAD Retail: Loans 6% YoY – Personal 5%, Business 11%; Deposits 6% – Personal 6%, Business 4%, Wealth 11%
- U.S. Retail (US$): Loans up 11% YoY excluding an acquisition in the strategic cards portfolio – Personal 4%, Business 17%; Deposits 10% - Personal 8%, Business 8%, TD Ameritrade 12%

Adjusted expenses[1,7] increased 7% YoY (up 1% YoY ex FX and acquisitions)

PCL increased 56% YoY:

- Corporate PCL – higher provisions for incurred but not identified credit losses due to an increase in portfolio risk, credit deterioration in exposures impacted by low oil and gas prices and volume growth within the Canadian Retail and Wholesale Banking loan portfolios, and contribution from the acquisition in the strategic cards portfolio
- U.S. Retail PCL – higher provisions for commercial, auto lending, and credit card loans, and the unfavourable impact of foreign currency translation
- Wholesale PCL – reflected specific provisions in the oil and gas sector
- CAD Retail PCL – higher provisions and lower commercial recoveries

PCL declined 9% QoQ

Common Equity Tier 1 ratio 10.1% (9.9% in Q1/16)

Item of Interest

Impairment *Q2 2016 Report to Shareholders, Page 5*

- The Bank recorded $116 million of impairment losses on goodwill, certain intangibles, other non-financial assets and deferred tax assets, as well as other charges relating to the Direct Investing business in Europe, which has been experiencing continued losses

Segment Results

Canadian Retail *Q2 2016 Report to Shareholders, Page 11*

- Net income increased 2% YoY, reflecting loan and deposit volume growth, lower insurance claims, an additional calendar day, wealth asset growth, and higher fee-based revenue, partially offset by the impact of a higher effective tax rate, higher PCL and non-interest expenses, and a credit mark release in the acquired credit card portfolios in the prior year
- Margin on average earning assets was 2.77%, a 3 bps decrease QoQ, reflecting adjustments made to the recognition of commissions paid to auto dealers in the prior quarter, the low interest rate environment, and competitive pricing
- Expenses were up 1% YoY, reflecting business growth, investments in the business, and higher revenue-based variable expenses in the wealth business, partially offset by productivity savings
- Fort McMurray impact not expected to be material *(Q2 2016 Report to Shareholders, Page 29)*

U.S. Retail *Q2 2016 Report to Shareholders, Page 13*

- Adjusted U.S. Retail Bank net income[1,10] in U.S. dollars was up 6% YoY, due to higher loan and deposit volumes, partially offset by higher expenses and PCL. The contribution from TD Ameritrade was up 13% in U.S. dollars, reflecting asset growth and higher trading volumes
- Margin on average earning assets was 3.11%, flat QoQ, reflecting a full quarter benefit of the December 2015 Fed rate increase, offset by lower loan margins and balance sheet mix
- Adjusted expenses[1,8] increased 4% YoY in U.S. dollars, reflecting investments in the business, volume growth, higher compensation and benefits, and an additional day, partially offset by productivity savings

Wholesale *Q2 2016 Report to Shareholders, Page 15*

- Net income decreased 11% YoY, reflecting lower revenue and higher PCL, partially offset by lower non-interest expenses and a lower effective tax rate
- Revenue was down 2% YoY, reflecting lower fixed income trading and equity underwriting fees, partially offset by higher advisory and corporate lending fees
- Expenses were down 1%, reflecting lower operating expenses and variable compensation, partially offset by the unfavourable impact of foreign exchange translation

Corporate *Q2 2016 Report to Shareholders, Page 16*

- Adjusted Corporate net loss[1,5] was $120MM, down from $139MM in Q2/15, due to higher contribution from Other Items[9], partially offset by higher net corporate expenses

Footnotes and Important Disclosures on Page 2

Total Bank and Segment P&L $MM

Adjusted, where applicable[1]

Total Bank Earnings

		Q2/16	Q1/16	Q2/15
Revenue (adjusted)[1,6]	$	8,317	8,564	7,742
Expenses (adjusted)[1,7]		4,556	4,579	4,243
Net Income (adjusted)[1]	**$**	**2,282**	**2,247**	**2,169**
Net Income (reported)		*2,052*	*2,223*	*1,859*

Canadian Retail

		Q2/16	Q1/16	Q2/15
Revenue	$	4,887	5,031	4,778
PCL		262	228	239
Insurance Claims		530	655	564
Expenses		2,095	2,079	2,075
Net Income	**$**	**1,464**	**1,513**	**1,436**

U.S. Retail (in US$MM)

		Q2/16	Q1/16	Q2/15
Revenue	$	1,725	1,747	1,630
PCL		123	160	81
Expenses (adjusted)[1,8]		1,067	1,022	1,023
Net Income, U.S. Retail Bank (adjusted)[1]	**$**	**459**	**470**	**433**
Net Income, U.S. Retail Bank (reported)		*459*	*470*	*407*
Equity Income, TD AMTD	**$**	**78**	**82**	**69**
Total Net Income (adjusted)[1]	**$**	**537**	**552**	**502**
Total Net Income (reported)		*537*	*552*	*476*
Total Net Income (adjusted)[1]	**C$**	**719**	**751**	**626**
Total Net Income (reported)	*C$*	*719*	*751*	*594*

Wholesale

		Q2/16	Q1/16	Q2/15
Revenue	$	766	664	784
PCL		50	12	-
Expenses		441	429	447
Net Income	**$**	**219**	**161**	**246**

Corporate

		Q2/16	Q1/16	Q2/15
Net Corporate Expenses	$	(196)	(203)	(177)
Other		48	(4)	10
Non-Controlling Interests		28	29	28
Net Income (Loss) (adjusted)[1]	**$**	**(120)**	**(178)**	**(139)**
Net Income (Loss) (reported)		*(350)*	*(202)*	*(417)*

Caution Regarding Forward-Looking Statements

From time to time, the Bank (as defined in this document) makes written and/or oral forward-looking statements, including in this document, in other filings with Canadian regulators or the United States (U.S.) Securities and Exchange Commission (SEC), and in other communications. In addition, representatives of the Bank may make forward-looking statements orally to analysts, investors, the media and others. All such statements are made pursuant to the "safe harbour" provisions of, and are intended to be forward-looking statements under, applicable Canadian and U.S. securities legislation, including the U.S. *Private Securities Litigation Reform Act* of 1995. Forward-looking statements include, but are not limited to, statements made in this document, the Management's Discussion and Analysis ("2015 MD&A") in the Bank's 2015 Annual Report under the heading "Economic Summary and Outlook", for each business segment under headings "Business Outlook and Focus for 2016", and in other statements regarding the Bank's objectives and priorities for 2016 and beyond and strategies to achieve them, the regulatory environment in which the Bank operates, and the Bank's anticipated financial performance. Forward-looking statements are typically identified by words such as "will", "should", "believe", "expect", "anticipate", "intend", "estimate", "plan", "may", and "could". By their very nature, these forward-looking statements require the Bank to make assumptions and are subject to inherent risks and uncertainties, general and specific. Especially in light of the uncertainty related to the physical, financial, economic, political, and regulatory environments, such risks and uncertainties – many of which are beyond the Bank's control and the effects of which can be difficult to predict – may cause actual results to differ materially from the expectations expressed in the forward-looking statements. Risk factors that could cause, individually or in the aggregate, such differences include: credit, market (including equity, commodity, foreign exchange, and interest rate), liquidity, operational (including technology and infrastructure), reputational, insurance, strategic, regulatory, legal, environmental, capital adequacy, and other risks. Examples of such risk factors include the general business and economic conditions in the regions in which the Bank operates; the ability of the Bank to execute on key priorities, including the successful completion of acquisitions, business retention, and strategic plans and to attract, develop and retain key executives; disruptions in or attacks (including cyber-attacks) on the Bank's information technology, internet, network access or other voice or data communications systems or services; the evolution of various types of fraud or other criminal behaviour to which the Bank is exposed; the failure of third parties to comply with their obligations to the Bank or its affiliates, including relating to the care and control of information; the impact of new and changes to, or application of, current laws and regulations, including without limitation tax laws, risk-based capital guidelines and liquidity regulatory guidance; the overall difficult litigation environment, including in the U.S.; increased competition, including through internet and mobile banking and non-traditional competitors; changes to the Bank's credit ratings; changes in currency and interest rates (including the possibility of negative interest rates); increased funding costs and market volatility due to market illiquidity and competition for funding; critical accounting estimates and changes to accounting standards, policies, and methods used by the Bank; existing and potential international debt crises; and the occurrence of natural and unnatural catastrophic events and claims resulting from such events. The Bank cautions that the preceding list is not exhaustive of all possible risk factors and other factors could also adversely affect the Bank's results. For more detailed information, please refer to the "Risk Factors and Management" section of the 2015 MD&A, as may be updated in subsequently filed quarterly reports to shareholders and news releases (as applicable) related to any transactions or events discussed under the heading "Significant Events" in the relevant MD&A, which applicable releases may be found on www.td.com. All such factors should be considered carefully, as well as other uncertainties and potential events, and the inherent uncertainty of forward-looking statements, when making decisions with respect to the Bank and the Bank cautions readers not to place undue reliance on the Bank's forward-looking statements. Material economic assumptions underlying the forward-looking statements contained in this document are set out in the 2015 MD&A under the headings "Economic Summary and Outlook", and for each business segment, "Business Outlook and Focus for 2016", each as may be updated in subsequently filed quarterly reports to shareholders. Any forward-looking statements contained in this document represent the views of management only as of the date hereof and are presented for the purpose of assisting the Bank's shareholders and analysts in understanding the Bank's financial position, objectives and priorities and anticipated financial performance as at and for the periods ended on the dates presented, and may not be appropriate for other purposes. The Bank does not undertake to update any forward-looking statements, whether written or oral, that may be made from time to time by or on its behalf, except as required under applicable securities legislation.

Footnotes and Important Disclosures

[1] The Bank prepares its consolidated financial statements in accordance with International Financial Reporting Standards (IFRS), the current generally accepted accounting principles (GAAP), and refers to results prepared in accordance with IFRS as "reported" results. The Bank also utilizes non-GAAP financial measures referred to as "adjusted" results (i.e. reported results excluding "items of note", net of income taxes) to assess each of its businesses and to measure the Bank's overall performance. Adjusted net income, adjusted earnings per share (EPS) and related terms used in this presentation are not defined terms under GAAP and, therefore, may not be comparable to similar terms used by other issuers. See "How the Bank Reports" in the Bank's Second Quarter 2016 Earnings News Release and Management Discussion & Analysis (td.com/investor) for further explanation, reported basis results, a list of the items of note, and a reconciliation of non-GAAP measures. [2] Reported net income for Q2 2016 was $2,052MM, up 10% YoY. [3] Reported EPS for Q2 2016 was $1.07, up 10% YoY. [4] "Retail" comprises Canadian Retail and U.S. Retail segments as reported in the Bank's Second Quarter 2016 Earnings News Release and Management Discussion & Analysis. Reported Retail net income for Q2 2016 was $2,183MM, up 8% YoY. [5] Reported Corporate net losses for Q2 2016 and Q2 2015 were $350MM and $417MM, respectively. [6] Reported Revenue for Q2 2016 was $8,259MM, up 6% YoY. Reported Revenue for Q1 2016 and Q2 2015 were $8,610MM and $7,759MM, respectively. [7] Reported Expenses for Q2 2016 were $4,736MM, up 1% YoY. Reported Expenses for Q1 2016 and Q2 2015 were $4,653MM and $4,705MM, respectively. [8] Reported U.S. Retail Expenses for Q2 2016 were US$1,067MM, flat YoY. Reported U.S. Retail Expenses for Q1 2016 and Q2 2015 were US$1,022MM and US$1,065MM, respectively. [9] Other Items included positive tax items recognized in the current quarter and higher revenue from treasury and balance sheet management activities, partially offset by higher provisions for incurred but not identified credit losses due to an increase in portfolio risk, credit deterioration in exposures impacted by low oil and gas prices, and volume growth within the Canadian Retail and Wholesale Banking loan portfolios. [10] Reported U.S. Retail net income for Q2 2016 was US$537MM, up 13% YoY. Reported U.S. Retail Bank net income in U.S. dollars was up 13% YoY.