

TD Asset Management

TD Canadian Equity Class

532740
(01/25)

**TD Mutual Funds Corporate Class Funds
Interim Financial Report**

for the period ended November 30, 2024



Management's Responsibility for Financial Reporting

The accompanying unaudited interim financial report has been prepared by TD Asset Management Inc. ("TDAM") as manager of the TD Mutual Funds Corporate Class Funds (collectively, the "Funds", and individually, the "Fund") and approved by the board of directors (the "Board") of TD Mutual Funds Corporate Class Ltd. (the "Corporation"). The manager is responsible for the integrity, objectivity and reliability of the data presented. This responsibility includes selecting appropriate accounting principles and making judgments and estimates consistent with *International Financial Reporting Standards as issued by the International Accounting Standards Board* ("IFRS"), including International Accounting Standard ("IAS") 34, "*Interim Financial Reporting*". The manager is also responsible for the development of internal controls over the financial reporting process, which are designed to provide reasonable assurance that relevant and reliable financial information is produced, and the safeguarding of all assets of the Funds.

The Board is responsible for reviewing and approving the financial statements and overseeing management's performance of its financial reporting responsibilities. The audit committee of the Board reviews the financial statements before they are presented to the Board for approval. In carrying out its purpose, the audit committee may meet with the manager to consider any information or concern relating to a Fund's financial statements, accounting and financial reporting policies, procedures and internal control over financial reporting.

On behalf of TD Mutual Funds Corporate Class Ltd.



Bruce Cooper
Director and
Chief Executive Officer
January 14, 2025



Len Kroes
Director and
Chief Financial Officer
January 14, 2025

TD Canadian Equity Class

Statements of Financial Position (in 000s except per share amounts) as at November 30, 2024 and May 31, 2024 (Unaudited)

	Nov 30, 2024	May 31, 2024
Assets		
Current Assets		
Investments	\$ 5,140	\$ 4,591
Cash	5	5
Subscriptions Receivable	0	3
Receivable for Investments Sold	0	0
	5,145	4,599
Liabilities		
Current Liabilities		
Accrued Liabilities	1	0
Redemptions Payable	0	0
Distributions Payable	0	15
Payable for Investments Purchased	0	0
Income Tax Payable (Note 7)	0	0
	1	15
Net Assets Attributable to Holders of Redeemable Shares	\$ 5,144	\$ 4,584
Net Assets Attributable to Holders of Redeemable Shares – Per Series (Note 5)		
Investor Series	\$ 643	\$ 802
Advisor Series	\$ 1,376	\$ 1,233
F-Series	\$ 3,125	\$ 2,549
	\$ 5,144	\$ 4,584
Net Assets Attributable to Holders of Redeemable Shares – Per Series Share		
Investor Series	\$ 20.51	\$ 18.22
Advisor Series	\$ 20.85	\$ 18.52
F-Series	\$ 23.13	\$ 20.42

Statements of Comprehensive Income (in 000s except per share amounts) for the periods ended November 30, 2024 and 2023 (Unaudited)

	2024	2023
Income		
Net Gain (Loss) on Investments and Derivatives		
Interest for Distribution Purposes	\$ 0	\$ 0
Distributions from Underlying Funds	0	0
Net Realized Gain (Loss)	103	116
Net Change in Unrealized Appreciation (Depreciation)	545	240
Net Gain (Loss) on Investments and Derivatives	648	356
Total Income (Loss)	648	356
Expenses (Note 6)		
Management Fees	35	41
Directors' Fees	2	2
Administration Fees	1	2
Independent Review Committee Fees	1	1
Total Expenses before Waivers	39	46
Less: Waived Expenses	(3)	(2)
Total Net Expenses	36	44
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Shares before Tax	612	312
Tax Reclaims (Withholding Taxes) (Income Taxes) (Note 7)	0	0
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Shares	\$ 612	\$ 312
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Shares – Per Series		
Investor Series	\$ 73	\$ 55
Advisor Series	\$ 155	\$ 71
F-Series	\$ 384	\$ 186
	\$ 612	\$ 312
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Shares – Per Series Share		
Investor Series	\$ 2.08	\$ 0.89
Advisor Series	\$ 2.33	\$ 0.85
F-Series	\$ 2.79	\$ 1.06

The accompanying notes are an integral part of the interim financial report.

TD Canadian Equity Class

Statements of Changes in Net Assets Attributable to Holders of Redeemable Shares (in 000s) for the periods ended November 30, 2024 and 2023 (Unaudited)

	Investor Series		Advisor Series	
	2024	2023	2024	2023
Net Assets Attributable to Holders of Redeemable Shares at Beginning of the Period	\$ 802	\$ 1,059	\$ 1,233	\$ 1,353
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Shares	73	55	155	71
Distributions to Holders of Redeemable Shares				
From Net Investment Income	0	0	0	0
From Net Realized Gains	0	0	0	0
	0	0	0	0
Redeemable Share Transactions				
Proceeds from Redeemable Shares Issued	0	37	55	100
Reinvestments of Distributions	0	0	0	0
Redemption of Redeemable Shares	(232)	(119)	(67)	(91)
Net Increase (Decrease) from Redeemable Share Transactions	(232)	(82)	(12)	9
Net Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Shares	(159)	(27)	143	80
Net Assets Attributable to Holders of Redeemable Shares at End of the Period	\$ 643	\$ 1,032	\$ 1,376	\$ 1,433
Redeemable Share Transactions				
Redeemable Shares Outstanding, Beginning of the Period	44	66	67	84
Redeemable Shares Issued	0	2	3	6
Redeemable Shares Issued on Reinvestments	0	0	0	0
Redeemable Shares Redeemed	(13)	(6)	(4)	(6)
Redeemable Shares Outstanding, End of the Period	31	62	66	84
Weighted Average Shares Outstanding	35	62	67	85

	F-Series		TOTAL	
	2024	2023	2024	2023
Net Assets Attributable to Holders of Redeemable Shares at Beginning of the Period	\$ 2,549	\$ 3,343	\$ 4,584	\$ 5,755
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Shares	384	186	612	312
Distributions to Holders of Redeemable Shares				
From Net Investment Income	0	0	0	0
From Net Realized Gains	0	0	0	0
	0	0	0	0
Redeemable Share Transactions				
Proceeds from Redeemable Shares Issued	456	158	511	295
Reinvestments of Distributions	0	0	0	0
Redemption of Redeemable Shares	(264)	(520)	(563)	(730)
Net Increase (Decrease) from Redeemable Share Transactions	192	(362)	(52)	(435)
Net Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Shares	576	(176)	560	(123)
Net Assets Attributable to Holders of Redeemable Shares at End of the Period	\$ 3,125	\$ 3,167	\$ 5,144	\$ 5,632
Redeemable Share Transactions				
Redeemable Shares Outstanding, Beginning of the Period	125	187		
Redeemable Shares Issued	23	9		
Redeemable Shares Issued on Reinvestments	0	0		
Redeemable Shares Redeemed	(13)	(29)		
Redeemable Shares Outstanding, End of the Period	135	167		
Weighted Average Shares Outstanding	137	175		

The accompanying notes are an integral part of the interim financial report.

TD Canadian Equity Class

Statements of Cash Flows (in 000s)

for the periods ended November 30, 2024 and 2023 (Unaudited)

	2024	2023
Cash Flows from (used in) Operating Activities		
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Shares	\$ 612	\$ 312
Adjustment For:		
Net Realized (Gain) Loss	(103)	(116)
Net Change in Unrealized (Appreciation) Depreciation	(545)	(240)
Purchase of Investments and Derivatives	(329)	(189)
Distributions In-Kind from Underlying Funds	0	0
Proceeds from Sale, Paydown and Maturity of Investments and Derivatives	428	687
Increase (Decrease) in Accrued Liabilities	1	0
Increase (Decrease) in Income Tax Payable	0	0
Net Cash from (used in) Operating Activities	64	454
Cash Flows from (used in) Financing Activities		
Distributions Paid to Holders of Redeemable Shares, Net of Reinvested Distributions	(15)	(14)
Proceeds from Issuance of Redeemable Shares	365	270
Amounts Paid on Redemption of Redeemable Shares	(414)	(705)
Net Cash from (used in) Financing Activities	(64)	(449)
Net Increase (Decrease) in Cash	0	5
Cash (Bank Overdraft) at Beginning of the Period	5	2
Cash (Bank Overdraft) at End of the Period	\$ 5	\$ 7
Interest for Distribution Purposes Received*, Net of Withholding Taxes	\$ 0	\$ 0

* Included as part of Cash Flows from (used in) Operating Activities.

The accompanying notes are an integral part of the interim financial report.

TD Canadian Equity Class

Schedule of Investment Portfolio (in 000s except number of Units)
as at November 30, 2024 (Unaudited)

No. of Units	Description	Cost	Fair Value
Canadian Equity Funds – 99.9%			
203,713	TD Canadian Equity Fund, O-Series [†]	\$ 3,575	\$ 5,140
TOTAL INVESTMENT			
PORTFOLIO – 99.9%		\$ 3,575	\$ 5,140
TOTAL PORTFOLIO			
		\$	5,140

Note: Percentages shown relate investments at fair value to Net Assets as at the period end.

[†] TD Asset Management Inc. is also the manager of the underlying funds.

TD Canadian Equity Class

Fund-Specific Notes to the Interim Financial Report (Unaudited)

The Fund

(I) The Fund was inception on July 19, 2010 and its operations commenced on September 7, 2010.

(II) The presentation and functional currency of the Fund is the Canadian dollar.

(III) The investment objective of the Fund is to seek to achieve long-term capital appreciation by investing primarily in, or gaining exposure to, high-quality equity securities issued principally by Canadian corporations judged to offer high growth potential. In seeking to achieve this objective, the Fund may: invest in units of an underlying fund, TD Canadian Equity Fund, invest directly in high-quality Canadian equities, and/or through the use of derivatives, gain exposure to such equities.

(IV) As at November 30, 2024, the Fund's related party investment holdings as a percentage of its net assets was 99.9% (May 31, 2024: 100.2%).

Management Fees and Administration Fees (%) (Note 6)

for the periods ended November 30, 2024 and 2023 (exclusive of GST and HST)

Series	Annual Rate	
	Management Fees*	Administration Fees
Investor Series	1.85	0.12
Advisor Series	1.85	0.12
F-Series	0.90	N/A

* Includes management fees paid by the Fund and the proportionate management fees, if any, of the Underlying Funds managed by TDAM held by the Fund. However, no management fees are payable by the Fund that, to a reasonable person, would duplicate a fee payable by the Underlying Funds for the same services.

Brokerage Commissions and Soft Dollars (in 000s) (Notes 3 and 6)

for the periods ended November 30, 2024 and 2023

Not significant or applicable to the Fund.

Securities Lent (Note 3)

(I) SECURITIES LENDING INCOME

for the periods ended November 30, 2024 and 2023

Not significant or applicable to the Fund.

(II) SECURITIES LENT AND COLLATERAL HELD (in 000s)

as at November 30, 2024 and May 31, 2024

Not significant or applicable to the Fund.

Financial Risk Management (Notes 3, 4 and 8)

as at November 30, 2024 and May 31, 2024

(I) INTEREST RATE RISK

Not significant to the Fund.

(II) CURRENCY RISK

Not significant to the Fund after hedging activities.

(III) OTHER PRICE RISK

The table below summarizes the impact of other price risk to the Fund. As at November 30, 2024 and May 31, 2024, had the benchmark of the Fund increased or decreased by 5 percent, with all other variables held constant, the net assets of the Fund would have increased or decreased by approximately:

Benchmark	Nov 30, 2024	May 31, 2024
	Weight (%)	
S&P/TSX Composite Total Return Index	100.00	100.00
Impact on Net Assets (in 000s)	\$ 226	\$ 207
Impact on Net Assets (%)	4.4	4.5

In practice, the actual trading results may differ from the above estimated amounts and the differences could be material.

(IV) CREDIT RISK

Not significant to the Fund.

(V) FINANCIAL INSTRUMENTS BY THE LEVEL IN THE FAIR VALUE HIERARCHY

(in 000s)

The tables below illustrate the classification of the Fund's financial instruments within the fair value hierarchy as at November 30, 2024 and May 31, 2024.

	Level 1	Level 2	Level 3	Total
Nov 30, 2024				
Underlying Funds	\$ 5,140	\$ 0	\$ 0	\$ 5,140

During the period, transfers between Level 1 and Level 2 were not significant.

	Level 1	Level 2	Level 3	Total
May 31, 2024				
Underlying Funds	\$ 4,591	\$ 0	\$ 0	\$ 4,591

During the period, transfers between Level 1 and Level 2 were not significant.

(VI) RECONCILIATION OF LEVEL 3 FAIR VALUE MEASUREMENTS (in 000s)

Not significant or applicable to the Fund.

Investment Portfolio Concentration (%) (Note 8)

As at November 30, 2024 and May 31, 2024, the Fund's investment portfolio concentration can be summarized as follows:

	Nov 30, 2024	May 31, 2024
Canadian Equity Funds	99.9	100.2
Cash (Bank Overdraft)	0.1	0.1
Other Net Assets (Liabilities)	0.0	(0.3)
	100.0	100.0

UNDERLYING FUND ALLOCATION (%)

The following tables summarize the investment mix of the Underlying Fund as a percentage of the Underlying Fund's net assets as at November 30, 2024 and May 31, 2024:

	Nov 30, 2024
Financials	34.6
Energy	17.9
Industrials	12.4
Information Technology	9.1
Materials	8.2
Consumer Discretionary	4.8
Consumer Staples	4.4
Communication Services	3.7
Utilities	1.9
Cash (Bank Overdraft)	1.2
Health Care	1.0
Real Estate	0.7
Foreign Exchange Forward Contracts	(0.1)
Other Net Assets (Liabilities)	0.2
	100.0
	May 31, 2024
Financials	32.9
Energy	18.5
Industrials	12.5
Materials	7.8
Information Technology	7.1
Communication Services	5.9
Consumer Staples	5.4
Consumer Discretionary	4.9
Utilities	2.0
Health Care	1.1
Real Estate	0.9
Cash (Bank Overdraft)	0.8
Foreign Exchange Forward Contracts	0.0
Other Net Assets (Liabilities)	0.2
	100.0

Interest in Unconsolidated Structured Entities (Note 3)

The table below illustrates the Fund's investment details in the Underlying Funds as at November 30, 2024 and May 31, 2024.

Underlying Funds	Fair Value of Fund's Investment (in 000s)	Ownership Interest of Underlying Fund (%)
Nov 30, 2024		
TD Canadian Equity Fund	\$ 5,140	0.1
May 31, 2024		
TD Canadian Equity Fund	\$ 4,591	0.1

Offsetting of Financial Assets and Liabilities (in 000s) (Note 3)

as at November 30, 2024 and May 31, 2024

Not significant or applicable to the Fund.

1. The Funds

Each of the TD Mutual Funds Corporate Class Funds (collectively, the "Funds" and individually, the "Fund") was established as a class of shares of TD Mutual Funds Corporate Class Ltd. (the "Corporation"). The Corporation is a multi-class open-ended mutual fund corporation formed by Articles of Incorporation under the laws of Canada on June 4, 2010, as amended from time to time (the "Articles of Incorporation").

The Corporation is authorized to issue a class of special voting shares and 1,000 classes of mutual fund shares, each issuable in series and consisting of an unlimited number of shares, of which 16 classes are outstanding as at November 30, 2024. Each class shall be referable to specific assets of the Corporation. These financial statements present the financial information of each of the Funds individually. If the Corporation cannot satisfy its obligations related to an individual Fund, it may be required to satisfy them using assets attributable to other classes. TD Asset Management Inc. ("TDAM") is the manager and portfolio adviser of the Funds. TDAM believes that the risk of such cross-class liability is remote.

TDAM, TD Waterhouse Canada Inc. ("TDWCI") and Epoch Investment Partners, Inc. are wholly-owned subsidiaries of The Toronto-Dominion Bank. The registered address of the Funds is P.O. Box 100, 66 Wellington Street West, TD Bank Tower, Toronto-Dominion Centre, Toronto, Ontario, M5K 1G8.

Shares of the Funds are distributed through brokers and dealers, including TDWCI.

The financial year-end for the Funds is May 31. The Statements of Financial Position are presented as at November 30 and May 31, 2024, as applicable. The Statements of Comprehensive Income, Statements of Changes in Net Assets Attributable to Holders of Redeemable Shares and Statements of Cash Flows are presented for the six-month periods ended November 30, 2024 and 2023, as applicable. Where a Fund or series of a Fund was established during either period, the information for that Fund or series is provided from the inception date, as disclosed in the Fund-Specific Notes to the Interim Financial Report ("Fund-Specific Notes"), to the applicable period end date and a comparative statement has only been presented for any period for which that Fund was in existence as at the reporting date.

These financial statements were authorized for issue by TDAM on January 14, 2025.

2. Basis of Presentation

These financial statements have been prepared in accordance with *International Financial Reporting Standards as issued by the International Accounting Standards Board* ("IFRS"), applicable to the preparation of interim financial reports, including International Accounting Standards ("IAS") 34, *Interim Financial Reporting*. These financial statements have been prepared on a going concern basis using the historical cost convention, as modified by the revaluation of financial assets and financial liabilities (including derivative financial instruments) at fair value through profit or loss ("FVTPL").

3. Summary of Material Accounting Policy Information

Financial Instruments

Financial instruments include financial assets and financial liabilities, such as investments, derivatives, cash, and other receivables and payables. Derivatives that are reflected in the Statements of Financial Position as Derivative Assets (Liabilities) include rights, warrants, forwards, options, futures and swap contracts, where applicable, and are financial contracts between two or more parties, and whose value is derived from the performance of an underlying asset or group of assets. Underlying assets include stocks, bonds, currencies, commodities, interest rates and market indices. The Funds classify and measure financial instruments in accordance with IFRS 9 *Financial Instruments*. Upon initial recognition, financial instruments are measured at FVTPL. All financial assets and liabilities are recognized in the Statements of Financial Position when a Fund becomes a party to the contractual requirements of the instrument. Financial instruments are derecognized when the right to receive cash flows from the instrument has expired or a Fund has transferred substantially all risks and rewards of ownership. As such, investment purchase and sale transactions are recorded as of the trade date.

The Funds' financial assets and financial liabilities, other than receivables and payables, are subsequently measured at FVTPL with changes in fair value recognized in the Statements of Comprehensive Income. Other receivables and payables are subsequently measured at amortized cost.

The Funds have determined that they meet the definition of an 'investment entity' within IFRS 10, *Consolidated Financial Statements* and as a result, the Funds measure subsidiaries, if any, at FVTPL. An investment entity is an entity that: obtains funds from one or more investors for the purpose of providing them with investment management services; commits to its investors that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both; and measures and evaluates the performance of substantially all of its investments on a fair value basis. The Funds' investments may also include associates and joint ventures which are measured at FVTPL.

The Funds' outstanding redeemable shares' entitlements include a contractual obligation to distribute any net income and net realized capital gains annually in cash (at the request of the shareholder) and therefore, the ongoing redemption feature is not the Funds' only contractual obligation. Consequently, the Funds' Net Assets Attributable to Holders of Redeemable Shares are classified as financial liabilities in accordance with the requirements of IAS 32, *Financial Instruments: Presentation*. The Funds' obligations for Net Assets Attributable to Holders of Redeemable Shares are presented at the redemption amount.

The accounting policies for measuring the fair value of the Funds' investments and derivatives are substantially similar to those used in measuring the Funds' net asset value ("NAV") for transactions with shareholders. The NAV is the value of the total assets of a fund less the value of its total liabilities determined, on each valuation date, in accordance with Part 14 of National Instrument 81-106, "*Investment Fund Continuous Disclosure*", for the purpose of processing shareholder transactions. Net Assets Attributable to Holders of Redeemable Shares, also referred to as Net Assets, refers to net assets calculated in accordance with IFRS. As at all dates presented, there were no differences between the Funds' NAV per series share and Net Assets per series share.

Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value of financial assets and liabilities traded in active markets (such as publicly traded derivatives and marketable securities) is based on quoted market prices at the close of trading on the reporting date. The Funds use the last traded market price for both financial assets and financial liabilities where the last traded price falls within that day's bid-ask spread. In circumstances where the last traded price is not within the bid-ask spread, TDAM determines the point within the bid-ask spread that is most representative of fair value based on the specific facts and circumstances.

The fair value of financial assets and liabilities not traded in an active market, including over-the-counter derivatives, is determined using valuation techniques. The Funds use a variety of methods and make assumptions that are based on market conditions existing at each reporting date. Valuation techniques include the use of comparable recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis, option pricing models and other techniques commonly used by market participants and which attempt to make the maximum use of observable inputs.

The valuation methodology for specific types of investments held by the Funds is summarized below.

- (a) Investments in underlying mutual funds, TDAM managed exchange-traded funds and other underlying funds are generally valued at the NAV per series unit of the investment funds as reported by the investment funds' managers.
- (b) The exchange-traded funds ("ETFs") that are not managed by TDAM are valued based on quoted market prices at the close of trading on the reporting date.
- (c) The Funds may use foreign exchange forward contracts to hedge against or profit from fluctuations in foreign exchange rates. These contracts are valued on each valuation day based on the difference between the contract rates and the current forward rates at the measurement date applied to the contracts' notional amount. The net change in unrealized appreciation or depreciation and the net realized gain or loss from closing out contracts are reflected in the Statements of Comprehensive Income as part of Net Gain (Loss) on Investments and Derivatives.

Fair Value Hierarchy

The Funds classify their investments into fair value measurements within a hierarchy that prioritizes the inputs to fair value measurement. The fair value hierarchy has the following three levels:

- Level 1 Quoted (unadjusted) prices in active markets for identical assets or liabilities;
- Level 2 Inputs other than quoted prices that are observable for the asset or liability either directly (that is, as prices) or indirectly (that is, derived from prices); and
- Level 3 Inputs that are not based on observable market data (that is, unobservable inputs).

All fair value measurements are recurring. The carrying values of Cash, Subscriptions Receivable, Interest and Dividends Receivables, Receivable for Investments Sold, Bank Overdraft, Accrued Liabilities, Redemptions Payable, Distributions Payable, Payable for Investments Purchased and the redemption value of Funds' obligations for Net Assets Attributable to Holders of Redeemable Shares approximate their fair values due to their short-term nature.

Fair values are classified as Level 1 when the related security or derivative is actively traded and a quoted price is available. If an instrument classified as Level 1 subsequently ceases to be actively traded, it is transferred out of Level 1. In such cases, instruments are reclassified into Level 2, unless the measurement of their fair value requires the use of significant unobservable inputs, in which case they are classified as Level 3. The Funds' policy is to recognize transfers into and out of the fair value hierarchy levels at the end of the reporting period.

The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3).

The classification within the hierarchy is based on the lowest level input that is significant to the fair value measurement. For this purpose, the significance of an input is assessed against the fair value measurement in its entirety. If a fair value measurement uses observable inputs that require significant adjustment based on unobservable inputs, that measurement is a Level 3 measurement. Assessing the significance of a particular input to the fair value measurement in its entirety requires judgment, considering factors specific to the asset or liability.

The determination of what constitutes 'observable' requires significant judgment. Observable data is considered to be that market data that is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market.

The classification of the Funds' financial instruments within the fair value hierarchy as at November 30 and May 31, 2024, and any transfers between levels during the reporting periods as a result of changes in the lowest level input that is significant to the fair value measurement are disclosed in the Fund-Specific Notes, where applicable.

Interest in Unconsolidated Structured Entities

A structured entity is an entity that has been designed so that voting or similar rights are not the dominant factor in deciding who controls the entity, such as when any voting rights relate to administrative tasks only and the relevant activities are directed by means of contractual arrangements. TDAM has determined that all of the underlying investment funds ("Underlying Funds") in which the Funds invest are unconsolidated structured entities. Underlying Funds include mutual funds, ETFs and other funds that meet the definition of an investment entity within IFRS 10. In making this determination, TDAM evaluated the fact that decision making about the Underlying Funds' activities is generally not governed by voting or similar rights held by the Funds and other investors in any Underlying Funds.

The Funds may invest in Underlying Funds whose investment objectives range from seeking to achieve short- to long-term income and/or capital growth potential. The Funds' interests in these securities as at November 30 and May 31, 2024 are included at their fair value in the Statements of Financial Position, which represent the Funds' exposure in these Underlying Funds. The Funds do not provide and have not committed to provide any additional significant financial or other support to the Underlying Funds. The change in fair value of each of the Underlying Funds during the reporting periods is included in Net Change in Unrealized Appreciation (Depreciation) in the Statements of Comprehensive Income as part of Net Gain (Loss) on Investments and Derivatives. Additional information on the Funds' interest in Underlying Funds, where applicable, is provided in the Schedule of Investment Portfolio and Fund-Specific Notes.

Translation of Foreign Currencies

A Fund's functional currency, as disclosed in the Fund-Specific Notes, represents the currency that TDAM views to most faithfully represent the economic effects of the Fund's underlying transactions, events and conditions taking into consideration how shares are issued or redeemed and how returns are measured. Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates that transactions occur. Assets and liabilities denominated in a foreign currency are translated into the functional currency using the exchange rate prevailing at the measurement date.

Realized foreign exchange gains and losses on the sale of investments and derivatives are included in Net Realized Gain (Loss). Unrealized foreign exchange gains and losses on investments and derivatives are included in Net Change in Unrealized Appreciation (Depreciation). Realized and unrealized foreign exchange gains and losses relating to income, cash, other assets and liabilities are presented as Foreign Exchange Gain (Loss) on Cash and Other Net Assets in the Statements of Comprehensive Income.

Offsetting of Financial Assets and Liabilities

Financial assets and liabilities are offset and the net amount reported in the Statements of Financial Position where the Funds have a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. In the normal course of business, the Funds may enter into various master netting agreements or other similar arrangements that do not meet the criteria for offsetting in the Statements of Financial Position but still allow for the related amounts to be set-off in certain circumstances, such as bankruptcy or the termination of the contracts. Offsetting information, where applicable, is presented in the Fund-Specific Notes.

Cash/Bank Overdraft

Cash is comprised of deposits with financial institutions. Bank overdrafts are included under Current Liabilities in the Statements of Financial Position.

Receivable for Investments Sold/Payable for Investments Purchased

Receivable for Investments Sold and Payable for Investments Purchased represent trades that have been contracted for but not yet settled or delivered on the Statements of Financial Position dates.

Valuation of Series Shares

TDAM generally calculates the NAV for each series of the Funds as at 4 p.m. Eastern Time on each day that the Toronto Stock Exchange is open for trading. However, in some unforeseen circumstances, the series NAV per share may be calculated at another time.

The NAV is calculated, for processing subscription, switch, conversion or redemption orders, for each series of shares of the Funds by taking the series' proportionate share of the individual Fund's common assets less the aggregate of (a) the series' proportionate share of its common liabilities of the Corporation; and (b) the series' proportionate share of its respective Fund's common liabilities, and deducting from this amount all liabilities that relate solely to that specific series.

The Net Assets Attributable to Holders of Redeemable Shares – Per Series Share is determined by dividing the Net Assets Attributable to Holders of Redeemable Shares of each series of the Funds by the total number of shares outstanding for that series as at the reporting date.

Income Recognition

Interest for Distribution Purposes as shown in the Statements of Comprehensive Income includes interest income from cash.

Distributions from ETFs is recognized on ex-dividend dates and distributions from Underlying Funds other than ETFs are recognized on ex-distribution dates. Distributions received from ETFs are periodically allocated to interest income, dividend income, capital gains and return of capital based on the nature of the underlying components. The allocations are calculated based on the best information available and actual allocations could be different.

The Funds may engage in securities lending pursuant to the terms of an agreement which includes restrictions as set out in Canadian securities legislation. The income earned from securities lending, where applicable, is included in the Statements of Comprehensive Income as it is received. The fair value of the securities loaned and fair value of the collateral held are determined daily. The details of securities lending income, aggregate values of securities on loan and related collateral held are provided in the Fund-Specific Notes, where applicable.

Investment Transactions and Transaction Costs

For the purposes of calculating realized and unrealized gains and losses from investment transactions, the cost of each investment security is determined on an average cost basis, excluding transaction costs.

Transaction costs, such as brokerage commissions, incurred by the Funds in the purchase and sale of investments at fair value are recognized in the Statements of Comprehensive Income in the period incurred. No transaction costs are incurred when the Funds invest in Underlying Funds other than ETFs; however, the Underlying Funds' investments may be subject to transaction costs.

Allocation of Income and Expenses, Realized and Unrealized Gains (Losses)

Expenses (excluding interest charges and portfolio transaction costs) are accrued daily, separately for each series. Interest charges and portfolio transaction costs along with income, gains and losses, are allocated to each series based on their respective Net Assets Attributable to Holders of Redeemable Shares of the Fund.

Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Shares – Per Series Share

The Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Shares – Per Series Share is calculated by dividing the Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Shares of each series by the weighted average shares outstanding of that series for the reporting period, except when a series was established during the reporting period, in which case the Weighted Average Shares Outstanding is calculated from the date of commencement of operation of that series.

4. Critical Accounting Estimates and Judgments

The preparation of financial statements requires management to use judgment in applying its accounting policies and to make estimates and assumptions about the future. The following discusses the most significant accounting judgments and estimates that the Funds have made in preparing the financial statements:

Fair Value Measurement of Derivatives and Securities Not Quoted in an Active Market

The Funds may hold financial instruments that are not quoted in active markets, including derivatives. As described in Note 3, the use of valuation techniques for financial instruments and derivatives that are not quoted in an active market requires TDAM to make assumptions that are based on market conditions existing as at the reporting date of the financial statements. Changes in assumptions about these factors could affect the reported fair values of financial instruments. Refer to the Fund-Specific Notes for further information about the fair value measurement of the Funds' financial instruments, where applicable.

Classification and Measurement of Investments

In classifying and measuring financial instruments held by the Funds, TDAM has assessed the Funds' business model for managing their respective portfolios of investments and evaluating the performance on a fair value basis, and concluded that these financial assets and liabilities should be measured at FVTPL in accordance with IFRS 9.

Investment Entity

In determining whether a Fund meets the definition of an investment entity, TDAM may be required to make significant judgments about whether a Fund has the typical characteristics of an investment entity. Each Fund may hold only one investment, an underlying fund (or have only one investor or have investors that are its related parties); however, consistent with the investment entity definition, each Fund primarily obtains funds from one or more investors for the purpose of providing investment management services, commits to its investors that the business purpose is to invest the funds solely for returns from capital appreciation, investment income or both, and measures and evaluates the performance of its investments on a fair value basis.

5. Redeemable Shares

Each Fund is authorized to issue 100 series and an unlimited number of shares of each series that rank equally and are available for sale under a single simplified prospectus. The various series of shares that may be offered by each of a Fund are as described below.

Investor Series:	Offered on a no-load basis to investors.
Advisor Series:	Offered on a front-end load basis to investors who seek investment advice.
F-Series:	Offered to investors, through fee-based financial advisors or dealer-sponsored "wrap accounts" and others, who pay an annual fee to their dealer instead of transactional sales charges.
D-Series:	Offered on a no-load basis to investors who want to complete their transactions through TD Direct Investing, a division of TDWCI, or other discount brokers.
W-Series:	Offered to investors, through certain wealth management businesses of The Toronto-Dominion Bank Group, including certain divisions of TDWCI, or other dealers authorized by TDAM, who pay an annual fee to their dealer instead of transactional sales charges.

Each individual series of shares is sold under different purchase options and may have higher or lower management fees based on their specific attributes, as summarized above, reflecting the extent of the investment advice and/or services provided.

Shares of the Funds, which are redeemable at the option of the shareholder in accordance with the provisions of the Articles of Incorporation, do not have any nominal or par value. Shares are issued or redeemed on a daily basis at the NAV per series share next determined after the subscription, switch, conversion order or redemption request, respectively, is received by TDAM.

Subscriptions and redemptions of shares and shares converted from one series to another series within a Fund are included in the Statements of Changes in Net Assets Attributable to Holders of Redeemable Shares. However, conversions between series within a Fund are excluded from Proceeds from Issuance of Redeemable Shares and Amounts Paid on Redemption of Redeemable Shares in the Statements of Cash Flows.

6. Related Party Transactions

Seed Capital

TDAM may contribute a nominal amount to the Funds. The contribution made by related parties is disclosed in the Fund-Specific Notes if significant.

Custodian

The Toronto-Dominion Bank is the sub-custodian of the Funds which holds a portion of the assets (including cash and investments) of the Funds. The Toronto-Dominion Bank may earn fees and spreads in connections with banking (including deposit taking) services provided to the Funds.

The Funds' cash held with The Toronto-Dominion Bank, which acts as a sub-custodian for the Funds at the end of the reporting period, where significant, is also disclosed in the Fund-Specific Notes.

Management Fees

TDAM is entitled to receive an annual management fee for the provision of management, distribution and portfolio management services provided to the Funds. The management fee is calculated and accrued on a daily basis for each series based on the NAV of that series and paid monthly to TDAM. Where the Funds invest in Underlying Funds, there are fees and expenses payable by the Underlying Funds in addition to those paid by the Funds. However, no management fees are payable by Funds that invest in Underlying Funds that, to a reasonable person, would duplicate a fee payable by the Underlying Funds for the same services. Detailed information on the management fees of the Funds is provided in the Fund-Specific Notes.

Administration Fees

In consideration for paying certain operating expenses, TDAM receives a specified annual administration fee for the Investor Series, Advisor Series and D-Series of the Funds, except for the TD Short Term Investment Class. The administration fee includes audit fees, recordkeeping costs and communication costs, insurance costs, custodial costs, costs of printing and disseminating, advisory fees pertaining to accounting and tax matters, certain legal fees, regulatory filing fees, bank charges and all sales taxes for such expenses, costs and fees. The administration fee is calculated and accrued on a daily basis for each series based on the NAV of the applicable series and paid monthly to TDAM. Annual administration fees for each series of the Funds, where applicable, are provided in the Fund-Specific Notes.

No administration fee is charged with respect to other series of the Funds according to the simplified prospectus.

Operating Expenses

Each Fund is responsible for operating expenses associated with taxes of all kinds to which it is or might be subject to, as well as: borrowing, directors' fees, independent review committee fees, costs relating to compliance with any new governmental and regulatory requirements and new types of expenses, costs or fees.

Fund's Independent Review Committee ("IRC")

TDAM is responsible for management of the Funds' investment portfolios, including the making of decisions relating to the investment of the Funds' assets.

TDAM has established an IRC in respect of the Funds. The IRC acts as an impartial and independent committee to review and provide recommendations or, if appropriate, approvals respecting any conflict of interest matters referred to it. The IRC prepares, at least annually, a report of its activities for shareholders of the Funds.

Investments in securities of The Toronto-Dominion Bank, interests in Underlying Funds managed by TDAM, or investments in any affiliates that were held by the Funds at the end of the reporting period, where significant, are disclosed in the Schedule of Investment Portfolio and/or the Fund-Specific Notes.

The compensation and relevant expenses of IRC members are allocated proportionately among the investment funds managed by TDAM and disclosed in the Statements of Comprehensive Income as Independent Review Committee Fees.

Director's Fees

The remuneration of the members of the Board of Directors of the Corporation is also the responsibility of the Funds. Each of the independent directors of the Corporation receives an annual director's fee. Directors' fees are disclosed separately in the Statements of Comprehensive Income as Directors' Fees.

Taxes on Expenses

The Funds also pay applicable goods and services tax and harmonized sales tax at a blended rate to TDAM on management fees, administration fees and certain operating expenses based on the province or territory of residence of the investors in each series of the Funds, which are included with the respective expense in the Statements of Comprehensive Income.

Waived Expenses

TDAM, at its discretion, may waive or absorb a portion of the expenses otherwise payable by the Funds. These waivers or absorptions may be terminated at any time without notice to shareholders. The amount of expenses waived or absorbed is disclosed in the Statements of Comprehensive Income as Waived Expenses, where applicable.

The Accrued Liabilities in the Statements of Financial Position represents the amount of management fees, administration fees and operating expenses (including applicable taxes) payable to TDAM by the Funds at the reporting period end.

Brokerage Commissions and Soft Dollars

Brokerage commissions (including other transaction costs) paid on securities transactions and amounts paid to related parties of The Toronto-Dominion Bank for brokerage services provided to the Funds for the reporting periods ended November 30, 2024 and 2023, where applicable, are disclosed in the Fund-Specific Notes.

Client brokerage commissions are used as payment for order execution services and/or research services. The portfolio advisers or TDAM may select brokers including its affiliates who charge a commission in excess of that charged by other brokers ("soft dollars") if they determine in good faith that the commission is reasonable in relation to the order execution and research services utilized.

For debt instruments traded in the over-the-counter markets where client brokerage commissions are not charged, soft dollars or client brokerage commissions are not generated. For equities or other securities where client brokerage commissions are charged, the soft dollar portion of the amount paid or payable for goods and services other than order execution for the Funds is not generally ascertainable. Any ascertainable soft dollar value received under the soft dollar arrangement entered into by the portfolio advisers or TDAM, where applicable, is disclosed in the Fund-Specific Notes.

7. Taxation

Each Fund is a class of shares of the Corporation. Income, expenses and capital gains (losses) of all the Funds are consolidated, as a single entity, in determining the Corporation's taxable income and amount of taxes payable. Any taxes payable or recoverable by the Corporation are allocated to the Funds and their various series.

The Corporation qualifies as a mutual fund corporation under the *Income Tax Act* (Canada) (the "Tax Act") and it is subject to income tax in each taxation year on the amount of its taxable income for the taxation year, including net taxable capital gains, if any, at the rate applicable to mutual fund corporations. The general income tax rules associated with a public corporation also apply to a mutual fund corporation with the exception that taxes payable on taxable capital gains are refundable on a formula basis when its shares are redeemed or when it pays capital gains dividends out of its capital gains dividend account to its shareholders.

Interest income and foreign income, net of applicable expense, are taxed at full corporate rates applicable to mutual fund corporations with credits, subject to certain limitations for foreign taxes paid.

All of the Corporation's expenses including management fees, administration fees and operating expenses will be taken into account in determining its overall tax liability.

The Corporation is subject to Part IV of the Tax Act, which is a tax on taxable dividends received from other taxable Canadian corporations. Part IV tax is refundable on payments of taxable dividends to shareholders. It is the intention of the Corporation to pay out Canadian dividends it receives to its shareholders, to the extent necessary, such that Part IV tax would be fully refunded. In addition, the Corporation is also subject to Part I tax on other income and taxable capital gains for the year. Part I tax payable on taxable capital gains can be reduced by the capital gains refund available to a mutual fund corporation.

The capital gains refund is calculated based on the level of redemptions (including switch of shares between two classes) by shareholders and amount of capital gains dividends paid to shareholders. The Corporation will pay out sufficient capital gains dividends, within 60 days of year-end, to ensure the Corporation is not subject to Part I income tax on its net realized capital gains earned.

As a result of the capital gains refund mechanism and Part IV tax refunds, the Corporation recovers any Canadian income taxes paid in respect of its taxable capital gains and taxable dividends received from taxable Canadian Corporations. The Income Taxes and Income Tax Payable reflected in the Statements of Comprehensive Income and Statements of Financial Position, respectively, pertain to Part I tax on other income.

As of May 31, 2024, the Corporation had no accumulated capital losses or non-capital losses available for use. Capital losses have no expiry. Non-capital losses can be carried forward for up to twenty years.

The Funds may incur withholding taxes imposed by certain countries on investment income and capital gains. Such income and gains are recorded on a gross basis and the related withholding taxes are reported as Tax Reclaims (Withholding Taxes) in the Statements of Comprehensive Income.

8. Financial Risk Management

Financial Risk Factors

Each Fund is exposed to a variety of financial risks: these may include market risk (including interest rate risk, currency risk, and other price risk), credit risk, liquidity risk and concentration risk. All investments present a risk of loss of capital.

TDAM seeks to reduce financial risks by employing experienced portfolio advisers who invest within the limits as outlined in each Fund's investment objectives, investment strategies and applicable TDAM policies and procedures (collectively referred to as "Investment Restrictions"). Investment Restrictions are designed for each Fund's exposure to be prudently diversified across geography, sector and issuer, as applicable. TDAM uses a compliance monitoring system to independently monitor each Fund's Investment Restrictions and implement an escalation process for exceptions, where warranted.

(a) Market Risk

(i) Interest Rate Risk

Interest rate risk arises from the possibility that changes in interest rates will affect the future cash flows or the fair values of interest-bearing investments.

A Fund's exposure to interest rate risk is concentrated in its investments in debt instruments (such as bonds and debentures) and interest rate derivative instruments, if any. Short-term investments, currencies and other assets and liabilities are short-term in nature and/or non-interest bearing and not subject to significant amounts of risk due to fluctuations in the prevailing levels of market interest rates.

If a Fund invests in Underlying Funds, it is exposed to indirect interest rate risk to the extent of the interest-bearing financial instruments held by the Underlying Funds. A Fund's direct exposure to interest rate risk, where significant, is disclosed in the Fund-Specific Notes. Where a Fund invests in a single Underlying Fund, its direct and indirect exposure to interest rate risk, where significant, is disclosed in the Fund-Specific Notes.

(ii) Currency Risk

A Fund may hold financial instruments denominated in currencies other than its functional currency. It is therefore exposed to currency risk, as the value of the financial instruments denominated in other currencies will fluctuate due to changes in the foreign exchange rates of those currencies in relation to the Fund's functional currency.

Where a Fund invests in any Underlying Funds, it is exposed to indirect currency risk in the event that the Underlying Funds invest in financial instruments that are denominated in a currency other than the Underlying Funds' functional currency.

A Fund and/or its Underlying Funds may enter into foreign exchange forward contracts for hedging purposes to reduce its foreign currency exposure or to establish exposure to foreign currencies.

A Fund's direct exposure to currency risk (including monetary and non-monetary instruments), where significant, is disclosed in the Fund-Specific Notes. Where a Fund invests in a single Underlying Fund, the direct and indirect exposure to currency risk (including monetary and non-monetary instruments), where significant, is disclosed in the Fund-Specific Notes.

(iii) Other Price Risk

Other price risk is the risk that securities will fluctuate in value because of changes in market prices (other than those arising from interest rate risk or currency risk). TDAM seeks to reduce this risk through its Investment Restrictions.

In determining each Fund's sensitivity impact from exposure to other price risk, a historical beta may be used when applicable. Historical beta, a measure of the sensitivity of a fund's returns to market returns, is generally derived from comparing 36 months of returns between a fund and its benchmark. As such, beta inherently includes effects previously reflected in the interest rate risk and currency risk disclosures. Historical beta may not be representative of future beta.

Where a Fund invests in a single Underlying Fund, it is exposed to indirect other price risk arising from the Underlying Fund's investments. As a result, other price risk, reflecting this indirect exposure, is provided in the Fund-Specific Notes.

Where a Fund invests in several Underlying Funds, its exposure to other price risk includes all investments in Underlying Funds. A Fund's direct exposure to other price risk, where applicable, is disclosed in the Fund-Specific Notes.

(b) Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss to the other party by failing to discharge an obligation. Where applicable, a Fund's main credit risk concentration is in debt instruments and derivative instruments it holds. A Fund's exposure to credit risk is the risk that an issuer of debt instruments or a counterparty to derivative instruments will be unable to pay amounts in full when due. All transactions in listed securities are settled or paid for upon delivery using approved brokers. The risk of default with a broker is considered minimal, as delivery of securities sold is only made once the broker has received payment. Payment is made on a purchase once the securities have been received by the broker. The trade will fail if either party fails to meet its obligation.

A Fund may be exposed to credit risk from the use of counterparties for foreign exchange forward contracts. Where applicable, this risk is minimized by:

- (i) using counterparties with a minimum credit rating of A by S&P Global Ratings ("S&PGR") or an equivalent rating from another recognized credit rating agency;
- (ii) limiting the term of the foreign exchange forward contracts to a maximum of 365 days; and,
- (iii) limiting the mark-to-market exposure to any one counterparty to 10 percent of the portfolio value.

A Fund may also be exposed indirectly to credit risk if it invests in Underlying Funds in the event that the Underlying Funds invest in debt instruments or derivatives.

The Funds and their Underlying Funds managed by TDAM only buy and hold short-term notes with a minimum of R-1 Low credit rating by DBRS Limited or an equivalent rating from another recognized credit rating agency.

A Fund's direct exposure to short-term notes and/or debt instruments, by ratings categories, where applicable, is disclosed in the Fund-Specific Notes. Where a Fund invests in a single Underlying Fund, the direct and indirect exposure to short-term notes and/or debt instruments, where applicable, is disclosed by rating categories in the Fund-Specific Notes.

The Funds and their Underlying Funds may also engage in securities lending transactions. For these funds that are managed by TDAM, the securities lending transactions are with counterparties that have a minimum credit rating of A by S&PGR or an equivalent rating from another credit agency. The value of cash or securities held as collateral by these funds in connection with these transactions is at least 102 percent of the fair value of the securities loaned. The collateral and loaned securities are marked to market on each business day. The aggregate fair value of the securities loaned is limited to 50 percent of each fund's NAV determined immediately after the fund enters into any such transaction. Information about the fair values of securities lent and collateral held and securities lending income received, where applicable, is disclosed in the Fund-Specific Notes.

(c) Liquidity Risk

Liquidity risk is defined as the risk that a fund may not be able to settle or meet its obligations on time or at a reasonable price. A fund's exposure to this risk is concentrated in the daily cash redemptions of redeemable shares. The Funds primarily invest in Underlying Funds that are redeemable on demand by the Funds. The Underlying Funds primarily invest in securities that are traded in active markets and can be readily disposed of. In addition, the Funds retain sufficient cash and cash equivalents to maintain liquidity, and have the ability to borrow up to 5 percent of their respective NAV for the purpose of funding redemptions.

All non-derivative financial liabilities, other than redeemable shares outstanding, are due in less than 3 months.

On May 16, 2022, Refinitiv Benchmark Services (UK) Limited, the administrator of the Canadian Dollar Offered Rate (CDOR), announced the cessation of the calculation and publication of all tenors of CDOR immediately following a final publication on June 28, 2024. TDAM did not notice any significant liquidity or valuation impact on the Funds from the CDOR transition.

(d) Concentration Risk

Concentration risk arises as a result of the concentration of exposures within the same category, whether it is geographical location, security type or industry sector. A Fund's concentration risk is disclosed in the Fund-Specific Notes.

9. Capital Risk Management

Shares issued and outstanding represent the capital of the Funds. The Funds do not have any specific capital requirements on the subscription and redemption of shares, other than certain minimum subscription requirements. Changes in the Fund's capital during the reporting periods are reflected in the Statements of Changes in Net Assets Attributable to Holders of Redeemable Shares. TDAM is responsible for managing the capital of the Funds in accordance with each Fund's investment objectives and for managing liquidity in order to meet redemption requests.

The most recent financial statements of the Underlying Funds managed by TDAM are available, without charge, by writing to TD Asset Management Inc., P.O. Box 100, 66 Wellington Street West, TD Bank Tower, Toronto-Dominion Centre, Toronto, Ontario, M5K 1G8, by e-mail to tdadvisor@td.com, or by visiting our website at www.td.com/ca/en/asset-management or the SEDAR+ website at www.sedarplus.ca.

Currency codes used throughout the report:

Currency Code	Description
CAD/C\$	Canadian Dollar
CHF	Swiss Franc
EUR	Euro
GBP	British Pound
JPY	Japanese Yen
USD/US\$	United States Dollar

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