

TD U.S. Small-Cap Equity Fund

532098
(08/24)

TD Mutual Funds Interim Financial Report

for the period ended June 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 Fund Trusts, TD Managed Assets Program Portfolios and TD Managed ETF Portfolios (collectively the "Funds" and individually the "Fund") and approved by TDAM's board of directors. 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 of directors of TDAM is responsible for reviewing and approving the financial statements and overseeing management's performance of its financial reporting responsibilities.

On behalf of TDAM, manager of the Funds.



Bruce Cooper
Director and
Chief Executive Officer
August 13, 2024



Len Kroes
Chief Financial Officer
August 13, 2024

Notice to Unitholders

The Auditor of the Funds has not reviewed the TD Mutual Fund Trusts in this Financial Report

TDAM, as manager of the Funds, appoints an independent auditor to audit the Funds' annual financial statements. Applicable securities laws require that if an auditor has not reviewed the Funds' interim financial report, this must be disclosed in an accompanying notice.

TD U.S. Small-Cap Equity Fund

Statements of Financial Position (in 000s except per unit amounts) as at June 30, 2024 and December 31, 2023 (Unaudited)

	June 30, 2024	December 31, 2023
Assets		
Current Assets		
Investments	\$ 385,669	\$ 385,695
Derivative Assets (Note 3)	17	73
Cash	6,223	5,021
Interest and Dividends Receivables	166	185
Subscriptions Receivable	112	773
Receivable for Investments Sold	13	73
	392,200	391,820
Liabilities		
Current Liabilities		
Bank Overdraft	0	0
Accrued Liabilities	29	31
Redemptions Payable	187	1,061
Payable for Investments Purchased	1,997	65
	2,213	1,157
Net Assets Attributable to Holders of Redeemable Units	\$ 389,987	\$ 390,663
Net Assets Attributable to Holders of Redeemable Units – Per Series (Note 5)		
Investor Series	\$ 34,232	\$ 38,940
Advisor Series	\$ 20,206	\$ 23,224
F-Series	\$ 79,481	\$ 84,507
D-Series	\$ 29,394	\$ 30,412
O-Series	\$ 226,674	\$ 213,580
	\$ 389,987	\$ 390,663
Net Assets Attributable to Holders of Redeemable Units – Per Series Unit		
Investor Series	\$ 55.56	\$ 53.86
Advisor Series	\$ 51.12	\$ 49.55
F-Series	\$ 56.32	\$ 54.24
D-Series	\$ 19.97	\$ 19.26
O-Series	\$ 58.89	\$ 56.39

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

	2024	2023
Income		
Net Gain (Loss) on Investments and Derivatives		
Dividend Income	\$ 1,896	\$ 1,801
Interest for Distribution Purposes	113	257
Net Realized Gain (Loss)	27,071	7,057
Net Change in Unrealized Appreciation (Depreciation)	(11,751)	15,898
Net Gain (Loss) on Investments and Derivatives	17,329	25,013
Foreign Exchange Gain (Loss) on Cash and Other Net Assets	81	220
Securities Lending Income	0	39
Total Income (Loss)	17,410	25,272
Expenses (Note 6)		
Management Fees	1,296	1,328
Administration Fees	98	102
Independent Review Committee Fees	1	1
Interest Charges	3	10
Transaction Costs	111	45
Total Expenses before Waivers	1,509	1,486
Less: Waived Expenses	(4)	(11)
Total Net Expenses	1,505	1,475
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units before Tax	15,905	23,797
Tax Reclaims (Withholding Taxes)	(284)	(359)
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units	\$ 15,621	\$ 23,438
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units – Per Series		
Investor Series	\$ 1,202	\$ 2,256
Advisor Series	\$ 689	\$ 1,172
F-Series	\$ 3,211	\$ 4,924
D-Series	\$ 1,113	\$ 1,781
O-Series	\$ 9,406	\$ 13,305
	\$ 15,621	\$ 23,438
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units – Per Series Unit		
Investor Series	\$ 1.80	\$ 2.75
Advisor Series	\$ 1.63	\$ 2.49
F-Series	\$ 2.06	\$ 2.85
D-Series	\$ 0.73	\$ 1.05
O-Series	\$ 2.46	\$ 3.44

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

TD U.S. Small-Cap Equity Fund

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

	Investor Series		Advisor Series		F-Series	
	2024	2023	2024	2023	2024	2023
Net Assets Attributable to Holders of Redeemable Units at Beginning of the Period	\$ 38,940	\$ 41,231	\$ 23,224	\$ 21,089	\$ 84,507	\$ 81,536
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units	1,202	2,256	689	1,172	3,211	4,924
Distributions to Holders of Redeemable Units	0	0	0	0	0	0
Redeemable Unit Transactions						
Proceeds from Redeemable Units Issued	819	799	3,400	1,083	18,302	16,647
Reinvestments of Distributions	0	0	0	0	0	0
Redemption of Redeemable Units	(6,729)	(4,250)	(7,107)	(1,640)	(26,539)	(17,251)
Net Increase (Decrease) from Redeemable Unit Transactions	(5,910)	(3,451)	(3,707)	(557)	(8,237)	(604)
Net Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units	(4,708)	(1,195)	(3,018)	615	(5,026)	4,320
Net Assets Attributable to Holders of Redeemable Units at End of the Period	\$ 34,232	\$ 40,036	\$ 20,206	\$ 21,704	\$ 79,481	\$ 85,856
Redeemable Unit Transactions						
Redeemable Units Outstanding, Beginning of the Period	723	856	469	476	1,558	1,703
Redeemable Units Issued	15	15	67	23	326	330
Redeemable Units Issued on Reinvestments	0	0	0	0	0	0
Redeemable Units Redeemed	(122)	(85)	(141)	(36)	(473)	(347)
Redeemable Units Outstanding, End of the Period	616	786	395	463	1,411	1,686
Weighted Average Units Outstanding	670	821	423	470	1,559	1,726

	D-Series		O-Series		TOTAL	
	2024	2023	2024	2023	2024	2023
Net Assets Attributable to Holders of Redeemable Units at Beginning of the Period	\$ 30,412	\$ 29,226	\$ 213,580	\$ 194,694	\$ 390,663	\$ 367,776
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units	1,113	1,781	9,406	13,305	15,621	23,438
Distributions to Holders of Redeemable Units	0	0	0	0	0	0
Redeemable Unit Transactions						
Proceeds from Redeemable Units Issued	2,284	1,976	4,975	139	29,780	20,644
Reinvestments of Distributions	0	0	0	0	0	0
Redemption of Redeemable Units	(4,415)	(2,703)	(1,287)	(9,618)	(46,077)	(35,462)
Net Increase (Decrease) from Redeemable Unit Transactions	(2,131)	(727)	3,688	(9,479)	(16,297)	(14,818)
Net Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units	(1,018)	1,054	13,094	3,826	(676)	8,620
Net Assets Attributable to Holders of Redeemable Units at End of the Period	\$ 29,394	\$ 30,280	\$ 226,674	\$ 198,520	\$ 389,987	\$ 376,396
Redeemable Unit Transactions						
Redeemable Units Outstanding, Beginning of the Period	1,579	1,716	3,787	3,940		
Redeemable Units Issued	116	111	85	3		
Redeemable Units Issued on Reinvestments	0	0	0	0		
Redeemable Units Redeemed	(223)	(154)	(23)	(187)		
Redeemable Units Outstanding, End of the Period	1,472	1,673	3,849	3,756		
Weighted Average Units Outstanding	1,520	1,698	3,824	3,872		

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

TD U.S. Small-Cap Equity Fund

Statements of Cash Flows (in 000s)

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

	2024	2023
Cash Flows from (used in) Operating Activities		
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units	\$ 15,621	\$ 23,438
Adjustment For:		
Accretion of Interest	(86)	(190)
Unrealized Foreign Exchange (Gain) Loss on Cash	(1)	(2)
Net Realized (Gain) Loss	(27,071)	(7,057)
Net Change in Unrealized (Appreciation) Depreciation	11,751	(15,898)
Purchase of Investments and Derivatives	(526,639)	(1,118,800)
Proceeds from Sale, Paydown and Maturity of Investments and Derivatives	544,119	1,133,348
(Increase) Decrease in Interest and Dividends Receivables	19	16
Increase (Decrease) in Accrued Liabilities	(2)	(8)
Net Cash from (used in) Operating Activities	17,711	14,847
Cash Flows from (used in) Financing Activities		
Distributions Paid to Holders of Redeemable Units, Net of Reinvested Distributions	0	0
Proceeds from Issuance of Redeemable Units	27,777	18,726
Amounts Paid on Redemption of Redeemable Units	(44,287)	(33,463)
Net Cash from (used in) Financing Activities	(16,510)	(14,737)
Unrealized Foreign Exchange Gain (Loss) on Cash	1	2
Net Increase (Decrease) in Cash	1,201	110
Cash (Bank Overdraft) at Beginning of the Period	5,021	10,685
Cash (Bank Overdraft) at End of the Period	\$ 6,223	\$ 10,797
Interest for Distribution Purposes Received*, Net of Withholding Taxes	\$ 27	\$ 67
Dividends Received*, Net of Withholding Taxes	\$ 1,631	\$ 1,462

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

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TD U.S. Small-Cap Equity Fund

Schedule of Investment Portfolio (in 000s except number of Shares or Units/Par Value) as at June 30, 2024 (Unaudited)

No. of Shares or Units/ Par Value	Description	Cost	Fair Value	No. of Shares or Units/ Par Value	Description	Cost	Fair Value
Communication Services – 1.6%				Energy – 6.8%			
40,226	Frontier Communications Parent Inc.	\$ 1,264	\$ 1,441	45,400	Antero Resources Corporation	\$ 1,361	\$ 2,027
3,018	Ibotta Inc., Class A	366	310	19,300	Cactus Inc., Class A	1,334	1,392
52,308	Liberty Media Corporation-Liberty Live, Class C	2,506	2,739	20,972	ChampionX Corporation	913	953
10,100	Match Group Inc.	410	420	17,800	DT Midstream Inc.	1,273	1,730
6,126	Reddit Inc., Class A	282	535	61,732	Expro Group Holdings NV	1,823	1,936
152,993	Vimeo Inc.	1,339	781	32,793	Kimbell Royalty Partners Limited Partnership	695	734
		6,167	6,226	37,554	Liberty Energy Inc., Class A	472	1,073
Consumer Discretionary – 8.5%				65,903	Magnolia Oil & Gas Corporation, Class A	932	2,284
74,716	1661 Inc., Conv. Pref., Series F, Private Placement	525	91	11,443	Matador Resources Company	903	933
30,000	Advance Auto Parts Inc.	2,932	2,599	11,653	Noble Corporation PLC	686	712
24,475	BJ's Restaurants Inc.	852	1,162	74,363	Range Resources Corporation	2,857	3,411
17,281	Bright Horizons Family Solutions Inc.	2,728	2,602	295,065	Southwestern Energy Company	2,334	2,717
3,950	Burlington Stores Inc.	824	1,297	72,281	TechnipFMC PLC	2,036	2,586
25,223	Caleres Inc.	829	1,159	25,600	Viper Energy Inc.	1,240	1,314
9,225	CAVA Group Inc.	119	1,171	16,600	Weatherford International PLC	2,151	2,781
4,511	Duolingo Inc., Class A	472	1,288			21,010	26,583
37,031	Dutch Bros Inc., Class A	1,405	2,097	Financials – 16.5%			
7,876	Etsy Inc.	756	635	11,822	Assurant Inc.	1,650	2,689
4,387	Five Below Inc.	771	654	12,346	AXIS Capital Holdings Limited	833	1,193
4,026	Floor & Decor Holdings Inc., Class A	390	547	61,240	Banc of California Inc.	1,168	1,071
4,457	Installed Building Products Inc.	754	1,254	22,325	Blue Foundry Bancorp	386	277
76,978	Leslie's Inc.	520	441	5,228	Bowhead Specialty Holdings Inc.	122	181
6,500	Modine Manufacturing Company	784	891	46,030	Cadence Bank	1,728	1,781
9,134	Ollie's Bargain Outlet Holdings Inc.	729	1,227	103,841	Capitol Federal Financial Inc.	1,274	780
23,223	Papa John's International Inc.	2,039	1,493	14,283	Cboe Global Markets Inc.	2,036	3,323
17,503	Red Rock Resorts Inc., Class A	1,082	1,315	57,600	Columbia Banking System Inc.	1,641	1,567
3,454	RH	1,110	1,155	3,692	CRB Group Inc., Conv. Pref., Series D, Private Placement	493	369
26,028	Savers Value Village Inc.	569	436	819	CRB Group Inc., Private Placement	109	82
10,500	Shake Shack Inc., Class A	1,507	1,293	46,782	CrossFirst Bankshares Inc.	825	897
11,282	Sila Nanotechnologies Inc., Conv. Pref., Series F, Private Placement	590	302	26,255	Dime Community Bancshares Inc.	1,114	733
16,419	Skechers USA Inc., Class A	984	1,553	12,067	Dogwood State Bank, Non-Voting, Private Placement	163	293
21,159	Skyline Champion Corporation	695	1,961	5,157	Dogwood State Bank, Private Placement	69	126
13,638	Strategic Education Inc.	1,575	2,065	28,105	East West Bancorp Inc.	1,934	2,816
41,049	Warby Parker Inc., Class A	1,271	902	54,861	Eastern Bankshares Inc.	913	1,049
16,684	Wyndham Hotels & Resorts Inc.	1,432	1,689	15,878	Encore Capital Group Inc.	758	906
		28,244	33,279	18,824	Equity Bancshares Inc., Class A	753	906
Consumer Staples – 2.9%				29,152	FB Financial Corporation	1,278	1,557
34,195	BellRing Brands Inc.	1,129	2,673	17,415	First American Financial Corporation	1,252	1,285
21,800	BRC Inc., Class A	183	183	28,848	Five Star Bancorp	863	933
55	Coca-Cola Consolidated Inc.	32	81	15,046	Goosehead Insurance Inc., Class A	1,295	1,182
24,702	Farmers Business Network Inc., Private Placement	580	127	19,123	Grasshopper Bancorp Inc., Private Placement	256	78
8,066	Inter Parfums Inc.	1,448	1,280	4,157	Grasshopper Bancorp Inc., Private Placement, Warrants Oct 12, 2028	0	2
13,200	Post Holdings Inc.	982	1,881	32,574	HarborOne Bancorp Inc.	448	496
4,878	The Boston Beer Company Inc., Class A	2,647	2,036	33,951	Home BancShares Inc.	958	1,113
31,415	The Simply Good Foods Company	1,429	1,553	43,106	Kearny Financial Corporation	726	363
56,177	Utz Brands Inc.	1,077	1,279	34,377	Live Oak Bancshares Inc.	1,298	1,649
		9,507	11,093	12,459	Onex Corporation	1,281	1,159
				23,618	Origin Bancorp Inc.	1,130	1,025
				110,342	Oscar Health Inc., Class A	2,435	2,388
				30,565	Pacific Premier Bancorp Inc.	1,168	960
				30,399	PennyMac Financial Services Inc.	1,451	3,934
				19,675	Pinnacle Financial Partners Inc.	1,513	2,154

No. of Shares or Units/ Par Value	Description	Cost	Fair Value	No. of Shares or Units/ Par Value	Description	Cost	Fair Value
10,580	Popular Inc.	\$ 601	\$ 1,280	16,932	Masimo Corporation	\$ 2,726	\$ 2,917
16,029	PRA Group Inc.	725	431	7,400	Merus NV	456	599
17,800	Prosperity Bancshares Inc.	1,503	1,489	6,571	Molina Healthcare Inc.	1,279	2,673
6,093	RLI Corporation	1,140	1,173	21,565	National Resilience Inc., Conv. Pref., Series B, Private Placement	387	1,371
25,574	Selective Insurance Group Inc.	1,719	3,283	10,634	National Resilience Inc., Conv. Pref., Series C, Private Placement	572	676
21,836	South State Corporation	2,017	2,283	80,158	Neogen Corporation	1,692	1,714
20,116	StepStone Group Inc., Class A	687	1,263	101,823	NeoGenomics Inc.	1,792	1,932
11,900	Stifel Financial Corporation	1,220	1,370	31,497	Neumora Therapeutics Inc.	676	424
17,139	Texas Capital Bancshares Inc.	1,296	1,434	15,426	Novocure Limited	281	361
27,945	The First Bancshares Inc.	1,153	993	14,217	Nurix Therapeutics Inc.	298	406
11,996	The Hanover Insurance Group Inc.	1,675	2,059	5,396	Penumbra Inc.	1,398	1,329
43,190	TMX Group Limited	1,111	1,645	23,217	Prime Medicine Inc.	195	163
35,624	Toast Inc., Class A	187	1,256	69,135	Privia Health Group Inc.	2,172	1,644
18,619	Western Alliance Bancorporation	1,121	1,600	18,452	PROCEPT BioRobotics Corporation	685	1,542
650	White Mountains Insurance Group Limited	1,299	1,616	21,235	Progyny Inc.	761	831
		52,775	64,492	22,852	QuidelOrtho Corporation	2,766	1,039
Health Care – 15.1%				7,474	RadNet Inc.	444	602
32,000	10X Genomics Inc., Class A	2,027	851	11,151	Rapport Therapeutics Inc.	264	355
15,894	Akero Therapeutics Inc.	527	510	6,370	Repligen Corporation	1,305	1,099
72,394	Alignment Healthcare Inc.	950	774	2,844	Scholar Rock Holding Corporation, Private Placement, Warrants Dec 31, 2025	0	15
9,210	Apellis Pharmaceuticals Inc.	486	483	13,200	Select Medical Holdings Corporation	574	633
12,300	Arcellx Inc.	574	929	61,727	Sotera Health Company	1,329	1,002
3,579	argenx SE, ADR	990	2,106	52,398	Stevanato Group SpA	1,583	1,315
27,100	Arrowhead Pharmaceuticals Inc.	1,026	964	10,654	Structure Therapeutics Inc., ADR	451	572
4,680	Azenta Inc.	389	337	29,889	Tango Therapeutics Inc.	442	351
79,356	Black Diamond Therapeutics Inc.	513	506	22,869	Vaxcyte Inc.	1,446	2,362
10,286	Blueprint Medicines Corporation	856	1,517	29,928	Verve Therapeutics Inc.	779	200
26,739	Bruker Corporation	1,164	2,334	37,973	Waystar Holding Corporation	1,123	1,117
22,715	Cabaletta Bio Inc.	594	232	10,215	Xenon Pharmaceuticals Inc.	484	545
68,075	Caris Life Sciences Inc., Conv. Pref., Series C, Private Placement	249	339			55,453	58,961
46,098	Caris Life Sciences Inc., Conv. Pref., Series D, Private Placement	452	230	Industrials – 19.0%			
50,864	Certara Inc.	1,280	964	20,932	AAON Inc.	1,909	2,498
4,793	CG Oncology Inc.	123	207	6,778	ABL Space Systems Company, Conv. Pref., Series B, Private Placement	384	325
13,380	Cleerly Inc., Conv. Pref., Series C, Private Placement	204	164	25,595	API Group Corporation	1,214	1,318
19,275	Crinetics Pharmaceuticals Inc.	651	1,181	12,208	Arcosa Inc.	1,205	1,393
6,014	CRISPR Therapeutics AG	462	444	30,857	AZZ Inc.	1,870	3,261
31,500	Cytokinetics Inc.	2,202	2,335	20,674	Beacon Roofing Supply Inc.	1,568	2,560
74,592	Elanco Animal Health Inc.	1,244	1,472	59,691	BrightView Holdings Inc.	1,065	1,086
11,374	EyePoint Pharmaceuticals Inc.	263	135	12,107	Cadre Holdings Inc.	264	556
15,823	Haemonetics Corporation	1,908	1,791	11,413	Casella Waste Systems Inc., Class A	1,278	1,549
27,118	HilleVax Inc.	549	536	8,597	Crane Company	1,047	1,705
162,728	Honor Technology Inc., Conv. Pref., Series D, Private Placement	517	381	5,163	CSW Industrials Inc.	795	1,874
54,103	Immatics NV	832	860	29,228	Enerpac Tool Group Corporation	819	1,527
20,098	Immunocore Holdings PLC, ADR	1,225	932	9,331	Enpro Inc.	1,500	1,858
34,339	Immunome Inc.	757	568	23,554	Esab Corporation	2,271	3,043
18,400	Immunovant Inc.	725	665	8,865	ESCO Technologies Inc.	690	1,274
34,129	Inscripta Inc., Conv. Pref., Series E, Private Placement	381	87	24,343	Federal Signal Corporation	1,075	2,786
22,813	Insmid Inc.	766	2,091	18,827	FTAI Aviation Limited	1,950	2,659
23,382	Ionis Pharmaceuticals Inc.	1,348	1,525	10,423	GMS Inc.	1,327	1,149
254,330	Kardium Inc., Conv. Pref., Series D-6, Private Placement	328	296	12,740	Graco Inc.	738	1,382
63,407	Lifestance Health Group Inc.	531	426	7,886	Ingersoll-Rand Inc.	373	980
				9,444	John Bean Technologies Corporation	1,144	1,227
				3,919	Landstar System Inc.	510	989

No. of Shares or Units/ Par Value	Description	Cost	Fair Value	No. of Shares or Units/ Par Value	Description	Cost	Fair Value
53,106	Leonardo DRS Inc.	\$ 1,359	\$ 1,853	12,832	Haul Hub Inc., Conv. Pref., Series B, Private Placement	\$ 244	\$ 78
5,104	Loar Holdings Inc.	212	373	3,203	Haul Hub Inc., Conv. Pref., Series C, Private Placement	76	20
55,093	Mueller Water Products Inc., Class A	841	1,351	7,898	Insight Enterprises Inc.	1,973	2,143
41,413	Nuro Inc., Conv. Pref., Series C, Private Placement	706	232	37,837	Intapp Inc.	1,873	1,898
10,794	Nuro Inc., Conv. Pref., Series D, Private Placement	279	60	29,700	JFrog Limited	1,428	1,526
6,257	NV5 Global Inc.	906	796	9,113	KoBold Metals Inc., Conv. Pref., Series B-1, Private Placement	317	920
29,725	Parsons Corporation	1,457	3,327	32,335	Lattice Semiconductor Corporation	1,082	2,565
68,029	Paycor HCM Inc.	2,106	1,182	19,622	MACOM Technology Solutions Holdings Inc.	1,775	2,992
5,092	Paylocity Holding Corporation	1,145	919	3,134	Manhattan Associates Inc.	458	1,058
8,985	RBC Bearings Inc.	2,382	3,316	189,275	Mirion Technologies Inc.	2,299	2,781
218,577	Rentokil Initial PLC	1,373	1,737	21,022	Napco Security Technologies Inc.	988	1,494
19,240	Rush Enterprises Inc., Class A	503	1,102	5,848	Novanta Inc.	489	1,305
5,499	Saia Inc.	1,172	3,568	12,130	Onto Innovations Inc.	1,128	3,643
1,800	Simpson Manufacturing Company Inc.	409	415	70,547	PAR Technology Corporation	4,625	4,545
15,732	SiteOne Landscape Supply Inc.	1,857	2,613	8,861	PAR Technology Corporation, Private Placement	462	571
6,276	Spirax-Sarco Engineering PLC	898	920	17,511	Power Integrations Inc.	1,791	1,681
16,802	SPX Technologies Inc.	1,104	3,267	159,681	QXO Inc., Private Placement	2,005	1,997
4,283	Tetra Tech Inc.	543	1,198	54,351	SecurityScorecard Inc., Conv. Pref., Series E, Private Placement	348	392
5,233	The Toro Company	482	669	48,180	Seismic Software Inc., Conv. Pref., Series E, Private Placement	406	375
34,816	Thermon Group Holdings Inc.	1,136	1,465	3,335	Seismic Software Inc., Conv. Pref., Series F, Private Placement	39	26
2,247	Transcat Inc.	289	368	17	ServiceTitan Inc., Conv. Pref., Series A-1, Private Placement	1	2
50,772	Verra Mobility Corporation	1,575	1,889	8,439	ServiceTitan Inc., Conv. Pref., Series D, Private Placement	293	910
11,914	VSE Corporation	810	1,439	481	ServiceTitan Inc., Conv. Pref., Series F, Private Placement	65	52
33,816	Willscot Mobile Mini Holdings Corporation	1,713	1,741	1,141	ServiceTitan Inc., Private Placement	69	123
27,790	Zurn Elkay Water Solutions Corporation	948	1,118	6,352	Socure Inc., Conv. Pref., Series A, Private Placement	131	54
		51,201	73,917	5,213	Socure Inc., Conv. Pref., Series A-1, Private Placement	107	45
	Information Technology – 17.0%			94	Socure Inc., Conv. Pref., Series B, Private Placement	2	1
8,097	Agilysys Inc.	632	1,154	12,083	Socure Inc., Conv. Pref., Series E, Private Placement	240	103
29,300	Allegro MicroSystems Inc.	1,090	1,132	5,226	Socure Inc., Private Placement	108	45
14,700	Altair Engineering Inc., Class A	1,367	1,972	5,181	Teledyne Technologies Inc.	1,424	2,750
112,409	Amplitude Inc., Class A	2,107	1,369	21,643	The Descartes Systems Group Inc.	925	2,867
4,000	AppFolio Inc., Class A	1,210	1,338	1,390	Themis Solutions (CLIO) Inc., Conv. Pref., Series AA, Private Placement	39	66
182,568	Aurora Innovation Inc.	690	692	140	Themis Solutions (CLIO) Inc., Conv. Pref., Series AB, Private Placement	4	7
30,156	Braze Inc., Class A	1,655	1,602	150	Themis Solutions (CLIO) Inc., Conv. Pref., Series B, Private Placement	4	7
104,596	CCC Intelligent Solutions Holdings Inc.	1,632	1,590	11,243	Themis Solutions (CLIO) Inc., Conv. Pref., Series E, Private Placement	316	536
11,519	Cellink Inc., Conv. Pref., Series D, Private Placement	300	45	6,180	Themis Solutions (CLIO) Inc., Private Placement	174	294
30,048	Checkr Inc., Conv. Pref., Series C, Private Placement	172	177	20,900	Varonis Systems Inc.	1,356	1,372
44,541	Checkr Inc., Conv. Pref., Series D, Private Placement	592	263	14,600	Vertex Inc., Class A	690	720
21,093	Checkr Inc., Private Placement	217	125	23,025	Vontier Corporation	630	1,203
11,900	Cognex Corporation	595	761	19,750	Workiva Inc., Class A	2,159	1,972
23,938	CTS Corporation	875	1,658			52,720	66,454
12,100	Diodes Inc.	1,165	1,191				
65,510	DoubleVerify Holdings Inc.	2,221	1,745				
6,620	Entegris Inc.	375	1,226				
19,517	Envestnet Inc.	1,515	1,671				
88,218	Epirus Inc., Conv. Pref., Series C-2, Private Placement	629	588				
67	Farmer's Business Network Inc., Conv. Pref., Series D, Private Placement	2	0				
19,280	Flexe Inc., Conv. Pref., Series C, Private Placement	307	168				
4,963	Flexe Inc., Conv. Pref., Series D, Private Placement	127	43				
3,300	Globant SA	702	805				

No. of Shares or Units/ Par Value	Description	Cost	Fair Value
Materials – 3.8%			
99,298	Constellium SE, Class A	\$ 1,620	\$ 2,561
32,261	DS Smith PLC	203	234
75,527	Element Solutions Inc.	1,345	2,802
61,557	ERO Copper Corporation	1,296	1,800
14,083	H.B. Fuller Company	1,411	1,483
12,900	Louisiana-Pacific Corporation	1,344	1,453
6,036	Redwood Materials Inc., Conv. Pref., Series C, Private Placement	346	425
8,544	Royal Gold Inc.	1,319	1,463
27,422	Sealed Air Corporation	1,316	1,305
12,483	West Fraser Timber Company Limited	1,038	1,311
		11,238	14,837
Real Estate – 4.8%			
10,221	Colliers International Group Inc., Subordinate Voting	1,545	1,561
38,182	CubeSmart	1,799	2,359
131,234	DigitalBridge Group Inc.	3,408	2,460
8,372	EastGroup Properties Inc.	1,113	1,948
13,470	FirstService Corporation	1,502	2,808
12,266	Flagship Communities Real Estate Investment Trust	246	234
55,792	Healthcare Realty Trust Inc.	1,282	1,258
91,260	Independence Realty Trust Inc.	2,030	2,340
21,930	Rexford Industrial Realty Inc.	1,244	1,338
27,550	Terreno Realty Corporation	2,325	2,230
		16,494	18,536
Utilities – 2.8%			
25,855	California Water Service Group	1,503	1,715
21,062	Chesapeake Utilities Corporation	2,370	3,060
9,348	IDACORP Inc.	1,135	1,191
10,064	Middlesex Water Company	773	719
26,561	OGE Energy Corporation	1,262	1,297
36,106	PNM Resources Inc.	1,848	1,826
8,452	Talen Energy Corporation	1,263	1,284
		10,154	11,092
Corporate Bonds – 0.1%			
158,200	Kardium Inc. (USD) Conv., Promissory Note, Private Placement 0.000% Dec 31, 2026	216	216
	Transaction Costs	(166)	
TOTAL INVESTMENT			
PORTFOLIO – 98.9%		\$ 315,013	\$ 385,686
TOTAL PORTFOLIO		\$ 385,686	

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

TD U.S. Small-Cap Equity Fund

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

The Fund

(I) The Fund was inception on October 28, 1997 and its operations commenced on November 28, 1997.

(II) TDAM is the manager, portfolio adviser and trustee of the Fund. TDAM has retained T. Rowe Price Associates, Inc. as sub-adviser for the Fund in addition to TDAM.

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

(IV) The investment objective of the Fund is to seek to achieve long-term capital growth by investing primarily in equity securities of small or medium-sized companies in the United States. In seeking to achieve this objective, the Fund invests at least 65 percent of its total assets in the common stocks of small U.S. companies, looking for companies with capable management and attractive business niches; pricing flexibility; sound financial and accounting practices; demonstrated ability to grow revenues, earnings, and cash flow consistently.

(V) As at June 30, 2024, the Fund's related party cash holdings as a percentage of its net assets was 1.6% (December 31, 2023: not significant).

(VI) As at June 30, 2024, TDAM, affiliates of TDAM, and funds managed by TDAM held 58.0% (December 31, 2023: 54.6%) of the net assets of the Fund.

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

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

Series	Annual Rate	
	Management Fees*	Administration Fees
Investor Series	2.00	0.20
Advisor Series	2.00	0.20
F-Series	1.00	N/A
D-Series	1.00	0.20
O-Series	0.00	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 June 30, 2024 and 2023

	2024	2023
Total Brokerage Commissions	\$ 111	\$ 45
Commissions Paid to Related Parties	0	0
Soft Dollars	14	0

Tax Loss Carry Forwards (in 000s) (Note 7)

as at December 31, 2023

None for the Fund.

Securities Lent (Note 3)

(I) SECURITIES LENDING INCOME

A reconciliation of the gross amount generated from the securities lending transactions to the securities lending income to the Fund for the periods ended June 30, 2024 and 2023 is as follows:

	Amount (in 000s)		Percentage of Total Amount (%)	
	2024	2023	2024	2023
Gross Securities Lending Income	\$ 0	\$ 49	100.0	100.0
Agent Fees – The Bank of New York Mellon	0	(10)	(23.0)	(20.9)
Securities Lending Income to the Fund before Tax Reclaims (Withholding Taxes)	0	39	77.0	79.1
Tax Reclaims (Withholding Taxes)	0	(4)	0.0	(9.1)
Net Securities Lending Income	\$ 0	\$ 35	77.0	70.0

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

as at June 30, 2024 and December 31, 2023

Not significant or applicable to the Fund.

Financial Risk Management (Notes 3, 4 and 8)

as at June 30, 2024 and December 31, 2023

(I) INTEREST RATE RISK

Not significant to the Fund.

(II) CURRENCY RISK

The following tables indicate the currencies (other than the Fund's functional currency) to which the Fund had exposure to as at June 30, 2024 and December 31, 2023, including the underlying principal amount of foreign exchange forward contracts, as applicable. The tables also illustrate the potential impact to the Fund's net assets if the Fund's functional currency had strengthened or weakened by 5 percent in relation to all exposure to other currencies, with all other variables held constant. In practice, the actual trading results may differ from these approximate sensitivity amounts and the differences could be material.

Currency (in 000s)	Financial Instruments*	Foreign Exchange Forward Contracts*	Total Exposure	Impact on Net Assets
Jun 30, 2024				
Australian Dollar	\$ 0	\$ 0	\$ 0	\$ 0
British Pound	2,891	0	2,891	145
Icelandic Krona	0	0	0	0
United States Dollar	380,589	0	380,589	19,029
Total	\$ 383,480	\$ 0	\$ 383,480	\$ 19,174
As Percentage of Net Assets (%)			98.3	4.9

Currency (in 000s)	Financial Instruments*	Foreign Exchange Forward Contracts*	Total Exposure	Impact on Net Assets
Dec 31, 2023				
Australian Dollar	\$ 0	\$ 0	\$ 0	\$ 0
British Pound	2,502	0	2,502	125
Icelandic Krona	293	0	293	15
United States Dollar	384,467	0	384,467	19,223
Total	\$ 387,262	\$ 0	\$ 387,262	\$ 19,363
As Percentage of Net Assets (%)			99.1	5.0

* Includes both monetary and non-monetary instruments, where applicable.

(III) OTHER PRICE RISK

The table below summarizes the impact of other price risk to the Fund. As at June 30, 2024 and December 31, 2023, 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:

	Jun 30, 2024	Dec 31, 2023
Benchmark	Weight (%)	
Russell 2000 Total Return Index (C\$)	100.00	100.00
Impact on Net Assets (in 000s)	\$ 16,382	\$ 16,395
Impact on Net Assets (%)	4.2	4.2

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 June 30, 2024 and December 31, 2023.

	Level 1	Level 2	Level 3	Total
Jun 30, 2024				
Equities	\$ 368,476	\$ 3,462	\$ 13,515	\$ 385,453
Bonds	0	0	216	216
Warrants	0	15	2	17
	\$ 368,476	\$ 3,477	\$ 13,733	\$ 385,686

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

	Level 1	Level 2	Level 3	Total
Dec 31, 2023				
Equities	\$ 371,847	\$ 2,505	\$ 11,343	\$ 385,695
Bonds	0	0	0	0
Warrants	0	55	18	73
	\$ 371,847	\$ 2,560	\$ 11,361	\$ 385,768

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

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

The tables below reconcile the Fund's Level 3 fair value measurements from January 1, 2024 to June 30, 2024 and January 1, 2023 to December 31, 2023.

	Equities	Warrants	Bonds
Balance at Jan 1, 2024	\$ 11,343	\$ 18	\$ 0
Purchases and Accretion of Interest	2,028	0	215
Sales, Paydowns and Maturity	(311)	0	0
Net Transfers In (Out)	0	0	0
Gains (Losses)			
Net Realized Gain (Loss) on Sale of Investments and Derivatives	(831)	0	(31)
Net Change in Unrealized Appreciation (Depreciation) of Investments and Derivatives	1,286	(16)	32
Balance at Jun 30, 2024	\$ 13,515	\$ 2	\$ 216
Total Change in Unrealized Appreciation (Depreciation) for Assets Held at Jun 30, 2024	\$ 309	\$ 0	\$ 1

	Equities	Warrants	Bonds
Balance at Jan 1, 2023	\$ 22,975	\$ 21	\$ 0
Purchases and Accretion of Interest	0	0	31
Sales, Paydowns and Maturity	(4,467)	0	0
Net Transfers In (Out)	(2,233)	0	0
Gains (Losses)			
Net Realized Gain (Loss) on Sale of Investments and Derivatives	3,620	(5)	0
Net Change in Unrealized Appreciation (Depreciation) of Investments and Derivatives	(8,552)	2	(31)
Balance at Dec 31, 2023	\$ 11,343	\$ 18	\$ 0
Total Change in Unrealized Appreciation (Depreciation) for Assets Held at Dec 31, 2023	\$ (5,749)	\$ (3)	\$ (31)

As at June 30, 2024, if the value of the Level 3 investments were to increase or decrease by 10%, the value of the Fund would increase or decrease by \$1,373 (December 31, 2023: \$1,136).

Investment Portfolio Concentration (%) (Note 8)

The following tables summarize the Fund's investment portfolio concentration as at June 30, 2024 and December 31, 2023:

	Jun 30, 2024
Industrials	19.0
Information Technology	17.0
Financials	16.5
Health Care	15.1
Consumer Discretionary	8.5
Energy	6.8
Real Estate	4.8
Materials	3.8
Consumer Staples	2.9
Utilities	2.8
Communication Services	1.6
Cash (Bank Overdraft)	1.6
Corporate Bonds	0.1
Other Net Assets (Liabilities)	(0.5)
	100.0

	Dec 31, 2023
Industrials	19.2
Health Care	17.5
Financials	15.6
Information Technology	14.3
Consumer Discretionary	10.9
Energy	5.9
Real Estate	5.2
Materials	3.9
Utilities	2.9
Consumer Staples	2.7
Cash (Bank Overdraft)	1.3
Communication Services	0.6
Corporate Bonds	0.0
Other Net Assets (Liabilities)	0.0
	100.0

Interest in Unconsolidated Structured Entities (Note 3)

as at June 30, 2024 and December 31, 2023

Not significant or applicable to the Fund.

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

as at June 30, 2024 and December 31, 2023

Not significant or applicable to the Fund.

1. The Funds

The TD Mutual Fund Trusts and TD Managed Assets Program Portfolios (collectively, the "Funds" and individually, the "Fund") are open-end mutual funds established under the laws of Ontario and governed by their respective Declarations of Trust or Trust Indenture, as amended from time to time.

TD Asset Management Inc. ("TDAM") is the manager, portfolio adviser and trustee of the Funds. TDAM, TD Investment Services Inc. ("TDIS"), TD Waterhouse Canada Inc. ("TDWCI") and Epoch Investment Partners, Inc. ("Epoch") 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.

The financial year-end for the Funds is December 31. The Statements of Financial Position are presented as at June 30, 2024 and December 31, 2023, as applicable. The Statements of Comprehensive Income, Statements of Changes in Net Assets Attributable to Holders of Redeemable Units and Statements of Cash Flows are presented for the six-month periods ended June 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 August 13, 2024.

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 units' entitlements include a contractual obligation to distribute any net income and net realized capital gains in cash (at the request of the unitholder) and therefore the ongoing redemption feature is not the Funds' only contractual obligation. Consequently, the Funds' Net Assets Attributable to Holders of Redeemable Units 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 Units 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 unitholders. The NAV is the value of the total assets of a fund less the value of its total liabilities determined, on each valuation day, in accordance with Part 14 of National Instrument 81-106, *"Investment Fund Continuous Disclosure"*, for the purpose of processing unitholder transactions. Net Assets Attributable to Holders of Redeemable Units, 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 unit and Net Assets per series unit.

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. For equities traded in active markets outside of North America or South America, fair value pricing, instead of last traded market price, will be used in circumstances to avoid stale prices and apply fair value factors

that to take into account, such as, among other things, any significant events occurring after the close of a foreign market.

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) Securities not listed on any recognized public securities exchange are valued based on available quotations from recognized dealers in such securities, where readily available. If securities have no available broker-dealer bid/ask quotes, TDAM uses different valuation techniques and models as described above with inputs that TDAM believes are relevant in the circumstances to price the securities. Debt instruments are valued based on mid prices, where readily available.
- (b) Short-term debt instruments, repurchase and reverse repurchase agreements are valued based on quotations received from recognized investment dealers.
- (c) Real return bonds are valued based on the available public quotations from recognized dealers. Changes in the inflation factor are included in Interest for Distribution Purposes in the Statements of Comprehensive Income.
- (d) 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.
- (e) Options contracts that are traded in exchange markets are valued at their mid prices on each valuation day. The premium received or paid on options written or purchased is included in the cost of the options. Any difference between the current value of the contract and the value of the contract originated is recognized as Net Change in Unrealized Appreciation (Depreciation). When options are closed or exercised, the difference between the premium and the amount paid or received, or the full amount of the premium if the option expires worthless, is reflected in the Statements of Comprehensive Income as Net Realized Gain (Loss). The cost of a security purchased will be reduced by the premium received on options when a written put option is exercised or increased by the amount paid on options when a purchased call option is exercised.
- (f) The Funds may enter into standardized, exchange-traded futures contracts to purchase or sell a financial instrument at a contracted price on a specified future date. Any difference between the value at the close of business on the current valuation day and that of the

previous valuation day is settled in cash daily and recorded in the Statements of Comprehensive Income as Derivatives Income (Loss). Any cash deposits or borrowings on margin are reflected in the Statements of Financial Position as Margin Deposit (Payable) on Derivatives. Short-term debt instruments as indicated in the Schedule of Investment Portfolio have been segregated and are held as margin against the futures contracts entered into by the Funds, as applicable.

- (g) Certain Funds may enter into total return swap ("TRS") agreements with one or more counterparties to gain exposure to the swap reference assets. Under each swap, the Funds pay the counterparties a floating amount based on the prevailing short-term market interest rates computed upon an agreed notional amount. Additionally, the Funds also pay an amount based upon a decline in value, if any, of a notional investment in a notional number of units, the value of which will equal the value of the swap reference assets. In return, the counterparties pay the Funds an amount based upon any increase in value of the swap reference assets.

Floating amounts paid to the counterparties are accrued daily and recorded as Derivative Income (Loss) in the Statements of Comprehensive Income. Changes in the fair value of the TRS agreements outstanding at the reporting date are disclosed in the Statements of Comprehensive Income as Net Change in Unrealized Appreciation (Depreciation). TRS agreements are valued at the amount that the Funds would receive or pay to terminate the agreements. When TRS agreements mature or are closed out, the net realized gain or loss is reflected in the Statements of Comprehensive Income as Net Realized Gain (Loss).

- (h) Certain Funds may enter into credit default swap ("CDS") agreements to gain exposure to debt instruments without investing in them directly. A CDS agreement is a bilateral over-the-counter derivative contract between a protection buyer and a protection seller that exchange the credit risk of a specific issuer (reference entity). The protection buyer pays a periodic premium, often quarterly, to the protection seller to assume the credit risk associated with a particular credit event. Credit events include bankruptcy, a material default and debt restructuring for a specified reference asset. If a credit event occurs, the CDS agreements may be settled by either the physical delivery of the referenced asset for proceeds equal to par value or a cash payment equal to the loss amount. If there is no credit default event, no contingent amount is payable.

During the reporting periods, certain Funds have entered into CDS agreements as protection seller. Any upfront payment made or received by these funds at the initiation of a CDS agreement is included in the CDS agreement's fair value. Quarterly premiums received from the counterparty are accrued daily and recorded as Derivative Income (Loss) in the Statements of Comprehensive Income. Changes in the fair value of the CDS agreements outstanding at the reporting date are disclosed in the Statements of Comprehensive Income as Net Change in Unrealized Appreciation (Depreciation). Prices used to value the CDS are obtained directly from the data vendor or broker. When CDS agreements expire or are closed out, the net realized gain or loss is reflected in the Statements of Comprehensive Income as Net Realized Gain (Loss).

The exposure to CDS is limited to the notional amount of the contract less any applicable recoverable amount, calculated by

the product of the notional amount and the recovery rate of the respective reference entity.

- (i) 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.
- (j) Investments in underlying mutual funds, TDAM managed ETFs and other underlying funds are generally valued at the NAV per series unit of the investment funds as reported by the investment funds' managers.
- (k) Certain Funds may enter into commitments to purchase when-issued securities through private investment in public equity (PIPE) transactions with special purpose acquisition companies (SPACs). A SPAC is a publicly traded company that raises investment capital via an initial public offering for the purpose of acquiring the equity securities of one or more existing companies via merger, business combination, acquisition, or other similar transactions within a designated time frame. A PIPE typically involves the purchase of securities directly from a publicly traded company in a private placement transaction. Securities purchased through the PIPE transaction will be restricted from trading and considered illiquid until a resale registration statement for the securities is filed and declared effective. The commitments are contingent upon the SPACs acquiring the securities of target companies. Unrealized appreciation or depreciation on these commitments as at the reporting period ends is separately presented in Statements of Financial Position as Unrealized Appreciation (Depreciation) on Unfunded Commitments, and any change in fair value during the reporting periods is included in the Net change in Unrealized Appreciation (Depreciation) on Unfunded Commitments in the Statements of Comprehensive Income.

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, Margin Deposit on Derivatives, Subscriptions Receivable, Interest and Dividends Receivables, Receivable for Investments Sold, Bank Overdraft, Margin Payable on Derivatives, Payable for Investments Purchased, Redemptions Payable, Distributions Payable, Accrued Liabilities and the redemption value of Funds' obligation for Net Assets Attributable to Holders of Redeemable Units 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.

TDAM has a Valuation Committee which oversees the performance of the fair value measurements included in the financial statements of the Funds, including any Level 3 measurements. TDAM utilizes a variety of methods (as listed in the Fair Value Measurement section) in determining the fair value of securities classified as Level 3. The committee also meets quarterly to perform reviews of the valuations of investments held by the Funds.

The classification of the Funds' financial instruments within the fair value hierarchy as at June 30, 2024 and December 31, 2023, 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 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 June 30, 2024 and December 31, 2023 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.

Certain Funds may also invest in mortgage-related and/or other asset-backed securities that directly or indirectly represent a participation in, or are secured by and payable from, mortgage loans on real property. Mortgage-related securities are created from pools of residential or commercial mortgage loans, including mortgage loans made by savings and loan institutions, mortgage bankers, commercial banks and others. The debt and equity securities issued by these issuers may include tranches with varying levels of subordination. The Funds may invest in senior notes that have a first lien on assets and have minimum exposure to junior or subordinate tranches. These securities may provide a monthly payment which consists of both interest and principal payments. Other asset-backed securities are created from many types of assets, including auto loans, credit card receivables, home equity loans, and student loans.

As at June 30, 2024 and December 31, 2023, the fair value of mortgage-related and other asset-backed securities of these funds, where applicable, is disclosed as Investments in the Statements of Financial Position. The fair value represents the maximum exposure to losses at those dates. The change in fair value of mortgage-related and other asset-backed securities 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.

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 units 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.

Reverse Repurchase Agreements

Certain Funds may enter into reverse repurchase transactions. In a reverse repurchase transaction, a fund buys a security at one price from a third party and agrees to sell the same security back to the same party at a specified price on an agreed future date and the difference is reflected as Income from Reverse Repurchase Agreements in the Statements of Comprehensive Income.

The risk with these types of transactions is that the other party may default under the agreement or go bankrupt. These risks are reduced by requiring the other party to provide collateral to these funds. The value of the collateral must be at least 102 percent of the market value of the security and the collateral is marked to market on each business day. The type of securities received and related collateral held by these funds, where applicable, are listed in the Schedule of Investment Portfolio.

Cash/Bank Overdraft

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

Margin Deposit (Payable) on Derivatives

Margin accounts represent margin deposits or payable in respect of derivatives entered into by the Funds.

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 Units

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 unit may be calculated at another time.

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

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

Income Recognition

Interest for Distribution Purposes as shown in the Statements of Comprehensive Income consists of interest income from cash and the coupon interest on debt instruments accounted for on an accrual basis. Interest receivable is included in Interest and Dividends Receivables in the Statements of Financial Position based on the debt instruments' stated rates of interest. The Funds do not amortize premiums paid or discounts received on the purchase of debt securities except for zero coupon bonds which are amortized.

Dividend income from equities and ETFs is recognized on ex-dividend dates and distributions from Underlying Funds other than ETFs are recognized on ex-distribution dates. Dividends received from ETFs are 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.

Certain 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 earned. 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 Units of the Fund.

Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units – Per Series Unit

The Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units – Per Series Unit is calculated by dividing the Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units of each series by the weighted average units outstanding of that series for the reporting period, except when a series was established during the reporting period, in which case the Weighted Average Units 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 Units

Each Fund is authorized to issue an unlimited number of units of multiple series that rank equally and are available for sale under its simplified prospectus. In addition, each of the TD Mutual Fund Trusts is also authorized to issue an unlimited number of units of multiple series to be sold under a confidential offering memorandum. The various series that may be offered by the Funds are as described below.

Investor Series:	Offered on a no-load basis to investors.
H5 Series and H8 Series:	Offered on a no-load basis to investors who wish to receive a regular monthly cash flow from the Funds. Monthly distributions may consist of net income, net realized capital gains and/or a return of capital.
Premium Series:	Offered on a no-load basis to large investors and others who make the required minimum investment, as determined by TDAM from time to time.
K-Series and K5 Series:	Offered on a no-load basis to large investors and others who make the required minimum investment, as determined by TDAM from time to time, and who wish to receive a regular monthly cash flow from the Funds. Monthly distributions may consist of net income, net realized capital gains, and/or a return of capital.

e-Series:	Offered on a no-load basis to investors who want to complete their transactions electronically, including through TD Direct Investing, a division of TDWCI, or other discount brokers.
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.
Advisor Series:	Offered on a front-end load basis to investors who seek investment advice.
T5 Series and T8 Series:	Offered on a front-end load basis to investors who seek investment advice and wish to receive a regular monthly cash flow from the Funds. Monthly distributions may consist of net income, net realized capital gains and/or a return of capital.
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.
FT5 Series and FT8 Series:	Offered to investors, through fee-based financial advisors or dealer-sponsored "wrap accounts", who wish to receive a regular monthly cash flow from the Funds. Monthly distributions may consist of net income, net realized capital gains, and/or a return of capital. These series may also be offered to other investors who pay an annual fee to their dealer instead of transactional sales charges.
Premium F-Series:	Offered to large 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. For this series, investors must make the required minimum investment, as determined by TDAM from time to time.
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.
WT5 Series and WT8 Series:	Offered to investors who wish to receive a regular monthly cash flow from the Funds, 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. Monthly distributions may consist of net income, net realized capital gains, and/or a return of capital.
Private Series and Private-EM Series:	Offered on a no-load basis to large investors who make the required minimum investment as determined by TDAM, and have entered into a Private Series agreement with TDAM.
Institutional Series:	Offered on a no-load basis to large investors, such as group savings plans and others who make the required minimum investment, as determined by TDAM from time to time.

O-Series:	Offered on a no-load basis to large investors, such as institutions and mutual funds, who make the required minimum investment as determined by TDAM, and have entered into an O-Series agreement with TDAM.
G-Series:	Offered on a no-load basis to large investors, such as institutions, group savings or pension plans and mutual funds, who make the required minimum investment as determined by TDAM and have entered into a G-Series agreement with TDAM.

Each individual series of units 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.

Units of the Funds are redeemable at the option of the unitholder in accordance with their respective provisions of the Declarations of Trust or Trust Indenture. Units of these funds are issued or redeemed on a daily basis at the NAV per series unit next determined after the subscription, switch, conversion order or redemption request, respectively, is received by TDAM. Subscriptions and redemptions include units converted from one series to another series within a Fund in the Statements of Changes in Net Assets Attributable to Holders of Redeemable Units. However, conversions between series within a Fund are excluded from Proceeds from Issuance of Redeemable Units and Amounts Paid on Redemption of Redeemable Units in the Statements of Cash Flows.

6. Related Party Transactions

Capital

TDAM, affiliates of TDAM, and/or other investment funds managed by TDAM may invest in units of the Funds from time to time. The investment made by related parties is disclosed in the Fund-Specific Notes if significant.

Custodian

The Toronto-Dominion Bank is the custodian of the TD Balanced Index Fund which holds assets (including cash and investments) of this fund. The Toronto-Dominion Bank is the sub-custodian of the Funds (except for TD Balanced Index Fund) 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.

Management Fees

(a) TD Mutual Fund Trusts

In consideration for the provision of management, distribution, and portfolio management services and oversight of any portfolio sub-advisory services provided to the TD Mutual Fund Trusts, TDAM receives an annual management fee in respect of certain series of these funds. The management fee is calculated and accrued on a daily basis for each applicable series based on the NAV of that series and paid monthly to TDAM.

No management fees are charged with respect to Private Series, O-Series and G-Series units. Instead, unitholders in Private Series, O-Series and G-Series units may be charged a fee directly by TDAM.

(b) TD Managed Assets Program Portfolios

In consideration for the provision of management, distribution and portfolio management services to the TD Managed Assets Program Portfolios, certain series of these funds pay TDAM an annual management fee. 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.

No management fees are charged with respect to G-Series units. Instead, unitholders in G-Series units may be charged a fee directly by TDAM.

Where the TD Mutual Fund Trusts and TD Managed Assets Program Portfolios 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

(a) TD Mutual Fund Trusts

In consideration for paying certain operating expenses, TDAM is paid an annual administration fee with respect to certain series of the TD Mutual Fund Trusts. Except for G-Series, the administration fee includes record-keeping and communication costs, custodial costs, legal fees, audit fees, filing fees and bank charges. For G-Series, the administration fee includes all operating expenses.

The administration fee is payable in respect of Investor Series, H5 Series, H8 Series, D-Series, Advisor Series, T5 Series, T8 Series and G-Series of the TD Mutual Fund Trusts, as applicable, other than the Money Market Funds, TD Ultra Short Term Bond Fund, TD Short Term Bond Fund, TD Canadian Bond Fund, TD Global Conservative Opportunities Fund, TD Global Balanced Opportunities Fund, the Index Funds and Advisor Series units of TD U.S. Equity Pool. The administration fee is also payable in respect of Premium Series and K-Series of TD Mutual Fund Trusts other than TD U.S. Money Market Fund, TD Short Term Bond Fund, TD Canadian Bond Fund, TD Income Advantage Portfolio, TD Canadian Core Plus Bond Fund and TD Global Conservative Opportunities Fund.

The administration fee is calculated and accrued on a daily basis for each applicable series based on the NAV of that series and paid monthly to TDAM. Detailed information on the administration fee is provided in the Fund-Specific Notes.

No administration fee is charged with respect to other series of the TD Mutual Fund Trusts.

(b) TD Managed Assets Program Portfolios

Except for the G-Series of these funds and TD Managed ETF Portfolios, no administration fee is charged to the TD Managed Assets Program Portfolios. For the G-Series of these funds, in consideration for paying all operating expenses, TDAM is paid an annual administration fee. For the TD Managed ETF Portfolios, in consideration for paying certain operating expenses, TDAM is paid an annual administration fee with respect to D-Series and F-Series of the TD Managed ETF Portfolios. The administration fee includes recordkeeping and communication costs, custodial costs, certain legal fees, audit fees, regulatory filing fees and bank charges.

The administration fee is calculated and accrued on a daily basis for each applicable series based on the NAV of that series and paid monthly to TDAM. Detailed information on the administration fee is provided in the Fund-Specific Notes.

Operating Expenses

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 and the Underlying Funds managed by TDAM. The IRC acts as an impartial and independent committee to review and provide recommendations or, if appropriate, approvals respecting any transactions in which TDAM may have a conflict of interest. The IRC prepares, at least annually, a report of its activities for unitholders 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 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.

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

(a) TD Mutual Fund Trusts

TDAM pays all of the operating expenses with respect to O-Series and G-Series units of the TD Mutual Fund Trusts.

Private Series and Private-EM Series of the TD Mutual Fund Trusts and Advisor Series of TD U.S. Equity Pool bear their respective pro rata share of the operating expenses which are common to the operation of all series of these funds as well as those expenses which are attributable solely to that series (which may be payable to TDAM or its affiliates), including IRC costs, recordkeeping and communication costs, custodial, legal, audit and filing fees, bank charges, borrowing costs, all taxes, costs relating to compliance with any new governmental and regulatory requirements, and new types of costs or expenses.

For other series of the TD Mutual Fund Trusts, TDAM pays all of the operating expenses (including services provided by TDAM or its affiliates), other than costs and expenses associated with: all taxes; borrowing; the IRC; compliance with any new governmental and regulatory requirements, and new types of costs or expenses.

(b) TD Managed Assets Program Portfolios

Except for the TD Managed ETF Portfolios, all operating expenses of the TD Managed Assets Program Portfolios (including for services provided by TDAM or its affiliates) are paid for by TDAM, including cost of the IRC, recordkeeping and communication costs, custodial, legal, audit and filing fees, bank charges, borrowing costs, and all taxes on such costs.

For the TD Managed ETF Portfolios, TDAM pays certain operating expenses. Each TD Managed ETF Portfolio is responsible for paying expenses associated with borrowing, the IRC, compliance with any new governmental and regulatory requirements, new types of costs or expenses, and all taxes on such costs and expenses.

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 unitholders. 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 as 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 June 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

The Funds qualify or intend to qualify as mutual fund trusts under the *Income Tax Act* (Canada) ("Tax Act"), unless otherwise disclosed in the Fund-Specific Notes. All or substantially all of the net investment income and sufficient amounts of net capital gains realized in any taxation year are distributed to unitholders such that no income tax is payable by the Funds, except that in certain circumstances, a Fund that is not a mutual fund trust may become liable to pay alternative minimum tax under the Tax Act. As a result of the distributions, the Funds have

determined that they are in substance not taxable under Part I of the Tax Act and therefore, do not record income taxes in the Statements of Comprehensive Income nor do they recognize any deferred tax assets or liabilities in the Statements of Financial Position. The Funds' capital and/or non-capital losses carry forward, where applicable, are provided in the Fund-Specific Notes. 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, concentration risk and leverage risk. All investments present a risk of loss of capital.

The war between Ukraine and the Russian Federation has resulted in significant volatility and uncertainty in global financial markets. The market disruption can adversely affect the investment values and the relevant financial instrument risks associated with each of the Funds.

TDAM seeks to reduce financial risks by employing and overseeing professional and experienced portfolio advisers that regularly monitor the Funds' positions and market events and diversify investment portfolios within the constraints of each Fund's investment objectives, investment strategies and applicable TDAM policies and procedures (collectively referred to as "Investment Restrictions").

If a Fund invests in Underlying Funds, TDAM seeks to reduce financial risks by diversifying investments across the three main asset classes: money market investments for safety, bonds for income and equity investments for growth, where applicable. Since different types of investments tend to move independently from one another, positive performance in one asset class may help to offset negative performance in another, thereby reducing volatility and overall risk in the long-term.

The Funds are managed in accordance with their respective Investment Restrictions.

(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, the 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.

Except for written call options and short futures contracts, the maximum risk of loss on certain derivative contracts is equal to their notional values. Possible losses from written call options and short futures contracts can be unlimited.

(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, debt instruments and/or derivative 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.

Certain Funds and the Underlying Funds held by the 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, together with repurchase transactions, are 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 earned, 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 units. The 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 units outstanding, are due in less than 3 months.

On August 27, 2020, the International Accounting Standards Board issued Interest Rate Benchmark Reform – Phase 2, Amendments to IFRS 9, IAS 39 and IFRS 7. The amendments are effective for the Funds' current fiscal year and provide, among other things, practical expedients for instruments accounted for at amortized cost or in hedge accounting relationships. There was no accounting impact from adoption of these amendments. In March 2021, ICE Benchmark Administration (the administrator of LIBOR) in conjunction with the UK's Financial Conduct Authority announced the cessation of LIBOR settings across various tenors and currencies (all GBP, EUR, CHF and JPY LIBOR settings and the one-week and two-month USD LIBOR settings) by December 31, 2021. All remaining USD LIBOR settings (overnight, one-, three-, six-, and twelve-month) ceased to be published after June 30, 2023. 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 LIBOR and 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.

(e) Leverage Risk

Leverage risk is the risk that an adverse change in the value or level of the underlying asset, rate or index to which the fund has leveraged exposure, may amplify losses compared to those that would have been incurred if the fund had not used any leverage and could result in losses that are greater than the amount invested.

TD Alternative Risk Focused Pool, TD Alternative Commodities Pool and TD Alternative Long/Short Commodities Pool are alternative mutual funds, in accordance with National Instrument 81-102, "Investment Funds", and are permitted to leverage their assets as part of their investment strategy through the use of cash borrowing, physical short sales and/or specified derivatives, at amounts that may exceed the NAV of these funds. Information on these funds' use of leverage is disclosed in the Fund-Specific Notes.

9. Capital Risk Management

Units issued and outstanding represent the capital of the Funds. The Funds do not have any specific capital requirements on the subscription and redemption of units, other than certain minimum subscription requirements. Changes in the Funds' capital during the reporting periods are reflected in the Statements of Changes in Net Assets Attributable to Holders of Redeemable Units. 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.

If applicable, 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, 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	Currency Code	Description	Currency Code	Description
AED	UAE Dirham	HKD	Hong Kong Dollar	PHP	Philippine Peso
ARS	Argentine Peso	HUF	Hungarian Forint	PKR	Pakistan Rupee
AUD	Australian Dollar	IDR	Indonesian Rupiah	PLN	Polish Zloty
BRL	Brazilian Real	ILS	Israeli Shekel	QAR	Qatari Riyal
CAD/C\$	Canadian Dollar	INR	Indian Rupee	RON	Romanian Leu
CHF	Swiss Franc	JOD	Jordanian Dinar	RUB	Russian Ruble
CLP	Chilean Peso	JPY	Japanese Yen	SAR	Saudi Riyal
CNY/CNH	Chinese Renminbi	KRW	South Korean Won	SEK	Swedish Krona
COP	Colombian Peso	LKR	Sri Lankan Rupee	SGD	Singapore Dollar
CZK	Czech Koruna	MAD	Moroccan Dirham	THB	Thai Baht
DKK	Danish Krone	MXN	Mexican Peso	TRY	Turkish Lira
EGP	Egyptian Pound	MYR	Malaysian Ringgit	TWD	New Taiwan Dollar
EUR	Euro	NOK	Norwegian Krone	USD/US\$	United States Dollar
GBP	British Pound	NZD	New Zealand Dollar	ZAR	South African Rand

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