

## ANNUAL COMPLIANCE CERTIFICATE

TO: Canada Mortgage and Housing Corporation  
RE: The Toronto-Dominion Bank Legislative Covered Bonds Program (the "**Program**")

I hereby certify, as Vice President, Treasury and Balance Sheet Management of The Toronto-Dominion Bank (the "**Issuer**") and not in my personal capacity, for the year ending July 29, 2015, that:

- (a) the Issuer and the Program have complied with all conditions, obligations, restrictions and requirements contained in the Canadian Registered Covered Bond Programs Guide and Part I.1 of the *National Housing Act* (Canada); and
- (b) the Issuer has complied, in all material respects, with all securities laws, regulations and rules applicable to covered bonds which are promulgated by each jurisdiction and market in which covered bonds issued under the Program have been offered by it or have been listed or otherwise posted for trading by it.

I hereby further certify, as Vice President, Treasury and Balance Sheet Management of the Issuer and not in my personal capacity that, as at the year ended July 29, 2015, all loans held by TD Covered Bond (Legislative) Guarantor Limited Partnership as the Program's covered bond collateral constitute Eligible Loans meeting the criteria of Section 21.6 of Part I.1 of the *National Housing Act* (Canada) and the requirements or qualifications set out in Section 4.2.1 (a) through (j) of the Canadian Registered Covered Bond Programs Guide.

I hereby further certify as Vice President, Treasury and Balance Sheet Management of the Issuer and not in my personal capacity that:

- (a) each Lender has provided a Release of Security in relation to all Retained Loans and a Security Sharing Agreement has been entered into by the Issuer, each Lender and the guarantor entity; and
- (b) the Issuer and each Lender have complied with the provisions of the Security Sharing Agreement (including those provisions relating to priority of payment and the servicing of Eligible Loans and Retained Loans) for the year ended July 29, 2015.

DATED October 23, 2015

### THE TORONTO-DOMINION BANK

Per: (signed) Peter Walker

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Name: Peter Walker  
Title: Vice President, Treasury and Balance Sheet Management