

TD Equal Weight Canada Bank 27 AR Index-Linked Autocallable Memory Coupon Notes

Series 193 due January 8, 2032 (non-principal protected)



**Solactive Equal Weight
Canada Bank 27 AR
Index Exposure**

**Potential 7.50%
Memory Coupon p.a.
(paid semi-annually)**

**Semi-Annual Auto-Call
Feature at 110% of the
Opening Level**

**Barrier Level: 80% of
the Opening Level**

Investment Highlights

The **TD Equal Weight Canada Bank 27 AR Index-Linked Autocallable Memory Coupon Notes, Series 193** (the “Notes”) provide investors with the opportunity to receive coupons and a payment at maturity linked to the performance of an Underlying Interest described below.

Issuer:	The Toronto-Dominion Bank
Issue Date:	January 8, 2025
Initial Valuation Date:	January 8, 2025, subject to adjustment as set out in the pricing supplement.
Maturity Date:	January 8, 2032
Underlying Interest:	The Underlying Interest is comprised of the following component(s): Solactive Equal Weight Canada Bank 27 AR Index The Closing Levels reflect only the performance of the Underlying Interest. The Solactive Equal Weight Canada Bank 27 AR Index is a component of the Underlying Interest, which aims to track the gross total return of a Target Index, the Solactive Equal Weight Canada Banks Index, reduced by an Adjusted Return Factor of 27 index points per annum. The yield of the Underlying Interest is included in the Closing Levels. The trailing 12-month yield of the constituent securities of the Target Index as of November 29, 2024 was 4.06%. There is no assurance that the yield of the Underlying Interest will be maintained at or above current or historical levels.
Currency:	Canadian Dollars
Auto-Call Feature:	The Notes will be automatically called by the Bank if the Closing Level on a Valuation Date is greater than or equal to the Auto-Call Level. If the Notes are automatically called by the Bank, the Maturity Redemption Payment will be paid on the applicable Auto-Call Date, the Notes will be redeemed and Noteholders will not be entitled to receive any subsequent payments in respect of the Notes. The first Auto-Call Date is July 8, 2025.
Auto-Call Dates:	July 8, 2025, January 8, 2026, July 8, 2026, January 8, 2027, July 8, 2027, January 10, 2028, July 11, 2028, January 8, 2029, July 9, 2029, January 8, 2030, July 8, 2030, January 8, 2031, July 8, 2031, and January 8, 2032 (which is also the Maturity Date)
Coupon Dates:	July 8, 2025, January 8, 2026, July 8, 2026, January 8, 2027, July 8, 2027, January 10, 2028, July 11, 2028, January 8, 2029, July 9, 2029, January 8, 2030, July 8, 2030, January 8, 2031, July 8, 2031, and January 8, 2032 (which is also the Maturity Date)

Fundserv Code	Selling Period	Investor Summary Date
TDN5798	December 20, 2024 – January 6, 2025	December 20, 2024

A Coupon, if any, is payable only if the Underlying Interest Return on the applicable Valuation Date is greater than or equal to the Payment Threshold. If the Final Level is less than the Barrier Level and the Notes have not been automatically called by the Bank, an investor will receive less than the Principal Amount at maturity. The Notes are not principal protected and investors may lose substantially all of their investment in the Notes. The Notes are not designed to be alternatives to fixed income or money market instruments. See "SUITABILITY FOR INVESTMENT".

This document should be read in conjunction with the short form base shelf prospectus of The Toronto-Dominion Bank (the “Bank”) dated September 9, 2024 (the “Prospectus”) and the pricing supplement for the Notes to be dated on or about December 20, 2024 (the “Pricing Supplement”), which contain important information regarding the Notes. The Prospectus containing important information relating to the securities described in this document has been filed with the securities regulatory authorities in each of the provinces and territories of Canada. A copy of the Prospectus, any amendment to the Prospectus and any Pricing Supplement that has been filed is required to be delivered with this document. This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the Prospectus, any amendment and the Pricing Supplement for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision. The Notes will not constitute deposits that are insured under the *Canada Deposit Insurance Corporation Act*.

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Valuation Dates:	July 2, 2025, January 2, 2026, July 2, 2026, January 4, 2027, July 2, 2027, January 4, 2028, July 5, 2028, January 2, 2029, July 3, 2029, January 2, 2030, July 2, 2030, January 2, 2031, July 2, 2031, and January 2, 2032
Coupon:	Noteholders may receive a Coupon on each Coupon Date unless the Notes have been automatically called by the Bank prior to the applicable Valuation Date. The Coupon for the relevant Coupon Date will be calculated by the Calculation Agent in accordance with the applicable formula below: (i) if the applicable Underlying Interest Return is equal to or greater than the Payment Threshold: $\text{Coupon} = (\text{Principal Amount} \times \text{Payment Rate}) + \text{Memory Coupon} + \text{Variable Coupon}; \text{ or}$ (ii) if the applicable Underlying Interest Return is less than the Payment Threshold: $\text{Coupon} = \$0.$
Memory Coupon:	The Memory Coupon, if any, for a Coupon Date will be calculated by the Calculation Agent in accordance with the following formula: $\text{Memory Coupon} = \text{Principal Amount} \times \text{Payment Rate} \times \text{Missed Coupon}$ No Memory Coupon is payable in respect of a Coupon Date if the Underlying Interest Return on the applicable Valuation Date is less than the Payment Threshold.
Missed Coupon:	The Missed Coupon in respect of a Valuation Date is a whole number equal to the number of consecutive preceding Valuation Dates on which the Underlying Interest Return was less than the Payment Threshold since the last Valuation Date on which the Underlying Interest Return was equal to or greater than the Payment Threshold. The Missed Coupon is calculated by the Calculation Agent. The Missed Coupon will be zero on the Issue Date.
Variable Coupon:	The Variable Coupon, if any, for a Coupon Date will be calculated by the Calculation Agent in accordance with the applicable formula below: (i) if the Missed Coupon is not zero: $\text{Variable Coupon} = \text{Principal Amount} \times \text{Deferred Underlying Interest Return} \times 5\%$ (ii) if the Missed Coupon is zero and the Underlying Interest Return on the applicable Valuation Date is greater than zero: $\text{Variable Coupon} = \text{Principal Amount} \times \text{Underlying Interest Return} \times 1\%; \text{ or}$ (iii) if the Missed Coupon is zero and the Underlying Interest Return on the applicable Valuation Date is less than or equal to zero: $\text{Variable Coupon} = \0
Deferred Underlying Interest Return:	With respect to a Valuation Date, the Deferred Underlying Interest Return will be the greater of zero and a number expressed as a percentage and calculated by the Calculation Agent in accordance with the following formula: $\text{Deferred Underlying Interest Return} = \text{Underlying Interest Return} - (\text{Payment Threshold})$
Payment Threshold:	-20%
Payment Rate:	3.75% Assuming the Notes are not automatically called by the Bank and the applicable Underlying Interest Return is equal to or greater than the Payment Threshold on each Valuation Date in a given year, the effective annual Payment Rate would be 7.50% in such year.
Maturity Redemption Payment:	If the Notes are automatically called by the Bank, Noteholders will be paid the Maturity Redemption Payment on the applicable Auto-Call Date, in addition to any Coupon payable on that date. If the Notes are not automatically called by the Bank, Noteholders will be paid the Maturity Redemption Payment on the Maturity Date, in addition to any Coupon payable on that date. A Noteholder may not elect to receive the Maturity Redemption Payment prior to the Maturity Date. The Maturity Redemption Payment will be calculated by the Calculation Agent in accordance with the applicable formula below: (i) if the Closing Level on a Valuation Date is greater than or equal to the Auto-Call Level, the Notes will be automatically called by the Bank and the Maturity Redemption Payment will equal: $\text{Principal Amount};$ (ii) if the Notes have not been automatically called by the Bank and the Final Level is greater than or equal to the Barrier Level, the Maturity Redemption Payment will equal: $\text{Principal Amount}; \text{ or}$ (iii) if the Notes have not been automatically called by the Bank and the Final Level is less than the Barrier Level, the Maturity Redemption Payment will equal the greater of:

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(a) *Principal Amount* $\times$ (1 + *Underlying Interest Return*); and
(b) \$1 per Note.

The Maturity Redemption Payment will be less than the Principal Amount if the Notes are not automatically called by the Bank and the Final Level is less than the Barrier Level.

Auto-Call Level:	110% of the Opening Level
Barrier Level:	80% of the Opening Level An investor's principal is protected at maturity unless the Final Level is less than 80% of the Opening Level.
Fees and Expenses:	A selling commission equal to 2.50% of the Principal Amount of each Note sold will be paid to representatives, including representatives employed by the Agents, whose clients purchase Notes. The selling commission and the fee of the independent agent are included in the issue price of the Notes. There are no additional fees or expenses of the offering directly payable by Noteholders.
Eligibility:	RRSPs, RRIFs, RESPs, RDSPs, TFSA's, FHSA's, and DPSPs
Secondary Market:	The Notes will not be listed on any stock exchange. TDSI intends, in normal market conditions, to maintain a secondary market for the Notes, but is under no obligation to do so and if it does do so, reserves the right not to do so in the future in its sole discretion, without providing notice to Noteholders. Noteholders choosing to sell their Notes to TDSI prior to maturity may be subject to an Early Trading Fee of up to \$4.00 per Note initially, reducing to zero after 180 days (see table below).

Sample Calculations

The examples set out below are included for illustrative purposes only. The levels used in the examples are not estimates or forecasts of the Closing Level on the relevant dates. Neither the Bank nor either of the Agents predicts or guarantees any gain or particular return on the Notes. For ease of reference only, the formula for calculation of a Coupon (if any) applicable to a Valuation Date can be determined with reference to the following table:

Coupon = (Principal Amount $\times$ Payment Rate) + Memory Coupon + Variable Coupon; and

Memory Coupon = Principal Amount $\times$ Payment Rate $\times$ Missed Coupon

	Missed Coupon is Zero:	Missed Coupon is Not Zero:
Underlying Interest Return is Greater than Zero:	$Coupon = (Principal\ Amount \times Payment\ Rate) + 0 + (Principal\ Amount \times Underlying\ Interest\ Return \times 1\%)$	$Coupon = (Principal\ Amount \times Payment\ Rate) + (Principal\ Amount \times Payment\ Rate \times Missed\ Coupon) + [Principal\ Amount \times (Underlying\ Interest\ Return - (Payment\ Threshold)) \times 5\%]$
Underlying Interest Return is Less than or Equal to Zero, but Greater than or Equal to Payment Threshold:	$Coupon = (Principal\ Amount \times Payment\ Rate) + 0 + 0$	
Underlying Interest Return is Less than Payment Threshold:	$Coupon = \$0.00$; and $Missed\ Coupon$ increases by one	

The following examples assume an initial investment of \$100,000.00 (1,000 Notes), that the Notes are held until maturity or redemption and that the Closing Levels follow the paths shown in the charts below:

Example #1: Closing Level on every Valuation Date is less than the Auto-Call Level, the Underlying Interest Return on every Valuation Date is less than the Payment Threshold, and the Final Level is less than the Barrier Level.



Valuation Date	Closing Level	Underlying Interest Return	Memory Coupon	Variable Coupon	Coupon	Auto-Call Level & Feature	Maturity Redemption Payment
0	531.65					584.82	
1	210.58	-60.39123%	\$0.00	\$0.00	\$0.00	NO	
2	214.31	-59.68665%	\$0.00	\$0.00	\$0.00	NO	
3	172.38	-67.57641%	\$0.00	\$0.00	\$0.00	NO	
4	204.65	-61.50663%	\$0.00	\$0.00	\$0.00	NO	
5	251.33	-52.72642%	\$0.00	\$0.00	\$0.00	NO	
6	285.80	-46.24283%	\$0.00	\$0.00	\$0.00	NO	
7	242.14	-54.45500%	\$0.00	\$0.00	\$0.00	NO	
8	248.89	-53.16659%	\$0.00	\$0.00	\$0.00	NO	
9	236.28	-55.55723%	\$0.00	\$0.00	\$0.00	NO	
10	233.38	-56.10270%	\$0.00	\$0.00	\$0.00	NO	
11	248.14	-53.32644%	\$0.00	\$0.00	\$0.00	NO	
12	264.41	-50.26615%	\$0.00	\$0.00	\$0.00	NO	
13	257.17	-51.62795%	\$0.00	\$0.00	\$0.00	NO	
14	235.91	-55.62682%	\$0.00	\$0.00	\$0.00	NO	\$44,373.18
Total Coupons:							\$0.00
Total (Coupons and Maturity Redemption Payment):							\$44,373.18
Annual Compounded Rate of Return:							-10.96%

The Notes are not automatically called by the Bank because the Closing Level on every Valuation Date is less than the Auto-Call Level. The Noteholder does not receive any Coupons because the Underlying Interest Return on every Valuation Date is less than the Payment Threshold. Since the Final Level is less than the Barrier Level, the Maturity Redemption Payment would equal:

$$\text{Maturity Redemption Payment} = \text{Principal Amount} \times (1 + \text{Underlying Interest Return}) = \$100,000.00 \times (1 - 55.62682\%) = \$44,373.18$$

In this example, the Noteholder would receive the Maturity Redemption Payment of \$44,373.18 on the Maturity Date, and the Notes yield an annualized compound rate of return of approximately -10.96%. In this example, the Noteholder would not receive any Coupons and the Maturity Redemption Payment would be less than the amount originally invested in the Notes.

Example #2: Closing Level on every Valuation Date is less than the Auto-Call Level, the Underlying Interest Return on 6 of the Valuation Dates is greater than the Payment Threshold, and the Final Level is greater than the Barrier Level.



Valuation Date	Closing Level	Underlying Interest Return	Memory Coupon	Variable Coupon	Coupon	Auto-Call Level & Feature	Maturity Redemption Payment
0	531.65					584.82	
1	315.87	-40.58685%	\$0.00	\$0.00	\$0.00	NO	
2	321.46	-39.53641%	\$0.00	\$0.00	\$0.00	NO	
3	258.56	-51.36650%	\$0.00	\$0.00	\$0.00	NO	
4	306.97	-42.26089%	\$0.00	\$0.00	\$0.00	NO	
5	377.00	-29.08869%	\$0.00	\$0.00	\$0.00	NO	
6	428.69	-19.36612%	\$18,750.00	\$31.69	\$22,531.69	NO	
7	423.74	-20.29719%	\$0.00	\$0.00	\$0.00	NO	
8	435.73	-18.04194%	\$3,750.00	\$97.90	\$7,597.90	NO	
9	413.49	-22.22515%	\$0.00	\$0.00	\$0.00	NO	
10	408.41	-23.18066%	\$0.00	\$0.00	\$0.00	NO	
11	465.27	-12.48566%	\$7,500.00	\$375.72	\$11,625.72	NO	
12	495.77	-6.74880%	\$0.00	\$0.00	\$3,750.00	NO	
13	482.20	-9.30123%	\$0.00	\$0.00	\$3,750.00	NO	
14	442.33	-16.80053%	\$0.00	\$0.00	\$3,750.00	NO	\$100,000.00
Total Coupons:							\$53,005.31
Total (Coupons and Maturity Redemption Payment):							\$153,005.31
Annual Compounded Rate of Return:							7.30%

The Notes are not automatically called by the Bank because the Closing Level on every Valuation Date is less than the Auto-Call Level. The Noteholder receives a Coupon on 6 Coupon Dates because the Underlying Interest Return on the relevant Valuation Dates is greater than or equal to the Payment Threshold. No Coupons are paid in respect of the remaining Coupon Dates because the Underlying Interest Return is less than the Payment Threshold on the relevant Valuation Dates.

Coupons where the Missed Coupon is zero, the applicable Underlying Interest Return is less than or equal to zero and greater than or equal to the Payment Threshold are calculated as follows (i.e. Coupon Dates 12 - 14):

$$\text{Coupon} = (\text{Principal Amount} \times \text{Payment Rate}) + 0 + 0$$

Coupons where the Missed Coupon is not zero, and the applicable Underlying Interest Return is greater than or equal to the Payment Threshold are calculated as follows (i.e. Coupon Dates 6, 8, and 11, where n is the value for Missed Coupon preceding the applicable Valuation Date):

$$\begin{aligned} \text{Coupon} &= (\text{Principal Amount} \times \text{Payment Rate}) + \text{Memory Coupon} + \text{Variable Coupon}; \\ \text{Memory Coupon} &= \text{Principal Amount} \times \text{Payment Rate} \times \text{Missed Coupon} = \$100,000.00 \times 3.75\% \times n; \text{ and} \\ \text{Variable Coupon} &= \text{Principal Amount} \times 5\% \times [\text{Underlying Interest Return} - (\text{Payment Threshold})] \end{aligned}$$

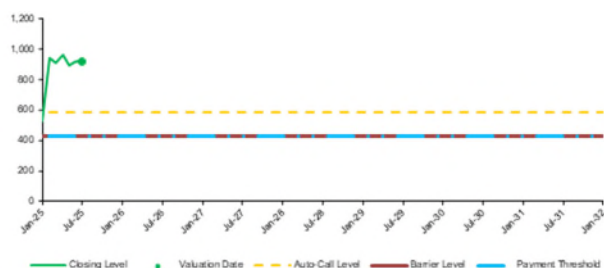
Since the Notes are not automatically called by the Bank and the Final Level is greater than the Barrier Level, the Maturity Redemption Payment would equal the Principal Amount.

$$\text{Maturity Redemption Payment} = \text{Principal Amount} = \$100,000.00$$

In this example, the Noteholder would receive Coupons totaling \$53,005.31 and the Maturity Redemption Payment of \$100,000.00 on the Maturity Date. The Notes in this example yield an annualized compound rate of return of approximately 7.30%, assuming that the Coupons paid are reinvested at such rate.

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Example #3: Closing Level on the Valuation Date immediately preceding the first Auto-Call Date is greater than the Auto-Call Level.



Valuation Date	Closing Level	Underlying Interest Return	Memory Coupon	Variable Coupon	Coupon	Auto-Call Level & Feature	Maturity Redemption Payment
0	531.65					584.82	
1	921.30	73.29070%	\$0.00	\$732.91	\$4,482.91	YES	\$100,000.00
2	—	—					
3	—	—					
4	—	—					
5	—	—					
6	—	—					
7	—	—					
8	—	—					
9	—	—					
10	—	—					
11	—	—					
12	—	—					
13	—	—					
14	—	—					
					Total Coupons:	\$4,482.91	
					Total (Coupons and Maturity Redemption Payment):	\$104,482.91	
					Annual Compounded Rate of Return:	9.25%	

The Notes are automatically called by the Bank on the first Auto-Call Date, because the Closing Level on the Valuation Date immediately preceding the first Auto-Call Date is greater than the Auto-Call Level. The Noteholder receives a Coupon on the first Coupon Date because the Underlying Interest Return on the relevant Valuation Date exceeds the Payment Threshold.

The Missed Coupon on the Valuation Date preceding the first Auto-Call Date is zero and the applicable Underlying Interest Return is greater than zero, so the Coupon is calculated as follows:

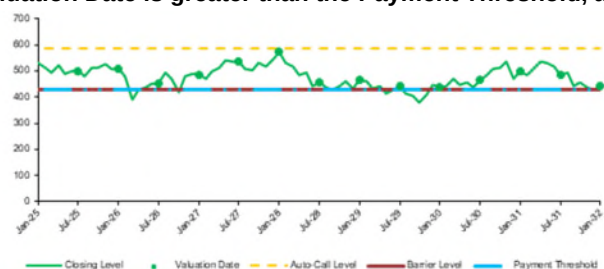
$$\begin{aligned} \text{Coupon} &= (\text{Principal Amount} \times \text{Payment Rate}) + \text{Memory Coupon} + \text{Variable Coupon}; \\ \text{Memory Coupon} &= \text{Principal Amount} \times \text{Payment Rate} \times \text{Missed Coupon} = 0; \text{ and} \\ \text{Variable Coupon} &= \text{Principal Amount} \times \text{Underlying Interest Return} \times 1\% \end{aligned}$$

Since the Closing Level on the Valuation Date immediately preceding the first Auto-Call Date is greater than the Auto-Call Level, the Maturity Redemption Payment would be calculated as follows:

$$\text{Maturity Redemption Payment} = \text{Principal Amount} = \$100,000.00$$

In this example, the Noteholder would receive a Coupon totaling \$4,482.91 and the Maturity Redemption Payment of \$100,000.00 on the first Auto-Call Date. The Notes in this example yield an annualized compound rate of return of approximately 9.25%, assuming that the Coupon paid is reinvested at such rate.

Example #4: Closing Level on every Valuation Date is less than the Auto-Call Level, the Underlying Interest Return on every Valuation Date is greater than the Payment Threshold, and the Final Level is greater than the Barrier Level.



Valuation Date	Closing Level	Underlying Interest Return	Memory Coupon	Variable Coupon	Coupon	Auto-Call Level & Feature	Maturity Redemption Payment
0	531.65					584.82	
1	500.13	-5.92871%	\$0.00	\$0.00	\$3,750.00	NO	
2	508.98	-4.26409%	\$0.00	\$0.00	\$3,750.00	NO	
3	452.49	-14.89449%	\$0.00	\$0.00	\$3,750.00	NO	
4	486.04	-8.57895%	\$0.00	\$0.00	\$3,750.00	NO	
5	534.09	0.45895%	\$0.00	\$4.59	\$3,754.59	NO	
6	571.59	7.51246%	\$0.00	\$75.12	\$3,825.12	NO	
7	454.01	-14.60359%	\$0.00	\$0.00	\$3,750.00	NO	
8	486.85	-12.18647%	\$0.00	\$0.00	\$3,750.00	NO	
9	443.02	-16.67074%	\$0.00	\$0.00	\$3,750.00	NO	
10	437.58	-17.89397%	\$0.00	\$0.00	\$3,750.00	NO	
11	465.27	-12.48566%	\$0.00	\$0.00	\$3,750.00	NO	
12	495.77	-6.74860%	\$0.00	\$0.00	\$3,750.00	NO	
13	482.20	-9.30123%	\$0.00	\$0.00	\$3,750.00	NO	
14	442.33	-16.80053%	\$0.00	\$0.00	\$3,750.00	NO	\$100,000.00
					Total Coupons:	\$52,579.71	
					Total (Coupons and Maturity Redemption Payment):	\$152,579.71	
					Annual Compounded Rate of Return:	7.65%	

The Notes are not automatically called by the Bank because the Closing Level on every Valuation Date is less than the Auto-Call Level. The Noteholder receives a Coupon on each Coupon Date because the Underlying Interest Return on every Valuation Date is greater than or equal to the Payment Threshold. The Final Level is greater than the Barrier Level.

Coupons where the Missed Coupon is zero and the applicable Underlying Interest Return is greater than zero are calculated as follows (i.e., Coupon Date 5 and 6):

$$\begin{aligned} \text{Coupon} &= (\text{Principal Amount} \times \text{Payment Rate}) + \text{Memory Coupon} + \text{Variable Coupon}; \\ \text{Memory Coupon} &= \text{Principal Amount} \times \text{Payment Rate} \times \text{Missed Coupon} = 0; \text{ and} \\ \text{Variable Coupon} &= \text{Principal Amount} \times \text{Underlying Interest Return} \times 1\% \end{aligned}$$

Coupons where the Missed Coupon is zero, the applicable Underlying Interest Return is less than or equal to zero and greater than or equal to the Payment Threshold are calculated as follows (all remaining Coupon Dates):

$$\text{Coupon} = (\text{Principal Amount} \times \text{Payment Rate}) + 0 + 0$$

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Since the Notes are not automatically called by the Bank and the Final Level is greater than the Barrier Level, the Maturity Redemption Payment would equal the Principal Amount:

$$\text{Maturity Redemption Payment} = \text{Principal Amount} = \$100,000.00$$

In this example, the Noteholder would receive Coupons totaling \$52,579.71 and the Maturity Redemption Payment of \$100,000.00 on the Maturity Date. The Notes in this example yield an annualized compound rate of return of approximately 7.65%, assuming that the Coupons paid are reinvested at such rate.

Risk Factors

A person should consider carefully all information set forth in the Pricing Supplement and the Prospectus and, in particular, the following risk factors set out below and in "RISK FACTORS" in the Pricing Supplement and the Prospectus before reaching a decision to buy the Notes.

- Notes are Not Principal Protected
- The Notes May Be Automatically Called by The Bank
- Coupons May Not Be Payable
- Notes May Not Yield a Return
- Return on the Notes May Be Materially Different Than Return on the Underlying Interest
- Performance of the Underlying Interest Will Reflect an Adjusted Return Factor
- Suitability of the Notes for Investment
- Notes Differ from Conventional Investments
- An Investment in the Notes is Not an Investment in the Underlying Interest or Any Component Thereof
- Performance of the Underlying Interest is Subject to Risk Factors Relating to Certain Equity Securities
- Performance of the Underlying Interest is Affected by Ability of Constituents of a Target Index to Pay Dividends
- The Underlying Interest has a Limited Performance History
- Notes are Subject to Concentration Risk
- There is No Assurance of a Secondary Market
- Potential Conflicts of Interest May Exist in Connection with the Notes
- Hedging Transactions May Affect the Underlying Interest
- There Are Tax Consequences Associated with an Investment in the Notes
- There May be Changes in Legislation or Administrative Practices that Adversely Affect the Noteholders
- Independent Investigation Required

Suitability for Investment

The Notes differ from conventional debt and fixed income investments because they may not provide Noteholders with a return or a fixed payment stream, the Notes may be automatically called by the Bank (i.e., redeemed) prior to the Maturity Date as a result of the Auto-Call Feature, and the return, if any, is not determined prior to maturity or redemption. **The Notes are not principal protected.** Payments on the Notes depend on the Underlying Interest Return on each Valuation Date and, if the Notes are not automatically called by the Bank, whether the Final Level is less than the Barrier Level. The Notes may return substantially less than the amount originally invested by the Noteholder. Consequently, investors could lose substantially all of their investment in the Notes. A Coupon, if any, is payable on a given Coupon Date only if the Underlying Interest Return on the applicable Valuation Date is greater than or equal to the Payment Threshold. There can be no assurance that the Notes will generate any payments or a return (except for the minimum \$1 repayment per Note). Accordingly, the Notes are only suitable for investors who do not require current income and who can withstand a total loss of their investment (except for the minimum \$1 repayment per Note). The Notes are designed for investors with an investment horizon that extends to the Maturity Date, who are prepared to hold the Notes to maturity, who are prepared to assume the risk that the Notes will be automatically called by the Bank prior to the Maturity Date, and who are prepared to assume risks with respect to a return linked to the performance of the Underlying Interest. An investment in the Notes is not suitable for an investor who may require an income stream or liquidity prior to the Maturity Date. See "RISK FACTORS – Suitability of the Notes for Investment". Prospective purchasers should take into account additional risk factors associated with this offering of Notes. See "RISK FACTORS" in the Pricing Supplement and the Prospectus.

Tax Considerations

This summary is of a general nature only and is not intended to be, nor should it be relied upon as, legal or tax advice to any Noteholder, and it must be read in conjunction with, and is subject to the limitations and qualifications set out in, the Prospectus and the Pricing Supplement. Noteholders should consult their own tax advisors for advice with respect to the income tax consequences of an investment in Notes, based on their particular circumstances. The full amount of each Coupon, if any, generally will be required to be included in the Noteholder's income as interest in the taxation year of the Noteholder that includes the applicable Coupon Date, except to the extent that such amount was otherwise included in computing the Noteholder's income in the taxation year or a preceding taxation year. See "CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS" in the Pricing Supplement for further details.

The Notes will not constitute deposits that are insured under the *Canada Deposit Insurance Corporation Act*.

Market Disruption Events and Special Circumstances can affect the payment of Coupons and / or the Maturity Redemption Payment. Prospective purchasers should carefully consider all of the information set forth in the Prospectus and the Pricing Supplement and, in particular, should take into account the specific risk factors associated with the Notes set forth under "RISK FACTORS" in the Pricing Supplement and the Prospectus.

Please contact your investment professional for more information

TDSI is a wholly-owned subsidiary of the Bank. Consequently, the Bank is a related and connected issuer of TDSI within the meaning of applicable securities legislation in connection with the offering of Notes.

There is no market through which the Notes may be sold and purchasers may not be able to resell the Notes. This may affect the pricing of the Notes in any secondary market that may develop, the transparency and availability of their trading prices and liquidity. A Noteholder who sells a Note to TDSI prior to the Maturity Date will receive sale proceeds (which may be less than the Principal Amount of the Note and less than the Maturity Redemption Payment that would otherwise be payable if the Note were maturing at such time) equal to the bid price for the Note, provided by TDSI, if available, determined at the time of sale, minus any applicable Early Trading Fee. Any sale of Notes to TDSI in the secondary market within the first 180 days after the Issue Date will be subject to an Early Trading Fee, deductible from the sale proceeds of the Notes and determined as follows:

If Sold Within	Early Trading Fee	
	Per Note	% of Principal Amount
0-45 days of Issue Date	\$4.00	4.00%
46-90 days of Issue Date	\$3.00	3.00%
91-135 days of Issue Date	\$2.00	2.00%
136-180 days of Issue Date	\$1.00	1.00%
Thereafter	Nil	Nil

This document, the Prospectus and the Pricing Supplement have been or will be filed with the securities regulatory authorities in each of the provinces and territories of Canada. Copies of the Prospectus and the Pricing Supplement may be obtained at www.sedarplus.ca or by contacting your investment professional, and are available on TDSI's structured notes website (<https://notes.tdsecurities.com>).

The information contained herein, while obtained from sources that we believe to be reliable, is not guaranteed as to its accuracy or completeness. This document is for information purposes only and does not constitute an offer to sell or a solicitation to buy the Notes referred to herein. No securities regulatory authority has in any way passed upon the merits of securities offered hereunder and any representation to the contrary is an offence. The Notes have not been, and will not be, registered under the United States Securities Act of 1933, as amended and, subject to certain exemptions, may not be offered, sold or delivered, directly or indirectly, in the United States of America to or for the account or benefit of U.S. persons. Changes to assumptions may have a material impact on any returns detailed. Historic information on performance is not indicative of future returns. The value of the Notes may fluctuate and/or be adversely affected by a number of factors, including the performance of the Underlying Interest. The information in this document is subject to change without notice. Capitalized terms used but not otherwise defined herein have the meanings given to them in the Pricing Supplement. References to "\$" are to Canadian dollars.

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