IMPORTANT NOTICE

NOT FOR DISTRIBUTION TO ANY U.S. PERSON OR TO ANY PERSON OR ADDRESS IN THE U.S. EXCEPT TO QUALIFIED INSTITUTIONAL BUYERS (AS DEFINED BELOW).

IMPORTANT: You must read the following before continuing. The following applies to the final terms (the "**Final Terms**") attached to this electronic transmission, and you are therefore advised to read this carefully before reading, accessing or making any other use of the Final Terms. In accessing the Final Terms, you agree to be bound by the following terms and conditions, including any modifications to them any time you receive any information from us as a result of such access.

NOTHING IN THIS ELECTRONIC TRANSMISSION CONSTITUTES AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY THE SECURITIES OF THE ISSUER. THE FOLLOWING FINAL TERMS MAY NOT BE FORWARDED OR DISTRIBUTED TO ANY OTHER PERSON AND MAY NOT BE REPRODUCED IN ANY MANNER WHATSOEVER AND, IN PARTICULAR, MAY NOT BE FORWARDED TO ANY U.S. PERSON OR TO ANY U.S. ADDRESS. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THIS DOCUMENT IN WHOLE OR IN PART IS UNAUTHORIZED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "**SECURITIES ACT**") OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS.

This Final Terms has been delivered to you on the basis that you are a person into whose possession this Final Terms may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located. By accessing the Final Terms, you shall be deemed to have confirmed and represented to us that (a) you have understood and agree to the terms set out herein, (b) you consent to delivery of the Final Terms by electronic transmission, (c) you are (i) not a U.S. person (within the meaning of Regulation S under the Securities Act) or acting for the account or benefit of a U.S. person and not located in the United States, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands) or the District of Columbia or (ii) a qualified institutional buyer as defined in Rule 144A under the Securities Act, and (d) if you are a person in the United Kingdom, then you are a person who (i) has professional experience in matters relating to investments and is a professional investor within Article 19 of the Financial Services and Markets Act (Financial Promotion) Order, 2005 (the "**Order**"), or (ii) is a high net worth entity falling within Article 49(2)(a) to (e) of the Order.

NONE OF THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION OR OTHER REGULATORY AUTHORITY IN THE UNITED STATES, HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE.

This document and the accompanying prospectus are not a prospectus for purposes of Section 12(a)(2) or any other provision of the Securities Act.

This Final Terms has been sent to you in an electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission and consequently none of The Toronto-Dominion Bank nor any director, officer or employee (nor agent of it or affiliate of any such person) accepts any liability or responsibility whatsoever in respect of any difference between the Final Terms distributed to you in electronic format and the hard copy version available to you on request from TD Securities (USA) LLC.

IMPORTANT NOTICE

In accessing the attached final terms ("Final Terms") you agree to be bound by the following terms and conditions.

The information contained in the Final Terms may be addressed to and/or targeted at persons who are residents of particular countries only as specified in the Final Terms and/or in the Prospectus (as defined in the Final Terms) and is not intended for use and should not be relied upon by any person outside those countries and/or to whom the offer contained in the Final Terms is not addressed. Prior to relying on the information contained in the Final Terms, you must ascertain from the Final Terms and/or Prospectus whether or not you are an intended addressee of the information contained therein.

Neither the Final Terms nor the Prospectus constitutes an offer to sell or the solicitation of an offer to buy securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration, exemption from registration or qualification under the securities law of any such jurisdiction.

FINAL TERMS

Final Terms dated October 18, 2023

THE TORONTO-DOMINION BANK
(a Canadian chartered bank)

Legal Entity Identifier (LEI): PT3QB789TSUIDF371261

Issue of USD 3,500,000,000 Series CBL62 Floating Rate Covered Bonds due October 20, 2028
under the

CAD 80,000,000,000

Global Legislative Covered Bond Programme
unconditionally and irrevocably guaranteed as to payments by
TD COVERED BOND (LEGISLATIVE) GUARANTOR
LIMITED PARTNERSHIP

PROHIBITION OF SALES TO EEA RETAIL INVESTORS.

The Covered Bonds are not intended to be offered, sold or otherwise made available to and, should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the "EEA"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "MiFID II"); (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (as amended, the "Prospectus Regulation"). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "PRIIPs Regulation") for offering or selling the Covered Bonds or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Covered Bonds or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS.

The Covered Bonds are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom ("UK"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended (the "EUWA"); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (the "FSMA") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97 (as amended), where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 (as amended) as it forms part of domestic law by virtue of the EUWA, (the "UK Prospectus Regulation"). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended) as it forms part of domestic law by virtue of the EUWA (the "UK PRIIPs Regulation") for offering or selling the Covered Bonds or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Covered Bonds or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

THE COVERED BONDS HAVE NOT BEEN APPROVED OR DISAPPROVED BY CANADA MORTGAGE AND HOUSING CORPORATION ("CMHC") NOR HAS CMHC PASSED UPON THE ACCURACY OR ADEQUACY OF THESE FINAL TERMS. THE COVERED BONDS ARE NOT INSURED OR GUARANTEED BY CMHC OR THE GOVERNMENT OF CANADA OR ANY OTHER AGENCY THEREOF.

NO PROSPECTUS IS REQUIRED IN ACCORDANCE WITH THE UK PROSPECTUS REGULATION FOR THIS ISSUE OF COVERED BONDS. THE COVERED BONDS WHICH ARE THE SUBJECT OF THIS DOCUMENT ARE NOT COMPLIANT WITH THE UK PROSPECTUS REGULATION AND THE FCA HAS NEITHER APPROVED NOR REVIEWED THE INFORMATION CONTAINED IN THIS DOCUMENT.

THE COVERED BONDS DESCRIBED IN THESE FINAL TERMS HAVE NOT BEEN REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT") OR THE SECURITIES LAWS OR "BLUE SKY" LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND, ACCORDINGLY, MAY NOT BE OFFERED, SOLD OR DELIVERED WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS EXCEPT THAT THE COVERED BONDS MAY BE OFFERED OR SOLD TO QUALIFIED INSTITUTIONAL BUYERS IN RELIANCE UPON RULE 144A UNDER THE SECURITIES ACT.

The Guarantor is not now, and immediately following the issuance of the Covered Bonds pursuant to the Trust Deed will not be, a "covered fund" for purposes of regulations adopted under Section 13 of the U.S. Bank Holding Company Act of 1956, as amended, commonly known as the "Volcker Rule." In reaching this conclusion, although other statutory or regulatory exemptions under the U.S. Investment Company Act of 1940, as amended, and under the Volcker Rule and its related regulations may be available, the Guarantor has relied on the exemption from registration set forth in Section 3(c)(5)(C) of the U.S. Investment Company Act of 1940, as amended. See "Certain Volcker Rule Considerations" in the Prospectus dated 30 June 2023.

PART A-CONTRACTUAL TERMS

Any person making or intending to make an offer of the Covered Bonds may only do so in circumstances in which no obligation arises for the Issuer, any Arranger or any Dealer to publish a prospectus pursuant to Article 3 of the UK Prospectus Regulation, in each case, in relation to such offer.

None of the Issuer, the Guarantor, any Arranger or any Dealer has authorised, nor do they authorise, the making of any offer of Covered Bonds in any other circumstances.

This document constitutes the Final Terms of the Covered Bonds described herein. This document must be read in conjunction with the Prospectus dated 30 June 2023 and the supplemental Prospectus to it dated 25 August 2023, which together constitute a base prospectus (the "**Prospectus").** Full information on the Issuer and the offer of the Covered Bonds is only available on the basis of the combination of this document and the Prospectus. The Prospectus and all documents incorporated by reference therein are available for viewing at https://www.td.com/investor-relations/ir-homepage/debt-information/legislative-covered-bonds/LCBdocuments.jsp, and may be obtained from the offices of the Issuer at 21st Floor, TD Bank Tower, Toronto-Dominion Centre, Toronto, Ontario, M5K 1A2, Canada and at the office of the Issuing and Paying Agent, Citibank, N.A., acting through its London Branch, Citigroup Centre 2, 25 Canada Square, Canary Wharf, London E14 5LB, United Kingdom.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "**Conditions")** set forth in the Prospectus.

1.	(i)	Issuer:	The Toronto-Dominion Bank (the "**Bank**")
	(ii)	Branch:	Main Toronto Branch located at the Executive Offices at the address indicated at the back of the Prospectus
	(iii)	Guarantor:	TD Covered Bond (Legislative) Guarantor Limited Partnership
2.	(i)	Series Number:	CBL62
	(ii)	Tranche Number:	1
	(iii)	Date on which the Covered Bonds become fungible:	Not Applicable
3.	Specified Currency or Currencies: (Condition 1.10)		U.S. Dollars (USD)
4.	Aggregate Principal Amount of Covered Bonds admitted to trading:		
	(i)	Series:	USD 3,500,000,000
	(ii)	Tranche:	USD 3,500,000,000
5.	Issue Price:		100.000% of the Aggregate Principal Amount
6.	(i)	Specified Denominations: (Condition 1.08 or 1.09)	Minimum denomination of USD 200,000 and integral multiples of USD 1,000 in excess thereof.
	(ii)	Calculation Amount:	USD 1,000
7.	(i)	Trade Date:	October 13, 2023
	(ii)	Issue Date:	October 20, 2023
	(iii)	Interest Commencement Date:	Issue Date
8.	(i)	Final Maturity Date:	October 20, 2028
	(ii)	Extended Due for Payment Date of Guaranteed Amounts corresponding to the Final Redemption Amount under the Covered Bond Guarantee:	October 20, 2029
9.	Interest Basis:		Compounded SOFR + 0.920% per annum. Floating Rate from (and including) the Interest Commencement Date to (but excluding) the Final Maturity Date, subject to a minimum interest rate of 0.00 per cent (further particulars specified below in Paragraph 15). Compounded SOFR + 0.920% per annum. Floating Rate from (and including) the Final Maturity Date to (but excluding) the Extended Due for Payment Date, subject to a minimum interest rate of 0.00 per cent (further particulars specified below in Paragraph 15).
10.	Redemption/Payment Basis:		Redemption at par
11.	Change of Interest Basis:		If item 8(ii) applicable, Applicable – see item 9 above

12.	Put/Call Options:	Not Applicable
13.	Date of Board approval for issuance of Covered Bonds obtained:	Not Applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Covered Bond Provisions:		Not Applicable
15.	Floating Rate Covered Bond Provisions: (Condition 5.03)		Applicable
	(i)	Specified Period(s):	Not Applicable
	(ii)	Specified Interest Payment Dates:	The Specified Interest Payment Dates shall be January 20, April 20, July 20, and October 20 in each year, up to and including the Final Maturity Date, subject, in each case, to adjustment in accordance with the Business Day Convention specified in paragraph 15(iii) below, with the first Specified Interest Payment Date being January 20, 2024. To the extent that item 8(ii) is applicable, the Specified Interest Payment Dates shall be monthly on the 20th day of each month from but excluding the Final Maturity Date to and including the Extended Due for Payment Date, subject, in each case, to adjustment in accordance with the Business Day Convention specified in (iii) below.
	(iii)	Business Day Convention:	Modified Following Business Day Convention (adjusted)
	(iv)	Business Centre(s):	Toronto, London and New York
	(v)	Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
	(vi)	Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Issuing and Paying Agent):	Not Applicable
	(vii)	Screen Rate Determination:	Applicable
		– Reference Rate:	SOFR
		– Compounded Daily SONIA Observation Convention:	Not Applicable
		– Compounded SOFR Convention:	Observation Shift Convention
		– Interest Determination Date(s):	Two U.S. Government Securities Business Days prior to each Interest Payment Date
		– Relevant Screen Page:	Not Applicable

		– SONIA Compounded Index:	Not Applicable
		– Relevant Number:	Not Applicable
		– Relevant Time:	Not Applicable
		– Reference Banks:	Not Applicable
		– Principal Financial Centre:	Not Applicable
		– Observation Lookback Period:	Not Applicable
		– Observation Period Shift:	Two U.S. Government Securities Business Days
		– SOFR Index Observation Period Shift:	Not Applicable
	(viii)	ISDA Determination:	Not Applicable
	(ix)	Margin(s):	+0.920 per cent. per annum
	(x)	Linear Interpolation (Condition 5.10)	Not Applicable
	(xi)	Minimum Interest Rate: (Condition 5.05)	0.00 per cent. per annum
	(xii)	Maximum Interest Rate: (Condition 5.05)	Not Applicable
	(xiii)	Day Count Fraction:	Actual(360)
16.	Zero Coupon Covered Bond Provisions: (Condition 5.11)		Not Applicable

PROVISIONS RELATING TO REDEMPTION

17.	Call Option: (Condition 6.03)	Not Applicable
18.	Put Option: (Condition 6.06)	Not Applicable
19.	Final Redemption Amount of each Covered Bond:	USD 1,000 per Calculation Amount
20.	Early Redemption Amount:	
	Early Redemption Amount(s) payable on redemption for taxation reasons or illegality or upon acceleration following an Issuer Event of Default or Guarantor Event of Default and/or the method of calculating the same: (Conditions 6.02, 6.13 or 7)	USD 1,000 per Calculation Amount
	Early Redemption Amount includes amount in respect of accrued interest:	No: together with the Early Redemption Amount, accrued interest shall also be paid.

GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS

21.	Form of the Covered Bonds:	Rule 144A Global Covered Bond registered in the name of a nominee for DTC and exchangeable only after an Exchange Event Regulation S Global Covered Bond registered in the name of a nominee for DTC and exchangeable only after an Exchange Event
22.	New Global Covered Bond:	No
23.	New Safekeeping Structure:	No
24.	Financial Centre(s) or other special provisions relating to payment dates:	Toronto, London and New York
25.	Talons for future Coupons or Receipts to be attached to Definitive Covered Bonds (and dates on which such Talons mature): (Condition 1.06)	No
26.	Details relating to Instalment Covered Bonds: amount of each instalment date on which each payment is to be made: (Condition 6.12)	(i) Instalment Amount(s): Not applicable (ii) Instalment Date(s): Not applicable
27.	Other Terms and Conditions	In respect of this Series of Exempt Covered Bonds to be issued pursuant to these Final Terms, Condition 6.08 is deleted in its entirety and replaced with the following: *Cancellation of Redeemed and Purchased Covered Bonds* 6.08 All unmatured Covered Bonds and Coupons redeemed in accordance with this Condition 6 will be cancelled forthwith and may not be reissued or resold. All unmatured Covered Bonds and Coupons purchased in accordance with Condition 6.07 may be cancelled or may be reissued or resold and shall not be cancelled or extinguished except by a specific written request of the Issuer on behalf of itself or its subsidiaries that is signed in writing by an authorized signing officer of the Issuer. The doctrine of merger shall not apply.

THIRD PARTY INFORMATION

The ratings explanations set out in Item 2. "Ratings" of Part B have been extracted from websites of Moody's, DBRS and Fitch. The Issuer and the Guarantor confirm that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by Moody's, DBRS and Fitch, no facts have been omitted which would render the reproduced information inaccurate or misleading.

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Signed on behalf of the Issuer:	Signed on behalf of the Managing GP for and on behalf of the Guarantor:
By: *(s) Colin Elion*	By: *(s) Colin Elion*
Duly authorized	Duly authorized

PART B – OTHER INFORMATION

1. LISTING

(i)	Listing/Admission to trading:	The Covered Bonds will not be listed.
(ii)	Estimate of total expenses related to admission to trading:	Not Applicable.

2. RATINGS

The Covered Bonds to be issued are expected to be rated:

Ratings:

Moody's: Aaa

Obligations rated "Aaa" are judged to be of the highest quality, with minimal risk. (Source: Moody's, https://ratings.moodys.io/ratings)

DBRS: AAA

Obligations rated "AAA" are judged to be of the highest credit quality. The capacity for the payment of financial obligations is exceptionally high and unlikely to be adversely affected by future events. (Source: DBRS, https://www.dbrsmorningstar.com/media/00000000069.pdf)

Fitch: AAA

Obligations rated "AAA" denote the lowest expectation of default risk. They are assigned only in cases of exceptionally strong capacity for payment of financial commitments. This capacity is highly unlikely to be adversely affected by foreseeable events. (Source: Fitch, https://www.fitchratings.com/products/rating-definitions)

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Other than the Issuer and save as discussed in "Subscription and Sale and Transfer and Selling Restrictions", so far as the Issuer is aware, no person involved in the offer of the Covered Bonds has an interest material to the offer. The Agent (as defined in the placement agency agreement entered into on October 13, 2023 in connection with the issue and offering of the Covered Bonds) and its affiliates have engaged, and may in future engage, in investment banking and/or commercial banking transactions with, and may perform services for the Issuer, the Guarantor and their affiliates in the ordinary course of business, for which they received or will receive customary compensation and, as applicable, without regard to the Issuer, the Bond Trustee, the Holders of the Covered Bonds or the Guarantor.

4. DISTRIBUTION

(i) US Selling Restrictions:	Regulation S compliance Category 2; TEFRA rules not applicable; Rule 144A eligible.
(ii) Additional Selling Restrictions:	The Covered Bonds are being sold in Canada only.

(iii) Prohibition of Sales to EEA Retail Investors:	Applicable
(iv) Prohibition of Sales to UK Retail Investors:	Applicable
(v) If non-syndicated, name of Dealer	TD Securities (USA) LLC, as Sole Agent

5. OPERATIONAL INFORMATION

(i)	ISIN Code:	Reg S: USC8888MBP26 144A: US89116BAA70
(ii)	Common Code:	Reg S: 270836461 144A: 270836437
(iii)	CFI:	DBVUGR, as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
(iv)	FISN:	TORONTO DOMINIO/VAR RATE BD 2028 UN, as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
(v)	CUSIP:	Reg S: C8888MBP2 144A: 89116BAA7
(vi)	Any clearing system(s) other than Euroclear Bank SA/NV, Clearstream Banking SA, DTC or CDS, their addresses and the relevant identification number(s):	Not Applicable
(vii)	Delivery:	Delivery free of payment
(viii)	Name(s) and address(es) of additional or substitute Paying Agent(s) or Transfer Agent(s):	Not Applicable
(ix)	Intended to be held in a manner which would allow Eurosystem eligibility:	No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Covered Bonds are capable of meeting them the Covered Bonds may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Covered Bonds will then be recognized as eligible collateral for Eurosystem monetary policy and intraday credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

6. PROCEEDS

(i)	Use of proceeds:	As specified in the Prospectus.

(ii) Estimated net proceeds: USD 3,500,000,000

7. UNITED STATES TAX CONSIDERATIONS

Not applicable