

January 20, 2026

Alberta Securities Commission
British Columbia Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
The Manitoba Securities Commission
Ontario Securities Commission
Autorité des marchés financiers
Financial and Consumer Services Commission (New Brunswick)
Nova Scotia Securities Commission
Financial and Consumer Services Division, Prince Edward Island
Office of the Superintendent of Securities Service, Newfoundland and Labrador
Office of the Superintendent of Securities, Northwest Territories
Office of the Yukon Superintendent of Securities
Office of the Superintendent of Securities, Nunavut

Dear Sirs and Mesdames:

Re: The Toronto-Dominion Bank (the “Bank”)

We refer you to the pricing supplement of the Bank dated January 20, 2026 (the “**Pricing Supplement**”) to the short form base shelf prospectus of the Bank dated September 9, 2024, relating to the sale of TD Equal Weight Canada Energy Select 42.5 AR Index-Linked Autocallable Coupon Notes, Series 2977.

In the Pricing Supplement, reference is made to the opinions of this firm under the headings “Eligibility for Investment” and “Certain Canadian Federal Income Tax Considerations”. We hereby consent to being named in the Pricing Supplement and to the use of our opinions therein.

We also confirm that we have read the Pricing Supplement and that we have no reason to believe that there are any misrepresentations in the information contained in the Pricing Supplement that are derived from our opinions referred to above or that are within our knowledge as a result of the services we have performed to render these opinions.

Yours truly,

/s/ Torys LLP