

Specified Securities Information

The Bank of Nova Scotia

SPECIFIED SECURITIES INFORMATION

Type of Information:	Specified Securities Information
Date of Announcement:	October 9, 2015
Issuer Name:	The Bank of Nova Scotia
Name and Title of Representative:	Christy Bunker Managing Director, Secured & Capital Funding
Address of Main Office:	64 th Floor, 40 King Street West, Toronto, ON Canada M5H 1H1
Telephone:	+1 416 933 7974
Contact Person:	Attorney-in-Fact: Eiko Hakoda, Attorney-at-law Mori Hamada & Matsumoto Address: Marunouchi Park Building, 2-6-1, Marunouchi, Chiyoda-ku, Tokyo 100-8222, Japan Telephone: +81 3 6212 8320
Type of Securities:	Fixed Rate Senior Notes
Total Issuance Value of Securities:	The Bank of Nova Scotia JPY32,300,000,000 0.297 per cent. Notes due 19 October 2018: JPY32,300,000,000 The Bank of Nova Scotia JPY14,900,000,000 0.405 per cent. Notes due 20 October 2020: JPY14,900,000,000
Contents of Program Information:	
Date of Announcement:	October 1, 2015 (Amendment to Program Information was announced on October 7, 2015)
Scheduled Issuance Period:	October 1, 2015 to September 30, 2016
Maximum Outstanding Issuance Amount:	Up to U.S.\$20,000,000,000

Matters related to Financial Instruments Exchange Market, etc.: Not applicable

Address of Website for Announcement: <http://www.jpx.co.jp/english/equities/products/tpbm/announcement/index.html>

Status of Submission of Annual Securities Reports: None

Notes to Investors:

1. TOKYO PRO-BOND Market is a market for specified investors, etc. Bonds listed on the market ("**Listed Bonds**") may involve high investment risk. Investors should be aware of the listing eligibility and timely disclosure requirements that apply to issuers of Listed Bonds on the TOKYO PRO-BOND Market and associated risks such as the fluctuation of market prices and shall bear responsibility for their investments. Prospective investors should make investment decisions only after having carefully considered the contents of this Specified Securities Information.
2. Where this Specified Securities Information contains (a) any false statement on important matters, or (b) lacks information on: (i) important matters that should be announced or (ii) a material fact that is necessary to avoid misleading content, a person who, at the time of announcement of this Specified Securities Information, is an officer (meaning an officer stipulated in Article 21, Paragraph 1, Item 1 of the Financial Instruments and Exchange Act of Japan (the "**FIEA**") (meaning a director of the board (*torishimari-yaku*), accounting advisor (*kaikei-sanyo*), company auditor (*kansa-yaku*) or executive officer (*shikkou-yaku*), or a person equivalent to any of these) of the issuer that announced this Specified Information shall be liable to compensate persons who acquired the securities for any damage or loss arising from the false statement or lack of information in accordance with the provisions of Article 21, Paragraph 1, Item 1 of the FIEA applied mutatis mutandis in Article 27-33 of the FIEA and Article 22 of the FIEA applied mutatis mutandis in Article 27-34 of the FIEA. However, this shall not apply to cases where the person who acquired the securities was aware of the existence of the false statement or the lack of information at the time of subscription for acquisition of the securities. Additionally, the officer shall not be required to assume the liability prescribed above, where he/she proves that he/she was not aware of, and was unable to obtain knowledge of, even with reasonable care, the existence of the false statement or the lack of information.
3. The regulatory framework for TOKYO PRO-BOND Market is different in fundamental aspects from the regulatory framework applicable to other exchange markets in Japan. Investors should be aware of the rules and regulations of the TOKYO PRO-BOND Market, which are available on the Tokyo Stock Exchange website.
4. Tokyo Stock Exchange does not express opinions or issue guarantees regarding the content of the Specified Securities Information (including, but not limited to, whether the Specified Securities Information contains (a) a false statement or (b) lacks information on: (i) important matters that should be announced or (ii) a material fact that is necessary to avoid misleading content) and shall not be liable for any damage or loss including that described above.
5. Pursuant to the applicable transfer restriction agreement required by Article 2, Paragraph 3, Item 2(b)(2) of the FIEA and Article 1-5-2, Paragraph 2, Item 3 of the Enforcement Ordinance of the FIEA, prospective investors are required to agree not to sell, transfer or otherwise dispose of the Notes to be held by them to any person other than the Professional Investors, Etc. (*Tokutei Touseika Tou*) (the "**Professional Investors, Etc.**"), as defined in Article 2, Paragraph 3, Item 2(b)(2) of the FIEA, except for the transfer of the Notes to the following:
 - (a) the Issuer or the Officer (meaning directors, company auditors, executive officers or persons equivalent thereto) thereof who holds shares or equity pertaining to voting rights exceeding 50% of all the voting rights in the Issuer which is calculated by excluding treasury shares or any non-voting rights shares (the "**Voting Rights Held by All the Shareholders, Etc.**" (*Sou Kabunushi Tou no Giketsuken*)) (as prescribed in Article 29-4, Paragraph 2 of the FIEA) of the Issuer under his/her own name or another person's name (the "**Specified Officer**" (*Tokutei Yakuin*)), or a juridical person (excluding the Issuer) whose shares or equity pertaining to voting rights exceeding 50% of the Voting Rights Held by All the Shareholders, Etc., are held by the Specified Officer (the "**Controlled Juridical Person, Etc.**" (*Hi-Shihai Houjin Tou*)) including a juridical person (excluding the Issuer) whose shares or equity pertaining to voting rights exceeding 50% of the Voting Rights Held by All the Shareholders, Etc. are

jointly held by the Specified Officer and the Controlled Juridical Person, Etc. (as prescribed in Article 11-2, Paragraph 1, Item 2 (c) of the Cabinet Office Ordinance on Definitions under Article 2 of the Financial Instruments and Exchange Act (MOF Ordinance No. 14 of 1993, as amended)); or

- (b) a company that holds shares or equity pertaining to voting rights exceeding 50% of the Voting Rights Held by All the Shareholders, Etc. of the Issuer in its own name or another person's name.
6. When (i) a solicitation of an offer to acquire the Notes or (ii) an offer to sell or a solicitation of an offer to purchase the Notes (collectively, "**Solicitation of the Note Trade**") is made, the following matters shall be notified from the person who makes such Solicitation of the Note Trade to the person to whom such Solicitation of the Note Trade is made:
- (a) no securities registration statement (pursuant to Article 4, Paragraphs 1 through 3 of the FIEA) has been filed with respect to the Solicitation of the Note Trade;
 - (b) the Notes fall, or will fall, under the Securities for Professional Investors (*Tokutei Tousehika Muke Yukashoken*) (as defined in Article 4, Paragraph 3 of the FIEA);
 - (c) any acquisition or purchase of the Notes by such person pursuant to any Solicitation of the Note Trade is conditional upon such person agreeing to the restriction on transfer of the Notes as set forth in 5 above;
 - (d) Article 4, Paragraphs 3, 5 and 6 of the FIEA will be applicable to such certain solicitation, offers and other activities with respect to the Notes as provided in Article 4, Paragraph 2 of the FIEA;
 - (e) the Specified Securities Information, Etc. (*Tokutei Shouken Tou Jouhou*) (as defined in Article 27-33 of the FIEA) with respect to the Notes and the Issuer Information, Etc. (*Hakkosha Tou Jouhou*) (as defined in Article 27-34 of the FIEA) with respect to the Issuer have been or will be made available for the Professional Investors, Etc. by way of such information being posted on the web-site maintained by the TOKYO PRO-BOND Market <http://www.jpx.co.jp/english/equities/products/tpbm/announcement/index.html> in accordance with Articles 210 and 217 of the Special Regulations of Securities Listing Regulations Concerning Specified Listed Securities of the Tokyo Stock Exchange; and
 - (f) the Issuer Information, Etc. will be provided to the Noteholders or made public pursuant to Article 27-32 of the FIEA.
7. All terms used in this Specified Securities Information and not otherwise defined herein shall have the same meaning herein as set forth in the Program Information dated October 1, 2015 amended by the Amendment to Program Information dated October 7, 2015.

NO PROSPECTUS IS REQUIRED IN ACCORDANCE WITH DIRECTIVE 2003/71/EC (AS AMENDED) FOR THE ISSUE OF NOTES DESCRIBED BELOW AND THE TERMS OF SUCH NOTES ARE SET OUT IN A PRICING SUPPLEMENT THAT IS EXEMPT FROM THE REQUIREMENTS OF DIRECTIVE 2003/71/EC (AS AMENDED). THE UK LISTING AUTHORITY HAS NEITHER APPROVED NOR REVIEWED THIS PRICING SUPPLEMENT.

Pricing Supplement dated 9 October 2015

The Bank of Nova Scotia
Issue of JPY 32,300,000,000 0.297 per cent. Notes due 19 October 2018
under the U.S.\$20,000,000,000
Euro Medium Term Note Programme

PART A - CONTRACTUAL TERMS

This document constitutes the final terms relating to the issue of Notes described herein.

Any person making or intending to make an offer of the Notes may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or to supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer.

This document constitutes the Pricing Supplement for the Notes described herein. This document must be read in conjunction with the Prospectus dated 26 June 2015 as supplemented by the supplement dated 28 August 2015 (the "Prospectus"). Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of this Pricing Supplement and the Prospectus. Copies of the Prospectus may be obtained from the Issuer at Scotia Plaza, 44 King Street West, Toronto, Ontario M5H 1H1, Canada.

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

INVESTORS SHOULD REFER TO THE SECTION HEADED "RISK FACTORS" IN THE PROSPECTUS FOR A DISCUSSION OF CERTAIN MATTERS THAT SHOULD BE CONSIDERED WHEN MAKING A DECISION TO INVEST IN THE NOTES.

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| 1. | Issuer: | The Bank of Nova Scotia, Head office, Toronto |
| 2. | (i) Series Number: | 271 |
| | (ii) Tranche Number: | 1 |
| 3. | Specified Currency or Currencies: | Japanese Yen ("JPY") |
| 4. | Aggregate Principal Amount: | |

	(i) Series:	JPY 32,300,000,000
	(ii) Tranche:	JPY 32,300,000,000
5.	Issue Price:	100.00 per cent. of the Aggregate Principal Amount
6.	(i) Specified Denomination:	JPY100,000,000
	(ii) Calculation Amount:	JPY100,000,000
7.	(i) Issue Date:	20 October 2015
	(ii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	19 October 2018
9.	Interest Basis:	0.297 per cent. Fixed Rate (further particulars specified below)
10.	Redemption/Payment Basis:	Redemption at par
11.	Change of Interest or Redemption/Payment Basis:	Not Applicable
12.	Put/Call Options:	Not Applicable
13.	Status of the Notes:	Deposit Notes
14.	Method of distribution:	Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15.	Fixed Rate Note Provisions:	Applicable
	(i) Interest Rate:	0.297 per cent. per annum payable semi-annually in arrear
	(ii) Interest Payment Date(s):	19 April and 19 October in each year up to and including the Maturity Date, not adjusted. There will be a short first coupon for the period from and including the Issue Date to but excluding 19 April 2016
	(iii) Business Day Convention:	Following Business Day Convention
	(iv) Business Centre(s):	Tokyo, London, New York and Toronto

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| (v) | Fixed Coupon Amount: | JPY 148,500 per Calculation Amount on each Interest Payment Date other than the Interest Payment date falling on 19 April 2016 |
| (vi) | Broken Amount(s): | JPY 147,675 per Calculation Amount on the Interest Payment Date falling on 19 April 2016 |
| (vii) | Day Count Fraction: | 30/360 |
| (viii) | Determination Date(s): | Not Applicable |
| (ix) | Other terms relating to the method of calculating interest for Fixed Rate Notes which are Exempt Notes: | None |
| 16. | Floating Rate Note Provisions | Not Applicable |
| 17. | Zero Coupon/High Interest/Low Interest Note Provisions | Not Applicable |
| 18. | Other terms or special conditions relating to the determination of interest: | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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| 19. | Issuer Option (Call) | Not Applicable |
| 20. | Noteholder Option (Put) | Not Applicable |
| 21. | Final Redemption Amount of each Note | JPY100,000,000 per Calculation Amount |
| 22. | Early Redemption Amount | |
| | Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or on event of default or otherwise and/or the method of calculating the same (if required or if different from that set out in the Conditions: | JPY100,000,000 per Calculation Amount |

23. Other terms or special conditions relating to redemption: Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24. Form of Notes: **Bearer Notes:**
Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for definitive Notes in the limited circumstances specified in the Permanent Global Note
25. New Global Note (in respect of Bearer Notes) or New Safekeeping Structure (in the case of Registered Notes): No
26. Financial Centre(s) or other special provisions relating to Payment Dates: (Condition 6(h)): Tokyo, London, New York and Toronto
27. Talons for future Coupons or Receipts to be attached to definitive Notes (and dates on which such Talons mature): No
28. Unmatured Coupons to become void on early redemption: Yes
29. Details relating to Instalment Notes: Instalment Amount, Instalment Date, Maximum Instalment Amount, Minimum Instalment Amount: Not Applicable
30. Redenomination: Not Applicable
31. Other terms or special conditions: Additional Selling Restrictions:
Japan
1. Pursuant to the applicable transfer restriction agreement required by Article 2, Paragraph 3,

Item 2(b)(2) of the Financial Instruments and Exchange Act of Japan ("FIEA") and Article 1-5-2, Paragraph 2, Item 3 of the Enforcement Ordinance of the FIEA, prospective investors agree not to sell, transfer or otherwise dispose of the Notes to be held by them to any person other than Professional Investors, Etc. (*Tokutei Tousehika Tou*) as prescribed in Article 2, Paragraph 3, Item 2(b)(2) of the FIEA, except for the transfer of the Notes to the following:

(a) the Issuer, or the Officer (meaning directors, company auditors, executive officers or persons equivalent thereto) thereof who holds shares or equity pertaining to voting rights exceeding 50% of all the voting rights in the Issuer which is calculated by excluding treasury shares or any non-voting rights shares (the "**Voting Rights Held by All the Shareholders, Etc.**" (*Sou Kabunushi Tou no Giketsuken*)) (as prescribed in Article 29-4, Paragraph 2 of the FIEA) of the Issuer under his/her own name or another person's name (the "**Specified Officer**" (*Tokutei Yakuin*)), or a juridical person (excluding the Issuer) whose shares or equity pertaining to voting rights exceeding 50% of the Voting Rights Held by All the Shareholders, Etc., are held by the Specified Officer (the "**Controlled Juridical Person, Etc.**" (*Hi-Shihai Houjin Tou*)) including a juridical person (excluding the Issuer) whose shares or equity pertaining to voting rights exceeding 50% of the Voting Rights Held by All the Shareholders, Etc. are jointly held by the Specified Officer and the Controlled Juridical Person, Etc. (as prescribed in Article 11-2, Paragraph 1, Item 2(c) of the Cabinet Office Ordinance on Definitions under Article 2 of the FIEA (MOF Ordinance No. 14 of 1993, as amended)); or

(b) a company that holds shares or equity pertaining to voting rights exceeding 50% of the Voting Rights Held by All the Shareholders, Etc. of the Issuer in its own name or another person's name.

2. When (i) a solicitation of an offer to acquire the Notes or (ii) an offer to sell or a solicitation of an offer to purchase the Notes (collectively, "**Solicitation of the Note Trade**") is made, the following matters shall be notified from the

person who makes such Solicitation of the Note Trade to the person to whom such Solicitation of the Note Trade is made:

(a) no securities registration statement (pursuant to Article 4, Paragraphs 1 through 3 of the FIEA) has been filed with respect to the Solicitation of the Note Trade;

(b) the Notes fall, or will fall, under the Securities for Professional Investors (*Tokutei Toushika Muke Yukashoken*) (as defined in Article 4, Paragraph 3 of the FIEA);

(c) any acquisition or purchase of the Notes by such person pursuant to any Solicitation of the Note Trade is conditional upon such person agreeing to the restriction on transfer of the Notes as set forth in 1 above;

(d) Article 4, Paragraphs 3, 5 and 6 of the FIEA will be applicable to such certain solicitation, offers and other activities with respect to the Notes as provided in Article 4, paragraph 2 of the FIEA;

(e) the Specified Securities Information, Etc. (*Tokutei Shouken Tou Jouhou*) (as defined in Article 27-33 of the FIEA) with respect to the Notes and the Issuer Information, Etc. (*Hakkosha Tou Jouhou*) (as defined in Article 27-34 of the FIEA) with respect to the Issuer have been or will be made available for the Professional Investors, Etc. by way of such information being posted on the web-site maintained by the TOKYO PRO-BOND Market (<http://www.jpx.co.jp/english/equities/products/tpbm/announcement/index.html> or any successor website), in accordance with Articles 210 and 217 of the Special Regulations of Securities Listing Regulations Concerning Specified Listed Securities of the Tokyo Stock Exchange Inc. ("TSE"); and

(f) the Issuer Information, Etc. will be provided to the Noteholders or made public pursuant to Article 27-32 of the FIEA.

3. The Notes are scheduled to be listed on the TOKYO PRO-BOND Market established by TSE in Japan and sold in accordance with certain exemptions from registration requirements under the FIEA. Each Dealer has agreed that the

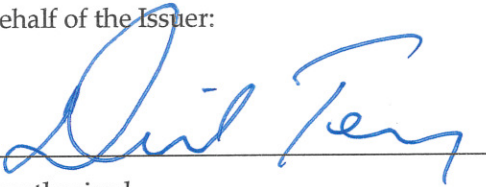
Notes may not be offered or sold, directly or indirectly, in Japan or to, or for the benefit of, any Japanese Person or to others for re-offering or resale, other than to the Professional Investors, Etc. (*Tokutei Tousehika Tou*) and has agreed to be in compliance with all applicable laws, regulations and guidelines promulgated by the relevant Japanese governmental and regulatory authorities, including the relevant provisions of the FIEA with respect to the Notes to be offered and sold to Professional Investors, Etc. (*Tokutei Tousehika Tou*) and the relevant regulations established by TSE, and in effect at the relevant time. For the purposes of this paragraph, "Japanese Person" shall mean any person resident in Japan, including any corporation or other entity incorporated or organised under the laws of Japan.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in this Pricing Supplement.

Signed on behalf of the Issuer:

By:



Duly authorised

PART B - OTHER INFORMATION

1. **LISTING** Application will be made by the Issuer for the Notes to be listed on the TOKYO PRO-BOND Market of the Tokyo Stock Exchange, Inc., which application is expected to be approved on or around 13 October 2015.

2. **RATINGS**

Ratings: The Notes to be issued are expected to be rated:

Aa2 by Moody's Canada Inc.
A+ by Standard & Poor's Ratings Services

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

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4. **TEFRA RULES**

Whether TEFRA D or TEFRA C rules applicable or TEFRA rules not applicable: TEFRA D

5. **OPERATIONAL INFORMATION**

(i) ISIN Code: XS1305472810

(ii) Common Code: 130547281

(iii) Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): Not Applicable

(iv) Delivery: Delivery against payment

(v) Names and addresses of additional Paying Agents (if any): Not Applicable

NO PROSPECTUS IS REQUIRED IN ACCORDANCE WITH DIRECTIVE 2003/71/EC (AS AMENDED) FOR THE ISSUE OF NOTES DESCRIBED BELOW AND THE TERMS OF SUCH NOTES ARE SET OUT IN A PRICING SUPPLEMENT THAT IS EXEMPT FROM THE REQUIREMENTS OF DIRECTIVE 2003/71/EC (AS AMENDED). THE UK LISTING AUTHORITY HAS NEITHER APPROVED NOR REVIEWED THIS PRICING SUPPLEMENT.

Pricing Supplement dated 9 October 2015

The Bank of Nova Scotia
Issue of JPY 14,900,000,000 0.405 per cent. Notes due 20 October 2020
under the U.S.\$20,000,000,000
Euro Medium Term Note Programme

PART A - CONTRACTUAL TERMS

This document constitutes the final terms relating to the issue of Notes described herein.

Any person making or intending to make an offer of the Notes may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or to supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer.

This document constitutes the Pricing Supplement for the Notes described herein. This document must be read in conjunction with the Prospectus dated 26 June 2015 as supplemented by the supplement dated 28 August 2015 (the "Prospectus"). Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of this Pricing Supplement and the Prospectus. Copies of the Prospectus may be obtained from the Issuer at Scotia Plaza, 44 King Street West, Toronto, Ontario M5H 1H1, Canada.

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

INVESTORS SHOULD REFER TO THE SECTION HEADED "RISK FACTORS" IN THE PROSPECTUS FOR A DISCUSSION OF CERTAIN MATTERS THAT SHOULD BE CONSIDERED WHEN MAKING A DECISION TO INVEST IN THE NOTES.

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| 1. | Issuer: | The Bank of Nova Scotia, Head office, Toronto |
| 2. | (i) Series Number: | 272 |
| | (ii) Tranche Number: | 1 |
| 3. | Specified Currency or Currencies: | Japanese Yen ("JPY") |
| 4. | Aggregate Principal Amount: | |

(i) Series:	JPY 14,900,000,000
(ii) Tranche:	JPY 14,900,000,000
5. Issue Price:	100.00 per cent. of the Aggregate Principal Amount
6. (i) Specified Denomination:	JPY100,000,000
(ii) Calculation Amount:	JPY100,000,000
7. (i) Issue Date:	20 October 2015
(ii) Interest Commencement Date:	Issue Date
8. Maturity Date:	20 October 2020
9. Interest Basis:	0.405 per cent. Fixed Rate (further particulars specified below)
10. Redemption/Payment Basis:	Redemption at par
11. Change of Interest or Redemption/Payment Basis:	Not Applicable
12. Put/Call Options:	Not Applicable
13. Status of the Notes:	Deposit Notes
14. Method of distribution:	Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15. Fixed Rate Note Provisions:	Applicable
(i) Interest Rate:	0.405 per cent. per annum payable semi-annually in arrear
(ii) Interest Payment Date(s):	20 April and 20 October in each year up to and including the Maturity Date, not adjusted
(iii) Business Day Convention:	Following Business Day Convention
(iv) Business Centre(s):	Tokyo, London, New York and Toronto
(v) Fixed Coupon Amount:	JPY 202,500 per Calculation Amount
(vi) Broken Amount(s):	Not Applicable
(vii) Day Count Fraction:	30/360

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| (viii) | Determination Date(s): | Not Applicable |
| (ix) | Other terms relating to the method of calculating interest for Fixed Rate Notes which are Exempt Notes: | None |
| 16. | Floating Rate Note Provisions | Not Applicable |
| 17. | Zero Coupon/High Interest/Low Interest Note Provisions | Not Applicable |
| 18. | Other terms or special conditions relating to the determination of interest: | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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| 19. | Issuer Option (Call) | Not Applicable |
| 20. | Noteholder Option (Put) | Not Applicable |
| 21. | Final Redemption Amount of each Note | JPY100,000,000 per Calculation Amount |
| 22. | Early Redemption Amount | |
| | Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or on event of default or otherwise and/or the method of calculating the same (if required or if different from that set out in the Conditions: | JPY100,000,000 per Calculation Amount |
| 23. | Other terms or special conditions relating to redemption: | Not Applicable |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 24. | Form of Notes: | Bearer Notes: |
| | | Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for definitive Notes in the limited circumstances specified in the Permanent Global Note |

25. New Global Note (in respect of Bearer Notes) or New Safekeeping Structure (in the case of Registered Notes): No
26. Financial Centre(s) or other special provisions relating to Payment Dates: (Condition 6(h)): Tokyo, London, New York and Toronto
27. Talons for future Coupons or Receipts to be attached to definitive Notes (and dates on which such Talons mature): No
28. Unmatured Coupons to become void on early redemption: Yes
29. Details relating to Instalment Notes: Instalment Amount, Instalment Date, Maximum Instalment Amount, Minimum Instalment Amount: Not Applicable
30. Redenomination Not Applicable
31. Other terms or special conditions: Additional Selling Restrictions:
Japan
1. Pursuant to the applicable transfer restriction agreement required by Article 2, Paragraph 3, Item 2(b)(2) of the Financial Instruments and Exchange Act of Japan ("FIEA") and Article 1-5-2, Paragraph 2, Item 3 of the Enforcement Ordinance of the FIEA, prospective investors agree not to sell, transfer or otherwise dispose of the Notes to be held by them to any person other than Professional Investors, Etc. (*Tokutei Toushika Tou*) as prescribed in Article 2, Paragraph 3, Item 2(b)(2) of the FIEA, except for the transfer of the Notes to the following:
(a) the Issuer, or the Officer (meaning directors, company auditors, executive officers or persons equivalent thereto) thereof who holds shares or equity pertaining to voting rights exceeding 50% of all the voting rights in the Issuer which is calculated by excluding

treasury shares or any non-voting rights shares (the "**Voting Rights Held by All the Shareholders, Etc.**" (*Sou Kabunushi Tou no Giketsuken*)) (as prescribed in Article 29-4, Paragraph 2 of the FIEA) of the Issuer under his/her own name or another person's name (the "**Specified Officer**" (*Tokutei Yakuin*)), or a juridical person (excluding the Issuer) whose shares or equity pertaining to voting rights exceeding 50% of the Voting Rights Held by All the Shareholders, Etc., are held by the Specified Officer (the "**Controlled Juridical Person, Etc.**" (*Hi-Shihai Houjin Tou*)) including a juridical person (excluding the Issuer) whose shares or equity pertaining to voting rights exceeding 50% of the Voting Rights Held by All the Shareholders, Etc. are jointly held by the Specified Officer and the Controlled Juridical Person, Etc. (as prescribed in Article 11-2, Paragraph 1, Item 2(c) of the Cabinet Office Ordinance on Definitions under Article 2 of the FIEA (MOF Ordinance No. 14 of 1993, as amended)); or

(b) a company that holds shares or equity pertaining to voting rights exceeding 50% of the Voting Rights Held by All the Shareholders, Etc. of the Issuer in its own name or another person's name.

2. When (i) a solicitation of an offer to acquire the Notes or (ii) an offer to sell or a solicitation of an offer to purchase the Notes (collectively, "**Solicitation of the Note Trade**") is made, the following matters shall be notified from the person who makes such Solicitation of the Note Trade to the person to whom such Solicitation of the Note Trade is made:

(a) no securities registration statement (pursuant to Article 4, Paragraphs 1 through 3 of the FIEA) has been filed with respect to the Solicitation of the Note Trade;

(b) the Notes fall, or will fall, under the Securities for Professional Investors (*Tokutei Toushika Muke Yukashoken*) (as defined in Article 4, Paragraph 3 of the FIEA);

(c) any acquisition or purchase of the Notes by such person pursuant to any Solicitation of the Note Trade is conditional upon such person

agreeing to the restriction on transfer of the Notes as set forth in 1 above;

(d) Article 4, Paragraphs 3, 5 and 6 of the FIEA will be applicable to such certain solicitation, offers and other activities with respect to the Notes as provided in Article 4, paragraph 2 of the FIEA;

(e) the Specified Securities Information, Etc. (*Tokutei Shouken Tou Jouhou*) (as defined in Article 27-33 of the FIEA) with respect to the Notes and the Issuer Information, Etc. (*Hakkosha Tou Jouhou*) (as defined in Article 27-34 of the FIEA) with respect to the Issuer have been or will be made available for the Professional Investors, Etc. by way of such information being posted on the web-site maintained by the TOKYO PRO-BOND Market

(<http://www.jpx.co.jp/english/equities/products/tpbm/announcement/index.html> or any successor website), in accordance with Articles 210 and 217 of the Special Regulations of Securities Listing Regulations Concerning Specified Listed Securities of the Tokyo Stock Exchange Inc. ("TSE"); and

(f) the Issuer Information, Etc. will be provided to the Noteholders or made public pursuant to Article 27-32 of the FIEA.

3. The Notes are scheduled to be listed on the TOKYO PRO-BOND Market established by TSE in Japan and sold in accordance with certain exemptions from registration requirements under the FIEA. Each Dealer has agreed that the Notes may not be offered or sold, directly or indirectly, in Japan or to, or for the benefit of, any Japanese Person or to others for re-offering or resale, other than to the Professional Investors, Etc. (*Tokutei Toushika Tou*) and has agreed to be in compliance with all applicable laws, regulations and guidelines promulgated by the relevant Japanese governmental and regulatory authorities, including the relevant provisions of the FIEA with respect to the Notes to be offered and sold to Professional Investors, Etc. (*Tokutei Toushika Tou*) and the

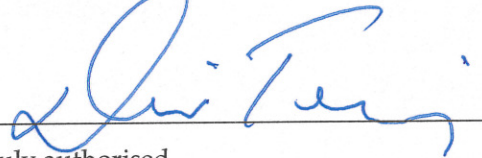
relevant regulations established by TSE, and in effect at the relevant time. For the purposes of this paragraph, "Japanese Person" shall mean any person resident in Japan, including any corporation or other entity incorporated or organised under the laws of Japan.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in this Pricing Supplement.

Signed on behalf of the Issuer:

By:


Duly authorised

PART B - OTHER INFORMATION

1. **LISTING** Application will be made by the Issuer for the Notes to be listed on the TOKYO PRO-BOND Market of the Tokyo Stock Exchange, Inc., which application is expected to be approved on or around 13 October 2015.

2. **RATINGS**

Ratings: The Notes to be issued are expected to be rated:

Aa2 by Moody's Canada Inc.
A+ by Standard & Poor's Ratings Services

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

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4. **TEFRA RULES**

Whether TEFRA D or TEFRA C rules applicable or TEFRA rules not applicable: TEFRA D

5. **OPERATIONAL INFORMATION**

(i) ISIN Code: XS1305473115

(ii) Common Code: 130547311

(iii) Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): Not Applicable

(iv) Delivery: Delivery against payment

(v) Names and addresses of additional Paying Agents (if any): Not Applicable