

The National Bank of Canada (the “Bank”) short form base shelf prospectus dated June 20, 2014, as amended or supplemented (the “Prospectus”), the prospectus supplement to the Prospectus dated September 24, 2015 (the “Prospectus Supplement”) and the pricing supplement No. L01 dated September 25, 2015 (the “Pricing Supplement”) (together, the “Prospectus”), containing important information relating to the Note Securities described in this document, have been filed with the securities regulatory authorities in each of the provinces of Canada. A copy of the Prospectus is required to be delivered with this document. This document does not provide full disclosure of all material facts relating to the Note Securities offered. Prospective investors should read the Prospectus, and any amendment thereto, for disclosure of those facts, especially risk factors relating to the Note Securities offered, before making an investment decision. Capitalized terms used herein and not otherwise defined have the meaning ascribed thereto in the Pricing Supplement, the Prospectus Supplement and the Prospectus. *The Note Securities constitute Equity Linked Note Securities and Fund Linked Note Securities under the Prospectus. NBC Linear Note Securities Program.*

NBC NOTE SECURITIES

NBC Linear Note Securities linked to the Canadian market, ex-Energy and ex-Materials, Class F, due on October 28, 2020

SELLING PERIOD:

September 28, 2015 to October 21, 2015

ISSUANCE DATE:

October 28, 2015

MATURITY DATE:

October 28, 2020

INVESTMENT HIGHLIGHTS:

- Reference Portfolio: Common shares of Canadian companies and units of exchange-traded funds, ex-energy and ex-material sectors
- Term: 5 years
- Note Securities Currency: Canadian dollars
- Rebalancing Dates: Annual
- ROC Payments: None
- Daily secondary market available under normal market conditions

→ Should you have any questions, do not hesitate to contact your advisor.

FUNDSERV CODE: NBC3610



Summary of the Offering

Issuer:	National Bank of Canada
Issuer Credit Rating:	Long-term deposits rated DBRS: AA (low) / S&P: A / Moody's: Aa3 The Note Securities have not been rated by any rating agencies.
Principal Amount:	\$100
Minimum Subscription:	\$5,000 (50 Note Securities) and integral multiples of \$100 (1 Note Security) in excess thereof.
Issuance Date:	October 28, 2015
Final Valuation Date:	October 23, 2020, subject to postponement in certain circumstances as described in the Prospectus and Prospectus Supplement.
Maturity Date:	October 28, 2020

	Reference Asset name	Reference Asset ticker	Price Source	Closing Level	Reference Asset type	Reference Asset Currency	Reference Asset Initial Weight
Reference Portfolio:	Units of the iShares S&P/TSX Capped Financials Index ETF	XFN	TSX	Closing price	Exchange-traded fund	CAD	10%
	Units of the iShares S&P/TSX Capped Information Technology Index ETF	XIT	TSX	Closing price	Exchange-traded fund	CAD	10%
	Units of the iShares S&P/TSX Capped REIT Index ETF	XRE	TSX	Closing price	Exchange-traded fund	CAD	10%
	Units of the iShares S&P/TSX Capped Consumer Staples Index ETF	XST	TSX	Closing price	Exchange-traded fund	CAD	10%
	Units of the BMO S&P/TSX Equal Weight Industrials Index ETF	ZIN	TSX	Closing price	Exchange-traded fund	CAD	10%
	Units of the BMO Equal Weight Utilities Index ETF	ZUT	TSX	Closing price	Exchange-traded fund	CAD	10%
	Common shares of BCE Inc.	BCE	TSX	Closing price	Equity security	CAD	4%
	Common shares of Canadian Tire Corporation, Limited - Class A	CTC/A	TSX	Closing price	Equity security	CAD	4%
	Common shares of Dollarama Inc.	DOL	TSX	Closing price	Equity security	CAD	4%
	Common shares of Gildan Activewear Inc.	GIL	TSX	Closing price	Equity security	CAD	4%
	Common shares of Magna International Inc.	MG	TSX	Closing price	Equity security	CAD	4%
	Common shares of Rogers Communications Inc. - Class B	RCI/B	TSX	Closing price	Equity security	CAD	4%
	Common shares of Shaw Communications Inc. - Class B	SJR/B	TSX	Closing price	Equity security	CAD	4%
	Common shares of TELUS Corporation	T	TSX	Closing price	Equity security	CAD	4%
	Common shares of Thomson Reuters Corporation	TRI	TSX	Closing price	Equity security	CAD	4%
Common shares of Valeant Pharmaceuticals International, Inc.	VRX	TSX	Closing price	Equity security	CAD	4%	

Note Securities Currency:	Canadian dollars
---------------------------	------------------

Rebalancing Dates:	Rebalancing Date
	October 28, 2016
	October 30, 2017
	October 29, 2018
	October 28, 2019

ROC Payment type:	None
Reference Portfolio Initial NAV:	\$100.00
Structuring Trailer Percentage:	0.50%. The Structuring Trailer Percentage will be paid out of the Daily Maintenance Amount and therefore will indirectly reduce the Reference Asset NAV.
Independent Agent Fee:	Up to \$0.15 per Note Security (0.15% of the Principal Amount of each Note Security sold), paid by the Bank out of its own funds.

Agents:	National Bank Financial Inc. (“NBF”) and Laurentian Bank Securities Inc. Laurentian Bank Securities Inc. will act as Independent Agent.
Listing and Secondary Market:	The Note Securities will not be listed on any securities exchange or quotation system. NBF intends to maintain until the Final Valuation Date, under normal market conditions, a daily secondary market for the Note Securities. If the price or the level of the Reference Asset is not published or, in an applicable case, if trading in the Reference Asset is disrupted or suspended, or if any other Market Disruption Event occurs, NBF will generally deem that normal market conditions do not exist. NBF may, in its sole discretion, stop maintaining a market for the Note Securities at any time without any prior notice to Holders. There can be no assurance that a secondary market will develop or, if one develops, that it will be liquid. In addition, any sale of Note Securities facilitated by NBF may be subject to an early trading charge, deductible from the sale proceeds of the Note Securities. Holders who have purchased Note Securities using the FundSERV network will be limited to the FundSERV network to sell Note Securities.
Eligibility for Investment:	Eligible for RRSPs, RRIFFs, RESPs, RDSPs, DPSPs and TFSAs. See “Eligibility for Investment” in the Prospectus Supplement and in the Prospectus.
Early Trading Charge:	No early trading charge.
Cost related to the Distribution Amount:	The Distribution Amount for a given dividend or other distribution paid by the issuer of a Reference Asset and on its ex-dividend date will be equal to the present value of the dividend amount or other distribution, minus an amount equal to any applicable withholding taxes that would be applicable if the Reference Assets were held by a Canadian Investor (0%), and converted into the Reference Asset Currency if applicable, using the applicable FX Rate. The present value is the value of the dividend amount or other distribution to be paid, discounted using the relevant Interest Rate plus the FX Funding Amount spread and the number of days between the ex-dividend date and the payment date.

Suitability for Investment

The Note Securities are not suitable for all investors. In determining whether the Note Securities are a suitable investment for you please consider that:

- the Note Securities provide no protection for your original principal investment, other than the minimum Maturity Redemption Payment of 1% of the Principal Amount per Note Security and the sum of all ROC Payments, if any, and if the Reference Portfolio NAV is less than the Remaining Principal Amount on the Final Valuation Date, you will receive an amount which is less than your original principal investment over the term of the Note Securities;
- in order for you to earn a return on your investment, the Reference Portfolio NAV has to increase sufficiently to offset the Up-front Selling Commission, if applicable, and the Up-front Structuring Amount, if applicable, which reduce the Reference Portfolio NAV;
- in order for you to earn a return on your investment, the Reference Asset Return Amount and the Reference Asset FX Amount of the Reference Assets have to increase sufficiently to offset the Daily Maintenance Amount reducing the Reference Asset NAV Change in order to increase the Reference Portfolio NAV;
- your investment strategy should be consistent with the investment features of the Note Securities;
- your investment time horizon should correspond with the term of the Note Securities; and
- your investment will be subject to the risk factors summarized in the section “Risk Factors” in the Pricing Supplement, the Prospectus Supplement and the Prospectus.

Risk Factors

The Note Securities differ from conventional debt and fixed income investments; repayment of the entire Principal Amount is not guaranteed. The Note Securities entail downside risk and are not designed to be alternatives to conventional debt and fixed income investments or money market instruments.

Investing in the Note Securities involves risks that are described under “Risk Factors” in the Pricing Supplement, the Prospectus Supplement and the Prospectus, including, without limitation, the sections therein entitled “Certain Risk Factors related to the Equity Linked Note Securities” and “Certain Risk Factors related to the Fund Linked Note Securities”. Purchasers are urged to read the information about these risks, together with the other information in the Pricing Supplement, the Prospectus Supplement and the Prospectus, before investing in the Note Securities. **Holders who are not prepared to accept the risks described in the Pricing Supplement, the Prospectus Supplement and the Prospectus should not invest in the Note Securities.**

NOTICE

The Note Securities will not constitute deposits that are insured under the *Canada Deposit Insurance Corporation Act* or any other deposit insurance regime designed to ensure the payment of all or a portion of a deposit upon insolvency of the deposit taking institution. The Note Securities differ from conventional debt and fixed income investments; repayment of the entire Principal Amount is not guaranteed. The Note Securities entail downside risk and are not designed to be alternatives to conventional debt and fixed income investments or money market instruments.

Amounts paid to Holders will depend on the performance of the Reference Portfolio. Neither the Bank, its affiliates, the Agents, nor any other person or entity guarantees that Holders will receive an amount equal to their original investment in the Note Securities or guarantees that any return will be paid on the Note Securities. Since the Note Securities are not protected and the Principal Amount will be at risk (other than the minimum Maturity Redemption Payment of 1% of the Principal Amount), it is possible that Holders could lose some or substantially all of their original investment in the Note Securities.

For the various risks associated with such an investment, please see the “Risk Factors” section of this document and the “Risk Factors” section in the Pricing Supplement, the Prospectus Supplement and the Prospectus. Any prospective investor must be able to bear the risks involved and must meet the suitability requirement of the Note Securities. Please see the section “Suitability of the Note Securities for Investors” in the Pricing Supplement and the Prospectus Supplement.

