
Information memorandum

December 2008

This Information Memorandum replaces the May 2008 Information Memorandum and, until otherwise advised in writing by the Bank, participating dealers may rely on this Information Memorandum for current and future issuances hereunder.

Description of Short Term Bearer Deposit Notes

Issuer:

Manulife Bank of Canada

Principal Amount:

Short-term bearer deposit notes (the "Notes"), the aggregate principal amount of which to be outstanding at any time is not to exceed \$2,000,000,000 in Canadian currency.

Ranking of Notes:

The Notes constitute deposit liabilities of the Bank, are unsecured, and rank pari passu with the Bank's other unsubordinated and unsecured indebtedness, subject to such exceptions as may, from time to time, exist under applicable law.

Purpose of Issue:

The net proceeds from the sale of the Notes will be used for the general corporate purposes of the Bank.

Form:

The Notes will be issued in negotiable form, payable to bearer or to the order of a purchaser thereof, and will be interest bearing or issued at a discount to mature at their principal amount.

At the option of the Bank, the Notes may be issued in "book entry only" form (the "Book Entry Notes"), in which case such Notes must be purchased or transferred through participants ("Participants") in The Canadian Depository for Securities Limited ("CDS") debt clearing service, which Participants include securities brokers and dealers and banks and trust companies, or through other institutions that maintain custodial relationships with a Participant, either directly or indirectly.

Each purchaser of a Book Entry Note will receive a customer confirmation of purchase from the registered dealer from whom such Note is purchased in accordance with the practices and procedures of that registered dealer.

Neither the Bank nor the registered dealers will assume any liability for: (a) any aspect of the records relating to the beneficial ownership of the Book Entry Notes held by CDS or the payments relating thereto; (b) maintaining, supervising or reviewing any records relating to the Book Entry Notes; or (c) any advice or representation made by or with respect to CDS including those contained in this Offering Memorandum and relating to the rules governing CDS or any action to be taken by CDS or at the direction of its Participants.

The Bank will have the option to terminate the book entry system through CDS, in which case Notes in certificated form payable to bearer or to the order of a holder thereof will be issued to holders of Book Entry Notes or their nominees.

The Book Entry Notes will be subject to the *Depository Bills and Notes Act* (Canada).

Denomination:

Multiples of \$1,000 subject to a minimum principal amount of \$100,000, in Canadian currency.

Term:

Up to 365 days from the date of issue.

Delivery:

Delivery of Notes in certificated form will be made against payment by certified cheque and may be arranged for same day delivery to the purchaser or its agent through CIBC in Toronto. In other principal cities in Canada, delivery will be made by letter of undertaking. Delivery of Book Entry Notes will be made in accordance with the rules established by CDS.

Not CDIC Insured:

The deposits evidenced by the Notes are not insured or guaranteed by the Canada Deposit Insurance Corporation or any other governmental agency.

Restrictions:

The Notes will not be offered for sale in the United States of America (including the States and the District of Columbia), its territories, its possessions and other areas subject to its jurisdiction or to any citizen or resident of the United States of America. The Notes will not be sold outside Canada or to any person who is not resident in Canada, or to any person purchasing for resale to, or for the account or benefit of, any person who is not a resident in Canada.

Eligibility:

In the opinion of counsel for the Bank, the Notes offered hereby will, at the date of issue, be qualified investments for trusts governed by registered retirement savings plans, registered retirement income funds, registered education savings plans and deferred profit sharing plans (other than a trust governed by a deferred profit sharing plan to which contributions are made by the Bank or by an employer with which the Bank does not deal at arm's length within the meaning of the *Income Tax Act* (Canada).

For more information, please visit
manulifebank.ca



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