

Statement of Corporate Governance Practices

At A Glance Overview

†:HKDMDVWURQGHSHGHV
 &DLUPDQWKFQHDUOHDPGHUVKLS
 PDQDWHLEURSRUDWHJRMUDEH
 †7KH%RDUGRMUVHHPDQJHPHVFRC



Role Of The Chairman Of The Board

OU-RKQKRPVRO/WKH&DLUPDQ
 WKH%RDUGDW7%)7KH&DLUPDQ †:
 WKH%RDUGLVSSRLOVHGDQOOEWKHV
 RQDDJHPHVGLUHFWRUVRIWKH%RDUQ
 HVLVQSHSHGHV/DQKLVUROHDPV&DLU



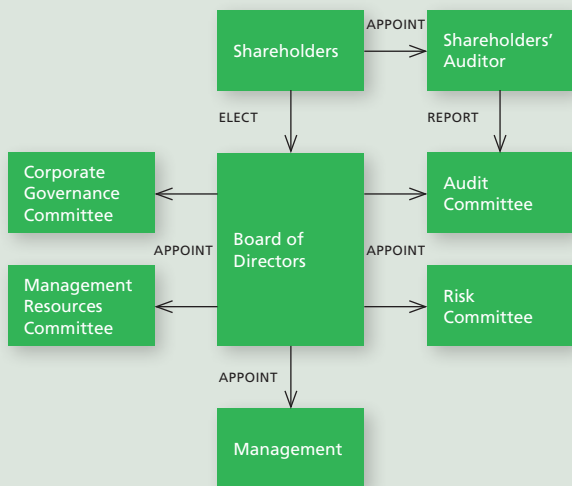
Directors' Key Responsibilities

,DGLWLRQWRKDYQWKHUHT&VLWHVNLOOV
 DGH\$HULHEHDOOGLUHFWRUVVWPHHW
 WKHTDOL&DWLRQURUGLUHFWRUVVHWRV
 LQKH3RVLWLRQV&FULSWLRQ&ULUHFWRUV
 RI7%)8QHUKH3RVLWLRQV&FULS



Overview of Corporate Governance Structure at TDBFG

This diagram is a simple overview of the corporate governance structure at TDBFG.



Other Places To Find Information About Corporate Governance At TDBFG

Read our Chairman of the Board's Message to Shareholders on page 10.

Corporate Governance – Go to the Corporate Governance section of our web site – www.td.com/governance – there you will find information on our corporate governance practices, including our Corporate Governance Guidelines, our Director Independence Policy, our Code of Conduct and Ethics, the Charters of our Board of Directors and each of its committees and a summary of significant differences between our governance practices and those required of U.S. domestic issuers listed on the New York Stock Exchange.

Proxy Circular – Read our Proxy Circular – in February 2008 it will be mailed to shareholders and available on our web site.

Annual Meeting – Attend our Annual Meeting – April 3, 2008 in Calgary, Alberta, Canada – or watch the webcast through our web site – www.td.com/investor.

Corporate Responsibility Report – Read our 2007 report – it documents our corporate citizenship activities throughout the year. The 2007 report will be released and available on our web site in March 2008 – www.td.com/corporateresponsibility/reporting.

The Board of Directors and Its Committees

Our directors as at November 29, 2007 are listed below. Our Proxy Circular for the 2008 Annual Meeting will set out the director candidates proposed for election at the meeting and additional information about each candidate including education, other principal directorships, TDBFG committee membership, stock ownership and attendance at Board and committee meetings.

William E. Bennett

Corporate Director and Retired President and Chief Executive Officer
Draper & Kramer, Inc.,
Chicago, Illinois

John L. Bragg

Chairman, President and Co-Chief Executive Officer
Oxford Frozen Foods Limited
Oxford, Nova Scotia

Hugh J. Bolton

Chair of the Board
EPCOR Utilities Inc.,
Edmonton, Alberta

W. Edmund Clark

President and Chief Executive Officer
The Toronto-Dominion Bank
Toronto, Ontario

Wendy K. Dobson

Professor and Director
Institute for International Business
Joseph L. Rotman School of Management,
University of Toronto,
Toronto, Ontario

Darren Entwistle

President and Chief Executive Officer
TELUS Corporation,
Vancouver, British Columbia

Donna M. Hayes

Publisher and Chief Executive Officer
Harlequin Enterprises Limited, Toronto,
Ontario

Henry H. Ketcham

Chairman of the Board, President and Chief Executive Officer
West Fraser Timber Co. Ltd.
Vancouver, British Columbia

Pierre H. Lessard

President and Chief Executive Officer
METRO INC., Montréal,
Québec

Harold H. MacKay

Counsel
MacPherson Leslie & Tyerman LLP
Regina, Saskatchewan

Brian F. MacNeill

Chairman of the Board
Petro-Canada, Calgary,
Alberta

Irene R. Miller

Chief Executive Officer
Akim, Inc., New York,
New York

Roger Phillips

Corporate Director and Retired President and Chief Executive Officer
IPSCO Inc., Regina,
Saskatchewan

Wilbur J. Prezzano

Corporate Director and Retired Vice Chairman
Eastman Kodak Company
Charleston, South Carolina

William J. Ryan

Chairman
TD Banknorth Inc.,
Portland, Maine

Helen K. Sinclair

Chief Executive Officer
BankWorks Trading Inc., Toronto, Ontario

John M. Thompson

Chairman of the Board
The Toronto-Dominion Bank
Toronto, Ontario

Committee	Members*	Key Responsibilities
Corporate Governance Committee	John M. Thompson (Chair) Wendy K. Dobson Darren Entwistle Harold H. MacKay Brian F. MacNeill	<p>Responsibility for corporate governance of TDBFG:</p> <ul style="list-style-type: none"> Set the criteria for selecting new directors and the Board's approach to director independence; Identify individuals qualified to become Board members and recommend to the Board the director nominees for the next annual meeting of shareholders; Develop and, where appropriate, recommend to the Board a set of corporate governance principles, including a code of conduct and ethics, aimed at fostering a healthy governance culture at TDBFG; Review and recommend the compensation of the directors of TDBFG; Satisfy itself that TDBFG communicates effectively with its shareholders, other interested parties and the public through a responsive communication policy; Facilitate the evaluation of the Board and committees.
Management Resources Committee	Brian F. MacNeill (Chair) Henry H. Ketcham Pierre H. Lessard Wilbur J. Prezzano Helen K. Sinclair John M. Thompson	<p>Responsibility for management's performance evaluation, compensation and succession planning:</p> <ul style="list-style-type: none"> Discharge, and assist the Board in discharging, the responsibility of the Board relating to executive compensation as set out in this Committee's charter; Set performance objectives for the CEO, which encourage TDBFG's long-term financial success and regularly measure the CEO's performance against these objectives; Determine the recommended compensation for the CEO and certain senior officers in consultation with independent advisors who help this Committee set competitive compensation that meets TDBFG's hiring, retention and performance objectives; Review candidates for CEO and recommend the best candidate to the Board as part of the succession planning process for the position of CEO; Oversee the selection, evaluation, development and compensation of other members of senior management; Produce a report on executive compensation for the benefit of shareholders, which is published in TDBFG's annual proxy circular and review, as appropriate, any other major public disclosures concerning executive compensation.
Risk Committee	Roger Phillips (Chair) William E. Bennett Hugh J. Bolton Harold H. MacKay Wilbur J. Prezzano	<p>Supervising the management of risk of TDBFG:</p> <ul style="list-style-type: none"> Identify and monitor the key risks of TDBFG and evaluate their management; Approve risk management policies that establish the appropriate approval levels for decisions and other checks and balances to manage risk; Satisfy itself that policies are in place to manage the risks to which TDBFG is exposed, including market, operational, liquidity, credit, insurance, regulatory and legal risk, and reputational risk; Provide a forum for "big-picture" analysis of future risks including considering trends; Critically assess TDBFG's business strategies and plans from a risk perspective
Audit Committee	Hugh J. Bolton** (Chair) William E. Bennett John L. Bragg Donna M. Hayes Irene R. Miller Helen K. Sinclair	<p>Supervising the quality and integrity of TDBFG's financial reporting:</p> <ul style="list-style-type: none"> Oversee reliable, accurate and clear financial reporting to shareholders; Oversee internal controls – the necessary checks and balances must be in place; Be directly responsible for the selection, compensation, retention and oversight of the work of the shareholders' auditor – the shareholders' auditor reports directly to this Committee; Listen to the shareholders' auditor, internal auditor and the chief compliance officer, and evaluate the effectiveness and independence of each; Oversee the establishment and maintenance of processes that ensure TDBFG is in compliance with the laws and regulations that apply to it as well as its own policies; Act as the Audit Committee and Conduct Review Committee for certain subsidiaries of TDBFG that are federally-regulated financial institutions and insurance companies; Receive reports on and approve, if appropriate, certain transactions with related parties.

* as of November 29, 2007

** Designated Audit Committee Financial Expert