

**ANNUAL MEETING OF COMMON SHAREHOLDERS
OF THE TORONTO-DOMINION BANK
THURSDAY, MARCH 25, 2004 - 9:30 A.M. MOUNTAIN STANDARD TIME
EDMONTON, ALBERTA**

VOTING RESULTS:

Full details of the matters for shareholder action can be viewed by accessing the Management Proxy Circular for the meeting (http://www.td.com/investor/2003/proxy_2003.pdf).

The Directors of the Bank recommended that Shareholders vote **FOR** the matters 1, 2 and 3 below:

1. Election of Directors

	For (%)	Withheld (%)		For (%)	Withheld (%)
Hugh J. Bolton	99.90	0.10	Brian F. MacNeill	99.87	0.13
W. Edmund Clark	99.97	0.03	Roger Phillips	99.89	0.11
Marshall A. Cohen	99.75	0.25	Wilbur J. Prezzano	99.94	0.06
Wendy K. Dobson	99.97	0.03	Helen K. Sinclair	99.85	0.15
Darren Entwistle	62.48	37.55	Donald R. Sobey	99.80	0.20
Donna M. Hayes	99.95	0.05	Michael D. Sopko	66.12	33.88
Henry H. Ketcham	99.96	0.04	John M. Thompson	99.98	0.02
Pierre H. Lessard	99.87	0.13			

Each of the fifteen (15) nominees listed in the Management Proxy Circular were elected as directors of The Toronto-Dominion Bank for the ensuing year or until their successors are elected or appointed.

2. Appointment of Auditors named in the Management Proxy Circular	For (%)	Withheld (%)
	97.66	2.34

The auditors listed in the Management Proxy Circular were appointed as auditors of The Toronto-Dominion Bank for the ensuing year or until their successors are appointed.

3. Amendment to By-law No. 1	For (%)	Against (%)
(Relating to the aggregate remuneration of directors)	98.00	2.00

The amendment to By-law No. 1 listed in the Management Proxy Circular was confirmed by a special resolution of the shareholders of The Toronto-Dominion Bank.

The Directors of the Bank recommended that Shareholders vote **AGAINST** matters 4, 5 and 6 below:

4. Shareholder Proposal A	For (%)	Against (%)
(Prohibit CEO from serving on boards of other publicly traded companies)	2.42	97.58
5. Shareholder Proposal B	For (%)	Against (%)
(Disclosure with respect to executive pension benefits and plans)	28.12	71.88
6. Shareholder Proposal C	For (%)	Against (%)
(Ten days' prior notice of trading in Bank securities by insiders)	5.40	94.60

Anyone wishing additional information on the vote results may call Shareholder Relations at (416) 944-6367 or toll-free at (866) 756-8936 or by Email at tdshinfo@td.com.