

**ANNUAL MEETING OF COMMON SHAREHOLDERS
OF THE TORONTO-DOMINION BANK
WEDNESDAY, MARCH 23, 2005 - 9:30 A.M. EASTERN STANDARD TIME
OTTAWA, ONTARIO**

VOTING RESULTS:

This report on the voting results of the 149th annual meeting of common shareholders of The Toronto-Dominion Bank is made in accordance with section 11.3 of National Instrument 51-102 Continuous Disclosure Obligations. 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/2004/proxy_2004.pdf).

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

1. Election of Directors

	For (%)	Withheld (%)		For (%)	Withheld (%)
William E. Bennett	99.9	0.1	Pierre H. Lessard	99.9	0.1
Hugh J. Bolton	99.9	0.1	Harold H. MacKay	99.9	0.1
John L. Bragg	98.3	1.7	Brian F. MacNeill	99.8	0.2
W. Edmund Clark	99.9	0.1	Roger Phillips	99.9	0.1
Marshall A. Cohen	99.8	0.2	Wilbur J. Prezzano	99.8	0.2
Wendy K. Dobson	99.9	0.1	William J. Ryan	99.1	0.9
Darren Entwistle	94.5	5.5	Helen K. Sinclair	98.9	1.1
Donna M. Hayes	99.9	0.1	John M. Thompson	99.9	0.1
Henry H. Ketcham	99.9	0.1			

Each of the seventeen (17) 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 (%)
	98.3	1.7

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.

The Directors of the Bank recommended that Shareholders vote **AGAINST** matters 3 - 9 below:

3. Shareholder Proposal A	For (%)	Against (%)
It is proposed that the Bank proceed with the closure of its subsidiary or subsidiaries in tax havens.	1.1	98.9

4. Shareholder Proposal B	For (%)	Against (%)
It is proposed that the Board of Directors of the Bank establish a salary ceiling for the senior officers of the Bank and of its subsidiaries, including all forms of remuneration and benefits.	7.6	92.4
5. Shareholder Proposal C	For (%)	Against (%)
It is proposed that The Toronto-Dominion Bank limit the term of an independent director sitting on the Board of Directors, to a maximum of ten years.	4.8	95.2
6. Shareholder Proposal D	For (%)	Against (%)
It is proposed that The Toronto-Dominion Bank implement cumulative voting for the election of board members, therefore giving minority shareholders a much more active role in the appointment of directors.	4.5	95.5
7. Shareholder Proposal E	For (%)	Against (%)
It is proposed that The Toronto-Dominion Bank replace the stock option plan for executives with a restricted share program, the shares of which must be retained for at least two years.	8.0	92.0
8. Shareholder Proposal F	For (%)	Against (%)
Candidates for Director must receive at least 75% support.	1.2	98.8
9. Shareholder Proposal G	For (%)	Against (%)
Directors who change occupation shall step down.	1.0	99.0

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