

**ANNUAL MEETING OF COMMON SHAREHOLDERS
OF THE TORONTO-DOMINION BANK
THURSDAY, MARCH 30, 2006 - 9:30 A.M. PACIFIC STANDARD TIME
VANCOUVER, BRITISH COLUMBIA**

VOTING RESULTS:

This report on the voting results of the 150th 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 at (<http://www.td.com/investor/2006/proxy.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	99.7	0.3	Pierre H. Lessard	95.0	5.0
Hugh J. Bolton	99.6	0.4	Harold H. MacKay	99.8	0.2
John L. Bragg	99.7	0.3	Brian F. MacNeill	95.0	5.0
W. Edmund Clark	99.7	0.3	Roger Phillips	99.7	0.3
Wendy K. Dobson	99.7	0.3	Wilbur J. Prezzano	95.0	5.0
Darren Entwistle	99.5	0.5	William J. Ryan	99.7	0.3
Donna M. Hayes	99.7	0.3	Helen K. Sinclair	95.0	5.0
Henry H. Ketcham	99.7	0.3	John M. Thompson	95.1	4.9

Each of the sixteen (16) 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 Auditor named in the Management Proxy Circular	For (%)	Withheld (%)
	99.6	0.4

The auditor listed in the Management Proxy Circular was appointed as auditor of The Toronto-Dominion Bank for the ensuing year or until its successor is appointed.

The Directors of the Bank recommended that Shareholders vote **AGAINST** matters 3 - 5 below:

3. Shareholder Proposal A	For (%)	Against (%)
It is proposed that the Bank incorporate in its annual report the financial statements of its subsidiaries in tax havens.	2.4	97.6

4. Shareholder Proposal B

It is proposed that any increase in the remuneration of senior officers, as well as the granting of stock options, pensions and severance pay, be previously submitted to the approval of shareholders prior to their coming into force.

For (%)	Against (%)
7.1	92.9

5. Shareholder Proposal C

Persons tainted by judicial findings of unethical behaviour are not eligible to serve as Directors of the Toronto-Dominion Bank.

For (%)	Against (%)
2.9	97.1

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.