FORM 6-K

SECURITIES AND EXCHANGE COMMISSION

450, 5th Street
Washington, D.C. 20549

REPORT OF FOREIGN PRIVATE ISSUER
Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934

For the month of February, 2004.

The Toronto-Dominion Bank

(Translation of registrant's name into English)

P.O. Box 1, Toronto Dominion Centre,
Toronto, Ontario, M5K 1A2
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F o Form 40-F ý

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes o No ý

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-______________

This Form 6-K is incorporated by reference into the Registration Statement on Form F-3 of The Toronto-Dominion Bank dated February 21, 2002 and the Registration Statement on Form F-10 of The Toronto-Dominion Bank dated December 16, 2002.

FORM 6-K

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

THE TORONTO-DOMINION BANK

DATE: February 17, 2004

By: /s/ CHRISTOPHER A. MONTAGUE

Name: Christopher A. Montague
Title: Executive Vice President, General Counsel and Secretary

THE TORONTO-DOMINION BANK

Notice of Annual Meeting of Common Shareholders

and Management Proxy Circular

March 25, 2004

Dear Shareholders,

You are invited to join us at The Toronto-Dominion Bank's annual meeting of common shareholders which will be held at the Shaw Convention Centre, 9797 Jasper Avenue N.W., Edmonton, Alberta on Thursday, March 25, 2004 at 9:30 a.m. (Mountain Standard Time).

The following Management Proxy Circular describes the business to be conducted at the meeting. We hope you will take the time to consider the information on these matters set out in the circular. It is important that you exercise your vote. Instructions on how to vote your shares are on pages 1 to 3 of the circular.

At the meeting there will be an opportunity to ask questions and meet your fellow shareholders. We look forward to your participation.

We will provide live coverage of the annual meeting from the Bank's website at www.td.com. Additionally, a recorded version will continue to be available on that site for several weeks following the meeting.

Sincerely,

John M. Thompson Chairman of the Board	W. Edmund Clark President and Chief Executive Officer

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THE TORONTO-DOMINION BANK

Notice of Annual Meeting of Common Shareholders

DATE: Thursday, March 25, 2004

TIME: 9:30 a.m. (Mountain Standard Time)

PLACE: Shaw Convention Centre
9797 Jasper Avenue N.W.
Edmonton, Alberta
T5J 1N9

Purposes of the Meeting:

1. receiving the financial statements for the year ended October 31, 2003, and the auditors' report thereon;

2. electing directors;

3. appointing auditors;

4. considering, and if thought fit, confirming an amendment to By-law No. 1 relating to the aggregate remuneration of directors (a copy of the special resolution confirming such amendment is contained in the accompanying Management Proxy Circular);

5. considering certain shareholder proposals set out in Schedule A to the accompanying Management Proxy Circular; and

6.

transacting such other business as may properly be brought before the Meeting.

On February 10, 2004, there were 659,853,547 outstanding common shares of the Bank which were, subject to applicable *Bank Act* (Canada) restrictions, eligible to vote on each of the matters to be voted on at the Meeting.

If you cannot attend, you are encouraged to complete and sign the enclosed form of proxy and return it in the envelope provided. Proxies must be received by the Bank's transfer agent, CIBC Mellon Trust Company, by facsimile at (416) 368-2502 or at 200 Queen's Quay East, Unit 6, Toronto, Ontario M5A 4K9 or by the Secretary of the Bank at least twenty-four hours prior to the Meeting.

Toronto, February 17, 2004

By Order of the Board

C.A. MONTAGUE
Executive Vice President,
General Counsel and Secretary

Note: Shareholders wishing to receive quarterly financial statements of the Bank for the next year must complete and return the enclosed Request for Quarterly Reports if they are a non-registered shareholder, or must check the box under the heading "Request for Quarterly Reports" on the enclosed form of proxy if they are a registered shareholder. For more information about non-registered shareholders and registered shareholders, please see page 1 of the accompanying Management Proxy Circular.

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THE TORONTO-DOMINION BANK

Management Proxy Circular

All information is as of January 22, 2004 unless otherwise indicated.

VOTING INFORMATION

WHO IS SOLICITING MY VOTE?

This Management Proxy Circular is provided in connection with the solicitation by management of The Toronto-Dominion Bank (the "Bank") of proxies to be used at the annual meeting of common shareholders of the Bank (the "Meeting") to be held at the time and place and for the purposes set forth in the notice of meeting accompanying this Management Proxy Circular.

HOW MANY VOTES DO I GET?

Except for some restrictions explained below under the heading What Are the Voting Restrictions?, you are entitled to one vote for each common share of the Bank registered in your name on February 10, 2004. In this Management Proxy Circular, "you" means you in your capacity as a holder of common shares of the Bank.

If you acquired common shares subsequent to February 10, 2004 you may acquire one vote for each common share provided you request the Bank, not later than 10 days before the Meeting, to add your name to the voters' list and provide sufficient information to establish that you own the common shares. If shares are transferred and the new shareholder acquires these rights, the holder of these shares on February 10, 2004 is no longer entitled to vote with respect to the transferred shares.

WHAT ARE THE VOTING RESTRICTIONS?

Under the *Bank Act (Canada)* (the "Bank Act"), the ownership by one person or entity of more than 10% of the common shares of the Bank is prohibited without approval in accordance with the provisions of the Bank Act. To the knowledge of the directors and officers of the Bank, no person owns or exercises control over more than 10% of the common shares of the Bank.

The Bank Act prohibits any shareholder from voting shares which are beneficially owned by the Government of Canada or of a province, or by the government of a foreign country or any political subdivision of a foreign country or by an agency of any of these entities. The Bank Act also prohibits the voting of shares held in contravention of the Bank Act. For more information about voting restrictions, please contact the Secretary of the Bank.

HOW MANY SHARES ARE ELIGIBLE TO VOTE?

On February 10, 2004 there were 659,853,547 outstanding common shares of the Bank which were, subject to applicable Bank Act restrictions, eligible to vote on each of the matters to be voted on at the Meeting.

HOW DO I VOTE?

You are a registered shareholder if your name appears on your share certificate. Registered shareholders eligible to vote can vote in person at the Meeting. **If you are eligible to vote but will not be attending the Meeting in person you can authorize another person, called a proxyholder, to attend the Meeting and vote on your behalf.** (See under the heading Can I Appoint a Different Proxyholder? for more information.) Any legal form of proxy may be used and a form of proxy is provided with this Management Proxy Circular for eligible shareholders. How registered shareholders can vote by proxy is explained under the heading How Will My Shares Be Voted if I Vote By Proxy?

You are a non-registered shareholder if you beneficially own shares that are held in the name of a nominee such as a bank, a trust company, a securities broker or a trustee, and therefore do not have the shares registered in your own name. The process for voting for non-registered shareholders is explained under the heading I Am Not A Registered Shareholder, How do I Vote?

HOW WILL MY SHARES BE VOTED IF I VOTE BY PROXY?

If you are a registered shareholder and are eligible to vote, you may give voting instructions on the matters listed below by marking the appropriate boxes on the proxy form and the proxyholder will be

required to vote in that manner. If the boxes are not marked, the proxyholder may vote the shares as he or she sees fit. **If you appoint the person(s) designated in the enclosed form of proxy as the proxyholder, unless otherwise specified, your shares will be voted at the Meeting as follows:**

FOR the election as directors of the nominees whose names are set out in this Management Proxy Circular;

FOR the appointment of Ernst & Young LLP and PricewaterhouseCoopers LLP as auditors;

FOR the amendment to By-law No. 1 relating to aggregate director remuneration; and

AGAINST the shareholders' proposals as described in Schedule A.

WHAT IF AMENDMENTS TO THESE MATTERS ARE RAISED OR NEW MATTERS ARE BROUGHT BEFORE THE MEETING?

The enclosed form of proxy gives the persons named on it authority to use their discretion in voting on amendments or variations to matters identified in this Management Proxy Circular.

As of the time of printing of this Management Proxy Circular, management is not aware that any other matter is to be presented for action at the Meeting. If, however, other matters properly come before the Meeting, it is intended that the person appointed as proxyholder will vote on them in a manner the proxyholder considers to be proper in his or her discretion.

CAN I APPOINT A DIFFERENT PROXYHOLDER?

The persons named as proxyholders in the enclosed form of proxy are directors of the Bank. **If you wish to appoint another person to represent you at the Meeting, you may do so, either by inserting such person's name in the blank space provided in the form of proxy and deleting the names printed on it or by completing another proper form of proxy and delivering the proxy to CIBC Mellon Trust Company, or to the Secretary of the Bank, at least twenty-four hours before the Meeting.**

WHAT IF I WANT TO CHANGE MY VOTE?

If you sign and return the enclosed form of proxy, you may revoke it by delivering written notification to the Secretary of the Bank not later than March 24, 2004, or to the Chairman of the Meeting before the start of the Meeting. If you wish to revoke the proxy, your written notification must state clearly that you wish to revoke the proxy.

If you are a non-registered shareholder contact your nominee for instructions on how to revoke your voting instructions.

HOW ARE THE BANK'S PROXIES SOLICITED?

The Bank is asking shareholders to return the form of proxy. The Bank's solicitation of proxies will primarily be by mail. Employees of the Bank may also solicit the return of proxies. The cost of solicitation will be borne by the Bank.

IS MY VOTE CONFIDENTIAL?

Yes. Proxies are counted and tabulated by CIBC Mellon Trust Company, the transfer agent of the Bank, and are not submitted to the management of the Bank unless a shareholder clearly intends to communicate his or her comments to the Bank or legal requirements make it necessary. Shareholders wishing to maintain complete confidentiality of their holdings and their voting could register their shares in the name of a nominee.

I AM NOT A REGISTERED SHAREHOLDER, HOW DO I VOTE?

Non-registered shareholders may vote either in person (as described in the following paragraph) or by proxy. As required by Canadian securities laws, if you are a non-registered shareholder, you will receive from your nominee either a request for voting instructions or a form of proxy for the number of shares held. For your shares to be voted, you must carefully follow the instructions on the request for voting instructions or the form of proxy that is provided by your nominee.

Since the Bank has limited access to the names or holdings of its non-registered shareholders, if you are a non-registered shareholder, you must complete the following steps to vote in person at the Meeting. You must insert your own name in the space provided on the request for voting instructions or form of proxy to appoint yourself as the proxyholder and must return the document in the envelope provided. No other part of the form should be completed because your vote will then be taken at the Meeting.

HOW MANY VOTES ARE REQUIRED TO PASS A MATTER ON THE AGENDA?

A simple majority of the votes cast, in person or by proxy, is required for each of the matters specified in this Management Proxy Circular except for the special resolution confirming the amendment to By-law No. 1 which requires an affirmative vote of $66^2/_3\%$ of the votes cast in person or by proxy.

BUSINESS OF THE MEETING

FINANCIAL STATEMENTS

The Annual Statement of the Bank as at October 31, 2003, which is included in the Bank's 2003 Annual Report (the "Annual Report") as the Consolidated Financial Statements, is being mailed to shareholders with this Management Proxy Circular. The Annual Statement and the auditors' report on the Consolidated Financial Statements will be placed before the shareholders at the Meeting.

ELECTION OF DIRECTORS

The nominees proposed for election as directors, which were recommended to the Board of Directors by the Corporate Governance Committee, are listed on page 4 under the heading Director Nominees. All are currently directors of the Bank. Each director will be elected to hold office until the close of the next annual meeting.

Unless otherwise instructed, the persons designated in the form of proxy intend to vote FOR the nominees listed under the heading Director Nominees. If, for any reason at the time of the meeting, any of the nominees are unable to serve, and unless otherwise specified, the persons designated in the form of proxy may vote in their discretion for any substitute nominee or nominees.

APPOINTMENT OF AUDITORS

The Bank Act provides that shareholders may appoint two firms of accountants to be the auditors of the Bank. The Board of Directors, on the recommendation of the Audit Committee, proposes that Ernst & Young LLP and PricewaterhouseCoopers LLP be appointed auditors to hold office until the close of the next annual meeting of shareholders. Unless otherwise specified, the persons named in the form of proxy intend to vote FOR the appointment of Ernst & Young LLP and PricewaterhouseCoopers LLP.

During the five years ended October 31, 2003, Ernst & Young LLP, PricewaterhouseCoopers LLP and KPMG LLP have held appointments in accordance with the Bank Act as auditors of the Bank.

Information regarding the payment of fees to the auditors is set out on page 49 of the Bank's Annual Report.

AMENDMENT TO BY-LAW NO. 1

The Bank Act requires that the Bank's by-laws contain a provision fixing the aggregate of all amounts that may be paid to all directors in respect of directors' remuneration during a fixed period of time. Section 2.05 of By-law No. 1 relating to the remuneration of directors, fixed aggregate remuneration for the Board in any year at $2,000,000.

In recent years, the Bank has focused on enhancing the alignment of the interests of directors with those of shareholders. In 2003 the Corporate Governance Committee proposed restructuring the compensation of the Bank's directors. The Committee's goals included ensuring that compensation is consistent with trends in the market, simplifying the compensation structure and aligning directors' compensation with changes in executive compensation. An outside consultant was retained by the Corporate Governance Committee to review the new compensation structure and to confirm that it was consistent with trends in the market. Accordingly, upon the recommendation of the Corporate Governance Committee, the Board approved and has implemented the following director compensation initiatives:

- any equity grant, which had previously been paid in the form of stock options, will be paid in deferred share units which must be held by the director until retirement from the Board;

- a policy requiring increased share ownership within defined time periods and a requirement that a minimum of 60% of fees (excluding equity grants) payable to a director must be received in the form of deferred share units or common shares until the share ownership thresholds have been met; and

- the elimination of per meeting fees in favour of a comprehensive, annual flat fee.

For more details of these director compensation initiatives please see page 9 of this Management Proxy Circular.

The Board believes the new compensation structure for directors will further align the interests of directors with those of shareholders, recognizes the increasing complexity of the Bank's operations and the obligations of its directors and is consistent with trends in the market. While the new structure does not significantly increase the amount of compensation received by each director, it is expected that it would exceed the current aggregate cap. Therefore, the Board is seeking approval for an increase in the aggregate director remuneration. The proposed aggregate amount is less than, or the same as, the maximum aggregate amount currently in place or proposed at the other major Canadian banks.

On January 22, 2004, the Board authorized an amendment to section 2.05 of By-law No. 1 to increase the maximum aggregate remuneration payable to the directors in each year from $2,000,000 to $3,000,000. This amendment will not be effective unless and until it is confirmed by a special resolution of the shareholders of the Bank. As a result, the following special resolution will be presented at the Meeting.

The Board of Directors recommends that shareholders vote FOR the following special resolution and, unless otherwise instructed, the persons designated in the form of proxy intend to vote FOR the following special resolution.

"RESOLVED AS A SPECIAL RESOLUTION THAT the amendment to By-law No. 1, Section 2.05 deleting $2,000,000 and replacing it with $3,000,000 be and is hereby confirmed."

Following the amendment, the first two sentences of section 2.05 shall read as follows:

"The directors shall be paid such remuneration for their services as the Board may from time to time by resolution determine. The remuneration paid to the directors as such in the aggregate shall not exceed $3,000,000 in each year and individually shall be such amounts as the Board shall from time to time by resolution determine."

SHAREHOLDER PROPOSALS

Attached to this Management Proxy Circular as Schedule A are three shareholder proposals which have been submitted for consideration at the Meeting and the explanation of the Board of Directors of its reasons for opposing these proposals. If these proposals are put forward at the Meeting, unless otherwise specified, those persons designated in the form of proxy enclosed intend to vote AGAINST each of these proposals.

The final date for submissions of proposals by shareholders to the Bank for inclusion in the management proxy circular in connection with next year's annual meeting of common shareholders of the Bank will be Wednesday, December 29, 2004.

DIRECTOR NOMINEES

The following table sets forth for each nominee for election as director: age; municipality of residence; present principal occupation and principal occupations held in the last five years if different; the last major position or office with the Bank, if any; a brief description of his or her principal directorships, memberships and education; the number of Bank common shares beneficially owned, directly or indirectly, or over which control or direction is exercised; the number of Deferred Share Units (DSU) credited to each nominee; the date each became a director of the Bank; current membership on Committees of the Board of Directors; and record of attendance at meetings of the Board and its Committees during the 12 months ended October 31, 2003 if applicable.

The Board held 9 regularly scheduled meetings (Regular) and called 4 special meetings (Special) during the 12 months ended October 31, 2003. During this period, Committees of the Board held 26 meetings, broken down as follows: Audit (AC) (4), Audit and Risk Management (ARMC) (1), Corporate Governance (CGC) (6), Management Resources (MRC) (8), and Risk (RC) (7). The Audit and Risk Management Committee was divided into the Audit Committee and the Risk Committee effective December 12, 2002. The Chairman of the Board is an ex officio member of the Audit Committee and the Risk Committee. His attendance at Committee meetings as an ex officio member is not reflected in this table. In addition to the attendance listed below, directors from time to time attend other Committee meetings by invitation.

Hugh J. Bolton[(1)(2)], 65, resides in Edmonton, Alberta. Mr. Bolton is the non-executive Chair of the Board of Directors of EPCOR Utilities Inc., an integrated energy company, and of one of its subsidiaries. Prior to his appointment as Chair of EPCOR Utilities on January 1, 2000, and after his retirement as Chairman & CEO and a partner of Coopers & Lybrand Canada, Chartered Accountants on January 1 and November 30, 1998, respectively, Mr. Bolton was a financial consultant and corporate director. Mr. Bolton is also Chair of the Board of Directors of Matrikon Inc. and is a director of Canadian National Railway Company and Teck Cominco Limited. Mr. Bolton holds an undergraduate degree in economics from the University of Alberta. Mr. Bolton is a Chartered Accountant and Fellow of the Alberta Institute of Chartered Accountants.	Director since April 2003 Number of Meetings Attended 5 of 5 Regular 4 of 4 Special 2 of 2 AC[(7)] 5 of 5 RC[(7)] Shareholdings 1,000 Common 2,468 DSU
W. Edmund Clark, 56, resides in Toronto, Ontario. Mr. Clark is the President and Chief Executive Officer of the Bank. Prior to December 20, 2002, he was President and Chief Operating Officer of the Bank. Mr. Clark joined the Bank with its acquisition of CT Financial Services on February 1, 2000, where he was the President and Chief Executive Officer of CT Financial Services Inc., Canada Trustco Mortgage Company and The Canada Trust Company. Mr. Clark holds an undergraduate degree from the University of Toronto, and earned his master's and doctoral degrees from Harvard University.	Director since August 2000 Number of Meetings Attended 9 of 9 Regular 4 of 4 Special Shareholdings 5,079 Common 251,401 DSU
Marshall A. Cohen[(3)(4)], 68, resides in Toronto, Ontario. Mr. Cohen is Counsel at Cassels Brock & Blackwell, Barristers and Solicitors. Mr. Cohen is also a director of a number of other companies, including Barrick Gold Corporation, American International Group, Inc., Lafarge Corporation, Premcor Inc. and Collins & Aikman Corporation. Mr. Cohen holds an undergraduate degree from the University of Toronto, a law degree from Osgoode Hall Law School and a master's degree in law from York University. Mr. Cohen also holds an honourary doctorate in law from York University and was appointed an Officer of the Order of Canada in 1992.	Director since February 1992 Number of Meetings Attended 9 of 9 Regular 3 of 4 Special 6 of 6 CGC 8 of 8 MRC 2 of 2 RC[(6)]

Shareholdings
12,528 Common
12,607 DSU

Wendy K. Dobson[1][2], 62, resides in Uxbridge, Ontario. Dr. Dobson is Professor and Director, Institute for International Business, Rotman School of Management, University of Toronto. Dr. Dobson is a director of MDS Inc., TransCanada Corporation and is Vice Chair of the Canadian Public Accountability Board. She holds an undergraduate degree from the University of British Columbia, two master's degrees from Harvard University and a doctorate in economics from Princeton University.

Director since October 1990

Number of Meetings Attended
9 of 9 Regular
2 of 4 Special
1 of 1 ARMC[5]
4 of 4 AC
6 of 7 RC

Shareholdings
6,548 Common
5,501 DSU

Darren Entwistle[2], 41, resides in Vancouver, British Columbia. Mr. Entwistle is the President and Chief Executive Officer of TELUS Corporation, a telecommunications company, and is a member of its Board of Directors. Prior to joining TELUS Corporation in July 2000, Mr. Entwistle held various senior executive positions in the telecommunications industry, including Cable & Wireless Communications plc in the United Kingdom. Mr. Entwistle holds an undergraduate degree in economics from Concordia University and a master's degree in business administration from McGill University.

Director since November 2001

Number of Meetings Attended
7 of 9 Regular
1 of 4 Special
1 of 1 ARMC[5]
5 of 7 RC

Shareholdings
1,983 Common
1,225 DSU

Donna M. Hayes[1], 47, resides in Toronto, Ontario. Ms. Hayes is the Publisher and Chief Executive Officer of Harlequin Enterprises Limited, a global publishing company, and is a member of its Board of Directors and the Boards of a number of associated companies. Ms. Hayes has held various positions with Harlequin Enterprises Limited since 1985. Ms. Hayes holds an undergraduate degree from McGill University and has completed the professional publishing course at Stanford University and the executive management program at the Richard Ivey School at The University of Western Ontario.

Director since January 2004

Number of Meetings Attended
N/A

Shareholdings
500 Common

Henry H. Ketcham[1][3], 54, resides in Vancouver, British Columbia. Mr. Ketcham is the Chairman of the Board, President and Chief Executive Officer of West Fraser Timber Co. Ltd., an integrated forest products company. Mr. Ketcham holds an undergraduate degree from Brown University.

Director since January 1999

Number of Meetings Attended
9 of 9 Regular
4 of 4 Special
1 of 1 ARMC[5]
4 of 4 AC
2 of 2 CGC[7]

Shareholdings
1,000 Common
10,040 DSU

Pierre H. Lessard[1][4], 61, resides in the Town of Mount-Royal, Quebec. Mr. Lessard is the President and Chief Executive Officer of Metro Inc., a distributor of food products, and is a member of its Board of Directors. Mr. Lessard is also a director of a number of other companies, including SNC-Lavalin Group Inc. Mr. Lessard holds an undergraduate and a master's degree from Laval University and a master's degree in business administration from Harvard Business School. Mr. Lessard is a Chartered Accountant and a Fellow of the Quebec Order of Chartered Accountants.

Director since October 1997

Number of Meetings Attended
8 of 9 Regular
3 of 4 Special
1 of 1 ARMC[5]
3 of 4 AC
3 of 4 CGC[6]
4 of 4 MRC[7]

Shareholdings
7,000 Common
11,597 DSU

Brian F. MacNeill[3][4], 64, resides in Calgary, Alberta. Mr. MacNeill is the non-executive Chairman of the Board of Petro-Canada, an integrated oil and gas company. Mr. MacNeill was the President and Chief Executive Officer of Enbridge Inc. from April 1991 and retired in January 2001. Mr. MacNeill is also the non-executive Chairman of the Board of Dofasco Inc. and a director of a number of other companies, including Western Oil Sands Inc., West Fraser Timber Co. Ltd., Sears Canada Inc., TELUS Corporation and Veritas DGC Inc. Mr. MacNeill holds an undergraduate degree in commerce from Montana State University and a Certified Public Accountant designation in the U.S. Mr. MacNeill is a Chartered Accountant and a Fellow of the Alberta Institute of Chartered Accountants.

Director since August 1994

Number of Meetings Attended
9 of 9 Regular
3 of 4 Special
1 of 1 ARMC[5]
2 of 2 AC[6]
2 of 2 CGC[7]
8 of 8 MRC

Shareholdings
8,913 Common
8,755 DSU

Roger Phillips[1][2], 64, resides in Regina, Saskatchewan. Mr. Phillips is a Corporate Director and the retired President and Chief Executive Officer of IPSCO Inc., a steel manufacturing company. He held that position from 1982 until his retirement in January 2002. He is also a director of a number of other companies, including Canadian Pacific Railway Company, Fording Inc., Imperial Oil Limited, Inco Limited and Cleveland-Cliffs Inc. Mr. Phillips holds an undergraduate degree in physics and mathematics from McGill University. Mr. Phillips was appointed an Officer of the Order of Canada in 1999 and was awarded the Saskatchewan Order of Merit in 2002. Mr. Phillips is a Chartered Physicist (U.K.) and a Fellow of the Institute of Physics.

Director since February 1994

Number of Meetings Attended
9 of 9 Regular
4 of 4 Special
3 of 4 AC
4 of 4 MRC[6]
7 of 7 RC

Shareholdings
14,000 Common
12,020 DSU

Wilbur J. Prezzano[2][4], 63, resides in Charleston, South Carolina. Mr. Prezzano is a Corporate Director and the retired Vice Chairman of Eastman Kodak Company, an imaging products and services company. Mr. Prezzano is a director of a number of companies, including Lance, Inc. and Roper Industries, Inc. Mr. Prezzano holds an undergraduate degree in economics and a master's degree in business administration, both from the University of Pennsylvania's Wharton School.

Director since April 2003

Number of Meetings Attended
4 of 5 Regular
3 of 4 Special
3 of 4 MRC[7]
4 of 5 RC[7]

Shareholdings
1,000 Common
3,194 DSU

Helen K. Sinclair[1][2], 52, resides in Toronto, Ontario. Ms. Sinclair is the founder and Chief Executive Officer of BankWorks Trading Inc., a software and educational products company, and is a member of its Board of Directors. Ms. Sinclair is also a director of a number of other organizations, including McCain Capital Corporation, the Canada Pension Plan Investment Board, Transat A.T. Inc. and Davis + Henderson G.P. Inc. Ms. Sinclair holds an undergraduate degree from York University and a master's degree from the University of Toronto, both in economics. She is a graduate of the Advanced Management Program of the Harvard Business School.

Director since June 1996

Number of Meetings Attended
9 of 9 Regular
4 of 4 Special
1 of 1 ARMC[5]
2 of 2 AC[7]
7 of 7 RC

Shareholdings
6,345 Common
5,010 DSU

Donald R. Sobey[4], 69, resides in Stellarton, Nova Scotia. Mr. Sobey is Chairman of Empire Company Limited, an investment holding company, and a member of its Board of Directors. Mr. Sobey is also a director of a number of other companies, including Alliance Atlantis Communications Inc., Highliner Foods Ltd., Sobeys Canada Inc. and Traders Classified Media NV. Mr. Sobey was also a director of the Bank from May 1978 to January 1992. Mr. Sobey holds an undergraduate degree in commerce from Queen's University and an honourary degree in law from Dalhousie University.

Director since October 1992

Number of Meetings Attended
8 of 9 Regular
3 of 4 Special
8 of 8 MRC

Shareholdings
327,256 Common
10,994 DSU

Michael D. Sopko[3], 65, resides in Oakville, Ontario. Dr. Sopko is the retired Chairman and Chief Executive Officer of Inco Limited, a primary metals company. From April 25, 2001 to April 17, 2002 he was the non-executive Chairman of Inco, and prior to April 25, 2001 served as its Chairman and Chief Executive Officer. Dr. Sopko is also a director of Gerdau Ameristeel Corp. Dr. Sopko holds undergraduate, master's and doctoral degrees in metallurgical engineering from McGill University.

Director since August 1992

Number of Meetings Attended
8 of 9 Regular
1 of 4 Special
5 of 6 CGC

Shareholdings
13,156 Common
1,225 DSU

John M. Thompson[3][4], 61, resides in Toronto, Ontario. Mr. Thompson is the Chairman of the Board of the Bank and the retired Vice Chairman of the Board of IBM Corporation, an information technology hardware, software and services company, a position he held from August 2000 to September 2002. Prior to that, Mr. Thompson held various senior executive positions with IBM. Mr. Thompson is also a director of Royal Philips Electronics, Robert Mondavi Corporation and Thomson Corporation. Mr. Thompson holds an undergraduate degree in engineering science from the University of Western Ontario and has completed the executive management programs at the Richard Ivey School at The University of Western Ontario and the Kellogg Graduate School of Business at Northwestern University.

Director since August 1988

Number of Meetings Attended
9 of 9 Regular
4 of 4 Special
6 of 6 CGC
7 of 8 MRC

Shareholdings
28,976 Common
1,225 DSU

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(1) Current member of the Audit Committee.

(2) Current member of the Risk Committee.

(3) Current member of the Corporate Governance Committee.

(4) Current member of the Management Resources Committee.

(5) The Audit and Risk Management Committee was divided into the Audit Committee and the Risk Committee effective December 12, 2002.

(6) Stepped down from the Committee effective April 3, 2003.

(7) Joined the Committee effective April 3, 2003.

Except as disclosed in the preceding table, all nominees standing for election as directors at the Meeting have held their positions or other executive positions with the same, predecessor or associated firms or organizations for the past five years. Mr. Edward S. Rogers who served as a director since August 1989 and Mr. Richard M. Thomson who served as a director since April 1971 will not be standing for re-election as directors at the Meeting. During the 12 months ended October 31, 2003, Mr. Rogers attended 12 of 13 Board meetings and 4 of 6 meetings of the Corporate Governance Committee and Mr. Thomson attended 12 of 13 Board meetings. Mr. A. Charles Baillie, who retired as a director on April 3, 2003, attended 5 of 5 Board meetings. Ms. Eleanor R. Clitheroe, who retired as a director on April 3, 2003, attended 5 of 5 Board meetings and 4 of 4 meetings of the Corporate Governance Committee.

COMPENSATION OF DIRECTORS

During fiscal 2003, each director, other than the Chairman of the Board, who was not an employee of the Bank was entitled to be paid $30,000 per year for services as a director. The non-executive Chairman of the Board was entitled to receive $200,000 per year for his services in that capacity. The Chair of each Committee of the Board was also entitled to receive a further $12,500 per year for services in that capacity except if the Committee Chair also served as Chairman of the Board. Any director except the Chairman of the Board who served on more than one Committee was entitled to receive a fee of $3,000 per year per additional Committee after the first Committee. In all cases, directors who were not employees were entitled to an attendance fee and the reimbursement of their expenses for each Board and Committee meeting. Attendance fees were $2,000 for both Board meetings and Committee meetings. Directors based outside the province in which a Board meeting was held received an attendance fee of $3,000. Fees for telephone meetings were $1,000 for both Board meetings and Committee meetings regardless of where the director was based. On December 11, 2003, each director who was not an employee of the Bank received, in respect of fiscal 2003, an equity grant of $50,000 payable in deferred share units. In all cases, any director who was a resident of the United States was entitled to receive these amounts in American dollars.

As a matter of policy, the Bank considers it appropriate that directors hold a substantial number of common shares of the Bank, further aligning their interests with those of other shareholders. As a result, the Board adopted a policy several years ago under which directors are expected to acquire, over time, common shares of the Bank with a value equivalent to at least six times the basic director's fee. Common shares of the Bank owned by a director's spouse, minor child or family trust are acceptable for this policy.

Consistent with the Bank's policy of encouraging directors to have a substantial investment in the Bank, the Outside Director Share Plan was established in 1998. Under the Plan, directors who are not employees or officers of the Bank may elect to receive any portion of their annual compensation in the form of cash, common shares of the Bank or deferred share units, or a combination thereof. Each deferred share unit is a bookkeeping entry, equivalent in value to a common share. Units are maintained until the director retires from the Board. Units are considered the equivalent of common shares for purposes of the Bank's policy on share ownership by directors. The Bank recognized an expense of $708,827 for the deferred share units for fiscal 2003, not including the equity grant detailed earlier in this section.

A new compensation structure for 2004 was approved by the Board. The new structure includes the elimination of per meeting fees in favour of a comprehensive annual flat fee and is summarized as follows:

Position	Annual Retainer/ Allotment(1) ($)
Director(2)(3)	$ 75,000
Additional Committee Memberships(2)	$ 10,000
Committee Chair Fee(2)	$ 25,000
Travel Fee for Directors Based Outside of Ontario(4)	$ 10,000
Chairman of the Board	$ 200,000

(1)

Not applicable to directors who are also employees of the Bank.

(2) Excludes Chairman of the Board.

(3) Includes any compensation for serving on one Committee.

(4) Allowance in recognition of time spent travelling to meetings.

All directors who are not employees are also entitled to reimbursement for their expenses for each meeting. Any director who is a resident of the United States is entitled to receive these amounts in American dollars. Under the new structure any equity grants, which had previously been paid in the form of stock options, will be paid in the form of deferred share units which must be held by the director until retirement from the Board.

A new stock ownership requirement policy was also approved under which directors, including the Chairman of the Board, are expected to acquire common shares of the Bank with a value equivalent to at least six times their respective flat fee retainer. Directors have until the later of five years from the director's first election date and five years from the coming into effect of this policy to meet the share

ownership requirement. A minimum of 60% of fees (excluding equity grants) payable to a director must be received in the form of deferred share units or common shares until the share ownership requirement has been met.

It is expected that the new flat fees together with the equity grant in deferred share units will be approximately equal to the aggregate value of the fees received in previous years in which stock options were granted.

CORPORATE GOVERNANCE

Our Board of Directors is committed to acting in the best interests of the Bank's shareholders. The Board fulfils its role directly and through Committees to which it delegates certain responsibilities. The Board and its Committees are focused on the continued improvement of our governance principles and practices. To maintain our leadership position in corporate governance requires constant reviews of these principles and practices to ensure they meet or exceed evolving best practices and regulatory guidance. This year, we expanded our corporate governance disclosure to provide better information to our shareholders about the activities of our Committees and how we determine our directors are independent.

DIRECTOR INDEPENDENCE

The Board believes that it needs to be independent of management and the institution it is governing in order to be effective. In essence, this means that a large majority of the Board is not part of management of the Bank and does not have relationships with the Bank that would make them personally beholden to the Bank. The Board is currently composed of an overwhelming majority of directors who meet this definition of independence. If all of the nominees proposed for election at the Meeting are elected, 93% of the directors will be independent, with only Mr. W. Edmund Clark, President and Chief Executive Officer, not being independent because of his management position.

The Corporate Governance Committee has been delegated the responsibility for recommending to the Board qualification criteria for directors and evaluating the independence of directors. The Corporate Governance Committee has been monitoring the numerous regulatory developments in the area of director independence to ensure our policies and practices comply with all applicable requirements. We want to take this opportunity to assure shareholders that these meet or exceed the legal requirements, and that the Committee is committed to continuing to build on its policies and practices to ensure we remain a corporate governance leader in this area.

As a company listed on the Toronto Stock Exchange (TSX) we follow the TSX's guidance on how to evaluate the independence of our directors. (The TSX calls independent directors "unrelated" and we consider these terms interchangeable.) When considering if a director is unrelated according to the TSX guidelines, the Corporate Governance Committee looks at the nature of the director's relationships with us and importance of those relationships to the director. Members of Bank management are considered related. In addition, directors who have relationships with the Bank that would make them personally beholden to the Bank are considered related. The following relationships are particularly relevant in the Committee's analysis: banking, outsourcing, consulting, legal and accounting. The Committee examines significant relationships of these types not only from the director's standpoint, but also from that of persons or organizations the director is related to, such as a spouse or an entity that employs the director in an executive capacity. For a director in such a relationship, the Committee considers whether he or she could, or could reasonably appear to, lack objectivity with respect to management's recommendations and performance. The Committee's goal is to ensure that a large majority of the Board is composed of directors whose overall loyalty to the Bank and its shareholders is not compromised, or could be seen to be compromised, by any personal relationship with the Bank.

Other than Mr. Clark, no other director nominees are employed by us or receive direct compensation from us for services of any kind, and none of their family members are employed with us in an executive capacity. In addition, no directors or their family members are employees or partners of the present or former shareholders' auditors for the Bank. Finally, no Bank executive officer serves as a

director of any public company that employs one of our director nominees as an executive.

Some director nominees, or entities they are connected with, have banking relationships with us. The Committee has examined these relationships and determined that the nominees are not personally beholden to the Bank. Relevant factors in this analysis include the overall creditworthiness of the banking customer (ratings, net assets, etc.), its existing banking relationships with other institutions, and the status of the director's involvement with the customer.

When determining director independence, the Committee also considers the affiliation rules under our governing statute the Bank Act, which provide that no more than two-thirds of Board members and no more than one-third of Audit Committee members may be "affiliated" with the Bank. Mr. Clark is the only director proposed for election at the Annual Meeting who is affiliated with the Bank. He is affiliated by virtue of being an officer of the Bank.

In addition, the Committee has reviewed the director independence standards contained in the corporate governance rules of the New York Stock Exchange (NYSE) on which the Bank's common shares are listed. As a non-U.S. company, we are not required to comply with most of the NYSE rules, including as to the independence of board members generally, and instead may comply only with Canadian governance practices. While the Committee has not formally adopted the NYSE rules for the independence of board members, it has determined that all nominees proposed for election at the Meeting are independent under these rules except Mr. Clark, who is an executive of the Bank.

Finally, the Board also fosters independence by practices such as having a strong, independent Chairman of the Board with a clear leadership mandate and having director-only sessions (that is, with all Bank officers, including Mr. Clark, absent) at every regularly scheduled Board meeting. The Board and its Committees have the authority to hire and fire their own independent advisors. The Chairman of the Board is responsible for setting the agenda for each Board meeting and ensuring that relevant topics are brought forward for discussion. The Board of Directors, not management, is responsible for recommending director nominees for election by the shareholders so that the Board is continually renewed with directors who are independent. For more information on these practices, see page 100 of the Annual Report.

REPORT OF THE CORPORATE GOVERNANCE COMMITTEE

The Corporate Governance Committee, chaired by the Chairman of the Board, is responsible for developing the Bank's corporate governance principles to foster a healthy governance culture at the Bank. The Committee's key responsibilities are summarized on page 100 of the Annual Report. This report allows us to explain in more detail the key responsibilities of the Committee under its charter:

- ensuring that the Board and its Committees have the structure, composition, charters and membership to operate effectively;
- assessing and facilitating the independent functioning of the Board from management, including:
  - evaluating the independence of directors;
  - ensuring the Committees are composed entirely of independent directors;
  - ensuring the Board and its Committees meet independently of management at every regularly scheduled meeting;
  - providing that the Board and its Committees have the authority to hire and fire their own independent advisors;

implementing other practices noted on page 100 of the Annual Report, in the preceding section on Director Independence and in Schedule B (Corporate Governance Procedures);

ensuring that, at each annual meeting, shareholders are presented with high caliber candidates for election as directors, who have a diversity of industry and professional experience and other qualities that will contribute to the effective functioning of the Board;

ensuring that directors are provided with a comprehensive orientation program, as well as opportunities for on-going education in topical areas;

setting expectations for the individual contribution of directors, including attendance at, preparation for and participation in meetings;

assessing the effectiveness of the Board and its Committees and the contribution of individual directors on an annual basis;

reviewing the compensation of directors to ensure that it is competitive and aligns directors' interests with those of shareholders;

monitoring the quality of the relationship between management and the Board, including ensuring that directors are provided with high quality, timely information and direct access to management and that there are clear limits on the authority of management to act without Board approval;

considering shareholder proposals and recommending responses with a view to maintaining an open dialogue with our shareholders to ensure concerns are met where possible; this is in keeping with the Committee's broader responsibility for ensuring the Bank has a responsive communication policy;

reviewing the adequacy of the strategic planning process that the Board engages in annually;

reviewing regulatory developments and legal changes in corporate governance and ensuring the Bank's compliance with the latest regulatory requirements, trends and guidance; and

reviewing and approving the Guidelines of Conduct, the Conflicts of Interests Procedures and other documents that regulate ethical conduct by Bank directors, officers and employees.

The Committee has looked at each of these responsibilities and confirmed that it carried them out in 2003 in the best interests of shareholders. In carrying out these responsibilities, the Committee particularly focused on the following initiatives to further improve the Bank's governance processes and practices.

Non-executive Chairman of the Board

In April 2003, Mr. John Thompson assumed the position of Chairman of the Board, as well as Chair of the Corporate Governance Committee. Mr. Thompson is not and has never been an executive of the Bank. In the past year, the Corporate Governance Committee reviewed the role and responsibilities of the Chairman of the Board and formalized them in a Charter against which his performance is assessed annually by the rest of the directors. In addition, the Committee focused this year on integrating this new role into the Bank's corporate governance policies and processes to promote more independent functioning of the Board from management. The key responsibilities of the Chairman of the Board are set out on page 98 of the Annual Report.

Director Orientation

The Committee redesigned the orientation program for new directors to provide the directors with more specialized and streamlined information about how the Bank is managed, what is its strategic direction, and what are the significant issues and key risks it is facing. The revised program includes revised written materials and greater exposure to members of senior management to brief the new directors on the issues facing various areas of the Bank. The initiative to improve the orientation program was led by the Chairman of the Board and the Committee, with input from the new directors elected at last year's annual meeting.

Evaluation Processes

To improve the existing process for measuring Board and Committee effectiveness, the Committee considered and implemented additional formal evaluation tools for the Board, the Committees and individual directors. These tools are expected to assist the Chairman of the Board, the Committee and the Board members themselves in assessing the effectiveness of each Board member with a view to the nomination process.

Guidelines of Conduct

In the past year, the Committee reviewed and strengthened the Bank's Guidelines of Conduct, which contain the standards that govern the way Bank employees, officers and directors deal with each other, customers and shareholders. The

Guidelines clearly define our expectations that employees, officers and directors will uphold the highest standards of ethical business and personal conduct at all times. The Guidelines were distributed to all Bank employees, officers and directors.

Disclosure Policy

In the past year, the Committee revised the Bank's Disclosure Policy to ensure that it clearly codifies TD's commitment to providing timely, accurate and balanced disclosure of all material information about TDBFG to a broad audience all of the time. The Disclosure Policy reflects the Bank's commitment to transparency in reporting to shareholders and the public.

The Board of Directors and its Committees continually evaluate and improve the corporate governance policies and procedures of the Bank. For more detailed information about our system of corporate governance, please see the comparison of our policies and procedures against the guidelines of the TSX for effective corporate governance starting on page 35 of this Management Proxy Circular. Additional disclosure about corporate governance at the Bank may be found on pages 98 to 101 of the Annual Report.

As at October 31, 2003, the following individuals served as members of the Corporate Governance Committee:

John M. Thompson (Chair)	Brian F. MacNeill
Marshall A. Cohen	Edward S. Rogers
Henry H. Ketcham	Michael D. Sopko

REPORT OF THE AUDIT COMMITTEE

The Audit Committee is responsible for supervising the quality and integrity of the Bank's financial reporting. The Committee also fulfils the role of the Bank's conduct review committee under the Bank Act and in this capacity is responsible, among other things, for reviewing related party transactions and monitoring procedures for resolving conflicts of interest. Members of the Committee are expected to be financially literate or be willing to acquire the necessary knowledge quickly. In carrying out its responsibilities, the Committee meets regularly without management present with the shareholders' auditors, the Chief Auditor (who heads the Bank's internal audit department), the Chief Financial Officer and alone.

The Committee's key responsibilities are summarized on page 101 of the Annual Report. These responsibilities focus on reviewing periodic financial disclosures of the Bank, overseeing the adequacy of internal controls as part of its supervision of the integrity of the financial reporting process, and managing the relationship with the shareholders' auditors. This report allows us to explain in more detail the Committee's key responsibilities under its charter:

- reviewing with management and the shareholders' auditors the Bank's annual and interim financial statements, including management's discussion and analysis, prior to Board approval and public release, with a focus on accounting principles, practices, and management estimates and judgments;
- discussing with the shareholders' auditors all matters pertaining to professional auditing standards and guidelines applicable to the Bank in Canada, and reviewing the shareholders' auditors processes for assuring the quality of their audit services;
- ensuring that the Committee receives regular reports from the shareholders' auditors, internal audit and management regarding any significant judgments made in management's preparation of the financial statements and any significant difficulties encountered during the course of the review or audit, including any restriction on the scope of work or access to required information;
- making a recommendation to the shareholders regarding the auditors to be appointed by the shareholders at the next annual meeting based, among other things, on an annual performance review of the shareholders' auditors;
- overseeing the independence of the shareholders' auditors by reviewing the independence and qualifications of the shareholders' auditors based on their disclosures of any relationships with the Bank and by setting policies that restrict the

provision of non-audit services by the shareholders' auditors;

- in recognition of the fact that the Committee, not management, retains the shareholders' auditors, reviewing and approving the audit fees and other significant compensation to be paid to the shareholders' auditors;
- reviewing the integrity of the Bank's financial reporting processes;
- reviewing and approving the annual plan of the Bank's internal audit department and ensuring internal audit has the required resources to perform its responsibilities; and
- regularly reviewing significant reports from internal audit, together with management's response, and following up as needed.

In 2003, the Committee focused on a number of initiatives to further strengthen its oversight of the quality and integrity of the Bank's financial reporting.

Non-Audit Services Policy

The Committee reviewed and updated the Bank's non-audit services policy. The policy restricts the type of non-audit services that the shareholders' auditors may provide to the Bank and its subsidiaries beyond the strict requirements of the U.S. Sarbanes-Oxley Act. It includes a centralized mechanism for the consideration and pre-approval by the Committee of all services to be provided by the shareholders' auditors as well as the associated fees.

Evaluation Process for the Shareholders' Auditors

This year, the Committee created an annual process for gathering feedback on the performance of the shareholders' auditors from members of the Committee and management. The Committee considered this feedback, together with information about the shareholders' auditors' qualifications, independence, annual audit plan and fees, in deciding to recommend that the shareholders reappoint the shareholders' auditors at the Meeting.

Objective Setting

The Committee initiated a formal process to set objectives for the year and to monitor its progress against them. Objectives met during the year included: holding educational sessions on critical accounting policies and other significant accounting issues; developing a self-evaluation process for the Committee; developing an effective performance management process for the shareholders' auditors; and considering important issues related to the review and approval of management's discussion and analysis.

As at October 31, 2003, the following individuals served as members of the Audit Committee:

Wendy K. Dobson (Chair)	Pierre H. Lessard
Hugh J. Bolton	Roger Phillips
Henry H. Ketcham	Helen K. Sinclair

REPORT OF THE RISK COMMITTEE

The Risk Committee is responsible for providing oversight for the management of risk of the Bank, including credit, market, liquidity and operational risk. To fulfill this responsibility, the Committee ensures that sound policies, procedures and practices for the management of key risks under the Bank's risk framework are in place and confirms compliance with risk-related regulatory requirements applicable to the Bank. All members of the Committee are expected to have an understanding of issues related to risk management or related business experience, or be willing to acquire the necessary knowledge quickly. The Committee meets regularly alone, and with the Chief Executive Officer and the Chief Risk Officer without other members of management present, and may meet with other senior officers and the shareholders' auditors as it sees fit.

The Committee's key responsibilities are summarized on page 101 of the Annual Report. In addition, the Bank provides detailed information on how we manage risk on pages 33 to 41 of the Annual Report. This report allows us to explain in more detail the Committee's responsibilities under its Charter:

- ensuring that management and others provide the Committee with adequate presentations and other information to understand the significant risks to which the Bank is exposed;
- reviewing and approving the Bank's procedures, policies and techniques to measure the Bank's risk exposures and to identify, evaluate and manage the significant risks to which the Bank is exposed, including

in the areas of credit, market, liquidity and operational risk;

- monitoring the Bank's risk management performance to obtain assurance that the Bank's risk management policies for significant risks are being adhered to;
- reviewing the characteristics of the Bank's credit portfolio and significant exposures to credit risk, as well as the provisioning methodology for credit losses and the adequacy of the Bank's provisions for credit losses; and
- reviewing and approving risk principles, policies and procedures recommended by management and the related management programs to ensure compliance with the CDIC Standards of Sound Business Practices and related regulatory requirements.

In 2003, the Committee focused on a number of initiatives to further strengthen its oversight of the Bank's risk management function.

Risk Committee Charter

In December 2002, the Audit and Risk Management Committee was divided into the Risk Committee and the Audit Committee to permit each Committee even more meeting time and resources to devote to its respective responsibilities. The Risk Committee formalized its new mandate in a written charter that was approved by the Corporate Governance Committee and Board, and worked throughout the year to establish processes and procedures for carrying out its responsibilities and interacting with management.

Risk Reporting

In keeping with the evolving governance environment, the Committee focused this year on enhancing risk reporting to the Board and other processes related to its oversight of the Bank's risks. In addition, the Committee instituted regular reporting by the Chief Auditor to the Committee on any significant issues related to adherence to risk management practices at the Bank including any trends suggesting systemic weakness.

As at October 31, 2003, the following individuals served as members of the Risk Committee:

Roger Phillips (Chair)	Darren Entwistle
Hugh J. Bolton	Wilbur J. Prezzano
Wendy K. Dobson	Helen K. Sinclair

REPORT OF THE MANAGEMENT RESOURCES COMMITTEE

The Bank is committed to be a leader in all aspects of corporate governance relating to independent Board oversight of management performance, executive compensation and succession planning. To this end, all members of the Management Resources Committee are independent directors.

The Committee's mandate includes the following:

- To establish job accountabilities for the chief executive officer (CEO), set performance standards on an annual basis, review CEO performance annually and recommend CEO compensation based on performance to the Board;
- To ensure that appropriate succession planning is in place for the CEO and all key positions in the Bank;
- To advise the Board on the appointment and remuneration of the Bank's senior officers, including the executive officers named on the Summary Compensation Table (the "Named Executive Officers"); and
- To review, approve and recommend that the Board approve executive compensation policies, practices, terms and conditions, as well as the aggregate spending for executive cash and equity-based compensation.

In order to fulfill this mandate with the appropriate independence, the Committee has time scheduled for meeting without management present at every Committee meeting.

The Committee met 8 times during the fiscal year ended October 31, 2003 and the following individuals served as the members of the Committee for all or part of this period:

Brian F. MacNeill (Chair from April 3, 2003 to present)
John M. Thompson (Chair to April 3, 2003)
Marshall A. Cohen Wilbur J. Prezzano
Pierre H. Lessard Donald R. Sobey
Roger Phillips

Executive Compensation Strategy and Philosophy

The purpose of the Bank's executive compensation program is to:

- attract, retain and motivate highly-qualified and high-performing individuals;
- align the interests of senior executives and management with the Bank's strategy and the interests of its shareholders;
- allow for effective succession in key executive positions through the retention of key resources;
- motivate performance by linking executive compensation with the achievement of specific business and other objectives and overall financial performance of the Bank as a whole.

Executive compensation consists of three components: base salary, annual incentive compensation and mid/long-term equity-based incentive compensation. The sum of all three is referred to as "Total Direct Compensation".

Total Direct Compensation and the mix of compensation therein are targeted at the median of the competitive market. Total Direct Compensation may exceed the median of the market in a year where there has been a combination of strong business and individual performance. The use of median rather than average data for comparison ensures that results are not skewed by compensation levels that are uncommonly high or low.

Market data, along with emerging trends and practices in executive compensation, are provided from a variety of sources by outside consultants. Most executive positions are compared within the Canadian market, although specialized roles may be evaluated against a broader market. Within the Canadian market, the focus is on competitive data and practices of the Bank's four major Canadian competitors Bank of Montreal, The Bank of Nova Scotia, Canadian Imperial Bank of Commerce and Royal Bank of Canada. Selected positions are also reviewed against a broader comparator group of companies from other industries, and against specialized areas as appropriate. For selected positions in the Bank, comparison may be made to U.S. Regional banks that are similar in size and range of businesses to the Bank's, as well as other groups such as investment banks and brokerage firms.

The comparator groups for specific executive positions are determined on an individual basis, essentially based on where the Bank would have to compete for the executive talent required for the position. For example, the "market" for the most senior executives of the Bank chief executive officer, vice-chair and executive vice-president positions is generally defined as the major Canadian banks and comparable Regional U.S. banks. For the year covered by this report, the Committee incorporated the following U.S. banks into the comparator group: BB&T, Bank One, Bank of America, FleetBoston Financial, KeyCorp, National City, PNC Financial Services, State Street Boston, SunTrust Banks, US Bancorp, Wachovia and Wells Fargo. Allowance may be made when using comparator market data to ensure a direct comparability of roles and accountabilities. For example, where the size, scope, and variety of operations managed by a role is greater or smaller than the market standard, the appropriate allowance is made to the survey data.

The Committee believes in maintaining a high standard of integrity in the process of determining compensation, and accordingly, engages its own consultant, who is independent of management. The Committee's independent consultant is present during the discussion and recommendation of the CEO's and Named Executive Officers' compensation, which takes place without management present.

Review of Executive Compensation in 2003

The Bank's approach to executive compensation is not new; it has been in place for some years. However, during 2003, management, with the support and regular involvement of the Committee, undertook a thorough review of the Bank's executive compensation practices, particularly the approach to equity-based compensation.

This review was undertaken in light of the changing and evolving expectations regarding

corporate governance by shareholders and others with an interest in the Bank's affairs, including regulators, the investment community and the public as a whole.

The key considerations of the review included:

- Focus on corporate governance;
  - Reinforcing executive alignment with shareholders.
  - Taking a leadership position on evolving trends in corporate governance.
- Continued alignment of compensation with Bank strategy and organizational objectives;
  - Aligning interests of all senior executives, including those in wholesale banking, to total Bank results;
  - Reinforcing the shift in the business model to reduced earnings volatility and growth in economic profit through compensation.
- Cost to the organization, and value to the participant:
  - Employing a simple, understandable approach that considers the total cost to shareholders, including the dilutive effect of options.

Significant Changes in Equity Compensation

As a result of its review, the Committee has approved a number of significant changes with respect to equity compensation. These changes were implemented in Fiscal 2004 for the Bank's Senior Executive Team the CEO, Vice Chairs and Executive Vice Presidents and are intended to take effect in Fiscal 2005 (or later) for all other executives. Accordingly, at the date of this circular, changes have already been implemented for the most senior executives in the organization.

Essentially, the changes reflect a revised approach to mid and long term equity compensation and a shift in the mix of compensation away from short-term incentive cash compensation into mid and long term equity. The changes are summarized as follows:

i) Changes Related to Stock Options and Restricted Share Units (RSUs)

- The term of Stock Options is reduced from ten years to seven years;
- The use of Stock Options is reduced in favour of greater use of RSUs;
  - We believe stock options remain a useful compensation tool for aligning executive interests with shareholders over the long-term **when balanced** with other elements of the compensation package.
  - RSUs are fully expensed and therefore do not represent a dilution of shareholder value.

These changes relating to term reduction and the use of options took effect for all executives in Fiscal 2004 (awards made in December, 2003).

RSUs will incorporate a performance target tied to growth in Economic Profit in each year of a three year period, and will be referred to as Performance-Based Restricted Share Units (Performance-Based RSUs). Economic Profit is defined in the Annual Report on page 3.

Alignment of executive pay to meaningful and measurable performance goals will be reinforced through the inclusion of the performance target.

A target relative to growth in Economic Profit will be established each year, and the size of the award is intended to be leveraged up or down by a maximum of 20% at the time of payout depending on the degree to which the Bank, in the year the award is outstanding, meets, exceeds or falls short of an annual target for growth in Economic Profit as approved by the Committee.

Revised provisions for disability, termination, and retirement, as follows:

In case of permanent disability, maturity of Performance-Based RSUs will occur on the

normal date, where previously the maturity was accelerated to the date of disability.

In case of voluntary termination, allow vested options to be exercisable for 30 days, and unvested options will be forfeited. Previously, all outstanding options were immediately forfeited. For involuntary termination (without cause) allow vested options to be exercisable for 90 days, previous 60 days, and all options that do not vest in that period to be forfeited. For termination with cause, all options (vested and unvested) are immediately forfeited. These changes have been approved by the Toronto Stock Exchange (TSX) and will be implemented in Calendar 2004.

In case of retirement, maturity of Performance-Based RSUs will occur on the normal date, where previously the maturity was accelerated to the date of retirement. For Calendar 2004, the TSX has also approved a change to stock options that in general allow the executive to have the earlier of one year after all options vest, or the normal expiry, to exercise.

ii)

Changes Related to Cash Bonuses and Deferred Share Units (DSUs)

A portion of annual incentive compensation will be delivered as Deferred Share Units (DSUs) a measure that further reinforces the emphasis on long-term alignment. In effect, executives will exchange a portion of their own cash compensation for DSUs, the payout of which varies with share price performance and is deferred until retirement or employment termination.

This change took effect for the Senior Executive Team for awards made in December 2003 in respect of Fiscal 2003, and will take effect in December 2004, for all other executives until their share ownership requirement has been attained.

iii)

Increased Share Ownership Requirements for Senior Executives

To ensure executives are significant shareholders in the organization they lead, share ownership requirements for the Bank's most senior executives have been increased, as follows:

	Share Ownership Requirements	
Position	**New**	**Previous**
CEO	10 X Base Salary	5 X Base Salary

	Share Ownership Requirements	
Vice Chair	6 X Base Salary	2.5 X Base Salary
Executive Vice President	6 X Base Salary	2 X Base Salary
Vice Chair & Executive Vice President Wholesale Banking	1 X Target Total Direct Compensation	2 X Base Salary
Senior Vice President	2 X Base Salary	1.5 X Base Salary
Vice President	1.5 X Base Salary	1 X Base Salary

The revised Share Ownership Requirements for the CEO, Vice Chairs and Executive Vice Presidents took effect on November 1, 2003, and those executives have three years in which to comply. As of the date of publication, all of the Named Executive Officers have met or exceeded the increased Share Ownership Requirements as follows:

Named Executive Officer	Total Share Ownership at Dec. 31, 2003[(1)]	Multiple of Salary
W.E. Clark	$ 18,170,636	12.98
R.E. Dorrance	$ 16,730,633	2.39[(2)]
A.S. Rosen	$ 14,077,758	28.16
F.J. Tomczyk	$ 3,764,733	7.51
F.J. Petrilli[(3)]	$ 9,036,126	19.87

(1) The December 31, 2003 TSX closing price for Bank common shares was $43.29.

(2) Mr. Dorrance's multiple is the multiple of his total direct compensation.

(3) Mr. Petrilli's salary has been converted into Canadian Dollars using the exchange rate of 1.299.

The revised Share Ownership Requirements for Senior Vice Presidents and Vice Presidents took effect on January 1, 2004 and those executives will have five years in which to comply.

Management and the Committee also believe that executives should be held accountable for sustaining shareholder value, and be held accountable for the ongoing health, viability, and

proper succession of the organization and therefore has approved the following:

The CEO will be required to maintain his or her Share Ownership Requirement for two years following retirement, and for a period of 6 months in the case of resignation or termination, other than in a Change of Control;

Other members of the Senior Executive Team will be required to maintain their respective Share Ownership Requirement for one year following retirement, and for a period of 6 months in the case of resignation or termination, other than in a Change of Control.

In addition:

When stock options are exercised, the net of any sold to pay taxes now must be held until the applicable Share Ownership Requirement has been met.

iv)

Changes in Compensation Go