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A:A V:

VOTING INSTRUCTION FORM

THE TORONTO-DOMINION BANK

MEETING TYPE: ANNUAL MEETING
MEETING DATE: THURSDAY, MARCH 29, 2012 AT 9:30 AM EDT
RECORD DATE: FEBRUARY 1, 2012
CONTROL NO: 123456789123 CUID: T123 C55
ACCOUNT NO: 123456789
PROXY DEPOSIT DATE: MARCH 28, 2012 CUSIP: 234567TES
WE NEED TO RECEIVE YOUR VOTING INSTRUCTIONS AT LEAST ONE BUSINESS DAY BEFORE THE PROXY DEPOSIT DATE.



ANY BROKER
5970 ANY STREET
CITY, PROVINCE V5V 5V5

JOHN SAMPLE
5970 ANY STREET
CITY, PROVINCE Z6Z 6Z6

VOTE BY INTERNET:	GO TO: <u>WWW.PROXYVOTE.COM</u> Your 12-digit control number is located above.
VOTE BY TELEPHONE:	You may enter your voting instructions by telephone at: English: 1-800-474-7493 or French: 1-800-474-7501 Your 12-digit control number is located above.
VOTE BY MAIL:	This voting instruction form may be returned by mail in the envelope provided.
VOTE BY FACSIMILE:	905-507-7793 or 514-281-8911.

RS T2-102605

APPOINTEE(S) BRIAN M. LEVITT, OR FAILING HIM, W. EDMUND CLARK

IF YOU WISH TO ATTEND THE MEETING OR DESIGNATE ANOTHER PERSON TO ATTEND, VOTE AND ACT ON YOUR BEHALF AT THE MEETING, OR ANY ADJOURNMENT THEREOF, OTHER THAN THE PERSON(S) SPECIFIED ABOVE, PRINT YOUR NAME OR THE NAME OF THE PERSON ATTENDING THE MEETING ON THE APPOINTEE LINE BELOW.

2000000002111555000000157072

PLEASE PRINT APPOINTEE NAME

CONTROL NO. →

123456789123

10852138

SEE VOTING INSTRUCTIONS ON REVERSE

A ELECTION OF DIRECTORS (FILL IN ONLY ONE BOX " " PER NOMINEE IN BLACK OR BLUE INK)

VOTING RECOMMENDATION: **FOR** ALL THE NOMINEES PROPOSED AS DIRECTORS

	FOR	WITHHOLD		FOR	WITHHOLD
01 WILLIAM E. BENNETT	<input type="checkbox"/>	<input type="checkbox"/>	13 WILBUR J. PREZZANO	<input type="checkbox"/>	<input type="checkbox"/>
02 HUGH J. BOLTON	<input type="checkbox"/>	<input type="checkbox"/>	14 HELEN K. SINCLAIR	<input type="checkbox"/>	<input type="checkbox"/>
03 JOHN L. BRAGG	<input type="checkbox"/>	<input type="checkbox"/>	15 JOHN M. THOMPSON	<input type="checkbox"/>	<input type="checkbox"/>
04 AMY W. BRINKLEY	<input type="checkbox"/>	<input type="checkbox"/>			
05 W. EDMUND CLARK	<input type="checkbox"/>	<input type="checkbox"/>			
06 COLLEEN A. GOGGINS	<input type="checkbox"/>	<input type="checkbox"/>			
07 HENRY H. KETCHAM	<input type="checkbox"/>	<input type="checkbox"/>			
08 BRIAN M. LEVITT	<input type="checkbox"/>	<input type="checkbox"/>			
09 HAROLD H. MACKAY	<input type="checkbox"/>	<input type="checkbox"/>			
10 KAREN E. MAIDMENT	<input type="checkbox"/>	<input type="checkbox"/>			
11 IRENE R. MILLER	<input type="checkbox"/>	<input type="checkbox"/>			
12 NADIR H. MOHAMED	<input type="checkbox"/>	<input type="checkbox"/>			

ITEM(S) (FILL IN ONLY ONE BOX " " PER ITEM IN BLACK OR BLUE INK)

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES

	FOR	AGAINST	ABSTAIN
F SHAREHOLDER PROPOSAL A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
G SHAREHOLDER PROPOSAL B	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
H SHAREHOLDER PROPOSAL C	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

ITEM(S) (FILL IN ONLY ONE BOX " " PER ITEM IN BLACK OR BLUE INK)
VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES

B APPOINTMENT OF AUDITOR NAMED IN THE MANAGEMENT PROXY CIRCULAR	FOR	WITHHOLD
C APPROACH TO EXECUTIVE COMPENSATION DISCLOSED IN THE REPORT OF THE HUMAN RESOURCES COMMITTEE AND APPROACH TO COMPENSATION SECTIONS OF THE MANAGEMENT PROXY CIRCULAR *ADVISORY VOTE*	FOR	AGAINST
D FIRST AMENDMENT TO THE 2000 STOCK INCENTIVE PLAN	FOR	AGAINST
E SECOND AMENDMENT TO THE 2000 STOCK INCENTIVE PLAN	FOR	AGAINST

VOTE USING YOUR MOBILE DATA DEVICE SUCH AS SMART PHONES AND TABLETS AT PROXYVOTE.COM.
APPOINTEE(S): IF YOU ARE TO ATTEND THE MEETING OR DESIGNATE ANOTHER PERSON TO ATTEND ON YOUR BEHALF (FOR EXAMPLE, TO VOTE IN PERSON), YOU MUST PRINT YOUR NAME OR THE NAME OF YOUR DESIGNATE ON THE APPOINTEE LINE ABOVE. YOU OR YOUR DESIGNATE WILL HAVE THE RIGHT TO VOTE IN PERSON AT THE MEETING, BUT MUST ATTEND THE MEETING FOR YOUR VOTE TO BE COUNTED.

***NOTE* 1.** THE DESCRIPTION OF THE SHAREHOLDER PROPOSALS IS SET OUT IN THE ACCOMPANYING MANAGEMENT PROXY CIRCULAR. **2.** THIS VOTING INSTRUCTION FORM SHOULD BE READ IN CONJUNCTION WITH THE CIRCULAR. **3.** APPOINTEES HAVE FULL POWER OF SUBSTITUTION. **4.** THIS FORM CONFERS DISCRETIONARY AUTHORITY TO VOTE ON SUCH AMENDMENTS OR VARIATIONS TO THE MATTERS LISTED ABOVE OR OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT THEREOF. **5.** SHARES CANNOT BE VOTED, EITHER IN PERSON OR BY PROXY, IF THEY ARE HELD IN CONTRAVENTION OF THE BANK ACT (CANADA). RESTRICTIONS ON OWNERSHIP ARE DESCRIBED IN THE MANAGEMENT PROXY CIRCULAR.

SIGNATURE(S) _____ DATE (DD/MM/YY) _____

INVALID IF NOT SIGNED 123456789123

In this voting instruction form, **you** and **your** refer to a beneficial holder of the securities listed on the other side of this form. You are a beneficial holder because we hold the securities in an account for you.

We, us, and **our** refer to the intermediary or financial institution where you have an account.

A meeting is being held for holders of the securities listed on the other side of this form. Please be advised that you are receiving this voting instruction form and meeting materials, at the direction of the issuer. **Even if you have declined to receive securityholder materials, a reporting issuer is entitled to deliver these materials to you.** If you have objected to the disclosure of your beneficial ownership information to the reporting issuer, it is our responsibility to deliver these materials to you on behalf of the reporting issuer. These materials are being sent at no cost to you, in the language you requested if available.

When you give us your voting instructions, you acknowledge that:

- you are the beneficial holder;
- you are authorized to provide these voting instructions; and
- you have read the instructions on this form.

We cannot vote for you if we do not receive your voting instructions.

Unless you attend the meeting and vote in person, we will vote on your behalf according to the voting instructions you provide.

Please write any comments on a separate sheet and send them by mail with your voting instructions. Please include your 12-digit control number, which you will find on the other side of this form.

If the items listed in the management proxy circular are different from the items listed on the other side of this form, the management proxy circular will be considered correct.

Do not present this voting instruction form at the meeting. Please read the following instructions, complete, sign and return your voting instruction form by mail, or submit your vote on the Internet or by telephone (if available).

About Voting.

A meeting is being held for holders of the securities listed on the other side of this form. As a beneficial holder of the securities, you have the right to vote on the items being covered at the meeting, which are described in the management proxy circular. **Please read the management proxy circular carefully and take note of any relevant proxy deposit date.**

If you have any questions, please contact the person who services your account.

If you mark the "ABSTAIN" box, you are directing your proxy to ABSTAIN from voting FOR or AGAINST that item. An abstention will be counted as present for quorum purposes but will not be counted as a vote cast in determining whether the requisite majority of votes cast has approved the proposal. The number of abstentions will be tabulated in the voting results.

Your vote is important.

If you do not plan to attend the meeting and vote in person, please give us your voting instructions right away. We will vote on your behalf according to the voting instructions you provide. **We cannot vote for you if we do not receive your voting instructions.**

If you do not specify how you want your securities voted, they will be voted as recommended in the management proxy circular.

Submitting your voting instructions.

Use this form to send us your voting instructions by mail. You may also be able to give us your voting instructions by telephone or on

the Internet. If these options are available to you, they are noted on the other side of this form. If you use the telephone or Internet to vote, you will be considered to have signed and dated this form. **Your voting instructions will be recorded when they are received.**

You cannot vote on the telephone or Internet on the day of the meeting.

To ensure that your vote is received in sufficient time to be processed, please ensure that the Voting Instruction Form is returned for processing or voted online at least one business day prior to the stated proxy deposit date noted on the other side of this form. Voting instructions received on the proxy deposit date may not be included in the final vote tabulation.

On the Internet (if available).

Go to www.proxyvote.com and follow the instructions. You will need your 12-digit control number, which you will find on the other side of this form.

When you vote on the Internet, the voting recommendations in the management proxy circular also appear on the electronic ballot.

By telephone (if available).

Call **1-800-474-7493 (English)** or **1-800-474-7501 (French)**.

You will need your 12-digit control number, which you will find on the other side of this form.

If a recommendation has not been made on an item, you must vote on each item separately. Choose option 2 when the telephone voting system prompts you.

By mail.

Complete, sign and date the other side of this form. Fold in half, do not detach and return it in the envelope provided. If you do not have the envelope, send the form to:

**PROXY TABULATION
P.O. BOX 2800 STN LCD MALTON
MISSISSAUGA, ON L5T 2T8**

To attend the meeting as an Appointee.

If you want to attend the meeting, or designate another person to attend the meeting in your place, you may do so in one of the following ways:

- write your name, or the name of your designate, on the "Appointee" line on the other side of this form, sign and date the form, and send it by mail, or
- go to the Internet site noted (if available) and insert the name in the "Appointee" section on the electronic ballot.

You cannot use the telephone voting service if you want to appoint yourself to vote in person at the meeting or appoint someone else to attend the meeting for you.

When you write your name or the name of your designate on the "Appointee" line, you or your designate will have the right to attend the meeting and vote in person. We will execute and deliver a form of proxy to the issuer on your behalf. You, or your designate, must attend the meeting for your vote to be counted. When you or your designate arrive at the meeting, please register with the scrutineer.

If you have any questions, please contact the person who services your account.

Disclosure of Information - Electing to Receive Financial Statements.

By electing to receive the financial statements, your name and address may be provided to the issuer (or its agent) for mailing purposes.