CHECK AGAINST DELIVERY

Remarks delivered by John M. Thompson, Chairman of the Board, at the 153rd Annual Shareholder Meeting, April 2, 2009, Saint John, New Brunswick

Good Morning ladies and gentlemen. This meeting is called to order.

Mesdames et messieurs, puis-je avoir votre attention s'il vous plaît, et je vous remercie pour votre présence. Nous déclarons cette séance ouverte.

I'm John Thompson, Chairman of the Board of TD Bank Financial Group. I will act as Chairman of this meeting as stipulated by the Bank's By-law and I'd like to thank you for attending our 153rd Annual Meeting. J'aimerais vous remercier d'avoir participé à notre cent cinquante-troisième assemblée annuelle.

L'ensemble des délibérations seront traduites simultanément en français. Les actionnaires peuvent poser des questions dans les deux langues officielles. Shareholders may ask questions in either official language. We have placed a headset on each chair. Channel 1 will allow you to listen in English. Les écouteurs placés sur votre siège vous permettent d'écouter la séance en français sur la fréquence deux.

We also have Sign Language interpreters and captioning – in English on the right side of the room and in French on the other side.

Just before we proceed further, I would like to ask that you please turn off your cell phones and blackberries since they create interference with our live webcast. Thank you.

We're very pleased to be in New Brunswick. It's one of my favorite provinces with some of the most warm and friendly people in the country. One of them impressed TD so much that we put him on our executive management team. I'm speaking of course about Frank McKenna.

I'd like to extend a warm welcome to our shareholders from New Brunswick, and elsewhere, and those who have joined us by webcast.

I'd also like to recognize our employees in the audience. And especially our 81 Vision in Action recipients, who are this year's top performers at TD. You saw their faces up on the screen when you walked in today. Congratulations on your great achievements.

Now I would like to introduce the people on the stage with me.

On my left is Ed Clark, President and Chief Executive Officer of the Bank. And next to Ed is Kevin Thompson, Vice President, Legal and Corporate Secretary of the Bank.

Our directors and officers are all wearing green TD name tags and they are available for questions after the meeting.

Kevin Thompson will act as Secretary of the meeting. Laurel Savoy and Pat Lee, representatives of the registrar and transfer agent for the Bank, will act as scrutineers.

I have received satisfactory proof that the notice calling this meeting was duly publicized and sent to the shareholders of the Bank and, a quorum being present, I hereby declare the meeting duly constituted.

We have placed a booklet on each chair that contains today's agenda on the front cover. The agenda will also appear on the screens as we go through the business of the meeting.

I'd now like to take the opportunity to make a few remarks.

Last year we said we expected challenges ahead. But no one could have predicted the total collapse of the global financial system.

Fortunately for all of us, Canada's banks have avoided many of the pitfalls that affected so many banks internationally. As shareholders, we can feel proud that the World Economic Forum ranked the Canadian banking system the soundest in the world.

And your investment in TD is in one of the most sound, best capitalized and best managed banks in the world. There are only three triple A rated banks listed on the New York Stock Exchange and TD is one of them.

Despite all the challenges, TD delivered great results in 2008. It's disappointing that our stock price doesn't reflect this performance, and it's clear that the market hasn't differentiated between the winners and losers at this point in time. But TD is clearly a winner and your Board is confident that when the economy rebounds your investment will continue to be a good one.

Ed Clark and his senior team have shown an outstanding ability to weather short term market challenges while continuing to invest for growth in the future. Recently, we confirmed our complete confidence in Ed when we extended his employment agreement until at least 2013.

In a few minutes Ed will talk to you about the Bank's results and what the future looks like. I'd like to use my time to talk about the role your Board plays.

The Board has four very clear areas of focus: One is strategy. A second is risk management. The third is management resources -- which includes succession planning and executive compensation. And the fourth is corporate governance. This is about the policies and practices that keep the best interests of our shareholders front and centre.

Let me start with strategy. We spend at least a third of our time as a Board discussing strategy with TD management. We ask questions like: are we investing in the right opportunities? Is our strategy still appropriate in this changing economic environment? Are we serving our shareholders well? What adjustments are needed?

A number of years ago, we decided that we wanted to become a lower risk bank and to focus primarily on retail and commercial banking rather than capital markets. And we wanted to expand our franchise into the United States.

In our view, the strategy is working as it should and has been instrumental in helping us weather the financial industry storm. We avoided participating in the high risk investments that caused the collapse in capital markets around the world. At the same time, we believe we've been financially conservative when acquiring U.S. banking operations, which are expected to bring us earnings in the range of one billion dollars per year. And we've positioned TD as the first truly North American bank.

This brings me to the Risk Management function of the Board. Taking risk is an inherent part of any business and in particular, the banking business. What matters is: how risk is assessed, monitored and managed.

As a first step, your Board and its Risk Committee approve the policies that establish how much risk the Bank should assume. Along with management, they then monitor the levels of risk relative to these policies and ensure that action is taken when needed - with particular vigilance during times of crisis.

They also continually test to ensure the Bank has enough capital to weather even the most challenging events. This is often referred to as "stress testing".

An important attribute is that the Risk Committee members are all independent of management. And, they meet regularly without management present to ensure a high level of objectivity and rigorous discussion.

The hallmarks of an effective risk culture are accountability and transparency and your Board at TD has both. I can assure you that the senior management team is never in doubt about what the Board thinks and vice versa! Everything is out in the open and the Bank is clearly healthier for it.

One of the specific proof points is the Return on Risk Weighted Assets at TD. This measurement shows how much we earn for every dollar of risk we take and we've consistently been a leader among Canadian banks on this measure. In simple terms, it shows TD has done very well without taking unnecessary amounts of risk.

Let me move now to the Board's Management Resources focus and specifically some comments on executive compensation.

There is a populist sentiment that CEOs and executives earn too much money. And in some cases this is, of course, true.

However I can also tell you that great executive leadership is a rare talent. And obtaining rare talent in any field means that you pay a top price for it. More importantly, having great talent always brings more value to an organization than it costs.

Your board believes that we have this kind of great leadership at TD. That's why we had the foresight to avoid the U.S. sub-prime market, we didn't invest in or sell third party asset backed commercial paper and other risky financial instruments. It's why we avoided billions of dollars in losses and why we're now ranked as one of the safest banks in the world.

Having said that, your board believes that executive compensation must be based on two key principles. The first is that the remuneration must be aligned with the long-term interests of shareholders.

In practice, this means that only a portion of executive compensation is paid in cash each year. The remainder is in Bank equity in the form of Stock Options or Performance Share Units that track the price of common shares. And this equity can only be "cashed in" over a long period of time.

One of the things that sets our compensation plan apart is that TD's executive compensation offers less cash and more of this long term equity than many of our competitors.

If the Bank's performance is strong, the value of an executive's compensation goes up. If the Bank doesn't do as well, the value goes down. The current market turmoil demonstrates how closely our approach and shareholders' interests are aligned. For instance, the value of Ed Clark's 2007 compensation went down by 44% because of the decline in the stock price.

Each executive must also own common shares in the Bank. Again in Ed Clark's case, he must hold shares worth 10 times his salary.

And there is also a requirement that he must hold this minimum amount of Bank shares for at least two years after he retires from the Bank. These rules are intended to keep TD executives' focus on the long term interests of shareholders.

The second key compensation principle is pay for performance. The greater an executive's responsibility, the more his or her compensation is tied to Bank performance or, as we say: "at risk."

Nearly 90% of Ed Clark's target compensation is at risk. And this year, the total compensation the Board awarded Ed was 19% lower than the previous year. He subsequently asked to give back a significant portion which reduced his total compensation by 41%.

This brings me to the issue of "say on pay" that shareholders raised last year. Shareholders said that they wanted to have more influence over what executives get paid.

It's now clear, from the votes held this year at the other major Canadian bank meetings, that investor opinion -- while still divided -- has moved in favour of holding an advisory vote on compensation. So we've acted accordingly.

In March we announced that shareholders will be able to cast an advisory vote on the next annual report of executive compensation. The vote will be non-binding and held for the first time at our annual meeting in 2010.

The specific proposals were put forth by Mouvement d'éducation et de défense des actionnaires, also known as MEDAC, as well as Meritas Financial Inc. As a result of our decision these proposals have been withdrawn from today's agenda. I'd like to acknowledge both of these organizations for their commitment to good governance at Canadian financial institutions. We've always listened to our shareholders' views and we will continue to do so.

For a long time, the role of Boards has been to provide oversight on behalf of shareholders and to offer advice and counsel to management based on their collective wisdom and experience.

Decisions, like those we make on compensation issues, require a balance of complex and sometimes competing interests. They have long-term strategic implications that, in your Board's view, cannot easily be addressed by a simple "for" or "against" vote or by checking a box.

So, while your board fully supports the new shareholder advisory vote on pay, we truly hope that this power will be used judiciously and not become politicized in the future.

It's important for all shareholders that we continue to attract, motivate and retain the very best executive talent in the world to manage your Bank.

You can rest assured that your Board will continue to proactively seek and receive shareholder input on an ongoing basis throughout the year.

Lastly, the fourth area of focus for your Board is corporate governance. For us, this is all about independence, about open and transparent communication and about integrity.

One of the reasons TD is such a successful company is that it has very strong corporate governance. This was recognized externally in 2008 and again in 2009. GovernanceMetrics International ranked TD among the top 1% in the world, with the highest global score for leadership in corporate governance, for the second year in a row.

Your Board constantly seeks ways to improve our oversight of the Bank on behalf of you, our shareholders -- whether it's improving risk metrics or compensation programs or audit controls.

One of the bigger steps we took in 2008 was a process to ensure that our US subsidiaries follow the same governance principles as we do at the parent company level and that we take a single view on important Board initiatives.

There is no doubt that this has been a very challenging year for everyone. But the Bank has done exceptionally well under the circumstances. On behalf of the Board, I'd like to thank Ed Clark and his leadership team and all 74,000 TD employees for their outstanding commitment to being the better bank. You are the reason we're optimistic about the future.

I would also like to thank our talented and dedicated Board of Directors for their valuable contributions in 2008. And I'd particularly like to single out Brian MacNeill who is stepping down this year after 14 years of service.

We're also pleased to have a new Director, Brian Levitt, who joined the Board last December. You'll have an opportunity to hear from Brian and all of our Directors in a video later in the proceedings.

As always, we're committed to working in the best interests of our shareholders and look forward to serving you again in 2009.

That concludes my remarks.

Caution regarding forward-looking statements

From time to time, the Bank makes written and oral forward-looking statements, including in this document, in other filings with Canadian regulators or the U.S. Securities and Exchange Commission (SEC), and in other communications. In addition, the Bank's senior management may make forward-looking statements orally to analysts, investors, representatives of the media and others. All such statements are made pursuant to the "safe harbour" provisions of the U.S. Private Securities Litigation Reform Act of 1995 and applicable Canadian securities legislation. Forward-looking statements include, among others, statements regarding the Bank's objectives and targets for 2009 and beyond, and strategies to achieve them, the outlook for the Bank's business lines, and the Bank's anticipated financial performance. The forward-looking information contained in this document is presented for the purpose of assisting our shareholders and analysts in understanding our financial position as at and for the periods ended on the dates presented and our strategic priorities and objectives, and may not be appropriate for other purposes. The economic assumptions for 2009 for the Bank are set out in the Bank's 2008 Annual Report under the heading "Economic Summary and Outlook" and for each of our business segments, under the heading "Business Outlook and Focus for 2009." Forward-looking statements are typically identified by words such as "will", "should", "believe", "expect", "anticipate", "intend", "estimate", "plan", "may" and "could". By their very nature, these statements require us to make assumptions and are subject to inherent risks and uncertainties, general and specific. Especially in light of the current, unprecedented financial and economic environment, such risks and uncertainties may cause actual results to differ materially from the expectations expressed in the forward-looking statements. Some of the factors – many of which are beyond our control and the effects of which can be difficult to predict – that could cause such differences include: credit, market (including equity and commodity), liquidity, interest rate, operational, reputational, insurance, strategic, foreign exchange, regulatory, legal and other risks discussed in the Bank's 2008 Annual Report and in other regulatory filings made in Canada and with the SEC; general business and economic conditions in Canada, the U.S. and other countries in which the Bank conducts business, as well as the effect of changes in existing and the introduction of new monetary and economic policies in those jurisdictions and changes in the foreign exchange rates for the currencies of those jurisdictions; the degree of competition in the markets in which the Bank operates, both from established competitors and new entrants; defaults by other financial institutions in Canada, the U.S. and other countries; the accuracy and completeness of information the Bank receives on customers and counterparties; the development and introduction of new products and services in markets; developing new distribution channels and realizing increased revenue from these channels; the Bank's ability to execute its strategies, including its integration, growth and acquisition strategies and those of its subsidiaries, particularly in the U.S.; changes in accounting policies (including future accounting changes) and methods the Bank uses to report its financial condition, including uncertainties associated with critical accounting assumptions and estimates; changes to our credit ratings; global capital market activity; increased funding costs for credit due to market illiquidity and increased competition for funding; the Bank's ability to attract and retain key executives; reliance on third parties to provide components of the Bank's business infrastructure; the failure of third parties to comply with their obligations to the Bank or its affiliates as such obligations relate to the handling of personal information; technological changes; the use of new technologies in unprecedented ways to defraud the Bank or its customers and the organized efforts of increasingly sophisticated parties who direct their attempts to defraud the Bank or its customers through many channels; legislative and regulatory developments; change in tax laws; unexpected judicial or regulatory proceedings; continued negative impact of the U.S. securities litigation environment; unexpected changes in consumer spending and saving habits; the adequacy of the Bank's risk management framework, including the risk that the Bank's risk management models do not take into account all relevant factors; the possible impact on the Bank's businesses of international conflicts and terrorism; acts of God, such as earthquakes; the effects of disease or illness on local, national or international economies; and the effects of disruptions to public infrastructure, such as transportation, communication, power or water supply. A substantial amount of the Bank's business involves making loans or otherwise committing resources to specific companies, industries or countries. Unforeseen events affecting such borrowers, industries or countries could have a material adverse effect on the Bank's financial results, businesses, financial condition or liquidity. The preceding list is not exhaustive of all possible risk factors and other factors could also adversely affect the Bank's results. For more information, see the discussion starting on page 64 of the Bank's 2008 Annual Report. All such factors should be considered carefully when making decisions with respect to the Bank, and undue reliance should not be placed on the Bank's forward-looking statements. Any forward-looking information or statements contained in this document represent the views of management only as of the date hereof. The Bank does not undertake to update any forward-looking statements, whether written or oral, that may be made from time to time by or on its behalf, except as required under applicable securities legislation.