

Simplified Prospectus

BMO Private Portfolios
May 18, 2023

BMO Private Canadian Money Market Portfolio
BMO Private Canadian Short-Mid Bond Portfolio
BMO Private Canadian Corporate Bond Portfolio
BMO Private Diversified Yield Portfolio
BMO Private Canadian Income Equity Portfolio
BMO Private Canadian Core Equity Portfolio
BMO Private Canadian Special Equity Portfolio
BMO Private U.S. Equity Portfolio
BMO Private U.S. Growth Equity Portfolio
BMO Private U.S. Special Equity Portfolio
BMO Private International Equity Portfolio
BMO Private Emerging Markets Equity Portfolio

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Introduction

This simplified prospectus contains selected important information to help you make an informed investment decision and to help you understand your rights as an investor in the BMO Private Portfolios.

In this simplified prospectus, *you* and *your* refer to you, the investor, *the manager*, *we*, *us* and *our* refer to BMO Private Investment Counsel Inc., the manager of the BMO Private Portfolios, and *Portfolios* refers to the BMO Private Portfolios.

Units of the Portfolios are only available through the wealth management service offered through BMO Financial Group. Units of the Portfolios may be purchased by us on an investor's behalf. For more information, see ***Purchases, switches and redemptions.***

This document is divided into two parts:

- The first part, from pages 1 to 31, contains general information applicable to all of the Portfolios, and
- The second part, from pages 32 to 70, contains specific information about each of the Portfolios described in this document.

Additional information about each Portfolio is available in the Portfolio's most recently filed Fund Facts document, its most recently filed annual financial statements, any interim financial report filed after those annual financial statements, its most recently filed annual management report of fund performance, and any interim management report of fund performance filed after that annual management report of fund performance. These documents are incorporated by reference into this document, which means that they legally form part of this document just as if they were printed as part of this document.

You can get a copy of these documents, at your request, and at no cost, by calling toll free at 1-800-361-1392 or from your BMO Private Wealth professional.

These documents and other information about the Portfolios are also available on SEDAR at www.sedar.com, on our designated website at www.bmo.com/privatewealth/regulatory-documents/bpic/, or by contacting us at contact.centre@bmo.com.

Responsibility for mutual fund administration

Manager

BMO Trust Company, as trustee, appointed BMO Private Investment Counsel Inc. as the manager of the Portfolios pursuant to the terms of an amended and restated master management agreement dated as of March 19, 2021, as the same may be further amended and/or restated from time to time (the "**Management Agreement**"). Prior to June 29, 2001, BMO Trust Company was the manager of the Portfolios. The manager is also the Portfolios' portfolio manager, registrar and transfer agent (see ***Portfolio manager*** and ***Registrar*** below). The manager is a wholly-owned, indirect subsidiary of Bank of Montreal.

As the manager, we are responsible for the overall management and administration of the Portfolios, including managing or arranging for the management of the Portfolios' investment portfolio as well as providing or arranging for the provision of administrative services to the Portfolios, such as valuation services, fund accounting and unitholder records. We may resign as manager of the Portfolios on 60 days' notice. The trustee may terminate the Management Agreement in certain circumstances, including the insolvency or bankruptcy of the manager or upon a material breach of the Management Agreement that has not been cured with 10 days of notice thereof.

We can be reached at 250 Yonge Street, 7th Floor, Toronto, ON M5B 2M8, 1-800-361-1392. We can also be reached via e-mail at contact.centre@bmo.com. Our website is www.bmo.com/privatewealth/. The manager does not receive any compensation from the Portfolios for the services it provides as manager.

Below are the names of the directors and executive officers of the manager, primarily responsible for carrying out the functions of the manager, along with their municipality of residence and their current positions and offices held with the manager as at the date of this simplified prospectus.

Name and Municipality of Residence	Position
Nicole Borland Toronto, Ontario	Chief Compliance Officer
Thomas C. S. Burian Mississauga, Ontario	Director
Bruce Ferman North York, Ontario	Director
Brent Joyce Toronto, Ontario	Chief Investment Strategist and Managing Director
Stephen Macdonald Burlington, Ontario	Chief Executive Officer, Ultimate Designated Person and Director
Meghan Meger Calgary, Alberta	Director
Joan Mohammed Toronto, Ontario	Director
Jane Gulian Moiroux Oakville, Ontario	Vice President
Ian Narine Toronto, Ontario	Chief Financial Officer
Geoff Newton Toronto, Ontario	Director
Gilles G. Ouellette Toronto, Ontario	Chair Person and Director
Rolande Sarabia Toronto, Ontario	Designated Risk Officer
Lena M. Zecchino Toronto, Ontario	Chief Anti-Money Laundering Officer

The following are officers of the Portfolios:

Name	Position with Portfolios
Bruce Ferman North York, Ontario	President
Robert J. Schauer Toronto, Ontario	Chief Financial Officer

Where the securities of an underlying fund are held by a Portfolio and we manage, or one of our affiliates or associates manages, the underlying fund, we will not vote those securities. At our discretion, we may arrange for the securities of the underlying fund to be voted by the unitholders.

Portfolio manager

BMO Trust Company, as trustee, has also retained the manager as the portfolio manager of the Portfolios pursuant to an investment management agreement made as of February 20, 1998, as amended (the “**Portfolio Management Agreement**”). The manager provides investment analysis and recommendations, makes decisions relating to the investment of the Portfolios’ assets and supervises the Portfolios’ investment portfolios on a continuous basis. The manager may resign as portfolio manager of a Portfolio upon 90 days’ notice to the trustee.

The manager is also the portfolio manager for discretionary managed accounts of private client and institutional groups. While all advice and recommendations made to the Portfolios will be consistent with its obligation to exercise its powers and discharge its duties honestly, in good faith and in the best interests of each Portfolio, the manager will continue to provide investment advice to its other clients, who may have similar investment needs to those of the Portfolios. There may, therefore, be potential conflicts of interest between the Portfolios and other accounts managed by the manager.

The investment policies and restrictions of a Portfolio have been adopted, in part, to protect the Portfolio and its unitholders from potential conflicts of interests. Where a Portfolio and one or more other Portfolios or clients are engaged in the purchase or sale of the same security, the trade will be allocated in a fair manner among the accounts.

The manager does not receive a fee from the Portfolios for its services as portfolio manager. The manager may hire sub-advisors, as described below.

Sub-advisors

The manager (acting as portfolio manager) has hired sub-advisors to assist with the management of the assets of the Portfolios, which includes providing investment advice and making investment decisions for the Portfolios' investment portfolios. Each of the sub-advisors has entered into a sub-advisor agreement with the manager and BMO Trust Company, as trustee, which provides that the sub-advisor will furnish a continuous investment program for the relevant Portfolio and will buy and sell investments according to the investment objectives and strategies of the Portfolio and the criteria established by the manager. The sub-advisor agreements may be terminated at any time by any party on 60 days' notice to the other parties.

Each sub-advisor is entitled to receive a sub-advisory fee (including any applicable harmonized sales tax ("**HST**")), which is paid by the manager and charged as an operating expense to each Portfolio. Under the Management Agreement, the manager is entitled to be reimbursed by a Portfolio for all sub-advisory fees incurred in excess of 0.15% (plus HST), an amount that the manager has agreed to absorb on behalf of each Portfolio.

It may be difficult to enforce legal rights against Columbia Management Investment Advisers, LLC ("**CMIA**"), Comgest SA ("**Comgest**"), Pyrford International Limited ("**Pyrford**"), Sands Capital Management, LLC ("**Sands Capital**"), Vontobel Asset Management, Inc. ("**Vontobel**"), WCM Investment Management ("**WCM**") and William Blair Investment Management, LLC ("**William Blair**") because they are each resident outside of Canada and their assets are located outside of Canada.

None of CMIA, Comgest, Sands Capital, Vontobel, WCM or William Blair is registered to provide advice in Ontario. Instead, they have been appointed as international sub-advisors by the manager and are acting in such capacity pursuant to an exemption from the requirement to be registered. The manager is responsible for the investment advice given by CMIA, Comgest, Sands Capital, Vontobel, WCM and William Blair.

Each of CMIA, Comgest, Pyrford, Sands Capital, Vontobel, WCM and William Blair is independent of the manager. BMO Asset Management Inc. ("**BMO AM**") is an affiliate of the manager.

Each of the Portfolios' sub-advisors uses a team approach in making investment decisions, which are overseen by an investment committee. The following is a list of the Portfolios' sub-advisors, as well as the individuals who make investment decisions for the Portfolios, and their role in the investment decision-making process.

BMO Asset Management Inc.

The manager (acting as portfolio manager) has engaged BMO AM as a sub-advisor for the BMO Private Canadian Money Market Portfolio, the BMO Private Canadian Short-Mid Bond Portfolio, the BMO Private Canadian Corporate Bond Portfolio, the BMO Private Diversified Yield Portfolio, the BMO Private Canadian Income Equity Portfolio, the BMO Private Canadian Core Equity Portfolio and the BMO Private Canadian Special Equity Portfolio. BMO AM is a portfolio management firm based in Toronto, Ontario and is registered as a portfolio manager under applicable securities legislation in Ontario. BMO AM is an affiliate of the manager and a wholly-owned, indirect subsidiary of BMO Financial Group.

The chart below lists the names, titles and roles in the investment decision-making process for individuals employed by BMO AM who make the investment decisions for certain Portfolios:

Portfolio	Name	Position with the Portfolio Sub-Adviser	Role in Investment Decision-Making Process
BMO Private Diversified Yield Portfolio	Lutz Zeitler	Managing Director, Portfolio Manager, and Head, Canadian Fundamental Equities	Primarily focused on large cap Canadian dividend and income strategies.
	Philip Harrington	Director, Portfolio Manager, Canadian Fundamental Equities	Primarily focused on large cap Canadian dividend and income strategies.
	Nicole White	Associate Portfolio Manager, Canadian Fundamental Equities	Primarily focused on preferred shares and covers macro factors inputs.
BMO Private Canadian Income Equity Portfolio	Philip Harrington	Director, Portfolio Manager, Canadian Fundamental Equities	Primarily focused on large cap Canadian dividend and income strategies.
	Lutz Zeitler	Managing Director, Portfolio Manager, and Head, Canadian Fundamental Equities	Primarily focused on large cap Canadian dividend and income strategies.
BMO Private Canadian Special Equity Portfolio	Valentin Padure	Vice President and Portfolio Manager, Canadian Fundamental Equities	Primarily focused on Canadian small cap strategies.
BMO Private Canadian Core Equity Portfolio	Jordan Luckock	Portfolio Manager, Canadian Fundamental Equities	Primarily focused on large cap core equities.
	Chris Heakes	Portfolio Manager and Head, Disciplined Equity	Responsible for investment strategy, portfolio construction and security selection.
	Ariel Lang	Vice President and Portfolio Manager, Disciplined Equity	Responsible for investment strategy, portfolio construction and security selection.
	Sachal Mahajan	Director and Portfolio Manager, Disciplined Equity	Responsible for investment strategy, portfolio construction and security selection.
BMO Private Canadian Money Market Portfolio	Earl Davis	Head, Fixed Income and Money Markets, Active Fixed Income	Responsible for portfolio construction and investment strategy.
	Gordon Rumble	Vice President and Portfolio Manager, Active Fixed Income	Primarily focused on investment grade corporate bonds.
	Vishang Chawla	Vice President and Portfolio Manager, Active Fixed Income	Primarily focused on investment grade corporate bonds.
BMO Private Canadian Short-Mid Bond Portfolio BMO Private Canadian Corporate Bond Portfolio	Matthew Montemurro	Director and Portfolio Manager, BMO Exchange Traded Funds	Responsible for managing and trading across all segments of the fixed income and preferred share markets.

Columbia Management Investment Advisers, LLC

The manager (acting as portfolio manager) has engaged CMIA to act as a sub-advisor for the BMO Private International Equity Portfolio, the BMO Private U.S. Equity Portfolio and the BMO Private Emerging Markets Equity Portfolio. CMIA, a Minnesota Limited Liability Company, is a wholly owned subsidiary of Ameriprise Financial, Inc. Ameriprise Financial, Inc. organized as a Delaware corporation, is a publicly traded company listed on the NYSE under the symbol AMP. CMIA is registered as an investment adviser with the U.S. Securities and Exchange Commission pursuant to the Investment Advisers Act of 1940.

The chart below lists the names, titles and roles in the investment decision-making process for individuals employed by CMIA who make the investment decisions for certain Portfolios:

Portfolio	Name	Position with the Portfolio Sub-Adviser	Role in Investment Decision-Making Process
BMO Private International Equity Portfolio	Jay Kaufman	Senior Portfolio Manager, Integrated Equity Team	Responsible for day-to-day portfolio management activities.
	David Rosenblatt	Senior Portfolio Manager, Integrated Equity Team	Responsible for day-to-day portfolio management activities.
BMO Private U.S. Equity Portfolio	Ernesto Ramos	Head, Integrated Equity Team	Responsible for high level strategy and research.
	Jason Hans	Senior Portfolio Manager, Integrated Equity Team	Responsible for day-to-day portfolio management activities.
	J.P. Gurnee	Senior Portfolio Manager, Integrated Equity Team	Responsible for day-to-day portfolio management activities.
BMO Private Emerging Markets Equity Portfolio	Dara White	Head and Senior Portfolio Manager, Emerging Markets Equity Team	Responsible for day-to-day portfolio management activities.

Comgest SA

The manager (acting as portfolio manager) has engaged Comgest as a sub-advisor for the BMO Emerging Markets Equity Portfolio. Comgest is an investment management firm based in Paris, France and is registered with the French stock exchange authorities (Autorité des Marchés Financiers). Comgest is an independent asset manager owned by its founders and employees.

The chart below lists the names, titles and roles in the investment decision-making process for individuals employed by Comgest who make the investment decisions for the BMO Private Emerging Markets Equity Portfolio:

Portfolio	Name	Position with the Portfolio Sub-Adviser	Role in Investment Decision-Making Process
BMO Private Emerging Markets Equity Portfolio	Nicholas Morse	Analyst and Portfolio Manager	Provides investment analysis and makes investment decisions. Specialises in global emerging markets equities.
	Slabbert van Zyl	Analyst and Portfolio Manager	Provides investment analysis and makes investment decisions. Specialises in global emerging markets equities.
	Juliette Alves	Analyst and Portfolio Manager	Provides investment analysis and makes investment decisions. Specialises in global emerging markets equities.

Pyrford International Limited

The manager (acting as portfolio manager) has engaged Pyrford as a sub-advisor for the BMO Private International Equity Portfolio.

Pyrford is a provider of global asset management services for collective investment schemes, investment management companies, local and state bodies, pension schemes, endowments, and foundations. The company has been operating from its London, UK base since 1987.

In November 2021, Pyrford became a wholly-owned subsidiary of Columbia Threadneedle Investments UK International Limited, whose direct parent is Ameriprise Inc., a company incorporated in the United States.

Pyrford is authorised and regulated by the Financial Conduct Authority, entered on the Financial Services Register under number 122137.

The chart below lists the names, titles and roles in the investment decision-making process for individuals employed by Pyrford who make the investment decisions for the BMO Private International Equity Portfolio:

Portfolio	Name	Position with the Portfolio Sub-Adviser	Role in Investment Decision-Making Process
BMO Private International Equity Portfolio	Tony Cousins, CFA	Chief Executive and Chief Investment Officer	Chairman of Global Stock Selection and Investment Strategy Committees as well as the ability to override investment decisions.
	Paul Simons, CFA	Head of Portfolio Management, Asia/Pacific	Discretion to make investment decisions subject to Chief Investment Officer veto.
	Daniel McDonagh, CFA	Head of Portfolio Management, Europe/UK	Discretion to make investment decisions subject to Chief Investment Officer veto.

Sands Capital Management, LLC

The manager (acting as portfolio manager) has engaged Sands Capital as a sub-advisor for the BMO Private U.S. Growth Equity Portfolio. Sands Capital is an investment management firm based in Arlington, Virginia and is registered as an investment adviser with the U.S. Securities and Exchange Commission. Sands Capital is a privately held corporation.

The chart below lists the names, titles and roles in the investment decision-making process for individuals employed by Sands Capital who make the investment decisions for the BMO Private U.S. Growth Equity Portfolio:

Portfolio	Name	Position with the Portfolio Sub-Adviser	Role in Investment Decision-Making Process
BMO Private U.S. Growth Equity Portfolio	Wesley A. Johnston, CFA	Senior Portfolio Manager and Research Analyst	Each of these individuals is considered a partner with equal investment decision rights. Sands Capital’s portfolio management teams strive for consensus on all investment decisions. The firm believes its team-based and collaborative investment approach sets it apart from other firms and provides for backup when necessary.
	Frank M. Sands, CFA	Chief Executive Officer and Chief Investment Officer	
	Thomas H. Trentman, CFA	Senior Portfolio Manager and Research Analyst	

Vontobel Asset Management, Inc.

The manager (acting as portfolio manager) has engaged Vontobel as a sub-advisor for the BMO Private U.S. Equity Portfolio. Vontobel is an investment management firm based in New York, New York and is registered as an investment adviser under the Investment Advisers Act of 1940, as amended, with the U.S. Securities and Exchange Commission. Vontobel is not currently registered as a portfolio manager under applicable securities legislation in Canada.

The chart below lists the names, titles and roles in the investment decision-making process for individuals employed by Vontobel who make the investment decisions for the BMO Private U.S. Equity Portfolio:

Portfolio	Name	Position with the Portfolio Sub-Adviser	Role in Investment Decision-Making Process
BMO Private U.S. Equity Portfolio	Matthew Benkendorf	Managing Director, Chief Investment Officer, Portfolio Manager and Senior Research Analyst	Chief Investment Officer, responsible for equity research.
	Edwin Walczak	Portfolio Manager and Senior Research Analyst	Focusing primarily on companies in the Industrials, Financials, Consumer Discretionary and Consumer Staples sectors, conducts research and analysis on individual stocks.
	Chul Chang, CFA	Portfolio Manager and Senior Research Analyst	Focusing primarily on the Materials, Information Technology, Industrials, and Energy sectors, conducts research and analysis on individual stocks.

WCM Investment Management

The manager (acting as portfolio manager) has engaged WCM as a sub-advisor for the BMO Private International Equity Portfolio. WCM is an investment management firm based in Laguna Beach, California and is registered as an investment adviser with the U.S. Securities and Exchange Commission. WCM is a privately held corporation.

The chart below lists the names, titles and roles in the investment decision-making process for individuals employed by WCM who make the investment decisions for the BMO Private International Equity Portfolio:

Portfolio	Name	Position with the Portfolio Sub-Adviser	Role in Investment Decision-Making Process
BMO Private International Equity Portfolio	Sanjay Ayer	Portfolio Manager	Member of the investment strategy group, which makes all portfolio decisions.
	Paul Black	Portfolio Manager and Chief Executive Officer	Member of the investment strategy group, which makes all portfolio decisions.
	Pete Hunkel	Portfolio Manager	Member of the investment strategy group, which makes all portfolio decisions.
	Mike Trigg	Portfolio Manager and President	Member of the investment strategy group, which makes all portfolio decisions.
	Jon Tringale	Portfolio Manager	Member of the investment strategy group, which makes all portfolio decisions.

William Blair Investment Management, LLC

The manager (acting as portfolio manager) has engaged William Blair as sub-advisor for the BMO Private U.S. Special Equity Portfolio. William Blair is an investment management firm based in Chicago, Illinois and is registered as an investment adviser with the U.S. Securities and Exchange Commission. William Blair is a privately held limited liability company.

The chart below lists the names, titles and roles in the investment decision-making process for individuals employed by William Blair who make the investment decisions for the BMO Private U.S. Special Equity Portfolio:

Portfolio	Name	Position with the Portfolio Sub-Adviser	Role in Investment Decision-Making Process
BMO Private U.S. Special Equity Portfolio	Dan Crowe, CFA	Partner and Portfolio Manager	Responsible for all issues relating to portfolio construction and security selection in conjunction with the research analysts.
	Jim Jones, CFA	Partner and Portfolio Manager	Responsible for all issues relating to portfolio construction and security selection in conjunction with the research analysts.

Brokerage arrangements

All decisions as to the purchase and sale of portfolio securities and decisions as to the execution of these portfolio transactions, including the selection of market, dealer and the negotiation, where applicable, of commissions will be made by the manager or the Portfolios' sub-advisors. The manager and the Portfolios' sub-advisors will seek to obtain prompt execution of orders on favourable terms. To the extent that the executions and prices offered by more than one dealer are comparable, the manager or the Portfolios' sub-advisors may choose to effect portfolio transactions with dealers who provide research, statistical and other services to the Portfolios, the manager or the Portfolios' sub-advisors.

Certain portfolio transactions may from time to time be allocated to BMO Nesbitt Burns Inc. (a wholly-owned, indirect subsidiary of Bank of Montreal) or any other broker which is related to the Portfolios as a result of Bank of Montreal's interest therein. These brokers will only be used if the rates charged are comparable to those that would be charged by unrelated third parties in light of the size and nature of the transactions.

Brokerage business is allocated to dealers and brokers based on quality of service and the terms offered for specific transactions including price, volume, speed and certainty of execution, competitiveness of commission terms and prices, range of services, quality of research provided and total transaction cost. The process for allocation of brokerage business is the same as described above for dealers that are affiliated entities.

There are no ongoing contractual arrangements with any brokers with respect to securities transactions.

In addition to order execution goods and services, dealers or third parties might provide research goods and services, which include: (i) advice as to the value of securities and the advisability of effecting transactions in securities; and (ii) analyses and reports concerning securities, issuers, industries, portfolio strategy or economic or political factors and trends that may have an impact on the value of securities. Such goods and services may be provided by the executing dealer directly (known as proprietary research) or by a party other than the executing dealer (known as third party research).

In the event that goods or services contain an element that is neither research goods and services nor order execution goods and services ("**mixed-use goods and services**") (for example, data analysis, software

applications and data feeds), brokerage commissions will only be used to pay for the portion of such goods and services which would qualify as either research goods and services or order execution goods and services. The applicable sub-advisor will pay for the remainder of the costs of such mixed-use goods or services. Records detailing the payment allocations will be kept.

The sub-advisor makes a good faith determination that the Portfolio, on whose behalf it directs any brokerage transactions involving client brokerage commissions, in return for research and order execution goods and services from a dealer or third party, receives reasonable benefit, considering both the use of the goods and services and the amount of brokerage commissions paid, by conducting extensive trade cost analyses.

Research and order execution goods and services may benefit not only the Portfolios and clients whose trades generated the brokerage commissions, but may also benefit other funds and clients to whom the sub-advisor provides advice. Such research goods and order execution goods and services may also be shared with affiliates of the manager. Similarly, a Portfolio may benefit from research and order execution goods and services obtained with brokerage commissions generated by client accounts of affiliates of the manager. There are policies and procedures in place such that over a reasonable period of time, all clients, including the Portfolios, receive a fair and reasonable benefit in return for the commissions generated.

Since May 13, 2022, the date of the last simplified prospectus of the Portfolios, the following goods and services, other than order execution, have been provided to the manager or a sub-advisor of a Portfolio: research analysis and reports, industry knowledge and access to analysts and staff, alternative trading systems, software, statistical and similar services.

Since May 13, 2022, the date of the last simplified prospectus of the Portfolios, BMO AM has received proprietary research reports, industry knowledge and access to both analysts and staff from BMO Nesbitt Burns Inc., an affiliate of the manager and of BMO AM.

For a list of any other dealer, broker or third party who provided research goods and services or order execution goods and services since the date of the simplified prospectus, please contact the manager by phone toll free at 1-800-361-1392 or by email at contact.centre@bmo.com.

Trustee

As mentioned above, BMO Trust Company of Toronto, Ontario is the trustee (the “**trustee**”) for each of the Portfolios pursuant to a declaration of trust (the “**Declaration of Trust**”). BMO Trust Company also provides administrative services to the Portfolios pursuant to an administrative services agreement between the manager and BMO Trust Company dated June 29, 2001, as amended (the “**Administrative Services Agreement**”). BMO Trust Company is a wholly-owned subsidiary of Bank of Montreal.

The trustee has overall authority over the assets and affairs of the Portfolios and has a fiduciary responsibility to act in the best interest of the Portfolios. The trustee holds actual title to the property in the Portfolios — the cash and securities — on your behalf.

BMO Trust Company may resign as trustee of any of the Portfolios by giving 180 days’ notice to the unitholders of its intention to resign.

Custodian

CIBC Mellon Trust Company (the “**Custodian**”) is the custodian of the Portfolios. As custodian, it holds the cash and securities of all the Portfolios. The Custodian was appointed as custodian of the Portfolios on December 2, 2009 pursuant to a custodial services agreement, as amended, and as amended and restated on January 2, 2019, as the same may be amended from time to time (the “**Custodian Agreement**”). The Custodian Agreement may be terminated by any party upon 90 days’ written notice to the other parties.

All marketable securities, with the exception of foreign assets, are held at the Custodian’s principal offices located in Toronto, Ontario. Foreign assets may be held by local sub-custodians appointed by the Custodian or under their authority in various foreign jurisdictions where a Portfolio may have assets invested. The Custodian or the sub-custodians may use the facilities of any domestic or foreign depository or clearing agency authorized to operate a book-based system. The sub-custodians appointed to hold assets of the Portfolios are listed in the most recent compliance report prepared by the Custodian and filed on SEDAR on behalf of the Portfolios pursuant to the requirements of National Instrument 81-102 *Investment Funds* (“**NI 81-102**”).

Auditor

The auditor of each of the Portfolios is PricewaterhouseCoopers LLP, Chartered Professional Accountants, Licensed Public Accountants, located in Toronto, Ontario.

The auditor performs an annual audit of the Portfolios’ financial statements to ensure that these statements present fairly the financial position and financial performance of each of the Portfolios in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board. The auditor is independent of the Portfolios.

Although you will not approve any change of auditor, you will receive written notice of any proposed auditor change at least 60 days prior to the change taking effect.

Registrar

BMO Private Investment Counsel Inc. is the registrar and transfer agent of the Portfolios and provides administrative and fund accounting services pursuant to the Management Agreement. The registrar keeps a register of the owners of units for each Portfolio and processes orders. The registers of unitholders of the Portfolios are kept in Toronto, Ontario.

Securities lending agent

On behalf of the Portfolios, the manager and the trustee have entered into a securities lending agreement (the “**Securities Lending Agreement**”) with the Custodian, Canadian Imperial Bank of Commerce (“**CIBC**”), The Bank of New York Mellon (the “**Securities Lending Agent**”), and CIBC Mellon Global Securities Services Company (“**GSS**”). The securities lending program is administered by GSS. The Securities Lending Agent acts as agent for securities lending transactions for those Portfolios that engage in securities lending. The Securities Lending Agent is independent of the manager. The principal office of the Securities Lending Agent is located in Toronto, Ontario. The securities lending program administrator, GSS, will value the loaned securities and the collateral daily to ensure that the collateral is worth at least 102% of the market value of the loaned securities. Pursuant to the terms of the Securities Lending Agreement, the Custodian, GSS, CIBC and the Securities Lending Agent will indemnify and hold harmless the manager, on behalf of the applicable Portfolios, from all losses, damages, liabilities, costs or expenses (including reasonable counsel fees and expenses, but excluding consequential damages) suffered by the manager and the Portfolio(s) arising from (a) the failure

of the Securities Lending Agent or GSS to perform any obligations under the Securities Lending Agreement, (b) any inaccuracy of any representation or warranty made by GSS or the Securities Lending Agent in the Securities Lending Agreement or (c) fraud, bad faith, wilful misconduct or reckless disregard of the duties by the Securities Lending Agent or GSS. The Securities Lending Agreement may be terminated at any time at the option of any party upon 30 days' prior notice to the other parties. The Securities Lending Agreement complies with the applicable provisions of NI 81-102.

Independent review committee and portfolio governance

Independent review committee

In accordance with National Instrument 81-107 *Independent Review Committee for Investment Funds* ("NI 81-107"), the manager appointed an Independent Review Committee ("IRC") for the Portfolios. The mandate of the IRC is to review conflict of interest matters referred to it by the manager, including any related policies and procedures, and to provide an approval or a recommendation to the manager, depending on the nature of the conflict of interest matter. In each instance where a conflict of interest matter is identified and referred to the IRC, a primary focus of the IRC is to determine whether the proposed action of the manager in respect of the conflict of interest matter achieves a fair and reasonable result for the Portfolios. See ***Portfolio governance*** for more details.

At least annually, the IRC will also review and assess the adequacy and effectiveness of the manager's policies and procedures relating to conflict of interest matters in respect of the Portfolios, and will conduct a self-assessment of the IRC's independence, compensation and effectiveness.

The IRC is composed of four members and each member is independent of the Portfolios, the manager and other companies related to the manager. The current members of the IRC are Marlene Davidge (Chair), Jim Falle, Wendy Hannam and Jacqueline Allen.

The IRC prepares, at least annually, a report of its activities for unitholders and makes such reports available on our designated website at: www.bmo.com/privatewealth/regulatory-documents/bpic/, at the unitholder's request and at no cost, by contacting us at contact.centre@bmo.com.

In certain circumstances, your approval may not be required under securities legislation to effect a merger of a Portfolio or a change in the auditor of a Portfolio. Where the IRC is permitted under securities legislation to approve a merger of a Portfolio in place of the unitholders, you may receive written notice at least 60 days before the date of the merger. For a change in the auditor of a Portfolio, you will receive written notice of any proposed auditor change at least 60 days prior to the change taking effect.

Portfolio governance

As stated above, BMO Trust Company, as trustee, has overall authority over the assets and affairs of the Portfolios and is ultimately responsible for the Portfolios, but it delegates the day-to-day administration and operation of the Portfolios to the manager. The board of directors of BMO Trust Company meets quarterly to receive a management report from the manager and to discuss and review the business and operations of the Portfolios. The board of directors of BMO Trust Company also reviews and approves the financial statements, simplified prospectus, Fund Facts documents, and certain other continuous disclosure documents of the Portfolios. The manager reports to BMO Trust Company on a regular basis.

The manager has a personal trading policy (the "**Personal Trading Policy**"), which must be followed by directors, officers and employees of the manager and by specific employees of its affiliates, that includes obtaining prior approval, as required, before placing any trades for their personal accounts. The Personal Trading Policy is administered by the compliance department of the manager.

The manager has a liquidity policy ("**Liquidity Policy**") which covers the Portfolios and serves as a framework for promoting a robust process of assessment, review and monitoring of key asset management risks. The Liquidity Policy sets out the key requirements that govern portfolio liquidity used by the manager including liquidity risk ranking of the Portfolios annually and stress testing of the liquidity of the Portfolios on a regular basis. The Liquidity Policy is administered by the compliance department of the manager.

The manager has engaged sub-advisors to provide investment advice and portfolio management for each of the Portfolios. The agreements between the manager and the Portfolios' sub-advisors specify the objectives and strategies of the Portfolio, the investment restrictions and policies prescribed by the Canadian Securities Administrators and any additional guidelines and criteria considered by the manager to be appropriate. The sub-advisors' activities are carefully and regularly monitored by the manager to ensure observance of the investment guidelines, conduct and financial performance. The sub-advisors certify compliance with the rules contained in applicable Canadian securities legislation on a quarterly basis.

The manager uses various measures to assess risk, including mark to market security valuation, fair value accounting, monthly reconciliations of securities and cash positions, monthly reconciliations of net exposures under derivatives to segregated, liquid assets or offsetting rights or obligations. Compliance monitoring of the Portfolios' investment portfolio is ongoing. The Portfolios are priced daily, which helps to ensure that performance accurately reflects market movements.

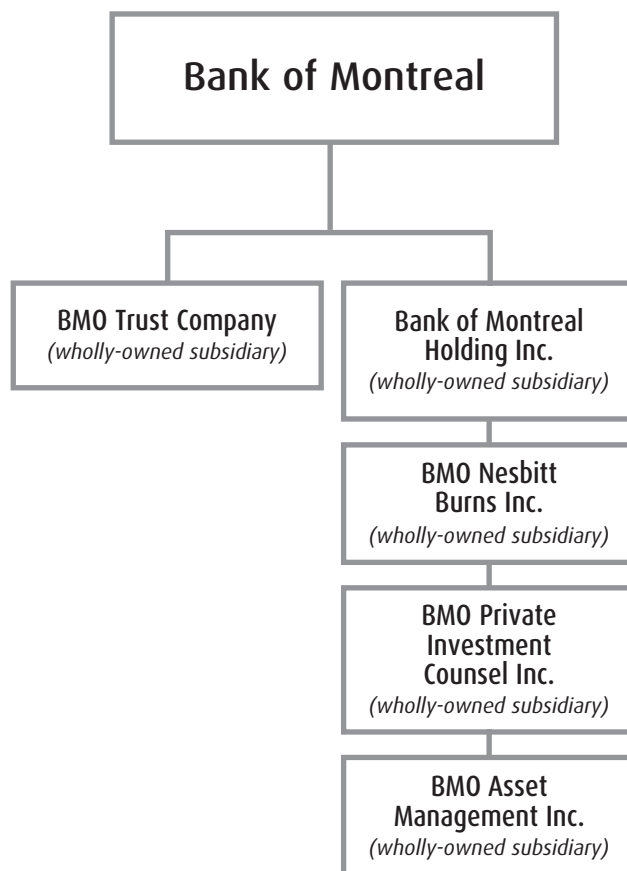
Affiliated entities

Certain of the companies providing management and administration services to the Portfolios are affiliates of BMO Trust Company and the manager. The Portfolios may also undertake banking transactions with Bank of Montreal.

The fees paid by the Portfolios to each of these companies are set out in the Portfolios' audited financial statements.

The following chart illustrates the affiliates of the manager who provide services to the Portfolios or to BMO Private Investment Counsel Inc. as manager of the Portfolios:

Relationships between affiliates of the manager who provide services to the Portfolios or to BMO Private Investment Counsel Inc. as manager of the Portfolios



Dealer manager disclosure

Each of the Portfolios is a “dealer managed investment fund” (as defined in NI 81-102) and is subject to the restrictions set out in section 4.1 of NI 81-102. Generally, such type of fund is prohibited from investing in securities in respect of which a related party has acted as underwriter during the distribution and for the 60 days after the distribution. A fund is, however, permitted to purchase debt and equity securities in respect of which a related party has acted as underwriter if certain conditions in NI 81-102 are met, including that a prospectus is filed in respect of the securities (i.e., equity securities).

Policies and practices

Policies related to derivatives

All of the Portfolios, except for BMO Private Canadian Money Market Portfolio, have previously provided 60 days’ written notice to unitholders of their intention to use derivatives.

Derivatives may be used to participate in changes to a particular market or group of securities without purchasing the securities directly, or to temporarily reduce participation in a particular market in which the underlying fund has already invested. The types of derivatives a Portfolio may use include forward contracts, futures contracts, warrants, options or options on futures and swaps.

The manager allows for the use of derivatives under certain conditions and limitations. The manager has written policies and procedures in place with respect to risk management and also on the use of, and to supervise the sub-advisors in the use of, derivatives as investments within the Portfolios. These policies and procedures are reviewed as required by the manager, with a minimum annual review.

Each sub-advisor has the authority to enter into derivatives transactions on behalf of the Portfolios only as set out in this simplified prospectus and as further limited in their respective investment management agreements with the manager. Among other limitations, all derivative transactions must adhere to investment objectives and strategies of each of the applicable Portfolios. The sub-advisors are also required to adhere to applicable Canadian securities legislation, including the restrictions contained in NI 81-102, subject to any exemptive relief therefrom. While NI 81-102 rules are used as the standard for trading limits on derivative trading, individual Portfolios may employ more conservative

guidelines which, in turn, are monitored by the manager on an ongoing basis through confirmations from, and due diligence of, the sub-advisors. The manager monitors the activities of the sub-advisors through the receipt of quarterly confirmations from the relevant sub-advisors that the Portfolios are in compliance with applicable Canadian securities laws relating to the use of derivatives by the Portfolios and also conducts annual due diligence on each sub-advisor.

Each of the sub-advisors that have been authorized by the manager to engage in derivatives trading on behalf of the Portfolios has policies and procedures in place with respect to derivatives trading which are reviewed as part of the manager’s annual due diligence review. These procedures dictate the use of derivatives as investments within the Portfolios, including specific procedures for the authorization, documentation, reporting, monitoring and review of derivative strategies and positions. When using derivatives, the sub-advisors generally apply various measures to assess risk, including mark to market security valuation, fair value accounting, monthly reconciliations of securities and cash positions. No stress testing is conducted specifically with respect to the derivative positions maintained by the Portfolios.

Policies and procedures on securities lending, repurchase or reverse repurchase transactions

The manager manages the risks associated with securities lending (which are described under ***General investment risks*** below) by requiring the Securities Lending Agent to:

- enter into securities lending transactions with reputable and well-established Canadian and foreign brokers, dealers and institutions (“**counterparties**”);
- maintain internal controls, procedures and records including a list of approved counterparties based on generally accepted creditworthiness standards, transaction and credit limits for each counterparty and collateral diversification standards;
- establish daily the market value of both the securities loaned by a Portfolio under a securities lending transaction or sold by a Portfolio under a repurchase transaction and the cash or collateral held by the Portfolio. If on any day the market value of the cash or collateral is less than 102% of the market value of the borrowed or sold securities, the Custodian will request that the counterparty provide additional cash or collateral to the Portfolio to make up the shortfall; and

- ensure that the collateral to be delivered to the Portfolio is one or more of cash, qualified securities or securities immediately convertible into, or exchangeable for, securities of the same issuer, class or type, and same term, if applicable, as the securities being loaned by the Portfolio.

The transaction may be terminated by the Portfolio at any time and the loaned securities recalled within the normal and customary settlement period for such transactions.

The manager will review its written policies and procedures at least annually to ensure that the risks associated with securities lending transactions are being properly managed. The Securities Lending Agent will use risk measurement procedures or simulations to test each portfolio under stress, where applicable.

Although permitted to do so, none of the Portfolios currently engage in repurchase or reverse repurchase transactions.

Transactions with related or connected persons or companies

The manager is a member of a group of related companies known as the “BMO Financial Group”. Applicable securities legislation contains restrictions on the circumstances in which the Portfolios, or the manager on behalf of the Portfolios, may enter into transactions or arrangements with or involving other members of the BMO Financial Group.

From time to time the manager may, on behalf of the Portfolios, enter into transactions or arrangements with or involving other members of the BMO Financial Group, or certain other persons or companies that are related or connected to the manager or the Portfolios. These may include transactions or arrangements with or involving Bank of Montreal, BMO AM, BMO InvestorLine Inc., BMO Nesbitt Burns Inc., BMO Investments Inc., or other related investment funds, and may involve the purchase or sale of portfolio securities through or from a member of the BMO Financial Group, the purchase or sale of securities issued or guaranteed by a member of the BMO Financial Group, a fund entering into forward contracts, options, swaps or other types of over-the-counter derivatives with a member of the BMO Financial Group acting as counterparty, the purchase or redemption of securities of other mutual funds managed by us or by another member of the BMO Financial Group (including exchange traded funds) or the provision of services to

the manager. However, these transactions and arrangements will only be entered into where they are permitted under applicable securities legislation or by securities regulatory authorities having jurisdiction and, if applicable, approved by the IRC (or after having received the IRC’s positive recommendation) and where they are, in the opinion of the manager, in the best interests of the Portfolios.

Summary of proxy voting policies and procedures

The manager has delegated voting of proxies of each Portfolio’s securities to that Portfolio’s sub-advisor as part of the sub-advisor’s management of the Portfolio’s assets, subject to the manager’s continuing oversight. A sub-advisor voting proxies on behalf of a Portfolio must do so in a manner consistent with the best interests of the Portfolio and its unitholders.

The manager has established policies and procedures to be considered, in conjunction with each sub-advisor’s own policies and procedures, in determining how to vote on matters for which the Portfolios receive proxy materials for a meeting of securityholders of an issuer. Each sub-advisor’s own policies and procedures are substantially similar to those of the manager, which are summarized below. Due to the variety of proxy voting issues that may arise, the following summary of the proxy voting policies and procedures is not exhaustive and is intended to provide guidance but not necessarily dictate how each issue must be voted in each instance. Further, the manager or a sub-advisor may depart from their respective proxy voting policies and procedures or not vote a proxy, in order to avoid voting decisions that may be contrary to the best interests of a Portfolio and its unitholders.

The policies and procedures established by the manager (the “**Proxy Voting Guidelines**”) include:

- a) a standing policy for dealing with routine matters on which a Portfolio may vote. In particular, the Proxy Voting Guidelines apply general guidelines to a number of routine matters. These guidelines vary, depending on the specific matter involved. Routine matters include: election of directors; appointment of auditors; changes in capital structure; and an increase in authorized stock;
- b) the circumstances under which a Portfolio will vary the standing policy for routine matters. The Proxy Voting Guidelines provide that a Portfolio’s sub-advisor may depart from the general guidelines with respect to routine matters, in order to avoid voting decisions that may be contrary to the best interests of the

Portfolio and its unitholders. For example, the Proxy Voting Guidelines provide that the Portfolios will typically support management's recommendations regarding the appointment of an auditor, but may vote against such a recommendation if the fees for services are excessive or if there are other reasons to question the independence or quality of the company's auditors;

- c) the policies under which, and the procedures by which, a Portfolio will determine how to vote or refrain from voting on non-routine matters. These policies vary depending on the specific matter involved. Non-routine matters include: corporate restructurings; mergers and acquisitions; proposals affecting shareholder rights; corporate governance; executive compensation; social and environmental issues; and shareholder proposals. For example, with respect to shareholders rights, the Proxy Voting Guidelines provide that the Portfolios will typically vote in favour of proposals that give shareholders a greater voice in the affairs of the company and oppose any measure that seeks to limit those rights; and
- d) procedures to ensure that portfolio securities held by a Portfolio are voted in accordance with the instructions of the manager, when applicable. This includes the requirement of a Portfolio's sub-advisor to provide to the manager on a quarterly basis a certificate confirming that it has voted all securities held by the Portfolios it manages in accordance with Proxy Voting Guidelines.

The following three situations involving the voting of proxies present a potential material conflict of interest:

1. voting proxies in respect of a shareholders meeting of the manager or any of its affiliates;
2. voting proxies of an issuer in respect of a proposed merger or other corporate reorganization or transaction involving the issuer (or any of its affiliates) and the manager, or any of its affiliates; and
3. voting proxies of an issuer in regard to the nomination or election of any officer or director of the manager to the board of directors of that issuer.

The manager has delegated voting of proxies of each Portfolio's securities to that Portfolio's sub-advisor who will vote the proxies in the best interests of the Portfolio without reference to, or influence from, the manager.

The policies and procedures that the Portfolios follow when voting proxies relating to portfolio securities are available on request, at no cost, by calling 1-800-361-1392 or from your BMO Private Wealth professional or by writing to the manager, 250 Yonge Street, 7th Floor, Toronto, ON M5B 2M8.

The Portfolios' proxy voting record for the most recent period ended June 30th of each year is, or will be, available free of charge to any unitholder of a Portfolio upon request at any time after August 31st of the relevant year by calling 1-800-361-1392. The proxy voting record is also available on our website at www.bmo.com/privatewealth/.

Remuneration of officers and trustees

Trustee compensation

BMO Trust Company does not receive any compensation from the Portfolios for the services it provides to the Portfolios in its capacity as trustee. In an administrative capacity, BMO Trust Company may receive certain administration charges paid by the Portfolios. See ***Fees and expenses*** for more details.

Employee compensation

The officers of the Portfolios do not receive compensation from the Portfolios.

Independent review committee compensation

Each IRC member receives compensation for the duties he or she performs as an IRC member. The annual retainer for each IRC member (other than the Chair) in respect of all of the Portfolios is approximately \$7,929. The annual retainer for the Chair is approximately \$10,085. In addition, each IRC member is entitled to reimbursement of all reasonable expenses in connection with his or her duties as an IRC member. For the most recently completed financial year of the Portfolios, the IRC members received aggregate annual fees and reimbursement of expenses of \$35,184; inclusive of HST, which was paid by the Portfolios to each IRC member as follows: Jim Falle, \$7,929; Wendy Hannam, \$7,929; Jacqueline Allen, \$7,929; and Marlene Davidge, \$11,397. These annual fees and reimbursement of expenses were allocated among the Portfolios in a manner that was fair and reasonable.

Material contracts

The only material contracts to date entered into by the Portfolios are the following:

- the Declaration of Trust;
- the Management Agreement;
- the Portfolio Management Agreement;
- the Custodian Agreement; and
- the Administrative Services Agreement.

Copies of the material contracts are available at www.sedar.com or may be inspected during ordinary business hours on any business day at the principal office of the trustee.

Legal proceedings

The manager is a part of BMO Financial Group. From time to time, BMO Financial Group and its affiliates are a party to legal proceedings and regulatory matters in the ordinary course of business. While there is inherent difficulty in predicting the outcome of these proceedings, management does not expect the outcome of any of these proceedings, individually or in the aggregate, to have a material adverse effect on the consolidated financial position or the results of operations of BMO Financial Group.

Designated website

A mutual fund is required to post certain regulatory disclosure documents on a designated website. The designated website of the Portfolios this document pertains to can be found at www.bmo.com/privatewealth/regulatory-documents/bpic/.

Valuation of portfolio securities

In calculating the net asset value of each Portfolio, we follow certain valuation principles set out in the Declaration of Trust. The main valuation principles are:

1. cash on hand, on deposit or on call, bills and demand notes and accounts receivable, prepaid expenses, cash dividends declared and interest accrued are valued at their full amount or what is considered fair value by the manager;
2. securities listed on any stock exchange or in the over-the-counter market are valued at their closing price within the bid-ask spread or, if there is no closing price or the closing price is not within the bid-ask spread, the manager determines the point within the bid-ask spread that is most representative of fair value based on the specific facts and

- circumstances. If there are no recent sales, the manager may use its discretion to calculate its best estimate of the fair value of such securities;
3. money market or short-term investments are valued at amortized cost, which approximates fair value due to their short-term nature;
 4. derivative securities such as clearing corporation options, warrants, are valued at their fair value;
 5. where a covered clearing corporation option is written, the premium received is considered a deferred credit with a value equal to the current market value of an option that would have the effect of closing the position. Any difference resulting from revaluation will be treated as unrealized gain or loss. Such deferred credit will be deducted to arrive at the net asset value of a Portfolio;
 6. futures contracts are valued at outstanding current margin payable or receivable;
 7. forward contracts are valued as the difference between the value on the date the contract originated and the value of the contract on the valuation date;
 8. mutual fund securities that are not listed on any exchange, are valued at the respective net asset value for such units quoted by the manager of such fund on the relevant valuation date;
 9. debt securities are fair valued. Fair value is determined as the last traded market price or close price set by the market makers, where the close price falls within the bid-ask spread of the security. In situations where the last traded market price is not within the bid-ask spread, the manager determines the point within the bid-ask spread that is most representative of fair value;
 10. the value of any security or other asset for which a market quotation is not readily available is the value determined by the manager which it considers to be fair value;
 11. foreign currency accounts are expressed in Canadian dollars on the following basis:
 - a) investments and other assets are valued at the applicable rate of exchange at the valuation date;
 - b) purchases and sales of investments, income and expenses are recorded at the rate of exchange on the dates of the transactions; and
 - c) a Portfolio's holdings are valued in Canadian dollars (or in U.S. dollars where applicable) before calculating the net asset value of the Portfolio;

12. forward foreign exchange contracts are valued as the difference between the value on the date the contract originated and the value of the contract on the valuation date. Foreign exchange options are valued at their quoted market value. When the contract or option closes or expires, gain or loss is recognized as realized foreign exchange gain or loss;
13. restricted securities are valued at the lesser of (i) the value thereof based on reported quotations in common use, and (ii) the percentage of the market value of unrestricted securities of the same class, equal to the percentage that the fund's acquisition cost was of the market value of such unrestricted securities at the time of acquisition, provided that if we know the time period during which the restrictions on such securities apply, we may adjust the price to reflect that time period;
14. all other assets are valued at the manager's best estimate of fair value; and
15. if we consider any of these valuation principles inappropriate under the circumstances, or we cannot value an investment according to these principles, we may estimate the fair value of an investment using established fair valuation procedures such as: consideration of public information, broker quotes and valuation models. We may also use external fair value service providers. The value calculated on fair value securities for the purposes of calculating a Portfolio's net asset value may differ from the securities' most recent closing market price;
16. we may also fair value securities in the following circumstances:
 - a) when there is a halt trade on a security that is normally traded on an exchange;
 - b) on securities that trade on markets that have closed prior to the time of calculation of the net asset value of the fund and for which there is sufficient evidence that the closing price on that market is not the most appropriate value at the time of valuation; and
 - c) when there are investment or currency restrictions imposed by a country that affect the fund's ability to liquidate the assets held in that market.

The net asset value per unit of a Portfolio is calculated in Canadian dollars or, if applicable, in U.S. dollars, in accordance with the rules and policies of the Canadian Securities Administrators or in accordance with any exemption therefrom that the Portfolio may obtain. The net asset value per unit of a Portfolio determined in accordance with the principles set out above may differ from the net asset value per unit of a Portfolio determined under International Financial Reporting Standards.

Liabilities

The liabilities of each Portfolio include:

- all bills and notes and accounts payable and/or accrued;
- all administrative and operating expenses payable or accrued or both, including management fees;
- all contractual obligations for money or property, including any unpaid distribution credited to securityholders the day before the net asset value per security is determined;
- all allowances authorized or approved by the manager for taxes (if any) or contingencies;
- the value of margin payable on futures contracts; and
- all other liabilities of the fund.

Units of each Portfolio are still considered outstanding on the day we receive a request to redeem them. They are valued at the redemption price per security on that day, but are considered a liability of a Portfolio only after the close of business on that day.

Calculation of Net Asset Value

We calculate the net asset value per unit of a Portfolio (other than BMO Private Canadian Money Market Portfolio) by dividing the value of the net assets of the Portfolio (that is, the value of the assets of the Portfolio less its liabilities) by the total number of units of the Portfolio then outstanding. In determining the number of units of a Portfolio outstanding on a Valuation Date, we exclude units which are to be redeemed and purchased on that date. "**Valuation Date**" for the Portfolios means each day that the Toronto Stock Exchange is open for business.

We determine the net asset value per unit of each of the Portfolios as at 4:00 p.m. (Eastern Time) on the Valuation Date. Investors in the Portfolios may obtain the net asset value and net asset value per unit of the Portfolios in which they invest at no cost by contacting their BMO Private Wealth professional.

Although no assurance can be given, BMO Private Canadian Money Market Portfolio expects a net asset value per unit of \$10.00 to be maintained, as the net investment income of the Portfolio is accrued and credited to unitholders on a daily basis, with settlements being made monthly.

Purchases, switches and redemptions

Investors may purchase units of the Portfolios only if they have entered into an investment management agreement relating to the wealth management service offered through BMO Financial Group, pursuant to which we have been given the investment authority to purchase, switch and redeem units of the Portfolios on their behalf.

Units are purchased, distributions reinvested, and switches and redemptions implemented for all of the Portfolios on the basis of the net asset value per unit applicable to the transaction, which is reflected in the next calculation of the net asset value.

The issue and redemption price of units of a Portfolio is based on the Portfolio's net asset value next determined after the receipt of a purchase or redemption order.

The net asset value per unit for each of the Portfolios is calculated on each Portfolio's Valuation Date. Purchase, switch or redemption orders received and processed by the manager before 4:00 p.m. (Eastern Time) on a Valuation Date (or such earlier time imposed by the dealer) will be processed at the net asset value per unit determined on that day. Otherwise the order will be processed at the net asset value per unit on the following Valuation Date.

Purchases

Units of the Portfolios are purchased by the manager on your behalf.

Units of all of the Portfolios can be purchased in Canadian dollars. You may also use U.S. dollars to purchase units of BMO Private U.S. Equity Portfolio, BMO Private U.S. Growth Equity Portfolio, BMO Private U.S. Special Equity Portfolio, BMO Private International Equity Portfolio and BMO Private Emerging Markets Equity Portfolio. Any purchase of units of these Portfolios will be made in the same denomination as the payment received for such units, unless instructions to the contrary are received with the purchase order.

The ability to purchase units of a Portfolio in U.S. dollars is offered as a convenience for investors and does not act as a currency hedge between the Canadian and U.S. dollars. For purchases of units in U.S. dollars, the net asset value per unit is computed by converting the Canadian dollar value into U.S. dollars based on current exchange rates. For units purchased in U.S. dollars, switches will be processed in U.S. dollars and redemption proceeds will be paid in U.S. dollars.

There are no acquisition charges applicable on purchases of units of the Portfolios or on the automatic reinvestment of distributions of net income and net capital gains. You will, however, pay an investment management fee directly to BMO Trust Company and the manager. See *Fees and expenses*.

The manager reserves the right to restrict, reject or cancel, without any prior notice, any purchase or exchange order, including transactions that are deemed to represent short-term trading. The manager may accept or reject a purchase order within one business day of receiving the order. If the manager rejects the purchase order, we will immediately return any money we have received, without interest.

No purchases will be permitted during any period when redemptions of units have been suspended.

Short-term trading

We discourage investors from short-term trading. Short-term trading is a purchase followed by a switch or redemption of the same Portfolio within a 30-day period. Short-term trading can harm a Portfolio's performance and the value of other investors' holdings in a Portfolio because such trading can increase brokerage and other administrative costs of a Portfolio and interfere with the long-term investment decisions of the portfolio manager and/or the sub-advisor. Short-term trading may be particularly problematic when large sums are involved. We have policies and procedures to detect and deter short-term trading, which include a monthly reporting process of any purchases, redemptions or switches of the same Portfolio within a 30-day period, whereby we conduct monthly reviews for any short-term trading activity within the Portfolios.

As trades into and out of the Portfolios can only be effected by BMO Private Wealth professionals or other employees of BMO Financial Group under our wealth management service, any breach of provisions of our short-term trading policy by such employee may result in a written warning, having employment responsibilities revised, suspension or termination, or other sanctions.

The manager has no formal or informal arrangements with any person or company to permit short-term trades in units of the Portfolios. Despite these restrictions and our procedures to detect and deter short-term trading, we cannot ensure that such trading will be completely eliminated.

The manager reserves the right to restrict, reject or cancel, without any prior notice, any purchase or exchange order, including transactions that are deemed to represent short-term trading. The manager may accept or reject a purchase order within one business day of receiving the order. If the manager rejects the purchase order, we'll immediately return any money we've received, without interest.

Switches

A switch is the transfer of your investment money from one Portfolio to another. If, pursuant to our wealth management service, we adjust your asset mix or if there is a change in your investment objectives or risk tolerance, the manager may make a switch on your behalf and will redeem your units in the original Portfolio and the proceeds of redemption will be applied to the purchase of units of the other Portfolio. Units of a Portfolio will be redeemed and the proceeds of redemption will be applied to the purchase of units of another Portfolio. This is a disposition for income tax purposes. Switching units may result in a capital gain or capital loss. Net capital gains are taxable if the units are held outside a registered plan. See ***Income tax considerations for investors*** for more details.

No switches will be permitted during any period when redemptions of units have been suspended.

You can't switch between units of a Portfolio purchased in U.S. dollars and units of another Portfolio purchased in Canadian dollars. You can only switch between units purchased in the same currency.

No fees are charged in respect of a switch of units of the Portfolios.

Redemptions

Units of the Portfolios are redeemed by the manager on your behalf.

If you want to sell all or a part of your investment in the Portfolios, you must send a written redemption request to the manager for processing on the same day that it is received. No administration or other fees are charged in respect of redeeming units.

The units will be redeemed at their net asset value per unit. In the case of BMO Private Canadian Money Market Portfolio, you will also receive your portion of the Portfolio's net income, if any, accrued since the last distribution date.

Payment for units redeemed by the Portfolios will normally be made on or before the second business day following the applicable Valuation Date provided all necessary documents and/or information has been received. We will not pay any interest in respect of a redemption payment. Interest earned on redemption payments between the Valuation Date and the date payment is received by a unitholder accrues to the benefit of the Portfolios.

Redemption payments will be made in Canadian dollars except for redemptions of units of BMO Private U.S. Equity Portfolio, BMO Private U.S. Growth Equity Portfolio, BMO Private U.S. Special Equity Portfolio, BMO Private International Equity Portfolio and BMO Private Emerging Markets Equity Portfolio that were purchased in U.S. dollars. In such cases, payments will be made in U.S. dollars.

A redemption of units will be considered a disposition for tax purposes and may result in a capital gain or loss. See ***Income tax considerations for investors*** for more details.

Under extraordinary circumstances, we may suspend your right to request a redemption for all or part of a period when:

- normal trading is suspended on a stock, options or futures exchange in which securities or derivatives that make up more than 50% of the value or underlying exposure of the Portfolio's total assets are traded; and
- those securities or derivatives are not traded on any other exchange that represents a reasonable alternative for the Portfolio.

We may postpone a redemption payment for any period during which your right to request a redemption is suspended under the circumstances described above or with the approval of applicable securities regulatory authorities. Unless the suspension lasts for less than 48 hours, we will advise all unitholders making affected redemption requests of the suspension. You have the option of withdrawing your request for redemption or completing your redemption order at the net asset value per unit on the first Valuation Date after the termination of the suspension. None of the Portfolios will accept any order for the purchase of units during any period when the redemption of units has been suspended.

None of the Portfolios will accept any order for the purchase of units during any period when the redemption of units has been suspended.

No fees are charged in respect of a redemption of units of the Portfolios.

If your investment management agreement is terminated, all of the units in your investment portfolio will be redeemed prior to the effective date of the termination of your investment management agreement.

Optional services

As part of the wealth management service offered through BMO Financial Group, BMO Trust Company, as trustee, offers registered retirement savings plans (“RRSP”), registered retirement income funds (“RRIF”), registered disability savings plans (“RDSP”), registered education savings plans (“RESP”), tax-free savings accounts (“TFSA”), and deferred profit sharing plans (collectively, “registered plans”). All of the provisions concerning these registered plans are contained in the registered plan application form and the declaration of trust that is attached to the application form. There are no annual administration fees for these services.

Fees and expenses

If a Portfolio holds securities of an underlying fund, fees and expenses are payable by the underlying fund in addition to the fees and expenses payable by the Portfolio. No management fees or incentive fees are payable by the Portfolio that, to a reasonable person, would duplicate a fee payable by the underlying fund for the same service. Further, no sales charges or redemption fees are payable by the Portfolio in relation to its purchases or redemptions of the securities of the underlying fund if we or one of our affiliates or associates manage the underlying fund. No sales charges or redemption fees are payable by the Portfolio in relation to its purchase or redemption of securities of the underlying fund that, to a reasonable person, would duplicate a fee payable by an investor in the Portfolio.

The Portfolios pay HST on most operating expenses.

Fees and expenses payable by the Portfolios

The following tables show the fees and expenses you may have to pay if you invest in the Portfolios. You may have to pay some of these fees and expenses directly. Some of these fees and expenses are payable by the Portfolios, which reduces the value of your investment in a Portfolio.

Management fees	None
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Operating expenses	<p>Each Portfolio pays all expenses relating to the operation of the Portfolio and the carrying on of its undertaking, which are referred to as operating expenses. These expenses may include (without limitation): audit and legal fees and expenses; custodian and transfer agency fees; sub-advisory fees; costs attributable to the issue, redemption and switching of units, including the cost of the unitholder record-keeping system; expenses incurred in respect of preparing and distributing prospectuses, Fund Facts documents, financial reports and other types of reports, statements and communications to unitholders; fund accounting and valuation costs; filing fees, including those expenses incurred by the manager; interest and bank charges; premises and staff costs; fees and expenses of members of the IRC incurred in connection with their duties as members of the IRC, which may include annual fees, meeting fees, reimbursement for expenses and any other expenses related to the operation of the IRC; applicable taxes and other general operating and administrative expenses (including unitholder servicing fees). Operating expenses incurred in respect of more than one Portfolio are allocated amongst the Portfolios in a fair and equitable manner.</p> <p>A Portfolio's management expense ratio (the "MER") is calculated based on its total expenses (excluding commissions and other portfolio transaction costs) for the stated period and is expressed as an annualized percentage of the Portfolio's daily average net asset value during the period. For more information on a Portfolio's MER, see its most recently filed Fund Facts documents, its most recently filed annual management report of fund performance and any interim management report of fund performance filed after that annual management report of fund performance.</p> <p>Although the Portfolios are responsible for the payment of the expenses outlined above, the trustee may absorb, from time to time and at its discretion, some or all of such expenses.</p> <p>Each sub-advisor is entitled to receive a sub-advisory fee (including any applicable HST), which is paid by the manager and charged as an operating expense to each Portfolio. Under the management agreement, the manager is entitled to be reimbursed by a Portfolio for all sub-advisory fees incurred in excess of 0.15% (plus HST), an amount that the manager has agreed to absorb on behalf of each Portfolio.</p> <p>Each IRC member is entitled to receive compensation for the duties he or she performs as an IRC member. These duties include: attending quarterly meetings and internal continuing education seminars, reviewing conflict of interest matters referred to the IRC by the manager and reviewing the policies and procedures of the manager regarding conflict of interest matters on an annual basis. See <i>Independent review committee compensation</i> for more details.</p> <p>The Portfolios will not be reimbursed for any costs associated with compliance with NI 81-107.</p>
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Fees and expenses payable by the Portfolios (cont'd)

Trading expenses	Each Portfolio pays its own brokerage commissions and fees, if applicable, and includes these in the cost of investments. A Portfolio's trading expense ratio (the "TER") represents total commissions and other portfolio transaction costs expressed as an annualized percentage of the Portfolio's daily average net asset value during the stated period. For more information on a Portfolio's TER, see its most recently filed Fund Facts document, its most recently filed annual management report of fund performance and any interim management report of fund performance filed after that annual management report of fund performance.
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If the basis of the calculation of a fee or expense that is charged to a Portfolio (or charged directly to the unitholders by a Portfolio or by the manager in connection with the holding of units of a Portfolio) is changed in a way that could result in an increase in charges to the Portfolio or to its unitholders, or if such a fee or expense is introduced, approval of unitholders of the Portfolio will not be obtained before making the change. Unitholders of the Portfolio will be sent a written notice advising of such change at least 60 days prior to the effective date of such change.

Fees and expenses payable directly by you

Wealth management fee	BMO Trust Company and the manager receive an annual fee from you for the wealth management service offered through BMO Financial Group. The annual fee for this service ranges from 0.20% to 1.95% of the assets under management, depending on the nature and size of your investment portfolio. The actual investment management fee payable by you is set out in the fee schedule contained in your account opening agreement that has been provided to you in conjunction with your investment management agreement with the manager. This fee is paid directly by you to BMO Trust Company and the manager, and is subject to applicable taxes.
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Sales charges	None
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Switch fees	None
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Redemption fees	None
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Short-term trading fee	None
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Registered tax plan fees	None
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There are no annual administration fees for any of the optional services described under the heading *Optional services* on page 23.

Dealer compensation

We do not compensate dealers or sales representatives for the sale of units of the Portfolios. The trustee may compensate financial institutions and securities registrants within BMO Financial Group for client referrals to the wealth management service.

Income Tax Considerations

The following is a summary of the principal Canadian federal income tax considerations under the *Tax Act* as of the date hereof generally applicable to the Portfolios and to you if, at all relevant times, you are a Canadian resident individual (other than a trust) who holds units directly as capital property or in a registered plan, who deals at arm's length with the Portfolios and who is not affiliated with the Portfolios, each within the meaning of the *Tax Act*. It is based on the current provisions of the *Tax Act* and regulations thereunder and all specific proposals to amend the *Tax Act* and regulations publicly announced before the date hereof which we assume will be enacted as proposed although there is no assurance in that regard. It also takes into account our understanding of the administrative policies and assessing practices of the Canada Revenue Agency ("**CRA**") published in writing before the date hereof.

This summary is not intended to be legal or tax advice. We have tried to make it easy to understand. As a result, we cannot be technically precise, or cover all the tax consequences that may apply. We suggest that you consult your tax advisor for details about your situation.

Income Tax Considerations for the Portfolios

We expect that each Portfolio will qualify as a mutual fund trust under the *Tax Act* at all relevant times.

Each Portfolio must calculate its net income, including net taxable capital gains, in Canadian dollars, for each taxation year according to the rules in the *Tax Act*. In general, interest must be included in income as it accrues, dividends when they are received and capital gains and losses when they are realized. Trust income that is paid or payable to a Portfolio during the trust's taxation year is generally included in the calculation of the Portfolio's income for the taxation year of the Portfolio in which the trust's taxation year ends. However, in certain circumstances, the business income and other non-portfolio earnings of an income trust or

other Canadian resident publicly traded trust (other than certain Canadian real estate investment trusts) that is paid or payable to a Portfolio is treated as an eligible dividend received, at that time, from a taxable Canadian corporation. Each year a Portfolio is required to include in the calculation of its income, an amount as notional interest accrued on strip bonds, zero-coupon bonds and certain other prescribed debt obligations held by the Portfolio even though the Portfolio is not entitled to receive interest on the debt instrument. Foreign source income received by a Portfolio (whether directly or indirectly from an underlying trust) will generally be net of any taxes withheld in the foreign jurisdiction. The foreign taxes so withheld will be included in the calculation of the Portfolio's income. A Portfolio may be deemed to earn income on investments in some types of foreign entities. Gains and losses realized on futures, forward contracts, options and other derivatives may be treated as ordinary income and loss or as capital gains and capital losses, depending on the circumstances.

A Portfolio may receive capital gains distributions from underlying funds which generally will be treated as capital gains realized by the Portfolio.

A Portfolio that invests in foreign denominated securities must calculate its adjusted cost base and proceeds of disposition in Canadian dollars based on the conversion rate on the date the securities were purchased and sold, as applicable. As a result, a Portfolio may realize capital gains and losses due to changes in the value of foreign currency relative to the Canadian dollar.

Capital gains realized during a taxation year are reduced by capital losses realized during the year. Net capital losses realized in a taxation year may be used to offset capital gains realized in future years subject to certain limitations. In certain circumstances, a capital loss realized by a Portfolio may be denied or suspended and, therefore, may not be available to offset capital gains. For example, a capital loss realized by a Portfolio will be suspended if, during the period that begins 30 days before and ends 30 days after the date on which the capital loss was realized, the Portfolio (or a person affiliated with the Portfolio for the purposes of the *Tax Act*) acquires a property that is, or is identical to, the particular property on which the loss was realized and owns that property at the end of that period. This is more likely to apply to a Portfolio that invests in underlying funds.

In general, the higher a Portfolio's portfolio turnover rate, the greater the Portfolio's trading costs and the more likely that capital gains and capital losses will be realized. There is not necessarily a relationship between a high turnover rate and the performance of a Portfolio.

Each Portfolio will distribute to unitholders a sufficient amount of its net income and net capital gains, if any, for each taxation year so that it will not be liable for ordinary income tax under Part I of the Tax Act for any taxation year, after taking into account any capital gains refund to which it is entitled.

Income Tax Considerations for Investors

Non-registered accounts

If you hold units in your non-registered account, you must include in your income for a taxation year the taxable portion of all distributions paid or payable to you by a Portfolio during the year, whether you received them in cash or invested them in additional units. U.S. dollar distributions must be converted into Canadian dollars. The amount of reinvested distributions or dividends is added to the adjusted cost base of your units. This ensures that you do not pay tax on the amount again at a later date.

Distributions paid by a Portfolio may consist of capital gains, dividends, foreign source income, other income and/or return of capital.

One-half of a capital gain distribution from a Portfolio is a "taxable capital gain" and included in your income. You may be eligible for foreign tax credits in respect of foreign taxes paid by a Portfolio in respect of foreign source income distributed to you. Dividends from Canadian corporations will be eligible for the dividend tax credit.

A return of capital is not immediately taxable to you but will reduce the adjusted cost base of the units on which it was paid. As a result, the amount of any capital gain that you realize when you redeem your units will be larger (or the capital loss will be smaller), unless the return of capital was reinvested in additional units. If the adjusted cost base of your units is reduced to less than zero while you continue to hold them, you will be deemed to realize an immediate capital gain equal to the negative amount and your adjusted cost base will be increased to zero.

Buying units before a distribution date

You must include in your income the taxable portion of a distribution received from a Portfolio even though the Portfolio may have earned the income or realized the capital gains that gave rise to the distribution before you owned your units. If you invest in a Portfolio late in the year, you may have to pay tax on its earnings for the whole year.

Redeeming your units

You will realize a capital gain or capital loss when you redeem or otherwise dispose of your units including as part of a switch. The capital gain (or capital loss) will be the amount by which your proceeds of disposition exceed (or are exceeded by) the aggregate of the adjusted cost base of the units and any reasonable costs of disposition. If you purchase and redeem units in U.S. dollars, the cost and proceeds of disposition must be converted into Canadian dollars at the exchange rate on the date of purchase and redemption, as applicable.

In general, you must include one-half of any capital gain ("taxable capital gain") in computing your income for tax purposes and must deduct one-half of any capital loss ("allowable capital loss") to offset taxable capital gains. Allowable capital losses in excess of taxable capital gains in the year may be carried back three years or forward indefinitely for deduction against taxable capital gains realized in those years.

In certain situations where you dispose of a unit of a Portfolio and would otherwise realize a capital loss, the loss will be denied. This may occur if you, your spouse or a person affiliated with you for purposes of the Tax Act acquires units of the Portfolio within 30 days before or after you dispose of the unit which are considered to be "substituted property". In these circumstances, the capital loss may be deemed to be a "superficial loss" and denied. The amount of the denied capital loss would be added to the adjusted cost base of the units which are "substituted property".

We will provide you with details of your proceeds of redemption. However, in order to calculate your gain or loss you will need to know the adjusted cost base of your units on the date of the redemption.

How to calculate adjusted cost base

For most situations, here's how the total adjusted cost base of your units of a Portfolio is calculated. If you purchase your units in U.S. dollars, you must convert the purchase price into Canadian dollars at the exchange rate in effect at the time of purchase, including reinvestment of distributions in additional units.

- Start with the cost of your initial investment,
- Add the cost of any additional investments,
- Add the amount of any distributions that were reinvested (including return of capital),
- Subtract the amount of any return of capital,
- Subtract the adjusted cost base of any previously redeemed units.

The adjusted cost base of a single unit of a Portfolio is the average of the adjusted cost base of all units of the Portfolio.

Minimum tax

Individuals (other than certain trusts) are subject to an alternative minimum tax. Net income of a Portfolio paid or payable to a unitholder that is designated as dividends received on shares of taxable Canadian corporations or net realized taxable capital gains or taxable capital gains realized on the disposition of units of a Portfolio may give rise to liability for such minimum tax. You should note that, in the 2023 federal budget, the federal government proposes to amend, for taxation years commencing after 2023, the alternative minimum tax including by raising the rate and broadening the items included in the minimum tax base but also providing a significantly larger basic exemption.

Tax reporting

Each year we will send you a tax slip with detailed information about the distributions paid to you on units held in a non-registered account. To calculate your adjusted cost base, you will need to keep detailed records of the cost of all purchases and the amount of all distributions paid to you, as well as exchange rates where relevant.

Taxation of registered plans

The units of each Portfolio are qualified investments for registered plans. Generally, neither you nor your registered plan is subject to tax on distributions paid on those units or on capital gains realized when those units are redeemed or switched. However, even if units of a Portfolio are a qualified investment for your registered plan, you may be subject to tax if a unit held in your RRSP, RRIF, RDSP, RESP or TFSA is a "prohibited investment" for such registered plan.

Generally, units of a Portfolio will not be a prohibited investment for your RRSP, RRIF, RDSP, RESP or TFSA if you deal at arm's length with the Portfolio and you, your family (including your parents, spouse, children, siblings and in-laws) and other persons or partnerships that do not deal at arm's length with you, in total, own less than 10% of the value of the Portfolio whether directly or indirectly. Even if a unit would otherwise be a prohibited investment for your RRSP, RRIF, RDSP, RESP or TFSA it will not be a prohibited investment if it qualifies as "excluded property".

Amounts withdrawn from a registered plan (other than from a TFSA, contributions withdrawn from a RESP, and certain withdrawals from a RDSP) will generally be subject to tax.

You should consult your tax advisor about the special rules that apply to each particular registered plan, including whether or not an investment in a Portfolio would be a prohibited investment for your RRSP, RRIF, RDSP, RESP or TFSA.

Exchange of tax information

As a result of due diligence and reporting obligations in the Tax Act, unitholders may be asked to provide information about their citizenship and tax residence. If a unitholder is identified as a U.S. citizen (including a U.S. citizen living in Canada) and/or a foreign tax resident, information about the unitholder and their investment in the Portfolios will be reported to the CRA, unless units of the Portfolios are held in a registered plan. The CRA is expected to provide that information to the applicable foreign tax authorities if the applicable foreign government has entered into an exchange of information agreement with Canada.

What are your legal rights?

Under securities law in some provinces and territories, you have the right to withdraw from an agreement to buy mutual funds within two business days after you receive a simplified prospectus or the Fund Facts document, or cancel your purchase within 48 hours after you receive confirmation of the purchase.

In some provinces and territories, you also have the right to cancel a purchase, or in some jurisdictions, claim damages, if the simplified prospectus, Fund Facts document or financial statements contain a misrepresentation. You must act within the time limits set by law in the applicable province or territory.

For more information, see the securities law of your province or territory or ask a lawyer.

Exemptions and approvals

Please see *Investment restrictions* below for a description of all exemptions from, or approvals in relation to, NI 81-102, obtained by the Portfolios or the manager that continue to be relied on by the Portfolios or the manager.

CERTIFICATE OF THE BMO PRIVATE PORTFOLIOS

BMO Private Canadian Money Market Portfolio
BMO Private Canadian Short-Mid Bond Portfolio
BMO Private Canadian Corporate Bond Portfolio
BMO Private Diversified Yield Portfolio
BMO Private Canadian Income Equity Portfolio
BMO Private Canadian Core Equity Portfolio

BMO Private Canadian Special Equity Portfolio
BMO Private U.S. Equity Portfolio
BMO Private U.S. Growth Equity Portfolio
BMO Private U.S. Special Equity Portfolio
BMO Private International Equity Portfolio
BMO Private Emerging Markets Equity Portfolio

(collectively, the “**Portfolios**”)

This simplified prospectus and the documents incorporated by reference into the simplified prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus, as required by the securities legislation of each of the provinces and territories of Canada and do not contain any misrepresentations.

Dated: May 18, 2023

(Signed) “Elizabeth Dorsch”

Elizabeth Dorsch
Chief Executive Officer
BMO Trust Company

(Signed) “Thomas Burian”

Thomas Burian
Chief Financial Officer
BMO Trust Company

**On Behalf of the Board of Directors
of BMO Trust Company,
the trustee of the Portfolios**

(Signed) “Caroline Dabu”

Caroline Dabu
Director

(Signed) “Bruce Ferman”

Bruce Ferman
Director

CERTIFICATE OF THE MANAGER AND PROMOTER OF THE BMO PRIVATE PORTFOLIOS

BMO Private Canadian Money Market Portfolio
BMO Private Canadian Short-Mid Bond Portfolio
BMO Private Canadian Corporate Bond Portfolio
BMO Private Diversified Yield Portfolio
BMO Private Canadian Income Equity Portfolio
BMO Private Canadian Core Equity Portfolio

BMO Private Canadian Special Equity Portfolio
BMO Private U.S. Equity Portfolio
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Dated: May 18, 2023

(Signed) “Stephen Macdonald”

Stephen Macdonald
Chief Executive Officer
BMO Private Investment Counsel Inc.

(Signed) “Ian Narine”

Ian Narine
Chief Financial Officer
BMO Private Investment Counsel Inc.

**On Behalf of the Board of Directors
of BMO Private Investment Counsel Inc.,
the manager and promoter of the Portfolios**

(Signed) “Thomas Burian”

Thomas Burian
Director

(Signed) “Bruce Ferman”

Bruce Ferman
Director

Specific information about each of the mutual funds described in this document

What is a mutual fund and what are the risks of investing in a mutual fund?

A mutual fund is a pool of money contributed by investors with similar investment objectives that is invested in a portfolio of securities on their behalf by professional portfolio managers. When you invest in a mutual fund, you do so by buying securities of the fund. Investors share in a fund's income, expenses and the gains and losses the fund makes on its investments in proportion to the securities they own.

What are the risks of investing in mutual funds?

Mutual funds may own different types of investments — stocks, bonds, cash — depending on their investment objectives. The value of these investments will change from day-to-day, reflecting changes in interest rates, economic conditions, and market and company news. The value of a mutual fund's security may be impacted by overall market conditions that are not specifically related to a particular company or issuer, such as real or perceived adverse economic conditions, changes in the general outlook for corporate earnings, changes in interest or foreign exchange rates or adverse investor sentiment. The value of a mutual fund's security may also decline due to factors which affect a particular industry or industries, such as labour shortages, increased production costs and competitive conditions within an industry. As a result, the market price of a mutual fund's security may increase or decrease, occasionally rapidly or unpredictably. As a result, the value of a mutual fund's security may go up and down, and the market value of an investor's investment in a mutual fund may be more, or less, when it is redeemed than when it was purchased.

The full amount of your original investment in any of the Portfolios is not guaranteed by any entity, including Bank of Montreal. Unlike bank accounts or guaranteed investment certificates, units of the Portfolios are not covered by the Canada Deposit Insurance Corporation or any other government deposit insurer.

Under exceptional circumstances, the Portfolios may suspend redemptions. Please see ***Purchases, switches and redemptions*** starting on page 21 for more information.

General investment risks

All investments have some level and type of risk. Simply put, risk is the possibility you will lose money, or not make money, on your investment. Generally, the higher an investment's anticipated return, the greater the risk you must be prepared to take. Underlying investments held by a Portfolio and the value of a Portfolio may fluctuate over short term periods due to market movements and over longer periods during more prolonged market upturns or downturns. In addition to changes in the condition of markets generally, local, regional or global events such as war, acts of terrorism, the spread of infectious illness or other public health issues and recessions, or other events could have a significant impact on a Portfolio and its investments and could also result in fluctuations in the value of a Portfolio. The economies of certain foreign markets may also be more vulnerable to diplomatic developments, the imposition of economic sanctions against a particular country or countries, changes in international trading patterns, trade barriers, and other protectionist or retaliatory measures. The following summarizes the range of potential risks generally associated with investing in the Portfolios. Not all of the risks outlined below apply to all of the Portfolios. For the specific risks associated with a particular Portfolio, please see the information contained under the heading ***What are the risks of investing in the fund?*** for each Portfolio.

Changes in legislation

There can be no assurance that tax, securities or other laws will not be changed in a manner that adversely affects the distributions received by the Portfolios or by unitholders. There can be no assurance that Canadian federal income tax laws and the administrative policies and assessing practices of the Canada Revenue Agency respecting the treatment of mutual fund trusts will not be changed in a manner that adversely affects either the Portfolios or unitholders.

For example, changes to tax legislation or the administration thereof could affect the taxation of a Portfolio or the issuers of securities in which it invests.

In November 2022, the Department of Finance Canada released for public comment revised draft legislative proposals which, if enacted, may limit the deductibility of net interest and financing expenses for Canadian tax purposes. The draft legislative proposals are generally intended to apply in respect of taxation years beginning on or after October 1, 2023. To the extent that such

proposals were to apply to a Portfolio to deny the deduction of otherwise deductible net interest and financing expenses, the Portfolio would be required to make larger taxable distributions to unitholders.

Commodity

Changes in the prices of commodities, such as oil and gas, may have an effect on a natural resource company or an income or royalty trust whose business is based on a particular commodity. A Portfolio that invests in the securities of such issuers may also be affected. Prices of commodities are generally cyclical and may experience dramatic fluctuations in short periods of time. Prices of commodities may also be affected by new resource discoveries or changes in government regulations.

Credit

Portfolios that invest in money market instruments, bonds and other fixed income investments issued by governments and corporations are affected by the issuing entity's ability and willingness to pay interest or repay principal when it is due. Creditworthiness is determined by a third party designated rating organization, such as DBRS Limited, Fitch, Inc., Moody's Canada Inc. or Standard & Poor's Ratings Services (Canada). If a designated rating organization determines that an issuer has become less creditworthy, it may decrease the credit rating of the issuer and/or the security of the issuer. A downgrade will likely cause the price of the security to decrease. This risk is lowest among issuers that have a high credit rating and highest among issuers that have a low credit rating. Securities issued by well established companies and governments of developed countries tend to have lower credit risk. Some Portfolios may invest in high yield securities. High yield securities are usually rated BB+ or lower by Standard & Poor's Ratings Services (Canada) or Ba1 or lower by Moody's Canada Inc. (or the equivalent rating as defined by other designated rating organizations) because of the higher credit risk and risk of default. High yield securities are considered predominately speculative with respect to the issuer's continuing ability to make principal and interest payments. An economic downturn could adversely affect the market for these securities and thereby reduce a Portfolio's ability to sell these securities. If the issuer of a security is in default with respect to interest or principal payments, the Portfolio may lose its entire investment. Portfolios that invest in high yield securities and unrated securities of similar credit quality may be subject to greater levels of credit and liquidity risk than Portfolios that do not invest in these securities.

Currency

In addition to other risks, fluctuations in the Canadian dollar relative to foreign currencies will affect the value of a Portfolio that invests in foreign securities or securities of issuers with exposure to foreign currency. As foreign currencies change in value relative to Canadian currency, it is possible that an unfavourable move in the exchange rate may reduce, or even eliminate, any increase in value of the foreign securities held by the Portfolio. This would negatively affect the Portfolio's net asset value per unit. The opposite can also occur and the Portfolio could benefit from a positive change in exchange rates.

Cybersecurity

With the increased use of technologies such as the Internet to conduct business, the manager and each of the Portfolios are susceptible to operational, information security, and related risks. In general, cyber incidents can result from deliberate attacks or unintentional events. Cyber-attacks include, but are not limited to, gaining unauthorized access to digital systems (e.g., through "hacking" or malicious software coding) for purposes of misappropriating assets or sensitive information, corrupting data, or causing operational disruption. Cyber-attacks also may be carried out in a manner that does not require gaining unauthorized access, such as causing denial-of-service attacks on websites (i.e., efforts to make network services unavailable to intended users). Cyber incidents affecting the Portfolios, the manager or the Portfolios' service providers (including, but not limited to, a Portfolio's portfolio manager, sub-advisor(s), transfer agent, custodian and sub-custodians) have the ability to cause disruptions and impact each of their respective business operations, potentially resulting in financial losses, interference with the Portfolios' ability to calculate their net asset value, impediments to trading, the inability of unitholders to transact business with the Portfolios and the inability of the Portfolios to process transactions including redeeming units, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs associated with the implementation of any corrective measures. Similar adverse consequences could result from cyber incidents affecting the issuers of securities in which the Portfolios invest and counterparties with which the Portfolios engage in transactions.

In addition, substantial costs may be incurred to prevent any cyber incidents in the future. While the manager and the Portfolios have established business continuity plans in the event of, and risk management systems to prevent, such cyber incidents, inherent limitations exist in such plans and systems including the possibility that certain risks have not been identified. Furthermore, the manager and the Portfolios cannot control the cyber security plans and systems of the Portfolios' service providers, the issuers of securities in which the Portfolios invest or any other third parties whose operations may affect the Portfolios or their unitholders. As a result, the Portfolios and their unitholders could be negatively affected.

Derivatives transactions

Derivatives are investments whose value is based on the value of an underlying investment. Derivatives can be useful for hedging against losses associated with currencies, stock markets and interest rates or as a substitute for the underlying assets. The Portfolios may only use derivatives to the extent, and for the purposes, permitted by Canadian securities regulators. Derivatives are associated with certain risks:

- there is no assurance that a liquid market will exist to allow a Portfolio to realize profits or limit losses by closing out a derivative position;
- a Portfolio that uses derivatives could experience a loss if the other party to the derivative contract is unable to fulfill its obligations, including in instances where the other party is adversely affected by regulatory or market changes;
- derivatives that are traded in foreign markets may offer less liquidity and greater credit risk than comparable instruments traded in Canada;
- there is no assurance that a Portfolio's hedging strategy will be effective; and
- the price of a derivative may not accurately reflect the value of the underlying security or index.

Equity investments

Equity securities such as common shares give the holder part ownership in a company. Portfolios that invest primarily in equity securities will have varying degrees of risk, from being relatively conservative at one end to very aggressive, or risky, at the other end, depending on the nature of their investment objectives and strategies. For example, a Portfolio that invests in smaller capitalization companies and/or growth stocks may be more volatile than a Portfolio that invests in larger capitalization companies and/or value stocks.

Equity Portfolios tend to be more volatile than fixed income Portfolios and the value of their securities may fluctuate to a greater degree than the value of securities of fixed income Portfolios.

Portfolios that concentrate on equity investments will be affected by the fortunes of the companies or other entities that issue the equity securities and will be influenced by conditions affecting the stock market prices where the securities are traded, as well as general economic trends. Certain equity securities may be particularly sensitive to market movements, which may result in a greater degree of price volatility for such securities and in the net asset value of a fund that invests in such securities under specific market conditions and over time.

Portfolios that invest in limited partnership units or trust units, such as oil and gas royalty trusts, real estate investment trusts and income trusts, will have varying degrees of risk depending on the sector and the underlying asset or business and may therefore be susceptible to risk associated with the industry in which the underlying business operates, to changes in business cycles, commodity prices, and to interest rate fluctuations and other economic factors.

The price of a security is influenced by the outlook for the particular business, by the market activity and by the larger economic picture, both in the local jurisdiction and abroad. When the economy is expanding, the outlook for many businesses may also be good and the value of their securities may rise. The opposite is also true.

ESG investing

The types and number of investment opportunities available to Portfolios that incorporate certain environmental, social and governance ("ESG") criteria in their investment process may be limited and as a result, these Portfolios may underperform other similar funds that do not apply ESG criteria. Portfolios that apply ESG criteria to their investment process may forgo opportunities to buy certain securities when it might otherwise be economically advantageous to do so or may sell securities for ESG reasons when it might otherwise be economically disadvantageous to do so. The determination of the criteria to apply when incorporating ESG criteria and the assessment of a company or industry by a third party data provider or a sub-advisor may differ from the criteria or assessment applied by someone else. Certain Portfolios also consider

ESG factors, but the consideration of such factors plays a limited role in the investment decision-making process, which means ESG factors are not weighted heavily in the determination of whether to purchase, hold or sell a security in a Portfolio. The investment approach of the sub-advisor, as applicable, may not eliminate the possibility of a Portfolio having exposure to companies that certain investors may perceive to exhibit negative ESG characteristics or poor performance on certain ESG factors. Investors can differ in their views of what constitutes positive or negative ESG performance on any given ESG factor. As a result, the companies or underlying funds selected by a sub-advisor may not reflect positive ESG characteristics or the ESG values of any particular investor.

Floating rate notes

Floating rate notes generally are subject to legal or contractual restrictions on resale. The liquidity of floating rate notes, including the volume and frequency of secondary market trading in such loans, varies significantly over time and among individual floating rate notes. During periods of infrequent trading, valuing a floating rate note can be more difficult, and buying and selling a floating rate note at an acceptable price can be more difficult and delayed. Difficulty in selling a floating rate note can result in a loss.

A decline in the credit quality of a floating rate may reflect a decline in the financial condition of the issuer of the note. Credit ratings assigned by rating agencies are based on a number of factors and may not reflect the issuer's current financial condition or the volatility or liquidity of the floating rate note. In the event of bankruptcy of the issuer of the floating rate note, the Portfolios investing in such notes could experience delays or limitations with respect to its ability to realize the benefits of any collateral securing the note. In order to enforce their rights in the event of a default, bankruptcy or similar situation, such Portfolios may be required to retain legal or similar counsel, which may increase operating expenses and adversely affect net asset values.

In addition, floating rate notes generally can be prepaid before maturity. If this happens, the floating rate note can offer less income and/or potential for capital gains.

Fixed income investments

Portfolios that invest primarily in fixed income securities will be affected by interest rates and the credit rating of the issuers of fixed income securities. Bond prices are usually more stable than stock prices, but will fluctuate inversely with interest rates. Fixed income Portfolios have the advantage of providing a stream of income, but generally lack the growth potential of equity Portfolios.

Foreign investments

The value of a foreign security may be affected by the economic, political and financial environments in the country of the government or the company that issued the security. Issuers of foreign (including non-U.S.) securities are generally not subject to the same degree of regulation as Canadian or U.S. issuers. The reporting, accounting and auditing standards of foreign countries may differ, in some cases significantly, from Canadian or U.S. standards. Portfolios that invest in securities of issuers based in countries with developing economies have the potential for greater market, credit, currency, legal, political, and other risks that differ from, or may be greater than, the risks of investing in developed foreign security markets. Some foreign markets have less trading volume, which may make it more difficult to sell an investment or make prices more volatile. Certain countries may also have foreign investment or exchange laws that make it difficult to sell an investment or may impose withholding or other taxes that could reduce the return on the investment. The risks of foreign investments are generally higher in emerging markets.

Fund of funds

Certain Portfolios may invest directly in, or obtain exposure to, other funds as part of their investment strategy. These Portfolios will be subject to the risks of the underlying funds. Also, if an underlying fund suspends redemptions, the Portfolio will be unable to accurately value part of its investment portfolio and may be unable to redeem securities of that underlying fund.

IBOR transition

Various regulators and industry bodies are working globally on transitioning from interbank offered rates ("IBORs"). The effect of such a transition on a Portfolio and the securities in which it invests may not yet be determined, and may depend on factors that include, but are not limited to: (i) existing fallback or termination provisions in individual contracts; and (ii) whether, how, and when industry participants develop and adopt new reference rates and fallbacks for both legacy and new

products and instruments. There is no assurance that the composition or characteristics of any alternative reference rate will be similar to or produce the same value or economic equivalence as an IBOR, or that an instrument using an alternative rate will have the same volume or liquidity. Such transition may result in a reduction in the value of IBOR-based instruments held by a Portfolio and increased illiquidity and volatility in markets that currently rely on an IBOR to determine interest rates, any of which could adversely impact a Portfolio's performance.

Indexing

Certain Portfolios may use a variety of indexing strategies or may invest in underlying exchange traded funds ("**underlying ETFs**") that use a variety of indexing strategies. Indexing strategies involve tracking the performance of an index by tracking the performance of the investments included in the index. It is unlikely that a Portfolio or an underlying ETF will be able to track an index perfectly because each of the Portfolio or the underlying ETF has its own operating and trading costs, which lower returns. Indices don't have these costs.

Also, an underlying ETF may, in basing its investment decisions on an index, have more of its assets invested in one or more issuers than is usually permitted for mutual funds. In these circumstances, the underlying ETF may tend to be more volatile and less liquid than more diversified mutual funds as it is affected more by the performance of individual issuers.

Further, concentrating its investments in the securities of a particular index allows a Portfolio or an underlying ETF to focus on that index's potential, but it also means that the Portfolio or the underlying ETF may tend to be more volatile than a Portfolio or an underlying ETF that invests in the securities of a variety of indices because prices of securities on the same index tend to move up and down together. If required by its investment objectives and strategies, the Portfolio or the underlying ETF must continue to invest in the securities of the index, even if the index is performing poorly. That means the Portfolio or the underlying ETF won't be able to reduce risk by diversifying its investments into securities listed on other indices.

Also, if the market upon which the index is based is not open, the Portfolio or the underlying ETF may be unable to determine its net asset value per security, and so may be unable to satisfy redemption requests.

Interest rates

The value of Portfolios that invest in fixed income securities can move up or down as interest rates change. Here's why. Fixed income securities — including bonds, mortgages, treasury bills and commercial paper — pay a rate of interest that's fixed when they are issued. Their value tends to move in the opposite direction to interest rate changes. For example, when interest rates rise, the value of an existing bond will fall because the interest rate on that bond is less than the market rate. The opposite is also true. These changes in turn affect the value of any Portfolio investing in fixed income securities. In addition, to the extent a Portfolio invests in instruments with a negative yield (e.g. where there are negative interest rates), its value could be impaired.

In the case of money market funds in particular, a fund's yield is affected by short-term interest rates, and will vary.

Issuer concentration

The market value of an individual security may be more volatile than the market as a whole. As a result, if an individual issuer's securities represent a significant portion of the market value of a Portfolio's assets, changes in the market value of that individual issuer's securities may cause greater fluctuations in the Portfolio's value than would normally be the case. The value of a security may increase or decrease for a number of reasons that directly relate to the individual issuer, such as management performance, financial leverage and reduced demand for the issuer's goods or services. A less diversified Portfolio may also suffer from reduced liquidity if a significant portion of its assets is invested in any one issuer. In particular, the Portfolio may not be able to easily liquidate its position in the issuer as required to fund redemption requests.

Large investor

A Portfolio may have one or more investors who hold a substantial number of units of the Portfolio. The purchase or redemption of a substantial number of units of a Portfolio may require the manager or sub-advisor to change the composition of the Portfolio's holdings significantly or may force the manager or sub-advisor to sell investments at unfavourable prices. This can affect a Portfolio's performance.

A trust, such as a Portfolio, is subject to a "loss restriction event" for the purposes of the Tax Act if a person becomes a "majority-interest beneficiary" of the

Portfolio, or a group of persons becomes a “majority-interest group of beneficiaries” of the Portfolio, as those terms are defined in the Tax Act. Generally, a majority-interest beneficiary of a Portfolio is a unitholder who, together with persons and partnerships with whom the unitholder is affiliated, owns units with fair market value that is greater than 50% of the fair market value of all units of the Portfolio. However, no person or group of persons should become a majority-interest beneficiary or majority-interest group of beneficiaries of a Portfolio as long as the Portfolio qualifies as an “investment fund” under the Tax Act by satisfying certain investment diversification and other conditions. If a Portfolio experiences a “loss restriction event” (i) it will be deemed to have a year-end for tax purposes (which would result in an allocation of the Portfolio’s taxable income at such time to unitholders so that the Portfolio is not liable for income tax on such amounts), and (ii) it will become subject to the loss restriction rules generally applicable to corporations that experience an acquisition of control, including a deemed realization of any unrealized capital losses and restrictions on their ability to carry forward losses. As a result of the application of these rules, the amount of distributions paid by the Portfolio after a loss restriction event may be larger than it otherwise would have been. There can be no assurance that a Portfolio has not been, or will not in the future become, subject to the loss restriction event rules.

Liquidity

Liquidity is a measure of how easy it is to convert an investment into cash. An investment in securities may be less liquid if the securities are not widely traded or if there are restrictions on the exchange where the trading of such securities takes place. Investments with low liquidity can have significant changes in value. Portfolios with an investment strategy that uses foreign securities, securities of small companies, derivative transactions or securities with substantial market and/or credit risk tend to have the greatest exposure to liquidity risk.

Money market fund

Although BMO Private Canadian Money Market Portfolio intends to maintain a constant price for its units, there is no assurance we can maintain a constant unit price as the value of the Portfolio’s securities may fluctuate under certain conditions, including where interest rates are low or negative.

Mortgage related securities and asset backed securities

A Portfolio that invests in mortgage related securities and asset backed securities is subject to credit risk, interest rate risk and liquidity risk as described herein in respect of such securities. Rising interest rates tend to extend the duration of these securities, making them more sensitive to changes in interest rates. In a period of rising interest rates, these securities may exhibit additional volatility. This is known as extension risk. Conversely, when interest rates decline, borrowers may pay off their debts sooner than expected. This is known as pre-payment risk. This can reduce the returns of the Portfolio because the Portfolio will have to reinvest that money at the lower prevailing interest rates. This is known as contraction risk.

Securities lending, repurchase and reverse repurchase transactions

Portfolios may engage in securities lending, repurchase and reverse repurchase transactions. *Securities lending* is an agreement whereby a Portfolio lends securities through an authorized agent in exchange for a fee and a form of acceptable collateral. Under a *repurchase transaction*, a Portfolio agrees to sell securities for cash while, at the same time, assuming an obligation to repurchase the same securities for cash at a later date. A *reverse repurchase transaction* is a transaction pursuant to which a Portfolio buys securities for cash while, at the same time, agreeing to resell the same securities for cash at a later date.

The risks associated with securities lending, repurchase or reverse repurchase transactions arise when a counterparty defaults under the agreement evidencing the transaction and the Portfolio is forced to make a claim in order to recover its investment. In a securities lending or repurchase transaction, a Portfolio could incur a loss if the value of the securities loaned or sold has increased relative to the value of the collateral held by the Portfolio. In the case of a reverse repurchase transaction, a Portfolio could incur a loss if the value of the securities purchased by the Portfolio decreases relative to the value of the collateral held by the Portfolio.

Small companies

Portfolios that invest in securities of smaller capitalization companies are affected by the fact that the price of securities of smaller capitalization companies may be more sensitive to the release of company and economic news, and by the fact that there may be a less liquid market for their securities. In general, prices of securities of smaller capitalization companies are significantly more volatile than those of larger capitalization companies.

Investment restrictions

Each of the Portfolios is subject to certain standard investment restrictions and requirements contained in Canadian securities legislation, including NI 81-102. The legislation is designed in part to ensure that the Portfolios' investments are diversified and relatively liquid and to ensure proper administration of the Portfolios. Except as specifically noted below, each of the Portfolios adheres to these standard investment restrictions and requirements. NI 81-107 and NI 81-102 provide certain exceptions from these investment restrictions.

Each Portfolio intends to qualify as a "mutual fund trust" as defined in the Tax Act at all times and will not engage in any undertaking other than the investment of its funds in property for the purposes of the Tax Act.

Exemptions for related party transactions

The Portfolios have received exemptive relief from Canadian securities regulatory authorities to vary the standard investment restrictions and practices by engaging in certain related party transactions, subject to certain conditions, including obtaining the approval of the IRC of the Portfolios. Each of the transactions described below is referred to as a "Related Party Transaction".

Principal trading

Generally, the restrictions prevent a Portfolio from purchasing securities from or selling securities to a related party acting as principal. A Portfolio is, however, permitted to engage in such transactions if the price payable for the security is (a) not more than the ask price of the security as reported by any available public quotation in common use, in the case of a purchase by the Portfolio, or (b) not less than the bid price of the security as reported by any available public quotation in

common use, in the case of a sale by the Portfolio. A Portfolio is also permitted to purchase debt securities from, or sell debt securities to, another fund managed by the manager or affiliate of the manager, subject to certain conditions in NI 81-102 and NI 81-107.

The manager has received relief that permits a fund to purchase debt securities from, or sell debt securities to, a related party that is a principal dealer in the Canadian debt securities market, provided certain conditions are met, including that (i) a purchase must not be executed at a price higher than the ask price and a sale must not be executed at a price that is lower than the bid price and (ii) that the bid price and the ask price of the security must be determined by reference to a quote from an independent party if it is not publicly available.

Related party underwriting

Each of the Portfolios is a "dealer managed investment fund" (as defined in NI 81-102). Generally, such type of fund is prohibited from investing in securities in respect of which a related party has acted as underwriter during the distribution and for the 60 days after the distribution. The fund is, however, permitted to invest in certain offerings that are underwritten by the fund's dealer manager (or an associate or affiliate of the dealer manager) if certain conditions in NI 81-102 are met.

The manager has also received relief that permits a Portfolio to purchase debt securities (other than asset-backed commercial paper) in respect of which a related party has acted as underwriter, notwithstanding that the debt securities do not have a designated rating by a designated rating organization, provided certain conditions are met.

IRC review and approval

Each of the Related Party Transactions described above is subject to prior review and approval by the IRC of the Portfolios. As part of this process, the IRC must review and assess the adequacy and effectiveness of the manager's policies and procedures in respect of each of the Related Party Transactions. The manager must act in accordance with the requirements of NI 81-107 in respect of any standing instructions provided by the IRC in its approval, and both the IRC and the manager have certain reporting obligations to the securities regulatory authorities.

The IRC of the Portfolios has provided its approval and issued standing instructions in respect of each of the Related Party Transactions described above. In accordance with the conditions of the standing instructions, the IRC reviews each of the Related Party Transactions at least quarterly. In its review, the IRC considers whether the investment decisions made by the manager in respect of the Related Party Transactions:

- were made by the manager in the best interest of the Portfolio and were free from any influence of the manager or an entity related to the manager and without taking into account any consideration relevant to the manager or an entity related to the manager;
- were in compliance with the conditions of the policies and procedures of the manager;
- were in compliance with the applicable standing instruction of the IRC; and
- achieved a fair and reasonable result for the Portfolio.

In the event an investment decision in respect of a Related Party Transaction is not made in accordance with a condition imposed by securities legislation or by the IRC in its approval, the manager is required to notify the IRC and the IRC, as soon as practicable, is required to notify the Canadian securities regulatory authorities. The IRC is also required to report such a transaction in its annual report to the securityholders of the Portfolios.

Additional information about the mandate, duties and responsibilities of the IRC is disclosed under ***Independent review committee and portfolio governance***.

Subject to certain conditions, the Portfolios have relied on the approval of the IRC and the relevant requirements of NI 81-107 or exemptive relief to vary the investment restrictions and practices contained in securities legislation, including NI 81-102, to permit the Portfolios to:

- invest in securities issued by Bank of Montreal, an affiliate of the manager, or any other issuer related to the manager;
- invest in a class of securities of an issuer during the distribution period of those securities or during the 60-day period following the completion of the distribution where BMO Nesbitt Burns Inc., an affiliate of the manager, or any affiliate of the manager acts as an underwriter in the distribution of those securities;
- trade in over-the-counter debt securities in the secondary market with BMO Nesbitt Burns Inc., or any other affiliate of the manager, acting as principal in the Canadian debt securities market; and

- trade of a security of any issuer from or to another investment fund managed by the manager or an affiliate of the manager or a managed account managed by an affiliate of the manager.

Exemptions for other types of investments or transactions

In addition to the exemptions the manager has received from securities regulatory authorities to vary the investment restrictions and practices contained in securities legislation in respect of Related Party Transactions, the manager has received the approval of the securities regulatory authorities to vary other investment restrictions and practices contained in securities legislation as set out below.

In specie transactions

The Portfolios have received an exemption to permit them, in certain circumstances, to engage in *in specie* transactions in respect of the purchase and redemption of units of a Portfolio by an account managed by BMO AM or an affiliate (a “**managed account**”) and in respect of the purchase and redemption of units of a Portfolio by another Portfolio, another mutual fund that is subject to NI 81-102 for which BMO AM or an affiliate acts as portfolio advisor (a “**related fund**”) or a pooled fund for which BMO AM or an affiliate acts as portfolio advisor (a “**pooled fund**”), subject to certain conditions.

Awards and ratings

The Portfolios have received exemptive relief from the Canadian securities regulatory authorities to permit the Lipper Fund Awards, Lipper Leader Ratings, FundGrade A+ Awards and FundGrade Ratings to be referenced in sales communications relating to a Portfolio, subject to certain conditions.

Rule 144A Securities

The Portfolios may rely on an exemption from the requirements in securities legislation relating to purchasing and holding illiquid assets with respect to certain fixed income securities that qualify for, and may be traded pursuant to, the exemption from the registration requirements of the Securities Act of 1933, as amended (the “**US Securities Act**”), as set out in Rule 144A of the US Securities Act for resales of certain fixed income securities to “qualified institutional buyers” (as such term is defined in the US Securities Act). The exemptive relief is subject to certain conditions.

BMO Private Canadian Short-Mid Bond Portfolio and BMO Private Canadian Corporate Bond Portfolio

The manager, on behalf of BMO Private Canadian Short-Mid Bond Portfolio and BMO Private Canadian Corporate Bond Portfolio, has obtained exemptive relief from the Canadian securities regulatory authorities from the self-dealing prohibition in Section 4.2 of NI 81-102 to permit these Portfolios to purchase mortgages from, or sell mortgages to, certain related parties, including Bank of Montreal, in accordance with the following conditions:

- the purchase or sale is consistent with, or is necessary to meet, the investment objectives of the Portfolios;
- the IRC approves the transaction in accordance with section 5.2(2) of NI 81-107;
- the manager complies with its obligations under section 5.1 of NI 81-107;
- the manager and the IRC comply with section 5.4 of NI 81-107 for any standing instructions the IRC provides in connection with the transactions;
- the Portfolios keep the written records required by section 6.1(2)(g) of NI 81-107; and
- the mortgages are purchased from, or sold to, Bank of Montreal and/or MCAP Financial Corporation in accordance with National Policy Statement 29 *Mutual Funds Investing in Mortgages*.

BMO Private Diversified Yield Portfolio and BMO Private U.S. Special Equity Portfolio

The manager received an exemption from the requirement in NI 81-102 to obtain unitholder approval to change the fundamental investment objectives of BMO Harris Diversified Trust Portfolio. Effective September 18, 2007, the investment objectives of BMO Harris Diversified Trust Portfolio were changed and the Portfolio's name was changed to BMO Harris Diversified Yield Portfolio to better reflect the new investment objectives. Effective February 2, 2015, the Portfolio's name was changed to BMO Private Diversified Yield Portfolio.

The manager received an exemption from the requirement in NI 81-102 to obtain unitholder approval to change the fundamental investment objectives of BMO Harris International Special Equity Portfolio. Effective October 26, 2012, the investment objectives of BMO Harris International Special Equity Portfolio were changed and the Portfolio's name was changed to BMO Harris U.S. Special Equity Portfolio to better reflect the new investment objectives. Effective February 2, 2015, the Portfolio's name was changed to BMO Private U.S. Special Equity Portfolio.

Registered plans, eligibility for investment

As mutual fund trusts, units of each Portfolio are a "qualified investment" under the Tax Act for registered plans.

Units of a Portfolio may be a prohibited investment under the Tax Act for an RRSP, RRIF, RDSP, RESP or TFSA even when the units are a qualified investment. A prohibited investment includes a unit of a trust (i) that does not deal at arm's length with the annuitant under the RRSP or RRIF, the holder of the RDSP or TFSA, or the subscriber of the RESP; or (ii) in which the annuitant, holder or subscriber has a significant interest, which in general terms means the ownership of 10% or more of the fair market value of the trust's outstanding units by the annuitant, holder or subscriber, either alone or together with persons and partnerships with whom the annuitant, holder or subscriber does not deal at arm's length, but does not include units that are "excluded property" as defined in the Tax Act.

Investors should consult their own tax advisor for advice on whether or not units of a Portfolio are at risk of being or becoming a "prohibited investment" for their RRSP, RRIF, RDSP, RESP or TFSA.

None of the Portfolios deviated in the last year from the requirements under the Tax Act that permit it to qualify as a mutual fund trust.

Derivatives

Each Portfolio, except for BMO Private Canadian Money Market Portfolio, may invest in or use options, futures, forwards, options on futures or other derivative instruments that are consistent with the investment objectives of the Portfolio.

If a Portfolio implements the use of derivatives, the Portfolio may use such derivatives:

- to offset or reduce risks associated with currency value fluctuations, market fluctuations and interest rate changes;
- to reduce transaction costs;
- to achieve greater liquidity;
- to create exposure to financial markets or increase the speed and flexibility in making portfolio changes;
- to enhance returns by accepting a more certain lower return in exchange for a less certain, but higher return;
- to position a Portfolio's investment portfolio so that it may profit from gains or declines in financial markets; and
- to increase income or reduce loss potential in the Portfolio from changes in interest rates.

If a Portfolio uses derivatives for non-hedging purposes, securities regulations require that the Portfolio hold enough assets and/or cash, as applicable, to cover its commitments in the derivatives contracts.

A Portfolio may use derivatives only when such use is consistent with the fundamental investment objectives of the Portfolio and in accordance with NI 81-102 or as otherwise permitted by Canadian securities regulatory authorities. See *Policies related to derivatives*.

Description of securities offered

Unitholder rights

The units of the Portfolios are only available for purchase if you have entered into an investment management agreement with the manager. The investment management agreement gives us the investment authority to purchase and redeem units of the Portfolios on your behalf, in accordance with your investment objectives.

Each Portfolio is authorized to issue an unlimited number of units of an unlimited number of classes; however, only one class is currently issued by each Portfolio. All units of each class of each Portfolio have equal rights and privileges. Each unit of a class of a Portfolio is entitled to participate equally with respect to all distributions made to unitholders of the Portfolio, and on liquidation, to participate equally in the net assets of the Portfolio remaining after satisfaction of outstanding liabilities. The trustee may terminate and dissolve a Portfolio by giving each unitholder 90 days' prior written notice. All units of each Portfolio are fully paid and non assessable when issued. Fractional units shall have the same rights, limitations and conditions which are provided for whole units of a Portfolio, other than the right to vote. Each whole unit of a Portfolio is entitled to one vote at meetings of unitholders of the Portfolio.

Meetings of securityholders

Meetings of unitholders of a Portfolio may be called at any time if the trustee determines it appropriate. Meetings of unitholders of a Portfolio will be required (unless an exemption has been granted by Canadian securities regulatory authorities) to obtain the approval of unitholders for certain matters, such as:

- a change in the fundamental investment objectives of a Portfolio;
- a change in the manager, other than to an affiliate of the present manager;
- a decrease in the frequency in the calculation of the net asset value of a Portfolio;
- a significant reorganization of a Portfolio; and
- to make certain material amendments to the Declaration of Trust.

If the basis of the calculation of a fee or expense that is charged to a Portfolio (or charged directly to the unitholders by a Portfolio or by the manager in connection with the holding of units of a Portfolio) is changed in a way that could result in an increase in charges to the Portfolio or to its unitholders, or if such a fee or expense is introduced, approval of unitholders of the Portfolio will not be obtained before making the change. Unitholders of the Portfolio will be sent a written notice advising of such change at least 60 days prior to the effective date of such change.

In certain circumstances, unitholders may not be required under applicable securities legislation to approve a fund merger. In these circumstances, unitholders may be sent a written notice of any proposed merger at least 60 days prior to the fund merger.

Unitholders holding at least 50% of the units of a Portfolio may request a meeting of unitholders of a Portfolio in certain circumstances upon satisfying certain conditions.

Distributions

The Portfolios make distributions of net income and net realized capital gains to unitholders to ensure that a Portfolio does not pay any tax. A portion of a distribution may include a return of capital. However, due to the tax loss restriction event rules, a Portfolio may make other distributions from time to time. Distributions are automatically reinvested in additional units of a Portfolio unless you request in writing that the Portfolio pay the distributions in cash. For more information about distributions, see *Income tax considerations* on page 26.

Name, formation and history of the Portfolios

The BMO Private Portfolios

The Portfolios consist of the following:

Name of Portfolio	Date Established
BMO Private Canadian Money Market Portfolio ¹	May 15, 1997
BMO Private Canadian Short-Mid Bond Portfolio	June 28, 2000
BMO Private Canadian Corporate Bond Portfolio	March 1, 2002
BMO Private Diversified Yield Portfolio	November 1, 2002
BMO Private Canadian Income Equity Portfolio ²	May 15, 1997
BMO Private Canadian Core Equity Portfolio ³	January 4, 1999
BMO Private Canadian Special Equity Portfolio ¹	May 15, 1997
BMO Private U.S. Equity Portfolio ¹	May 15, 1997
BMO Private U.S. Growth Equity Portfolio	June 28, 2000
BMO Private U.S. Special Equity Portfolio	September 29, 2006
BMO Private International Equity Portfolio ¹	January 28, 1998
BMO Private Emerging Markets Equity Portfolio	September 29, 2006

Each Portfolio is a mutual fund trust established under the laws of the Province of Ontario and governed by the Declaration of Trust dated as of May 15, 1997, as amended and restated February 20, 1998. The

¹ Prior to February 25, 1998, units in these Portfolios were offered by way of private placement.

² BMO Harris Canadian Income Equity Portfolio and Monogram Canadian Income Equity Fund II, both of which were offered by way of private placement, merged to form BMO Private Canadian Income Equity Portfolio on February 28, 2002.

³ BMO Harris Canadian Conservative Equity Portfolio, Monogram Canadian Conservative Equity Fund II and Monogram Canadian Conservative Equity Fund III, all of which were offered by way of private placement, merged to form BMO Private Canadian Conservative Equity Portfolio on February 28, 2002 which on July 8, 2016 changed its name to BMO Private Canadian Core Equity Portfolio.

Declaration of Trust was amended on January 4, 1999 (to add new funds), June 28, 2000 (to add new funds), December 5, 2001 (to allow for the distribution of portfolio securities to the unitholders in the Portfolios, to allow the Portfolios to return capital, to amend the names of certain Portfolios⁴ and to change the investment objectives of BMO Private Canadian Core Equity Portfolio, previously named BMO Private Canadian Conservative Equity Portfolio, to its current investment objectives), January 7, 2002 (to change the name of certain Portfolios⁵), March 1, 2002 (to add a new fund and to change the name of the Portfolios⁶), November 1, 2002 (to add a new fund), July 10, 2003 (to correct an ambiguity), October 26, 2004 (to correct an ambiguity), April 5, 2005 (to allow for the appointment of officers), November 1, 2005 (to add a new fund), February 1, 2006 (to add new funds), September 29, 2006 (to add new funds), February 6, 2007 (to allow for an IRC), September 18, 2007 (to change the name and investment objectives of BMO Private Diversified Yield Portfolio, previously named BMO Harris Diversified Trust Portfolio, to its current investment objectives), September 25, 2009 (to merge certain funds⁷), September 24, 2010 (to merge BMO Harris Growth Opportunities Portfolio into BMO Harris Canadian Growth Equity Portfolio), October 1, 2012

(to change the expenses payable by the Portfolios to include sub-advisory fees), October 26, 2012 (to change the name of BMO Private U.S. Special Equity Portfolio from BMO Harris International Special Equity Portfolio, and to change its investment objectives), January 25, 2013 (to change the name of BMO Private Canadian Short-Term Bond Portfolio from BMO Harris Canadian Bond Income Portfolio and of BMO Private Canadian Mid-Term Bond Portfolio from BMO Harris Canadian Total Return Bond Portfolio), May 7, 2014 (to amend Article 15 to ensure that a sufficient amount of income and net realized capital gains of a fund is declared payable to the unitholders of the fund for each taxation year (including taxation years that are deemed to end) so that the fund is not subject to normal income tax under Part I of the Tax Act for any taxation year), February 2, 2015 (to change the name of each Portfolio by replacing “Harris” with “Private” and making certain other changes⁸), July 8, 2016 (to merge BMO Private Canadian Growth Equity Portfolio into BMO Private Canadian Conservative Equity Portfolio and, following the merger, to change its name to BMO Private Canadian Core Equity Portfolio), May 4, 2018 (to comply with applicable securities legislation including, without limitation, the adoption of a standard settlement cycle for the Portfolios of within

⁴ The names of certain Portfolios were changed as follows: Monogram Canadian Growth Equity Fund (formerly, Monogram Canadian Balanced Growth Fund); Monogram Canadian Growth Equity Fund II (formerly, Monogram Growth Equity Fund); Monogram Canadian Growth Equity Fund III (formerly, Monogram Canadian Equity Fund); Monogram Canadian Growth Equity Fund IV (formerly, Monogram Balanced Growth Fund); Monogram Canadian Conservative Equity Fund (formerly, Monogram Canadian Conservative Equity Portfolio); Monogram Canadian Conservative Equity Fund II (formerly, Monogram Canadian Balanced Fund); Monogram Canadian Conservative Equity Fund III (formerly, Monogram Conservative Equity Fund); Monogram Canadian Income Equity Fund (formerly, Monogram Balanced Conservative Fund) and Monogram Canadian Income Equity Fund II (formerly, Monogram Canadian Income Fund).

⁵ The names of certain Portfolios were changed as follows: Monogram Canadian Growth Equity Portfolio (formerly, Monogram Canadian Growth Equity Fund); Monogram Canadian Conservative Equity Portfolio (formerly, Monogram Canadian Conservative Equity Fund) and Monogram Canadian Income Equity Portfolio (formerly, Monogram Canadian Income Equity Fund).

⁶ The names of certain Portfolios were changed as follows: BMO Harris Canadian Money Market Portfolio (formerly, Monogram Canadian Money Market Fund); BMO Harris Canadian Bond Income Portfolio (formerly, Monogram Canadian Fixed Income Fund); BMO Harris Canadian Total Return Bond Portfolio (formerly, Monogram Canadian Bond Fund); BMO Harris Canadian Dividend Income Portfolio (formerly, Monogram Canadian Dividend Fund); BMO Harris Canadian Income Equity Portfolio (formerly, Monogram Canadian Income Equity Portfolio); BMO Harris Canadian Conservative Equity Portfolio (formerly, Monogram Canadian Conservative Equity Portfolio); BMO Harris Canadian Growth Equity Portfolio (formerly, Monogram Canadian Growth Equity Portfolio); BMO Harris Canadian Special Growth Portfolio

(formerly, Monogram Canadian Special Growth Fund); BMO Harris U.S. Equity Portfolio (formerly, Monogram U.S. Equity Fund); BMO Harris U.S. Growth Portfolio (formerly, Monogram U.S. Growth Fund) and BMO Harris International Equity Portfolio (formerly, Monogram International Equity Fund).

⁷ BMO Harris Canadian Dividend Income Portfolio merged into BMO Private Canadian Income Equity Portfolio, BMO Harris Opportunity Bond Portfolio merged into BMO Private Canadian Mid-Term Bond Portfolio and BMO Harris Income Opportunity Bond Portfolio merged into BMO Private Canadian Short-Term Bond Portfolio.

⁸ The name of each Portfolio was changed as follows: BMO Private Canadian Money Market Portfolio (formerly, BMO Harris Canadian Money Market Portfolio); BMO Private Canadian Short-Term Bond Portfolio (formerly, BMO Harris Canadian Short-Term Bond Portfolio); BMO Private Canadian Mid-Term Bond Portfolio (formerly, BMO Harris Canadian Mid-Term Bond Portfolio); BMO Private Canadian Corporate Bond Portfolio (formerly, BMO Harris Canadian Corporate Bond Portfolio); BMO Private Diversified Yield Portfolio (formerly, BMO Harris Diversified Yield Portfolio); BMO Private Canadian Income Equity Portfolio (formerly, BMO Harris Canadian Income Equity Portfolio); BMO Private Canadian Conservative Equity Portfolio (formerly, BMO Harris Canadian Conservative Equity Portfolio); BMO Private Canadian Special Equity Portfolio (formerly, BMO Harris Canadian Special Growth Portfolio); BMO Private U.S. Equity Portfolio (formerly, BMO Harris U.S. Equity Portfolio); BMO Private U.S. Growth Equity Portfolio (formerly, BMO Harris U.S. Growth Portfolio); BMO Private U.S. Special Equity Portfolio (formerly, BMO Harris U.S. Special Equity Portfolio); BMO Private International Equity Portfolio (formerly, BMO Harris International Equity Portfolio) and BMO Private Emerging Markets Equity Portfolio (formerly, BMO Harris Emerging Markets Equity Portfolio).

two days after the date of a trade (T+2)) and July 9, 2021 (to merge BMO Private Canadian Short-Term Bond Portfolio into BMO Private Canadian Mid-Term Bond Portfolio and, following the merger, to change its name to BMO Private Canadian Short-Mid Bond Portfolio).

BMO Trust Company is currently the trustee of the Portfolios and has overall authority over the assets and affairs of each of the Portfolios. BMO Trust Company also acted as manager of the Portfolios until June 29, 2001 when BMO Trust Company appointed the manager, an affiliate of BMO Trust Company, as the manager of the Portfolios. The manager manages the Portfolios' investments and directs and administers the day-to-day affairs of each Portfolio. See *Responsibility for mutual fund administration* for additional details.

The principal office of the Portfolios is located at 1 First Canadian Place, 41st Floor, Toronto, Ontario, M5X 1A1.

On May 13, 2022, the manager (acting as portfolio manager) appointed CMIA as a sub-advisor for the BMO Private Emerging Markets Equity Portfolio.

On December 16, 2021, the manager (acting as portfolio manager) appointed CMIA as a sub-advisor for the BMO Private U.S. Equity Portfolio and the BMO Private International Equity Portfolio, replacing BMO Asset Management Corp. ("**BMO AM Corp.**") as a sub-advisor to these Portfolios.

On July 19, 2019, the manager (acting as portfolio manager) appointed Vontobel as a sub-advisor for the BMO Private U.S. Equity Portfolio.

On January 16, 2017, the manager (acting as portfolio manager) appointed William Blair as sub-advisor for BMO Private U.S. Special Equity Portfolio, replacing BMO AM Corp.

On April 20, 2015, the manager (acting as portfolio manager) appointed BMO AM Corp. and WCM as sub-advisors for BMO Private International Equity Portfolio, replacing Thornburg Investment Management, Inc. ("**Thornburg**") and McKinley Capital Management, LLC ("**McKinley**"), respectively.

On October 26, 2012, the manager (acting as portfolio manager) appointed BMO AM Corp. as sub-advisor for BMO Private U.S. Special Equity Portfolio, replacing GlobeFlex Capital, L.P.

On March 26, 2012, and in connection with the movement of the portfolio managers of BMO Private Diversified Yield Portfolio, BMO Private Canadian Income Equity Portfolio and BMO Private Canadian Core Equity Portfolio from the manager to BMO AM, BMO AM became the sub-advisor of these Portfolios.

On February 1, 2008, the manager (acting as portfolio manager) appointed McKinley Capital Management, Inc., now, McKinley Capital Management, LLC, Pyrford and Thornburg as the sub-advisors for BMO Private International Equity Portfolio, replacing The Boston Company Asset Management, LLC ("**TBCAM**").

On November 1, 2006, the manager (acting as portfolio manager) appointed TBCAM as sub-advisor for BMO Private International Equity Portfolio, replacing JP Morgan Investment Management Inc., which had been appointed on January 28, 1998 as a sub-advisor for BMO Private International Equity Portfolio and on June 28, 2000 as portfolio manager in connection with the Portfolio's investments in derivatives.

On September 28, 2004, the manager (acting as portfolio manager) appointed Sands Capital as sub-advisor for BMO Private U.S. Growth Equity Portfolio, replacing Harris Brettal Sullivan & Smith LLC.

Investment risk classification methodology

We assign an investment risk level to each Portfolio to provide you with further information to help you determine whether a Portfolio is appropriate for you. The methodology we use to determine the investment risk level of a Portfolio for purposes of the disclosure in this simplified prospectus and in a Portfolio's Fund Facts document is required to be determined in accordance with a standardized risk classification methodology mandated by the Canadian Securities Administrators that is based on a Portfolio's historical volatility as measured by the 10-year standard deviation of the monthly returns of the Portfolio, assuming the reinvestment of all income and capital gains distributions in additional units of the Portfolio. However, other types of risk, both measurable and non-measurable, may exist. It is also important to note that a Portfolio's historical volatility may not be indicative of its future volatility.

Using this methodology, we will generally assign an investment risk level based on a Portfolio's historical 10-year standard deviation in one of the following categories:

- Low
- Low to medium
- Medium
- Medium to high
- High

In certain instances, this methodology may produce a result that would require us to assign a lower investment risk level for a Portfolio which we believe may not be indicative of a Portfolio's future volatility. As a result, in addition to using the standardized risk classification methodology described above, we may increase a Portfolio's investment risk level if we determine that to be reasonable in the circumstances by taking into account other qualitative factors including, but not limited to, economic climate, portfolio management styles, sector concentration and types of investments made by a Portfolio and the liquidity of those investments.

In addition, if a Portfolio does not have at least 10 years of performance history, and if there is another Portfolio with 10 years of performance history that has the same manager, portfolio manager, investment objectives and investment strategies as the Portfolio, then the return history of the other Portfolio will be used for the remainder of the 10-year period when calculating the

standard deviation of the Portfolio. If such a Portfolio does not exist, then the return history of a reference index that reasonably approximates, or in the case of a newly established Portfolio is expected to reasonably approximate, the standard deviation of the Portfolio, will be used for the 10-year period, or for the remainder of the 10-year period, as the case may be, when calculating the standard deviation of the Portfolio. In the case of a Portfolio that has a change to its investment objectives the Portfolio will use its own performance history following the change and use the return history of a reference index that reasonably approximates the standard deviation of the Portfolio for the remainder of the 10-year period. This risk classification may change once the Portfolio has sufficient performance history. The investment risk level and the reference index for each Portfolio are reviewed at least annually and when it is no longer reasonable in the circumstances, such as where there is a material change in a Portfolio's investment objectives and/or investment strategies.

These investment risk levels do not necessarily correspond to a client's risk tolerance assessment. Please consult your BMO Private Wealth professional for advice regarding your personal circumstances.

Details about the standardized risk classification methodology used to identify the investment risk level of each Portfolio are available on request, at no cost to you, by calling us at 1-800-361-1392, by writing to us at 250 Yonge Street, 7th Floor, Toronto, ON M5B 2M8, or by emailing us at contactcentre@bmo.com.

A guide to using the fund descriptions

You will find key information about each of the Portfolios in the following pages. The following information is provided to help you more easily understand the specific information about each of the Portfolios described in this simplified prospectus.

Fund details

This section contains an overview of the Portfolio — what kind of fund it is and when it was established.

Each of BMO Private Canadian Money Market Portfolio, BMO Private Canadian Income Equity Portfolio, BMO Private Canadian Core Equity Portfolio, BMO Private Canadian Special Equity Portfolio, BMO Private U.S. Equity Portfolio and BMO Private International Equity Portfolio were previously offered by way of private placement.

This section identifies whether units of the Portfolio are qualified investments for registered plans. You should consult your tax advisor about the special rules that apply to each particular registered plan, including whether or not an investment in a Portfolio would be a prohibited investment for your registered plan.

This section also shows the name of the sub-advisor to the Portfolio — the company that provides investment advice to the portfolio manager on the Portfolio's investment portfolio.

All of the Portfolios are organized as mutual fund trusts that can issue an unlimited number of mutual fund trust units. When you invest in a Portfolio, you are buying units of a mutual fund trust.

What does the fund invest in?

This section outlines the investment objectives and investment strategies of each Portfolio. The assets of each Portfolio are invested in accordance with its investment objectives and policies and in compliance with the investment practices and restrictions adopted by that Portfolio. The fundamental investment objectives of a Portfolio may not be changed without the prior approval of a majority of the votes cast by unitholders at a meeting called specifically for such purpose. A Portfolio's **investment objectives** are the primary goals of the Portfolio and the type of securities in which the Portfolio primarily invests in. The Portfolio's **investment strategies** set out how the portfolio manager and sub-advisor seek to achieve the Portfolio's investment objectives.

Each of the Portfolios follows the standard investment restrictions and practices established by Canadian securities regulators, unless Canadian securities regulators have given the Portfolio approval to vary its strategies from these restrictions. If the manager and/or Portfolio have obtained an approval, we discuss it above under **Investment restrictions**. If the Portfolio has other investment restrictions, they are also set out in this section.

Where permitted by its investment strategies, a Portfolio may purchase securities of other mutual funds, including mutual funds or exchange traded funds that are managed by the manager or one of its affiliates or associates. A Portfolio that purchases securities of other mutual funds will select the underlying funds on the basis that they help the Portfolio achieve the same strategies that it uses when investing directly in those securities.

All of the Portfolios, except for BMO Private Canadian Money Market Portfolio, have previously provided 60 days' prior written notice to unitholders of their intention to use derivatives.

All of the Portfolios may engage in securities lending, repurchase and reverse repurchase transactions as described under **What is a mutual fund and what are the risks of investing in a mutual fund? – General investment risks** beginning on page 32. No Portfolio will enter into these transactions, however, unless it has provided to its unitholders not less than 60 days' prior written notice of its intention to do so before it commences such transaction.

In some cases, the investment strategies of a Portfolio may indicate that the Portfolio has percentage or other restrictions on its investment in certain types of securities. In these cases, if the restriction is adhered to at the time of investment and then later the market value of the investment, the rating of the investment, or the value of the Portfolio changes in a manner that causes the restriction to be exceeded, it is not a violation of the restriction.

Responsible investment approach

We define "responsible investment" as an investment approach that incorporates ESG analysis into the investment decision-making process and seeks to generate sustainable value for investors, shareholders, other company stakeholders and society as a whole. Certain Portfolios describe in their investment strategies that they use ESG strategies. However, responsible investment and ESG factor considerations are not a fundamental investment objective of these Portfolios.

See the investment strategies of each Portfolio for the specific ESG strategies used by certain sub-advisors in the investment process.

The investment strategies of some of the Portfolios use certain terms that are defined below:

- **General ESG integration:** Evaluations of companies, which may include consideration of ESG factors along with other factors, are conducted by the sub-advisor, using qualitative, quantitative, internal and/or external evaluation metrics and research. See the investment strategies of each applicable Portfolio for the role ESG factors play in the investment process and the weight given to ESG factors.

- *Exclusionary screening by industry:* Companies that are classified as deriving a material portion of their revenue, production or installed capacity from, or operating in specific industries, which include tobacco, weapons (controversial, nuclear and conventional) and coal, may be excluded from the available investment universe as set out in the investment strategies of the Portfolio. The thresholds for determining a material portion of revenue, production or installed capacity generally range from over 0% to 20%, depending on the industry or 5 gigawatts of electricity production based on coal per year and are subject to change. The sub-advisor's portfolio management team can override screens when they disagree with data providers, with written approval from the sub-advisor's investment committee.
- *Exclusionary screening by rating:* Companies with ESG scores in the bottom ~3% are generally excluded by the sub-advisor for certain Portfolios. The ESG rating system used by the sub-advisor is based on an internal ESG rating system, in which the sub-advisor applies data items from a third party data provider based on ESG factors for each company according to weights determined by industry materiality to generate a proprietary, materiality-weighted ESG score. The decision as to whether a security is excluded is ultimately investment-focused through risk and return considerations, with the ESG scores forming part of many factors considered, and with the final decision made by the sub-advisor's portfolio management team.
- *Company engagement:* Certain sub-advisors engage in active ownership which includes dialogue with companies held in the investment portfolio of certain Portfolios with the aim of alerting companies to ESG risks, proposing solutions to ESG challenges, moving towards best practices in managing ESG issues and impacting ESG performance. Company engagement encompasses a spectrum of ESG issues, across a range of sectors and geographies.

ESG factors used in general ESG integration and exclusionary screening by rating may include (i) environmental factors, such as carbon footprint, climate change, water risk, resource efficiency and environmental impact; (ii) social factors such as employee, customer, supplier and community relations, impacts on public health and human rights; and (iii) governance factors such as executive pay, board structure and oversight, and protection of minority shareholder interests. Each applicable sub-advisor can use various resources for evaluating and monitoring these ESG factors in a qualitative and quantitative manner including, but not limited to, internal and external research, company reports, company meetings, industry publications, news publications and/or analyst reports.

BMO Private Canadian Money Market Portfolio, BMO Private Canadian Short-Mid Bond Portfolio and BMO Private Canadian Corporate Bond Portfolio do not incorporate a responsible investing approach into the investment process. However, certain underlying funds held by these Portfolios may incorporate some form of ESG integration.

What are the risks of investing in the fund?

This section sets out the specific risks of investing in a Portfolio. You will find general information on the risks associated with investing in mutual funds on page 32.

Distribution policy

This section sets out how often distributions are made.

BMO Private Canadian Money Market Portfolio

FUND DETAILS

Type of fund:	Canadian money market
Securities offered:	Mutual fund trust units
Registered plan eligibility:	Qualified investment
Portfolio manager:	BMO Private Investment Counsel Inc. Toronto, Ontario
Sub-advisor:	BMO Asset Management Inc. Toronto, Ontario

What does the fund invest in?

Investment objectives

The Portfolio's investment objectives are to provide a high level of interest income and liquidity, and to preserve the capital invested.

The Portfolio invests primarily in high quality, low risk short-term debt instruments issued by governments and corporations in Canada, such as treasury bills, bankers' acceptances and commercial paper.

The Portfolio's fundamental investment objectives may not be changed without the prior approval of a majority of the votes cast by unitholders at a meeting called specifically for such purpose.

Investment strategies

The sub-advisor primarily uses the following strategies to seek to achieve the Portfolio's objectives:

- investment in securities rated R-1 (low) stable or higher at the time of investment by DBRS Limited or A-1 (low) or higher at the time of investment by Standard & Poor's Ratings Services (Canada) or the equivalent rating as defined by other designated rating organizations; and
- maintenance of a unit price of \$10.00 by crediting income daily and distributing it monthly.

None of the assets of the Portfolio may be invested in foreign securities.

The Portfolio may enter into securities lending, repurchase and reverse repurchase transactions to earn additional income. These transactions will be used in conjunction with the other investment strategies in a manner considered appropriate to achieving the Portfolio's investment objectives. Please see *Securities lending, repurchase and reverse repurchase transactions* on page 37 and *What does the fund invest in?* on page 46.

What are the risks of investing in the fund?

Investing in this Portfolio may involve the following risks:

- the yield on the Portfolio will vary with short-term interest rates, see risks associated with interest rates which are detailed on page 36 and
- although the Portfolio intends to maintain a constant price per unit of \$10.00, there is no assurance we can maintain a constant unit price as the value of the Portfolio's securities may fluctuate under certain conditions, including where interest rates are low or negative.

In addition to the general risks of investing in mutual funds described on page 32, the investment strategies may also involve the following risks, which are detailed on pages 32 to 38:

- changes in legislation;
- credit;
- cybersecurity;
- floating rate notes;
- IBOR transition;
- interest rates;
- money market fund;
- large investor; and
- securities lending, repurchase and reverse repurchase transactions.

Distribution policy

The Portfolio's net income is credited daily and distributed monthly to unitholders. Net realized capital gains are distributed to unitholders at the end of December. Distributions are automatically reinvested in additional units of the Portfolio unless you request in writing that the Portfolio pay the distributions in cash.

BMO Private Canadian Short-Mid Bond Portfolio

FUND DETAILS

Type of fund:	Canadian bond
Securities offered:	Mutual fund trust units
Registered plan eligibility:	Qualified investment
Portfolio manager:	BMO Private Investment Counsel Inc. Toronto, Ontario
Sub-advisor:	BMO Asset Management Inc. Toronto, Ontario

What does the fund invest in?

Investment objectives

The Portfolio's investment objective is to produce superior returns through a combination of interest income and capital growth while also pursuing capital preservation.

The Portfolio invests primarily in high quality fixed income securities such as bonds and debentures issued by governments and corporations in Canada that mature in more than one year.

The Portfolio's fundamental investment objective may not be changed without the prior approval of a majority of the votes cast by unitholders at a meeting called specifically for such purpose.

Investment strategies

The sub-advisor primarily uses the following strategies to seek to achieve the Portfolio's objectives:

- selection of fixed income securities in reference to the characteristics of a widely recognized Canadian short-term bond index or Canadian mid-term bond index (which include bonds with remaining effective terms greater than 1 year and less than or equal to 10 years);
- diversification of the Portfolio by allocating investments among government and corporate debt securities, including securities backed by mortgages or other financial assets;

- investment of a portion of the Portfolio's assets in non-investment grade fixed income securities;
- investment of up to 35% of the Portfolio's assets at the time of purchase in securities of exchange traded funds and other mutual funds, which may include funds that are managed by the manager or one of its affiliates or associates; and
- investment in cash or short-term instruments such as money market securities while seeking investment opportunities or for defensive purposes to reflect general economic and/or market conditions.

On occasion, up to 35% of the net assets of the Portfolio may be invested in foreign securities.

The Portfolio may use derivative instruments, such as options, futures, forward contracts, and swaps, for both hedging and non-hedging purposes, or to, among other things:

- protect the Portfolio against potential losses. For example, the sub-advisor may attempt to reduce the impact of security price fluctuations by using swaps;
- reduce the impact of volatility on the Portfolio. For example, the sub-advisor may attempt to reduce the impact of any adverse changes in interest rates and reduce the impact of currency fluctuations on the Portfolio's holdings by purchasing interest rate swaps or currency forwards/futures; and
- enhance yield or gain exposure to securities and markets instead of investing in the securities directly.

To the extent that an underlying fund in which the Portfolio invests uses derivatives, such underlying fund may use derivatives in a similar manner as permitted for the Portfolio. The Portfolio will only use derivatives as permitted by Canadian securities regulators.

The Portfolio may enter into securities lending, repurchase and reverse repurchase transactions to earn additional income. These transactions will be used in conjunction with the other investment strategies in a manner considered appropriate to achieving the Portfolio's investment objectives. Please see *Securities lending, repurchase and reverse repurchase transactions* on page 37 and *What does the fund invest in?* on page 46.

What are the risks of investing in the fund?

In addition to the general risks of investing in mutual funds described on page 32, the investment strategies may also involve the following risks, which are detailed on pages 32 to 38:

- changes in legislation;
- credit;
- currency;
- cybersecurity;
- derivatives transactions;
- fixed income investments;
- foreign investments;
- fund of funds;
- indexing;
- interest rates;
- issuer concentration*;
- large investor;
- mortgage related securities and asset backed securities; and
- securities lending, repurchase and reverse repurchase transactions.

*During the 12-month period immediately preceding April 20, 2023, up to 15.42% of the Portfolio's net asset value was invested in BMO Mid Federal Bond Index ETF and up to 15.76% of the Portfolio's net asset value was invested in BMO Short Federal Bond Index ETF.

Distribution policy

The Portfolio's net income is distributed monthly to unitholders. Net realized capital gains are distributed to unitholders in December. Distributions are automatically reinvested in additional units of the Portfolio unless you request in writing that the Portfolio pay the distributions in cash.

BMO Private Canadian Corporate Bond Portfolio

FUND DETAILS

Type of fund:	Canadian bond
Securities offered:	Mutual fund trust units
Registered plan eligibility:	Qualified investment
Portfolio manager:	BMO Private Investment Counsel Inc. Toronto, Ontario
Sub-advisor:	BMO Asset Management Inc. Toronto, Ontario

What does the fund invest in?

Investment objectives

The Portfolio's investment objective is to produce superior returns through a combination of interest income and capital growth while also pursuing capital preservation.

The Portfolio invests primarily in high quality fixed income securities such as bonds and debentures issued by Canadian corporations that mature in more than one year.

The Portfolio's fundamental investment objective may not be changed without the prior approval of a majority of the votes cast by unitholders at a meeting called specifically for such purpose.

Investment strategies

The sub-advisor primarily uses the following strategies to seek to achieve the Portfolio's objectives:

- selection of fixed income securities in reference to the characteristics of a widely recognized Canadian corporate bond index (which includes bonds with remaining effective terms of over one year);
- diversification of the Portfolio by allocating investments among corporate debt securities, including securities backed by mortgages or other financial assets;
- investment of a portion of the Portfolio's assets in non-investment grade fixed income securities;
- investment of up to 35% of the Portfolio's assets at the time of purchase in securities of exchange traded funds and other mutual funds, which may include funds that are managed by the manager or one of its affiliates or associates;

- investment of a portion of the Portfolio's assets in non-corporate investment grade fixed income securities; and
- investment of a portion of its assets in cash or short-term instruments such as money market securities and/or higher quality debt such as Government of Canada bonds while seeking investment opportunities or for defensive purposes to reflect general economic and/or market conditions.

On occasion, up to 35% of the net assets of the Portfolio may be invested in foreign securities.

The Portfolio may use derivative instruments, such as options, futures, forward contracts, and swaps, for both hedging and non-hedging purposes, or to, among other things:

- protect the Portfolio against potential losses. For example, the sub-advisor may attempt to reduce the impact of security price fluctuations by using swaps;
- reduce the impact of volatility on the Portfolio. For example, the sub-advisor may attempt to reduce the impact of any adverse changes in interest rates and reduce the impact of currency fluctuations on the Portfolio's holdings by purchasing interest rate swaps or currency forwards/futures; and
- enhance yield or gain exposure to securities and markets instead of investing in the securities directly.

To the extent that an underlying fund in which the Portfolio invests uses derivatives, such underlying fund may use derivatives in a similar manner as permitted for the Portfolio. The Portfolio will only use derivatives as permitted by Canadian securities regulators.

The Portfolio may enter into securities lending, repurchase and reverse repurchase transactions to earn additional income. These transactions will be used in conjunction with the other investment strategies in a manner considered appropriate to achieving the Portfolio's investment objectives. Please see *Securities lending, repurchase and reverse repurchase transactions* on page 37 and *What does the fund invest in?* on page 46.

What are the risks of investing in the fund?

In addition to the general risks of investing in mutual funds described on page 32, the investment strategies may also involve the following risks, which are detailed on pages 32 to 38:

- changes in legislation;
- credit;
- currency;
- cybersecurity;
- derivatives transactions;
- fixed income investments;
- foreign investments;
- fund of funds;
- indexing;
- interest rates;
- large investor;
- mortgage related securities and asset backed securities; and
- securities lending, repurchase and reverse repurchase transactions.

Distribution policy

The Portfolio's net income is distributed monthly to unitholders. Net realized capital gains are distributed to unitholders in December. Distributions are automatically reinvested in additional units of the Portfolio unless you request in writing that the Portfolio pay the distributions in cash.

BMO Private Diversified Yield Portfolio

FUND DETAILS

Type of fund:	Canadian equity
Securities offered:	Mutual fund trust units
Registered plan eligibility:	Qualified investment
Portfolio manager:	BMO Private Investment Counsel Inc. Toronto, Ontario
Sub-advisor:	BMO Asset Management Inc. Toronto, Ontario

What does the fund invest in?

Investment objectives

The Portfolio's investment objective is to provide income by investing primarily in a diversified portfolio of Canadian securities.

The Portfolio's fundamental investment objective may not be changed without the prior approval of a majority of the votes cast by unitholders at a meeting called specifically for such purpose.

Investment strategies

The sub-advisor primarily uses the following strategies to seek to achieve the Portfolio's objectives:

- bottom-up security selection;
- quantitative and traditional fundamental analyses;
- analysis of the projected earnings growth and cash flows and payout ratios;
- analysis of the quality of the management teams;
- analysis of the business fundamentals;
- analysis of balance sheet strength, credit ratings, and relative valuation considerations; and
- diversification across industries to ensure that the Portfolio is not overly sensitive to a particular line of business.

The sub-advisor uses the following ESG strategy: general ESG integration. While ESG factors may be considered in general ESG integration, such factors are not necessarily weighted heavily in the investment decision-making process. Please see *Responsible investment approach* on page 46.

The Portfolio may invest, but is not limited to investing, in common equities, preferred equity, income trusts, royalty trusts, real estate investment trusts, convertible debentures, and fixed income securities. The Portfolio may invest up to 35% of its assets in securities of exchange traded funds, including exchange traded funds that are managed by one of the manager's affiliates or associates.

On occasion, up to 35% of the net assets of the Portfolio may be invested in foreign securities.

The Portfolio may use derivative instruments, such as options, futures, forward contracts, and swaps, for both hedging and non-hedging purposes, or to, among other things:

- protect the Portfolio against potential losses. For example, the sub-advisor may attempt to reduce the impact of security price fluctuations by using swaps;
- reduce the impact of volatility on the Portfolio. For example, the sub-advisor may attempt to reduce the impact of any adverse changes in interest rates and reduce the impact of currency fluctuations on the Portfolio's holdings by purchasing interest rate swaps or currency forwards/futures; and
- enhance yield or gain exposure to securities and markets instead of investing in the securities directly.

The Portfolio may also use derivative instruments, primarily options, to attempt to generate income in the Portfolio. To the extent that an underlying fund in which the Portfolio invests uses derivatives, such underlying fund may use derivatives in a similar manner as permitted for the Portfolio. The Portfolio will only use derivatives as permitted by Canadian securities regulators.

The Portfolio may also hold a portion of its assets in cash or short-term instruments such as money market securities and/or fixed income securities such as Government of Canada bonds and/or bonds and debentures issued by Canadian corporations that mature in more than one year while seeking investment opportunities or for defensive purposes to reflect general economic and/or market conditions.

The Portfolio may enter into securities lending, repurchase and reverse repurchase transactions to earn additional income. These transactions will be used in conjunction with the other investment strategies in a manner considered appropriate to achieving the Portfolio's investment objectives. Please see *Securities lending, repurchase and reverse repurchase transactions* on page 37 and *What does the fund invest in?* on page 46.

What are the risks of investing in the fund?

In addition to the general risks of investing in mutual funds described on page 32, the investment strategies may also involve the following risks, which are detailed on pages 32 to 38:

- changes in legislation;
- commodity;
- credit;
- currency;
- cybersecurity;
- derivatives transactions;
- equity investments;
- ESG investing;
- fixed income investments;
- foreign investments;
- fund of funds;
- indexing;
- interest rates;
- large investor; and
- securities lending, repurchase and reverse repurchase transactions.

Distribution policy

The Portfolio's net income is distributed quarterly to unitholders in March, June, September and December. Net realized capital gains will be distributed to unitholders in December. Distributions are automatically reinvested in additional units of the Portfolio unless you request in writing that the Portfolio pay the distributions in cash.

BMO Private Canadian Income Equity Portfolio

FUND DETAILS

Type of fund:	Canadian equity
Securities offered:	Mutual fund trust units
Registered plan eligibility:	Qualified investment
Portfolio manager:	BMO Private Investment Counsel Inc. Toronto, Ontario
Sub-advisor:	BMO Asset Management Inc. Toronto, Ontario

What does the fund invest in?

Investment objectives

The Portfolio's investment objective is to provide a higher than average income stream primarily from income, royalties and distributions or dividends of equity securities of Canadian issuers.

The Portfolio's fundamental investment objective may not be changed without the prior approval of a majority of the votes cast by unitholders at a meeting called specifically for such purpose.

Investment strategies

The sub-advisor primarily uses the following strategies to seek to achieve the Portfolio's objectives:

- bottom-up security selection;
- quantitative and traditional fundamental analyses;
- analysis of the company's projected earnings growth;
- analysis of the quality of the company's management; and
- identification of reasonable stock price valuations relative to other companies in the same industry.

The sub-advisor uses the following ESG strategy: general ESG integration. While ESG factors may be considered in general ESG integration, such factors are not necessarily weighted heavily in the investment decision-making process. Please see *Responsible investment approach* on page 46.

On occasion, up to 35% of the net assets of the Portfolio may be invested in foreign securities.

The Portfolio may use derivative instruments, such as options, futures, forward contracts, and swaps, for both hedging and non-hedging purposes, or to, among other things:

- protect the Portfolio against potential losses. For example, the sub-advisor may attempt to reduce the impact of security price fluctuations by using swaps;
- reduce the impact of volatility on the Portfolio. For example, the sub-advisor may attempt to reduce the impact of any adverse changes in interest rates and reduce the impact of currency fluctuations on the Portfolio's holdings by purchasing interest rate swaps or currency forwards/futures; and
- enhance yield or gain exposure to securities and markets instead of investing in the securities directly.

To the extent that an underlying fund in which the Portfolio invests uses derivatives, such underlying fund may use derivatives in a similar manner as permitted for the Portfolio. The Portfolio will only use derivatives as permitted by Canadian securities regulators.

The Portfolio may hold a portion of its assets in cash or short-term instruments such as money market securities while seeking investment opportunities or for defensive purposes to reflect general economic and/or market conditions.

The Portfolio may enter into securities lending, repurchase and reverse repurchase transactions to earn additional income. These transactions will be used in conjunction with the other investment strategies in a manner considered appropriate to achieving the Portfolio's investment objectives. Please see *Securities lending, repurchase and reverse repurchase transactions* on page 37 and *What does the fund invest in?* on page 46.

What are the risks of investing in the fund?

In addition to the general risks of investing in mutual funds described on page 32, the investment strategies may also involve the following risks, which are detailed on pages 32 to 38:

- changes in legislation;
- commodity;
- currency;
- cybersecurity;
- derivatives transactions;
- equity investments;
- ESG investing;
- foreign investments;
- issuer concentration;
- large investor; and
- securities lending, repurchase and reverse repurchase transactions.

Distribution policy

The Portfolio's net income is distributed quarterly to unitholders in March, June, September and December. Net realized capital gains are distributed to unitholders in December. Distributions are automatically reinvested in additional units of the Portfolio unless you request in writing that the Portfolio pay the distributions in cash.

BMO Private Canadian Core Equity Portfolio

FUND DETAILS

Type of fund:	Canadian equity
Securities offered:	Mutual fund trust units
Registered plan eligibility:	Qualified investment
Portfolio manager:	BMO Private Investment Counsel Inc. Toronto, Ontario
Sub-advisor:	BMO Asset Management Inc. Toronto, Ontario

What does the fund invest in?

Investment objectives

The Portfolio's investment objective is to provide long-term capital appreciation through investing primarily in equity securities of large Canadian issuers.

The Portfolio's fundamental investment objective may not be changed without the prior approval of a majority of the votes cast by unitholders at a meeting called specifically for such purpose.

Investment strategies

The sub-advisor primarily uses the following strategies to seek to achieve the Portfolio's objectives:

- bottom-up security selection;
- quantitative and traditional fundamental analyses;
- analysis of the company's projected earnings growth;
- analysis of the quality of the company's management; and
- identification of reasonable stock price valuations relative to other companies in the same industry.

The sub-advisor uses the following ESG strategy: general ESG integration. While ESG factors may be considered in general ESG integration, such factors are not necessarily weighted heavily in the investment decision-making process. Please see *Responsible investment approach* on page 46.

On occasion, up to 35% of the net assets of the Portfolio may be invested in foreign securities.

The Portfolio may use derivative instruments, such as options, futures, forward contracts, and swaps, for both hedging and non-hedging purposes, or to, among other things:

- protect the Portfolio against potential losses. For example, the sub-advisor may attempt to reduce the impact of security price fluctuations by using swaps;
- reduce the impact of volatility on the Portfolio. For example, the sub-advisor may attempt to reduce the impact of any adverse changes in interest rates and reduce the impact of currency fluctuations on the Portfolio's holdings by purchasing interest rate swaps or currency forwards/futures; and
- enhance yield or gain exposure to securities and markets instead of investing in the securities directly.

To the extent that an underlying fund in which the Portfolio invests uses derivatives, such underlying fund may use derivatives in a similar manner as permitted for the Portfolio. The Portfolio will only use derivatives as permitted by Canadian securities regulators.

The Portfolio may hold a portion of its assets in cash or short-term instruments such as money market securities while seeking investment opportunities or for defensive purposes to reflect general economic and/or market conditions.

The Portfolio may enter into securities lending, repurchase and reverse repurchase transactions to earn additional income. These transactions will be used in conjunction with the other investment strategies in a manner considered appropriate to achieving the Portfolio's investment objectives. Please see *Securities lending, repurchase and reverse repurchase transactions* on page 37 and *What does the fund invest in?* on page 46.

What are the risks of investing in the fund?

In addition to the general risks of investing in mutual funds described on page 32, the investment strategies may also involve the following risks, which are detailed on pages 32 to 38:

- changes in legislation;
- commodity;
- currency;
- cybersecurity;
- derivatives transactions;
- equity investments;
- ESG investing;
- foreign investments;
- issuer concentration;
- large investor; and
- securities lending, repurchase and reverse repurchase transactions.

Distribution policy

The Portfolio's net income and net realized capital gains are distributed to unitholders in December. Distributions are automatically reinvested in additional units of the Portfolio unless you request in writing that the Portfolio pay the distributions in cash.

BMO Private Canadian Special Equity Portfolio

FUND DETAILS

Type of fund:	Canadian small and mid-capitalization equity
Securities offered:	Mutual fund trust units
Registered plan eligibility:	Qualified investment
Portfolio manager:	BMO Private Investment Counsel Inc. Toronto, Ontario
Sub-advisor:	BMO Asset Management Inc. Toronto, Ontario

What does the fund invest in?

Investment objectives

The Portfolio's investment objective is to provide above average capital growth over the long-term by investing in small and mid sized Canadian companies whose shares are listed on a Canadian stock exchange.

The Portfolio's fundamental investment objective may not be changed without the prior approval of a majority of the votes cast by unitholders at a meeting called specifically for such purpose.

Investment strategies

The sub-advisor primarily uses the following strategies to seek to achieve the Portfolio's objectives:

- analysis of the financial results and statistics of the company to determine if the company's stock is well priced;
- analysis of the company's projected earnings and cash flow;
- analysis of the company's operations and research and development to assess the company's potential for future growth;
- analysis of the quality of the company's management;
- analysis of the financial health of the company; and
- continuous monitoring of the company for changes that may affect its profitability.

The sub-advisor uses the following ESG strategy: general ESG integration. While ESG factors may be considered in general ESG integration, such factors are not necessarily weighted heavily in the investment decision-making process. Please see **Responsible investment approach** on page 46.

On occasion, up to 35% of the net assets of the Portfolio may be invested in foreign securities.

The Portfolio may use derivative instruments, such as options, futures, forward contracts, and swaps, for both hedging and non-hedging purposes, or to, among other things:

- protect the Portfolio against potential losses. For example, the sub-advisor may attempt to reduce the impact of security price fluctuations by using swaps;
- reduce the impact of volatility on the Portfolio. For example, the sub-advisor may attempt to reduce the impact of any adverse changes in interest rates and reduce the impact of currency fluctuations on the Portfolio's holdings by purchasing interest rate swaps or currency forwards/futures; and
- enhance yield or gain exposure to securities and markets instead of investing in the securities directly.

To the extent that an underlying fund in which the Portfolio invests uses derivatives, such underlying fund may use derivatives in a similar manner as permitted for the Portfolio. The Portfolio will only use derivatives as permitted by Canadian securities regulators.

The Portfolio may hold a portion of its assets in cash or short-term instruments such as money market securities while seeking investment opportunities or for defensive purposes to reflect general economic and/or market conditions.

The Portfolio may enter into securities lending, repurchase and reverse repurchase transactions to earn additional income. These transactions will be used in conjunction with the other investment strategies in a manner considered appropriate to achieving the Portfolio's investment objectives. Please see **Securities lending, repurchase and reverse repurchase transactions** on page 37 and **What does the fund invest in?** on page 46.

What are the risks of investing in the fund?

In addition to the general risks of investing in mutual funds described on page 32, the investment strategies may also involve the following risks, which are detailed on pages 32 to 38:

- changes in legislation;
- commodity;
- currency;
- cybersecurity;
- derivatives transactions
- equity investments;
- ESG investing;
- foreign investments;
- large investor;
- liquidity;
- securities lending, repurchase and reverse repurchase transactions; and
- small companies.

Distribution policy

The Portfolio's net income and net realized capital gains are distributed to unitholders in December. Distributions are automatically reinvested in additional units of the Portfolio unless you request in writing that the Portfolio pay the distributions in cash.

BMO Private U.S. Equity Portfolio

FUND DETAILS

Type of fund:	U.S. equity
Securities offered:	Mutual fund trust units
Registered plan eligibility:	Qualified investment
Portfolio manager:	BMO Private Investment Counsel Inc. Toronto, Ontario
Sub-advisors:	Columbia Management Investment Advisers, LLC Boston, Massachusetts Vontobel Asset Management, Inc. New York, New York

What does the fund invest in?

Investment objectives

The Portfolio's investment objective is to provide long-term capital appreciation by investing primarily in larger capitalization U.S. equity securities.

The Portfolio's fundamental investment objective may not be changed without the prior approval of a majority of the votes cast by unitholders at a meeting called specifically for such purpose.

Investment strategies

The portfolio manager and the sub-advisors primarily use a combination of the following strategies to seek to achieve the Portfolio's objectives:

- selection of securities that are considered to be undervalued and to represent stronger than average growth characteristics;
- selection of securities that are considered to be well-managed businesses with consistent operating histories and financial performance, and have favourable long-term economic prospects;
- usage of a disciplined investment process designed to maintain a diversified portfolio of equity securities of higher quality companies;
- target investment of at least 60% of the Portfolio's assets in common stock of large capitalization companies; and
- may invest up to 40% of the Portfolio's assets in securities of exchange traded funds and other mutual funds, which may include funds that are managed by one of the portfolio manager's affiliates or associates.

CMIA uses the following ESG strategies: general ESG integration and exclusionary screening by rating. Vontobel uses the following ESG strategy: general ESG integration. While ESG factors may be considered in general ESG integration, such factors are not necessarily weighted heavily in the investment decision-making process. Please see *Responsible investment approach* on page 46.

Up to 100% of the net assets of the Portfolio may be invested in foreign securities.

The Portfolio may use derivative instruments, such as options, futures, forward contracts, and swaps, for both hedging and non-hedging purposes, or to, among other things:

- protect the Portfolio against potential losses. For example, the sub-advisors may attempt to reduce the impact of security price fluctuations by using swaps;
- reduce the impact of volatility on the Portfolio. For example, the sub-advisors may attempt to reduce the impact of any adverse changes in interest rates and reduce the impact of currency fluctuations on the Portfolio's holdings by purchasing interest rate swaps or currency forwards/futures; and
- enhance yield or gain exposure to securities and markets instead of investing in the securities directly.

To the extent that an underlying fund in which the Portfolio invests uses derivatives, such underlying fund may use derivatives in a similar manner as permitted for the Portfolio. The Portfolio will only use derivatives as permitted by Canadian securities regulators.

The Portfolio may hold a portion of its assets in cash or short-term instruments such as money market securities while seeking investment opportunities or for defensive purposes to reflect general economic and/or market conditions.

The Portfolio may enter into securities lending, repurchase and reverse repurchase transactions to earn additional income. These transactions will be used in conjunction with the other investment strategies in a manner considered appropriate to achieving the Portfolio's investment objectives. Please see *Securities lending, repurchase and reverse repurchase transactions* on page 37 and *What does the fund invest in?* on page 46.

What are the risks of investing in the fund?

In addition to the general risks of investing in mutual funds described on page 32, the investment strategies may also involve the following risks, which are detailed on pages 32 to 38:

- changes in legislation;
- commodity;
- currency;
- cybersecurity;
- derivatives transactions;
- equity investments;
- ESG investing;
- foreign investments;
- fund of funds;
- indexing;
- issuer concentration;*
- large investor; and
- securities lending, repurchase and reverse repurchase transactions.

*During the 12-month period immediately preceding April 20, 2023, up to 38.15% of the Portfolio's net asset value was invested in the BMO S&P 500 Index ETF – USD Units.

Distribution policy

The Portfolio's net income and net realized capital gains are distributed to unitholders in December. Distributions are automatically reinvested in additional units of the Portfolio unless you request in writing that the Portfolio pay the distributions in cash.

BMO Private U.S. Growth Equity Portfolio

FUND DETAILS

Type of fund:	U.S. equity
Securities offered:	Mutual fund trust units
Registered plan eligibility:	Qualified investment
Portfolio manager:	BMO Private Investment Counsel Inc. Toronto, Ontario
Sub-advisor:	Sands Capital Management, LLC Arlington, Virginia

What does the fund invest in?

Investment objectives

The Portfolio's investment objective is to provide above average long-term capital growth by investing in the equity securities of large capitalization, U.S.-based companies.

The Portfolio's fundamental investment objective may not be changed without the prior approval of a majority of the votes cast by unitholders at a meeting called specifically for such purpose.

Investment strategies

The sub-advisor primarily uses the following strategies to seek to achieve the Portfolio's objectives:

- analysis of a company with consistently superior growth in revenues and earnings;
- analysis of a company in a promising business with distinct competitive advantage;
- analysis of a company with proven management; and
- analysis of a company with very strong transparent financial statements.

The sub-advisor uses the following ESG strategies: general ESG integration. While ESG factors may be considered in general ESG integration, such factors are not necessarily weighted heavily in the investment decision-making process. Please see **Responsible investment approach** on page 46.

Up to 100% of the net assets of the Portfolio may be invested in foreign securities.

The Portfolio may use derivative instruments, such as options, futures, forward contracts, and swaps, for both hedging and non-hedging purposes, or to, among other things:

- protect the Portfolio against potential losses. For example, the sub-advisor may attempt to reduce the impact of security price fluctuations by using swaps;
- reduce the impact of volatility on the Portfolio. For example, the sub-advisor may attempt to reduce the impact of any adverse changes in interest rates and reduce the impact of currency fluctuations on the Portfolio's holdings by purchasing interest rate swaps or currency forwards/futures; and
- enhance yield or gain exposure to securities and markets instead of investing in the securities directly.

To the extent that an underlying fund in which the Portfolio invests uses derivatives, such underlying fund may use derivatives in a similar manner as permitted for the Portfolio. The Portfolio will only use derivatives as permitted by Canadian securities regulators.

The Portfolio may hold a portion of its assets in cash or short-term instruments such as money market securities while seeking investment opportunities or for defensive purposes to reflect general economic and/or market conditions.

The Portfolio may use depository receipts as part of its investment strategy.

The Portfolio may enter into securities lending, repurchase and reverse repurchase transactions to earn additional income. These transactions will be used in conjunction with the other investment strategies in a manner considered appropriate to achieving the Portfolio's investment objectives. Please see **Securities lending, repurchase and reverse repurchase transactions** on page 37 and **What does the fund invest in?** on page 46.

What are the risks of investing in the fund?

In addition to the general risks of investing in mutual funds described on page 32, the investment strategies may also involve the following risks, which are detailed on pages 32 to 38:

- changes in legislation;
- commodity;
- currency;
- cybersecurity;
- derivatives transactions;
- equity investments;
- ESG investing;
- foreign investments;
- issuer concentration;*;
- large investor; and
- securities lending, repurchase and reverse repurchase transactions.

*During the 12-month period immediately preceding April 20, 2023, up to 10.19% of the Portfolio's net asset value was invested in Visa Inc., Class A.

Distribution policy

The Portfolio's net income and net realized capital gains are distributed to unitholders in December. Distributions are automatically reinvested in additional units of the Portfolio unless you request in writing that the Portfolio pay the distributions in cash.

BMO Private U.S. Special Equity Portfolio

FUND DETAILS

Type of fund:	U.S. small and mid capitalization equity
Securities offered:	Mutual fund trust units
Registered plan eligibility:	Qualified investment
Portfolio manager:	BMO Private Investment Counsel Inc. Toronto, Ontario
Sub-advisor:	William Blair Investment Management, LLC Chicago, Illinois

What does the fund invest in?

Investment objectives

The Portfolio's investment objective is to achieve long-term growth through capital appreciation by primarily investing in equity securities of small and mid capitalization U.S. companies.

The Portfolio's fundamental investment objective may not be changed without the prior approval of a majority of the votes cast by unitholders at a meeting called specifically for such purpose.

Investment strategies

The sub-advisor primarily uses the following strategies to seek to achieve the Portfolio's objectives:

- bottom-up security selection;
- quantitative and traditional fundamental analyses;
- analysis of the financial results, financial condition and potential future growth of the company; and
- identification of companies showing improvement in the growth rates of one or more fundamental metrics, such as revenue, earnings or margins.

The sub-advisor uses the following ESG strategy: general ESG integration. While ESG factors may be considered in general ESG integration, such factors are not necessarily weighted heavily in the investment decision-making process. Please see *Responsible investment approach* on page 46.

Up to 100% of the net assets of the Portfolio may be invested in foreign securities.

The Portfolio may use derivative instruments, such as options, futures, forward contracts, and swaps, for both hedging and non-hedging purposes, or to, among other things:

- protect the Portfolio against potential losses. For example, the sub-advisor may attempt to reduce the impact of security price fluctuations by using swaps;
- reduce the impact of volatility on the Portfolio. For example, the sub-advisor may attempt to reduce the impact of any adverse changes in interest rates and reduce the impact of currency fluctuations on the Portfolio's holdings by purchasing interest rate swaps or currency forwards/futures; and
- enhance yield or gain exposure to securities and markets instead of investing in the securities directly.

To the extent that an underlying fund in which the Portfolio invests uses derivatives, such underlying fund may use derivatives in a similar manner as permitted for the Portfolio. The Portfolio will only use derivatives as permitted by Canadian securities regulators.

The Portfolio may hold a portion of its assets in cash or short-term instruments such as money market securities while seeking investment opportunities or for defensive purposes to reflect general economic and/or market conditions.

The Portfolio may enter into securities lending, repurchase and reverse repurchase transactions to earn additional income. These transactions will be used in conjunction with the other investment strategies in a manner considered appropriate to achieving the Portfolio's investment objectives. Please see *Securities lending, repurchase and reverse repurchase transactions* on page 37 and *What does the fund invest in?* on page 46.

What are the risks of investing in the fund?

In addition to the general risks of investing in mutual funds described on page 32, the investment strategies may also involve the following risks, which are detailed on pages 32 to 38:

- changes in legislation;
- commodity;
- currency;
- cybersecurity;
- derivatives transactions;
- equity investments;
- ESG investing;
- foreign investments;
- large investor;
- liquidity;
- securities lending, repurchase and reverse repurchase transactions; and
- small companies.

Distribution policy

The Portfolio's net income and net realized capital gains are distributed to unitholders in December. Distributions are automatically reinvested in additional units of the Portfolio unless you request in writing that the Portfolio pay the distributions in cash.

BMO Private International Equity Portfolio

FUND DETAILS

Type of fund:	International equity
Securities offered:	Mutual fund trust units
Registered plan eligibility:	Qualified investment
Portfolio manager:	BMO Private Investment Counsel Inc. Toronto, Ontario
Sub-advisors:	Columbia Management Investment Advisers, LLC Boston, Massachusetts Pyrford International Limited London, England WCM Investment Management Laguna Beach, California

What does the fund invest in?

Investment objectives

The Portfolio's investment objective is to provide long-term capital appreciation by investing in a diversified portfolio of primarily equity securities of issuers throughout the world, other than in Canada and the United States.

The Portfolio's fundamental investment objective may not be changed without the prior approval of a majority of the votes cast by unitholders at a meeting called specifically for such purpose.

Investment strategies

The portfolio manager and sub-advisors primarily use the following strategies to seek to achieve the Portfolio's objectives:

- analysis of the financial information available for each potential investment, including a company's operations and potential for growth;
- quantitative and traditional fundamental analyses, including bottom-up security selection;
- analysis of the quality of the company's management;
- analysis of whether the stock is attractively priced in the market;

- analysis of the economic outlook for various countries/regions and industries;
- analysis of expected changes in currency exchange rates; and
- may invest up to 20% of the Portfolio's assets in securities of other mutual funds, which may include mutual funds that are managed by the manager or one of its affiliates or associates.

CMIA uses the following ESG strategies: general ESG integration and exclusionary screening by rating. While ESG factors may be considered in general ESG integration, such factors are not necessarily weighted heavily in the investment decision-making process. Please see ***Responsible investment approach*** on page 46.

Up to 100% of the net assets of the Portfolio may be invested in foreign securities.

The Portfolio may invest some of its assets in securities of companies located in emerging markets and in small and medium capitalization companies. The Portfolio's assets will be diversified by industry and country to help reduce risk.

The Portfolio may use derivative instruments, such as options, futures, forward contracts, and swaps, for both hedging and non-hedging purposes, or to, among other things:

- protect the Portfolio against potential losses. For example, the sub-advisors may attempt to reduce the impact of security price fluctuations by using swaps;
- reduce the impact of volatility on the Portfolio. For example, the sub-advisors may attempt to reduce the impact of any adverse changes in interest rates and reduce the impact of currency fluctuations on the Portfolio's holdings by purchasing interest rate swaps or currency forwards/futures; and
- enhance yield or gain exposure to securities and markets instead of investing in the securities directly.

To the extent that an underlying fund in which the Portfolio invests uses derivatives, such underlying fund may use derivatives in a similar manner as permitted for the Portfolio. The Portfolio will only use derivatives as permitted by Canadian securities regulators.

The Portfolio may hold a portion of its assets in cash or short-term instruments such as money market securities while seeking investment opportunities or for defensive purposes to reflect general economic and/or market conditions.

The Portfolio may enter into securities lending, repurchase and reverse repurchase transactions to earn additional income. These transactions will be used in conjunction with the other investment strategies in a manner considered appropriate to achieving the Portfolio's investment objectives. Please see *Securities lending, repurchase and reverse repurchase transactions* on page 37 and *What does the fund invest in?* on page 46.

What are the risks of investing in the fund?

In addition to the general risks of investing in mutual funds described on page 32, the investment strategies may also involve the following risks, which are detailed on pages 32 to 38:

- changes in legislation;
- commodity;
- currency;
- cybersecurity;
- derivatives transactions;
- equity investments;
- ESG investing;
- foreign investments;
- fund of funds;
- large investor;
- liquidity;
- securities lending, repurchase and reverse repurchase transactions; and
- small companies.

Distribution policy

The Portfolio's net income and net realized capital gains are distributed to unitholders in December. Distributions are automatically reinvested in additional units of the Portfolio unless you request in writing that the Portfolio pay the distributions in cash.

BMO Private Emerging Markets Equity Portfolio

FUND DETAILS

Type of fund:	Emerging markets equity
Securities offered:	Mutual fund trust units
Registered plan eligibility:	Qualified investment
Portfolio manager:	BMO Private Investment Counsel Inc. Toronto, Ontario
Sub-advisors:	Columbia Management Investment Advisers, LLC Boston, Massachusetts Comgest SA Paris, France

What does the fund invest in?

Investment objectives

The Portfolio's investment objective is to achieve long-term growth through capital appreciation through primarily investing in securities of companies in emerging markets or companies with a connection to emerging markets.

The Portfolio's fundamental investment objective may not be changed without the prior approval of a majority of the votes cast by unitholders at a meeting called specifically for such purpose.

Investment strategies

The portfolio manager and sub-advisors primarily use the following strategies to seek to achieve the Portfolio's objectives:

- bottom-up security selection;
- traditional fundamental and quantitative analyses;
- analysis of a company's balance sheet and earnings;
- analysis of the quality of the company's management;
- select attractively priced companies that show exceptional characteristics with strong competitive positions that are likely to appreciate steadily over the long-term; and
- may invest up to 30% of the Portfolio's assets in securities of exchange traded funds and other mutual funds, which may include funds that are managed by the manager or one of its affiliates or associates.

CMIA uses the following ESG strategies: general ESG integration and exclusionary screening by rating. For CMIA, while ESG factors may be considered in general ESG integration, such factors are not necessarily weighted heavily in the investment decision-making process. Comgest uses the following ESG strategies: general ESG integration, exclusionary screening by industry and/or company engagement. For Comgest, ESG factors are a significant component of the investment decision-making process in general ESG integration. Comgest uses company engagement as a strategy on a case-by-case basis with companies where there are material ESG risks that can be mitigated and/or ESG opportunities that can be developed. When Comgest engages on ESG issues, such as remuneration, diversity, or corporate governance, Comgest tailors questions and recommendations to the circumstances of the company. Comgest also regularly joins other investors to take part in collaborative engagement initiatives in order to influence companies and encourage them to make improvements in specific ESG areas. Comgest considers an engagement to be successful when the company has demonstrated the willingness to improve as well as taken steps to achieve what Comgest has requested. Comgest also reviews the company's public reports to monitor what changes have been made, as well as whether other relevant key performance indicators show evidence of the company's improvement. Please see ***Responsible investment approach*** on page 19.

The Portfolio may also invest in securities of companies that trade in emerging markets, or that trade anywhere in the world and earn more than half of their revenue from production, operations or sales in emerging markets.

Up to 100% of the net assets of the Portfolio may be invested in foreign securities.

The Portfolio may use derivative instruments, such as options, futures, forward contracts, and swaps, for both hedging and non-hedging purposes, or to, among other things:

- protect the Portfolio against potential losses. For example, the sub-advisors may attempt to reduce the impact of security price fluctuations by using swaps;
- reduce the impact of volatility on the Portfolio. For example, the sub-advisors may attempt to reduce the impact of any adverse changes in interest rates and reduce the impact of currency fluctuations on the Portfolio's holdings by purchasing interest rate swaps or currency forwards/futures; and
- enhance yield or gain exposure to securities and markets instead of investing in the securities directly.

To the extent that an underlying fund in which the Portfolio invests uses derivatives, such underlying fund may use derivatives in a similar manner as permitted for the Portfolio. The Portfolio will only use derivatives as permitted by Canadian securities regulators.

The Portfolio may hold a portion of its assets in cash or short-term instruments such as money market securities while seeking investment opportunities or for defensive purposes to reflect general economic and/or market conditions.

The Portfolio may enter into securities lending, repurchase and reverse repurchase transactions to earn additional income. These transactions will be used in conjunction with the other investment strategies in a manner considered appropriate to achieving the Portfolio's investment objectives. Please see *Securities lending, repurchase and reverse repurchase transactions* on page 37 and *What does the fund invest in?* on page 46.

What are the risks of investing in the fund?

In addition to the general risks of investing in mutual funds described on page 32, the investment strategies may also involve the following risks, which are detailed on pages 32 to 38:

- changes in legislation;
- commodity;
- currency;
- cybersecurity;
- derivatives transactions;
- equity investments;
- ESG investing;
- foreign investments;
- fund of funds;
- issuer concentration;*
- large investor;
- liquidity;
- securities lending, repurchase and reverse repurchase transactions; and
- small companies.

*During the 12-month period immediately preceding April 20, 2023, up to 28.05% of the Portfolio's net asset value was invested in the iShares MSCI Emerging Markets ETF.

Distribution policy

The Portfolio's net income and net realized capital gains are distributed to unitholders in December. Distributions are automatically reinvested in additional units of the Portfolio unless you request in writing that the Portfolio pay the distributions in cash.

BMO Private Portfolios

BMO Private Canadian Money Market Portfolio
BMO Private Canadian Short-Mid Bond Portfolio
BMO Private Canadian Corporate Bond Portfolio
BMO Private Diversified Yield Portfolio
BMO Private Canadian Income Equity Portfolio
BMO Private Canadian Core Equity Portfolio

BMO Private Canadian Special Equity Portfolio
BMO Private U.S. Equity Portfolio
BMO Private U.S. Growth Equity Portfolio
BMO Private U.S. Special Equity Portfolio
BMO Private International Equity Portfolio
BMO Private Emerging Markets Equity Portfolio

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Additional information about the Portfolios is available in the Portfolios' Fund Facts document, management reports of fund performance and financial statements. These documents are incorporated by reference into this simplified prospectus, which means that they legally form part of this simplified prospectus just as if they were printed in it. To obtain a copy of the Fund Facts document, management reports of fund performance and financial statements at no cost, call toll free 1-800-361-1392, e-mail us at contact.centre@bmo.com or ask your BMO Private Wealth professional.

These documents and other information about the Portfolios such as information circulars and material contracts are available at BMO Private Investment Counsel Inc.'s designated website at www.bmo.com/privatewealth/regulatory-documents/bpic/ or at www.sedar.com.

BMO Private Investment Counsel Inc.
41st Floor, 1 First Canadian Place, Toronto, Ontario M5X 1A1

www.bmo.com/privatewealth