

This pricing supplement and the short form base shelf prospectus dated June 1, 2018 to which it relates, as amended or supplemented (the “Base Shelf Prospectus”) and each document incorporated by reference into the Base Shelf Prospectus, constitutes a public offering of securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

The Notes to be offered hereunder have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”) and, except as stated under “Plan of Distribution”, may not be offered, sold or delivered, directly or indirectly, in the United States of America, its territories, its possessions and other areas subject to its jurisdiction or to, or for the account or benefit of, a U.S. person (as defined in Regulation S under the U.S. Securities Act).

Information has been incorporated by reference in this pricing supplement from documents filed with the securities commissions or similar regulatory authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary, Bank of Montreal, 100 King St. West, 1 First Canadian Place, 21st Floor, Toronto, Ontario, M5X 1A1, telephone: (416) 867-6785 and are also available electronically at www.sedar.com.

Pricing Supplement No. 1349 dated February 4, 2020
(to the short form base shelf prospectus dated June 1, 2018)



**Bank of Montreal Callable Income Buffer
Principal At Risk Notes, BPB Series 23 (CAD), Due February 28, 2025
(Unsecured)
Maximum \$15,000,000**

This pricing supplement qualifies the distribution of Bank of Montreal Callable Income Buffer Principal At Risk Notes, BPB Series 23 (CAD) (the “Notes”) issued by Bank of Montreal (the “Bank”) and scheduled to mature on February 28, 2025 (“Maturity” or “Maturity Date”). The Notes offer potential monthly coupon payments for investors while providing partial downside protection provided by a “buffer” against a 25% decline in the S&P/TSX 60 Index (Price Return Version) (the “Reference Index”) over the term of the Notes. The Notes provide partial protection only and, as such, investors should be comfortable with the risk of losing some or a substantial portion of their principal investment in the Notes. The Notes are denominated in Canadian dollars and all payments owing under the Notes will be made in Canadian dollars.

Subject to the Notes being automatically called, Holders will be entitled to receive a monthly coupon payment equal to 0.3167% (equivalent to 3.80% per annum) (the “Coupon”), so long as the Closing Level is equal to or above the Coupon Knock-Out Level on the relevant Observation Date. The “Coupon Knock-Out Level” will be set at 70% of the Initial Level. If the Closing Level is equal to or above the AutoCall Level on any Observation Date after the seventeenth Observation Date, the Notes will be automatically called by the Bank and Holders will receive the Principal Amount plus the applicable Coupon on the corresponding Coupon Payment Date (in this case, the Call Date). If the Closing Level is never equal to or above the AutoCall Level on any Observation Date after the seventeenth Observation Date, the Notes will not be automatically called by the Bank. The Notes cannot be automatically called prior to the eighteenth Observation Date. The “AutoCall Level” will be set at 110% of the Initial Level.

If the Notes are not automatically called before Maturity, a Holder will be entitled to receive a Maturity Payment based on the price performance of the Reference Index equal to: (i) the Principal Amount of the Notes, if the Closing Level is equal to or above the Buffer Level on the Final Valuation Date, or (ii) the Principal Amount of the Notes, reduced by an amount equal to any incremental decline in the Reference Index beyond the Protection Buffer if the Index Return is negative by more than 25% over the term of the Notes (i.e., beyond the Protection Buffer), subject to a minimum principal repayment of \$25.00 per Note. If the Final Level is also equal to or above the Coupon Knock-Out Level, a Holder will be entitled to receive the

Amounts paid to Holders will depend on the price performance of the Reference Index. The Notes are not designed to be alternatives to fixed income or money market investments. Bank of Montreal does not guarantee that Holders will receive any return or repayment of their principal investment in the Notes at Maturity, subject to a minimum principal repayment of \$25.00 per Note. Since the Notes are not fully protected beyond the Protection Buffer and the Principal Amount will be at risk, it is possible that a Holder could lose some or a substantial portion of his or her principal investment in the Notes, subject to the Minimum Payment Amount.. See “Additional Risk Factors Specific to the Notes”.

Coupon that would be due and payable in respect of the Final Observation Date. The maximum return that a Holder may receive on the Notes is 19.00%, assuming the payment of a Coupon on each Coupon Payment Date as well as the repayment of the Principal Amount of \$100.00 per Note at Maturity. There will be no participation in any price appreciation of the Reference Index over the term of the Notes.

The Notes provide a downside “buffer” that fully protects against a decline in the Reference Index up to 25% and then only incremental losses will be incurred thereafter. The Principal Amount is only partially protected under these Notes and Holders will sustain losses from any decline in the Reference Index beyond the Protection Buffer (subject to the minimum principal repayment of \$25.00 per Note). The “Initial Level” will be the Closing Level on the Issue Date. The “Buffer Level” will be set at 75% of the Initial Level. See “Description of the Notes” for additional details and examples on the calculation and timing of Coupon payments, the automatic call feature and the Protection Buffer at Maturity. In certain special circumstances, it may be necessary to substitute the Reference Index with a successor index or adjust the calculation and timing for payments under the Notes. See “Special Circumstances”.

An investment in the Notes does not represent a direct or indirect investment in any of the constituent securities that comprise the Reference Index. Holders do not have an ownership interest or other interest (including, without limitation, voting rights or rights to receive dividends or distributions) in any of the constituent securities comprising the Reference Index. Holders only have a right against the Bank to be paid any amounts due under the Notes. The Closing Level is used as a reference to determine whether a Coupon will be payable following an Observation Date, whether the Notes will be automatically called by the Bank and the timing and amount of principal repayment under the Notes. **The Notes are linked to the S&P/TSX 60 Index (Price Return Version) which reflects only the applicable price changes of its constituent securities and not the payment of dividends, distributions or other income or amounts accruing thereon.**

Price: \$100.00 Per Note
Minimum Subscription: \$100,000.00 (1,000 Notes)

	Price	Offering Expenses⁽²⁾	Proceeds to the Bank
Per Note	\$100.00	Nil	\$100.00
Total Notes ⁽¹⁾	\$15,000,000.00	Nil	\$15,000,000.00

(1) Reflects the maximum Offering size. The Bank reserves the right to change the maximum Offering size in its sole and absolute discretion. **There is no minimum amount of funds that must be raised under the Offering. This means that the Bank could complete the Offering after raising only a small proportion of the Offering amount set out above.**

(2) There is no selling concession fee for the Notes. A fee of up to \$0.20 per Note will be payable by the Bank to HSBC Securities (Canada) Inc. at closing for acting as independent agent.

The Notes are being offered exclusively to clients of BMO Private Investment Counsel Inc. This pricing supplement has been prepared to assist in making an investment decision with respect to the Notes offered hereby, and does not relate to the Reference Index, the Index Sponsor, any of the constituent securities comprising the Reference Index or any issuers of such constituent securities. Information contained in this pricing supplement relating to the Reference Index has been derived from and is based solely upon publicly available information, and its accuracy cannot be guaranteed. None of the Bank, BMO Nesbitt Burns Inc., HSBC Securities (Canada) Inc. or any of their respective affiliates or associates, including BMO Private Investment Counsel Inc., has any obligation or responsibility for the provision of any future information in respect of the Reference Index, the Index Sponsor, any of the constituent securities comprising the Reference Index or any issuers of such constituent securities. Investors shall have no recourse against the Bank, the Dealers or any of their respective affiliates or associates, including BMO Private Investment Counsel Inc., in connection with any information relating to the Reference Index, the Index Sponsor, any of the constituent securities comprising the Reference Index or any issuers of such constituent securities, that is not contained in this pricing supplement. None of the Index Sponsor or such issuers have participated in the preparation of this pricing supplement and the Notes are not in any way sponsored, endorsed, sold or promoted by any of them. See “Description of the Notes” and “The Reference Index”.

BMO Capital Markets will use reasonable efforts under normal market conditions to provide a daily secondary market for the sale of the Notes by Holders through the order entry system operated by Fundserv Inc., but reserves the right to elect not to do so in the future, in its sole and absolute discretion, without prior notice to Holders. Except in certain special circumstances described under “Secondary Market”, a Note may be sold to BMO Capital Markets through Fundserv on a daily basis at a price equal to the Bid Price for a Note determined by BMO Capital Markets in its sole and absolute discretion. BMO Capital Markets reserves the right to suspend the secondary market, if any, at any time in its sole and absolute discretion, including in

the event that the Calculation Agent is unable to fairly and accurately determine a Bid Price for the Notes. A Holder will not be able to sell a Note prior to Maturity other than through a secondary market, if any, provided by BMO Capital Markets. See “Secondary Market”. Holders choosing to sell their Notes prior to Maturity may receive a price at a discount, which could be substantial, from the Maturity Payment that would be payable if the Notes were maturing on such date. See “Secondary Market” for factors affecting the Bid Price for the Notes. Holders are not entitled to redeem their Notes prior to Maturity and there is no guarantee that any secondary market which may develop will be liquid or sustainable.

BMO Nesbitt Burns Inc. and HSBC Securities (Canada) Inc., as agents of the Bank (the “**Dealers**”), have agreed to solicit offers to purchase the Notes, on a reasonable best efforts basis, if, as and when such Notes are issued by the Bank pursuant to the terms and conditions contained in the Dealer Agreement and subject to the approval of certain legal matters by Torys LLP, as counsel to the Bank, and Stikeman Elliott LLP, as counsel to the Dealers. The Notes will be offered at a price of \$100.00 per Note. The Dealers will not be entitled to receive any upfront fee for the Notes. While the Dealers have agreed to use their reasonable best efforts to sell the Notes offered hereby, they will not be obligated to purchase the Notes which are not sold. A fee of up to \$0.20 per Note will be payable by the Bank to HSBC Securities (Canada) Inc. at closing for acting as independent agent.

BMO Nesbitt Burns Inc., one of the Dealers, is a wholly owned subsidiary of the Bank. **As a result, the Bank is a “related issuer” of BMO Nesbitt Burns Inc. for the purposes of National Instrument 33-105 - Underwriting Conflicts.** See “Plan of Distribution”.

The closing of this offering (the “**Offering**”) is scheduled to occur on or about March 2, 2020 or on such other date as the Bank and the Dealers may agree (the “**Issue Date**”). Subscriptions for the Notes will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without prior notice to investors. Funds in respect of all subscriptions shall be payable at the time of subscription. Subscriptions for the Notes will be made through Fundserv’s transaction processing system under the code “JHN11079”, which will result in funds being accumulated in a non-interest bearing account of BMO Capital Markets pending execution of all documents required for the Offering and satisfaction of closing conditions. If for any reason the closing of the Offering does not occur, all subscription funds will be returned to subscribers without interest or deduction.

The Notes are not a suitable investment for a prospective purchaser who does not understand their terms or the risks involved in holding the Notes. It is possible that no Coupon payments will be made on the Notes and Holders could lose some or a substantial portion of their principal investment in the Notes. Therefore, the Notes are not suitable investments for any Holder who needs or expects to receive any return or a specific return on investment or needs or expects to have the Principal Amount repaid at Maturity or otherwise. The Notes are designed for investors with a medium-term investment horizon who are comfortable with the possibility of the Notes being automatically called by the Bank prior to Maturity and who are prepared to assume the risks associated with receiving payments based on the Closing Levels on the Observation Dates and the potential for a loss of principal and non-payment of Coupons. There can be no assurance that the Notes will generate positive returns or avoid losses for Holders.

The Bank expects the estimated value of the Notes on the Issue Date, based on its internal pricing models, will be \$99.77 per \$100.00 principal amount, which is less than the issue price. The estimated value is not an indication of actual profit to the Bank or any of its affiliates, nor is it an indication of the price at which BMO Capital Markets or any other person may be willing to purchase the Notes. See “Additional Risk Factors Specific to the Notes – General Risks Relating to Principal At Risk Notes – Estimated Value of the Notes”.

Holders will not receive any dividends or any other distributions that they might otherwise receive if they directly owned the constituent securities of the Reference Index and Holders could lose some or a substantial portion of their principal investment in the Notes if the Final Level is below the Buffer Level on the Final Valuation Date. Prospective purchasers should also take into account additional risk factors associated with the Offering. See “Suitability for Investment” and “Additional Risk Factors Specific to the Notes”.

The Notes will constitute direct, unconditional obligations of the Bank to the extent the Bank is obligated to make payments to Holders under the Notes. The Notes will be issued on an unsecured and unsubordinated basis and will rank equally, as among themselves, and with all other outstanding direct, unsecured and unsubordinated, present and future obligations of the Bank (except as otherwise prescribed by law), and will be payable ratably without any preference or priority. **The Notes will not be deposits that are insured under the *Canada Deposit Insurance Corporation Act* or any**

other deposit insurance regime designed to ensure the payment of all or a portion of a deposit upon the insolvency of the deposit taking financial institution. See “Description of the Notes — Rank; No Deposit Insurance”.

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PROSPECTUS FOR NOTES

The Notes will be issued under the Note Program and will be direct, unsubordinated and unsecured debt obligations of the Bank. The Notes are described in two separate documents: (1) the Base Shelf Prospectus, and (2) this pricing supplement, which collectively constitute the “prospectus” for the Notes.

DOCUMENTS INCORPORATED BY REFERENCE

This pricing supplement is deemed to be incorporated by reference into the Base Shelf Prospectus solely for the purpose of the Note Program and the Notes issued hereunder.

The following documents, filed by the Bank with the Office of the Superintendent of Financial Institutions and/or the various securities commissions or similar authorities in Canada, are specifically incorporated by reference into and form an integral part of this pricing supplement:

- (i) the Bank’s Annual Information Form dated December 3, 2019;
- (ii) the Bank’s audited consolidated financial statements as at and for the year ended October 31, 2019 with comparative consolidated financial statements as at and for the year ended October 31, 2018, together with the auditors’ report thereon and the auditors’ report on internal control over financial reporting as of October 31, 2019 under the standards of the Public Company Accounting Oversight Board (United States);
- (iii) the Bank’s Management’s Discussion and Analysis as contained in the Bank’s Annual Report as of October 31, 2019;
- (iv) the Bank’s Management Proxy Circular dated February 7, 2019 in connection with the annual meeting of shareholders of the Bank held on April 2, 2019; and
- (v) the Bank’s marketing materials titled “Bank of Montreal Callable Income Buffer Principal At Risk Notes, BPB Series 23 (CAD), Due February 28, 2025” dated the date hereof.

Any statement contained in the Base Shelf Prospectus, this pricing supplement or in a document incorporated or deemed to be incorporated by reference herein or in the Base Shelf Prospectus for the purposes of the Offering shall be deemed to be modified or superseded for purposes of this pricing supplement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein or in the Base Shelf Prospectus modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement nor include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement is not to be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that was required to be stated or that was necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this pricing supplement.

FORWARD-LOOKING STATEMENTS

Certain statements included in this pricing supplement constitute forward-looking statements, including those identified by the expressions “anticipate”, “believe”, “plan”, “estimate”, “expect”, “intend” and similar expressions to the extent they relate to the Bank or the Reference Index. The forward-looking statements are not historical facts but reflect the Bank’s current expectations regarding future results or events and are based on information currently available to management. Reference is also made to the disclosure relating to forward-looking statements contained in the Bank’s most recent Management’s Discussion and Analysis. These forward-looking statements are subject to a number of risks and uncertainties that could cause actual results or events to differ materially from current expectations or a forecast, projection or conclusion in such forward-looking statements, including the matters discussed under “Certain Risk Factors” in the Base Shelf Prospectus and “Additional Risk Factors Specific to the Notes” in this pricing supplement.

INFORMATION RELATING TO THE NOTES

The Notes are being offered exclusively to clients of BMO Private Investment Counsel Inc. This pricing supplement has been prepared to assist in making an investment decision with respect to the Notes offered hereby and does not relate to the Reference Index, the Index Sponsor, any of the constituent securities comprising the Reference Index or any issuers of such constituent securities. The Bank has taken reasonable care to ensure that the facts stated in this pricing supplement with respect to the Notes are true and accurate in all material respects. All information contained in this pricing supplement regarding the Reference Index is derived from and is based solely upon publicly available information and its accuracy cannot be guaranteed. In addition, certain information contained in this pricing supplement was obtained from public sources. None of the Bank, the Dealers or any of their respective affiliates or associates, including BMO Private Investment Counsel Inc., has any obligation or responsibility for the provision of future information in respect of the Reference Index, the Index Sponsor, any of the constituent securities comprising the Reference Index or any issuers of such constituent securities.

Information about the Reference Index can be found at <http://www.standardandpoors.com/home/en/us> or other publicly available sources. The content of any website referred to in this pricing supplement is not incorporated by reference in, and does not form part of, this pricing supplement. Holders may inquire about the daily Bid Price of the Notes and the Closing Level used by the Calculation Agent to make its determinations and calculations on each Observation Date by contacting your local BMO Private Investment Counsel Inc. Investment Counsellor at 1-800-844-6442, or calling BMO Capital Markets at 1-866-864-7760 to speak to someone in English and 1-866-529-0017 to speak to someone in French.

SUITABILITY FOR INVESTMENT

An investment in the Notes is suitable only for investors prepared to assume risks associated with equity investing. There is no guarantee that any Coupons will be paid to Holders or that a Holder's principal investment will be fully protected under the Notes, other than the payment of \$25.00 per Note (the "**Minimum Payment Amount**"). The Notes may be automatically called by the Bank prior to Maturity. The Notes differ from conventional debt and fixed income investments because they do not guarantee Holders a return or any income stream prior to Maturity and the return at Maturity is not calculated by reference to a fixed or floating rate of interest that is determinable prior to Maturity. **It is possible that the Reference Index will decline from the Initial Level, and that the Final Level could be below the Buffer Level on the Valuation Date, in which case Holders could lose up to 75% of their principal investment in the Notes.** Accordingly, the Notes may not be suitable investments for investors requiring or expecting certainty of yield or guaranteed principal repayment at Maturity or otherwise. There is no assurance that the Notes will be able to meet the investment objectives of Holders or avoid losses to Holders. Investors could lose some or a substantial portion of their principal investment in the Notes. Prospective purchasers should take into account additional risk factors associated with the Offering. See "Additional Risk Factors Specific to the Notes". Neither the Bank nor the Dealers make any recommendation as to whether the Notes are a suitable investment for any person or the suitability of investing in securities generally. Prospective purchasers should only make a decision to invest in the Notes after carefully considering, with their advisors, the suitability of an investment in the Notes in light of their objectives and the information in this pricing supplement.

ELIGIBILITY FOR INVESTMENT

In the opinion of Torys LLP, counsel to the Bank, the Notes offered hereby will, at the date of issue, be qualified investments under the *Income Tax Act* (Canada) and the regulations thereunder (collectively, the "**Tax Act**") for trusts governed by registered retirement savings plans, registered retirement income funds, registered education savings plans, registered disability savings plans, tax-free savings accounts and deferred profit sharing plans (other than a trust governed by a deferred profit sharing plan to which contributions are made by the Bank or by an employer with which the Bank does not deal at arm's length within the meaning of the Tax Act).

SUMMARY OF THE OFFERING

This is a summary of the Offering of Notes under this pricing supplement. Because this is a summary, it does not contain all of the information that may be important to investors, and investors should read the more detailed information appearing elsewhere in this pricing supplement. In this summary, unless otherwise specified, the “Bank” refers to Bank of Montreal and “BMO Capital Markets” refers to a company owned by the Bank called BMO Nesbitt Burns Inc. and any of its affiliates. Capitalized terms that are used but not defined in this summary are defined in “Glossary of Terms” and elsewhere in this pricing supplement. The Notes are denominated in Canadian dollars and in this pricing supplement “\$” refers to Canadian dollars unless otherwise specified.

Issue:	Bank of Montreal Callable Income Buffer Principal At Risk Notes, BPB Series 23 (CAD), Due February 28, 2025.
Issuer:	Bank of Montreal.
Subscription Price:	\$100.00 per Note.
Minimum Subscription:	A Holder must invest a minimum of \$100,000.00 (1,000 Notes). The Bank reserves the right to change the minimum subscription in its sole and absolute discretion.
Issue Size:	The maximum issue size for the Notes will be \$15,000,000.00. The Bank reserves the right to change the maximum issue size in its sole and absolute discretion.
Issue Date:	The Notes will be issued on or about March 2, 2020.
Maturity Date:	The Notes will mature on February 28, 2025. The term to Maturity is approximately five (5) years, subject to the Notes being automatically called by the Bank. The Notes are not redeemable at the option of a Holder. An Early Payment Amount may be paid on the occurrence of an Extraordinary Event. See “Special Circumstances — Extraordinary Event”.
Objective of the Notes:	The objective of the Notes is to generate monthly coupon payments for investors while providing partial downside protection provided by a “buffer” against a 25% decline in the price return of the Reference Index.
Reference Index:	The S&P/TSX 60 Index (Price Return Version) is a large cap index comprising 60 actively traded Canadian companies. The Reference Index is market cap weighted, representing approximately 73% of Canada’s equity market capitalization. The Reference Index also represents the Canadian component of the S&P Global 1200 Index. The Reference Index is maintained by the S&P/TSX Canadian Index Committee, whose members include representatives from both S&P and TSX. It follows a set of published guidelines and policies that provide the transparent methodologies used to maintain the index. The Notes are not sponsored, endorsed, sold or promoted by S&P Dow Jones Indices LLC, Dow Jones, S&P, their respective affiliates, or TSX and none of S&P Dow Jones Indices LLC, Dow Jones, S&P, their respective affiliates or TSX make any representation regarding the advisability of investing in the Notes. The dividend yield of the S&P/TSX 60 Index on January 31, 2020 was 3.09%, representing an aggregate dividend yield of approximately 16.44% compounded annually over the term of the Notes (assuming the dividend yield remains constant). An investment in the Notes does not represent a direct or indirect investment in any of the constituent securities that comprise the Reference Index. Holders have no right or entitlement to the dividends or distributions paid on such securities.
Initial Level:	Closing Level on the Issue Date.
Final Level:	Closing Level on the Observation Date that triggers the Notes to be automatically called by the Bank or on the Final Valuation Date.

Coupon Payments:	Subject to the occurrence of an Extraordinary Event or the Notes being automatically called by the Bank, a Holder will be entitled to receive for each Note a monthly coupon payment on each Coupon Payment Date equal to 0.3167% (equivalent to 3.80% per annum), provided that the Closing Level is equal to or above the Coupon Knock-Out Level on the applicable Observation Date. If the Closing Level is below the Coupon Knock-Out Level on an Observation Date, then no Coupon will be payable to a Holder on the related Coupon Payment Date. If the Closing Level is below the Coupon Knock-Out Level on all Observation Dates, there will be no Coupons paid to Holders during the term of the Notes. See “Description of the Notes — Coupon Payments” and “Additional Risk Factors Specific to the Notes”.
Coupon Knock-Out Level:	70% of the Initial Level.
AutoCall Feature:	The Notes will be automatically called by the Bank if the Closing Level is equal to or above the AutoCall Level on any Observation Date after the seventeenth Observation Date. If the AutoCall feature is triggered, Holders will receive the Principal Amount plus the applicable Coupon on the corresponding Coupon Payment Date (in this case, the Call Date). If the Closing Level is never equal to or above the AutoCall Level on any Observation Date after the seventeenth Observation Date, the Notes will not be automatically called by the Bank. If the Notes are automatically called by the Bank before Maturity, the Notes will be cancelled and Holders will not be entitled to receive any subsequent payments in respect of the Notes.
AutoCall Level:	110% of the Initial Level, triggering the Notes to be automatically called by the Bank if the Closing Level is equal to or above the AutoCall Level on any Observation Date after the seventeenth Observation Date. The Notes cannot be automatically called prior to the eighteenth Observation Date.
Buffer Level:	75% of the Initial Level (or an Index Return of -25%).
Protection Buffer:	25%, resulting in full principal protection against a decline in the Closing Level up to 25% from the Initial Level and a minimum payment of \$25.00 per Note at Maturity. In other words, the Notes provide a “buffer” against an initial loss of 25% and the Principal Amount will be reduced by 1% for each 1% decline in the Reference Index beyond the Protection Buffer, subject to the Minimum Payment Amount of \$25.00 per Note.
Maturity Payment:	Subject to the occurrence of an Extraordinary Event or the Notes being automatically called by the Bank, a Holder will receive repayment of some or all of the Principal Amount at Maturity based on the Closing Level on the Final Valuation Date. Holders will not participate in any price appreciation of the Reference Index over the term of the Notes and Holders have no right or entitlement to the dividends or distributions paid on any of the constituent securities that comprise the Reference Index. The Maturity Payment will be determined as follows: (i) If the Final Level is equal to or above the Buffer Level on the Final Valuation Date (i.e., within the Protection Buffer), a Holder will receive a Maturity Payment equal to the Principal Amount. In this case, the Final Level would be above the Coupon Knock-Out Level on the Final Valuation Date, so a Holder will be entitled to receive the Coupon that would be due and payable in respect of the Final Valuation Date. (ii) If the Final Level is below the Buffer Level on the Final Valuation Date (i.e., beyond the Protection Buffer), a Holder will receive a Maturity Payment that is less than the Principal Amount, as the Principal Amount will be reduced by 1% for each 1% decline in the Reference Index beyond the Protection Buffer. In this case, the Maturity Payment will be calculated using the following formula (rounded to two decimal places), subject to the Minimum Payment Amount:

$$\text{Principal Amount} + [\text{Principal Amount} \times (\text{Index Return} + 25\%)]$$

In this case, if the Final Level is equal to or above the Coupon Knock-Out Level on the Final Valuation Date, a Holder will be entitled to receive the Coupon that would be due and payable in respect of the Final Valuation Date. If the Final Level is below the Coupon Knock-Out Level on the Final Valuation Date, there would be no Coupon payable in respect of the Final Valuation Date.

While a Holder's principal investment will be fully protected against a decline in the Reference Index within the Protection Buffer, it is possible for Holders to lose up to 75% of their original investment in the Notes. The calculation and timing of the payments at Maturity may be adjusted upon the occurrence of certain special circumstances. See "Special Circumstances".

**Observation Dates and
Coupon Payment Dates:**

The Closing Level will be observed on each Observation Date, subject to the occurrence of any special circumstances (see "Special Circumstances") or the Notes being automatically called by the Bank. The Notes cannot be automatically called prior to the eighteenth Observation Date. The specific Observation Dates, Coupon Payment Dates and potential Call Dates for the Notes will be as follows:

Period	Observation Date	Coupon Payment Date/Call Date
1	March 24, 2020	March 31, 2020 (Not Callable)
2	April 23, 2020	April 30, 2020 (Not Callable)
3	May 22, 2020	May 29, 2020 (Not Callable)
4	June 23, 2020	June 30, 2020 (Not Callable)
5	July 24, 2020	July 31, 2020 (Not Callable)
6	August 24, 2020	August 31, 2020 (Not Callable)
7	September 23, 2020	September 30, 2020 (Not Callable)
8	October 23, 2020	October 30, 2020 (Not Callable)
9	November 23, 2020	November 30, 2020 (Not Callable)
10	December 22, 2020	December 31, 2020 (Not Callable)
11	January 22, 2021	January 29, 2021 (Not Callable)
12	February 19, 2021	February 26, 2021 (Not Callable)
13	March 24, 2021	March 31, 2021 (Not Callable)
14	April 23, 2021	April 30, 2021 (Not Callable)
15	May 21, 2021	May 31, 2021 (Not Callable)
16	June 23, 2021	June 30, 2021 (Not Callable)
17	July 23, 2021	July 30, 2021 (Not Callable)
18	August 24, 2021	August 31, 2021
19	September 23, 2021	September 30, 2021
20	October 22, 2021	October 29, 2021
21	November 23, 2021	November 30, 2021
22	December 22, 2021	December 31, 2021
23	January 24, 2022	January 31, 2022
24	February 18, 2022	February 28, 2022
25	March 24, 2022	March 31, 2022
26	April 22, 2022	April 29, 2022
27	May 24, 2022	May 31, 2022
28	June 23, 2022	June 30, 2022
29	July 22, 2022	July 29, 2022
30	August 24, 2022	August 31, 2022
31	September 23, 2022	September 30, 2022
32	October 24, 2022	October 31, 2022
33	November 23, 2022	November 30, 2022

34	December 21, 2022	December 30, 2022
35	January 24, 2023	January 31, 2023
36	February 21, 2023	February 28, 2023
37	March 24, 2023	March 31, 2023
38	April 21, 2023	April 28, 2023
39	May 24, 2023	May 31, 2023
40	June 23, 2023	June 30, 2023
41	July 24, 2023	July 31, 2023
42	August 24, 2023	August 31, 2023
43	September 22, 2023	September 29, 2023
44	October 24, 2023	October 31, 2023
45	November 23, 2023	November 30, 2023
46	December 20, 2023	December 29, 2023
47	January 24, 2024	January 31, 2024
48	February 22, 2024	February 29, 2024
49	March 21, 2024	March 28, 2024
50	April 23, 2024	April 30, 2024
51	May 24, 2024	May 31, 2024
52	June 21, 2024	June 28, 2024
53	July 24, 2024	July 31, 2024
54	August 23, 2024	August 30, 2024
55	September 23, 2024	September 30, 2024
56	October 24, 2024	October 31, 2024
57	November 22, 2024	November 29, 2024
58	December 20, 2024	December 31, 2024
59	January 24, 2025	January 31, 2025
60	February 21, 2025	February 28, 2025

In the event that a scheduled Observation Date is not an Exchange Day for any reason, then the Observation Date will be the immediately preceding Exchange Day. In the event that any Coupon Payment Date or the Call Date is not a Business Day, then the related payment the Bank is obligated to make on such day, if any, will be paid to the Holder on the immediately following Business Day and no interest will be paid in respect of such delay. If the Notes are automatically called by the Bank before Maturity, the Notes will be cancelled and Holders will not be entitled to receive any subsequent payments in respect of the Notes.

Calculation Agent: BMO Capital Markets. See “Calculation Agent”.

Dealers: BMO Nesbitt Burns Inc. and HSBC Securities (Canada) Inc.

Secondary Market: The Notes will not be listed on any exchange or marketplace. BMO Capital Markets will use reasonable efforts under normal market conditions to provide for a daily secondary market for the sale of the Notes through the order entry system operated by Fundserv Inc. but reserves the right to elect not to do so in the future, in its sole and absolute discretion, without prior notice to Holders. The sale of Notes using the Fundserv network carries certain restrictions, including selling procedures that require an irrevocable sale order to be initiated at a price that will not be known prior to placing such sale order. See “Description of the Notes — Fundserv — Sale of Fundserv Notes” in the Base Shelf Prospectus. Except in certain special circumstances described under “Secondary Market”, a Note may be sold to BMO Capital Markets through the Fundserv network on a daily basis at a price equal to the Bid Price for a Note, determined by BMO Capital Markets in its sole and absolute discretion. See “Secondary Market” for factors affecting the Bid Price for the Notes.

BMO Capital Markets reserves the right to suspend the secondary market, if any, at any time, in its sole and absolute discretion, including in the event that the Calculation Agent is unable to fairly and accurately determine a Bid Price for the Notes. A Holder will not be able to redeem

or sell a Note prior to Maturity other than through a secondary market, if any, provided by BMO Capital Markets. Holders choosing to sell their Notes prior to Maturity may receive a price at a discount, which could be substantial, from the Maturity Payment that would be payable if the Notes were maturing on such date. There is no provision for the early redemption of the Notes by Holders and there is no guarantee that any secondary market which may develop will be liquid or sustainable. The Calculation Agent may suspend the determination of the Bid Price during the existence of any state of affairs that makes the determination of the Bid Price impossible, impractical or prejudicial to Holders, including, without limitation, the interruption, breakdown or suspension of the Reference Index. In the event the Bid Price is not available, the secondary market may be suspended by BMO Capital Markets as it will not be able to fairly and accurately determine the price of the Notes. No other secondary market for the Notes will be available.

Holders choosing to sell their Notes prior to the Maturity Date will receive an amount which (i) may be substantially less than the Subscription Price, and (ii) may not necessarily reflect the price performance of the Reference Index up to the date of such sale. See "Secondary Market" and "Additional Risk Factors Specific to the Notes — General Risks Relating to Principal At Risk Notes — Secondary Trading of the Notes".

A Holder should consult his or her investment advisor as to whether it would be more favourable in the circumstances at any time to sell the Notes (assuming the availability of a secondary market) or hold the Notes until the Maturity Date.

BMO Capital Markets or the Bank, or any of their respective affiliates, may at any time, subject to applicable laws, purchase the Notes at any price in the open market or by private agreement. See "Secondary Market".

Special Circumstances: If a Market Disruption Event occurs on an Observation Date, the calculations, valuations or determinations to be made on that Observation Date may be postponed. Fluctuations in the Closing Level may occur in the interim. If a Market Disruption Event occurs and continues for at least eight (8) consecutive Exchange Days or there is a Material Index Change and no alternative source or Replacement Index is available, then the Bank may elect to make an accelerated payment to Holders prior to the Maturity Date. In certain circumstances, the Bank may appoint an independent calculation expert to confirm calculations, valuations or determinations of the Calculation Agent. See "Special Circumstances" and "Appointment of Independent Calculation Experts".

Use of Proceeds: The Bank will use the net proceeds of the Offering for general banking purposes. The Bank and/or its affiliates may use all or any portion of the proceeds in transactions intended to hedge the Bank's obligations under the Notes, including forward and option contracts. The Bank may benefit from any difference between the amount it is obligated to pay under the Notes, net of related fees and expenses, and the returns it may generate in hedging such obligation.

Rank: The Notes will constitute direct, unconditional obligations of the Bank to the extent the Bank is obligated to make payments to Holders under the Notes. The Notes will be issued on an unsecured and unsubordinated basis and will rank equally, as among themselves, and with all other outstanding direct, unsecured and unsubordinated, present and future obligations of the Bank (except as otherwise prescribed by law), and will be payable ratably without any preference or priority. **The Notes will not be deposits that are insured under the Canada Deposit Insurance Corporation Act or any other deposit insurance regime designed to ensure the payment of all or a portion of a deposit upon the insolvency of the deposit taking financial institution.** See "Description of the Notes — Rank; No Deposit Insurance".

Book-Entry Only System: Book-entry only through CDS. See "Description of the Notes — Form of Notes and Transfer" in the Base Shelf Prospectus.

Credit Rating:	The Notes have not been and will not be rated. As at the date of this pricing supplement, the deposit liabilities of the Bank with a term to maturity of more than one year were rated AA by DBRS, A+ by S&P and Aa2 by Moody's. There can be no assurance that, if the Notes were rated by these rating agencies, they would have the same rating as the other unsubordinated indebtedness of the Bank. A rating is not a recommendation to buy, sell or hold investments, and may be subject to revision or withdrawal at any time by the relevant rating agency. See "Description of the Notes — Credit Rating".
Fundserv:	Notes may be purchased through Fundserv. The Fundserv code for the Notes is "JHN11079". No interest will be paid on account of funds deposited through Fundserv pending closing of the Offering or return of such funds if subscriptions are rejected or not fully allotted. See "Additional Details of the Offering" in this pricing supplement, and "Description of the Notes — Fundserv" in the Base Shelf Prospectus.
Eligibility:	In the opinion of Torys LLP, counsel to the Bank, the Notes offered hereby will, at the date of issue, be qualified investments for trusts governed by registered retirement savings plans, registered retirement income funds, registered education savings plans, registered disability savings plans, tax-free savings accounts and deferred profit sharing plans (other than a trust governed by a deferred profit sharing plan to which contributions are made by the Bank or by an employer with which the Bank does not deal at arm's length within the meaning of the Tax Act).
Certain Canadian Federal Income Tax Considerations:	This income tax summary applies to an Initial Holder who is resident in Canada and is subject to the limitations and qualifications set out under the heading "Certain Canadian Federal Income Tax Considerations" in the body of this pricing supplement. In the opinion of Torys LLP, counsel to the Bank, an Initial Holder will be required to include a Coupon as interest on the Notes in income for the taxation year in which the Coupon is received or became receivable (depending on the method regularly followed by the Initial Holder in computing income) to the extent such amount was not included in computing the Initial Holder's income for a preceding taxation year. Provided an Extraordinary Event Notification Date has not arisen and while the matter is not free from doubt, an amount received by an Initial Holder on a disposition of a Note (other than to the Bank) should give rise to a capital gain (or capital loss) to the Initial Holder to the extent that such amount, excluding accrued and unpaid interest, if any, exceeds (or is less than) the aggregate of the Initial Holder's adjusted cost base of the Note and any reasonable costs of disposition. At the Maturity Date (or an Early Payment Date) an Initial Holder will be considered to have disposed of the Note and therefore may realize a capital loss to the extent the Subscription Price exceeds the Maturity Payment (or the Early Payment Amount). In the event that an Early Payment Amount is paid and the Early Payment Amount exceeds the Subscription Price, the excess may be deemed to be interest. See "Certain Canadian Federal Income Tax Considerations".
Additional Risk Factors Specific to the Notes:	Prospective purchasers should carefully consider all of the information set forth in this pricing supplement and the Base Shelf Prospectus and, in particular, should evaluate the specific risk factors set forth herein under "Suitability for Investment" and "Additional Risk Factors Specific to the Notes". Risk factors relating to the Notes include but are not limited to the following: • an investment in the Notes is uncertain and differs from conventional debt securities in that they are not principal protected and Holders could lose some or a substantial portion of their principal investment in the Notes;

- the return on the Notes, if any, will depend on the price performance of the Reference Index over the term of the Notes and there is no assurance that Holders will receive any Coupons during the term of the Notes;
- there is no assurance of a secondary market and any such secondary market may be illiquid or offer prices that may not reflect the price performance of the Reference Index;
- special circumstances could adversely affect the Observation Dates and/or the Reference Index and/or calculations of amounts paid to Holders;
- subsidiaries of the Bank (including BMO Capital Markets and/or BMO Private Investment Counsel Inc.) and the Dealers have published, and in the future expect to publish, research reports with respect to the Reference Index or its constituent securities, which research may express opinions or provide recommendations that are inconsistent with purchasing or holding the Notes, and the Bank (including BMO Capital Markets and/or BMO Private Investment Counsel Inc.) and the Dealers may engage in transactions that affect the price performance of the Reference Index or its constituent securities;
- conflicts of interest may affect the Calculation Agent or the Bank and an independent calculation expert will only be appointed in limited circumstances;
- the Notes have not been rated and will not be insured by the Canada Deposit Insurance Corporation or any other entity and therefore the payments to Holders will be dependent upon the financial health and creditworthiness of the Bank;
- upon the occurrence of an Extraordinary Event, the Bank may elect to pay an Early Payment Amount to discharge its obligations in respect of the Maturity Payment and Coupons that may be payable and extinguish any future payment obligations; and
- changes in laws, regulations or administrative practices, including with respect to taxation, could have an impact on Holders.

Risk factors relating to the Offering and the Reference Index include but are not limited to the following:

- the Notes will be automatically called by the Bank if the Closing Level is equal to or above the AutoCall Level on any Observation Date after the seventeenth Observation Date. If the Notes are automatically called by the Bank, Holders will receive the Principal Amount plus the applicable Coupon on the Call Date, and the Notes will be cancelled and Holders will not be entitled to receive any subsequent payments in respect of the Notes;
- Coupon payments are dependent upon the Closing Level on only twelve Observation Dates per year in which the Notes are outstanding; if the Closing Level is below the Coupon Knock-Out Level on all Observation Dates (including the Final Valuation Date), Holders will receive no Coupons and will not be repaid the full value of their principal investment at Maturity;
- subject to the Notes being automatically called by the Bank, the Maturity Payment will be dependent upon the Closing Level on the Final Valuation Date only; if the Closing Level declines below the Buffer Level on the Final Valuation Date, Holders will receive a Maturity Payment that is less than the Principal Amount, as the Principal Amount will be reduced by 1% for each 1% decline in the Reference Index beyond the Protection Buffer;
- the historical Closing Levels should not be interpreted as an indication of future price performance of the Reference Index and the return on the Notes will not reflect a direct

or indirect investment in the constituent securities comprising the Reference Index;

- the Index Sponsor has no obligations with respect to the Notes, and may make changes to the Reference Index that could affect amounts payable on the Notes and the value of the Notes in any secondary market;
- Holders will not participate in any price appreciation of the Reference Index over the term of the Notes;
- the Reference Index may be replaced with a successor index;
- the Closing Level will be affected by changes in the market price of its constituent securities;
- none of the Bank, the Dealers or any of their respective affiliates or associates, including BMO Private Investment Counsel Inc., has any obligation or responsibility to Holders for the provision of future information in respect of the Reference Index, the Index Sponsor, any of the constituent securities comprising the Reference Index and/or any issuers of such constituent securities, and investors shall have no recourse against the Bank, the Dealers or any of their respective affiliates or associates, including BMO Private Investment Counsel Inc., in connection with any information relating to the Reference Index, the Index Sponsor, any of the constituent securities comprising the Reference Index or any issuers of such constituent securities that is not contained in this pricing supplement; and
- risks relating to the constituent securities of the Reference Index are also applicable to an investment in the Notes.

Prospective purchasers should take into account additional risk factors associated with the Offering. See “Additional Risk Factors Specific to the Notes”.

Additional Information: During the term of the Notes, Holders may inquire about the daily Bid Price of the Notes and the Closing Level used by the Calculation Agent in its calculations and determinations on each Observation Date by contacting BMO Private Investment Counsel Inc. or BMO Capital Markets at the numbers listed below. Additional information relating to the Reference Index can be obtained from <http://www.standardandpoors.com/home/en/us> or other publicly available sources. The content of any website referred to in this pricing supplement is not incorporated by reference in, and does not form part of, this pricing supplement. None of the Bank, the Dealers or any of their respective affiliates or associates has any obligation or responsibility for the provision of future information in respect of the Reference Index, the Index Sponsor, any of the constituent securities comprising the Reference Index or any issuers of such constituent securities. See “Description of the Notes — Additional Information about the Notes”.

Holders may request information about the Notes or another copy of this pricing supplement by contacting your local BMO Private Investment Counsel Inc. Investment Counsellor at 1-800-844-6442, or by calling BMO Capital Markets at 1-866-864-7760 to speak to someone in English and 1-866-529-0017 to speak to someone in French.

SUMMARY OF FEES AND EXPENSES

There will be no selling concessions, service fees or other fees or expenses paid out of the proceeds of the Offering. A fee of up to \$0.20 per Note will be payable by the Bank to HSBC Securities (Canada) Inc. at closing from its own funds for acting as independent agent. The payment of this fee will not reduce or have any effect on the Maturity Payment payable on the Notes.

The Bank will not charge any other fee or seek reimbursement of any other expense in connection with the Notes. For certainty, all expenses of the Offering will be borne by the Bank.

GLOSSARY OF TERMS

In addition to the terms defined in the Base Shelf Prospectus and elsewhere in this pricing supplement, unless the context otherwise requires, terms not otherwise defined in this pricing supplement will have the following meanings:

“\$” or “CAD” means Canadian dollars, unless otherwise specified.

“**AutoCall Level**” means 110% of the Initial Level.

“**Bank**” means Bank of Montreal.

“**Base Shelf Prospectus**” means the short form base shelf prospectus of the Bank dated June 1, 2018.

“**Bid Price**” means, for any Business Day, the price at which a Holder will be able to sell the Notes prior to the Maturity Date, which may be at a discount from the Maturity Payment that would be payable if the Notes were maturing on such date and may be based on one or more factors described under “Secondary Market”.

“**BMO Capital Markets**” means BMO Nesbitt Burns Inc.

“**Book-Entry Only System**” means the record entry securities transfer and pledge system established and governed by one or more agreements between CDS and CDS Participants pursuant to which the operating rules and procedures for such system are established and administered by CDS, including in relation to CDS.

“**Buffer Level**” means 75% of the Initial Level (or an Index Return of -25%).

“**Business Day**” means any day (other than a Saturday, a Sunday or a statutory holiday) on which commercial banks are open for business in Toronto, Ontario. Unless specified otherwise, if any day on which an action is specified to be taken in this pricing supplement in respect of the Notes falls on a day that is not a Business Day, such action will be postponed to the following Business Day.

“**Calculation Agent**” means BMO Capital Markets or a person appointed by BMO Capital Markets to act as calculation agent for the Notes.

“**Call Date**” means the Coupon Payment Date immediately following an Observation Date after the seventeenth Observation Date that triggers the Notes to be automatically called by the Bank, on which Holders will receive the Principal Amount plus the applicable Coupon and the Notes will be cancelled, thus terminating any further payment obligations of the Bank. See “Description of the Notes — Objective of the Notes” and “Description of the Notes — Coupon Payments” for the potential Call Dates for the Notes. The Notes cannot be automatically called prior to the eighteenth Observation Date

“**CDS**” means CDS Clearing and Depository Services Inc., or its nominee.

“**CDS Participant**” means a broker, dealer, bank or other financial institution or other person for whom CDS effects book-entry transfers and pledges of the Notes through its Book-Entry Only System.

“**Closing Level**” means the official closing level or value of the Reference Index rounded to two decimal places on a given day as announced by the Index Sponsor, provided that, if on or after the Issue Date such Index Sponsor materially changes the time of day at which such official closing level or value is determined or no longer announces such official closing level or value, the Calculation Agent may thereafter deem the Closing Level to be the level or value of such Reference Index as of the time of day used by such Index Sponsor to determine the official closing level or value prior to such change or failure to announce.

“**Coupon**” has the meaning ascribed thereto under “Description of the Notes — Coupon Payments”.

“**Coupon Knock-Out Level**” means 70% of the Initial Level.

“Coupon Payment Date” means each date upon which the Bank will pay to a Holder the Coupon that is due and payable, if any, following each Observation Date where the Closing Level is equal to or above the Coupon Knock-Out Level. See “Description of the Notes — Coupon Payments” for the specific Coupon Payment Dates for the Notes.

“CRA” means Canada Revenue Agency.

“DBRS” means DBRS Limited.

“Dealer Agreement” means the dealer agreement dated June 1, 2018 between a syndicate of dealers, including the Dealers and the Bank, as amended and supplemented from time to time.

“Dealers” means BMO Nesbitt Burns Inc. and HSBC Securities (Canada) Inc.

“Dow Jones” means Dow Jones Trademark Holdings LLC.

“Early Closure” has the meaning ascribed thereto under “Special Circumstances — Market Disruption Event”.

“Early Payment Amount” has the meaning ascribed thereto under “Special Circumstances — Extraordinary Event”.

“Early Payment Date” has the meaning ascribed thereto under “Special Circumstances — Extraordinary Event”.

“Exchange” means any exchange or trading system from which prices of securities are used from time to time in the computation of the Closing Level, subject to the provisions set out below under “Special Circumstances — Market Disruption Event”.

“Exchange Day” means, in respect of the Reference Index, any day on which the Exchange and each Related Exchange are open for trading, notwithstanding the Exchange or any Related Exchange closing prior to its scheduled closing time.

“Extraordinary Event” has the meaning ascribed thereto under “Special Circumstances — Extraordinary Event”.

“Extraordinary Event Notification Date” has the meaning ascribed thereto under “Special Circumstances — Extraordinary Event”.

“Final Level” means the Closing Level on the Observation Date that triggers the Notes to be automatically called by the Bank or on the Final Valuation Date, provided that if such day is not an Exchange Day, then the Final Level will be determined on the immediately preceding Exchange Day, subject to the occurrence of a Market Disruption Event or Extraordinary Event described under “Special Circumstances”.

“Final Valuation Date” means the final Observation Date.

“Fundserv” means the order entry system operated by Fundserv Inc.

“Fundserv Notes” has the meaning ascribed thereto under “Additional Details of the Offering — Purchase of Fundserv Notes”.

“Global Note” means the global note that represents the total aggregate amount of Notes issued on the closing of the Offering.

“Holder” means any holder of the Notes from time to time.

“Index Return” means the percentage change in the Closing Level measured from the Issue Date to the Final Valuation Date, which will be used to determine the amount of the principal repaid at Maturity and calculated using the following formula:

$$\frac{\text{Final Level} - \text{Initial Level}}{\text{Initial Level}}$$

“Index Sponsor” means S&P or a person appointed by S&P to act as calculation agent for the Reference Index.

“Initial Holder” means a Holder who purchases the Notes only at the time of their issuance.

“Initial Level” means the Closing Level on the Issue Date.

“Issue Date” means the day the Notes are issued, which shall be a day on or about March 2, 2020 or such other date as the Bank and the Dealers may agree.

“Market Disruption Event” has the meaning ascribed thereto under “Special Circumstances — Market Disruption Event”.

“Material Index Change” has the meaning ascribed thereto under “Special Circumstances — Discontinuance or Modification of the Reference Index”.

“Maturity” or **“Maturity Date”** means February 28, 2025.

“Maturity Payment” has the meaning ascribed thereto under “Description of the Notes — Maturity Payment”.

“Minimum Payment Amount” means a principal repayment of \$25.00 per Note at Maturity.

“Moody’s” means Moody’s Investors Service, Inc.

“Note Program” means the Bank of Montreal Medium Term Notes (Principal At Risk Notes) Program administered by the Note Program Manager.

“Note Program Manager” means BMO Capital Markets or a person appointed by the Bank in its sole discretion.

“Notes” means Bank of Montreal Callable Income Buffer Principal At Risk Notes, BPB Series 23 (CAD), Due February 28, 2025, offered to prospective purchasers under this pricing supplement.

“Observation Date” means each date upon which the Closing Level will be observed by the Calculation Agent to determine whether a Coupon will be paid on the corresponding Coupon Payment Date and whether (after the seventeenth Observation Date) the Notes will be automatically called by the Bank, provided that if any such day is not an Exchange Day then that Observation Date will be the immediately preceding Exchange Day, subject to the occurrence of a Market Disruption Event or Extraordinary Event. See “Description of the Notes — Coupon Payments” for the specific Observation Dates for the Notes.

“Offering” means the offering of the Notes to prospective purchasers under this pricing supplement.

“Principal Amount” means the \$100.00 principal amount of each Note purchased by any Holder.

“Protection Buffer” means the range of Index Returns falling between 0% and -25% (inclusive) that will result in the Maturity Payment Amount being equal to the Principal Amount for each Note despite a decline in the Final Level relative to the Initial Level.

“Reference Index” means the S&P/TSX 60 Index (Price Return Version), as further described in this pricing supplement under “The Reference Index”.

“Related Exchange” means any exchange or trading system on which futures or options on the Reference Index are listed from time to time.

“Replacement Event” has the meaning ascribed thereto under “Special Circumstances — Discontinuance or Modification of the Reference Index”.

“Replacement Index” has the meaning ascribed thereto under “Special Circumstances — Discontinuance or Modification of the Reference Index”.

“S&P” means Standard & Poor’s Financial Services LLC.

“Special Circumstances” means the events described in “Special Circumstances”.

“Subscription Price” means \$100.00 per Note.

“Successor Sponsor” means an entity that succeeds the Index Sponsor and continues calculation and publication of the Reference Index, provided such successor is acceptable to the Bank.

“Tax Act” means the *Income Tax Act* (Canada) and the regulations thereunder, as amended from time to time.

“TSX” means TSX Inc.

DESCRIPTION OF THE NOTES

The following is a summary of the material attributes and characteristics relating to the Notes offered hereby. Reference is made to the certificate representing the Global Note, which contains the full text of such attributes and characteristics.

Objective of the Notes

The Notes offer potential monthly coupon payments for investors while providing partial downside protection provided by a “buffer” against a 25% decline in the Reference Index over the term of the Notes. The Notes provide partial protection only and Holders will be subject to risk of loss from any decline in the Reference Index beyond the Protection Buffer (subject to the Minimum Payment Amount).

Subject to the Notes being automatically called, the Notes will pay a monthly coupon equal to 0.3167% (equivalent to 3.80% per annum), so long as the Closing Level is equal to or above 70% of the Initial Level on the relevant Observation Date. If the Closing Level is equal to or above 110% of the Initial Level on any Observation Date after the seventeenth Observation Date, the Notes will be automatically called by the Bank and Holders will receive the Principal Amount plus the applicable Coupon on the corresponding Coupon Payment Date (in this case, the Call Date). If the Closing Level is never equal to or above the AutoCall Level on any Observation Date after the seventeenth Observation Date, the Notes will not be automatically called by the Bank.

If the Notes are not automatically called before Maturity, a Holder will be entitled to receive a Maturity Payment based on the price performance of the Reference Index equal to the Principal Amount of the Notes, if the Final Level is equal to or above 75% of the Initial Level on the Final Valuation Date. If the Final Level is also equal to or above the Coupon Knock-Out Level, a Holder will be entitled to receive the Coupon that would be due and payable in respect of the Final Observation Date.

Otherwise, the Maturity Payment will equal the Principal Amount of the Notes, reduced by an amount equal to any incremental decline in the Reference Index beyond the Protection Buffer if the Index Return is negative by more than 25% over the term of the Notes (i.e., beyond the Protection Buffer), (subject to the Minimum Payment Amount). The Notes provide partial protection only, meaning that a Holder could lose some or a substantial portion of his or her principal investment in the Notes.

Coupon Payments

Subject to the occurrence of an Extraordinary Event or the Notes being automatically called by the Bank (the Notes cannot be automatically called prior to the eighteenth Observation Date), a Holder will be entitled to receive for each Note a monthly coupon payment (a “**Coupon**”) on each Coupon Payment Date equal to 0.3167% (equivalent to 3.80% per annum), provided that the Closing Level is equal to or above the Coupon Knock-Out Level on the applicable Observation Date. If the Closing Level is below the Coupon Knock-Out Level on an Observation Date, then no Coupon will be payable to a Holder on the related Coupon Payment Date. If the Closing Level is below the Coupon Knock-Out Level on all Observation Dates, there will be no Coupons paid to Holders during the term of the Notes. See “Additional Risk Factors Specific to the Notes”.

The specific Observation Dates, Coupon Payment Dates and potential Call Dates for the Notes will be as follows:

Period	Observation Date	Coupon Payment Date/Call Date
1	March 24, 2020	March 31, 2020 (Not Callable)
2	April 23, 2020	April 30, 2020 (Not Callable)
3	May 22, 2020	May 29, 2020 (Not Callable)
4	June 23, 2020	June 30, 2020 (Not Callable)
5	July 24, 2020	July 31, 2020 (Not Callable)
6	August 24, 2020	August 31, 2020 (Not Callable)
7	September 23, 2020	September 30, 2020 (Not Callable)
8	October 23, 2020	October 30, 2020 (Not Callable)
9	November 23, 2020	November 30, 2020 (Not Callable)
10	December 22, 2020	December 31, 2020 (Not Callable)
11	January 22, 2021	January 29, 2021 (Not Callable)
12	February 19, 2021	February 26, 2021 (Not Callable)
13	March 24, 2021	March 31, 2021 (Not Callable)
14	April 23, 2021	April 30, 2021 (Not Callable)
15	May 21, 2021	May 31, 2021 (Not Callable)
16	June 23, 2021	June 30, 2021 (Not Callable)
17	July 23, 2021	July 30, 2021 (Not Callable)
18	August 24, 2021	August 31, 2021
19	September 23, 2021	September 30, 2021
20	October 22, 2021	October 29, 2021
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58	December 20, 2024	December 31, 2024
59	January 24, 2025	January 31, 2025
60	February 21, 2025	February 28, 2025

In the event that a scheduled Observation Date is not an Exchange Day for any reason, then the Observation Date will be the immediately preceding Exchange Day. In the event that any Coupon Payment Date or the Call Date is not a Business Day, then the related payment the Bank is obligated to make on such day, if any, will be paid to the Holder on the immediately following Business Day and no interest will be paid in respect of such delay. If the Notes are automatically called by the Bank before Maturity, the Notes will be cancelled and Holders will not be entitled to receive any subsequent payments in respect of the Notes.

Maturity Payment

Subject to the occurrence of an Extraordinary Event or the Notes being automatically called by the Bank, a Holder will receive repayment of some or all of the Principal Amount at Maturity (the “**Maturity Payment**”) based on the Closing Level on the Final Valuation Date. Holders will not participate in any price appreciation of the Reference Index over the term of the Notes, and Holders have no right or entitlement to the dividends or distributions paid on any of the constituent securities that comprise the Reference Index.

(1) Final Level equal to or above the Buffer Level on the Final Valuation Date

If the Final Level is equal to or above the Buffer Level on the Final Valuation Date (i.e., within the Protection Buffer), a Holder will receive a Maturity Payment equal to the Principal Amount.

In this case, the Final Level would be above the Coupon Knock-Out Level on the Final Valuation Date, so a Holder will be entitled to receive the Coupon that would be due and payable in respect of the Final Valuation Date.

(2) Final Level below the Buffer Level on the Final Valuation Date

If the Final Level is below the Buffer Level on the Final Valuation Date (i.e., beyond the Protection Buffer), a Holder will receive a Maturity Payment that is less than the Principal Amount, as the Principal Amount will be reduced by 1% for each 1% decline in the Reference Index beyond the Protection Buffer. In this case, the Maturity Payment will be calculated using the following formula (rounded to two decimal places), subject to the Minimum Payment Amount:

$$\text{Principal Amount} + [\text{Principal Amount} \times (\text{Index Return} + 25\%)]$$

In this case, if the Final Level is equal to or above the Coupon Knock-Out Level on the Final Valuation Date, a Holder will be entitled to receive the Coupon that would be due and payable in respect of the Final Valuation Date. If the Final Level is below the Coupon Knock-Out Level on the Final Valuation Date, there would be no Coupon payable in respect of the Final Valuation Date.

While a Holder’s principal investment will be fully protected against a decline in the Reference Index within the Protection Buffer, it is possible for Holders to lose up to 75% of their original investment in the Notes. The calculation and timing of the payments at Maturity may be adjusted upon the occurrence of certain special circumstances. See “Special Circumstances”.

Illustrative Examples

The following hypothetical examples demonstrate how the Coupons and Maturity Payment will be calculated and determined under three different scenarios. In each scenario below, it has been assumed that an investor purchased and continues to hold \$10,000.00 worth of Notes (or 100 Notes). **The hypothetical Closing Levels used in these examples are for illustrative purposes only and should not be construed in any way as estimates or forecasts of the future price performance of the Reference Index or the Notes.** All hypothetical examples assume that no events described under “Special Circumstances” have occurred during the term.

Example 1: Negative Scenario

Initial Level = 1,000.00

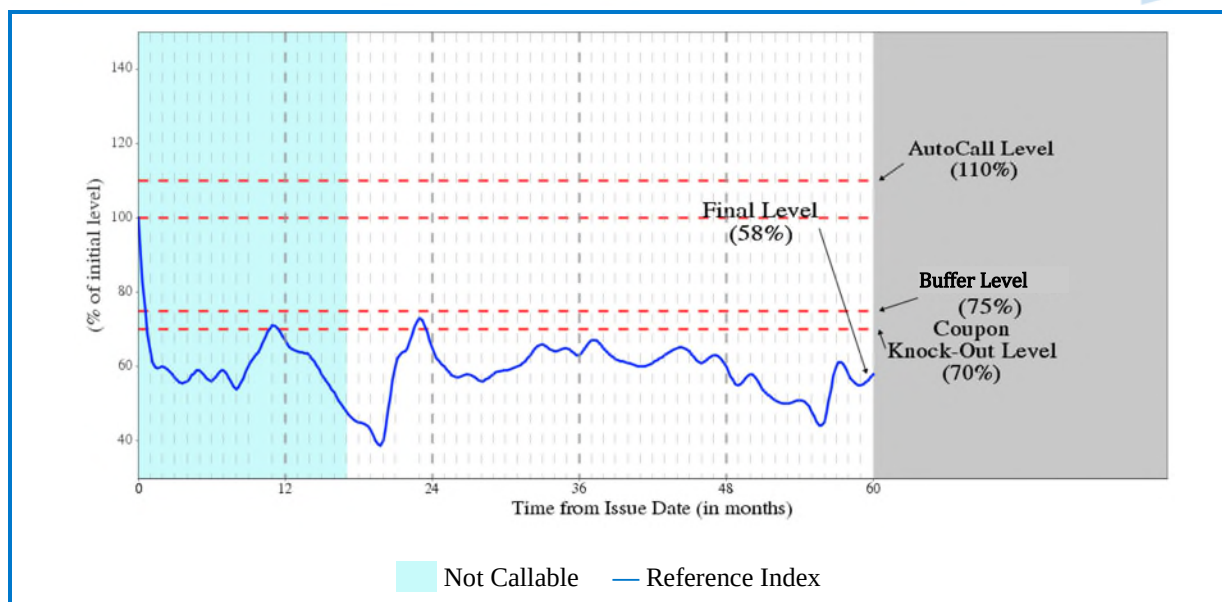
AutoCall Level = 110% of the Initial Level = 1,100.00

Buffer Level = 75% of the Initial Level = 750.00

Coupon Knock-Out Level = 70% of the Initial Level = 700.00

The Reference Index declines significantly over the term of the Notes. The Closing Level is equal to or above the Coupon Knock-Out Level on the 11th and 23rd Observation Dates only and below the Coupon Knock-Out Level on all other Observation Dates. The Closing Level is below the Buffer Level on the Final Valuation Date. The Closing Level is below the AutoCall Level on all Observation Dates after the 17th Observation Date, so the Notes are not automatically called by the Bank.

Example 1: Negative Scenario



In this hypothetical scenario, a Holder will receive two Coupons only (on the 11th and 23rd Coupon Payment Dates) as the Closing Level is below the Coupon Knock-Out Level on all other Observation Dates.

The following table summarizes the payments that would be made to a Holder for each \$100.00 Note.

Cash Flow Summary	
(1) Principal Amount	\$100.00
(2) Total Coupons paid	\$0.6333
(3) Maturity Payment	\$83.00
(4) Total amount paid = (2) + (3)	\$83.6333
(5) Return on the Notes (Annualized)	-3.51%

On the Final Valuation Date, the Final Level was 580.00, which is below the Buffer Level, so a Holder will receive a Maturity Payment calculated as follows:

$$\begin{aligned}\text{Maturity Payment} &= \$100.00 + [\$100.00 \times (\text{Index Return} + \text{Protection Buffer})] \\ &= \$100.00 + [\$100.00 \times (-42.00\% + 25.00\%)] \\ &= \$83.00 \text{ per Note}\end{aligned}$$

Assuming a principal investment of \$10,000.00 (or 100 Notes), a Holder will receive a Maturity Payment of \$8,300.00 at Maturity (equal to a 17% loss on the initial \$10,000.00 investment) together with Coupons totaling \$63.33 over the term of the Notes (or an annualized loss of 3.51%).

Example 2: Neutral Scenario

Initial Level = 1,000.00

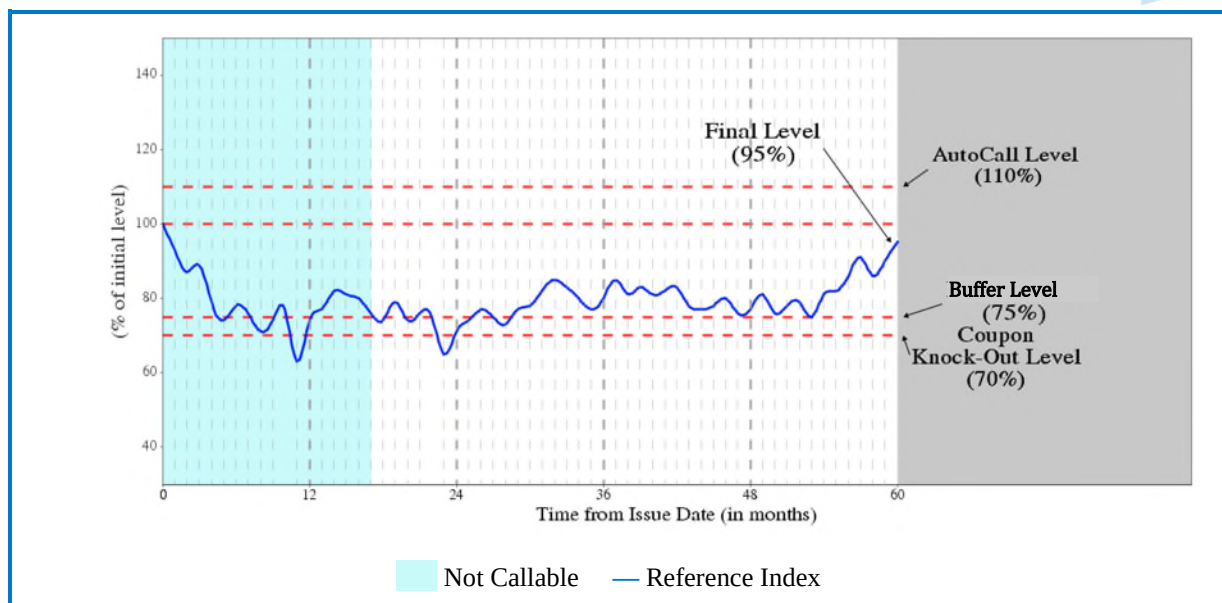
AutoCall Level = 110% of the Initial Level = 1,100.00

Buffer Level = 75% of the Initial Level = 750.00

Coupon Knock-Out Level = 70% of the Initial Level = 700.00

The Reference Index trades below the Initial Level during the term of the Notes. The Closing Level is below the Coupon Knock-Out Level on the 11th and 23rd Observation Dates, resulting in no Coupon being paid on the corresponding Coupon Payment Dates. The Final Level is above the Buffer Level on the Final Valuation Date. The Closing Level is below the AutoCall Level on all Observation Dates after the 17th Observation Date, so the Notes are not automatically called by the Bank.

Example 2: Neutral Scenario



In this hypothetical scenario, a Holder will receive a Coupon on each Coupon Payment Date except for the 11th and 23rd Coupon Payment Dates, which were “knocked-out” because the Closing Level was below the Coupon Knock-Out Level on the 11th and 23rd Observation Dates. The Final Level was above the Buffer Level on the Final Valuation Date, so a Holder will receive a Maturity Payment equal to the Principal Amount.

The following table summarizes the payments that would be made to a Holder for each \$100.00 Note.

Cash Flow Summary	
(1) Principal Amount	\$100.00
(2) Total Coupons paid	\$18.3667
(3) Maturity Payment	\$100.00
(4) Total amount paid = (2) + (3)	\$118.3667
(5) Return on the Notes (Annualized)	3.43%

On the Final Valuation Date, the Final Level was 950.00, which is above the Buffer Level, so a Holder will receive a Maturity Payment equal to the Principal Amount.

Assuming a principal investment of \$10,000.00 (or 100 Notes), a Holder will receive a Maturity Payment of \$10,000.00 at Maturity together with Coupons totaling \$1,836.67 over the term of the Notes (or an annualized return of 3.43%).

Example 3: Note Automatically Called

Initial Level = 1,000.00

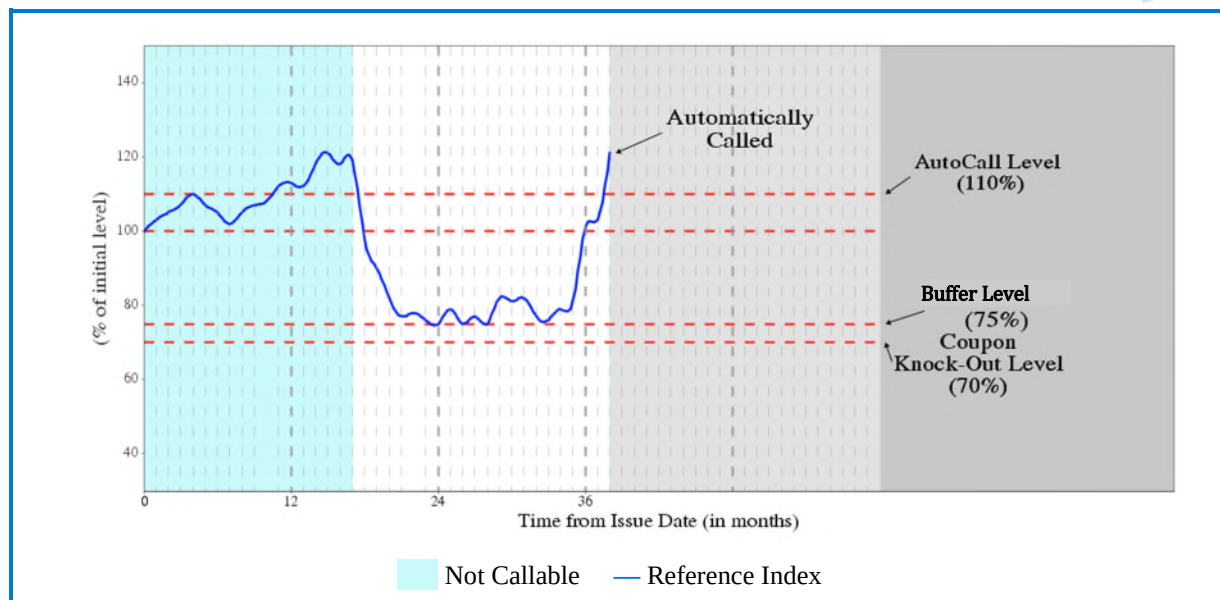
AutoCall Level = 110% of the Initial Level = 1,100.00

Buffer Level = 75% of the Initial Level = 750.00

Coupon Knock-Out Level = 70% of the Initial Level = 700.00

The Closing Level is equal to or above the Coupon Knock-Out Level on each of the first 38 Observation Dates, resulting in Coupons being paid on each corresponding Coupon Payment Date. The Closing Level is above the AutoCall Level on the 38th Observation Date.

Example 3: Note Automatically Called



In this hypothetical scenario, a Holder will receive a Coupon on the first 38 Coupon Payment Dates. The Closing Level is above the AutoCall Level on the 38th Observation Date, resulting in the Notes being automatically called by the Bank on the 38th Coupon Payment Date (in this case, the Call Date). Upon being automatically called by the Bank, Holders receive the Principal Amount plus the applicable Coupon on the Call Date. In addition, the Notes are cancelled and Holders are not entitled to receive any subsequent payments in respect of the Notes.

The following table summarizes the payments that would be made to a Holder for each \$100.00 Note.

Cash Flow Summary	
(1) Principal Amount	\$100.00
(2) Total Coupons paid	\$12.0333
(3) Maturity Payment	\$100.00
(4) Total amount paid = (2) + (3)	\$112.0333
(5) Return on the Notes (Annualized)	3.67%

On the 38th Observation Date, the Final Level was 1,210.00, which is above the AutoCall Level, so a Holder will receive the Principal Amount on the Call Date.

Assuming a principal investment of \$10,000.00 (or 100 Notes), a Holder will receive a payment of \$10,000.00 on the Call Date together with Coupons totaling \$1,203.33 over the term of the Notes (or an annualized return of 3.67%).

If the Closing Level is below the Coupon Knock-Out Level on each Observation Date including the Final Valuation Date and below the Buffer Level on the Final Valuation Date, a Holder would not receive any Coupons during the term of the Notes and the Maturity Payment would be less than the Principal Amount invested in the Notes. In such a case, a Holder would receive no return on the Notes and sustain a capital loss on the principal investment in the Notes.

No Rights of Redemption

The Notes are not redeemable at the option of a Holder. An Early Payment Amount may be paid on the occurrence of an Extraordinary Event. See “Special Circumstances — Extraordinary Event”.

Rank; No Deposit Insurance

The Notes will constitute direct, unconditional obligations of the Bank to the extent the Bank is obligated to make payments to Holders under the Notes. The Notes will be issued on an unsecured and unsubordinated basis and will rank equally, as among themselves, and with all other outstanding direct, unsecured and unsubordinated, present and future obligations of the Bank (except as otherwise prescribed by law), and will be payable ratably without any preference or priority. **The Notes will not be deposits that are insured under the *Canada Deposit Insurance Corporation Act* or any other deposit insurance regime designed to ensure the payment of all or a portion of a deposit upon the insolvency of the deposit taking financial institution.**

Credit Rating

The Notes have not been and will not be rated. As at the date of this pricing supplement, the deposit liabilities of the Bank with a term to maturity of more than one year were rated AA by DBRS, A+ by S&P and Aa2 by Moody's. There can be no assurance that, if the Notes were rated by these rating agencies, they would have the same rating as the other unsubordinated indebtedness of the Bank. Additional information concerning these ratings is included in the Base Shelf Prospectus and the Bank's continuous disclosure filings that are incorporated by reference in the Base Shelf Prospectus. A rating is not a recommendation to buy, sell or hold investments, and may be subject to revision or withdrawal at any time by the relevant rating agency.

Additional Information about the Notes

During the term of the Notes, Holders may inquire about the daily Bid Price of the Notes and Closing Level used by the Calculation Agent in its calculations and determinations on each Observation Date by contacting your local BMO Private Investment Counsel Inc. Investment Counsellor at 1-800-844-6442 or BMO Capital Markets at 1-866-864-7760 to speak to someone in English and 1-866-529-0017 to speak to someone in French. Additional information about the Reference Index can be obtained from <http://www.standardandpoors.com/home/en/us> or other publicly available sources. The content of any website referred to in this pricing supplement is not incorporated by reference in, and does not form part of, this pricing supplement. None of the Bank, the Dealers or any of their respective affiliates or associates, including BMO Private Investment Counsel Inc., has any obligation or responsibility for the provision of future information in respect of the Reference Index, the Index Sponsor, any of the constituent securities comprising the Reference Index or any issuers of such constituent securities.

Holders may request information about the Notes or another copy of this pricing supplement by contacting your local BMO Private Investment Counsel Inc. Investment Counsellor or by calling BMO Capital Markets at the numbers listed above.

THE REFERENCE INDEX

All information in this pricing supplement relating to the Reference Index and the Index Sponsor, including, without limitation, its composition, method of calculation and changes in its constituent securities, is derived from and based solely upon publicly available sources and is presented in this pricing supplement in summary form only. Such information is subject to change by the Index Sponsor. The Index Sponsor has no obligation to continue to publish, and may discontinue publication of, the Reference Index at any time. Neither the Bank nor the Dealers make any representation or warranty as to the accuracy, reliability or completeness of such information or accepts responsibility for the calculation or other maintenance of or any adjustments to the Reference Index. Investors in the Notes should make their own investigation into the Reference Index, the constituent securities thereof and the Index Sponsor. In addition, neither the Bank nor the Dealers have independently verified this information.

General Description

The S&P/TSX 60 Index is a large cap index comprising 60 actively traded Canadian companies. The S&P/TSX 60 Index is market cap weighted, representing approximately 73% of Canada's equity market capitalization. The S&P/TSX 60 Index also represents the Canadian component of the S&P Global 1200 Index.

The S&P/TSX 60 Index is maintained by the S&P/TSX Canadian Index Committee, whose members include representatives from both S&P and TSX. It follows a set of published guidelines and policies that provide the transparent methodologies used to maintain the index.

Each stock in the S&P/TSX 60 Index is evaluated for sector representation, liquidity, size, and positive company fundamentals. The S&P/TSX 60 Index value is determined by multiplying the price of the individual components by their corresponding free float share amount. Free float share amount adjusts the outstanding float for control blocks. The market capitalization of all the individual components are summed and divided by the S&P/TSX 60 Index divisor, which divisor may be adjusted for corporate actions and significant restructurings. Criteria for removal from the S&P/TSX 60 Index include a violation of one or more index requirements, as well as mergers or acquisitions involving companies in the S&P/TSX 60 Index.

The return on the Notes will be calculated using the price return version of the S&P/TSX 60 Index, which does not reflect the value of any dividends or distributions declared on any of the constituent securities comprising the S&P/TSX 60 Index.

Sector Composition

The sector composition of the Reference Index by weight as at January 31, 2020 is set out below. The historical composition of the Reference Index does not necessarily reflect the composition of the Reference Index in the future.

Sector	Weight
Financials	35.75%
Energy	17.96%
Industrials	10.33%
Materials	9.64%
Communication Services	6.49%
Information Technology	7.12%
Consumer Staples	4.28%
Consumer Discretionary	3.78%
Utilities	3.25%
Health Care	0.94%
Real Estate	0.45%

Source: Bloomberg

Constituents of the Reference Index

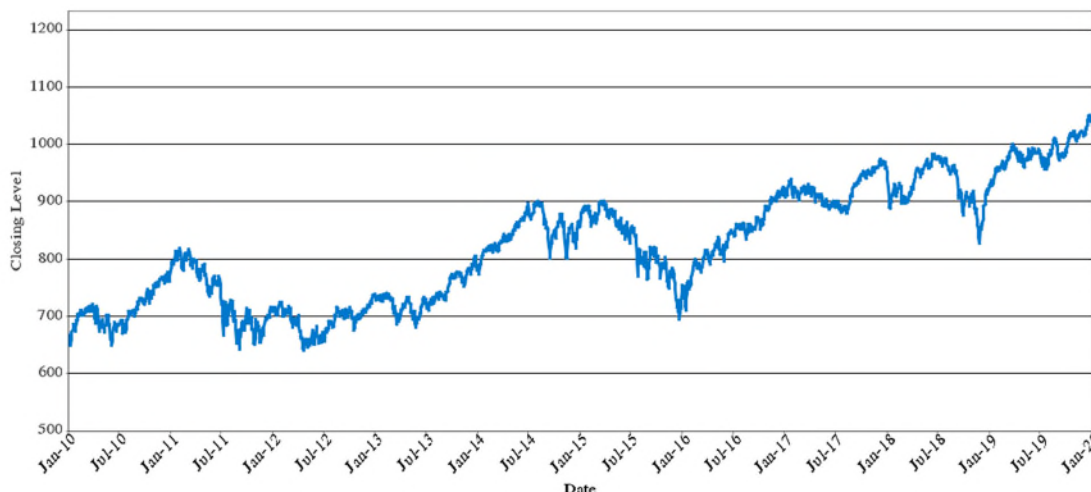
The 60 companies whose securities are included in the Reference Index as of January 31, 2020 are as follows.

Company	Weight	Company	Weight
Agnico Eagle Mines Limited	0.97%	Imperial Oil Limited	0.39%
Alimentation Couche-Tard Inc.	2.01%	Inter Pipeline Ltd.	0.48%
Bank of Montreal	3.44%	Kinross Gold Corporation	0.41%
Barrick Gold Corporation	2.19%	Kirkland Lake Gold Ltd.	0.54%
Bausch Health Companies Inc.	0.62%	Loblaw Companies Limited	0.63%
BCE Inc.	2.96%	Magna International Inc.	1.01%
BlackBerry Limited	0.22%	Manulife Financial Corporation	2.69%
Bombardier Inc.	0.14%	Metro Inc.	0.71%
Brookfield Asset Management Inc.	3.98%	National Bank of Canada	1.28%
Brookfield Infrastructure Partners L.P.	1.09%	Nutrien Ltd.	1.72%
Brookfield Property Partners LP	0.46%	Open Text Corporation	0.87%
Cameco Corporation	0.23%	Pembina Pipeline Corp.	1.36%
Canadian Imperial Bank of Commerce	2.53%	Power Corporation of Canada	0.58%
Canadian National Railway Company	4.60%	Restaurant Brands International Inc.	1.28%
Canadian Natural Resources Limited	2.38%	Rogers Communications Inc.	1.24%
Canadian Pacific Railway Limited	2.45%	Royal Bank of Canada	7.85%
Canadian Tire Corporation Limited	0.44%	Saputo Inc.	0.51%
Canopy Growth Corporation	0.36%	Shaw Communications Inc.	0.62%
CCL Industries Inc.	0.42%	Shopify Inc.	3.31%
Cenovus Energy Inc.	0.62%	SNC-Lavalin Group Inc.	0.28%
CGI Group, Inc.	1.41%	Sun Life Financial Inc.	1.94%
Constellation Software Inc.	1.42%	Suncor Energy Inc.	3.33%
Dollarama Inc.	0.71%	TC Energy Corporation	3.54%
Emera Incorporated	0.75%	Teck Resources Limited	0.45%
Enbridge Inc.	5.68%	TELUS Corporation	1.67%
First Quantum Minerals Ltd.	0.42%	The Bank of Nova Scotia	4.61%
Fortis Inc.	1.39%	The Toronto-Dominion Bank	7.00%
Franco-Nevada Corp.	1.42%	Thomson Reuters Corporation	0.93%
George Weston Limited	0.39%	Waste Connections, Inc.	1.77%
Gildan Activewear Inc.	0.41%	Wheaton Precious Metals Corp.	0.88%

Source: Bloomberg

Historical Performance

The following graph illustrates the price performance of the Reference Index for the period beginning on January 29, 2010 and ending on January 30, 2020. **Past price performance of the Reference Index is not indicative of future price performance.**



Source: Thomson Reuters

The price performance of the Reference Index shown above does not take into account dividends and/or distributions paid by the issuers of the constituent securities that comprise the Reference Index. The dividend yield of the S&P/TSX 60 Index on January 31, 2020 was 3.09%, representing an aggregate dividend yield of approximately 16.44% compounded annually over the term of the Notes (assuming the dividend yield remains constant). Historical price performance of the Reference Index will not necessarily predict future price performance of the Reference Index or the Notes.

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financial products unrelated to the Notes currently being issued by Bank of Montreal, but which may be similar to and competitive with the Notes. In addition, CME Group Inc. and its affiliates may trade financial products which are linked to the price performance of the Reference Index. It is possible that this trading activity will affect the value of the Notes.

NEITHER S&P DOW JONES INDICES NOR TSX GUARANTEES THE ADEQUACY, ACCURACY, TIMELINESS AND/OR THE COMPLETENESS OF THE REFERENCE INDEX OR ANY DATA RELATED THERETO OR ANY COMMUNICATION, INCLUDING BUT NOT LIMITED TO, ORAL OR WRITTEN COMMUNICATION (INCLUDING ELECTRONIC COMMUNICATIONS) WITH RESPECT THERETO. S&P DOW JONES INDICES AND TSX SHALL NOT BE SUBJECT TO ANY DAMAGES OR LIABILITY FOR ANY ERRORS, OMISSIONS, OR DELAYS THEREIN. S&P DOW JONES INDICES AND TSX MAKE NO EXPRESS OR IMPLIED WARRANTIES, AND EXPRESSLY DISCLAIM ALL WARRANTIES, OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE OR AS TO RESULTS TO BE OBTAINED BY BANK OF MONTREAL, THE HOLDERS, OR ANY OTHER PERSON OR ENTITY FROM THE USE OF THE REFERENCE INDEX OR WITH RESPECT TO ANY DATA RELATED THERETO. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT WHATSOEVER SHALL S&P DOW JONES INDICES OR TSX BE LIABLE FOR ANY INDIRECT, SPECIAL, INCIDENTAL, PUNITIVE, OR CONSEQUENTIAL DAMAGES INCLUDING BUT NOT LIMITED TO, LOSS OF PROFITS, TRADING LOSSES, LOST TIME OR GOODWILL, EVEN IF THEY HAVE BEEN ADVISED OF THE POSSIBILITY OF SUCH DAMAGES, WHETHER IN CONTRACT, TORT, STRICT LIABILITY, OR OTHERWISE. THERE ARE NO THIRD PARTY BENEFICIARIES OF ANY AGREEMENTS OR ARRANGEMENTS BETWEEN S&P DOW JONES INDICES AND BANK OF MONTREAL, OTHER THAN THE LICENSORS OF S&P DOW JONES INDICES.

SECONDARY MARKET

Sale Prior to Maturity

BMO Capital Markets will use reasonable efforts under normal market conditions to provide for a daily secondary market for the sale of the Notes through the order entry system operated by Fundserv Inc., but reserves the right to elect not to do so in the future, in its sole and absolute discretion, without prior notice to Holders. Except in certain special circumstances described herein, a Note may be sold to BMO Capital Markets through Fundserv on a daily basis at the posted Bid Price. In order to sell a Note, a Holder must arrange through his or her investment broker to give notice to BMO Capital Markets either in writing or electronically through Fundserv's investment fund transaction processing system. BMO Capital Markets may suspend the secondary market at any time in its sole and absolute discretion, including in the event that the Calculation Agent suspends the determination of the Bid Price as BMO Capital Markets would not be able to fairly and accurately determine the price of the Notes.

A sale of the Notes in such secondary market may occur at a price that is less than the Subscription Price. The Bid Price at which a Holder will be able to sell the Notes prior to the Maturity Date may be at a discount, which could be substantial, from the Maturity Payment that would be payable if the Notes were maturing on such date. The Bid Price for a Note at any time will be dependent upon, among other things, (i) how much the Closing Level has risen or fallen since the Issue Date and its price performance concluded up to such time, and (ii) a number of other interrelated factors, including, without limitation, supply and demand for the Notes, inventory positions with market makers, the volatility of the Reference Index, the prevailing level of interest rates, market expectations of the future levels of interest rates, the time remaining to a Coupon Payment Date, the time remaining to the Final Valuation Date, the dividend yields of the constituent securities comprising the Reference Index, the recognition over time by the Bank of its estimated revenue from the Notes (which may or may not be realized) net of the Bank's cost of hedging the Notes, the amortization by the Bank of the upfront costs incurred by the Bank in creating, distributing and issuing the Notes and the creditworthiness of the Bank. The relationship among these factors is complex and may also be influenced by various political, economic, regulatory and other factors that can affect the Bid Price for a Note. In particular, Holders should understand that the Bid Price (a) might have a non-linear sensitivity to rises and falls in the price performance of the Reference Index (i.e., the trading price of a Note might increase and decrease at a different rate compared to the percentage increases and decreases in the Closing Level) and (b) may be substantially affected by changes in the level of interest rates independent of the price performance of the Reference Index. See "Additional Risk Factors Specific to the Notes — General Risks Relating to Principal At Risk Notes — Conflicts of Interest" and "Additional Risk Factors Specific to the Notes — Risks Relating to the Reference Index — Changes Affecting the Reference Index Could Impact the Notes".

A Holder should consult his or her investment advisor on whether it would be more favourable in the circumstances at any time to sell the Notes or hold the Notes until the Maturity Date and in order to understand the timing and other procedural requirements and limitations of selling the Notes prior to Maturity. For information about selling the Notes through the Fundserv system, see “Description of the Notes — Fundserv” in the Base Shelf Prospectus.

A Holder will not be able to redeem or sell a Note prior to Maturity other than through the secondary market, if any, that may be provided by BMO Capital Markets. Holders choosing to sell their Notes prior to the Maturity Date will receive an amount which may be substantially less than the Subscription Price particularly if (a) Coupons have not been payable in respect of Observation Dates prior to the date of such sale and (b) the Closing Level is substantially below the Initial Level. There is no guarantee that any secondary market which may develop will be liquid or sustainable. See “Additional Risk Factors Specific to the Notes — General Risks Relating to Principal At Risk Notes — Secondary Trading of the Notes”.

BMO Capital Markets or the Bank, or any of their respective affiliates, may at any time, subject to applicable laws, purchase or sell Notes at any price in the open market or by private agreement.

Temporary Suspension of Calculation of the Bid Price

The Calculation Agent may suspend the determination of the Bid Price during the existence of any state of affairs that makes the determination of the Bid Price impossible, impractical or prejudicial to Holders, including, without limitation, the interruption, breakdown or suspension of the Reference Index. See “Special Circumstances”.

Consequences of Suspension of Calculation of the Bid Price

If the Calculation Agent suspends the calculation of the Bid Price, BMO Capital Markets will not be able to fairly and accurately determine the price of the Notes in order to facilitate a secondary market. BMO Capital Markets may suspend the secondary market (assuming the availability of a secondary market) for the Notes if the Calculation Agent suspends the calculation of the Bid Price.

SPECIAL CIRCUMSTANCES

Determinations of the Calculation Agent

All calculations and determinations in respect of the Notes made by the Calculation Agent will, absent manifest error, be final and binding on the Holders and will be made in the Calculation Agent’s sole and absolute discretion. In certain circumstances, if a calculation or valuation to be made by the Calculation Agent involves the application of material discretion and is not based on information or calculation methodologies compiled or utilized by, or derived from, independent third party sources, the Bank will appoint one or more independent calculation experts to confirm such calculations or valuations of the Bank or the Calculation Agent. The Calculation Agent will not be responsible for its errors or omissions if made in good faith. See “Calculation Agent” and “Appointment of Independent Calculation Experts”.

Discontinuance or Modification of the Reference Index

If the Reference Index is (i) not calculated and announced by the Index Sponsor existing on the Issue Date but is calculated and announced by a Successor Sponsor, or (ii) replaced by a successor index using, in the determination of the Calculation Agent, the same or a substantially similar formula for and method of calculation as used in the calculation of the Reference Index, then the Reference Index will be deemed to be the index so calculated and announced by the Successor Sponsor or that successor index, as the case may be, and any subsequent Coupons and the Maturity Payment will be calculated by reference to the closing level of the applicable index.

If any of the following occurs in respect of the Reference Index (each a “**Material Index Change**”):

- (i) on or prior to any Observation Date, the Index Sponsor announces that it will make a material change in the formula for or the method of calculating the Closing Level or in any other way materially modifies the Reference Index (other than a modification prescribed in that formula or method to maintain the Reference Index in the event of changes in constituent securities and capitalization and other routine events) or permanently cancels the Reference Index and no successor index exists;

- (ii) on any Observation Date, the failure of the Index Sponsor to calculate, announce and/or publish the Closing Level (or the information necessary for determining the Closing Level), or the temporary or permanent discontinuance or unavailability of the Index Sponsor; or
- (iii) prior to the Final Valuation Date, the Bank determines, in its sole discretion, that it has ceased to have any necessary license or right to utilize the Reference Index in connection with the Notes,

then the Calculation Agent may (A) determine if such Material Index Change has a material effect on the calculation of a Coupon or the Maturity Payment and, if so, shall calculate those payments using, in lieu of a published Closing Level for the Reference Index, the level for the Reference Index as at that Observation Date as determined by the Calculation Agent in accordance with the formula for and method of calculating the Closing Level last in effect prior to the change, failure or cancellation, but using only those constituent securities that comprised the Reference Index immediately prior to that Material Index Change, or (B) determine if another comparable equity index exists that (1) is reasonably representative of the equity market which was represented by the Reference Index, and (2) may be as efficiently and economically hedged by dealers in such equity market as the Reference Index was so hedged. If the Calculation Agent determines that such other comparable index exists, then the comparable index (the “**Replacement Index**”) shall replace the Reference Index as of the date of such determination. Upon such replacement (a “**Replacement Event**”), the Replacement Index shall be deemed to be the Reference Index for purposes of determining any subsequent Coupons and the Maturity Payment and the Bank shall, as soon as practicable after such Replacement Event, make adjustments to the Initial Level, or any other component or variable relevant to the determination of any amounts payable in respect of the Notes. Adjustments will be made in such a way as the Calculation Agent determines appropriate to account for the price performance of the Reference Index up to the occurrence of such Replacement Event and the subsequent price performance of the Replacement Index thereafter. Upon any Replacement Event and the making of any adjustments, the Calculation Agent shall promptly give notice to the Holders or their agents.

For greater certainty, the Calculation Agent, acting in its sole and absolute discretion, may determine that no other comparable index exists such that a Replacement Index is not substituted for the Reference Index. See “Special Circumstances – Extraordinary Event”.

Market Disruption Event

If the Calculation Agent, acting in its sole and absolute discretion, determines that a Market Disruption Event in respect of the Reference Index has occurred and is continuing on any day that but for that event would be an Observation Date, then that Observation Date will be postponed to the next Exchange Day on which there is no Market Disruption Event in effect in respect of the Reference Index.

However, there will be a limit for postponement of that Observation Date. If on the eighth (8th) Exchange Day following the date originally scheduled as the Observation Date, the Observation Date has not occurred, then despite the occurrence of any Market Disruption Event in respect of the Reference Index on or after such eighth (8th) Exchange Day:

- (i) such eighth (8th) Exchange Day will be the Observation Date in respect of the Reference Index; and
- (ii) the Closing Level to be used for any calculations or determinations on that Observation Date will be a level estimated by the Calculation Agent taking into account all relevant market circumstances.

Notwithstanding the foregoing, if a Market Disruption Event has occurred and is continuing as of 5:00 p.m. (Toronto time) on the last Business Day of any month during the term of the Notes, then that last Business Day shall be the Observation Date in respect of the Reference Index, and the Closing Level of the Reference Index to be used for any calculations or determinations on that Observation Date will be a level estimated by the Calculation Agent taking into account all relevant market circumstances.

A Market Disruption Event may delay the determination of the Closing Level and consequently the calculation of any Coupon or the Maturity Payment that may be payable under the Notes. Where there has been a Market Disruption Event, payment of any Coupon or the Maturity Payment will be made on the fifth (5th) Business Day after the Closing Level has been determined for the Reference Index.

“Market Disruption Event” means any event, circumstance or cause (whether or not reasonably foreseeable) beyond the reasonable control of the Bank or any person that does not deal at arm’s length with the Bank which has or will have a material adverse effect on the ability of the Bank and/or its affiliates generally to acquire, place, establish, re-establish, substitute, maintain, modify or unwind or dispose of any hedge transaction in respect of the Notes and the applicable Reference Index or to realize, recover or remit the proceeds of any such hedge transaction. A Market Disruption Event may include, without limitation, any of the following events:

- (i) any failure of trading to commence, or the permanent discontinuation of trading, or any suspension of or limitation on trading of (a) the Reference Index, (b) securities that comprise 10% or more of the level of the Reference Index on a relevant Exchange, or (c) any futures or options contracts relating to the Reference Index on a relevant Related Exchange, whether by reason of movements in price exceeding limits permitted by the Exchange or Related Exchange or otherwise;
- (ii) the failure of the Index Sponsor, or the Successor Sponsor, to determine or announce the Closing Level (or the information necessary for determining the Closing Level), or the temporary or permanent discontinuance or unavailability of such announcements;
- (iii) the closure (**“Early Closure”**) on any Exchange Day for the Reference Index of a relevant Exchange or Related Exchange prior to its scheduled closing time unless such earlier closing time is announced by such Exchange or Related Exchange at least one hour prior to the earlier of (a) the actual closing time for the regular trading session on such Exchange or Related Exchange on such Exchange Day and (b) the deadline for orders to be submitted for entry in the Exchange or Related Exchange system for execution at the close of trading on such Exchange Day;
- (iv) any event (other than an Early Closure) that disrupts or impairs (as determined by the Calculation Agent) the ability of market participants in general to effect transactions in, or obtain market values for (a) the Reference Index, (b) securities that comprise 10% or more of the level of the Reference Index on a relevant Exchange, or (c) any futures or options contracts relating to the Reference Index on a relevant Related Exchange;
- (v) the failure of a relevant Exchange or Related Exchange to open for trading during its regular trading session on an Exchange Day;
- (vi) the adoption, change, enactment, publication, decree or other promulgation of any statute, regulation, rule or notice, howsoever described, or any order of any court or other governmental or regulatory authority, or any issuance of any directive or promulgation of, or any change in the interpretation, whether formal or informal, by any court, tribunal, regulatory authority or similar administrative or judicial body of any law, order, regulation, decree or notice, howsoever described or any other event that makes or would make it unlawful or impracticable for the Bank to perform its obligations under the Notes or for dealers to generally acquire, place, establish, re-establish, substitute, maintain, modify or unwind or dispose of any hedge transaction in respect of the Reference Index or to realize, recover or remit the proceeds of any such hedge transaction in respect of the Reference Index or has or would have a material adverse effect on the economy or the trading of securities generally on any relevant Exchange or Related Exchange;
- (vii) the taking of any action by any governmental, administrative, legislative or judicial authority or power of Canada or any other country, or any political subdivision thereof, that has a material adverse effect on the financial markets of the United States, Canada or a country in which any applicable Exchange or Related Exchange is located;
- (viii) any outbreak or escalation of hostilities or other national or international calamity or crisis (including, without limitation, natural calamities) that has or would have a material adverse effect on the ability of the Bank to perform its obligations under the Notes or of dealers generally to acquire, place, establish, re-establish, substitute, maintain, modify or unwind or dispose of any hedge transaction in respect of the Reference Index or to realize, recover or remit the proceeds of any such hedge transaction in respect of the Reference Index or has or would have a material adverse effect on the economy or the trading of securities generally on any relevant Exchange or Related Exchange; or

- (ix) an increase in the cost of acquiring, placing, establishing, re-establishing, substituting, maintaining, modifying or unwinding or disposing of any hedge transaction in connection with the Reference Index or in the cost of realizing, recovering or remitting the proceeds of any such hedge transaction.

Extraordinary Event

If the Calculation Agent determines in its sole and absolute discretion that:

- (i) a Market Disruption Event in respect of the Reference Index has occurred and has continued for at least eight (8) consecutive Exchange Days;
- (ii) a Material Index Change has occurred; or
- (iii) there is any change or proposed change in applicable law (or the interpretation or administration thereof) that, in the opinion of the Calculation Agent, acting reasonably, would have a significant adverse effect on the market price, value, marketability or return payable with respect to the Notes,

the Calculation Agent may decide not to choose a Replacement Index as a substitute for the Reference Index (an “**Extraordinary Event**”). Such a decision may be made if the Calculation Agent has determined that there is no comparable index traded on a major exchange or market quotation system that offers sufficient liquidity in order for the Calculation Agent to (A) acquire, place, establish, re-establish, substitute, maintain, modify or unwind or dispose of any hedge transaction for that index or (B) realize, recover or remit the proceeds of any hedge transaction. If an Extraordinary Event occurs, the Bank may, upon notice to the Holders or their agents to be given effective on an Exchange Day (the date of such notification being the “**Extraordinary Event Notification Date**”), elect to discharge its obligations in respect of the Maturity Payment and any Coupon that may have been payable by making an accelerated payment to Holders prior to the Maturity Date (an “**Early Payment Amount**”). The Early Payment Amount will be determined by the Calculation Agent acting in good faith in accordance with industry-accepted methods and based on all relevant market circumstances.

Upon such election, the following consequences will arise as of the Extraordinary Event Notification Date:

- (i) any payment on the Notes that may otherwise be payable by the Bank will not be calculated in accordance with the provisions set out in “Description of the Notes” above;
- (ii) the Early Payment Amount will be determined as of the Extraordinary Event Notification Date, whether or not any Extraordinary Event is continuing on such date; and
- (iii) the Bank shall be discharged of all its obligations in respect of any further payments on the Notes.

Payment of the Early Payment Amount, if any, will be made on the tenth (10th) Business Day after the Extraordinary Event Notification Date (the “**Early Payment Date**”). Upon such payment, the Holder’s right to receive any further payments on the Notes will be extinguished.

It is possible that the Early Payment Amount may be less than the Maturity Payment and any Coupons that might have been payable absent the occurrence of the Extraordinary Event and an election by the Bank to pay the Early Payment Amount.

If the Bank determines that an Extraordinary Event has occurred and the Extraordinary Event is the result of a Market Disruption Event or Material Index Change, then, in lieu of electing to pay the Early Payment Amount, the Bank may use an alternative exchange or index source to determine the Closing Level, or replace the Index Sponsor with an alternative reference source or basis for determining the Closing Level which, in the reasonable determination of the Bank, most closely approximates the value for the Reference Index, and thereafter such alternative reference source or basis for determining the value may become the Successor Sponsor for determining the Closing Level in the future.

ADDITIONAL DETAILS OF THE OFFERING

The Bank is offering the Notes through Fundserv’s transaction processing system. Subscriptions for the Notes will be made using the Fundserv network under the code “JHN11079”, which will result in funds being accumulated in a non-interest bearing account of BMO Capital Markets pending execution of all documents required for this transaction and satisfaction of closing conditions, if any. Funds in respect of all subscriptions shall be payable at the time of subscription. For more

information about the issuance, settlement and resale of the Notes, see “Description of the Notes” in the Base Shelf Prospectus.

Fundserv

Purchases of the Notes will be effected through dealers and other firms that facilitate purchase and related settlement through the order entry system operated by Fundserv Inc.

Fundserv is owned and operated by both fund sponsors and distributors and provides distributors of funds and certain other financial products with an online transaction processing system for such financial products, including the Notes. Fundserv’s network facilitates the matching of orders to settlement instructions, facilitates reconciliation, aggregates and reports net settlement amounts and distributes settlement instruction information to the financial product distribution channel. Holders should consult with their financial advisors as to whether their Notes have been purchased through Fundserv and to obtain further information on Fundserv procedures applicable to those Holders.

Where a Holder’s purchase order for the Notes is effected by a dealer or other firm using the Fundserv network, such dealer or other firm may not be able to accommodate a purchase of the Notes through certain registered plans for purposes of the Tax Act. Holders should consult their financial advisors as to whether their orders for the Notes will be made using the Fundserv network and any limitation on their ability to purchase the Notes through registered plans.

Purchase of Fundserv Notes

In order to purchase Notes using the Fundserv network (“**Fundserv Notes**”), the full aggregate Subscription Price must be delivered to BMO Capital Markets, as agent, in immediately available funds prior to the Issue Date. Despite delivery of such funds, BMO Capital Markets reserves the right not to accept any offer to purchase Fundserv Notes. If the Fundserv Notes are not issued to the subscriber for any reason, such funds will be returned forthwith to the subscriber. In any case, whether or not the Fundserv Notes are issued, no interest or other compensation will be paid to the subscriber on such funds.

Sale of Fundserv Notes

A Holder wishing to sell Fundserv Notes prior to Maturity is subject to certain procedures and limitations. Any Holder wishing to sell a Fundserv Note should consult with his or her financial advisor in advance in order to understand the timing and other procedural requirements and limitations of selling. A Holder must sell Fundserv Notes by using the sale procedures of Fundserv’s transaction processing system; any other sale is not possible. Accordingly, a Holder will not be able to negotiate a sale price for Fundserv Notes. Instead, the financial advisor for the Holder will need to initiate an irrevocable request to sell the Fundserv Note in accordance with then established procedures of Fundserv. Generally, this will mean that the financial advisor will need to initiate the sale request by 1:00 p.m. (Toronto time, or such other time as may hereafter be established by Fundserv) on a Business Day. Any request received after such time will be deemed to be a request sent and received in respect of the next following Business Day. Sale of a Fundserv Note will be effected at a price equal to the Bid Price for the Note, determined by BMO Capital Markets in its sole and absolute discretion. The Holder should be aware of the limitations and restrictions surrounding the secondary market. See “Secondary Market”.

The Holder should also be aware that, although the “redemption” procedures of Fundserv’s transaction marketing system would be utilized, the Fundserv Notes of the Holder will actually be sold in the secondary market (assuming the availability of a secondary market) to BMO Capital Markets. In turn, BMO Capital Markets will be able to deal with such Fundserv Notes in its discretion, including, without limitation, selling those Fundserv Notes to other parties at any price or holding them in its inventory or having them cancelled.

Holders should also be aware that from time to time such sale mechanism to sell Fundserv Notes may be suspended for any reason without notice, thus effectively preventing Holders from selling their Fundserv Notes. Prospective purchasers requiring liquidity should carefully consider this possibility before purchasing Fundserv Notes.

The Calculation Agent is required to post (or arrange to be posted) the Bid Price on each Business Day, subject to a suspension of the calculation of the Bid Price described under “Secondary Market — Temporary Suspension of Calculation of the Bid Price”. The posted Bid Price may also be used for valuation purposes in any statement sent to Holders.

In certain circumstances Fundserv Notes may not be transferable to another dealer, if the Holder were to decide to move his or her investment accounts to such other dealer. In that event, the Holder would have to sell the Fundserv Notes pursuant to the procedures outlined above.

Settlement of Payments

The Bank will be required to make available to CDS, no later than 10:00 a.m. (Toronto time) on each Coupon Payment Date, the Call Date and the Maturity Date, funds in an amount sufficient to pay the amounts then due, if any, under the Notes.

All amounts payable in respect of the Notes will be made available by the Bank through CDS or its nominee. CDS or its nominee will, upon receipt of any such amount, facilitate payment to the applicable CDS Participants or credit the account of such CDS Participants, in amounts proportionate to their respective interests as shown on the records of CDS. BMO Capital Markets will facilitate payment through Fundserv's transaction processing system to non-CDS Participants or credit the account of such non-CDS Participants, in amounts proportionate to their respective interests.

The Bank expects that payments by CDS Participants and non-CDS Participants to Holders will be governed by standing instructions and customary practices, as is the case with securities or instruments held for the accounts of customers in bearer form or registered in street name, and will be the responsibility of such CDS Participants or non-CDS Participants. The responsibility and liability of the Bank in respect of the registered Notes that it issues in the form of a Global Note is limited to making payment of the amounts due in respect of the Global Note to CDS or its nominee. Neither the Bank nor the Calculation Agent will have any responsibility or liability for any aspect of the records relating to or payments made on account of ownership of the Notes represented by the Global Note or for maintaining, supervising or reviewing records relating to any such ownership.

The Bank retains the right, as a condition to payment of amounts due at Maturity, to require the surrender for cancellation of any certificate evidencing the Notes.

Neither the Bank nor CDS will be bound to see to the execution of any trust affecting the ownership of any Note or be affected by notice of any equity that may be subsisting with respect to any Note.

Book-Entry Only System

The Notes will be issued in book-entry form and will be represented by a registered Global Note certificate. The Global Note will name a depository or its nominee as the owner of the Notes, which shall initially be CDS. (All references to the Notes and a Note contained in this pricing supplement will include the Global Note unless the context otherwise requires.) The Bank will issue the Notes evidenced by certificates in definitive form to a particular Holder only in limited circumstances. For further information about the Notes held through a depository, see "Description of the Notes — Form of Notes and Transfer" in the Base Shelf Prospectus.

Global Note

The Global Note issued by the Bank will be deposited with a depository (initially being CDS) and registered in the name of such depository or its nominee in denominations equal to the aggregate Principal Amount of the Notes. Fundserv Notes will also be evidenced by the Global Note. Holders holding Fundserv Notes will have a beneficial interest in the Global Note held by CDS. The Notes will be recorded by CDS as being held by BMO Capital Markets, as a direct participant in CDS on behalf of the Holders. BMO Capital Markets will in turn record or cause to be recorded the respective interests of Holders in the Fundserv Notes which recordings will be made as instructed by Fundserv. Unless and until the registered Global Note is exchanged in whole for the Notes in definitive registered form, the registered Global Note may not be transferred except as a whole by and among the depository, its nominee or any successors of such depository or nominee. Each person owning a beneficial interest in a registered Global Note must rely on the procedures of the depository for that registered Global Note and if that person is not a participant, on the procedures of the participant through which the person owns its interest, to exercise any rights of a Holder.

Definitive Notes

If the depository for any of the Notes represented by the registered Global Note is at any time unwilling or unable to continue to properly discharge its responsibilities as depository, and a successor depository is not appointed by the Bank within 90

days, the Bank will issue the Notes in definitive form in exchange for the registered Global Note that had been held by the depository.

In addition, the Bank may at any time and in its sole and absolute discretion decide not to have any of the Notes represented by one or more registered Global Notes. If the Bank makes that decision, the Bank will issue the Notes in definitive form in exchange for the registered Global Note representing the Notes.

Except in the circumstances described above and in the Base Shelf Prospectus, beneficial owners of the Notes will not be entitled to have any portions of such Notes registered in their name, will not receive or be entitled to receive physical delivery of the Notes in certificated, definitive form and will not be considered the owners or holders of a Global Note.

Notices to Holders

All notices to Holders regarding the Notes will be validly given if published once in a French language Canadian newspaper and in the national edition of an English language Canadian newspaper, or if communicated to Holders or their agents by mail, electronic and/or any other means. Unless stated otherwise, the Calculation Agent will give notice as aforesaid to the Holders or their agents of any material change or material fact relating to the Notes.

Amendments to the Notes

The Global Note and the terms and conditions thereunder may be amended without the consent of the Holders by agreement between the Bank and the Calculation Agent if, in the reasonable opinion of the Bank and the Calculation Agent, the amendment would not materially and adversely affect the interests of the Holders. In all other cases, the Global Note may be amended if the amendment is approved by a resolution passed by the favourable votes of the Holders representing not less than 66⅔% of the outstanding aggregate Notes represented at a meeting convened for the purpose of considering the resolution or by written resolution signed by the Holders of not less than 66⅔% of the outstanding principal amount of Notes. Each Holder is entitled to one vote per \$100.00 principal amount of Note held for the purpose of approving such a resolution at a meeting. The Notes do not carry the right to vote in any other circumstances.

PLAN OF DISTRIBUTION

The Notes are being issued by the Bank with a subscription price of \$100.00 per Note (the “**Subscription Price**”) and a minimum subscription of \$100,000.00 (1,000 Notes). The Notes are denominated in Canadian dollars and all payments owing under the Notes will be made in Canadian dollars. The maximum issue size will be \$15,000,000.00 of Notes for the Offering. The Bank reserves the right to change the minimum subscription amount and/or the maximum issue size in its sole and absolute discretion.

Pursuant to the terms and conditions of the Dealer Agreement, the Dealers, as agents of the Bank, have agreed to solicit offers to purchase the Notes, on a reasonable best efforts basis, if, as and when such Notes are issued by the Bank. The Notes will be offered at a price of \$100.00 per Note. The Dealers will not be entitled to receive an upfront fee for the Notes. While the Dealers have agreed to use their reasonable best efforts to sell the Notes offered hereby, they will not be obligated to purchase the Notes which are not sold. A fee of up to \$0.20 per Note will be payable directly by the Bank to HSBC Securities (Canada) Inc. at closing from its own funds for acting as independent agent. HSBC Securities (Canada) Inc., as the independent agent, has performed due diligence in connection with the Offering but has not participated in the structuring or the pricing of the Offering.

The Notes are being offered through Fundserv’s investment fund transaction processing system. Subscriptions for the Notes will be made on the Fundserv network under the code “JHN11079”, which will result in funds being accumulated in a non-interest bearing account of BMO Capital Markets pending execution of all documents required for this transaction and satisfaction of closing conditions if any. Holders should recognize that they do not have an account with BMO Nesbitt Burns Inc. Funds in respect of all subscriptions shall be payable at the time of subscription. The Bank will have the sole right to accept offers to purchase the Notes and may reject any proposed purchase of the Notes in whole or in part, and the Bank reserves the right to allot the Notes to investors in an amount less than that subscribed for by the investor. The Bank reserves the right to close the subscription book at any time and may discontinue accepting subscriptions at any time without notice. The Bank may at any time prior to the Issue Date, in its discretion, elect whether or not to proceed in whole or in part with the issue of the Notes.

It is expected that the closing of the Offering will take place on or about March 2, 2020 or on such other date as the Bank and the Dealers may agree, and that the Global Note representing the Notes will be available for delivery through the facilities of CDS on or about the Issue Date. Except in certain limited circumstances, subscribers for the Notes will not have the right to receive physical certificates evidencing their ownership of the Notes. If for any reason the closing of the Offering does not occur, all subscription funds will be returned forthwith to the subscriber's financial advisor without interest or deduction using the Fundserv network.

The Bank may from time to time issue any additional series of the Notes or any other Notes or other debt instruments (which may or may not resemble the Notes) which may be offered by the Bank concurrently with the Offering.

BMO Nesbitt Burns Inc. is a wholly-owned subsidiary of the Bank. As a result, the Bank is a "related issuer" of BMO Nesbitt Burns Inc. for the purposes of National Instrument 33-105 — *Underwriting Conflicts*. The decision to offer the Notes and the determination of the terms of the Notes was based on a number of factors including the direction and advice of officers of BMO Capital Markets. The terms of the Notes were based on negotiations between BMO Capital Markets, as agent of the Bank, and the Dealers. The Bank or BMO Capital Markets, as agent on behalf of the Bank, may enter into arrangements to hedge the Bank's risks associated with the Notes. The Bank has agreed that BMO Capital Markets may retain a portion of any profits, and may be required to compensate the Bank for a portion of any losses, resulting from such hedging arrangements. In addition, BMO Capital Markets will serve as Calculation Agent and facilitate payment of amounts payable, if any, in respect of the Notes. BMO Capital Markets will also use commercially reasonable efforts under normal market conditions to provide for a daily secondary market for the sale of the Notes, as described herein, but reserves the right to elect not to do so in the future, in its sole and absolute discretion, without prior notice to Holders, and may earn a profit in connection with the acquisition or subsequent disposition of the Notes acting as principal. BMO Nesbitt Burns Inc. will not receive any fees out of the proceeds of the Offering of Notes. See "Fees and Expenses".

The Bank reserves the right to purchase for cancellation at its discretion any amount of Notes in the secondary market, without notice to Holders.

In connection with the issue and sale of the Notes by the Bank, no person is authorized to give any information or to make any representation not expressly contained in this pricing supplement or the Global Note and the Bank does not accept responsibility for any information not contained herein. This pricing supplement does not constitute, and may not be used for the purposes of, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation and no action is being taken to permit an offering of the Notes in any jurisdiction outside Canada where any action is required. The Notes to be issued hereunder are being offered to residents of each of the provinces and territories of Canada except Quebec.

The Notes to be issued hereunder have not been, and will not be, registered under the U.S. Securities Act and may not be offered, sold or delivered, directly or indirectly, in the United States of America, its territories, its possessions and other areas subject to its jurisdiction or to, or for the account or benefit of, a U.S. person (as defined in Regulation S under the U.S. Securities Act) except in certain transactions exempt from the requirements of the U.S. Securities Act.

USE OF PROCEEDS

The maximum issue size will be \$15,000,000.00 for the Offering. The Bank reserves the right to change the maximum issue size in its sole and absolute discretion. The Bank will use the net proceeds of the Offering for general banking purposes. The Bank and/or its affiliates may use all or any portion of the proceeds in transactions intended to hedge the Bank's obligations under the Notes, including forward and option contracts. The Bank may benefit from any difference between the amount it is obligated to pay under the Notes, net of related fees and expenses, and the returns it may generate in hedging such obligation.

CALCULATION AGENT

BMO Capital Markets or a person appointed by BMO Capital Markets will act as Calculation Agent for the Notes. Except in circumstances described in "Appointment of Independent Calculation Experts", all calculations and determinations to be made in connection with the Notes will be made by the Calculation Agent and will be made at the sole and absolute discretion of the Calculation Agent. Whenever the Calculation Agent is required to act, it will do so in good faith using its reasonable judgment and its determinations will be binding in the absence of manifest error. The Calculation Agent does not warrant the accuracy, reliability or completeness of information made available with respect to the Reference Index or calculations made by it in connection with the Notes. The Calculation Agent receives no fees for acting in such capacity.

Conflicts that may arise as a result of BMO Capital Markets or an affiliate of the Bank acting as the Calculation Agent are disclosed in “Additional Risk Factors Specific to the Notes — General Risks Relating to Principal At Risk Notes — Conflicts of Interest”.

APPOINTMENT OF INDEPENDENT CALCULATION EXPERTS

If a calculation or valuation described in “Special Circumstances” contemplated to be made by the Calculation Agent in respect of the Notes following an Extraordinary Event involves the application of material discretion and is not based on information or calculation methodologies compiled or utilized by, or derived from, independent third party sources, the Bank will appoint one or more calculation experts to confirm such calculation or valuation. Such calculation experts will be independent from the Bank and active participants in the financial markets in Canada. Calculation experts will not assume any obligation or duty to, or any relationship of agency or trust for or with, the Holders or the Bank. Holders will be entitled to rely on any valuations, calculations or confirmations made by such calculation experts and such valuations, calculations and confirmations will (except in the case of manifest error) be final and binding on the Bank, the Calculation Agent and the Holders. Calculation experts will not be responsible for good faith errors or omissions in the making of any such valuations, calculations and confirmations. Calculation experts may, with the consent of the Bank, delegate any of their obligations and functions to a third party as they deem appropriate, but acting honestly and reasonably at all times. The valuations, calculations and confirmations of calculation experts will be made available to a Holder at the principal executive offices of the Bank.

FEES AND EXPENSES

Fees Payable to the Dealers

There will be no selling concessions, service fees or other fees or expenses paid out of the proceeds of the Offering. A fee of up to \$0.20 per Note will be payable by the Bank to HSBC Securities (Canada) Inc. from its own funds at closing for acting as independent agent. The payment of this fee will not reduce or have any effect on the amount of any Coupons or the Maturity Payment payable on the Notes.

The Bank will not charge any other fee or seek reimbursement of any other expense in connection with the Notes. For certainty, all expenses of the Offering will be borne by the Bank.

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

In the opinion of Torys LLP, counsel to the Bank, the following is, as of the date hereof, a summary of the principal Canadian federal income tax considerations generally applicable to the acquisition, holding and disposition of the Notes by an Initial Holder. This summary is applicable only to an Initial Holder who is an individual (other than a trust) and, for the purposes of the Tax Act, is, or is deemed to be, a resident of Canada, deals at arm's length with and is not affiliated with the Bank and holds the Notes as capital property. The Notes will generally be considered to be capital property to an Initial Holder unless: (i) the Initial Holder holds the Notes in the course of carrying on or otherwise as part of a business of trading or dealing in or buying and selling securities; or (ii) the Initial Holder acquired such Notes as an adventure in the nature of trade. Certain Initial Holders resident in Canada whose Notes might not otherwise be considered to be capital property or who desire certainty with respect to the treatment of the Notes as capital property may be entitled to make an irrevocable election to have the Notes and all of the Initial Holder's other “Canadian securities” (as defined in the Tax Act) deemed to be capital property pursuant to subsection 39(4) of the Tax Act.

This summary is based on the current provisions of the Tax Act as in force on the date hereof, counsel's understanding of the current published administrative policies and assessing practices of the CRA and all specific proposals to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof. No assurance can be given that any proposal to amend the Tax Act will be enacted as proposed or at all. This summary does not otherwise take into account or anticipate any changes in law or in the CRA's administrative or assessing practices, whether by legislative, governmental or judicial action. This summary is not exhaustive of all possible Canadian federal income tax considerations applicable to an investment in the Notes and does not take into account provincial, territorial or foreign income tax legislation or considerations.

This summary is of a general nature only and is not intended to be, nor should it be relied upon or construed as, legal or tax advice to any particular Holder. Holders should consult their own tax advisors for advice with respect to the income tax consequences of an investment in the Notes, based on their particular circumstances.

Interest

An Initial Holder will be required to include a Coupon, if any, as interest on the Notes in income for the taxation year in which the Coupon is received or became receivable (depending on the method regularly followed by the Initial Holder in computing income) to the extent such amount was not included in computing the Initial Holder's income for a preceding taxation year.

The Bank will file an information return with the CRA in respect of any interest to be included in an Initial Holder's income as and when required by law and will provide the Initial Holder with a copy of such return.

Disposition of Notes

In certain circumstances, where an investor assigns or otherwise transfers a debt obligation prior to its maturity, the amount of interest accrued on the debt obligation to that time, but unpaid, will be excluded from the proceeds of disposition of the debt obligation and will be required to be included as interest in computing the investor's income for the taxation year in which the transfer occurs, except to the extent that it has been otherwise included in income for that taxation year or a preceding taxation year. Under the terms of the Notes, if an Initial Holder assigns or otherwise transfers a Note between an Observation Date and the ensuing Payment Date, any amount that is payable on that Payment Date will be treated as accrued interest. However, where an Initial Holder assigns or otherwise transfers a Note between a Payment Date and the following Observation Date and provided an Extraordinary Event Notification Date has not arisen, there should be no amount that will be treated as accrued interest. Provided an Extraordinary Event Notification Date has not arisen and while the matter is not free from doubt, a disposition or deemed disposition of a Note by an Initial Holder, other than to the Bank, should give rise to a capital gain (or capital loss) to the extent the Initial Holder's proceeds of disposition, excluding accrued and unpaid interest, if any, exceed (or are less than) the aggregate of the Initial Holder's adjusted cost base of the Note and any reasonable costs of disposition. An Initial Holder who disposes of a Note prior to Maturity should consult his or her tax advisor with respect to his or her particular circumstances.

At the Maturity Date (or an Early Payment Date) an Initial Holder will be considered to have disposed of a Note and may realize a capital loss to the extent the Subscription Price exceeds the Maturity Payment (or the Early Payment Amount). In the event that an Early Payment Amount is paid and the Early Payment Amount exceeds the Subscription Price of the Note, the excess may be deemed to be interest.

One-half of a capital gain (a "**taxable capital gain**") realized by an Initial Holder must be included in the income of the Initial Holder. One-half of a capital loss (an "**allowable capital loss**") realized by an Initial Holder is deductible against taxable capital gains realized in the taxation year. Allowable capital losses in excess of taxable capital gains may be carried back and deducted against net taxable capital gains realized in the three preceding taxation years or carried forward and deducted against net taxable capital gains realized in subsequent taxation years, subject to the detailed rules in the Tax Act.

Capital gains realized by an individual may give rise to a liability for alternative minimum tax.

ADDITIONAL RISK FACTORS SPECIFIC TO THE NOTES

An investment in the Notes is subject to certain risk factors that prospective purchasers should carefully consider before acquiring the Notes, including but not limited to the risks described below. In addition to the risks described herein and in the Base Shelf Prospectus, reference is made to the disclosure relating to risk factors on pages 14 and 68 to 106 of the Bank's Management's Discussion and Analysis for the year ended October 31, 2019, which disclosure is incorporated herein by reference. The information in the Base Shelf Prospectus is supplemented by, and to the extent inconsistent therewith replaced and superseded by, the information in this pricing supplement. This section describes the most significant risks relating to the terms of the Notes. The Bank urges prospective purchasers to read the following information about these risks, together with the other information in the Base Shelf Prospectus and this pricing supplement, before investing in the Notes.

General Risks Relating to Principal At Risk Notes

Suitability of Notes for Investment

An investor should decide to invest in the Notes only after carefully considering with an advisor, whether the Notes are a suitable investment in light of the information set out in this pricing supplement. Neither the Bank nor BMO Capital Markets makes any recommendation as to whether the Notes are a suitable investment for any person.

Investments in the Notes are uncertain in nature in that they could produce no return and Holders could lose some or substantial portion of their principal investment in the Notes. An investment in the Notes is only suitable for investors with a medium-term investment horizon and who are prepared to assume risk with an investment whose return and repayment of principal is dependent upon the Closing Level on the Observation Dates. It is possible that a Holder will receive no Coupons during the term of the Notes. The Notes are not a suitable investment for a prospective purchaser who requires a guaranteed return or who cannot withstand a loss of some or a substantial portion of his or her principal investment.

The Notes are not conventional notes or debt securities in that they do not provide Holders with a guaranteed return or income stream prior to Maturity and the return at Maturity is not calculated by reference to a fixed or floating rate of interest that is determinable prior to Maturity nor do they provide Holders with any assurance that the Principal Amount will be paid at or prior to Maturity (other than the Minimum Payment Amount). The return a Holder receives on his or her principal investment could be less than the return that could be earned on other investments. An investment in the Notes may not reflect the full opportunity cost to a Holder when the factors that affect the time value of money are considered. The Notes are not a suitable investment for a prospective purchaser who does not understand their terms or the risks involved in holding the Notes.

Secondary Trading of the Notes

There is currently no market through which Notes may be sold. The Bank does not intend to apply to have the Notes listed on any securities exchange or marketplace. Holders are not entitled to redeem their Notes prior to Maturity and there is no guarantee that any secondary market which may develop will be liquid or sustainable. Consequently, the Notes should not be viewed as trading instruments.

BMO Capital Markets will use reasonable efforts under normal market conditions to provide for a daily secondary market for the sale of the Notes through Fundserv, but reserves the right to elect not to do so in the future, in its sole and absolute discretion, without prior notice to Holders and may earn a profit in connection with the acquisition or subsequent disposition of the Notes acting as principal. The Calculation Agent may suspend the determination of the Bid Price per Note during the existence of any state of affairs that makes those determinations impossible, impractical or prejudicial to Holders. If the Calculation Agent suspends these calculations, BMO Capital Markets will not be able to fairly and accurately determine the price for the Notes in order to facilitate a secondary market and, consequently, may suspend the secondary market for the Notes.

A Holder who sells the Notes in the secondary market (assuming the availability of a secondary market) prior to the Maturity Date may receive a price substantially less than the Subscription Price, particularly if (a) Coupons have not been payable in respect of Coupon Payment Dates prior to the date of such sale and (b) the Closing Level is substantially below the Initial Level. The price at which a Holder will be able to sell the Notes prior to the Maturity Date may be at a discount, which could be substantial, from the Maturity Payment that might otherwise be payable if the Notes were maturing on such day.

The value of the Notes in the secondary market will be affected by a number of complex and inter-related factors, which are described in “Secondary Market — Sale Prior to Maturity”. A Holder should consult his or her respective investment advisors on whether it would be more favourable in the circumstances at any time to sell or to hold their Notes until Maturity.

Estimated Value of the Notes

The Bank’s estimated value of the Notes on the Issue Date is only an estimate, and based on a number of factors. The estimated value was determined on the pricing date using the Bank’s internal pricing models, which take into account a number of variables and assumptions about future events that may prove to be incorrect, including expectations as to dividends and distributions, volatility, interest rates and the Bank’s internal funding rates. The Bank’s internal funding rates may differ from the market rates for the Bank’s conventional debt securities. The use of different pricing models and

assumptions could result in materially different values as compared to the Bank's estimated value. An estimated value calculated on the Issue Date may differ from the current estimate, and the actual value of the Notes at any time will reflect many factors and cannot be predicted with accuracy.

The initial offering price of the Notes exceeds the estimated value of the Notes. The difference between the initial offering price and the estimated value of the Notes results from several factors, including the estimated profit that the Bank and its affiliates expect to earn (which may or may not be realized) for assuming the risks in hedging the Bank's obligations under the Notes, and the estimated cost of hedging these obligations.

The estimated value of the Notes is not an indication or prediction of the price at which BMO Capital Markets or any other person may be willing to purchase or sell the Notes in the secondary market. The value of the Notes after the date of this pricing supplement will vary based on many factors, including changes in market conditions, and cannot be predicted with accuracy. As a result, the actual value that a Holder would receive upon selling the Notes in the secondary market, if any, should be expected to differ materially from the initial estimated value of the Notes. See "– Secondary Trading of the Notes" and "Secondary Market – Sale Prior to Maturity" for more information concerning the value of the Notes in the daily secondary market.

The Bank has adopted written policies and procedures for determining the estimated value of the Notes which include: (i) the methodologies used for valuing each type of component embedded in the Notes, (ii) the methods by which the Bank will review and test valuations to assess the quality of the prices obtained as well as the general functioning of the valuation process, and (iii) conflicts of interest. The independent agent will not participate in the preparation of, or review the calculation of, the estimated value of the Notes.

Special Circumstances

If a Market Disruption Event occurs on an Observation Date, then that Observation Date will be postponed to the next Exchange Day on which there is no Market Disruption Event in effect. Fluctuations in the Closing Level may occur in the interim. In certain special circumstances the Reference Index may be replaced by a Replacement Index or the Coupon and/or Maturity Payment payable to Holders may be determined in an alternate manner. If an Extraordinary Event has occurred, the Bank may elect to pay an Early Payment Amount to Holders. In that case, a Holder would not be entitled to any additional payments on the Notes. See "Special Circumstances".

Conflicts of Interest

Each of the Bank and BMO Capital Markets, whether in its capacity as Dealer, Calculation Agent or otherwise, and any of their respective affiliates, including BMO Private Investment Counsel Inc., may from time to time, in the course of its normal business operations, hold interests linked to the Reference Index or hold securities that comprise the Reference Index, extend credit to or enter into other business dealing with one or more of the issuers whose securities comprise the Reference Index, including under hedging arrangements relating to the Notes. Conflicts may also arise because the Bank and/or its affiliates expect to engage in trading activities related to the Reference Index or the issuers whose securities comprise the Reference Index that are not for the account of Holders or on their behalf. These trading activities may present a conflict between the Holders' interest in the Notes and the interests of the Bank and/or its affiliates will have in their proprietary accounts in facilitating transactions, including block trades and options and other derivatives transactions, for their customers and in accounts under their management. These trading activities, if they influence the Reference Index or securities that comprise the Reference Index, could be adverse to the interests of the Holders. Moreover, subsidiaries of the Bank (including BMO Capital Markets and/or BMO Private Investment Counsel Inc.) and the Dealers have published, and in the future expect to publish, research reports with respect to the Reference Index or securities that comprise the Reference Index. This research is modified from time to time and may express opinions or provide recommendations that are inconsistent with purchasing or holding the Notes. Each of the Bank and BMO Capital Markets has agreed that all such actions taken by it or its affiliates shall be taken based on normal commercial criteria in the particular circumstances, which may include payment of trailer fees. The foregoing actions by any of the Bank, BMO Capital Markets and their respective affiliates may not take into account the effect, if any, of such actions on the amount payable at Maturity of the Notes.

BMO Capital Markets, an indirect subsidiary of the Bank, is the Calculation Agent and is responsible for, among other things, calculating the Bid Price per Note, Coupon, Maturity Payment and Early Payment Amount, and facilitating sales of Notes, as described under "Secondary Market", and may enter into derivative transactions or other arrangements with the Bank in respect of the Bank's investment of the net proceeds of the Offering. BMO Capital Markets may have economic

interests adverse to those of Holders, including with respect to certain determinations that the Calculation Agent must make with respect to the Notes. Any of these activities by the Bank and/or other affiliates thereof may affect the Reference Index or the market price of constituent securities that comprise the Reference Index and, therefore, the market value of the Notes.

Credit Rating

The Notes have not been and will not be rated. As at the date of this pricing supplement, the deposit liabilities of the Bank with a term to maturity of more than one year were rated AA by DBRS, A+ by S&P and Aa2 by Moody's. There can be no assurance that, if the Notes were rated by these rating agencies, they would have the same rating as the other unsubordinated indebtedness of the Bank. Additional information concerning these ratings is included in the Base Shelf Prospectus and the Bank's continuous disclosure filings that are incorporated by reference in the Base Shelf Prospectus. A rating is not a recommendation to buy, sell or hold investments, and may be subject to revision or withdrawal at any time by the relevant rating agency.

Credit Risk

Because the obligation to make payments to Holders is an obligation of the Bank, the likelihood that such Holders will receive the payments owing to them in connection with the Notes will be dependent upon the financial health and creditworthiness of the Bank.

Rank; No Deposit Insurance

The Notes will constitute direct, unconditional obligations of the Bank to the extent the Bank is obligated to make payments to Holders under the Notes. The Notes will be issued on an unsecured and unsubordinated basis and will rank equally, as among themselves, and with all other outstanding direct, unsecured and unsubordinated, present and future obligations of the Bank (except as otherwise prescribed by law), and will be payable ratably without any preference or priority. The Notes will not constitute deposits that are insured under the *Canada Deposit Insurance Corporation Act* or any other deposit insurance regime designed to ensure the payment of all or a portion of a deposit upon the insolvency of the deposit taking financial institution. Therefore, a Holder will not be entitled to Canada Deposit Insurance Corporation protection.

Not Eligible for Protection Under the Canadian Investor Protection Fund

As is the case with other investments made through BMO Private Investment Counsel Inc., a Holder's investment in the Notes will not be eligible for protection under the Canadian Investor Protection Fund.

Extraordinary Event May Trigger Early Payment Amount

Upon the occurrence of an Extraordinary Event, the Bank may elect to pay an Early Payment Amount to discharge its obligations in respect of the Maturity Payment and any Coupons that may have been payable under the Notes. Upon such payment, the Holder's right to receive any further payments on the Notes will be extinguished.

Legislative, Regulatory and Administrative Changes

Changes in laws, regulations or administrative practices could have an impact on Holders.

Risks Relating to the Offering

Risk of Loss of Principal Investment

The Bank does not guarantee the repayment of any principal at Maturity (other than the Minimum Payment Amount). At Maturity, each Holder will receive a Maturity Payment that will depend on the Closing Level on the Final Valuation Date, which may be affected by a number of factors beyond the control of the Bank. A Holder will receive the Principal Amount at Maturity only if the Final Level is equal to or above the Buffer Level on the Final Valuation Date. If the Closing Level is below the Buffer Level on the Final Valuation Date, then Holders will receive less than the Principal Amount and could lose some or a substantial portion of their principal investment in the Notes.

The Securities are Subject to Being Automatically Called by the Bank

If the Closing Level is equal to or above the AutoCall Level on any Observation Date after the seventeenth Observation Date, the Notes will be automatically called by the Bank. If the Notes are automatically called by the Bank, Holders will receive the Principal Amount plus the applicable Coupon on the Call Date, and the Notes will be cancelled and Holders will not be entitled to receive any subsequent payments in respect of the Notes.

Uncertain Return Until Maturity

The return, if any, on the Notes will be uncertain until the Call Date or Maturity. Whether there is a return on the Notes will depend on the price performance of the Reference Index. There can be no assurance that the objectives of the Holders will be achieved by an investment in the Notes. Depending on the price performance of the Reference Index, Holders may not receive any Coupons and may not be repaid the amount of their principal investment in the Notes (other than the Minimum Payment Amount). Historical price performance of the Reference Index should not be considered as an indication of the future price performance of the Reference Index or the Notes. Investors should understand that the risk involved in this type of investment is greater than that normally associated with other types of fixed income investments.

Coupon Payments Depend on the Closing Level

The Closing Level is used as a reference to determine whether a Coupon will be payable on any Coupon Payment Date. If the Closing Level is below the Coupon Knock-Out Level on any Observation Date, Holders will not receive a Coupon on the related Coupon Payment Date. There is no guarantee that the price performance of the Reference Index will result in the payment of any Coupons to a Holder.

The Return on the Notes will not Reflect a Direct Investment in the Constituent Securities of the Reference Index

The Closing Level is used solely as a reference to determine whether a Coupon will be payable on any Coupon Payment Date, whether the Notes will be automatically called by the Bank and the amount of principal to be repaid under the Notes. The amount of the Coupon payable to Holders will be a fixed amount that will not be based on the price performance of the Reference Index. The amount of principal repaid at Maturity will depend on the Closing Level relative to the Buffer Level on the Final Valuation Date. Holders will not participate in any price appreciation of the Reference Index over the term of the Notes. If the Closing Level is below the Buffer Level on the Final Valuation Date, then the Maturity Payment will equal the Principal Amount reduced by an amount equal to any incremental decline in the Reference Index beyond the Protection Buffer if the Index Return is negative by more than 25% over the term of the Notes (i.e., beyond the Protection Buffer). Accordingly, the return on the Notes will be different than a direct investment in the constituent securities of the Reference Index.

Owning the Notes Is Not the Same as Owning the Constituent Securities of the Reference Index Directly

A Holder will not have, and the Notes will not represent, any direct or indirect investment in the constituent securities that comprise the Reference Index and the Notes do not represent a substitute for such an investment. A Holder will not have the same rights and benefits as a direct holder of the constituent securities of the Reference Index, including the rights to vote and receive dividends or other distributions that may be made by the issuers of such constituent securities. Holders only have a right against the Bank to be paid any amounts due and payable under the Notes.

The Notes may trade quite differently from the constituent securities of the Reference Index. Changes in the Closing Level may not result in comparable changes in the market value of the Notes. Even if the Closing Level increases during the term of the Notes, the market value of the Notes prior to Maturity may not increase to the same extent. It is also possible for the market value of the Notes prior to Maturity to decrease while the Closing Level increases. The return on the Notes will not reflect the return that may be realized by investing in the constituent securities of the Reference Index directly.

The Maturity Payment May Not Be Affected by All Developments Relating to the Reference Index

Changes in the Closing Level during the term of the Notes before the Final Valuation Date may not be reflected in the calculation of the Maturity Payment due to the impact of various features incorporated into the Note structure. The Calculation Agent will calculate the return on the Notes, if any, by determining the Closing Level on an Observation Date. No other levels of the Reference Index will be taken into account. As a result, a Holder may receive less than the Principal

Amount, even if the Closing Level has increased at certain times during the term of the Notes before decreasing to a Closing Level below the Buffer Level as of the Final Valuation Date.

Risks Relating to the Reference Index

Future Results

Historical price performance of the constituent securities that comprise the Reference Index from time to time should not be taken as an indication of future price performance. The Closing Level will fluctuate and will be used to determine Coupon payments, whether the Notes will be automatically called following an Observation Date (after the seventeenth Observation Date) and the Maturity Payment. It is impossible to predict whether the Closing Level will increase or decrease. The Closing Level from time to time will be influenced by both the complex and interrelated political, economic, financial and other factors that can affect equity trading markets and the capital markets generally. The Reference Index may also change from time to time, as described in “Special Circumstances — Discontinuance or Modification of the Reference Index”.

The Index Sponsor has no Obligations Relating to the Notes or the Holders

The Index Sponsor has no obligations relating to the Notes or amounts to be paid to Holders, including any obligation to take the interests of Holders into consideration for any reason. The Index Sponsor will not receive any of the proceeds of the Offering and is not responsible for, and has not participated in, the Offering and is not responsible for, and will not participate in, the determination or calculation of the amount receivable by Holders.

The Index Sponsor is under no obligation to continue the calculation and dissemination of the Reference Index. The Notes are not sponsored, endorsed, sold or promoted by the Index Sponsor. No inference should be drawn from the information contained in this pricing supplement that the Index Sponsor makes any representation or warranty, implied or express, to the Bank, the Holders or any member of the public regarding the advisability of investing in securities generally or in the Notes in particular or the ability of the Reference Index to track general stock market performance.

Changes Affecting the Reference Index Could Impact the Notes

The policies of the Index Sponsor in respect of the Reference Index and its calculation, additions, deletions or substitutions of the constituent securities of the Reference Index and the manner in which changes affecting the constituent securities of the Reference Index, such as stock dividends, reorganizations or mergers, are reflected, could affect the Closing Level and, therefore, could affect the amounts payable on the Notes, and the Bid Price of the Notes prior to Maturity.

Potential Modification of the Reference Index

The Reference Index may be replaced with a Replacement Index. Although the Calculation Agent may make certain determinations in certain special circumstances to ensure that a Replacement Index is designated, certain information regarding the successor index may not be readily available to Holders, which may adversely affect the secondary market for trading in the Notes. Moreover, the return generated on such successor index may not be as favourable as the return that would have been generated by the Reference Index if it had not been replaced.

Equity Risk

The Closing Level will be affected by changes in the market price of its constituent securities. The price of equity securities is influenced by the outlook for the company that issued them and by general economic, industry and market trends. When the economy is strong, the outlook for many companies will be good, and share prices will generally rise. On the other hand, share prices usually decline with a general economic or industry downturn.

Independent Investigation Required

The Bank and the Dealers have not performed any due diligence investigation or review of the Reference Index, the Index Sponsor, any securities that comprise the Reference Index or any issuers of such securities. Any information relating to the Reference Index, the Index Sponsor, any securities that comprise the Reference Index or any issuers of such securities was derived from and is based solely upon publicly available sources and its accuracy cannot be guaranteed. None of the Bank, the Dealers, or any of their respective affiliates or associates, including BMO Private Investment Counsel Inc., has any obligation or responsibility for the provision of future information in respect of the Reference Index, the Index Sponsor, any

of the constituent securities comprising the Reference Index or any issuers of such constituent securities. Investors shall have no recourse against the Bank, the Dealers or any of their respective affiliates or associates, including BMO Private Investment Counsel Inc., in connection with any information relating to the Reference Index, the Index Sponsor, any of the constituent securities comprising the Reference Index or any issuers of such constituent securities that is not contained in this pricing supplement. The Notes are not sponsored, endorsed, sold or promoted by the Index Sponsor or its affiliates and none of the Index Sponsor or its affiliates make any representation or warranty, express or implied, to the Holder or any member of the public regarding the advisability of investing in securities generally or in the Notes particularly. Prospective purchasers should undertake an independent investigation to determine if an investment in the Notes is suitable for them.

Risks Relating to the Constituent Securities of the Reference Index

The value of most investments, in particular equity securities, is affected by the outlook for the company that issued the security and by changes in general economic, industry and market trends. These changes may be caused by corporate developments, changes in interest rates, changes in the level of inflation, and other political and economic developments. These changes can affect the price of equity securities which can move up or down, without any predictability. A decrease in the price of the constituent securities of the Reference Index will adversely affect the Reference Index and thereby may affect the Notes. The Bid Price per Note and the Maturity Payment is linked to the price performance of the Reference Index. Accordingly, risk factors applicable to direct investments in the constituent securities of the Reference Index are also applicable to an investment in the Notes.

LEGAL MATTERS

Legal matters in connection with the Offering will be passed upon on behalf of the Bank by Torys LLP and on behalf of the Dealers by Stikeman Elliott LLP. As of February 3, 2020, the partners and associates of Torys LLP and Stikeman Elliott LLP beneficially owned, directly or indirectly, in the aggregate, less than 1% of the outstanding securities of the Bank and its affiliates and associates. Robert Prichard, the non-executive chair of Torys LLP, is the non-executive chairman of the board of directors of the Bank.