

# Annual Financial Statements

BMO Private Portfolios

December 31, 2015

**BMO Private Canadian Growth Equity Portfolio**

*(formerly BMO Harris Canadian Growth Equity Portfolio)*

# Independent Auditor's Report

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## To the Unitholders of

BMO Private Canadian Money Market Portfolio  
(formerly BMO Harris Canadian Money Market Portfolio)  
BMO Private Canadian Special Equity Portfolio  
(formerly BMO Harris Canadian Special Growth Portfolio)  
BMO Private U.S. Equity Portfolio  
(formerly BMO Harris U.S. Equity Portfolio)  
BMO Private International Equity Portfolio  
(formerly BMO Harris International Equity Portfolio)  
BMO Private U.S. Growth Equity Portfolio  
(formerly BMO Harris U.S. Growth Portfolio)  
BMO Private Canadian Income Equity Portfolio  
(formerly BMO Harris Canadian Income Equity Portfolio)  
BMO Private Canadian Short-Term Bond Portfolio  
(formerly BMO Harris Canadian Short-Term Bond Portfolio)

BMO Private Canadian Growth Equity Portfolio  
(formerly BMO Harris Canadian Growth Equity Portfolio)  
BMO Private Canadian Conservative Equity Portfolio  
(formerly BMO Harris Canadian Conservative Equity Portfolio)  
BMO Private Canadian Mid-Term Bond Portfolio  
(formerly BMO Harris Canadian Mid-Term Bond Portfolio)  
BMO Private Canadian Corporate Bond Portfolio  
(formerly BMO Harris Canadian Corporate Bond Portfolio)  
BMO Private Diversified Yield Portfolio  
(formerly BMO Harris Diversified Yield Portfolio)  
BMO Private Emerging Markets Equity Portfolio  
(formerly BMO Harris Emerging Markets Equity Portfolio)  
BMO Private U.S. Special Equity Portfolio  
(formerly BMO Harris U.S. Special Equity Portfolio)  
*(collectively the "Portfolios")*

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We have audited the accompanying financial statements of each of the Portfolios, which comprise the statements of financial position as at December 31, 2015 and December 31, 2014 and the statements of comprehensive income, changes in net assets attributable to holders of redeemable units and cash flows for the years ended December 31, 2015 and December 31, 2014, and the related notes, which comprise a summary of significant accounting policies and other explanatory information.

### *Management's responsibility for the financial statements*

Management is responsible for the preparation and fair presentation of the financial statements of each of the Portfolios in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

### *Auditor's responsibility*

Our responsibility is to express an opinion on the financial statements of each of the Portfolios based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform

the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained in each of our audits is sufficient and appropriate to provide a basis for our audit opinion.

# Independent Auditor's Report

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## *Opinion*

In our opinion, the financial statements of each of the Portfolios present fairly, in all material respects, the financial position of each of the Portfolios as at December 31, 2015 and December 31, 2014 and the financial performance and cash flows of each of the Portfolios for the years ended December 31, 2015 and December 31, 2014 in accordance with International Financial Reporting Standards.

*PricewaterhouseCoopers LLP*

Chartered Professional Accountants, Licensed Public Accountants

Toronto, Ontario

March 15, 2016

**BMO Private Canadian Growth Equity Portfolio**  
(formerly BMO Harris Canadian Growth Equity Portfolio)

**STATEMENT OF FINANCIAL POSITION**

*(All amounts in thousands of Canadian dollars, except per unit data)*

<b>As at</b>	<b>December 31 2015</b>	<b>December 31 2014</b>
<b>Assets</b>		
<b>Current Assets</b>		
Cash	2,899	4,710
Investments		
Non-derivative financial assets	88,667	67,388
Subscriptions receivable	92	845
Dividends receivable	113	74
Distribution receivable from investment trusts	1	1
<b>Total assets</b>	<b>91,772</b>	<b>73,018</b>
<b>Liabilities</b>		
<b>Current Liabilities</b>		
Redemptions payable	4	34
Derivative liabilities	427	12
Accrued expenses	19	14
<b>Total liabilities</b>	<b>450</b>	<b>60</b>
<b>Net assets attributable to holders of redeemable units</b>	<b>91,322</b>	<b>72,958</b>
<b>Net assets attributable to holders of redeemable units per unit</b>	<b>\$ 11.45</b>	<b>\$ 11.60</b>

*The accompanying notes are an integral part of these financial statements.*

**BMO Private Canadian Growth Equity Portfolio**  
(formerly BMO Harris Canadian Growth Equity Portfolio)

**STATEMENT OF COMPREHENSIVE INCOME**

*(All amounts in thousands of Canadian dollars, except per unit data)*

<b>For the periods ended</b>	<b>December 31 2015</b>	<b>December 31 2014</b>
<b>Income</b>		
Dividend income	1,736	1,349
Distribution from investment trusts	13	16
Other changes in fair value of investments and derivatives		
Net realized gain	178	6,855
Change in unrealized depreciation	(1,503)	(1,343)
Net gain in fair value of investments and derivatives	424	6,877
Securities lending	0	—
Foreign exchange (loss) gain	(6)	43
Total other (loss) income	(6)	43
<b>Total income</b>	<b>418</b>	<b>6,920</b>
<b>Expenses</b>		
Sub-advisory fees (note 6)	127	85
Audit fees	4	5
Independent review committee fees (note 6)	1	1
Withholding taxes	35	26
Custodian fees	3	2
Legal and filing fees	19	19
Unitholder servicing fees	83	78
Printing and stationery fees	2	2
Commissions and other portfolio transaction costs (note 6)	61	73
Operating expenses absorbed by the Manager (note 6)	(127)	(85)
<b>Total expenses</b>	<b>208</b>	<b>206</b>
<b>Increase in net assets attributable to holders of redeemable units</b>	<b>210</b>	<b>6,714</b>
<b>Increase in net assets attributable to holders of redeemable units per unit (note 8)</b>	<b>0.03</b>	<b>1.10</b>

*The accompanying notes are an integral part of these financial statements.*

**BMO Private Canadian Growth Equity Portfolio**  
(formerly BMO Harris Canadian Growth Equity Portfolio)

**STATEMENT OF CHANGES IN NET ASSETS ATTRIBUTABLE TO HOLDERS OF REDEEMABLE UNITS**

*(All amounts in thousands of Canadian dollars)*

<b>For the periods ended</b>	<b>December 31 2015</b>	<b>December 31 2014</b>
<b>Net assets attributable to holders of redeemable units at beginning of period</b>	72,958	69,008
Increase in net assets attributable to holders of redeemable units	210	6,714
<b>Distributions to holders of redeemable units</b>		
From net investment income	(1,504)	(1,203)
Return of capital	(7)	(6)
<b>Total distributions paid to holders of redeemable units</b>	(1,511)	(1,209)
<b>Redeemable unit transactions</b>		
Proceeds from redeemable units issued	36,476	19,194
Reinvestments of distributions to holders of redeemable units	1,493	1,191
Redemption of redeemable units	(18,304)	(21,940)
<b>Net increase (decrease) from redeemable unit transactions</b>	19,665	(1,555)
<b>Net increase in net assets attributable to holders of redeemable units</b>	18,364	3,950
<b>Net assets attributable to holders of redeemable units at end of period</b>	91,322	72,958

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**BMO Private Canadian Growth Equity Portfolio**  
(formerly BMO Harris Canadian Growth Equity Portfolio)

**STATEMENT OF CASH FLOWS**

(All amounts in thousands of Canadian dollars)

<b>For the periods ended</b>	<b>December 31 2015</b>	<b>December 31 2014</b>
<b>Cash flows from operating activities</b>		
Increase in net assets attributable to holders of redeemable units	210	6,714
Adjustments for:		
Foreign exchange loss (gain) on cash	1	(1)
Net realized gain on sale of investments and derivatives	(178)	(6,855)
Change in unrealized depreciation of investments and derivatives	1,503	1,343
(Increase) decrease in dividends receivable	(39)	2
Increase in accrued expenses	5	—
Purchases of investments	(43,363)	(24,680)
Proceeds from sale and maturity of investments	22,977	29,081
Cash (outflows) on derivatives	(1,803)	(826)
<b>Net cash from operating activities</b>	<b>(20,687)</b>	<b>4,778</b>
<b>Cash flows from financing activities</b>		
Distributions paid to holders of redeemable units, net of reinvested distributions	(18)	(18)
Proceeds from issuances of redeemable units	37,229	18,351
Amounts paid on redemption of redeemable units	(18,334)	(21,916)
<b>Net cash from financing activities</b>	<b>18,877</b>	<b>(3,583)</b>
Foreign exchange (loss) gain on cash	(1)	1
Net (decrease) increase in cash	(1,810)	1,195
Cash at beginning of year	4,710	3,514
<b>Cash at end of year</b>	<b>2,899</b>	<b>4,710</b>
Supplementary Information		
Dividends received, net of withholding taxes*	1,662	1,325
Distribution received from investment trusts*	13	16

\*These items are from operating activities

The accompanying notes are an integral part of these financial statements.

**BMO Private Canadian Growth Equity Portfolio**  
(formerly BMO Harris Canadian Growth Equity Portfolio)

**SCHEDULE OF INVESTMENT PORTFOLIO**

As at December 31, 2015 (All amounts in thousands of Canadian dollars, unless otherwise noted)

Security	Number of Shares or Units	Cost+ (\$)	Fair Value (\$)
<b>Equities</b>			
<i>Consumer Discretionary — 8.8%</i>			
Cineplex Inc.	43,959	1,882	2,090
Dollarama Inc.	20,893	491	1,670
Gildan Activewear Inc.	32,863	894	1,293
Restaurant Brands International Inc.	17,731	940	918
Starbucks Corporation	24,854	1,549	2,064
		5,756	8,035
<i>Consumer Staples — 5.1%</i>			
Alimentation Couche-Tard Inc., Class B	47,577	2,627	2,898
Constellation Brands, Inc., Class A	9,057	1,536	1,785
		4,163	4,683
<i>Energy — 12.3%</i>			
Canadian Natural Resources Limited	86,190	2,925	2,605
Cenovus Energy Inc.	102,033	2,696	1,785
Peyto Exploration & Development Corp.	52,265	1,425	1,300
Prairiesky Royalty Ltd.	53,700	1,587	1,177
Secure Energy Services Inc.	118,769	1,908	993
Spartan Energy Corporation	310,513	1,197	733
Suncor Energy Inc.	46,224	1,634	1,651
Tourmaline Oil Corp.	41,880	1,150	936
		14,522	11,180
<i>Financials — 37.2%</i>			
Bank of Nova Scotia	66,491	3,178	3,722
Brookfield Asset Management Inc., Class A	38,980	1,389	1,701
Colliers International Group, Inc.	24,121	1,423	1,489
Discover Financial Services	18,702	1,104	1,388
Element Financial Corporation	101,986	1,390	1,703
FirstService Corporation	25,751	1,098	1,439
Intact Financial Corporation	31,817	2,090	2,822
Manulife Financial Corporation	195,128	3,759	4,047
Moody's Corporation	13,678	1,647	1,899
Onex Corporation	23,626	1,473	2,004
Royal Bank of Canada	35,280	1,731	2,616
Sun Life Financial Inc.	43,035	1,729	1,857
Toronto-Dominion Bank, The,	106,376	3,942	5,770
Wells Fargo & Company	20,252	1,061	1,523
		27,014	33,980
<i>Health Care — 1.9%</i>			
Becton, Dickinson and Company	7,969	1,499	1,699
<i>Industrials — 10.1%</i>			
Badger Daylighting Ltd.	36,995	1,049	903
Boyd Group Income Fund	27,670	789	1,829
Canadian National Railway Company	73,198	4,177	5,662
Canadian Pacific Railway Limited	4,779	997	845
		7,012	9,239

The accompanying notes are an integral part of these financial statements.



**BMO Private Canadian Growth Equity Portfolio**  
(formerly BMO Harris Canadian Growth Equity Portfolio)

**SCHEDULE OF INVESTMENT PORTFOLIO (cont'd)**

As at December 31, 2015 (All amounts in thousands of Canadian dollars, unless otherwise noted)

Security	Number of Shares or Units	Cost+ (\$)	Fair Value (\$)
<b>Information Technology — 11.9%</b>			
Alphabet, Inc., Class A	1,337	1,184	1,439
CGI Group Inc., Class A	44,360	1,696	2,458
Descartes Systems Group Inc., The,	83,035	805	2,312
MacDonald, Dettwiler and Associates Ltd.	27,133	2,107	2,259
Visa Inc., Class A	22,585	784	2,423
		6,576	10,891
<b>Materials — 5.9%</b>			
Agrium Inc.	7,866	1,069	973
CCL Industries Inc., Class B	4,976	920	1,116
Ecolab Inc.	7,042	1,032	1,115
Franco-Nevada Corporation	34,649	2,183	2,193
		5,204	5,397
<b>Telecommunication Services — 3.9%</b>			
Rogers Communications Inc., Class B	45,360	2,184	2,165
Verizon Communications Inc.	21,856	1,172	1,398
		3,356	3,563
<b>Total Investment Portfolio — 97.1%</b>		<b>75,102</b>	<b>88,667</b>
Total Unrealized Loss on Forward Currency Contracts — (0.5)%			(427)
<b>Other Assets Less Liabilities — 3.4%</b>			<b>3,082</b>
<b>NET ASSETS ATTRIBUTABLE TO HOLDERS OF REDEEMABLE UNITS — 100.0%</b>			<b>91,322</b>

+ Where applicable, distributions received from holdings as a return of capital are used to reduce the adjusted cost base of the securities in the portfolio

**UNREALIZED LOSS ON FORWARD CURRENCY CONTRACTS**

As at December 31, 2015, the Portfolio had the following open positions:

Settlement Date	Currency Buy	Position (000s)	Currency Sell	Position (000s)	Contract Rates	Counterparty	Credit Rating**	Unrealized Loss
4-Jan-16	CAS	10,504	US\$	(7,859)	1.3365	National Bank Financial	A-1	(371)
15-Jan-16	CAS	5,852	US\$	(4,270)	1.3704	National Bank Financial	A-1	(56)
Total Unrealized Loss on Forward Currency Contracts								(427)

\*\*Credit rating provided by Standard & Poor's.

The accompanying notes are an integral part of these financial statements.

# BMO Private Canadian Growth Equity Portfolio

## (formerly BMO Harris Canadian Growth Equity Portfolio)

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### NOTES TO FINANCIAL STATEMENTS

*(All amounts in thousands of Canadian dollars, except per unit data)*

December 31, 2015

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#### 1. The Portfolio

BMO Private Canadian Growth Equity Portfolio (“the Portfolio”) is an open-ended mutual fund trust established by a Declaration of Trust under the laws of the Province of Ontario, most recently amended on February 2, 2015. BMO Private Investment Counsel Inc. (“the Manager”) is the Manager of the Portfolio. The address of the Portfolio’s registered office is 1 First Canadian Place, 41st Floor, Toronto, Ontario, M5X 1A1.

The information provided in these annual financial statements is as at and for the periods ended December 31, 2015 and December 31, 2014.

These financial statements were authorized for issue by the Manager on March 10, 2016.

#### 2. Basis of preparation and presentation

These audited financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). The Portfolio adopted this basis of accounting effective January 1, 2014, as required by Canadian securities legislation and the Canadian Accounting Standards Board. Certain prior period balances have been reclassified to conform with the current period presentation.

#### 3. Summary of significant accounting policies

##### Financial instruments

The Portfolio records financial instruments at fair value. Investment transactions are accounted for on the trade date. The Portfolio’s investments are either designated at fair value through profit or loss (“FVTPL”) at inception or classified as held for trading. The changes in the investment fair values and related transaction costs are recorded in the Portfolio’s Statement of Comprehensive Income.

Financial assets and financial liabilities held for trading are those acquired or incurred principally for the purpose of selling or repurchasing in the near future, or on initial recognition, are part of a portfolio of identified financial instruments that the Portfolio manages together and that have a recent actual pattern of short-term profit taking. The Portfolio classifies all derivatives and short positions as held for trading. The Portfolio does not designate any derivatives as hedges in a hedging relationship.

The Portfolio designates all other investments at FVTPL, as they have reliably measurable fair values and are part of a group of financial assets or financial liabilities that are managed and have their performance

evaluated on a fair value basis in accordance with the Portfolio’s investment strategy.

The Portfolio’s outstanding redeemable units, which are puttable instruments, are entitled to a contractual obligation of annual distribution of any net income and net realized capital gains by the Portfolio. This annual distribution can be in cash at the option of the unitholders, and therefore the ongoing redemption feature is not the redeemable units’ only contractual obligation. Consequently, the units of the Portfolio do not meet the conditions to be classified as equity and therefore are classified as financial liabilities and presented at the redemption amounts.

All other financial assets and financial liabilities are measured at amortized cost. Under this method, financial assets and financial liabilities reflect the amount required to be received or paid or discounted, when appropriate, at the contract’s effective interest rate.

The Portfolio has determined that it meets the definition of “investment entity” and as a result, it measures subsidiaries, if any, at FVTPL.

##### Cost of investments

The cost of investments represents the amount paid for each security and is determined on an average cost basis.

##### Fair value measurement

Investments are recorded at their fair value with the change between this amount and their average cost being recorded as change in unrealized appreciation (depreciation) in the Statement of Comprehensive Income.

For exchange traded securities, close prices are considered to be fair value if they fall within the bid-ask spread. In circumstances where the close price is not within the bid-ask spread, the Manager determines the point within the bid-ask spread that is most representative of fair value based on the specific facts and circumstances.

Procedures are in place to fair value securities traded in countries outside of North America daily, to avoid stale prices and to take into account among other things, any significant events occurring after the close of a foreign market.

For bonds, debentures, asset-backed securities and other debt securities, fair value is represented by bid prices provided by independent security pricing

# BMO Private Canadian Growth Equity Portfolio

## (formerly BMO Harris Canadian Growth Equity Portfolio)

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### NOTES TO FINANCIAL STATEMENTS (cont'd)

(All amounts in thousands of Canadian dollars, except per unit data)

December 31, 2015

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services. Short-term investments, if any, are carried at amortized cost which approximates fair value. Unlisted warrants, if any, are valued based on a pricing model which considers factors such as the market value of the underlying security, strike price and terms of the warrant.

Mutual fund units held as investments are valued at their respective Net Asset Value ("NAV") on each Valuation Date (the "Valuation Date" is each day on which the Toronto Stock Exchange is open for trading), as these values are the most readily and regularly available.

For securities where market quotes are not available, unreliable or not considered to reflect the current value, the Portfolio may determine another value which it considers to be fair and reasonable, or use a valuation technique that, to the extent possible, makes maximum use of inputs and assumptions based on observable market data including volatility, comparable companies and other applicable rates or prices. These estimation techniques include discounted cash flows, internal models that utilize observable data or comparisons with other securities that are substantially similar. In limited circumstances, the Portfolio uses internal models where the inputs are not based on observable market data.

#### Derivative instruments

Derivative instruments are financial contracts that derive their value from changes in underlying interest rates, foreign exchange rates or other financial or commodity prices or indices.

Derivative instruments are either regulated exchange traded contracts or negotiated over-the-counter contracts. The Portfolio may use these instruments for trading purposes, as well as to manage the Portfolio's risk exposures.

Derivatives are marked to fair value. Realized and unrealized gains and losses are recorded in the Statement of Comprehensive Income.

#### Forward currency contracts

A forward currency contract is an agreement between two parties (the Portfolio and the counterparty) to purchase or sell a currency against another currency at a set price on a future date. The Portfolio may enter into forward currency contracts for hedging purposes which can include the economic hedging of all or a portion of the currency exposure of an investment or group of investments, either directly or indirectly. The Portfolio may also enter into these contracts for non-hedging

purposes which can include increasing the exposure to a foreign currency or to shift exposure to foreign currency fluctuations from one country to another. The value of forward currency contracts entered into by the Portfolio is recorded as the difference between the value of the contract on the Valuation Date and the value on the date the contract originated.

#### Income recognition

Dividend income and distribution from investment trust units are recognized on the ex-dividend and ex-distribution date, respectively.

Interest income from interest bearing investments is recognized in the Statement of Comprehensive Income using the effective interest rate. Interest receivable is shown in the Statement of Financial Position is accrued based on the interest bearing investments' stated rates of interest.

Interest on inflation-indexed bonds is paid based on a principal value, which is adjusted for inflation. The inflation adjustment of the principal value is recognized as part of interest income in the Statement of Comprehensive Income. If held to maturity, the Portfolio will receive, in addition to a coupon interest payment, a final payment equal to the sum of the par value and the inflation compensation accrued from the original issue date. Interest is accrued on each Valuation Date based on the inflation adjusted par value at that time and is included in "Interest income" in the Statement of Comprehensive Income.

#### Foreign currency translation

The fair value of investments and other assets and liabilities in foreign currencies are translated into the Portfolio's functional currency at the rates of exchange prevailing at the period-end date. Purchases and sales of investments, and income and expenses are translated at the rates of exchange prevailing on the respective dates of such transactions. Foreign exchange gains (losses) on completed transactions are included in "Realized gains (losses)" and unrealized foreign exchange gains (losses) are included in "Change in unrealized appreciation (depreciation)" in the Statement of Comprehensive Income. Foreign exchange gains and losses relating to cash, receivables and payables are included in "Foreign exchange gain (loss)".

#### Securities lending

A Portfolio may engage in securities lending pursuant to the terms of an agreement which includes restrictions

# BMO Private Canadian Growth Equity Portfolio

## (formerly BMO Harris Canadian Growth Equity Portfolio)

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### NOTES TO FINANCIAL STATEMENTS (cont'd)

(All amounts in thousands of Canadian dollars, except per unit data)

December 31, 2015

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as set out in Canadian securities legislation. Collateral held is government Treasury Bills and qualified Notes.

Income from securities lending, where applicable, is included in the Statement of Comprehensive Income and is recognized when earned. The market value of the securities loaned and collateral held is determined daily. Aggregate values of securities held in trust as at December 31, 2015 and December 31, 2014, where applicable, are disclosed in Note 8(f).

#### Short-term trading penalty

To discourage excessive trading, the Portfolio may, at the Manager's sole discretion, charge a short-term trading penalty. This penalty is paid directly to the Portfolio and is included in "Short-term penalty trading fees" in the Statement of Comprehensive Income.

#### Cash

Cash is comprised of cash and deposits with banks which include bankers' acceptances and overnight demand deposits. Cash is recorded at amortized cost.

#### Other assets and other liabilities

Dividend receivable, distribution from investment trust units receivable, due from broker and subscriptions receivable are measured at fair value and subsequently measured at amortized cost. Similarly, due to broker, redemptions payable and accrued expenses are measured at amortized cost. Other assets and liabilities are short-term in nature, and are carried at cost or amortized cost.

#### Increase or decrease in net assets attributable to holders of redeemable units

"Increase (decrease) in net assets attributable to holders of redeemable units" in the Statement of Comprehensive Income represents the increase (decrease) in net assets attributable to holders of redeemable units divided by the weighted average number of units outstanding during the period.

#### Taxation

The Portfolio qualifies as a unit trust under the provisions of the Income Tax Act (Canada). Distributions of all net taxable income and sufficient amounts of net realized capital gains for each taxation year will be paid to unitholders so that the Portfolio will not be subject to income tax. As a result, the Portfolio has determined that it is in substance not taxable and therefore nor does it not record income taxes in the Statement of Comprehensive Income and or recognize

any deferred tax assets or liabilities in the Statement of Financial Position.

The Portfolio may incur withholding taxes imposed by certain countries on investment income and capital gains. Such income and capital gains are recorded on a gross basis with the related withholding taxes are shown separately in the Statement of Comprehensive Income.

#### Investments in associates, joint ventures and subsidiaries

Subsidiaries are entities over which the Portfolio has control through its exposure or rights to variable returns from its investment and has the ability to affect those returns through its power over the entity. The Portfolio has determined that it is an investment entity and as such, it accounts for subsidiaries, if any, at fair value. Joint ventures are those where the Portfolio exercises joint control through an agreement with other shareholders and associates are investments in which the Portfolio exerts significant influence over operating, investing, and financing decisions (such as entities in which the Portfolio owns 20% - 50% of voting shares), all of which have been designated at FVTPL.

#### Unconsolidated structured entities

During the periods, the Portfolio had not sponsored unconsolidated structured entities. The Portfolio may invest in securitizations, asset-backed securities and mortgage-backed securities.

The Portfolio has determined that its investments in securitizations, asset-backed securities and mortgage-backed securities are unconsolidated structured entities. The determination is based on the fact that decision making about the securitizations, asset-backed securities and mortgage-backed securities is not governed by the voting right or other similar right held by the Portfolio.

Mortgage-related securities are created from pools of residential or commercial mortgage loans, including mortgage loans made by savings and loan institutions, mortgage bankers, commercial banks and others. Asset-backed securities created from many types of assets, including auto loans, credit card receivables, home equity loans, and student loans.

The Portfolio does not provide and has not committed to providing any additional significant financial or other support to the unconsolidated structured entities other than its investments in the unconsolidated structured entities.

# BMO Private Canadian Growth Equity Portfolio

## (formerly BMO Harris Canadian Growth Equity Portfolio)

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### NOTES TO FINANCIAL STATEMENTS (cont'd)

(All amounts in thousands of Canadian dollars, except per unit data)

December 31, 2015

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Additional information on the Portfolio's interest in unconsolidated structured entities, where applicable, is provided in Note 8.

#### **Offsetting of financial assets and financial liabilities**

Financial instruments are presented at net or gross amounts on the Statement of Financial Position depending on the existence of intention and legal right to offset opposite positions of such instruments held with the same counterparties. Amounts offset in the Statement of Financial Position are transactions for which the Portfolio has legally enforceable rights to offset and intends to settle the positions on a net basis. Amounts not offset in the Statement of Financial Position relate to transactions where a master netting arrangement or similar agreement is in place with a right of offset only in the event of default, insolvency or bankruptcy, or where the Portfolio has no intention to settling on a net basis. There were no master netting agreements during the periods.

#### **Accounting standards issued but not yet adopted**

Below are accounting standards issued or amended but not yet effective and not yet adopted. The Manager does not expect the adoption of these standards or amendments to have a significant impact to the Portfolio's financial statements.

In July 2014, the IASB issued the final version of IFRS 9 Financial Instruments, which addresses classification and measurement, impairment and hedge accounting.

The new standard requires assets to be carried at amortized cost, FVTPL or fair value through other comprehensive income based on the entity's business model for managing financial assets and the contractual cash flow characteristics of the financial asset. The classification and measurement of liabilities remains generally unchanged with the exception of liabilities recorded at FVTPL. For these liabilities, fair value changes attributable to changes in the entity's own credit risk are to be presented in other comprehensive income unless they affect amounts recorded in income.

The new standard also addresses impairment of financial assets. It also introduced a new hedge accounting model that expands the scope of eligible hedged items and risks eligible for hedge accounting, and aligns hedge accounting more closely with risk management.

The new standard is effective for the Portfolio for its fiscal year beginning January 1, 2018. The Portfolio is

evaluating the impact of this standard on its financial statements.

#### **4. Critical accounting estimates and judgements**

The preparation of financial statements requires the use of judgement in applying the Portfolio's accounting policies and to make estimates and assumptions about the future. The following discusses the most significant accounting judgements and estimates that the Portfolio has made in preparing its financial statements:

##### **Accounting judgements:**

##### **Functional and presentation currency**

The Portfolio's unitholders are mainly Canadian residents, with the subscriptions and redemptions of the redeemable units denominated in Canadian dollars. The Portfolio invests in Canadian and U.S. dollars and other foreign denominated securities, as applicable. The performance of the Portfolio is measured and reported to the investors in Canadian dollars. The Manager considers the Canadian dollar as the currency that most faithfully represents the economic effects of the underlying transactions, events and conditions. The financial statements are presented in Canadian dollars, which is the Portfolio's functional and presentation currency.

##### **Classification and measurement of financial instruments and application of fair value option**

In classifying and measuring financial instruments held by the Portfolio, the Manager is required to make significant judgements about whether or not the business of the Portfolio is to invest on a total return basis for the purpose of applying the fair value options for financial assets.

##### **Accounting estimates:**

##### **Fair value measurement of securities not quoted in an active market**

The Portfolio has established policies and control procedures that are intended to ensure these judgements are well controlled, independently reviewed, and consistently applied from period to period. The estimates of the value of the Portfolio's assets and liabilities are believed to be appropriate as at the reporting date.

The Portfolio may hold financial instruments that are not quoted in active markets. Note 3 discusses the policies used by the Portfolio for the estimates used in determining fair value.

# BMO Private Canadian Growth Equity Portfolio

## (formerly BMO Harris Canadian Growth Equity Portfolio)

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### NOTES TO FINANCIAL STATEMENTS (cont'd)

(All amounts in thousands of Canadian dollars, except per unit data)

December 31, 2015

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#### 5. Units and unit transactions

The redeemable units of the Portfolio are classified as liabilities.

The units have no par value and are entitled to distributions, if any. Upon redemption, a unit is entitled to a proportionate share of the Portfolio's NAV. The Portfolio is required to pay distributions in an amount not less than the amount necessary to ensure the Portfolio will not be liable for income taxes on realized capital gains, dividends and interest. The Portfolio has no restrictions or specific capital requirements on the subscriptions and redemptions of units except as disclosed in Note 8(a). The relevant movements in redeemable units are shown on the Statement of Changes in Net Assets Attributable to Holders of Redeemable Units. In accordance with its investment objectives and strategies, and the risk management practices outlined in Note 7, the Portfolio endeavours to invest the subscriptions received in appropriate investments, while maintaining sufficient liquidity to meet redemptions, with such liquidity being augmented by short-term borrowings or disposal of investments where necessary.

Redeemable units of the Portfolio are offered for sale on a continuous basis and may be purchased or redeemed on any Valuation Date at the NAV per unit of a particular series. The NAV per unit for the purposes of subscription or redemption is computed by dividing the NAV of the Portfolio (that is, the total fair value of the assets less the liabilities) by the total number of units of the Portfolio outstanding at such time.

#### 6. Related party transactions

##### (a) Unitholder servicing, sub-advisory commissions and other portfolio transaction costs

The Portfolio is provided with certain facilities and services by affiliates of the Manager. Expenses incurred in the administration of the Portfolio were paid to BMO Trust Company ("the Trustee") and to BMO Asset Management Inc. ("the Registrar") and charged to the Portfolio. These expenses are included in "Unitholder servicing fees" in the Statement of Comprehensive Income.

The sub-advisors (including affiliates of the Manager, where applicable) engaged by the Manager provide investment advice and make investment decisions for the Portfolio's investment portfolio. For these services the sub-advisors receive sub-advisory fees that are paid monthly by the Manager. These expenses are included in "Sub-advisory fees" in the Statement of

Comprehensive Income. Any sub-advisory fees less than or equal to 0.15% of the net asset value of the Portfolio are absorbed by the Manager.

##### (b) Portfolio expenses

The Fund also pays certain operating expenses directly, including compensation and expenses payable to Independent Review Committee ("IRC") members and any independent counsel or other advisors employed by the IRC, the costs of the orientation and continuing education of IRC members and the costs and expenses associated with IRC meetings.

##### (c) Commissions and other portfolio transaction costs

The Portfolio may execute trades with and or through BMO Nesbit Burns Inc., an affiliate of the Manager based on established standard brokerage agreements at market prices. These fees are included in "Commissions and other portfolio transaction costs" in the Statement of Comprehensive Income. Refer to Note 8 for related party fees charged to the Portfolio for the periods ended December 31, 2015 and December 31, 2014.

##### (d) Other related party transactions

From time to time, the Manager may on behalf of the Portfolio enter into transactions or arrangements with or involving subsidiaries or affiliates of Bank of Montreal, or certain other persons or companies that are related or connected to the Manager of the Portfolio. These transactions or arrangements may include transactions or arrangements with or involving subsidiaries and affiliates of Bank of Montreal, BMO Trust Company, BMO Nesbitt Burns Inc., BMO Private Investment Counsel Inc., BMO Asset Management Inc., BMO Asset Management Corp., BMO Investments Inc., Pyrford International Ltd, F&C Asset Management Limited, or other investment funds offered by Bank of Montreal, and may involve the purchase or sale of portfolio securities through or from a subsidiary or affiliates of Bank of Montreal, the purchase or sale of securities issued or guaranteed by a subsidiary or affiliates of Bank of Montreal, entering into forward contracts with a subsidiary or affiliates of Bank of Montreal acting as counterparty, the purchase or redemption of units of other Bank of Montreal affiliated investment funds or the provision of services to the Manager.

#### 7. Financial instruments risks

The Portfolio's activities expose it to a variety of risks associated with the financial instruments, as follows: market risk (including currency risk, interest rate risk

# BMO Private Canadian Growth Equity Portfolio

## (formerly BMO Harris Canadian Growth Equity Portfolio)

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### NOTES TO FINANCIAL STATEMENTS (cont'd)

(All amounts in thousands of Canadian dollars, except per unit data)

December 31, 2015

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and other market risk), credit risk and liquidity risk.

The concentration table groups securities by asset type, geographic location and/or market segment. The Portfolio's risk management practice outlines the monitoring of compliance to investment guidelines.

The Manager manages the potential effects of these financial risks on the Portfolio's performance by employing and overseeing professional and experienced portfolio managers that regularly monitor the Portfolio's positions, market events and diversify investment portfolios within the constraints of the investment guidelines.

#### (a) Currency risk

Currency risk is the risk that the value of financial instruments denominated in currencies, other than the functional currency of the Portfolio, will fluctuate due to changes in foreign exchange rates. Investments in foreign markets are exposed to currency risk as the prices denominated in foreign currencies are converted to the Portfolio's functional currency in determining fair value. The Portfolio may enter into forward currency contracts for hedging purposes to reduce foreign currency exposure or to establish exposure to foreign currencies. The Portfolio's exposure to currency risk, if any, is further disclosed in Note 8.

#### (b) Interest rate risk

Interest rate risk is the risk that the fair value of the Portfolio's interest-bearing investments will fluctuate due to changes in market interest rates. The Portfolio's exposure to interest rate risk is concentrated in its investment in debt securities (such as bonds, money market investments, short-term investments and debentures) and interest rate derivative instruments, if any. Other assets and liabilities are short-term in nature and/or non-interest bearing. The Portfolio's exposure to interest rate risk, if any, is further discussed in Note 8.

#### (c) Other market risk

Other market risk is the risk that the fair value of a financial instrument will fluctuate as a result of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in a market. Other assets and liabilities are monetary items that are short-term in nature, as such they are not subject to other market risk. The Portfolio's exposure to other market risk, if any, is further discussed in Note 8.

#### (d) Credit risk

Credit risk is the risk that a loss could arise from a security issuer or counterparty to a financial instrument not being able to meet its financial obligations. The fair value of debt securities includes consideration of the credit worthiness of the debt issuer. Credit risk exposure for over-the-counter derivative instruments is based on the Portfolio's unrealized gain of the contractual obligations with the counterparty as at the reporting date. The credit exposure of other assets is represented by its carrying amount. The Portfolio's exposure to credit risk, if any, is further discussed in Note 8.

The Portfolio may enter into securities lending transactions with approved counterparties. Credit risk associated with these transactions is considered minimal as all counterparties have a sufficient approved credit rating and the market value of collateral held by the Portfolio must be at least 102% of the fair value of securities loaned, as disclosed in Note 8.

#### (e) Liquidity risk

The Portfolio's exposure to liquidity risk is concentrated in the daily cash redemptions of units. The Portfolio primarily invests in securities that are traded in active markets and can be readily disposed. In addition, the Portfolio retains sufficient cash and cash equivalent positions to maintain liquidity. The Portfolio may, from time to time, enter into over-the-counter derivative contracts or invest in unlisted securities, which are not traded in an organized market and may be illiquid. Securities for which a market quotation could not be obtained and may be illiquid are identified on the Schedule of Investment Portfolio. The proportion of illiquid securities to the NAV of the Portfolio is monitored by the Manager to ensure it does not exceed the regulatory limit and does not significantly affect the liquidity required to meet the Portfolio's financial obligations.

# BMO Private Canadian Growth Equity Portfolio

## (formerly BMO Harris Canadian Growth Equity Portfolio)

### NOTES TO FINANCIAL STATEMENTS

(All amounts in thousands of Canadian dollars, except per unit data)

December 31, 2015

#### 8. Portfolio specific information

##### (a) Portfolio information, change in units and significant events

The Portfolio's inception date was January 4, 1999.

The number of units that have been issued and are outstanding are disclosed in the table below.

For the periods ended (in thousands of units)	Dec. 31, 2015	Dec. 31, 2014
Units issued and outstanding, beginning of period	6,292	6,425
Issued for cash	3,102	1,642
Issued on reinvestment of distributions	131	103
Redeemed during the period	(1,550)	(1,878)
Units issued and outstanding, end of period	7,975	6,292

##### Portfolio name change

Effective February 2, 2015, the Portfolio's name changed from BMO Harris Canadian Growth Equity Portfolio to BMO Private Canadian Growth Equity Portfolio.

##### Manager name change

Effective February 2, 2015, the Manager changed its name from BMO Harris Investment Management Inc. to BMO Private Investment Counsel Inc.

##### (b) Reconciliation of NAV to Net Assets

As at December 31, 2015 and December 31, 2014, there were no differences between the Portfolio's NAV per unit and its Net Assets per unit calculated in accordance with IFRS.

##### (c) Increase (decrease) in net assets attributable to holders of redeemable units per unit

The increase (decrease) in net assets attributable to holders of redeemable units per unit for the periods ended December 31, 2015 and December 31, 2014 is calculated as follows:

For the periods ended	Dec. 31, 2015	Dec. 31, 2014
Increase in net assets attributable to holders of redeemable units	210	6,714
Weighted average units outstanding during the period	6,883	6,087
Increase in net assets attributable to holders of redeemable units per unit	0.03	1.10

##### (d) Income taxes

As at the tax year-ended December 2015, the Portfolio had the following estimated capital and non-capital losses for income tax purposes:

Total Capital Losses (\$)	Total Non- Capital Losses (\$)	Non-Capital Losses That Expire in		
		2026 (\$)	2027 (\$)	2028 and thereafter (\$)
24,364	—	—	—	—

##### (e) Related party transactions

###### Unitholder servicing

The related party fees charged for unitholder servicing fees are as follows:

For the periods ended	Dec. 31, 2015	Dec. 31, 2014
Unitholder servicing (\$)	76	74

###### Brokerage commissions and soft dollars

Brokerage commissions paid (excluding transaction costs) on security transactions and amounts paid to related parties of the Manager for brokerage services provided to the Portfolio for the periods are as follows:

For the periods ended	Dec. 31, 2015	Dec. 31, 2014
Total brokerage amounts paid (\$)	61	73
Total brokerage amounts paid to related parties (\$)	11	1

The Manager may select brokers who charge a commission in "soft dollars" if they determine in good faith that the commission is reasonable in relation to the order execution and research services utilized. There were no ascertainable soft dollars paid or payable to dealers by the Portfolio during the periods.

##### (f) Financial instruments risks

The Portfolio's objective is to provide above average long-term returns through investing primarily in growth-oriented equity securities of Canadian issuers.

No changes affecting the overall level of risk of investing in the Portfolio were made during the period.



## BMO Private Canadian Growth Equity Portfolio

(formerly BMO Harris Canadian Growth Equity Portfolio)

### NOTES TO FINANCIAL STATEMENTS (cont'd)

(All amounts in thousands of Canadian dollars, except per unit data)

December 31, 2015

#### Currency risk

The Portfolio's exposure to currency risk is summarized in the tables below. Amounts shown are based on the carrying value of monetary and non-monetary assets (including derivatives and the underlying principle (notional) amount of forward currency contracts, if any).

As at Dec. 31, 2015

	Cash and other current receivables & payables (\$)	Investments (monetary & non-monetary) (\$)	Forward currency contracts (\$)	Net currency exposure (\$)	As a % of Net Assets (%)
U.S. Dollar	47	16,733	(16,783)	(3)	(0.0)

All amounts in Canadian Dollars

As at Dec. 31, 2014

	Cash and other current receivables & payables (\$)	Investments (monetary & non-monetary) (\$)	Forward currency contracts (\$)	Net currency exposure (\$)	As a % of Net Assets (%)
U.S. Dollar	980	9,858	(10,974)	(136)	(0.2)

All amounts in Canadian Dollars

As at December 31, 2015 and December 31, 2014, if the Canadian dollar had strengthened or weakened by 5% in relation to all foreign currencies, with all variables held constant, the Net Assets of the Portfolio could possibly have decreased or increased, respectively, by approximately \$0 (December 31, 2014 – \$7). In practice, actual results may differ from this sensitivity analysis and the difference could be material.

#### Interest rate risk

As at December 31, 2015 and December 31, 2014, the Portfolio did not have any significant exposure to interest rate risk.

#### Other market risk

The Portfolio has a significant exposure to other market risk arising from its investment in equity securities. Using historical correlation between the Portfolio's return and the return of its benchmark, if the benchmark, S&P/TSX Composite Index, had increased or decreased by 10%, with all other variables held constant, the Net Assets of the Portfolio would have increased or decreased, respectively, by \$7,742 (December 31, 2014 — \$6,004). Historical correlation may not be representative of future correlation, and

accordingly, actual results may differ and the difference could be material.

#### Credit risk

As at December 31, 2015 and December 31, 2014, the Portfolio did not have any significant exposure to credit risk.

#### Securities lending

The Portfolio had assets involved in securities lending transactions outstanding as at December 31, 2015 and December 31, 2014 as follows:

	Aggregate Value of Securities on Loan (\$)	Aggregate Value of Collateral Received for the Loan (\$)
December 31, 2015	3,989	4,200
December 31, 2014	-	-

There were no assets involved in securities lending transactions as at December 31, 2014.

#### Concentration risk

The Portfolio's concentration risk is summarized in the following table:

As at	Dec. 31, 2015	Dec. 31, 2014
<b>Equities</b>		
Consumer Discretionary	8.8%	13.0%
Consumer Staples	5.1%	1.3%
Energy	12.3%	14.2%
Financials	37.2%	37.4%
Health Care	1.9%	—%
Industrials	10.1%	10.5%
Information Technology	11.9%	7.5%
Materials	5.9%	4.6%
Telecommunication Services	3.9%	3.9%
Other Assets Less Liabilities	2.9%	7.6%
	<b>100.0%</b>	<b>100.0%</b>

### (g) Financial assets and financial liabilities

#### Categories of financial assets and financial liabilities

The categories of financial assets and financial liabilities are summarized in the following table:

As at	Dec. 31, 2015	Dec. 31, 2014
Financial assets designated at FVTPL	88,667	67,388
Loans and receivables	206	920
Financial liabilities held for trading	427	12
Financial liabilities measured at amortized cost	23	48

**BMO Private Canadian Growth Equity Portfolio**  
(formerly BMO Harris Canadian Growth Equity Portfolio)

**NOTES TO FINANCIAL STATEMENTS (cont'd)**

(All amounts in thousands of Canadian dollars, except per unit data)

December 31, 2015

*Net gains and losses on financial assets and financial liabilities at fair value*

For the periods ended	Dec. 31, 2015	Dec. 31, 2014
<b>Net realized gains (losses) on financial assets</b>		
Designated at FVTPL	3,730	9,046
	3,730	9,046
<b>Net realized gains (losses) on financial liabilities</b>		
Held for trading	(1,803)	(826)
<b>Total net realized gains (losses) on financial assets and financial liabilities</b>	1,927	8,220
<b>Change in unrealized gains (losses) on financial assets</b>		
Designated at FVTPL	(1,088)	(1,318)
	(1,088)	(1,318)
<b>Change in unrealized gains (losses) on financial liabilities</b>		
Held for trading	(415)	(25)
<b>Total change in unrealized gains (losses) on financial assets and financial liabilities</b>	(1,503)	(1,343)

**(h) Fair value hierarchy**

The Portfolio classifies its financial instruments into three levels based on the inputs used to value the financial instruments. Level 1 securities are valued based on quoted prices in active markets for identical securities. Level 2 securities are valued based on significant observable market inputs, such as quoted prices from similar securities and quoted prices in inactive markets or based on observable inputs to models. Level 3 securities are valued based on significant unobservable inputs that reflect the Manager's determination of assumptions that market participants might reasonably use in valuing the securities. The tables below show the relevant disclosure.

**As at Dec. 31, 2015**

Financial assets	Level 1	Level 2	Level 3	Total
Equity Securities	88,667	—	—	88,667
<b>Financial liabilities</b>				
Derivatives	—	(427)	—	(427)

**As at Dec. 31, 2014**

Financial assets	Level 1	Level 2	Level 3	Total
Equity Securities	67,388	—	—	67,388
<b>Financial liabilities</b>				
Derivatives	—	(12)	—	(12)

*Transfers between levels*

There were no transfers between levels during the periods.

## Management's Responsibility for Financial Reporting

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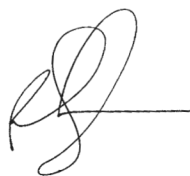
The accompanying financial statements have been prepared by an affiliate of the Manager and approved by the Board of Trustees of the Portfolios. Management is responsible for the information and representations contained in these financial statements.

The affiliate of the Manager maintains appropriate processes to ensure that relevant and reliable information is produced. The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) and include certain amounts that are based on estimates and judgements. The significant accounting policies which management believes are appropriate for the Portfolio are described in Note 3 of the financial statements. The Trustee (BMO Trust Company) is responsible for reviewing and approving the financial statements and overseeing management's performance of its financial reporting responsibilities. The Trustee reviews the financial statements of the Portfolios, adequacy of the internal controls, the audit process and financial reporting with management and external auditors.

PricewaterhouseCoopers LLP is the external auditor of the Portfolios. The auditor has been appointed by Board of the Manager and of the Trustees and cannot be changed without the prior approval for the Independent Review Committee and 60 days notice to the Unitholders. They have audited the financial statements in accordance with generally accepted auditing standards in Canada to enable them to express to the unitholders their opinion on the financial statements. Their report is included as an integral part of the financial statements.



**Richard Mason**  
Chief Executive Officer  
BMO Private Investment Counsel Inc.  
March 10, 2016



**Robert J. Schauer**  
Chief Financial Officer  
BMO Private Portfolios  
March 10, 2016

**Manager**

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[www.bmoprivatebanking.com](http://www.bmoprivatebanking.com)

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