

Annual Management Report of Fund Performance

BMO Harris Canadian Special Growth Portfolio

For the period ended December 31, 2012

This annual management report of fund performance contains financial highlights but does not contain annual financial statements of the Portfolio. If the annual financial statements of the Portfolio do not accompany the mailing of this report, you may obtain a copy of the annual financial statements at your request, and at no cost, by calling 1-800-361-1392, by e-mailing us at contact.centre@bmonb.com, by writing to us at BMO Harris Investment Management Inc., 1 First Canadian Place, 100 King St. W., 41st Floor, Toronto, Ontario, M5X 1H3. Electronic copies are available by visiting our website at www.bmoharrisprivatebanking.com or SEDAR at www.sedar.com. You may also contact us using one of these methods to request a copy of the Portfolio's proxy voting policies and procedures, proxy voting disclosure record and/or quarterly portfolio disclosure.

Management Discussion of Fund Performance

BMO Harris Investment Management Inc. ("BHIMI" or the "manager"), the manager and portfolio manager, is responsible for the management of the overall business, investments and operations of the BMO Harris Private Portfolios and has engaged BMO Asset Management Inc. ("BMO AM Inc." or the "sub-advisor") as the sub-advisor of BMO Harris Canadian Special Growth Portfolio (the "Portfolio").

Investment Objective and Strategies

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

To seek to achieve the Portfolio's objectives, the sub-advisor analyses each company's financial health (including projected earnings and cash flow), operations, research and development to assess the company's future growth potential; and its management quality.

Risk

No significant changes affecting the overall level of risk associated with investing in the Portfolio were made during the period. The risks of this Portfolio remain as discussed in the Portfolio's most recently filed simplified prospectus or its amendments.

Results of Operations

For the 12-month period ended December 31, 2012, the Portfolio returned 12.81%, after expenses. The Portfolio's benchmark is the BMO Capital Markets Small Cap Index, which generated a 2.46% total return over the same 12-month period.

Financial markets were relatively volatile over 2012 as investor concern was focused on ongoing sovereign debt issues in the eurozone; the slowdown of China's economy; and the U.S. "fiscal cliff," which many feared would lead to spending cuts and higher taxes in 2013. Nevertheless, many of the world's equity markets posted gains over the period. The share prices of companies in the Canadian Energy and Materials sectors were negatively affected by slowing economic growth in emerging markets. The Canadian equity market's sectors that are generally more dependent on Canadian and U.S. demand, such as Financials, Consumer Staples, and Consumer Discretionary, performed somewhat better.

The Portfolio's security selection in the Consumer Discretionary, Information Technology, Energy, Industrials and Financials sectors contributed to its performance over the period. The Portfolio's overweight exposure to the Information Technology sector and underweight exposure to the Materials sector also contributed to performance. Significant individual contributors to the Portfolio's performance over the period included Linamar Corporation, Bauer Performance Sports Ltd., Dollarama Inc., Celtic Exploration Ltd., Element Financial Corporation and

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TransForce Inc. Shares in Linamar Corporation posted gains as a result of a rebound in the U.S. auto industry, as well as the company's strong operating performance. Bauer Performance Sports Ltd.'s stock increased in value over the period as a result of the company's strong operating performance and strategic acquisitions. Celtic Exploration Ltd.'s shares posted gains as a result of Exxon Mobil Corporation's acquisition of the company. Element Financial Corporation's stock gained in value as a result of a number of strategic acquisitions made by the company. TransForce Inc.'s stock rose in response to relatively strong domestic demand for its services.

The Portfolio's security selection in the Materials sector and its underweight exposure to the Consumer Discretionary sector detracted from its performance over the period. Significant individual detractors from the Portfolio's performance included SEMAFO Inc., Surge Energy Inc., Paramount Resources Ltd. and Delphi Energy Corp. Shares of SEMAFO Inc. and Surge Energy Inc. declined as a result of operational difficulties experienced by these companies over the period. The shares of Paramount Resources Ltd. and Delphi Energy Corp. posted losses as a result of relative weakness in natural gas prices earlier in the period.

During the period, the sub-advisor added or increased existing positions in a number of companies dependent on Canadian and U.S. demand, which the sub-advisor believed had exceptional growth prospects. These companies included Element Financial Corporation, Tricon Capital Group Inc. and Bauer Performance Sports Ltd. Element Financial Corporation has an accomplished management team, and is focused on industrial equipment financing and leasing space. Tricon Capital Group Inc. is an asset manager in the real estate sector that is benefiting from the housing recovery in the United States. Bauer Performance Sports Ltd. has an exemplary brand, and the company is growing its market share organically and through acquisitions.

Demand for commodities declined over the period as a result of uncertain economic growth in emerging markets. As a result, funding for Canadian exploration-focused mining companies declined, which hindered their growth prospects. As a result, during the period the sub-advisor eliminated many of the Portfolio's positions in mining companies that were in the exploration or pre-production stage.

For information on the Portfolio's longer-term performance and composition, please refer to the Past Performance section and Summary of Investment Portfolio section of this report.

Recent Developments

The sub-advisor believes that Canadian equity markets are likely to remain volatile as the U.S. economy continues to manage its fiscal issues, as Europe deals with its ongoing sovereign debt issues and as emerging markets' growth continues to slow. Despite these challenges, the sub-advisor believes that significant opportunities remain for small-capitalization companies with strong management teams, stable balance sheets and competitive advantages. The sub-advisor will continue to focus on companies with these characteristics.

Future Accounting Standards

Canadian investment entities will be required to prepare their financial statements in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board, for fiscal years beginning on or after January 1, 2014. For reporting periods commencing January 1, 2014, the Portfolio will adopt IFRS as the basis for preparing its financial statements. The Portfolio will report its financial results for the interim period ending June 30, 2014, prepared on an IFRS basis. It will also provide comparative data on an IFRS basis, including an opening balance sheet as at January 1, 2013 (transition date). A summary of the significant standards impacting the Portfolio under IFRS are outlined below.

Based on the Portfolio's analysis to date, the more significant accounting changes that will result from its adoption of IFRS will be in the areas of fair valuation, cash flow presentation, consolidation of investments and classification of net assets representing unitholders' equity. The differences described in the sections that follow are based on Canadian generally accepted accounting principles ("Canadian GAAP") and IFRS that are in effect as of this date. This should not be considered a comprehensive list of the main accounting changes when the Portfolio adopts IFRS.

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The framework for fair valuation is set out under IFRS 13 Fair Value Measurement, which includes the requirements for the measurement and disclosure of fair value. If an asset or liability measured at fair value has a bid price and an ask price, the standard requires valuation to be based on a price within the bid-ask spread that is most representative of fair value. The standard allows the use of mid-market pricing or other pricing conventions that are used by market participants as a practical means for fair value measurements within a bid-ask spread. Thus this standard will impact the net assets per unit for financial statement reporting purposes compared to current standards, and may also result in the elimination of the differences between the net asset per unit and Net Asset Value per Unit (“NAVPU”) at the financial statement reporting date. The Manager has not identified any changes that will impact NAVPU as a result of the transition to IFRS.

Where the Portfolio holds controlling interest in an investment, it is the Manager’s expectation that the Portfolio will qualify as an Investment Entity in accordance with IFRS 10 Consolidated Financial Statements. As such, the Portfolio will not be required to consolidate its investments, but rather to fair value its investments regardless of whether those investments are controlled. However, where in certain circumstances the Portfolio does not have all the typical characteristics of an investment entity, even though it qualifies as an investment entity, it may be required to make additional financial statements disclosures on its investments in accordance with IFRS 12 Disclosure of Interests in Other Entities.

In addition to the financial statements currently presented for the Portfolio, Statement of Cash Flows will now be included in the financial statements in accordance with the requirement of IFRS 1 First-time Adoption of IFRS, and prepared in line with IAS 7 Statement of Cash Flows.

The criteria contained within IAS 32 Financial Instruments: Presentation may require unitholders’ equity to be classified as a liability within the Portfolio’s Statement of Net Assets, unless certain conditions are met. The Manager is currently assessing the Portfolio’s unitholder structure to confirm classification.

Related Party Transactions

BMO Trust Company, an indirect, wholly-owned subsidiary of Bank of Montreal, is the trustee (the “trustee”) and BHIMI is the manager of the Portfolio. From time to time, BHIMI may, on behalf of the Portfolio, enter into transactions or arrangements with or involving other members of BMO Financial Group, or certain other persons or companies that are related or connected to the Portfolio (each, a “related party” and collectively, the “related parties”).

Portfolio Manager

BHIMI has hired BMO Asset Management Inc. (“BMO AM Inc.”), a related party, to provide investment advice and make investment decisions for the Portfolio’s investment portfolio. BMO AM Inc. receives an investment advisory fee based on assets under management that is paid monthly. BMO AM Inc. is paid by BHIMI.

Buying and Selling Securities

Related-Party Underwritings

During the period, BHIMI relied on an approval and standing instruction provided by the Portfolio’s Independent Review Committee (“IRC”) to enable the Portfolio to make an investment in a class of equity and/or non-government debt securities of an issuer during the period of distribution of those securities to the public and/or the 60-day period following the distribution period where BMO Nesbitt Burns Inc., an affiliate of BHIMI, acted as an underwriter in the distribution (each investment, a “Related Party Transaction”). In accordance with the IRC’s approval and standing instruction, in making a decision to cause the Portfolio to make a Related Party Transaction, BHIMI and the sub-advisor of the Portfolio are required to comply with BHIMI’s written policies and procedures governing the Related Party Transaction and report periodically to the IRC, describing each instance that BHIMI relied on the approval and standing instruction and its compliance or non-compliance with the governing policies and procedures. The governing policies and procedures are designed to ensure the Related Party Transaction (i) is made free from any influence of BMO Nesbitt Burns Inc. or an associate or affiliate of BMO Nesbitt Burns Inc. and without taking

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into account any considerations relevant to BMO Nesbitt Burns Inc. or an associate or affiliate of BMO Nesbitt Burns Inc., (ii) represents the business judgment of BHIMI, uninfluenced by considerations other than the best interests of the Portfolio, and (iii) achieves a fair and reasonable result for the Portfolio.

Brokerage Commissions

The Portfolio pays standard brokerage commissions at market rates to BMO Nesbitt Burns Inc., an affiliate of the manager, for executing a portion of its trades. The brokerage commissions charged to the Portfolio during the period were as follows:

	2012 (\$000s)	2011 (\$000s)
Total Brokerage Commissions	658	1,081
Brokerage Commissions paid to BMO Nesbitt Burns Inc.	17	33

Wealth Management Fee

Units of the Portfolio are only available through the wealth management service offered by BMO Financial Group. The trustee, a related party, receives an annual fee from each investor for the wealth management service offered by BMO Financial Group. A tiered schedule is applied to calculate the annual fee for this service. The fee schedule starts at 1.95% and declines to 0.20% (depending on the nature and size of the investor's investment portfolio), and is calculated as a percentage of the assets under management. The actual wealth management fee payable by each investor is set out in the BHIMI Investment Management Fee Schedule that has been provided to the investor when the investor enters into an investment management agreement with the trustee and BHIMI. The wealth management fee is paid directly by the investor to the trustee. The trustee may compensate financial institutions and securities registrants within BMO Financial Group for client referrals to the wealth management service.

Unitholder Services

The Portfolio is provided with certain facilities and services by related parties. BMO AM Inc. is the registrar of the Portfolio. The trustee and BMO AM Inc. are paid by the Portfolio for fees relating to the custodial and administrative services they provide, respectively. Administrative services include fund accounting, record keeping and purchases/redemption order processing. The fees charged to the Portfolio during the period were as follows:

	2012 (\$000s)	2011 (\$000s)
Unitholder Services	161	196

Management Fee

There is no management fee charged to the Portfolio. The trustee receives an annual fee from investors for the wealth management service offered by BMO Financial Group.

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Financial Highlights

The following tables show selected key financial information about the Portfolio and are intended to help you understand the Portfolio's financial performance for the periods indicated.

The Portfolio's Net Assets Per Unit ⁽¹⁾	Years ended December 31				
	2012	2011	2010	2009	2008
Net assets, beginning of period	\$ 40.96	49.58	35.96	22.97	44.76
Increase (decrease) from operations:					
Total revenue	\$ 0.60	0.66	0.32	0.25	0.42
Total expenses	\$ (0.25)	(0.30)	(0.31)	(0.26)	(0.43)
Realized gains (losses) for the period	\$ 1.07	2.56	6.83	(1.38)	(13.72)
Unrealized gains (losses) for the period	\$ 3.64	(11.22)	7.48	15.00	(9.29)
Total increase (decrease) from operations ⁽²⁾	\$ 5.06	(8.30)	14.32	13.61	(23.02)
Distributions:					
From income (excluding dividends)	\$ 0.00	—	0.01	0.06	0.35
From dividends	\$ 0.56	0.79	0.11	0.13	0.22
From capital gains	\$ —	—	—	—	—
Return of capital	\$ 0.01	0.00	—	—	—
Total Annual Distributions ⁽³⁾	\$ 0.57	0.79	0.12	0.19	0.57
Net assets, end of period	\$ 45.60	40.96	49.58	35.96	22.97

⁽¹⁾ This information is derived from the Portfolio's audited annual financial statements. The net assets per unit presented in the financial statements differs from the net asset value calculated for Portfolio pricing purposes. An explanation of these differences can be found in the notes to the financial statements.

⁽²⁾ Net assets and distributions are based on the actual number of units outstanding at the relevant time. The increase/decrease from operations is based on the weighted average number of units outstanding over the financial period. This table is not intended to be a reconciliation of beginning to ending net assets per unit.

⁽³⁾ Distributions were paid in cash or reinvested in additional units of the Portfolio, or both.

Ratios and Supplemental Data	Years ended December 31				
	2012	2011	2010	2009	2008
Total net asset value (000s) ⁽¹⁾	\$ 158,987	171,224	238,987	126,543	57,111
Number of units outstanding (000s) ⁽¹⁾	3,468	4,161	4,803	3,499	2,465
Management expense ratio ⁽²⁾	%	0.16	0.16	0.10	0.10
Management expense ratio before waivers or management absorptions	%	0.20	0.16	0.10	0.10
Trading expense ratio ⁽³⁾	%	0.41	0.50	0.67	1.06
Portfolio turnover rate ⁽⁴⁾	%	59.35	77.27	83.84	89.22
Net asset value per unit	\$ 45.85	41.15	49.75	36.17	23.17

⁽¹⁾ This information is provided as at December 31 of the period shown.

⁽²⁾ Management expense ratio is based on total expenses (excluding commissions and other portfolio transaction costs) for the stated period and is expressed as an annualized percentage of daily average net asset value during the period.

⁽³⁾ The trading expense ratio represents total commissions and other portfolio transaction costs expressed as an annualized percentage of daily average net asset value during the period.

⁽⁴⁾ The portfolio turnover rate indicates how actively the Portfolio's sub-advisor manages its portfolio investments. A portfolio turnover rate of 100% is equivalent to the Portfolio buying and selling all of the securities in its portfolio once in the course of the year. The higher a portfolio turnover rate in a year, the greater the trading costs payable by the Portfolio in the year, and the greater the chance of an investor receiving taxable capital gains in the year. There is not necessarily a relationship between a high turnover rate and the performance of a Portfolio.

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Past Performance

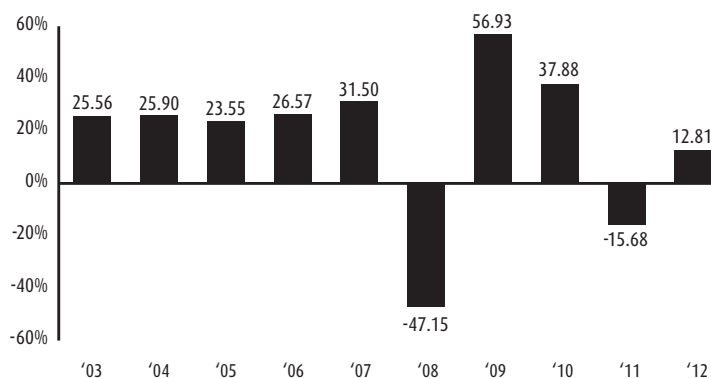
General

The Portfolio's performance information assumes that all distributions made by the Portfolio in the periods shown were reinvested in additional units of the Portfolio and is based on the net asset value of the Portfolio.

The performance information does not take into account sales, redemption, distribution or other optional charges that, if applicable, would have reduced returns or performance. Please remember, how the Portfolio has performed in the past does not necessarily indicate how it will perform in the future.

Year-by-Year Returns

The following bar chart(s) show the performance for each of the financial years shown and illustrates how the performance has changed from year to year. The bar chart(s) show in percentage terms how an investment made on the first day of each financial year would have increased or decreased by the last day of each financial year.



Annual Compound Returns

This chart compares the historical annual compound returns of the Portfolio with the returns of the BMO Capital Markets Small Cap Index, the BMO Capital Markets Small Cap Equity Only Index and the S&P/TSX Composite Index. The Portfolio's benchmark was transitioned from the BMO Capital Markets Small Cap Equity Only Index, which reflects the stock performance of small to mid-sized Canadian companies, to the BMO Capital Markets Small Cap Equity Index which also includes real estate investment trusts and business trusts, in order to better reflect the universe from which the Portfolio selects securities in which to invest. The S&P/TSX Composite Index reflects the price movements of a floating list of companies on the Toronto Stock Exchange that meet Standard & Poor's Financial Services LLC's criteria for inclusion in the index.

	1 yr %	3 yrs %	5yrs %	10yrs %
BMO Harris Canadian Special Growth Portfolio [†]	12.81	9.46	1.70	13.46
BMO Capital Markets Small Cap Index*	2.46	6.80	2.64	10.20
BMO Capital Markets Small Cap Equity Only Index	1.16	5.80	0.36	9.32
S&P/TSX Composite Index	7.19	4.79	0.81	9.22

[†]The Portfolio's return is after the deduction of expenses, while the benchmarks do not include any costs of investing.

*BMO Harris Canadian Special Growth Portfolio's benchmark is BMO Capital Markets Small Cap Index, and prior to January 1, 2012 it was BMO Capital Markets Small Cap Equity Only Index.

A commentary on the market and/or information regarding the relative performance of the Portfolio as compared to its benchmark can be found under the Results of Operations section of this report.

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Summary of Investment Portfolio

as at December 31, 2012

Portfolio Allocation	% of Net Asset Value	Top 25 Holdings	% of Net Asset Value
Energy	19.6	Issuer	
Materials	19.3	Descartes Systems Group Inc., The	3.9
Industrials	13.8	Tricon Capital Group Inc.	3.5
Financials	13.8	Element Financial Corporation	3.4
Information Technology	13.5	Canadian Western Bank	2.9
Money Market Investments	9.1	MacDonald, Dettwiler and Associates Ltd.	2.9
Consumer Discretionary	8.0	Stantec Inc.	2.6
Health Care	2.8	Toromont Industries Ltd.	2.4
Cash/Receivables/Payables	0.1	Bauer Performance Sports Ltd.	2.3
Total portfolio allocation	100.0	Linamar Corporation	2.2
		TransForce Inc.	2.1
		Aurora Oil & Gas Limited	2.1
		Celtic Explorations Ltd.	2.0
		Government of Canada, Treasury Bills, 0.970% Jan 17, 2013	1.9
		Government of Canada, Treasury Bills, 0.917% Mar 28, 2013	1.9
		Paramount Resources Ltd., Class A	1.8
		WestJet Airlines Ltd.	1.8
		Softchoice Corporation	1.7
		Secure Energy Services Inc.	1.7
		Canfor Corporation	1.6
		Redknee Solutions Inc.	1.6
		Argonaut Gold Inc.	1.6
		Continental Gold Limited	1.5
		Allied Nevada Gold Corp.	1.5
		Major Drilling Group International Inc.	1.5
		ATS Automation Tooling Systems Inc.	1.5
		Top holdings as a percentage of net asset value	53.9
		Total Net Asset Value	\$158,987,331

The summary of investment portfolio may change due to the Portfolio's ongoing portfolio transactions. Updates are available quarterly.

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This document may contain forward-looking statements relating to anticipated future events, results, circumstances, performance or expectations that are not historical facts but instead represent our beliefs regarding future events. By their nature, forward-looking statements require us to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that predictions and other forward-looking statements will not prove to be accurate. We caution readers of this document not to place undue reliance on our forward-looking statements as a number of factors could cause actual future results, conditions, actions or events to differ materially from the targets, expectations, estimates or intentions expressed or implied in the forward-looking statements. Actual results may differ materially from management expectations as projected in such forward-looking statements for a variety of reasons, including but not limited to market and general economic conditions, interest rates, regulatory and statutory developments, the effects of competition in the geographic and business areas in which the Portfolio may invest and the risks detailed from time to time in BMO Harris Private Portfolios' simplified prospectus. We caution that the foregoing list of factors is not exhaustive and that when relying on forward-looking statements to make decisions with respect to investing in the Portfolio, investors and others should carefully consider these factors, as well as other uncertainties and potential events, and the inherent uncertainty of forward-looking statements. Due to the potential impact of these factors, BMO Harris Investment Management Inc. does not undertake, and specifically disclaims, any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, unless required by applicable law.

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