

**AMENDMENT NO. 1 DATED JULY 13, 2020 TO THE PROSPECTUS OF
THE BMO ETFs DATED JANUARY 10, 2020 (THE “PROSPECTUS”)**



**BMO MSCI USA High Quality Index ETF
BMO Long-Term US Treasury Bond Index ETF**

(collectively, the “**BMO ETFs**”)

The Prospectus is amended by this amendment (“**Amendment No. 1**”) as described below (i) to qualify hedged to CAD units (the “**Hedged Units**”) and USD units (the “**USD Units**”) of the BMO MSCI USA High Quality Index ETF (“**ZUQ**”) and (ii) add a risk factor to the BMO Long-Term US Treasury Bond Index ETF (“**ZTL**”).

The annual management fee for the Hedged Units and USD Units of ZUQ shall be 0.30%.

Capitalized terms used but not defined in this Amendment No. 1 have the meanings given to them in the Prospectus.

The following amendments are made to the Prospectus to reflect these changes:

Front Cover

The row relating to ZUQ on page i is deleted in its entirety and replaced with the following:

“BMO MSCI USA High Quality Index ETF (CAD Units, Hedged Units and USD Units)”

The paragraph immediately after the paragraph beginning with the words “The NEO Exchange has” on page v is deleted in its entirety and replaced with the following:

“The initial issuance of the BMO MSCI USA High Quality Index ETF Hedged Units or the BMO MSCI USA High Quality Index ETF USD Units will not occur until the BMO MSCI USA High Quality Index ETF Hedged Units or the BMO MSCI USA High Quality Index ETF USD Units have each received, in aggregate, subscriptions sufficient to satisfy the original listing requirements of the TSX. BMO Nesbitt Burns Inc., an affiliate of the Manager will act as the Designated Broker and Dealer for the BMO MSCI USA High Quality Index ETF Hedged Units and the BMO MSCI USA High Quality Index ETF USD Units.

The TSX has conditionally approved the listing of the BMO MSCI USA High Quality Index ETF Hedged Units and the BMO MSCI USA High Quality Index ETF USD Units. Listing of the BMO MSCI USA High Quality Index ETF Hedged Units or the BMO MSCI USA High Quality Index ETF USD Units is subject to the BMO MSCI USA High Quality Index ETF Hedged Units or the BMO MSCI USA High Quality Index ETF USD

Units fulfilling all of the requirements of the TSX on or before June 26, 2021. Subject to satisfying the TSX's original listing requirements, the BMO MSCI USA High Quality Index ETF Hedged Units and the BMO MSCI USA High Quality Index ETF USD Units will be listed on the TSX and offered on a continuous basis, and an investor will be able to buy or sell these Units on the TSX through registered brokers and dealers in the province or territory where the investor resides. Investors may incur customary brokerage commissions in buying or selling the Units.

Units of the BMO ETFs (other than the BMO MSCI USA High Quality Index ETF Hedged Units and the BMO MSCI USA High Quality Index ETF USD Units) are listed on the TSX or the NEO Exchange, as applicable, and offered on a continuous basis.”

Important Terms

The following definitions are added immediately after the “BMO Long-Term US Treasury Bond Index ETF Hedged Units” definition on page 1:

“BMO MSCI USA High Quality Index ETF Hedged Units - means the Hedged Units of BMO MSCI USA High Quality Index ETF.

BMO MSCI USA High Quality Index ETF USD Units - means the USD Units of BMO MSCI USA High Quality Index ETF.”

The definition of “Hedged Unit ETFs” on page 3 is deleted in its entirety and replaced with the following:

“Hedged Unit ETFs – means, collectively, BMO Long-Term US Treasury Bond Index ETF, BMO MSCI USA High Quality Index ETF, BMO Premium Yield ETF, BMO S&P US Mid Cap Index ETF and BMO S&P US Small Cap Index ETF.”

Prospectus Summary

The second and third paragraph under the sub-heading “Prospectus Summary – Offerings:” on page 8 are deleted in their entirety and replaced with the following:

“BMO Long-Term US Treasury Bond Index ETF, BMO MSCI USA High Quality Index ETF, BMO Premium Yield ETF, BMO S&P US Mid Cap Index ETF and BMO S&P US Small Cap Index ETF offer Hedged Units.

BMO Long-Term US Treasury Bond Index ETF, BMO Low Volatility US Equity ETF, BMO Mid-Term US IG Corporate Bond Index ETF, BMO Mid-Term US Treasury Bond Index ETF, BMO MSCI USA High Quality Index ETF, BMO S&P 500 Index ETF, BMO S&P US Mid Cap Index ETF, BMO S&P US Small Cap Index ETF, BMO Short-Term US Treasury Bond Index ETF, BMO Ultra Short-Term US Bond ETF, BMO US Dividend ETF, BMO US High Dividend Covered Call ETF, BMO Premium Yield ETF, BMO US Preferred Share Index ETF and BMO US Put Write ETF offer a class of units denominated in U.S. dollars (USD Units).”

The fifth and sixth paragraph under the sub-heading “Prospectus Summary – Continuous Distributions:” on page 9 are deleted in their entirety and replaced with the following:

“The initial issuance of the BMO MSCI USA High Quality Index ETF Hedged Units or the BMO MSCI USA High Quality Index ETF USD Units will not occur until the BMO MSCI USA High Quality Index ETF Hedged Units or the BMO MSCI USA High Quality Index ETF USD Units have each received, in aggregate, subscriptions sufficient to satisfy the original listing requirements of the TSX. BMO Nesbitt Burns Inc., an affiliate of the Manager will act as the Designated Broker and Dealer for the BMO MSCI USA High Quality Index ETF Hedged Units and the BMO MSCI USA High Quality Index ETF USD Units.

The TSX has conditionally approved the listing of the BMO MSCI USA High Quality Index ETF Hedged Units and the BMO MSCI USA High Quality Index ETF USD Units on the TSX. Listing of the BMO MSCI USA High Quality Index ETF Hedged Units or the BMO MSCI USA High Quality Index ETF USD Units is subject to the BMO MSCI USA High Quality Index ETF Hedged Units or the BMO MSCI USA High Quality Index ETF USD Units fulfilling all of the requirements of the TSX on or before June 26, 2021. Subject to satisfying the TSX’s original listing requirements, the BMO MSCI USA High Quality Index ETF Hedged Units and the BMO MSCI USA High Quality Index ETF USD Units will be listed on the TSX and offered on a continuous basis, and an investor will be able to buy or sell these Units on the TSX through registered brokers and dealers in the province or territory where the investor resides. Investors may incur customary brokerage commissions in buying or selling the Units.

See “Purchases of Units – Issuance of Units” and “Purchases of Units – Buying and Selling Units”.

Units of the BMO ETFs (other than the BMO MSCI USA High Quality Index ETF Hedged Units or the BMO MSCI USA High Quality Index ETF USD Units) are listed on the TSX or the NEO Exchange, as applicable, and offered on a continuous basis.”

Overview of the Legal Structure of the BMO ETFs

The fourth paragraph under the heading “Overview of the Legal Structure of the BMO ETFs” on page 53 is deleted in its entirety and replaced with the following:

“The TSX has conditionally approved the listing of the BMO MSCI USA High Quality Index ETF Hedged Units and the BMO MSCI USA High Quality Index ETF USD Units on the TSX. Listing of the BMO MSCI USA High Quality Index ETF Hedged Units or the BMO MSCI USA High Quality Index ETF USD Units on the TSX is subject to the BMO MSCI USA High Quality Index ETF Hedged Units or the BMO MSCI USA High Quality Index ETF USD Units fulfilling all of the requirements of the TSX on or before June 26, 2021. Subject to satisfying the TSX’s original listing requirements, the BMO MSCI USA High Quality Index ETF Hedged Units and the BMO MSCI USA High Quality Index ETF USD Units will be listed on the TSX and offered on a continuous basis, and an investor will be able to buy or sell these Units on the TSX through registered brokers and dealers in the province or territory where the investor resides. Investors may incur customary brokerage commissions in buying or selling the Units.

Units of the BMO ETFs (other than the BMO MSCI USA High Quality Index ETF Hedged Units and the BMO MSCI USA High Quality Index ETF USD Units) are listed on the TSX or the NEO Exchange, as applicable, and offered on a continuous basis.”

The “TSX Ticker Symbol” table for Index BMO ETFs under the heading “Overview of the Legal Structure of the BMO ETFs” on page 55 is amended by deleting the row relating to ZUQ in its entirety and replacing it with the following:

Legal name of Index BMO ETF	TSX Ticker Symbol
BMO MSCI USA High Quality Index ETF	ZUQ/ZUQ.F/ZUQ.U

Investment Objectives

The paragraph under the sub-sub-heading “Investment Objectives – Index BMO ETFs BMO – MSCI USA High Quality Index ETF” on page 62 is amended by adding the following as the last sentence:

“The Hedged Units of BMO MSCI USA High Quality Index ETF will also invest in or use derivative instruments to seek to hedge U.S. currency exposure.”

Investment Strategies

The paragraph under the sub-sub-heading “Investment Strategies – Index BMO ETFs – BMO MSCI USA High Quality Index ETF” on page 95 is amended by adding the following as an additional paragraph following the first two paragraphs:

“The exposure that the portion of BMO MSCI USA High Quality Index ETF’s portfolio attributable to its Non-Hedged Units has to foreign currencies will not be hedged. The exposure that the portion of BMO MSCI USA High Quality Index ETF’s portfolio attributable to the Hedged Units will be hedged back to the Canadian dollar.”

Risk Factors

The table under the sub-heading “Risk Factors – Additional Risks Relating to an Investment in One or More BMO ETFs” on page 147 is amended by deleting the row relating to ZTL in its entirety and replacing it with the following:

BMO Long-Term US Treasury Bond Index ETF	Base Metals Risk	Base Metals Risk
	Calculation and Termination of the Indices Risk	Calculation and Termination of the Indices Risk
	Call Risk	Call Risk
	China-Focused ETF Risks	China-Focused ETF Risks
	Concentration Risk	Concentration Risk
	Credit Rating Risk	Credit Rating Risk
	Currency Hedging Risk	Currency Hedging Risk
	Emerging Markets Risk	Emerging Markets Risk
	Energy Risk	Energy Risk
	Equity Investment Risk	Equity Investment Risk
	Exchange Rate Risk	Exchange Rate Risk
	Extension Risk	Extension Risk
	Factor-Based Investment Strategy Risk	Factor-Based Investment Strategy Risk
	Foreign Investment Risk	Foreign Investment Risk
	General Risks of Debt Instruments	General Risks of Debt Instruments
	General Risks of Preferred Shares	General Risks of Preferred Shares
	Geographic Concentration in India Risk	Geographic Concentration in India Risk
	Index Tracking Risk	Index Tracking Risk
	Index Investment Strategy Risk	Index Investment Strategy Risk
	Precious Metals Risk	Precious Metals Risk
	Put Writing Risk	Put Writing Risk
	Tax Treatment of Options Risk	Tax Treatment of Options Risk
	Use of Options Risk	Use of Options Risk

The table under the sub-heading “Risk Factors – Additional Risks Relating to an Investment in One or More BMO ETFs” on page 148 is amended by deleting the row relating to ZUQ in its entirety and replacing it with the following:

BMO MSCI USA High Quality Index ETF	Base Metals Risk	Base Metals Risk
	Calculation and Termination of the Indices Risk	Calculation and Termination of the Indices Risk
	Call Risk	Call Risk
	China-Focused ETF Risks	China-Focused ETF Risks
	Concentration Risk	Concentration Risk
	Credit Rating Risk	Credit Rating Risk
	Currency Hedging Risk	Currency Hedging Risk
	Emerging Markets Risk	Emerging Markets Risk
	Energy Risk	Energy Risk
	Equity Investment Risk	Equity Investment Risk
	Exchange Rate Risk	Exchange Rate Risk
	Extension Risk	Extension Risk
	Factor-Based Investment Strategy Risk	Factor-Based Investment Strategy Risk
	Foreign Investment Risk	Foreign Investment Risk
	General Risks of Debt Instruments	General Risks of Debt Instruments
	General Risks of Preferred Shares	General Risks of Preferred Shares
	Geographic Concentration in India Risk	Geographic Concentration in India Risk
	Index Tracking Risk	Index Tracking Risk
	Index Investment Strategy Risk	Index Investment Strategy Risk
	Precious Metals Risk	Precious Metals Risk
	Put Writing Risk	Put Writing Risk
	Tax Treatment of Options Risk	Tax Treatment of Options Risk
	Use of Options Risk	Use of Options Risk

The table under the sub-heading “Risk Factors – Risk Ratings of the Index BMO ETFs” on page 158 is amended by adding the following as new rows immediately below the row with the Ticker “ZUQ”:

TICKER	INDEX BMO ETF	RISK RATING
ZUQ.F	BMO MSCI USA High Quality Index ETF	Medium
ZUQ.U	BMO MSCI USA High Quality Index ETF	Medium

The paragraph immediately after the paragraph beginning with the words “BMO MSCI USA ESG Leaders Index ETF’s” under the sub-heading “Risk Factors – Risk Ratings of the Index BMO ETFs” on page 164 is deleted in its entirety and replaced with the following:

“The risk classification for the Non-Hedged Units of BMO MSCI USA High Quality Index ETF is based on the BMO ETF’s returns and the returns of the MSCI USA Quality Net Total Return Index in Canadian dollars. The MSCI USA Quality Net Total Return Index is a factor based U.S. equity index that screens for quality companies based on three main fundamental variables: high return on equity, stable year-over-year earnings growth, and low financial leverage. The risk classification of the Hedged Units of BMO MSCI USA High Quality Index ETF is based the returns of the MSCI USA Quality Net Total Return Index in U.S. dollars.”

PURCHASERS’ STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase mutual fund securities offered in a distribution within two (2) business days after receipt of a prospectus and any amendment. In addition, securities legislation in certain of the provinces of Canada provides purchasers of mutual fund securities with a limited right to rescind the purchase within 48 hours after receipt of a confirmation of such purchase. If the purchase of mutual fund securities is made under a contractual plan, the time period during which the right to rescind is exercisable may be longer. In most of the provinces and territories of Canada, the securities legislation further provides a purchaser with remedies for rescission or damages, or, in Québec, revision of the price, if the prospectus and any amendment is not delivered to the purchaser, provided that the remedies for rescission, damages or revision of the price are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser’s province or territory.

Notwithstanding the foregoing, purchasers of Units of the BMO ETFs will not have the right to withdraw from an agreement to purchase the Units after the receipt of a prospectus and any amendment, and will not have remedies for rescission, damages or revision of the price for non-delivery of the prospectus or any amendment, if the dealer receiving the purchase order has obtained an exemption from the prospectus delivery requirement under a decision pursuant to National Policy 11-203 *Process for Exemptive Relief Applications in Multiple Jurisdictions* (“**NP 11-203**”). However, purchasers of Units of the BMO ETFs will, in the applicable provinces of Canada, retain their right under securities legislation to rescind their purchase within 48 hours (or, if purchasing under a contractual plan, such longer time period as applicable) after the receipt of a confirmation of purchase.

In several of the provinces and territories of Canada, the securities legislation further provides a purchaser with remedies for rescission or damages if the prospectus, together with any amendment to the prospectus, contains a misrepresentation, provided that such remedies are exercised by the purchaser within the time limits prescribed by the securities legislation of the purchaser’s province or territory. Any remedies under securities legislation that a purchaser of Units may have for rescission or damages, if the prospectus and any amendment to the prospectus contains a misrepresentation, remain unaffected by the non-delivery of the prospectus pursuant to reliance by a dealer upon the decision referred to above.

However, the Manager has obtained exemptive relief from the requirement in securities legislation to include an underwriter’s certificate in the prospectus under a decision pursuant to NP 11-203. As such, purchasers of Units of the BMO ETFs will not be able to rely on the inclusion of an underwriter’s certificate in the prospectus or any amendment for the statutory

rights and remedies that would otherwise have been available against an underwriter that would have been required to sign an underwriter's certificate.

Purchasers should refer to the applicable provisions of the securities legislation and the decisions referred to above for the particulars of their rights or consult with a legal advisor.

CERTIFICATE OF THE BMO ETFs, THE MANAGER AND PROMOTER

**on behalf of BMO MSCI USA High Quality Index ETF,
BMO Long-Term US Treasury Bond Index ETF**

(collectively, the “**BMO ETFs**”)

Dated: July 13, 2020

The prospectus of the BMO ETFs dated January 10, 2020, as amended by this Amendment No. 1 dated July 13, 2020, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by the prospectus of the BMO ETFs dated January 10, 2020, as amended by this Amendment No. 1 dated July 13, 2020, as required by the securities legislation of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Québec, Nova Scotia, New Brunswick, Prince Edward Island, Newfoundland and Labrador, Yukon Territory, Northwest Territories and Nunavut.

**BMO ASSET MANAGEMENT INC.
as Manager and Trustee of the BMO ETFs**

(Signed) “Ross Kappele”

(Signed) ‘Nelson Avila’

ROSS KAPPELE

Acting in the capacity of Chief Executive
Officer

NELSON AVILA

Chief Financial Officer

On behalf of the Board of Directors of BMO Asset Management Inc.

(Signed) “Kevin Gopaul”

(Signed) “Steve Irott”

KEVIN GOPAUL

Director

STEVE IROTT

Director

**BMO ASSET MANAGEMENT INC.
as Promoter of the BMO ETFs**

(Signed) “Ross Kappele”

ROSS KAPPELE

Acting in the capacity of Chief Executive Officer