

**AMENDMENT NO. 3 DATED MARCH 25, 2021
TO THE SIMPLIFIED PROSPECTUS DATED MAY 22, 2020,
AS AMENDED BY AMENDMENT NO. 1 DATED AUGUST 26, 2020 AND
AMENDMENT NO. 2 DATED NOVEMBER 27, 2020**

(the “Prospectus”)

in respect of:

BMO Floating Rate Income Fund

(series A, F, D, I and Advisor Series)

BMO Monthly Dividend Fund Ltd.

(series F, D, Advisor Series and Classic Series)

BMO U.S. High Yield Bond Fund

(series A and Advisor Series)

BMO Dividend Fund

(series D and Classic Series)

(each a “Fund” and, collectively, the “Funds”)

Unless otherwise specifically defined, the terms used in this amendment have the meanings given to those terms in the Prospectus.

1. Introduction

The Prospectus is hereby amended to:

- (1) reflect a reduction in the management fee applicable to Series A and Advisor Series securities of BMO U.S. High Yield Bond Fund, and Series D securities of BMO Dividend Fund effective June 24, 2021;
- (2) qualify for distribution Classic Series securities of BMO Dividend Fund effective June 24, 2021;
- (3) provide notice that BMO Investments Inc. (the “**Manager**”), the manager of the Funds, has called a special meeting of securityholders of BMO Floating Rate Income Fund, and an annual and special meeting of securityholders of BMO Monthly Dividend Fund Ltd. (each a “**Terminating Fund**” and, collectively, the “**Terminating Funds**”) to be held on June 18, 2021 to consider the merger of each Terminating Fund into its corresponding Continuing Fund (as defined below); and
- (4) provide notice that if the merger of BMO Floating Rate Income Fund into BMO U.S. High Yield Bond Fund is not approved, securityholders of BMO Floating Rate Income Fund will also be asked to consider the termination of the Fund at the special meeting of securityholders of BMO Floating Rate Income Fund to be held on June 18, 2021.

2. Management Fee Reductions

The management fee applicable to Series A and Advisor Series securities of BMO U.S. High Yield Bond Fund, and Series D securities of BMO Dividend Fund will be reduced effective June 24, 2021 as follows:

Series of Securities of BMO U.S. High Yield Bond Fund	Current Annual Management Fee	Annual Management Fee Effective June 24, 2021
Series A	1.60%	1.20%
Advisor Series	1.60%	1.20%

Series of Securities of BMO Dividend Fund	Current Annual Management Fee	Annual Management Fee Effective June 24, 2021
Series D	0.90%	0.85%

The following technical amendments are made to the Prospectus effective June 24, 2021 to reflect these changes:

- (1) The “Management fee” row of the “Fund details” table for BMO U.S. High Yield Bond Fund on page 59 is deleted in its entirety and replaced with the following:

Management fee	Series A: 1.20% Series F: 0.45% Series D: 0.75% Series I: N/A. A Series I fee is negotiated and paid directly by each Series I investor. ⁽¹⁾ BMO Private U.S. High Yield Bond Fund Series O: 0.175% Advisor Series: 1.20%
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- (2) The “Management fee” row of the “Fund details” table for BMO Dividend Fund on page 94 is deleted in its entirety and replaced with the following:

Management fee	Series A: 1.50% Series T5: 1.50% Series F: 0.50% Series F6: 0.50% Series D: 0.85% Series G: 1.00% Series I: N/A. A Series I fee is negotiated and paid directly by each Series I investor. ⁽¹⁾ Advisor Series: 1.50%
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3. Qualification of Classic Series Securities of BMO Dividend Fund

This amendment qualifies for distribution Classic Series securities of BMO Dividend Fund effective June 24, 2021 to facilitate the merger of BMO Monthly Dividend Fund Ltd. into BMO Dividend Fund.

The following technical amendments are made to the Prospectus to reflect this change:

- (1) Each of the front and back covers of the Prospectus are amended by adding “Classic Series” to the list of series of securities being offered by BMO Dividend Fund.
- (2) The “Date started” row of the “Fund details” table on page 94 is amended by adding the following Classic Series date immediately below the date provided for Advisor Series securities:

	Classic Series: June 24, 2021 ⁽²⁾
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⁽²⁾ Classic Series securities of the fund were created to facilitate the merger of BMO Monthly Dividend Fund Ltd. into the fund, and are only available to investors purchasing through pre-existing continuous savings plans for Classic Series securities of BMO Monthly Dividend Fund Ltd. set up prior to June 25, 2021 (which continuous savings plans will be continued for BMO Dividend Fund after the effective date of the merger).

- (3) The “Management fee” row of the “Fund details” table on page 94 is amended by adding the following Classic Series management fee immediately below the management fee provided for Advisor Series securities:

	Classic Series: 1.00%
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- (4) The second paragraph under the heading “Distribution policy” on page 95 is deleted in its entirety and replaced with the following:

“For Series A, Series F, Series D, Series G, Series I, Advisor Series and Classic Series securities, the fund distributes a fixed amount of net income per security each quarter. Any net income earned by the fund in excess of this quarterly distribution is distributed in December.”

- (5) The paragraph under the heading “Fund expenses indirectly borne by investors” on page 95 is deleted in its entirety and replaced with the following:

“See *Fund expenses indirectly borne by investors* on page 13 for the assumptions we’re required to use in this table. The assumptions do not reflect the actual performance of the fund. This information is not available for Classic Series because this series is new and its expenses are not yet known.”

- (6) The row relating to BMO Dividend Fund in the annual trailing commission table under the heading “Dealer compensation” on page 366 is deleted in its entirety and replaced with the following:

Annual Trailing Commission (%) (as applicable)								
Fund	No Load			Sales Charge option (Advisor Series, Load Series T4, Series T5, Load Series T6, Series T8, Series NBA and Classic Series are available under the Sales Charge option)			Deferred Charge options ¹ (Advisor Series, Load Series T4, Series T5, Load Series T6 and Series T8 are available under the Deferred Charge options)	
	Series D	Series G	Series A, No Load Series T4, No Load Series T6 and Series M	Series NBA	Advisor Series, Load Series T4, Series T5, Load Series T6 and Series T8	Classic Series	Standard Deferred Charge option ¹	Low Load Deferred Charge option
BMO Dividend Fund	0.25	0.35	1.00	–	1.00	0.25	0.50	1.00

4. Proposed Fund Mergers

The Manager proposes to merge (each a “**Merger**” and, collectively, the “**Mergers**”) the Terminating Funds into the corresponding funds (each a “**Continuing Fund**” and, collectively, the “**Continuing Funds**”) as set out in the chart below, effective on or about June 25, 2021 (the “**Effective Date**”), subject to obtaining regulatory approval and securityholder approval of each Terminating Fund, at a special meeting of securityholders of BMO Floating Rate Income Fund and an annual and special meeting of securityholders of BMO Monthly Dividend Fund Ltd. to be held on June 18, 2021.

Terminating Funds	Continuing Funds
BMO Floating Rate Income Fund	BMO U.S. High Yield Bond Fund
BMO Monthly Dividend Fund Ltd.	BMO Dividend Fund

The independent review committee of the Funds that provides independent oversight and advice to the Manager has provided a positive recommendation for each of the proposed Mergers after determining that each proposed Merger, if implemented, would achieve a fair and reasonable result for each of the Terminating Funds and their corresponding Continuing Funds.

If all necessary approvals are obtained, each Merger will be implemented by exchanging securities of each series of each Terminating Fund, on a taxable basis for the Merger of BMO Floating Rate Income Fund into BMO U.S. High Yield Bond Fund and on a tax-deferred basis for the Merger of BMO Monthly Dividend Fund Ltd. into BMO Dividend Fund, for securities of the same series of the applicable Continuing Fund in the same currency, having a net asset value on the Effective Date equal to the net asset value of the securities tendered. Since the Merger of BMO Floating Rate Income Fund into BMO U.S. High Yield Bond Fund will be implemented on a taxable basis, if you purchase securities of BMO Floating Rate Income Fund before the Effective Date, you may realize income and a capital gain or a loss on this Merger.

The Manager intends to wind-up each Terminating Fund as soon as reasonably possible following its Merger.

Purchases of, and switches into, securities of each Terminating Fund will be suspended at the close of business on the third business day prior to the Effective Date, except for purchases made pursuant to pre-established continuous savings plans which will be suspended as of the close of business on the fifth business day immediately preceding the Effective Date.

Securityholders of a Terminating Fund will have the right to redeem securities of, or make switches out of, the Terminating Fund up to the close of business on the business day immediately before the Effective Date.

Following the Mergers, all optional plans, including continuous savings plans and systematic withdrawal plans, which were established with respect to a Terminating Fund will be continued with respect to the corresponding Continuing Fund. Investors should contact their dealer or financial advisor regarding their optional plans.

If the requisite approvals are obtained, no further notice will be provided to securityholders of the Funds.

No technical amendments are required to the Prospectus to reflect these changes.

5. Proposed Termination of BMO Floating Rate Income Fund

If the Merger of BMO Floating Rate Income Fund into BMO U.S. High Yield Bond Fund is not approved, the Manager proposes to terminate BMO Floating Rate Income Fund effective on or about June 25, 2021, subject to obtaining securityholder approval, at a special meeting of securityholders of BMO Floating Rate Income Fund to be held on June 18, 2021.

No technical amendments are required to the Prospectus to reflect this change.

6. What are your legal rights?

Under securities law in some provinces and territories, you have the right to:

- withdraw from your agreement to buy mutual funds within two business days of receiving the simplified prospectus or fund facts,
- cancel your purchase within 48 hours of receiving confirmation of your order, or
- cancel your purchase agreement and get your money back if the simplified prospectus, annual information form, fund facts or financial statements misrepresent any facts about the fund. You may also be entitled to get your money back or make a claim for damages if you have suffered a loss.

The time limit to exercise these rights depends on the governing legislation in your province or territory.

For more information, refer to the securities legislation of your province or territory or consult your lawyer.