

ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE

BMO S&P 500 Index ETF (ZSP/ZSP.U) (the “ETF”)

For the 12-month period ended December 31, 2022 (the “Period”)

Manager: BMO Asset Management Inc. (the “Manager” and “portfolio manager”)

Management Discussion of Fund Performance

Investment Objective and Strategies

The ETF seeks to replicate, to the extent possible, the performance of a broad U.S. stock market index, net of expenses. Currently, the ETF seeks to replicate the performance of the S&P 500 Index (the “Index”). The investment strategy of the ETF is to invest in and hold the constituent securities of the Index in the same proportion as they are reflected in the Index. The Manager may also use a sampling methodology in selecting investments for the ETF. As an alternative to or in conjunction with investing in and holding the constituent securities, the ETF may invest in or use certain Other Securities (as defined in the prospectus) to obtain exposure to the performance of the Index.

Risk

The risks associated with an investment in the ETF remain as disclosed in the ETF’s most recent prospectus or any amendments thereto and ETF facts. During the Period, there were no changes to the ETF that materially affected the overall risk level associated with an investment in the ETF. The Manager reviewed the ETF using the standardized investment risk classification methodology prescribed by National Instrument 81-102 *Investment Funds* and determined on January 17, 2022 that the risk rating of the ETF had not changed. The Manager reviews the ETF’s investment risk level and reference index, if any, at least annually.

Results of Operations

The Canadian dollar (“CAD”) units of the ETF returned -12.63% versus the S&P 500 Index (CAD) (the “Index (CAD)”) return of -12.16%. The difference in the performance of the CAD units of the ETF relative to the Index (CAD) during the Period (-0.47%) resulted from the management expense ratio (-0.09%), and the impact of sampling and certain other factors (-0.38%), which may have included timing differences versus the Index, and market volatility.

The U.S. dollar (“USD”) units of the ETF returned -18.37% versus the S&P 500 Index (USD) (the “Index (USD)”) return of -18.11%. The difference in the performance of the USD units of the ETF relative to the Index (USD) during the Period (-0.26%) resulted from the management expense ratio (-0.09%), and the impact of sampling and certain other factors (-0.17%), which may have included timing differences versus the Index (USD), and market volatility. The change in total net asset value during the Period from approximately \$13,949 million to approximately \$12,061 million had no impact on the performance of the ETF.

Market Conditions

U.S. equities declined during 2022 as the Russia-Ukraine conflict and rise of inflation led to increased market uncertainty and weighed on equity evaluations. The U.S. Consumer Price Index (CPI) rose 7.1% year-over-year as of the last published rate for the Period. The U.S. equity market, as measured by the S&P 500 Index, returned -12.2% (in Canadian dollars) over the Period. The U.S. Federal Reserve Board (“Fed”) moved aggressively on

This annual management report of fund performance contains financial highlights but does not contain the complete annual financial statements of the ETF. If the annual financial statements of the ETF 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 writing to us at BMO Asset Management Inc., 250 Yonge Street, 7th Floor, Toronto, Ontario, M5B 2M8 or by visiting our website at www.bmo.com/etflegal or SEDAR at www.sedar.com. You may also contact us using one of these methods to request a copy of the ETF’s interim financial report, proxy voting policies and procedures, proxy voting disclosure record and/or quarterly portfolio disclosure.



Exchange Traded Funds

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the overnight lending rate to try to curb inflation, moving the target rate to 4.5% from 0.25% at the beginning of the Period. The significant positive contributors to performance from a sector perspective were Energy and Health Care, while the significant negative contributors were Information Technology, Consumer Discretionary, and Communications Services.

The ETF's exposure to Energy and Health Care contributed the most to performance, while the Information Technology and Consumer Discretionary sectors detracted the most from performance. Significant individual contributors to performance were Exxon Mobil Corporation and Chevron Corp. while Amazon.com Inc. and Tesla Inc. contributed most negatively to the ETF's performance.

Recent Developments

The next year in the U.S. economy will be defined by whether the actions of the U.S. Federal Reserve Board ("Fed") over the past year have been effective in taming inflation. If inflation begins to show signs of slowing, there is potential that the Fed will pause their historic rate hike cycle. However, even hints at rate cuts could risk prolonging the issue amidst a robust labour market. In turn, the Fed is facing a trade-off between managing inflationary pressures at the cost of inducing a recession. Whether the economy enters a recession, and its severity, will significantly impact valuations and earnings across the board. Growth in the U.S. stock market may largely depend on the Fed's ability to manage the aforementioned trade off.

In February 2022, hostilities commenced in Ukraine. In response, a number of countries have imposed economic sanctions on Russia and certain Russian citizens and entities. The impact of the hostilities, economic sanctions and other measures may have wide-ranging global effects on price volatility for securities and commodities as well as the stability of global financial markets. It is uncertain how long the hostilities, economic sanctions and market instability will continue and whether they will escalate further.

Related Party Transactions

From time to time, the Manager may, on behalf of the ETF, 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 Manager (each a "Related Party"). The purpose of this section is to provide a brief description of any transactions involving the ETF and a Related Party.

Manager

The Manager, an indirect, wholly-owned subsidiary of Bank of Montreal ("BMO"), is the portfolio manager, trustee and promoter of the ETF. The Manager is paid a management fee by the ETF as compensation for its services, which is described in the "Management Fees" section later in this document.

Designated Broker

The Manager has entered into an agreement with BMO Nesbitt Burns Inc., an affiliate of the Manager, to act as designated broker and dealer for distribution of BMO exchange traded funds, on terms and conditions that are comparable to arm's length agreements in the exchange traded funds industry. The material terms and conditions of the agreement have been disclosed in the ETF's prospectus.

The Manager has also entered into agreements with certain other registered dealers in Canada to act as dealers for the creation and redemption of units of BMO exchange traded funds.

Buying and Selling Securities

During the Period, the ETF relied on standing instructions provided by the independent review committee ("IRC") for any of the following related party transactions that may have occurred in the ETF (each, a "Related Party Transaction"):

- (a) investments in securities issued by BMO, an affiliate of the Manager, or any other issuer related to the Manager;
- (b) investments in a class of 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 the Manager, or any other affiliate of the Manager acted as an underwriter in the distribution;
- (c) trades in over-the-counter debt securities in the secondary market with BMO Nesbitt Burns Inc., or any other affiliate of the Manager, acting as principal in the Canadian debt securities market; and
- (d) trades of a security of any issuer from or to, another investment fund managed by the Manager or an affiliate of the Manager or a managed account managed by the Manager or an affiliate of the Manager.

In accordance with the IRC's standing instructions, in making a decision to cause the ETF to enter into a Related Party Transaction, the Manager and the portfolio manager of the ETF are required to comply with the Manager's written policies and procedures governing the Related Party Transaction and report periodically to the IRC, describing each instance that the Manager relied on the standing

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instructions and its compliance or non-compliance with the governing policies and procedures. The governing policies and procedures are designed to ensure that each Related Party Transaction (i) is made free from any influence of BMO, BMO Nesbitt Burns Inc. or an associate or affiliate of BMO and/or BMO Nesbitt Burns Inc. and without taking into account any considerations relevant to BMO, BMO Nesbitt Burns Inc. or an associate or affiliate of BMO and/or BMO Nesbitt Burns Inc.; (ii) represents the business judgment of the Manager, uninfluenced by considerations other than the best interests of the ETF; and (iii) achieves a fair and reasonable result for the ETF.

Brokerage Commissions

The ETF 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 ETF (excluding exchange and other fees) during the periods were as follows:

| | 2022 | 2021 |
|--|------|--------|
| Total brokerage commissions | \$ — | 14,816 |
| Brokerage Commissions paid to BMO Nesbitt Burns Inc. | \$ — | 3,374 |

Financial Highlights

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

The ETF's Net Assets per Unit⁽¹⁾

| Listed CAD Units | Financial years ended Dec. 31 | | | | |
|--|-------------------------------|--------|--------|--------|--------|
| | 2022 | 2021 | 2020 | 2019 | 2018 |
| Net assets, beginning of period | \$ 66.06 | 52.46 | 46.10 | 37.60 | 36.93 |
| Increase (decrease) from operations | | | | | |
| Total revenue | \$ 0.97 | 0.86 | 0.94 | 0.87 | 0.79 |
| Total expenses ⁽²⁾ | \$ (0.18) | (0.17) | (0.17) | (0.17) | (0.15) |
| Realized gains (losses) for the period | \$ 2.89 | 5.72 | 1.10 | 1.62 | 1.51 |
| Unrealized gains (losses) for the period | \$ (12.25) | 8.04 | 5.51 | 6.66 | (1.05) |
| Total increase (decrease) from operations⁽³⁾ | \$ (8.57) | 14.45 | 7.38 | 8.98 | 1.10 |
| Distributions | | | | | |
| From net investment income (excluding dividends) | \$ — | — | — | — | — |
| From dividends | \$ 0.78 | 0.70 | 0.75 | 0.66 | 0.61 |
| From capital gains | \$ — | — | — | — | 0.28 |
| Return of capital | \$ 0.04 | 0.06 | 0.01 | 0.02 | 0.02 |
| Total Annual Distributions⁽⁴⁾ | \$ 0.82 | 0.76 | 0.76 | 0.68 | 0.91 |
| Net assets, end of period | \$ 56.89 | 66.06 | 52.46 | 46.10 | 37.60 |

| Listed USD Units [†] | Financial years ended Dec. 31 | | | | |
|--|-------------------------------|--------|--------|--------|--------|
| | 2022 | 2021 | 2020 | 2019 | 2018 |
| Net assets, beginning of period | \$ 52.32 | 41.28 | 35.64 | 27.64 | 29.48 |
| Increase (decrease) from operations | | | | | |
| Total revenue | \$ 0.74 | 0.69 | 0.70 | 0.62 | 0.62 |
| Total expenses ⁽²⁾ | \$ (0.14) | (0.14) | (0.12) | (0.13) | (0.15) |
| Realized gains (losses) for the period | \$ 2.23 | 4.63 | 0.81 | 1.17 | 1.18 |
| Unrealized gains (losses) for the period | \$ (9.20) | 6.42 | 3.75 | 6.87 | (1.24) |
| Total increase (decrease) from operations⁽³⁾ | \$ (6.37) | 11.60 | 5.14 | 8.53 | 0.41 |
| Distributions | | | | | |
| From net investment income (excluding dividends) | \$ — | — | — | — | — |
| From dividends | \$ 0.58 | 0.53 | 0.59 | 0.35 | 0.42 |
| From capital gains | \$ — | — | — | — | 0.00 |
| Return of capital | \$ 0.07 | 0.07 | 0.06 | 0.15 | 0.04 |
| Total Annual Distributions⁽⁴⁾ | \$ 0.65 | 0.60 | 0.65 | 0.50 | 0.46 |
| Net assets, end of period | \$ 42.07 | 52.32 | 41.28 | 35.64 | 27.64 |

[†] Amounts stated in U.S. dollars.

⁽¹⁾ This information is derived from the ETF's audited annual financial statements.

⁽²⁾ Includes commissions and other portfolio transaction costs and withholding taxes.

⁽³⁾ 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.

⁽⁴⁾ Distributions were either paid in cash or reinvested in additional units of the ETF, or both.

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Ratios and Supplemental Data

| Listed CAD Units | Financial years ended Dec. 31 | | | | |
|--|-------------------------------|------------|-----------|-----------|-----------|
| | 2022 | 2021 | 2020 | 2019 | 2018 |
| Total net asset value (000's) ⁽¹⁾ | \$ 9,453,582 | 10,976,414 | 9,520,878 | 7,262,843 | 4,799,643 |
| Number of units outstanding (000's) ⁽¹⁾ | 166,161 | 166,161 | 181,501 | 157,551 | 127,651 |
| Management expense ratio ⁽²⁾ | % 0.09 | 0.09 | 0.09 | 0.09 | 0.09 |
| Management expense ratio before waivers or absorptions ⁽²⁾ | % 0.09 | 0.09 | 0.09 | 0.09 | 0.09 |
| Trading expense ratio ⁽³⁾ | % — | 0.00 | 0.00 | 0.00 | 0.00 |
| Portfolio turnover rate ⁽⁴⁾ | % 23.03 | 29.53 | 13.55 | 19.60 | 15.97 |
| Net asset value per unit | \$ 56.89 | 66.06 | 52.46 | 46.10 | 37.60 |
| Closing market price | \$ 56.85 | 66.04 | 52.44 | 46.10 | 37.55 |

| Listed USD Units | Financial years ended Dec. 31 | | | | |
|--|-------------------------------|-----------|-----------|-----------|---------|
| | 2022 | 2021 | 2020 | 2019 | 2018 |
| Total net asset value (000's) ⁽¹⁾ | \$ 2,607,366 | 2,972,847 | 2,113,378 | 1,930,654 | 551,696 |
| Number of units outstanding (000's) ⁽¹⁾ | 45,768 | 44,918 | 40,218 | 41,718 | 14,618 |
| Management expense ratio ⁽²⁾ | % 0.09 | 0.09 | 0.09 | 0.09 | 0.09 |
| Management expense ratio before waivers or absorptions ⁽²⁾ | % 0.09 | 0.09 | 0.09 | 0.09 | 0.09 |
| Trading expense ratio ⁽³⁾ | % — | 0.00 | 0.00 | 0.00 | 0.00 |
| Portfolio turnover rate ⁽⁴⁾ | % 23.03 | 29.53 | 13.55 | 19.60 | 15.97 |
| Net asset value per unit† | \$ 42.07 | 52.32 | 41.28 | 35.64 | 27.64 |
| Closing market price† | \$ 42.05 | 52.38 | 41.29 | 35.52 | 27.53 |

† Amounts stated in U.S. dollars.

⁽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. For the financial period ended December 31, 2022, no commissions or other portfolio transactions costs were incurred by the ETF. As a result, the trading expense ratio for the period was nil.

⁽⁴⁾ The ETF's portfolio turnover rate indicates how actively the ETF's portfolio manager manages its portfolio investments. A portfolio turnover rate of 100% is equivalent to the ETF buying and selling all of the securities in its portfolio once in the course of the year. The higher an ETF's portfolio turnover rate in a year, the greater the trading costs payable by the ETF 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 an ETF.

Management Fees

The Manager is responsible for the day-to-day management of the business and operations of the ETF. The Manager monitors and evaluates the ETF's performance, manages the portfolio and provides certain administrative services required by the ETF. As compensation for its services, the Manager is entitled to receive a management fee payable quarterly and calculated based on the daily net asset value of the ETF at the annual rate set out in the table below. The management fee is subject to applicable taxes. The Manager may, from time to time in its discretion, waive all or a portion of the management fee charged.

| Ticker | Annual Management Fee Rate % |
|--------|------------------------------------|
| ZSP | 0.08 |
| ZSPU | 0.08 |

Past Performance

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

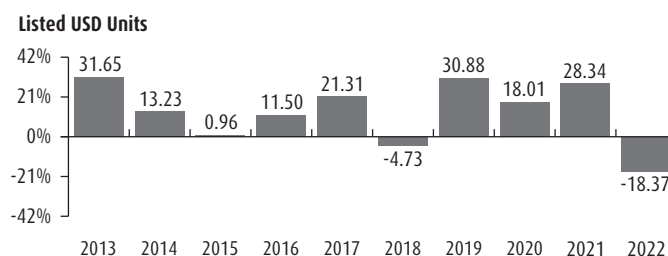
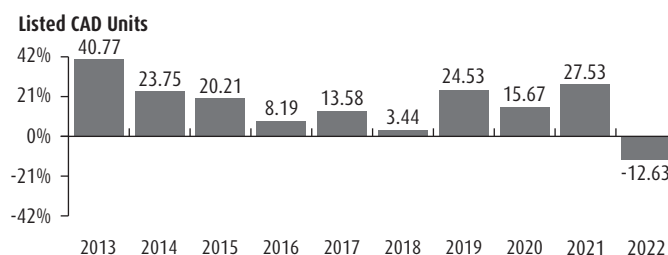
The performance information does not take into account sales, redemption, distribution or other optional charges that, if applicable, would have reduced returns or performance. Please remember that how the ETF has performed in the past does not indicate how it will perform in the future.

On May 1, 2014, the ETF reduced its annual management fee rate from 0.15% to 0.10%.

On June 22, 2016, the ETF reduced its annual management fee rate from 0.10% to 0.08%. These changes could have affected the performance of the ETF, had they been in effect throughout the performance measurement periods presented.

Year-by-Year Returns

The following bar charts show the performance of the ETF for each of the financial years shown, and illustrate how the ETF's performance has changed year to year. The charts show, in percentage terms, how much an investment made on the first day of each financial year would have increased or decreased by the last day of each financial year.



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Annual Compound Returns

This table compares the historical annual compound returns of the ETF with its benchmark index, the S&P 500 Index.

The S&P 500 Index is a market capitalization-weighted index of securities of 500 of the largest U.S. listed issuers provided by S&P. The S&P 500 Index is commonly used as a measure of broad U.S. stock market performance. The S&P 500 Index is reported in both Canadian and U.S. dollars.

As at December 31, 2022

| Listed CAD Units | | 1Yr | 3Yr | 5Yr | 10Yr | Since |
|-----------------------|---|---------|------|-------|-------|-----------|
| | | | | | | Inception |
| BMO S&P 500 Index ETF | % | (12.63) | 8.83 | 10.67 | 15.63 | |
| S&P 500 Index (CAD) | % | (12.16) | 9.25 | 11.15 | 16.08 | |

| Listed USD Units | | 1Yr | 3Yr | 5Yr | 10Yr | Since |
|-----------------------|---|---------|------|------|-------|-----------|
| | | | | | | Inception |
| BMO S&P 500 Index ETF | % | (18.37) | 7.33 | 9.04 | 12.11 | |
| S&P 500 Index (USD) | % | (18.11) | 7.66 | 9.42 | 12.56 | |

A discussion on the relative performance of the ETF as compared to its benchmark index can be found under the Results of Operations section of this report.

Summary of Investment Portfolio

As at December 31, 2022

| Portfolio Allocation | % of Net Asset Value |
|-----------------------------------|----------------------|
| Information Technology | 25.5 |
| Health Care | 15.8 |
| Financials | 11.7 |
| Consumer Discretionary | 9.8 |
| Industrials | 8.8 |
| Communication Services | 7.3 |
| Consumer Staples | 7.2 |
| Energy | 5.2 |
| Utilities | 3.2 |
| Materials | 2.7 |
| Real Estate | 2.7 |
| Cash/Receivables/Payables | 0.1 |
| Total Portfolio Allocation | 100.0 |

| Top 25 Holdings | % of Net Asset Value |
|--|-------------------------|
| Apple Inc. | 6.0 |
| Microsoft Corporation | 5.6 |
| Alphabet Inc. | 3.1 |
| Amazon.com, Inc. | 2.3 |
| Berkshire Hathaway Inc., Class B | 1.7 |
| UnitedHealth Group Incorporated | 1.5 |
| Johnson & Johnson | 1.4 |
| Exxon Mobil Corporation | 1.4 |
| JPMorgan Chase & Co. | 1.2 |
| NVIDIA Corporation | 1.1 |
| Procter & Gamble Company, The | 1.1 |
| Visa Inc., Class A | 1.1 |
| Tesla Inc. | 1.0 |
| Home Depot, Inc., The | 1.0 |
| Chevron Corporation | 1.0 |
| Mastercard Incorporated, Class A | 0.9 |
| Eli Lilly and Company | 0.9 |
| Pfizer Inc. | 0.9 |
| AbbVie Inc. | 0.9 |
| Merck & Co., Inc. | 0.9 |
| Meta Platforms, Inc., Class A | 0.8 |
| PepsiCo, Inc. | 0.8 |
| Coca-Cola Company, The | 0.8 |
| Bank of America Corporation | 0.7 |
| Broadcom Inc. | 0.7 |
| Top Holdings as a Percentage of Total Net Asset Value | 38.8 |
| Total Net Asset Value | \$12,060,948,213 |

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

Caution regarding forward-looking statements

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 ETF may invest in and the risks detailed from time to time in the ETFs' 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 ETF, 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 Asset 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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