

**MANAGEMENT INFORMATION CIRCULAR
IN RESPECT OF THE
ANNUAL MEETING OF SHAREHOLDERS OF**

BMO MONTHLY DIVIDEND FUND LTD.

Proxy Solicitation

This management information circular (the “**Circular**”) is being made available to all shareholders of BMO Monthly Dividend Fund Ltd. (the “**Corporation**”) in connection with the annual meeting of shareholders of the Corporation (the “**Meeting**”) to be held in the Walker Room on the 68th Floor of First Canadian Place, 100 King Street West, Toronto, Ontario on Wednesday, June 21, 2023 at 11:00am (Toronto time) for the purposes set out in the accompanying Notice of Annual Meeting of Shareholders of the Corporation and below. **Proxies for the Meeting are being solicited by the Corporation and by BMO Investments Inc., in its capacity as manager of the Corporation (the “Manager”).** Solicitations will be made by officers and directors of the Corporation, and by employees, officers and directors of the Manager, by mail, fax, telephone or other personal contact. All costs in connection with the Meeting are being borne by the Corporation.

Quorum for the Meeting is two or more shareholders of the Corporation present in person or represented by proxy and entitled to vote at the Meeting. The Corporation has opted to use a notice-and-access procedure for sending proxy-related materials to shareholders of the Corporation in order to reduce the volume of paper in the materials distributed for the Meeting.

Revocation of Proxies

Proxies may be revoked at any time prior to their use by a shareholder of the Corporation indicating in writing the wish to revoke the proxy, or by completing and signing another proxy form. This written revocation, or substitute proxy form, must be signed by the shareholder, or a properly authorized attorney or officer, and must reach us at 250 Yonge Street, 7th Floor, Toronto, Ontario M5B 2M8 by 3:00 p.m. (Toronto time) on June 21, 2023 or on the last business day preceding any adjourned meeting, or be deposited with the chairperson of the Meeting prior to the commencement of the Meeting or any adjournment thereof.

Voting of Proxies

The proxy form enables a shareholder of the Corporation to instruct the proxyholder to vote for, or to withhold from voting upon or against, the matters being voted upon at the Meeting. Proxies must be signed and returned in order that they are received no later than 48 hours, excluding Saturdays, Sundays and holidays, prior to the commencement of the Meeting or any adjournment thereof. Alternatively, all pages of the executed proxy can be

faxed to 1-888-496-1548 or this proxy can be voted online at www.SecureOnlineVote.com. **Shareholders are strongly encouraged to submit their votes or proxy forms ahead of the Meeting. Shares of the Corporation represented by proxies received will be voted as instructed on the proxies. If a signed proxy is received from a shareholder of the Corporation but no instruction is given with regard to the matters to be voted on the shares will be voted "FOR" each of those matters.**

Shares Entitled to Vote

As at May 8, 2023, the authorized shares of the Corporation consisted of an unlimited number of common shares issuable in series, of which an unlimited number of the following series of common shares of the Corporation have been authorized for issue:

- (i) Advisor Series
- (ii) Classic Series
- (iii) Series D**
- (iv) Series F
- (v) I Series*
- (vi) O Series*

* These series currently have no shares outstanding and are not offered for distribution.

** This series is not offered for distribution.

Advisor Series, Classic Series, Series D, Series F, I Series and O Series shares of the Corporation are hereinafter collectively referred to as the "**Shares**". As at May 8, 2023, the number of outstanding Shares were as follows: 16,084,816.96 Advisor Series, 1,159,385.83 Classic Series, 7,127.31 Series D and 3,074,039.97 Series F.

Each holder of Shares as at the close of business on May 8, 2023, the record date established for the Meeting (the "**Record Date**"), is entitled to one vote per whole Share owned. These voting rights may be exercised by being present at the Meeting or by completing, signing and returning the attached, or any other similar, form of proxy. If a shareholder to whom Shares have been transferred after the Record Date requests that the Corporation include the shareholder on the list of shareholders of the Corporation eligible to vote at the Meeting, such shareholder will be entitled to vote provided the shareholder satisfies the Corporation of his, her or its eligibility to vote. Quorum for the Meeting is two or more shareholders of the Corporation present in person or represented by proxy and entitled to vote at the Meeting.

To the knowledge of the directors and executive officers of the Corporation at the close of business on May 8, 2023, no person or company beneficially owned, directly or indirectly, or exercised control or direction over, more than 10% of the issued and outstanding Shares of any series of the Corporation entitled to be voted at the Meeting except as follows:

Investor Name	Series	Type of Ownership	Number of Securities	% of Series of Outstanding Securities
Investor A*	D	Of record and beneficial	6979.59	97.93 %

*To protect the privacy of investors who are individuals and are not directors or executive officers of the Corporation or the Manager, we have omitted the names of certain beneficial owners. This information is available on request by contacting us at 1-800-665-7700.

Matters to be Considered at the Meeting

(1) Receipt of the 2022 Annual Financial Statements

The annual report of the Corporation, including the annual financial statements of the Corporation for the year ended December 31, 2022, together with the auditor's report thereon, which will be placed before the Meeting, has already been mailed to those shareholders who previously requested to receive the annual financial statements and is also available on SEDAR at www.sedar.com. There will be no presentation of the annual financial statements of the Corporation at the Meeting.

(2) Election of Directors

The board of directors of the Corporation (the "**Board**") consists of five (5) members.

Unless instructed to withhold from voting, the persons named in the enclosed form of proxy intend to vote for the election of the nominees listed below to the Board. The Manager of the Corporation does not contemplate that any of the proposed nominees will be unable to serve as a director if elected, but if that should occur for any reason prior to the Meeting, the persons named in the enclosed proxy form reserve the right to vote in their discretion for another nominee as director, unless authority to vote the proxy in the election of directors is withheld. Each director elected will hold office until the next annual meeting or until his or her successor is duly elected, unless his or her office is earlier vacated in accordance with the by-laws of the Corporation. The following information is furnished with respect to each person proposed to be nominated for election as a director of the Corporation as of the Record Date.

Name and Residence	Position with the Corporation	Principal Occupation	Director Since	Number of Shares Beneficially Owned, Directly or Indirectly, or Over Which Control or Direction is Exercised
Thomas C.S. Burian ⁽¹⁾ Ontario, Canada	Director	Vice President and Chief Financial Officer, Wealth Management, BMO Financial Group	2014	-
Douglas E. Kirk ⁽²⁾ Ontario, Canada	Director	Chairman and President, Durham Radio Inc.	2016	-
Gilles G. Ouellette Ontario, Canada	Chairman and Director	Chairman, BMO Global Asset Management	2019	-
Thomas A. Pippy ⁽²⁾ Ontario, Canada	Director	President, Avonlea Capital Corporation	2016	-
Robert J. Schauer Ontario, Canada	Chief Financial Officer and Director	Head of GAM Business Transformation for North America, BMO Global Asset Management	2012	-

(1) Chair of the Corporation's audit committee.

(2) Member of the Corporation's audit committee.

(3) Appointment and Remuneration of Auditor

Unless instructed to withhold from voting, the persons named in the enclosed proxy form intend to vote for the appointment of PricewaterhouseCoopers LLP as auditor of the Corporation to hold office until the next annual meeting of shareholders of the Corporation at a remuneration to be fixed by the directors.

Approval Process

Approval with respect to items (2) and (3) above will require the affirmative vote of the majority of the votes cast at the Meeting.

Directors and Officers' Compensation

Remuneration of Directors

Directors of the Corporation (other than directors who also are executive officers of the Corporation or directors or executive officers of the Manager or its affiliates) are paid compensation by the Corporation in the amount of \$15,000 per year as a retainer and \$1,000 per board or committee meeting attended. All directors are entitled to be reimbursed for travel expenses incurred if travelling more than 1,000 kilometres to attend a meeting. Director compensation is determined and approved by the Board in consultation with the human resources department of the Bank of Montreal, the parent company of the Manager.

The compensation paid to the independent directors of the Corporation for the financial years ended on December 31, 2021 and December 31, 2022 is set out in the table below.

Director	Year	Annual Retainer	Meeting Fees	Attendance at Meetings	Total Compensation
Douglas E. Kirk	2022	\$15,000	\$5,000	5/5	\$20,000
	2021	\$15,000	\$6,000	6/6	\$21,000
Thomas A. Pippy	2022	\$15,000	\$5,000	5/5	\$20,000
	2021	\$15,000	\$6,000	6/6	\$21,000

Remuneration of Executive Officers

Mr. William Bamber acts in the capacity of Head and Mr. Robert Schauer is the Chief Financial Officer of the Corporation. No remuneration was paid by the Corporation to any of the Corporation's executive officers during the Corporation's last fiscal year.

General

No other remuneration has been paid by the Corporation to any of its directors or executive officers or to insiders of the Manager during the Corporation's last fiscal year.

Management of the Corporation

Management and Distribution Agreement, and Fees

Pursuant to an amended and restated master management and distribution agreement dated as of May 4, 2018, as amended, BMO Investments Inc., with its registered office located at 1 First Canadian Place, 100 King Street West, 43rd Floor, Toronto, Ontario M5X 1A1, acts as the manager of the Corporation and provides, or arranges for the provision of,

certain accounting, administrative, portfolio management, registrar, transfer agency and other services and facilities required for the day-to-day operation of the Corporation.

For its services, the Manager is entitled to receive a management fee. The management fees and administration costs paid by the Corporation to the Manager during the year ended December 31, 2021, and during the during the year ended December 31, 2022, were as follows:

Management Fees Paid During the Year Ended December 31, 2022		Management Fees Paid During the Period January 1, 2023 to April 30, 2023	
Classic Series	Series F	Classic Series	Series F
\$129,889.66	\$212,903.08	\$38,127.40	\$66,513.92
Advisor Series	Series D	Advisor Series	Series D
\$2,242,629.89	\$11,984.80	\$647,033.82	\$218.82
Administration Costs Paid During the Year Ended December 31, 2022		Administration Costs Paid During the Period January 1, 2023 to April 30, 2023	
Classic Series	Series F	Classic Series	Series F
\$5,484.60	\$13,870.25	\$1,900.49	\$5,419.03
Advisor Series	Series D	Advisor Series	Series D
\$58,280.57	\$1,895.77	\$22,175.32	\$71.19

Insiders of the Manager

The names and municipalities of residence of the individuals who have been a director and/or an executive officer of the Manager at any time since January 1, 2022 are as follows:

Name and Municipality of Residence	Position with the Manager
Nelson C. Avila Toronto, Ontario	Chief Financial Officer
William E.P. Bamber ¹ Toronto, Ontario	Head and Ultimate Designated Person, Investment Fund Manager Line of Business, and Director

¹ William E.P. Bamber was appointed Head and Ultimate Designated Person, Investment Fund Manager Line of Business, and Director on September 22, 2022.

Name and Municipality of Residence	Position with the Manager
Thomas C.S. Burian Mississauga, Ontario	Director
Denise (Carson) Fernandes Toronto, Ontario	Chief Compliance Officer, Investment Fund Manager Line of Business
Kevin R. Gopaul Oakville, Ontario	Head of Exchange Traded Funds
Juron Grant-Kinnear Maple, Ontario	Assistant Corporate Secretary
Benjamin K. Iraya Oakville, Ontario	Corporate Secretary
Ross F. Kappel ² Toronto, Ontario	Head, Client Management and Distribution and Alternate Ultimate Designated Person, Investment Fund Manager Line of Business, and Director
Viki A. Lazaris Thornhill, Ontario	Director
Steve C. Murphy Toronto, Ontario	Head and Ultimate Designated Person, Mutual Fund Dealer Line of Business, and Director
Gilles G. Ouellette Toronto, Ontario	Chair and Director
Sara Petrcich Toronto, Ontario	Director
Francis Roy Toronto, Ontario	Chief Compliance Officer, Mutual Fund Dealer Line of Business
Robert J. Schauer ³ Toronto, Ontario	Head Investment Funds Operations and Director
Lena M. Zecchino Toronto, Ontario	Chief Anti-Money Laundering Officer

² Ross F. Kappel resigned as Head and Ultimate Designated Person, Investment Fund Manager Line of Business and was appointed Head, Client Management and Distribution on September 22, 2022 and Alternate Ultimate Designated Person, Investment Fund Manager Line of Business on December 8, 2022.

³ Robert J. Schauer resigned as Alternate Ultimate Designated Person, Investment Fund Manager Line of Business on December 8, 2022.

Additional Information

Additional Information about the Corporation is available on the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) at www.sedar.com.

Alternatively, shareholders may obtain from the Manager, upon request and at no cost, copies of the Corporation’s annual and interim financial statements and management reports of fund performance by accessing the BMO Mutual Funds website at www.bmo.com/gam/ca or by calling the toll-free telephone number at 1-800-668-7327.

Financial information is provided in the comparative financial statements and management reports of fund performance of the Corporation for its most recently completed financial year.

Other Business

The investment portfolio and performance of the Corporation will not be discussed at the Meeting.

Management does not know of any business to come before the Meeting other than that referred to in the Notice of Annual Meeting of Shareholders of the Corporation. However, if any additional matters should properly come before the Meeting or any adjournment thereof, the persons named in the enclosed form of proxy will vote thereon in accordance with their judgement.

Certificate

The contents of this Circular and its distribution have been approved by the Board. Except as otherwise indicated, the information contained in this Circular is provided as of May 15, 2023.

DATED at Toronto, Ontario this 15th day of May, 2023.

**By Order of the Board of Directors of
BMO Monthly Dividend Fund Ltd.**

(signed) “Benjamin Iraya”

Benjamin Iraya
Corporate Secretary