

PROSPECTUS SUPPLEMENT
To Short Form Base Shelf Prospectus dated April 13, 2016

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

This prospectus supplement, together with the short form base shelf prospectus dated April 13, 2016 to which it relates, as amended or supplemented, and each document incorporated by reference into this prospectus supplement or the accompanying short form base shelf prospectus dated April 13, 2016, constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. The securities to be issued hereunder have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”) and, except as stated under “Plan of Distribution”, may not be offered or sold in the United States of America, its territories, its possessions and other areas subject to its jurisdiction or to, or for the account or benefit of, a U.S. person (as defined in Regulation S under the U.S. Securities Act).

Information has been incorporated by reference in this prospectus supplement and the accompanying short form base shelf prospectus dated April 13, 2016 from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary, Bank of Montreal, 100 King Street West, 1 First Canadian Place, 21st Floor, Toronto, Ontario, M5X 1A1, telephone: (416) 867-6785, and are also available electronically at www.sedar.com.

New Issue

October 14, 2016



**24,000,000 Non-Cumulative 5-Year Rate Reset Class B Preferred Shares, Series 38
(Non-Viability Contingent Capital (NVCC))**

The holders of Non-Cumulative 5-Year Rate Reset Class B Preferred Shares, Series 38 (Non-Viability Contingent Capital (NVCC)) (the “Preferred Shares Series 38”) of Bank of Montreal (the “Bank”) will be entitled to receive fixed non-cumulative preferential cash dividends, for the initial period from and including the closing date to, but excluding, February 25, 2022 (the “Initial Fixed Rate Period”), payable quarterly on the 25th day of February, May, August and November in each year, or if such day is not a business day, on the next business day, as and when declared by the board of directors of the Bank (the “Board of Directors”). The initial dividend, if declared, shall be payable on February 25, 2017 and shall be \$0.42188 per share, based on the anticipated closing date of October 21, 2016. Thereafter, quarterly dividends shall be at a rate of \$0.303125 per share. See “Details of the Offering”.

For each five-year period after the Initial Fixed Rate Period (each a “Subsequent Fixed Rate Period”), the holders of Preferred Shares Series 38 will be entitled to receive fixed non-cumulative preferential cash dividends, as and when declared by the Board of Directors, payable quarterly on the 25th day of February, May, August and November in each year, in the amount per share per annum determined by multiplying the Annual Fixed Dividend Rate (as defined herein) applicable to such Subsequent Fixed Rate Period by \$25.00. The Annual Fixed Dividend Rate for the ensuing Subsequent Fixed Rate Period will be determined by the Bank on the 30th day prior to the first day of such Subsequent Fixed Rate Period and will be equal to the sum of the Government of Canada Yield (as defined herein) on the date on which the Annual Fixed Dividend Rate is determined plus 4.06%. See “Details of the Offering”.

Option to Convert Into Preferred Shares Series 39

The holders of Preferred Shares Series 38 will have the right, at their option, to convert their shares into an equal number of Non-Cumulative Floating Rate Class B Preferred Shares, Series 39 (Non-Viability Contingent Capital (NVCC)) of the Bank (the “Preferred Shares Series 39”), subject to certain conditions, on February 25, 2022 and on February 25 every five years thereafter. The holders of Preferred Shares Series 39 will be entitled to receive floating rate non-cumulative preferential cash dividends, as and when declared by the Board of Directors, payable quarterly on the 25th day of February, May, August and November in each year (the initial quarterly dividend period and each subsequent quarterly dividend period is referred to as a “Quarterly Floating Rate Period”), in the amount per share determined by multiplying the applicable Quarterly Floating Dividend Rate (as defined herein) by \$25.00. The Quarterly Floating Dividend Rate will be equal to the sum of the T-Bill Rate (as defined herein) plus 4.06% (calculated on the basis of the actual number of days elapsed in the applicable Quarterly Floating Rate Period divided by 365) determined on the 30th day prior to the first day of the applicable Quarterly Floating Rate Period. See “Details of the Offering”.

Upon the occurrence of a Trigger Event (as defined herein), each outstanding Preferred Share Series 38 and, if issued, each outstanding Preferred Share Series 39 will automatically and immediately be converted, without the consent of the holders thereof, into that number of fully paid common shares of the Bank (the “Common Shares”) determined by dividing \$25.00 plus any declared but unpaid dividends in respect of such Preferred Shares Series 38 or Preferred Shares Series 39 by the Conversion Price (as defined herein). Investors should therefore carefully consider the disclosure with respect to the Bank, the Preferred Shares Series 38, the Preferred Shares Series 39, the Common Shares and the consequences of a Trigger Event included and incorporated by reference in this prospectus supplement and the accompanying short form base shelf prospectus of the Bank dated April 13, 2016 (the “Prospectus”). See “Details of the Offering”.

Subject to the provisions of the *Bank Act* (Canada) (the “Bank Act”), including any requirement for prior consent of the Superintendent of Financial Institutions (the “Superintendent”), and to the provisions described below under “Details of the Offering — Certain Provisions Common to the Preferred Shares Series 38 and the Preferred Shares Series 39 — Restrictions on Dividends and Retirement of Shares”, on February 25, 2022 and on February 25 every five years thereafter, the Bank may redeem all or any part of the then outstanding Preferred Shares Series 38, at the Bank’s option without the consent of the holder, by the payment of an amount in cash for each such share so redeemed of \$25.00 together with all declared and unpaid dividends to the date fixed for redemption. See “Details of the Offering”.

The Preferred Shares Series 38 and the Preferred Shares Series 39 do not have a fixed maturity date and are not redeemable at the option of the holders of Preferred Shares Series 38 or Preferred Shares Series 39. See “Risk Factors – No Fixed Maturity Date”.

The Bank’s head office is located at 129 rue Saint Jacques, Montreal, Quebec, H2Y 1L6 and its executive offices are located at 100 King Street West, 1 First Canadian Place, Toronto, Ontario, M5X 1A1.

The Toronto Stock Exchange (the “TSX”) has conditionally approved the listing of the Preferred Shares Series 38, Preferred Shares Series 39 and the Common Shares issuable upon the occurrence of a Trigger Event (as defined herein) subject to the Bank fulfilling all of the requirements of the TSX on or before January 9, 2017. The Bank has applied to list the Common Shares issuable upon the occurrence of a Trigger Event on the New York Stock Exchange (“NYSE”). Listing is subject to the Bank fulfilling all of the listing requirements of the NYSE and final approval is expected to be received prior to the anticipated closing date of October 21, 2016.

PRICE: \$25.00 per Preferred Share Series 38 to yield initially 4.85% per annum

BMO Nesbitt Burns Inc., RBC Dominion Securities Inc., CIBC World Markets Inc., National Bank Financial Inc., Scotia Capital Inc., TD Securities Inc., Desjardins Securities Inc., Laurentian Bank Securities Inc., Brookfield Financial Securities LP, Canaccord Genuity Corp., GMP Securities L.P., HSBC Securities (Canada) Inc., Industrial Alliance Securities Inc., Manulife Securities Incorporated and Raymond James Ltd. (collectively, the “Underwriters”), as principals, conditionally offer the Preferred Shares Series 38, subject to prior sale if, as and when issued by the Bank and accepted by the Underwriters in accordance with the conditions contained in the Underwriting Agreement referred to under “Plan of Distribution” and subject to the approval of certain legal matters on behalf of the Bank by Osler, Hoskin & Harcourt LLP and on behalf of the Underwriters by McCarthy Tétrault LLP.

	Price to the Public	Underwriters’ Fee ⁽¹⁾	Net Proceeds to the Bank ⁽²⁾
Per Preferred Share Series 38.....	\$25.00	\$0.75	\$24.25
Total.....	\$600,000,000	\$18,000,000	\$582,000,000

(1) The Underwriters’ fee is \$0.25 for each share sold to institutions and \$0.75 for all other shares sold. The totals set forth in the table represent the Underwriters’ fee and net proceeds assuming no shares are sold to institutions.

(2) Before deduction of expenses of this offering, estimated at \$400,000 which, together with the Underwriters’ fee, are payable by the Bank.

BMO Nesbitt Burns Inc., one of the Underwriters, is a wholly owned subsidiary of the Bank. As a result, the Bank is a related and connected issuer of BMO Nesbitt Burns Inc. under applicable securities legislation. See “Plan of Distribution”.

In connection with this offering, the Underwriters may over-allot or effect transactions which stabilize or maintain the market price of the Preferred Shares Series 38 at levels other than those which otherwise might prevail on the open market. Such transactions, if commenced, may be discontinued at any time. See “Plan of Distribution”. The Underwriters may decrease the price at which the Preferred Shares Series 38 are distributed for cash from the initial offering price of \$25.00 per share. **See “Plan of Distribution” for additional disclosure concerning a possible price decrease.**

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. A book-entry only certificate representing the Preferred Shares Series 38 distributed hereunder will be issued in registered form only to CDS Clearing and Depository Services Inc. (“CDS”) or its nominee and will be deposited with CDS on closing of this offering which is expected to be on or about October 21, 2016. A purchaser of Preferred Shares Series 38 will receive only a customer confirmation from the registered dealer who is a CDS participant and from or through whom the Preferred Shares Series 38 are purchased. See “Book-Entry Only Securities” in the Prospectus.

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Unless otherwise indicated, all dollar amounts appearing in this prospectus supplement are stated in Canadian dollars.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

The Bank's public communications often include written or oral forward-looking statements. Statements of this type are included in this prospectus supplement (including documents incorporated by reference), and may be included in other filings with Canadian securities regulators or the U.S. Securities and Exchange Commission, or in other communications. All such statements are made pursuant to the "safe harbour" provisions of, and are intended to be forward-looking statements under, the United States Private Securities Litigation Reform Act of 1995 and any applicable Canadian securities legislation. The forward-looking statements contained in this prospectus supplement can often, but not always, be identified by the use of forward-looking words such as "plans", "expects" or "does not expect", "is expected", "is subject to", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "would", "might" or "will" be taken, occur or be achieved.

By their nature, forward-looking statements require the Bank to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that predictions, forecasts, conclusions or projections will not prove to be accurate, that the Bank's assumptions may not be correct and that actual results may differ materially from such predictions, forecasts, conclusions or projections. The Bank cautions readers of this prospectus supplement not to place undue reliance on its 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 in the forward-looking statements.

The future outcomes that relate to forward-looking statements may be influenced by many factors, including but not limited to: general economic and market conditions in the countries in which the Bank operates; weak, volatile or illiquid capital and/or credit markets; interest rate and currency value fluctuations; changes in monetary, fiscal, tax or economic policy; the level of competition in the geographic and business areas in which the Bank operates; changes in laws or in supervisory expectations or requirements, including capital, interest rate and liquidity requirements and guidance; judicial or regulatory proceedings; the accuracy and completeness of the information the Bank obtains with respect to its customers and counterparties; the Bank's ability to execute its strategic plans and to complete and integrate acquisitions, including obtaining regulatory approvals; critical accounting estimates and the effect of changes to accounting standards, rules and interpretations on these estimates; operational and infrastructure risks; changes to the Bank's credit ratings; general political conditions; global capital markets activities; the possible effects on the Bank's business of war or terrorist activities; outbreaks of disease or illness that affect local, national or international economies; natural disasters and disruptions to public infrastructure, such as transportation, communications, power or water supply; technological changes and the Bank's ability to anticipate and effectively manage risks associated with all of the foregoing factors.

The Bank cautions that the foregoing list is not exhaustive of all possible factors. Other factors and risks could adversely affect its results. For more information, please see the Enterprise-Wide Risk Management section on pages 86 to 117 of the Bank's 2015 Annual Report, which outlines certain key factors and risks that may affect the Bank's future results. When relying on forward-looking statements to make decisions with respect to the Bank, investors and others should carefully consider these factors and risks, as well as other uncertainties and potential events, and the inherent uncertainty of forward-looking statements. The Bank does not undertake to update any forward-looking statements, whether written or oral, that may be made from time to time by the organization or on its behalf, except as required by law. The forward-looking information contained in this prospectus supplement is presented for the purpose of assisting the Bank's shareholders in understanding the Bank's financial position as at and for the periods ended on the dates presented, as well as its strategic priorities and objectives, and may not be appropriate for other purposes.

DOCUMENTS INCORPORATED BY REFERENCE

This prospectus supplement is deemed to be incorporated by reference into the accompanying Prospectus. Other documents are also incorporated or deemed to be incorporated by reference into the Prospectus and reference should be made to the Prospectus for full particulars. In addition, the following documents have been filed by the Bank with the various securities commissions or similar authorities in Canada and are specifically incorporated by reference:

- (a) the Annual Information Form dated December 1, 2015;
- (b) the audited consolidated financial statements as at and for the year ended October 31, 2015 with comparative consolidated financial statements as at and for the year ended October 31, 2014, together with the auditors' report thereon and the auditors' report on internal control over financial reporting as of October 31, 2015 under the standards of the Public Company Accounting Oversight Board (United States);
- (c) Management's Discussion and Analysis as contained in the Bank's Annual Report as of October 31, 2015 (the "2015 Annual Report");
- (d) the Management Proxy Circular dated February 8, 2016 in connection with the annual meeting of shareholders of the Bank held on April 5, 2016;
- (e) the unaudited consolidated interim financial statements as at and for the three and nine months ended July 31, 2016;
- (f) Management's Discussion and Analysis, as contained in the Bank's Third Quarter 2016 Report to Shareholders for the three and nine months ended July 31, 2016;
- (g) the news release of the Bank dated October 4, 2016;
- (h) the template version (as defined in National Instrument 41-101 — *General Prospectus Requirements* ("NI 41-101")) of the term sheet dated October 13, 2016 (the "Initial Term Sheet"), filed on SEDAR in connection with this offering; and
- (i) the template version of the revised term sheet dated October 13, 2016 (the "Term Sheet"), filed on SEDAR in connection with this offering.

The Initial Term Sheet reflected an offering amount of \$350,000,000 (14,000,000 Preferred Shares Series 38) and an Underwriters' option exercisable at the issue price, in whole or in part, up to 48 hours prior to the closing of the offering, to purchase up to an additional 2,000,000 Preferred Shares Series 38. The Term Sheet then reflected a confirmed offering amount of \$600,000,000 (24,000,000 Preferred Shares Series 38) and removal of the Underwriters' option. Pursuant to subsection 9A.3(7) of National Instrument 44-102 – *Shelf Distributions*, the Bank prepared the Term Sheet reflecting the modifications discussed above, and a blackline has been prepared to show the modified statements. A copy of the Initial Term Sheet, the Term Sheet and associated blackline can be found under the Bank's profile on www.sedar.com.

Any documents of the type described in Section 11.1 of Form 44-101F1 — *Short Form Prospectus Distributions* filed by the Bank and any template version of "marketing materials" (as defined in NI 41-101) that the Bank files with the Canadian securities regulatory authorities after the date of this prospectus supplement and prior to the termination of the distribution of the Preferred Shares Series 38 shall be deemed to be incorporated by reference in the Prospectus or this prospectus supplement, as applicable. Any marketing materials, including the Initial Term Sheet and the Term Sheet, are not part of this prospectus supplement to the extent that the contents of the marketing materials have been modified or superseded by a statement contained in this prospectus supplement or an amendment to this prospectus supplement.

Any statement contained in this prospectus supplement or in a document incorporated or deemed to be incorporated by reference herein or in the Prospectus for the purposes of this offering shall be deemed to be modified or superseded for the purposes of this prospectus supplement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a

prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement is not to be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement.

ELIGIBILITY FOR INVESTMENT

In the opinion of Osler, Hoskin & Harcourt LLP, counsel to the Bank, and in the opinion of McCarthy Tétrault LLP, counsel to the Underwriters, the Preferred Shares Series 38 offered hereby, if issued on the date of this prospectus supplement, would be, at that time, qualified investments under the *Income Tax Act* (Canada) (the “Act”) and the regulations thereunder for a trust governed by a registered retirement savings plan (“RRSP”), registered retirement income fund (“RRIF”), registered education savings plan, deferred profit sharing plan, registered disability savings plan or tax-free savings account (a “TFSA”). On such date the Preferred Shares Series 38 will not be prohibited investments for a holder of a TFSA or an annuitant of a RRSP or RRIF provided that, for purposes of the Act, the holder of the TFSA or the annuitant of the RRSP or RRIF deals at arm’s length with the Bank for purposes of the Act and does not have a “significant interest” (within the meaning of subsection 207.01(4) of the Act) in the Bank. Purchasers of Preferred Shares Series 38 who intend to hold Preferred Shares Series 38 in a TFSA, RRSP or RRIF should consult their own tax advisors in this regard.

SUMMARY OF THE OFFERING

This summary is qualified by the detailed information appearing elsewhere in this short form prospectus. For a definition of certain terms used in this summary, refer to “Details of the Offering”.

Issue: Non-Cumulative 5-Year Rate Reset Class B Preferred Shares, Series 38 (Non-Viability Contingent Capital (NVCC)).

Amount: \$600,000,000 (24,000,000 shares).

Issue Price and Yield: \$25.00 per share to yield initially 4.85% per annum.

Principal Characteristics of the Preferred Shares Series 38

Dividends: The holders of the Preferred Shares Series 38 will be entitled to receive fixed non-cumulative preferential cash dividends, as and when declared by the Board of Directors, subject to the provisions of the Bank Act, for the initial period from and including the closing date to, but excluding, February 25, 2022 (the “Initial Fixed Rate Period”), payable quarterly on the 25th day of February, May, August and November in each year, at a rate equal to \$0.303125 per share. The initial dividend, if declared, will be payable on February 25, 2017 and will be \$0.42188 per share, based on the anticipated closing date of October 21, 2016.

For each five-year period after the Initial Fixed Rate Period (each, a “Subsequent Fixed Rate Period”), the holders of the Preferred Shares Series 38 will be entitled to receive fixed non-cumulative preferential cash dividends, as and when declared by the Board of Directors, subject to the provisions of the Bank Act, payable quarterly on the 25th day of February, May, August and November in each year, in the amount per share per annum determined by multiplying the Annual Fixed Dividend Rate applicable to such Subsequent Fixed Rate Period by \$25.00. The Annual Fixed Dividend Rate for the ensuing Subsequent Fixed Rate Period will be determined by the Bank on the 30th day (a “Fixed Rate Calculation Date”) prior to the first day of such Subsequent Fixed Rate Period and will be equal to the sum of the Government of Canada Yield on the applicable Fixed Rate Calculation Date plus 4.06%.

If the Board of Directors does not declare a dividend, or any part thereof, on the Preferred Shares Series 38 on or before the dividend payment date for a particular quarter, then the entitlement of the holders of the Preferred Shares Series 38 to receive such dividend, or to any part thereof, for such quarter will be forever extinguished.

Redemption: Subject to the provisions of the Bank Act and to the prior consent of the Superintendent and to the provisions described below under “Details of the Offering — Certain Provisions Common to the Preferred Shares Series 38 and the Preferred Shares Series 39 — Restrictions on Dividends and Retirement of Shares”, on February 25, 2022 and on February 25 every five years thereafter, on not more than 60 nor less than 30 days’ notice, the Bank may redeem all or any part of the then outstanding Preferred Shares Series 38, at the Bank’s option without the consent of the holder, by the payment of an amount in cash for each such share so redeemed of \$25.00 together with all declared and unpaid dividends to the date fixed for redemption.

Conversion into Preferred Shares Series 39: Holders of Preferred Shares Series 38 will, subject to the automatic conversion provisions and the right of the Bank to redeem those shares, have the right, at their option, to convert, on February 25, 2022 and on February 25 every five years thereafter (a “Series 38 Conversion Date”), any or all of their Preferred Shares Series 38 into an equal number of Preferred Shares Series 39 upon giving to the Bank notice thereof not earlier than 30 days prior to, but not later than 5:00 p.m. (Toronto time) on the 15th day preceding, a Series 38 Conversion Date.

Automatic Conversion Provisions: If the Bank determines, after having taken into account all shares tendered for conversion by holders of Preferred Shares Series 38 and Preferred Shares Series 39, as the case may be, that there would be outstanding on such Series 38 Conversion Date less than 1,000,000 Preferred Shares Series 38, such remaining number of Preferred Shares Series 38 will automatically be converted on such Series 38 Conversion Date into an equal number of Preferred Shares Series 39. Additionally, if the Bank determines that, after conversion, there would be outstanding on such Series 38 Conversion Date less than 1,000,000 Preferred Shares Series 39 then no Preferred Shares Series 38 will be converted into Preferred Shares Series 39.

Principal Characteristics of the Preferred Shares Series 39

Dividends: The holders of the Preferred Shares Series 39 will be entitled to receive floating rate non-cumulative preferential cash dividends, as and when declared by the Board of Directors, subject to the provisions of the Bank Act, payable quarterly on the 25th day of February, May, August and November in each year, in the amount per share determined by multiplying the applicable Quarterly Floating Dividend Rate by \$25.00.

On the 30th day prior to the commencement of the initial quarterly dividend period beginning on February 25, 2022 and on the 30th day prior to the first day of each subsequent quarterly dividend period (the initial quarterly dividend period and each subsequent quarterly dividend period is referred to as a “Quarterly Floating Rate Period”), the Bank will determine the Quarterly Floating Dividend Rate for the ensuing Quarterly Floating Rate Period. The Quarterly Floating Dividend Rate will be equal to the sum of the T-Bill Rate plus 4.06% (calculated on the basis of the actual number of days elapsed in the applicable Quarterly Floating Rate Period divided by 365) determined on the 30th day prior to the first day of the applicable Quarterly Floating Rate Period.

If the Board of Directors does not declare a dividend, or any part thereof, on the Preferred Shares Series 39 on or before the dividend payment date for a particular quarter, then the entitlement of the holders of the Preferred Shares Series 39 to receive such dividend, or to any part thereof, for such quarter will be forever extinguished.

Redemption: Subject to the provisions of the Bank Act and to the prior consent of the Superintendent and to the provisions described below under the heading “Details of the Offering — Certain Provisions Common to the Preferred Shares Series 38 and the Preferred Shares Series 39 — Restrictions on Dividends and Retirement of Shares”, on not more than 60 nor less than 30 days’ notice, the Bank may redeem all or any part of the then outstanding Preferred Shares Series 39, at the Bank’s option without the consent of the holder, by the payment of an amount in cash for each such share so redeemed of (i) \$25.00 together with all declared and unpaid dividends to the date fixed for redemption in the case of redemptions on February 25, 2027 and on February 25 every five years thereafter, or (ii) \$25.50 together with all declared and unpaid dividends to the date fixed for redemption in the case of redemptions on any other date after February 25, 2022.

Conversion into Preferred Shares Series 38: Holders of Preferred Shares Series 39 will, subject to the automatic conversion provisions and the right of the Bank to redeem those shares, have the right, at their option, to convert, on February 25, 2027 and on February 25 every five years thereafter (a “Series 39 Conversion Date”), any or all of their Preferred Shares Series 39 into an equal number of Preferred Shares Series 38 upon giving to the Bank written notice thereof not earlier than 30 days prior to, but not later than 5:00 p.m. (Toronto time) on the 15th day preceding, a Series 39 Conversion Date.

Automatic Conversion Provisions: If the Bank determines, after having taken into account all shares tendered for conversion by holders of Preferred Shares Series 39 and Preferred Shares Series 38, as the case may be, that there would be outstanding on such Series 39 Conversion Date less than 1,000,000 Preferred Shares Series 39, such remaining number of Preferred Shares Series 39 will automatically be converted on such Series 39 Conversion Date into an equal number of Preferred Shares Series 38. Additionally, if the Bank determines that, after conversion, there would be outstanding on such Series 39 Conversion Date less than 1,000,000 Preferred Shares Series 38 then no Preferred Shares Series 39 will be converted into Preferred Shares Series 38.

Certain Characteristics Common to the Preferred Shares Series 38 and Preferred Shares Series 39

NVCC Automatic Conversion: Upon the occurrence of a Trigger Event (as defined herein), each outstanding Preferred Share Series 38 and, if issued, each outstanding Preferred Share Series 39 will automatically and immediately be converted, without the consent of the holders thereof, into that number of Common Shares (as defined herein) of the Bank determined by dividing \$25.00 plus any declared but unpaid dividends in respect of such Preferred Share Series 38 or Preferred Share Series 39 by the Conversion Price (as defined herein).

Voting Rights: Subject to the provisions of the Bank Act, the holders of the Preferred Shares Series 38 or the Preferred Shares Series 39 will not be entitled as such to receive notice of, attend, or vote at, any meeting of the shareholders of the Bank unless and until the first time at which the Board of Directors has not declared the whole dividend on the Preferred Shares Series 38 or the Preferred Shares Series 39 in any quarter. In that event, subject as hereinafter provided, the holders of

Preferred Shares Series 38 or Preferred Shares Series 39 will be entitled to receive notice of, and to attend, meetings of shareholders at which directors of the Bank are to be elected and will be entitled to one vote for each Preferred Shares Series 38 or Preferred Shares Series 39 held. The voting rights of the holders of the Preferred Shares Series 38 or the Preferred Shares Series 39 will forthwith cease upon payment by the Bank of the first dividend on the Preferred Shares Series 38 or the Preferred Shares Series 39 to which the holders are entitled thereunder subsequent to the time such voting rights first arose until such time as the Bank may again fail to declare the whole dividend on the Preferred Shares Series 38 or the Preferred Shares Series 39 in respect of any quarter, in which event such voting rights will become effective again and so on from time to time.

Priority:

The preferred shares of each series of the Bank will rank on a parity with every other series and are entitled to preference over the Common Shares and over any other shares of the Bank ranking junior to the preferred shares with respect to the payment of dividends and upon any distribution of assets in the event of the liquidation, dissolution or winding-up of the Bank.

***Tax on Preferred Share
Dividends:***

The Bank will elect, in the manner and within the time provided under Part VI.1 of the Act to pay tax at a rate such that holders of Preferred Shares Series 38 and Preferred Shares Series 39 will not be required to pay tax on dividends received on such shares under Part IV.1 of such Act.

CAPITALIZATION

The following table sets out the Bank's capitalization as at July 31, 2016.

	<u>As at July 31, 2016⁽¹⁾</u> <i>(in millions of Canadian dollars)</i>
Non-Controlling Interest in Subsidiaries	\$ 27
Subordinated Debt	\$ 4,461
Shareholders' Equity	
Common Shares and Contributed Surplus	\$ 12,757
Preferred Shares	\$ 3,240
Retained Earnings	\$ 20,456
Accumulated Other Comprehensive Income	<u>\$ 4,224</u>
Total Shareholders' Equity	<u>\$ 40,677</u>
Total Capitalization	<u>\$ 45,165</u>

Notes:

(1) After giving effect to this offering, preferred shares would have amounted to \$3,840 million and retained earnings would have amounted to \$20,438 million as at July 31, 2016.

DETAILS OF THE OFFERING

The Preferred Shares Series 38 and the Preferred Shares Series 39 (if issued) will each be issued as a series of preferred shares of the Bank. See the description of the preferred shares of the Bank as a class under the heading "Description of Preferred Shares" in the Prospectus. The following is a summary of the rights, privileges, restrictions and conditions of or attaching to the Preferred Shares Series 38 as a series, and the Preferred Shares Series 39 as a series.

Certain Provisions of the Preferred Shares Series 38 as a Series

Definition of Terms

The following definitions are relevant to the Preferred Shares Series 38.

"Annual Fixed Dividend Rate" means, for any Subsequent Fixed Rate Period, the rate of interest (expressed as a percentage rate rounded down to the nearest one hundred thousandth of one percent (with 0.000005% being rounded up)) equal to the sum of the Government of Canada Yield on the applicable Fixed Rate Calculation Date plus 4.06%.

"Bloomberg Screen GCAN5YR Page" means the display designated as page "GCAN5YR<INDEX>" on the Bloomberg Financial L.P. service (or such other page as may replace the GCAN5YR page on that service) for purposes of displaying Government of Canada Bond yields.

"Fixed Rate Calculation Date" means, for any Subsequent Fixed Rate Period, the 30th day prior to the first day of such Subsequent Fixed Rate Period.

"Government of Canada Yield" on any date means the yield to maturity on such date (assuming semi-annual compounding) of a Canadian dollar denominated non-callable Government of Canada bond with a term to maturity of five years as quoted as of 10:00 a.m. (Toronto time) on such date and which appears on the Bloomberg Screen GCAN5YR Page on such date; provided that, if such rate does not appear on the Bloomberg Screen GCAN5YR Page on such date, the Government of Canada Yield will mean the average of the yields determined by two registered Canadian investment dealers, other than BMO Nesbitt Burns Inc., selected by the Bank, as being the yield to maturity on such date (assuming semi-annual compounding) which a Canadian dollar denominated non-callable Government of Canada bond would carry if issued in Canadian dollars at 100% of its principal amount on such date with a term to maturity of five years.

"Initial Fixed Rate Period" means the period from and including the closing date to, but excluding, February 25, 2022.

“Subsequent Fixed Rate Period” means for the initial Subsequent Fixed Rate Period, the period from and including February 25, 2022 to, but excluding, February 25, 2027, and for each succeeding Subsequent Fixed Rate Period, the period from and including the day immediately following the end of the immediately preceding Subsequent Fixed Rate Period to, but excluding, February 25 in the fifth year thereafter.

Dividends

During the Initial Fixed Rate Period, the holders of the Preferred Shares Series 38 will be entitled to receive fixed quarterly non-cumulative preferential cash dividends, as and when declared by the Board of Directors, subject to the provisions of the Bank Act, on the 25th day of February, May, August and November in each year, at a rate equal to \$0.303125 per share. The initial dividend, if declared, will be payable on February 25, 2017 and will be \$0.42188 per share, based on the anticipated closing date of October 21, 2016.

During each Subsequent Fixed Rate Period after the Initial Fixed Rate Period, the holders of Preferred Shares Series 38 will be entitled to receive fixed non-cumulative preferential cash dividends, as and when declared by the Board of Directors, subject to the provisions of the Bank Act, payable quarterly on the 25th day of February, May, August and November in each year, in the amount per share per annum determined by multiplying the Annual Fixed Dividend Rate applicable to such Subsequent Fixed Rate Period by \$25.00.

The Annual Fixed Dividend Rate applicable to a Subsequent Fixed Rate Period will be determined by the Bank on the Fixed Rate Calculation Date. Such determination will, in the absence of manifest error, be final and binding upon the Bank and upon all holders of Preferred Shares Series 38. The Bank will, on the Fixed Rate Calculation Date, give written notice of the Annual Fixed Dividend Rate for the ensuing Subsequent Fixed Rate Period to the registered holders of the then outstanding Preferred Shares Series 38.

If the Board of Directors does not declare a dividend, or any part thereof, on the Preferred Shares Series 38 on or before the dividend payment date for a particular quarter, then the entitlement of the holders of the Preferred Shares Series 38 to receive such dividend, or to any part thereof, for such quarter will be forever extinguished.

Redemptions

The Preferred Shares Series 38 will not be redeemable prior to February 25, 2022. Subject to the provisions of the Bank Act and to the prior consent of the Superintendent and to the provisions described below under the heading “Restrictions on Dividends and Retirement of Shares”, on February 25, 2022 and on February 25 every five years thereafter, the Bank may redeem all or any part of the then outstanding Preferred Shares Series 38, at the Bank’s option without the consent of the holder, by the payment of an amount in cash for each such share so redeemed of \$25.00 together with all declared and unpaid dividends to the date fixed for redemption.

Notice of any redemption will be given by the Bank at least 30 days and not more than 60 days prior to the date fixed for redemption. If less than all the outstanding Preferred Shares Series 38 are at any time to be redeemed, the shares to be redeemed will be redeemed pro rata, disregarding fractions. Reference is also made to the provisions described in the Prospectus under the heading “Bank Act Restrictions and Approvals”.

Conversion of Preferred Shares Series 38 into Preferred Shares Series 39

Holders of Preferred Shares Series 38 will have the right, at their option, on February 25, 2022 and on February 25 every five years thereafter (a “Series 38 Conversion Date”) to convert, subject to the restrictions on conversion described below and the payment or delivery to the Bank of evidence of payment of the tax (if any) payable, all or any of their Preferred Shares Series 38 registered in their name into Preferred Shares Series 39 on the basis of one Preferred Share Series 39 for each Preferred Share Series 38. The conversion of Preferred Shares Series 38 may be effected upon notice delivered by the holders of Preferred Shares Series 38 not earlier than the 30th day prior to, but not later than 5:00 p.m. (Toronto time) on the 15th day preceding, a Series 38 Conversion Date.

The Bank will, at least 30 days and not more than 60 days prior to the applicable Series 38 Conversion Date, give notice in writing to the then registered holders of the Preferred Shares Series 38 of the above mentioned conversion right. On the 30th day prior to each Series 38 Conversion Date, the Bank will give notice in writing to the then registered holders of the Preferred Shares Series 38 of the Annual Fixed Dividend Rate for the next succeeding Subsequent Fixed Rate Period.

Holders of Preferred Shares Series 38 will not be entitled to convert their shares into Preferred Shares Series 39 if the Bank determines that there would remain outstanding on a Series 38 Conversion Date less than 1,000,000 Preferred Shares Series 39, after having taken into account all Preferred Shares Series 38 tendered for conversion into Preferred Shares Series 39 and all Preferred Shares Series 39 tendered for conversion into Preferred Shares Series 38. The Bank will give notice in writing thereof to all registered holders of Preferred Shares Series 38 at least seven days prior to the applicable Series 38 Conversion Date. Furthermore, if the Bank determines that there would remain outstanding on a Series 38 Conversion Date less than 1,000,000 Preferred Shares Series 38, after having taken into account all Preferred Shares Series 38 tendered for conversion into Preferred Shares Series 39 and all Preferred Shares Series 39 tendered for conversion into Preferred Shares Series 38, then, all, but not part, of the remaining outstanding Preferred Shares Series 38 will automatically be converted into Preferred Shares Series 39 on the basis of one Preferred Share Series 39 for each Preferred Share Series 38 on the applicable Series 38 Conversion Date and the Bank will give notice in writing thereof to the then registered holders of such remaining Preferred Shares Series 38 at least seven days prior to the Series 38 Conversion Date.

Upon exercise by the holder of this right to convert Preferred Shares Series 38 into Preferred Shares Series 39, the Bank reserves the right not to issue Preferred Shares Series 39 to any person whose address is in, or whom the Bank or its transfer agent has reason to believe is a resident of, any jurisdiction outside Canada, to the extent that such issue would require the Bank to take any action to comply with the securities, banking or analogous laws of such jurisdiction. See also “Bank Act Restrictions and Approvals” and “Additional Restrictions on Declaration of Dividends” in the Prospectus.

If the Bank gives notice to the registered holders of the Preferred Shares Series 38 of the redemption of all the Preferred Shares Series 38, the Bank will not be required to give notice as provided hereunder to the registered holders of the Preferred Shares Series 38 of an Annual Fixed Dividend Rate or of the conversion right of holders of Preferred Shares Series 38 and the right of any holder of Preferred Shares Series 38 to convert such Preferred Shares Series 38 will cease and terminate in that event.

Certain Provisions of the Preferred Shares Series 39 as a Series

Definition of Terms

The following definitions are relevant to the Preferred Shares Series 39.

“**Floating Rate Calculation Date**” means, for any Quarterly Floating Rate Period, the 30th day prior to the first day of such Quarterly Floating Rate Period.

“**Quarterly Commencement Date**” means the 25th day of February, May, August and November in each year.

“**Quarterly Floating Dividend Rate**” means, for any Quarterly Floating Rate Period, the rate (expressed as a percentage rate rounded down to the nearest one hundred thousandth of one percent (with 0.000005% being rounded up)) equal to the sum of the T-Bill Rate on the applicable Floating Rate Calculation Date plus 4.06% (calculated on the basis of the actual number of days elapsed in such Quarterly Floating Rate Period divided by 365).

“**Quarterly Floating Rate Period**” means, for the initial Quarterly Floating Rate Period, the period from and including February 25, 2022 to, but excluding, the next Quarterly Commencement Date, and thereafter the period from and including the day immediately following the end of the immediately preceding Quarterly Floating Rate Period to, but excluding, the next succeeding Quarterly Commencement Date.

“**T-Bill Rate**” means, for any Quarterly Floating Rate Period, the average yield expressed as a percentage per annum on three-month Government of Canada Treasury Bills, as reported by the Bank of Canada, for the most recent treasury bills auction preceding the applicable Floating Rate Calculation Date.

Issue Price

The Preferred Shares Series 39 will have an issue price of \$25.00 per share.

Dividends

The holders of the Preferred Shares Series 39 will be entitled to receive floating rate non-cumulative preferential cash dividends as and when declared by the Board of Directors, subject to the provisions of the Bank Act, payable quarterly on the

25th day of February, May, August and November in each year, in the amount per share determined by multiplying the applicable Quarterly Floating Dividend Rate by \$25.00.

The Quarterly Floating Dividend Rate for each Quarterly Floating Rate Period will be determined by the Bank on the 30th day prior to the first day of each Quarterly Floating Rate Period. Such determination will, in the absence of manifest error, be final and binding upon the Bank and upon all holders of Preferred Shares Series 39. The Bank will, on the Floating Rate Calculation Date, give written notice of the Quarterly Floating Dividend Rate for the ensuing Quarterly Floating Rate Period to all registered holders of the then outstanding Preferred Shares Series 39.

If the Board of Directors does not declare a dividend, or any part thereof, on the Preferred Shares Series 39 on or before the dividend payment date for a particular Quarterly Floating Rate Period, then the entitlement of the holders of the Preferred Shares Series 39 to receive such dividend, or to any part thereof, for such Quarterly Floating Rate Period will be forever extinguished.

Redemption

Subject to the provisions of the Bank Act and to the prior consent of the Superintendent and to the provisions described below under the heading “Restrictions on Dividends and Retirement of Shares”, on not more than 60 nor less than 30 days’ notice, the Bank may redeem all or any part of the then outstanding Preferred Shares Series 39, at the Bank’s option without the consent of the holder, by the payment of an amount in cash for each such share so redeemed of (i) \$25.00 together with all declared and unpaid dividends to the date fixed for redemption in the case of redemptions on February 25, 2027 and on February 25 every five years thereafter, or (ii) \$25.50 together with all declared and unpaid dividends to the date fixed for redemption in the case of redemptions on any other date after February 25, 2022.

Notice of any redemption will be given by the Bank at least 30 days and not more than 60 days prior to the date fixed for redemption. If less than all the outstanding Preferred Shares Series 39 are at any time to be redeemed, the shares to be redeemed will be redeemed pro rata, disregarding fractions. Reference is also made to the provisions described in the Prospectus under the heading “Bank Act Restrictions and Approvals”.

Conversion of Preferred Shares Series 39 into Preferred Shares Series 38

Holders of Preferred Shares Series 39 will have the right, at their option, on February 25, 2027 and on February 25 every five years thereafter (a “Series 39 Conversion Date”), to convert, subject to the restrictions on conversion described below and the payment or delivery to the Bank of evidence of payment of the tax (if any) payable, all or any of their Preferred Shares Series 39 registered in their name into Preferred Shares Series 38 on the basis of one Preferred Share Series 38 for each Preferred Share Series 39. The conversion of Preferred Shares Series 39 may be effected upon notice delivered by the holders of Preferred Shares Series 39 not earlier than the 30th day prior to, but not later than 5:00 p.m. (Toronto time) on the 15th day preceding, a Series 39 Conversion Date.

The Bank will, at least 30 days and not more than 60 days prior to the applicable Series 39 Conversion Date, give notice in writing to the then holders of the Preferred Shares Series 39 of the above mentioned conversion right. On the 30th day prior to each Series 39 Conversion Date, the Bank will give notice in writing to the then registered holders of Preferred Shares Series 39 of the Annual Fixed Dividend Rate for the next succeeding Subsequent Fixed Rate Period in respect of Preferred Shares Series 38.

Holders of Preferred Shares Series 39 will not be entitled to convert their shares into Preferred Shares Series 38 if the Bank determines that there would remain outstanding on a Series 39 Conversion Date less than 1,000,000 Preferred Shares Series 38, after having taken into account all Preferred Shares Series 39 tendered for conversion into Preferred Shares Series 38 and all Preferred Shares Series 38 tendered for conversion into Preferred Shares Series 39. The Bank will give notice in writing thereof to all registered holders of the Preferred Shares Series 39 at least seven days prior to the applicable Series 39 Conversion Date. Furthermore, if the Bank determines that there would remain outstanding on a Series 39 Conversion Date less than 1,000,000 Preferred Shares Series 39, after having taken into account all Preferred Shares Series 39 tendered for conversion into Preferred Shares Series 38 and all Preferred Shares Series 38 tendered for conversion into Preferred Shares Series 39, then, all, but not part, of the remaining outstanding Preferred Shares Series 39 will automatically be converted into Preferred Shares Series 38 on the basis of one Preferred Share Series 38 for each Preferred Share Series 39 on the applicable Series 39 Conversion Date and the Bank will give notice in writing thereof to the then registered holders of such remaining Preferred Shares Series 39 at least seven days prior to the Series 39 Conversion Date.

Upon exercise by the holder of this right to convert Preferred Shares Series 39 into Preferred Shares Series 38, the Bank reserves the right not to issue Preferred Shares Series 38 to any person whose address is in, or whom the Bank or its transfer agent has reason to believe is a resident of, any jurisdiction outside Canada, to the extent that such issue would require the Bank to take any action to comply with the securities, banking or analogous laws of such jurisdiction. See also “Bank Act Restrictions and Approvals” and “Additional Restrictions on Declaration of Dividends” in the Prospectus.

If the Bank gives notice to the registered holders of the Preferred Shares Series 39 of the redemption of all the Preferred Shares Series 39, the Bank will not be required to give notice as provided hereunder to the registered holders of the Preferred Shares Series 39 of an Annual Fixed Dividend Rate or of the conversion right of holders of Preferred Shares Series 39 and the right of any holder of Preferred Shares Series 39 to convert such Preferred Shares Series 39 will cease and terminate in that event.

Certain Provisions Common to the Preferred Shares Series 38 and the Preferred Shares Series 39

NVCC Automatic Conversion

Upon the occurrence of a Trigger Event (as defined below), each outstanding Preferred Shares Series 38 and each outstanding Preferred Shares Series 39 will automatically and immediately be converted, on a full and permanent basis, without the consent of the holder thereof, into a number of fully-paid and freely tradable Common Shares equal to $(\text{Multiplier} \times \text{Share Value}) \div \text{Conversion Price}$ (an “NVCC Automatic Conversion”). For the purposes of the foregoing:

“**Conversion Price**” means the greater of (i) the Floor Price (as defined below), and (ii) the Current Market Price.

“**Current Market Price**” means the volume weighted average trading price of the Common Shares on the TSX or, if not then listed on the TSX, on another exchange or market chosen by the board of directors of the Bank on which the Common Shares are then traded, for the 10 consecutive trading days ending on the trading day immediately prior to the date on which the Trigger Event occurs (with the conversion occurring as of the start of business on the date on which the Trigger Event occurs). If no such trading prices are available, “Current Market Price” shall be the Floor Price.

“**Floor Price**” means \$5.00 subject to adjustment in the event of (i) the issuance of Common Shares or securities exchangeable for or convertible into Common Shares to all or substantially all of the holders of Common Shares as a stock dividend, (ii) the subdivision, redivision or change of the Common Shares into a greater number of Common Shares, or (iii) the reduction, combination or consolidation of the Common Shares into a lesser number of Common Shares. The adjustment shall be calculated to the nearest one-tenth of one cent provided that no adjustment of the Conversion Price shall be required unless such adjustment would require an increase or decrease of at least 1% of the Conversion Price then in effect; provided, however, that in such case any adjustment that would otherwise be required to be made will be carried forward and will be made at the time of and together with the next subsequent adjustment which, together with any adjustments so carried forward, will amount to at least 1% of \$5.00.

“**Multiplier**” means 1.0.

“**Share Value**” means \$25.00 plus declared and unpaid dividends as at the date of the Trigger Event.

“**Trigger Event**” has the meaning set out in the Office of the Superintendent of Financial Institutions Canada (“OSFI”), Guideline for Capital Adequacy Requirements (CAR), Chapter 2 - Definition of Capital effective December, 2014, as such term may be amended or superseded by OSFI from time to time, which term currently provides that each of the following constitutes a Trigger Event:

- the Superintendent publicly announces that the Bank has been advised, in writing, that the Superintendent is of the opinion that the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments and taking into account any other factors or circumstances that are considered relevant or appropriate, it is reasonably likely that the viability of the Bank will be restored or maintained; or
- a federal or provincial government in Canada publicly announces that the Bank has accepted or agreed to accept a capital injection, or equivalent support, from the federal government or any provincial government or political subdivision or agent or agency thereof without which the Bank would have been determined by the Superintendent to be non-viable.

In any case where the aggregate number of Common Shares to be issued to a holder of Preferred Shares Series 38 or Preferred Shares Series 39 pursuant to an NVCC Automatic Conversion includes a fraction of a Common Share, such number of Common Shares to be issued to such holder shall be rounded down to the nearest whole number of Common Shares and no cash payment shall be made in lieu of such fractional Common Share. Notwithstanding any other provision of the Preferred Shares Series 38 or the Preferred Shares Series 39, the conversion of such shares shall not be an event of default and the only consequence of a Trigger Event under the provisions of such shares will be the conversion of such shares into Common Shares.

In the event of a capital reorganization, consolidation, merger or amalgamation of the Bank or comparable transaction affecting the Common Shares, the Bank will take necessary action to ensure that holders of the Preferred Shares Series 38 or the Preferred Shares Series 39, as applicable, receive, pursuant to an NVCC Automatic Conversion, the number of Common Shares or other securities that such holders would have received if the NVCC Automatic Conversion occurred immediately prior to the record date for such event.

Right Not to Deliver Common Shares upon NVCC Automatic Conversion

Upon an NVCC Automatic Conversion, the Bank reserves the right not to deliver some or all, as applicable, of the Common Shares issuable thereupon to any Ineligible Person (as defined below) or any person who, by virtue of the operation of the NVCC Automatic Conversion, would become a Significant Shareholder (as defined below) through the acquisition of Common Shares. In such circumstances, the Bank will hold, as agent for such persons, the Common Shares that would have otherwise been delivered to such persons and will attempt to facilitate the sale of such Common Shares to parties other than the Bank and its affiliates on behalf of such persons through a registered dealer to be retained by the Bank on behalf of such persons. Those sales (if any) may be made at any time and at any price. The Bank will not be subject to any liability for failure to sell such Common Shares on behalf of such persons or at any particular price on any particular day. The net proceeds received by the Bank from the sale of any such Common Shares will be divided among the applicable persons in proportion to the number of Common Shares that would otherwise have been delivered to them upon the NVCC Automatic Conversion after deducting the costs of sale and any applicable withholding taxes. For the purposes of the foregoing:

“Ineligible Person” means (i) any person whose address is in, or whom the Bank or its transfer agent has reason to believe is a resident of, any jurisdiction outside Canada to the extent that the issuance by the Bank of Common Shares or delivery of such shares by its transfer agent to that person, pursuant to an NVCC Automatic Conversion, would require the Bank to take any action to comply with securities, banking or analogous laws of that jurisdiction, and (ii) any person to the extent that the issuance by the Bank of Common Shares, or delivery of such shares by its transfer agent to that person, pursuant to an NVCC Automatic Conversion, would, at the time of the Trigger Event, cause the Bank to be in violation of any law to which the Bank is subject.

“Significant Shareholder” means any person who beneficially owns directly, or indirectly through entities controlled by such person or persons associated with or acting jointly or in concert with such person, a percentage of the total number of outstanding shares of a class of the Bank that is in excess of that permitted by the Bank Act.

Purchase for Cancellation

Subject to the provisions of the Bank Act, the prior consent of the Superintendent and the provisions described below under the heading “Restrictions on Dividends and Retirement of Shares”, the Bank may at any time purchase for cancellation any of the Preferred Shares Series 38 or any of the Preferred Shares Series 39 in the open market at the lowest price or prices at which in the opinion of the Board of Directors such shares are obtainable.

Restrictions on Dividends and Retirement of Shares

So long as any of the Preferred Shares Series 38 or any of the Preferred Shares Series 39 are outstanding, the Bank will not, without the approval of the holders of the relevant series:

- (a) declare, pay or set apart for payment any dividends on the Common Shares or any other shares ranking junior to the Preferred Shares Series 38 or the Preferred Shares Series 39 (other than stock dividends payable in shares of the Bank ranking junior to the Preferred Shares Series 38 or the Preferred Shares Series 39);
- (b) redeem, purchase or otherwise retire any Common Shares or any other shares ranking junior to the Preferred Shares Series 38 or the Preferred Shares Series 39 (except out of the net cash proceeds of a substantially concurrent issue of shares ranking junior to the Preferred Shares Series 38 or the Preferred Shares Series 39);

- (c) redeem, purchase or otherwise retire less than all the Preferred Shares Series 38 or the Preferred Shares Series 39 then outstanding; or
- (d) except pursuant to any purchase obligation, retraction privilege or mandatory redemption provisions attaching to any series of preferred shares of the Bank (the “Preferred Shares”), redeem, purchase or otherwise retire any other shares ranking on a parity with the Preferred Shares Series 38 or the Preferred Shares Series 39,

unless, in each such case, all dividends up to and including the dividend payment date for the last completed period for which dividends will be payable will have been declared and paid or set apart for payment in respect of each series of cumulative Preferred Shares then issued and outstanding and on all other cumulative shares ranking on a parity with the Class B preferred shares of the Bank and there will have been paid or set apart for payment all declared dividends in respect of each series of non-cumulative Preferred Shares (including the Preferred Shares Series 38 or the Preferred Shares Series 39) then issued and outstanding and on all other non-cumulative shares ranking on a parity with the Class B preferred shares of the Bank.

Issue of Additional Series of Preferred Shares

Subject to the restrictions described in the Prospectus under “Description of Preferred Shares — Certain Provisions of the Class B Preferred Shares as a Class — Creation and Issue of Shares”, the Bank may issue other series of Preferred Shares ranking on a parity with the Preferred Shares Series 38 and the Preferred Shares Series 39 without the authorization of the holders of either the Preferred Shares Series 38 or the Preferred Shares Series 39 as a series.

Amendments to Preferred Shares Series 38 or Preferred Shares Series 39

The Bank will not, without the approval of the holders of the Preferred Shares Series 38 or the Preferred Shares Series 39, as applicable, given as specified below under “Shareholder Approvals”, delete or vary any rights, privileges, restrictions and conditions attaching to the Preferred Shares Series 38 or the Preferred Shares Series 39, as applicable. In addition to the aforementioned approval, the Bank will not without, but may from time to time, with the prior approval of the Superintendent, make any such deletion or variation which might affect the classification afforded the Preferred Shares Series 38 or the Preferred Shares Series 39 from time to time for capital adequacy requirements pursuant to the Bank Act and the regulations and guidelines thereunder.

Shareholder Approvals

The approval of any amendments to the rights, privileges, restrictions and conditions attaching to the Preferred Shares Series 38 or the Preferred Shares Series 39 may be given by a resolution carried by the affirmative vote of not less than 66 2/3% of the votes cast at a meeting of holders of applicable series, at which a majority of the outstanding holders of the applicable series is represented or, if no such quorum is present at the meeting, at a meeting following such adjourned meeting at which no quorum would apply.

In addition to the aforementioned approval, any amendments to the rights, privileges, restrictions and conditions attaching to the Preferred Shares Series 38 or the Preferred Shares Series 39 that affect the classification afforded to the Preferred Shares Series 38 or the Preferred Shares Series 39 from time to time for capital adequacy requirements pursuant to the Bank Act and the regulations and guidelines thereunder can only be made with the consent of the Superintendent.

Rights on Liquidation

In the event of the liquidation, dissolution or winding-up of the Bank, where a Trigger Event has not occurred, the holders of the Preferred Shares Series 38 or the Preferred Shares Series 39 will be entitled to receive \$25.00 per share together with all dividends declared and unpaid to the date of payment before any amount will be paid or any assets of the Bank distributed to the holders of any shares ranking junior to the Preferred Shares Series 38 or the Preferred Shares Series 39. The holders of the Preferred Shares Series 38 or the Preferred Shares Series 39 will not be entitled to share in any further distribution of the property or assets of the Bank.

Voting Rights

Subject to the provisions of the Bank Act, the holders of Preferred Shares Series 38 or the Preferred Shares Series 39 as such will not be entitled to receive notice of, attend, or vote at, any meeting of the shareholders of the Bank unless and until the first time at which the Board of Directors has not declared the whole dividend on the Preferred Shares Series 38 or the

Preferred Shares Series 39 in respect of any quarter. In that event, the holders of the relevant series will be entitled to receive notice of, and to attend, meetings of shareholders at which directors of the Bank are to be elected and will be entitled to one vote for each Preferred Share Series 38 or the Preferred Shares Series 39 held. The voting rights of the holders of the relevant series will forthwith cease upon payment by the Bank of the first dividend on the shares of such series to which the holders are entitled subsequent to the time such voting rights first arose until such time as the Bank may again fail to declare the whole dividend on the shares of such series in respect of any quarter, in which event such voting rights will become effective again and so on from time to time.

In connection with any action to be taken by the Bank which requires the approval of the holders of Preferred Shares Series 38 or the Preferred Shares Series 39 voting as a series or as part of the class, each such share will entitle the holder thereof to one vote.

Tax Election

The Preferred Shares Series 38 and the Preferred Shares Series 39 will be “taxable preferred shares” as defined in the Act for purposes of the tax under Part IV.1 of the Act applicable to certain corporate holders of such shares. The terms of the Preferred Shares Series 38 or the Preferred Shares Series 39 will require the Bank to make the necessary election under Part VI.1 of the Act so that corporate holders will not be subject to the tax under Part IV.1 of the Act on dividends received (or deemed to be received) on the Preferred Shares Series 38 or the Preferred Shares Series 39.

Business Days

If any action is required to be taken by the Bank on a day that is not a business day, then such action will be taken on the next succeeding day that is a business day.

EARNINGS COVERAGE RATIOS

The consolidated financial ratios for the Bank set forth in the table below are calculated for the 12 months ended October 31, 2015 and July 31, 2016, respectively, are presented on a *pro forma* as adjusted basis, which gives effect to the issuance on December 8, 2015 of an aggregate principal amount of \$1,000,000,000 3.34% Series H Medium Term Notes (Non-Viability Contingent Capital (NVCC)) (subordinated indebtedness), Second Tranche (the “Series H Medium Term Note Issuance”), the redemption on April 21, 2016 of \$700,000,000 Series D Medium-Term Notes, First Tranche (the “Series D Redemption”), the issuance on May 31, 2016 of an aggregate principal amount of \$1,250,000,000 3.32% Series I Medium Term Notes (Non-Viability Contingent Capital (NVCC)) (subordinated indebtedness), First Tranche (the “Series I Medium Term Note Issuance”), the redemption on July 8, 2016 of \$1,500,000,000 Series G Medium Term Notes, First Tranche (the “Series G Redemption”), the conversion on August 25, 2016 of 2,174,393 Non-Cumulative 5-Year Rate Reset Class B Preferred Shares, Series 25 (the “Preferred Shares Series 25”) on a one-for-one basis into Non-Cumulative Floating Rate Class B Preferred Shares, Series 26 (the “Preferred Shares Series 25 Conversion”) and the issuance of the Preferred Shares Series 38, as appropriate for each of the periods presented.

	12 Months Ended October 31, 2015	12 Months Ended July 31, 2016
Grossed up dividend coverage on Class B Preferred Shares, Series 13, 14, 15, 16, 17, 23, 25, 26, 27, 29, 31, 33, 35, 36 and 38 ⁽¹⁾	32.29 times	27.56 times
Interest coverage on subordinated indebtedness	36.42 times	31.42 times
Interest and grossed up dividend coverage on subordinated indebtedness	17.11 times	14.68 times

Notes:

- (1) With respect to the Preferred Shares Series 38, this calculation assumes the payment of a \$0.303125 dividend per Preferred Share Series 38 for each of the four quarterly periods during the respective 12 month period.

In calculating the dividend and interest coverages, foreign currency amounts have been converted to Canadian dollars using rates of exchange as at the end of each month. For the 12 month period ended October 31, 2015, the average of such exchange rates was \$1.2547 per US\$1.00. For the 12 month period ended July 31, 2016, the average of such exchange rates was \$1.3244 per US\$1.00.

The Bank's dividend requirements on all of its preferred shares amounted to (i) \$139.9 million for the 12 months ended October 31, 2015, adjusted to a before-tax equivalent using an effective tax rate of 17.52%, and (ii) \$168.2 million for the 12 months ended July 31, 2016, adjusted to a before-tax equivalent using an effective tax rate of 18.56%. The Bank's interest requirements for its long term debt and grossed up dividends on its preferred shares for (i) the 12 months ended October 31, 2015 amounted to \$320.0 million, and (ii) the 12 months ended July 31, 2016 amounted to \$387.6 million. The Bank's earnings before interest and income tax for (i) the 12 months ended October 31, 2015 amounted to \$5,476.5 million, which was 17.11 times the Bank's aggregate dividend and interest requirements for this period, and (ii) the 12 months ended July 31, 2016 amounted to \$5,690.3 million, which was 14.68 times the Bank's aggregate dividend and interest requirements for this period. The foregoing figures have been calculated after giving effect to the Series H Medium Term Note Issuance, the Series D Redemption, the Series I Medium Term Note Issuance, the Series G Redemption, the Preferred Shares Series 25 Conversion and the issuance of the Preferred Shares Series 38, as appropriate for each of the periods presented.

TRADING PRICE AND VOLUME

The outstanding Common Shares are listed on the TSX under the trading symbol "BMO" and on the NYSE under the trading symbol "BMO". The outstanding preferred shares of the Bank other than the Class B Preferred Shares Series 36 are listed on the TSX with the following trading symbols: "BMO.PR.K" for the Class B Preferred Shares Series 14; "BMO.PR.L" for the Class B Preferred Shares Series 15; "BMO.PR.M" for the Class B Preferred Shares Series 16; "BMO.PR.R" for the Class B Preferred Shares Series 17; "BMO.PR.Q" for the Class B Preferred Shares Series 25; "BMO.PR.A" for the Class B Preferred Shares Series 26; "BMO.PR.S" for the Class B Preferred Shares Series 27; "BMO.PR.T" for the Class B Preferred Shares Series 29; "BMO.PR.W" for the Class B Preferred Shares Series 31; "BMO.PR.Y" for the Class B Preferred Shares Series 33 and "BMO.PR.Z" for the Class B Preferred Shares Series 35. The following tables set forth the reported high and low trading prices in Canadian dollars and trading volumes of the common and preferred shares of the Bank on the TSX for the periods indicated.

Common Shares (BMO)

Month	High (\$)	Low (\$)	Volume Traded
November 2015.....	\$77.33	\$74.01	23,681,160
December 2015.....	\$80.05	\$76.23	37,172,362
January 2016.....	\$77.05	\$69.39	35,196,806
February 2016.....	\$75.60	\$68.65	30,350,226
March 2016.....	\$79.69	\$74.84	28,215,674
April 2016.....	\$82.56	\$77.08	25,120,765
May 2016.....	\$84.55	\$80.01	26,098,301
June 2016.....	\$84.05	\$79.82	31,821,750
July 2016.....	\$85.50	\$81.52	19,756,254
August 2016.....	\$87.59	\$81.62	21,715,103
September 2016.....	\$87.92	\$84.53	21,657,812
October 1 - 13, 2016.....	\$86.00	\$83.44	10,417,332

Class B Preferred Shares Series 14 (BMO.PR.K)

Month	High (\$)	Low (\$)	Volume Traded
November 2015.....	\$25.73	\$25.46	441,646
December 2015.....	\$26.19	\$25.38	123,869
January 2016.....	\$25.88	\$24.59	311,884
February 2016.....	\$25.49	\$24.83	144,376
March 2016.....	\$25.56	\$25.01	118,616
April 2016.....	\$25.75	\$25.30	83,334
May 2016.....	\$25.89	\$25.27	127,517
June 2016.....	\$25.75	\$25.34	101,099
July 2016.....	\$25.84	\$25.21	136,202
August 2016.....	\$25.45	\$25.22	600,221
September 2016.....	\$25.34	\$25.13	224,822
October 1 - 13, 2016.....	\$25.33	\$25.28	27,046

Class B Preferred Shares Series 15 (BMO.PR.L)

Month	High (\$)	Low (\$)	Volume Traded
November 2015.....	\$25.80	\$25.46	117,494
December 2015.....	\$26.03	\$25.60	76,171
January 2016.....	\$25.97	\$25.26	171,543
February 2016.....	\$26.00	\$25.54	85,134
March 2016.....	\$26.10	\$25.63	168,959
April 2016.....	\$25.98	\$25.59	87,624
May 2016.....	\$25.96	\$25.55	98,512
June 2016.....	\$26.10	\$25.71	130,686
July 2016.....	\$26.26	\$25.77	98,043
August 2016.....	\$26.15	\$25.71	77,889
September 2016.....	\$25.88	\$25.59	127,901
October 1 - 13, 2016.....	\$25.84	\$25.65	39,237

Class B Preferred Shares Series 16 (BMO.PR.M)

Month	High (\$)	Low (\$)	Volume Traded
November 2015.....	\$25.34	\$24.06	52,608
December 2015.....	\$24.93	\$22.50	115,450
January 2016.....	\$24.60	\$22.00	115,326
February 2016.....	\$24.34	\$22.52	65,306
March 2016.....	\$24.15	\$22.40	71,098
April 2016.....	\$24.10	\$23.02	97,857
May 2016.....	\$23.81	\$23.10	43,139
June 2016.....	\$23.45	\$22.72	108,492
July 2016.....	\$24.00	\$22.96	113,212
August 2016.....	\$24.50	\$23.63	146,749
September 2016.....	\$24.23	\$23.55	49,491
October 1 - 13, 2016.....	\$24.09	\$23.77	49,261

Class B Preferred Shares Series 17 (BMO.PR.R)

Month	High (\$)	Low (\$)	Volume Traded
November 2015.....	\$23.50	\$22.51	126,784
December 2015.....	\$23.99	\$21.57	67,646
January 2016.....	\$23.03	\$21.00	61,108
February 2016.....	\$22.25	\$20.85	88,793
March 2016.....	\$22.24	\$20.53	57,605
April 2016.....	\$22.10	\$21.77	15,819
May 2016.....	\$22.50	\$21.70	32,378
June 2016.....	\$22.44	\$21.27	142,100
July 2016.....	\$22.59	\$21.26	91,908
August 2016.....	\$23.20	\$22.35	28,764
September 2016.....	\$22.97	\$22.36	30,968
October 1 - 13, 2016.....	\$22.65	\$22.50	19,039

Class B Preferred Shares Series 25 (BMO.PR.Q)

Month	High (\$)	Low (\$)	Volume Traded
November 2015.....	\$21.39	\$20.50	245,841
December 2015.....	\$22.00	\$18.95	268,423
January 2016.....	\$21.61	\$17.78	341,511
February 2016.....	\$19.42	\$17.21	741,466
March 2016.....	\$18.80	\$17.70	210,176
April 2016.....	\$20.94	\$18.76	216,310
May 2016.....	\$20.60	\$19.70	193,431
June 2016.....	\$21.11	\$19.50	194,323

July 2016	\$20.79	\$19.62	231,101
August 2016.....	\$20.40	\$19.50	217,457
September 2016	\$20.40	\$19.78	132,081
October 1 - 13, 2016.....	\$20.11	\$19.70	172,174

Class B Preferred Shares Series 26 (BMO.PR.A)

Month	High (\$) ⁽¹⁾	Low (\$) ⁽²⁾	Volume Traded
August 26 - 31, 2016.....	-	-	68
September 2016	\$21.95	\$20.10	39,685
October 1 - 13, 2016.....	\$21.25	\$20.90	4,800

⁽¹⁾⁽²⁾The Class B Preferred Shares Series 26 were available for trading as of August 26, 2016. The trading prices did not register due to the minimal trading volume in August 2016.

Class B Preferred Shares Series 27 (BMO.PR.S)

Month	High (\$)	Low (\$)	Volume Traded
November 2015.....	\$20.94	\$19.05	657,083
December 2015.....	\$20.29	\$16.77	1,064,319
January 2016.....	\$20.11	\$16.30	781,807
February 2016.....	\$18.00	\$16.40	284,727
March 2016.....	\$18.90	\$16.55	407,553
April 2016.....	\$19.96	\$18.65	283,224
May 2016.....	\$19.69	\$18.30	317,246
June 2016.....	\$19.54	\$17.75	322,172
July 2016	\$19.52	\$18.32	257,799
August 2016.....	\$20.13	\$19.24	444,438
September 2016	\$19.78	\$18.87	313,164
October 1 - 13, 2016.....	\$19.44	\$19.06	85,229

Class B Preferred Shares Series 29 (BMO.PR.T)

Month	High (\$)	Low (\$)	Volume Traded
November 2015.....	\$20.50	\$18.50	649,312
December 2015.....	\$19.93	\$16.70	505,178
January 2016.....	\$19.75	\$16.01	390,534
February 2016.....	\$17.50	\$16.15	242,834
March 2016.....	\$18.65	\$16.23	231,448
April 2016.....	\$19.73	\$18.25	288,295
May 2016.....	\$19.23	\$17.85	287,719
June 2016.....	\$18.86	\$17.54	402,882
July 2016	\$19.19	\$18.06	168,963
August 2016.....	\$19.55	\$18.82	683,768
September 2016	\$19.04	\$18.32	829,308
October 1 - 13, 2016.....	\$19.12	\$18.61	178,028

Class B Preferred Shares Series 31 (BMO.PR.W)

Month	High (\$)	Low (\$)	Volume Traded
November 2015.....	\$20.25	\$18.15	283,340
December 2015.....	\$19.60	\$16.29	480,059
January 2016.....	\$19.47	\$15.96	377,682
February 2016.....	\$17.32	\$15.95	379,126
March 2016.....	\$18.34	\$16.12	355,609
April 2016.....	\$19.33	\$18.09	386,024
May 2016.....	\$19.08	\$17.83	175,760
June 2016.....	\$18.81	\$17.46	313,388
July 2016	\$19.00	\$17.97	170,118

August 2016.....	\$19.40	\$18.75	217,809
September 2016	\$18.90	\$18.19	333,058
October 1 - 13, 2016.....	\$18.83	\$18.51	121,652

Class B Preferred Shares Series 33 (BMO.PR.Y)

<u>Month</u>	<u>High (\$)</u>	<u>Low (\$)</u>	<u>Volume Traded</u>
November 2015.....	\$23.38	\$21.22	237,573
December 2015	\$21.77	\$18.55	298,521
January 2016.....	\$21.51	\$17.50	176,162
February 2016.....	\$19.66	\$17.53	179,025
March 2016.....	\$20.70	\$17.37	138,343
April 2016.....	\$21.29	\$20.50	84,506
May 2016.....	\$20.88	\$19.67	167,506
June 2016.....	\$20.79	\$19.51	108,660
July 2016	\$21.03	\$19.93	86,345
August 2016.....	\$21.80	\$20.70	193,567
September 2016	\$20.95	\$20.22	123,497
October 1 - 13, 2016.....	\$21.23	\$20.84	74,256

Class B Preferred Shares Series 35 (BMO.PR.Z)

<u>Month</u>	<u>High (\$)</u>	<u>Low (\$)</u>	<u>Volume Traded</u>
November 2015.....	\$24.38	\$23.51	164,287
December 2015	\$24.20	\$22.50	274,725
January 2016.....	\$24.01	\$21.77	177,825
February 2016.....	\$23.20	\$22.25	236,212
March 2016.....	\$23.95	\$22.25	210,362
April 2016.....	\$24.25	\$23.69	142,650
May 2016.....	\$24.80	\$23.88	92,359
June 2016.....	\$25.15	\$24.60	195,736
July 2016	\$25.60	\$24.96	90,934
August 2016.....	\$25.92	\$25.38	72,719
September 2016	\$25.80	\$25.42	173,667
October 1 - 13, 2016.....	\$25.81	\$25.63	20,194

CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

In the opinion of Osler, Hoskin & Harcourt LLP and McCarthy Tétrault LLP, the following is a summary of the principal Canadian federal income tax considerations generally applicable to a purchaser who acquires Preferred Shares Series 38 pursuant to this prospectus supplement, Preferred Shares Series 39 on a conversion of Preferred Shares Series 38, and Common Shares on an NVCC Automatic Conversion, and who, for purposes of the Act and at all relevant times, is or is deemed to be resident in Canada, deals at arm's length with the Bank and the Underwriters, is not affiliated with the Bank and holds the Preferred Shares Series 38 and any Preferred Shares Series 39 and Common Shares as capital property. Generally, the Preferred Shares Series 38, Preferred Shares Series 39 and Common Shares will be capital property to a holder provided the holder does not acquire or hold those Preferred Shares Series 38, Preferred Shares Series 39 or Common Shares in the course of carrying on a business or as part of an adventure or concern in the nature of trade. Certain holders, whose Preferred Shares Series 38, Preferred Shares Series 39 or Common Shares might not otherwise be capital property, may, in certain circumstances, be entitled to have them and all other "Canadian securities", as defined in the Act, owned by such holder in the taxation year in which the election is made, and in all subsequent taxation years, deemed to be capital property by making the irrevocable election permitted by subsection 39(4) of the Act.

This summary is not applicable to a purchaser an interest in which is a "tax shelter investment", that is a "financial institution" for purposes of the "mark-to-market" rules, to which the "functional currency" reporting rules apply, or that enters into, with respect to the Preferred Shares Series 38, Preferred Shares Series 39 or Common Shares, a "derivative forward agreement", each as defined in the Act. Such purchasers should consult their own tax advisors. Furthermore, this summary is not applicable to a purchaser that is a "specified financial institution" (as defined in the Act) that receives or is deemed to receive, alone or together with persons with whom it does not deal at arm's length, in the aggregate dividends in respect of more than 10% of the Preferred Shares Series 38 or Preferred Shares Series 39, as the case may be, outstanding at the time the

dividend is received. This summary also assumes that all issued and outstanding Preferred Shares Series 38 or Preferred Shares Series 39 are listed on a designated stock exchange in Canada (as defined in the Act, such as the TSX) at such times as dividends (including deemed dividends) are paid or received on the Preferred Shares Series 38 or Preferred Shares Series 39, respectively.

This summary is based upon the current provisions of the Act and the regulations thereunder (the “Regulations”), and counsel’s understanding of the current administrative and assessing practices and policies of the Canada Revenue Agency published in writing prior to the date hereof. This summary takes into account all specific proposals to amend the Act and the Regulations publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (the “Proposed Amendments”) and assumes that all Proposed Amendments will be enacted in the form proposed. However, no assurances can be given that the Proposed Amendments will be enacted as proposed, or at all. This summary does not otherwise take into account or anticipate any changes in law or administrative or assessing practice, whether by legislative, governmental, administrative or judicial decision or action, nor does it take into account or consider any provincial, territorial or foreign tax considerations.

This summary is of a general nature only and is not intended to be, nor should it be construed as, legal or tax advice to any particular purchaser. This summary is not exhaustive of all Canadian federal income tax considerations. Accordingly, prospective purchasers are urged to consult their own tax advisors with respect to their particular circumstances.

Dividends

Dividends (including deemed dividends) received on the Preferred Shares Series 38, Preferred Shares Series 39 or Common Shares by an individual (other than certain trusts) will be included in the individual’s income and will be subject to the gross-up and dividend tax credit rules normally applicable to taxable dividends received from taxable Canadian corporations, including the enhanced gross-up and dividend tax credit rules applicable to any dividends designated by the Bank as eligible dividends in accordance with the provisions of the Act. Dividends (including deemed dividends) on the Preferred Shares Series 38, Preferred Shares Series 39 or Common Shares received by a corporation will be included in computing income and will generally be deductible in computing the taxable income of the corporation.

The Preferred Shares Series 38 and Preferred Shares Series 39 will be “taxable preferred shares” as defined in the Act. The terms of the Preferred Shares Series 38 and Preferred Shares Series 39 require the Bank to make the necessary election under Part VI.1 of the Act so that corporate shareholders will not be subject to tax under Part IV.1 of the Act on dividends paid (or deemed to be paid) by the Bank on the Preferred Shares Series 38 and Preferred Shares Series 39.

A “private corporation”, as defined in the Act, or any other corporation controlled (whether by reason of a beneficial interest in one or more trusts or otherwise) by or for the benefit of an individual (other than a trust) or a related group of individuals (other than trusts) will generally be liable to pay a refundable tax under Part IV of the Act on dividends received (or deemed to be received) on the Preferred Shares Series 38, Preferred Shares Series 39 or Common Shares to the extent such dividends are deductible in computing its taxable income for the year.

Dispositions

Generally, on a disposition of a Preferred Share Series 38, Preferred Share Series 39 or Common Share (which includes the redemption of the shares for cash but not a conversion), the holder will realize a capital gain (or sustain a capital loss) to the extent that the proceeds of disposition, net of any reasonable costs of disposition, exceed (or are less than) the adjusted cost base of such share to the holder thereof immediately before the disposition or deemed disposition. The amount of any deemed dividend arising on the redemption, acquisition or cancellation by the Bank of a Preferred Share Series 38, Preferred Share Series 39 or Common Share, as the case may be, will generally not be included in a holder’s proceeds of disposition for purposes of computing the capital gain or loss arising on the disposition of such share (see “Redemption” below).

If the shareholder is a corporation, the amount of any capital loss may in certain circumstances be reduced by the amount of any dividends, including deemed dividends, which have been received on such shares to the extent and in the manner provided for in the Act. Similar rules may apply where a Preferred Share Series 38, Preferred Share Series 39 or Common Share is owned by a partnership or trust of which a corporation, trust or partnership is a member or beneficiary. Such holders should consult their own advisors.

Generally, one-half of any capital gain realized by a holder in a taxation year will be included in computing the holder's income in that year as a taxable capital gain and one-half of any capital loss will be deducted from the holder's net taxable capital gains in the year. Any excess of allowable capital losses over taxable capital gains of the holder may be carried back up to three years and forward indefinitely and deducted against net taxable capital gains of the holder in those other years in accordance with the detailed rules in the Act.

Canadian controlled private corporations may be liable to pay an additional refundable tax on their "aggregate investment income" (which is defined in the Act to include an amount in respect of taxable capital gains, but not dividends or deemed dividends that are deductible in computing taxable income).

Redemption

If the Bank redeems for cash or otherwise acquires a Preferred Share Series 38, Preferred Share Series 39 or Common Share (other than on a conversion or by a purchase in the manner in which shares are normally purchased by a member of the public in the open market), the holder will be deemed to have received a dividend equal to the amount, if any, paid by the Bank in excess of the paid-up capital of such share at such time. Generally, the difference between the amount paid by the Bank and the amount of the deemed dividend will be treated as proceeds of disposition for the purposes of computing the capital gain or capital loss arising on the disposition of such share (see "Dispositions" above). In the case of a corporate shareholder, it is possible that in certain circumstances all or part of the amount so deemed to be a dividend may be treated as proceeds of disposition and not as a dividend.

Conversion

The conversion of (i) a Preferred Share Series 38 into a Preferred Share Series 39 or a Common Share and (ii) a Preferred Share Series 39 into a Preferred Share Series 38 or a Common Share, will be deemed not to be a disposition of property and accordingly will not give rise to any capital gain or capital loss. The cost to a holder of a Preferred Share Series 39, Preferred Share Series 38 or Common Share, as the case may be, received on the conversion will be deemed to be equal to the holder's adjusted cost base of the Preferred Share Series 38 or Preferred Share Series 39, as the case may be, immediately before the conversion. The cost of a Preferred Share Series 38, Preferred Share Series 39 or Common Share, as the case may be, received on a conversion will be averaged with the adjusted cost base of all other identical shares held by the holder as capital property at such time for the purpose of determining the adjusted cost base of each such share.

Alternative Minimum Tax

A capital gain realized, or a dividend received or deemed to be received, by an individual or a trust (other than certain specified trusts) may give rise to a liability for alternative minimum tax.

RATINGS

The Preferred Shares Series 38 are rated "Pfd-2" with a Stable trend by DBRS Limited ("DBRS"). "Pfd-2" is in the second highest of six categories available from DBRS for preferred shares. Each rating category is denoted by the subcategories "high" and "low". The rating trend indicates the direction in which DBRS considers the rating is headed should present tendencies continue, or in some cases, unless challenges are addressed. A rating trend that is Stable acts as a signal indicating that the rating is secure and that the trend is stable according to ongoing surveillance and performance updates.

The Preferred Shares Series 38 have a rating of "P-3 (high)" by Standard & Poor's Ratings Services, a division of McGraw-Hill Financial Inc. ("S&P"), using S&P's Canadian scale for preferred shares. The "P-3" rating is the third highest of the eight categories used by S&P on its Canadian preferred share scale. A reference to "high" or "low" reflects the relative strength within the rating category.

The Preferred Shares Series 38 are rated "Baa2 (hyb)" by Moody's Canada Inc. ("Moody's"). The Baa rating assigned to the Preferred Shares Series 38 is the fourth highest of nine categories. The modifier "2" indicates a ranking in the lower end of the rating category. A "(hyb)" indicator is appended to all ratings of hybrid securities issued by banks, insurers, finance companies, and securities firms. The hybrid indicator signals the potential for ratings volatility due to less predictable exogenous (and often non-credit linked) factors such as regulatory and/or government intervention coupled with a hybrid's equity-like features.

The Bank has paid customary rating fees to DBRS, S&P or Moody's in connection with its issuer ratings, including the above-mentioned ratings. In addition, the Bank has made customary payments in respect of certain other services provided to the Bank by each of DBRS, S&P or Moody's during the last two years.

Prospective purchasers of Preferred Shares Series 38 should consult the relevant rating organization with respect to the interpretation and implications of the foregoing provisional ratings. The foregoing ratings should not be construed as recommendations to buy, sell or hold Preferred Shares Series 38. Ratings may be revised or withdrawn at any time by the respective rating organizations. The credit ratings do not address the market price or suitability of the Preferred Shares Series 38 for a particular investor. The credit ratings assigned to the Preferred Shares Series 38 may not reflect the potential impact of all risks on the value of the Preferred Shares Series 38. In addition, real or anticipated changes in the credit ratings assigned to the Preferred Shares Series 38 will generally affect the market value of the Preferred Shares Series 38. There can be no assurance that these ratings will remain in effect for any given period of time or that the ratings will not be revised or withdrawn entirely in the future by DBRS, S&P or Moody's if in their judgment circumstances so warrant. Prospective investors should consult DBRS, S&P or Moody's with respect to the interpretation and implications of the ratings.

PLAN OF DISTRIBUTION

Pursuant to an underwriting agreement dated October 14, 2016 among the Bank and the Underwriters (the "Underwriting Agreement"), the Bank has agreed to sell and the Underwriters have severally agreed to purchase on October 21, 2016 or such date as may be agreed upon, but not later than October 28, 2016, subject to the terms and conditions stated in the Underwriting Agreement, all but not less than all of the Preferred Shares Series 38 at a price of \$25.00 per share, payable in cash to the Bank against delivery of such Preferred Shares Series 38. The Underwriting Agreement provides that the Underwriters will be paid a fee per share equal to \$0.25 for each share sold to institutions and \$0.75 for each other share sold.

The obligations of the Underwriters under the Underwriting Agreement may be terminated at their discretion on the basis of their assessment of the state of the financial markets and may also be terminated upon the occurrence of certain stated events. The Underwriters are, however, obligated to take up and pay for all of the Preferred Shares Series 38 if any are purchased under the Underwriting Agreement.

After the Underwriters have made a reasonable effort to sell all of the Preferred Shares Series 38 at \$25.00 per share, the price of the Preferred Shares Series 38 may be decreased, and further changed from time to time, by the Underwriters to an amount not greater than \$25.00 per share and, in such case, the compensation realized by the Underwriters will be decreased by the amount that the aggregate price paid by purchasers for the Preferred Shares Series 38 is less than the gross proceeds paid by the Underwriters to the Bank.

Neither the Preferred Shares Series 38 nor Preferred Shares Series 39 have been, or will be, registered under the U.S. Securities Act, as amended, and, subject to certain exceptions, may not be offered or sold in the United States.

Pursuant to policy statements of certain securities regulators, the Underwriters may not, throughout the period of distribution, bid for or purchase any Preferred Shares Series 38. The policy statements allow certain exceptions to the foregoing prohibitions. The Underwriters may only avail themselves of such exceptions on the condition that the bid or purchase not be engaged in for the purpose of creating actual or apparent active trading in, or raising the price of, the Preferred Shares Series 38. These exceptions include a bid or purchase permitted under the Universal Market Integrity Rules for Canadian Marketplaces of Investment Industry Regulatory Organization of Canada, relating to market stabilization and passive market making activities and a bid or purchase made for and on behalf of a customer where the order was not solicited during the period of distribution. Subject to the foregoing, in connection with this offering, the Underwriters may over-allot or effect transactions which stabilize or maintain the market price of the Preferred Shares Series 38 at levels other than those which otherwise might prevail on the open market. Such transactions, if commenced, may be discontinued at any time.

Pursuant to an Ontario securities rule, the Underwriters may not, beginning on the date that the offering price was determined and throughout the period of distribution of the Preferred Shares Series 38, bid for or purchase Preferred Shares Series 38. The foregoing restriction is subject to certain exceptions. These exceptions include a bid or purchase permitted under the by-laws and rules of the TSX relating to market stabilization and passive market making activities, provided that the bid or purchase does not exceed the lesser of the offering price and the last independent sale price at the time of the entry of the bid or order to purchase, and a bid or purchase made for and on behalf of a customer where the order was not solicited during the period of distribution, provided that the bid or purchase not be engaged in for the purpose of creating actual or apparent active trading in, or raising the price of, the Preferred Shares Series 38. Pursuant to the first mentioned exception, in connection with this offering, the Underwriters may over-allot or effect transactions that stabilize or maintain the market price of the Preferred

Shares Series 38 at levels other than those which might otherwise prevail on the open market. Such transactions, if commenced, may be discontinued at any time.

The TSX has conditionally approved the listing of the Preferred Shares Series 38, the Preferred Shares Series 39 and the Common Shares issuable upon a Trigger Event subject to the Bank fulfilling all of the requirements of the TSX on or before January 9, 2017. The Bank has applied to list the Common Shares issuable upon the occurrence of a Trigger Event on the NYSE. Listing is subject to the Bank fulfilling all of the listing requirements of the NYSE and final approval is expected to be received prior to the anticipated closing date of October 21, 2016.

BMO Nesbitt Burns Inc. is a wholly owned subsidiary of the Bank. As a result, the Bank is a “related and connected issuer” of BMO Nesbitt Burns Inc. under applicable securities legislation. The decision to distribute the securities offered hereunder and the terms of this offering were negotiated at arm’s length between the Bank and the Underwriters (including RBC Dominion Securities Inc., which is an “independent underwriter” pursuant to applicable securities legislation). RBC Dominion Securities Inc. participated in the drafting of this prospectus supplement, the pricing of the Preferred Shares Series 38 and the due diligence process in respect of this offering. BMO Nesbitt Burns Inc. will not receive any benefit in connection with this offering other than a portion of the Underwriters’ fee.

USE OF PROCEEDS

The net proceeds to the Bank from the sale of the Preferred Shares Series 38, after deducting estimated expenses of this offering and the Underwriters’ fee, will be \$581,600,000 (assuming the Underwriters’ fee is \$18,000,000 for all Preferred Shares Series 38 sold). The net proceeds from this offering will be used by the Bank for general banking purposes.

RISK FACTORS

An investment in Preferred Shares Series 38 of the Bank is subject to certain risks including those set out in the Prospectus. The sections entitled “Management’s Discussion and Analysis” contained in the Bank’s Annual Report for the year ended October 31, 2015 and in the Bank’s Third Quarter 2016 Report to Shareholders for the three and nine months ended July 31, 2016 are incorporated by reference in this prospectus supplement. Each of these analyses discusses, among other things, known material trends and events, and risks and uncertainties that are reasonably expected to have a material effect on the Bank’s business, financial condition or results of operations.

The value of Preferred Shares Series 38 and the Preferred Shares Series 39 will be affected by the general creditworthiness of the Bank

Real or anticipated changes in credit ratings on the Preferred Shares Series 38 or the Preferred Shares Series 39, if any, may affect the market value of the Preferred Shares Series 38 and the Preferred Shares Series 39, respectively. An actual or anticipated downgrade in the credit ratings of the Bank or its securities by any rating agency could affect the market value or rating of the Preferred Shares Series 38 and the Preferred Shares Series 39, respectively. In addition, such actual or anticipated changes in the Bank’s credit ratings could also affect the cost at which the Bank can transact or obtain funding, and thereby affect the Bank’s liquidity, business, financial condition or results of operations.

The value of the Preferred Share Series 38 and the Preferred Shares Series 39 may be affected by market value fluctuations

The value of the Preferred Share Series 38 and the Preferred Shares Series 39 may be affected by market value fluctuations resulting from factors which influence the Bank’s operations, including regulatory developments, competition and global market activity.

The Preferred Shares Series 38 and the Preferred Shares Series 39 are non-cumulative and there is a risk the Bank will be unable to pay dividends on the shares

The Preferred Shares Series 38 and the Preferred Shares Series 39 are non-cumulative and dividends are payable at the discretion of the Board of Directors. See “Earnings Coverage Ratios” in this prospectus supplement and “Bank Act Restrictions and Approvals” in the Prospectus, each of which are relevant to an assessment of the risk that the Bank will be unable to pay dividends on the Preferred Shares Series 38 or the Preferred Shares Series 39. If the Board of Directors does not declare a dividend, or any part thereof, on the Preferred Shares Series 38 or the Preferred Shares Series 39 on or before the dividend payment date for a particular quarter, then the entitlement of the holders of the Preferred Shares Series 38 or the Preferred Shares Series 39 to receive such dividend, or to any part thereof, for such quarter will be forever extinguished.

If a distribution is not paid on any outstanding BMO T1Ns — Series A, the Bank will not pay dividends on its outstanding Preferred Shares Series 38, Preferred Shares Series 39 and Common Shares

The Bank has covenanted that if the interest is not paid in cash on any outstanding BMO T1Ns — Series A issued by BMO Capital Trust II, the Bank will not pay dividends on its Common Shares or Preferred Shares, which would include the Preferred Shares Series 38 and Preferred Shares Series 39, for a specified period of time. See “Additional Restrictions on Declaration of Dividends” in the Prospectus.

Ranking on insolvency of winding-up

The Preferred Shares Series 38 and the Preferred Shares Series 39 are equity capital of the Bank. The Preferred Shares Series 38 rank, and the Preferred Shares Series 39 will, if issued, rank equally with other preferred shares of the Bank in the event of an insolvency or winding-up of the Bank. If the Bank becomes insolvent or is wound-up, the Bank’s assets must be used to pay deposit liabilities and other debt, including subordinated debt, before payments may be made on the Preferred Shares Series 38 or the Preferred Shares Series 39, if any, and other Preferred Shares.

Automatic conversion into Common Shares upon a Trigger Event

Upon the occurrence of a Trigger Event and an NVCC Automatic Conversion, an investment in the Preferred Shares Series 38 or the Preferred Shares Series 39 will become an investment in Common Shares without the consent of the holder. After an NVCC Automatic Conversion, a holder of Preferred Shares Series 38 or Preferred Shares Series 39 will no longer have any rights as a preferred shareholder of the Bank and will only have rights as a holder of Common Shares. While the Preferred Shares Series 38, the Preferred Shares Series 39 and the Common Shares are all equity capital of the Bank, the claims of holders of Preferred Shares Series 38 and Preferred Shares Series 39 have certain priority of payment over the claims of holders of Common Shares. Given the nature of a Trigger Event, a holder of Preferred Shares Series 38 or Preferred Shares Series 39 will become a holder of Common Shares at a time when the Bank’s financial condition has deteriorated. If the Bank were to become insolvent or wound-up after the occurrence of a Trigger Event, as a result of an NVCC Automatic Conversion, the holders of Common Shares may receive, if anything, substantially less than the holders of the Preferred Shares Series 38 or the Preferred Shares Series 39 might have received had the Preferred Shares Series 38 and the Preferred Shares Series 39 not been converted into Common Shares. An NVCC Automatic Conversion may also occur at a time when a federal or provincial government or other government agency in Canada has provided, or will provide, a capital injection or equivalent support, the terms of which may rank in priority to the Common Shares with respect to the payment of dividends, rights on liquidation or other terms.

A Trigger Event involves a subjective determination outside the Bank’s control

The decision as to whether a Trigger Event will occur is a subjective determination by the Superintendent that the Bank has ceased, or is about to cease, to be viable and that the conversion of all contingent instruments is reasonably likely, taking into account any other factors or circumstances that are considered relevant or appropriate by the Superintendent, to restore or maintain the viability of the Bank. Such determination may be beyond the control of the Bank. See the definition of Trigger Event under “Details of the Offering”.

OSFI has stated that the Superintendent will consult with the Canada Deposit Insurance Corporation, the Bank of Canada, the Department of Finance and the Financial Consumer Agency of Canada prior to making a non-viability determination. The conversion of contingent instruments alone may not be sufficient to restore an institution to viability and other public sector interventions, including liquidity assistance, would likely be used along with the conversion of contingent instruments to maintain an institution as a going concern.

In assessing whether the Bank has ceased, or is about to cease, to be viable and that, after the conversion of all contingent instruments, it is reasonably likely that the viability of the Bank will be restored or maintained, OSFI has stated that the Superintendent will consider, in consultation with the authorities referred to above, all relevant facts and circumstances. Those facts and circumstances may include, in addition to other public sector interventions, a consideration of whether, among other things:

- the assets of the Bank are, in the opinion of the Superintendent, sufficient to provide adequate protection to the Bank’s depositors and creditors;
- the Bank has lost the confidence of depositors or other creditors and the public (for example, ongoing increased difficulty in obtaining or rolling over short-term funding);

- the Bank's regulatory capital has, in the opinion of the Superintendent, reached a level, or is eroding in a manner, that may detrimentally affect its depositors and creditors;
- the Bank has failed to pay any liability that has become due and payable or, in the opinion of the Superintendent, the Bank will not be able to pay its liabilities as they become due and payable;
- the Bank failed to comply with an order of the Superintendent to increase its capital;
- in the opinion of the Superintendent, any other state of affairs exists in respect of the Bank that may be materially prejudicial to the interests of the Bank's depositors or creditors or the owners of any assets under the Bank's administration; and
- the Bank is unable to recapitalize on its own through the issuance of Common Shares or other forms of regulatory capital (for example, no suitable investor or group of investors exists that is willing or capable of investing in sufficient quantity and on terms that will restore the Bank's viability, nor is there any reasonable prospect of such an investor emerging in the near-term in the absence of conversion of contingent instruments).

Upon the occurrence of a Trigger Event and an NVCC Automatic Conversion, the interests of depositors, other creditors of the Bank, and holders of securities of the Bank which are not contingent instruments will all rank in priority to the holders of contingent instruments, including the Preferred Shares Series 38 or the Preferred Shares Series 39. The Superintendent retains full discretion to choose not to trigger non-viable contingent capital notwithstanding a determination that the Bank has ceased, or is about to cease, to be viable. Under such circumstances, the holders of Preferred Shares Series 38 and Preferred Shares Series 39 may be exposed to losses through the use of other resolution tools or in liquidation.

Number and value of Common Shares to be received on an NVCC Automatic Conversion is variable

The number of Common Shares to be received for each Preferred Shares Series 38 and each Preferred Shares Series 39 is calculated by reference to the prevailing market price of Common Shares immediately prior to a Trigger Event, subject to the Floor Price. If there is an NVCC Automatic Conversion at a time when the Current Market Price of the Common Shares is below the Floor Price, investors will receive Common Shares with an aggregate market price less than the Share Value. Investors may also receive Common Shares with an aggregate market price less than the prevailing market price of the Preferred Shares Series 38 or the Preferred Shares Series 39 being converted if such shares are trading at a price above the Share Value.

The Bank is expected to have outstanding from time to time other preferred shares and subordinated debt that will automatically convert into Common Shares upon a Trigger Event. In the case of such subordinated debt, the number of Common Shares to be received on conversion will be calculated by reference to the principal amount of such debt, together with accrued and unpaid interest and, in order to take into account the hierarchy of claims in a liquidation, holders of subordinated debt are expected to receive economic entitlements which are more favourable than preferred shareholders. Subordinated debt that is convertible into Common Shares upon a Trigger Event will likely use, and other preferred shares that are convertible into Common Shares upon a Trigger Event may also use, a lower effective floor price (for example, using a different multiple) than that applicable to the Preferred Shares Series 38 and the Preferred Shares Series 39 to determine the maximum number of Common Shares to be issued to holders of such instruments upon an NVCC Automatic Conversion. Accordingly, holders of Preferred Shares Series 38 and Preferred Shares Series 39 will receive Common Shares pursuant to an NVCC Automatic Conversion at a time when subordinated debt is converted into Common Shares at a conversion rate that is more favourable to the holder of such instruments and other preferred shares are converted into Common Shares at a conversion rate that may be more favourable to the holder of such instruments, in each case, than the rate applicable to the Preferred Shares Series 38 and the Preferred Shares Series 39, thereby causing substantial dilution to holders of Common Shares and the holders of Preferred Shares Series 38 or Preferred Shares Series 39, who will become holders of Common Shares upon an NVCC Automatic Conversion.

Common Shares received on an NVCC Automatic Conversion may be subject to further dilution

In the circumstances surrounding a Trigger Event, the Superintendent or other governmental authorities or agencies may also require other steps to be taken to restore or maintain the viability of the Bank, the injection of new capital and the issuance of additional Common Shares or other securities. Accordingly, holders of Preferred Shares Series 38 and Preferred Shares Series 39 will receive Common Shares pursuant to an NVCC Automatic Conversion at a time when debt obligations of the Bank may be converted into Common Shares, possibly at a conversion rate that is more favourable to the holder of such obligations than the rate applicable to the Preferred Shares Series 38 and the Preferred Shares Series 39, and additional Common Shares or securities ranking in priority to the Common Shares may be issued, thereby causing substantial dilution to

holders of Common Shares and the holders of Preferred Shares Series 38 and Preferred Shares Series 39, who will become holders of Common Shares upon an NVCC Automatic Conversion.

Circumstances surrounding an NVCC Automatic Conversion and effect on market price

The occurrence of a Trigger Event is a subjective determination by the Superintendent that the conversion of all contingent instruments is reasonably likely to restore or maintain the viability of the Bank. As a result, an NVCC Automatic Conversion may occur in circumstances that are beyond the control of the Bank. Also, even in circumstances where the market expects the Superintendent to cause an NVCC Automatic Conversion, the Superintendent may choose not to take that action. Because of the inherent uncertainty regarding the determination of when an NVCC Automatic Conversion may occur, it will be difficult to predict, when, if at all, the Preferred Shares Series 38 or the Preferred Shares Series 39 will be mandatorily converted into Common Shares. Accordingly, trading behavior in respect of the Preferred Shares Series 38 or the Preferred Shares Series 39 is not necessarily expected to follow trading behavior associated with other types of convertible or exchangeable securities. Any indication, whether real or perceived, that the Bank is trending towards a Trigger Event can be expected to have an adverse effect on the market price of the Preferred Shares Series 38, the Preferred Shares Series 39 and the Common Shares, whether or not such Trigger Event actually occurs.

No fixed maturity date

Neither Preferred Shares Series 38 nor the Preferred Shares Series 39 have a fixed maturity date and are not redeemable at the option of the holders of Preferred Shares Series 38 or Preferred Shares Series 39, as applicable. The ability of a holder to liquidate its holdings of Preferred Shares Series 38 or Preferred Shares Series 39, as applicable, may be limited.

Redemption by the Bank

The Bank may elect to redeem the Preferred Shares Series 38 or the Preferred Shares Series 39 without the consent of the holders of Preferred Shares Series 38 or Preferred Shares Series 39, as applicable, in the circumstances described under “Details of the Offering – Certain Provisions of the Preferred Shares Series 38 as a Series – Redemption” and “Details of the Offering – Certain Provisions of the Preferred Shares Series 39 as a Series – Redemption”, as applicable.

Reset of dividend rate

The dividend rate in respect of the Preferred Shares Series 38 and Preferred Shares Series 39 will reset every five years and quarterly, respectively. In each case, the new dividend rate is unlikely to be the same as, and may be lower than, the dividend rate for the applicable preceding dividend period.

Automatic conversion into Preferred Shares Series 38 and Preferred Shares Series 39

An investment in the Preferred Shares Series 38 may become an investment in Preferred Shares Series 39 without the consent of the holder in the event of an automatic conversion in the circumstances described under “Details of the Offering – Certain Provisions of the Preferred Shares Series 38 as a Series – Conversion of Preferred Shares Series 38 into Preferred Shares Series 39” above. Upon the automatic conversion of the Preferred Shares Series 38 into Preferred Shares Series 39, the dividend rate on the Preferred Shares Series 39 will be a floating rate that is adjusted quarterly by reference to the T-Bill Rate which may vary from time to time.

The market value of the Preferred Shares Series 38 and the Preferred Shares Series 39 may fluctuate

Prevailing yields on similar securities will affect the market value of Preferred Shares Series 38 and the Preferred Shares Series 39. Assuming all other factors remain unchanged, the market value of the Preferred Shares Series 38 and the Preferred Shares Series 39 will decline as prevailing yields for similar securities rise, and will increase as prevailing yields for similar securities decline. Spreads over the Government of Canada Yield, T-Bill Rate and comparable benchmark rates of interest for similar securities will also affect the market value of the Preferred Shares Series 38 and the Preferred Shares Series 39.

There is no existing public market for the Preferred Shares Series 38 and Preferred Shares Series 39, a market may not develop and purchasers may have to hold their shares indefinitely

There can be no assurance that an active trading market will develop for the Preferred Shares Series 38 after this offering or for the Preferred Shares Series 39 following the issuance of any of those shares, or if developed, that such a market will be sustained at the offering price of the Preferred Shares Series 38 or the issue price of the Preferred Shares Series 39.

Stock market volatility may affect the market price of the Preferred Shares Series 38 and Preferred Shares Series 39 for reasons unrelated to the Bank's performance.

TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for the Preferred Shares Series 38 and the Preferred Shares Series 39 and for any Common Shares issued upon an NVCC Automatic Conversion is Computershare Trust Company of Canada at its principal office in Toronto.

LEGAL MATTERS

Legal matters in connection with the issue and sale of the Preferred Shares Series 38 will be passed upon, on behalf of the Bank, by Osler, Hoskin & Harcourt LLP and, on behalf of the Underwriters, by McCarthy Tétrault LLP. As at October 13, 2016, partners and associates of each of Osler, Hoskin & Harcourt LLP and McCarthy Tétrault LLP, collectively, beneficially owned, directly or indirectly, less than 1% of any class of issued and outstanding securities of the Bank or any associates or affiliates of the Bank.

PURCHASER'S STATUTORY RIGHTS

Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces and territories, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of these rights or consult with a legal adviser.

To the extent the Preferred Shares Series 38 are convertible, exchangeable or exercisable securities, investors are cautioned that the statutory right of action for damages for a misrepresentation contained in this prospectus supplement or the Prospectus is limited, in certain provincial and territorial securities legislation, to the price at which the Preferred Shares Series 38 are offered to the public under the prospectus offering. This means that, under the securities legislation of certain provinces and territories, if the purchaser pays additional amounts upon conversion, exchange or exercise, as applicable, of the security, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces and territories. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of this right of action for damages or consult with a legal adviser.

CERTIFICATE OF THE UNDERWRITERS

Dated: October 14, 2016

To the best of our knowledge, information and belief, the short form prospectus dated April 13, 2016, together with the documents incorporated in the prospectus by reference, as supplemented by the foregoing, constitutes full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and this supplement as required by the *Bank Act* (Canada) and the regulations thereunder and the securities legislation of all provinces and territories of Canada.

BMO NESBITT BURNS INC.

By: (Signed) BRADLEY J. HARDIE

RBC DOMINION SECURITIES INC.

By: (Signed) JOHN BYLAARD

CIBC WORLD MARKETS INC. NATIONAL BANK FINANCIAL INC. SCOTIA CAPITAL INC. TD SECURITIES INC.

By: (Signed)
SHANNAN LEVERE

By: (Signed)
MAUDE LEBLOND

By: (Signed)
DAVID GARG

By: (Signed)
JONATHAN BROER

DESJARDINS SECURITIES INC.

By: (Signed) WES FULFORD

LAURENTIAN BANK SECURITIES INC.

By: (Signed) THOMAS BERKY

BROOKFIELD
FINANCIAL
SECURITIES LP

CANACCORD
GENUITY CORP.

GMP
SECURITIES L.P.

HSBC
SECURITIES
(CANADA) INC.

INDUSTRIAL
ALLIANCE
SECURITIES INC.

MANULIFE
SECURITIES
INCORPORATED

RAYMOND
JAMES LTD.

By: (Signed)
MARK MURSKI

By: (Signed)
RON SEDRAN

By: (Signed)
DOUGLAS BELL

By: (Signed)
JEFFREY B.
ALLSOP

By: (Signed)
FRED WESTRA

By: (Signed)
DAVID
MACLEOD

By: (Signed)
SEAN MARTIN