

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

**BMO MONTHLY DIVIDEND FUND LTD.**

**Proxy Solicitation**

This management information circular (the “**Circular**”) is being made available to all shareholders of BMO Monthly Dividend Fund Ltd. (the “**Corporation**”) in connection with the annual general meeting of shareholders of the Corporation (the “**Meeting**”) to be held in the Walker Room on the 68th Floor of First Canadian Place, 100 King Street West, Toronto, Ontario on Thursday, June 27, 2024 at 11:00 a.m. (Toronto time) for the purposes set out in the accompanying Notice of Annual General Meeting of Shareholders of the Corporation and below. **Proxies for the Meeting are being solicited by the Corporation and by BMO Investments Inc., in its capacity as manager of the Corporation (the “Manager”).** Solicitations will be made by officers and directors of the Corporation, and by employees, officers and directors of the Manager, by mail, fax, telephone or other personal contact. All costs in connection with the Meeting are being borne by the Corporation.

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

**Revocation of Proxies**

Proxies may be revoked at any time prior to their use by a shareholder of the Corporation indicating in writing the wish to revoke the proxy, or by completing and signing another proxy form. This written revocation, or substitute proxy form, must be signed by the shareholder, or a properly authorized attorney or officer, and must reach us at 250 Yonge Street, 8<sup>th</sup> Floor, Toronto, Ontario M5B 2M8 by 3:00 p.m. (Toronto time) on June 26, 2024 or on the last business day preceding any adjourned meeting, or be deposited with the chairperson of the Meeting prior to the commencement of the Meeting or any adjournment thereof.

**Voting of Proxies**

The proxy form enables a shareholder of the Corporation to instruct the proxyholder to vote for, or to withhold from voting upon or against, the matters being voted upon at the Meeting. Proxies must be signed and returned in order that they are received no later than 48 hours, excluding Saturdays, Sundays and holidays, prior to the commencement of the Meeting or any adjournment thereof. Alternatively, all pages of the executed proxy can be faxed to 1-888-496-1548 or this proxy can be voted online at [www.SecureOnlineVote.com](http://www.SecureOnlineVote.com).

**Shareholders are strongly encouraged to submit their votes or proxy forms ahead of the Meeting. Shares of the Corporation represented by proxies received will be voted as instructed on the proxies. If a signed proxy is received from a shareholder of the Corporation but no instruction is given with regard to the matters to be voted on the shares will be voted "FOR" each of those matters.**

### **Shares Entitled to Vote**

As at May 10, 2024, the authorized shares of the Corporation consisted of an unlimited number of common shares issuable in series, of which an unlimited number of the following series of common shares of the Corporation have been authorized for issue:

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

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

Advisor Series, Classic Series, Series D, Series F, I Series and O Series shares of the Corporation are hereinafter collectively referred to as the "**Shares**". As at May 10, 2024, the number of outstanding Shares were as follows: 14,467,246.38 Advisor Series, 1,082,897.74 Classic Series, and 2,808,593.01 Series F.

Each holder of Shares as at the close of business on May 10, 2024, the record date established for the Meeting (the "**Record Date**"), is entitled to one vote per whole Share owned. These voting rights may be exercised by being present at the Meeting or by completing, signing and returning the attached, or any other similar, form of proxy. If a shareholder to whom Shares have been transferred after the Record Date requests that the Corporation include the shareholder on the list of shareholders of the Corporation eligible to vote at the Meeting, such shareholder will be entitled to vote provided the shareholder satisfies the Corporation of his, her or its eligibility to vote. Quorum for the Meeting is two or more shareholders of the Corporation present in person or represented by proxy and entitled to vote at the Meeting.

To the knowledge of the directors and executive officers of the Corporation at the close of business on May 10, 2024, no person or company beneficially owned, directly or indirectly, or exercised control or direction over, more than 10% of the issued and outstanding Shares of any series of the Corporation entitled to be voted at the Meeting.

## Matters to be Considered at the Meeting

### (1) Receipt of the 2023 Annual Financial Statements

The annual report of the Corporation, including the annual financial statements of the Corporation for the year ended December 31, 2023, together with the auditor's report thereon, which will be placed before the Meeting, has already been mailed to those shareholders who previously requested to receive the annual financial statements and is also available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). There will be no presentation of the annual financial statements of the Corporation at the Meeting.

### (2) Election of Directors

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

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

The table below sets out, as of the Record Date, certain particulars in respect of each person proposed to be nominated for election as a director of the Corporation, and each person whose term of office as a director of the Corporation will continue after the meeting.

<b>Name and Residence</b>	<b>Position with the Corporation</b>	<b>Principal Occupation</b>	<b>Director Since</b>	<b>Number of Shares Beneficially Owned, Directly or Indirectly, or Over Which Control or Direction is Exercised</b>
Helen Killoch <sup>(1)</sup> Ontario, Canada	Director	Chief Financial Officer, Wealth Management, BMO Financial Group	2024	-
Douglas E. Kirk <sup>(2)</sup> Ontario, Canada	Director	Chairman and President, Durham Radio Inc.	2016	-

<b>Name and Residence</b>	<b>Position with the Corporation</b>	<b>Principal Occupation</b>	<b>Director Since</b>	<b>Number of Shares Beneficially Owned, Directly or Indirectly, or Over Which Control or Direction is Exercised</b>
Gilles G. Ouellette Ontario, Canada	Chairman and Director	Chairman, BMO Global Asset Management	2019	-
Thomas A. Pippy <sup>(2)</sup> Ontario, Canada	Director	President, Avonlea Capital Corporation	2016	-
Robert J. Schauer Ontario, Canada	Chief Financial Officer and Director	Head of GAM Business Transformation for North America, BMO Global Asset Management	2012	-

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

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

### **(3) Appointment and Remuneration of Auditor**

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

#### *Approval Process*

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

### **Directors' and Officers' Compensation**

#### *Remuneration of Directors*

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

compensation is determined and approved by the Board in consultation with the human resources department of the Bank of Montreal, the parent company of the Manager.

The compensation paid to the independent directors of the Corporation for the financial years ended on December 31, 2022 and December 31, 2023 is set out in the table below.

<b>Director</b>	<b>Year</b>	<b>Annual Retainer</b>	<b>Meeting Fees</b>	<b>Attendance at Meetings</b>	<b>Total Compensation</b>
Douglas E. Kirk	2023	\$15,000	\$5,000	5/5	\$20,000
	2022	\$15,000	\$5,000	5/5	\$20,000
Thomas A. Pippy	2023	\$15,000	\$5,000	5/5	\$20,000
	2022	\$15,000	\$5,000	5/5	\$20,000

#### Remuneration of Executive Officers

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

#### General

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

### **Management of the Corporation**

#### Management and Distribution Agreement, and Fees

Pursuant to an amended and restated master management and distribution agreement dated as of May 4, 2018, as amended, BMO Investments Inc., with its registered office located at 1 First Canadian Place, 100 King Street West, 43rd Floor, Toronto, Ontario M5X 1A1, acts as the manager of the Corporation and provides, or arranges for the provision of, certain accounting, administrative, portfolio management, registrar, transfer agency and other services and facilities required for the day-to-day operation of the Corporation.

For its services, the Manager is entitled to receive a management fee. The management fees and administration costs paid by the Corporation to the Manager during the year ended December 31, 2023, and during the period ended April 30, 2024, were as follows:

<b>Management Fees Paid During the Year Ended December 31, 2023</b>		<b>Management Fees Paid During the Period January 1, 2024 to April 30, 2024</b>	
Classic Series	Series F	Classic Series	Series F
\$ 110,507.87	\$ 188,391.82	\$ 36,608.22	\$ 61,649.01
Advisor Series	Series D	Advisor Series	
\$ 1,829,518.18	\$ 243.09	\$ 586,757.19	
<b>Administration Costs Paid During the Year Ended December 31, 2023</b>		<b>Administration Costs Paid During the Period January 1, 2024 to April 30, 2024</b>	
Classic Series	Series F	Classic Series	Series F
\$ 2,358.41	\$ 10,452.81	\$ 1,614.25	\$ 4,931.00
Advisor Series	Series D	Advisor Series	
\$ 27,273.75	\$ 75.15	\$ 18,306.23	

*Insiders of the Manager*

The names and municipalities of residence of the individuals who have been a director and/or an executive officer of the Manager at any time since January 1, 2023 are as follows:

<b>Name and Municipality of Residence</b>	<b>Position with the Manager</b>
Nelson C. Avila Toronto, Ontario	Chief Financial Officer
William E.P. Bamber Toronto, Ontario	Head and Ultimate Designated Person, Investment Fund Manager Line of Business, and Director
Michael E. Bonner <sup>1</sup> Toronto, Ontario	Head and Ultimate Designated Person, Mutual Fund Dealer Line of Business, and Director
Thomas C.S. Burian <sup>2</sup> Mississauga, Ontario	Director

<sup>1</sup> Michael E. Bonner was appointed as Head and Ultimate Designated Person, Mutual Fund Dealer Line of Business, and Director on March 28, 2024

<sup>2</sup> Thomas C.S. Burian resigned as Director on February 9, 2024.

<b>Name and Municipality of Residence</b>	<b>Position with the Manager</b>
Salvatore Coniglio <sup>3</sup> Toronto, Ontario	Chief Anti Money Laundering Officer
Denise (Carson) Fernandes Toronto, Ontario	Chief Compliance Officer, Investment Fund Manager Line of Business
Kevin R. Gopaul <sup>4</sup> Oakville, Ontario	Head of Exchange Traded Funds
Benjamin Iraya Oakville, Ontario	Corporate Secretary
Ross F. Kappel Toronto, Ontario	Head, Client Management and Distribution Investment Fund Manager Line of Business, and Director
Viki A. Lazaris Thornhill, Ontario	Director
Steve C. Murphy <sup>5</sup> Toronto, Ontario	Head and Ultimate Designated Person, Mutual Fund Dealer Line of Business, and Director
Gilles G. Ouellette Toronto, Ontario	Chair and Director
Sara Petrich <sup>6</sup> Toronto, Ontario	Head of Exchange Traded Funds and Structured Solutions and Director
Francis Roy Toronto, Ontario	Chief Compliance Officer, Mutual Fund Dealer Line of Business
Robert J. Schauer Toronto, Ontario	Head Investment Funds Operations and Director
Flora Yung <sup>7</sup> Toronto, Ontario	Director
Lena M. Zecchino <sup>8</sup> Toronto, Ontario	Chief Anti-Money Laundering Officer

<sup>3</sup> Salvatore Coniglio was appointed as Chief Anti-Money Laundering Officer on December 5, 2023.

<sup>4</sup> Kevin R. Gopaul resigned as Head of Exchange Traded Funds on August 25, 2023.

<sup>5</sup> Steve C. Murphy resigned as Head and Ultimate Designated Person, Mutual Fund Dealer Line of Business, and Director on March 28, 2024.

<sup>6</sup> Sara Petrich was appointed as Director on March 2, 2023 and Head of Exchange Traded Funds and Structured Solutions on August 25, 2023.

<sup>7</sup> Flora Yung was appointed as Director on February 9, 2024.

<sup>8</sup> Lena M. Zecchino resigned as Chief Anti-Money Laundering Officer on December 5, 2023.

## **Additional Information**

Additional Information about the Corporation is available on the System for Electronic Document Analysis and Retrieval (“**SEDAR+**”) at [www.sedarplus.ca](http://www.sedarplus.ca).

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

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

## **Other Business**

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

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

## **Certificate**

The contents of this Circular and its distribution have been approved by the Board. Except as otherwise indicated, the information contained in this Circular is provided as of May 15, 2024.

DATED at Toronto, Ontario this 15<sup>th</sup> day of May, 2024.

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

*(signed) “Benjamin Iraya”*

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Benjamin Iraya  
Corporate Secretary