3RD SUPPLEMENT **Dated February 25, 2025**

U.S.$30,000,000,000

NOTE ISSUANCE PROGRAMME

This 3rd supplement (the "**3rd Supplement**") to the prospectus dated July 12, 2024, as supplemented by the 1st supplementary prospectus dated August 27, 2024 (the "**1st Supplement**") and the 2nd supplementary prospectus dated December 11, 2024 (the "**2nd Supplement**") (as so supplemented, the "**Prospectus**"), which comprises (i) a base prospectus (for the purposes of Article 8 of the UK Prospectus Regulation) and (ii) admission particulars (for the purposes of the ISM Rulebook), for Bank of Montreal (the "**Bank**"), constitutes a supplementary prospectus in respect of the Prospectus for the Bank for the purposes of Article 23 of the UK Prospectus Regulation and supplementary admission particulars in respect of the admission particulars for the purposes of the ISM Rulebook, and is prepared in connection with the U.S.$30,000,000,000 Note Issuance Programme (the "**Programme**") established by the Bank. This 3rd Supplement also supplements the offering circular dated July 12, 2024, as supplemented by the 1st Supplement and the 2nd Supplement (as so supplemented, the "**Offering Circular**") in respect of Exempt Notes issued under the Programme, which also constitutes admission particulars (for the purposes of the ISM Rulebook). When used in this 3rd Supplement, "**UK Prospectus Regulation**" means Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended.

Terms defined in the Prospectus and the Offering Circular, as the case may be, have the same meanings when used in this 3rd Supplement. This 3rd Supplement is supplemental to, and shall be read in conjunction with, the Prospectus or the Offering Circular, as the case may be, and any other supplements thereto issued by the Bank from time to time.

NEITHER THE OFFERING CIRCULAR NOR THIS 3RD SUPPLEMENT WITH RESPECT TO THE OFFERING CIRCULAR HAVE BEEN REVIEWED OR APPROVED BY THE FINANCIAL CONDUCT AUTHORITY AS COMPETENT AUTHORITY IN THE UNITED KINGDOM, NOR HAVE THEY BEEN REVIEWED OR APPROVED BY ANY COMPETENT AUTHORITY IN ANY MEMBER STATE OF THE EUROPEAN ECONOMIC AREA AND NEITHER CONSTITUTES A PROSPECTUS FOR THE PURPOSES OF THE UK PROSPECTUS REGULATION.

The Bank accepts responsibility for the information in this 3rd Supplement. To the best of the knowledge of the Bank, the information contained in this 3rd Supplement is in accordance with the facts and this 3rd Supplement makes no omission likely to affect its import.

The purpose of this 3rd Supplement is to (i) incorporate by reference in the Prospectus and the Offering Circular the Bank's unaudited interim consolidated financial statements for the three-month period ended January 31, 2025 with comparative unaudited interim consolidated financial statements for the three-month period ended January 31, 2024 (the "**First Quarter 2025 Interim Financial Statements**") and management's discussion and analysis for the three-month period ended January 31, 2025 (the "**First Quarter 2025 MD&A**"); (ii) include an updated statement in respect of no material adverse change and significant change in each of the Prospectus and the Offering Circular; and (iii) in light of the amendment to the Criminal Code (Canada) coming into force on January 1, 2025, update the risk factor relating to Canadian usury laws disclosed in the Prospectus and the Offering Circular.

To the extent that there is any inconsistency between (a) any statement in this 3rd Supplement or any statement incorporated by reference into the Prospectus or the Offering Circular, as the case may be, by this 3rd Supplement; and (b) any other statement in, or incorporated by reference in, the Prospectus or the Offering Circular, as the case may be, the statements in (a) above will prevail.

Save as disclosed in this 3rd Supplement, no significant new factor, material mistake or material inaccuracy relating to the information included in either the Prospectus or the Offering Circular, as the case may be, which is capable of affecting the assessment of Notes issued under the Programme has arisen or been noted, as the case may be, since the publication of the Prospectus or the Offering Circular, as the case may be.

DOCUMENTS INCORPORATED BY REFERENCE

The First Quarter 2025 Interim Financial Statements and the First Quarter 2025 MD&A, contained in the Bank's First Quarter 2025 Report to Shareholders, excluding page 64 of the same, are, by virtue of this 3rd Supplement, incorporated into, and form part of, each of the Prospectus and the Offering Circular. The remainder of the First Quarter 2025 Report to Shareholders is either not relevant for investors or is covered elsewhere in the Prospectus or the Offering Circular, as the case may be.

The First Quarter 2025 Interim Financial Statements and the First Quarter 2025 MD&A have been filed with the National Storage Mechanism and are available for viewing at https://data.fca.org.uk/#/nsm/nationalstoragemechanism.

If documents which are incorporated by reference themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this 3rd Supplement for the purposes of the UK Prospectus Regulation, or the ISM Rulebook, except where such information or other documents are specifically incorporated by reference or attached to this 3rd Supplement.

CANADIAN USURY LAWS RISK FACTOR IN THE PROSPECTUS

The risk factor entitled "**Notes involving interest may be subject to Canadian Usury Laws**" under the heading "**RISK FACTORS**" and the section entitled "**4. Risks related to the structure of a particular issue of Notes**" on page 55 of the Prospectus is deleted and replaced with the following:

"**Notes involving interest may be subject to Canadian Usury Laws**

All Notes issued under the Programme are governed by the laws of the Province of Ontario and the federal laws of Canada applicable therein. The *Criminal Code* (Canada) prohibits the receipt of "interest" at a "criminal rate", which as of January 1, 2025, is an annual percentage rate that exceeds 35 per cent or any other rate as may be prescribed from time to time pursuant to applicable Canadian federal usury laws (prior to January 1, 2025, the criminal rate was an effective annual rate of 60 per cent). Also as of January 1, 2025, regulations made under the *Criminal Code* (Canada) exempt commercial loans not made to natural persons from the application of the criminal rate restrictions where the amount of credit advanced is over $500,000, and provide a partial exemption for similar loans over $10,000 but equal to or less than $500,000 which are subject to an interest rate cap of an annual percentage rate of 48 per cent. Accordingly, the provisions for the payment of interest or a redemption amount in excess of the aggregate nominal amount of the Notes may not be enforceable if the provision provides for the payment of "interest" in excess of the applicable prescribed criminal rate."

CANADIAN USURY LAWS RISK FACTOR IN THE OFFERING CIRCULAR

The risk factor entitled "**Exempt Notes involving interest may be subject to Canadian Usury Laws**" under the heading "**RISK FACTORS**" and the section entitled "**3. Risks related to the structure of a particular issue of Exempt Notes**" on pages 54 to 55 of the Offering Circular is deleted and replaced with the following:

"**Exempt Notes involving interest may be subject to Canadian Usury Laws**

All Exempt Notes issued under the Programme are governed by the laws of the Province of Ontario and the federal laws of Canada applicable therein. The Criminal Code (Canada) prohibits the receipt of "interest" at a "criminal rate", which as of January 1, 2025, is an annual percentage rate that exceeds 35 per cent or any other rate as may be prescribed from time to time pursuant to applicable Canadian federal usury laws (prior to January 1, 2025, the criminal rate was an effective annual rate of 60 per cent). Also as of January 1, 2025, regulations made under the Criminal Code (Canada) exempt commercial loans not made to natural persons from the application of the criminal rate restrictions where the amount of credit advanced is over $500,000, and provide a partial exemption for similar loans over $10,000 but equal to or less than $500,000 which are subject to an interest rate cap of an annual percentage rate of 48 per cent. Accordingly, the provisions for the payment of interest or a redemption amount in excess of the aggregate nominal amount of the Exempt Notes may not be enforceable if the provision provides for the payment of "interest" in excess of the applicable prescribed criminal rate."

NO MATERIAL OR SIGNIFICANT CHANGE STATEMENTS IN THE PROSPECTUS

The section "**No Material or Significant Change**" under the heading "**GENERAL INFORMATION**" on page 272 of the Prospectus is deleted and replaced with the following:

"Since October 31, 2024, the last day of the financial period in respect of which the most recent audited published consolidated financial statements of the Bank have been prepared, there has been no material adverse change in the prospects of the Bank and its subsidiaries taken as a whole.

Since January 31, 2025, the last day of the financial period in respect of which the most recent unaudited published interim consolidated financial statements of the Bank have been prepared, there has been no significant change in the financial performance or financial position of the Bank and its subsidiaries taken as a whole."

NO MATERIAL OR SIGNIFICANT CHANGE STATEMENTS IN THE OFFERING CIRCULAR

The section "**No Material or Significant Change**" under the heading "**GENERAL INFORMATION**" on page 320 of the Offering Circular is deleted and replaced with the following:

"Since October 31, 2024, the last day of the financial period in respect of which the most recent audited published consolidated financial statements of the Bank have been prepared, there has been no material adverse change in the prospects of the Bank and its subsidiaries taken as a whole.

Since January 31, 2025, the last day of the financial period in respect of which the most recent unaudited published interim consolidated financial statements of the Bank have been prepared, there has been no significant change in the financial performance or financial position of the Bank and its subsidiaries taken as a whole."