

A final base shelf prospectus containing important information relating to the securities described in this document has been filed with the securities regulatory authorities in each of the provinces and territories of Canada. A copy of the final base shelf prospectus, any amendment to the final base shelf prospectus and any applicable shelf prospectus supplement that has been filed, is required to be delivered with this document. This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the final base shelf prospectus, any amendment and any applicable shelf prospectus supplement for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.

Bank of Montreal Canadian Growers Barrier Principal At Risk Notes, Series 35 (CAD) (F-Class), Due December 7, 2023

INVESTMENT HIGHLIGHTS

The Notes are designed to provide investors with the opportunity for upside returns while offering contingent protection against a slight to moderate decline in the banks, telecommunication services or utilities sectors in Canada over the term of the Notes. **The Principal Amount is NOT protected under these Notes.**

- **Issuer:** Bank of Montreal.
- **Medium Term:** 6-year term to maturity.
- **Reference Index:** The BMO Canadian Growers Index (Price Return Version) (the “Reference Index”) is a proprietary index that tracks the equity performance of 15 equally-weighted Canadian blue-chip issuers with the highest dividend growth rates relative to their peers. The Reference Index uses a systematic, rules-based methodology that does not rely on any subjective analysis or forecasts. For a security to be eligible for inclusion in the Reference Index, it must be included in the Banks, Telecommunication Services or Utilities industry groups of the S&P/TSX Composite Index and have a market capitalization of at least \$1 billion.*
- **Upside Participation:** 350% participation (or 3.50 times the Index Return) where the Index Return is positive.
- **Downside Participation:** 100% participation where the Final Level is below the Barrier Level.
- **Contingent Protection:** If the Index Return is negative, the Principal Amount will be fully protected so long as the Final Level of the Reference Index is equal to or above **the Barrier Level (i.e. 80% of the Initial Level)** on the Final Valuation Date. If the Final Level of the Reference Index is below the Barrier Level on the Final Valuation Date, a Holder will sustain a loss on the Notes equal to the Index Return (which will be negative by the decline in the Reference Index), subject to the minimum principal repayment of \$1.00 per Note.
- **Daily Secondary Market:** Provided by BMO Capital Markets (may be subject to limitations as described in the Prospectus). The Notes will not be listed on any exchange or marketplace.

** The dividend yield of the Reference Index on November 1, 2017 was 3.99%, representing an aggregate dividend yield of approximately 26.45% compounded annually over the term of the Notes (assuming the dividend yield remains constant). An investment in the Notes does not represent a direct or indirect investment in any of the constituent securities that comprise the Reference Index. Holders have no right or entitlement to the dividends or distributions paid on such securities.*

Available Until:	December 4, 2017
Issue Date:	December 7, 2017
Maturity Date:	December 7, 2023
Selling Concession:	Nil
Minimum Investment:	\$2,000.00

6 Year Term

Linked to
BMO Canadian Growers Index
(Price Return Version)

350% Upside Participation

20% Contingent Protection
at Maturity

**Fundserv
JHN7195**

For more information,
please contact your
Investment Advisor

ADDITIONAL DETAILS

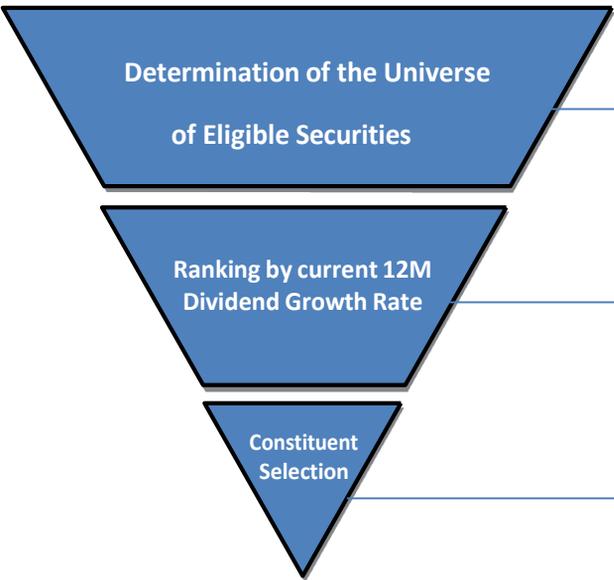
Issuer	Bank of Montreal (the “Bank”).
Issuer Rating	Moody’s: A1; S&P: A+; DBRS: AA (long-term deposits > 1 year).
Issue Price	\$100.00 per Note (the “Principal Amount”).
Upside Participation	350% participation (or 3.50 times the Index Return) where the Index Return is positive.
Reference Index	BMO Canadian Growers Index (Price Return Version). An investment in the Notes does not represent a direct or indirect investment in any of the constituent securities that comprise the Reference Index, and Holders will have no right or entitlement to such securities, including any dividends, distributions or other income or amounts payable on the constituent securities that comprise the Reference Index. The dividend yield of the Reference Index on November 1, 2017 was 3.99%, representing an aggregate dividend yield of approximately 26.45% compounded annually over the term of the Notes (assuming the dividend yield remains constant).
Payment at Maturity	<p>At Maturity, a Holder will receive payment of an amount based on the price return (positive or negative) of the Reference Index. The amount payable on the Notes (the “Maturity Payment Amount”) will be determined as follows:</p> <ol style="list-style-type: none"> i. If the Index Return is positive on the Final Valuation Date, the Maturity Payment Amount will equal \$100.00 + (\$100.00 x Index Return x Upside Participation). There is no Maximum Payment Amount applicable to the Notes; ii. If the Index Return is negative <u>and</u> the Final Level of the Reference Index is equal to or above the Barrier Level on the Final Valuation Date, the Maturity Payment Amount will equal the Principal Amount of the Notes; and iii. If the Index Return is negative <u>and</u> the Final Level of the Reference Index is below the Barrier Level on the Final Valuation Date, the Maturity Payment Amount will equal the Index Return determined as follows: \$100.00 + (\$100.00 x Index Return), subject to the Minimum Payment Amount of \$1.00 per Note.
Barrier Level	80% of the Initial Level of the Reference Index, resulting in full principal protection against a decline in the Closing Level of the Reference Index on the Final Valuation Date of up to 20% from the Closing Level of the Reference Index on the Issue Date.
Barrier Event	A “Barrier Event” will have occurred only if the Final Level of the Reference Index is below the Barrier Level on the Final Valuation Date. The Notes will be subject to a “Final Valuation Date Monitoring”, meaning that the Closing Level of the Reference Index relative to the Barrier Level will only be observed on the Final Valuation Date to determine whether a Barrier Event has occurred under the Notes.
Downside Participation	100% participation where the Final Level is below the Barrier Level.
Maximum Payment Amount	None.
Minimum Payment Amount	\$1.00 per Note.
Secondary Market / Early Trading Charge	The Notes will not be listed on any exchange or marketplace. BMO Capital Markets will use reasonable efforts under normal market conditions to provide for a daily secondary market for the sale of the Notes through the order entry system operated by Fundserv Inc., but reserves the right to elect not to do so in the future, in its sole and absolute discretion, without prior notice to Holders. No Early Trading Charge will apply if the Notes are sold prior to Maturity.
Selling Concession	There will be no selling concessions paid for the Notes.

The Reference Index

BMO Canadian Growers Index

BMO Canadian Growers Index (Price Return version) is a proprietary index that tracks the equity price performance of 15 equally-weighted Canadian blue-chip issuers with the highest dividend growth rates relative to their peers. The Reference Index uses a systematic, rules-based methodology that does not rely on any subjective analysis or forecasts. Each month, the Reference Index constituents are adjusted using the current trailing twelve month dividend growth rate of all Eligible Securities at such time.

Constituent Selection



For a constituent security to be eligible for inclusion in the Reference Index, it must have a market capitalization of at least \$1 billion and be included in the Banks, Telecommunication Services or Utilities industry groups of the S&P/TSX Composite Index based upon the Global Industry Classification System used by the S&P/TSX Composite Index.

In connection with each monthly adjustment of the constituents of the Reference Index, the Eligible Securities are ranked by their respective 12M Dividend Growth Rate calculated pursuant to the Index Methodology from highest to lowest.

The 15 Eligible Securities with the highest 12M Dividend Growth Rate will be selected on each Index Adjustment Date, on an equally-weighted basis, as the constituent securities of the Reference Index for the period ending on the following Index Adjustment Date.

The selection methodology will result in all, some or none of the constituent securities of the Reference Index changing from month to month depending on their relative 12M Dividend Growth Rates at the time. The Reference Index has not been designed to be sector neutral despite the universe of Eligible Securities being limited to the Banks, Telecommunication Services and Utilities industry groups. As the Reference Index is proprietary to the Bank, the common shares of the Bank will not be included in the Reference Index, regardless of their 12M Dividend Growth Rate.

Index Methodology, Publication and Determinations for the Reference Index

The Closing Levels are posted no later than 6:00 p.m. (Toronto time) on each Exchange Day. The Closing Level on any day that is not an Exchange Day will be the Closing Level on the immediately preceding Exchange Day. The specific Closing Level, Index Methodology, constituent securities of the Reference Index, and performance of the Reference Index can be found on the Bank's public website at <http://www.bmosp.com>.

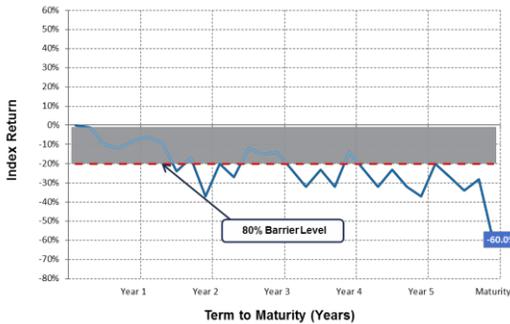
The Bank and its affiliates act in several capacities in connection with the Notes and the Reference Index. Specifically, BMO Capital Markets acts as the Calculation Agent, Index Sponsor and calculation agent of the Reference Index. In its role as calculation agent of the Reference Index, BMO Capital Markets is responsible for, among other things, making certain determinations in respect of the Reference Index, including calculating and publishing Closing Levels.

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HOW DO THE NOTES WORK?

The following examples show how the Index Return and Maturity Payment Amount would be calculated based on certain hypothetical values and assumptions set out below. These examples are for illustrative purposes only and should not be construed as an estimate or forecast of the performance of the Reference Index or the return that a Holder might realize on the Notes.

Scenario 1 – Negative Index Return (Final Level *below* Barrier Level)



Assumptions for scenario

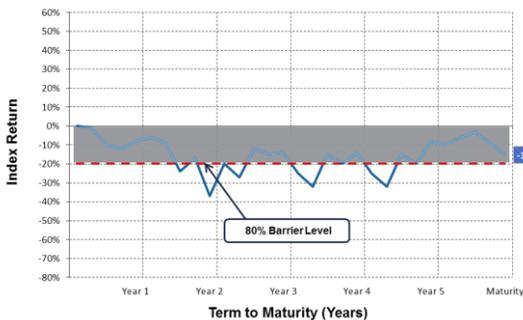
Term = 6 years
 Initial Level = 100.00
Final Level = 40.00
 Upside Participation = 350% where the Index Return is positive
 Barrier Level = 80% of the Initial Level

Return Calculation

- (1) Index Return
 $= (40.00 - 100.00)/100.00$
 $= -60.00\%$
- (2) Maturity Payment Amount
 $= \$100.00 + (\$100.00 \times -60.00\%)$
 $= \$100.00 - \$60.00 = \mathbf{\$40.00}$

Since the Final Level is **below** the Barrier Level, a Holder would receive a payment of **\$40.00** for each \$100.00 Note on the Maturity Date (which is equivalent to a compounded annual loss of 14.16% on the Notes).

Scenario 2 – Negative Index Return (Final Level *above* Barrier Level)



Assumptions for scenario

Term = 6 years
 Initial Level = 100.00
Final Level = 85.00
 Upside Participation = 350% where the Index Return is positive
 Barrier Level = 80% of the Initial Level

Return Calculation

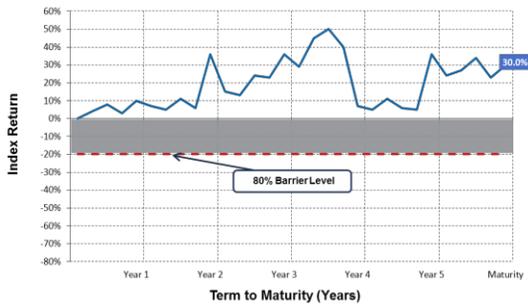
- (1) Index Return
 $= (85.00 - 100.00)/100.00$
 $= -15.00\%$
- (2) Maturity Payment Amount
 $= \$100.00$

Since the Final Level is **above** the Barrier Level, the Maturity Payment Amount will equal the Principal Amount of the Notes, which is **\$100.00** per Note. A Holder will not have suffered any loss on his or her principal investment in the Notes.

The above examples show how the Index Return and Maturity Payment Amount would be calculated based on certain hypothetical values and assumptions set out above. These examples are for illustrative purposes only and should not be construed as an estimate or forecast of the performance of the Reference Index or the return that a Holder might realize on the Notes.

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Scenario 3 – Positive Index Return



Assumptions for scenario

Term = 6 years
 Initial Level = 100.00
Final Level = 130.00
 Upside Participation = 350% where the Index Return is positive
 Barrier Level = 80% of the Initial Level

Return Calculation

(1) Index Return
 = (130.00 - 100.00)/100.00
 = **+30.00%**
 (2) Maturity Payment Amount
 = \$100.00 + (\$100.00 x 30.00% x 350.00%)
 = **\$205.00**

An Index Return of 30.00% would generate a payment amount of **\$205.00** for each \$100.00 Note on the Maturity Date (which is equivalent to a compounded annual return of 12.70% on the Notes).

The above examples show how the Index Return and Maturity Payment Amount would be calculated based on certain hypothetical values and assumptions set out above. These examples are for illustrative purposes only and should not be construed as an estimate or forecast of the performance of the Reference Index or the return that a Holder might realize on the Notes.

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DISCLAIMER

This document should be read in conjunction with the Bank's short form base shelf prospectus dated May 17, 2016 (the "Base Shelf Prospectus"), Prospectus Supplement No. 1 dated May 17, 2016 (the "Product Supplement") and Pricing Supplement No. 139 dated November 6, 2017 (the "Pricing Supplement").

A Holder's return on the Notes will be determined by reference to, but will differ from, the price performance of the Reference Index over the term of the Notes. Bank of Montreal does not guarantee that a Holder will receive an amount equal to or greater than his or her principal investment in the Notes and does not guarantee that any return will be paid on the Notes at Maturity other than the Minimum Payment Amount. The Notes provide contingent protection only, meaning that a Holder could lose some or substantially all of his or her principal investment in the Notes if the Final Level of the Reference Index is below the Barrier Level on the Final Valuation Date. See "Certain Risk Factors" in the Base Shelf Prospectus, "Additional Risk Factors Specific to Enhanced Return Notes" in the Product Supplement and "Terms of the Offering — Risk Factors" in the Pricing Supplement.

A Holder should carefully consider all of the information set forth in the Pricing Supplement, Product Supplement and the Base Shelf Prospectus (collectively, the "Prospectus") and, in particular, should evaluate the specific risk factors set forth under "Suitability for Investment" and "Risk Factors" in the Pricing Supplement.

BMO Nesbitt Burns Inc., one of the Dealers, is a wholly-owned subsidiary of the Bank. As a result, the Bank is a "related issuer" of BMO Nesbitt Burns Inc. for the purposes of National Instrument 33-105 – *Underwriting Conflicts*. See "Plan of Distribution" in the Base Shelf Prospectus.

The Notes have not been and will not be rated by any credit rating organization. A rating is not a recommendation to buy, sell or hold investments, and may be subject to revision or withdrawal at any time by the relevant rating agency.

The Notes will not be deposits that are insured under the *Canada Deposit Insurance Corporation Act* or any other deposit insurance regime designed to ensure the payment of all or a portion of a deposit upon the insolvency of the deposit taking financial institution. See "Description of the Notes — Rank; No Deposit Insurance" in the Product Supplement.

The above summary is for information purposes only and does not constitute an offer to sell or a solicitation to purchase Notes. The offering and sale of Notes may be prohibited or restricted by laws in certain jurisdictions. Notes may only be purchased where they may be lawfully offered for sale and only through individuals qualified to sell them. Unless the context otherwise requires, terms not defined herein will have the meaning ascribed thereto in the Pricing Supplement. A copy of the Pricing Supplement, the Product Supplement and the Base Shelf Prospectus can be obtained at www.sedar.com.

"BMO (M-bar roundel symbol)", "BMO" and "BMO Capital Markets" are registered trademarks of the Bank used under license. The Reference Index is the intellectual property of BMO Capital Markets, and BMO Capital Markets reserves all rights with respect to its ownership of the Reference Index. The Reference Index is a product of BMO Capital Markets. S&P® is a registered trademark of Standard & Poor's Financial Services LLC ("S&P"), Dow Jones® is a registered trademark of Dow Jones Trademark Holdings LLC ("Dow Jones"), and "TSX" is a trademark of the Toronto Stock Exchange ("TSX"). The Notes are not sponsored, endorsed, sold or promoted by S&P Dow Jones Indices LLC, Dow Jones, S&P, their respective affiliates, or the TSX and none of S&P Dow Jones Indices LLC, Dow Jones, S&P, their respective affiliates or the TSX make any representation regarding the advisability of investing in such product(s).