BMO AutoCallable Barrier Notes, Series 384 (CAD) (F-Class) Due January 20, 2032,

Linked to Solactive Canada Blue Chip II AR Index

7 - Year Term
Subject to the notes being automatically called by Bank of Montreal

Annual Call Feature

12.00% per annum Potential fixed return

25% Contingent Protection at Maturity

Investment Highlights

The notes offered by the pricing supplement are unsecured debt securities issued by Bank of Montreal. The objective of the notes is to offer investors the potential for the notes to be automatically called and receive a variable return with contingent downside protection against the loss of their principal investment from any negative performance above the barrier level of Solactive Canada Blue Chip II AR Index over the term of the notes. **The principal amount is NOT fully protected under the notes.**

- **Autocall:** Automatic early redemption at par plus the variable return applicable to the relevant autocall payment date if the closing level is at or above the autocall level on any observation date.
- **Autocall level:** 100.00% of the initial level.
- **Potential fixed return**

Observation date	Fixed return
1	12.00%
2	24.00%
3	36.00%
4	48.00%
5	60.00%
6	72.00%
7	84.00%

- **Barrier protection:** 25.00%
- **Downside participation:** 100.00%, below the barrier level.

Reference Portfolio	
Reference asset	**Ticker symbol**
Solactive Canada Blue Chip II AR Index	SOCABC2A

The Solactive Canada Blue Chip II AR Index is an adjusted return index. It aims to track the gross total return performance of the Solactive Canada Blue Chip II GTR Index (the "underlying index"), calculated in Canadian dollars, less an adjusted return factor of 95 index points per annum that will be calculated daily in arrears (the "adjusted return factor"). The underlying index is intended to track the performance of 10 Blue Chip issuers listed on the Toronto Stock Exchange. The closing level on November 29, 2024 was 1,654.96. The adjusted return factor divided by the closing level was therefore equal to 5.74% on November 29, 2024. Over the term of the notes, the sum of the adjusted return factor will be approximately 665 index points, representing 40.20% of the closing level on November 29, 2024.

The dividend yield of the underlying index on November 29, 2024 was 5.16%, representing an aggregate dividend yield of approximately 36.13% over the term of the notes (assuming the dividend yield remains constant and the dividends are not reinvested).

An investment in the notes does not represent a direct or indirect investment in the reference asset. You have no right or entitlement to the dividends or distributions paid on the reference asset.

Additional Details					
Fundserv Code	**Available Until**	**Issue Date**	**Maturity Date**	**Minimum Investment**	**Selling Concession**
JHN19020	January 15, 2025	January 20, 2025	January 20, 2032	CAD $2,000.00	Nil

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 base 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 base shelf prospectus supplement for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.

BMO

For more information, please contact your Investment Advisor.

www.bmonotes.com

Additional Offering Details

Issuer	Bank of Montreal
Issuer rating	Moody's: Aa2; S&P: A+; DBRS: AA (long-term deposits > 1 year).
Reference asset	Solactive Canada Blue Chip II AR Index (ticker: SOCABC2A).
Currency of notes	Canadian dollar (CAD).
Stated principal amount	CAD $100.00 per note.
Minimum investment	CAD $2,000.00 (20 notes).
Issue date	On or around January 20, 2025.
Final valuation date	January 13, 2032, subject to postponement if such date is not an exchange day or a market disruption event occurs.
Maturity date	January 20, 2032, subject to the notes being automatically called by us.
Term	Approximately seven (7) years.
Observation and Payment Dates	See "Observation and Payment Dates" below.
Participation rate	5.00%
Autocall level	100.00% of the initial level.
Automatic early redemption	The notes will be automatically redeemed on any autocall payment date if, on the corresponding autocall observation date, the closing level is at or above the autocall level. On any such redemption, you will receive a cash payment equal to the stated principal amount multiplied by the sum of (1) 100.00% and (2) the variable return applicable to the relevant autocall payment date, in accordance with the following formula: $= CAD\ \$100.00 \times (100.00\% + variable\ return)$
Variable return	For any given autocall payment date, the variable return is calculated in accordance with the following formula: $= fixed\ return + excess\ return$
Fixed return	Observation date / Fixed Return 1 / 12.00% 2 / 24.00% 3 / 36.00% 4 / 48.00% 5 / 60.00% 6 / 72.00% 7 / 84.00% See "Observation and Payment Dates" below.
Excess return	For any given autocall payment date, the excess return is calculated in accordance with the following formula: $= max(0, (reference\ asset\ return - fixed\ return) \times participation\ rate)$

Initial level	The closing level on the issue date.
Final level	The closing level on the final valuation date.
Reference asset return	In respect of any given date, the reference asset return shall be determined in accordance with the following formula: $= \frac{closing\ level\ -\ initial\ level}{initial\ level}$
Final reference asset return	The reference asset return on the final valuation date.
Barrier level	75.00% of the initial level.
Downside participation	100.00%, below the barrier level.
Barrier event	Monitoring at maturity only.
Payment at maturity	If the notes have not been redeemed, you will receive at maturity for each note you then hold: • If the final level is at or above the autocall level, a maturity payment of at least CAD $184.00 as defined in the automatic early redemption section. • If the final level is at or above the barrier level but below the autocall level, a maturity payment equal to CAD $100.00. • If the final level is below the barrier level, a maturity payment directly linked to the performance of the reference asset. The maturity payment will be equal to the following formula, subject to a minimum payment of CAD $1.00: $= CAD\ \$100.00 + (CAD\ \$100.00 \times final\ reference\ asset\ return)$ **If the notes have not been redeemed early, and the final level is below the barrier level, the payment you receive at maturity may be significantly below the stated principal amount of your notes and may be as little as CAD $1.00.**
Minimum payment	CAD $1.00 per note.
Additional tax information	For information about the Canadian federal income tax considerations associated with an investment in the notes, see "Tax Considerations – Certain Canadian Federal Income Tax Considerations" in the autocallable product supplement, as amended pursuant to the section titled "Certain Canadian Federal Income Tax Considerations" in the pricing supplement. For information about the eligibility of the notes for investment for certain registered plans, see "Eligibility for Investment" in the autocallable product supplement.
Fundserv code	JHN19020
Calculation agent	BMO Capital Markets
Dealer	BMO Nesbitt Burns Inc., an affiliate of ours, and Manulife Wealth Inc., acting as an independent dealer.
Secondary market/early trading charge	The notes will not be listed on any securities exchange. 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 you. Sale requests need to be initiated by 1:00 p.m. (Toronto time, or such other time as may hereafter be

	established by us or Fundserv) on a business day. Any request received after such time will be deemed to be a request sent and received in respect of the next following business day. Sale of a Fundserv Note will be effected at a price equal to the bid price for the note, determined by us in our sole and absolute discretion. No early trading charge will apply if the notes are sold prior to maturity. See “Supplemental Plan of Distribution”, in the pricing supplement.

Observation and Payment Dates

Observation date	Autocall observation date*	Autocall level (% of initial level)	Autocall payment date**	Fixed return	Excess return
1	January 13, 2026	100.00%	January 20, 2026	12.00%	(reference asset return - 12.00%) × 5.00%
2	January 13, 2027	100.00%	January 20, 2027	24.00%	(reference asset return - 24.00%) × 5.00%
3	January 13, 2028	100.00%	January 20, 2028	36.00%	(reference asset return - 36.00%) × 5.00%
4	January 15, 2029	100.00%	January 22, 2029	48.00%	(reference asset return - 48.00%) × 5.00%
5	January 14, 2030	100.00%	January 21, 2030	60.00%	(reference asset return - 60.00%) × 5.00%
6	January 13, 2031	100.00%	January 20, 2031	72.00%	(reference asset return - 72.00%) × 5.00%
7	January 13, 2032	100.00%	January 20, 2032	84.00%	(reference asset return - 84.00%) × 5.00%

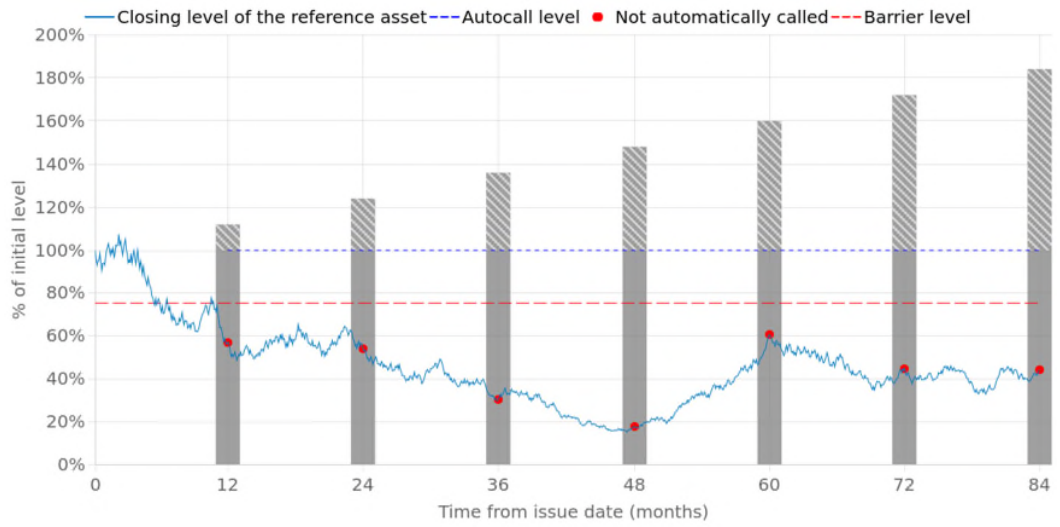
* If a scheduled autocall observation date is not an exchange day for any reason, then such date will be the immediately preceding exchange day. Further, such dates are each also subject to postponement if a market disruption event occurs.
** Each autocall payment date is subject to postponement if such date is not a business day or a market disruption event occurs.

How do the Notes work?

The following hypothetical examples demonstrate how the payment you may receive will be calculated and determined under four different scenarios. **The hypothetical closing levels used in these examples are for illustrative purposes only and should not be construed in any way as estimates or forecasts of the future performance of the reference asset or the return that you might realize on the notes.** All hypothetical examples assume that no events described under "Certain Additional Terms for Notes Linked to a Reference Index" in the autocallable product supplement have occurred during the term. For ease of analysis, figures below have been rounded.

Barrier level	Autocall level
75.00% of the initial level	100.00% of the initial level

Example 1: Payment at Maturity (Negative Scenario)

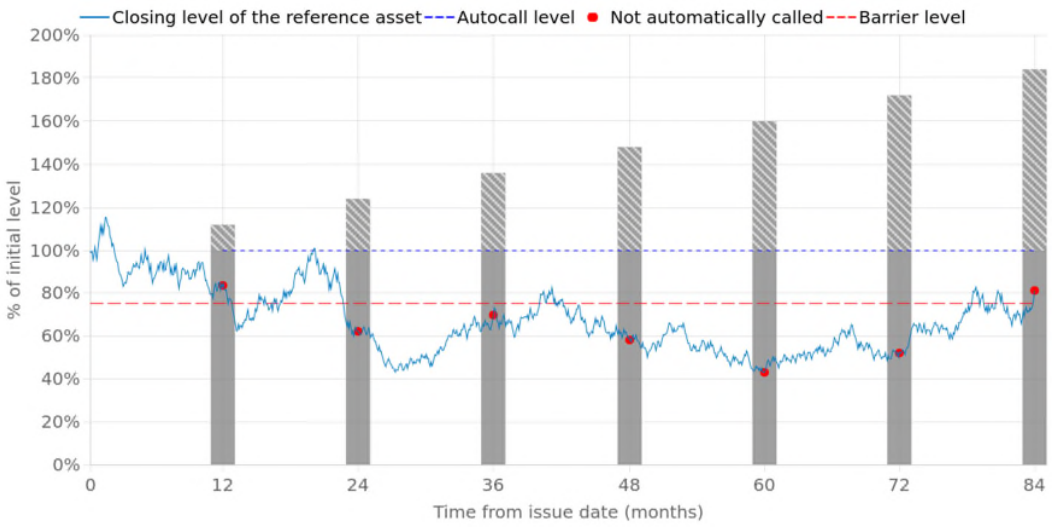


In this hypothetical example, the closing level is below the autocall level on all autocall observation dates, so the notes are not redeemed early. Furthermore, the final level is at 44.00% of the initial level, which is below the barrier level, so the final reference asset return is −56.00%. Accordingly, you would receive a maturity payment of CAD $44.00 per note (which is equivalent to a compounded annual loss of 11.06% on the notes).

In this example, the maturity payment is calculated as follows:

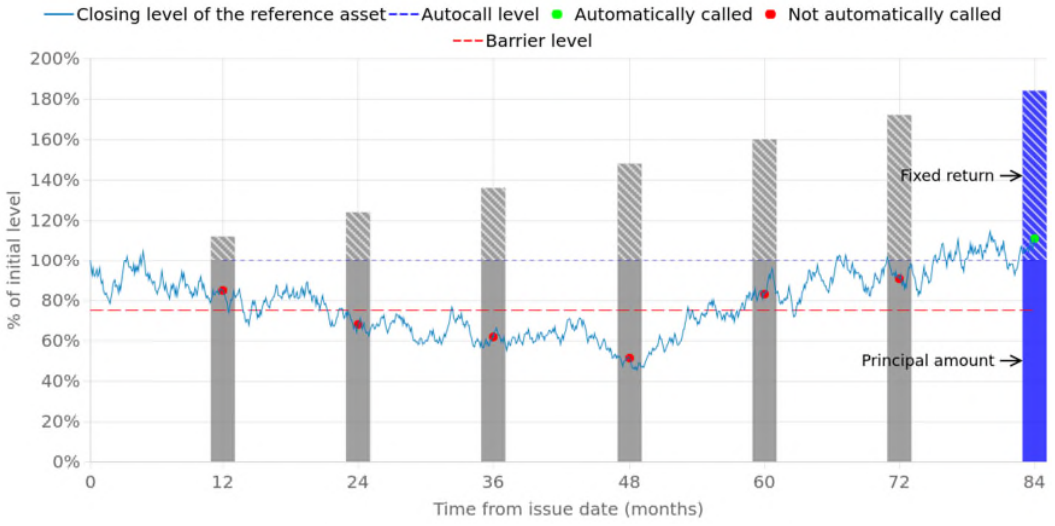
$$\begin{aligned} \textit{Maturity payment} &= \textit{CAD \$100.00} + (\textit{CAD \$100.00} \times \textit{final reference asset return}) \\ &= \textit{CAD \$100.00} + (\textit{CAD \$100.00} \times -56.00\%) \\ &= \textit{CAD \$44.00} \end{aligned}$$

Example 2: Payment at Maturity (Neutral Scenario)



In this hypothetical example, the closing level is below the autocall level on all autocall observation dates, so the notes are not redeemed early. Furthermore, the final level is at 81.00% of the initial level, which is above the barrier level, so the final reference asset return is −19.00%. Accordingly, you would receive a maturity payment of CAD $100.00 per note (which is equivalent to a compounded annual return of 0.00% on the notes).

Example 3: Payment at Maturity (Positive Scenario)



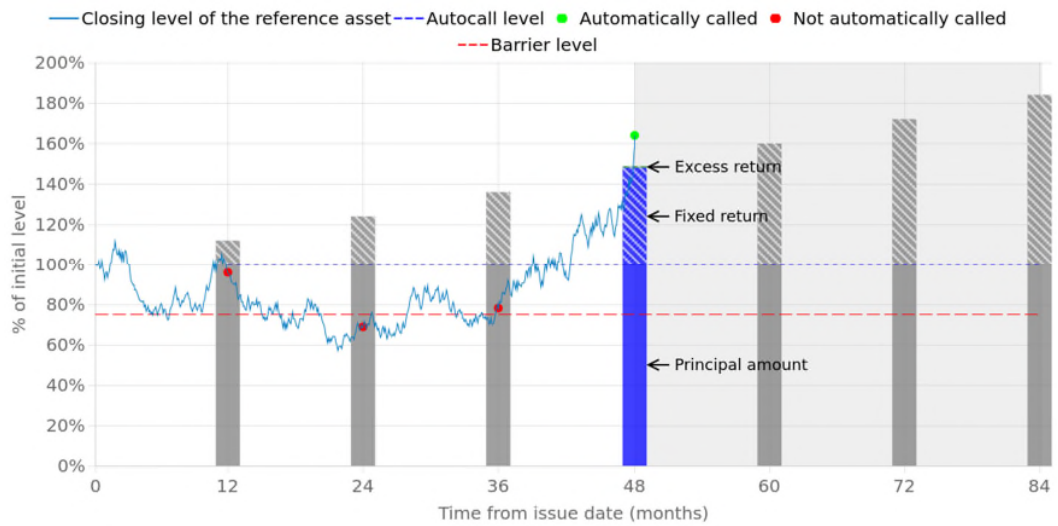
In this hypothetical example, the closing level is below the autocall level on all autocall observation dates until the final valuation date, where it is above. This results in the notes being redeemed in accordance with the autocall conditions on the final valuation date. Furthermore, the final level is at 111.00% of the initial level, which is above the autocall level, so the final reference asset return is 11.00%.

Because the final reference asset return on the final valuation date is less than the fixed return, the excess return will be zero, and accordingly, you would receive a maturity payment equal to the principal amount multiplied by the sum of (1) 100.00% and (2) the fixed return of 84.00%. Accordingly, you would receive a maturity payment of CAD $184.00 per note (which is equivalent to a compounded annual return of 9.10% on the notes).

In this example, the maturity payment is calculated as follows:

$$\begin{aligned} \textit{Maturity payment} &= \textit{CAD \$100.00} \times (100.00\% + \textit{variable return}) \\ &= \textit{CAD \$100.00} \times (100.00\% + \textit{fixed return} + \textit{excess return}) \\ &= \textit{CAD \$100.00} \times (100.00\% + 84.00\% + 0.00\%) \\ &= \textit{CAD \$184.00} \end{aligned}$$

Example 4: Automatic Early Redemption



In this hypothetical example, the closing level is below the autocall level on all autocall observation dates until the fourth autocall observation date. This results in the notes being redeemed early on the fourth autocall payment date. Furthermore, the closing level is at 164.00% of the initial level, which is above the autocall level, so the reference asset return is 64.00%.

Because the reference asset return on the fourth autocall observation date is greater than the fixed return, the excess return will be greater than zero, and accordingly, you would receive an autocall payment equal to the principal amount multiplied by the sum of (1) 100.00%, (2) the fixed return of 48.00% and (3) the excess return. The excess return will be equal to 0.80%, which is calculated as the product of (1) the participation rate of 5.00% and (2) the reference asset return of 64.00% minus the fixed return of 48.00%. Accordingly, you would receive an autocall payment of CAD $148.80 per note (which is equivalent to a compounded annual return of 10.42% on the notes).

In this example, the autocall payment is calculated as follows:

$$\begin{aligned} \textit{Autocall payment} &= \textit{CAD \$100.00} \times (100.00\% + \textit{variable return}) \\ &= \textit{CAD \$100.00} \times (100.00\% + \textit{fixed return} + \textit{excess return}) \\ &= \textit{CAD \$100.00} \times \big(100.00\% + 48.00\% + 5.00\% \times (64.00\% - 48.00\%)\big) \\ &= \textit{CAD \$148.80} \end{aligned}$$

Disclaimer

This document should be read in conjunction with Bank of Montreal's short form base shelf prospectus dated May 25, 2023 (the "base shelf prospectus"), the autocallable notes prospectus supplement dated May 25, 2023 (the "autocallable product supplement") and pricing supplement No. 397 dated December 31, 2024 (the "pricing supplement"), each as amended or supplemented.

Amounts paid to you will depend on the performance of the reference asset. The notes are not designed to be alternatives to fixed income or money market investments. Bank of Montreal does not guarantee that you will receive any return or repayment of your principal investment in the notes at maturity, subject to the minimum payment amount of CAD $1.00 per note. The notes provide contingent protection only, meaning that you could lose some or substantially all of your principal investment in the notes if the final reference asset level is below 75.00% of the initial level on the final valuation date. See "Certain Risk Factors" in the base shelf prospectus, "Risk Factors" in the autocallable product supplement and "Risk Factors" in the pricing supplement.

Prospective purchasers should carefully consider all of the information set forth in the pricing supplement, the autocallable product supplement and the base shelf prospectus and, in particular, should evaluate the specific risk factors set forth under "Risk Factors" in the autocallable product supplement and "Risk Factors" in the pricing supplement.

BMO Nesbitt Burns Inc. is a wholly-owned subsidiary of Bank of Montreal. As a result, Bank of Montreal 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 autocallable product supplement and "Supplemental Plan of Distribution" in the pricing supplement.

The notes have not been and will not be rated. 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 — Ranking" in the autocallable 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 autocallable product supplement and the base shelf prospectus can be obtained at www.sedarplus.ca.

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