

FORM 45-106F1
REPORT OF EXEMPT DISTRIBUTION

5-264895-2
\$103,353,584.06
Dec 31, 2015

Issuer Information

Item 1: State the name of the investment fund as the issuer, and provide the full name of the manager of the investment fund and the address and telephone number of the head office of the manager. Include the former name of the issuer if its name has changed since last report. If an underwriter is completing this form, also state the full name of the underwriter and the address and telephone number of the head office of the underwriter.

Who is completing the form? * ☒ Issuer ☐ Underwriter

Issuer Full Name *

Former "Issuer Full Name" if changed since last report

CIBC U.S. Equity S&P 500 Index Pool

Investment Fund



Investment Fund Manager Full Name *

CIBC Asset Management

Head Office Address Information

Street Address *

Phone Number *

1000 de la Gauchetiere West, Suite 3200

514-875-7045

City *

Province/Territory/Other *

Postal/Zip Code *

Country *

Montreal

Quebec

H3B4W5

Canada

Underwriter Name

Underwriter Head Office Address Information

Street Address

Phone Number

City

Province/Territory/Other

Postal/Zip Code

Country

Item 2: State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

Reporting Issuer? *

☐ Yes ☒ No

Item 3: Indicate the industry of the issuer by checking the appropriate box next to one of the industries listed.

Industry ☐ Bio-tech

☐ Mining - exploration/development

☒ Financial Services - investment companies and funds

☐ Mining - production

☐ Financial Services - mortgage investment companies

☐ Oil and Gas

☐ Forestry

☐ Real estate

☐ Hi-tech

☐ Utilities

☐ Industrial

☐ Other (describe)



*Thank you! Your form and the following attachments
Revised Form20_80033_2015.xls, , have been submitted!
Please print and save a copy of this receipt, the Form and
attachments for your records.*

*Submission ID number is EDR1510002171-647, submitted
date and time: 2017-11-06 16:02:51.468*

Details of distribution

Item 4: Complete Schedule I to this report. Schedule I is designed to assist in completing the remainder of this report. *

Attach the completed Excel file here

Revised Form20_80033_2015.xls 55 KB

To attach Schedule I, you must save a copy of it on your computer before uploading.

Date Format: MM/DD/YYYY

Item 5: State the distribution date. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates.

* First Distribution Date 01/01/2015

Other Distribution Date(s) January 1, 2015 to December 31, 2015

Item 6: For each security distributed:

a) describe the type of security *

Units

b) state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date

Total number of securities distributed *

11,883,338

☐ Convertible

☐ Exchangeable

Expiry Date

Exercise Price

Description

c) State the exemption(s) relied on. *

☒ 45-106-2.3 or s.73.3(2) of the Securities Act (Ontario) [Accredited investor]

☐ 45-106-2.5 [Family, friends and business associates - except in Ontario]

☐ 45-106-2.9(1) or (2) [Offering memorandum - except in Ontario]

☐ 45-106-2.10 [Minimum amount]

☐ 45-106-2.12 [Asset acquisition]

☐ 45-106-2.13 [Petroleum, natural gas and mining properties]

☐ 45-106-2.14 [Securities for debt]

☐ 45-106-2.19 [Additional investment in investment funds]

☐ 45-106-2.30 [Isolated distribution by issuer]

☐ 45-106-5.2 [TSX Venture Exchange offering - except in Ontario]

If an offering memorandum is provided to a prospective purchaser, you are requested to attach an electronic version of the offering memorandum (see section 5.4 of OSC Rule 45-501 - Ontario Prospectus and Registration Exemptions)

☐ Check this box if the current version of the offering memorandum relating to this distribution has previously been filed with the OSC and provide the date it was filed.

Date

Details of distribution

Item 7: Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table, securities issued as payment for commissions or finder's fees disclosed under item 8, below.

| Each jurisdiction where purchasers reside* | Number of purchasers * | Price per security 1 * (Canadian \$) | | Total dollar value raised from * purchasers in the jurisdiction (Canadian \$) |
|--|------------------------|---|-----------|---|
| | | Low | High | |
| British Columbia | 3 | \$ 8.766 | \$ 9.789 | 103,353,584.06 |
| Ontario | 7 | \$ 8.347 | \$ 10.087 | 3,982,088.24 |
| Quebec | 3 | \$ 8.757 | \$ 8.999 | 204,902 |

Total number of purchasers

13

**Total dollar value of
distribution in all jurisdictions
(Canadian \$)**

107,540,574.3

Note 1: If securities are issued at different prices list the highest and lowest price the securities were sold for. If securities are issued at the same price, list that price under both "Low" and "High".

Commissions and finder's fees

Item 8: Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution(s). Compensation includes commissions, discounts or other fees or payments of a similar nature. Do not include payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

Alternatively, you may provide the same information by completing and uploading the commissions and finder's fee template found at the beginning of the Form.

No commission paid



If the securities being issued as compensation are or include convertible securities, such as warrants or options, please add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted.

Add footnote



☐ Individual☐ Firm

| | | |
|--|---------------------------|----------------------|
| First Name | Last Name | Firm Name |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |
| Street Address | City | Province/Territory |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |
| Postal/Zip Code | Country | |
| <input type="text"/> | <input type="text"/> | |
| <input type="checkbox"/> Cash <input type="checkbox"/> Securities | Cash (Canadian \$) | |
| | <input type="text"/> | |
| Number of securities issued | Type of securities issued | Price per security |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |
| | Select Security Type | Select Exemption |
| | | |
| Total dollar value of compensation (Canadian \$). Total dollar value should include the value of any securities and cash added together. | | <input type="text"/> |

Additional information

You may include in the box below any explanation(s) about the information included in the Form if that will make the information easier to understand. For example, an explanation of currency conversion rates could be included here, if applicable. It is not mandatory to complete this box:

Reallocating one distribution from BC to ON

Authorization of Indirect Collection of Personal Information for Distributions in Ontario

Item 9: If a distribution is made in Ontario, please include the attached "Authorization of Indirect Collection of Personal Information for Distributions in Ontario." The "Authorization of Indirect Collection of Personal Information for Distributions in Ontario" is only required to be filed with the Ontario Securities Commission.

Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authorities or, where applicable, the regulators under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or, where applicable, the regulator in the jurisdiction(s) where the form is filed, at the address(es) listed at the end of this report.

Authorization of Indirect Collection of Personal Information for Distributions in Ontario

The attached Schedule I contains personal information of purchasers and details of the distribution(s). The issuer/underwriter hereby confirms that each purchaser listed in Schedule I of this report who is resident in Ontario

(a) has been notified by the issuer/underwriter

- (i) of the delivery to the Ontario Securities Commission of the information pertaining to the person as set out in Schedule I,
- (ii) that this information is being collected indirectly by the Ontario Securities Commission under the authority granted to it in securities legislation,
- (iii) that this information is being collected for the purposes of the administration and enforcement of the securities legislation of Ontario, and
- (iv) of the title, business address and business telephone number of the public official in Ontario, as set out in this report, who can answer questions about the Ontario Securities Commission's indirect collection of the information, and

(b) has authorized the indirect collection of the information by the Ontario Securities Commission.

☒ The issuer/underwriter confirms the above

Certificate

On behalf of the issuer, I certify that the statements made in this report are true.

Date: *October 10, 2017

CIBC U.S. Equity S&P 500 Index Pool

Name of the issuer (please print) *

Alex Muto Managing Director, Business 416-408-9478

(name) * (title) * (phone number) *

Alex Muto

Signature *

☒ I have been authorized to submit this form on behalf of the person signing the form

Print name and title of the person submitting the form

Melane Cosway Director, Regulatory Reporting

(name) * (title) *

Item 10: State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

Same as above



Name *

Title *

Phone Number *

| | | |
|--|--|--|
| | | |
|--|--|--|

If available, you are requested to provide the Company Name and E-mail address of the person named above.

Company Name

E-mail

CIBC Asset Management

melane.cosway@cibc.ca

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.

Certificate

submissionID

