

**Form 45-106F6**  
***British Columbia Report of Exempt Distribution***

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution in British Columbia.

**Issuer/underwriter information**

**Item 1: Issuer/underwriter name and contact information**

A. State the following:

Canadian Imperial Bank of Commerce (“CIBC”)  
Commerce Court,  
Toronto, Ontario, Canada  
M5L 1A2  
Telephone: 416 980-3043  
[www.cibc.com](http://www.cibc.com)

B. If an underwriter is completing this report, state the following:

N/A

**Item 2: Reporting issuer status**

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

CIBC is a reporting issuer in each of the provinces and territories of Canada.

B. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, name the investment fund manager and state the jurisdiction(s) where it is registered.<sup>1, 2</sup>

N/A

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<sup>1</sup> SE Comment: A Form 45-106F1 may be used instead by an investment fund.

<sup>2</sup> SE Comment: If relying on an exemption in paragraph 7 or 8 of BCI 45-533 (relating to foreign public issuers and their subsidiaries or subsidiaries of reporting issuers) it must be noted here.

**Item 3: Issuer's industry**

Indicate the industry of the issuer by checking the appropriate box below.

- |   |  |
|---|--|
| <input type="checkbox"/> Bio-tech                       | Mining   |
| Financial Services                                      | <input type="checkbox"/> exploration/development     |
| <input type="checkbox"/> investment companies and funds | <input type="checkbox"/> production                  |
| <input type="checkbox"/> mortgage investment companies  | <input type="checkbox"/> Oil and gas                 |
| <input type="checkbox"/> Hi-tech                        | <input type="checkbox"/> Real estate                 |
| <input type="checkbox"/> Industrial                     | <input type="checkbox"/> Utilities                   |
|   | <input checked="" type="checkbox"/> Other (describe) |
|   | <u>Financial Services – banks and trusts</u>         |

**Item 4: Insiders and promoters of non-reporting issuers<sup>3,4</sup>**

If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

If the issuer is not a reporting issuer in any jurisdiction of Canada, complete the following table by providing information about each insider and promoter of the issuer. If the insider or promoter is not an individual, complete the table for directors and officers of the insider or promoter.

<b>Information about insiders and promoters</b>			
Full name, municipality and country of principal residence	All positions held (e.g., director, officer, promoter and/or holder of more than 10% of voting securities)	Number and type of securities of the issuer beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution	Total price paid for all securities beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution (Canadian \$)
N/A	N/A	N/A	N/A
N/A	N/A	N/A	N/A

<sup>3</sup> SE comment: This item is not required to be completed for a “foreign public issuer.”

<sup>4</sup> SE comment: Pursuant to BCI 45-533 the information in table 4 is only required for each director, executive officer, control person and promoter of the issuer.

**Details of distribution****Item 5: Distribution date**

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

February 4, 2013

**Item 6: Number and type of securities**

CIBC has issued the CIBC Accelerated Return Note Securities Linked to EnCana Corporation due February 4, 2015 (the "Notes"). The Notes are debt obligation of CIBC. The principal amount is \$100.00 per Note. The objective of the Notes is to provides investors with the opportunity to participate in 200% of any positive price return of the common shares of Enaca Corporation (the "Reference Shares"), subject to a maximum return of 58.00% per Note. Therefore, the maximum Maturity Amount that may be payable at maturity is \$158.00 per Note (annual compounded return of 25.70% per Note). The original principal amount invested is not protected and investors will participate in 100.00% of any negative price return of the Reference Share. As such, at maturity investors may receive less than the original principal amount invested, subject to a minimum Maturity Amount of \$1.00.

**Item 7: Geographical information about purchasers**

Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report. The information provided in this table must reconcile with the information provided in item 8 and Schedules I and II.

Each Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	1	\$100.00	\$50,000
Ontario	21	\$100.00	\$1,625,000
Total number of Purchasers	22		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$1,675,000

Note 1: If securities are issued at different prices, list the highest and lowest price for which the securities were sold.

**Item 8: Information about purchasers***Instructions*

A. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

B. Information about the purchasers of securities under the distribution is required to be disclosed in different tables in this report. Complete

- the following table for each purchaser that is not an individual, and
- the tables in Schedules I and II of this report for each purchaser who is an individual. Do not include in the tables information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report.

C. An issuer or underwriter completing this table in connection with a distribution using the exemption in subparagraph 6.1(1)(j) [*TSX Venture Exchange offering*] of National Instrument 45-106 *Prospectus and Registration Exemptions* may choose to replace the information in the first column with the total number of purchasers, whether individuals or not, by jurisdiction. If the issuer or underwriter chooses to do so, then the issuer or underwriter is not required to complete the second column or the tables in Schedules I and II.

<b>Information about non-individual purchases</b>					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
N/A	N/A	N/A	N/A	N/A	N/A

**Commissions and finder's fees****Item 9: Commissions and finder's fees***Instructions*

A. 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 information

about payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

**B.** If the securities being issued as compensation are or include convertible securities, such as warrants or options, 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.

Full name and address of the person being compensated	Indicate if the person being compensated is an insider(I) of the issuer or a registrant (R)	Compensation paid or to be paid (cash and/or securities)				
		Cash (Canadian \$)*	Securities			Total dollar value of compensation (Canadian \$)*
			Number and type of securities issued	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
RBC Dominion Securities Inc. 260 East Beaver Creek Road Suite 500 Richmond Hill, ON L4B 3M3	N/A	\$31,500	N/A	N/A	N/A	\$31,500
CIBC Wood Gundy One London Place 255 Queens Ave Suite 2200 London, ON N6A 5R8	N/A	\$2,000	N/A	N/A	N/A	\$2,000

## Certificate

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

February 4, 2013

Canadian Imperial Bank of Commerce

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Name of issuer (please print)

Ron Schlumpf, Managing Director (Tel: 416-594-7088)

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Print name, title and telephone number of person signing

(signed) "*Ron Schlumpf*"

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Signature

### *Instruction*

*The person certifying this report must complete the information in the square brackets by deleting the inapplicable word. For electronic filings, substitute a typewritten signature for a manual signature.*

### **Item 10: Contact information**

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.

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

### **Notice - Collection and use of personal information**

The British Columbia Securities Commission collects and uses the personal information required to be included in this report for the administration and enforcement of the *Securities Act*. If you have any questions about the collection and use of this information, contact the British Columbia Securities Commission at the following address:

### **British Columbia Securities Commission**

P.O. Box 10 42, Pacific Centre  
701 West Georgia Street  
Vancouver, British Columbia V7Y 1L2  
Telephone: (604) 899-6500  
Toll free across Canada: 1-800-373-6393  
Facsimile: (604) 899-6581

## ***Guidance for completing and filing Form 45-106F6***

- 1. Required form in British Columbia*** - In British Columbia, file this report and the applicable fee using BCSC e-services in accordance with British Columbia Instrument 13-502 Electronic filing of reports of exempt distribution. If the distribution occurs in British Columbia and one or more other jurisdictions, the issuer is required to file this report in British Columbia and file Form 45-106F1 in the other applicable jurisdictions.
- 2. What is a distribution?*** - In British Columbia, "distribution" includes distributions made from British Columbia to purchasers resident in other Canadian or foreign jurisdictions if the issuer has a significant connection to British Columbia. If the issuer has a significant connection to British Columbia, complete the tables in item 8 and Schedules I and II for all purchasers.

*In British Columbia, "distribution" also includes distributions made from another Canadian or foreign jurisdiction to purchasers resident in British Columbia. If the issuer is from another Canadian or foreign jurisdiction, complete the tables in item 8 and Schedules I and II only for purchasers resident in British Columbia.*

- 3. What is a purchaser?*** - References to a purchaser in this report are to the beneficial owner of the securities.
- 4. What is an individual?*** - An individual is a natural person. A corporation, partnership, party, trust, fund, association, and any other organized group of persons is not an individual.
- 5. Space in tables*** - If the space provided in any table in this Form is insufficient, please adjust the table to include additional space.
- 6. Multiple distributions*** - One report may be used for multiple distributions occurring within 10 days of each other if the report is filed on or before the 10th day following the first of such distributions.
- 7. Fees*** - In order to determine the applicable fee, consult Fee Checklist British Columbia Form 11-901F (item # 16).