

**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.

Information about insiders and promoters			
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.

October 3, 2012

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

CIBC has issued the CIBC Alerian MLP Infrastructure Index-Linked ROC Notes due October 3, 2017 (the "Notes"). The Notes are a 5-year principal at risk investment that provides investors with the opportunity with exposure to the performance of the total return version of the Alerian MLP Infrastructure Index (the "Reference Index"). A notional portfolio ("Notional Portfolio") will be established in respect of each Note issued equal to \$98.00 (the "Notional Portfolio Value") which will be notionally invested in the Reference Index. CIBC will pay to Investors quarterly partial repayments of the Principal Amount ("Partial Principal Repayments") intended to reflect the actual distributions by the constituents in the total return version of the Reference Index in the previous quarter, converted to Canadian dollars, no later than the 6<sup>th</sup> Business Day following the end of each quarter during the term of the Notes other than the final quarter. The amount of the Partial Principal Repayment will be deducted from the Notional Portfolio Value. At maturity, investors will receive, in respect of each Note held, the Notional Portfolio Value, equal to the remaining principal amount plus the variable return. The Notes are not principal protected, and an investor may receive less than the original principal amount invested, subject to a minimum Maturity Amount of \$1.00 per Note.

**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>i</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	12	\$100.00	\$4,541,000
Ontario	4	\$100.00	\$5,694,000
Alberta	6	\$100.00	\$1,425,000
Total number of Purchasers	22		

Total dollar value of distribution in all jurisdictions (Canadian \$)		\$11,660,000
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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)
Coleco Inc. 2558 Queens Ave. West Vancouver, BC Canada V7V 2Y8 Irfhan Rajani 604-913-8384	N/A	6,500 Notes	\$650,000	2.3 of NI 45-106	2012-10-03
GMBH Management Ltd. 4,220 Evergreen Ave West Vancouver, BC V7V 1H1 604-882-5000	N/A	8,000 Notes	\$800,000	2.3 of NI 45-106	2012-10-03
Ryebridge Capital Corp. 4659 Strathcona Road North Vancouver, BC	N/A	10,000 Notes	\$1,000,000	2.3 of NI 45-106	2012-10-03

V7G 1G7 604-377-7095					
Mackay & Associates Advisors Inc. 904 Beaumont Drive North Vancouver, BC V7R 1P4 604-862-9870	N/A	2,000 Notes	\$200,000	2.3 of NI 45-106	2012-10-03
Streu Holdings Ltd. 3460 11 <sup>th</sup> Ave W Vancouver, BC V6R 2J9 604-738-4498	N/A	1,450 Notes	\$145,000	2.3 of NI 45-106	2012-10-03
Signature Properties Ltd. 452 18 <sup>th</sup> Street E North Vancouver, BC V7L 2Y2 604-924-0714	N/A	830 Notes	\$83,000	2.3 of NI 45-106	2012-10-03
AAP Enterprises Ltd. 1436 Harwood Street Unit #803 Vancouver, BC V6G 1X5 604-682-8433	N/A	1000 Notes	\$100,000	2.3 of NI 45-106	2012-10-03
The Joan Gibbs Alter Ego Trust 328 Taylor Way, Suite 19A West Vancouver, BC V7T 2Y4 604-922-7773	N/A	2,300 Notes	\$230,000	2.10(1) of NI 45-106	2012-10-03

### **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)	
Richardson GMP Limited Bentall 4-1055 Dunsmuir Street, Suite 3318 Vancouver, BC V6C 2X8	N/A	\$178,570	N/A	N/A	N/A	\$173,970
Richardson GMP Limited 525 8th Avenue S.W. - Suite 4700 Calgary, AB T2P1G1	N/A	\$18,500	N/A	N/A	N/A	\$18,500

## Certificate

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

December 28, 2012

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