

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and only by persons permitted to sell these securities. These securities have not been and will not be registered under the United States Securities Act of 1933, as amended, or any state securities laws and may not be offered or sold in the U.S. or to U.S. persons except pursuant to an exemption from the registration requirements of those laws.



CIBC ASSET MANAGEMENT

## PROSPECTUS

Continuous Offering

January 15, 2024

This prospectus qualifies the distribution of common units (the *Common Units*) of the exchange traded funds listed below each of which is a trust created under the laws of the province of Ontario.

### **CIBC Index ETFs**

CIBC Canadian Short-Term Bond Index ETF

CIBC Canadian Bond Index ETF

CIBC Global Bond ex-Canada Index ETF  
(CAD-Hedged)

CIBC Canadian Equity Index ETF

CIBC U.S. Equity Index ETF

CIBC U.S. Equity Index ETF (CAD-Hedged)

CIBC International Equity Index ETF

CIBC International Equity Index ETF  
(CAD-Hedged)

CIBC Emerging Markets Equity Index ETF

CIBC Clean Energy Index ETF

### **CIBC Non-Index ETFs**

CIBC Qx Canadian Low Volatility Dividend  
ETF

CIBC Qx U.S. Low Volatility Dividend ETF

CIBC Qx International Low Volatility Dividend  
ETF

CIBC Active Investment Grade Floating Rate  
Bond ETF

CIBC Active Investment Grade Corporate  
Bond ETF

CIBC Flexible Yield ETF (CAD-Hedged)

CIBC International Equity ETF

CIBC Global Growth ETF

The CIBC Index ETFs and the CIBC Non-Index ETFs are collectively referred to as the "CIBC ETFs".

CIBC Asset Management Inc. (referred to as *CAMI*, the *Trustee*, the *Manager* or the *Portfolio Advisor*) is the trustee, manager and portfolio advisor of the CIBC ETFs, and is responsible for the administration and investment management of the CIBC ETFs. The Manager's head office is located at 81 Bay Street, CIBC Square, Toronto, Ontario, M5J 0E7. See "Organization and Management Details of the CIBC ETFs – Manager".

## Investment Objectives

### **CIBC Index ETFs**

Each of the CIBC Index ETFs seeks to replicate, to the extent reasonably possible and before fees and expenses, the performance of an index (each, an “Index” and collectively, the “Indices”).

### **CIBC Non-Index ETFs**

**CIBC Qx Canadian Low Volatility Dividend ETF** seeks current income and long-term capital growth by investing primarily in Canadian equity securities that are expected to provide regular income from dividends, while seeking to reduce volatility.

**CIBC Qx U.S. Low Volatility Dividend ETF** seeks current income and long-term capital growth by investing primarily in U.S. equity securities that are expected to provide regular income from dividends, while seeking to reduce volatility.

**CIBC Qx International Low Volatility Dividend ETF** seeks current income and long-term capital growth by investing primarily in foreign equity securities located in Europe, the Far East, and the Pacific Rim that are expected to provide regular income from dividends, while seeking to reduce volatility.

**CIBC Active Investment Grade Floating Rate Bond ETF** seeks to generate current income while preserving capital by investing primarily in a portfolio of Canadian debt securities and by using interest rate derivatives that seek to mitigate the effect of interest rate fluctuations.

**CIBC Active Investment Grade Corporate Bond ETF** seeks to generate a high level of current income while preserving capital by investing primarily in bonds, debentures, notes and other debt instruments of Canadian issuers.

**CIBC Flexible Yield ETF (CAD-Hedged)** seeks to generate long-term total return and current income by investing primarily in high yielding debt and investment grade fixed income securities of issuers located anywhere in the world. Exposure to these types of securities will be obtained by investing primarily in Renaissance Flexible Yield Fund (or its successor fund), and/or by investing directly in the securities.

**CIBC International Equity ETF** seeks to generate long-term capital growth through capital appreciation by investing primarily in a diversified portfolio of equity securities of foreign companies located in Europe, the Far East, and the Pacific Rim. Exposure to these types of securities will be obtained by investing primarily in Renaissance International Equity Fund (or its successor fund), and/or by investing directly in the securities.

**CIBC Global Growth ETF** seeks to generate long-term capital growth by investing in a diversified portfolio consisting primarily of equity securities of companies located anywhere in the world. Exposure to these types of securities will be obtained by investing primarily in Renaissance Global Growth Fund (or its successor fund), and/or by investing directly in the securities.

See “Investment Objectives”.

### **Listing of Units**

Each CIBC ETF issues Units on a continuous basis and there is no maximum number of Units that may be issued. The Units are denominated in Canadian dollars. Holders of Units of the ETFs are referred to as Unitholders.

Units of CIBC Canadian Short-Term Bond Index ETF, CIBC Canadian Bond Index ETF, CIBC Global Bond ex-Canada Index ETF (CAD-Hedged), CIBC Canadian Equity Index ETF, CIBC U.S. Equity Index ETF, CIBC U.S. Equity Index ETF (CAD-Hedged), CIBC International Equity Index

ETF, CIBC International Equity Index ETF (CAD-Hedged), CIBC Emerging Markets Equity Index ETF, CIBC Active Investment Grade Floating Rate Bond ETF, CIBC Active Investment Grade Corporate Bond ETF, CIBC Flexible Yield ETF (CAD-Hedged), CIBC International Equity ETF, and CIBC Global Growth ETF are listed on the Toronto Stock Exchange (the **TSX**) and a holder of Units may buy or sell Units of these CIBC ETFs on the TSX or another exchange or marketplace through registered brokers and dealers in the province or territory where the Unitholder resides.

Units of CIBC Qx Canadian Low Volatility Dividend ETF, CIBC Qx U.S. Low Volatility Dividend ETF, CIBC Qx International Low Volatility Dividend ETF, and CIBC Clean Energy Index ETF are listed on the NEO Exchange Inc. (now operating as Cboe Canada Inc.) (the **Cboe Canada**) and a holder of Units may buy or sell Units of these CIBC ETFs on the Cboe Canada or another exchange or marketplace through registered brokers and dealers in the province or territory where the Unitholder resides.

Unitholders or investors may incur customary brokerage commissions in buying or selling Units. No fees are paid by Unitholders or investors to the Manager or any CIBC ETF in connection with buying or selling of Units on the TSX, the Cboe Canada or another exchange or marketplace. Unitholders may (i) redeem Units of any CIBC ETF for cash at a redemption price per Unit equal to 95% of the closing price for the applicable Units on the TSX or the Cboe Canada, as the case may be, on the effective day of redemption, subject to a maximum redemption price per Unit equal to the series net asset value per Unit (referred to as *Series NAV per Unit*) on the effective day of redemption, less any applicable administration fee determined by the Manager, in its sole discretion, from time to time, or (ii) exchange a Prescribed Number of Units (as defined herein) (or an integral multiple thereof) for Baskets of Securities (as defined herein) and cash or, in certain circumstances, for cash. See “Exchange and Redemption of Units – Redemption of Units of a CIBC ETF for Cash” and “Exchange and Redemption of Units – Exchange of Units of a CIBC ETF at Series NAV per Unit for Baskets of Securities and/or Cash” for further information.

The CIBC ETFs will generally issue Units directly to the designated broker and dealers. CIBC World Markets Inc., an affiliate of the Manager, acts as a designated broker and dealer for the CIBC ETFs.

### **Eligibility for Investment**

In the opinion of Blake, Cassels & Graydon LLP, provided that a CIBC ETF qualifies as a “mutual fund trust” within the meaning of the Tax Act (as defined herein), or the Units of that CIBC ETF are listed on a “designated stock exchange” within the meaning of the Tax Act (which currently includes the TSX and the Cboe Canada), the Units of that CIBC ETF, if issued on the date hereof, would be on such date qualified investments under the Tax Act for a trust governed by a registered retirement savings plan, a registered retirement income fund, a registered disability savings plan, a deferred profit sharing plan, a registered education savings plan, a tax-free savings account, or a first home savings account.

See “Income Tax Considerations – Registered Plans and Eligibility for Investment”.

### **Additional Considerations**

No designated broker or dealer has been involved in the preparation of this prospectus or performed any review of the contents of this prospectus and as such, the designated broker and dealers do not perform many of the usual underwriting activities in connection with the distribution by the CIBC ETFs of their Units under this prospectus.

For a discussion of the general and specific risks associated with an investment in Units of the CIBC ETFs, see “Risk Factors”.

Registration of interests in, and transfer of, the Units will be made only through CDS Clearing and Depository Services Inc. Beneficial owners will not have the right to receive physical certificates evidencing their ownership.

### **Documents Incorporated by Reference**

Additional information about each CIBC ETF is available in the most recently filed annual financial statements, any interim financial reports filed after those annual financial statements, the most recently filed annual management report of fund performance (referred to as *MRFP*), any interim MRFP filed after the annual MRFP, and the most recently filed ETF Facts (as defined herein) for each CIBC ETF.

These documents are incorporated by reference into, and legally form an integral part of, this prospectus. These documents are publicly available on the CIBC ETFs' website at [cibc.com/etfs](http://cibc.com/etfs) and may be obtained upon request, at no cost, by calling [1-888-888-3863](tel:1-888-888-3863), sending an email to [info@cibcassetmanagement.com](mailto:info@cibcassetmanagement.com) or by contacting your dealer. These documents and other information about the CIBC ETFs are also publicly available at [sedarplus.ca](http://sedarplus.ca). See "Documents Incorporated by Reference" for more information.

GLOSSARY	6
PROSPECTUS SUMMARY	11
OVERVIEW OF THE LEGAL STRUCTURE OF THE CIBC ETFs	30
INVESTMENT OBJECTIVES	30
THE INDICES	32
INVESTMENT STRATEGIES	34
OVERVIEW OF THE SECTORS IN WHICH THE CIBC ETFs INVEST	42
INVESTMENT RESTRICTIONS	42
FEES AND EXPENSES	42
RISK FACTORS	45
DISTRIBUTION POLICY	67
PURCHASES OF UNITS	69
EXCHANGE AND REDEMPTION OF UNITS	71
PRICE RANGE AND TRADING VOLUME OF UNITS	75
INCOME TAX CONSIDERATIONS	80
ENHANCED TAX INFORMATION REPORTING	88
ORGANIZATION AND MANAGEMENT DETAILS OF THE CIBC ETFs	88
CALCULATION OF NET ASSET VALUE PER UNIT	98
ATTRIBUTES OF THE SECURITIES	101
UNITHOLDER MATTERS	103
TERMINATION OF THE CIBC ETFs	105
PLAN OF DISTRIBUTION	106
RELATIONSHIP BETWEEN THE CIBC ETFs AND THE DEALERS	106
PRINCIPAL HOLDERS OF UNITS	107
PROXY VOTING DISCLOSURE FOR PORTFOLIO SECURITIES HELD	107
MATERIAL CONTRACTS	108
LEGAL AND ADMINISTRATIVE PROCEEDINGS	108
EXPERTS	108
EXEMPTIONS AND APPROVALS	108
OTHER MATERIAL FACTS	109
PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION	112
DOCUMENTS INCORPORATED BY REFERENCE	112
CERTIFICATE OF THE CIBC ETFs, THE MANAGER AND PROMOTER	114

## GLOSSARY

*Unless otherwise indicated, the references to dollar amounts in this prospectus are to Canadian dollars and all references to times in this prospectus are to Eastern time (referred to as ET).*

*allowable capital loss* – refers to the meaning under “Income Tax Considerations – Taxation of Unitholders other than Registered Plans”.

*ATR Rule* – refers to the meaning under “Exchange and Redemption of Units – Allocations of Capital Gains to Redeeming or Exchanging Unitholders”.

*Basket of Securities* – in relation to a particular CIBC ETF, a group of securities and/or assets determined by the Manager or Portfolio Advisor from time to time representing the constituents of the portfolio of the CIBC ETF.

*CAMI* – CIBC Asset Management Inc., a corporation incorporated under the laws of Canada, or its successor.

*Canadian Securities Legislation* – the securities legislation in force in each province and territory of Canada, all regulations, rules, orders and policies made thereunder and all multilateral and national instruments adopted by the Canadian Securities Regulatory Authorities, as the same may be amended, restated or replaced from time to time.

*Canadian Securities Regulatory Authorities* – the securities commission or similar regulatory authority in each province and territory of Canada that is responsible for administering the Canadian Securities Legislation in force in such province or territory.

*Capital Gains Refund* – refers to the meaning under “Income Tax Considerations – Taxation of the CIBC ETFs”.

*Cboe Canada* - means the NEO Exchange Inc. (now operating as Cboe Canada Inc.).

*CDS* – CDS Clearing and Depository Services Inc.

*CDS Participant* – a registered dealer or other financial institution that is a participant in CDS and that holds Units on behalf of beneficial owners of Units.

*CIBC* – Canadian Imperial Bank of Commerce, or its successor.

*CIBC ETF or CIBC ETFs* – refers to the meaning on the cover page, each CIBC ETF being an investment trust established under the laws of the province of Ontario pursuant to the Declaration of Trust.

*CIBC GSS* – CIBC Mellon Global Securities Services Company, or its successor.

*CIBC Index ETF or CIBC Index ETFs* – refers to any or all of the CIBC Canadian Short-Term Bond Index ETF, CIBC Canadian Bond Index ETF, CIBC Global Bond ex-Canada Index ETF (CAD-Hedged), CIBC Canadian Equity Index ETF, CIBC U.S. Equity Index ETF, CIBC U.S. Equity Index ETF (CAD-Hedged), CIBC International Equity Index ETF, CIBC International Equity Index ETF (CAD-Hedged), CIBC Emerging Markets Equity Index ETF, and CIBC Clean Energy Index ETF.

*CIBC Non-Index ETF or CIBC Non-Index ETFs* - refers to any or all of the CIBC Qx Canadian Low Volatility Dividend ETF, CIBC Qx U.S. Low Volatility Dividend ETF, CIBC Qx International Low Volatility Dividend ETF, CIBC Active Investment Grade Floating Rate Bond ETF, CIBC Active Investment Grade Corporate Bond ETF, CIBC Flexible Yield ETF (CAD-Hedged), CIBC International Equity ETF, and CIBC Global Growth ETF.

*CIBC PWA* - CIBC Private Wealth Advisors, Inc., the Index Provider of CIBC Atlas Clean Energy Select Index.

*CIBC PWA License Agreement* - the master license agreement dated September 23, 2021, between the Manager and CIBC PWA, as supplemented, amended and/or amended and

restated from time to time, which permits the Manager to use the CIBC Atlas Clean Energy Select Index in connection with the operation of the CIBC Clean Energy Index ETF.

*Clearing Corporation* – any clearing organization registered with the U.S. Commodity Futures Trading Commission or central counterparty authorized by the European Securities and Markets Authority, as the case may be, that, in either case, is also recognized or exempt from recognition in Ontario.

*CMT* – CIBC Mellon Trust Company, or its successor.

*Common Unit* – in relation to each of the CIBC ETFs, a redeemable, transferable common unit of that CIBC ETF, which represents an equal, undivided interest in the net assets of that CIBC ETF attributable to that series. The Common Units of CIBC Flexible Yield ETF (CAD-Hedged) provide exposure to a hedged class of units of the Flexible Yield Underlying Fund.

*Constituent Issuers* – the issuers included in the applicable Index or portfolio of a CIBC Index ETF as determined from time to time by the Manager or Portfolio Advisor.

*Constituent Securities* – the securities included in the applicable Index or portfolio of a CIBC Index ETF as determined from time to time by the Manager or Portfolio Advisor.

*CRA* – Canada Revenue Agency.

*CRS* – refers to the meaning under “Enhanced Tax Information Reporting”.

*Custodian* – CIBC Mellon Trust Company, in its capacity as Custodian of the CIBC ETFs pursuant to the Custodian Agreement, or its successor.

*Custodian Agreement* – the Amended and Restated Custodial Services Agreement dated April 17, 2016, as amended, between the Manager, on behalf of the CIBC ETFs, and the Custodian, as may be further supplemented, amended and/or amended and restated from time to time.

*Dealer* – a registered dealer (that may or may not be a Designated Broker), including CIBC World Markets Inc., that has entered into a continuous distribution dealer agreement with the Manager, on behalf of a CIBC ETF, and that subscribes for and purchases Units from that CIBC ETF.

*Declaration of Trust* – the master declaration of trust dated January 14, 2019, as amended and as may further be supplemented, amended and/or amended and restated from time to time.

*Designated Broker* – a registered dealer, including CIBC World Markets Inc., that has entered into a designated broker agreement with the Manager, on behalf of a CIBC ETF, pursuant to which the Designated Broker agrees to perform certain duties in relation to that CIBC ETF.

*DFA Rules* – refers to the meaning under “Income Tax Considerations – Taxation of the CIBC ETFs”.

*Distribution Record Date* – in relation to a particular CIBC ETF, a date determined by the Manager as a record date for the determination of the Unitholders of the CIBC ETF entitled to receive a distribution.

*DPSP* – a deferred profit sharing plan within the meaning of the Tax Act.

*Equity Repurchase Rules* – refers to the meaning under “Risk Factors - General Risks Relating to an Investment in the CIBC ETFs - Taxation Risk”.

*ETF* – an exchange-traded fund.

*ETF Facts* – the ETF Facts document prescribed by Canadian Securities Legislation in respect of an ETF, which summarizes certain features of the ETF and which is publicly available on SEDAR+ at [sedarplus.ca](http://sedarplus.ca) and is provided or made available to registered dealers for delivery to purchasers of securities of an ETF.

*Exchange* - the TSX or the Cboe Canada, as applicable.

*FHSA* – means a first home savings account, within the meaning of the Tax Act.

*Financial Institution* - refers to the meaning under “Risk Factors - General Risks Relating to an Investment in the CIBC ETFs - Taxation Risk”.

*Financial Statements* – refers to the meaning under “Organization and Management Details of the CIBC ETFs – Calculation of Net Asset Value per Unit”.

*Flexible Yield Underlying Fund* – refers to the meaning under “Investment Strategies” for CIBC Flexible Yield ETF (CAD-Hedged).

*Futures Commission Merchant* – any futures commission merchant that is registered with the U.S. Commodity Futures Trading Commission and/or is a clearing member for purposes of the European Market Infrastructure Regulation, as applicable, and is a member of a Clearing Corporation.

*Global Growth Underlying Fund* - refers to the meaning under “Investment Strategies” for CIBC Global Growth ETF.

*GST* – federal goods and services tax.

*HST* – harmonized sales tax, which currently applies in lieu of GST in the provinces of New Brunswick, Newfoundland and Labrador, Nova Scotia, Ontario, and Prince Edward Island.

*IFRS* – International Financial Reporting Standards.

*Index (or Indices)* – means a benchmark or index, provided by an Index Provider, or a replacement or alternative benchmark or index that applies substantially similar criteria to those currently used by the Index Provider for the benchmark or index, or a successor index that is substantially comprised of or would be substantially comprised of the same Constituent Securities or similar contracts or instruments, which is used by a CIBC Index ETF in relation to its investment objectives.

*Index Calculation Agent* – refers to S&P Opco, LLC (a subsidiary of S&P Dow Jones Indices LLC), who independently calculates and publishes the CIBC Atlas Clean Energy Select Index.

*Index Provider (or Index Providers)* – each of CIBC PWA and Morningstar Research Inc., with which the Manager has entered into a License Agreement to use the relevant index and certain trademarks in connection with the operation of the relevant CIBC Index ETFs.

*International Equity Underlying Fund* - refers to the meaning under “Investment Strategies” for CIBC International Equity ETF.

*IRC - Independent Review Committee* – the Independent Review Committee of the CIBC ETFs established under NI 81-107.

*License Agreement (or License Agreements)* - each of the Morningstar License Agreement and the CIBC PWA License Agreement.

*Low Volatility Dividend ETFs* - refers to the meaning under “Risk Factors - General Risks Relating to an Investment in the CIBC ETFs - Taxation Risk”.

*Manager* – CAMI, or its successor.

*Management Fee* – refers to the meaning under “Fees and Expenses – Fees and Expenses Payable by the CIBC ETFs – Management Fees”.

*MFT Election* - refers to the meaning under “Risk Factors - General Risks Relating to an Investment in the CIBC ETFs - Taxation Risk”.

*MFT Election Deadline* - refers to the meaning under “Risk Factors - General Risks Relating to an Investment in the CIBC ETFs - Taxation Risk”.



*MFT ETFs* - refers to the meaning under “Risk Factors - General Risks Relating to an Investment in the CIBC ETFs - Taxation Risk”.

*Management Fee Distributions* – refers to the meaning under “Fees and Expenses – Fees and Expenses Payable by the CIBC ETFs – Management Fees”.

*Minimum Distribution Requirements* – refers to the meaning under "Risk Factors - General Risks Relating to an Investment in the CIBC ETFs - Taxation Risk".

*Morningstar* - Morningstar Research Inc., the Index Provider for the Morningstar Indices.

*Morningstar Indices* - Morningstar® Canada Core Bond Index™, Morningstar® Canada 1-5 Yr Core Bond Index™, Morningstar® Global ex-Canada Core Bond Hedged CAD Index™, Morningstar® Canada Domestic Index™, Morningstar® US Target Market Exposure Index™, Morningstar® US Target Market Exposure Hedged CAD Index™, Morningstar® Developed Markets ex-North America Target Market Exposure Index™, Morningstar® Developed Markets ex-North America Target Market Exposure Hedged CAD Index™, and Morningstar® Emerging Markets Target Market Exposure Index™.

*Morningstar License Agreement* - collectively, the master license agreement and the product license agreement dated March 24, 2021, as well as a second product license agreement dated January 1, 2023, between the Manager and Morningstar, as supplemented, amended and/or amended and restated from time to time, which permits the Manager to use the relevant Morningstar Indices and certain trademarks in connection with the operation of CIBC Canadian Short-Term Bond Index ETF, CIBC Canadian Bond Index ETF, CIBC Global Bond ex-Canada Index ETF (CAD-Hedged), CIBC Canadian Equity Index ETF, CIBC U.S. Equity Index ETF, CIBC U.S. Equity Index ETF (CAD-Hedged), CIBC International Equity Index ETF, CIBC International Equity Index ETF (CAD-Hedged) and CIBC Emerging Markets Equity Index ETF.

*MRFP* – management report of fund performance.

*NAV* – in relation to a particular CIBC ETF, the aggregate net asset value of the CIBC ETF, calculated by the Valuation Agent, as described under “Organization and Management Details of the CIBC ETFs – Calculation of Net Asset Value per Unit”.

*NI 81-102* – National Instrument 81-102 – Investment Funds, as may be amended, restated or replaced from time to time.

*NI 81-106* – National Instrument 81-106 – Investment Fund Continuous Disclosure, as may be amended, restated or replaced from time to time.

*NI 81-107* – National Instrument 81-107 – Independent Review Committee for Investment Funds, as may be amended, restated or replaced from time to time.

*Non-MFT ETFs* - refers to the meaning under “Risk Factors - General Risks Relating to an Investment in the CIBC ETFs - Taxation Risk”.

*Non-Portfolio Income* – refers to the meaning under “Income Tax Considerations – Taxation of the CIBC ETFs”.

*Other Securities* – securities, other than Constituent Securities included in the applicable Index as determined from time to time by the Manager or Portfolio Advisor. Such securities may include securities of other ETFs, mutual funds or other public investment funds, American Depositary Receipts or derivative instruments.

*Plan Holder* – refers to the meaning under “Income Tax Considerations – Registered Plans and Eligibility for Investment”.

*Permitted Mergers* – refers to the meaning under “Unitholder Matters – Permitted Mergers”.

*PNU or Prescribed Number of Units* – in relation to a particular CIBC ETF, the number of Units determined by the Manager or Portfolio Advisor, as applicable, from time to time for the purpose of subscription orders, exchanges, redemptions or for other purposes.

*Portfolio Advisor* – CAMI, in its capacity as Portfolio Advisor of the CIBC ETFs, or its successor.

*RDSP* – a registered disability savings plan within the meaning of the Tax Act.

*Registered Plans* – trusts governed by RRSPs, RRIFs, RDSPs, RESPs, DPSPs, TFSAAs, and FHSAs.

*Registrar and Transfer Agent* – TSX Trust Company, or its successor.

*RESP* – a registered education savings plan within the meaning of the Tax Act.

*RRIF* – a registered retirement income fund within the meaning of the Tax Act.

*RRSP* – a registered retirement savings plan within the meaning of the Tax Act.

*Securities Lending Agent* – The Bank of New York Mellon, in its capacity as lending agent pursuant to the Securities Lending Agreement, or its successor.

*Securities Lending Agreement* – the securities lending agreement dated October 1, 2007, as amended, between the Manager, in its capacity as Trustee and Manager of the CIBC ETFs, and the Securities Lending Agent, as may be further supplemented, amended and/or amended and restated from time to time.

*Series NAV* – in relation to a particular CIBC ETF, for each series of Units of the CIBC ETF, the portion of the NAV allocated to that series, as described in “Calculation of NAV”.

*Series NAV per Unit* – in relation to a particular CIBC ETF, for each series of Units of the CIBC ETF, the NAV per Unit of that series, as described in “Calculation of NAV”.

*SIFT Rules* – refers to the meaning under “Risk Factors - General Risks Relating to an Investment in the CIBC ETFs - Taxation Risk”.

*SIFT Trust* – a specified investment flow-through trust within the meaning of the Tax Act.

*Substituted Property* – refers to the meaning under “Income Tax Considerations – Taxation of the CIBC ETFs”.

*Tax Act* – the Income Tax Act (Canada) and the regulations thereunder, as amended from time to time.

*Tax Amendment* – refers to the meaning under “Income Tax Considerations”.

*taxable capital gain* – refers to the meaning under “Income Tax Considerations – Taxation of Unitholders other than Registered Plans”.

*TFSA* – a tax-free savings account within the meaning of the Tax Act.

*Trading Day* – a day on which a session of the exchange on which the Units of the CIBC ETF is held and the primary market or exchange for the securities held by the CIBC ETFs is open for trading.

*Trustee* – CAMI, in its capacity as Trustee of the CIBC ETFs, or its successor.

*TSX* – the Toronto Stock Exchange.

*Underlying Fund* – any investment fund (including an ETF) in which the CIBC ETFs may invest.

*Unit* – in relation to a particular CIBC ETF, a redeemable, transferable unit of a class of that CIBC ETF, issuable in one or more series, which represents an equal, undivided interest in the net assets of that CIBC ETF attributable to the applicable series.

*Unitholder* – a holder of Units of a CIBC ETF.

*Valuation Agent* –CIBC GSS, who provides accounting and valuation services in respect of the CIBC ETFs.

*Valuation Date* – each Trading Day or any other day determined by the Trustee on which the NAV, Series NAV, and the Series NAV per Unit of the CIBC ETFs are calculated.

*Valuation Time* – the close of trading every business day (usually 4:00 p.m. ET) on the exchange that Units of the CIBC ETF are held, or such other time that the Trustee deems appropriate on each Valuation Date.

## **PROSPECTUS SUMMARY**

*The following is a summary of the principal features of Units of the CIBC ETFs and should be read together with the more detailed information, financial data and financial statements contained elsewhere in this prospectus or incorporated by reference in this prospectus.*

### **Issuers**

CIBC Canadian Short-Term Bond Index ETF  
CIBC Canadian Bond Index ETF  
CIBC Global Bond ex-Canada Index ETF (CAD-Hedged)  
CIBC Canadian Equity Index ETF  
CIBC U.S. Equity Index ETF  
CIBC U.S. Equity Index ETF (CAD-Hedged)  
CIBC International Equity Index ETF  
CIBC International Equity Index ETF (CAD-Hedged)  
CIBC Emerging Markets Equity Index ETF  
CIBC Clean Energy Index ETF  
CIBC Qx Canadian Low Volatility Dividend ETF  
CIBC Qx U.S. Low Volatility Dividend ETF  
CIBC Qx International Low Volatility Dividend ETF  
CIBC Active Investment Grade Floating Rate Bond ETF  
CIBC Active Investment Grade Corporate Bond ETF  
CIBC Flexible Yield ETF (CAD-Hedged)  
CIBC International Equity ETF  
CIBC Global Growth ETF  
(collectively the *CIBC ETFs*, and each, a *CIBC ETF*)

The CIBC ETFs offer Common Units.

In this document, we, us, our, the Manager, Promoter, Trustee or Portfolio Advisor refer to CIBC Asset Management Inc. (“CAMI”).

## Continuous Distribution

Each CIBC ETF issues Units on a continuous basis and there is no maximum number of Units that may be issued. The Units are denominated in Canadian dollars. Units of the CIBC ETFs are listed on the applicable Exchange and a Unitholder may buy or sell Units of the CIBC ETFs on the applicable Exchange or another exchange or marketplace through registered brokers and dealers in the province or territory where the Unitholder resides.

Unitholders or investors may incur customary brokerage commissions in buying or selling Units. No fees are paid by Unitholders or investors to the Manager or any CIBC ETF in connection with the buying or selling of Units on the applicable Exchange. Unitholders may trade Units in the same way as other securities listed on the applicable Exchange, including by using market orders and limit orders.

See “Purchases of Units – Continuous Distribution” and “Purchases of Units – Buying and Selling Units of a CIBC ETF”.

## Investment Objectives

### CIBC Index ETFs

Each of the CIBC Index ETFs seeks to replicate, to the extent reasonably possible and before fees and expenses, the performance of the applicable Index.

**CIBC Canadian Short-Term Bond Index ETF** seeks to replicate, to the extent reasonably possible and before fees and expenses, the performance of a Canadian short-term bond index that measures the investment return of the Canadian investment grade short-term bond market. Currently, this CIBC ETF seeks to track the Morningstar® Canada 1-5 Yr Core Bond Index™ (or any successor thereto).

**CIBC Canadian Bond Index ETF** seeks to replicate, to the extent reasonably possible and before fees and expenses, the performance of a Canadian aggregate bond index that measures the investment return of the Canadian investment grade bond market. Currently, this CIBC ETF seeks to track the Morningstar® Canada Core Bond Index™ (or any successor thereto).

**CIBC Global Bond ex-Canada Index ETF (CAD-Hedged)** seeks to replicate, to the extent reasonably possible and before fees and expenses, the performance of a global aggregate bond index that measures the investment return of the global investment grade bond market, excluding Canada. Currently, this CIBC ETF seeks to track the Morningstar® Global ex-Canada Core Bond Hedged CAD Index™ (or any successor thereto).

**CIBC Canadian Equity Index ETF** seeks to replicate, to the extent reasonably possible and before fees and expenses, the performance of a broad Canadian equity market index that measures the investment return of publicly traded securities in the Canadian market. Currently, this CIBC ETF seeks to track the Morningstar® Canada Domestic Index™ (or any successor thereto).

**CIBC U.S. Equity Index ETF** seeks to replicate, to the extent reasonably possible and before fees and expenses, the performance of a broad U.S. equity market index that measures the investment return of publicly traded securities in the U.S. market. Currently, this CIBC ETF seeks to track the Morningstar® US Target Market Exposure Index™ (or any successor thereto).

**CIBC U.S. Equity Index ETF (CAD-Hedged)** seeks to replicate, to the extent reasonably possible and before fees and expenses, the performance of a broad U.S. equity market index that measures the investment return of publicly traded securities in the U.S. market, hedged to the Canadian dollar. Currently, this CIBC ETF seeks to track the Morningstar® US Target Market Exposure Hedged CAD Index™ (or any successor thereto).

**CIBC International Equity Index ETF** seeks to replicate, to the extent reasonably possible and before fees and expenses, the performance of a broad international equity market index that measures the investment return of publicly traded securities in Europe, Australasia and the Far East. Currently, this CIBC ETF seeks to track the Morningstar® Developed Markets ex-North America Target Market Exposure Index™ (or any successor thereto).

**CIBC International Equity Index ETF (CAD-Hedged)** seeks to replicate, to the extent reasonably possible and before fees and expenses, the performance of a broad international equity market index that measures the investment return of publicly traded securities in Europe, Australasia and the Far East, hedged to the Canadian dollar. Currently, this CIBC ETF seeks to track the Morningstar® Developed Markets ex-North America Target Market Exposure Hedged CAD Index™ (or any successor thereto).

**CIBC Emerging Markets Equity Index ETF** seeks to replicate, to the extent reasonably possible and before fees and expenses, the performance of a broad emerging market equity index that measures the investment return of publicly traded securities in emerging countries in Asia, Latin America, Europe, Africa and the Middle East. Currently, this CIBC ETF seeks to track the Morningstar® Emerging Markets Target Market Exposure Index™ (or any successor thereto).

**CIBC Clean Energy Index ETF** seeks to replicate, to the extent reasonably possible and before fees and expenses, the performance of a clean energy index. Currently, this ETF seeks to track the CIBC Atlas Clean Energy Select Index (or any successor thereto).

In addition, the Manager may, subject to any required Unitholder approval, change an underlying Index to another index in order to provide Unitholders with substantially the same exposure to the asset class to which that CIBC Index ETF is currently exposed. If the Manager changes an underlying Index, or any index replacing such Index, the Manager will issue a press release identifying the new Index, describing its Constituent Securities and specifying the reasons for the Index change.

### **CIBC Non-Index ETFs**

**CIBC Qx Canadian Low Volatility Dividend ETF** seeks current income and long-term capital growth by investing primarily in Canadian equity securities that are expected to provide regular income from dividends, while seeking to reduce volatility.

**CIBC Qx U.S. Low Volatility Dividend ETF** seeks current income and long-term capital growth by investing primarily in U.S. equity securities that are expected to provide regular income from dividends, while seeking to reduce volatility.

**CIBC Qx International Low Volatility Dividend ETF** seeks current income and long-term capital growth by investing primarily in foreign equity securities located in Europe, the Far East, and the Pacific Rim that are expected to provide regular income from dividends, while seeking to reduce volatility.

**CIBC Active Investment Grade Floating Rate Bond ETF** seeks to generate current income while preserving capital by investing primarily in a portfolio of Canadian debt securities and by using interest rate derivatives that seek to mitigate the effect of interest rate fluctuations.

**CIBC Active Investment Grade Corporate Bond ETF** seeks to generate a high level of current income while preserving capital by investing primarily in bonds, debentures, notes and other debt instruments of Canadian issuers.

**CIBC Flexible Yield ETF (CAD-Hedged)** seeks to generate long-term total return and current income by investing primarily in high yielding debt and investment grade fixed income securities of issuers located anywhere in the world. Exposure to these types of securities will be obtained by investing primarily in Renaissance Flexible Yield Fund (or its successor fund), and/or by investing directly in the securities.

**CIBC International Equity ETF seeks** to generate long-term capital growth through capital appreciation by investing primarily in a diversified portfolio of equity securities of foreign companies located in Europe, the Far East, and the Pacific Rim. Exposure to these types of securities will be obtained by investing primarily in Renaissance International Equity Fund (or its successor fund), and/or by investing directly in the securities.

**CIBC Global Growth ETF** seeks to generate long-term capital growth by investing in a diversified portfolio consisting primarily of equity securities of companies located anywhere in the world. Exposure to these types of securities will be obtained by investing primarily in Renaissance Global Growth Fund (or its successor fund), and/or by investing directly in the securities.

The investment objectives of a CIBC ETF shall not be changed by the Manager without first obtaining the approval of Unitholders.

See “Investment Objectives”.

## **Specific Investment Strategies**

### **CIBC Index ETFs**

In order to achieve their investment objectives, each of the CIBC Index ETFs may invest in and hold the Constituent Securities of the applicable Index in approximately the same proportion as they are reflected in that Index or otherwise invest in a manner intended to track the performance of such Index.

Each CIBC Index ETF may also hold cash and cash equivalents or other money market instruments in order to meet their current obligations.

Each CIBC Index ETF may, at the discretion of the Manager or Portfolio Advisor, as an alternative to or in conjunction to holding and investing directly in the Constituent Securities of the applicable Index, employ a “sampling” strategy to replicate the aggregate investment characteristics of the Constituent Securities in the Index. The Manager or Portfolio Advisor may elect to hold either a subset of the Constituent Securities or a combination of a subset of the Constituent Securities and Other Securities that are consistent with the CIBC ETFs' investment objectives. The Manager evaluates various risk factors, performance attributes, sector and country weights and other financial metrics to select representative securities as part of the sampling strategy. The Manager or Portfolio Advisor is expected to deploy the sampling methodology where it may be difficult to acquire certain Constituent Securities due to illiquidity, where the asset levels of the CIBC ETFs do not allow for the holding of all of the Constituent Securities or where it is otherwise beneficial to the CIBC ETF to do so.

Each of CIBC U.S. Equity Index ETF (CAD-Hedged) and CIBC International Equity Index ETF (CAD-Hedged) may invest in and hold ETFs and/or Other Securities. Currently, each of CIBC U.S. Equity Index ETF (CAD-Hedged) and CIBC International Equity Index ETF (CAD-Hedged) invests primarily in CIBC U.S. Equity Index ETF and CIBC International Equity Index ETF, respectively, and uses derivative instruments to seek to hedge foreign currency exposure back to the Canadian dollar.

### **CIBC Non-Index ETFs**

#### **CIBC Qx Canadian Low Volatility Dividend ETF**

To achieve its investment objectives, the CIBC Qx Canadian Low Volatility Dividend ETF:

- uses a proprietary quantitative process to build a diversified portfolio of Canadian securities that focus on dividend paying stocks with lower volatility;

- currently uses historical standard deviation and dividend yield as a tool in selecting and weighting the stocks;
- may use derivatives such as options, futures, forward contracts, swaps, and other similar instruments. Derivatives may be used for hedging and non-hedging purposes. Derivatives may be used to, among other things, provide exposure to securities, indices, or currencies without investing in them directly, or to manage risk;
- may invest in units of ETFs; and
- may depart temporarily from its fundamental investment objectives by investing its assets in cash or cash equivalents, or fixed income securities issued or guaranteed by the Canadian or U.S. governments, a government agency, or a company to try to protect and preserve its assets during a market downturn or for other reasons.

### **CIBC Qx U.S. Low Volatility Dividend ETF**

To achieve its investment objectives, CIBC Qx U.S. Low Volatility Dividend ETF:

- uses a proprietary quantitative process to build a diversified portfolio of U.S. securities that focus on dividend paying stocks with lower volatility;
- currently uses historical standard deviation and dividend yield as a tool in selecting and weighting the stocks;
- may use derivatives such as options, futures, forward contracts, swaps, and other similar instruments. Derivatives may be used for hedging and non-hedging purposes. Derivatives may be used to, among other things, provide exposure to securities, indices, or currencies without investing in them directly, or to manage risk;
- may invest in units of ETFs; and
- may depart temporarily from its fundamental investment objectives by investing its assets in cash or cash equivalents, or fixed income securities issued or guaranteed by the Canadian or U.S. governments, a government agency, or a company to try to protect and preserve its assets during a market downturn or for other reasons.

### **CIBC Qx International Low Volatility Dividend ETF**

To achieve its investment objectives, CIBC Qx International Low Volatility Dividend ETF:

- uses a proprietary quantitative process to build a diversified portfolio of international securities that focus on dividend paying stocks with lower volatility;
- currently uses historical standard deviation and the dividend yield as a tool in selecting and weighting the stocks;
- may use derivatives such as options, futures, forward contracts, swaps, and other similar instruments. Derivatives may be used for hedging and non-hedging purposes. Derivatives may be used to, among other things, provide exposure to securities, indices, or currencies without investing in them directly, or to manage risk;
- may invest in units of ETFs; and
- may depart temporarily from its fundamental investment objectives by investing its assets in cash or cash equivalents, or fixed income securities issued or guaranteed by the Canadian or U.S. governments, a government agency, or a company to try to protect and preserve its assets during a market downturn or for other reasons.

### **CIBC Active Investment Grade Floating Rate Bond ETF**

To achieve its investment objectives, CIBC Active Investment Grade Floating Rate Bond ETF:

- invests primarily in a portfolio of (i) Canadian investment-grade floating rate debt obligations and other floating rate debt instruments and/or (ii) Canadian investment-grade debt obligations and other debt instruments that deliver a fixed rate of income while using interest rate derivatives to mitigate the effect of interest rate fluctuations;
- undertakes a bottom-up analysis of bond issuers combined with a top-down analysis of an industry's potential in a given economic environment. For security selection, the Portfolio Advisor's focus is on issuer-specific fundamentals and quantitative modeling of valuations and liquidity to determine securities for consideration in the portfolio. Both technical and fundamental analysis will be utilized in the investment process to help position the portfolio's average term-to-maturity. CIBC Active Investment Grade Floating Rate Bond ETF reviews macroeconomic variables and utilizes technical interest rate analysis to draw conclusions about future economic growth and the direction of interest rates;
- may also invest in securities of foreign issuers to an extent that will vary from time to time but is not generally expected to exceed 30% of its NAV;
- may invest in non-investment grade securities to an extent that will vary from time to time but is not generally expected to exceed 10% of its NAV, in order to help provide greater diversification and yield enhancement;
- may also invest in asset-backed securities and commercial mortgage-backed securities; and
- may depart temporarily from its fundamental investment objectives by investing its assets in cash or cash equivalents, or fixed income securities issued or guaranteed by the Canadian or U.S. governments, a government agency, or a company to try to protect and preserve its assets during a market downturn or for other reasons.

### **CIBC Active Investment Grade Corporate Bond ETF**

To achieve its investment objectives, CIBC Active Investment Grade Corporate Bond ETF:

- invests primarily in Canadian investment grade corporate bonds based primarily on security selection, sector allocation, and average term-to-maturity. Portfolio assets are allocated to those securities and sectors of the corporate bond market that the Portfolio Advisor expects will outperform;
- undertakes a bottom-up analysis of corporate bond issuers combined with top-down analysis of a sector's potential in a given economic environment;
- may also invest in securities of foreign issuers to an extent that will vary from time to time but is not generally expected to exceed 30% of its NAV;
- may invest in non-investment grade securities to an extent that will vary from time to time but is not generally expected to exceed 10% of its NAV, in order to help provide greater diversification and yield enhancement;
- may also invest in asset-backed securities and commercial mortgage-backed securities; and
- may depart temporarily from its fundamental investment objectives by investing its assets in cash or cash equivalents, or fixed income securities issued or guaranteed by the Canadian or U.S. governments, a government agency, or a company to try to protect and preserve its assets during a market downturn or for other reasons.



### **CIBC Flexible Yield ETF (CAD-Hedged)**

To achieve its investment objectives, CIBC Flexible Yield ETF (CAD-Hedged):

- will invest all or substantially all of its assets in hedged class units of Renaissance Flexible Yield Fund (referred to as Flexible Yield Underlying Fund), or a successor fund. Flexible Yield Underlying Fund is managed by the Manager, and sub-advised by DoubleLine Capital LP.

In pursuing its investment objectives, the Flexible Yield Underlying Fund:

- will attempt to offset some or all of the foreign currency exposure in respect of the assets attributable to the hedged class units. However, there can be no assurance the assets attributable to the hedge class units will be hedged at all times or that the currency hedging technique employed by the portfolio sub-advisor of Flexible Yield Underlying Fund will be successful;
- employs a total return approach to buying debt securities with higher yields and uses a top-down and relative value process to allocate across country, currency, and sector allocations, as well as active management in interest rate decisions. The portfolio sub-advisor can be highly tactical in these allocations;
- seeks diversified sources of yield across the debt securities spectrum including, for example: U.S. Government securities, corporate debt securities, mortgage and asset backed securities, foreign debt securities, emerging market debt securities, loans and high yield debt securities;
- may invest in short term debt securities (such as commercial paper) when the portfolio sub-advisor is unable to find enough attractive long-term investments; and
- may depart temporarily from its fundamental investment objectives by investing its assets in cash or cash equivalents, or fixed income securities issued or guaranteed by the Canadian or U.S. governments, a government agency, or a company to try to protect and preserve its assets during a market downturn or for other reasons.

### **CIBC International Equity ETF**

To achieve its investment objectives, CIBC International Equity ETF:

- will invest all or substantially all of its assets in units of Renaissance International Equity Fund (referred to as International Equity Underlying Fund), or its successor fund. International Equity Underlying Fund is managed by the Manager, and sub-advised by Walter Scott & Partners Limited.

In pursuing its investment objectives, the International Equity Underlying Fund:

- invests based on a bottom-up approach. Companies must earn their way into the portfolio on their own merit on a day-to-day basis. The basis for analysis is to identify securities of growth companies with characteristics such as low prices relative to their long-term cash earnings potential, potential for significant improvement in the company's business, financial strength, and sufficient liquidity. Country allocations are not explicitly set, they implicitly roll-out from the Basket of Securities that comprise the portfolio;
- may use derivatives such as options, futures, forward contracts, swaps, and other similar instruments, in a manner considered appropriate to achieving International Equity Underlying Fund's investment objectives. Derivatives may be used for hedging and non-hedging purposes. Derivatives may be used to, among other things, provide exposure to securities, indices, or currencies without investing in them directly, or to manage risk;
- may invest in units of ETFs; and

- may depart temporarily from its fundamental investment objectives by investing its assets in cash or cash equivalents, or fixed income securities issued or guaranteed by the Canadian or U.S. governments, a government agency, or a company to try to protect and preserve its assets during a market downturn or for other reasons.

### **CIBC Global Growth ETF**

To achieve its investment objectives, CIBC Global Growth ETF:

- will invest all or substantially all of its assets in units of Renaissance Global Growth Fund (referred to as Global Growth Underlying Fund), or its successor fund. Global Growth Underlying Fund is managed by the Manager, and sub-advised by Walter Scott & Partners Limited.

In pursuing its investment objectives, the Global Growth Underlying Fund:

- invests primarily in common shares of companies that exhibit above-average growth rates in earnings in a given industry. Companies may achieve above-average growth rates in earnings from sales, profit margin improvement, proprietary or niche products or services, leading market shares, and underlying strong industry growth;
- invests in companies that possess above-average earnings and may provide the prospect of above-average stock market returns, although such companies tend to have higher relative stock market valuations. Emphasis will also be given to companies having medium to large market capitalizations;
- in addition to equity securities (primarily common shares), may buy securities that are convertible into common shares;
- may use derivatives such as options, futures, forward contracts, swaps, and other similar instruments, in a manner considered appropriate to achieving Global Growth Underlying Fund's investment objectives. Derivatives may be used for hedging and non-hedging purposes. Derivatives may be used to, among other things, provide exposure to securities, indices, or currencies without investing in them directly, or to manage risk;
- may invest in units of ETFs; and
- may depart temporarily from its fundamental investment objectives by investing its assets in cash or cash equivalents, or fixed income securities issued or guaranteed by the Canadian or U.S. governments, a government agency, or a company to try to protect and preserve its assets during a market downturn or for other reasons.

## **General Investment Strategies**

### **Investment in Other Investment Funds or ETFs**

In accordance with applicable securities legislation, including NI 81-102 or an exemption therefrom, a CIBC ETF may, as part of its investment objectives, its investment strategies, and as an alternative to or in conjunction with investing in and holding securities directly, invest in one or more investment funds or ETFs. In the case of the CIBC Index ETFs, such Underlying Funds may provide exposure to the Constituent Securities of the applicable Index or a substantially similar index.

Such Underlying Funds may also invest in other investment funds and ETFs managed by the Manager or an affiliate, provided that there shall be no management fees or incentive fees that are payable by the CIBC ETF that, to a reasonable person, would duplicate a fee payable by the Underlying Fund for the same service.

The table below shows the CIBC ETFs that invest in an Underlying Fund that is managed by the Manager, as well as the Portfolio Sub-Advisor or, where there is no portfolio sub-advisor, the Portfolio Advisor, of the Underlying Fund as at the date of this prospectus.

<b>CIBC ETF</b>	<b>Underlying Fund</b>	<b>Portfolio Sub-Advisor or Portfolio Advisor (as applicable)</b>
CIBC Flexible Yield ETF (CAD-Hedged)	Renaissance Flexible Yield Fund	DoubleLine Capital LP
CIBC International Equity ETF	Renaissance International Equity Fund	Walter Scott & Partners Limited
CIBC Global Growth ETF	Renaissance Global Growth Fund	Walter Scott & Partners Limited
CIBC U.S. Equity Index ETF (CAD-Hedged)	CIBC U.S. Equity Index ETF	CIBC Asset Management Inc.
CIBC International Equity Index ETF (CAD-Hedged)	CIBC International Equity Index ETF	CIBC Asset Management Inc.

Subject to compliance with NI 81-102, such Underlying Funds may also invest in securities of other investment funds and ETFs, which may be managed by the same, an affiliated or a third-party investment fund manager. In the event that a CIBC ETF invests in an Underlying Fund that charges a management fee, unless reimbursed or absorbed by the Manager at its sole discretion, the fees and expenses payable in connection with the management of the Underlying Fund are in addition to those payable by the CIBC ETFs.

There are no management fees charged to CIBC Flexible Yield ETF (CAD-Hedged), CIBC International Equity ETF, and CIBC Global Growth ETF in respect of units of their respective Underlying Fund in which they invest.

Because CIBC U.S. Equity Index ETF (CAD-Hedged), CIBC International Equity Index ETF (CAD-Hedged), CIBC Flexible Yield ETF (CAD-Hedged), CIBC International Equity ETF, and CIBC Global Growth ETF each bear their own fees and expenses, and there may be a delay between the time a Unitholder buys Units of the CIBC ETF and the time that the CIBC ETF obtains additional exposure to its Underlying Fund, the return of the CIBC ETF may be different from that of its Underlying Fund.

### **Use of Derivatives**

The CIBC ETFs may use derivatives for hedging or effective exposure (non-hedging) purposes. Derivatives may be used to, among other things, provide exposure to securities, indices, or currencies without investing in them directly, or hedge against losses from changes in the prices of a CIBC ETF's investments and from exposure to foreign currencies. A CIBC ETF can only use derivatives to the extent permitted by Canadian Securities Regulatory Authorities and only if the use of derivatives is consistent with its investment objectives.

A derivative is a financial instrument whose value is derived from the value of an underlying variable, usually in the form of a security or asset. Derivatives can be traded on exchanges or over-the-counter with other financial institutions, known as counterparties. There are many different kinds of derivatives, but derivatives usually take the form of an agreement between two parties to buy or sell an asset, such as a basket of stocks or a bond, at a future date for an agreed upon price. The most common kinds of derivatives are futures contracts, forward contracts, options, and swaps.

### **Currency Hedging**

Certain CIBC ETFs may use derivative instruments to hedge their foreign currency exposure back to the Canadian dollar. The Flexible Yield Underlying Fund in which the CIBC Flexible Yield ETF (CAD-Hedged) invests attempts to offset some or all of the foreign currency exposure in respect of the assets attributable to the hedged class units. The use of hedging strategies may substantially limit Unitholders from benefiting if non-Canadian currencies rise against the Canadian dollar.

Each of CIBC U.S. Equity Index ETF (CAD-Hedged) and CIBC International Equity Index ETF (CAD-Hedged) seeks to hedge all or a large portion of its direct foreign currency exposure back to the Canadian dollar. However, the CIBC ETF may not be able to fully hedge its foreign currency exposure at all times, or the effectiveness of the currency hedging strategy may be reduced, since hedges are sometimes subject to imperfect matching between a derivative and its reference asset. When a derivative is used as a hedge against a position that a CIBC ETF holds, a reduction in value of the currency being hedged should substantially be offset by a gain in value generated by the derivative, and vice versa. While hedging can reduce or eliminate losses, it can also reduce or eliminate gains. The effectiveness of the currency hedging strategy of a CIBC ETF will, in general, be affected by the volatility of the applicable Index and/or the securities held by the CIBC ETF, and the volatility of the Canadian dollar relative to the currencies to be hedged. Increased volatility may reduce the effectiveness of the currency hedging strategy and may impact the costs associated with hedging transactions. For CIBC U.S. Equity Index ETF (CAD-Hedged) and CIBC International Equity Index ETF (CAD-Hedged), some deviations from the returns of their applicable Index are expected to occur as a result of the costs, risks or other performance impacts of their currency hedging strategy. Although there is no assurance that these currency transactions will be effective, the Manager expects these currency transactions to be substantially effective. A CIBC ETF will enter into derivative transactions with financial institutions that have a “designated rating” as defined in NI 81-102.

### **Actions Affecting Constituent Issuers**

From time to time, certain corporate or other actions may be taken or proposed by a Constituent Issuer or by a third party that could affect a Constituent Issuer of an Index, whose securities are held by a CIBC Index ETF. An example of such an action would be if a takeover bid or an issuer bid is made for a Constituent Security. In each such case, the Manager or Portfolio Advisor will determine, in its discretion, what steps, if any, the CIBC Index ETF will take to address the action. In exercising such discretion, the Manager or Portfolio Advisor will generally take those steps necessary to ensure that the CIBC Index ETF continues to seek to replicate, to the extent reasonably possible and before fees and expenses, the performance of the applicable Index.

### **Rebalancing and Adjustment**

The CIBC Index ETFs may acquire and/or dispose of an appropriate number of securities, either through the Designated Broker or Dealers in the open market whenever the Index Provider rebalances or adjusts an Index, including by adding securities to or subtracting securities from that Index, or whenever the Manager or Portfolio Advisor determines that there should be a change to the representative sample of the Index; if the rebalancing is done through the Designated Broker and if the value of all securities purchased by a CIBC Index ETF exceeds the value of all securities disposed of by that CIBC Index ETF as part of the rebalancing process, the CIBC Index ETF may issue to the Designated Broker Units with an aggregate Series NAV per Unit equal to the excess value or, in the alternative, may pay a cash amount equal to such excess amount. Conversely, if the value of all securities disposed of by the CIBC Index ETF exceeds the value of all securities acquired by that CIBC Index ETF, the CIBC Index ETF may receive the excess value in cash.

### **Securities Lending, Repurchase and Reverse Repurchase Transactions**

A CIBC ETF may enter into securities lending, repurchase, and reverse repurchase transactions to earn additional returns consistent with its investment objectives and as permitted by the Canadian Securities Regulatory Authorities. Each securities lending, repurchase, and reverse repurchase transaction must qualify as a "securities lending arrangement" under section 260 of the Tax Act.

See "Investment Strategies".

### **Special Considerations for Purchasers**

The provisions of the so-called "early warning" requirements set out in Canadian Securities Legislation do not apply in connection with the acquisition of Units. In addition, the CIBC ETFs have obtained exemptive relief from the Canadian Securities Regulatory Authorities to permit Unitholders to acquire more than 20% of the Units of any CIBC ETF through purchases on the designated stock exchange without regard to the take-over bid requirements of Canadian Securities Legislation.

Units of the CIBC Index ETFs are, in the opinion of the Manager, index participation units within the meaning of NI 81-102. A mutual fund wishing to invest in Units of a CIBC Index ETF should make its own assessment of its ability to do so after careful consideration of the relevant provisions of NI 81-102, including but not limited to whether the applicable Units should be considered index participation units, as well as the control, concentration and certain of the "fund-of-funds" restrictions. No purchase of Units of a CIBC Index ETF should be made solely in reliance on the above statements.

See "Attributes of the Securities – Description of the Securities Distributed".

### **Risk Factors**

There are certain general risk factors inherent in an investment in the CIBC ETFs, including:

- no guaranteed return;
- general risks of investments;
- asset class risk;
- issuer risk;
- liquidity risk;
- reliance on key personnel;
- trading price of Units;
- fluctuations in NAV and Series NAV per Unit;
- cease trading of securities risk;
- concentration risk;
- derivatives risk;
- regulatory and legislative risk;
- risk of volatile markets;
- large investor risk;
- taxation risk;
- valuation risk;
- cybersecurity risk;
- absence of an active market for the Units and lack of operating history; and
- cease trading of Units.

See "Risk Factors – General Risks Relating to an Investment in the CIBC ETFs".

In addition to the general risk factors, the following additional risk factors apply to the CIBC ETFs as indicated below.



### **CIBC Non-Index ETFs**

<b>Risk</b>	<b>CQLC</b>	<b>CQLU</b>	<b>CQLI</b>	<b>CAFR</b>	<b>CACB</b>	<b>CFLX</b>	<b>CINT</b>	<b>CGLO</b>
<b>Asset-Backed and Mortgage-Backed Securities Risk</b>				✓	✓	✓		
<b>Calculation and Termination of Indices Risk</b>				✓	✓			
<b>Currency Hedging Risk</b>				✓	✓	✓		
<b>Emerging Market Risk</b>						✓	✓	✓
<b>Equity Risk</b>	✓	✓	✓	✓	✓	✓	✓	✓
<b>Fixed Income Risk</b>				✓	✓	✓		
<b>Floating Rate Loan Risk</b>						✓		
<b>Foreign Currency Risk</b>		✓	✓	✓	✓	✓	✓	✓
<b>Foreign Market Risk</b>		✓	✓	✓	✓	✓	✓	✓
<b>Lower-Rated Bond Risk</b>				✓	✓	✓		
<b>Portfolio Management Risk</b>				✓	✓	✓	✓	✓
<b>Prepayment Risk</b>				✓	✓	✓		
<b>Quantitative Investment Strategy Risk</b>	✓	✓	✓					
<b>Rebalancing and Subscription Risk</b>	✓	✓	✓					
<b>Securities Lending, Repurchase and Reverse Repurchase Transactions Risk</b>	✓	✓	✓	✓	✓	✓	✓	✓
<b>Sovereign Debt Risk</b>				✓	✓	✓		

### **Income Tax Considerations**

This summary of Canadian federal income tax considerations for Canadian resident Unitholders is subject in its entirety to the qualifications, limitations and assumptions set out under “Income Tax Considerations”.

If you are a Unitholder of a CIBC ETF who is an individual (other than a trust) resident in Canada and hold your Units outside of a Registered Plan, you will generally be required to include, in computing income for a taxation year, the amount of income (including any net realized taxable capital gains) that is paid or becomes payable to you by that CIBC ETF in that year (whether such amounts are paid in cash or reinvested in additional Units of the CIBC ETF).

You will generally realize a capital gain (or capital loss) on the disposition (including on a redemption) of a Unit of a CIBC ETF (that is held as capital property within the meaning of the Tax Act) to the extent that the proceeds of disposition (other than any amount payable by the CIBC ETF which represents capital gains allocated and designated to a redeeming Unitholder in

accordance with the Declaration of Trust), exceed (or are less than) the total of the adjusted cost base of that Unit and any reasonable costs of disposition.

**This summary is not a complete discussion of all tax considerations and is not intended to constitute legal or tax advice to you. Everyone’s tax situation is different. You should consult your tax advisor about your particular situation.**

See “Income Tax Considerations”.

## Exchanges and Redemptions

In addition to the ability to sell Units on the Exchange, Unitholders may also (i) redeem Units of any CIBC ETF for cash at a redemption price per Unit equal to 95% of the closing price for the applicable Units on the Exchange on the effective day of redemption, subject to a maximum redemption price per Unit equal to the Series NAV per Unit on the effective day of redemption, less any applicable administration fee determined by the Manager, in its sole discretion, from time to time, or (ii) exchange a Prescribed Number of Units, or an integral multiple thereof, for Baskets of Securities and cash or, in certain circumstances, for cash.

See “Exchange and Redemption of Units – Redemption of Units of a CIBC ETF for Cash” and “Exchange and Redemption of Units – Exchange of Units of a CIBC ETF at Series NAV per Unit for Baskets of Securities and/or Cash”.

## Distributions

Cash distributions on Units of a CIBC ETF, if any, will be made in the currency in which Units of the CIBC ETF are denominated and are expected to be made periodically as set out in the table below:

CIBC ETF	Frequency of Distributions
CIBC Canadian Short-Term Bond Index ETF	Monthly
CIBC Canadian Bond Index ETF	Monthly
CIBC Global Bond ex-Canada Index ETF (CAD-Hedged)	Monthly
CIBC Canadian Equity Index ETF	Quarterly
CIBC U.S. Equity Index ETF	Quarterly
CIBC U.S. Equity Index ETF (CAD-Hedged)	Quarterly
CIBC International Equity Index ETF	Quarterly
CIBC International Equity Index ETF (CAD-Hedged)	Quarterly
CIBC Emerging Markets Equity Index ETF	Annually
CIBC Clean Energy Index ETF	Annually
CIBC Qx Canadian Low Volatility Dividend ETF	Monthly
CIBC Qx U.S. Low Volatility Dividend ETF	Monthly
CIBC Qx International Low Volatility Dividend ETF	Monthly
CIBC Active Investment Grade Floating Rate Bond ETF	Monthly
CIBC Active Investment Grade Corporate Bond ETF	Monthly
CIBC Flexible Yield ETF (CAD-Hedged)	Monthly
CIBC International Equity ETF	Annually
CIBC Global Growth ETF	Annually



Depending on a CIBC ETF's underlying investments, distributions may consist of ordinary income, net realized capital gains, and/or returns of capital.

In addition to the distributions described above, a CIBC ETF may also make distributions of income, capital gains and/or capital at any other time the Manager considers appropriate, including without restriction in connection with a special year-end distribution. To the extent that a CIBC ETF has not otherwise distributed a sufficient amount of its net income or net realized capital gains, a distribution will be paid to Unitholders at the end of the year and that distribution may be paid in the form of cash and/or automatically reinvested in Units of the CIBC ETF. Immediately following such reinvestment, the number of Units outstanding will be consolidated so that the Series NAV per Unit following the distribution and reinvestment is the same as it would have been if the distribution had not been paid. The tax treatment to Unitholders of distributions is discussed under “Income Tax Considerations”.

### **Distribution Policy – Reinvestment Plan**

The CIBC ETFs may provide Unitholders with the opportunity to reinvest cash distributions in additional Units through participation in a distribution reinvestment plan.

See “Distribution Policy – Distribution Reinvestment Plan”.

### **Termination**

The CIBC ETFs do not have a fixed termination date but may be terminated by the Manager in accordance with the terms of the Declaration of Trust upon not less than 60 days' written notice to Unitholders. See “Termination of the CIBC ETFs”.

### **Eligibility for Investment**

Provided that a CIBC ETF qualifies as a “mutual fund trust” within the meaning of the Tax Act, or the Units of that CIBC ETF are listed on a “designated stock exchange” within the meaning of the Tax Act (which currently includes the TSX and the Cboe Canada), the Units of that CIBC ETF will be on such date qualified investments under the Tax Act for Registered Plans.

Notwithstanding the foregoing, an annuitant of an RRSP or RRIF, the holder of a TFSA, RDSP, or FHSA, or the subscriber of an RESP may be subject to a penalty tax in respect of Units of a CIBC ETF held by the Registered Plan if the Units of that CIBC ETF are “prohibited investments” for such Registered Plan as determined under the Tax Act.

You should consult your tax advisor for advice on whether Units of a CIBC ETF would be a “prohibited investment” under the Tax Act for your Registered Plan.

See “Income Tax Considerations – Registered Plans and Eligibility for Investment”.

### **Documents Incorporated by Reference**

Additional information about each CIBC ETF is available in the most recently filed annual financial statements, any interim financial reports filed after those annual financial statements, the most recently filed annual MRFP, any interim MRFP filed after the annual MRFP, and the most recently filed ETF Facts for each CIBC ETF. These documents are incorporated by reference into, and legally form an integral part of, this prospectus. These documents are available on the CIBC ETFs' website at [cibc.com/etfs](http://cibc.com/etfs) and may be obtained upon request, at no cost, by calling [1-888-888-3863](tel:1-888-888-3863), sending an email to [info@cibcassetmanagement.com](mailto:info@cibcassetmanagement.com) or by contacting a registered dealer. These documents and other information about the CIBC ETFs are also available at [sedarplus.ca](http://sedarplus.ca).

See “Documents Incorporated by Reference”.

## Organization and Management of the CIBC ETFs

Title	Description
Manager and Portfolio Advisor	<p>CAMI is the Manager and Portfolio Advisor of the CIBC ETFs. As Manager, CAMI is responsible for managing the overall business, operations and day-to-day administration of the CIBC ETFs. As Portfolio Advisor, CAMI provides or arranges to provide investment advice and portfolio management services to the CIBC ETFs. CAMI is registered as a portfolio manager in all Canadian jurisdictions, an investment fund manager in Ontario, Québec and Newfoundland and Labrador, a commodity trading manager in Ontario and a derivatives portfolio manager in Québec.</p> <p>The head office of the CIBC ETFs and the Manager is located at 81 Bay Street, CIBC Square, Toronto, Ontario, M5J 0E7. The Manager is a separate legal entity and a wholly-owned subsidiary of CIBC.</p> <p>See “Organization and Management Details of the CIBC ETFs – Manager and Portfolio Advisor”.</p>
Trustee	<p>CAMI is the Trustee of the CIBC ETFs pursuant to the Declaration of Trust and holds title to the assets of the CIBC ETFs in trust for the Unitholders.</p> <p>See “Organization and Management Details of the CIBC ETFs – Trustee”.</p>
Promoter	<p>CAMI has taken the initiative in founding and organizing the CIBC ETFs and is, accordingly, the promoter of the CIBC ETFs within the meaning of securities legislation of certain provinces and territories of Canada.</p> <p>See “Organization and Management Details of the CIBC ETFs – Promoter”.</p>
Custodian	<p>The Trustee has retained the services of CIBC Mellon Trust Company, at its principal offices in Toronto, Ontario, to act as the Custodian of the assets of the CIBC ETFs and to hold those assets in safekeeping. While not an affiliate, CIBC currently owns a 50% interest in CIBC Mellon Trust Company.</p> <p>See “Organization and Management Details of the CIBC ETFs – Custodian”.</p>
Valuation Agent	<p>CIBC Mellon Global Securities Services Company has been retained to provide accounting valuation services to the CIBC ETFs, and is located in Toronto, Ontario. While not an affiliate, CIBC currently owns a 50% interest in CIBC Mellon Global Securities Services Company. See “Organization and Management Details of the CIBC ETFs – Valuation Agent”.</p>
Securities Lending Agent	<p>The Manager has retained the services of The Bank of New York Mellon, at its principal offices in New York City, New York to act as the Securities Lending Agent of the CIBC ETFs. The Bank of New York Mellon is independent of CAMI.</p> <p>See “Organization and Management Details of the CIBC ETFs – Securities Lending Agent”.</p>
Registrar and Transfer Agent	<p>TSX Trust Company, at its principal office in Toronto, Ontario, is the Registrar and Transfer Agent for Units of the CIBC ETFs and maintains the register of registered Unitholders. The register of the CIBC ETFs is kept in Toronto, Ontario.</p> <p>See “Organization and Management Details of the CIBC ETFs – Registrar and Transfer Agent”.</p>
Auditor	<p>Ernst &amp; Young LLP, Chartered Professional Accountants, Licensed Public Accountants, at its principal offices in Toronto, Ontario, are the auditor of the CIBC ETFs. The auditor audits each CIBC ETF’s annual financial statements and provide an opinion as to whether they are fairly presented in accordance with International Financial Reporting Standards. Ernst &amp; Young LLP is independent with respect to the CIBC ETFs in the context of the CPA Code of Professional Conduct of the Chartered Professional Accountants of Ontario.</p> <p>See “Organization and Management Details of the CIBC ETFs – Auditor”.</p>

## Summary of Fees and Expenses

The following table lists the fees and expenses that you may have to pay if you invest in the CIBC ETFs. You may have to pay some of these fees and expenses directly. The CIBC ETFs may have to pay some of these fees and expenses, which will therefore reduce the value of an investment in the CIBC ETFs. See “Fees and Expenses”.

The CIBC ETFs are required to pay GST/HST on the management fees and most operating expenses. The applicable GST/HST rate for each series of the CIBC ETFs is calculated as a weighted average based generally on the value of Units held by Unitholders residing in each province and territory of Canada. Changes in existing GST/HST rates, changes to the group of provinces that have adopted harmonization, and changes in the distribution by provincial residence of a CIBC ETF’s Unitholders will have an impact on the management expense ratio (an *MER*) of a CIBC ETF year over year.

### Fees and Expenses Payable by the CIBC ETFs

#### Management Fee

Each CIBC ETF pays a management fee (referred to as a *Management Fee*) to the Manager in respect of the Units at the annual rate shown in the table below, based on the NAV of the Units of the CIBC ETF. This Management Fee, plus applicable GST/HST, is calculated and accrued daily and paid monthly:

<b>CIBC ETF</b>	<b>Annual Management Fee</b>
CIBC Canadian Short-Term Bond Index ETF	0.07%
CIBC Canadian Bond Index ETF	0.06%
CIBC Global Bond ex-Canada Index ETF (CAD-Hedged)	0.19%
CIBC Canadian Equity Index ETF	0.04%
CIBC U.S. Equity Index ETF	0.05%
CIBC U.S. Equity Index ETF (CAD-Hedged)	0.05%
CIBC International Equity Index ETF	0.16%
CIBC International Equity Index ETF (CAD-Hedged)	0.16%
CIBC Emerging Markets Equity Index ETF	0.22%
CIBC Clean Energy Index ETF	0.35%
CIBC Qx Canadian Low Volatility Dividend ETF	0.30%
CIBC Qx U.S. Low Volatility Dividend ETF	0.30%
CIBC Qx International Low Volatility Dividend ETF	0.40%
CIBC Active Investment Grade Floating Rate Bond ETF	0.30%
CIBC Active Investment Grade Corporate Bond ETF	0.35%
CIBC Flexible Yield ETF (CAD-Hedged)	0.70%
CIBC International Equity ETF	0.80%
CIBC Global Growth ETF	0.80%

The Manager may, in some cases, waive all or a portion of the Management Fee paid by a CIBC ETF. The decision to waive the Management Fee is at the Manager’s discretion and may continue indefinitely or may be terminated at any time without notice to Unitholders.

Management Fees are paid to the Manager in consideration for providing, or arranging for the provision of, management, distribution, and portfolio advisory services. Advertising and promotional expenses, and office overhead expenses related to the Manager's activities and the fees of the Portfolio Advisor are paid by the Manager out of the Management Fees received from the CIBC ETFs.

See “Fees and Expenses – Fees and Expenses Payable by the CIBC ETFs – Management Fees” and “Organization and Management Details of the CIBC ETFs – Manager and Portfolio Advisor”.

### **Management Fee Distributions**

In some cases, the Manager may charge a reduced management fee to the CIBC ETFs in respect of certain Unitholders. An amount equal to the difference between the management fee otherwise chargeable and the reduced fee payable will be distributed by the CIBC ETF in cash to the applicable Unitholders (referred to as *Management Fee Distributions*).

The availability and amount of Management Fee Distributions with respect to Units of a CIBC ETF will be determined by the Manager and is primarily based on the size of the investment in the CIBC ETF, the expected level of account activity, and the investor's total investments with the Manager. Management Fee Distributions will be available only to beneficial owners of Units and not to the holdings of Units by dealers, brokers or other CDS Participants that hold Units on behalf of beneficial owners. In order to receive a Management Fee Distribution for any applicable period, a beneficial owner of Units of a CIBC ETF must submit a claim for a Management Fee Distribution that is verified by a CDS Participant on the beneficial owner's behalf and provide the Manager with such further information as the Manager may require in accordance with the terms and procedures established by the Manager from time to time.

The Manager reserves the right to discontinue or change Management Fee Distributions at any time. Management Fee Distributions will be paid first out of net income, then out of net realized capital gains and thereafter out of capital of the CIBC ETF. You should discuss Management Fee Distributions with your tax advisor so that you are fully aware of the tax implications for your particular situation.

See “Fees and Expenses – Fees and Expenses Payable by the CIBC ETFs – Management Fee Distributions”.

### **Underlying Fund Fees and Expenses**

In accordance with applicable securities legislation, including NI 81-102 or an exemption therefrom, a CIBC ETF may, as part of its investment objectives, its investment strategies and as an alternative to or in conjunction with investing in and holding securities directly, invest in one or more investment funds or ETFs.

Such Underlying Funds may also invest in other investment funds and ETFs managed by the Manager or an affiliate, provided that there shall be no management fees or incentive fees that are payable by the CIBC ETF that, to a reasonable person, would duplicate a fee payable by the Underlying Fund for the same service. Each of CIBC U.S. Equity Index ETF (CAD-Hedged), CIBC International Equity Index ETF (CAD-Hedged), CIBC Flexible Yield ETF (CAD-Hedged), CIBC International Equity ETF, and CIBC Global Growth ETF currently invests in an Underlying Fund that is managed by the Manager.

Subject to compliance with NI 81-102, such Underlying Funds may also invest in securities of other investment funds and ETFs, which may be managed by the same, affiliated or third-party investment fund managers. In the event that a CIBC ETF invests in an Underlying Fund that charges a management fee, unless reimbursed or absorbed by the Manager in its sole discretion, the fees and expenses payable in connection with the management of the Underlying Fund are in addition to those payable by the CIBC ETFs.

There are no management fees charged to CIBC Flexible Yield ETF (CAD-Hedged), CIBC International Equity ETF, and CIBC Global Growth ETF in respect of units of their respective Underlying Fund in which they invest.

See “Investment Strategies – Investment in other Investment Funds or ETFs” and “Fees and Expenses – Fees and Expenses Payable by the CIBC ETFs – Underlying Fund Fees and Expenses”.

### **Operating Expenses**

In addition to the payment of the Management Fee and unless absorbed or reimbursed by the Manager, the only expenses payable by each of these CIBC ETFs are the fees, costs and expenses associated with borrowing and interest; fees and expenses of the IRC or members of the IRC; any new types of costs, expenses or fees arising from new governmental or regulatory requirements introduced after the CIBC ETF was established; any termination costs that may be allocated by the Manager to a CIBC ETF; any fees, costs and expenses associated with litigation or brought to pursue rights on behalf of the CIBC ETFs; extraordinary expenses; any sales taxes (including GST/HST) on those expenses and any income taxes, withholding or other taxes.

A CIBC ETF is required to pay GST/HST on management fees and most operating expenses. The applicable GST/HST rate of a CIBC ETF is calculated as a weighted average based generally on the value of Units held by the CIBC ETF's Unitholders residing in each province and territory of Canada. Changes in existing GST/HST rates, changes to the group of provinces that have adopted harmonization, and changes in the distribution by provincial residence of a CIBC ETF's Unitholders will have an impact on the management expense ratio of a CIBC ETF year over year.

Each CIBC ETF is responsible for the payment of its transaction costs, which include brokerage fees, spreads, brokerage commissions and all other securities transaction fees, including the costs of derivatives and foreign exchange transactions, as applicable (referred to as *Transaction Costs*). Transaction costs are not considered to be operating expenses and are not part of the MER.

The Manager may decide, in its discretion, to pay for some of these operating expenses otherwise payable by a CIBC ETF, rather than having the CIBC ETF incur such expenses. The decision to pay for these operating expenses is at the Manager's discretion and may continue indefinitely or may be terminated at any time without notice to Unitholders.

See “Fees and Expenses – Fees and Expenses Payable by the CIBC ETFs – Operating Expenses”.

### **Fees and Expenses Payable Directly by Unitholders**

#### **Administration Fee**

An amount, as may be agreed to between the Manager and the Designated Broker or Dealer of a CIBC ETF, may be charged to offset certain transaction costs associated with an issue, exchange or redemption of Units of that CIBC ETF. This charge does not apply to Unitholders who buy and sell their Units through the facilities of the Exchange.

See “Exchange and Redemption of Units – Administration Fee”.

## OVERVIEW OF THE LEGAL STRUCTURE OF THE CIBC ETFs

The CIBC ETFs are exchange-traded mutual funds established under the laws of the province of Ontario, pursuant to the terms of the Declaration of Trust. Each CIBC ETF is a mutual fund under Canadian Securities Legislation. CAMI is the Trustee, Manager and Portfolio Advisor of the CIBC ETFs and is responsible for the administration and investment management of the CIBC ETFs.

The head office and registered office of the CIBC ETFs and the Manager is 81 Bay Street, CIBC Square, Toronto, Ontario, M5J 0E7.

The following chart sets out the full legal name and Exchange ticker symbol for each of the CIBC ETFs:

Legal Name of CIBC ETF	Ticker Symbol
CIBC Canadian Short-Term Bond Index ETF	CSBI
CIBC Canadian Bond Index ETF	CCBI
CIBC Global Bond ex-Canada Index ETF (CAD-Hedged)	CGBI
CIBC Canadian Equity Index ETF	CCEI
CIBC U.S. Equity Index ETF	CUEI
CIBC U.S. Equity Index ETF (CAD-Hedged)	CUEH
CIBC International Equity Index ETF	CIEI
CIBC International Equity Index ETF (CAD-Hedged)	CIEH
CIBC Emerging Markets Equity Index ETF	CEMI
CIBC Clean Energy Index ETF	CCLN
CIBC Qx Canadian Low Volatility Dividend ETF	CQLC
CIBC Qx U.S. Low Volatility Dividend ETF	CQLU
CIBC Qx International Low Volatility Dividend ETF	CQLI
CIBC Active Investment Grade Floating Rate Bond ETF	CAFR
CIBC Active Investment Grade Corporate Bond ETF	CACB
CIBC Flexible Yield ETF (CAD-Hedged)	CFLX
CIBC International Equity ETF	CINT
CIBC Global Growth ETF	CGLO

## INVESTMENT OBJECTIVES

### CIBC Index ETFs

**CIBC Canadian Short-Term Bond Index ETF** seeks to replicate, to the extent reasonably possible and before fees and expenses, the performance of a Canadian short-term bond index that measures the investment return of the Canadian investment grade short-term bond market. Currently, this CIBC ETF seeks to track the Morningstar® Canada 1-5 Yr Core Bond Index™ (or any successor thereto).

**CIBC Canadian Bond Index ETF** seeks to replicate, to the extent reasonably possible and before fees and expenses, the performance of a Canadian aggregate bond index that measures

the investment return of the Canadian investment grade bond market. Currently, this CIBC ETF seeks to track the Morningstar® Canada Core Bond Index™ (or any successor thereto).

**CIBC Global Bond ex-Canada Index ETF (CAD-Hedged)** seeks to replicate, to the extent reasonably possible and before fees and expenses, the performance of a global aggregate bond index that measures the investment return of the global investment grade bond market, excluding Canada. Currently, this CIBC ETF seeks to track the Morningstar® Global ex-Canada Core Bond Hedged CAD Index™ (or any successor thereto).

**CIBC Canadian Equity Index ETF** seeks to replicate, to the extent reasonably possible and before fees and expenses, the performance of a broad Canadian equity market index that measures the investment return of publicly traded securities in the Canadian market. Currently, this CIBC ETF seeks to track the Morningstar® Canada Domestic Index™ (or any successor thereto).

**CIBC U.S. Equity Index ETF** seeks to replicate, to the extent reasonably possible and before fees and expenses, the performance of a broad U.S. equity market index that measures the investment return of publicly traded securities in the U.S. market. Currently, this CIBC ETF seeks to track the Morningstar® US Target Market Exposure Index™ (or any successor thereto).

**CIBC U.S. Equity Index ETF (CAD-Hedged)** seeks to replicate, to the extent reasonably possible and before fees and expenses, the performance of a broad U.S. equity market index that measures the investment return of publicly traded securities in the U.S. market, hedged to the Canadian dollar. Currently, this CIBC ETF seeks to track the Morningstar® US Target Market Exposure Hedged CAD Index™ (or any successor thereto).

**CIBC International Equity Index ETF** seeks to replicate, to the extent reasonably possible and before fees and expenses, the performance of a broad international equity market index that measures the investment return of publicly traded securities in Europe, Australasia and the Far East. Currently, this CIBC ETF seeks to track the Morningstar® Developed Markets ex-North America Target Market Exposure Index™ (or any successor thereto).

**CIBC International Equity Index ETF (CAD-Hedged)** seeks to replicate, to the extent reasonably possible and before fees and expenses, the performance of a broad international equity market index that measures the investment return of publicly traded securities in Europe, Australasia and the Far East, hedged to the Canadian dollar. Currently, this CIBC ETF seeks to track the Morningstar® Developed Markets ex-North America Target Market Exposure Hedged CAD Index™ (or any successor thereto).

**CIBC Emerging Markets Equity Index ETF** seeks to replicate, to the extent reasonably possible and before fees and expenses, the performance of a broad emerging market equity index that measures the investment return of publicly traded securities in emerging countries in Asia, Latin America, Europe, Africa and the Middle East. Currently, this CIBC ETF seeks to track the Morningstar® Emerging Markets Target Market Exposure Index™ (or any successor thereto).

**CIBC Clean Energy Index ETF** seeks to replicate, to the extent reasonably possible and before fees and expenses, the performance of a clean energy index. Currently, this ETF seeks to track the CIBC Atlas Clean Energy Select Index (or any successor thereto).

### **CIBC Non-Index ETFs**

**CIBC Qx Canadian Low Volatility Dividend ETF** seeks current income and long-term capital growth by investing primarily in Canadian equity securities that are expected to provide regular income from dividends, while seeking to reduce volatility.

**CIBC Qx U.S. Low Volatility Dividend ETF** seeks current income and long-term capital growth by investing primarily in U.S. equity securities that are expected to provide regular income from dividends, while seeking to reduce volatility.

**CIBC Qx International Low Volatility Dividend ETF** seeks current income and long-term capital growth by investing primarily in foreign equity securities located in Europe, the Far East, and the Pacific Rim that are expected to provide regular income from dividends, while seeking to reduce volatility.

**CIBC Active Investment Grade Floating Rate Bond ETF** seeks to generate current income while preserving capital by investing primarily in a portfolio of Canadian debt securities and by using interest rate derivatives that seek to mitigate the effect of interest rate fluctuations.

**CIBC Active Investment Grade Corporate Bond ETF** seeks to generate a high level of current income while preserving capital by investing primarily in bonds, debentures, notes and other debt instruments of Canadian issuers.

**CIBC Flexible Yield ETF (CAD-Hedged)** seeks to generate long-term total return and current income by investing primarily in high yielding debt and investment grade fixed income securities of issuers located anywhere in the world. Exposure to these types of securities will be obtained by investing primarily in Renaissance Flexible Yield Fund (or its successor fund), and/or by investing directly in the securities.

**CIBC International Equity ETF** seeks to generate long-term capital growth through capital appreciation by investing primarily in a diversified portfolio of equity securities of foreign companies located in Europe, the Far East, and the Pacific Rim. Exposure to these types of securities will be obtained by investing primarily in Renaissance International Equity Fund (or its successor fund), and/or by investing directly in the securities.

**CIBC Global Growth ETF** seeks to generate long-term capital growth by investing in a diversified portfolio consisting primarily of equity securities of companies located anywhere in the world. Exposure to these types of securities will be obtained by investing primarily in Renaissance Global Growth Fund (or its successor fund), and/or by investing directly in the securities.

The investment objectives of a CIBC ETF shall not be changed by the Manager without first obtaining the approval of Unitholders.

## THE INDICES

The following table sets out the current Index for each of the CIBC Index ETFs and provides a general description of each Index. The conditions for eligibility, inclusion and retention of Constituent Issuers of each of the Indices shall be governed by the applicable Index rulebook published by the Index Provider.

CIBC Index ETF	Index	Description
CIBC Canadian Short-Term Bond Index ETF	Morningstar® Canada 1-5 Yr Core Bond Index™	The Index measures the performance of fixed-rate, investment-grade CAD-denominated securities with maturities between one and five years. It is market-capitalization weighted. The Index is rebalanced monthly. Further information about the Index, including its methodology, is available on Morningstar's website at <a href="http://indexes.morningstar.com">indexes.morningstar.com</a> .
CIBC Canadian Bond Index ETF	Morningstar® Canada Core Bond Index™	The Index measures the performance of fixed-rate, investment-grade CAD-denominated securities with maturities greater than one year. It is market-capitalization weighted. The Index is rebalanced monthly. Further information about the Index, including its methodology, is available on Morningstar's website at <a href="http://indexes.morningstar.com">indexes.morningstar.com</a> .



<b>CIBC Index ETF</b>	<b>Index</b>	<b>Description</b>
CIBC Global Bond ex-Canada Index ETF (CAD-Hedged)	Morningstar® Global ex-Canada Core Bond Hedged CAD Index™	The Index measures the performance of fixed-rate, investment-grade denominated securities with maturities greater than one year issued by developed market countries, excluding CAD denominated bonds. It is market-capitalization weighted and foreign currency exposure is hedged back to Canadian dollars. The Index is rebalanced monthly. Further information about the Index, including its methodology, is available on Morningstar's website at <a href="http://indexes.morningstar.com">indexes.morningstar.com</a> .
CIBC Canadian Equity Index ETF	Morningstar® Canada Domestic Index™	The Index includes large-, mid- and small-cap stocks representing the largest 97% of the Canadian equity market by market capitalization. Stocks are weighted by local float-adjusted market capitalization. The Index is rebalanced quarterly. Further information about the Index, including its methodology, is available on Morningstar's website at <a href="http://indexes.morningstar.com">indexes.morningstar.com</a> .
CIBC U.S. Equity Index ETF	Morningstar® US Target Market Exposure Index™	The Index is a rules based, float market capitalization-weighted index that targets large- and mid-cap U.S. stocks representing 85% of the market by float-adjusted market capitalization. The Index is rebalanced quarterly. Further information about the Index, including its methodology, is available on Morningstar's website at <a href="http://indexes.morningstar.com">indexes.morningstar.com</a> .
CIBC U.S. Equity Index ETF (CAD-Hedged)	Morningstar® US Target Market Exposure Hedged CAD Index™	The Index is a rules based, float market capitalization-weighted index that targets large- and mid-cap U.S. stocks representing 85% of the market by float-adjusted market capitalization. The Morningstar® US Target Market Exposure Hedged CAD Index™ is designed to represent the returns of the Morningstar® US Target Market Exposure Index™ while hedging Canadian dollar risk, but not the underlying equity market risk. The Index is rebalanced quarterly. Further information about the index, including its methodology, is available on Morningstar's website at <a href="http://indexes.morningstar.com">indexes.morningstar.com</a> .
CIBC International Equity Index ETF	Morningstar® Developed Markets ex-North America Target Market Exposure Index™	The Index is a rules based, float market capitalization-weighted index that targets large- and mid-cap stocks listed in developed markets outside North America, representing 85% of the market by float-adjusted market capitalization. The Index is rebalanced quarterly. Further information about the Index, including its methodology, is available on Morningstar's website at <a href="http://indexes.morningstar.com">indexes.morningstar.com</a> .
CIBC International Equity Index ETF (CAD-Hedged)	Morningstar® Developed Markets ex-North America Target Market Exposure Hedged CAD Index™	The Index is a rules based, float market capitalization-weighted index that targets large- and mid-cap stocks listed in developed markets outside North America, representing 85% of the market by float-adjusted market capitalization. The Morningstar® Developed Markets ex-North America Target Market Exposure Hedged CAD Index™ is designed to represent the returns of the Morningstar® Developed Markets ex-North America Target Market Exposure Index™ while hedging Canadian dollar risk, but not the underlying equity market risk. The Index is rebalanced quarterly. Further information about the index, including its methodology, is available on Morningstar's website at <a href="http://indexes.morningstar.com">indexes.morningstar.com</a> .
CIBC Emerging Markets Equity Index ETF	Morningstar® Emerging Markets Target Market Exposure Index™	The Index is a rules based, float market capitalization-weighted index that targets large- and mid-cap stocks listed in emerging markets, representing 85% of the market by float-adjusted market capitalization. The Index is rebalanced quarterly. Further information about the Index, including its methodology, is available on Morningstar's website at <a href="http://indexes.morningstar.com">indexes.morningstar.com</a> .

<b>CIBC Index ETF</b>	<b>Index</b>	<b>Description</b>
CIBC Clean Energy Index ETF	CIBC Atlas Clean Energy Select Index	The Index is an adjusted market cap weighted index designed to provide exposure to a diverse set of U.S. or Canadian based companies involved in the clean energy sector including renewables and clean technology. The clean energy business segments of the Index include, but are not limited to, the following activities: Renewables - Solar, Wind, Hydro, Geothermal, Bioenergy and Clean Technology - Electric Vehicles, Energy Management & Storage, Fuel Cell, Hydrogen. The Index methodology is based on quantitative and qualitative data and the Index is rebalanced quarterly. Further information about the Index, including its methodology, is available at <a href="http://spglobal.com/spdji/en/custom-indices/cibc/cibc-atlas-clean-energy-select-index/#overview">spglobal.com/spdji/en/custom-indices/cibc/cibc-atlas-clean-energy-select-index/#overview</a> .

### **Change in an Index**

The Manager may, subject to any required Unitholder approval, change the applicable Index tracked by a CIBC Index ETF to another widely-recognized index in order to provide Unitholders with substantially the same exposure to the asset class to that which it is currently exposed. If the Manager changes the Index, or any index replacing such Index, the Manager will issue a press release identifying the new Index, describing its Constituent Securities and specifying the reasons for Index change.

### **Termination of an Index**

In the event that an Index Provider or Index Calculation Agent, as applicable, ceases to calculate an Index or the License Agreement is terminated, the Manager may terminate a CIBC Index ETF on 60 days' notice, or change its investment objectives, or seek to replicate the performance of an alternative Index (subject to Unitholder approval if required in accordance with NI 81-102), or make such other arrangements as the Manager considers appropriate and in the best interests of Unitholders in the circumstances.

If an alternate Index is selected, the investment objectives of the CIBC Index ETF shall be to seek to replicate, to the extent reasonably possible and before fees and expenses, the performance of such alternate specified market index, or any successor thereto.

### **Use of the Indices**

The Manager and each CIBC Index ETF are permitted to use the applicable Index pursuant to the applicable License Agreement described under "Material Contracts", but do not accept responsibility for, or guarantee the accuracy and/or completeness of, the Indices or any data included in the Indices

## **INVESTMENT STRATEGIES**

### **CIBC Index ETFs**

In order to achieve their investment objectives and to obtain exposure to the Constituent Securities of the applicable Index, each CIBC Index ETF: may invest in and hold the Constituent Securities of the applicable Index in approximately the same proportion as they are reflected in that Index or otherwise invest in a manner intended to track the performance of such Index. Each CIBC Index ETF may also hold cash and cash equivalents or other money market instruments in order to meet their current obligations.

Each CIBC Index ETF may, at the discretion of the Manager or Portfolio Advisor as an alternative to or in conjunction to holding and investing directly in the Constituent Securities of

the applicable Index directly, employ a “sampling” strategy to replicate the aggregate investment characteristics of the Constituent Securities in the Index. The Manager or Portfolio Advisor may elect to hold either a subset of the Constituent Securities or a combination of a subset of the Constituent Securities and Other Securities that are consistent with the CIBC ETFs' investment objectives. The Manager evaluates various risk factors, performance attributes, sector and country weights and other financial metrics to select representative securities as part of the sampling strategy. The Manager or Portfolio Advisor is expected to deploy the sampling methodology where it may be difficult to acquire certain Constituent Securities due to illiquidity, where the asset levels of the CIBC ETFs do not allow for the holding of all of the Constituent Securities or where it is otherwise beneficial to the CIBC ETF to do so.

Each of CIBC U.S. Equity Index ETF (CAD-Hedged) and CIBC International Equity Index ETF (CAD-Hedged) may invest in and hold units of ETFs and/or Other Securities. Currently, each of CIBC U.S. Equity Index ETF (CAD-Hedged) and CIBC International Equity Index ETF (CAD-Hedged) invests primarily in CIBC U.S. Equity Index ETF and CIBC International Equity Index ETF, respectively, and uses derivative instruments to seek to hedge foreign currency exposure back to the Canadian dollar.

## **CIBC Non-Index ETFs**

### **CIBC Qx Canadian Low Volatility Dividend ETF**

To achieve its investment objectives, the CIBC Qx Canadian Low Volatility Dividend ETF:

- uses a proprietary quantitative process to build a diversified portfolio of Canadian securities that focus on dividend paying stocks with lower volatility;
- currently uses historical standard deviation and dividend yield as a tool in selecting and weighting the stocks;
- may use derivatives such as options, futures, forward contracts, swaps, and other similar instruments. Derivatives may be used for hedging and non-hedging purposes. Derivatives may be used to, among other things, provide exposure to securities, indices, or currencies without investing in them directly, or to manage risk;
- may invest in units of ETFs; and
- may depart temporarily from its fundamental investment objectives by investing its assets in cash or cash equivalents, or fixed income securities issued or guaranteed by the Canadian or U.S. governments, a government agency, or a company to try to protect and preserve its assets during a market downturn or for other reasons.

### **CIBC Qx U.S. Low Volatility Dividend ETF**

To achieve its investment objectives, CIBC Qx U.S. Low Volatility Dividend ETF:

- uses a proprietary quantitative process to build a diversified portfolio of U.S. securities that focus on dividend paying stocks with lower volatility;
- currently uses historical standard deviation and dividend yield as a tool in selecting and weighting the stocks;
- may use derivatives such as options, futures, forward contracts, swaps, and other similar instruments. Derivatives may be used for hedging and non-hedging purposes. Derivatives may be used to, among other things, provide exposure to securities, indices, or currencies without investing in them directly, or to manage risk;
- may invest in units of ETFs; and

- may depart temporarily from its fundamental investment objectives by investing its assets in cash or cash equivalents, or fixed income securities issued or guaranteed by the Canadian or U.S. governments, a government agency, or a company to try to protect and preserve its assets during a market downturn or for other reasons.

### **CIBC Qx International Low Volatility Dividend ETF**

To achieve its investment objectives, CIBC Qx International Low Volatility Dividend ETF:

- uses a proprietary quantitative process to build a diversified portfolio of international securities that focus on dividend paying stocks with lower volatility;
- currently uses historical standard deviation and the dividend yield as a tool in selecting and weighting the stocks;
- may use derivatives such as options, futures, forward contracts, swaps, and other similar instruments. Derivatives may be used for hedging and non-hedging purposes. Derivatives may be used to, among other things, provide exposure to securities, indices, or currencies without investing in them directly, or to manage risk;
- may invest in units of ETFs; and
- may depart temporarily from its fundamental investment objectives by investing its assets in cash or cash equivalents, or fixed income securities issued or guaranteed by the Canadian or U.S. governments, a government agency, or a company to try to protect and preserve its assets during a market downturn or for other reasons.

### **CIBC Active Investment Grade Floating Rate Bond ETF**

To achieve its investment objectives, CIBC Active Investment Grade Floating Rate Bond ETF:

- invests primarily in a portfolio of (i) Canadian investment-grade floating rate debt obligations and other floating rate debt instruments and/or (ii) Canadian investment-grade debt obligations and other debt instruments that deliver a fixed rate of income while using interest rate derivatives to mitigate the effect of interest rate fluctuations;
- undertakes a bottom-up analysis of bond issuers combined with a top-down analysis of an industry's potential in a given economic environment. For security selection, the Portfolio Advisor's focus is on issuer-specific fundamentals and quantitative modeling of valuations and liquidity to determine securities for consideration in the portfolio. Both technical and fundamental analysis will be utilized in the investment process to help position the portfolio's average term-to-maturity. CIBC Active Investment Grade Floating Rate Bond ETF reviews macroeconomic variables and utilizes technical interest rate analysis to draw conclusions about future economic growth and the direction of interest rates;
- may also invest in securities of foreign issuers to an extent that will vary from time to time but is not generally expected to exceed 30% of its NAV;
- may invest in non-investment grade securities to an extent that will vary from time to time but is not generally expected to exceed 10% of its NAV, in order to help provide greater diversification and yield enhancement; and
- may also invest in asset-backed securities and commercial mortgage-backed securities.

### **CIBC Active Investment Grade Corporate Bond ETF**

To achieve its investment objectives, CIBC Active Investment Grade Corporate Bond ETF:

- invests primarily in Canadian investment grade corporate bonds based primarily on security selection, sector allocation, and average term-to-maturity. Portfolio assets are allocated to

those securities and sectors of the corporate bond market that the Portfolio Advisor expects will outperform;

- undertakes a bottom-up analysis of corporate bond issuers combined with top-down analysis of a sector's potential in a given economic environment;
- may also invest in securities of foreign issuers to an extent that will vary from time to time but is not generally expected to exceed 30% of its NAV;
- may invest in non-investment grade securities to an extent that will vary from time to time but is not generally expected to exceed 10% of its NAV, in order to help provide greater diversification and yield enhancement; and
- may also invest in asset-backed securities and commercial mortgage-backed securities.

### **CIBC Flexible Yield ETF (CAD-Hedged)**

To achieve its investment objectives, CIBC Flexible Yield ETF (CAD-Hedged):

- will invest all or substantially all of its assets in hedged class units of Renaissance Flexible Yield Fund (referred to as Flexible Yield Underlying Fund), or a successor fund. Flexible Yield Underlying Fund is managed by the Manager, and sub-advised by DoubleLine Capital LP.

In pursuing its investment objectives, the Flexible Yield Underlying Fund:

- will attempt to offset some or all of the foreign currency exposure in respect of the assets attributable to the hedged class units. However, there can be no assurance the assets attributable to the hedge class units will be hedged at all times or that the currency hedging technique employed by the portfolio sub-advisor of Flexible Yield Underlying Fund will be successful;
- employs a total return approach to buying debt securities with higher yields and uses a top-down and relative value process to allocate across country, currency, and sector allocations, as well as active management in interest rate decisions. The portfolio sub-advisor can be highly tactical in these allocations;
- seeks diversified sources of yield across the debt securities spectrum including, for example: U.S. Government securities, corporate debt securities, mortgage and asset backed securities, foreign debt securities, emerging market debt securities, loans and high yield debt securities;
- may invest in short term debt securities (such as commercial paper) when the portfolio sub-advisor is unable to find enough attractive long-term investments; and
- may depart temporarily from its fundamental investment objectives by investing its assets in cash or cash equivalents, or fixed income securities issued or guaranteed by the Canadian or U.S. governments, a government agency, or a company to try to protect and preserve its assets during a market downturn or for other reasons.

### **CIBC International Equity ETF**

To achieve its investment objectives, CIBC International Equity ETF:

- will invest all or substantially all of its assets in units of Renaissance International Equity Fund (referred to as International Equity Underlying Fund), or its successor fund. International Equity Underlying Fund is managed by the Manager, and sub-advised by Walter Scott & Partners Limited.

In pursuing its investment objectives, the International Equity Underlying Fund:

- invests based on a bottom-up approach. Companies must earn their way into the portfolio on their own merit on a day-to-day basis. The basis for analysis is to identify securities of growth companies with characteristics such as low prices relative to their long-term cash earnings potential, potential for significant improvement in the company's business, financial strength, and sufficient liquidity. Country allocations are not explicitly set, they implicitly roll-out from the Basket of Securities that comprise the portfolio;
- may use derivatives such as options, futures, forward contracts, swaps, and other similar instruments, in a manner considered appropriate to achieving International Equity Underlying Fund's investment objectives. Derivatives may be used for hedging and non-hedging purposes. Derivatives may be used to, among other things, provide exposure to securities, indices, or currencies without investing in them directly, or to manage risk;
- may invest in units of ETFs; and
- may depart temporarily from its fundamental investment objectives by investing its assets in cash or cash equivalents, or fixed income securities issued or guaranteed by the Canadian or U.S. governments, a government agency, or a company to try to protect and preserve its assets during a market downturn or for other reasons.

### **CIBC Global Growth ETF**

To achieve its investment objectives, CIBC Global Growth ETF:

- will invest all or substantially all of its assets in units of Renaissance Global Growth Fund (referred to as Global Growth Underlying Fund), or its successor fund. Global Growth Underlying Fund is managed by the Manager, and sub-advised by Walter Scott & Partners Limited.

In pursuing its investment objectives, the Global Growth Underlying Fund:

- invests primarily in common shares of companies that exhibit above-average growth rates in earnings in a given industry. Companies may achieve above-average growth rates in earnings from sales, profit margin improvement, proprietary or niche products or services, leading market shares, and underlying strong industry growth;
- invests in companies that possess above-average earnings and may provide the prospect of above-average stock market returns, although such companies tend to have higher relative stock market valuations. Emphasis will also be given to companies having medium to large market capitalizations;
- in addition to equity securities (primarily common shares), may buy securities that are convertible into common shares;
- may use derivatives such as options, futures, forward contracts, swaps, and other similar instruments, in a manner considered appropriate to achieving Global Growth Underlying Fund's investment objectives. Derivatives may be used for hedging and non-hedging purposes. Derivatives may be used to, among other things, provide exposure to securities, indices, or currencies without investing in them directly, or to manage risk;
- may invest in units of ETFs; and
- may depart temporarily from its fundamental investment objectives by investing its assets in cash or cash equivalents, or fixed income securities issued or guaranteed by the Canadian or U.S. governments, a government agency, or a company to try to protect and preserve its assets during a market downturn or for other reasons.

## General Investment Strategies

### Investment in Other Investment Funds or ETFs

In accordance with applicable securities legislation, including NI 81-102 or an exemption therefrom, a CIBC ETF may, as part of its investment objectives, its investment strategies, and as an alternative to or in conjunction with investing in and holding securities directly, invest in one or more investment funds or ETFs. In the case of the CIBC Index ETFs, such Underlying Funds may provide exposure to the Constituent Securities of the applicable Index or a substantially similar index.

Such Underlying Funds may also invest in other investment funds and ETFs managed by the Manager or an affiliate, provided that there shall be no management fees or incentive fees that are payable by the CIBC ETF that, to a reasonable person, would duplicate a fee payable by the Underlying Fund for the same service.

Each of CIBC U.S. Equity Index ETF (CAD-Hedged), CIBC International Equity Index ETF (CAD-Hedged), CIBC Flexible Yield ETF (CAD-Hedged), CIBC International Equity ETF, and CIBC Global Growth ETF currently invests in an Underlying Fund that is managed by the Manager.

The table below shows the Underlying Funds in which the below mentioned CIBC ETFs invest and the corresponding portfolio sub-advisor or when there is no portfolio sub-advisor, the Portfolio Advisor, as at the date of this prospectus.

<b>CIBC ETF</b>	<b>Underlying Fund</b>	<b>Portfolio Sub-Advisor or Portfolio Advisor</b>
CIBC Flexible Yield ETF (CAD-Hedged)	Renaissance Flexible Yield Fund	DoubleLine Capital LP
CIBC Global Growth ETF	Renaissance Global Growth Fund	Walter Scott & Partners Limited
CIBC International Equity ETF	Renaissance International Equity Fund	Walter Scott & Partners Limited
CIBC U.S. Equity Index ETF (CAD-Hedged)	CIBC U.S. Equity Index ETF	CIBC Asset Management Inc.
CIBC International Equity Index ETF (CAD-Hedged)	CIBC International Equity Index ETF	CIBC Asset Management Inc.

Subject to compliance with NI 81-102, such Underlying Funds may also invest in securities of other investment funds and ETFs, which may be managed by the same, affiliated or third-party investment fund managers. In the event that a CIBC ETF invests in an Underlying Fund that charges a management fee, unless reimbursed or absorbed by the Manager at its sole discretion, the fees and expenses payable in connection with the management of the Underlying Fund are in addition to those payable by the CIBC ETFs.

There are no management fees charged to CIBC Flexible Yield ETF (CAD-Hedged), CIBC International Equity ETF, and CIBC Global Growth ETF in respect of units of their respective Underlying Fund in which they invest.

Because CIBC U.S. Equity Index ETF (CAD-Hedged), CIBC International Equity Index ETF (CAD-Hedged), CIBC Flexible Yield ETF (CAD-Hedged), CIBC International Equity ETF, and CIBC Global Growth ETF each bear their own fees and expenses, and there may be a delay between the time a Unitholder buys Units of the CIBC ETF and the time that the CIBC ETF obtains additional exposure to its Underlying Fund, the return of the CIBC ETF may be different from that of its Underlying Fund.

### **Use of Derivatives**

The CIBC ETFs may use derivatives for hedging or effective exposure (non-hedging) purposes. Derivatives may be used to, among other things, provide exposure to securities, indices, or currencies without investing in them directly, or to hedge against losses from changes in the prices of a CIBC ETF's investments and from exposure to foreign currencies. A CIBC ETF can only use derivatives to the extent permitted by the Canadian Securities Regulatory Authorities and only if the use of derivatives is consistent with its investment objectives.

A derivative is a financial instrument whose value is derived from the value of an underlying variable, usually in the form of a security or asset. Derivatives can be traded on exchanges or over-the-counter with other financial institutions, known as counterparties. There are many different kinds of derivatives, but derivatives usually take the form of an agreement between two parties to buy or sell an asset, such as a basket of stocks or a bond, at a future date for an agreed upon price. The most common kinds of derivatives are futures contracts, forward contracts, options, and swaps.

### **Currency Hedging**

Certain CIBC ETFs may use derivative instruments to hedge their foreign currency exposure back to the Canadian dollar. The Flexible Yield Underlying Fund in which the CIBC Flexible Yield ETF (CAD-Hedged) invests attempts to offset some or all of the foreign currency exposure in respect of the assets attributable to the hedged class units. The use of hedging strategies may substantially limit Unitholders from benefiting if non-Canadian currencies rise against the Canadian dollar.

Each of CIBC U.S. Equity Index ETF (CAD-Hedged) and CIBC International Equity Index ETF (CAD-Hedged) seeks to hedge all or a large portion of its direct foreign currency exposure back to the Canadian dollar. However, the CIBC ETF may not be able to fully hedge its foreign currency exposure at all times, or the effectiveness of the currency hedging strategy may be reduced, since hedges are sometimes subject to imperfect matching between a derivative and its reference asset. When a derivative is used as a hedge against a position that a CIBC ETF holds, a reduction in value of the currency being hedged should substantially be offset by a gain in value generated by the derivative, and vice versa. While hedging can reduce or eliminate losses, it can also reduce or eliminate gains. The effectiveness of the currency hedging strategy of a CIBC ETF will, in general, be affected by the volatility of the applicable Index and/or the securities held by the CIBC ETF, and the volatility of the Canadian dollar relative to the currencies to be hedged. Increased volatility may reduce the effectiveness of the currency hedging strategy and may impact the costs associated with hedging transactions. For CIBC U.S. Equity Index ETF (CAD-Hedged) and CIBC International Equity Index ETF (CAD-Hedged), some deviations from the returns of their applicable Index are expected to occur as a result of the costs, risks or other performance impacts of their currency hedging strategy. Although there is no assurance that these currency transactions will be effective, the Manager expects these currency transactions to be substantially effective. A CIBC ETF will enter into derivative transactions with financial institutions that have a "designated rating" as defined in NI 81-102.

### **Securities Lending, Repurchase, and Reverse Repurchase Transactions**

A CIBC ETF may enter into securities lending, repurchase, and reverse repurchase transactions to earn additional returns, consistent with its investment objectives and as permitted by the Canadian Securities Regulatory Authorities.

In a securities lending transaction, the CIBC ETF will loan securities it holds in its portfolio to a borrower for a fee. In a repurchase transaction, the CIBC ETF sells securities it holds in its portfolio at one price, and agrees to buy them back later from the same party with the expectation of a profit. In a reverse repurchase transaction, the CIBC ETF buys securities for cash at one price and agrees to sell them back to the same party with the expectation of a profit.



Written procedures have been developed with respect to securities lending monitoring and reporting. At present, there are no simulations used to test the CIBC ETFs' portfolios under stress conditions to measure risk.

Securities lending transactions, repurchase agreements, and reverse repurchase agreements will be entered into in accordance with the following requirements:

- a CIBC ETF must maintain non-cash collateral and cash collateral with a value equal to a minimum of 102% of the value of the securities;
- no more than 50% of a CIBC ETF's assets may be invested in securities lending or repurchase transactions at any one time;
- investments in any cash collateral must be in accordance with the investment restrictions specified in the agency agreement;
- the value of the securities and collateral will be monitored daily;
- transactions will be subject to collateral requirements, limits on transaction sizes, and a list of approved third parties based on factors such as creditworthiness; and
- securities lending may be terminated at any time and repurchase and reverse repurchase agreements must be completed within 30 days.

Pursuant to an agency agreement, the CIBC ETFs have retained CIBC GSS as agent to provide certain administrative and reporting services in connection with the securities lending and repurchase program. CIBC GSS provides to the Manager's Governance and Controls Group regular, comprehensive, and timely reports that summarize the transactions involving securities lending, repurchase, and reverse repurchase transactions, as applicable. At least annually, CIBC GSS will also confirm that the internal controls, procedures, records, creditworthiness, and collateral diversification standards for borrowers have been followed and will provide the Manager with such information in order to satisfy the Manager's obligations under applicable laws. The Manager will be primarily responsible for reviewing the agency agreement, internal controls, procedures, and records and ensuring compliance with applicable laws.

Each securities lending, repurchase, and reverse repurchase transaction must qualify as a "securities lending arrangement" under section 260 of the Tax Act.

### **Actions Affecting Constituent Issuers**

From time to time, certain corporate or other actions may be taken or proposed by a Constituent Issuer or by a third party that could affect a Constituent Issuer of an Index, whose securities are held by a CIBC Index ETF. An example of such an action would be if a takeover bid or an issuer bid is made for a Constituent Security. In each such case, the Manager or Portfolio Advisor will determine, in its discretion, what steps, if any, the CIBC Index ETF will take to address the action. In exercising such discretion, the Manager or Portfolio Advisor will generally take those steps necessary to ensure that the CIBC Index ETF continues to seek to replicate, to the extent reasonably possible and before fees and expenses, the performance of the applicable Index.

### **Rebalancing and Adjustment**

The CIBC Index ETFs may acquire and/or dispose of an appropriate number of securities, either through the Designated Broker or Dealers in the open market whenever the Index Provider rebalances or adjusts an Index, including by adding securities to or subtracting securities from that Index, or whenever the Manager or Portfolio Advisor determines that there should be a change to the representative sample of the Index; if the rebalancing is done through the Designated Broker and if the value of all securities purchased by a CIBC Index ETF exceeds the value of all securities disposed of by that CIBC Index ETF as part of the rebalancing process, the CIBC Index ETF may issue to the Designated Broker Units with an aggregate

Series NAV per Unit equal to the excess value or, in the alternative, may pay a cash amount equal to such excess amount. Conversely, if the value of all securities disposed of by the CIBC Index ETF exceeds the value of all securities acquired by that CIBC Index ETF, the CIBC Index ETF may receive the excess value in cash.

## OVERVIEW OF THE SECTORS IN WHICH THE CIBC ETFs INVEST

See “Investment Objectives” and “Investment Strategies” for additional information on the sectors applicable to each CIBC ETF.

## INVESTMENT RESTRICTIONS

The CIBC ETFs are subject to certain investment restrictions and practices contained in Canadian Securities Legislation, including NI 81-102, which are designed in part to ensure that the investments of the CIBC ETFs are diversified and relatively liquid, and to ensure their proper administration. A change to a CIBC ETF’s fundamental investment objectives would require the approval of the Unitholders of that CIBC ETF. See “Unitholder Matters – Matters Requiring Unitholder Approval”.

Subject to the following, and any exemptive relief that has been or will be obtained, the CIBC ETFs are managed in accordance with the investment restrictions and practices set out in the applicable securities legislation, including NI 81-102. See “Exemptions and Approvals”.

### Tax Related Investment Restriction

A CIBC ETF will not make an investment or conduct any activity that would result in the CIBC ETF (i) failing to qualify as a “unit trust” or “mutual fund trust” within the meaning of the Tax Act, or (ii) being subject to the tax applicable to “SIFT Trusts”.

## FEES AND EXPENSES

This section details the fees and expenses that you may have to pay if you invest in the CIBC ETFs. You may have to pay some of these fees and expenses directly. The CIBC ETFs may have to pay some of these fees and expenses, which will therefore reduce the value of an investment in the CIBC ETFs.

### Fees and Expenses Payable by the CIBC ETFs

#### Management Fees

Each CIBC ETF pays a Management Fee, plus applicable GST/HST, to the Manager in respect of the Units, at the annual rate shown in the table below, based on the NAV of the Units of the CIBC ETF. This Management Fee is calculated and accrued daily and paid monthly.

The applicable GST/HST rate for the CIBC ETFs is calculated as a weighted average based generally on the value of Units held by Unitholders residing in each province and territory of Canada. Changes in existing GST/HST rates, changes to the group of provinces that have adopted harmonization, and changes in the distribution by provincial residence of a CIBC ETF’s Unitholders will have an impact on the management expense ratio of a CIBC ETF year over year.

CIBC ETF	Annual Management Fee
CIBC Canadian Short-Term Bond Index ETF	0.07%
CIBC Canadian Bond Index ETF	0.06%

<b>CIBC ETF</b>	<b>Annual Management Fee</b>
CIBC Global Bond ex-Canada Index ETF (CAD-Hedged)	0.19%
CIBC Canadian Equity Index ETF	0.04%
CIBC U.S. Equity Index ETF	0.05%
CIBC U.S. Equity Index ETF (CAD-Hedged)	0.05%
CIBC International Equity Index ETF	0.16%
CIBC International Equity Index ETF (CAD-Hedged)	0.16%
CIBC Emerging Markets Equity Index ETF	0.22%
CIBC Clean Energy Index ETF	0.35%
CIBC Qx Canadian Low Volatility Dividend ETF	0.30%
CIBC Qx U.S. Low Volatility Dividend ETF	0.30%
CIBC Qx International Low Volatility Dividend ETF	0.40%
CIBC Active Investment Grade Floating Rate Bond ETF	0.30%
CIBC Active Investment Grade Corporate Bond ETF	0.35%
CIBC Flexible Yield ETF (CAD-Hedged)	0.70%
CIBC International Equity ETF	0.80%
CIBC Global Growth ETF	0.80%

The Manager may, in some cases, waive all or a portion of the Management Fee paid by a CIBC ETF. The decision to waive the Management Fee is at the Manager's discretion and may continue indefinitely or may be terminated at any time without notice to Unitholders.

Management Fees are paid to the Manager in consideration for providing, or arranging for the provision of, management, distribution, and portfolio advisory services. Advertising and promotional expenses, and office overhead expenses related to the Manager's activities and the fees of the Portfolio Advisor are paid by the Manager out of the Management Fees received from the CIBC ETFs.

### **Management Fee Distributions**

In some cases, the Manager may charge a reduced management fee to the CIBC ETF in respect of certain Unitholders. An amount equal to the difference between the management fee otherwise chargeable and the reduced fee payable will be distributed quarterly in cash by the CIBC ETF, at the discretion of the Manager, to the applicable Unitholders. This is called a Management Fee Distribution.

The availability and amount of Management Fee Distributions with respect to Units of a CIBC ETF will be determined by the Manager and is primarily based on the size of the investment in the CIBC ETF, the total assets of the CIBC ETF under administration, the expected amount of account activity, and the investor's total investments with the Manager. Management Fee Distributions will be available only to beneficial owners of Units and not to the holdings of Units by dealers, brokers or other CDS Participants that hold Units on behalf of beneficial owners. In order to receive a Management Fee Distribution for any applicable period, a beneficial owner of Units of a CIBC ETF must submit a claim for a Management Fee Distribution that is verified by a CDS Participant on the beneficial owner's behalf and provide the Manager with such further information as the Manager may require in accordance with the terms and procedures established by the Manager from time to time.

The Manager reserves the right to discontinue or change Management Fee Distributions at any time. Management Fee Distributions will be paid first out of net income, then out of net realized capital gains, and thereafter, out of capital of the CIBC ETF.

**You should discuss Management Fee Distributions with your tax advisor so that you are fully aware of the tax implications for your particular situation.**

### **Underlying Fund Fees and Expenses**

In accordance with applicable securities legislation, including NI 81-102 or an exemption therefrom, a CIBC ETF may, as part of its investment objectives, its investment strategies and as an alternative to or in conjunction with investing in and holding securities directly, invest in one or more investment funds or ETFs.

Underlying Funds may also include other investment funds and ETFs managed by the Manager or an affiliate, provided that there shall be no management fees or incentive fees that are payable by the CIBC ETF that, to a reasonable person, would duplicate a fee payable by the Underlying Fund for the same service. Each of CIBC U.S. Equity Index ETF (CAD-Hedged), CIBC International Equity Index ETF (CAD-Hedged), CIBC Flexible Yield ETF (CAD-Hedged), CIBC International Equity ETF, and CIBC Global Growth ETF currently invests in an Underlying Fund that is managed by the Manager.

Subject to compliance with NI 81-102, such Underlying Funds may also invest in securities of other investment funds and ETFs, which may be managed by the same, affiliated or third-party investment fund managers. In the event that a CIBC ETF invests in an Underlying Fund that charges a management fee, unless reimbursed or absorbed by the Manager in its sole discretion, the fees and expenses payable in connection with the management of the Underlying Fund is in addition to those payable by the CIBC ETFs.

There are no management fees charged to CIBC Flexible Yield ETF (CAD-Hedged), CIBC International Equity ETF, and CIBC Global Growth ETF in respect of units of their respective Underlying Fund in which they invest.

### **Operating Expenses**

In addition to the payment of the Management Fee and unless absorbed or reimbursed by the Manager, the only expenses payable by each of these CIBC ETFs are the fees, costs and expenses associated with borrowing and interest; fees and expenses of the IRC or members of the IRC; any new types of costs, expenses or fees arising from new governmental or regulatory requirements introduced after the CIBC ETF was established; any termination costs that may be allocated by the Manager to a CIBC ETF; any fees, costs and expenses associated with litigation or brought to pursue rights on behalf of the CIBC ETFs; extraordinary expenses; any sales taxes (including GST/HST) on those expenses and any income taxes, withholding or other taxes.

A CIBC ETF is required to pay GST/HST on management fees and most operating expenses. The applicable GST/HST rate of a CIBC ETF is calculated as a weighted average based generally on the value of Units held by the CIBC ETF's Unitholders residing in each province and territory of Canada. Changes in existing GST/HST rates, changes to the group of provinces that have adopted harmonization, and changes in the distribution by provincial residence of a CIBC ETF's Unitholders will have an impact on the management expense ratio of a CIBC ETF year over year.

Each CIBC ETF is responsible for the payment of its transaction costs, which include brokerage fees, spreads, brokerage commissions and all other securities transaction fees, including the costs of derivatives and foreign exchange transactions, as applicable (referred to as *Transaction Costs*). Transaction costs are not considered to be operating expenses and are not part of the MER.

The Manager may decide, in its discretion, to pay for some of these operating expenses otherwise payable by a CIBC ETF, rather than having the CIBC ETF incur such expenses. The decision to pay for these operating expenses is at the Manager's discretion and may continue indefinitely or may be terminated at any time without notice to Unitholders.

## **Fees and Expenses Payable Directly by the Unitholders**

### **Administration Fees**

An amount, as may be agreed to between the Manager and the Designated Broker or Dealer, may be charged to offset certain transaction costs associated with an issue, exchange or redemption of Units of a CIBC ETF. This charge does not apply to Unitholders who buy and sell their Units through the Exchange.

## **RISK FACTORS**

Prospective Unitholders should only decide to invest in a CIBC ETF after carefully considering its suitability based on its investment objectives and the other information set out in this prospectus. The Manager does not make any recommendation as to the suitability of the CIBC ETFs for any investor.

The value of an investment in the CIBC ETFs is not guaranteed. Unlike bank accounts or guaranteed investment certificates (GICs), the Units are not covered by the Canada Deposit Insurance Corporation (CDIC) or any other government deposit insurer.

Under exceptional circumstances, the CIBC ETFs may suspend your right to redeem Units. See "Exchange and Redemption of Units – Suspension of Exchanges and Redemptions".

In addition to the considerations set out elsewhere in this prospectus, the following are certain considerations relating to an investment in Units that prospective Unitholders should consider before purchasing Units. Different investments have different types and levels of risk. The CIBC ETFs also have different types and levels of risk, depending on the nature of the securities they own. The CIBC ETFs which invest in Underlying Funds will also be subject to the risks of those Underlying Funds.

## **General Risks Relating to an Investment in the CIBC ETFs**

### **No Guaranteed Return**

There is no guarantee that an investment in a CIBC ETF will earn a positive return. The value of the Units may increase or decrease depending on market, economic, political, regulatory and other conditions affecting a CIBC ETF's investments. All prospective Unitholders should consider an investment in a CIBC ETF within the overall context of their personal circumstances and other investments. Investment suitability considerations include, but are not limited to, setting objectives, defining risk/return constraints and determining an investment time horizon.

### **General Risks of Investments**

The value of the underlying securities of a CIBC ETF, whether held directly or indirectly, may fluctuate in accordance with changes in the financial condition of the issuers of the underlying securities, the condition of equity and currency markets generally and other factors. The identity and weighting of the Constituent Issuers and Constituent Securities in the applicable Index also change from time to time.

The risks inherent in investments in equity securities, whether held directly or indirectly, include the risk that the financial condition of the issuers of the securities may become impaired or that the general condition of the stock market may deteriorate (either of which may cause a

decrease in the value of the portfolio securities of the CIBC ETFs and, as a result, a decrease in the value of the Units of a CIBC ETF). Equity securities are susceptible to general stock market fluctuations and the financial condition of the issuer. These investor perceptions are based on various and unpredictable factors, including expectations regarding government, economic, monetary and fiscal policies, inflation and interest rates, economic expansion or contraction and global or regional political, economic, public health and banking crises.

### **Asset Class Risk**

The portfolio securities of the CIBC ETFs may underperform the returns of other securities that track other countries, regions, industries, asset classes or sectors. Various asset classes tend to experience cycles of outperformance and underperformance in comparison to the general securities markets.

### **Issuer Risk**

Changes in the financial condition or credit rating of a company or other issuer, changes in general or specific market, economic, political, regulatory, geopolitical, and other conditions that affect a particular type of investment or issuer can adversely affect the price of an investment. The prices of securities of smaller, less well-known issuers can be more volatile than the prices of securities of larger issuers or the market in general.

### **Liquidity Risk**

Liquidity is the ability to sell an asset for cash easily and at a fair price. Some securities are illiquid due to legal restrictions on their resale, the nature of the investment, or simply a lack of interested buyers for a particular security or security type. Certain securities may become less liquid due to changes in market conditions, such as interest rate changes or market volatility, which could impair the ability of a CIBC ETF to sell such securities quickly or at a fair price. Difficulty in selling securities could result in a loss or a lower return for a CIBC ETF.

### **Reliance on Key Personnel**

Unitholders will be dependent on the abilities of the Manager and Portfolio Advisor, as applicable, to effectively manage the CIBC ETFs in a manner consistent with their investment objectives, investment strategies and investment restrictions. There is no certainty that the individuals who are principally responsible for providing administration and portfolio management services to the CIBC ETFs will continue to be employed by the Manager and Portfolio Advisor, as applicable.

### **Trading Price of Units**

Units may trade in the market at a premium or a discount to the Series NAV per Unit. There can be no assurance that Units will trade at prices that reflect their Series NAV per Unit. The trading price of the Units will fluctuate in accordance with changes in a CIBC ETF's NAV as well as market supply and demand on the Exchange.

### **Fluctuations in NAV and Series NAV per Unit**

A CIBC ETF's NAV and Series NAV per Unit will vary according to, among other things, the value of the securities held by the CIBC ETF. The Manager and the CIBC ETF have no control over the factors that affect the value of those securities, including factors that affect the equity markets generally, such as general economic and political conditions, fluctuations in interest rates, and factors unique to each issuer, such as changes in management and strategic direction, achievement of strategic goals, mergers, acquisitions and divestitures, changes in distribution and dividend policies, and other events.

### **Cease Trading of Securities Risk**

If the securities of an issuer included in the portfolio of a CIBC ETF are cease-traded by order of the relevant Securities Regulatory Authority, or are halted from trading by the relevant stock exchange, the applicable CIBC ETF may halt trading in its securities. Accordingly, securities of a CIBC ETF bear the risk of cease-trading orders against all issuers whose securities are included in its portfolio, not just one. If portfolio securities of the CIBC ETFs are cease-traded by order of a Securities Regulatory Authority, if normal trading of such securities is suspended on the relevant exchange, or if for any reason it is likely there will be no closing bid price for such securities, the CIBC ETFs may suspend the right to redeem securities for cash as described under “Exchange and Redemption of Units – Suspension of Exchanges and Redemptions”, subject to any required prior regulatory approval. If the right to redeem securities for cash is suspended, the CIBC ETFs may return redemption requests to Unitholders who have submitted them. If securities are cease-traded, they may not be delivered on an exchange of a PNU for a Basket of Securities until such time as the cease-trade order is lifted.

### **Concentration Risk**

A CIBC ETF may, in following its investment objectives, have more of its net assets invested in one or more issuers than is generally permitted for many investment funds.

Depending on market conditions, the securities of one or more of the Constituents of an Index may account for more than 10% of that Index, which may result in the CIBC Index ETF having more than 10% of its net assets invested in, or exposed to, those securities. In addition, certain markets to which an Index has exposure may be more concentrated in a particular sector or industry. Consequently, a CIBC Index ETF’s portfolio may be less diversified when compared to a less concentrated investment portfolio.

In these circumstances, the CIBC ETF may be affected more by the performance of individual issuers in its portfolio, with the result that the CIBC ETF’s NAV may be more volatile and may fluctuate more over short periods of time than the NAV of a more broadly diversified investment fund. In addition, this may increase the CIBC ETF’s liquidity risk which may, in turn, have an effect on the CIBC ETF’s ability to satisfy redemption requests.

### **Derivatives Risk**

Each CIBC ETF may use Derivatives from time to time in accordance with NI 81-102 as described under “General Investment Strategies of the CIBC ETFs – Use of Derivatives”. A derivative is a financial instrument whose value is derived from the value of an underlying variable, usually in the form of a security or asset. Derivatives can be traded on exchanges or over-the-counter with other financial institutions, known as counterparties. There are many different kinds of derivatives, but derivatives usually take the form of an agreement between two parties to buy or sell an asset, such as a basket of stocks or a bond, at a future time for an agreed upon price.

Some common types of derivatives a CIBC ETF may use include:

**Futures contracts:** an exchange-traded contract involving the obligation of the seller to deliver, and the buyer to receive, certain assets (or a money payment based on the change in value of certain assets or an index) at a specified time.

**Forward contracts:** a private contract (i.e. over-the-counter) involving the obligation of the seller to deliver, and the buyer to receive, certain assets (or a money payment based on the change in value of certain assets or an index) at a specified time.

**Options:** an exchange-traded or private contract (i.e. over-the-counter) involving the right of a securityholder to sell (put) or buy (call) certain assets (or a money payment based on the

change in value of certain assets or an index) from another party at a specified price within a specified time period.

**Swaps:** a private contract (i.e. over-the-counter) between two parties used to exchange periodic payments in the future based on a formula to which the parties have agreed. Swaps are generally equivalent to a series of forward contracts packaged together.

The CIBC ETFs may use derivatives for two purposes, hedging and effective exposure (non-hedging):

### **Hedging**

Hedging means protecting against changes in the level of security prices, currency exchange rates, or interest rates that negatively affect the price of securities held in a CIBC ETF. There are costs associated with hedging as well as risks, as outlined below.

### **Effective Exposure (Non-Hedging)**

Effective exposure means using derivatives, such as futures, forward contracts, options, swaps, or similar instruments instead of investing in the actual underlying investment. A CIBC ETF might do this because the derivative may be cheaper, it may be sold more quickly and easily, it may have lower transaction and custodial costs, or because it can make the portfolio more diversified; however, effective exposure does not guarantee that the CIBC ETF will make money.

The use of derivatives carries numerous risks , including:

- there is no guarantee the hedging or non-hedging strategy will be effective and achieve the intended effect;
- derivatives entered for hedging purposes may expose a CIBC ETF to losses if the derivative does not correlate with the underlying security or asset they were designed to hedge. Hedging may also reduce the opportunity for gains if the value of the hedged investment rises, because the derivative could incur an offsetting loss; it may also be costly or difficult to implement;
- there is no guarantee that a CIBC ETF will be able to find an acceptable counterparty willing to enter into a derivative contract;
- certain derivatives traded over-the-counter are contracted between a CIBC ETF and a counterparty. It is possible that the other party in a derivative contract (referred to as the counterparty) may not be able to fulfill a promise to buy or sell the derivative, or settle the transaction, which could result in a loss to a CIBC ETF. Also, many counterparties are financial institutions such as banks and broker-dealers and their creditworthiness (and ability to pay or perform) may be negatively impacted by factors affecting financial institutions generally. In addition, a CIBC ETF may engage in cleared specified derivatives with certain counterparties that do not have a “designated rating” under NI 81-102, which may increase the risk that such counterparty may fail to perform its obligations, resulting in a loss to a CIBC ETF;
- when entering into a derivative contract, a CIBC ETF may be required to provide margin or collateral to the counterparty, which exposes a CIBC ETF to the credit risk of the counterparty. If the counterparty becomes insolvent, a CIBC ETF could lose its margin or its collateral or incur expenses to recover;
- the use of futures or other derivatives can amplify a gain, but can also amplify a loss, which can be substantially more than the initial margin of collateral deposited by a CIBC ETF;



- many derivatives, particularly those that are privately negotiated, are complex and often valued subjectively. Improper valuations can result in increased cash payment requirements to counterparties or a loss of value to a CIBC ETF;
- derivatives can drop in value just as other investments can drop in value;
- derivative prices can be affected by factors other than the price of the underlying security or asset; for example, some investors may speculate in the derivative, driving the price up or down;
- the price of the derivative may change more than the price of the underlying security or asset;
- if trading in a substantial number of stocks in an index is interrupted or stopped, or if the composition of the index changes, it could adversely affect derivatives based on that index;
- it may be difficult to unwind a futures, forward, or option position because the futures or options exchange has imposed a temporary trading limit, or because a government authority has imposed restrictions on certain transactions;
- there is no assurance that a liquid market will always exist when a CIBC ETF wants to buy or sell. This risk may restrict a CIBC ETF's ability to realize its profits or limit its losses;
- derivatives traded on certain foreign markets may be harder to price and/or close out than those traded in Canada;
- where the derivatives contract is a commodity futures contract, a CIBC ETF will endeavor to settle the contract with cash or an offsetting contract. There is no guarantee a CIBC ETF will be able to do so. This could result in a CIBC ETF having to make or take delivery of the commodity;
- the regulation of derivatives is a rapidly changing area of law and is subject to modification by government and judicial action. The effect of any future regulatory changes may make it more difficult, or impossible, for a CIBC ETF to use certain derivatives; and
- the Tax Act, or its interpretation, may change in respect of the tax treatment of derivatives.

Certain types of derivatives (e.g. certain swaps) are required to be cleared through a central counterparty. Central clearing is designed to reduce counterparty credit risk and increase liquidity compared to over-the-counter swaps, but it does not eliminate those risks completely. With cleared swaps, there is also a risk of notional loss by the CIBC ETF of its initial and variation margin deposits in the event of bankruptcy of the futures commission merchant, an individual or organization that both (i) solicits or accepts offers to buy or sell futures contracts, options on futures, off exchange foreign exchange contracts or swaps and (ii) accepts money or other assets from customers to support such orders with which the CIBC ETF has a notional open position in a swap contract. With cleared swaps, the CIBC ETF may not be able to obtain as favourable terms as it would be able to negotiate for a bilateral, uncleared swap. In addition, central counterparties and futures commission merchants generally can require termination of existing cleared swap transactions at any time, and can also require increases in margin above the margin that is required at the initiation of the swap agreement.

The use of derivative strategies by a CIBC ETF or Underlying Fund may also have a tax impact. The timing and character of income, gains or losses from these strategies could impair the ability of the Portfolio Advisor or portfolio sub-advisor to use derivatives when it wishes to do so.

### **Regulatory and Legislative Risk**

There can be no assurance that certain laws applicable to investment funds, including the CIBC ETFs, such as income tax, securities and other laws, and the administrative policies and

practices of the applicable regulatory authorities will not be changed in a manner that adversely affects the CIBC ETFs or the Unitholders.

### **Risk of Volatile Markets**

Market prices of investments held by a CIBC ETF will go up or down, sometimes rapidly or unpredictably. Each CIBC ETF's investments are subject to changes in general economic conditions, market fluctuations and the risks inherent in investment in securities markets. Investment markets can be volatile and prices of investments can change substantially due to various factors including, but not limited to, economic growth or recession, changes in interest rates, changes in actual or perceived creditworthiness of issuers, general market liquidity, political changes, and catastrophic events, such as pandemics or disasters which occur naturally or are exacerbated by climate change. The COVID-19 pandemic and the restrictions imposed by governments around the world to limit its spread have disrupted the global economy and financial markets in unprecedented and unpredictable ways. COVID-19 or any other disease outbreak may adversely affect the performance of the CIBC ETFs. Even if general economic conditions do not change significantly, the value of an investment in a CIBC ETF could decline if the particular industries, sectors or companies in which a CIBC ETF invests do not perform well or are adversely affected by events. Further, legal, political, regulatory and tax changes also may cause fluctuations in markets and securities prices.

### **Large Investor Risk**

Units of the CIBC ETFs may be purchased and redeemed in significant volumes by a Unitholder. In circumstances where a Unitholder with significant holdings redeems a large number of Units of a CIBC ETF at one time, the CIBC ETF may be forced to sell its investments at the prevailing market price (whether or not the price is favourable) in order to accommodate such a request. The CIBC ETF may need to adjust or close derivative contracts at unfavourable prices and realize income or losses and transaction costs. This can result in significant price fluctuations in the CIBC ETF's NAV, and may reduce its returns. The risk can occur due to a variety of reasons, including if the CIBC ETF is relatively small or is purchased by (a) a financial institution, including CIBC or an affiliate, to hedge its obligations relating to a guaranteed investment product or other similar products whose performance is linked to the performance of the CIBC ETF, (b) a mutual fund, including mutual funds managed by the Manager or its affiliates, or (c) an investment manager as part of a discretionary managed account or an asset allocation service.

### **Taxation Risk**

If a CIBC ETF does not qualify as a "mutual fund trust" or ceases to so qualify, as described under "Income Tax Considerations" the income tax considerations would in some respects be materially and adversely different in respect of that CIBC ETF than would be the case if that CIBC ETF did qualify as a mutual fund trust. For a CIBC ETF to qualify as a "mutual fund trust", it must comply on a continuous basis with certain requirements relating to the qualification of its Units for distribution to the public, the number of Unitholders of the CIBC ETF and the dispersal of ownership of its Units (the "*Minimum Distribution Requirements*").

Each of (i) the CIBC Index ETFs (other than CIBC Global Bond ex-Canada Index ETF (CAD-Hedged), CIBC Clean Energy Index ETF, CIBC Canadian Short Term Bond Index ETF, CIBC International Equity Index ETF (CAD-Hedged), and CIBC U.S. Equity Index ETF (CAD-Hedged), and (ii) the CIBC Non-Index ETFs (other than CIBC Qx Canadian Low Volatility Dividend ETF, CIBC Qx U.S. Low Volatility Dividend ETF, and CIBC Qx International Low Volatility Dividend ETF (collectively, the "*Low Volatility Dividend ETFs*")) currently meets the requirements to qualify as a "mutual fund trust" within the meaning of the Tax Act (the CIBC ETFs that currently meet such requirements are collectively referred to as the "*MFT ETFs*").

Each of the Low Volatility Dividend ETFs, CIBC Global Bond ex-Canada Index ETF (CAD-Hedged), CIBC Clean Energy Index ETF, CIBC Canadian Short Term Bond Index ETF, CIBC International Equity Index ETF (CAD-Hedged) and CIBC U.S. Equity Index ETF (CAD-Hedged) does not currently meet the Minimum Distribution Requirements, and therefore does not currently qualify as a "mutual fund trust" for purposes of the Tax Act (each such CIBC ETF, a "*non-MFT ETF*"). However, if any of CIBC Canadian Short Term Bond Index ETF, CIBC International Equity Index ETF (CAD-Hedged), or CIBC U.S. Equity Index ETF (CAD-Hedged) (collectively, the "2023 CIBC ETFs") meets the Minimum Distribution Requirements before the 91st day after the end of its first taxation year (determined without regard to any taxation year-end that may be deemed to occur for other purposes under the rules in the Tax Act relating to "loss restriction events") (the "*MFT Election Deadline*"), the 2023 CIBC ETF will make the necessary election to be deemed to be a mutual fund trust from its inception in 2023 (the "*MFT Election*"). No assurances can be provided that any 2023 CIBC ETF will meet the Minimum Distribution Requirements by the MFT Election Deadline.

In certain circumstances, a CIBC ETF may experience a "loss restriction event" for tax purposes, which generally will occur each time any person, together with other persons with whom that person is affiliated within the meaning of the Tax Act, or any group of persons acting in concert, acquires Units of the CIBC ETF having a fair market value that is greater than 50% of the fair market value of all of the Units of the CIBC ETF. The Tax Act provides relief in the application of the "loss restriction event" rules for funds that are "investment funds" as defined therein. A CIBC ETF will be considered an "investment fund" for this purpose if it meets certain conditions, including complying with certain asset diversification requirements. If the CIBC ETF fails to meet this definition, it may be deemed to have a year-end for tax purposes upon the occurrence of a "loss restriction event". Where such a deemed year end occurs, Unitholders may receive unscheduled distributions of income and capital gains from the CIBC ETF. For units held in non-registered accounts, these distributions must be included in the calculation of the Unitholder's income for tax purposes. Future distribution amounts in respect of the CIBC ETF may also be impacted by the expiry of certain losses at the deemed year end.

There can be no assurance that the CRA will agree with the tax treatment adopted by each CIBC ETF in filing its tax returns. The CRA could reassess a CIBC ETF on a basis that results in an increase in the taxable component of distributions considered to have been paid to Unitholders. A reassessment by the CRA may result in a CIBC ETF being liable for unremitted withholding taxes on prior distributions to non-resident Unitholders. Such liability may reduce the NAV and Series NAV per Unit of that CIBC ETF.

The Tax Act contains rules (the "*SIFT Rules*") concerning the taxation of publicly traded Canadian trusts and partnerships (i.e., "SIFT trusts" and "SIFT partnerships") that own certain types of property defined as "non-portfolio property". A trust that is subject to these rules is subject to trust level taxation, at rates comparable to those that apply to corporations, on the trust's income earned from "non-portfolio property" to the extent that such income is distributed to its unitholders. Further, pursuant to certain Tax Amendments released by the Ministry of Finance (Canada) on November 28, 2023 (the "Equity Repurchase Rules"), a trust that is a SIFT Trust or that is otherwise a "covered entity" as described in the Equity Repurchase Rules is proposed to be subject to a 2% tax on the value of the trust's equity repurchases (i.e. redemptions) in a taxation year (net of cash subscriptions received by the trust in that taxation year). The CIBC ETFs will not be subject to tax under the SIFT Rules as long as the CIBC ETFs comply with their investment restriction in this regard. Based on the investment strategies of the CIBC ETFs, the Manager does not expect the CIBC ETFs to be subject to tax under the Equity Repurchase Rules. If a CIBC ETF is subject to tax under the SIFT Rules or the Equity Repurchase Rules, the after-tax return to its Unitholders could be reduced, particularly in the case of the SIFT Rules for a Unitholder who is exempt from tax under the Tax Act or is a non-resident of Canada.

Under the ATR Rule, a CIBC ETF that qualifies as a mutual fund trust through a taxation year could be limited in its ability to claim a deduction in computing its income for amounts of capital gains that are allocated to redeeming or exchanging Unitholders such that the taxable component of distributions to non-redeeming or exchanging Unitholders in a CIBC ETF may be higher than it would be in the absence of the ATR Rule. See "Exchange and Redemption of Units - Allocations of Capital Gains to Redeeming or Exchanging Unitholders".

The Tax Act provides for a special tax on the designated income of certain trusts (other than a trust that was throughout the taxation year a mutual fund trust) that have designated beneficiaries. The Manager intends to monitor the activities of any CIBC ETF that is not a mutual fund trust so as to ensure that such CIBC ETF does not earn any material designated income for purposes of the Tax Act. On this basis, it is anticipated that the CIBC ETFs will not have any material liability with respect to this special tax. Each of the CIBC ETFs may be subject to alternative minimum tax under the Tax Act for a taxation year if such CIBC ETF is not a mutual fund trust under the Tax Act throughout the taxation year; however, pursuant to certain Tax Amendments released in connection with the 2023 Federal Budget (Canada), trusts some or all of the classes of units of which are listed on a "designated stock exchange" or that qualify as "investment funds" are generally proposed to be exempt from alternative minimum tax for taxation years commencing on or after January 1, 2024.

If a CIBC ETF does not qualify as a mutual fund trust under the Tax Act and more than 50% of the fair market value of all interests in the CIBC ETF are held by holders that are "financial institutions", as such term is defined for purposes of the "mark-to-market property" rules in the Tax Act (a "*Financial Institution*"), the CIBC ETF will be a Financial Institution. In that event, gains and losses of such CIBC ETF on property that is "mark-to-market property" for purposes of these rules will be fully included in/deducted from income on an annual mark-to-market basis.

A trust that becomes or ceases to be a Financial Institution for the above purposes will be deemed to have a year-end for tax purposes at such time, and will be deemed to have disposed of certain properties at their fair market value and to have reacquired them immediately thereafter. A deemed taxation year-end would result in an unscheduled distribution of the CIBC ETF's net income and net realized capital gains, if any, at such time to Unitholders so that the CIBC ETF is not liable for income tax on such amounts under Part I of the Tax Act. See "Income Tax Considerations – Taxation of Unitholders other than Registered Plans" for the tax consequences of an unscheduled or other distribution to Unitholders.

As of the date of this prospectus, each of CIBC Qx International Low Volatility Dividend ETF, CIBC Qx U.S. Low Volatility Dividend ETF, CIBC International Equity Index ETF (CAD-Hedged), CIBC U.S. Equity Index ETF (CAD-Hedged), and CIBC Clean Energy Index ETF is a Financial Institution for purposes of the Tax Act.

### **Valuation Risk**

Some CIBC ETFs' portfolio holdings may be valued on the basis of factors other than market quotations. This may occur more often in times of market turmoil or reduced liquidity. There are multiple methods that can be used to value a portfolio holding when market quotations are not readily available. The value established for any portfolio holding at a point in time might differ from what would be produced using a different methodology or if it had been priced using market quotations. Portfolio holdings that are valued using techniques other than market quotations, including "fair valued" securities, may be subject to greater fluctuation in their valuations from one day to the next than if market quotations were used. In addition, there is no assurance that a CIBC ETF could sell or close out a portfolio position for the value established for it at any time, and a CIBC ETF could incur a loss because a portfolio position is sold or closed out at a discount to the valuation established by a CIBC ETF at that time.

## **Cybersecurity Risk**

With the pervasive use of digital technologies to conduct business, the Manager and each of the CIBC ETFs are susceptible to operational, data security and other such related risks. In general, cyber incidents can result from deliberate attacks or unintentional events. Cyber attacks include, but are not limited to, gaining unauthorized access to digital systems (e.g. through “hacking” or malicious software coding) for purposes of misappropriating assets or sensitive information, corrupting data, or causing operational disruption. Cyber attacks also may be carried out in a manner that does not require gaining unauthorized access, such as causing denial-of-service attacks on websites (i.e. efforts to make network services unavailable to intended users).

Cyber incidents affecting the CIBC ETFs, the Manager and its service providers (including, but not limited to, a CIBC ETF’s Portfolio Advisor, Index Calculation Agent, Valuation Agent, Custodian and Sub-custodians) have the ability to cause disruptions and impact each of their respective business operations, potentially resulting in financial losses, interference with the CIBC ETFs’ ability to calculate their NAV, impediments to trading, the inability of Unitholders to transact business with the CIBC ETFs, and the inability of the CIBC ETFs to process transactions including redemptions. Similar adverse consequences could result from cyber incidents affecting the issuers of securities in which the CIBC ETFs invest and counterparties with which they engage in transactions.

Cybersecurity breaches could cause the Manager or the CIBC ETFs to be in violation of applicable privacy and other laws, and incur regulatory fines, penalties, reputational damage, additional compliance costs associated with the implementation of any corrective measures, and/or financial loss. In addition, substantial costs may be incurred to prevent any cyber incidents in the future.

While the Manager and the CIBC ETFs have established business continuity plans in the event of, and risk management systems to prevent, such cyber incidents, inherent limitations exist in such plans and systems including the possibility that certain risks have not been identified. Furthermore, although the Manager has vendor oversight policies and procedures, the Manager and the CIBC ETFs cannot control the cyber security plans and systems of their service providers, the issuers of securities in which the CIBC ETFs invest or any other third parties whose operations may affect the CIBC ETFs or their Unitholders. As a result, the CIBC ETFs and their Unitholders could be negatively affected.

## **Absence of an Active Market for the Units and Lack of Operating History**

Although the CIBC ETFs are listed on the TSX or Cboe Canada, as applicable, there can be no assurance that an active public market for the Units will develop or be sustained.

## **Cease Trading of Units**

If the securities of a CIBC ETF are cease-traded at any time by a Securities Regulatory Authority or other relevant regulator or stock exchange, the Manager may suspend the exchange or redemption of Units of the applicable CIBC ETF until such time as the transfer of the securities is permitted as described under “Exchange and Redemption of Units – Suspension of Exchanges and Redemptions”.

## **Additional Risks Relating to an Investment in each CIBC ETF**

In addition to the general risk factors, the following additional risk factors apply to the CIBC ETFs as indicated in the tables below. A description of each risk factor follows these tables.



### **CIBC Non-Index ETFs**

<b>Risk</b>	<b>CQLC</b>	<b>CQLU</b>	<b>CQLI</b>	<b>CAFR</b>	<b>CACB</b>	<b>CFLX</b>	<b>CINT</b>	<b>CGLO</b>
<b>Asset-Backed and Mortgage-Backed Securities Risk</b>				✓	✓	✓		
<b>Calculation and Termination of Indices Risk</b>				✓	✓			
<b>Currency Hedging Risk</b>				✓	✓	✓		
<b>Emerging Market Risk</b>						✓	✓	✓
<b>Equity Risk</b>	✓	✓	✓	✓	✓	✓	✓	✓
<b>Fixed Income Risk</b>				✓		✓		
<b>Floating Rate Loan Risk</b>						✓		
<b>Foreign Currency Risk</b>		✓	✓	✓	✓	✓	✓	✓
<b>Foreign Market Risk</b>		✓	✓	✓	✓	✓	✓	✓
<b>Lower-Rated Bond Risk</b>				✓	✓	✓		
<b>Portfolio Management Risk</b>				✓	✓	✓	✓	✓
<b>Prepayment Risk</b>				✓	✓	✓		
<b>Quantitative Investment Strategy Risk</b>	✓	✓	✓					
<b>Rebalancing and Subscription Risk</b>	✓	✓	✓					
<b>Securities Lending, Repurchase and Reverse Repurchase Transactions Risk</b>	✓	✓	✓	✓	✓	✓	✓	✓
<b>Sovereign Debt Risk</b>				✓	✓	✓		

### **Asset-Backed and Mortgage-Backed Securities Risk**

Asset-backed securities are debt obligations that are based on a pool of underlying assets. These asset pools can be made of any type of receivable such as consumer, student, or business loans, credit card payments, or residential mortgages. Asset-backed securities are primarily serviced by the cash flows of the pool of underlying assets that, by their terms, convert into cash within a finite period. Some asset-backed securities are short-term debt obligations with maturities of one year or less, called asset-backed commercial paper (referred to as *ABCP*). Mortgage-backed securities (referred to as *MBS*) are a type of asset-backed security that is based on a pool of mortgages on commercial or residential real estate.

If there are changes in the market perception of the issuers of these types of securities, or in the creditworthiness of the parties involved, or if the market value of the underlying assets is reduced, the value of the securities may be affected. In addition, there is a risk that there may be a mismatch in timing between the cash flow of the underlying assets backing the securities and the repayment obligation of the security upon maturity.

Concerns about the ABCP market may also cause investors who are risk averse to seek other short-term, cash equivalent investments. This means that the issuers will not be able to sell new ABCP upon the maturity of existing ABCP (“roll” their ABCP), as they will have no investors to buy their new issues. This may result in the issuer being unable to pay the interest and principal of ABCP when due.

In the case of MBS, there is also a risk that there may be a drop in the interest rate charged on the mortgages, a mortgagor may default on its obligation under a mortgage, or there may be a drop in the value of the commercial or residential real estate secured by the mortgage.

### **Calculation and Termination of Indices Risk**

The Index Provider and, as applicable, the Index Calculation Agent calculate, determine and maintain their respective Indices. The Index Provider and Index Calculation Agent may have the right to make adjustments to, or to cease to calculate, the applicable Index without regard to the particular interests of the Manager, the CIBC Index ETFs or the Unitholders.

If the computer or other facilities of the Index Provider, Index Calculation Agent or the Exchange malfunction for any reason, calculation of value of one or more Indices and the determination by the Manager of the Prescribed Number of Units and Baskets of Securities for the applicable CIBC Index ETF may be delayed, and trading in Units may be suspended, for a period of time. The Manager is not responsible for the Indices and does not provide any warranty or guarantee in respect of the Indices or the activities of the Index Provider.

With respect to a CIBC Index ETF, if the Index Provider or Index Calculation Agent cease to calculate the applicable Index or the License Agreement in respect of the applicable Index is terminated, the Manager may: (i) terminate the applicable CIBC Index ETF on not less than 60 days’ notice to Unitholders; (ii) change the investment objectives of the applicable CIBC Index ETF or seek to replicate generally an alternative index (subject to any Unitholder approval in accordance with Canadian Securities Legislation); or (iii) make such other arrangements as the Manager considers appropriate and in the best interests of Unitholders of the CIBC Index ETF.

### **Currency Hedging Risk**

Certain CIBC ETFs may use derivative instruments to hedge their foreign currency exposure back to the Canadian dollar. The Flexible Yield Underlying Fund in which the CIBC Flexible Yield ETF (CAD-Hedged) invests will attempt to offset some or all of the foreign currency exposure in respect of the assets attributable to the hedged class units. The use of hedging strategies may substantially limit Unitholders from benefiting if non-Canadian currencies rise against the Canadian dollar.

CIBC U.S. Equity Index ETF (CAD-Hedged) and CIBC International Equity Index ETF (CAD-Hedged) will use derivative instruments to seek to eliminate all or substantially all of their foreign currency exposure in respect of units they own in their respective Underlying Fund. Some deviations from the returns of their applicable Index are expected to occur as a result of the costs, risks or other performance impacts of their currency hedging strategy.

A CIBC ETF may not be able to fully hedge its foreign currency exposure at all times, or the effectiveness of the currency hedging strategy may be reduced, since hedges are sometimes subject to imperfect matching between a derivative and its reference asset. When a derivative is used as a hedge against a position that a CIBC ETF holds, a reduction in value of the currency being hedged should substantially be offset by a gain in value generated by the derivative, and vice versa. While hedging can reduce or eliminate losses, it can also reduce or eliminate gains. The effectiveness of the currency hedging strategy of a CIBC ETF will, in general, be affected by the volatility of the applicable Index and/or the securities held by the CIBC ETF, and the volatility of the Canadian dollar relative to the currencies to be hedged. Increased volatility may reduce the effectiveness of the currency hedging strategy and may impact the costs associated



with hedging transactions. Although there is no assurance that these currency transactions will be effective, the Manager expects these currency transactions to be substantially effective. A CIBC ETF will enter into derivative transactions with financial institutions that have a “designated rating” as defined in NI 81-102.

### **Emerging Market Risk**

The risks of foreign investments are usually greater in emerging markets because such markets tend to be less developed. Many emerging markets have histories of, and continue to present the risk of, hyper-inflation and currency devaluations versus the dollar, which adversely affect returns to Canadian investors. In addition, the securities markets in many of these countries have far lower trading volumes and less liquidity than those in developed markets. Because these markets are so small, investments in them may suffer sharper and more frequent price changes or long-term price depression due to adverse publicity, investor perceptions, or the actions of a few large investors. In addition, traditional measures of investment value used in Canada, such as price-to-earnings ratios, may not apply to certain small markets.

A number of emerging markets have histories of instability and upheaval in internal politics that could increase the chances that their governments would take actions that are hostile or detrimental to private enterprise or foreign investment. Certain emerging markets may also face other significant internal or external risks, including the risk of war or civil conflicts. Governments in many emerging market countries participate to a significant degree in their economies and securities markets, which may impair investment and economic growth.

### **Equity Risk**

Equity securities, such as common stock, and equity-related securities, such as convertible securities and warrants, rise and fall with the financial well-being of the companies that issue them. The price of a share is also influenced by general economic, industry, and market trends. When the economy is strong, the outlook for many companies will be positive and share prices will generally rise, as will the value of the CIBC ETFs that own these shares; conversely, share prices usually decline with a general economic or industry downturn. There is the chance that a CIBC ETF may select stocks that underperform the markets or that underperform another ETF or other investment products with similar investment objectives and investment strategies.

### **Fixed Income Risk**

One risk of investing in fixed income securities, such as bonds, is the risk that the issuer of the security could have its credit risk downgraded or that it could default by failing to make scheduled interest and/or principal payments when due. This is generally referred to as “credit risk”. The degree of credit risk will depend not only on the financial condition of the issuer, but also on the terms of the bonds in question. Securities issued by issuers that have a low credit rating are considered to have a higher credit risk than securities issued by issuers with a high credit rating.

A CIBC ETF may reduce credit risk by investing in senior bonds, those that have a claim prior to junior obligations and equity on the issuer’s assets in the event of bankruptcy. Credit risk may also be minimized by investing in bonds that have specific assets pledged to the lender during the term of the debt.

Prices of fixed income securities generally increase when interest rates decline and decrease when interest rates rise. This risk is known as “interest rate risk”. Prices of longer-term fixed income securities generally fluctuate more in response to interest rate changes than do shorter-term securities.

A CIBC ETF that invests in convertible securities also carry interest rate risk. These securities provide a fixed income stream, so their value varies inversely with interest rates, just like bond

prices. Convertible securities are generally less affected by interest rate fluctuations than bonds because they can be converted into common shares. The NAV of a CIBC ETF will fluctuate with interest rate changes and the corresponding changes in the value of the securities held by the CIBC ETF.

### **Floating Rate Loan Risk**

The following risks are associated with investments in floating rate loans:

#### **Illiquidity**

The liquidity of floating rate loans, including the volume and frequency of secondary market trading in such loans, varies significantly over time and among individual floating rate loans and trading in floating rate loans may exhibit wide bid/ask spreads and extended trade settlement periods. For example, if the credit quality of a floating rate loan declines unexpectedly and significantly, secondary market trading in that floating rate loan can also decline for a period of time. During periods of infrequent trading, valuing a floating rate loan can be difficult, and buying and selling a floating rate loan at an acceptable price can be difficult and may take more time. A loss can result if a floating rate loan cannot be sold at the time, or at the price, that the CIBC ETF would prefer.

#### **Insufficient Collateral**

Floating rate loans are often secured by specific collateral of the borrower. The value of the collateral can decline, be insufficient to meet the obligations of the borrower or be difficult to liquidate. As a result, a floating rate loan may not be fully collateralized and can decline significantly in value. In the event of the bankruptcy of a borrower, a CIBC ETF could experience delays or limitation with respect to its ability to realize benefits of any collateral securing the loan.

#### **Legal and Other Expenses**

In order to enforce its rights in the event of default, bankruptcy or similar situation, a CIBC ETF may be required to retain legal or similar counsel. In addition, a CIBC ETF may be required to retain legal counsel to acquire or dispose of a loan. This may increase a CIBC ETF's operating expenses and adversely affect its net asset value.

#### **Limitations on Assignment**

Floating rate loans are generally structured and administered by a financial institution that acts as the agent of the lenders participating in the floating rate loan. Floating rate loans may be acquired directly through the agent, as an assignment from another lender who holds a direct interest in the floating rate loan, or as a participation interest in another lender's portion of the floating rate loan. Assignments typically require the consent of the borrower and the agent. If consent is withheld, a CIBC ETF will be unable to dispose of a loan which could result in a loss or lower return for a CIBC ETF. A participation interest may be acquired without consent of any third parties.

#### **Lower Credit Quality**

Floating rate loans typically are below investment-grade quality and have below investment-grade credit ratings generally associated with assets having high risk and speculative characteristics. The credit ratings of loans may be lowered if the financial condition of the borrower changes. Credit ratings assigned by rating agencies are based on a number of factors and may not reflect the issuer's current financial condition or the volatility or liquidity of the loan. In addition, the value of lower rated loans can be more volatile due to increased sensitivity to adverse borrower, political, regulatory, market, or economic developments. An economic

downturn generally leads to a higher non-payment rate, and a loan may lose significant value before default occurs.

### **Ranking**

Floating rate loans may be made on a subordinated and/or unsecured basis. Due to their lower standing in the borrower's capital structure, these loans can involve a higher degree of overall risk than senior loans of the same borrower.

### **Foreign Currency Risk**

Some CIBC ETFs may invest in securities denominated or traded in currencies other than the Canadian dollar. To the extent that exposure to securities denominated or traded in foreign currencies have not been hedged back to the Canadian dollar, the value of these securities will be affected by changes in foreign currency exchange rates. Generally, when the Canadian dollar rises in value against a foreign currency, your investment is worth fewer Canadian dollars; conversely, when the Canadian dollar decreases in value against a foreign currency, your investment is worth more Canadian dollars. This is known as "foreign currency risk", which is the possibility that a stronger Canadian dollar will reduce returns for Canadians investing outside of Canada and a weaker Canadian dollar will increase returns for Canadians investing outside of Canada

The values of other currencies relative to a CIBC ETF's base currency may fluctuate in response to, among other factors, interest rate changes, intervention (or failure to intervene) by national governments, central banks, or supranational entities such as the International Monetary Fund, the imposition of currency controls, and other political or regulatory developments. Currency values can decrease significantly both in the short term and over the long term in response to these and other developments.

### **Foreign Market Risk**

The CIBC ETFs may take advantage of investment opportunities in other countries. Foreign market securities offer broader diversification than an investment made only in Canada, since the price movement of securities traded on foreign markets tends to have a low correlation with the price movement of securities traded in Canada. Foreign investments, however, involve special risks not applicable to Canadian and U.S. investments that can increase the chance that a CIBC ETF will lose money.

The economies of certain foreign markets may rely heavily on particular industries or foreign capital, and are more vulnerable to political and diplomatic developments, the imposition of economic sanctions against a particular country or countries, changes in international trading patterns, trade barriers, and other protectionist or retaliatory measures.

Investments in foreign markets may be adversely affected by governmental actions, such as the imposition of capital controls, nationalization of companies or industries, expropriation of assets, or the imposition of punitive taxes. Like other investment companies and business organizations, a CIBC ETF could be adversely affected if a participating country withdraws from, or other countries join, economic or currency unions.

The governments of certain countries may prohibit or impose substantial restrictions on foreign investment in their capital markets or in certain industries. Any of these actions could severely affect security prices, impair a CIBC ETF's ability to purchase or sell foreign securities or transfer a CIBC ETF's assets or income back to Canada, or otherwise adversely affect a CIBC ETF's operations.

Other foreign market risks include foreign exchange controls, difficulties in pricing securities, defaults on foreign government securities, difficulties enforcing favourable legal judgments in foreign courts, different accounting standards, and political and social instability. Legal remedies

available to investors in certain foreign countries may be less extensive than those available to investors in Canada or other foreign countries. Since there may be fewer investors and a smaller number of shares traded each day on some foreign exchanges, it may be difficult for a CIBC ETF to buy and sell securities on those exchanges. In addition, prices of foreign securities may fluctuate more than prices of securities traded in Canada.

Markets in different countries have different clearance and settlement procedures and in certain markets there have been times when settlements have been unable to keep pace with the volume of transactions. Delays in settlement may increase credit risk to a CIBC ETF's portfolio, limit the ability of a CIBC ETF to reinvest the proceeds of a sale of securities, hinder the ability of a CIBC ETF to lend its portfolio securities, and potentially subject a CIBC ETF to penalties for its failure to deliver. Delays in the settlement of securities purchased by a CIBC ETF may limit the ability of the CIBC ETF to sell those securities at prices it considers desirable, and may subject the CIBC ETF to losses and costs due to its own inability to settle with subsequent purchasers of the securities from it.

### **Index and Passive Investment Risk**

The value of the applicable Index of a CIBC Index ETF may fluctuate in accordance with the financial condition of the Constituent Issuers that are represented in such Index (particularly those that may be more heavily weighted), the value of the securities generally and other factors.

Because the investment objectives of each CIBC Index ETF are to replicate the performance of the applicable Index, the securities included in a CIBC Index ETF's portfolio are not actively managed by traditional methods and the Manager or Portfolio Advisor will not attempt to take defensive positions by adjusting the securities included in a CIBC Index ETF's portfolio in declining markets. Therefore, the adverse financial condition of an Issuer represented in an Index will not necessarily result in the elimination of exposure to its securities, whether direct or indirect, by a CIBC Index ETF unless the securities are removed from the applicable Index.

### **Lower-Rated Bond Risk**

Certain CIBC ETFs may invest in lower-rated bonds, also known as high-yield bonds, or unrated bonds that are comparable to lower-rated bonds. The issuers of lower-rated bonds are often less financially secure, so there is a greater chance of the bond issuer defaulting on the payment of interest or principal. Lower-rated bonds may be difficult or impossible to sell at the time and at the price that a CIBC ETF would prefer. In addition, the value of lower-rated bonds may be more sensitive than higher-rated bonds to a downturn in the economy or to developments in the company issuing the bond.

### **Portfolio Management Risk**

The investment portfolios of certain CIBC ETFs are subject to a degree of management risk. The Manager or Portfolio Advisor's judgments about the implementation of a strategy or the attractiveness, relative value, or potential appreciation of a particular sector, security, or investment strategy may prove incorrect and may cause these CIBC ETFs to incur losses. There can be no assurance that the Manager's or the Portfolio Advisor's investment techniques and decisions will produce the desired results.

### **Prepayment Risk**

Certain fixed income securities, including floating rate loans, can be subject to the repayment of principal by their issuer before the security's maturity. If a prepayment is unexpected or if it occurs faster than predicted, the fixed income security may pay less income and its value may decrease.

### **Quantitative Investment Strategy Risk**

Quantitative investment strategies use complex statistical models in an effort to control portfolio-level risk and to select individual stocks. Rigorous risk control and a disciplined approach to stock selection are defining characteristics of quantitative investment strategies. Although these are generally considered positive characteristics, they also introduce unique risks. The mathematical and statistical models that guide risk control and disciplined stock selection are reliant on historical data. When markets behave in an unpredictable manner, quantitative models can generate unanticipated results that may impact the performance of a CIBC ETF.

### **Rebalancing and Subscription Risk**

Adjustments to Baskets of Securities held by a CIBC Index ETF to reflect rebalancing events, including adjustments to the Index or as otherwise determined by the Manager or Portfolio Advisor, will depend on the ability of the Manager or Portfolio Advisor and the Designated Broker to perform their respective obligations under the designated broker agreement(s). If a Designated Broker fails to perform, the CIBC Index ETF may be required to sell or purchase, as the case may be, Constituent Securities of the applicable Index in the market. If this happens, the CIBC Index ETF would incur additional transaction costs, which would cause its performance to deviate more significantly from the performance of the applicable Index than would otherwise be expected.

Adjustments to the Basket of Securities necessitated by a rebalancing event could affect the underlying market for the Constituent Securities of the Index, which in turn would affect the value of that Index. Similarly, subscriptions for Units by the applicable Designated Broker and Dealers may impact the market for the Constituent Securities of the Index, as the Designated Broker or the Dealers seek to buy or to borrow the Constituent Securities to constitute the Baskets of Securities to be delivered to the CIBC Index ETF as payment for the Units to be issued.

### **Replication or Tracking Error Risk**

Each CIBC Index ETF will not replicate exactly the performance of the applicable Index because the total return generated by the Units will be reduced by the Management Fee paid or payable, the brokerage and commission costs incurred in acquiring and rebalancing the portfolio of securities held and the other expenses paid or payable by the CIBC Index ETF. These fees and expenses are not included in the calculation of the performance of the applicable Index.

Deviations in the tracking of the applicable Index by a CIBC Index ETF could occur for a variety of other reasons; for example, where a CIBC Index ETF tenders securities under a successful takeover bid for less than all securities of a Constituent Issuer and the Constituent Issuer is not removed from the applicable Index, the CIBC Index ETF may be required to buy replacement securities at a purchase price that may be more than the takeover bid price due to timing variances.

It is also possible that a CIBC Index ETF may not fully replicate the performance of the applicable Index due to the temporary unavailability of certain Constituent Securities in the secondary market, the investment strategies and investment restrictions applicable to the CIBC Index ETF, including the use of a sampling methodology, or due to other extraordinary circumstances.

For CIBC U.S. Equity Index ETF (CAD-Hedged) and CIBC International Equity Index ETF (CAD-Hedged) ETFs, some deviations from the returns of an applicable Index are expected to occur as a result of the costs, risks or other performance impacts of their currency hedging strategy.

### **Sampling Methodology Risk**

The CIBC Index ETFs may employ a sampling methodology or may hold an ETF that employs a sampling methodology. A sampling methodology involves seeking to replicate the performance of the applicable Index by holding a subset of the Constituent Securities or a portfolio of some or all of the Constituent Securities and/or Other Securities selected by the Manager or Portfolio Advisor such that the aggregate investment characteristics of the portfolio are reflective of the aggregate investment characteristics of, or a representative sample of, the applicable Index. It is possible that the use of a sampling methodology may result in a greater deviation in performance relative to the applicable Index than a replication strategy in which only the Constituent Securities included in the Index are held in the portfolio in approximately the same proportion as they are represented in such Index.

### **Securities Lending, Repurchase and Reverse Repurchase Transactions Risk**

The CIBC ETFs may enter into securities lending transactions, repurchase transactions, and reverse repurchase transactions to earn additional income. There are risks associated with securities lending, repurchase, and reverse repurchase transactions. Over time, the value of the securities loaned under a securities lending transaction or sold under a repurchase transaction might exceed the value of the cash or other collateral held by the CIBC ETF. If the third party defaults on its obligation to repay or resell the securities to the CIBC ETF, the cash or other collateral may be insufficient to enable the CIBC ETF to purchase replacement securities, and it may suffer a loss for the difference. Likewise, over time, the value of the securities purchased by a CIBC ETF under a reverse repurchase transaction may decline below the amount of cash paid by the CIBC ETF to the third party. If the third party defaults on its obligation to repurchase the securities from the CIBC ETF, the CIBC ETF may need to sell the securities for a lower price and suffer a loss for the difference.

### **Sovereign Debt Risk**

Certain CIBC ETFs may invest in sovereign debt securities. These securities are issued or guaranteed by foreign government entities. Investments in sovereign debt are subject to the risk that a government entity may delay or refuse to pay interest or repay the principal, the reasons for which may include cash flow problems, insufficient foreign currency reserves, political considerations, the size of its debt position relative to its economy, or failure to put in place economic reforms required by the International Monetary Fund or other agencies. If a government entity defaults, it may ask for more time in which to pay or for further loans. There is no legal process for collecting sovereign debts that a government does not pay or bankruptcy proceeding by which all or part of sovereign debt that a government entity has not repaid may be collected.

### **Specialization Risk**

Some CIBC ETFs specialize by investing in particular industries, sectors of the economy or parts of the world, or by using a specific investment style or approach, such as growth, value or socially responsible investing. Specialization may limit the types and number of investment opportunities available to a CIBC ETF and, as a result, a CIBC ETF may deviate from a benchmark or the performance of comparable funds that do not have a specialization. While specialization allows certain CIBC ETF(s) to better focus on a particular sector or investment approach, investment in such CIBC ETF(s) may also be riskier than funds with broader diversification. Specialty funds may experience greater fluctuations in price because securities in the same industry tend to be affected by the same factors. These funds must continue to follow their investment objectives by investing in their particular specialty, even during periods when such specialty is performing poorly. Some industries or sectors are heavily regulated and may receive government funding. Investments in these industries or sectors may be substantially affected by changes in government policy, such as deregulation or reduced

government funding. Some other industries and sectors may also be impacted by interest rate or world price fluctuations and unpredictable world events.

## Risk Classification

The Manager assigns an investment risk rating to each CIBC ETF to help potential Unitholders decide whether a CIBC ETF is suitable for their investment portfolio.

The CIBC ETF's investment risk level has been determined in accordance with the standardized risk classification methodology set out in NI 81-102. This risk classification methodology is based on each CIBC ETF's historical volatility as measured by the 10-year standard deviation of its returns, i.e. the dispersion in the CIBC ETF's returns from its mean over a 10-year period. If a CIBC ETF does not have at least 10 years of performance history, then the return history of a reference index (or indices) that reasonably approximates, or in the case of a newly established CIBC ETF is expected to reasonably approximate, the standard deviation of the CIBC ETF, will be used for the remainder of the 10-year period when calculating the standard deviation of the CIBC ETF.

Each of the CIBC ETFs have less than 10 years of performance history. The following table provides the risk rating and description of the reference index (or indices) used for each CIBC ETF. These risk ratings do not necessarily correspond to an investor's risk tolerance assessment. Potential Unitholders are advised to consult their financial advisor for advice regarding their personal circumstances and investment portfolio.

CIBC ETF	Risk Rating	Reference Index	Description
CIBC Canadian Short-Term Bond Index ETF	Low	Morningstar® Canada 1-5 Yr Core Bond Index™	The index measures the performance of fixed-rate, investment-grade CAD-denominated securities with maturities between one and five years. It is market-capitalization weighted. The Index is rebalanced monthly. Further information about the Index, including its methodology, is available on Morningstar's website at <a href="http://indexes.morningstar.com">indexes.morningstar.com</a> .
CIBC Canadian Bond Index ETF	Low	Morningstar® Canada Core Bond Index™	The index measures the performance of fixed-rate, investment-grade CAD-denominated securities with maturities greater than one year. It is market-capitalization weighted. The Index is rebalanced monthly. Further information about the Index, including its methodology, is available on Morningstar's website at <a href="http://indexes.morningstar.com">indexes.morningstar.com</a> .
CIBC Global Bond ex-Canada Index ETF (CAD-Hedged)	Low	Morningstar® Global ex-Canada Core Bond Hedged CAD Index™	The index measures the performance of fixed-rate, investment-grade denominated securities with maturities greater than one year issued by developed market countries, excluding CAD denominated bonds. Foreign currency exposure is hedged back to Canadian dollars. The Index is rebalanced monthly. Further information about the Index, including its methodology, is available on Morningstar's website at <a href="http://indexes.morningstar.com">indexes.morningstar.com</a> .
CIBC Canadian Equity Index ETF	Medium	Morningstar® Canada Domestic Index™	This index includes large-, mid- and small-cap stocks representing the largest 97% of the Canadian equity market by market capitalization. Stocks are weighted by local float-adjusted market capitalization. The Index is rebalanced quarterly. Further information about the Index, including its methodology, is available on Morningstar's website at <a href="http://indexes.morningstar.com">indexes.morningstar.com</a> .

<b>CIBC ETF</b>	<b>Risk Rating</b>	<b>Reference Index</b>	<b>Description</b>
CIBC U.S. Equity Index ETF	Medium	Morningstar® US Target Market Exposure Index™	This is a rules based, float market capitalization-weighted index that targets large- and mid-cap U.S. stocks representing 85% of the market by float-adjusted market capitalization. The Index is rebalanced quarterly. Further information about the Index, including its methodology, is available on Morningstar's website at <a href="http://indexes.morningstar.com">indexes.morningstar.com</a> .
CIBC U.S. Equity Index ETF (CAD-Hedged)	Medium	Morningstar® US Target Market Exposure Hedged CAD Index™	This is a rules based, float market capitalization-weighted index that targets large- and mid-cap U.S. stocks representing 85% of the market by float-adjusted market capitalization. The Morningstar® US Target Market Exposure Hedged CAD Index™ is designed to represent the returns of the Morningstar® US Target Market Exposure Index™ while hedging Canadian dollar risk, but not the underlying equity market risk. The Index is rebalanced quarterly. Further information about the index, including its methodology, is available on Morningstar's website at <a href="http://indexes.morningstar.com">indexes.morningstar.com</a> .
CIBC International Equity Index ETF	Medium	Morningstar® Developed Markets ex-North America Target Market Exposure Index™	This is a rules based, float market capitalization-weighted index that targets large- and mid-cap stocks listed in developed markets outside North America, representing 85% of the market by float-adjusted market capitalization. It is calculated as a Net Total Return index in CAD and weighted by free-float market capitalization. The Index is rebalanced quarterly. Further information about the Index, including its methodology, is available on Morningstar's website at <a href="http://indexes.morningstar.com">indexes.morningstar.com</a> .
CIBC International Equity Index ETF (CAD-Hedged)	Medium	Morningstar® Developed Markets ex-North America Target Market Exposure Hedged CAD Index™	This is a rules based, float market capitalization-weighted index that targets large- and mid-cap stocks listed in developed markets outside North America, representing 85% of the market by float-adjusted market capitalization. The Morningstar® Developed Markets ex-North America Target Market Exposure Hedged CAD Index™ is designed to represent the returns of the Morningstar® Developed Markets ex-North America Target Market Exposure Index™ while hedging Canadian dollar risk, but not the underlying equity market risk. The Index is rebalanced quarterly. Further information about the index, including its methodology, is available on Morningstar's website at <a href="http://indexes.morningstar.com">indexes.morningstar.com</a> .
CIBC Emerging Markets Equity Index ETF	Medium to High	Morningstar® Emerging Markets Target Market Exposure Index™	This is a rules based, float market capitalization-weighted index that targets large- and mid-cap stocks listed in emerging markets, representing 85% of the market by float-adjusted market capitalization. It is calculated as a Net Total Return index in CAD and weighted by free-float market capitalization. The Index is rebalanced quarterly. Further information about the Index, including its methodology, is available on Morningstar's website at <a href="http://indexes.morningstar.com">indexes.morningstar.com</a> .



<b>CIBC ETF</b>	<b>Risk Rating</b>	<b>Reference Index</b>	<b>Description</b>
CIBC Clean Energy Index ETF	High	CIBC Atlas Clean Energy Select Index, since September 2017, S&P Global Clean Energy Index (CAD) before September 2017	The CIBC Atlas Clean Energy Select Index is an adjusted market cap weighted index designed to provide exposure to a diverse set of U.S. or Canadian based companies involved in the clean energy sector including renewables and clean technology. The Index is designed to identify companies engaged in the clean energy sector. The clean energy business segments of the Index include, but are not limited to, the following activities: Renewables - Solar, Wind, Hydro, Geothermal, Bioenergy and Clean Technology - Electric Vehicles, Energy Management & Storage, Fuel Cell, Hydrogen. The Index methodology is based on quantitative and qualitative data, and the Index is rebalanced quarterly. The S&P Global Clean Energy Index is designed to measure the performance of companies in global clean energy-related businesses from both developed and emerging markets, with a target constituent count of 100. Further information about the Index, including its methodology, is available at <a href="http://spglobal.com/spdji/en/custom-indices/cibc/cibc-atlas-clean-energy-select-index/#overview">spglobal.com/spdji/en/custom-indices/cibc/cibc-atlas-clean-energy-select-index/#overview</a> .
CIBC Qx Canadian Low Volatility Dividend ETF	Medium	S&P/TSX Composite Dividend Index	S&P/TSX Composite Dividend Index aims to provide a broad-based benchmark of Canadian dividend-paying stocks. The index includes all stocks in the S&P/TSX Composite Index with positive annual dividend yields as of the latest rebalancing of the S&P/TSX Composite Index.
CIBC Qx U.S. Low Volatility Dividend ETF	Medium	S&P 500 Index	S&P 500 Index is a capitalization-weighted Index designed to measure performance of the broad U.S. economy representing all major industries.
CIBC Qx International Low Volatility Dividend ETF	Medium	MSCI EAFE Index	MSCI EAFE Index is a free float-adjusted market capitalization index of stocks of companies of developed market equity indices covering countries in Europe, Australia, and the Far East.
CIBC Active Investment Grade Floating Rate Bond ETF	Low	FTSE Canada Floating Rate Note Index	FTSE Canada Floating Rate Note Index is designed to reflect the performance of domestic Canadian Government and Corporate Floating Rate Note securities denominated in CAD.
CIBC Active Investment Grade Corporate Bond ETF	Low	FTSE Canada All Corporate Bond Index	The FTSE Canada All Corporate Bond Index is divided into sub-sectors based on major industry groups: Financial, Communication, Industrial, Energy, Infrastructure, Real Estate, and Securitization. The Corporate sector is also divided into sub-indices based on credit rating: a combined AAA/AA sector, a single A sector, and a BBB sector.

<b>CIBC ETF</b>	<b>Risk Rating</b>	<b>Reference Index</b>	<b>Description</b>
CIBC Flexible Yield ETF (CAD-Hedged)	Low	20% Bloomberg Barclays U.S. Securitized Index (USD), 20% Markit iBoxx Broad U.S. Non-Agency RMBS Index (USD), 20% JP Morgan Corporate Emerging Market Bond Index Broad Diversified Core (USD), 15% Bank of America Merrill Lynch BB-B U.S. Cash Pay High Yield Index (Hedged CAD), 25% Credit Suisse Leveraged Loan Index (USD)	<p>The Bloomberg Barclays U.S. Securitized Index is a subset of the Bloomberg Barclays U.S. Aggregate Index comprised of MBS Agency, ABS, CMBS and covered securities.</p> <p>The Markit iBoxx Broad U.S. Non-Agency RMBS Index measures the U.S. non-agency RMBS market and its sub-sectors. The index family consists of 27 sub-indices referencing approximately 350 “senior” bonds from a portfolio of 22,000 RMBS issued between 2005 and 2007. These sub-indices are divided into four categories: Prime, Sub-Prime, Alt-A and Option ARM.</p> <p>The JP Morgan Corporate Emerging Market Bond Index Broad Diversified Core tracks the performance of the U.S. dollar denominated emerging market corporate bond market. Eligible individual securities must have a minimum outstanding face value of \$500 million or more. All component securities included in the Underlying Index must be U.S. dollar denominated bonds with a minimum of 5 years to maturity or greater to be eligible for the Underlying Index and a remaining maturity of 2 years or greater at the time of rebalancing to remain eligible for the Underlying Index. There are no ratings restrictions on either the individual bonds or the country of risk. As a result, the Underlying Index consists of both investment-grade and non-investment-grade bonds.</p> <p>The Bank of America Merrill Lynch BB-B U.S. Cash Pay High Yield Index is a subset of the Bank of America Merrill Lynch U.S. Cash Pay High Yield Index including all securities rated BB1 through B3, inclusive. It tracks the performance of U.S. dollar-denominated below investment grade corporate debt, currently in a coupon paying period, that is publicly issued in the U.S. domestic market.</p> <p>The Credit Suisse Leveraged Loan Index is designed to mirror the investable universe of the U.S. dollar-denominated leveraged loan market.</p>
CIBC International Equity ETF	Medium	MSCI EAFE Index	MSCI EAFE Index is a free float-adjusted market capitalization index of stocks of companies of developed market equity indices covering countries in Europe, Australia, and the Far East.
CIBC Global Growth ETF	Medium	MSCI World Index	MSCI World Index is a free float-adjusted market capitalization index composed of companies representative of the market structure of developed market countries in North America, Europe and the Asia/Pacific region.

The following table lists the range of standard deviations within which each CIBC ETF's standard deviation can fall and the corresponding investment risk level:

<b>Standard Deviation Range (%)</b>	<b>Risk Level</b>
0 to less than 6	Low
6 to less than 11	Low to Medium
11 to less than 16	Medium
16 to less than 20	Medium to High
20 or greater	High

It is important to note that a CIBC ETF's historical volatility may not be indicative of its future volatility. If the Manager believes that the results produced using the methodology do not appropriately reflect a CIBC ETF's risk, the Manager may assign it a higher investment risk level by taking into account other qualitative factors, including, but not limited to, the type of investments made in the CIBC ETF and the liquidity of those investments. When looking at the risk of a CIBC ETF, you should also consider how it would fit with your other investment holdings.

The Manager will review each CIBC ETF's investment risk levels at least annually, or whenever the Manager determines the investment risk level is no longer appropriate; for example, as a result of a material change to a CIBC ETF.

A more detailed description of the risk classification methodology used by the Manager to identify the investment risk levels of the CIBC ETFs is available on request, at no cost, by calling at [1-888-888-3863](tel:1-888-888-3863), or by writing to the Manager at 1000, rue De La Gauchetière Ouest, bureau 3200, Montréal (Québec), H3B 4W5.

## **DISTRIBUTION POLICY**

Cash distributions on Units of a CIBC ETF, if any, will be made in the currency in which Units are denominated and are expected to be made periodically as set out below:

<b>CIBC ETF</b>	<b>Frequency of Distributions</b>
CIBC Canadian Short-Term Bond Index ETF	Monthly
CIBC Canadian Bond Index ETF	Monthly
CIBC Global Bond ex-Canada Index ETF (CAD-Hedged)	Monthly
CIBC Canadian Equity Index ETF	Quarterly
CIBC U.S. Equity Index ETF	Quarterly
CIBC U.S. Equity Index ETF (CAD-Hedged)	Quarterly
CIBC International Equity Index ETF	Quarterly
CIBC International Equity Index ETF (CAD-Hedged)	Quarterly
CIBC Emerging Markets Equity Index ETF	Annually
CIBC Clean Energy Index ETF	Annually
CIBC Qx Canadian Low Volatility Dividend ETF	Monthly
CIBC Qx U.S. Low Volatility Dividend ETF	Monthly
CIBC Qx International Low Volatility Dividend ETF	Monthly
CIBC Active Investment Grade Floating Rate Bond ETF	Monthly

<b>CIBC ETF</b>	<b>Frequency of Distributions</b>
CIBC Active Investment Grade Corporate Bond ETF	Monthly
CIBC Flexible Yield ETF (CAD-Hedged)	Monthly
CIBC International Equity ETF	Annually
CIBC Global Growth ETF	Annually

There is no guarantee of the amount of distributions that will be paid and the distribution policy for a CIBC ETF may be changed at any time. The Manager may, at its sole discretion, change the frequency of such distributions and will announce such change in a press release.

Depending on the underlying investments of a CIBC ETF, distributions on Units may consist of ordinary income, net realized capital gains, and/or returns of capital which will generally reduce the adjusted cost base of the Unitholder's CIBC ETF Units. To the extent that the expenses of a CIBC ETF exceed its generated income in any given month, quarter or year, it is not expected that a monthly, quarterly or annual distribution, as applicable, will be paid.

If, for any taxation year, a CIBC ETF has not otherwise distributed the full amount of its net income and net realized capital gains, the CIBC ETF will be required to pay or make payable such net income and net realized capital gains as one or more special year-end distributions for such taxation year to Unitholders as is necessary to ensure that the CIBC ETF will not be liable for non-refundable income tax on such amounts under Part I of the Tax Act (after taking into account all available deductions, credits and refunds). Such special distributions may be paid in the form of cash and/or automatically reinvested in Units of the CIBC ETF. Any special distributions that are reinvested in Units of a CIBC ETF will increase the aggregate adjusted cost base of a Unitholder's Units. Immediately following payment of such a special distribution that is reinvested in Units, the number of Units held by a Unitholder will be automatically consolidated such that the number of Units outstanding after such distribution will be equal to the number of Units held immediately prior to such distribution, except in the case of a non-resident Unitholder to the extent tax is required to be withheld in respect of the distribution.

The tax treatment to Unitholders of distributions is discussed under "Income Tax Considerations".

### **Distribution Reinvestment Plan**

The Manager may adopt a distribution reinvestment plan in respect of the CIBC ETFs under which cash distributions are used to purchase additional Units acquired in the market by the plan agent, TSX Trust Company, and are credited to the participating Unitholder in accordance with the terms of such plan (a copy of which would be available through your broker or dealer). If such distribution reinvestment plan is adopted by the Manager, the following are the key terms:

- Participation in a distribution reinvestment plan will be restricted to Unitholders who are residents of Canada for the purposes of the Tax Act or "Canadian partnerships" as defined in the Tax Act. Immediately upon becoming a non-resident of Canada or ceasing to be a Canadian partnership, a participating Unitholder will be required to notify their CDS Participant and terminate participation in the distribution reinvestment plan.
- A Unitholder who wishes to enroll in the distribution reinvestment plan as of a particular Distribution Record Date should notify their CDS Participant sufficiently in advance of that Distribution Record Date to allow the CDS Participant to notify CDS by 4:00 p.m. ET on that date.

- Distributions that participating Unitholders are due to receive will be used to purchase Units on behalf of such Unitholder in the market.
- No fractional Units will be delivered under a distribution reinvestment plan. Payment in cash for any remaining uninvested funds may be made in lieu of delivering fractional Units by the plan agent to CDS or a CDS Participant, on a monthly, quarterly or annual basis, as the case may be. Where applicable, CDS will, in turn, credit the participating Unitholder, via the applicable CDS Participant.

The automatic reinvestment of distributions under the distribution reinvestment plan does not relieve participating Unitholders of any income tax applicable to the distributions.

The tax treatment to Unitholders of reinvested distributions is discussed under “Income Tax Considerations”.

Participating Unitholders will be able to terminate their participation in the distribution reinvestment plan as of a particular Distribution Record Date by notifying their CDS Participant by the prescribed cut-off time prior to the applicable Distribution Record Date. Beginning on the first distribution payment date after such notice is delivered, distributions to such Unitholders will be in cash. The form of termination notice will be available from CDS Participants and any expenses associated with the preparation and delivery of such termination notice will be for the account of the participating Unitholders exercising their rights to terminate participation in the distribution reinvestment plan. The Manager will be permitted to terminate the distribution reinvestment plan, at its sole discretion, upon not less than 30 days’ notice to participating Unitholders and the plan agent, subject to any required regulatory approval.

The Manager is permitted to amend, modify or suspend the distribution reinvestment plan, or add additional features including authorizing pre-authorized cash contributions or systematic withdrawals, at any time, at its sole discretion, provided that it complies with certain requirements, and gives notice of such amendment, modification or suspension to the participating Unitholders and the plan agent, subject to any required regulatory approval, which notice may be given by issuing a press release containing a summary description of the amendment or in any other manner that the Manager determines to be appropriate.

The Manager may from time to time adopt rules and regulations to facilitate the administration of the distribution reinvestment plan. The Manager reserves the right to regulate and interpret the distribution reinvestment plan as it deems necessary or desirable to ensure the efficient and equitable operation of the distribution reinvestment plan.

## **PURCHASES OF UNITS**

### **Continuous Distribution**

Units of the CIBC ETFs are being issued and sold on a continuous basis and there is no maximum number of Units that may be issued.

### **Designated Brokers**

All orders to purchase Units directly from a CIBC ETF must be placed by the Designated Broker or Dealers. The Manager reserves the right to reject any subscription order placed by the Designated Broker and/or a Dealer. No fees will be payable by a CIBC ETF to the Designated Broker or a Dealer in connection with the issuance of Units of the CIBC ETF. On the issuance of Units, the Manager may, at its discretion, charge an administration fee to a Dealer or Designated Broker to offset any expenses (including any applicable additional listing fees for the applicable Exchange) incurred in issuing the Units.

On any Trading Day, a Designated Broker or a Dealer may place a subscription order for the PNU or integral multiple PNU of a CIBC ETF. If a subscription order is received by a CIBC ETF

by the cut-off time indicated for such ETF in the table below, or such other time prior to the Valuation Time on such Trading Day as the Manager may set, and is accepted by the Manager, the CIBC ETF will generally issue to the Dealer or Designated Broker the PNU (or an integral multiple thereof) within two Trading Days from the effective date of the subscription order.

CIBC ETF	Exchange Request Cut-off Time
CIBC Canadian Short-Term Bond Index ETF CIBC Canadian Bond Index ETF CIBC Canadian Equity Index ETF CIBC U.S. Equity Index ETF CIBC Qx Canadian Low Volatility Dividend ETF CIBC Qx U.S. Low Volatility Dividend ETF CIBC Clean Energy Index ETF CIBC Active Investment Grade Floating Rate Bond ETF CIBC Active Investment Grade Corporate Bond ETF CIBC Flexible Yield ETF (CAD-Hedged) CIBC International Equity ETF CIBC Global Growth ETF	2:00 p.m. on the effective Trading Day for an exchange to be settled entirely in cash.  4:00 p.m. on the effective Trading Day for an exchange to be settled entirely in securities or a combination of securities and cash.
CIBC U.S. Equity Index ETF (CAD-Hedged)	2:00 p.m. on the effective Trading Day for the subscription.
CIBC Global Bond ex-Canada Index ETF (CAD-Hedged) CIBC International Equity Index ETF CIBC International Equity Index ETF (CAD-Hedged) CIBC Emerging Markets Equity Index ETF CIBC Qx International Low Volatility Dividend ETF	4:00 p.m. on the Trading Day prior to the effective Trading Day for the exchange.

The CIBC ETF must receive payment for the Units subscribed for within two Trading Days from the effective date of the subscription order. The effective date of a subscription order is the Trading Day on which the Valuation Time that applies to such subscription order takes place.

Unless the Manager shall otherwise agree or the Declaration of Trust shall otherwise provide, as payment for a PNU of a CIBC ETF, a Dealer or Designated Broker must deliver subscription proceeds consisting of a Basket of Securities and cash in an amount sufficient so that their value is equal to the NAV of the applicable PNU of the CIBC ETF determined at the Valuation Time on the effective date of the subscription order. The Manager may, at its discretion, instead accept subscription proceeds consisting of (i) cash only in an amount equal to the NAV of the applicable PNU of the CIBC ETF determined at the Valuation Time on the effective date of the subscription order, plus (ii) if applicable, administration fees including associated brokerage expenses, commissions, transaction costs and other costs and expenses that the CIBC ETFs incur or expect to incur in purchasing securities on the market with such cash proceeds.

The Manager may from time to time and, in any event not more than once quarterly, require the Designated Broker to subscribe for Units of a CIBC ETF for cash in a dollar amount not to exceed 0.30% of the NAV of the CIBC ETF, or such other amount as may be agreed to by the Manager and the Designated Broker. The number of Units issued will be the subscription amount divided by the Series NAV per Unit next determined following the delivery by the Manager of a subscription notice to the Designated Broker. Payment for the Units must be made by the Designated Broker by no later than the second Trading Day after the subscription notice has been delivered.

The Manager will, except when circumstances prevent it from doing so, disclose the number of Units comprising a PNU for a particular CIBC ETF to applicable Unitholders, the Designated Broker and Dealers following the close of business on each Trading Day. The Manager may, at its discretion, increase or decrease the applicable PNU from time to time and will provide notice of such change to applicable Unitholders, the Designated Broker and Dealers.

### **Distributions Paid in Units**

In addition to the issuance of Units as described above, distributions may in certain circumstances be automatically reinvested in Units in accordance with the distribution policy of the CIBC ETFs. See “Distribution Policy”.

### **Buying and Selling Units of a CIBC ETF**

Units of the CIBC ETFs are listed on the TSX or the Cboe Canada, as applicable, and may be bought or sold by Unitholders on the Exchange, or another exchange or marketplace through registered brokers and dealers in the province or territory where the Unitholder resides.

Unitholders or investors may incur customary brokerage commissions in buying or selling Units of a CIBC ETF. No fees are paid by Unitholders or investors to the Manager or any CIBC ETF in connection with buying or selling of Units of a CIBC ETF on the applicable Exchange.

### **Special Considerations for Unitholders**

The provisions of the so-called “early warning” requirements set out in Canadian Securities Legislation do not apply in connection with the acquisition of Units. In addition, the CIBC ETFs have obtained exemptive relief from the Canadian Securities Regulatory Authorities to permit Unitholders to acquire more than 20% of the Units of any CIBC ETF through purchases on the Exchange without regard to the take-over bid requirements of Canadian Securities Legislation.

Units of the CIBC Index ETFs are, in the opinion of the Manager, index participation units within the meaning of NI 81-102. A mutual fund wishing to invest in Units of a CIBC Index ETF should make its own assessment of its ability to do so after careful consideration of the relevant provisions of NI 81-102, including but not limited to whether the Units of the CIBC Index ETF should be considered index participation units, as well as the control, concentration and certain of the “fund-of-funds” restrictions. No purchase of Units of a CIBC Index ETF should be made solely in reliance on the above statements.

## **EXCHANGE AND REDEMPTION OF UNITS**

### **Exchange of Units of a CIBC ETF at Series NAV per Unit for Baskets of Securities and/or Cash**

Unitholders of a CIBC ETF may exchange the applicable PNU (or an integral multiple thereof) on any Trading Day for Baskets of Securities and cash, subject to the requirement that a minimum PNU be exchanged. To effect an exchange of Units of a CIBC ETF, a Unitholder must submit an exchange request in the form and at the location prescribed by the CIBC ETF from time to time at or before 4:00 p.m. ET on a Trading Day, or such other time prior to the Valuation Time on such Trading Day as the Manager may set. The exchange price will be equal to the NAV of each PNU tendered for exchange determined at the Valuation Time on the effective date of the exchange request, payable by delivery of a Basket of Securities (constituted as most recently published prior to the effective date of the exchange request) and cash. The Units will be redeemed in the exchange. The Manager will also make available to applicable Unitholders, Dealers and the Designated Broker the applicable PNU to redeem Units of the CIBC ETFs on each Trading Day. The effective date of an exchange request is the Trading Day on which the Valuation Time that applies to such redemption request takes place.

Upon the request of a Unitholder, the Manager may, at its complete discretion, satisfy an exchange request by delivering cash only in an amount equal to the NAV of each PNU tendered for exchange determined at the Valuation Time on the effective date of the exchange request, provided that the Unitholder agrees to pay applicable administration fees, including associated brokerage expenses, commissions, transaction costs and other costs and expenses that the CIBC ETF incurs or expects to incur in selling securities on the market to obtain the necessary cash for the exchange.

If an exchange request is not received by the applicable cut-off time, the exchange order will be effective only on the next Trading Day. Settlement of exchanges for Baskets of Securities and/or cash will generally be made by the second Trading Day after the effective day of the exchange request (or such shorter period as may be determined by the Manager in response to changes in applicable law or general changes to settlement procedures in applicable markets).

Unitholders should be aware that the Series NAV per Unit will decline on the ex-dividend date of any distribution payable in cash on Units. A Unitholder who is no longer a holder of record on the applicable Distribution Record Date will not be entitled to receive that distribution.

If any securities in which a CIBC ETF has invested are cease traded at any time by order of a Securities Regulatory Authority or other relevant regulator or stock exchange, the delivery of Baskets of Securities to a Unitholder, Dealer or Designated Broker on an exchange of the PNU may be postponed until such time as the transfer of the Baskets of Securities is permitted by law.

As described under “Book-Entry Only System”, registration of interests in, and transfers of, Units will be made only through the book-entry only system of CDS. The redemption rights described below must be exercised through the CDS Participant through which the owner holds Units. Beneficial owners of Units should ensure that they provide redemption instructions to the CDS Participant through which they hold such Units sufficiently in advance of the cut-off times described below to allow such CDS Participant to notify CDS and for CDS to notify the Manager prior to the relevant cut-off time.

### **Redemption of Units of a CIBC ETF for Cash**

On any Trading Day, Unitholders of a CIBC ETF may redeem (i) Units of the CIBC ETF for cash at a redemption price per Unit equal to 95% of the closing price for the Units on the Exchange on the effective day of the redemption, subject to a maximum redemption price per Unit equal to the Series NAV per Unit on the effective day of redemption, less any applicable administration fee determined by the Manager, in its sole discretion, from time to time, or (ii) a PNU of a CIBC ETF or a multiple PNU of a CIBC ETF for cash equal to the NAV of that number of Units less any applicable administration fee determined by the Manager, at its sole discretion from time to time. Because Unitholders will generally be able to sell Units at the market price on the Exchange through a registered broker or dealer subject only to customary brokerage commissions, Unitholders are advised to consult their broker, dealer or investment advisor before redeeming such Units for cash. No fees or expenses are paid by Unitholders to the Manager or any CIBC ETF in connection with selling Units on the Exchange.

In order for a cash redemption to be effective on a Trading Day, a cash redemption request with respect to the applicable CIBC ETF must be delivered to the Manager in the form and at the location prescribed by the Manager from time to time at or before 9:30 a.m. ET on such Trading Day (or such later time on such Trading Day as the Manager may set). Any cash redemption request received after such time will be effective only on the next Trading Day. Where possible, payment of the redemption price will be made by no later than the second Trading Day after the effective day of the redemption (or such shorter period as may be determined by the Manager in



response to changes in applicable law or general changes to settlement procedures in applicable markets). The cash redemption request forms may be obtained from any registered broker or Dealer.

Unitholders that have delivered a redemption request prior to the Distribution Record Date for any distribution will not be entitled to receive that distribution.

In connection with the redemption of Units, the CIBC ETF will generally dispose of securities or other assets to satisfy the redemption. See “Income Tax Considerations – Taxation of the CIBC ETFs”.

## **Requests for Exchange and Redemption**

A Unitholder submitting an exchange or redemption request is deemed to represent to the CIBC ETF and the Manager that: (i) it has full legal authority to tender the Units for exchange or redemption and to receive the proceeds thereof; and (ii) the Units have not been loaned or pledged and are not the subject of a repurchase agreement, securities lending agreement or a similar arrangement that would preclude the delivery of the Units to the CIBC ETF. The Manager reserves the right to verify these representations at its discretion. Generally, the Manager will require verification with respect to an exchange or redemption request if there are unusually high levels of exchange or redemption activity or short interest in the applicable CIBC ETF. If the Unitholder, upon receipt of a verification request, does not provide the Manager with satisfactory evidence of its representations, the Unitholder’s exchange or redemption request will be considered to have not been received in the proper form and will be rejected.

## **Suspension of Exchanges and Redemptions**

The Manager may suspend the exchange or redemption of Units of a CIBC ETF or payment of redemption proceeds: (i) during any period when normal trading is suspended on a stock exchange or other market on which securities owned by the CIBC ETF are listed and traded, if these securities represent more than 50% by value or underlying market exposure of the total assets of the CIBC ETF, without allowance for liabilities, and if these securities are not traded on any other exchange that represents a reasonably practical alternative for the CIBC ETF; or (ii) with the prior permission of the Canadian Securities Regulatory Authorities where required, for any period not exceeding 30 days during which the Manager determines that conditions exist that render impractical the sale of the CIBC ETF's assets, or that impair the ability of the Valuation Agent to determine the value of the assets; or (iii) in the case of CIBC Flexible Yield ETF (CAD-Hedged), CIBC International Equity ETF, CIBC Global Growth ETF, CIBC U.S. Equity Index ETF (CAD-Hedged) and CIBC International Equity Index ETF (CAD-Hedged) if their respective Underlying Fund (or respective successor fund) has suspended redemptions. The suspension may apply to all requests for exchange or redemption received prior to the suspension but as to which payment has not been made, as well as to all requests received while the suspension is in effect. All Unitholders making such requests shall be advised by the Manager of the suspension and that the exchange or redemption will be effected at a price determined on the first Valuation Day following the termination of the suspension. All such Unitholders shall have and shall be advised that they have the right to withdraw their requests for exchange or redemption. The suspension shall terminate in any event on the first day on which the condition giving rise to the suspension has ceased to exist, provided that no other condition under which a suspension is authorized then exists. To the extent not inconsistent with official rules and regulations promulgated by any government body having jurisdiction over a CIBC ETF, any declaration of suspension made by the Manager shall be conclusive.

## **Administration Fee**

An amount, as may be agreed to between the Manager and the Designated Broker or Dealer of a CIBC ETF, may be charged to offset certain transaction costs associated with an issue, exchange or redemption of Units. This charge does not apply to Unitholders who buy and sell their Units through the Exchange's facilities.

## **Allocations of Capital Gains to Redeeming or Exchanging Unitholders**

Pursuant to the Declaration of Trust, a CIBC ETF may distribute, allocate and designate any capital gains realized as a result of any disposition of property of the CIBC ETF undertaken to permit or facilitate the redemption or exchange of Units to a Unitholder whose Units are being redeemed or exchanged. In addition, each CIBC ETF has the authority to distribute, allocate and designate any capital gains to a Unitholder who has redeemed or exchanged Units during a year in an amount equal to the Unitholder's share, at the time of redemption or exchange, of the CIBC ETF's capital gains for the year. Any such distributions, allocations or designations will reduce the redemption or exchange price otherwise payable to the redeeming or exchanging Unitholder.

Based on certain rules in the Tax Act (referred to as the *ATR Rule*), a CIBC ETF that qualifies as a mutual fund trust could be limited in its ability to claim a deduction in computing its income for amounts of taxable capital gains that are allocated to redeeming or exchanging Unitholders. In particular, taxable capital gains so allocated and designated to redeeming or exchanging Unitholders of a CIBC ETF are only deductible to the CIBC ETF to the extent of the redeeming or exchanging Unitholders' pro rata share (as determined under the ATR Rule) of the net taxable capital gains of the CIBC ETF for the year.

Any taxable capital gains that are not deductible by a CIBC ETF under the ATR Rule may be made payable to non-redeeming or exchanging Unitholders of the CIBC ETF so that the CIBC ETF will not be liable for non-refundable income tax thereon. Accordingly, the amounts and taxable component of distributions to non-redeeming or exchanging Unitholders of a CIBC ETF may be greater than would have been the case in the absence of the ATR Rule.

## **Book-Entry Only System**

Registration of interests in, and transfers of, Units of a CIBC ETF will be made only through the book-entry only system of CDS. Units must be purchased, transferred and surrendered for redemption only through a CDS Participant. All rights of an owner of Units must be exercised through, and all payments or other property to which such owner is entitled will be made or delivered by, CDS or the CDS Participant through which the owner holds such Units. Upon buying Units of a CIBC ETF, the owner will receive only the customary confirmation. Physical certificates evidencing ownership will not be issued. References in this prospectus to a Unitholder means, unless the context otherwise requires, the owner of the beneficial interest of such Units.

Neither a CIBC ETF nor the Manager will have any liability for: (i) records maintained by CDS relating to the beneficial interests in Units or the book entry accounts maintained by CDS; (ii) maintaining, supervising or reviewing any records relating to such beneficial ownership interests; or (iii) any advice or representation made or given by CDS and made or given with respect to the rules and regulations of CDS or any action taken by CDS or at the direction of the CDS Participants.

The ability of a beneficial owner of Units to pledge such Units or otherwise take action with respect to such owner's interest in such Units (other than through a CDS Participant) may be limited due to the lack of a physical certificate.

A CIBC ETF has the option to terminate registration of Units through the book-entry only system in which case certificates for Units in fully registered form will be issued to beneficial owners of such Units or their nominees.

### Short-Term Trading

Unlike open-end mutual fund trusts in which short term trading by Unitholders may cause a mutual fund to incur additional unnecessary trading costs in connection with the purchase of portfolio securities and the sale of portfolio securities to fund redemptions, the Manager does not believe that it is necessary to impose any short-term trading restrictions on the CIBC ETFs at this time as: (i) the CIBC ETFs are exchange traded funds that are primarily traded in the secondary market; and (ii) the few transactions involving Units of the CIBC ETFs that do not occur on the secondary market involve Designated Brokers and Dealers, who can only purchase or redeem Units in a PNU and on whom the Manager may impose an administration fee. The administration fee is intended to compensate the CIBC ETFs for any costs and expenses they incur in order to satisfy and process the redemption.

### PRICE RANGE AND TRADING VOLUME OF UNITS

The following tables show the market price range (high and low), monthly trading volume of the CIBC ETFs on the applicable Exchange for each month.

#### CIBC Canadian Short-Term Bond Index ETF (TSX)

<b>2023</b>	<b>High Price</b>	<b>Low Price</b>	<b>Volume Traded</b>
January	19.97	19.97	211
February	19.89	19.69	314,154
March	19.73	19.73	315
April	20.05	19.97	4,075
May	20.01	19.91	3,383
June	19.77	19.67	9,395
July	19.72	19.61	23,573
August	19.70	19.61	11,596
September	19.71	19.57	9,073
October	19.62	19.62	280
November	19.92	19.77	19,016
December	20.11	19.94	18,593

#### CIBC Canadian Bond Index ETF (TSX)

<b>2023</b>	<b>High Price</b>	<b>Low Price</b>	<b>Volume Traded</b>
January	18.20	17.57	66,580
February	18.06	17.40	56,315
March	18.10	17.37	56,162
April	18.01	17.71	46,081
May	18.03	17.53	79,403
June	17.66	17.41	85,487
July	17.59	17.27	147,339
August	17.36	17.08	103,639
September	17.35	16.75	73,614
October	16.95	16.58	65,803
November	17.53	17.00	102,426
December	18.19	17.63	58,895

**CIBC Global Bond ex-Canada Index ETF  
(CAD-Hedged) (TSX)**

<b>2023</b>	<b>High Price</b>	<b>Low Price</b>	<b>Volume Traded</b>
January	17.54	17.17	77,501
February	17.43	17.07	32,106
March	17.57	17.04	336,908
April	17.63	17.42	13,455
May	17.58	17.28	34,054
June	17.39	17.28	41,389
July	17.39	17.16	88,668
August	17.22	16.98	56,120
September	17.18	16.72	102,442
October	16.85	16.56	37,306
November	17.20	16.79	63,376
December	17.74	17.26	40,738

**CIBC U.S. Equity Index ETF (TSX)**

<b>2023</b>	<b>High Price</b>	<b>Low Price</b>	<b>Volume Traded</b>
January	21.42	20.35	136,290
February	21.95	21.02	1,081,815
March	21.84	20.90	38,151
April	22.16	21.68	197,373
May	22.58	21.65	69,573
June	23.20	22.39	68,475
July	23.89	22.99	164,300
August	24.13	23.35	63,079
September	24.27	22.82	186,581
October	23.50	22.44	84,280
November	24.67	23.13	49,957
December	25.20	24.38	5,622,844

**CIBC Canadian Equity Index ETF (TSX)**

<b>2023</b>	<b>High Price</b>	<b>Low Price</b>	<b>Volume Traded</b>
January	22.35	20.89	63,926
February	22.32	21.71	142,119
March	22.15	20.88	70,324
April	22.21	21.66	126,586
May	22.21	21.13	71,364
June	21.64	21.00	125,985
July	22.17	21.32	60,450
August	21.97	21.25	70,617
September	22.27	20.99	54,284
October	21.11	20.17	212,394
November	21.82	20.51	813,515
December	22.52	21.82	2,652,915

**CIBC U.S. Equity Index ETF  
(CAD-Hedged) (TSX)**

<b>2023</b>	<b>High Price</b>	<b>Low Price</b>	<b>Volume Traded</b>
January	20.30	20.30	2,505
February	20.97	20.97	129
March	20.57	20.16	1,469
April	20.89	20.67	1,140
May	20.87	20.82	557
June	22.27	21.52	1,404
July	23.00	22.19	1,808
August	22.28	22.28	314
September	22.43	22.43	198
October	21.03	21.03	224
November	22.79	22.56	1,708
December	23.90	19.69	61,992

**CIBC International Equity Index ETF  
(TSX)**

<b>2023</b>	<b>High Price</b>	<b>Low Price</b>	<b>Volume Traded</b>
January	20.53	19.43	77,417
February	20.55	20.23	459,580
March	20.74	20.07	37,959
April	21.35	20.55	28,965
May	21.33	20.66	19,429
June	21.22	20.44	57,446
July	21.35	20.36	88,438
August	21.28	20.56	73,808
September	21.13	20.00	70,900
October	20.37	19.54	37,056
November	21.13	19.92	28,993
December	21.65	21.07	43,447

**CIBC International Equity Index ETF  
(CAD-Hedged) (TSX)**

<b>2023</b>	<b>High Price</b>	<b>Low Price</b>	<b>Volume Traded</b>
January	n/a	n/a	n/a
February	n/a	n/a	n/a
March	-	-	56
April	20.63	20.06	3,012
May	20.62	20.53	520
June	20.83	20.83	220
July	21.01	20.98	1,306
August	20.53	20.53	152
September	-	-	48
October	-	-	4
November	20.87	20.56	1,108
December	21.72	19.02	7,650

**CIBC Emerging Markets Equity Index  
ETF (TSX)**

<b>2023</b>	<b>High Price</b>	<b>Low Price</b>	<b>Volume Traded</b>
January	17.48	16.47	16,542
February	17.28	16.45	6,087
March	16.94	16.22	26,342
April	16.93	16.57	3,823
May	16.72	16.38	8,098
June	16.86	16.39	82,589
July	17.33	16.60	17,132
August	17.24	16.63	20,849
September	17.16	16.68	6,452
October	16.57	16.16	9,700
November	17.17	16.44	25,305
December	17.15	16.86	57,320

**CIBC Clean Energy Index ETF  
(Cboe Canada)**

<b>2023</b>	<b>High Price</b>	<b>Low Price</b>	<b>Volume Traded</b>
January	14.71	12.53	15,079
February	15.05	13.29	5,719
March	13.92	12.26	6,345
April	12.81	11.80	7,805
May	12.46	11.43	2,171
June	12.96	11.74	12,966
July	13.75	12.53	14,331
August	13.20	11.26	5,371
September	11.91	10.40	6,095
October	10.05	8.52	13,539
November	9.24	8.25	3,897
December	10.29	9.01	9,990

**CIBC Qx Canadian Low Volatility Dividend ETF (Cboe Canada)**

<b>2023</b>	<b>High Price</b>	<b>Low Price</b>	<b>Volume Traded</b>
January	19.31	18.51	4,515
February	19.49	19.09	3,535
March	19.24	18.53	3,192
April	19.68	19.09	4,210
May	19.73	18.82	10,668
June	19.03	18.38	3,085
July	19.11	18.56	496
August	18.73	17.97	343
September	18.56	17.51	389
October	17.86	16.86	5,120
November	18.33	17.31	14,634
December	18.98	18.42	4,456

**CIBC Qx International Low Volatility Dividend ETF (Cboe Canada)**

<b>2023</b>	<b>High Price</b>	<b>Low Price</b>	<b>Volume Traded</b>
January	18.93	18.26	789
February	18.87	18.60	753
March	18.99	18.58	1,500
April	19.71	18.98	30
May	19.74	18.67	19,218
June	18.77	18.33	1,841
July	18.96	18.25	6,031
August	18.80	18.26	38
September	18.80	18.08	622
October	18.49	17.97	1,829
November	18.99	18.49	699
December	19.24	18.85	3,767

**CIBC Qx U.S. Low Volatility Dividend ETF (Cboe Canada)**

<b>2023</b>	<b>High Price</b>	<b>Low Price</b>	<b>Volume Traded</b>
January	20.08	19.34	2,570
February	19.61	19.30	1,246
March	19.51	18.96	3,154
April	20.15	19.47	2,382
May	20.08	18.97	57
June	19.24	18.82	9,520
July	19.52	18.95	379
August	19.44	19.13	167
September	19.30	18.55	3,040
October	18.93	18.44	180
November	19.49	19.05	800
December	19.87	19.16	2,250

**CIBC Active Investment Grade Floating Rate Bond ETF (TSX)**

<b>2023</b>	<b>High Price</b>	<b>Low Price</b>	<b>Volume Traded</b>
January	19.61	19.51	356,444
February	19.69	19.57	618,632
March	19.74	19.60	637,188
April	19.71	19.59	365,482
May	19.72	19.60	149,292
June	19.75	19.62	107,327
July	19.75	19.62	145,139
August	19.79	19.68	237,366
September	19.77	19.66	410,976
October	19.79	19.65	1,225,031
November	19.79	19.71	302,949
December	19.82	19.72	681,717

**CIBC Active Investment Grade Corporate Bond ETF (TSX)**

<b>2023</b>	<b>High Price</b>	<b>Low Price</b>	<b>Volume Traded</b>
January	19.47	18.87	619,892
February	19.47	18.86	1,151,845
March	19.50	18.85	934,316
April	19.47	19.11	310,901
May	19.44	18.96	253,799
June	19.08	18.79	282,568
July	19.01	18.71	516,259
August	18.87	18.52	645,622
September	18.85	18.28	639,047
October	18.51	18.19	481,491
November	18.98	18.50	353,265
December	19.72	19.12	1,079,076

**CIBC Flexible Yield ETF (CAD-Hedged) (TSX)**

<b>2023</b>	<b>High Price</b>	<b>Low Price</b>	<b>Volume Traded</b>
January	17.19	16.88	22,444
February	17.16	16.95	39,864
March	16.96	16.84	194,007
April	16.96	16.89	178,775
May	16.97	16.79	13,633
June	16.90	16.75	267,163
July	16.92	16.76	17,890
August	16.82	16.75	199,323
September	16.84	16.76	33,612
October	16.76	16.52	44,463
November	16.74	16.54	64,444
December	16.96	16.74	58,536

**CIBC International Equity ETF (TSX)**

<b>2023</b>	<b>High Price</b>	<b>Low Price</b>	<b>Volume Traded</b>
January	20.92	19.30	187,207
February	20.99	20.11	134,455
March	21.43	20.35	127,455
April	22.05	21.25	198,128
May	22.28	21.68	343,932
June	22.30	21.26	218,414
July	22.05	21.24	104,809
August	21.69	20.71	223,606
September	21.24	19.53	82,109
October	20.35	19.49	154,910
November	21.66	20.16	144,239
December	21.97	21.30	150,547

**CIBC Global Growth ETF (TSX)**

<b>2023</b>	<b>High Price</b>	<b>Low Price</b>	<b>Volume Traded</b>
January	23.08	21.92	52,482
February	23.39	22.60	111,159
March	23.80	22.51	150,609
April	24.38	23.51	94,986
May	24.42	23.77	147,014
June	24.69	23.79	180,975
July	25.01	24.15	163,266
August	24.90	24.26	148,831
September	24.89	23.27	170,520
October	24.24	23.17	211,242
November	25.54	23.69	102,560
December	25.83	24.95	181,771

## INCOME TAX CONSIDERATIONS

In the opinion of Blake, Cassels & Graydon LLP, the following is, as of the date hereof, a summary of the principal Canadian federal income tax considerations under the Tax Act generally applicable to the acquisition, holding and disposition of Units of a CIBC ETF by a Unitholder of the CIBC ETF who acquires Units pursuant to this prospectus. This summary only applies to a prospective Unitholder of a CIBC ETF who is an individual (other than a trust that is not a Registered Plan) resident in Canada for purposes of the Tax Act, who holds Units of the CIBC ETF as capital property, who deals at arm's length with the CIBC ETF and any Designated Broker or Dealer and is not affiliated with the CIBC ETF or any Designated Broker or Dealer.

Generally, Units of a CIBC ETF will be considered to be capital property to a Unitholder provided that the Unitholder does not hold such Units in the course of carrying on a business of buying and selling securities and has not acquired them in one or more transactions considered to be an adventure or concern in the nature of trade. Provided that a CIBC ETF qualifies as a "mutual fund trust" for purposes of the Tax Act, certain Unitholders who might not otherwise be considered to hold Units of the CIBC ETF as capital property may, in certain circumstances, be entitled to have such Units and all other "Canadian securities" owned or subsequently acquired by them treated as capital property by making the irrevocable election permitted by subsection 39(4) of the Tax Act. This summary does not apply to a Unitholder who has entered or will enter into a "derivative forward agreement" as that term is defined in the Tax Act with respect to the Units.

This summary assumes that at all times each CIBC ETF will not (i) invest in or hold (a) securities of or an interest in any non-resident entity, an interest in or a right or option to acquire such property, or an interest in a partnership which holds any such property if the CIBC ETF (or the partnership) would be required to include significant amounts in income pursuant to section 94.1 of the Tax Act, (b) an interest in a trust (or a partnership which holds such an interest) which would require the CIBC ETF (or the partnership) to report significant amounts of income in connection with such interest pursuant to the rules in section 94.2 of the Tax Act, or (c) any interest in a non-resident trust other than an "exempt foreign trust" for the purposes of section 94 of the Tax Act (or a partnership which holds such an interest); (ii) invest in any security that would be a "tax shelter investment" within the meaning of section 143.2 of the Tax Act; (iii) invest in any security of an issuer that would be a "foreign affiliate" of the CIBC ETF or of any Unitholder for purposes of the Tax Act, or (iv) invest in any security that would cause the CIBC ETF to be a SIFT Trust or a "covered entity" for purposes of the Equity Repurchase Rules. This summary also assumes that each CIBC ETF will comply with its investment restrictions.

This summary is based on the facts described herein, the current provisions of the Tax Act, any specific proposed amendments to the Tax Act publicly announced by the Minister of Finance (Canada) prior to the date hereof (referred to as a *Tax Amendment*), counsel's understanding of the current publicly available administrative policies and assessing practices of the CRA published in writing prior to the date hereof and a certificate of the Manager. This description is not exhaustive of all Canadian federal income tax consequences and does not take into account or anticipate changes in the law or in administrative policy or assessing practice, whether by legislative, governmental or judicial action other than any Tax Amendments in their present form, nor does it take into account provincial, territorial or foreign tax considerations which may differ significantly from those discussed herein. There can be no assurance that the Tax Amendments will be enacted in the form publicly announced, or at all.

**This summary is not exhaustive of all possible Canadian federal income tax considerations applicable to an investment in Units of a CIBC ETF. This summary does not address the deductibility of interest on any funds borrowed by a Unitholder to purchase Units of a CIBC ETF. The income and other tax consequences of investing in**



**Units will vary depending on your particular circumstances including the province or territory in which you reside or carry on business. This summary is of a general nature only and is not intended to be, nor should it be construed to be, legal or tax advice to any holder of Units of a CIBC ETF. You should consult your own tax advisors with respect to the income tax consequences of an acquisition of Units of a CIBC ETF based on your particular circumstances.**

### **Status of the CIBC ETFs**

This summary assumes that each CIBC ETF currently qualifies and will continue to qualify at all times as a “unit trust” within the meaning of the Tax Act. In addition, the Manager has advised counsel that (i) each MFT ETF currently qualifies, and has qualified from the beginning of its 2024 taxation year, as a “mutual fund trust” within the meaning of the Tax Act and this summary assumes that each MFT ETF will continue to so qualify at all relevant times, (ii) each non-MFT ETF does not currently qualify as a mutual fund trust and (iii) if a 2023 CIBC ETF meets the Minimum Distribution Requirements before the MFT Election Deadline, it will file the MFT Election so that such 2023 CIBC ETF will be deemed to be a mutual fund trust from its inception in 2023. No assurances can be provided that any 2023 CIBC ETF will meet the Minimum Distribution Requirements by the MFT Election Deadline.

If a CIBC ETF were not to qualify or be deemed to qualify as a mutual fund trust at all times or were to qualify as a Financial Institution at any time, the income tax considerations for that CIBC ETF would differ materially and adversely in some respects, as described below under “Taxation of the CIBC ETFs.”

The Manager has advised counsel that, (i) each of CIBC Qx International Low Volatility Dividend ETF, CIBC Qx U.S. Low Volatility Dividend ETF, CIBC International Equity Index ETF (CAD-Hedged), CIBC U.S. Equity Index ETF (CAD-Hedged), and CIBC Clean Energy Index ETF is a Financial Institution as of the date hereof, and (ii) none of the other CIBC ETFs is a Financial Institution as of the date hereof.

Provided that a CIBC ETF qualifies as a “mutual fund trust” within the meaning of the Tax Act, or the Units of that CIBC ETF are listed on a “designated stock exchange” within the meaning of the Tax Act (which currently includes the TSX and the Cboe Canada), the Units of that CIBC ETF will be on such date qualified investments under the Tax Act for Registered Plans. See “Income Tax Considerations – Registered Plans and Eligibility for Investment”.

### **Taxation of the CIBC ETFs**

The Manager has advised counsel that each MFT ETF has elected or will elect to have a taxation year that ends on December 15 of each calendar year. The Manager has also advised counsel that each of the non-MFT ETFs will elect to have a taxation year that ends on December 15 of each calendar year beginning with the later of (i) such non-MFT ETF's 2023 taxation year, and (ii) the taxation year in which this election becomes available. This election is available to a non-MFT ETF when such non-MFT ETF qualifies as a mutual fund trust at the time the election is required to be made. Prior to making such election, a non-MFT ETF will have a taxation year that ends on December 31 of each calendar year.

A CIBC ETF is subject to tax under Part I of the Tax Act in each taxation year on the amount of its income for the year, including net realized taxable capital gains and any income earned by any securities lending activity, less the portion thereof that it deducts in respect of the amount that is, or is deemed to be, paid or payable to Unitholders in the year. Provided a CIBC ETF has elected to have a taxation year that ends on December 15, such amounts paid or payable by the CIBC ETF to a Unitholder after December 15 and before the end of the calendar year are deemed to have been paid or payable to the Unitholder on December 15. The Declaration of

Trust requires each CIBC ETF to distribute to Unitholders in each taxation year, including by way of Management Fee Distributions, where applicable, a sufficient amount of its net income and net realized taxable capital gains each taxation year so that it will not be liable for tax in any year under Part I of the Tax Act (after taking into account applicable losses and the Capital Gains Refund).

A CIBC ETF may enter into transactions denominated in currencies other than the Canadian dollar, including the acquisition of securities in its portfolio. Each CIBC ETF is required to compute its net income and net realized taxable capital gains in Canadian dollars for the purposes of the Tax Act and may, as a consequence, realize foreign exchange gains or losses that will be taken into account in computing its income or capital gains for tax purposes.

A CIBC ETF will be required to include in its income for each taxation year any dividends received (or deemed to be received) by it in such year on a security held in its portfolio.

A CIBC ETF will be required to include in its income for a taxation year all interest thereon that accrues (or is deemed to accrue) to it to the end of that year (or until the disposition of the indebtedness in the year) or that has become receivable or is received by the CIBC ETF before the end of that year, including on a redemption or repayment on maturity, except to the extent that such interest was included in computing the CIBC ETF's income for a preceding taxation year and excluding any interest that accrued prior to the time of the acquisition of the indebtedness by the CIBC ETF.

To the extent a CIBC ETF holds units issued by an Underlying Fund that is a trust resident in Canada that is not at any time in the relevant taxation year a "SIFT Trust" and held as capital property for purposes of the Tax Act, the CIBC ETF will be required to include in the calculation of its income for a taxation year the net income, including net taxable capital gains, paid or payable to the CIBC ETF by such trust in the calendar year in which that taxation year ends. If appropriate designations are made by the Underlying Fund, the nature of distributions from the Underlying Fund that are derived from taxable dividends received from taxable Canadian corporations, foreign income, and capital gains will be preserved in the hands of the CIBC ETF for the purpose of computing its income. Where the Underlying Fund makes designations in respect of its foreign source income, for the purpose of computing any foreign tax credit that may be available, the CIBC ETF will generally be deemed to have paid as tax to the government of a foreign country that portion of taxes paid by the Underlying Fund that is equal to the CIBC ETF's income from sources in that country. The above designation does not apply for the purpose of computing the deduction in respect of foreign tax described below.

Each issuer in a CIBC ETF's portfolio that is a "SIFT Trust" (which will generally include Canadian resident income trusts, other than certain real estate investment trusts, the units of which are listed or traded on a stock exchange or other public market) will be subject to a special tax in respect of (i) income from business carried on in Canada, and (ii) certain income and capital gains in respect of "non-portfolio properties" (collectively, referred to as *Non-Portfolio Income*). Non-Portfolio Income that is distributed by a SIFT Trust to its unitholders will be taxed at a rate that is equivalent to the federal general corporate tax rate plus a prescribed amount on account of provincial tax. Non-Portfolio Income that becomes payable by an issuer that is a SIFT Trust will generally be taxed as though it were a taxable dividend from a taxable Canadian corporation and will be deemed to be an "eligible dividend" eligible for the enhanced gross-up and tax credit rules.

At any time that a CIBC ETF is a Financial Institution, gains and losses on the disposition of "mark-to-market property" will be on income account and will be brought into income annually on a mark-to-market basis. In respect of securities in the portfolio of a CIBC ETF that are not "mark-to-market property" or provided a CIBC ETF is not a Financial Institution, upon the actual or deemed disposition of a security included in its portfolio the CIBC ETF will realize a capital gain (or capital loss) to the extent the proceeds of disposition net of any amounts included as

interest on the disposition of the security and any reasonable costs of disposition exceed (or are less than) the adjusted cost base of such security unless the CIBC ETF were considered to be trading or dealing in securities or otherwise carrying on a business of buying and selling securities or the CIBC ETF has acquired the security in a transaction or transactions considered to be an adventure or concern in the nature of trade, in which case the CIBC ETF will realize ordinary income (losses). The Manager has advised counsel that each CIBC ETF purchases securities (other than derivative instruments) with the objective of earning income thereon and takes the position that gains and losses realized on the disposition of those securities are capital gains and capital losses, provided such gains and losses are (i) in respect of property that is not "mark-to-market property" where the CIBC ETF is a Financial Institution, or (ii) in respect of any securities in the portfolio of a CIBC ETF where the CIBC ETF is not a Financial Institution. The Manager has also advised counsel that each CIBC ETF has elected, or will elect, under subsection 39(4) of the Tax Act, if applicable, to have each of its "Canadian securities" (as defined in the Tax Act) treated as capital property. Such election will affect a disposition of securities if, at the time of such disposition, the CIBC ETF is a mutual fund trust for purposes of the Tax Act or is not (i) a Financial Institution, or (ii) a trader or dealer in securities.

Generally, each CIBC ETF will include gains and deduct losses realized by a CIBC ETF from derivative transactions on income account, except where such derivatives are used to hedge securities that are capital property to the CIBC ETF, provided the CIBC ETF is not a Financial Institution and there is sufficient linkage of such derivatives to such securities, subject to the DFA Rules discussed below. Such gains and losses will be recognized for tax purposes at the time they are realized by the CIBC ETF. In addition, certain CIBC ETFs may invest in Underlying Funds that, in turn, invest in derivatives. These Underlying Funds may treat gains and losses arising in connection with certain derivatives on income account rather than on capital account.

The derivative forward agreement rules in the Tax Act (referred to as the *DFA Rules*) target financial arrangements that seek to reduce tax by converting, through the use of derivative contracts, the return on investments that would have the character of ordinary income to capital gains. The DFA Rules are broad in scope and could apply to other agreements or transactions. If the DFA Rules were to apply in respect of any derivatives utilized by a CIBC ETF or Underlying Fund, gains realized in respect of the property underlying such derivatives could be treated as ordinary income rather than capital gains.

Where a CIBC ETF has been a mutual fund trust under the Tax Act throughout a taxation year, the CIBC ETF will be allowed for such year to reduce its liability, if any, for tax on its net realized capital gains by an amount determined under the Tax Act based on various factors, including the redemptions of its Units during the year (the *Capital Gains Refund*). The Capital Gains Refund in a particular taxation year may not completely offset the tax liability of a CIBC ETF for such taxation year which may arise upon the sale or other disposition of securities included in the portfolio in connection with the redemption of Units of the CIBC ETF. CIBC ETFs that are not mutual fund trusts for purposes of the Tax Act throughout a taxation year will not be entitled to a Capital Gains Refund for such taxation year.

Losses realized by a CIBC ETF cannot be allocated to you but may, subject to certain limitations, be deducted by the CIBC ETF from capital gains or net income realized by the CIBC ETF in future years in accordance with detailed rules in the Tax Act. A loss realized by a CIBC ETF on a disposition of capital property will be a suspended loss for purposes of the Tax Act if the CIBC ETF, or a person affiliated with the CIBC ETF, acquires a property (referred to as a *Substituted Property*) that is the same as or identical to the property disposed of, within 30 days before and 30 days after the disposition and the CIBC ETF, or a person affiliated with the CIBC ETF, owns the Substituted Property 30 days after the original disposition. If a loss is suspended, a CIBC ETF cannot deduct the loss from the CIBC ETF's capital gains until the Substituted

Property is disposed of and is not reacquired by the CIBC ETF, or a person affiliated with the CIBC ETF, within 30 days before and after the disposition.

As income and capital gains of a CIBC ETF (or an Underlying Fund) may be derived from investments in countries other than Canada, the CIBC ETF (or an Underlying Fund) may be liable to pay income or profits tax to such countries. To the extent that foreign tax paid by a CIBC ETF exceeds 15% of the foreign income (excluding capital gains) from investments made directly by the CIBC ETF, such excess may generally be deducted by the CIBC ETF in computing its income for the purposes of the Tax Act. To the extent that foreign tax paid by the CIBC ETF (or paid by an Underlying Fund and deemed to be paid by the CIBC ETF) does not exceed 15% and has not been deducted in computing the CIBC ETF's income, the CIBC ETF may designate a portion of its foreign source income in respect of a Unitholder's Units, so that such income and a portion of the foreign tax paid, or deemed to be paid, by the CIBC ETF may be regarded as foreign source income of, and foreign tax paid by, the Unitholder for the purposes of the foreign tax credit provisions of the Tax Act.

A CIBC ETF will be entitled to deduct an amount equal to the reasonable expenses that it incurs in the course of issuing Units. Such issue expenses paid by a CIBC ETF and not reimbursed will be deductible by the CIBC ETF ratably over a five-year period subject to reduction in any taxation year which is less than 365 days. In computing its income under the Tax Act, a CIBC ETF may deduct reasonable administrative and other expenses incurred to earn income.

The Tax Act provides for a special tax on the designated income of certain trusts (other than a trust that was throughout the taxation year a mutual fund trust) that have designated beneficiaries. The Manager intends to monitor the activities of any CIBC ETF that is not (or is not deemed to be) a mutual fund trust so as to ensure that such CIBC ETF does not earn any material designated income for purposes of the Tax Act. On this basis, it is anticipated that the CIBC ETFs will not have any material liability with respect to this special tax.

If a CIBC ETF does not qualify as a mutual fund trust and one or more Financial Institutions owns more than 50% of the fair market value of the Units of such CIBC ETF, that CIBC ETF will be a Financial Institution. In that event, gains and losses of such CIBC ETF on property that is "mark-to-market property" as defined for purposes of the "mark-to-market property" rules in the Tax Act will be fully included in/deducted from income on an annual mark-to-market basis.

A CIBC ETF that becomes or ceases to be a Financial Institution will be deemed to have a year-end for tax purposes at such time, and will be deemed to have disposed of certain properties at their fair market value and to have reacquired them immediately thereafter. A deemed taxation year-end would result in an unscheduled distribution of the CIBC ETF's net income and net realized capital gains, if any, at such time to Unitholders so that the CIBC ETF is not liable for income tax on such amounts under Part I of the Tax Act.

In addition, if a CIBC ETF does not qualify as a mutual fund trust under the Tax Act throughout a taxation year, among other things, (a) the CIBC ETF may be liable to pay an alternative minimum tax under the Tax Act; however, pursuant to certain Tax Amendments released in connection with the 2023 Federal Budget (Canada), trusts some or all of the classes of units of which are listed on a "designated stock exchange" or that qualify as "investment funds" are generally proposed to be exempt from alternative minimum tax for taxation years commencing on or after January 1, 2024, and (b) it may be subject to the "anti-straddle" rules which would defer the ability to claim certain losses.

## **Taxation of Unitholders Other than Registered Plans**

You will generally be required to include in computing your income such portion of the net income of a CIBC ETF for a taxation year, including net realized taxable capital gains, as is, or is deemed to be, paid or payable to you in the taxation year (whether in cash or as a reinvestment in Units, or as a result of a Management Fee Distribution). Provided a CIBC ETF has validly elected to have a December 15 taxation year end, amounts paid or payable by the CIBC ETF to a Unitholder after December 15 and before the end of the calendar year are deemed to have been paid or payable to the Unitholder on December 15.

Any amount in excess of the net income and net realized capital gains of a CIBC ETF, being a return of capital, that is paid or payable to you for the year will not generally be included in computing your income for the year. However, the payment by a CIBC ETF of such excess amount to you, other than as proceeds of disposition of a Unit or part thereof, will reduce the adjusted cost base of your Units of the CIBC ETF. If the adjusted cost base of your Units would otherwise be less than zero, the negative amount will be deemed to be a capital gain realized by you from the disposition of the Units and the adjusted cost base of your Units will be increased by the amount of such deemed gain to zero.

Under the Tax Act, a CIBC ETF is permitted to deduct, in computing its income for a taxation year, an amount that is less than the amount of its distributions of income and net taxable capital gains for the year to the extent necessary to enable the CIBC ETF to use, in the taxation year, losses from prior years without affecting the ability of the CIBC ETF to distribute its income and net taxable capital gains annually. In such circumstances, the amount distributed to you by a CIBC ETF, but not deducted by the CIBC ETF, will not be included in your income. However, the adjusted cost base of your Units in the CIBC ETF will be reduced by such amount.

Provided that appropriate designations are made by a CIBC ETF, such portion of (a) the net realized taxable capital gains of the CIBC ETF, (b) the taxable dividends received or deemed to be received by the CIBC ETF on shares of taxable Canadian corporations and (c) foreign source income of the CIBC ETF and foreign taxes eligible for the foreign tax credit, as is paid or payable to you will effectively retain its character and be treated as such in your hands for purposes of the Tax Act. Amounts that retain their character in your hands as taxable dividends on shares of taxable Canadian corporations will be eligible for the normal gross-up and dividend tax credit rules under the Tax Act. An “eligible dividend” as defined in the Tax Act will be entitled to an enhanced gross-up and dividend tax credit. To the extent available under the Tax Act and CRA's administrative practice, a CIBC ETF will designate any eligible dividends received as eligible dividends to the extent such eligible dividends are included in distributions to Unitholders. Where foreign income of the CIBC ETF has been so designated, Unitholders of the CIBC ETF will be deemed to have paid, for foreign tax credit purposes, their proportionate share of the foreign taxes paid by the CIBC ETF on such income. A Unitholder of the CIBC ETF will generally be entitled to foreign tax credits in respect of such foreign taxes under and subject to the general foreign tax credit rules under the Tax Act.

Any loss of a CIBC ETF for purposes of the Tax Act cannot be allocated to you, and cannot be treated as your loss.

On the disposition or deemed disposition of a Unit of a CIBC ETF, including on a redemption, a capital gain (or capital loss) will generally be realized to the extent that the proceeds of disposition (excluding any amount payable by the CIBC ETF that represents capital gains distributed, allocated and designated to the redeeming Unitholder, as further described below), exceed (or are exceeded by) the aggregate of the adjusted cost base and any reasonable costs of disposition. For the purpose of determining the adjusted cost base of a Unit of a series of a CIBC ETF, when additional Units of that series of the CIBC ETF are acquired (on the reinvestment of distributions, or otherwise), the cost of the newly acquired Units of the CIBC

ETF will be averaged with the adjusted cost base of all Units of the same series of the CIBC ETF owned by you as capital property immediately before that time. For this purpose, the cost of Units that have been issued on the reinvestment of a distribution will generally be equal to the amount of the distribution. A consolidation of Units of a CIBC ETF following the reinvestment of a distribution of the CIBC ETF as described under “Distribution Policy” will not be regarded as a disposition of Units of the CIBC ETF and will not affect your aggregate adjusted cost base.

In the case of an exchange of Units of a CIBC ETF for a Basket of Securities, the proceeds of disposition of Units of the CIBC ETF would generally be equal to the aggregate of the fair market value of the distributed property and the amount of any cash received. The cost of any property received from the CIBC ETF upon the exchange will generally be equal to the fair market value of such property at the time of the distribution. In the case of an exchange of Units for a Basket of Securities, you may receive securities that may or may not be qualified investments under the Tax Act for Registered Plans. If such securities are not qualified investments for Registered Plans, such Registered Plans (and, in the case of certain Registered Plans, the annuitants, beneficiaries or subscribers thereunder or unitholders thereof) may be subject to adverse tax consequences. You should consult your own tax advisor as to whether or not such securities would be qualified investments for Registered Plans.

Pursuant to the Declaration of Trust, a CIBC ETF may distribute, allocate and designate any capital gains realized by the CIBC ETF as a result of any disposition of property of the CIBC ETF undertaken to permit or facilitate the redemption or exchange of Units of the CIBC ETF to a Unitholder whose Units are being redeemed or exchanged. In addition, each CIBC ETF has the authority to distribute, allocate and designate any capital gains of the CIBC ETF to a Unitholder who has redeemed or exchanged Units during a year in an amount equal to the Unitholder’s share, at the time of redemption or exchange, of the CIBC ETF’s capital gains for the year. Any such allocations and designations will reduce the redemption price otherwise payable to the Unitholder and therefore the Unitholder’s proceeds of disposition. Under the ATR Rule, a CIBC ETF that qualifies as a mutual fund trust could be limited in its ability to claim a deduction in computing its income for amounts of capital gains that are allocated to redeeming Unitholders.

Generally, one-half of any capital gain (referred to as a *taxable capital gain*) realized on a disposition of Units of a CIBC ETF (or a taxable capital gain designated by the CIBC ETF for a taxation year) must be included in your income and one-half of any capital loss (referred to as an *allowable capital loss*) realized must be deducted against your taxable capital gains in accordance with the provisions of the Tax Act. Allowable capital losses for a taxation year in excess of taxable capital gains for that year may be carried back and deducted in any of the three preceding taxation years, or carried forward and deducted in any subsequent taxation year against taxable capital gains realized in such year, to the extent and under the circumstances provided for in the Tax Act.

Individuals, including certain trusts (other than mutual fund trusts), may be subject to an alternative minimum tax. Such persons may be liable for this alternative minimum tax in respect of realized taxable capital gains and/or dividends from taxable Canadian corporations. Certain Tax Amendments released in connection with the 2023 Federal Budget (Canada) would, if enacted, amend the alternative minimum tax to increase the tax rate, raise the exemption (which would not be relevant for a trust that is not a qualified disability trust) and broaden the tax base.

## **Registered Plans and Eligibility for Investment**

In general, if you hold Units of a CIBC ETF in a Registered Plan, your Registered Plan will not pay tax on distributions of net income and net realized capital gains paid or payable to the Registered Plan by the CIBC ETF in a particular year, or on any capital gains realized by the Registered Plan from redeeming or otherwise disposing of the Units. However, most withdrawals from Registered Plans (other than a withdrawal from a TFSA and certain permitted withdrawals from RESPs, FHSAs and RDSPs) are generally taxable.

The Units of a CIBC ETF will be a qualified investment for Registered Plans at any time that the CIBC ETF qualifies or is deemed to qualify as a mutual fund trust under the Tax Act, or that the Units of that CIBC ETF are listed on a “designated stock exchange” within the meaning of the Tax Act (which currently includes the TSX and the Cboe Canada).

Notwithstanding that Units of a CIBC ETF may be qualified investments for a Registered Plan, the annuitant of an RRSP or RRIF, the holder of a TFSA, FHSA or RDSP or the subscriber of an RESP (each referred to as a *Plan Holder*), as the case may be, will be subject to a penalty tax in respect of the Units if they are a “prohibited investment” for the Registered Plan within the meaning of the Tax Act. Generally, Units of a CIBC ETF would be a “prohibited investment” for such a Registered Plan if the Plan Holder (i) does not deal at arm’s length with the CIBC ETF for purposes of the Tax Act, or (ii) alone or together with persons and partnerships with whom the Plan Holder does not deal at arm’s length, holds 10% or more of the value of all Units of the CIBC ETF. Units of a CIBC ETF will not be a prohibited investment if such Units are “excluded property” as defined in the Tax Act for your Registered Plan. Under a safe harbour rule for new mutual funds, Units may be excluded property at any time during the first 24 months of the CIBC ETF’s existence provided the CIBC ETF is, or is deemed to be, a mutual fund trust under the Tax Act during that time and follows a reasonable policy of investment diversification.

If you intend to purchase Units of a CIBC ETF through a Registered Plan, you should consult your tax advisor regarding the tax treatment of contributions to, and acquisitions of property by such Registered Plan and whether such Units may be prohibited investments.

## **Tax Implications of the CIBC ETF’s Distribution Policy**

At the time a purchaser acquires Units of a CIBC ETF, the Series NAV per Unit of the CIBC ETF will reflect any income and gains that have accrued or been realized, but have not been made payable at the time Units were acquired. Consequently, purchasers who acquire Units of the CIBC ETF, including on a distribution of Units, may become taxable on their share of such income and gains of the CIBC ETF. In particular, a purchaser who acquires Units of a CIBC ETF at any time in the year but prior to a distribution being paid or made payable will have to pay tax on the entire distribution (to the extent it is a taxable distribution) notwithstanding that such amounts may have been reflected in the price paid for the Units. Further, if a CIBC ETF has validly elected to have a taxation year that ends on December 15 of a calendar year, where Units of the CIBC ETF are acquired in the calendar year after December 15 of such year, the purchaser may become taxable on income earned or capital gains realized in the taxation year ending on December 15 of such calendar year but that had not been made payable before the Units were acquired.

## **ENHANCED TAX INFORMATION REPORTING**

The CIBC ETFs have due diligence and reporting obligations under the Foreign Account Tax Compliance Act (as implemented in Canada by the Canada-United States Enhanced Tax Information Exchange Agreement and Part XVIII of the Tax Act, referred to collectively as *FATCA*) and the OECD's Common Reporting Standard (as implemented in Canada by Part XIX of the Tax Act, referred to as the *CRS*). Generally, Unitholders (or in the case of certain Unitholders that are entities, the "controlling persons" thereof) will be required by law to provide their dealer with information related to their citizenship or tax residence and, if applicable, their foreign tax identification numbers. If a Unitholder for FATCA purposes, is identified as a U.S. person (including a U.S. citizen living in Canada) or, for CRS purposes, is identified as a tax resident of a country other than Canada or the U.S., or if the Unitholder (or, if applicable, any of its controlling persons) fails to provide the required information and indicia of U.S. or non-Canadian status is present, information about the Unitholder (or, if applicable, its controlling persons) and his, her or its investment in the CIBC ETF(s) will generally be reported to the CRA unless the Units are held within a Registered Plan (other than an FHSA). The CRA will provide that information to, in the case of FATCA, the U.S. Internal Revenue Service, and, in the case of CRS, the relevant tax authority of any country that is a signatory of the Multilateral Competent Authority Agreement on Automatic Exchange of Financial Account Information or that has otherwise agreed to a bilateral information exchange with Canada under CRS. The CRA has indicated that FHSAs are under consideration for being treated in the same way as other Registered Plans for purposes of FATCA, and that information about FHSAs does not need to be reported at this time. Further, the Department of Finance (Canada) has released certain Tax Amendments which would also exempt FHSAs from the rules in the Tax Act that implement the CRS; however, there can be no assurance that such Tax Amendments will be enacted as proposed.

## **ORGANIZATION AND MANAGEMENT DETAILS OF THE CIBC ETFs**

### **Manager and Portfolio Advisor**

CIBC Asset Management Inc. is the Trustee, Portfolio Advisor, Promoter and Manager of the CIBC ETFs. CAMI is a separate legal entity and wholly-owned subsidiary of CIBC. The Manager is registered as a portfolio manager in all Canadian jurisdictions, an investment fund manager in Ontario, Québec and Newfoundland and Labrador, a commodity trading manager in Ontario and a derivatives portfolio manager in Québec. The head office of the CIBC ETFs and the Manager are located at 81 Bay Street, CIBC Square, Toronto, Ontario, M5J 0E7.

### **Duties and Services to be Provided by the Manager and Portfolio Advisor**

Pursuant to the Declaration of Trust, the Manager has been appointed as the manager and Portfolio Advisor of the CIBC ETFs.

The Manager is responsible for the CIBC ETFs' day-to-day operations, including, but not limited to: negotiating contracts with certain third-party service providers including, but not limited to, designated brokers, sub-advisors, custodians, registrars, transfer agents, auditor and printers; authorizing the payment of operating expenses incurred on behalf of the CIBC ETFs; maintaining accounting records; preparing the reports to Unitholders and to the applicable Canadian Securities Regulatory Authorities; calculating the amount and determining the frequency of distributions; preparing financial statements, income tax returns and financial and accounting information as required; ensuring that Unitholders are provided with financial statements and other reports as required by applicable law; ensuring compliance with all other regulatory requirements including continuous disclosure obligations under applicable securities laws; administering purchases, redemptions and other transactions in Units; arranging for any



payments required upon the termination of the CIBC ETFs; and dealing and communicating with Unitholders. In its capacity as Portfolio Advisor, the Manager monitors the implementation of the CIBC ETFs' investment strategies to ensure they comply with their investment objectives and investment restrictions and practices.

No manager of a CIBC ETF shall be a person who (i) is not a resident of Canada for purposes of the Tax Act or (ii) does not agree to carry out its functions of managing the CIBC ETF in Canada.

Pursuant to the Declaration of Trust, the Manager has full authority and responsibility to manage and direct the business and affairs of the CIBC ETFs, to make all decisions regarding the business of the CIBC ETFs and to bind the CIBC ETFs. The Manager may delegate certain of its powers to third parties where, in the discretion of the Manager, it would be in the best interests of the CIBC ETFs to do so.

The Manager is required to exercise its powers and discharge its duties honestly, in good faith and in the best interests of the Unitholders, and to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. The Declaration of Trust provides that the Manager will not be liable to the CIBC ETFs or to any Unitholder or any other person for any loss or damage relating to any matter regarding the CIBC ETFs, including any loss or diminution of value of the assets of any CIBC ETF if it has satisfied its standard of care set forth above.

The Manager and each of its directors, officers, employees and agents may be indemnified out of the assets of the applicable CIBC ETF from and against all claims whatsoever, including costs, charges and expenses in connection therewith, brought, commenced or prosecuted against it for or in respect of any act, deed, matter or thing whatsoever made, done or omitted in or in relation to the execution of its duties to the applicable CIBC ETF as long as the person acted honestly and in good faith with a view to the best interests of such CIBC ETF.

The Manager may resign upon 90 days' prior written notice to the Trustee or upon such lesser notice period as the Trustee may accept. The Manager may also be removed by the Trustee on at least 90 days' written notice. The Trustee shall make every effort to select and appoint a successor manager prior to the effective date of the Manager's resignation or removal.

The Manager is entitled to fees for its services as manager under the Declaration of Trust as described under "Fees and Expenses". The Manager may, at its discretion, terminate a CIBC ETF without the approval of Unitholders if, in its opinion, it is no longer economically feasible to continue the CIBC ETF and/or it would otherwise be in the best interests of Unitholders to terminate it.

The administration and management services of the Manager under the Declaration of Trust are not exclusive and nothing in the Declaration of Trust prevents the Manager from providing similar administrative and management services to other investment funds and other clients (whether or not their investment objectives and policies are similar to those of the CIBC ETF) or from engaging in other activities.

### **Directors and Executive Officers of the Manager and Portfolio Advisor**

The name and municipality of residence of each of the directors and executive officers of the Manager, and their principal occupation, are as follows:

<b>Name and Municipality of Residence</b>	<b>Positions Held with the Manager</b>	<b>Principal Occupation</b>
Robert Cancelli Toronto, Ontario	Director	Managing Director and Head, Direct Financial Services, CIBC World Markets Inc.
Wilma Ditchfield Toronto, Ontario	Chair of the Board and Director	Senior Vice-President, National Office of Private Wealth Management and Imperial Service, CIBC
Edward Dodig Etobicoke, Ontario	Director; Managing Director and Head, Private Wealth Management	Executive Vice-President and Head, Private Wealth Management Canada and CIBC Wood Gundy
Stephen Gittens Oakville, Ontario	Director	Senior Vice-President and Chief Financial Officer, Canadian Banking, CIBC
Mudit Jain Pickering, Ontario	Director	Managing Director, Wealth Solutions, CIBC
Saher Kazmi Oakville, Ontario	Chief Compliance Officer	Senior Director, Asset Management Compliance, Commercial Banking and Wealth Management Compliance, CIBC
Michael Leroux Oakville, Ontario	Director	Senior Vice-President, Global Corporate Credit Risk, CIBC
David Scandiffio Toronto, Ontario	President and Chief Executive Officer, Director and Ultimate Designated Person	Executive Vice-President, CIBC; President and Chief Executive Officer, CIBC Asset Management.
Frank Vivacqua Toronto, Ontario	Director	Vice-President and Deputy General Counsel (Canada), Administration, CIBC
Tracy Chénier Beaconsfield, Québec	Managing Director, Product Development & Management	Managing Director, Product Development and Management, CIBC Asset Management Inc.
Luc de la Durantaye Beaconsfield, Québec	Vice Chair, Multi-Asset and Currencies	Vice Chair, Multi- Asset and Currencies, CIBC Asset Management
Dominic B. Deane Toronto, Ontario	Executive Director, Finance and Chief Financial Officer, Funds	Executive Director, Finance, CIBC Asset Management Inc.
Nicholas Doulas Laval, Québec	Executive Director, Business Management & Support	Executive Director, Business Management & Support, CIBC Asset Management Inc.
Douglas MacDonald Scarborough, Ontario	Managing Director and Global Head of Distribution	Senior Vice-President and Global Head, CAM Distribution, CIBC Asset Management Inc.
Michael Sager Oakville, Ontario	Managing Director and Head, Multi-Asset and Currency Management	Managing Director and Head, Multi-Asset and Currency Management, CIBC Asset Management
Patrick Thillou Brossard, Québec	Managing Director & Head of Global Trading and Beta Solutions, Total Investment Solutions	Managing Director and Head of Trading and Beta Solutions, CIBC Asset Management
Elena Tomasone Woodbridge, Ontario	Vice-President, Business Support and Investment Services	Vice-President, Operational Support & Data Governance, CIBC
Winnie Wakayama Richmond Hill, Ontario	Chief Financial Officer	Associate Vice-President, Controller, Finance, CIBC

<b>Name and Municipality of Residence</b>	<b>Positions Held with the Manager</b>	<b>Principal Occupation</b>
David Wong Oakville, Ontario	Chief Investment Officer, Managing Director and Head of Total Investment Solutions	Chief Investment Officer, MD & Head of Total Investment Solutions, CIBC Asset Management

### **Portfolio Management Team**

In its capacity as Portfolio Advisor, CAMI is responsible for providing or arranging for the provision of investment advice and portfolio management services to the CIBC ETFs. Investment decisions made by the portfolio management team are not subject to the oversight, approval or ratification of a committee. As compensation for its services, the Portfolio Advisor receives a fee from the Manager. These fees are not charged as an operating expense to the CIBC ETFs.

### **Portfolio Advisor**

The following individuals at the Portfolio Advisor are principally responsible for providing advice in respect of the CIBC ETFs:

<b>Name of Individual</b>	<b>Position and Office</b>	<b>Details of Experience within the Preceding Five Years</b>
Jonathan Cowan	Senior Quantitative Analyst and Portfolio Manager	Associated with CAMI since 2019; prior there was Senior Risk Manager at RBC Global Asset Management Inc. from 2014 to 2018
Adam Ditkofsky	Vice-President, Global Fixed Income	Associated with CAMI since 2008
Gaurav Dhiman	Associate Portfolio Manager, Global Fixed Income	Associated with CAMI since June 2018; prior thereto was the Fixed Income Portfolio Manager at Cumberland Private Wealth Management from 2016 to May 2018.
Jean Gauthier	Managing Director and CIO - Fixed Income and Equities	Associated with CAMI since November 2017
Stéphanie Lessard	Vice President, Money Market	Associated with CAMI since 2001
Peter Michaels	Senior Quantitative Analyst	Associated with CAMI since 2019; prior thereto was Senior Portfolio Engineer at Guardian Capital LP from 2012 to 2019
Jacques Prévost	First Vice President, Global Fixed Income	Associated with CAMI since 1999
Patrick Thillou	Vice President, Structured Investments and Trading	Associated with CAMI since 1997

### **Designated Broker**

The Manager, on behalf of each CIBC ETF, has entered into a designated broker agreement with a Designated Broker pursuant to which the Designated Broker has agreed to perform certain duties relating to that CIBC ETF including, without limitation: (i) to subscribe for a sufficient number of Units of that CIBC ETF to satisfy the Exchange's original listing requirements; (ii) to subscribe for Units of that CIBC ETF on an ongoing basis as may be necessary or desirable to post a liquid two-way market for the trading of Units of that CIBC ETF

on the Exchange; (iii) to subscribe for Units in connection with any rebalancing event if rebalancing is conducted through the Designated Broker, or in connection with any other corporate action as described in the Investment Strategies for the CIBC Index ETFs; and (iv) at the discretion of the Manager, to subscribe for Units on a quarterly basis for cash in a dollar amount not to exceed 0.30% of the NAV of the CIBC ETF or such other amount as may be agreed between the Manager and the Designated Broker, as further described under "Purchases of Units - Designated Brokers".

Units do not represent an interest or an obligation of such Designated Broker or Dealers or any affiliate thereof and a Unitholder will not have any recourse against any such parties in respect of amounts payable by the CIBC ETF to such Designated Broker or Dealers.

### **Brokerage Arrangements**

The Portfolio Advisor makes decisions as to the purchase and sale of portfolio securities and the execution of portfolio transactions for the CIBC ETFs, including the selection of markets and dealers and the negotiation of commissions. Decisions are made based on elements such as price, speed of execution, certainty of execution, total transaction costs, and any other relevant considerations.

Brokerage business may be allocated by the Portfolio Advisor to CIBC World Markets Inc. and CIBC World Markets Corp., each a subsidiary of CIBC. Such purchases and sales would be executed at normal institutional brokerage rates.

In allocating fund brokerage business to a dealer, consideration may be given by the Portfolio Advisor to certain goods and services provided by the dealer or a third party, other than order execution. These types of goods and services for which the Portfolio Advisor may direct brokerage commissions are research goods and services and order execution goods and services, and are referred to in the industry as "soft dollar arrangements". These arrangements include both transactions with dealers who will provide research goods and services and/or order execution goods and services, and transactions with dealers where a portion of the brokerage commissions will be used to pay third party research goods and services and/or order execution goods and services.

The research goods and services that may be provided to the Portfolio Advisor under such arrangements may include: (i) advice relating to the value of a security or the advisability of effecting transactions in securities; (ii) analyses and reports concerning securities, issuers, industries, portfolio strategy or economic or political factors and trends that may have an impact on the value of securities; (iii) company meeting facilitation; (iv) proxy voting advisory services; and (v) risk database or software including, but not limited to, quantitative analytical software. The Portfolio Advisor may also receive order execution goods and services including, but not limited, to data analysis, software applications, data feeds, and order management systems.

The goods and services received through soft dollar arrangements assist the Portfolio Advisor with its investment decision-making services to the CIBC ETFs or relate directly to executing portfolio transactions on behalf of the CIBC ETFs. In certain cases, such goods and services may contain elements that qualify as research goods and services and/or order execution goods and services, and other elements that do not qualify as either of such permitted goods and services. These types of goods and services are considered to be "mixed use" in nature, as certain functions do not assist the investment decision-making or trading process. In such cases, a reasonable allocation is made by the Portfolio Advisor based on a good faith estimate of how the good or service is used.

Any soft dollar arrangements shall be in compliance with applicable laws. The Portfolio Advisor is required to make a good faith determination that the CIBC ETFs receive reasonable benefit considering the use of the goods and services received and the amount of commissions paid. In

making such determination, the Portfolio Advisor may consider the benefit received by the CIBC ETFs from a specific good or service paid for by commissions generated on behalf of the CIBC ETFs and/or the benefits the CIBC ETFs receive over a reasonable period of time from all goods or services obtained through soft dollar arrangements. It is, however, possible that the CIBC ETFs or clients of the Portfolio Advisor, other than those whose trades generated the soft dollar commissions, may benefit from the goods and services obtained through soft dollars.

The Manager may enter into commission recapture arrangements with certain dealers with respect to the CIBC ETFs; any commission recaptured will be paid to the CIBC ETFs.

The names of any other dealer or any third party that provided or paid for the provision of research goods and services or order execution goods or services, or furnished commission rebates to the Manager, the Portfolio Advisor, or the CIBC ETFs in return for the allocation of portfolio transactions since the date of the last prospectus is available on request, at no cost, by calling us toll-free at 1-888-888-3863, or by writing to 1000, rue De La Gauchetière Ouest, bureau 3200, Montréal (Québec), H3B 4W5.

### **Conflicts Of Interest**

Subject to certain exceptions, the management services of the Manager under the Declaration of Trust are not exclusive and nothing in the Declaration of Trust prevents the Manager from providing management services to other investment funds and other clients or from engaging in other activities. The portfolio management services of the Portfolio Advisor under the Declaration of Trust are not exclusive and nothing in such agreement prevents the Portfolio Advisor from providing portfolio management services to other investment funds and other clients (whether or not their investment objectives and policies are similar to those of the CIBC ETFs) or from engaging in other activities.

From time to time, the Portfolio Advisor, on behalf of the CIBC ETFs, may enter into transactions with, or invest in securities of, companies related to the Manager. Applicable securities legislation contains mutual fund conflict of interest and self-dealing restrictions and provides the circumstances in which the CIBC ETFs may enter into transactions with related companies. Companies related to the Manager include CIBC, CIBC Trust, CMT, CIBC World Markets Inc., CIBC World Markets Corp., CIBC PWA, and any other associate of CIBC.

These transactions may involve the purchase and holding of securities of issuers related to the Manager, the purchase or sale of portfolio securities or foreign currencies through or from a related dealer to the Manager or through the CIBC ETFs' Custodian, the purchase of securities underwritten by a related dealer or related dealers to the Manager, the entering into of derivatives with a related entity to the Manager acting as counterparty, and the purchase or sale of other investment funds managed by the Manager or an affiliate of the Manager. However, these transactions will only be entered into in accordance with the requirements and conditions set out in applicable securities legislation and in accordance with any exemptive relief granted to the CIBC ETFs by the Canadian Securities Regulatory Authorities.

The Manager has developed policies and procedures to ensure these transactions are entered into in accordance with applicable legislation and, as the case may be, in accordance with the standing instructions issued by the IRC.

The Portfolio Advisor is also required to have policies and procedures in place to mitigate potential conflicts of interest with any related parties.

A mutual fund is a dealer-managed mutual fund if a dealer, or a principal shareholder of a dealer, owns more than 10% of the voting rights of the Portfolio Advisor of the mutual fund. Each CIBC ETF is a dealer-managed mutual fund because CIBC, the principal shareholder of the dealers CIBC World Markets Inc. and CIBC World Markets Corp., owns more than 10% of the voting rights of CAMI.

Pursuant to the provisions prescribed by NI 81-102, dealer-managed funds shall not knowingly make an investment in securities of an issuer where a partner, director, officer or employee of CAMI or their affiliates or associates is a partner, director or officer of the issuer of the securities. In addition, the dealer-managed funds shall not knowingly make an investment in securities of an issuer during, or for 60 calendar days after, the period in which CAMI and its associates or affiliates acts as an underwriter in the distribution of securities of such issuer.

The CIBC ETFs have obtained standing instructions from the IRC to allow purchases of securities during the distribution of an offering and the 60 days following the close of the distribution where a Related Dealer is acting or has acted as an underwriter.

Where a CIBC ETF invests in an Underlying Fund that has embedded fees payable to the Manager and/or its affiliates for providing management, administrative or other services to such Underlying Fund, the fees, as well as other fees and expenses payable by such Underlying Fund, are generally shared by all unitholders of such funds, including the CIBC ETFs. These fees and expenses are payable in addition to the fees received by the Manager for providing services in connection with the CIBC ETFs. However, there shall be no management fees or incentive fees that are payable by the CIBC ETF that, to a reasonable person, would duplicate a fee payable by the Underlying Fund for the same service.

The Manager has implemented policies and procedures relating to these transactions including the distribution of a list of offerings where a Related Dealer is acting as an underwriter, a requirement for CAMI to notify the Manager of any intention to purchase a security where a Related Dealer is acting as an underwriter and a certification from CAMI that each such purchase met the criteria set out in the regulations or by the IRC.

The Business and Investment Services group monitors purchases on a daily basis and provides details of any breaches to the Manager. The Manager will report on these purchases to the IRC at least annually.

Directors and officers of the Manager must obtain prior approval from Commercial Banking and Wealth Management Compliance in order to engage in any outside business activities, including acting as a director or officer of another company.

A registered dealer acts as a Designated Broker, and one or more dealers acts or may act as a Dealer and/or a market maker. These relationships may create actual or perceived conflicts of interest which investors should consider in relation to an investment in a CIBC ETF. In particular, by virtue of these relationships, these registered dealers may profit from the sale and trading of Units. The Designated Broker, as market maker of the CIBC ETFs in the secondary market, may therefore have economic interests which differ from and may be adverse to those of Unitholders.

Any such registered Dealer and its affiliates may, at present or in the future, engage in business with the CIBC ETFs, the issuers of securities making up the investment portfolio of the CIBC ETFs, the Manager or any investment funds sponsored by them or their affiliates, including by making loans, entering into derivative transactions or providing advisory or agency services. In addition, the relationship between any such registered Dealer and its affiliates and the Manager and its affiliates may extend to other activities, such as being part of a distribution syndicate for other investment funds sponsored by the Manager or its respective affiliates.

No Designated Broker or Dealer has been involved in the preparation of this prospectus or has performed any review of the contents of this prospectus. The applicable Designated Broker and Dealers do not act as underwriters of any CIBC ETF in connection with the distribution of Units under this prospectus. Units of the CIBC ETFs do not represent an interest or an obligation of any Designated Broker, any Dealer or any affiliate thereof and a Unitholder does not have any recourse against any such parties in respect of amounts payable by a CIBC ETF to the

applicable Designated Broker or Dealers. The Canadian Securities Regulatory Authorities have provided the CIBC ETFs with a decision exempting the CIBC ETFs from the requirement to include a certificate of any underwriter in the prospectus.

See also “Relationship Between the CIBC ETFs and the Dealers”.

### Independent Review Committee

The Manager has established an IRC for the CIBC ETFs as required by NI 81-107. The charter of the IRC sets out its mandate, responsibilities, and functions (referred to as the *Charter*). The Charter is posted on the CIBC ETFs’ website at [cibc.com/etfs](http://cibc.com/etfs). Under the Charter, the IRC reviews conflict of interest matters referred to it by the Manager and provides to the Manager a recommendation or, where required under NI 81-107 or elsewhere in securities legislation, an approval relating to these matters. Approvals and recommendations may also be given by the IRC in the form of standing instructions. The IRC and the Manager may agree that the IRC will perform additional functions. The Charter provides that the IRC has no obligation to identify conflict of interest matters that the Manager should bring before it. Below are the names and municipalities of residence of each member of the IRC as at the date of this document. The composition of the IRC may change from time to time. Bryan Houston was appointed Chair effective April 27, 2023.

Name	Municipality of Residence
Marcia Lewis Brown	Toronto, Ontario
David Forster	Toronto, Ontario
Bryan Houston (Chair)	Mono, Ontario
Deborah Leckman	Toronto, Ontario
Barry Pollock	Toronto, Ontario

None of the members of the IRC is an employee, director, or officer of the Manager or an associate or affiliate of the Manager.

As at the date of this document, each IRC member receives an annual retainer of \$60,000 (\$85,000 for the Chair) and \$1,500 plus expenses for each IRC meeting that a member attends. The annual retainer is pro-rated based on an individual’s length of tenure if he or she has not been in their position for the full period. IRC remuneration is allocated among the CIBC ETFs and other investment funds managed by the Manager (or an affiliate), in a manner that is considered by the Manager to be fair and reasonable to the CIBC ETFs and the other investment funds.

The Manager has established policies and procedures to ensure compliance with all applicable regulatory requirements and proper management of the CIBC ETFs, including policies and procedures relating to conflicts of interest as required by NI 81-107.

The IRC prepares a report for Unitholders, at least annually, of its activities. Such reports are made available on the CIBC ETFs’ website at [cibc.com/etfs](http://cibc.com/etfs) or, at the request of a Unitholder and at no cost, by contacting the Manager at 1000, rue De La Gauchetière Ouest, bureau 3200, Montréal, (Québec), H3B 4W5. Unitholders may also request the reports by sending an e-mail to [info@cibcassetmanagement.com](mailto:info@cibcassetmanagement.com).

## **Trustee**

Pursuant to the Declaration of Trust, the Manager is also the Trustee of the CIBC ETFs.

The Declaration of Trust provides that the Trustee shall act honestly, in good faith and in the best interests of each CIBC ETF and shall perform its duties to the standard of care that a reasonably prudent person would exercise in the circumstances. In addition, the Declaration of Trust contains other customary provisions limiting the Trustee's liability and indemnifying the Trustee in respect of certain liabilities incurred by it in carrying out its duties.

The Trustee may resign by giving written notice to the Manager 90 days (or such other period as agreed to by the Trustee and the Manager) prior to the effective date of resignation.

The Trustee must be removed if it ceases to (i) be resident in Canada for purposes of the Tax Act; (ii) carry out its function of managing the CIBC ETFs in Canada; or (iii) exercise the main powers and discretions of the Trustee in respect of the CIBC ETFs in Canada. If the Trustee resigns or if it becomes incapable of acting as Trustee, it may appoint a successor Trustee prior to its resignation, and its resignation shall become effective upon the acceptance of such appointment by its successor. If no successor has been appointed within 90 days after the Trustee has provided the Manager with 90 days' notice of its intention to resign, the CIBC ETFs will be terminated, and the property of the CIBC ETF shall be distributed in accordance with the terms of the Declaration of Trust.

At any time during which the Manager is the Trustee, the Manager will receive no fee in respect of the provision of services as Trustee.

## **Custodian**

CIBC Mellon Trust Company at its principal offices in Toronto, Ontario, is the Custodian of the assets of the CIBC ETFs and holds those assets in safekeeping pursuant to the Custodian Agreement. While not an affiliate, CIBC currently owns a 50% interest in CIBC Mellon Trust Company.

CAMI or the Custodian may terminate the Custodian Agreement upon at least 90 days' written notice to the other party, or immediately if (i) the other party becomes insolvent; (ii) the other party makes an assignment for the benefit of creditors; (iii) a petition in bankruptcy is filed by or against that party and is not discharged within 30 days; or (iv) proceedings for the appointment of a receiver for that party are commenced and not discontinued within 30 days.

The cash, securities, and other assets of the CIBC ETFs will be held by the Custodian at its principal office or at one or more of its branch offices or at offices of sub-custodians appointed by the Custodian in other countries. All fees and expenses payable to the Custodian will be payable by the Manager.

Where the CIBC ETFs makes use of clearing corporation options, options on futures, or futures contracts, the CIBC ETFs may deposit portfolio securities or cash as margin in respect of such transactions with a dealer, or in the case of forward contracts, with the other party thereto, in any such case in accordance with the rules of the Canadian Securities Regulatory Authorities and any exemptions therefrom.

## **Valuation Agent**

CIBC GSS has been retained to provide accounting valuation services to the CIBC ETFs pursuant to the fund administration services agreement. The Valuation Agent is located in Toronto, Ontario. While not an affiliate, CIBC currently owns a 50% interest in CIBC GSS.



## **Securities Lending Agent**

Pursuant to the Securities Lending Agreement, the CIBC ETFs have appointed The Bank of New York Mellon as Securities Lending Agent. The Securities Lending Agent's head office is in New York City, New York. The Securities Lending Agreement also appoints CIBC GSS as agent of the CIBC ETFs to facilitate the lending of securities by the Securities Lending Agent. CIBC indirectly owns a 50% interest in CIBC GSS. The Bank of New York Mellon is independent of CIBC.

The Securities Lending Agreement requires the provision of collateral that is equal to at least 102% of the market value of the loaned securities where the collateral is cash collateral. The Securities Lending Agreement includes reciprocal indemnities by (i) the CIBC ETFs and parties related to the CIBC ETFs and (ii) the Securities Lending Agent, CIBC GSS, and parties related to the Securities Lending Agent, for failure to perform the obligations under the Securities Lending Agreement, inaccuracy of representations in the Securities Lending Agreement or fraud, bad faith, willful misconduct or disregard of duties. The Securities Lending Agreement may be terminated by any party upon 30 days' written notice and will terminate automatically upon termination of the Custodian Agreement.

## **Auditor**

The CIBC ETFs' auditor is Ernst & Young LLP, Chartered Professional Accountants, Licensed Public Accountants, at its principal offices in Toronto, Ontario. The auditor audits the CIBC ETFs' annual financial statements and provides an opinion as to whether they are fairly presented in accordance with International Financial Reporting Standards. Ernst & Young LLP is independent with respect to the CIBC ETFs in the context of the CPA Code of Professional Conduct of the Chartered Professional Accountants of Ontario.

## **Registrar and Transfer Agent**

TSX Trust Company, at its principal offices in Toronto, Ontario, is the Registrar and Transfer Agent for each CIBC ETF pursuant to a registrar and transfer agency agreement dated December 21, 2018, as amended.

## **Promoter**

The Manager has taken the initiative in founding and organizing the CIBC ETFs and is, accordingly, their promoter within the meaning of the securities legislation of certain provinces and territories of Canada.

## **Designated Website**

The CIBC ETFs are required to post certain regulatory disclosure documents on a designated website. The CIBC ETFs' designated website is [cibc.com/etfs](http://cibc.com/etfs).

## **Affiliated Entities**

The chart below shows the companies that provide services to the CIBC ETFs, or to us in relation to the CIBC ETFs, which are wholly-owned by CIBC:

Affiliate Entity	Services provided to the CIBC ETFs and/or Manager
Canadian Imperial Bank of Commerce	Counterparty in transactions involving currencies, currency forwards, and other commodity futures
CIBC Asset Management Inc.	Manager, Portfolio Advisor, Promoter and Trustee (100% owned by CIBC)
CIBC Private Wealth Advisors, Inc.	Index Provider of the CIBC Atlas Clean Energy Select Index (100% owned by CIBC)
CIBC World Markets Inc.	Designated Broker and Dealer (100% owned by CIBC)
CIBC World Markets Corp	Dealer (100% owned by CIBC)

The fees, if any, received from the CIBC ETFs by each company listed in the above chart (other than the Portfolio Advisor) will be contained in the audited annual financial statements of the CIBC ETFs. While not an affiliate, CIBC currently owns a 50% interest in CMT and indirectly owns a 50% interest in CIBC GSS. CMT and certain of its affiliates are entitled to receive fees from the Manager for providing custodial and other services, including currency conversions to the CIBC ETFs.

## CALCULATION OF NET ASSET VALUE PER UNIT

A CIBC ETF's net asset value per unit is the price used for all purchases and redemption of units.

The net asset value per unit for each CIBC ETF is determined on each Valuation Date and Valuation Time, unless the Manager has declared a suspension of the determination of the Series NAV. See "Exchange and Redemption of Units – Suspension of Exchanges and Redemption." The Series NAV per Unit of each series so determined remains in effect until the time as at which the next determination of Series NAV per Unit is made.

The net asset value per unit is calculated on a series basis by taking the total series' proportionate share of the value of the CIBC ETF's assets less the series' liabilities and the series' proportionate share of common CIBC ETF liabilities. This gives us the net asset value for the series. We divide this amount by the total number of units outstanding in the series to obtain the net asset value per unit for the series.

Following the Valuation Time on each Valuation Date, the daily NAV and the Series NAV per Unit of each CIBC ETF will usually be published in the financial press and will be posted on the CIBC ETFs' website at [cibc.com/etfs](http://cibc.com/etfs).

A CIBC ETF's net asset value per unit, for all purposes other than financial statements, is calculated using the valuation principles below. For financial reporting purposes, the CIBC ETFs apply International Financial Reporting Standards (*IFRS*) as issued by the International Accounting Standards Board to prepare their annual and interim financial statements. The valuation principles used to determine the net asset value for purchases and redemptions by unitholders may differ in some respects from the requirement of IFRS. As a result, the net asset value per unit presented in the financial statements may differ from the net asset value per unit for the purpose of redemption and purchase of units of the CIBC ETFs.

## Valuation of Portfolio Securities

The following principles are applied in the valuation of the CIBC ETFs' assets:

- the value of any cash, or its equivalent, on hand or on deposit or on call, bills and notes, accounts receivable, prepaid expenses, cash dividends declared or distributions received (or to be received and declared to unitholder of record on a date before the date as of which a CIBC ETF's NAV is determined), and interest accrued and not yet received shall be deemed to be the full face amount thereof, unless the Manager determines that any such asset is not worth the face amount thereof, in which case the value shall be such value as the Manager deems to be the fair value thereof;
- short-term investments, including notes and money market instruments shall be valued at fair value;
- the value of any bonds, debentures, and other debt obligations shall be valued by taking the average of the bid and ask prices provided by a recognized vendor upon the close of trading on a Valuation Date;
- the value of any security that is listed or dealt with on a securities exchange shall be the closing sale price (unless it is determined by the Manager that this is inappropriate as a basis for valuation) or, if there is no closing sale price on the exchange, and in the case of securities traded on the over-the-counter (OTC) market, at the average of the closing ask price and the closing bid price as determined by the Manager. If there are no bid or ask quotations in respect of securities listed on the securities exchange or traded on the OTC market, then a fair valuation will be made;
- units of each Underlying Fund will be valued at the most recent net asset value quoted by the trustee or manager of each Underlying Fund on the Valuation Date;
- unlisted securities are valued at the average of the most recent bid and ask quotations by recognized dealers in such unlisted securities or such price as the Manager may, from time to time, determine more accurately reflects the fair value of these securities;
- restricted securities purchased by a CIBC ETF shall be valued in a manner that the Manager reasonably determines to represent their fair value;
- long positions in clearing corporation options, options on futures, OTC options, debt-like securities, and listed warrants shall be at the current market value thereof;
- where a covered clearing corporation option, option on futures, or OTC option is written by a CIBC ETF, the premium received by the CIBC ETF will be reflected as a liability that will be valued at an amount equal to the current market value of the clearing corporation option, option on futures, or OTC option that would have the effect of closing the position. Any difference resulting from revaluation shall be treated as an unrealized gain or loss on investment; the liability shall be deducted in arriving at the CIBC ETF's NAV. The securities, if any, that are the subject of a written covered clearing corporation option or OTC option will be valued in the manner described above for listed securities;
- the value of a futures contract, forward contract, or swap will be the gain or loss, if any, that would be realized if, on the Valuation Date, the position in the futures contract, forward contract, or swap, as the case may be, were to be closed out, unless daily limits are in effect, in which case fair value, based on the current market value of the underlying interest will be determined by the Manager;

- notwithstanding the foregoing, if securities are inter-listed or traded on more than one exchange or market, the Manager shall use the last sale price or the closing bid price, as the case may be, reported on the exchange or market determined by the Manager to be the principal exchange or market for such securities;
- margin paid or deposited in respect of futures contracts and forward contracts will be reflected as an account receivable and margin consisting of assets other than cash will be noted as held as margin;
- other derivatives and margin shall be valued in a manner that the Manager reasonably determines to represent their fair market value;
- all other assets of the CIBC ETFs will be valued in accordance with the laws of the Canadian Securities Regulatory Authorities and in a manner that, in the opinion of the Manager, most accurately reflects their fair value;
- for the purpose of all necessary conversion of CIBC ETFs from another currency to Canadian currency, the customary sources of information for currency conversion rates used from time to time by the CIBC ETFs will be applied on a consistent basis; and
- the value of any security or other property of a CIBC ETF for which a market quotation is not readily available or to which, in the opinion of the Manager, the above principles cannot be applied or the market quotations do not properly reflect the fair value of such securities, will be determined by the Manager by valuing the securities at such prices as appear to the Manager to most closely reflect the fair value of the securities.

The Manager may fair value securities in the following circumstances:

- when there is a halt trade on a security that is normally traded on an exchange;
- when a significant decrease in value is experienced on exchanges globally;
- on securities that trade on markets that have closed or where trading has been suspended prior to the time of calculation of the CIBC ETF's net asset value and for which there is sufficient evidence that the closing price on that market is not the most appropriate value at the time of valuation; and
- when there are investment or currency restrictions imposed by a country that affect a CIBC ETF's ability to liquidate the assets held in that market.

An example of when the closing market price of a security may not be appropriate would be when exchanges are closed by a local government or regulator and the securities involved are a relatively small portion of a CIBC ETF's total portfolio. In such cases, the Manager may look at the available evidence of value of these securities in North American markets and make an adjustment where appropriate.

Other than the regular fair valuing referred to above, the Manager has not used its discretion to fair value securities since a CIBC ETF's inception date.

When securities listed or traded on markets or exchanges that close prior to North American markets or exchanges are valued by a CIBC ETF at their fair market value, instead of using quoted or published prices, the prices of such securities used to calculate the CIBC ETF's NAV may differ from quoted or published prices of such securities.

Fair value pricing may be used to value assets of any of the CIBC ETFs, as determined to be appropriate from time to time, where practical, to value certain foreign securities after the close of their primary markets or exchanges. An independent third-party valuation agent provides fair value prices of foreign securities in the CIBC ETFs, where applicable.

The CIBC ETF's liabilities can include:

- all bills and accounts payable;
- all fees and administrative expenses payable and/or accrued;
- all contractual obligations for the payment of money or property, including the amount of any declared but unpaid distribution, and all other amounts recorded or credited to Unitholders on or before the day as of which a CIBC ETF's NAV, or Series NAV, is being determined;
- all allowances authorized or approved by the Manager for taxes or contingencies; and
- all other liabilities of the CIBC ETF of whatever kind and nature, except liabilities represented by outstanding Units of the CIBC ETF;

provided that any expenses of a CIBC ETF payable by a Unitholder, as determined by the Manager, shall not be included in as expenses of the CIBC ETF.

For more information, including significant accounting policies for financial reporting purposes, see the CIBC ETFs' financial statements.

Each transaction of purchase or sale of a portfolio asset effected by a CIBC ETF shall be reflected in a computation of NAV made no later than the first computation of NAV made after the date on which the transaction becomes binding upon the CIBC ETF.

The issuance or redemption of units of a CIBC ETF shall be reflected in the next computation of the Series NAV that is made after the time when the Series NAV per unit is determined for the purpose of issuance or redemption of units of such CIBC ETF.

## **ATTRIBUTES OF THE SECURITIES**

### **Description of the Securities Distributed**

The CIBC ETFs are authorized to issue an unlimited number of classes of Units, issuable in one or more series.

On December 16, 2004, the Trust Beneficiaries' Liability Act, 2004 (Ontario) came into force. This statute provides that holders of units of a trust are not, as beneficiaries, liable for any default, obligation or liability of the trust if, when the default occurs or the liability arises: (i) the trust is a reporting issuer under the Securities Act (Ontario); and (ii) the trust is governed by the laws of the province of Ontario. Each CIBC ETF is a reporting issuer under the Securities Act (Ontario) and each CIBC ETF is governed by the laws of Ontario by virtue of the provisions of the Declaration of Trust.

### **Certain Provisions of the Units**

All Units of a CIBC ETF have equal rights and privileges. Each whole Unit entitles the Unitholder (i) to one vote per Unit at meetings of Unitholders, other than meetings at which the holders of one series of Units of the CIBC ETF are entitled to vote separately as a series; (ii) to participate equally with all other Units of the same series of the CIBC ETF with respect to all payments made to Unitholders, including distributions of net income and net realized capital gains, other than Management Fee Distributions and capital gains allocated and designated to a redeeming Unitholder; and (iii) on liquidation, to participate equally in the net assets of the CIBC ETF remaining after satisfaction of any outstanding liabilities that are attributable to Units of that series of the CIBC ETF. All Units are fully paid and non-assessable when issued.

Unitholders are entitled to require a CIBC ETF to redeem their Units as outlined under the heading “Exchange and Redemption of Units – Redemption of Units of a CIBC ETF for Cash” and “Exchange and Redemption of Units – Exchange of Units of a CIBC ETF at Series NAV per Unit for Baskets of Securities and/or Cash”.

Fractions of Units may be issued. Fractional Units carry the rights and privileges, and are subject to the restrictions and conditions, applicable to whole Units in the proportions which they bear to one Unit; however, a Unitholder of a fractional Unit is not entitled to vote in respect of such fractional Unit.

### **Exchange of Units for Baskets of Securities**

As set out under “Exchange and Redemption of Units – Exchange of Units of a CIBC ETF at Series NAV per Unit for Baskets of Securities and/or Cash”, Unitholders may exchange the applicable PNU (or an integral multiple thereof) of a CIBC ETF on any Trading Day for Baskets of Securities and/or cash, subject to the requirement that a minimum PNU be exchanged.

### **Redemptions of Units for Cash**

On any Trading Day, Unitholders may redeem (i) Units of any CIBC ETF for cash at a redemption price per Unit equal to 95% of the closing price for the applicable Units on the Exchange on the effective day of redemption, subject to a maximum redemption price per Unit equal to the Series NAV per Unit on the effective day of redemption, less any applicable administration fee determined by the Manager, in its sole discretion, from time to time, or (ii) a PNU of a CIBC ETF or a multiple PNU of a CIBC ETF for cash equal to the NAV of that number of Units of the CIBC ETF less any applicable administration fee determined by the Manager, in its sole discretion from time to time. Because Unitholders will generally be able to sell Units at the market price on the Exchange through a registered broker or dealer subject only to customary brokerage commissions, you are advised to consult your brokers, dealers or investment advisers before redeeming your Units for cash.

### **Modification of Terms**

The rights and conditions attached to the Units of the CIBC ETFs may be modified only in accordance with the provisions attached to such Units and the provisions of the Declaration of Trust.

Any amendment to the Declaration of Trust that creates a new series or class of Units of a CIBC ETF will not require notice to existing Unitholders unless such amendment in some way affects the existing Unitholders’ rights or the value of their investment. An amendment, such as the re-designation of Units, or the termination of a series or class of Units, which has an effect on a Unitholder’s holdings will only become effective after 30 days’ notice to Unitholders of the applicable series of Units of the CIBC ETF.

### **Voting Rights in the Portfolio Securities**

Unitholders will not have any voting rights in respect of the securities in a CIBC ETF’s portfolio.

## UNITHOLDER MATTERS

### Meetings of Unitholders

The CIBC ETFs do not hold regular meetings. Except as otherwise required by law, meetings of a CIBC ETF's Unitholders will be held if called by the Trustee upon written notice of not less than 21 days, nor more than 50 days, before the meeting.

### Matters Requiring Unitholder Approval

Unitholders are entitled to vote on all matters that require securityholder approval under NI 81-102 or the constating documents of the CIBC ETFs. Some of these matters include:

- a change to the basis of the calculation of a fee or expense that is charged to a CIBC ETF or directly to its Unitholders by the CIBC ETF or the Manager, in connection with the holding of Units in a way that could result in an increase in charges to the CIBC ETF or to its Unitholders, unless the CIBC ETF is at arm's length to the entity charging the fee or expense to the CIBC ETF and Unitholders are given at least 60 days' written notice before the effective date of the change;
- an introduction of a fee or expense to be charged to the CIBC ETF or its Unitholders by the CIBC ETF or the Manager in connection with holding Units that could result in an increase in charges to the CIBC ETF or its Unitholders, unless the CIBC ETF is at arm's length to the entity charging the fee or expense to the CIBC ETF and Unitholders are given at least 60 days' written notice before the effective date of the change;
- a change of the Manager, unless the new manager is an affiliate of the Manager;
- a change in the fundamental investment objectives of a CIBC ETF;
- a decrease in the frequency of the calculation of the NAV of the Units of the CIBC ETF;
- certain material reorganizations of a CIBC ETF; and
- if a CIBC ETF undertakes a restructuring into a non-redeemable investment fund or into an issuer that is not an investment fund.

At any meeting of Unitholders of a CIBC ETF, or series of Units of a CIBC ETF, each Unitholder will be entitled to one vote for each whole Unit registered in their name except meetings at which the holders of another series of Units are entitled to vote separately as a series. The Unitholder of a fractional Unit is not entitled to vote in respect of such fractional Unit.

Approval of these matters requires an affirmative vote of Unitholders holding at least a majority of the Units of the applicable CIBC ETF present at a meeting called to consider these matters. Unitholders of a CIBC ETF have no rights of ownership of any particular asset of the CIBC ETF, including units or the assets of any Underlying Fund. Where the Underlying Fund is managed by the Manager or an affiliate and there is a Unitholder meeting with respect to the Underlying Fund, the Manager will not vote proxies in connection with the CIBC ETF's holdings of the Underlying Fund. Under certain circumstances, the Manager may arrange to send the proxies to Unitholders of a CIBC ETF so that Unitholders of the CIBC ETF can direct the voting of proxies of the Underlying Fund.

Although the prior approval of Unitholders will not be sought, Unitholders will be given at least 60 days' written notice before any changes are made to the CIBC ETFs' auditor or before any reorganization with, or transfers of assets to, another mutual fund managed by the Manager or an affiliate are made by a CIBC ETF, provided the IRC has approved such changes and, in the latter case, the reorganizations or transfers comply with certain criteria described in the applicable securities legislation.

## **Amendments to the Declaration of Trust**

Subject to the applicable requirements in the securities legislation, including NI 81-102, the Trustee may amend the Declaration of Trust from time to time.

If a Unitholder meeting is required to amend a provision of the Declaration of Trust, no change proposed at a meeting of Unitholders of a CIBC ETF shall take effect until the Manager has obtained the prior approval of not less than a majority of the votes cast at such meeting of Unitholders.

Subject to any longer notice requirements imposed under securities legislation, the Trustee is entitled to amend the Declaration of Trust by giving not less than 30 days' written notice to Unitholders of each CIBC ETF affected by the proposed amendment in circumstances where:

- a) securities legislation requires that written notice be given to Unitholders of that CIBC ETF before the change takes effect;
- b) the change would not be prohibited by securities legislation; or
- c) the Trustee reasonably believes that the proposed amendment has the potential to adversely impact the financial interests or rights of the Unitholders of that CIBC ETF, so that it is equitable to give Unitholders advance notice of the proposed change.

The Trustee may amend the Declaration of Trust, without the approval of or prior notice to any Unitholders, if the Trustee reasonably believes that the proposed amendment does not have the potential to adversely impact the financial interests or rights of Unitholders of a CIBC ETF or that the proposed amendment is necessary to:

- a) ensure compliance with applicable laws, regulations or policies of any governmental authority having jurisdiction over a CIBC ETF or the distribution of its Units;
- b) remove any conflicts or other inconsistencies which may exist between any terms of the Declaration of Trust and any provisions of any applicable laws, regulations or policies affecting a CIBC ETF, the Trustee or its agents;
- c) make any change or correction in the Declaration of Trust which is a typographical correction or is required to cure or correct any ambiguity or defective or inconsistent provision, clerical omission or error contained therein;
- d) facilitate the administration of a CIBC ETF as a mutual fund trust or make amendments or adjustments in response to any existing or proposed amendments to the Tax Act or its administration which might otherwise adversely affect the tax status of a CIBC ETF or its Unitholders;
- e) protect the Unitholders of a CIBC ETF; or
- f) make any change or correction which is necessary or desirable for the purpose of bringing the Declaration of Trust into conformity with current market practice within the securities or investment fund industries or curing or correcting any administrative difficulty.

All Unitholders of a CIBC ETF shall be bound by any such amendment from its effective date.



## Permitted Mergers

A CIBC ETF may, without Unitholder approval, enter into a merger or other similar transaction (a *Permitted Merger*) that has the effect of combining that CIBC ETF with any other investment fund or funds that have investment objectives, valuation procedures and fee structures that are similar to the CIBC ETF, subject to:

- i) approval of the merger by the IRC;
- ii) compliance with certain merger pre-approval conditions set out in NI 81-102; and
- iii) written notice being sent to Unitholders at least 60 days before the effective date of the merger.

In connection with a Permitted Merger, the merging funds will be valued at their respective NAVs and Unitholders of the CIBC ETF will be offered the right to redeem their Units for cash at the applicable Series NAV per Unit.

## Accounting and Reporting to Unitholders

The fiscal year end of each CIBC ETF is December 31. The CIBC ETFs will deliver or make available to Unitholders: (i) audited comparative annual financial statements; (ii) unaudited interim financial reports; and (iii) annual and interim MRFPs. Such documents are incorporated by reference into, and form an integral part of, this prospectus. See “Documents Incorporated by Reference”.

The CIBC ETFs’ annual financial statements will be audited by its auditor in accordance with Canadian generally accepted auditing standards. The auditor will be asked to report on the fair presentation of the annual financial statements in accordance with International Financial Reporting Standards.

The Manager will ensure that the CIBC ETFs comply with all applicable reporting and administrative requirements. The Manager will keep adequate books and records reflecting the activities of the CIBC ETFs.

## TERMINATION OF THE CIBC ETFs

Subject to complying with applicable securities law, the Manager may terminate a CIBC ETF at its discretion. In accordance with the terms of the Declaration of Trust and applicable securities law, Unitholders of a CIBC ETF will be provided 60 days’ advance written notice of the termination.

If a CIBC ETF is terminated, the Trustee is empowered to take all steps necessary to effect its termination. Prior to terminating a CIBC ETF, the Trustee may discharge all of the CIBC ETF’s liabilities and distribute its net assets pro rata among its Unitholders.

Upon termination of a CIBC ETF, each Unitholder shall be entitled to receive at the Valuation Time on the termination date out of the CIBC ETF’s assets: (i) payment for that Unitholder’s Units at the Series NAV per Unit for that series of Units of the CIBC ETF determined at the Valuation Time on the termination date; plus (ii) where applicable, any net income and net realized capital gains that have been made payable to such Unitholder but that have not otherwise been paid to such Unitholder; less (iii) any applicable redemption charges and any taxes that are required to be deducted. Payment shall be made by cheque or other means of payment payable to such Unitholder and may be mailed by ordinary post to such Unitholder’s last address appearing in the registers of Unitholders or may be delivered by such other means of delivery acceptable to both the Manager and such Unitholder.

The Trustee shall be entitled to retain out of any assets of a CIBC ETF at its termination date, full provision for all costs, charges, expenses, claims and demands incurred or believed by the Trustee to be, or to become, due in connection with or arising out of the CIBC ETF's termination and the distribution of its assets to its Unitholders. Out of the moneys so retained, the Trustee is entitled to be indemnified and held not liable against all costs, charges, expenses, claims and demands.

## **PLAN OF DISTRIBUTION**

Units are being offered for sale on a continuous basis by this prospectus and there is no maximum number of Units that may be issued. The Units shall be offered for sale at a price equal to the Series NAV per Unit determined at the Valuation Time on the effective date of the subscription order.

### **Non-Resident Unitholders**

At no time may (i) non-residents of Canada, (ii) partnerships that are not Canadian partnerships or (iii) a combination of non-residents of Canada and such partnerships (all as defined in the Tax Act) be the beneficial owners of a majority of the Units of a CIBC ETF and the Manager shall inform the Registrar and Transfer Agent of the CIBC ETFs of this restriction. The Manager may require declarations as to the jurisdictions in which a beneficial owner of Units is resident and, if a partnership, its status as a Canadian partnership. If the Manager becomes aware, as a result of requiring such declarations as to beneficial ownership or otherwise, that the beneficial owners of 40% of the Units of a CIBC ETF then outstanding are, or may be, non-residents and/or partnerships that are not Canadian partnerships, or that such a situation is imminent, the Manager may make a public announcement thereof. If the Manager determines that more than 40% of the Units of a CIBC ETF are beneficially held by non-residents and/or partnerships that are not Canadian partnerships, the Manager may send a notice to such non-residents and/or partnerships, chosen in inverse order to the order of acquisition or in such manner as the Manager may consider equitable and practicable, requiring them to sell their Units or a portion thereof within a specified period of not less than 30 days. If the Unitholders receiving such notice have not sold the specified number of Units or provided the Manager with satisfactory evidence that they are not non-residents or partnerships other than Canadian partnerships within such period, the Manager may on behalf of such Unitholders sell such Units and, in the interim, shall suspend the voting and distribution rights attached to such Units. Upon such sale, the affected holders shall cease to be beneficial holders of Units and their rights shall be limited to receiving the net proceeds of sale of such Units.

Notwithstanding the above, the Manager may determine to not take any of the actions described above if the Manager has been advised by legal counsel that the failure to take any of such actions would not adversely impact the status of a CIBC ETF as a mutual fund trust for purposes of the Tax Act or, alternatively, may take such other action or actions as may be necessary to maintain the status of the CIBC ETF as a mutual fund trust for purposes of the Tax Act.

## **RELATIONSHIP BETWEEN THE CIBC ETFs AND THE DEALERS**

The Manager, on behalf of a CIBC ETF, may enter into various agreements with registered dealers (that may or may not be Designated Brokers), including CIBC World Markets Inc., pursuant to which the Dealers may subscribe for Units of the CIBC ETF as described under "Purchases of Units".

No Designated Broker or Dealer has been involved in the preparation of this prospectus nor has performed any review of its contents and, as such, the Designated Broker and the Dealers do not perform many of the usual underwriting activities in connection with the distribution by the

CIBC ETFs of their Units under this prospectus. Units of a CIBC ETF do not represent an interest or an obligation of the applicable Designated Broker, any Dealer or any affiliate thereof and a Unitholder does not have any recourse against any such parties in respect of amounts payable by a CIBC ETF to the applicable Designated Broker or Dealers. See “Organization and Management Details of the CIBC ETFs - Conflicts of Interest”.

## **PRINCIPAL HOLDERS OF UNITS**

CDS & Co., the nominee of CDS, is the registered owner of the Units of the CIBC ETFs, which it will hold for various brokers and other persons on behalf of their clients and others. From time to time, a Designated Broker, Dealer, CIBC ETF or another investment fund managed by the Manager or an affiliate thereof, may beneficially own, directly or indirectly, more than 10% of the Units of a CIBC ETF.

## **PROXY VOTING DISCLOSURE FOR PORTFOLIO SECURITIES HELD**

As Portfolio Advisor, CAMI is responsible for providing investment management services to the CIBC ETFs, including the exercise of voting rights attached to securities or other property held by the CIBC ETFs.

The Portfolio Advisor has adopted written policies and procedures aimed to ensure all votes in respect of securities or other property of the CIBC ETFs are made to maximize returns and are in the best interests of their Unitholders.

Pursuant to the proxy-voting policies and procedures, the Portfolio Advisor is responsible for directing how any votes in respect of securities or other property of the CIBC ETFs are to be voted. The Portfolio Advisor has:

- a standing policy for dealing with routine matters on which it may vote; a policy that indicates the circumstances under which it will deviate from the standing policy for routine matters;
- a policy under which, and procedures by which, it will determine how to vote or refrain from voting on non-routine matters;
- procedures to ensure that portfolio securities held by the CIBC ETFs are voted in accordance with the instructions of the Portfolio Advisor; and
- procedures for voting proxies in situations where there may be a conflict of interest between the Portfolio Advisor and Unitholders of the CIBC ETFs.

The Portfolio Advisor always aims to act in the best interests of Unitholders when voting proxies. To address perceived potential conflicts of interest, the Portfolio Advisor has decided to rely exclusively on an outside independent proxy advisor when dealing with proxy voting for CIBC and CIBC related companies. However, the Portfolio Advisor will exercise its judgment to vote proxies in the best interests of Unitholders with respect to a company where CIBC or CIBC related companies are providing advice, funding, or underwriting services. In this case, there will be “ethical walls” designed to prevent undue influence between the Portfolio Advisor on one hand, and CIBC and CIBC related companies on the other hand. Moreover, the Portfolio Advisor will assess on an annual basis whether its outside independent proxy advisor remains independent and assess its ability to make recommendations for voting proxies in an impartial manner and in the best interest of Unitholders. When voting proxies on equities or negotiating covenants on fixed income, ESG issues will be considered by the Portfolio Advisor. Further, CAMI will not vote the units of an Underlying Fund it manages and in which a CIBC ETF invests.

## Information Requests

A copy of the policies and procedures that the CIBC ETFs follow when voting proxies relating to portfolio securities is available on request and at no cost by calling toll-free [1-888-888-3863](tel:1-888-888-3863) or by writing to us at 1000, rue De La Gauchetière Ouest, bureau 3200, Montréal, (Québec), H3B 4W5.

A proxy voting record for the CIBC ETFs for the most recent period ended June 30 of each year will be available free of charge to any Unitholder upon request at any time after August 31 of that year and can also be found on the CIBC ETFs' website at [cibc.com/etfs](http://cibc.com/etfs).

## MATERIAL CONTRACTS

Except for the material contracts noted below, the CIBC ETFs have not entered into any other material contracts. Contracts entered into the ordinary course of business are not considered material. The material contracts of the CIBC ETFs are the Declaration of Trust, the Custodian Agreement and the License Agreements.

Copies of the above noted executed agreements are available at [sedarplus.ca](http://sedarplus.ca) or can be obtained by contacting the Manager toll-free at [1-888-888-3863](tel:1-888-888-3863).

## LEGAL AND ADMINISTRATIVE PROCEEDINGS

In August 2020, a proposed class action was commenced in the Supreme Court of British Columbia against CIBC, CIBC Trust Corporation and CIBC Asset Management Inc. A contested certification hearing was held on August 3-6, 2021. In October 2022, the court ruled that the plaintiff was required to provide additional information before a final determination on certification could be made. In January 2023, a proposed amended claim was served on the CIBC defendants. The motion to rule on the plaintiffs' proposed amendments to the Statement of Claim scheduled for July 2023 has been adjourned.

## Class Actions

The Manager may pursue applicable class actions on behalf of a CIBC ETF. However, no distribution of proceeds arising as a result of a class action will be made directly to Unitholders as class action settlement proceeds are considered assets of the CIBC ETF. Unitholders who redeem Units prior to the receipt of settlement proceeds will not derive a benefit from any class action settlement, as proceeds are only considered an asset of the CIBC ETF once they are actually received.

## EXPERTS

The matters referred to under "Income Tax Considerations" and certain other legal matters relating to the securities offered hereby will be passed upon on behalf of the CIBC ETFs by Blake, Cassels & Graydon LLP. See "Income Tax Considerations".

## EXEMPTIONS AND APPROVALS

The Manager, on behalf of the CIBC ETFs, has applied for, or obtained, exemptive relief from the Canadian Securities Regulatory Authorities:

- a) to permit a Unitholder to acquire more than 20% of the Units of a CIBC ETF through purchases on the Exchange without regard to the takeover bid requirements of applicable Canadian Securities Legislation. See "Purchases of Units – Buying and Selling Units of a CIBC ETF";

- b) to relieve the CIBC ETFs from the requirement that a prospectus contain a certificate of the underwriters;
- c) to invest in or hold equity securities of CIBC or issuers related to the Portfolio Advisor;
- d) to invest in or hold non-exchange traded debt securities of CIBC or an issuer related to CIBC in a primary offering and in the secondary market;
- e) to make an investment in the securities of an issuer for which CIBC World Markets Inc., CIBC World Markets Corp., or any affiliate of CIBC (a “Related Dealer” or the “Related Dealers”) acts as an underwriter during the offering of the securities or at any time during the 60-day period following the completion of the offering of such securities, including in respect of equity securities of a reporting issuer pursuant to a "private placement" offering (an offering under exemptions from the prospectus requirements) and for the 60-day period following the completion of the offering, in each case in accordance with certain conditions;
- f) to purchase equity or debt securities from, or sell them to, a Related Dealer, where it is acting as principal;
- g) to purchase securities from, or sell securities to, another investment fund or a managed account managed by the Manager or an affiliate (referred to as "inter-fund trades" or "cross-trades"), subject to certain conditions;
- h) to purchase equity securities of a reporting issuer during the period of distribution of the issuer’s securities pursuant to a “private placement” offering (an offering under exemptions from the prospectus requirements) and for the 60-day period following the completion of the offering, notwithstanding that a Related Dealer is acting or has acted as underwriter in connection with the offering of the same class of such securities (the “Private Placement Relief Order”); and
- i) to engage in in-specie transfers by receiving portfolio securities from, or delivering portfolio securities to, a managed account or another investment fund managed by the Manager or an affiliate in respect of a purchase or redemption of Units of the CIBC ETFs, subject to certain conditions.

## **OTHER MATERIAL FACTS**

### **License Agreements and Disclaimers**

#### **CIBC PWA License Agreement**

The Manager has entered into a License Agreement with CIBC Private Wealth Advisors, Inc. (*CIBC PWA*) pursuant to which it has the exclusive right, subject to the terms of the License Agreement, to use CIBC Atlas Clean Energy Select Index in Canada as a basis for the operation of the CIBC Clean Energy Index ETF and in respect of certain trademarks in connection with its operation.

If the License Agreement is terminated for any reason, the Manager will no longer be able to operate the CIBC Clean Energy Index ETF based on the Index. CIBC PWA has contracted with S&P Opco, LLC (a subsidiary of S&P Dow Jones Indices LLC) (referred to as "*S&P Opco*") to administer and calculate the Index. S&P Opco independently calculates and publishes the Index. S&P Opco is not related to the Manager or the CIBC PWA. S&P Opco has no obligation to continue to publish, and may discontinue publication of the Index.

CIBC Private Wealth Advisors, Inc. is the designer of the construction and methodology for the Index. “CIBC PWA” and “CIBC Atlas Clean Energy Select Index” are service marks or

trademarks of CIBC PWA. CIBC PWA acts as brand licensor for the Index and is not responsible for the descriptions of the CIBC Clean Energy Index ETF that appear herein.

The CIBC Clean Energy Index ETF is not sponsored by CIBC PWA. Accordingly, CIBC PWA makes no representation or warranty, express or implied, to the owners of the CIBC Clean Energy Index ETF or any member of the public regarding the advisability of investing in securities or commodities generally or in the CIBC Clean Energy Index ETF particularly. CIBC PWA, as the Index Provider, does not guarantee the quality, accuracy or completeness of the Index or any Index data included herein or derived therefrom and assumes no liability in connection with their use. The Index is determined and composed without regard to the Portfolio Advisor or the CIBC Clean Energy Index ETF. CIBC PWA has no obligation to take the needs of the Portfolio Advisor, the CIBC Clean Energy Index ETF or the unitholders of the CIBC Clean Energy Index ETF into consideration in determining, composing or calculating the Index. CIBC PWA has no obligation or liability in connection with the administration, marketing or trading of the CIBC Clean Energy Index ETF and is not responsible for and has not participated in the determination of pricing or the timing of the issuance or sale of Units of the CIBC Clean Energy Index ETF or in the determination or calculation of the NAV of the CIBC Clean Energy Index ETF.

CIBC PWA makes no warranty, express or implied, as to results to be obtained by the Portfolio Advisor, the CIBC Clean Energy Index ETF, unitholders of the CIBC Clean Energy Index ETF or any other person or entity from the use of the Index or any data included therein. CIBC PWA makes no express or implied warranties, and expressly disclaims all warranties of merchantability or fitness for a particular purpose or use with respect to the Index or any data included therein. Without limiting any of the foregoing, in no event shall CIBC PWA have any liability for any special, punitive, indirect, or consequential damages (including lost profits) arising out of matters relating to the use of the Index, even if notified of the possibility of such damages.

All intellectual property rights in the Index vests in CIBC PWA.

The CIBC Atlas Clean Energy Select Index is the property of CIBC PWA, which has contracted with S&P Opco, LLC (a subsidiary of S&P Dow Jones Indices LLC) to calculate and maintain the Index. The Index is not sponsored by S&P Dow Jones Indices LLC or its affiliates or its third party licensors, including Standard & Poor's Financial Services LLC and Dow Jones Trademark Holdings LLC (collectively, "S&P Dow Jones Indices"). S&P Dow Jones Indices will not be liable for any errors or omissions in calculating the Index. "Calculated by S&P Dow Jones Indices" and the related stylized mark(s) are service marks of S&P Dow Jones Indices and have been licensed for use by CIBC PWA. S&P® is a registered trademark of Standard & Poor's Financial Services LLC, and Dow Jones® is a registered trademark of Dow Jones Trademark Holdings LLC.

The CIBC Clean Energy Index ETF based on the Index is not sponsored, endorsed, sold or promoted by S&P Dow Jones Indices. S&P Dow Jones Indices does not make any representation or warranty, express or implied, to the owners of the CIBC Clean Energy Index ETF or any member of the public regarding the advisability of investing in securities generally or in the CIBC Clean Energy Index ETF particularly or the ability of the Index to track general market performance. S&P Dow Jones Indices' only relationship to CIBC PWA with respect to the Index is the licensing of certain trademarks, service marks and trade names of S&P Dow Jones Indices, and the provision of the calculation services related to the Index. S&P Dow Jones Indices is not responsible for and has not participated in the determination of the prices and amount of the CIBC Clean Energy Index ETF or the timing of the issuance or sale of the CIBC Clean Energy Index ETF or in the determination or calculation of the equation by which the CIBC Clean Energy Index ETF may be converted into cash or other redemption mechanics. S&P Dow Jones Indices has no obligation or liability in connection with the administration,

marketing or trading of the CIBC Clean Energy Index ETF. S&P Dow Jones Indices LLC is not an investment advisor. Inclusion of a security within the Index is not a recommendation by S&P Dow Jones Indices to buy, sell, or hold such security, nor is it investment advice.

**S&P DOW JONES INDICES DOES NOT GUARANTEE THE ADEQUACY, ACCURACY, TIMELINESS AND/OR THE COMPLETENESS OF THE INDEX OR ANY DATA RELATED THERETO OR ANY COMMUNICATION WITH RESPECT THERETO, INCLUDING, ORAL, WRITTEN, OR ELECTRONIC COMMUNICATIONS. S&P DOW JONES INDICES SHALL NOT BE SUBJECT TO ANY DAMAGES OR LIABILITY FOR ANY ERRORS, OMISSIONS, OR DELAYS THEREIN. S&P DOW JONES INDICES MAKES NO EXPRESS OR IMPLIED WARRANTIES, AND EXPRESSLY DISCLAIMS ALL WARRANTIES, OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE OR AS TO RESULTS TO BE OBTAINED BY CIBC PWA, THE OWNERS OF THE CIBC CLEAN ENERGY INDEX ETF, OR ANY OTHER PERSON OR ENTITY FROM THE USE OF THE INDEX OR WITH RESPECT TO ANY DATA RELATED THERETO. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT WHATSOEVER SHALL S&P DOW JONES INDICES BE LIABLE FOR ANY INDIRECT, SPECIAL, INCIDENTAL, PUNITIVE, OR CONSEQUENTIAL DAMAGES, INCLUDING BUT NOT LIMITED TO, LOSS OF PROFITS, TRADING LOSSES, LOST TIME, OR GOODWILL, EVEN IF THEY HAVE BEEN ADVISED OF THE POSSIBILITY OF SUCH DAMAGES, WHETHER IN CONTRACT, TORT, STRICT LIABILITY, OR OTHERWISE.**

### **Morningstar License Agreement**

The Manager has entered into a master license agreement and product license agreement dated March 24, 2021, as well as a second product license agreement dated January 1, 2023 (collectively, the *License Agreement*) with Morningstar Research Inc. (*Morningstar*) pursuant to which it has the right, on and subject to the terms of the License Agreement, to use the following Morningstar Indices in Canada as a basis for the operation of the applicable CIBC Index ETFs and to use certain trademarks in connection with the applicable CIBC Index ETFs: Morningstar® Canada Core Bond Index™, Morningstar® Canada 1-5 Yr Core Bond Index™, Morningstar® Global ex-Canada Core Bond Hedged CAD Index™, Morningstar® Canada Domestic Index™, Morningstar® US Target Market Exposure Index™, Morningstar® US Target Market Exposure Hedged CAD Index™, Morningstar® Developed Markets ex-North America Target Market Exposure Index™, Morningstar® Developed Markets ex-North America Target Market Exposure Hedged CAD Index™, and Morningstar® Emerging Markets Target Market Exposure Index™ (collectively, the Morningstar Indices). The License Agreement is for a term of three (3) years and will automatically renew for successive one (1) year terms unless either party provides written notice no less than 90 days prior to the end of the current term of such party's intention to not renew. If the License Agreement is terminated in respect of an Index ETF for any reason, the Manager will no longer be able to operate that Index ETF based on the applicable Index.

The applicable CIBC Index ETFs are not sponsored, endorsed, sold or promoted by Morningstar Research, Inc., or any of its affiliated companies (collectively, "Morningstar"). Morningstar makes no representation or warranty, express or implied, to the owners of Units of the applicable CIBC Index ETFs or any member of the public regarding the advisability of investing in securities generally or in Units of the applicable CIBC Index ETFs in particular or the ability of the Morningstar Indices to track general stock market performance. Morningstar's only relationship to the Manager is the licensing of certain service marks and trademarks and service names of Morningstar and the Morningstar Indices which are determined, composed and calculated by Morningstar without regard to the Manager or the applicable CIBC Index ETFs. Morningstar has no obligation to take the needs of the Manager or the owners of Units of the applicable CIBC Index ETFs into consideration in determining, composing or calculating the

Morningstar Indices. Morningstar is not responsible for and has not participated in the determination of the prices and amount of the CIBC Index ETFs' Units or the timing of the issuance or sale of the CIBC Index ETFs' Units or in the determination or calculation of the equation by which the CIBC Index ETFs' Units are converted into cash. Morningstar has no obligation or liability in connection with the administration, marketing or trading of the CIBC Index ETFs' Units.

**MORNINGSTAR DOES NOT GUARANTEE THE ACCURACY AND/OR THE COMPLETENESS OF THE MORNINGSTAR INDICES OR ANY DATA INCLUDED THEREIN AND MORNINGSTAR SHALL HAVE NO LIABILITY FOR ANY ERRORS, OMISSIONS, OR INTERRUPTIONS THEREIN. MORNINGSTAR MAKES NO WARRANTY, EXPRESS OR IMPLIED, AS TO RESULTS TO BE OBTAINED BY THE MANAGER, OWNERS OR USERS OF THE UNITS OF THE CIBC INDEX ETFS, OR ANY OTHER PERSON OR ENTITY FROM THE USE OF THE MORNINGSTAR INDICES OR ANY DATA INCLUDED THEREIN. MORNINGSTAR MAKES NO EXPRESS OR IMPLIED WARRANTIES, AND EXPRESSLY DISCLAIMS ALL WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE WITH RESPECT TO THE MORNINGSTAR INDICES OR ANY DATA INCLUDED THEREIN. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT SHALL MORNINGSTAR HAVE ANY LIABILITY FOR ANY SPECIAL, PUNITIVE, INDIRECT, OR CONSEQUENTIAL DAMAGES (INCLUDING LOST PROFITS), EVEN IF NOTIFIED OF THE POSSIBILITY OF SUCH DAMAGES.**

## **PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION**

Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase exchange traded mutual fund securities within 48 hours after the receipt of a confirmation of a purchase of such securities. In several of the provinces and territories of Canada, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation, or for non-delivery of the ETF Facts, provided that the remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory.

The purchaser should refer to the applicable provisions of the securities legislation of the province or territory for the particulars of these rights or should consult with a legal adviser.

## **DOCUMENTS INCORPORATED BY REFERENCE**

During the period in which the CIBC ETFs are in continuous distribution, additional information about each of the CIBC ETFs is available in the following documents:

- i) the most recently filed ETF Facts;
- ii) the most recently filed comparative annual financial statements, together with the accompanying report of the auditor, if any;
- iii) any interim financial statements filed after the most recently filed comparative annual financial statements;
- iv) the most recently filed annual MRFP; and
- v) any interim MRFP filed after that most recently filed annual MRFP.

These documents are or will be incorporated by reference into this prospectus, which means that they legally form part of this document just as if they were printed as part of this document.



You can get a copy of these documents upon request and at no cost by calling 1-888-888-3863 (toll-free), by emailing the Manager at info@cibcassetmanagement.com, by visiting CIBC ETFs' website at cibc.com/etfs, or by contacting a registered dealer.

These documents and other information about the CIBC ETFs are also available at sedarplus.ca.

In addition to the documents listed above, any documents of the type described above that are filed on behalf of the CIBC ETFs after the date of this prospectus and before the termination of the distribution of Units of the CIBC ETFs are deemed to be incorporated by reference into this prospectus.

## CERTIFICATE OF THE CIBC ETFs, THE MANAGER AND PROMOTER

CIBC Canadian Short-Term Bond Index ETF  
CIBC Canadian Bond Index ETF  
CIBC Global Bond ex-Canada Index ETF (CAD-Hedged)  
CIBC Canadian Equity Index ETF  
CIBC U.S. Equity Index ETF  
CIBC U.S. Equity Index ETF (CAD-Hedged)  
CIBC International Equity Index ETF  
CIBC International Equity Index ETF (CAD-Hedged)  
CIBC Emerging Markets Equity Index ETF  
CIBC Clean Energy Index ETF  
CIBC Qx Canadian Low Volatility Dividend ETF  
CIBC Qx U.S. Low Volatility Dividend ETF  
CIBC Qx International Low Volatility Dividend ETF  
CIBC Active Investment Grade Floating Rate Bond ETF  
CIBC Active Investment Grade Corporate Bond ETF  
CIBC Flexible Yield ETF (CAD-Hedged)  
CIBC International Equity ETF  
CIBC Global Growth ETF  
(the “CIBC ETFs”)

Dated: January 15, 2024

This prospectus, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of each of the provinces and territories of Canada.

### **CIBC ASSET MANAGEMENT INC.**

(as Trustee, Manager and Promoter of the CIBC ETFs)

Signed “*David Scandiffio*”

---

David Scandiffio  
President and Chief Executive Officer  
CIBC Asset Management Inc.

Signed “*Winnie Wakayama*”

---

Winnie Wakayama  
Chief Financial Officer  
CIBC Asset Management Inc.

On behalf of the Board of Directors of CIBC Asset Management Inc., as Trustee, Manager and Promoter of the CIBC ETFs

Signed “*Wilma Ditchfield*”

---

Wilma Ditchfield  
Director

Signed “*Stephen Gittens*”

---

Stephen Gittens  
Director

## **CIBC Exchange Traded Funds**

### **CIBC Asset Management Inc.**

81 Bay Street  
CIBC Square  
Toronto, Ontario  
M5J 0E7

1000, rue De La Gauchetière Ouest,  
bureau 3200  
Montréal, (Québec)  
H3B 4W5

1-888-888-3863  
[info@cibcassetmanagement.com](mailto:info@cibcassetmanagement.com)  
[cibc.com/etfs](http://cibc.com/etfs)