



Annual Management Report of Fund Performance

for the financial year ended December 31, 2016

All figures are reported in Canadian dollars unless otherwise noted.

This annual management report of fund performance contains financial highlights but does not contain the complete annual financial statements of the investment fund. If you have not received a copy of the annual financial statements with this annual management report of fund performance, you can get a copy of the annual financial statements at your request, and at no cost, by calling us toll-free at 1-800-465-3863, by writing to us at CIBC, 18 York Street, Suite 1300, Toronto, Ontario, M5J 2T8, or by visiting www.cibc.com/mutualfunds or the SEDAR website at www.sedar.com.

Unitholders may also contact us using one of these methods to request a copy of the investment fund's proxy voting policies and procedures, proxy voting disclosure record, or quarterly portfolio disclosure.

Management Discussion of Fund Performance

Investment Objective and Strategies

Investment Objective: CIBC Canadian Small-Cap Fund (the *Fund*) seeks to provide long-term growth through capital appreciation by investing primarily in small and medium-sized Canadian companies judged to be undervalued or that have above-average growth potential.

Investment Strategies: The Fund identifies stocks with sustainable growth characteristics from among a universe of primarily small- to mid-capitalization Canadian stocks that trade at reasonable valuations. The Fund will also invest in some well-known, established companies and aims to add value through prudent security selection based on fundamental, bottom-up analysis.

Risk

The Fund is a Canadian small-/mid-cap equity fund that is suitable for long-term investors who can tolerate medium to high investment risk.

For the period ended December 31, 2016, the Fund's overall level of risk remains as discussed in the simplified prospectus.

Results of Operations

The portfolio advisor of the Fund is CIBC Asset Management Inc. (CAMI or the *Portfolio Advisor*). The commentary that follows provides a summary of the results of operations for the period ended December 31, 2016. All dollar figures are expressed in thousands, unless otherwise indicated.

The Fund's net asset value increased by 3% during the period, from \$199,761 as at December 31, 2015 to \$205,417 as at December 31, 2016. Positive investment performance was partially offset by net redemptions of \$26,951, resulting in an overall increase in net asset value.

Class A units of the Fund posted a return of 17.4% for the period. The Fund's benchmark, the BMO Nesbitt Burns Small-Cap Weighted Index (the *benchmark*), returned 35.4% for the same period. The Fund's return is after the deduction of fees and expenses, unlike the benchmark.

The benchmark's return was driven by sharp moves in the materials and energy sectors, up 57.3% and 54.4%, respectively. The performance of the materials sector, in turn, was largely influenced by gold stocks, which increased 58.7% although the price of gold rose only 9.9% over the period.

The decision by the Organization of the Petroleum Exporting Countries (OPEC) to collectively reduce the supply of oil contributed to a 52.4% rise in oil prices. After the election of Donald Trump as U.S. president in November, markets were optimistic about the potential for stimulative economic policies of lower taxes, high infrastructure and defence spending, and regulatory reform in the U.S.

Stock selection in the materials and industrials sectors, and a significant underweight allocation to materials, detracted significantly from the Fund's performance in the period.

Individual detractors included Canam Group Inc., Clearwater Seafoods Inc. and DHX Media Ltd. Canam, which manufactures steel joists, decks and bridges, had cost overruns on a heavy structural project in the U.S., which reduced margins. Clearwater, which harvests, processes and distributes shellfish, experienced lower-than-expected clam sales in the third quarter. This reduced revenue and earnings, and the stock price fell. DHX, an independent TV and film producer, distributor and licensor, generated less free cash flow than expected as a result of high reinvestment into the business to fund future growth. The company saw revenue growth, however, and the Portfolio Advisor expects this reinvestment to prove fruitful in 2017.

The Fund's slight underweight allocation to the health care sector and a moderate underweight allocation to the energy sector significantly contributed to performance. Stock selection in the utilities sector contributed moderately to performance.

Individual contributors to performance included Orocobre Ltd., Trevali Mining Corp. and Tahoe Resources Inc. Orocobre, an emerging lithium producer, made progress ramping up its Olaroz project, bringing production into a tight market and benefiting from the rising

price of lithium, given the demand outlook and the limited supply. Trevali, a zinc producer, decreased the development risk profile of its Caribou mine, increasing production in a strong zinc market. Tahoe is a silver and gold producer with a strong balance sheet that operates low-cost mines in Guatemala, Peru and Canada. In August, the Portfolio Advisor sold the stock, which is not included in the benchmark, to take profit after strong year-to-date performance given surging gold and silver prices.

The Fund established new positions in Mainstreet Health Investments Inc., Freehold Royalties Ltd. and Painted Pony Petroleum Ltd. Mainstreet owns a portfolio of U.S. seniors' housing and care properties that it leases to operators on a long-term basis. The Fund participated in Mainstreet's public offering, which was well priced, and the stock has an attractive dividend yield. Freehold manages one of the largest non-Crown portfolios of oil and gas royalties in Canada, and its revenues are not subject to the operating expenses and capital costs associated with production. The Portfolio Advisor believes Freehold has a reasonable valuation given its leverage to the oil price and lower financial risk than producers. Painted Pony is a gas producer with a large, contiguous land base in northeast B.C. and several thousand potential Montney natural gas drilling locations. The Portfolio Advisor believes its production growth is not reflected in its relative valuation.

The Portfolio Advisor increased the Fund's existing positions in Granite REIT and Birchcliff Energy Ltd. Granite has solid cash flows, a great balance sheet, a low payout ratio and an attractive valuation relative to its peers, and the Portfolio Advisor took advantage of share price weakness in April. The position in Birchcliff was increased to reduce the Fund's underweight exposure to the energy sector. The explorer and producer have improving operations, leverage to improving commodity prices and a discounted valuation.

In addition to Tahoe, the positions in ProMetec Life Sciences Inc. and BankUnited Inc. were also eliminated. Many of the near-term developments that the Portfolio Advisor was anticipating for Prometic had been realized, and it was sold after the stock rallied. BankUnited reached the Portfolio Advisor's target price in the post-election rally as investors anticipated higher U.S. interest rates.

The Fund's positions in Orocobre Ltd. and Cineplex Inc. were reduced. The Fund took profits in Orocobre, which was up 83% during the year. Cineplex was approaching its target value, and the upcoming movie slate also looked weaker than in past years.

During the period, the Fund's portfolio turnover rate was higher than the four-year average as a result of volatility in capital markets as well as redemptions in the Fund. Specifically, the dramatic change in gold and energy commodity prices drove a number of changes in materials sector holdings.

Recent Developments

Effective January 1, 2017, the Fund's benchmark will be changed from BMO Nesbitt Burns Small Cap Weighted Index to S&P/TSX Small Cap Index. The BMO Nesbitt Burns Small Cap Weighted Index is expected to be discontinued in 2017.

Effective September 6, 2016, the maximum annual trailing commission was reduced from 1.25% to 1.00% for Class A units of the Fund.

Effective April 27, 2016, the composition of the Independent Review Committee (*IRC*) changed. John Crow resigned his position as member and Chair. Marcia Lewis Brown was appointed as member and Don Hunter was appointed as Chair.

Related Party Transactions

Canadian Imperial Bank of Commerce (*CIBC*) and its affiliates have the following roles and responsibilities with respect to the Fund, and receive the fees described below in connection with their roles and responsibilities.

Manager

CIBC is the Manager of the Fund. CIBC receives management fees with respect to the day-to-day business and operations of the Fund, calculated based on the net asset value of each respective class of units of the Fund as described in the section entitled *Management Fees*. The Manager also compensates its wholesalers in connection with their marketing activities regarding the Fund. From time to time, CIBC may provide seed capital to the Fund.

Trustee

CIBC Trust Corporation, a wholly-owned subsidiary of CIBC, is the trustee (the *Trustee*) of the Fund. The Trustee holds title to the property (cash and securities) of the Fund on behalf of its unitholders.

Portfolio Advisor

The portfolio advisor provides, or arranges to provide, investment advice and portfolio management services to the Fund. CAMI, a wholly-owned subsidiary of CIBC, is the portfolio advisor of the Fund.

Distributor

Dealers and other firms sell the units of the Fund to investors. These dealers and other firms include CIBC's related dealers such as the principal distributor, CIBC Securities Inc. (*CIBC SI*), the CIBC Investor's Edge discount brokerage division of CIBC Investor Services Inc. (*CIBC ISI*), the CIBC Imperial Service division of CIBC ISI, and the CIBC Wood Gundy division of CIBC World Markets Inc. (*CIBC WM*). CIBC SI, CIBC ISI, and CIBC WM are wholly-owned subsidiaries of CIBC.

CIBC may pay trailing commissions to these dealers and firms in connection with the sale of units of the Fund. These dealers and other firms may pay a portion of these trailing commissions to their advisors who sell units of the Fund to investors.

Brokerage Arrangements and Soft Dollars

The Portfolio Advisor makes decisions, including the selection of markets and dealers and the negotiation of commissions, with respect to the purchase and sale of portfolio securities, certain derivative products and the execution of portfolio transactions. Brokerage business may be allocated by the Portfolio Advisor to CIBC WM and CIBC World Markets Corp., each a subsidiary of CIBC. CIBC WM and

CIBC World Markets Corp. may also earn spreads on the sale of fixed income securities and other securities and certain derivative products to the Fund. A spread is the difference between the bid and ask prices for a security in the applicable marketplace, with respect to the execution of portfolio transactions. The spread will differ based upon various factors such as the type and liquidity of the security.

Dealers, including CIBC WM and CIBC World Markets Corp., may furnish goods and services, other than order execution, to the Portfolio Advisor in partial exchange for processing trades through them (referred to in the industry as “soft dollar” arrangements). These goods and services are paid for with a portion of the brokerage commissions and assist the Portfolio Advisor with investment decision-making services for the Fund or relate directly to the execution of portfolio transactions on behalf of the Fund.

In addition, CIBC may enter into commission recapture arrangements with certain dealers with respect to the Fund. Any commission recaptured will be paid to the Fund.

During the period, the Fund paid brokerage commissions and other fees of \$47,573 to CIBC WM; the Fund did not pay any brokerage commissions or other fees to CIBC World Markets Corp. Spreads associated with fixed income and other securities are not ascertainable and, for that reason, cannot be included when determining these amounts.

Fund Transactions

The Fund may enter into one or more of the following transactions (the *Related Party Transactions*) in reliance on the standing instructions issued by the IRC:

- invest in or hold equity securities of CIBC or issuers related to a portfolio sub-advisor;
- 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;
- make an investment in the securities of an issuer for which CIBC WM, CIBC World Markets Corp., or any affiliate of CIBC (a *Related Dealer*) acts as an underwriter during the offering of the securities at any time during the 60-day period following the completion of the offering of such securities (in the case of a “private placement” offering, in accordance with the exemptive relief order granted by the Canadian securities regulatory authorities and in accordance with the policies and procedures relating to such investment);
- purchase equity or debt securities from or sell them to a Related Dealer, where it is acting as principal;
- undertake currency and currency derivative transactions where a Related Dealer is the counterparty; and
- purchase securities from or sell securities to another investment fund or a managed account managed by the Manager or an affiliate of the Manager.

At least annually, the IRC reviews the Related Party Transactions for which they have issued standing instructions. The IRC is required to

advise the Canadian securities regulatory authorities, after a matter has been referred or reported to the IRC by the Manager, if it determines that an investment decision was not made in accordance with conditions of its approval.

Custodian

CIBC Mellon Trust Company is the custodian of the Fund (the *Custodian*). The Custodian holds all cash and securities for the Fund and ensures that those assets are kept separate from any other cash or securities that the Custodian might be holding. The Custodian also provides other services to the Fund including record-keeping and processing of foreign exchange transactions. The Custodian may hire sub-custodians for the Fund. The fees and spreads for services of the Custodian directly related to the execution of portfolio transactions by the Fund are paid by CAMI and/or dealer(s) directed by CAMI, up to the amount of the credits generated under soft dollar arrangements from trading on behalf of the Fund during that month. All other fees and spreads for the services of the Custodian are paid by the Manager and charged to the Fund on a recoverable basis. CIBC owns a 50% interest in the Custodian.

Service Provider

CIBC Mellon Global Securities Services Company (*CIBC GSS*) provides certain services to the Fund, including securities lending, fund accounting and reporting, and portfolio valuation. Such servicing fees are paid by the Manager, and charged to the Fund on a recoverable basis. CIBC indirectly owns a 50% interest in CIBC GSS.

Financial Highlights

The following tables show selected key financial information about the Fund and are intended to help you understand the Fund's financial performance for the period ended December 31.

The Fund's Net Assets per Unit¹ - Class A Units

	2016	2015	2014	2013	2012
Net Assets, beginning of period	\$ 29.05	\$ 33.87	\$ 34.80	\$ 30.26	\$ 32.22
Increase (decrease) from operations:					
Total revenue	\$ 0.58	\$ 0.66	\$ 0.63	\$ 0.64	\$ 0.87
Total expenses	(0.95)	(0.95)	(1.04)	(0.89)	(0.81)
Realized gains (losses) for the period	1.30	2.37	3.40	0.72	2.19
Unrealized gains (losses) for the period	4.12	(4.70)	(1.97)	3.86	(2.78)
Total increase (decrease) from operations²	\$ 5.05	\$ (2.62)	\$ 1.02	\$ 4.33	\$ (0.53)
Distributions:					
From income (excluding dividends)	\$ —	\$ —	\$ —	\$ —	\$ —
From dividends	—	—	—	—	—
From capital gains	—	1.96	1.80	—	1.59
Return of capital	—	—	—	—	—
Total Distributions³	\$ —	\$ 1.96	\$ 1.80	\$ —	\$ 1.59
Net Assets, end of period	\$ 34.10	\$ 29.05	\$ 33.87	\$ 34.80	\$ 30.05

¹ This information is derived from the Fund's audited annual financial statements. The Fund adopted International Financial Reporting Standards (*IFRS*) on January 1, 2014. Previously, the Fund prepared its financial statements in accordance with Canadian Generally Accepted Accounting Principles (*GAAP*) as defined in Part V of the CPA Canada Handbook. Under Canadian GAAP, the Fund measured fair values of its investments in accordance with CICA Handbook Section 3855 which required the use of bid prices for long positions and ask prices for short positions. As such, the net assets per unit figure presented in the financial statements may differ from the net asset value calculated for fund pricing purposes. An explanation of these differences can be found in the notes to the financial statements issued prior to January 1, 2014. Upon adoption of IFRS, the Fund measures the fair value of its investments by using the close market prices, where the close market price falls within the bid-ask spread. As such, the Fund's accounting policies for measuring the fair value of investments in the financial statements are consistent with those used in measuring the net asset value for transactions with unitholders. Accordingly, the opening net asset figure as at January 1, 2013 was restated to reflect accounting policy adjustments made in accordance with IFRS. All figures presented for periods prior to January 1, 2013 were prepared in accordance with Canadian GAAP and subsequent thereto were prepared in accordance with IFRS.

² Net assets and distributions are based on the actual number of units outstanding at the relevant time. The total increase (decrease) from operations is based on the weighted average number of units outstanding during the period.

³ Distributions were paid in cash, reinvested in additional units of the Fund, or both.

Ratios and Supplemental Data - Class A Units

	2016	2015	2014	2013	2012
Total Net Asset Value (000s)⁴	\$ 205,417	\$ 199,761	\$ 241,672	\$ 272,570	\$ 278,077
Number of Units Outstanding⁴	6,023,939	6,875,725	7,135,263	7,832,292	9,188,939
Management Expense Ratio⁵	2.56%	2.57%	2.56%	2.57%	2.56%
Management Expense Ratio before waivers or absorptions⁶	2.59%	2.58%	2.58%	2.60%	2.57%
Trading Expense Ratio⁷	0.44%	0.26%	0.30%	0.31%	0.30%
Portfolio Turnover Rate⁸	69.94%	45.67%	51.26%	49.50%	46.33%
Net Asset Value per Unit	\$ 34.10	\$ 29.05	\$ 33.87	\$ 34.80	\$ 30.26

⁴ This information is presented as at December 31 of the period(s) shown.

⁵ Management expense ratio is based on the total expenses of the fund (excluding commissions and other portfolio transaction costs), incurred by or allocated to a class of units for the period shown, expressed as an annualized percentage of the daily average net asset value of that class during the period.

⁶ The decision to waive and/or absorb management fees and operating expenses is at the discretion of the Manager. The practice of waiving and/or absorbing management fees and operating expenses may continue indefinitely or may be terminated at any time without notice to unitholders.

⁷ The trading expense ratio represents total commissions and other portfolio transaction costs before income taxes expressed as an annualized percentage of the daily average net asset value during the period. Spreads associated with fixed income securities trading are not ascertainable and, for that reason, are not included in the trading expense ratio calculation.

⁸ The portfolio turnover rate indicates how actively the portfolio advisor and/or portfolio sub-advisor manages the portfolio investments. A portfolio turnover rate of 100% is equivalent to a fund buying and selling all of the securities in its portfolio once in the course of the period. The higher a portfolio turnover rate in a period, the greater the trading costs payable by a fund in the period, and the greater the chance of an investor receiving taxable capital gains in the year. There is not necessarily a relationship between a high turnover rate and the performance of a fund.

Management Fees

The Fund, either directly or indirectly, pays an annual management fee to CIBC to cover the costs of managing the Fund. Management fees are based on the net asset value of the Fund and are calculated daily and paid monthly. Management fees are paid to CIBC in consideration for providing, or arranging for the provision of, management, distribution, and portfolio advisory services. Advertising and promotional expenses, office overhead expenses, trailing commissions, and the fees of the portfolio sub-advisor(s) are paid by CIBC out of the management fees received from the Fund. The Fund is required to pay applicable taxes on the management fees paid to CIBC. Refer to the Simplified Prospectus for the maximum annual management fee rate.

The following table shows a breakdown of the services received in consideration of the management fees, as a percentage of the management fees collected from the Fund for the period ended December 31, 2016. These amounts do not include waived fees or absorbed expenses.

	Class A Units
Sales and trailing commissions paid to dealers	20.10%
General administration, investment advice, and profit	79.90%

Past Performance

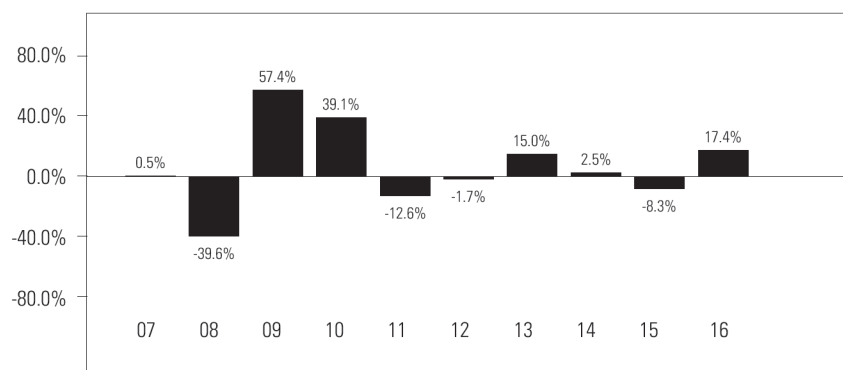
The performance data provided assumes reinvestment of distributions only and does not take into account sales, redemption, distribution, or other optional charges payable by any unitholder that would have reduced returns. Past performance does not necessarily indicate how a fund will perform in the future.

The Fund's returns are after the deduction of fees and expenses, and the difference in returns between classes of units is primarily due to differences in the management expense ratio. See the section entitled *Financial Highlights* for the management expense ratio.

Year-by-Year Returns

The bar chart shows the annual performance of the Fund for each of the periods shown, and illustrates how the performance has changed from period to period. The bar chart shows, in percentage terms, how an investment made on January 1 would have increased or decreased by December 31, unless otherwise indicated.

Class A Units



Annual Compound Returns

This table shows the annual compound return of each class of units of the Fund for each indicated period ended on December 31, 2016. The annual compound total return is also compared to the Fund's benchmark(s).

The Fund's benchmark is the BMO Nesbitt Burns Small-Cap Weighted Index.

CIBC Canadian Small-Cap Fund

	<i>1 Year</i>	<i>3 Years</i>	<i>5 Years</i>	<i>10 Years*</i>	<i>or</i>	<i>Since Inception*</i>	<i>Inception Date</i>
Class A units	17.4%	3.4%	4.5%	3.8%			August 7, 1991
BMO Nesbitt Burns Small- Cap Weighted Index	35.4%	5.3%	5.2%	3.9%			

* If a class of units has been outstanding for less than 10 years, the annual compound return since inception is shown.

BMO Nesbitt Burns Small-Cap Weighted Index is comprised of stocks listed on the TSX and is intended to measure the performance of the small-capitalization market in Canada.

A discussion of the relative performance of the Fund compared to its primary benchmark(s) can be found in *Results of Operations*.

Summary of Investment Portfolio (as at December 31, 2016)

The summary of investment portfolio may change due to ongoing portfolio transactions of the investment fund. A quarterly update is available by visiting www.cibc.com/mutualfunds. The Top Positions table shows a fund's 25 largest positions. For funds with fewer than 25 positions in total, all positions are shown. Cash and cash equivalents are shown in total as one position.

<i>Portfolio Breakdown</i>	<i>% of Net Asset Value</i>	<i>Top Positions</i>	<i>% of Net Asset Value</i>
Energy	26.2	Boralex Inc., Class 'A'	3.8
Materials	14.6	Spartan Energy Corp.	2.9
Real Estate	10.7	DHX Media Ltd.	2.6
Financials	10.1	Clearwater Seafoods Inc.	2.6
Consumer Discretionary	9.5	Westaim Corp. (The)	2.5
Industrials	7.5	Kelt Exploration Ltd.	2.5
Utilities	7.1	TORC Oil & Gas Ltd.	2.5
Information Technology	6.1	Secure Energy Services Inc.	2.4
Consumer Staples	4.9	Tricon Capital Group Inc.	2.3
Cash & Cash Equivalents	1.4	Orocobre Ltd.	2.3
Other Equities	1.3	Freehold Royalties Ltd.	2.3
Other Assets, less Liabilities	0.6	Granite REIT, Stapled Units	2.3
		Innergex Renewable Energy Inc.	2.2
		Fiera Capital Corp.	2.2
		ATS Automation Tooling Systems Inc.	2.1
		Yellow Pages Ltd.	2.1
		Whitecap Resources Inc.	2.0
		Dirtt Environmental Solutions Ltd.	2.0
		Detour Gold Corp.	2.0
		Canadian Energy Services & Technology Corp.	1.9
		Mainstreet Health Investments Inc.	1.8
		Canadian Western Bank	1.8
		Symbility Solutions Inc.	1.8
		AGT Food and Ingredients Inc.	1.8
		Milestone Apartments REIT	1.7

The management report of fund performance may contain forward-looking statements. Forward-looking statements include statements that are predictive in nature, that depend upon or refer to future events or conditions, or that include words such as “expects”, “anticipates”, “intends”, “plans”, “believes”, “estimates”, or other similar wording. In addition, any statements that may be made concerning future performance, strategies, or prospects and possible future actions taken by the fund, are also forward-looking statements. These statements involve known and unknown risks, uncertainties, and other factors that may cause the actual results and achievements of the fund to differ materially from those expressed or implied by such statements. Such factors include, but are not limited to: general economic, market, and business conditions; fluctuations in securities prices, interest rates, and foreign currency exchange rates; changes in government regulations; and catastrophic events. We do not undertake, and specifically disclaim, any obligation to update or revise any forward-looking statements, whether as a result of new information, future developments, or otherwise prior to the release of the next management report of fund performance.

**CIBC Mutual Funds
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