



NationWide

AUTO WASH

NATIONWIDE EXPRESS AUTO WASH TRUST TERM SHEET

April, 2024

*No securities regulatory authority or regulator has assessed the merits of the Units or this offering or reviewed or passed upon the adequacy or accuracy of this term sheet. Any representation to the contrary is an offence. This is a risky investment. You could lose all the money you invest. There shall be no offer, solicitation or sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. To the extent anything in this term sheet conflicts with the Declaration of Trust of the Trust attached hereto as Schedule A (the “**Declaration of Trust**”), the Declaration of Trust shall control. Capitalized terms not defined herein have the meanings ascribed to them in the Declaration of Trust.*

*The Trust is available only to investors who are accredited investors or subject to other exemptions from applicable securities legislation that may be available. **This document does not constitute an offering memorandum.***

Issuer	NationWide Express Auto Wash Trust (the “ Trust ”), a trust formed under the laws of British Columbia.
Securities Offered; Prior Sales	<p>Redeemable Preferred Class A trust units and Redeemable Preferred Class F trust units of the Trust (“Participating Preferred Trust Units”).</p> <p>Purchasers of Class F Participating Preferred Trust Units will be issued 1.08 Class F Participating Preferred Trust Units for each unit subscribed for. This is because the Trust does not pay any commissions in connection with sales of Class F Participating Preferred Trust Units.</p> <p>To date, the Trust has raised \$14,565,886 from prior sales of Participating Preferred Trust Units.</p>
Price per Unit	\$105 per Participating Preferred Trust Unit. Minimum subscription is \$100,000. Additional subscriptions may be made in multiples of \$1,000.
Use of Proceeds	The Trust will invest the net proceeds from the sale of Participating Preferred Trust Units in securities of NationWide Express Auto Wash Limited Partnership (the “ Partnership ”), a wholly-owned subsidiary of the Trust, which will in turn use the proceeds to continue to develop and, once completed, operate a car wash facility located in a high traffic area at 1035 Lougheed Highway in Coquitlam, British Columbia (the “ Development Property ”).

<p>Investment Objective</p>	<p>The investment objective of the Trust is to provide holders of Participating Preferred Trust Units with:</p> <ol style="list-style-type: none"> 1. three components to the investment return: <ol style="list-style-type: none"> (a) preferred base return via cash distributions of 7.07% based on \$105 Trust Units; (b) up to 70% participation in returns exceeding an annualized preferred base return of 7.07% based on a \$105 Participating Preferred Trust Unit issue price, paid monthly in arrears; and (c) capital appreciation on the disposition of the Development Property; 2. tax advantaged monthly income distributions, as a portion of the distributions will be taxed as a return of capital; and 3. an investment indirectly backed by urban industrial real estate through the Trust’s ownership securities of the Partnership.
<p>Preferential & Special Distributions</p>	<p>Preferential Distributions</p> <p>Participating Preferred Trust Units are entitled to receive monthly preferential cash distributions (“Preferential Distributions”) from cash flow generated by the Partnership’s operations. Once investors have received a preferred base return of: 7.07% for investors that purchase Participating Preferred Trust Units at a price of \$105 in a calendar year, investors will thereafter be entitled to up to 70% of all incremental cash distributions over and above the Preferential Distribution base return in that year, with the remaining portion of the cash distributions, if any, in that year payable to the General Partner pursuant to the Performance Bonus (described below). There is no guarantee that the actual cash flow generated from the Partnership’s operations will meet or exceed any Preferential Distribution which may vary at any time and from time to time and a Preferential Distribution, if any, is based on the actual performance of the Partnership. The Preferred Distribution, if any, will be paid to Holders on or about the last business day of each month.</p> <p>In addition, once Unitholders have received a cumulative 7.07% annualized (but not compounded) return over the life of their investment in Participating Preferred Trust Units, based on a \$105 Participating Preferred Trust Unit issue price, the Performance Bonus will entitle the General Partner to a share of all Partnership assets on dissolution.</p> <p>Special Distributions</p> <p>In addition to the foregoing, the Trust may make such other distributions (“Special Distributions”) as the Trustees may determine from time to time. Special Distributions may be made out of excess cash flow from operations or from the proceeds of any re-financing. The Trustees intend to make Special Distributions, payable in cash or by the issuance of additional Participating Preferred Trust Units, in respect of the taxable income and net realized capital gains, if any, of the Trust in each fiscal year to the extent necessary to ensure that the Trust will not be liable for tax under Part I of the Tax Act in such year.</p>
<p>Redemption</p>	<p>Participating Preferred Trust Units may be surrendered for redemption at any time and will be satisfied on the last day of the quarter in which the redemption request has been received (a “Valuation Date”).</p> <p>Participating Preferred Trust Units surrendered for redemption by a holder at least twenty (20) business days prior to a Valuation Date will be redeemed on such Valuation Date and such holder will receive payment on or before the tenth business day</p>

	<p>following such Valuation Date. On a redemption, Unitholders will be entitled to receive a redemption price per share based on the Net Asset Value per Unit as of the relevant Valuation Date and approved unanimously by the independent Trustee(s). Unitholders that redeem Participating Preferred Trust Units prior to January 1, 2024 will be subject to a 2% redemption discount from fair market value. Payment of the redemption price shall be in cash, provided that if the Participating Preferred Trust Units tendered for redemption in the same quarter exceeds an amount equal to 0.25% of the aggregate gross proceeds realized by the Trust from the sale of Participating Preferred Trust Units (the “Gross Proceeds”) until January 1, 2024, and 0.625% of the Gross Proceeds thereafter, then the Trustees shall only be obligated to make cash payment to a maximum of such amount and the balance, subject to receipt of any applicable regulatory approvals, may be paid by the Trust, in the discretion of the Administrator, through the issuance of unsecured debt instruments maturing in 5 years (subject to earlier prepayment) issued by the Trust bearing interest at a market rate at the time of issuance, payable annually in arrears. These notes would not be eligible to be held in Exempt Plans under the Tax Act.</p>
<p>Liquidity Event</p>	<p>There is no market for the Participating Preferred Trust Units and it is not anticipated that any market will develop. It is expected that the primary mechanism for Participating Preferred Trust Unitholders to achieve liquidity for their investments will be pursuant to the redemption rights attached to the Participating Preferred Trust Units. However, in order to provide Participating Preferred Trust Unitholders with enhanced liquidity, the Administrator expects that at some point it will utilize the proceeds of a refinancing of the car wash facility at the development property, or excess cash on hand, to offer to repurchase Participating Preferred Trust Units from Unitholders what wish to sell, or otherwise may investigate implementing a transaction that the Administrator may propose for the approval of the Participating Preferred Trust Unitholders in order to provide liquidity (a “Liquidity Event”). The tax implications of the Liquidity Event will vary depending on the nature of the transaction but will generally be a taxable transaction. See “Canadian Federal Income Tax Considerations” for a discussion of the tax implications of a Liquidity Event. In all cases, the amount distributed to Participating Preferred Trust Unitholders will be net of all liabilities payable and amounts owing to the Administrator.</p> <p>The decision to implement a Liquidity Event will be dependent on the market conditions and transaction opportunities available at the time. Therefore there can be no assurance that a Liquidity Event will be implemented.</p> <p>The form of any Liquidity Event would depend on the opportunities available at the time. For example, a Liquidity Event could take the form of a sale of the Trust’s or the Partnership’s assets for cash, publicly traded shares, or a combination thereof. In any event, the Administrator does not anticipate proposing any Liquidity Events that do not result in the Participating Preferred Trust Unitholders receiving cash or assets that are not readily convertible into cash.</p>
<p>Administrator/General Partner</p>	<p>NationWide Express Auto Wash Management Corp. (the “Administrator”) is the administrator of the Trust and the General Partner of the Partnership.</p> <p>The Trustees have delegated to the Administrator the obligation to provide and perform for and on behalf of the Trust essentially all services that are or may be required or advisable, from time to time, in order to manage, administer and govern the operations of the Trust.</p>

Trustees	Hugh Cartwright, Seiyul Yu and Byron Striloff (independent).
Offering Period	Closes will be held monthly on the last business day of each month, as determined by the Administrator.
Certain Tax Consequences; Eligibility for Registered Plans	<p>There are several important tax consequences to these securities.</p> <ol style="list-style-type: none"> 1. Provided the Trust is a “mutual fund trust” as defined for the purposes of the <i>Income Tax Act</i> (Canada) (the “Tax Act”) at all relevant times, the Participating Preferred Trust Units will be qualified investments for Exempt Plans, which include RRSPs, RRIFs, DPSPs, RESPs, RDSPs and TFSA; and 2. The Trust intends to pay preferred cash distributions to Participating Preferred Trust Unitholders. Distributions to a Participating Preferred Trust Unitholder out of the Trust’s income will generally be taxable as income in the Participating Preferred Trust Unitholder’s hands. To the extent that distributions payable by the Trust in a year exceed the Trust’s income for that year, the excess will be paid as a return of capital. Any such payment made as a return of capital to a Participating Preferred Trust Unitholder will generally not be subject to tax but will reduce the adjusted cost base of the Participating Preferred Trust Unitholder’s Participating Preferred Trust Units and may result in a capital gain to the extent (if any) that the adjusted cost base thereby becomes negative. Management expects that distributions payable by the Trust in a year will be paid partially out of income and partially as returns of capital.
General Partner’s Fee	<p>Equal to 1/12th of 2.0% of the Partnership’s then-current Asset Value of the Partnership for each month of service, plus GST if applicable, calculated and paid monthly in arrears.</p> <p>“Asset Value” means the aggregate value of the assets of the Partnership as reported in the most recently prepared audited annual financial statements of the Trust or the Partnership, provided, however, that if any portion of the Partnership’s assets have been appraised after the date of the most recent financial statements by an independent qualified appraiser, the Administrator will be entitled to rely on the assessed value of the Partnership’s assets according to such appraisal in its determination of Asset Value, provided that such Asset Value is approved by all of the independent directors of the Administrator.</p>
Performance Bonus	<p>Once Participating Preferred Trust Unitholders have received a 7.07% return based on a \$105 Participating Preferred Trust Unit issue price on their investment in Participating Preferred Trust Units in any calendar year commencing December 31, the Partnership will pay to the Administrator a share of any further distributions in respect of the remainder of that calendar year equal to the amounts being distributed multiplied by the Performance Bonus Formula calculated at the time of distribution, and/or once Participating Preferred Trust Unitholders have received a cumulative 7.07% annualized (but not compounded) return, based on a \$105 Participating Preferred Trust Unit issue price, over the life of their investment in Participating Preferred Trust Units, the Partnership will pay to the Administrator a share of all assets of the Partnership distributable in connection with the dissolution or winding up of the Partnership or the sale of all or substantially all of its assets or similar transaction (collectively for these purposes, the “Assets”) equal to the total value of the Assets multiplied by the Performance Bonus Formula calculated at such time.</p>

	<p>“Performance Bonus Formula” means at any particular time the percentage amount derived from the following formula: $1 - (a \times (0.70/b))$, where a = the number of Participating Preferred Trust Units then outstanding, and b equals the total number of Participating Preferred Trust Units that have been issued by the Trust.</p>
Operating Expenses	<p>The Trust and the Partnership will pay all expenses related to their operation.</p>
Agents’ Fees	<p>The Trust may pay commissions to agents that assist in the sale of Class A Participating Preferred Trust Units of up to 8% of the gross offering proceeds facilitated by such agents.</p> <p>In addition, once Class A Participating Preferred Trust Unitholders have received a 7.07% annualized return on their investment (based on a \$105 issue price), the Trust may pay annual client service reimbursements to registrants that have dealing representatives whose clients have purchased and continue to hold at least \$300,000 in Class A Participating Preferred Trust Units equal to 0.5% per year of the lesser of the acquisition cost of the Class A Participating Preferred Trust Units held by such clients and the Asset Value attributable to such Class A Participating Preferred Trust Units. These reimbursements will not be paid if, in the opinion of the Trustees, such payment would cause financial hardship to the Trust and, if paid, may be discontinued at any time.</p> <p>No commissions or other compensation will be paid to agents in connection with sales of Class F Participating Preferred Trust Units.</p>

SCHEDULE A
DECLARATION OF TRUST

Please see attached.