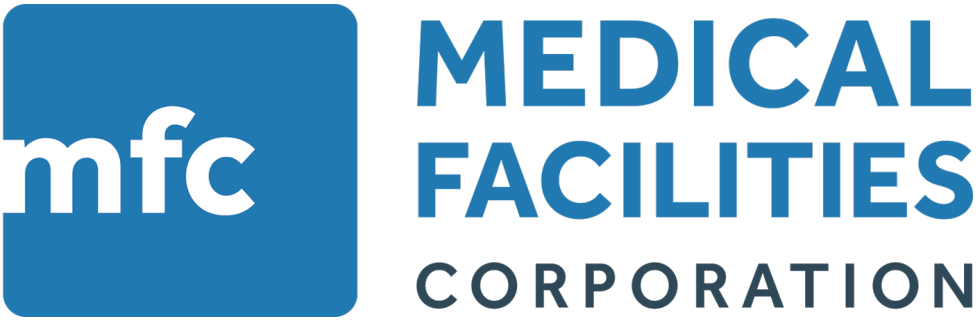

THIRD QUARTER OF FISCAL 2026

Interim Condensed Consolidated Financial Statements of

MEDICAL FACILITIES CORPORATION

For the three and nine months ended September 30, 2026
(Unaudited)
(In U.S. dollars)

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MEDICAL FACILITIES CORPORATION

Interim Condensed Consolidated Balance Sheets
(In thousands of U.S. dollars)

	Note	September 30, 2026 $ (Unaudited)	December 31, 2025 $
ASSETS			
Current assets			
Cash and cash equivalents		70,800	43,449
Accounts receivable		29,041	35,081
Supply inventory		7,450	5,834
Prepaid expenses and other receivables		3,110	3,903
Income tax receivable		389	240
Assets held for sale		-	34,051
Total current assets		**110,790**	**122,558**
Non-current assets			
Deferred income tax asset		252	172
Property and equipment		47,647	48,255
Right-of-use assets		18,850	21,800
Goodwill		75,853	75,853
Other intangibles		3,593	3,997
Total non-current assets		**146,195**	**150,077**
TOTAL ASSETS		**256,985**	**272,635**
LIABILITIES AND EQUITY			
Current liabilities			
Dividends payable		1,023	1,172
Accounts payable		14,560	15,369
Accrued liabilities		15,879	15,365
Income tax payable		2,521	304
Obligation for purchase of common shares	8	-	16,029
Current portion of long-term debt		3,362	3,346
Current portion of lease liabilities		6,029	5,858
Liabilities directly associated with assets held for sale		-	11,155
Total current liabilities		**43,374**	**68,598**
Non-current liabilities			
Long-term debt		25,146	26,950
Lease liabilities		19,113	22,689
Deferred income tax liability		19,169	14,299
Exchangeable interest liability		28,733	39,542
Total non-current liabilities		**92,161**	**103,480**
Total liabilities		**135,535**	**172,078**
Equity			
Share capital		248,480	253,930
Contributed surplus		233	470
Accumulated deficit		(148,031)	(178,944)
Equity attributable to owners of the Corporation		**100,682**	**75,456**
Non-controlling interest		20,768	25,101
Total equity		**121,450**	**100,557**
TOTAL LIABILITIES AND EQUITY		**256,985**	**272,635**

The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements.

MEDICAL FACILITIES CORPORATION

Interim Condensed Consolidated Statements of Changes in Equity
(In thousands of U.S. dollars)
(Unaudited)

		Attributable to Owners of the Corporation				Non-controlling Interest	Total Equity
	Note	Share Capital $	Contributed Surplus $	Accumulated Deficit $	Total $	$	$
2026							
Balance at January 1, 2026		253,930	470	(178,944)	75,456	25,101	100,557
Net income and comprehensive income for the period		-	-	34,099	34,099	13,991	48,090
Stock options gain on expiration	15.1	-	(237)	-	(237)	-	(237)
Dividends to owners of the Corporation		-	-	(3,186)	(3,186)	-	(3,186)
Distributions to non-controlling interest		-	-	-	-	(14,436)	(14,436)
Investment in Oklahoma Spine Hospital, LLC by non-controlling interest		-	-	-	-	141	141
Sale of Oklahoma Spine Hospital, LLC	4.1	-	-	-	-	(4,029)	(4,029)
Purchase of common shares under a normal course issuer bid	6	(21,479)	-	-	(21,479)	-	(21,479)
Change in obligation for purchase of common shares	8	16,029	-	-	16,029	-	16,029
Balance at September 30, 2026		**248,480**	**233**	**(148,031)**	**100,682**	**20,768**	**121,450**
2025							
Balance at January 1, 2025		316,927	470	(195,378)	122,019	25,433	147,452
Net income and comprehensive income for the period		-	-	16,486	16,486	15,062	31,548
Dividends to owners of the Corporation		-	-	(3,651)	(3,651)	-	(3,651)
Distributions to non-controlling interest		-	-	-	-	(16,535)	(16,535)
Purchase of common shares under a normal course issuer bid	6	(14,764)	-	-	(14,764)	-	(14,764)
Purchase of common shares under a substantial issuer bid	7	(43,749)	-	-	(43,749)	-	(43,749)
Change in obligation for purchase of common shares	8	9,786	-	-	9,786	-	9,786
Balance at September 30, 2025		**268,200**	**470**	**(182,543)**	**86,127**	**23,960**	**110,087**

The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements.

MEDICAL FACILITIES CORPORATION

Interim Condensed Consolidated Statements of Income and Comprehensive Income
(In thousands of U.S. dollars, except per share amounts)
(Unaudited)

	Note	Three Months Ended September 30, 2026 $	Three Months Ended September 30, 2025[1] $	Nine Months Ended September 30, 2026 $	Nine Months Ended September 30, 2025[1] $
Revenue and other income					
Facility service revenue		65,871	60,007	196,062	179,061
		65,871	**60,007**	**196,062**	**179,061**
Operating expenses					
Salaries and benefits		18,707	17,370	54,516	50,614
Drugs and supplies		19,786	17,628	60,415	53,584
General and administrative expenses		12,434	12,275	38,758	36,959
Depreciation of property and equipment		1,386	1,355	4,133	4,091
Depreciation of right-of-use assets		1,437	1,428	4,290	4,295
Amortization of other intangibles		136	136	404	404
		53,886	**50,192**	**162,516**	**149,947**
Income from operations		**11,985**	**9,815**	**33,546**	**29,114**
Finance costs (income)					
Change in value of exchangeable interest liability		(5,706)	(5,625)	(10,809)	(4,336)
Interest expense on exchangeable interest liability		1,293	1,265	4,003	3,810
Interest expense, net of interest income	12	182	449	609	770
Loss (gain) on foreign currency		(24)	18	(44)	177
		(4,255)	**(3,893)**	**(6,241)**	**421**
Income before income taxes		**16,240**	**13,708**	**39,787**	**28,693**
Income tax expense	11	3,128	2,722	7,883	3,792
Net income for the period from continuing operations		**13,112**	**10,986**	**31,904**	**24,901**
Discontinued operations					
Net income for the period from discontinued operations, net of tax	4.3	-	1,943	16,186	6,647
Net income and comprehensive income for the period		**13,112**	**12,929**	**48,090**	**31,548**
Attributable to:					
Owners of the Corporation		8,396	8,127	34,099	16,486
Non-controlling interest		4,716	4,802	13,991	15,062
		13,112	**12,929**	**48,090**	**31,548**
Earnings per share attributable to owners of the Corporation					
From continuing and discontinued operations					
Basic	5	$ 0.52	$ 0.44	$ 2.01	$ 0.83
Fully diluted	5	$ 0.28	$ 0.23	$ 1.49	$ 0.72
From continuing operations					
Basic	5	$ 0.52	$ 0.38	$ 1.06	$ 0.64
Fully diluted	5	$ 0.28	$ 0.18	$ 0.68	$ 0.56

The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements.

[1] *The comparative results for the three and nine months ended September 30, 2025 include the results of continuing operations and discontinued operations. In accordance with IFRS 5, Non-current Assets Held for Sale and Discontinued Operations, the results of discontinued operations for the prior period are presented separately in the current period's interim condensed consolidated statements of income and comprehensive income to provide a clear comparison.*

MEDICAL FACILITIES CORPORATION

Interim Condensed Consolidated Statements of Cash Flows
(In thousands of U.S. dollars)
(Unaudited)

		Nine Months Ended September 30,	
		2026	2025
	Note	$	$
Cash flows from operating activities			
Net income for the period		48,090	31,548
Adjustments for:			
Depreciation of property and equipment		4,133	4,483
Depreciation of right-of-use assets		4,290	7,291
Amortization of other intangibles		404	404
Change in value of exchangeable interest liability		(10,809)	(4,336)
Interest expense on exchangeable interest liability		4,003	3,810
Interest expense, net of interest income		633	1,032
Loss (gain) on foreign currency		(44)	177
Income tax expense		7,869	4,913
Gain on sale of Oklahoma Spine Hospital, LLC net of tax	4.1	(16,195)	-
Stock options gain on expiration	15.1	(237)	-
Other non-cash loss (gain)		30	(62)
		42,167	**49,260**
Net changes in non-cash operating working capital	9	5,499	3,278
		47,666	**52,538**
Interest paid, net of received		(3,506)	(3,311)
Income and withholding taxes paid		(8,867)	(18,095)
Net cash provided by operating activities		**35,293**	**31,132**
Cash flows from investing activities			
Purchase of property and equipment		(3,525)	(3,083)
Investment in Oklahoma Spine Hospital, LLC by non-controlling interest		141	-
Proceeds from sale of Oklahoma Spine Hospital, LLC, net of transaction costs	4.1	43,161	-
Net cash provided by (used in) investing activities		**39,777**	**(3,083)**
Cash flows from financing activities			
Net repayments of revolving credit facilities and issuance of notes payable		(530)	1,028
Repayments of notes payable by the Facilities		(2,608)	(2,695)
Payment of lease liabilities		(5,958)	(8,933)
Distributions to non-controlling interest		(14,436)	(16,535)
Dividends paid		(3,335)	(3,906)
Purchase of common shares under normal course issuer bids	6	(21,479)	(14,764)
Purchase of common shares under a substantial issuer bid	7	-	(43,749)
Net cash used in financing activities		**(48,346)**	**(89,554)**
Increase (decrease) in cash and cash equivalents		**26,724**	**(61,505)**
Effect of exchange rate fluctuations on cash balances held		44	(177)
Add back: Net decrease in Oklahoma Spine Hospital, LLC's cash, classified as assets held for sale		583	-
Cash and cash equivalents, beginning of the period		43,449	108,496
Cash and cash equivalents, end of the period		**70,800**	**46,814**

The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements.

1. REPORTING ENTITY

Medical Facilities Corporation (the “Corporation”) is a British Columbia corporation. The address of the Corporation’s head office is 4576 Yonge Street, Suite 701, Toronto, Ontario, Canada. The common shares of the Corporation are listed on the Toronto Stock Exchange under the ticker symbol “DR”.

The Corporation’s operations are based in the United States. Through its wholly-owned subsidiaries, the Corporation owns a 51% controlling interest in two specialty surgical hospitals (the “Facilities”).

On January 30, 2026, the Corporation completed the sale of its 64.0% ownership interest in Oklahoma Spine Hospital, LLC ("OSH"), a Facility located in Oklahoma City, Oklahoma, to SSM Health Care of Oklahoma, Inc. and an entity owned by OSH's physician partners, for net cash proceeds of $45,677, subject to customary adjustments. In connection with this transaction, the Corporation recorded a post-tax gain of $16,195 in the results of discontinued operations.

The Corporation’s ownership interest in, and the location of, its operating subsidiaries are as follows:

		Ownership Interest September 30,	
Subsidiary	**Location**	**2026**	**2025**
Arkansas Surgical Hospital, LLC (“ASH”)	North Little Rock, Arkansas	51.0%	51.0%
Sioux Falls Specialty Hospital, LLP (“SFSH”)	Sioux Falls, South Dakota	51.0%	51.0%
Oklahoma Spine Hospital, LLC (“OSH”) [(1)]	Oklahoma City, Oklahoma	-	64.0%
The Surgery Center of Newport Coast, LLC (“SCNC”) [(2)]	Newport Beach, California	-	51.0%

(1) The Corporation sold its ownership interest in OSH during the nine months ended September 30, 2026.
(2) The Corporation completed the sale of SCNC during the year ended December 31, 2025.

2. STATEMENT OF COMPLIANCE

These unaudited interim condensed consolidated financial statements (“consolidated financial statements”) have been prepared in accordance with International Accounting Standard IAS 34, *Interim Financial Reporting* as issued by the International Accounting Standards Board (“IASB”) using the accounting policies as described in the audited consolidated financial statements for the year ended December 31, 2025 (“annual financial statements”).

These consolidated financial statements were approved for issue by the Corporation’s Board of Directors on November 11, 2026.

3. BASIS OF PREPARATION

These consolidated financial statements do not contain all of the disclosures that are required in annual financial statements prepared under International Financial Reporting Standards (“IFRS Accounting Standards”) and should be read in conjunction with the Corporation’s annual financial statements, which include information necessary or useful to understand the Corporation’s business and financial statement presentation.

3. BASIS OF PREPARATION (Continued)

Income from operations for the interim period is not necessarily indicative of the results for the full year. Facility service revenue and certain directly related expenses are subject to seasonal fluctuations due to the timing of case scheduling, which can be impacted by the vacation schedules of surgeons, as well as the extent to which patients have remaining deductibles on their insurance coverage, based on the time of year. Occupancy related expenses, certain operating expenses, depreciation and amortization, and interest expense remain relatively steady throughout the year.

The Corporation's consolidated financial statements are reported in U.S. dollars which is its functional and presentation currency. All financial information presented in U.S. dollars has been rounded to the nearest thousand, unless otherwise indicated.

4. DISCONTINUED OPERATIONS

4.1 Sale of OSH

On January 30, 2026, the Corporation completed the sale of its 64.0% ownership interest in OSH, a Facility located in Oklahoma City, Oklahoma, to SSM Health Care of Oklahoma, Inc. and an entity owned by OSH's physician partners, for gross cash proceeds of $46,048, less transaction costs of $151, and escrow reserves receivable of $220 before working capital adjustments of $61. The Corporation incurred further transaction costs of $2,516 in connection with this transaction.

The sale of OSH has strengthened the Corporation's consolidated balance sheet, enabling the return of capital to the Corporation's common shareholders.

The net assets sold were as follows:

	$
Accounts receivable	12,243
Supply inventory	102
Prepaid expenses and other receivables	1,566
Property and equipment	573
Right-of-use assets	1,180
Goodwill	14,747
Other intangibles	2,689
Total assets	**33,100**
Bank overdraft	61
Accounts payable	3,181
Accrued liabilities	2,768
Lease liabilities	1,164
Deferred income tax liability	2,628
Total liabilities	**9,802**
Net assets sold	**23,298**

4. DISCONTINUED OPERATIONS (Continued)

The gain on sale was calculated as follows:

	$
Net cash proceeds received	45,677
Escrow reserves	220
Working capital adjustments [(1)]	(61)
Non-controlling interest of OSH	4,029
Less: Transaction costs [(1)]	(2,516)
Less: Net assets sold	(23,298)
Gain on sale of OSH, before tax	24,051
Tax on gain [(1)]	7,856
Gain on sale of OSH, net of tax [(1)]	**16,195**

[(1)] *Restated for the three months ended March 31, 2026 to reflect the final calculation of the gain on sale of OSH.*

4.2 Sale of SCNC

On December 31, 2025, the Corporation sold its 51.0% ownership share in SCNC, an ambulatory surgery center located in Newport Beach, California, to Newport Center GK, LLC for cash proceeds of $1,500, incurring transaction costs of $83. The sale of SCNC aligned with the Corporation's previously stated strategy of divestiture of non-core assets.

4. DISCONTINUED OPERATIONS (Continued)

4.3 Results of discontinued operations

		Three Months Ended September 30,		Nine Months Ended September 30,	
		2026	2025[1]	2026[2]	2025[1]
	Note	$	$	$	$
Revenue and other income					
Facility service revenue		-	22,554	5,688	65,771
		-	**22,554**	**5,688**	**65,771**
Operating expenses					
Salaries and benefits		-	6,196	1,742	18,419
Drugs and supplies		-	10,749	2,346	29,268
General and administrative expenses		-	2,283	1,599	6,666
Depreciation of property and equipment		-	48	-	392
Depreciation of right-of-use assets		-	928	-	2,996
		-	**20,204**	**5,687**	**57,741**
Income from operations		**-**	**2,350**	**1**	**8,030**
Finance costs					
Interest expense, net of interest income		-	72	24	262
		-	**72**	**24**	**262**
Income (loss) before income taxes		**-**	**2,278**	**(23)**	**7,768**
Income tax expense (recovery)		-	335	(14)	1,121
Gain on sale of OSH, net of tax	4.1	-	-	(16,195)	-
Net income for the period from discontinued operations, net of tax		**-**	**1,943**	**16,186**	**6,647**

[1] *The comparative results for the three and nine months ended September 30, 2025 have been restated to include the results of all Facilities classified as discontinued operations.*

[2] *The results of discontinued operations for the three months ended March 31, 2026 have been restated to reflect the final calculation of the gain on sale of OSH.*

4.4 Cash flows from discontinued operations

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025[1]	2026[2]	2025[1]
	$	$	$	$
Net cash provided by operating activities	-	2,073	684	4,150
Net cash (used in) provided by investing activities	-	(279)	42,780	(302)
Net cash used in financing activities	-	(2,039)	(1,408)	(6,647)
Net cash flow for the period	**-**	**(245)**	**42,056**	**(2,799)**

[1] *The comparative cash flows for the three and nine months ended September 30, 2025 have been restated to include the cash flows of all Facilities classified as discontinued operations.*

[2] *The results of discontinued operations for the three months ended March 31, 2026 have been restated to reflect the final calculation of the gain on sale of OSH.*

5. EARNINGS PER SHARE

Basic earnings per share attributable to owners of the Corporation are calculated as follows:

		Three Months Ended September 30,					
		2026			2025		
		Continuing Operations	Discontinued Operations	Total	Continuing Operations	Discontinued Operations	Total
Net income for the period attributable to owners of the Corporation	$	8,396	-	8,396	7,010	1,117	8,127
Divided by weighted average number of common shares outstanding for the period		16,175,717	16,175,717	16,175,717	18,595,164	18,595,164	18,595,164
Basic earnings per share	**$**	**0.52**	**-**	**0.52**	**0.38**	**0.06**	**0.44**

		Nine Months Ended September 30,					
		2026			2025		
		Continuing Operations	Discontinued Operations	Total	Continuing Operations	Discontinued Operations	Total
Net income for the period attributable to owners of the Corporation	$	17,905	16,194	34,099	12,686	3,800	16,486
Divided by weighted average number of common shares outstanding for the period		16,971,117	16,971,117	16,971,117	19,954,362	19,954,362	19,954,362
Basic earnings per share	**$**	**1.06**	**0.95**	**2.01**	**0.64**	**0.19**	**0.83**

5. EARNINGS PER SHARE (Continued)

Fully diluted earnings per share attributable to owners of the Corporation are calculated as follows:

	Three Months Ended September 30,					
	2026			2025		
	Continuing Operations	Discontinued Operations	Total	Continuing Operations	Discontinued Operations	Total
Net income for the period attributable to owners of the Corporation	$ 8,396	-	8,396	7,010	1,117	8,127
Change in value of exchangeable interest liability (tax effected)	(4,337)	-	(4,337)	(4,275)	-	(4,275)
Interest expense on exchangeable interest liability	1,293	-	1,293	1,265	-	1,265
Modified net income for the period attributable to owners of the Corporation	$ 5,352	-	5,352	4,000	1,117	5,117
Weighted average number of common shares:						
Outstanding for the period	16,175,717	16,175,717	16,175,717	18,595,164	18,595,164	18,595,164
Deemed to be issued on the exchange of the outstanding exchangeable interest liability	2,719,900	2,719,900	2,719,900	3,469,554	3,469,554	3,469,554
Dilutive weighted average number of common shares	18,895,617	18,895,617	18,895,617	22,064,718	22,064,718	22,064,718
Fully diluted earnings per share	**$ 0.28**	**-**	**0.28**	**0.18**	**0.05**	**0.23**

5. EARNINGS PER SHARE (Continued)

	Nine Months Ended September 30,					
	2026			2025		
	Continuing Operations	Discontinued Operations	Total	Continuing Operations	Discontinued Operations	Total
Net income for the period attributable to owners of the Corporation	$ 17,905	16,194	34,099	12,686	3,800	16,486
Change in value of exchangeable interest liability (tax effected)	(8,215)	-	(8,215)	(3,295)	-	(3,295)
Interest expense on exchangeable interest liability	4,003	-	4,003	3,810	-	3,810
Modified net income for the period attributable to owners of the Corporation	$ 13,693	16,194	29,887	13,201	3,800	17,001
Weighted average number of common shares:						
Outstanding for the period	16,971,117	16,971,117	16,971,117	19,954,362	19,954,362	19,954,362
Deemed to be issued on the exchange of the outstanding exchangeable interest liability	3,064,169	3,064,169	3,064,169	3,532,185	3,532,185	3,532,185
Dilutive weighted average number of common shares	20,035,286	20,035,286	20,035,286	23,486,547	23,486,547	23,486,547
Fully diluted earnings per share	**$ 0.68**	**0.81**	**1.49**	**0.56**	**0.16**	**0.72**

6. NORMAL COURSE ISSUER BIDS

The Corporation has a normal course issuer bid for up to 1,805,324 of its common shares in effect from December 1, 2025 to November 30, 2026. During the nine months ended September 30, 2026, the Corporation purchased 1,695,324 of its common shares for a total consideration of $21,479 from the open market under this normal course issuer bid, fully utilizing the purchase limit of 1,805,324 of its common shares by July 13, 2026. During the nine months ended September 30, 2025, the Corporation purchased 1,305,900 of its common shares for a total consideration of $14,764 from the open market under a previous normal course issuer bid.

The purchases under the normal course issuer bids are recorded in share capital and include applicable buyback taxes. All common shares acquired under the normal course issuer bids were cancelled.

7. SUBSTANTIAL ISSUER BID

On March 11, 2025, the Corporation completed a substantial issuer bid, by way of a modified Dutch auction, to purchase, for cancellation, the common shares of the Corporation (the "Offer"). The Corporation purchased and cancelled 3,374,313 of its common shares at a price of C$18.00 per common share under the Offer, representing an aggregate purchase price of $43,145, including applicable buyback taxes, or approximately 14.7% of the Corporation's issued and outstanding common shares before giving effect to the Offer. The Corporation incurred transaction costs related to the Offer of $604 which were recorded against share capital during the nine months ended September 30, 2025. Purchases under the normal course issuer bid ceased during the substantial issuer bid.

8. OBLIGATION FOR PURCHASE OF COMMON SHARES

The Corporation entered into an automatic share purchase plan with a broker that allows the purchase of common shares for cancellation under the normal course issuer bid, including block purchases, in accordance with certain prearranged trading parameters, at any time during predetermined trading blackout periods. By July 13, 2026, the Corporation had fully utilized the purchase limit of 1,805,324 of its common shares under the current normal course issuer bid. Hence no obligation for purchase of common shares was recognized under the automatic share purchase plan as of September 30, 2026 (December 31, 2025: $16,029, including applicable buyback taxes).

9. NET CHANGES IN NON-CASH WORKING CAPITAL

The net changes in non-cash working capital included in the interim condensed consolidated statements of cash flows consist of the following:

	Nine Months Ended September 30,	
	2026	**2025**
	$	**$**
Accounts receivable	7,041	5,018
Supply inventory	(1,611)	(522)
Prepaid expenses and other receivables	374	2,341
Accounts payable	6	(1,909)
Accrued liabilities	(311)	(1,650)
Net changes in non-cash working capital	**5,499**	**3,278**

10. FINANCIAL INSTRUMENTS

10.1 Fair values and classification of financial instruments

The fair value of exchangeable interest liability is determined based on the closing trading price of common shares at each reporting date. The fair values of long-term debt approximate their carrying values as the interest rates are similar to prevailing market rates. The fair values of all other financial instruments of the Corporation approximate their carrying values due to the short-term nature of these instruments.

The following table presents the carrying values and classification of the Corporation's financial instruments as of September 30, 2026 and December 31, 2025:

	September 30, 2026 $	December 31, 2025 $
Financial assets		
Amortized cost		
Cash and cash equivalents	70,800	43,449
Accounts receivable	29,041	35,081
Financial liabilities		
Fair value through profit or loss		
Exchangeable interest liability	28,733	39,542
Amortized cost		
Dividends payable	1,023	1,172
Accounts payable	14,560	15,369
Accrued liabilities	15,879	15,365
Obligation for purchase of common shares	-	16,029
Long-term debt	28,508	30,296

The following tables represent the fair value hierarchy of the Corporation's financial instruments that were recognized at amortized cost or fair value through profit or loss as of September 30, 2026 and December 31, 2025. They do not include fair value information for financial instruments which are short-term in nature.

	September 30, 2026			
	Level 1 $	Level 2 $	Level 3 $	Total $
Financial liabilities				
Exchangeable interest liability	-	28,733	-	28,733
Long-term debt	-	28,508	-	28,508
Total	**-**	**57,241**	**-**	**57,241**

	December 31, 2025			
	Level 1 $	Level 2 $	Level 3 $	Total $
Financial liabilities				
Exchangeable interest liability	-	39,542	-	39,542
Long-term debt	-	30,296	-	30,296
Total	**-**	**69,838**	**-**	**69,838**

10. FINANCIAL INSTRUMENTS (Continued)

10.2 Measurement of fair values

The following are the valuation techniques used in measuring Level 2 fair values:

Financial Instrument	Valuation Technique
Exchangeable interest liability	*Market comparison technique:* The number of the Corporation's common shares to issue is based on the contractual agreements with the holders of non-controlling interest that have exchange agreements with the Corporation and take into account the distributions to the non-controlling interest over the prior twelve months. The liability is valued based on the market price of the Corporation's common shares converted to the reporting currency as of the reporting date.
Long-term debt	*Market comparison technique:* Interest rates are based on the lending agreements with various banks and creditors of long-term debt, and they are Prime or Secured Overnight Financing Rate ("SOFR") rates adjusted for the Facilities' risk rating, secured assets and other terms of agreements. The liability is valued based on debt principals and interest payments discounted to present value.

11. INCOME TAXES

The U.S. tax return for the Corporation is prepared on a consolidated basis for U.S. entities and includes balances and amounts attributable to these entities.

The Canadian income tax return for the Corporation is prepared on a stand-alone basis and includes non-consolidated balances attributable to the Canadian entity only.

Income taxes from continuing operations reported in these consolidated financial statements are as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
Provision for income taxes	**2026 $**	**2025 $**	**2026 $**	**2025 $**
Current	1,737	1,272	3,093	2,579
Deferred	1,391	1,450	4,790	1,213
Income tax expense from continuing operations	**3,128**	**2,722**	**7,883**	**3,792**

12. INTEREST EXPENSE, NET OF INTEREST INCOME

Interest expense, net of interest income, from continuing operations included in the interim condensed consolidated statements of income and comprehensive income consists of the following:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026 $	**2025 $**	**2026 $**	**2025 $**
Interest expense at the Facility level	379	415	1,146	1,203
Interest expense at the corporate level	-	-	-	3
Interest expense on lease liabilities	354	427	1,114	1,338
Corporate credit facility stand-by fees	40	42	85	152
Interest income at the Facility level	(32)	(81)	(96)	(201)
Interest income at the corporate level	(559)	(354)	(1,640)	(1,725)
Interest expense, net of interest income, from continuing operations	**182**	**449**	**609**	**770**

13. RELATED PARTY TRANSACTIONS

13.1 Other transactions

Certain Facilities routinely enter into transactions with related parties for the provision of services relating to the use of facility space and equipment. These parties are considered related as the Facilities have significant influence over these parties. Such transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Certain of the physicians, who indirectly own the non-controlling interest in each of the Facilities, routinely provide professional services directly to patients utilizing the services of the Facilities and reimburse the Facilities for the space and staff utilized. Also, certain of the physicians serve on the boards of management of the Facilities, and two such individuals perform the duties of Medical Director at their respective Facilities and are compensated in recognition of their contribution to the Facilities. Also, Dr. R. Blake Curd, a physician with a non-controlling interest in SFSH, is its Chief Executive Officer and served as the Chief Medical Officer of the Corporation until his contract to serve in this position terminated on June 23, 2026.

SFSH has a 33% ownership share in an accountable care organization ("ACO") through a wholly-owned subsidiary that also provides management services to the ACO. The ACO was approved for participation in the Medicare Shared Savings Program, which is an incentive program established under the provisions of the Patient Protection and Affordable Care Act. As one of the initiatives of the ACO, SFSH has an agreement with Great Plains Surgical, LLC ("Great Plains"), an entity controlled by certain indirect non-controlling owners of SFSH, for the provision of management services in relation to the orthopedic service line at SFSH to improve the quality of services provided and realize savings on implants and other supplies used in that service line. In addition to the payment of fees for providing management of the orthopedic service line and medical directorships, Great Plains is entitled to receive performance payments for realized cost savings and the attainment of quality levels.

The following is a summary of transactions at each Facility with their respective related parties during the three and nine months ended September 30, 2026 and 2025:

		Three Months Ended September 30,		Nine Months Ended September 30,	
		2026	2025	2026	2025
Subsidiary	**Nature of services or goods received**	**$**	**$**	**$**	**$**
ASH	Lease of hospital building and office space.	1,158	1,091	3,329	3,267
SFSH	Provision of management services in relation to orthopedic service line and ACO, anesthesia services, billing and coding services, physical and occupational therapy services, lithotripter services, facility and related equipment, and lease of urgent care building.	3,158	3,156	9,766	9,639
Total		**4,316**	**4,247**	**13,095**	**12,906**

14. COMMITMENTS AND CONTINGENCIES

14.1 Commitments

In the normal course of operations, the Facilities lease certain equipment under non-cancellable long-term leases and enter into various commitments with third parties. In addition, certain Facilities lease their facility space from related and non-related parties.

14.2 Contingencies

In the normal course of business, the Facilities are, from time to time, subject to allegations that may result in litigation. Certain allegations may not be covered by the Facilities' commercial and liability insurance. The Facilities evaluate such allegations by conducting investigations to determine the validity of each potential claim. Based on the advice of legal counsel, management records an estimate of the amount of the ultimate expected loss for each of these matters. Events could occur that would cause the estimate of the ultimate loss to differ materially from the amounts recorded.

15. SHARE-BASED COMPENSATION

15.1 Stock options

The following table summarizes the number of outstanding stock options as of September 30, 2026:

Optionee	Number of Options Held	Number of Options Vested	Exercise Price	Grant Date
Former Chief Financial Officer	221,344	221,344	C$17.98	November 21, 2016
Total number of outstanding options	**221,344**	**221,344**		

Outstanding options (the "Options") vest after five years of employment. The Options must be exercised by the tenth anniversary of the respective grant dates, subject to blackout exceptions. As of September 30, 2026, all of the Options are vested and exercisable.

The movement in the number of outstanding stock options for the nine months ended September 30, 2026 and 2025 was as follows:

Number of outstanding options	2026	2025
Balance at January 1	444,906	444,906
Options expired during the period	(223,562)	-
Balance at September 30	**221,344**	**444,906**

On May 1, 2026, the 223,562 Options held by the former Chief Executive Officer expired. During the nine months ended September 30, 2026, the Corporation recognized a gain of $237 relating to the Options (September 30, 2025: $nil) in salaries and benefits expense based on recoveries from expired Options.

The grant date fair values of the Options were measured based on the Black-Scholes model. Expected volatility is estimated by considering historic average share price volatility.

15. SHARE-BASED COMPENSATION (Continued)

15.2 Deferred share units

Compensation for directors includes a deferred share unit ("DSU") component, for which grants based on the value of the Corporation's common shares were issued quarterly until the end of the second quarter of 2024, when they were replaced by a restricted share unit ("RSU") component, after which no additional DSUs were issued. The outstanding DSUs vested immediately upon issue, continue to accrue dividends, and can only be redeemed when a participant ceases to serve as a director of the Corporation. The participants' entitlement in respect of the DSUs then held will be settled in cash based on a formula tied to the value of the Corporation's common shares at the time of redemption.

For the nine months ended September 30, 2026, the change in market value of outstanding DSUs was income of $39 (September 30, 2025: expense of $84). As of September 30, 2026, accrued liabilities in the interim condensed consolidated balance sheet included a liability for DSUs of $733 (December 31, 2025: $772).

The following table summarizes changes in the number of DSUs for the nine months ended September 30:

	2026	2025
Opening balance of DSUs at January 1	68,600	386,960
DSUs granted on dividend reinvestment	1,098	2,991
DSUs paid out	-	(321,787)
Total number of DSUs at September 30	**69,698**	**68,164**

15.3 Performance share unit plan

Until 2024, annual grants of share units ("SUs") in the form of deferred share units ("Executive DSUs") were awarded under the Corporation's Amended Performance Share Unit Plan ("Amended PSU Plan") but were then replaced by RSUs, after which no additional SU grants were issued. Awards under the Amended PSU Plan vest three years following their grant date and are subject to achievement of performance objectives set at the time of the grant. The Executive DSUs participate in the Corporation's quarterly dividend and are settled in cash upon the Amended PSU Plan participants' departure from the Corporation.

15.3.1 Share units

SU grants were issued annually, each March 31st, from 2020 to 2024, with a final grant on March 28, 2024 for 81,106 Executive DSUs. The value of the expense and liability associated with the outstanding SUs is determined based on the Corporation's share price at the end of each reporting period.

For the nine months ended September 30, 2026, operating expenses included an SU expense of $271 (September 30, 2025: $348). As of September 30, 2026, accrued liabilities in the interim condensed consolidated balance sheet included a liability for SUs of $3,134 (December 31, 2025: $2,878).

15. SHARE-BASED COMPENSATION (Continued)

The following table summarizes changes in the number of SUs for the nine months ended September 30:

	2026	2025
Opening balance of SUs at January 1	297,388	290,472
SUs granted on dividend reinvestment	4,725	5,022
SUs forfeited	(2,161)	-
Total number of SUs at September 30	**299,952**	**295,494**

15.4 Restricted share units

The RSUs, granted at the discretion of the Corporation's Board of Directors, are settled in cash. RSU grants were issued to directors on December 1, 2024 for 28,199 RSUs. On June 26, 2025, 30,473 RSUs which vest over one year were granted to non-executive directors, and 75,995 RSUs which vest over three years were granted to executives and other employees of the Corporation. On May 15, 2026, 29,306 RSUs which vest over one year were granted to non-executive directors, and 66,991 RSUs which vest over three years were granted to executives and other employees of the Corporation. These RSUs were awarded under the Corporation's Amended and Restated RSU Plan. The value of the expense and liability associated with the RSUs is determined based on the Corporation's share price at the end of each reporting period.

During the nine months ended September 30, 2026, 30,473 RSUs granted to non-executive directors vested and were settled in cash for $381. For the nine months ended September 30, 2026, operating expenses included an RSU expense of $562 (September 30, 2025: $367). As of September 30, 2026, accrued liabilities in the interim condensed consolidated balance sheet included a liability for RSUs of $591 (December 31, 2025: $414).

The following table summarizes changes in the number of RSUs for the nine months ended September 30:

	2026	2025
Opening balance of RSUs at January 1	106,468	28,199
RSUs granted	96,297	106,468
RSUs granted on dividend reinvestment	-	233
RSUs vested and settled	(30,473)	(12,324)
RSUs paid out	-	(16,108)
RSUs forfeited	(2,880)	-
Total number of RSUs at September 30	**169,412**	**106,468**

16. MATERIAL ACCOUNTING POLICIES

The accounting policies set out in Note 21 to the annual financial statements have been applied consistently to all periods presented in these consolidated financial statements and have been applied consistently by the Facilities.

16.1 New and revised IFRS Accounting Standards not yet adopted

The new and revised IFRS Accounting Standards not yet adopted, as detailed in Note 21.24 to the annual financial statements, also apply to these consolidated financial statements. The Corporation continues to assess the impact of the adoption of these new and revised IFRS Accounting Standards on the consolidated financial statements in future periods. There are no other new and revised IFRS Accounting Standards that have been issued but not yet adopted that would be expected to have a material impact on the Corporation.

MEDICAL FACILITIES CORPORATION

MANAGEMENT'S DISCUSSION AND ANALYSIS OF CONSOLIDATED FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2026

November 11, 2026

The following Management's Discussion and Analysis ("MD&A") is intended to assist readers in understanding Medical Facilities Corporation (the "Corporation"), its business environment, strategies, performance, outlook and the risks applicable to the Corporation. It is supplemental to and should be read in conjunction with the unaudited interim condensed consolidated financial statements and accompanying notes of the Corporation for the three and nine months ended September 30, 2026 (the "financial statements"), which have been prepared in accordance with IAS 34 *Interim Financial Reporting*, the audited consolidated financial statements and accompanying notes of the Corporation for the year ended December 31, 2025 ("annual financial statements"), which have been prepared in accordance with International Financial Reporting Standards ("IFRS Accounting Standards"), and the Corporation's annual MD&A for the year ended December 31, 2025 ("annual MD&A").

Substantially all of the Corporation's operating cash flows are in U.S. dollars and all amounts presented in the financial statements and herein, except per share amounts, are stated in thousands of U.S. dollars, unless indicated otherwise.

Additional information about the Corporation and its annual information form are available on SEDAR+ at www.sedarplus.ca.

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1. CAUTION CONCERNING FORWARD-LOOKING STATEMENTS

Certain information in this MD&A may constitute "forward-looking information" within the meaning of applicable securities legislation. All information contained in this MD&A, other than statements of current and historical fact, is forward-looking information. Forward-looking information includes, but is not limited to, the discussion of the Corporation's business and operating initiatives, focuses and strategies, expectations of future performance and consolidated financial results, and expectations with respect to cash flows and level of liquidity. Generally, forward-looking information can be identified by use of words such as "may", "will", "could", "should", "would", "expect", "believe", "plan", "anticipate", "intend", "forecast", "objective" and "continue" (or the negative thereof) and other similar terminology. All of the forward-looking information in this MD&A is qualified by this cautionary statement.

Forward-looking information is not, and cannot be, a guarantee of future results or events. Forward-looking information is based on, among other things, opinions, assumptions, estimates and analyses that, while considered reasonable at the date the forward-looking information is provided, inherently are subject to significant risks, uncertainties, contingencies and other factors that may cause actual results, performance or achievements, industry results or events to be materially different from those expressed or implied by the forward-looking information. The material factors or assumptions that were identified and applied in drawing conclusions or making forecasts or projections set out in the forward-looking information include, but are not limited to: the successful execution of business strategies, consistent and stable economic conditions and conditions in the financial markets, and the consistent and stable legislative environment in which the Corporation operates.

Inherent in the forward-looking information are known and unknown risks, uncertainties and other factors that could cause actual results, performance or achievements, or industry results, to differ materially from any results, performance or achievements expressed or implied by such forward-looking information. Those risks, uncertainties and other factors that could cause actual results to differ materially from the forward-looking information include, but are not limited to: ability to obtain and maintain contractual arrangements with insurers and other payors, ability to attract and retain qualified physicians, availability of qualified personnel or management, legislative and regulatory changes, capital expenditures, general state of the economy, global supply chain disruptions, enactment of import tariffs or other restrictive trade policies and measures, competition in the industry, currency risk, interest rate risk, success of new service lines introductions, ability to maintain profitability and manage organic growth, revenue and cash flow volatility, credit risk, operating risks, performance of obligations/maintenance of patient satisfaction, public health crises or outbreaks of infectious diseases, information technology governance and security, occurrences of natural and man-made disasters and similar events, risk of future legal proceedings, insurance limits, income tax matters, ability to meet solvency requirements to pay dividends, leverage and restrictive covenants, unpredictability and volatility of common share price, and issuance of additional common shares diluting existing shareholders' interests, and other factors set forth under the heading "Risk Factors" in this MD&A and under the heading "Risk Factors" in the Corporation's most recently filed annual information form (which is available on SEDAR+ at www.sedarplus.ca).

Given these risks, uncertainties and other factors, investors should not place undue reliance on forward-looking information as a prediction of actual results. The forward-looking information reflects management's current expectations and beliefs regarding future events and operating performance and is based on information currently available to management. Although management has attempted to identify important factors that could cause actual results to differ materially from the forward-looking information contained herein, there are other factors that could cause results not to be as anticipated, estimated or intended. The forward-looking information contained herein is current as of the date of this MD&A and, except as required under applicable law, the Corporation does not undertake the obligation to publicly revise these forward-looking statements to reflect subsequent events or circumstances.

2. NON-IFRS FINANCIAL MEASURES

The Corporation uses certain non-IFRS financial measures which it believes provide useful measures for evaluation and assessment of the Corporation's performance. They are presented on a uniform basis from period to period, thereby allowing for consistent comparability. Management believes that the non-IFRS financial measures presented in this MD&A (i) are relevant for users of the financial statements to assess the Corporation's performance and ability to pay dividends, and (ii) may be used to calculate certain ongoing rights and obligations of the Corporation. Non-IFRS financial measures do not have any standard meaning prescribed by IFRS Accounting Standards, are unlikely to be comparable to similar measures presented by other issuers, and should not be considered as alternatives to comparable measures determined in accordance with IFRS Accounting Standards as indicators of the Corporation's financial performance, including its liquidity, cash flows, and profitability.

The Corporation uses the following non-IFRS financial measures which are presented in Sections 5 and 6 of this MD&A under the heading "Reconciliation of net income for the period from continuing operations to EBITDA" and in Section 7 of this MD&A under the heading "Reconciliation of Non-IFRS Financial Measures", and reconciled to the applicable IFRS measures:

- **Cash available for distribution** is a non-IFRS financial measure of cash generated from operations during a reporting period which is available for distribution to common shareholders. Cash available for distribution is derived from net cash provided by operating activities, before certain non-cash adjustments, including (i) net changes in non-cash operating working capital, (ii) market value adjustments on share-based compensation, (iii) interest expense on exchangeable interest liability, and (iv) the difference between accrual-based amounts and actual cash flows related to interest and taxes, less (v) maintenance capital expenditures, (vi) payment of lease liabilities, (vii) repayments of notes payable by the Facilities, and (viii) non-controlling interest in cash flows of the Facilities. The Corporation calculates cash available for distribution in U.S. dollars and translates it into Canadian dollars using the average exchange rate applicable during the period per the Bank of Canada. Management believes that cash available for distribution is relevant in understanding the Corporation's ability to earn cash and pay dividends to its common shareholders.

- **Cash available for distribution per common share** is a non-IFRS financial measure calculated as the cash available for distribution divided by the basic weighted average number of common shares outstanding during the period.

- **Distributions** is a non-IFRS financial measure of cash distributed to holders of common shares, more commonly referred to as dividends declared.

- **Distributions per common share** is a non-IFRS financial measure calculated as the distributions divided by the basic weighted average number of common shares outstanding during the period.

- **Earnings before interest, taxes, depreciation and amortization** ("EBITDA") is a non-IFRS financial measure defined as net income for the period from continuing operations before (i) finance costs, (ii) income taxes, (iii) depreciation of property and equipment, (iv) depreciation of right-of-use assets, and (v) amortization of other intangibles. Management believes that EBITDA is relevant in understanding the Corporation's ability to service its debt, finance capital expenditures and pay dividends to its common shareholders.

- **Payout ratio** is a non-IFRS financial measure calculated as distributions per common share in Canadian dollars divided by cash available for distribution per common share in Canadian dollars. Management monitors the payout ratio to ensure the Corporation can adhere to its dividend policy.

3. BUSINESS OVERVIEW

The Corporation is a British Columbia corporation. The capital of the Corporation is in the form of publicly traded common shares. The common shares of the Corporation are listed on the Toronto Stock Exchange under the ticker symbol “DR”. The Corporation’s current quarterly dividend on its common shares is Cdn$0.09 per common share (refer to Section 10 “Share Capital and Dividends” of this MD&A under the heading “Dividends”).

The Corporation’s operations are based in the United States. Through its wholly-owned U.S.-based subsidiaries, Medical Facilities America, Inc. (“MFA”) and Medical Facilities (USA) Holdings, Inc. (“MFH”), the Corporation owns a 51% controlling interest in, and controls by virtue of retaining approval rights over certain significant governance matters, and derives substantially all of its income from, two limited liability entities (each a “Facility” and, collectively, the “Facilities”), each of which owns a specialty surgical hospital (an “SSH”). The two SSHs are located in Arkansas and South Dakota. SSHs are licensed for both inpatient and outpatient surgeries, and provide facilities, including staffing, surgical materials and supplies, and other support necessary for scheduled surgical, pain management, imaging, and diagnostic procedures, and derive their revenue primarily from the fees charged for the use of these facilities. The Facilities mainly focus on a limited number of clinical specialties such as orthopedics, neurosurgery, pain management and other non-emergency elective procedures. In addition, one of the SSHs provides urgent care services.

On December 31, 2025, the Corporation sold its 51.0% ownership share in The Surgery Center of Newport Coast, LLC ("SCNC"), an ambulatory surgery center located in Newport Beach, California, to Newport Center GK, LLC for cash proceeds of $1.5 million. The sale of SCNC aligned with the Corporation’s previously stated strategy of divestiture of non-core assets.

On January 30, 2026, the Corporation completed the sale of its 64.0% ownership interest in Oklahoma Spine Hospital, LLC ("OSH"), a Facility located in Oklahoma City, Oklahoma, to SSM Health Care of Oklahoma, Inc. and an entity owned by OSH's physician partners, for net cash proceeds of $45.7 million, subject to customary adjustments. In connection with this transaction, the Corporation recorded a post-tax gain of $16.2 million in the results of discontinued operations. The sale of OSH has strengthened the Corporation’s consolidated balance sheet, enabling the return of capital to the Corporation’s common shareholders.

Other Information

Facility service revenue (“revenue”) and certain directly related expenses are subject to seasonal fluctuations due to the timing of case scheduling, which can be impacted by the vacation schedules of surgeons, as well as the extent to which patients have remaining deductibles on their insurance coverage, based on the time of year. Occupancy related expenses, certain operating expenses, depreciation and amortization, and interest expense remain relatively steady throughout the year.

Revenue for any given period is dependent on the volume of the procedures performed as well as the acuity and complexity of the procedures (“case mix”) and composition of payors (“payor mix”), including federal and state agencies (under the Medicare and Medicaid programs), managed care health plans, commercial insurance companies and employers. Various payors have different reimbursement rates for the same type of procedure which are generally based on either predetermined rates per procedure or discounted fee-for-service rates. Medicare and Medicaid typically have lower reimbursement rates than other payors.

Revenue is recorded in the period when healthcare services are provided based upon established billing rates less adjustments required by contractual arrangements with the payors. Estimates of contractual adjustments under payor arrangements are based upon the payment terms specified in the related contractual agreements and payment history.

The volume of procedures performed at the Facilities depends on, among other things: (i) the Facilities' ability to deliver high quality care and superior services to patients and their family members; (ii) the Facilities' success in encouraging physicians to perform procedures at the Facilities through, among other things, maintenance of an efficient work environment for physicians as well as availability of facilities; and (iii) the Facilities' establishment and maintenance of strong relationships with major third-party payors in the geographic areas served. The case mix at each Facility is a function of the clinical specialties of the physicians and medical staff and is also dependent on the equipment and infrastructure at each Facility.

Non-controlling interests in the Facilities are indirectly owned, primarily by physicians practicing at the Facilities. Upon acquisition by the Corporation of indirect controlling interests in the SSHs located in Arkansas and South Dakota, the non-controlling interest holders were granted the right to exchange ownership interest in their respective Facilities of up to 5% for Arkansas Surgical Hospital and 14% for Sioux Falls Specialty Hospital, for common shares of the Corporation. The liability associated with this derivative instrument is recorded on the Corporation's consolidated balance sheet. To date, the non-controlling interest holders of the eligible Facilities have not exercised any portion of their exchangeable interests.

Summary of Facility Information as of September 30, 2026

	Arkansas Surgical Hospital ("ASH")	Sioux Falls Specialty Hospital ("SFSH")
Location	North Little Rock Arkansas	Sioux Falls South Dakota
Year Opened	2005	1985
Year Acquired by the Corporation	2012	2004
Ownership Interest	51.0%	51.0%
Non-controlling Interest	49.0%	49.0%
Exchangeable Interest	5.0%	14.0%
Size	126,000 sq ft	97,000 sq ft
Operating/Procedure Rooms	13/2	15/1
Overnight Rooms	41[(1)]	33

[(1)] *Licensed for 47 beds.*

4. FINANCIAL AND PERFORMANCE HIGHLIGHTS

Selected Financial Information from Continuing Operations

Unaudited	Three Months Ended September 30,		Nine Months Ended September 30,	
In thousands of U.S. dollars, except per share amounts and as indicated otherwise	**2026**	**2025[1]**	**2026**	**2025[1]**
Facility service revenue	65,871	60,007	196,062	179,061
Operating expenses	53,886	50,192	162,516	149,947
Income from operations	11,985	9,815	33,546	29,114
Net income for the period from continuing operations	13,112	10,986	31,904	24,901
Attributable to:				
Owners of the Corporation [2]	8,396	7,010	17,905	12,686
Non-controlling interest [2]	4,716	3,976	13,999	12,215
Net income for the period from discontinued operations, net of tax	-	1,943	16,186	6,647
Earnings per share from continuing operations attributable to owners of the Corporation				
Basic	$0.52	$0.38	$1.06	$0.64
Fully diluted	$0.28	$0.18	$0.68	$0.56
EBITDA [3]	14,944	12,734	42,373	37,904
Cash available for distribution [3] [4]	C$ 4,219	C$ 4,698	C$ 15,386	C$ 18,950
Distributions [3]	C$ 1,455	C$ 1,651	C$ 4,494	C$ 5,100
Cash available for distribution per common share [3] [4]	C$ 0.261	C$ 0.253	C$ 0.907	C$ 0.950
Distributions per common share [3]	C$ 0.090	C$ 0.089	C$ 0.265	C$ 0.256
Payout ratio [3] [4]	34.5%	35.2%	29.2%	26.9%

[1] *The comparative results for the three and nine months ended September 30, 2025 include the results of continuing operations and discontinued operations. In accordance with IFRS 5, Non-current Assets Held for Sale and Discontinued Operations, the results of discontinued operations for the prior period are presented separately in the Corporation's current period interim condensed consolidated statements of income and comprehensive income to provide a clear comparison.*

[2] *Net income from continuing operations attributable to owners of the Corporation fluctuates significantly between the periods due to variations in finance costs, primarily in the value of the exchangeable interest liability, and income taxes. These charges are incurred at the corporate level rather than at the Facility level. On the other hand, net income from continuing operations attributable to non-controlling interest represents the interest of the Facilities' non-controlling interest holders in the net income of the Facilities on a stand-alone basis and, therefore, does not vary as significantly between the periods.*

[3] *Non-IFRS financial measures. Please refer to Section 2 under the heading "Non-IFRS Financial Measures", Sections 5 and 6 under the heading "Reconciliation of net income for the period from continuing operations to EBITDA", and Section 7 under the heading "Reconciliation of Non-IFRS Financial Measures".*

[4] *Cash available for distribution, cash available for distribution per common share, and payout ratio are not restated for discontinued operations, and therefore include the results of SCNC and OSH, which were sold in the fourth quarter of 2025 and the first quarter of 2026, respectively.*

Selected Financial Information for the Three Months Ended September 30, 2026 compared to the Three Months Ended September 30, 2025

For the three months ended September 30, 2026, revenue from continuing operations of $65.9 million increased by $5.9 million or 9.8% from $60.0 million for the same period in 2025, mainly due to the combined impact of case and payor mix which included more spine procedures and higher acuity orthopedic cases, partly offset by lower surgical case volume.

EBITDA for the three months ended September 30, 2026 was $14.9 million or 22.7% of revenue from continuing operations compared to $12.7 million or 21.2% of revenue from continuing operations for the same period last year. The increase was mainly due to the increase in revenue which exceeded the corresponding increase in operating expenses before depreciation and amortization.

Net income from continuing operations for the three months ended September 30, 2026 was $13.1 million compared to $11.0 million for the same period in 2025, with the increase mainly attributable to higher income from operations at the Facilities.

Net income from discontinued operations, net of tax, for the three months ended September 30, 2025 of $1.9 million was reclassified out of continuing operations due to the sales of SCNC and OSH.

The Corporation generated cash available for distribution of Cdn$4.2 million for the three months ended September 30, 2026, representing a decrease of Cdn$0.5 million or 10.2% from Cdn$4.7 million for the same period in 2025, primarily because the prior period included the results of SCNC and OSH, which were sold in the fourth quarter of 2025 and the first quarter of 2026, respectively. Distributions per common share increased between the periods by Cdn$0.001 to Cdn$0.090, while the payout ratio was 34.5% for the three months ended September 30, 2026 compared to 35.2% for the same period last year. For a reconciliation of the foregoing non-IFRS financial measures to the applicable IFRS measures, see Section 7 under the heading “Reconciliation of Non-IFRS Financial Measures”.

Selected Financial Information for the Nine Months Ended September 30, 2026 compared to the Nine Months Ended September 30, 2025

For the nine months ended September 30, 2026, revenue from continuing operations of $196.1 million increased by $17.0 million or 9.5% from $179.1 million for the same period in 2025, mainly due to the combined impact of case and payor mix which included more spine and orthopedic procedures.

EBITDA for the nine months ended September 30, 2026 was $42.4 million or 21.6% of revenue from continuing operations, compared to $37.9 million or 21.2% of revenue from continuing operations for the same period last year. The increase was mainly due to the increase in revenue which exceeded the corresponding increase in operating expenses before depreciation and amortization.

Net income from continuing operations for the nine months ended September 30, 2026 was $31.9 million compared to $24.9 million for the same period in 2025, with the increase mainly attributable to lower finance costs at the corporate level, driven by the variance in the change in value of exchangeable interest liability versus the prior period (refer to Section 5 “Consolidated Operating and Financial Review” of this MD&A under the heading “Change in Value of Exchangeable Interest Liability”), and higher income from operations at the Facilities, partly offset by higher income tax expense.

Net income from discontinued operations, net of tax, for the nine months ended September 30, 2026 of $16.2 million and $6.6 million for the same period in 2025 was reclassified out of continuing operations due to the sales of SCNC and OSH. The increase from the prior period is mainly due to the post-tax gain of $16.2 million on the sale of OSH recognized in the results of discontinued operations for the nine months ended September 30, 2026.

The Corporation generated cash available for distribution of Cdn$15.4 million for the nine months ended September 30, 2026, representing a decrease of Cdn$3.6 million or 18.8% from Cdn$19.0 million for the same period in 2025, primarily because the prior period included the results of SCNC and OSH, which were sold in the fourth quarter of 2025 and the first quarter of 2026, respectively. Distributions per common share increased between the periods by Cdn$0.009 to Cdn$0.265, while the payout ratio was 29.2% for the nine months ended September 30, 2026 compared to 26.9% for the same period last year. For a reconciliation of the foregoing non-IFRS financial measures to the applicable IFRS measures, see Section 7 under the heading “Reconciliation of Non-IFRS Financial Measures”.

5. CONSOLIDATED OPERATING AND FINANCIAL REVIEW

Continuing Operations for the Three Months Ended September 30, 2026

The following table and discussion compare operating and financial results from continuing operations of the Corporation for the three months ended September 30, 2026 to the three months ended September 30, 2025:

Unaudited	Three Months Ended September 30,			
In thousands of U.S. dollars, except per share amounts	**2026**	**2025**	**$ Change**	**% Change**
Revenue and other income				
Facility service revenue	65,871	60,007	5,864	9.8%
	65,871	**60,007**	**5,864**	**9.8%**
Operating expenses				
Salaries and benefits	18,707	17,370	1,337	7.7%
Drugs and supplies	19,786	17,628	2,158	12.2%
General and administrative expenses [(1)]	12,434	12,275	159	1.3%
Depreciation of property and equipment	1,386	1,355	31	2.3%
Depreciation of right-of-use assets	1,437	1,428	9	0.6%
Amortization of other intangibles	136	136	-	-
	53,886	**50,192**	**3,694**	**7.4%**
Income from operations	**11,985**	**9,815**	**2,170**	**22.1%**
Finance income				
Change in value of exchangeable interest liability	(5,706)	(5,625)	(81)	(1.4%)
Interest expense on exchangeable interest liability	1,293	1,265	28	2.2%
Interest expense, net of interest income	182	449	(267)	(59.5%)
Loss (gain) on foreign currency	(24)	18	(42)	(233.3%)
	(4,255)	**(3,893)**	**(362)**	**(9.3%)**
Income before income taxes	**16,240**	**13,708**	**2,532**	**18.5%**
Income tax expense	3,128	2,722	406	14.9%
Net income for the period from continuing operations	**13,112**	**10,986**	**2,126**	**19.4%**
Attributable to:				
Owners of the Corporation	8,396	7,010	1,386	19.8%
Non-controlling interest	4,716	3,976	740	18.6%
Basic earnings per share attributable to owners of the Corporation	$0.52	$0.38	0.14	36.8%
Fully diluted earnings per share attributable to owners of the Corporation	$0.28	$0.18	0.10	55.6%
Reconciliation of net income for the period from continuing operations to EBITDA [(2)]				
Net income for the period from continuing operations	13,112	10,986	2,126	19.4%
Income tax expense	3,128	2,722	406	14.9%
Finance income	(4,255)	(3,893)	(362)	(9.3%)
Depreciation of property and equipment	1,386	1,355	31	2.3%
Depreciation of right-of-use assets	1,437	1,428	9	0.6%
Amortization of other intangibles	136	136	-	-
EBITDA [(2)]	**14,944**	**12,734**	**2,210**	**17.4%**

[(1)] *General and administrative expenses include non-controllable, non-cash corporate level income related to share-based compensation plans of $0.8 million for the three months ended September 30, 2026 and $0.3 million for the three months ended September 30, 2025.*

[(2)] *Non-IFRS financial measure. Please refer to Section 2 under the heading "Non-IFRS Financial Measures" for a discussion of such measures.*

Revenue and Other Income

Unaudited	Three Months Ended September 30,			
In thousands of U.S. dollars	**2026**	**2025**	**$ Change**	**% Change**
ASH	25,791	23,646	2,145	9.1%
SFSH	40,080	36,361	3,719	10.2%
Revenue and other income	**65,871**	**60,007**	**5,864**	**9.8%**

For the three months ended September 30, 2026, revenue increased from the same period in 2025 by $5.9 million or 9.8%, mainly due to the combined impact of case and payor mix ($5.4 million) which included more spine procedures and higher acuity orthopedic cases, as well as growth in pain management, imaging, and other ancillary revenues ($0.9 million), and payor rate increases ($0.4 million), partly offset by lower surgical case volume ($0.9 million).

Total surgical cases decreased by 1.6%, as inpatient cases decreased by 3.4%, observation cases decreased by 2.0%, and outpatient cases decreased by 1.3%. Excluding the impact of low-margin dental cases, surgical cases were down 0.6%. Surgical case volume was up at ASH, but down at SFSH. Surgical case volume changes by payor versus the same period last year came predominantly from Blue Cross Blue Shield and Medicare, which decreased by 7.3% and increased by 5.7%, respectively. Pain management cases were up by 5.1% compared to the same period last year, with the increase coming from SFSH.

The above factors are reflected in each Facility's revenue as follows:

- ASH's revenue increased mainly due to case mix, driven by more spine procedures, as well as higher surgical case volume, and payor rate increases, partly offset by a decrease in pain management cases.

- SFSH's revenue increased mainly due to case mix, which included higher acuity orthopedic cases and more spine procedures, as well as payor mix, resulting in higher reimbursements per case, and an increase in pain management, imaging, and other ancillary revenues. This was partly offset by lower surgical case volume, resulting from the decline in low-margin dental cases and physician vacation schedules.

Operating Expenses

For the three months ended September 30, 2026, operating expenses, including salaries and benefits, drugs and supplies, general and administrative expenses ("G&A"), depreciation of property and equipment, depreciation of right-of-use assets, and amortization of other intangibles (collectively "operating expenses"), increased by $3.7 million or 7.4% from the same period last year to $53.9 million. As a percentage of revenue and other income, operating expenses decreased to 81.8% from 83.6% in the same period a year earlier.

Unaudited	Three Months Ended September 30,					
In thousands of U.S. dollars	**2026**	**Percentage of Revenue**	**2025**	**Percentage of Revenue**	**$ Change**	**% Change**
ASH	21,087	81.8%	19,034	80.5%	2,053	10.8%
SFSH	31,582	78.8%	29,700	81.7%	1,882	6.3%
Corporate	1,217	n/a	1,458	n/a	(241)	(16.5%)
Operating expenses	**53,886**	**81.8%**	**50,192**	**83.6%**	**3,694**	**7.4%**

Consolidated salaries and benefits increased by $1.3 million or 7.7%, primarily due to increases in clinical and non-clinical salaries and wages ($0.6 million) as a result of annual merit increases, along with higher remuneration for anesthesia nurse practitioners ($0.6 million) caused by market wage pressures, and an increase in orientation costs due to staff turnover ($0.2 million), partly offset by lower benefit costs from decreased health plan utilization ($0.2 million). As a percentage of revenue and other income, consolidated salaries and benefits decreased to 28.4% from 28.9% a year earlier.

Consolidated drugs and supplies increased by $2.2 million or 12.2%, primarily due to the impact of case mix ($2.0 million) which included more spine procedures and higher acuity orthopedic cases, and lower vendor rebates ($0.1 million). As a percentage of revenue and other income, the consolidated cost of drugs and supplies increased to 30.0% from 29.4% a year earlier.

Consolidated G&A increased by $0.2 million or 1.3%. The increase in G&A was primarily due to increases in repairs and maintenance ($0.3 million), contracted service costs related to anesthesia ($0.2 million), professional fees ($0.2 million), and billing fees ($0.1 million). This was mostly offset by lower corporate level costs related to share-based compensation plans driven by a greater decrease in the Corporation's share price in the current period as compared to the same period last year ($0.5 million), as well as a decrease in SFSH's share of costs of its accountable care organization ("ACO") due to a decrease in its ownership share in the third quarter of 2026 ($0.2 million). As a percentage of revenue and other income, consolidated G&A decreased to 18.9% from 20.5% a year earlier.

Consolidated depreciation of property and equipment remained consistent with the same period in 2025, as increases from the purchase of fixed assets were offset by certain fixed assets being fully depreciated. As a percentage of revenue and other income, consolidated depreciation of property and equipment decreased to 2.1% from 2.3% a year earlier.

Consolidated depreciation of right-of-use assets was flat versus the same period in 2025, as new lease additions were offset by the expiration and termination of certain leases. As a percentage of revenue and other income, consolidated depreciation of right-of-use assets decreased to 2.2% from 2.4% a year earlier.

Consolidated amortization of other intangibles was unchanged from the same period in 2025. As a percentage of revenue and other income, consolidated amortization of other intangibles also remained unchanged from a year earlier at 0.2%.

Income from Operations

Consolidated income from continuing operations for the three months ended September 30, 2026 of $12.0 million was $2.2 million or 22.1% higher than the consolidated income from operations recorded in the same period a year earlier, representing 18.2% of revenue and other income, compared to 16.4% in the same period in 2025. The increase is mainly due to higher income from operations at the Facilities, driven by the increase in revenue.

Unaudited	Three Months Ended September 30,					
In thousands of U.S. dollars	**2026**	**Percentage of Revenue**	**2025**	**Percentage of Revenue**	**$ Change**	**% Change**
ASH	4,704	18.2%	4,612	19.5%	92	2.0%
SFSH	8,498	21.2%	6,661	18.3%	1,837	27.6%
Corporate	(1,217)	n/a	(1,458)	n/a	241	16.5%
Income from operations	**11,985**	**18.2%**	**9,815**	**16.4%**	**2,170**	**22.1%**

Finance Income

Change in Value of Exchangeable Interest Liability

The liability for the exchangeable interest is recorded at fair value, and re-measured at each reporting date, and the changes in fair value are included in net income from continuing operations for the respective periods. Changes in the recorded value of the exchangeable interest liability between the reporting periods are attributable to the (i) changes in the number of common shares to be issued for the exchangeable interest liability, which are driven by the distributions to the non-controlling interest holders during the trailing twelve-month period ending on the reporting date, (ii) changes in the market price of the Corporation's common shares, and (iii) fluctuations

of the value of the Canadian dollar against the U.S. dollar. The change in value of the exchangeable interest liability for the three months ended September 30, 2026 of negative $5.7 million decreased by $0.1 million from the same period in 2025, attributable to variations in all three factors.

The following table provides a calculation of the change in value of the exchangeable interest liability for the reporting periods:

In thousands of U.S. dollars, except as indicated otherwise	**September 30, 2026** *Unaudited*	**June 30, 2026** *Unaudited*	**Change**	**September 30, 2025** *Unaudited*	**June 30, 2025** *Unaudited*	**Change**
Number of common shares to be issued for exchangeable interest liability	2,708,360	2,731,439	(23,079)	3,442,524	3,496,584	(54,060)
Closing price of the Corporation's common shares	C$15.10	C$17.90	(C$2.80)	C$14.14	C$15.80	(C$1.66)
Closing exchange rate of U.S. dollar to Canadian dollar	$1.4233	$1.4197	$0.0036	$1.3921	$1.3610	$0.0311
Exchangeable interest liability	**28,733**	**34,439**	**(5,706)**	**34,967**	**40,592**	**(5,625)**

Interest Expense on Exchangeable Interest Liability

Interest expense on the exchangeable interest liability increased marginally due to the variation in distributions from the Facilities between the reporting periods.

Interest Expense, Net of Interest Income

Interest expense, net of interest income, decreased by $0.3 million, mainly due to higher interest income at the corporate level as a result of a higher average cash balance in the current period as compared to the same period in 2025, and lower interest expense on lease liabilities.

Loss (Gain) on Foreign Currency

The Corporation's reporting currency is U.S. dollars; however, certain public company expenses and payments to holders of common shares are made in Canadian dollars. Foreign currency gain increased marginally due to the relative change in foreign exchange rates between the reporting periods.

Income Tax

Current and deferred tax components of the income tax expense for the reporting periods are as follows:

Unaudited	**Three Months Ended September 30,**			
In thousands of U.S. dollars	**2026**	**2025**	**$ Change**	**% Change**
Current income tax expense	1,737	1,272	465	36.6%
Deferred income tax expense	1,391	1,450	(59)	(4.1%)
Income tax expense	**3,128**	**2,722**	**406**	**14.9%**

The increase in current income tax expense versus the prior period was primarily due to higher income from operations at the Facilities. The decrease in deferred income tax expense versus the prior period was mainly due to the impact of the change in the exchangeable interest liability.

Net Income from Continuing Operations

The $2.1 million increase in net income from continuing operations for the three months ended September 30, 2026 was mainly attributable to higher income from operations at the Facilities.

EBITDA

EBITDA for the three months ended September 30, 2026 of $14.9 million increased by $2.2 million from $12.7 million recorded in the same period last year, representing 22.7% of revenue and other income compared to 21.2% a year earlier. The increase was mainly due to the increase in revenue which exceeded the corresponding increase in operating expenses. For a reconciliation of EBITDA to an applicable IFRS measure, see Sections 5 and 6 under "Reconciliation of net income for the period from continuing operations to EBITDA".

Continuing Operations for the Nine Months Ended September 30, 2026

The following table and discussion compare operating and financial results of the Corporation for the nine months ended September 30, 2026 to the nine months ended September 30, 2025:

Unaudited	Nine Months Ended September 30,			
In thousands of U.S. dollars, except per share amounts	**2026**	**2025**	**$ Change**	**% Change**
Revenue and other income				
Facility service revenue	196,062	179,061	17,001	9.5%
	196,062	**179,061**	**17,001**	**9.5%**
Operating expenses				
Salaries and benefits	54,516	50,614	3,902	7.7%
Drugs and supplies	60,415	53,584	6,831	12.7%
General and administrative expenses [(1)]	38,758	36,959	1,799	4.9%
Depreciation of property and equipment	4,133	4,091	42	1.0%
Depreciation of right-of-use assets	4,290	4,295	(5)	(0.1%)
Amortization of other intangibles	404	404	-	-
	162,516	**149,947**	**12,569**	**8.4%**
Income from operations	**33,546**	**29,114**	**4,432**	**15.2%**
Finance costs (income)				
Change in value of exchangeable interest liability	(10,809)	(4,336)	(6,473)	(149.3%)
Interest expense on exchangeable interest liability	4,003	3,810	193	5.1%
Interest expense, net of interest income	609	770	(161)	(20.9%)
Loss (gain) on foreign currency	(44)	177	(221)	(124.9%)
	(6,241)	**421**	**(6,662)**	**(1,582.4%)**
Income before income taxes	**39,787**	**28,693**	**11,094**	**38.7%**
Income tax expense	7,883	3,792	4,091	107.9%
Net income for the period from continuing operations	**31,904**	**24,901**	**7,003**	**28.1%**
Attributable to:				
Owners of the Corporation	17,905	12,686	5,219	41.1%
Non-controlling interest	13,999	12,215	1,784	14.6%
Basic earnings per share attributable to owners of the Corporation	$1.06	$0.64	0.42	65.6%
Fully diluted earnings per share attributable to owners of the Corporation	$0.68	$0.56	0.12	21.4%
Reconciliation of net income for the period from continuing operations to EBITDA [(2)]				
Net income for the period from continuing operations	31,904	24,901	7,003	28.1%
Income tax expense	7,883	3,792	4,091	107.9%
Finance costs (income)	(6,241)	421	(6,662)	(1,582.4%)
Depreciation of property and equipment	4,133	4,091	42	1.0%
Depreciation of right-of-use assets	4,290	4,295	(5)	(0.1%)
Amortization of other intangibles	404	404	-	-
EBITDA [(2)]	**42,373**	**37,904**	**4,469**	**11.8%**

[(1)] *General and administrative expenses include non-controllable, non-cash corporate level income related to share-based compensation plans of $0.1 million for the nine months ended September 30, 2026 and charges of $0.1 million for the nine months ended September 30, 2025.*

[(2)] *Non-IFRS financial measure. Please refer to Section 2 under the heading "Non-IFRS Financial Measures" for a discussion of such measures.*

Revenue and Other Income

Unaudited	Nine Months Ended September 30,			
In thousands of U.S. dollars	**2026**	**2025**	**$ Change**	**% Change**
ASH	77,587	71,154	6,433	9.0%
SFSH	118,475	107,907	10,568	9.8%
Revenue and other income	**196,062**	**179,061**	**17,001**	**9.5%**

For the nine months ended September 30, 2026, revenue increased from the same period in 2025 by $17.0 million or 9.5%, mainly due to the combined impact of case and payor mix ($15.1 million) which included more spine and orthopedic procedures, and payor rate increases ($1.0 million), as well as growth in pain management, imaging, and other ancillary revenues ($1.0 million), partly offset by lower surgical case volume ($0.2 million).

Total surgical cases decreased by 1.5%, as observation cases decreased by 6.8%, and inpatient cases decreased by 6.5%, but outpatient cases increased by 0.7%. Excluding the impact of low-margin dental cases, surgical cases were up 0.2%. Surgical case volume was down slightly at ASH, but up at SFSH when excluding dental cases. Surgical case volume changes by payor versus the same period last year came predominantly from Blue Cross Blue Shield and Medicare, which decreased by 4.8% and increased by 3.3%, respectively. Pain management cases were down by 13.4% compared to the same period last year, with the decrease coming from ASH.

The above factors are reflected in each Facility's revenue as follows:

- ASH's revenue increased mainly due to case mix, driven by more spine procedures, as well as payor rate increases, partly offset by a decrease in pain management cases due to the departure of a pain physician in the second quarter of 2025, and lower surgical case volume.

- SFSH's revenue increased mainly due to case mix, which included more orthopedic and spine procedures, as well as payor mix, resulting in higher reimbursements per case, and an increase in pain management, imaging, and other ancillary revenues. This was partly offset by lower surgical case volume, resulting from the decline in low-margin dental cases.

Operating Expenses

For the nine months ended September 30, 2026, operating expenses increased by $12.6 million or 8.4% from the same period last year to $162.5 million. As a percentage of revenue and other income, operating expenses decreased to 82.9% from 83.7% in the same period a year earlier.

Unaudited	Nine Months Ended September 30,					
In thousands of U.S. dollars	**2026**	**Percentage of Revenue**	**2025**	**Percentage of Revenue**	**$ Change**	**% Change**
ASH	62,194	80.2%	56,998	80.1%	5,196	9.1%
SFSH	94,939	80.1%	87,419	81.0%	7,520	8.6%
Corporate	5,383	n/a	5,530	n/a	(147)	(2.7%)
Operating expenses	**162,516**	**82.9%**	**149,947**	**83.7%**	**12,569**	**8.4%**

Consolidated salaries and benefits increased by $3.9 million or 7.7%, primarily due to increases in clinical and non-clinical salaries and wages ($2.3 million) as a result of annual merit increases, along with higher remuneration for anesthesia nurse practitioners ($1.4 million) caused by market wage pressures, and an increase in orientation costs due to staff turnover ($0.3 million), partly offset by a gain on the expiration of stock options held by the former Chief Executive Officer ("CEO") in the second quarter of 2026 ($0.2 million). As a percentage of revenue and other income, consolidated salaries and benefits decreased to 27.8% from 28.3% a year earlier.

Consolidated drugs and supplies increased by $6.8 million or 12.7%, primarily due to the impact of case mix ($6.3 million) which included more spine and orthopedic procedures, and lower vendor rebates ($0.5 million). As a percentage of revenue and other income, the consolidated cost of drugs and supplies increased to 30.8% from 29.9% a year earlier.

Consolidated G&A increased by $1.8 million or 4.9%. The increase in G&A was primarily due to increases in contracted service costs related to anesthesia ($0.9 million), repairs and maintenance ($0.7 million), billing fees ($0.4 million), and IT costs ($0.2 million). This was partly offset by a decrease in SFSH's share of costs of its ACO due to a decrease in its ownership share in the third quarter of 2026 ($0.2 million), and lower professional fees ($0.2 million). As a percentage of revenue and other income, consolidated G&A decreased to 19.8% from 20.6% a year earlier.

Consolidated depreciation of property and equipment remained consistent with the same period in 2025, as increases from the purchase of fixed assets were offset by certain fixed assets being fully depreciated. As a percentage of revenue and other income, consolidated depreciation of property and equipment decreased to 2.1% from 2.3% a year earlier.

Consolidated depreciation of right-of-use assets was flat versus the same period in 2025, as new lease additions were offset by the expiration and termination of certain leases. As a percentage of revenue and other income, consolidated depreciation of right-of-use assets decreased to 2.2% from 2.4% a year earlier.

Consolidated amortization of other intangibles was unchanged from the same period in 2025. As a percentage of revenue and other income, consolidated amortization of other intangibles also remained unchanged from a year earlier at 0.2%.

Income from Operations

Consolidated income from continuing operations for the nine months ended September 30, 2026 of $33.5 million was $4.4 million or 15.2% higher than the consolidated income from operations recorded in the same period a year earlier, representing 17.1% of revenue and other income, compared to 16.3% in the same period in 2025. The increase is mainly due to higher income from operations at the Facilities, driven by the increase in revenue.

Unaudited	Nine Months Ended September 30,					
In thousands of U.S. dollars	**2026**	**Percentage of Revenue**	**2025**	**Percentage of Revenue**	**$ Change**	**% Change**
ASH	15,393	19.8%	14,156	19.9%	1,237	8.7%
SFSH	23,536	19.9%	20,488	19.0%	3,048	14.9%
Corporate	(5,383)	n/a	(5,530)	n/a	147	2.7%
Income from operations	**33,546**	**17.1%**	**29,114**	**16.3%**	**4,432**	**15.2%**

Finance Costs (Income)

Change in Value of Exchangeable Interest Liability

The liability for the exchangeable interest is recorded at fair value, and re-measured at each reporting date, and the changes in fair value are included in net income from continuing operations for the respective periods. Changes in the recorded value of the exchangeable interest liability between the reporting periods are attributable to the (i) changes in the number of common shares to be issued for the exchangeable interest liability, which are driven by the distributions to the non-controlling interest holders during the trailing twelve-month period ending on the reporting date, (ii) changes in the market price of the Corporation's common shares, and (iii) fluctuations of the value of the Canadian dollar against the U.S. dollar. The change in value of the exchangeable interest liability for the nine months ended September 30, 2026 of negative $10.8 million decreased by $6.5 million from the same period in 2025, attributable to variations in all three factors, including the forfeiture of common shares

to be issued for the exchangeable interest liability relating to OSH's non-controlling interest holders (as of December 31, 2025: 42,331 common shares) upon the sale of OSH on January 30, 2026.

The following table provides a calculation of the change in value of the exchangeable interest liability for the reporting periods:

In thousands of U.S. dollars, except as indicated otherwise	**September 30, 2026** *Unaudited*	**December 31, 2025**	**Change**	**September 30, 2025** *Unaudited*	**December 31, 2024**	**Change**
Number of common shares to be issued for exchangeable interest liability	2,708,360	3,419,978	(711,618)	3,442,524	3,621,847	(179,323)
Closing price of the Corporation's common shares	C$15.10	C$15.87	(C$0.77)	C$14.14	C$15.61	(C$1.47)
Closing exchange rate of U.S. dollar to Canadian dollar	$1.4233	$1.3726	$0.0507	$1.3921	$1.4385	($0.0464)
Exchangeable interest liability	**28,733**	**39,542**	**(10,809)**	**34,967**	**39,303**	**(4,336)**

Interest Expense on Exchangeable Interest Liability

Interest expense on the exchangeable interest liability increased by $0.2 million due to the variation in distributions from the Facilities between the reporting periods.

Interest Expense, Net of Interest Income

Interest expense, net of interest income, decreased by $0.2 million, mainly due to lower interest expense on lease liabilities.

Loss (Gain) on Foreign Currency

The Corporation's reporting currency is U.S. dollars; however, certain public company expenses and payments to holders of common shares are made in Canadian dollars. Foreign currency gain increased by $0.2 million due to the relative change in foreign exchange rates between the reporting periods.

Income Tax

Current and deferred tax components of the income tax expense for the reporting periods are as follows:

Unaudited	**Nine Months Ended September 30,**			
In thousands of U.S. dollars	**2026**	**2025**	**$ Change**	**% Change**
Current income tax expense	3,093	2,579	514	19.9%
Deferred income tax expense	4,790	1,213	3,577	294.9%
Income tax expense	**7,883**	**3,792**	**4,091**	**107.9%**

The increase in current income tax expense versus the prior period was primarily due to higher income from operations at the Facilities. The increase in deferred income tax expense versus the prior period was mainly due to the impact of the change in the exchangeable interest liability.

Net Income from Continuing Operations

The $7.0 million increase in net income from continuing operations for the nine months ended September 30, 2026 was mainly attributable to lower finance costs at the corporate level, driven by the variance in the change in value of exchangeable interest liability versus the prior period (refer to Section 5 "Consolidated Operating and Financial Review" of this MD&A under the heading "Change in Value of Exchangeable Interest Liability"), and higher income from operations at the Facilities, partly offset by higher income tax expense.

EBITDA

EBITDA for the nine months ended September 30, 2026 of $42.4 million increased by $4.5 million from $37.9 million recorded in the same period last year, representing 21.6% of revenue and other income compared to 21.2% a year earlier. The increase was mainly due to the increase in revenue which exceeded the corresponding increase in operating expenses. For a reconciliation of EBITDA to an applicable IFRS measure, see Sections 5 and 6 under "Reconciliation of net income for the period from continuing operations to EBITDA".

6. QUARTERLY OPERATING AND FINANCIAL RESULTS

Summary of Quarterly Operating and Financial Results from Continuing Operations

Unaudited	2026			2025				2024
In thousands of U.S. dollars, except per share amounts	**Q3**	**Q2**	**Q1**	**Q4**	**Q3**	**Q2**	**Q1**	**Q4**
Revenue and other income								
Facility service revenue	65,871	63,081	67,110	75,105	60,007	58,497	60,557	69,149
	65,871	**63,081**	**67,110**	**75,105**	**60,007**	**58,497**	**60,557**	**69,149**
Operating expenses								
Salaries and benefits	18,707	17,992	17,817	18,766	17,370	16,909	16,335	17,736
Drugs and supplies	19,786	19,860	20,769	22,964	17,628	17,654	18,302	20,545
General and administrative expenses	12,434	13,110	13,214	12,891	12,275	12,354	12,330	12,783
Depreciation of property and equipment	1,386	1,376	1,371	1,384	1,355	1,378	1,358	1,331
Depreciation of right-of-use assets	1,437	1,432	1,421	1,420	1,428	1,426	1,441	1,431
Amortization of other intangibles	136	135	133	136	136	135	133	135
	53,886	**53,905**	**54,725**	**57,561**	**50,192**	**49,856**	**49,899**	**53,961**
Income from operations	**11,985**	**9,176**	**12,385**	**17,544**	**9,815**	**8,641**	**10,658**	**15,188**
Finance costs (income)								
Change in value of exchangeable interest liability	(5,706)	1,822	(6,925)	4,575	(5,625)	(1,241)	2,530	(19,464)
Interest expense on exchangeable interest liability	1,293	974	1,736	1,534	1,265	845	1,700	1,972
Interest expense, net of interest income	182	263	164	552	449	441	(120)	359
Loss (gain) on foreign currency	(24)	32	(52)	(12)	18	29	130	(9)
	(4,255)	**3,091**	**(5,077)**	**6,649**	**(3,893)**	**74**	**4,240**	**(17,142)**
Income before income taxes	**16,240**	**6,085**	**17,462**	**10,895**	**13,708**	**8,567**	**6,418**	**32,330**
Income tax expense (recovery)	3,128	426	4,329	1,181	2,722	1,704	(634)	(4,394)
Net income for the period from continuing operations	**13,112**	**5,659**	**13,133**	**9,714**	**10,986**	**6,863**	**7,052**	**36,724**
Attributable to:								
Owners of the Corporation	8,396	1,601	7,908	2,739	7,010	3,035	2,641	30,828
Non-controlling interest	4,716	4,058	5,225	6,975	3,976	3,828	4,411	5,896
Earnings per share attributable to owners of the Corporation:								
Basic	$0.52	$0.09	$0.45	$0.15	$0.38	$0.16	$0.12	$1.32
Fully diluted	$0.28	$0.09	$0.21	$0.15	$0.18	$0.13	$0.12	$0.64
Reconciliation of net income for the period from continuing operations to EBITDA [(1)]								
Net income for the period from continuing operations	13,112	5,659	13,133	9,714	10,986	6,863	7,052	36,724
Income tax expense (recovery)	3,128	426	4,329	1,181	2,722	1,704	(634)	(4,394)
Finance costs (income)	(4,255)	3,091	(5,077)	6,649	(3,893)	74	4,240	(17,142)
Depreciation of property and equipment	1,386	1,376	1,371	1,384	1,355	1,378	1,358	1,331
Depreciation of right-of-use assets	1,437	1,432	1,421	1,420	1,428	1,426	1,441	1,431
Amortization of other intangibles	136	135	133	136	136	135	133	135
EBITDA [(1)]	**14,944**	**12,119**	**15,310**	**20,484**	**12,734**	**11,580**	**13,590**	**18,085**

[(1)] Non-IFRS financial measure. Please refer to Section 2 under the heading "Non-IFRS Financial Measures" for a discussion of such measures.

During the last eight quarters, the following items have had a significant impact on the Corporation's financial results:

- Revenue varies directly in relation to the number of cases performed as well as to the type of cases performed and the payor. For example, revenue for orthopedic cases will typically be higher than ear, nose and throat cases and cases funded by Medicare or Medicaid will be lower than those paid for by private insurance. Changes in case volumes, case mix and payor mix are normal and expected due to the nature of the Corporation's business. Surgical cases are mainly elective procedures and the volume of cases performed in any given period are subject to medical necessity and patient and physician preferences in scheduling (e.g., work schedules and vacations). The Corporation generally records higher revenue in the fourth quarter as many patients tend to seek medical procedures at the end of the year, primarily as a result of their inability to carry over unused insurance benefits into the following calendar year.
- The changes in the recorded value of the exchangeable interest liability have been driven by (i) the changes in the number of common shares issuable for the exchangeable interest liability, which are in turn driven by the distributions to the non-controlling interest holders during the trailing twelve-month period ending on the reporting date, (ii) the changes in the market price of the Corporation's common shares, and (iii) the fluctuations of the value of the Canadian dollar against the U.S. dollar. During 2024, 2025 and 2026, the fluctuations in the change in value of the exchangeable interest liability were attributable to variations in all three factors, including the forfeiture of common shares to be issued for the exchangeable interest liability relating to the respective Facility's non-controlling interest holders upon the sale of Black Hills Surgical Hospital, LLP ("BHSH") and OSH in the fourth quarter of 2024 and the first quarter of 2026, respectively.
- The fluctuations in interest expense on the exchangeable interest liability are due to the variation in distributions from the Facilities between the reporting periods.
- The fluctuations in foreign currency have been driven by the movements of exchange rate of the Canadian dollar in relation to U.S. dollar between the reporting periods.
- Fluctuations in current income taxes have been driven by the changes in operating performance of the Facilities, the deductibility of corporate expenses, intercompany interest expense deductions, and taxable (deductible) foreign exchange gains (losses). Fluctuations in deferred income taxes have been driven primarily by the changes in the exchangeable interest liability, along with the impact of U.S. tax reform pursuant to the recent U.S. federal tax law changes.

7. RECONCILIATION OF NON-IFRS FINANCIAL MEASURES

The following table presents the reconciliation of cash available for distribution to net cash provided by operating activities:

		Three Months Ended September 30,		Nine Months Ended September 30,	
Unaudited *In thousands of U.S. dollars, except as indicated otherwise*		2026 $	2025[1] $	2026 $	2025[1] $
NET CASH PROVIDED BY OPERATING ACTIVITIES	**USD**	**16,648**	**13,917**	**35,293**	**31,132**
Non-controlling interest in cash flows of the Facilities [2]		(5,940)	(5,765)	(17,336)	(18,544)
Interest expense on exchangeable interest liability [3]		1,293	1,265	4,003	3,810
Payment of lease liabilities [4]		(1,974)	(2,861)	(5,958)	(8,933)
Maintenance capital expenditures [5]		(786)	(1,091)	(2,439)	(2,229)
Difference between accrual-based amounts and actual cash flows related to interest and taxes [6]		68	(781)	5,699	14,273
Net changes in non-cash operating working capital [7]		(4,645)	(79)	(5,499)	(3,278)
Market value adjustments on share-based compensation [8]		(833)	(305)	(47)	11
Repayments of notes payable by the Facilities [9]		(816)	(889)	(2,608)	(2,695)
CASH AVAILABLE FOR DISTRIBUTION	**USD**	**3,015**	**3,411**	**11,108**	**13,547**
	CDN	**4,219**	**4,698**	**15,386**	**18,950**
DISTRIBUTIONS	**CDN**	**1,455**	**1,651**	**4,494**	**5,100**
CASH AVAILABLE FOR DISTRIBUTION PER COMMON SHARE [10]	**CDN**	**$0.261**	**$0.253**	**$0.907**	**$0.950**
DISTRIBUTIONS PER COMMON SHARE [10]	**CDN**	**$0.090**	**$0.089**	**$0.265**	**$0.256**
PAYOUT RATIO		**34.5%**	**35.2%**	**29.2%**	**26.9%**
Average exchange rate of Cdn$ to US$ for the period		1.3993	1.3773	1.3851	1.3988
Basic weighted average number of common shares outstanding		16,175,717	18,595,164	16,971,117	19,954,362

[1] The comparative results for the three and nine months ended September 30, 2025 include the results of SCNC and OSH, which were sold in the fourth quarter of 2025 and the first quarter of 2026, respectively.

[2] Non-controlling interest in cash flows of the Facilities is deducted in determining cash available for distribution as distributions from the Facilities to the non-controlling interest holders are required to be made concurrently with distributions from the Facilities to the Corporation. This is calculated by multiplying the distributable cash flows from each Facility with the respective ownership share of the non-controlling interest holders.

[3] Interest expense on exchangeable interest liability represents a notional amount of interest expense deducted in the determination of net income attributable to owners of the Corporation. It is added back to determine cash available for distribution as it is a non-cash charge and is not distributable to the holders of the non-controlling interest. It is included in the Corporation's interim condensed consolidated statements of income and comprehensive income.

[4] Payment of lease liabilities represents rent payments on principal portions of lease liabilities and is deducted in determining cash available for distribution as this is a cash item included in cash flows from financing activities in the Corporation's interim condensed consolidated statements of cash flows.

[5] Maintenance capital expenditures at the Facility level reflect expenditures incurred to maintain the current operating capacities of the Facilities and are deducted in the calculation of cash available for distribution. Maintenance capital expenditures, together with major capital expenditures, comprise the purchase of property and equipment, which is included in cash flows from investing activities in the Corporation's interim condensed consolidated statements of cash flows.

[6] Cash flows from operating activities, as presented in the Corporation's interim condensed consolidated statements of cash flows, represent actual cash inflows and outflows, while calculation of cash available for distribution is based on the accrued amounts and, therefore, the difference between the accrual-based amounts and actual cash inflows and outflows related to interest, and income and withholding taxes is included in the table above.

[7] While changes in non-cash operating working capital are included in the calculation of net cash provided by operating activities in the Corporation's interim condensed consolidated statements of cash flows, they are not included in the calculation of cash available for distribution as they represent only temporary sources or uses of cash due to the differences in timing of recording revenue and corresponding expenses and actual receipts and outlays of cash. Such changes in non-cash operating working capital are financed from the available cash or credit facilities of the Facilities.

[8] Market value adjustments on share-based compensation represent non-controllable, non-cash charges related to share-based compensation plans included in general and administrative expenses which do not have a cash impact until the underlying share units vest. As a non-cash item, this expense is added back in the calculation of cash available for distribution. It is included in the Corporation's interim condensed consolidated statements of income and comprehensive income.

[9] Repayments of notes payable by the Facilities, which is comprised of principal repayments on non-revolving debt obligations, reflects contractual obligations of the Facilities and is deducted in the calculation of cash available for distribution. It is included in cash flows from financing activities in the Corporation's interim condensed consolidated statements of cash flows.

[10] Calculated based on the basic weighted average number of common shares outstanding.

Cash available for distribution for the three months ended September 30, 2026 (Cdn$4.2 million) decreased by Cdn$0.5 million compared to the cash available for distribution for the same period last year (Cdn$4.7 million), primarily because the prior period included the results of SCNC and OSH, which were sold in the fourth quarter of 2025 and the first quarter of 2026, respectively. On a per common share basis, cash available for distribution of Cdn$0.261 increased by Cdn$0.008, or 3.2% from the same period last year of Cdn$0.253. The distributions per common share increased between the periods by Cdn$0.001 to Cdn$0.090, resulting in a payout ratio of 34.5% for the three months ended September 30, 2026 as compared to a payout ratio of 35.2% in the same period in 2025.

Cash available for distribution for the nine months ended September 30, 2026 (Cdn$15.4 million) decreased by Cdn$3.6 million compared to the cash available for distribution for the same period last year (Cdn$19.0 million), primarily because the prior period included the results of SCNC and OSH, which were sold in the fourth quarter of 2025 and the first quarter of 2026, respectively. On a per common share basis, cash available for distribution of Cdn$0.907 decreased by Cdn$0.043, or 4.5% from the same period last year of Cdn$0.950. The distributions per common share increased between the periods by Cdn$0.009 to Cdn$0.265, resulting in a payout ratio of 29.2% for the nine months ended September 30, 2026 as compared to a payout ratio of 26.9% in the same period in 2025.

The Corporation's cash available for distribution is generated solely from the Facilities. The following table provides a reconciliation of cash generated at the Facility level to the Corporation's cash available for distribution:

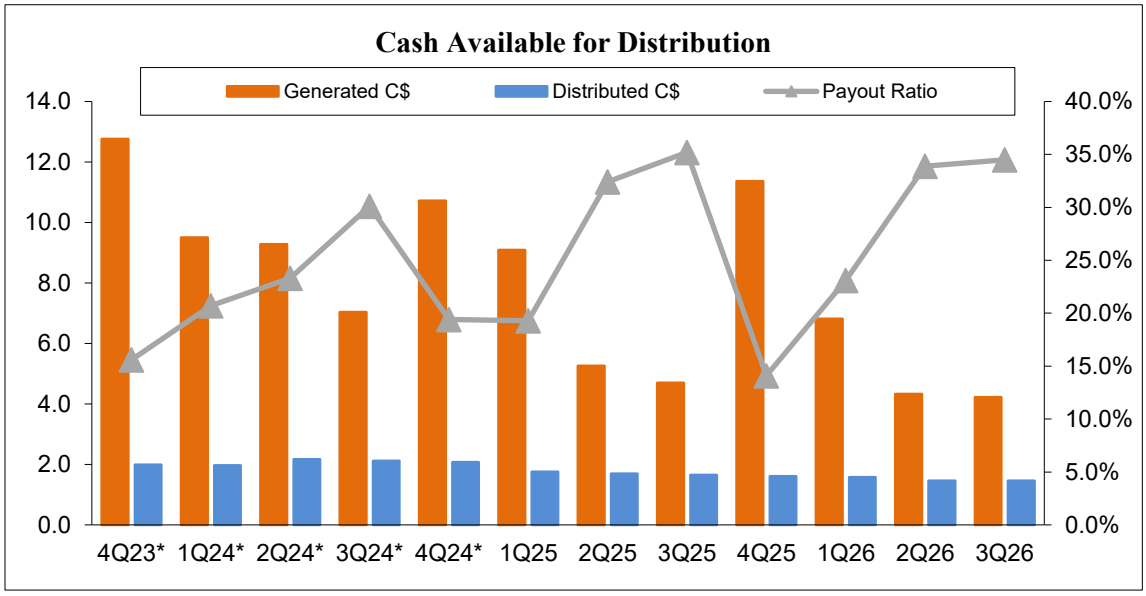
	Three Months Ended September 30,		Nine Months Ended September 30,	
Unaudited	**2026**	**2025[1]**	**2026**	**2025[1]**
In thousands of U.S. dollars	**$**	**$**	**$**	**$**
Cash flows from the Facilities:				
Income before interest expense, depreciation and amortization	16,039	17,458	47,397	54,631
Debt service costs:				
Interest	(347)	(355)	(1,059)	(1,071)
Repayment of non-revolving debt	(816)	(889)	(2,608)	(2,695)
Maintenance capital expenditures	(786)	(1,091)	(2,439)	(2,229)
Payment of lease liabilities	(1,974)	(2,851)	(5,945)	(8,900)
Non-cash loss (gain)	13	(50)	30	(62)
Cash available for distribution at the Facility level	**12,129**	**12,222**	**35,376**	**39,674**
Non-controlling interest in cash available for distribution at the Facility level	(5,940)	(5,765)	(17,336)	(18,544)
Corporation's share of the cash available for distribution at the Facility level	**6,189**	**6,457**	**18,040**	**21,130**
Corporate expenses	(1,956)	(1,748)	(5,408)	(5,445)
Interest income, net of interest expense at the corporate level	519	312	1,555	1,570
Provision for current income taxes	(1,737)	(1,610)	(3,079)	(3,708)
Cash available for distribution	**3,015**	**3,411**	**11,108**	**13,547**

[1] *The comparative results for the three and nine months ended September 30, 2025 include the results of SCNC and OSH, which were sold in the fourth quarter of 2025 and the first quarter of 2026, respectively.*

Compared to the three months ended September 30, 2025, the cash available for distribution in U.S. dollars for the same period this year decreased by $0.4 million or 11.6%, mainly due to lower income from Facilities as a result of the sales of SCNC and OSH in the fourth quarter of 2025 and the first quarter of 2026, respectively, partly offset by a reduction in lease liability payments, and lower maintenance capital expenditures at the Facilities.

Compared to the nine months ended September 30, 2025, the cash available for distribution in U.S. dollars for the same period this year decreased by $2.4 million or 18.0%, mainly due to lower income from Facilities as a result of the sales of SCNC and OSH in the fourth quarter of 2025 and the first quarter of 2026, respectively, partly offset by a reduction in lease liability payments, and lower current taxes.

The chart below shows the Corporation's cash available for distribution, distributions and payout ratios for the last twelve quarters:



**The cash available for distribution for the fourth quarter of 2023 to the fourth quarter of 2024 includes the results of BHSH, which was sold on November 15, 2024.*

8. OUTLOOK

As noted in the cautionary language concerning forward-looking disclosures in Section 1 of this MD&A under the heading "Caution Concerning Forward-Looking Statements", this section contains forward-looking statements including with respect to the overall impact of the U.S. and local economies, ongoing changes in the healthcare industry, management strategies of the Corporation, and U.S. tax reform. Such statements involve known and unknown risks, uncertainties and other factors outside of management's control, including the risk factors set forth under the heading "Risk Factors" in the annual MD&A and the Corporation's most recently filed annual information form, which could cause results to differ materially from those described or anticipated in the forward-looking statements.

The Economy

Management's expectations could be impacted by the general state of the U.S. economy. Interest rate changes, as well as consumer, business and government spending are all factors that may adversely impact the Corporation, including the increased likelihood of state and federal spending cuts under the current U.S. administration. There is uncertainty with respect to U.S. trade policies, which could increase supply costs and lead to supply disruptions or shortages, as tariffs and other protective measures continue to be enacted. There is also the possibility of further U.S. federal government shutdowns, which could disrupt the broader economy. The strength of the local economies of the areas served by the Corporation's Facilities is an important factor in the Corporation's outlook.

Ongoing geopolitical conflict in the Middle East has heightened concerns about the global economy due to the disruption of critical shipping lanes, which has led to volatility in energy prices. Shipping, air cargo, and logistics are facing delays and higher premiums, leading to supply chain disruptions. A prolonged conflict could potentially trigger negative shocks to the U.S. economy. However, the full duration and impact of the situation is indeterminable at this time.

Healthcare Industry

While impossible to currently quantify, the potential further modification of the healthcare regulatory landscape, as was significantly modified by the *Patient Protection and Affordable Care Act* ("ACA"), demographic changes and growing healthcare costs present numerous challenges and opportunities, including:

- the challenge of continuing pressure on reimbursement levels from U.S. government-funded plans (Medicare, Medicaid and similar plans) and private insurance companies, combined with the increasing share of case volume that such plans represent;
- the opportunity for additional case volumes arising from ownership of, and participation in, accountable care organizations and the related challenge of payor mix shifting to Medicare plans;
- the opportunity arising from reimbursement incentives which reward healthcare entities that meet specified quality and operational goals and operate in the most efficient and cost-effective manner; and
- an increased demand for services provided by the Corporation's Facilities due to the increasing average age and life expectancy of the population in our existing markets, population growth in the areas we serve, and advances in science and technology.

Changes in the U.S. federal government's political priorities could have potential implications on the healthcare industry, which could result in changes to healthcare coverage including case volume and reimbursement rates, such that reimbursement rates may not consistently increase in line with overall inflation and/or the Facilities' expenses. There is also a risk that lawmakers could advance legislation to more broadly establish site-neutral payments to reimburse certain outpatient services at lower rates regardless of setting, or impose further regulatory requirements on the Facilities, including, without limitation, further price transparency requirements.

On July 4, 2025, the *One Big Beautiful Bill Act* ("OBBBA") was signed into law. Among other provisions, the OBBBA legislates for significant changes to Medicaid, including restrictions on eligibility and the projected reduction of federal spending over time. The full impact of this legislation is indeterminable at this time.

On November 4, 2026, CMS released the *Hospital Outpatient Prospective Payment System and Ambulatory Surgical Center Payment System Final Rule* for the calendar year 2027 (the "2027 Final Rule"). The 2027 Final Rule phases out 637 surgical procedures from the inpatient-only list for the calendar year 2027 and expands the ambulatory surgical center-covered procedures list by an additional 618 surgical procedures. This further extends the range of procedures in which ambulatory surgery centers could compete with the Facilities, incremental to increased competition enabled by changes in the *Hospital Outpatient Prospective Payment System and Ambulatory Surgical Center Payment System Final Rule* for the calendar year 2026 (the "2026 Final Rule") published on November 21, 2025, which established plans to phase-out the inpatient-only list over a three-year period, beginning with the removal of 285 surgical procedures for the calendar year 2026, and expanded the ambulatory surgical center-covered procedures list to add 547 surgical procedures.

Other key changes from the 2026 Final Rule altering the competitive landscape include:

- the application of the site-neutral rate, which is 40% of the hospital outpatient rate, to drug administration services furnished in off-campus hospital outpatient departments (further extended to imaging without contrast services through the 2027 Final Rule);
- revisions to hospital price transparency requirements, with enforcement starting April 1, 2026; and
- permanent adoption of virtual direct supervision via real-time audio/video for many outpatient therapeutic and diagnostic services.

While the Corporation is assessing the likely effects of these key changes introduced by CMS, the full net impact of the changes, including the speed and extent to which ambulatory surgery centers will effectively compete for additional cases from the Facilities, is indeterminable at this time.

Additionally, as part of other rulemaking, on July 31, 2026, CMS finalized a proposal to implement a mandatory bundled payment model called the *Comprehensive Care for Joint Replacement Expanded (CJR-X) Model* ("CJR-X Model"), expanding a prior iteration of the model to apply to most hospitals nationwide commencing January 1, 2028. The CJR-X Model would apply to various designated lower-extremity joint replacement procedures, and entail bundled payments for most Medicare Part A and B expenditures during a 90-day episode of care, with two-sided reconciliations against an established benchmark. While the Corporation is assessing the implications of the CJR-X Model, the predecessor model upon which the CJR-X Model builds had resulted in aggregate reductions in Medicare spending for the covered procedures.

Further, CMS recently finalized the Ambulatory Specialty Model ("ASM"), which is a mandatory model that runs from January 1, 2027 through December 31, 2031, and applies to many physicians treating heart failure patients or low back pain patients in selected geographies. Participants will be subject to two-sided risk arrangements that will grow over time to become a 12% +/- adjustment to Medicare Part B payments based on factors that include quality and efficiency, among others. While this model will not directly affect Facility reimbursement, affected physicians in the North Little Rock market will be incentivized to more proactively manage cases to, for example, reduce avoidable procedures and procedures deemed by CMS to be of low value, which could potentially reduce procedural volumes at ASH. SFSH's market area was not selected for this model.

Import tariffs announced by the current U.S. administration against international trading partners could lead to significant price increases for certain implants, drugs, and medical supplies, and could further impact the supply chain with increased lead times, disruptions, and shortages. The impact could also intensify if further or reciprocal tariffs are implemented. The situation has been further exacerbated by recent conflict in the Middle East, which has led to a spike in energy prices and shipping costs, as well as supply chain delays and disruptions.

Hospitals throughout the U.S. continue to face a competitive healthcare labour market, which has led the Facilities to accelerate their hiring processes and offer enhanced salary and benefit packages to attract and retain staff. The full duration and impact of this competitive environment is indeterminable at this time.

Management Strategies

Management is committed to increasing shareholder value, primarily through continued organic growth at its current Facilities. The Corporation continues to focus on the evaluation and implementation of strategies to maximize the return of capital to its common shareholders.

In collaboration with local management and physicians, management will continue to differentiate and grow the Corporation's Facilities by:

- maintaining service lines of the highest quality;
- physician development, including continued recruitment and retention of physicians, based on community needs;
- expanding the complement of service offerings at the Facilities;
- expansion of ancillary businesses at the SSHs, within existing markets; and
- sharing and implementing best practices and cost reduction strategies, with emphasis on supply chain and implant costs.

Management will maintain its emphasis on continuation of these strategies, combined with a strong balance sheet, an experienced management team and continuing identification of suitable accretive opportunities to enhance the Corporation's operating performance.

U.S. Tax Reform

Pursuant to the *Tax Cuts and Jobs Act of 2017* ("TCJA"), MFA's deductions attributable to the interest expense on the promissory note (the interest paid by MFA on all debt, including the MFA promissory note, less its interest income) were limited to 30% of adjusted taxable income, beginning with tax year 2022. Any disallowed interest expense may be carried forward to future years. This limitation applies to newly issued loans as well as those originated before 2018. Moreover, other limitations on the deductibility of interest under U.S. federal income tax laws, potentially including limitations applicable to certain high-yield debt obligations, could apply under certain circumstances to defer and/or eliminate all or a portion of the interest deduction that MFA would otherwise be entitled to with respect to interest on such indebtedness. At the end of 2025, a significant portion of the TCJA expired.

The OBBBA, signed into law on July 4, 2025, permanently reinstated 100% bonus depreciation for most qualified property. Also, beginning with tax year 2025, the OBBBA modified the adjusted taxable income calculation by reinstating the add-back for depreciation and amortization. Overall, several key provisions that expired at the end of 2025 under the TCJA were made permanent under the OBBBA for tax years beginning after December 31, 2025.

9. LIQUIDITY AND CAPITAL RESOURCES

As noted in the cautionary language concerning forward-looking disclosures in Section 1 of this MD&A under the heading "Caution Concerning Forward-Looking Statements", this section contains forward-looking statements including with respect to cash flows and future contractual payments. Such statements involve known and unknown risks, uncertainties and other factors outside of management's control, including the risk factors set forth under the heading "Risk Factors" in the annual MD&A and the Corporation's most recently filed annual information form, which could cause results to differ materially from those described or anticipated in the forward-looking statements.

Cash Balances

The Corporation's cash and cash equivalents balances are as follows:

Unaudited *In thousands of U.S. dollars*	**September 30, 2026** *Unaudited*	**December 31, 2025**
Cash and cash equivalents at the Facility level	10,150	9,791
Cash and cash equivalents at the corporate level	60,650	33,658
Cash and cash equivalents	**70,800**	**43,449**

Cash Flow Activity

Cash Flow

Unaudited	**Nine Months Ended September 30,**			
In thousands of U.S. dollars	**2026**	**2025**	**$ Change**	**% Change**
Cash provided by operating activities	35,293	31,132	4,161	13.4%
Cash provided by (used in) investing activities	39,777	(3,083)	42,860	1,390.2%
Cash used in financing activities	(48,346)	(89,554)	41,208	46.0%
Increase (decrease) in cash and cash equivalents	**26,724**	**(61,505)**	**88,229**	**143.5%**
Effect of exchange rate fluctuations on cash balances held	44	(177)	221	124.9%
Add back: Net decrease in Oklahoma Spine Hospital, LLC's cash, classified as assets held for sale	583	-	583	100.0%
Cash and cash equivalents, beginning of the period	43,449	108,496	(65,047)	(60.0%)
Cash and cash equivalents, end of the period	**70,800**	**46,814**	**23,986**	**51.2%**

The Corporation expects to fund operations with cash derived from operating activities. Deficiencies arising from short-term working capital requirements and capital expenditures may be financed on a short-term basis

with bank indebtedness, funds available from the corporate credit facility, as well as lines of credit at the Facility level, or on a permanent basis with offerings of securities of the Corporation. Negative changes in the general state of the U.S. economy could affect the Corporation's liquidity by reducing cash generated from operating activities or by limiting access to short-term financing as a result of tightening credit markets.

Operating Activities and Working Capital

Cash from operating activities in the nine months ended September 30, 2026 increased by $4.2 million compared to the same period in 2025, primarily due to a decrease in taxes paid, mostly offset by lower income from the Facilities' operations as a result of the sales of SCNC and OSH in the fourth quarter of 2025 and the first quarter of 2026, respectively.

As of September 30, 2026, the Corporation had consolidated net working capital of $67.4 million compared to $54.0 million as of December 31, 2025. The change in consolidated net working capital was mainly due to the impact of the sale of OSH in the first quarter of 2026, resulting in an increase in cash and cash equivalents from the sale proceeds received, partly offset by a reduction in current assets and current liabilities due to the removal of OSH's balances which were classified as held for sale. The level of working capital, including financing required to cover any deficiencies, is dependent on the operating performance of the Facilities and fluctuates from period to period.

As of September 30, 2026, accounts receivable were $29.0 million (December 31, 2025: $35.1 million), accounts payable and accrued liabilities totaled $30.4 million (December 31, 2025: $30.7 million), total assets were $257.0 million (December 31, 2025: $272.6 million) and total long-term liabilities, excluding exchangeable interest liability, were $63.4 million (December 31, 2025: $63.9 million).

Investing Activities

The $42.9 million increase in cash provided by investing activities for the nine months ended September 30, 2026 compared to the same period in 2025 was primarily due to the proceeds from the sale of OSH in the first quarter of 2026, net of transaction costs ($43.2 million), partly offset by an increase in purchases of property and equipment ($0.4 million).

Financing Activities

The $41.2 million decrease in cash used in financing activities for the nine months ended September 30, 2026 compared to the same period in 2025 was mainly due to the completion of the substantial issuer bid in the prior period ($43.7 million), along with decreases in payment of lease liabilities ($3.0 million), Facility distributions to non-controlling interest ($2.1 million), and dividends paid ($0.6 million), partly offset by increases in the purchase of common shares under normal course issuer bids ($6.7 million), and repayments of credit facilities and other borrowings at the Facility level ($1.5 million).

The Facilities have available credit facilities in place in the aggregate amount of $12.0 million, of which $0.8 million was drawn as of September 30, 2026. The balances available under the credit facilities, combined with cash and cash equivalents as of September 30, 2026, are available to manage the Facilities' accounts receivable, supply inventory and other short-term cash requirements.

The partnership or operating agreements governing each of the respective Facilities do not permit the Corporation to access the assets of the Facilities to settle the liabilities of other subsidiaries of the Corporation, and the Facilities have no obligation to (and could not, without the approval of the holders of the non-controlling interest) take any steps to settle the liabilities of the Corporation or its other subsidiaries.

The Corporation has in place a $40.0 million line of credit, inclusive of a $25.0 million swingline facility, with a Canadian chartered bank which matures on August 4, 2028 ("Credit Facility"). The Credit Facility can be used for general corporate purposes, including working capital and capital expenditures, and/or repurchase of the Corporation's common shares. As of September 30, 2026, there was no amount drawn or outstanding for the Credit Facility. As of September 30, 2026 and 2025, the Corporation was in compliance with all of its debt covenants.

Contractual Obligations

The mandatory repayments under the credit facilities and other contractual obligations and commitments including expected interest payments, on a non-discounted basis, as of September 30, 2026, are as follows:

Unaudited		Future payments (including principal and interest)				
In thousands of U.S. dollars	Carrying values at September 30, 2026	Total	Less than 1 year	2-3 years	4-5 years	After 5 years
Contractual Obligations	$	$	$	$	$	$
Dividends payable	1,023	1,023	1,023	-	-	-
Accounts payable	14,560	14,560	14,560	-	-	-
Accrued liabilities	15,879	15,879	15,879	-	-	-
Facilities' revolving credit facilities	820	823	823	-	-	-
Notes payable	27,688	30,647	4,011	26,441	195	-
Lease liabilities	25,142	28,240	7,256	12,998	7,629	357
Total contractual obligations	**85,112**	**91,172**	**43,552**	**39,439**	**7,824**	**357**

The Corporation anticipates renewing, extending, repaying or replacing its credit facilities that are due over the next twelve months and expects that cash flows from operations and working capital will be adequate to meet future payments on other contractual obligations over the next twelve months. As of the date of this MD&A, the Corporation does not have any off-balance sheet arrangements that would be expected to have a material impact on its operating and financial results.

10. SHARE CAPITAL AND DIVIDENDS

As noted in the cautionary language concerning forward-looking disclosures in Section 1 of this MD&A under the heading "Caution Concerning Forward-Looking Statements", this section contains forward-looking statements including with respect to the Corporation's expected payment of dividends. Such statements involve known and unknown risks, uncertainties and other factors outside of management's control, including the risk factors set forth under the heading "Risk Factors" in the annual MD&A and the Corporation's most recently filed annual information form, which could cause results to differ materially from those described or anticipated in the forward-looking statements.

The following table summarizes the number of outstanding stock options as of September 30, 2026:

Optionee	Number of Options Held	Number of Options Vested	Exercise Price	Grant Date
Former Chief Financial Officer	221,344	221,344	C$17.98	November 21, 2016
Total number of outstanding options	**221,344**	**221,344**		

Outstanding options (the "Options") vest after five years of employment. The Options must be exercised by the tenth anniversary of the respective grant dates, subject to blackout exceptions. As of September 30, 2026, all of the Options are vested and exercisable.

On May 1, 2026, the 223,562 Options held by the former CEO expired.

As of September 30, 2026, the Corporation had 16,173,325 common shares outstanding.

Normal Course Issuer Bids

The Corporation has a normal course issuer bid for up to 1,805,324 of its common shares in effect from December 1, 2025 to November 30, 2026. During the nine months ended September 30, 2026, the Corporation purchased 1,695,324 of its common shares for a total consideration of $21.5 million from the open market under this normal course issuer bid, fully utilizing the purchase limit of 1,805,324 of its common shares by July 13, 2026. During the nine months ended September 30, 2025, the Corporation purchased 1,305,900 of its common shares for a total consideration of $14.8 million from the open market under a previous normal course issuer bid.

The purchases under the normal course issuer bids include applicable buyback taxes. All common shares acquired under the normal course issuer bids were cancelled.

Substantial Issuer Bid

On March 11, 2025, the Corporation completed a substantial issuer bid, by way of a modified Dutch auction, to purchase, for cancellation, the common shares of the Corporation (the "Offer"). The Corporation purchased and cancelled 3,374,313 of its common shares at a price of Cdn$18.00 per common share under the Offer, representing an aggregate purchase price of $43.1 million, including applicable buyback taxes, or approximately 14.7% of the Corporation's issued and outstanding common shares before giving effect to the Offer. The Corporation incurred transaction costs related to the Offer of $0.6 million which were recorded against share capital during the nine months ended September 30, 2025.

Dividends

Dividend declarations are determined based on periodic reviews of the Corporation's earnings, capital expenditures and related cash flows. Such declarations take into account that the cash generated in the period is to be distributed after considering (i) debt service obligations, (ii) other expense and tax obligations, (iii) reasonable reserves for working capital and capital expenditures, and (iv) financial flexibility. Cash distributions declared in the period from January 1, 2026 to September 30, 2026 totaled Cdn$0.27 per common share. Cash distributions declared in the period from July 1, 2026 to September 30, 2026 totaled Cdn$0.09 per common share.

Dividend Reinvestment and Share Purchase Plan

The Corporation has a Dividend Reinvestment and Share Purchase Plan which allows common shareholders resident in Canada to automatically re-invest, in a cost-effective manner, the cash dividends on their common shares into additional common shares of the Corporation.

11. FINANCIAL INSTRUMENTS

Financial instruments held in the normal course of business included in the interim condensed consolidated balance sheet as of September 30, 2026 consist of cash and cash equivalents, accounts receivable, dividends payable, accounts payable, accrued liabilities, obligation for purchase of common shares, borrowings (including long-term debt) and exchangeable interest liability.

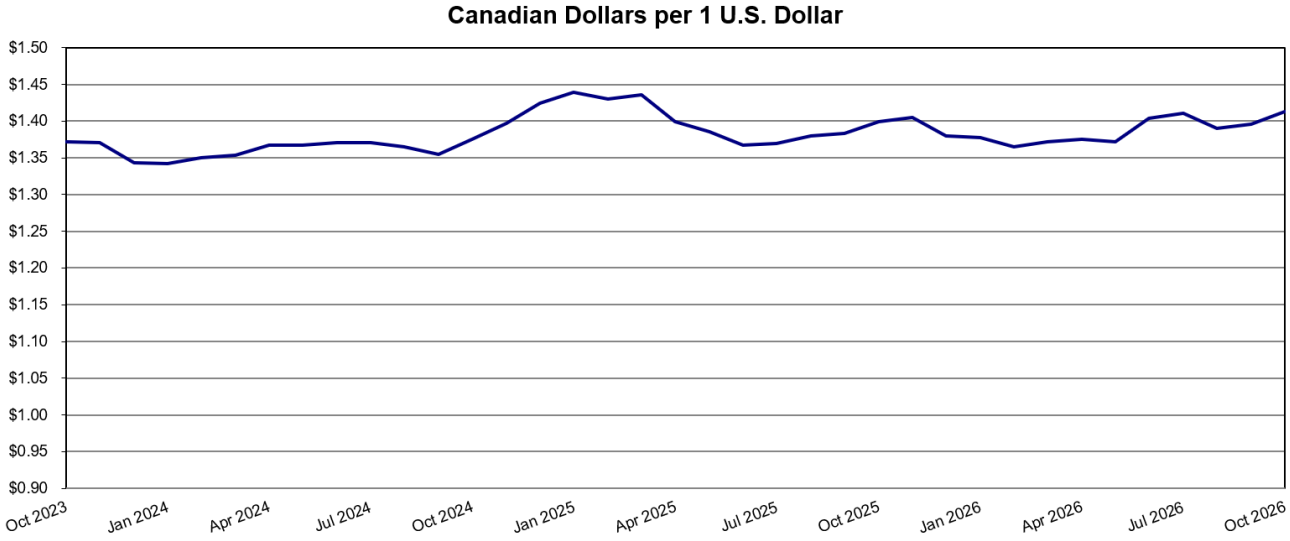
The fair value of the exchangeable interest liability is determined based on the closing trading price of the Corporation's common share price at each reporting period. The fair values of long-term debt (notes payable and term loans) are not significantly different than their carrying values, as these instruments bear interest at rates comparable to current market rates. The fair values of all other financial instruments of the Corporation approximate their carrying values due to the short-term nature of these instruments.

Foreign Exchange Risk

The Facilities derive revenue, incur expenses and make distributions to their owners, including the Corporation, in U.S. dollars. The Corporation pays dividends to common shareholders and incurs a portion of its expenses in Canadian dollars. The amounts of distributions from the Facilities to their owners, including the Corporation and non-controlling interest holders, are dependent on the results of the operations and cash flows generated by the Facilities in any particular period.

Strengthening of the Canadian dollar against the U.S. dollar negatively impacts currency translation differences with respect to the funds available for the Corporation's Canadian dollar denominated dividend and interest payments and expenses. A weakening Canadian currency in relation to U.S. currency has the opposite effect.

The graph below shows the movement of the monthly average exchange rates between Canadian and U.S. dollars since October 2023:



The Corporation may, from time to time, enter into foreign exchange forward contracts dependent upon actual or anticipated company performance and current market conditions. As of September 30, 2026, the Corporation did not hold any foreign exchange forward contracts.

Credit Risk

Cash and cash equivalents are held with highly-rated and reputable financial institutions in the U.S. and Canada, with minimal credit risk.

The substantial portion of the Corporation's accounts receivable balance is with U.S. governmental payors and health insurance companies which are assessed as having a low risk of default and is consistent with the Facilities' history with these payors. Management reviews reimbursement rates and aging of the accounts receivable to monitor its credit risk exposure. On an ongoing basis, management assesses the circumstances affecting the recoverability of its accounts receivable and adjusts allowances based on changes in those factors. Actual bad debts for a trailing period are compared with the allowance to support the estimate of recoverability. Considerations related to historical experience are also factored into the valuation of the current period accounts receivable.

From time to time, the Corporation may enter into foreign exchange forward contracts and may place excess funds for investment with certain financial institutions. Investment of excess funds is guided by the investment policy of the Corporation that, among other things, (i) prescribes the eligible types of investments and (ii) establishes limits on the amounts that can be invested with any one financial institution.

Interest Rate Risk

The Corporation and the Facilities are exposed to interest rate fluctuations which can impact their borrowing costs. The Facilities use floating rate credit facilities for operating lines of credit that fund short-term working capital needs and use fixed rate debt to fund investments and capital expenditures.

Share Price Risk

The Corporation's exchangeable interest liability is measured on quoted market prices of its common shares in active markets and, therefore, the Corporation is exposed to variability in net income as prices change. Share price risk includes the impact of foreign exchange because common shares are quoted in Canadian dollars. The Corporation does not have any hedges against price risk.

Liquidity Risk

Liquidity risk is the risk that the Corporation, including its Facilities, will not be able to meet its financial obligations as they become due. The Corporation manages liquidity risk through the management of its capital structure and financial leverage. The Corporation also manages liquidity risk by continuously monitoring actual and projected cash flows and by taking into account the receipts and maturity profile of financial assets and liabilities. The board of directors of the Corporation reviews and approves operating and capital budgets, as well as any material transactions outside the ordinary course of business.

12. RELATED PARTY TRANSACTIONS

Other Transactions

Certain Facilities routinely enter into transactions with related parties for the provision of services relating to the use of facility space and equipment. These parties are considered related as the Facilities have significant influence over these parties. Such transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Certain of the physicians, who indirectly own the non-controlling interest in each of the Facilities, routinely provide professional services directly to patients utilizing the services of the Facilities and reimburse the Facilities for the space and staff utilized. Also, certain of the physicians serve on the boards of management of the Facilities, and two such individuals perform the duties of Medical Director at their respective Facilities and are compensated in recognition of their contribution to the Facilities. Also, Dr. R. Blake Curd, a physician with a non-controlling interest in SFSH, is its Chief Executive Officer and served as the Chief Medical Officer of the Corporation until his contract to serve in this position terminated on June 23, 2026.

SFSH has a 33% ownership share in an accountable care organization ("ACO") through a wholly-owned subsidiary that also provides management services to the ACO. The ACO was approved for participation in the Medicare Shared Savings Program, which is an incentive program established under the provisions of the ACA. As one of the initiatives of the ACO, SFSH has an agreement with Great Plains Surgical, LLC ("Great Plains"), an entity controlled by certain indirect non-controlling owners of SFSH, for the provision of management services in relation to the orthopedic service line at SFSH to improve the quality of services provided and realize savings on implants and other supplies used in that service line. In addition to the payment of fees for providing

management of the orthopedic service line and medical directorships, Great Plains is entitled to receive performance payments for realized cost savings and the attainment of quality levels.

The following is a summary of transactions at each Facility with their respective related parties during the reporting periods:

Unaudited *In thousands of U.S. dollars*		Three Months Ended September 30,		Nine Months Ended September 30,	
Entity	**Nature of services or goods received**	**2026 $**	**2025 $**	**2026 $**	**2025 $**
ASH	Lease of hospital building and office space.	1,158	1,091	3,329	3,267
SFSH	Provision of management services in relation to orthopedic service line and ACO, anesthesia services, billing and coding services, physical and occupational therapy services, lithotripter services, facility and related equipment, and lease of urgent care building.	3,158	3,156	9,766	9,639
Total		**4,316**	**4,247**	**13,095**	**12,906**

13. CRITICAL ACCOUNTING JUDGMENTS AND ESTIMATES

The Corporation estimates certain amounts reflected in its financial statements based on historical experience, current trends and other assumptions that are believed to be reasonable under the circumstances. Actual results could differ from those estimates because of the uncertainties inherent in making assumptions and estimates regarding unknown future outcomes. Note 21.23 to the annual financial statements details significant accounting judgments and estimates used in the preparation of the financial statements.

The accounting estimates discussed below are highlighted because they require difficult, subjective, and complex management judgments. The Corporation believes that each of its assumptions and estimates is appropriate to the circumstances and represents the most likely future outcome.

Revenue

Significant management judgment is involved in applying the portfolio approach to major payor classes to estimate the explicit and implicit price concessions. Estimates of explicit price concessions are based on contractual agreements, discount policies and historical experience. Estimates of implicit price concessions are based on historical collection experience.

Allowance for Non-Collectible Receivable Balances

The Facilities maintain an allowance for non-collectible receivable balances for estimated losses resulting from the inability to collect on its accounts receivable. Estimation of allowance for non-collectible receivable balances involves uncertainty about future collections which could differ from the original estimates. The allowance for non-collectible receivable balances is subject to change as general economic, industry and customer specific conditions change.

Impairment of Non-Financial Assets

Non-financial assets that have an indefinite useful life, such as goodwill, certain trade names and certain hospital operating licenses, are tested at least annually for impairment and when events or changes in circumstances indicate that the carrying amount may not be recoverable. Non-financial assets that have a definite useful life which are subject to amortization are reviewed for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable.

The methodology used to test for impairment includes significant judgment, estimates, and assumptions. Impairment exists when the carrying amount of an asset or cash-generating unit ("CGU") exceeds its recoverable amount, which is the higher of its value in use ("VIU") and fair value less costs of disposal ("FVLCD"). The two approaches are as follows: 1) VIU approach – the estimated future cash flows, discounted to their present value using a post-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset, and 2) FVLCD approach – the trailing twelve months EBITDA multiplied by a market multiple relevant to the CGU. As a result, any impairment losses are a result of management's best estimates of expected revenues, expenses, cash flows, discount rates, and market multiples at a specific point in time. These estimates are subject to measurement uncertainty as they are dependent on factors outside of management's control. In addition, by their nature, impairment tests involve a significant degree of judgment as expectations concerning future cash flows and the selection of appropriate market inputs are subject to considerable risks and uncertainties.

Management has identified two CGUs for which impairment testing is performed annually and if a triggering event has occurred requiring an impairment test to be completed. The Facilities represent subsidiary operations which are independent of each other and are therefore identified as separate CGUs.

Management is required to use judgment in determining the grouping of assets to identify their CGUs for the purposes of testing property and equipment for impairment. Judgment is further required to determine appropriate groupings of CGUs for the level at which goodwill and indefinite life intangible assets are tested for impairment. In addition, judgment is used to determine whether a triggering event has occurred requiring an impairment test to be completed.

Factors considered by management in determining a triggering event include: deterioration in market and economic conditions, volatility in the financial markets causing declines in the Corporation's share price, increases in the Corporation's weighted-average cost of capital, changes in valuation multiples, changes to healthcare legislation in the United States both federally and in the jurisdictions in which the Facilities operate, changes to the physician complement at the Facilities, decreases in expected future reimbursement rates, declining patient referrals, physical conditions of facilities and equipment, and increased costs of inputs, such as drugs, supplies, and labour.

When considered significant, management incorporates changes to these factors in its estimated future cash flows to assess the impact on the recoverable amount of its non-financial assets.

Management calculates the recoverable amount of each CGU using EBITDA specific to each CGU by a multiple determined using market data, such as EBITDA to market capitalization ratios of comparable publicly traded companies and recent prices for capital transactions within the industry. Management has estimated cost to dispose to be 1% of the fair value of the CGUs, based on recent market data. To assess reasonableness of recoverable amounts, management reconciles the recoverable amounts of its CGUs to the enterprise value of the Corporation as of the reporting date based on (i) the market capitalization of the outstanding common shares, and (ii) the Corporation's portion of the Facilities' long-term debt and lease liabilities, less (iii) cash on hand.

Management performed an assessment of the impairment indicators mentioned above as of September 30, 2026, and determined that there has been no impairment of non-financial assets, including goodwill and other intangibles.

Taxes

Uncertainties exist with respect to the interpretation of complex tax regulations and the amount and timing of deferred taxable income. The Corporation's income tax assets and liabilities are based on interpretations of income tax legislation across various jurisdictions in Canada and the United States. The Corporation's effective

tax rate can change from year to year based on the mix of income among different jurisdictions, changes in tax laws in these jurisdictions, and changes in the estimated value of deferred tax assets and liabilities. The Corporation's income tax expense reflects an estimate of the cash taxes the Corporation is expected to pay for the current year and a provision for changes arising in the values of deferred tax assets and liabilities during the year. The carrying value of these assets and liabilities is impacted by factors such as accounting estimates inherent in these balances, management's expectations about future operating results, and previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authorities. Such differences in interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective legal entity's domicile. On a regular basis, management assesses the likelihood of recovering value from deferred tax assets, such as loss carryforwards, as well as from the depreciation of capital assets, and adjusts the tax provision accordingly.

Deferred tax assets are recognized for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be used. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based on the likely timing and the level of future taxable profits together with future tax-planning strategies. If management's estimates or assumptions change from those used in current valuation, management may be required to recognize an adjustment in future periods that would increase or decrease deferred income tax asset or liability and increase or decrease income tax expense.

14. DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROLS OVER FINANCIAL REPORTING

Management is responsible for the financial information published by the Corporation. In accordance with National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*, the Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO") have certified that the quarterly filings fairly present in all material respects the financial condition, results of operations and cash flows and have also certified regarding controls as described below.

Under the supervision of, and with the participation of the CEO and the CFO, management has designed disclosure controls and procedures ("DC&P") to provide reasonable assurance that (i) material information relating to the Corporation, including its consolidated subsidiaries, is made known to the CEO and the CFO by others within those entities for the period in which the annual and interim filings of the Corporation are being prepared, and (ii) information required to be disclosed by the Corporation in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in applicable securities legislation.

In addition to DC&P, under the supervision of, and with the participation of the CEO and the CFO, management has designed internal controls over financial reporting ("ICFR") using the 2013 Committee of Sponsoring Organizations of the Treadway Commission ("COSO") framework to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements for external purposes in accordance with IFRS Accounting Standards.

There have been no changes in the Corporation's ICFR during the period beginning on July 1, 2026 and ending on September 30, 2026, that have materially affected, or are reasonably likely to materially affect, the Corporation's ICFR.

15. RISK FACTORS

The Corporation's annual MD&A contains a summary of risk factors pertaining to the Corporation, which is qualified in its entirety by reference to, and must be read in conjunction with, the detailed information appearing

in the Corporation's most recently filed annual information form ("AIF") available on SEDAR+ at www.sedarplus.ca. The risk factors described in the AIF continue to apply. Any material changes to those risk factors are described in this MD&A, and the disclosures herein should be read in conjunction with the risk factors set out in the AIF, as supplemented or updated by this MD&A.

16. NEW AND REVISED IFRS ACCOUNTING STANDARDS NOT YET ADOPTED

The Corporation has not adopted certain new and revised IFRS Accounting Standards, as detailed in Note 21.24 to the annual financial statements, that also apply to the current period financial statements. The Corporation continues to assess the impact of the adoption of these new and revised IFRS Accounting Standards on the financial statements in future periods. There are no other new and revised IFRS Accounting Standards that have been issued but not yet adopted that would be expected to have a material impact on the Corporation.