



**MEDICAL
FACILITIES**
CORPORATION

THIRD QUARTER OF FISCAL 2025

November 5, 2025

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, 2025 (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, 2024 (“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, 2024 (“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 growth, revenue and cash flow volatility, credit risk, operating risks, performance of obligations/maintenance of client 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 Corporation's 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 Adjusted 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.
- **Adjusted EBITDA** is a non-IFRS financial measure defined as EBITDA before impairment of goodwill.

- **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 controlling interests in, and/or controls by virtue of retaining approval rights over certain significant governance matters, and derives substantially all of its income from, four limited liability entities (each a “Facility” and, collectively, the “Facilities”), each of which own either a specialty surgical hospital (an “SSH”) or an ambulatory surgery center (an “ASC”). The four Facilities are comprised of three SSHs located in Arkansas, Oklahoma, and South Dakota, and one ASC located in California. ASCs are specialized surgical centers that only provide outpatient procedures, whereas SSHs are licensed for both inpatient and outpatient surgeries. The SSHs and ASC 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.

During 2023, the Corporation completed the divestiture of five ASCs (the “MFC Nueterra ASCs”) which it indirectly owned through a partnership between its wholly-owned U.S. subsidiary and Nueterra MF Holdings, LLC. On June 2, 2025, MFC Nueterra Holding Company, LLC, which owned the MFC Nueterra ASCs under this partnership, was also wound-up.

On November 15, 2024, Black Hills Surgical Hospital, LLP (“BHSH”), a Facility located in Rapid City, South Dakota, was sold to Sanford Health for cash proceeds of \$96.1 million for the Corporation’s 54.2% ownership share, subject to customary adjustments.

Government Stimulus

The *Coronavirus Aid, Relief, and Economic Security (CARES) Act* (the “CARES Act”) was signed into law on March 27, 2020 in response to COVID-19. The CARES Act included provisions for financial assistance to healthcare providers via, among other provisions, the Paycheck Protection Program (“PPP”).

During the three months ended September 30, 2024, the U.S. Small Business Administration concluded the Post Payment Loan Reviews on all of the Facilities’ outstanding PPP loans of \$12.0 million, closing the reviews with no findings and confirming full forgiveness. As a result, the respective Facilities recorded government stimulus income of \$12.0 million in the interim condensed consolidated statement of income and comprehensive income for the three and nine months ended September 30, 2024, and the related liability under government stimulus funds repayable in the interim condensed consolidated balance sheet was reversed.

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, Oklahoma, and South Dakota, the non-controlling interest holders were granted the right to exchange up to 14% (5% in the case of Arkansas Surgical Hospital) of the ownership interest in their respective Facilities for common shares of the Corporation. The liability associated with this derivative instrument is recorded on the consolidated balance sheet. To date, the non-controlling interest holders of one of the eligible Facilities have exercised portions of their exchangeable interests.

Summary of Facility Information as of September 30, 2025

	Arkansas Surgical Hospital ("ASH")	Oklahoma Spine Hospital ("OSH")	Sioux Falls Specialty Hospital ("SFSH")	The Surgery Center of Newport Coast ("SCNC")
Location	North Little Rock Arkansas	Oklahoma City Oklahoma	Sioux Falls South Dakota	Newport Beach California
Year Opened	2005	1999	1985	2004
Year Acquired by the Corporation	2012	2005	2004	2008
Ownership Interest	51.0%	64.0%	51.0%	51.0%
Non-controlling Interest	49.0%	36.0%	49.0%	49.0%
Exchangeable Interest	5.0%	1.0%	14.0%	-
Size	126,000 sq ft	61,000 sq ft	97,000 sq ft	7,000 sq ft
Operating/Procedure Rooms	13/2	7/2	15/1	3/0
Overnight Rooms	41 ⁽¹⁾	25	33	-

⁽¹⁾ Licensed for 47 beds.

4. FINANCIAL AND PERFORMANCE HIGHLIGHTS

Selected Financial Information from Continuing Operations

<i>Unaudited</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
<i>In thousands of U.S. dollars, except per share amounts and as indicated otherwise</i>	2025	2024 ⁽¹⁾	2025	2024 ⁽¹⁾
Facility service revenue	82,561	76,821	244,832	240,452
Government stimulus income	-	11,957	-	11,957
Revenue and other income	82,561	88,778	244,832	252,409
Operating expenses	70,396	67,345	207,688	205,340
Income from operations	12,165	21,433	37,144	47,069
Net income for the period from continuing operations	12,929	13,986	31,548	20,764
Attributable to:				
Owners of the Corporation ⁽²⁾	8,127	5,608	16,486	3,008
Non-controlling interest ⁽²⁾	4,802	8,378	15,062	17,756
Net income for the period from discontinued operations, net of tax	-	3,433	-	11,760
Earnings per share from continuing operations attributable to owners of the Corporation				
Basic	\$0.44	\$0.23	\$0.83	\$0.13
Fully diluted	\$0.23	\$0.23	\$0.72	\$0.13
EBITDA ⁽³⁾	16,060	25,602	49,322	59,526
Cash available for distribution ^{(3) (4)}	C\$ 4,698	C\$ 7,031	C\$ 18,950	C\$ 25,829
Distributions ⁽³⁾	C\$ 1,651	C\$ 2,115	C\$ 5,100	C\$ 6,249
Cash available for distribution per common share ^{(3) (4)}	C\$ 0.253	C\$ 0.296	C\$ 0.950	C\$ 1.067
Distributions per common share ⁽³⁾	C\$ 0.089	C\$ 0.089	C\$ 0.256	C\$ 0.258
Payout ratio ^{(3) (4)}	35.2%	30.1%	26.9%	24.2%

⁽¹⁾ The comparative results for the three and nine months ended September 30, 2024 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 Adjusted 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, but have been restated for market value adjustments on share-based compensation, and stock options expense.

Selected Financial Information for the Three Months Ended September 30, 2025 compared to the Three Months Ended September 30, 2024

For the three months ended September 30, 2025, revenue and other income from continuing operations was \$82.6 million, a decrease of 7.0% from \$88.8 million for the prior year which included \$12.0 million of government stimulus income from the recognition of PPP income. Facility service revenue from continuing operations increased by \$5.7 million or 7.5% from \$76.8 million for the same period in 2024, mainly due to the combined positive impact of case and payor mix, as well as payor rate increases, and higher surgical case volume.

EBITDA for the three months ended September 30, 2025 was \$16.1 million or 19.5% of revenue from continuing operations compared to \$25.6 million or 28.8% of revenue from continuing operations for the same period last year. Excluding prior year PPP government stimulus income, EBITDA increased from the same period in 2024

by \$2.4 million or 17.7%, mainly due to the increase in facility service revenue which exceeded the net increase in operating expenses before depreciation and amortization.

Net income from continuing operations for the three months ended September 30, 2025 was \$12.9 million compared to \$14.0 million for the same period in 2024, with the decrease mainly attributable to the prior year recognition of PPP government stimulus income, along with higher income tax expense, mostly offset by 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.

Net income from discontinued operations, net of tax, for the three months ended September 30, 2024 of \$3.4 million was reclassified out of continuing operations due to the sale of BHSH in 2024.

The Corporation generated cash available for distribution of Cdn\$4.7 million for the three months ended September 30, 2025, representing a decrease of Cdn\$2.3 million or 33.2% from Cdn\$7.0 million for the same period in 2024, primarily due to lower income from Facilities as a result of the sale of BHSH in the fourth quarter of 2024. Distributions per common share remained unchanged between the periods at Cdn\$0.089, while the payout ratio was 35.2% for the three months ended September 30, 2025 compared to 30.1% 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, 2025 compared to the Nine Months Ended September 30, 2024

For the nine months ended September 30, 2025, revenue and other income from continuing operations was \$244.8 million, a decrease of 3.0% from \$252.4 million for the prior year which included the \$12.0 million of government stimulus income from the recognition of PPP income. Facility service revenue from continuing operations increased by \$4.4 million or 1.8% from \$240.5 million for the same period in 2024 despite one less operating day in the current period, mainly due to payor rate increases, along with the combined positive impact of case and payor mix, and higher surgical case volume. This was partly offset by a shortfall at SFSH in the second quarter of 2025 partially driven by the relocation of its main physician group’s clinic, and a decline in pain management cases.

EBITDA for the nine months ended September 30, 2025 was \$49.3 million or 20.1% of revenue from continuing operations, compared to \$59.5 million or 23.6% of revenue from continuing operations for the same period last year. Excluding prior year PPP government stimulus income, EBITDA increased from the same period in 2024 by \$1.8 million or 3.7%, mainly due to increase in facility service revenue which exceeded the net increase in operating expenses before depreciation and amortization.

Net income from continuing operations for the nine months ended September 30, 2025 was \$31.5 million compared to \$20.8 million for the same period in 2024, 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”), along with higher income from operations at the Facilities, partly offset by the prior year recognition of PPP government stimulus income, and higher income tax expense.

Net income from discontinued operations, net of tax, for the nine months ended September 30, 2024 of \$11.8 million was reclassified out of continuing operations due to the sale of BHSH in 2024.

The Corporation generated cash available for distribution of Cdn\$19.0 million for the nine months ended September 30, 2025, representing a decrease of Cdn\$6.8 million or 26.6% from Cdn\$25.8 million for the same period in 2024, primarily due to lower income from Facilities as a result of the sale of BSHS in the fourth quarter of 2024. Distributions per common share decreased between the periods by Cdn\$0.002 to Cdn\$0.256, while the payout ratio was 26.9% for the nine months ended September 30, 2025 compared to 24.2% 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”.

5. CONSOLIDATED OPERATING AND FINANCIAL REVIEW

Continuing Operations for the Three Months Ended September 30, 2025

The following table and discussion compare operating and financial results from continuing operations of the Corporation for the three months ended September 30, 2025 to the three months ended September 30, 2024:

<i>Unaudited</i> <i>In thousands of U.S. dollars, except per share amounts</i>	Three Months Ended September 30,			
	2025	2024	\$ Change	% Change
Revenue and other income				
Facility service revenue	82,561	76,821	5,740	7.5%
Government stimulus income	-	11,957	(11,957)	(100.0%)
	82,561	88,778	(6,217)	(7.0%)
Operating expenses				
Salaries and benefits	23,566	22,182	1,384	6.2%
Drugs and supplies	28,377	25,679	2,698	10.5%
General and administrative expenses ⁽¹⁾	14,558	15,315	(757)	(4.9%)
Depreciation of property and equipment	1,403	1,670	(267)	(16.0%)
Depreciation of right-of-use assets	2,356	2,363	(7)	(0.3%)
Amortization of other intangibles	136	136	-	0.0%
	70,396	67,345	3,051	4.5%
Income from operations	12,165	21,433	(9,268)	(43.2%)
Finance costs (income)				
Change in value of exchangeable interest liability	(5,625)	4,935	(10,560)	(214.0%)
Interest expense on exchangeable interest liability	1,265	1,926	(661)	(34.3%)
Interest expense, net of interest income	521	919	(398)	(43.3%)
Loss on foreign currency	18	14	4	28.6%
	(3,821)	7,794	(11,615)	(149.0%)
Income before income taxes	15,986	13,639	2,347	17.2%
Income tax expense (recovery)	3,057	(347)	3,404	981.0%
Net income for the period from continuing operations	12,929	13,986	(1,057)	(7.6%)
Attributable to:				
Owners of the Corporation	8,127	5,608	2,519	44.9%
Non-controlling interest	4,802	8,378	(3,576)	(42.7%)
Basic earnings per share attributable to owners of the Corporation	\$0.44	\$0.23	0.21	91.3%
Fully diluted earnings per share attributable to owners of the Corporation	\$0.23	\$0.23	-	0.0%
Reconciliation of net income for the period from continuing operations to EBITDA ⁽²⁾				
Net income for the period from continuing operations	12,929	13,986	(1,057)	(7.6%)
Income tax expense (recovery)	3,057	(347)	3,404	981.0%
Finance costs (income)	(3,821)	7,794	(11,615)	(149.0%)
Depreciation of property and equipment	1,403	1,670	(267)	(16.0%)
Depreciation of right-of-use assets	2,356	2,363	(7)	(0.3%)
Amortization of other intangibles	136	136	-	0.0%
EBITDA ⁽²⁾	16,060	25,602	(9,542)	(37.3%)

⁽¹⁾ General and administrative expenses include non-controllable, non-cash corporate level income related to share-based compensation plans of \$0.3 million for the three months ended September 30, 2025 and charges of \$0.7 million for the three months ended September 30, 2024.

⁽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

<i>Unaudited</i>	Three Months Ended September 30,			
<i>In thousands of U.S. dollars</i>	2025	2024	\$ Change	% Change
ASH	23,646	25,812	(2,166)	(8.4%)
OSH	20,338	21,567	(1,229)	(5.7%)
SFSH	36,361	37,930	(1,569)	(4.1%)
SCNC	2,216	2,910	(694)	(23.8%)
MFC Nueterra ASCs	-	559	(559)	(100.0%)
Revenue and other income	82,561	88,778	(6,217)	(7.0%)

For the three months ended September 30, 2025, revenue and other income decreased from the prior year by \$6.2 million or 7.0%, with the decrease primarily attributable to the \$12.0 million PPP government stimulus income recognized in the prior year. Facility service revenue increased from the same period in 2024 by \$5.7 million or 7.5%, mainly due to the combined impact of case and payor mix (\$4.4 million), along with payor rate increases (\$1.0 million) resulting in higher reimbursements per surgical case, and higher surgical case volume (\$0.3 million).

Total surgical cases increased by 1.1%, as outpatient cases increased by 3.3%, but inpatient cases decreased by 5.3%, and observation cases decreased by 3.1%. Surgical case volume increased at SFSH, partly offset by decreases at SCNC and OSH, while ASH was flat. Surgical case volume increases by payor versus the same period last year came predominantly from Blue Cross Blue Shield and Medicare, which increased by 2.6% and 2.0%, respectively. Pain management cases were down by 15.4% compared to the same period last year, mainly due to declines at ASH and SFSH.

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

- ASH's revenue and other income decreased primarily due to the prior year recognition of PPP government stimulus income of \$3.2 million. Excluding this, facility service revenue increased by \$1.0 million, mainly due to case mix, which included higher acuity orthopedic procedures, along with payor rate increases resulting in higher reimbursements per surgical case. This was partly offset by a decline in pain management cases due to the departure of a pain physician in the fourth quarter of 2024.
- OSH's revenue and other income decreased primarily due to the prior year recognition of PPP government stimulus income of \$3.3 million. Excluding this, facility service revenue increased by \$2.1 million, mainly due the combined impact of case and payor mix which included a shift towards inpatient procedures, along with higher pain management case volume, and payor rate increases resulting in higher reimbursements per surgical case. This was partly offset by lower surgical case volume.
- SFSH's revenue and other income decreased primarily due to the prior year recognition of PPP government stimulus income of \$4.1 million. Excluding this, facility service revenue increased by \$2.6 million, mainly due to the combined impact of case and payor mix, which included more orthopedic and spine procedures, and a higher proportion of commercial payors, along with higher surgical case volume. This was partly offset by a decline in pain management cases due to the departure of a pain physician in the second quarter of 2025.
- SCNC's revenue and other income decreased primarily due to the prior year recognition of PPP government stimulus income of \$0.8 million. Excluding this, facility service revenue increased by \$0.1 million, mainly due to the combined impact of case and payor mix, which included more orthopedic procedures and a higher proportion of commercial payors, partly offset by lower surgical case volume.
- MFC Nueterra ASCs were fully divested by the Corporation in 2023. The prior year amount relates to the recognition of PPP government stimulus income of \$0.6 million.

Operating Expenses

For the three months ended September 30, 2025, 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 \$3.1 million or 4.5% from the same period last year to \$70.4 million. As a percentage of revenue and other income, operating expenses increased to 85.3% from 75.9% in the same period a year earlier.

<i>Unaudited</i>						
Three Months Ended September 30,						
<i>In thousands of U.S. dollars</i>	2025	Percentage of Revenue	2024	Percentage of Revenue	\$ Change	% Change
ASH	19,034	80.5%	17,993	69.7%	1,041	5.8%
OSH	18,052	88.8%	16,603	77.0%	1,449	8.7%
SFSH	29,700	81.7%	28,095	74.1%	1,605	5.7%
SCNC	2,152	97.1%	2,086	71.7%	66	3.2%
MFC Nueterra ASCs	-	n/a	19	3.4%	(19)	(100.0%)
Corporate	1,458	n/a	2,549	n/a	(1,091)	(42.8%)
Operating expenses	70,396	85.3%	67,345	75.9%	3,051	4.5%

Consolidated salaries and benefits increased by \$1.4 million or 6.2%, mainly due to increases in clinical and non-clinical salaries and wages (\$1.2 million) as a result of annual merit increases and market wage pressures, as well as higher benefit costs from increased health plan utilization (\$0.7 million). This was partly offset by a reduction in salaried physicians at certain Facilities (\$0.4 million). As a percentage of revenue and other income, consolidated salaries and benefits increased to 28.5% from 25.0% a year earlier.

Consolidated drugs and supplies increased by \$2.7 million or 10.5%, primarily due to case mix (\$2.3 million) which reflected higher acuity procedures somewhat countered by improved cost savings at certain Facilities, along with higher surgical case volume (\$0.5 million). This was partly offset by higher vendor rebates (\$0.1 million). As a percentage of revenue and other income, the consolidated cost of drugs and supplies increased to 34.4% from 28.9% a year earlier.

Consolidated G&A decreased by \$0.8 million or 4.9%. The decrease in G&A was mostly due to lower corporate level costs related to share-based compensation plans driven by the decrease in the Corporation’s share price in the current period as compared to an increase in the same period last year (\$1.0 million), as well as lower costs for professional fees (\$0.2 million), and contracted services (\$0.2 million). This was partly offset by increases in repairs and maintenance (\$0.3 million), recruiting costs (\$0.1 million), and physician guarantees (\$0.1 million). As a percentage of revenue and other income, consolidated G&A increased to 17.6% from 17.3% a year earlier.

Consolidated depreciation of property and equipment decreased by \$0.3 million or 16.0%, due to certain fixed assets being fully depreciated, partly offset by the purchase of fixed assets. As a percentage of revenue and other income, consolidated depreciation of property and equipment decreased to 1.7% from 1.9% a year earlier.

Consolidated depreciation of right-of-use assets decreased marginally, as the expiration and termination of certain leases was mostly offset by new lease additions. As a percentage of revenue and other income, consolidated depreciation of right-of-use assets increased to 2.9% from 2.7% a year earlier.

Consolidated amortization of other intangibles remained consistent with the same period in 2024. As a percentage of revenue and other income, consolidated amortization of other intangibles remained unchanged from a year earlier at 0.2%.

Income from Operations

Consolidated income from operations for the three months ended September 30, 2025 of \$12.2 million was \$9.3 million or 43.2% lower than the consolidated income from operations recorded in the same period a year earlier, representing 14.7% of revenue and other income, compared to 24.1% in the same period in 2024. This was mainly due to the prior year recognition of PPP government stimulus income of \$12.0 million, excluding which income from operations increased due to higher facility service revenue, and lower non-controllable, non-cash corporate level charges related to share-based compensation plans.

<i>Unaudited</i>	Three Months Ended September 30,					
<i>In thousands of U.S. dollars</i>	2025	Percentage of Revenue	2024	Percentage of Revenue	\$ Change	% Change
ASH	4,612	19.5%	7,819	30.3%	(3,207)	(41.0%)
OSH	2,286	11.2%	4,964	23.0%	(2,678)	(53.9%)
SFSH	6,661	18.3%	9,835	25.9%	(3,174)	(32.3%)
SCNC	64	2.9%	824	28.3%	(760)	(92.2%)
MFC Nueterra ASCs	-	n/a	540	96.6%	(540)	(100.0%)
Corporate	(1,458)	n/a	(2,549)	n/a	1,091	42.8%
Income from operations	12,165	14.7%	21,433	24.1%	(9,268)	(43.2%)

Finance Costs

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, 2025 of negative \$5.6 million decreased by \$10.6 million from the same period in 2024, 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:

<i>In thousands of U.S. dollars, except as indicated otherwise</i>	September 30, 2025	June 30, 2025	Change	September 30, 2024	June 30, 2024	Change
	<i>Unaudited</i>	<i>Unaudited</i>		<i>Unaudited</i>	<i>Unaudited</i>	
Number of common shares to be issued for exchangeable interest liability	3,442,524	3,496,584	(54,060)	5,892,420	5,821,505	70,915
Closing price of the Corporation's common shares	C\$14.14	C\$15.80	(C\$1.66)	C\$13.49	C\$12.65	C\$0.84
Closing exchange rate of U.S. dollar to Canadian dollar	\$1.3921	\$1.3610	\$0.0311	\$1.3526	\$1.3680	(\$0.0154)
Exchangeable interest liability	34,967	40,592	(5,625)	58,767	53,832	4,935

Interest Expense on Exchangeable Interest Liability

Interest expense on the exchangeable interest liability decreased by \$0.7 million, driven by 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 \$0.4 million, primarily from higher interest income at the corporate level due to the higher average cash balance as a result of the cash proceeds received on the sale of BHSH in 2024, as well as lower corporate credit facility interest expense due to the outstanding balance being fully repaid in the fourth quarter of 2024.

Loss 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 loss 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 (recovery) for the reporting periods are as follows:

<i>Unaudited</i>	Three Months Ended September 30,			
<i>In thousands of U.S. dollars</i>	2025	2024	\$ Change	% Change
Current income tax expense	1,610	787	823	104.6%
Deferred income tax expense (recovery)	1,447	(1,134)	2,581	227.6%
Income tax expense (recovery)	3,057	(347)	3,404	981.0%

The increase in current income tax expense versus the prior period was primarily due to current year U.S. withholding taxes. 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 \$1.1 million decrease in net income from continuing operations for the three months ended September 30, 2025 was mainly attributable to the prior year recognition of PPP government stimulus income, along with higher income tax expense, mostly offset by 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.

EBITDA

EBITDA for the three months ended September 30, 2025 of \$16.1 million decreased by \$9.5 million from \$25.6 million recorded in the same period last year, representing 19.5% of revenue and other income compared to 28.8% a year earlier. Excluding prior year PPP government stimulus income, EBITDA increased from the same period in 2024 by \$2.4 million or 17.7%, mainly due to increase in facility service revenue which exceeded the net increase in operating expenses before depreciation and amortization. For a reconciliation of EBITDA to an applicable IFRS measure, see Section 5 under "Reconciliation of net income for the period from continuing operations to EBITDA".

Continuing Operations for the Nine Months Ended September 30, 2025

The following table and discussion compare operating and financial results of the Corporation for the nine months ended September 30, 2025 to the nine months ended September 30, 2024:

Unaudited In thousands of U.S. dollars, except per share amounts	Nine Months Ended September 30,			
	2025	2024	\$ Change	% Change
Revenue and other income				
Facility service revenue	244,832	240,452	4,380	1.8%
Government stimulus income	-	11,957	(11,957)	(100.0%)
	244,832	252,409	(7,577)	(3.0%)
Operating expenses				
Salaries and benefits	69,033	66,111	2,922	4.4%
Drugs and supplies	82,852	81,298	1,554	1.9%
General and administrative expenses ⁽¹⁾	43,625	45,474	(1,849)	(4.1%)
Depreciation of property and equipment	4,483	5,027	(544)	(10.8%)
Depreciation of right-of-use assets	7,291	7,025	266	3.8%
Amortization of other intangibles	404	405	(1)	(0.2%)
	207,688	205,340	2,348	1.1%
Income from operations	37,144	47,069	(9,925)	(21.1%)
Finance costs				
Change in value of exchangeable interest liability	(4,336)	18,680	(23,016)	(123.2%)
Interest expense on exchangeable interest liability	3,810	5,681	(1,871)	(32.9%)
Interest expense, net of interest income	1,032	3,148	(2,116)	(67.2%)
Loss on foreign currency	177	68	109	160.3%
	683	27,577	(26,894)	(97.5%)
Income before income taxes	36,461	19,492	16,969	87.1%
Income tax expense (recovery)	4,913	(1,272)	6,185	486.2%
Net income for the period from continuing operations	31,548	20,764	10,784	51.9%
Attributable to:				
Owners of the Corporation	16,486	3,008	13,478	448.1%
Non-controlling interest	15,062	17,756	(2,694)	(15.2%)
Basic earnings per share attributable to owners of the Corporation	\$0.83	\$0.13	0.70	538.5%
Fully diluted earnings per share attributable to owners of the Corporation	\$0.72	\$0.13	0.59	453.8%
Reconciliation of net income for the period from continuing operations to EBITDA ⁽²⁾				
Net income for the period from continuing operations	31,548	20,764	10,784	51.9%
Income tax expense (recovery)	4,913	(1,272)	6,185	486.2%
Finance costs	683	27,577	(26,894)	(97.5%)
Depreciation of property and equipment	4,483	5,027	(544)	(10.8%)
Depreciation of right-of-use assets	7,291	7,025	266	3.8%
Amortization of other intangibles	404	405	(1)	(0.2%)
EBITDA ⁽²⁾	49,322	59,526	(10,204)	(17.1%)

⁽¹⁾ General and administrative expenses include non-controllable, non-cash corporate level charges related to share-based compensation plans of \$0.1 million for the nine months ended September 30, 2025 and \$2.0 million for the nine months ended September 30, 2024.

⁽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

<i>Unaudited</i>	Nine Months Ended September 30,			
<i>In thousands of U.S. dollars</i>	2025	2024	\$ Change	% Change
ASH	71,154	71,151	3	0.0%
OSH	58,609	59,954	(1,345)	(2.2%)
SFSH	107,907	113,073	(5,166)	(4.6%)
SCNC	7,162	7,672	(510)	(6.6%)
MFC Nueterra ASCs	-	559	(559)	(100.0%)
Revenue and other income	244,832	252,409	(7,577)	(3.0%)

For the nine months ended September 30, 2025, revenue and other income decreased from the prior year by \$7.6 million or 3.0%, with the decrease primarily attributable to the \$12.0 million PPP government stimulus income recognized in the prior year. Facility service revenue increased from the same period in 2024 by \$4.4 million or 1.8%, mainly due to payor rate increases (\$3.3 million) resulting in higher reimbursements per surgical case, along with the combined impact of case and payor mix (\$2.1 million), and higher surgical case volume (\$1.9 million). This was partly offset by a decline in pain management cases (\$1.7 million), as well as one less operating day in the current year compared to the same period last year (\$1.2 million).

Total surgical cases increased by 0.8%, as outpatient cases increased by 2.9%, and observation cases increased by 0.7%, but inpatient cases decreased by 10.6%. Surgical case volume was up at SFSH and ASH, partly offset by decreases at SCNC and OSH. Surgical case volume increases by payor versus the same period last year came predominantly from Medicare and Blue Cross Blue Shield, which increased by 1.8% and 1.5%, respectively. Pain management cases were down by 9.5% compared to the same period last year, mainly due to declines at ASH and SFSH.

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

- ASH's revenue and other income was flat despite the prior year recognition of PPP government stimulus income of \$3.2 million. Excluding this, facility service revenue increased by \$3.2 million, mainly due to payor rate increases resulting in higher reimbursements per surgical case, along with higher surgical case volume, and case mix, which included higher acuity orthopedic procedures. This was partly offset by a decline in pain management cases due to the departure of a pain physician in the fourth quarter of 2024.
- OSH's revenue and other income decreased primarily due to the prior year recognition of PPP government stimulus income of \$3.3 million. Excluding this, facility service revenue increased by \$1.9 million, mainly due to the combined impact of case and payor mix which included a shift towards inpatient procedures, along with payor rate increases resulting in higher reimbursements per surgical case. This was partly offset by lower surgical case volume.
- SFSH's revenue and other income decreased primarily due to the prior year recognition of PPP government stimulus income of \$4.1 million. Excluding this, facility service revenue decreased by \$1.0 million, mainly due to the combined impact of case and payor mix, which included lower acuity procedures in the second quarter of 2025 partially driven by the relocation of SFSH's main physician group's clinic, along with a decline in pain management cases due to the departure of a pain physician in the same quarter. This was partly offset by higher surgical case volume.
- SCNC's revenue and other income decreased primarily due to the prior year recognition of PPP government stimulus income of \$0.8 million. Excluding this, facility service revenue increased by \$0.3 million, mainly due to the combined impact of case and payor mix, which included more orthopedic procedures and a higher proportion of commercial payors, partly offset by lower surgical case volume.

- MFC Nueterra ASCs were fully divested by the Corporation in 2023. The prior year amount relates to the recognition of PPP government stimulus income of \$0.6 million.

Operating Expenses

For the nine months ended September 30, 2025, operating expenses increased by \$2.3 million or 1.1% from the same period last year to \$207.7 million. As a percentage of revenue and other income, operating expenses increased to 84.8% from 81.4% in the same period a year earlier.

<i>Unaudited</i>	Nine Months Ended September 30,					
<i>In thousands of U.S. dollars</i>	2025	Percentage of Revenue	2024	Percentage of Revenue	\$ Change	% Change
ASH	56,998	80.1%	54,846	77.1%	2,152	3.9%
OSH	50,989	87.0%	51,532	86.0%	(543)	(1.1%)
SFSH	87,419	81.0%	85,145	75.3%	2,274	2.7%
SCNC	6,743	94.1%	6,547	85.3%	196	3.0%
MFC Nueterra ASCs	9	n/a	219	39.2%	(210)	(95.9%)
Corporate	5,530	n/a	7,051	n/a	(1,521)	(21.6%)
Operating expenses	207,688	84.8%	205,340	81.4%	2,348	1.1%

Consolidated salaries and benefits increased by \$2.9 million or 4.4%, primarily due to higher benefit costs from increased health plan utilization (\$2.1 million), as well as increases in clinical and non-clinical salaries and wages (\$1.6 million) as a result of annual merit increases and market wage pressures, and higher share-based compensation vesting expense at the corporate level (\$0.5 million). This was partly offset by a reduction in salaried physicians at certain Facilities (\$1.3 million). As a percentage of revenue and other income, consolidated salaries and benefits increased to 28.2% from 26.2% a year earlier.

Consolidated drugs and supplies increased by \$1.6 million or 1.9%, primarily due to the impact of case mix (\$2.2 million) which reflected higher acuity procedures somewhat countered by improved cost savings at certain Facilities, partly offset by one less operating day in the current period compared to the same period last year (\$0.4 million), and higher vendor rebates (\$0.3 million). As a percentage of revenue and other income, the consolidated cost of drugs and supplies increased to 33.8% from 32.2% a year earlier.

Consolidated G&A decreased by \$1.8 million or 4.1%. The decrease in G&A was primarily due to lower corporate level costs related to share-based compensation plans driven by the decrease in the Corporation's share price in the current period as compared to an increase in the same period last year (\$2.0 million), as well as decreases in contracted services costs (\$0.6 million), and equipment rentals and purchases (\$0.4 million). This was partly offset by increases in repairs and maintenance (\$0.3 million), IT costs (\$0.2 million), recruiting costs (\$0.2 million), professional fees (\$0.1 million), and various other Facility related expenses (\$0.3 million). As a percentage of revenue and other income, consolidated G&A decreased to 17.8% from 18.0% a year earlier.

Consolidated depreciation of property and equipment decreased by \$0.5 million or 10.8%, mainly due to certain fixed assets being fully depreciated, partly offset by the purchase of fixed assets. As a percentage of revenue and other income, consolidated depreciation of property and equipment decreased to 1.8% from 2.0% a year earlier.

Consolidated depreciation of right-of-use assets increased by \$0.3 million or 3.8%, mainly due to new lease additions, partly offset by the expiration and termination of certain leases. As a percentage of revenue and other income, consolidated depreciation of right-of-use assets increased to 3.0% from 2.8% a year earlier.

Consolidated amortization of other intangibles remained consistent with the same period in 2024. As a percentage of revenue and other income, consolidated amortization of other intangibles remained unchanged from a year earlier at 0.2%.

Income from Operations

Consolidated income from operations for the nine months ended September 30, 2025 of \$37.1 million was \$9.9 million or 21.1% lower than the consolidated income from operations recorded in the same period a year earlier, representing 15.2% of revenue and other income, compared to 18.6% in the same period in 2024. This was mainly due to the prior year recognition of PPP government stimulus income of \$12.0 million, excluding which income from operations increased due to higher facility service revenue, and lower non-controllable, non-cash corporate level charges related to share-based compensation plans.

<i>Unaudited</i>	Nine Months Ended September 30,					
<i>In thousands of U.S. dollars</i>	2025	Percentage of Revenue	2024	Percentage of Revenue	\$ Change	% Change
ASH	14,156	19.9%	16,305	22.9%	(2,149)	(13.2%)
OSH	7,620	13.0%	8,422	14.0%	(802)	(9.5%)
SFSH	20,488	19.0%	27,928	24.7%	(7,440)	(26.6%)
SCNC	419	5.9%	1,125	14.7%	(706)	(62.8%)
MFC Nueterra ASCs	(9)	n/a	340	60.8%	(349)	(102.6%)
Corporate	(5,530)	n/a	(7,051)	n/a	1,521	21.6%
Income from operations	37,144	15.2%	47,069	18.6%	(9,925)	(21.1%)

Finance Costs

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, 2025 of negative \$4.3 million decreased by \$23.0 million from the same period in 2024, 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:

<i>In thousands of U.S. dollars, except as indicated otherwise</i>	September 30, 2025	December 31, 2024	Change	September 30, 2024	December 31, 2023	Change
	<i>Unaudited</i>			<i>Unaudited</i>		
Number of common shares to be issued for exchangeable interest liability	3,442,524	3,621,847	(179,323)	5,892,420	5,913,560	(21,140)
Closing price of the Corporation's common shares	C\$14.14	C\$15.61	(C\$1.47)	C\$13.49	C\$8.98	C\$4.51
Closing exchange rate of U.S. dollar to Canadian dollar	\$1.3921	\$1.4385	(\$0.0464)	\$1.3526	\$1.3247	\$0.0279
Exchangeable interest liability	34,967	39,303	(4,336)	58,767	40,087	18,680

Interest Expense on Exchangeable Interest Liability

Interest expense on the exchangeable interest liability decreased by \$1.9 million, driven by 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 \$2.1 million, primarily from higher interest income at the corporate level due to the higher average cash balance as a result of the cash proceeds received on the sale of BHSH in 2024, as well as lower corporate credit facility interest expense due to the outstanding balance being fully repaid in the fourth quarter of 2024.

Loss 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 loss increased by \$0.1 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 (recovery) for the reporting periods are as follows:

<i>Unaudited</i>	Nine Months Ended September 30,			
<i>In thousands of U.S. dollars</i>	2025	2024	\$ Change	% Change
Current income tax expense	3,708	2,448	1,260	51.5%
Deferred income tax expense (recovery)	1,205	(3,720)	4,925	132.4%
Income tax expense (recovery)	4,913	(1,272)	6,185	486.2%

The increase in current income tax expense versus the prior period was primarily due to current year U.S. withholding taxes. The increase in deferred income tax recovery versus the prior period was mainly due to the impact of the change in the exchangeable interest liability.

Net Income from Continuing Operations

The \$10.8 million increase in net income from continuing operations for the nine months ended September 30, 2025 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"), along with higher income from operations at the Facilities, partly offset by the prior year recognition of PPP government stimulus income, and higher income tax expense.

EBITDA

EBITDA for the nine months ended September 30, 2025 of \$49.3 million decreased by \$10.2 million from \$59.5 million recorded in the same period last year, representing 20.1% of revenue and other income compared to 23.6% a year earlier. Excluding prior year PPP government stimulus income, EBITDA increased from the same period in 2024 by \$1.8 million or 3.7%, mainly due to increase in facility service revenue which exceeded the net increase in operating expenses before depreciation and amortization. For a reconciliation of EBITDA to an applicable IFRS measure, see Section 5 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	2025			2024				2023
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	82,561	80,557	81,714	91,077	76,821	81,656	81,975	92,084
Government stimulus income	-	-	-	-	11,957	-	-	-
	82,561	80,557	81,714	91,077	88,778	81,656	81,975	92,084
Operating expenses								
Salaries and benefits	23,566	23,049	22,418	24,355	22,182	22,180	21,749	23,245
Drugs and supplies	28,377	27,001	27,474	30,348	25,679	27,673	27,946	31,626
General and administrative expenses	14,558	14,514	14,553	15,178	15,315	15,026	15,133	14,826
Impairment of goodwill	-	-	-	2,265	-	-	-	-
Depreciation of property and equipment	1,403	1,420	1,660	1,637	1,670	1,670	1,687	1,694
Depreciation of right-of-use assets	2,356	2,460	2,475	2,589	2,363	2,360	2,302	2,382
Amortization of other intangibles	136	135	133	135	136	136	133	136
	70,396	68,579	68,713	76,507	67,345	69,045	68,950	73,909
Income from operations	12,165	11,978	13,001	14,570	21,433	12,611	13,025	18,175
Finance costs (income)								
Change in value of exchangeable interest liability	(5,625)	(1,241)	2,530	(19,464)	4,935	8,559	5,186	(1,277)
Interest expense on exchangeable interest liability	1,265	845	1,700	1,972	1,926	1,707	2,048	2,017
Interest expense, net of interest income	521	529	(18)	454	919	1,079	1,150	1,373
Loss (gain) on foreign currency	18	29	130	(9)	14	11	43	(8)
	(3,821)	162	4,342	(17,047)	7,794	11,356	8,427	2,105
Income before income taxes	15,986	11,816	8,659	31,617	13,639	1,255	4,598	16,070
Income tax expense (recovery)	3,057	2,177	(321)	(4,413)	(347)	(774)	(151)	2,121
Net income for the period from continuing operations	12,929	9,639	8,980	36,030	13,986	2,029	4,749	13,949
Attributable to:								
Owners of the Corporation	8,127	4,631	3,728	29,560	5,608	(2,599)	(1)	7,818
Non-controlling interest	4,802	5,008	5,252	6,470	8,378	4,628	4,750	6,131
Earnings (loss) per share attributable to owners of the Corporation:								
Basic	\$0.44	\$0.24	\$0.17	\$1.27	\$0.23	(\$0.11)	(\$0.01)	\$0.32
Fully diluted	\$0.23	\$0.20	\$0.17	\$0.59	\$0.23	(\$0.11)	(\$0.01)	\$0.29
Reconciliation of net income for the period from continuing operations to EBITDA and Adjusted EBITDA ⁽¹⁾								
Net income for the period from continuing operations	12,929	9,639	8,980	36,030	13,986	2,029	4,749	13,949
Income tax expense (recovery)	3,057	2,177	(321)	(4,413)	(347)	(774)	(151)	2,121
Finance costs (income)	(3,821)	162	4,342	(17,047)	7,794	11,356	8,427	2,105
Depreciation of property and equipment	1,403	1,420	1,660	1,637	1,670	1,670	1,687	1,694
Depreciation of right-of-use assets	2,356	2,460	2,475	2,589	2,363	2,360	2,302	2,382
Amortization of other intangibles	136	135	133	135	136	136	133	136
EBITDA ⁽¹⁾	16,060	15,993	17,269	18,931	25,602	16,777	17,147	22,387
Impairment of goodwill	-	-	-	2,265	-	-	-	-
Adjusted EBITDA ⁽¹⁾	16,060	15,993	17,269	21,196	25,602	16,777	17,147	22,387

⁽¹⁾ Non-IFRS financial measures. 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.

- As part of the CARES Act and other stimulus legislation in response to the COVID-19 pandemic, the Facilities received financial assistance, from which the Facilities' outstanding PPP loans were recognized as government stimulus income in the third quarter of 2024 (refer to Section 3 of this MD&A under the heading "Government Stimulus").
- The changes in operating expenses are generally consistent with fluctuations in case volumes and case mix. Operating expenses have also been impacted by costs related to SFSH's accountable care organization ("ACO"), as well as a management agreement for SFSH's orthopedic service line (refer to Section 12 of this MD&A under the heading "Related Party Transactions").
- Since the fourth quarter of 2022, the Corporation has executed its plan to reduce overhead costs primarily through a reorganization of executive staff, as well as reductions across all other departments, resulting in significant savings in salaries and benefits, and G&A at the corporate level.
- Due to SCNC's underperformance, management assessed and recorded an impairment of goodwill in the fourth quarter of 2024.
- In addition, revenue and operating expenses have been impacted by the sale of BSHS in the fourth quarter of 2024.
- 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 2023, 2024 and 2025, 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 BSHS's non-controlling interest holders upon the sale of BSHS in the fourth quarter of 2024.
- 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 and Canadian cumulative tax operating loss carryforwards, 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:

Unaudited In thousands of U.S. dollars, except as indicated otherwise		Three Months Ended September 30,		Nine Months Ended September 30,	
		2025	2024 ⁽¹⁾	2025	2024 ⁽¹⁾
		\$	\$	\$	\$
NET CASH PROVIDED BY OPERATING ACTIVITIES	USD	13,917	21,991	31,132	61,316
Non-controlling interest in cash flows of the Facilities ^{(2) (3)}		(5,765)	(7,448)	(18,544)	(25,243)
Interest expense on exchangeable interest liability ⁽⁴⁾		1,265	1,926	3,810	5,681
Payment of lease liabilities ⁽⁵⁾		(2,861)	(2,916)	(8,933)	(9,069)
Maintenance capital expenditures ⁽⁶⁾		(1,091)	(402)	(2,229)	(2,245)
Difference between accrual-based amounts and actual cash flows related to interest and taxes ⁽⁷⁾		(781)	231	14,273	754
Net changes in non-cash operating working capital ^{(8) (9)}		(79)	(7,548)	(3,278)	(10,202)
Market value adjustments on share-based compensation ⁽¹⁰⁾		(305)	652	11	1,983
Repayments of notes payable by the Facilities ⁽¹¹⁾		(889)	(1,332)	(2,695)	(3,989)
CASH AVAILABLE FOR DISTRIBUTION ⁽¹²⁾	USD	3,411	5,154	13,547	18,986
	CDN	4,698	7,031	18,950	25,829
DISTRIBUTIONS	CDN	1,651	2,115	5,100	6,249
CASH AVAILABLE FOR DISTRIBUTION PER COMMON SHARE ^{(12) (13)}	CDN	\$0.253	\$0.296	\$0.950	\$1.067
DISTRIBUTIONS PER COMMON SHARE ⁽¹³⁾	CDN	\$0.089	\$0.089	\$0.256	\$0.258
PAYOUT RATIO ⁽¹²⁾		35.2%	30.1%	26.9%	24.2%
Average exchange rate of Cdn\$ to US\$ for the period		1.3773	1.3641	1.3988	1.3604
Basic weighted average number of common shares outstanding		18,595,164	23,769,680	19,954,362	24,216,587

⁽¹⁾ The comparative results for the three and nine months ended September 30, 2024 include the results of BSHS which was sold in the fourth quarter of 2024.

⁽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⁾ Excludes the non-cash impact of PPP income recorded under government stimulus income of \$5.4 million, which represents the non-controlling interest share, for the three and nine months ended September 30, 2024.

⁽⁴⁾ 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.

⁽⁵⁾ 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.

⁽⁶⁾ 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.

⁽⁷⁾ 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.

⁽⁸⁾ 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.

⁽⁹⁾ As presented in the Corporation's consolidated statements of cash flows, excluding the non-cash impact of PPP income recorded under government stimulus income of \$12.0 million for the three and nine months ended September 30, 2024.

⁽¹⁰⁾ 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.

⁽¹¹⁾ Repayments of notes payable by the Facilities, which comprises of interest and 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.

⁽¹²⁾ Comparative figures for cash available for distribution, cash available for distribution per common share, and payout ratio have been restated for market value adjustments on share-based compensation, and stock options expense.

⁽¹³⁾ Calculated based on the basic weighted average number of common shares outstanding.

Cash available for distribution for the three months ended September 30, 2025 (Cdn\$4.7 million) decreased by Cdn\$2.3 million compared to the cash available for distribution for the same period last year (Cdn\$7.0 million), primarily due to lower income from Facilities as a result of the sale of BHSH in the fourth quarter of 2024. On a per common share basis, cash available for distribution of Cdn\$0.253 decreased by Cdn\$0.043, or 14.5% from the same period last year of Cdn\$0.296. The distributions per common share remained unchanged between the periods at Cdn\$0.089, resulting in a payout ratio of 35.2% for the three months ended September 30, 2025 as compared to a payout ratio of 30.1% in the same period in 2024.

Cash available for distribution for the nine months ended September 30, 2025 (Cdn\$19.0 million) decreased by Cdn\$6.8 million compared to the cash available for distribution for the same period last year (Cdn\$25.8 million), primarily due to lower income from Facilities as a result of the sale of BHSH in the fourth quarter of 2024. On a per common share basis, cash available for distribution of Cdn\$0.950 decreased by Cdn\$0.117, or 11.0% from the same period last year of Cdn\$1.067. The distributions per common share decreased between the periods by Cdn\$0.002 to Cdn\$0.256, resulting in a payout ratio of 26.9% for the nine months ended September 30, 2025 as compared to a payout ratio of 24.2% in the same period in 2024.

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	2025	2024 ⁽¹⁾	2025	2024 ⁽¹⁾
In thousands of U.S. dollars	\$	\$	\$	\$
Cash flows from the Facilities:				
Income before interest expense, depreciation and amortization ⁽²⁾	17,458	20,965	54,631	70,496
Debt service costs:				
Interest	(355)	(427)	(1,071)	(1,475)
Repayment of non-revolving debt	(889)	(1,332)	(2,695)	(3,989)
Maintenance capital expenditures	(1,091)	(402)	(2,229)	(2,245)
Payment of lease liabilities	(2,851)	(2,901)	(8,900)	(9,035)
Non-cash (gain) loss	(50)	6	(62)	6
Cash available for distribution at the Facility level	12,222	15,909	39,674	53,758
Non-controlling interest in cash available for distribution at the Facility level ⁽³⁾	(5,765)	(7,448)	(18,544)	(25,243)
Corporation's share of the cash available for distribution at the Facility level	6,457	8,461	21,130	28,515
Corporate expenses ^{(4) (5)}	(1,748)	(1,940)	(5,445)	(5,104)
Interest expense, net of interest income at the corporate level ⁽⁵⁾	312	(100)	1,570	(390)
Provision for current income taxes	(1,610)	(1,267)	(3,708)	(4,035)
Cash available for distribution ⁽⁴⁾	3,411	5,154	13,547	18,986

⁽¹⁾ The comparative results for the three and nine months ended September 30, 2024 include the results of BHSH which was sold in the fourth quarter of 2024.

⁽²⁾ Excludes the non-cash impact of PPP income recorded under government stimulus income of \$12.0 million for the three and nine months ended September 30, 2024.

⁽³⁾ Excludes the non-cash impact of PPP income recorded under government stimulus income of \$5.4 million, which represents the non-controlling interest share, for the three and nine months ended September 30, 2024, for comparability with prior periods.

⁽⁴⁾ Comparative figures for corporate expenses and cash available for distribution have been restated for market value adjustments on share-based compensation, and stock options expense.

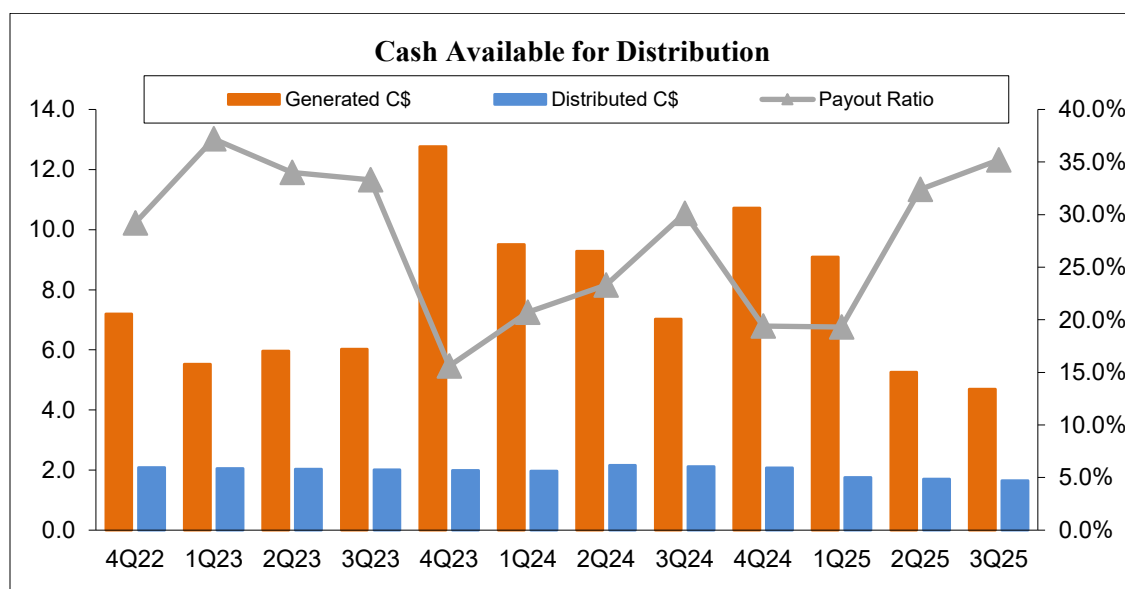
⁽⁵⁾ Comparative figures for corporate expenses and interest expense, net of interest income, at the corporate level have been adjusted for the correct classification of interest income at the corporate level and corporate credit facility stand-by fees, to match the disclosure in Note 12 to the financial statements.

Compared to the three months ended September 30, 2024, the cash available for distribution in U.S. dollars for the same period this year decreased by \$1.7 million or 33.8%, primarily due to lower income from Facilities as a result of the sale of BHSH in the fourth quarter of 2024, as well as higher maintenance capital expenditures at

the Facilities, and higher current taxes, partly offset by lower debt service costs at the Facilities, along with lower interest expense, net of interest income, at the corporate level.

Compared to the nine months ended September 30, 2024, the cash available for distribution in U.S. dollars for the same period this year decreased by \$5.4 million or 28.6% primarily due to lower income from Facilities as a result of the sale of BHSH in the fourth quarter of 2024, partly offset by lower debt service costs at the Facilities, along with lower interest expense, net of interest income, at the corporate level.

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



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 inadvertently impact the Corporation, including the increased likelihood of state and federal spending cuts under the new U.S. administration. There is also uncertainty with respect to U.S. trade policies, which could increase supply costs and lead to supply disruptions or shortages, if tariffs or other protective measures are enacted. The strength of the local economies of the areas served by the Corporation’s Facilities is an important factor in the Corporation’s outlook.

Healthcare Industry

While impossible to currently quantify, the potential modification of the *Patient Protection and Affordable Care Act* (“PPACA”), 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, ACOs 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, including but not limited to potential modifications to the PPACA, which could result in changes to healthcare coverage including case volume and reimbursement rates. The likelihood of a repeal of the PPACA has increased with the new U.S. administration, while proposals for spending cuts could potentially impact Medicaid and other government-funded plans, if enacted. There is also a risk that lawmakers could advance legislation to impose site-neutral payments to reimburse certain outpatient procedures at lower rates regardless of surgical procedure setting.

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 reduction of federal spending. The various new provisions become effective on different dates in the future, the earliest of which is October 1, 2026. The full impact of this legislation is indeterminable at this time.

Planned import tariffs announced by the new 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.

On October 1, 2025, the U.S. federal government began a shutdown. The unusual length of this government shutdown could directly and indirectly affect the healthcare industry in ways that are difficult to assess. First, staffing disruptions at various governmental agencies could ultimately affect matters relating to federal oversight of operations, potentially leading to disruptions at the Facilities if key approvals are not timely processed, and could at some point impact claims processing. Additionally, impacts of the disruption to the broader economy could trigger wider economic impacts that might ultimately spill over to the healthcare industry and reduce the demand for services at the Facilities.

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 has shifted its focus away from deploying a growth strategy through acquisitions. The corporate strategy includes the following:

- suspension of acquisitions;
- divestiture of non-core assets;
- pursuit of overhead cost reductions; and
- evaluation and implementation of strategies to return capital to its 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) was 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.

Also, as part of the TCJA, capital outlays are no longer eligible for 100% bonus depreciation. Beginning in 2023, the bonus was limited to 80%, then 60% in 2024, after which eligibility will be further reduced to 40% in 2025, 20% in 2026, and 0% in 2027. At the end of 2025, a significant portion of the TCJA is set to expire.

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 modifies the adjusted taxable income calculation by reinstating the add-back for depreciation and amortization. Overall, several key provisions that were set to expire at the end of 2025 under the TCJA have been 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:

<i>Unaudited</i> <i>In thousands of U.S. dollars</i>	September 30, 2025 <i>Unaudited</i>	December 31, 2024
Cash and cash equivalents at the Facility level	12,283	13,756
Cash and cash equivalents at the corporate level	34,531	94,740
Cash and cash equivalents	46,814	108,496

Cash Flow Activity

Cash Flow

<i>Unaudited</i> <i>In thousands of U.S. dollars</i>	Nine Months Ended September 30,			
	2025	2024	\$ Change	% Change
Cash provided by operating activities	31,132	61,316	(30,184)	(49.2%)
Cash used in investing activities	(3,083)	(5,920)	2,837	47.9%
Cash used in financing activities	(89,554)	(60,773)	(28,781)	(47.4%)
Decrease in cash and cash equivalents	(61,505)	(5,377)	(56,128)	(1,043.9%)
Effect of exchange rate fluctuations on cash balances held	(177)	(68)	(109)	(160.3%)
Cash and cash equivalents, beginning of the period	108,496	24,113	84,383	349.9%
Cash and cash equivalents, end of the period	46,814	18,668	28,146	150.8%

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, 2025 decreased by \$30.2 million compared to the same period in 2024, primarily due to lower income from the Facilities’ operations as a result of the sale of BHSH in the fourth quarter of 2024, and an increase in taxes paid.

As of September 30, 2025, the Corporation had consolidated net working capital of \$43.0 million compared to \$76.4 million as of December 31, 2024. The change in consolidated net working capital was mainly due to the completion of the substantial issuer bid in March 2025, resulting in a decrease in cash and cash equivalents. 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, 2025, accounts receivable were \$40.5 million (December 31, 2024: \$45.5 million), accounts payable and accrued liabilities totaled \$34.2 million (December 31, 2024: \$37.7 million), total assets were

\$269.5 million (December 31, 2024: \$346.3 million) and total long-term liabilities, excluding exchangeable interest liability, were \$70.0 million (December 31, 2024: \$70.6 million).

Investing Activities

The \$2.8 million decrease in cash used in investing activities for the nine months ended September 30, 2025 compared to the same period in 2024 was primarily due to a decrease in purchases of property and equipment.

Financing Activities

The \$28.8 million increase in cash used in financing activities for the nine months ended September 30, 2025 compared to the same period in 2024 was mainly due to the completion of the substantial issuer bid (\$43.7 million), along with the increase in purchase of common shares under normal course issuer bids (\$3.4 million), partly offset by lower net repayments of credit facilities and other borrowings at both the Facility and corporate levels (\$12.7 million), as well as decreases in Facility distributions to non-controlling interest (\$4.9 million), and dividends paid (\$0.6 million).

The Facilities have available credit facilities in place in the aggregate amount of \$18.4 million, of which \$1.4 million was drawn as of September 30, 2025. The balances available under the credit facilities, combined with cash and cash equivalents as of September 30, 2025, 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.

On August 6, 2025, the Corporation entered into an agreement with a Canadian chartered bank providing for a \$40.0 million revolving credit facility, inclusive of a \$25.0 million swingline facility, which matures on August 4, 2028 ("Credit Facility"). The Credit Facility replaces a previous credit facility with another Canadian chartered bank which was set to mature on August 31, 2025. As of September 30, 2025, there was no amount drawn or remained outstanding for the Credit Facility. Amounts drawn from 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, 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, 2025, are as follows:

<i>Unaudited</i>		Future payments (including principal and interest)				
<i>In thousands of U.S. dollars</i>		Carrying values at September 30, 2025	Total	Less than 1 year	2-3 years	4-5 years
Contractual Obligations		\$	\$	\$	\$	After 5 years \$
Dividends payable		1,186	1,186	1,186	-	-
Accounts payable		15,031	15,031	15,031	-	-
Accrued liabilities		19,159	19,159	19,159	-	-
Obligation for purchase of common shares		6,908	6,908	6,908	-	-
Facilities' revolving credit facilities		1,350	1,410	1,410	-	-
Notes payable		31,206	36,262	5,251	8,230	22,781
Lease liabilities		32,538	37,197	8,853	14,870	11,984
Total contractual obligations		107,378	117,153	57,798	23,100	34,765
						1,490

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.

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, 2025:

Optionee	Number of Options Held	Number of Options Vested	Exercise Price	Grant Date
Former Chief Executive Officer	223,562	223,562	C\$17.24	May 1, 2016
Former Chief Financial Officer	221,344	221,344	C\$17.98	November 21, 2016
Total number of outstanding options	444,906	444,906		

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, 2025, all of the Options are vested.

As of September 30, 2025, the Corporation had 18,343,549 common shares outstanding.

Normal Course Issuer Bids

The Corporation has a normal course issuer bid for up to 2,339,066 of its common shares in effect from December 1, 2024 to November 30, 2025. 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 this normal course issuer bid. During the nine months ended September 30, 2024, the Corporation purchased

1,230,600 of its common shares for a total consideration of \$11.3 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 have been recorded against share capital for 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, 2025 to September 30, 2025 totaled Cdn\$0.27 per common share. Cash distributions declared in the period from July 1, 2025 to September 30, 2025 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 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, 2025 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.

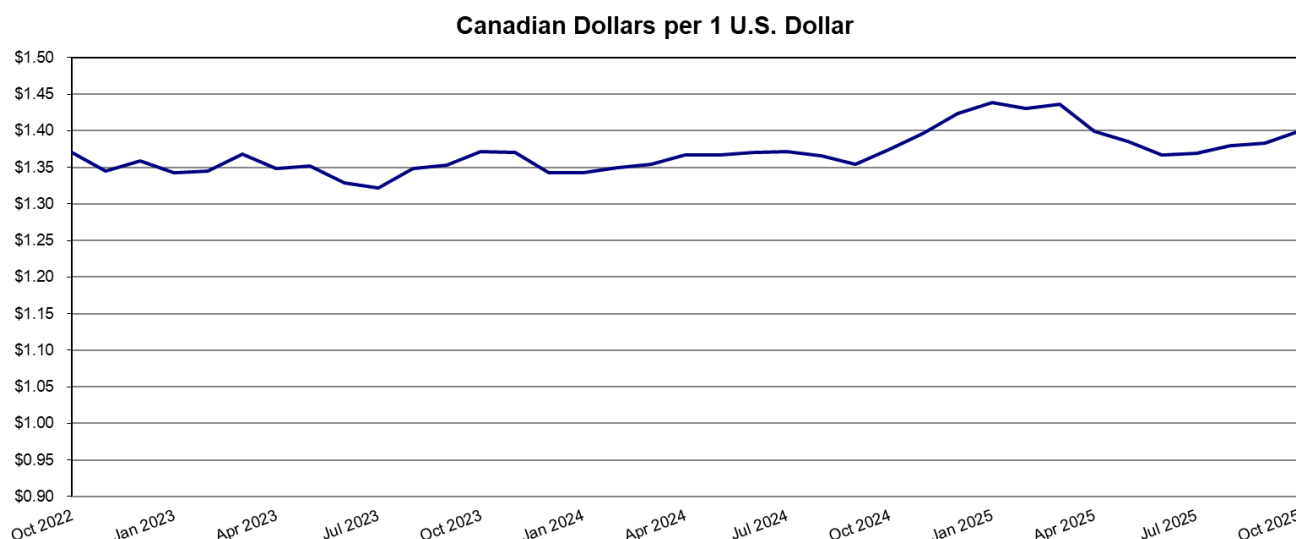
Foreign Exchange Risk

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 2022:



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, 2025, 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

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 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 three 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 the Chief Medical Officer of the Corporation.

SFSH has a 50% ownership share in an 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 PPACA. As one of the initiatives of the ACO, SFSH entered into 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, 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:

<i>Unaudited</i> <i>In thousands of U.S. dollars</i>		Three Months Ended September 30,		Nine Months Ended September 30,	
Entity	Nature of services or goods received	2025 \$	2024 \$	2025 \$	2024 \$
ASH	Lease of hospital building and office space, and physician clinic services.	958	860	2,922	2,812
OSH	Lease of hospital building and office space.	657	657	1,970	1,970
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.	3,156	3,163	9,639	9,600
Total		4,771	4,680	14,531	14,382

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 four 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, 2025, 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, 2025 and ending on September 30, 2025, 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 available on SEDAR+ at www.sedarplus.ca. There have been no changes in the nature or the number of risk factors pertaining to the Corporation since the

date of the most recently filed annual information form (March 28, 2025). The disclosures in this MD&A are subject to the risk factors outlined in those materials.

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.

Interim Condensed Consolidated Financial Statements of

MEDICAL FACILITIES CORPORATION

For the three and nine months ended September 30, 2025

(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, 2025 \$ (Unaudited)	December 31, 2024 \$
ASSETS			
Current assets			
Cash and cash equivalents		46,814	108,496
Accounts receivable		40,450	45,468
Supply inventory		6,327	5,805
Prepaid expenses and other receivables		3,138	5,479
Income tax receivable		708	87
Total current assets		97,437	165,335
Non-current assets			
Deferred income tax asset		27	129
Property and equipment		49,122	50,522
Right-of-use assets		25,479	32,482
Goodwill		90,600	90,600
Other intangibles		6,822	7,226
Total non-current assets		172,050	180,959
TOTAL ASSETS		269,487	346,294
LIABILITIES AND EQUITY			
Current liabilities			
Dividends payable		1,186	1,441
Accounts payable		15,031	16,940
Accrued liabilities		19,159	20,809
Income tax payable		-	13,766
Obligation for purchase of common shares	9	6,908	16,694
Current portion of long-term debt		4,894	10,390
Current portion of lease liabilities		7,225	8,909
Total current liabilities		54,403	88,949
Non-current liabilities			
Long-term debt		27,662	23,833
Lease liabilities		25,313	30,805
Deferred income tax liability		17,055	15,952
Exchangeable interest liability		34,967	39,303
Total non-current liabilities		104,997	109,893
Total liabilities		159,400	198,842
Equity			
Share capital		268,200	316,927
Contributed surplus		470	470
Accumulated deficit		(182,543)	(195,378)
Equity attributable to owners of the Corporation		86,127	122,019
Non-controlling interest		23,960	25,433
Total equity		110,087	147,452
TOTAL LIABILITIES AND EQUITY		269,487	346,294

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)

	Note	Attributable to Owners of the Corporation			Non-controlling Interest	Total Equity
		Share Capital	Contributed Surplus	Accumulated Deficit		
		\$	\$	\$	\$	\$
2025						
Balance at January 1, 2025		316,927	470	(195,378)	25,433	147,452
Net income and comprehensive income for the period		-	-	16,486	15,062	31,548
Dividends to owners of the Corporation		-	-	(3,651)	-	(3,651)
Distributions to non-controlling interest		-	-	-	(16,535)	(16,535)
Purchase of common shares under a normal course issuer bid	7	(14,764)	-	-	-	(14,764)
Purchase of common shares under a substantial issuer bid	8	(43,749)	-	-	-	(43,749)
Change in obligation for purchase of common shares	9	9,786	-	-	-	9,786
Balance at September 30, 2025		268,200	470	(182,543)	23,960	110,087
2024						
Balance at January 1, 2024		348,099	716	(262,827)	32,315	118,303
Net income and comprehensive income for the period		-	-	8,646	23,878	32,524
Stock options expense	16.1	-	26	-	-	26
Dividends to owners of the Corporation		-	-	(4,600)	-	(4,600)
Distributions to non-controlling interest		-	-	-	(21,470)	(21,470)
Purchase of common shares under a normal course issuer bid	7	(11,343)	-	-	-	(11,343)
Change in obligation for purchase of common shares	9	(1,414)	-	-	-	(1,414)
Balance at September 30, 2024		335,342	742	(258,781)	34,723	112,026

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,		Nine Months Ended September 30,	
		2025 \$	2024 ⁽¹⁾ \$	2025 \$	2024 ⁽¹⁾ \$
Revenue and other income					
Facility service revenue		82,561	76,821	244,832	240,452
Government stimulus income	4	-	11,957	-	11,957
		82,561	88,778	244,832	252,409
Operating expenses					
Salaries and benefits		23,566	22,182	69,033	66,111
Drugs and supplies		28,377	25,679	82,852	81,298
General and administrative expenses		14,558	15,315	43,625	45,474
Depreciation of property and equipment		1,403	1,670	4,483	5,027
Depreciation of right-of-use assets		2,356	2,363	7,291	7,025
Amortization of other intangibles		136	136	404	405
		70,396	67,345	207,688	205,340
Income from operations		12,165	21,433	37,144	47,069
Finance costs (income)					
Change in value of exchangeable interest liability		(5,625)	4,935	(4,336)	18,680
Interest expense on exchangeable interest liability		1,265	1,926	3,810	5,681
Interest expense, net of interest income	13	521	919	1,032	3,148
Loss on foreign currency		18	14	177	68
		(3,821)	7,794	683	27,577
Income before income taxes		15,986	13,639	36,461	19,492
Income tax expense (recovery)	12	3,057	(347)	4,913	(1,272)
Net income for the period from continuing operations		12,929	13,986	31,548	20,764
Discontinued operations					
Net income for the period from discontinued operations, net of tax	5.1	-	3,433	-	11,760
Net income and comprehensive income for the period		12,929	17,419	31,548	32,524
Attributable to:					
Owners of the Corporation		8,127	7,246	16,486	8,646
Non-controlling interest		4,802	10,173	15,062	23,878
		12,929	17,419	31,548	32,524

Earnings per share attributable to owners of the Corporation

From continuing and discontinued operations

Basic	6	\$ 0.44	\$ 0.30	\$ 0.83	\$ 0.36
Fully diluted	6	\$ 0.23	\$ 0.30	\$ 0.72	\$ 0.36

From continuing operations

Basic	6	\$ 0.44	\$ 0.23	\$ 0.83	\$ 0.13
Fully diluted	6	\$ 0.23	\$ 0.23	\$ 0.72	\$ 0.13

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, 2024 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)

	Note	Nine Months Ended September 30,	
		2025	2024
		\$	\$
Cash flows from operating activities			
Net income for the period		31,548	32,524
Adjustments for:			
Depreciation of property and equipment		4,483	6,680
Depreciation of right-of-use assets		7,291	7,559
Amortization of other intangibles		404	405
Change in value of exchangeable interest liability		(4,336)	18,680
Interest expense on exchangeable interest liability		3,810	5,681
Interest expense, net of interest income		1,032	3,621
Loss on foreign currency		177	68
Income tax expense		4,913	340
Stock options expense	16.1	-	26
Other non-cash (gain) loss		(62)	6
		49,260	75,590
Net changes in non-cash operating working capital	10	3,278	(1,755)
		52,538	73,835
Interest paid, net of received		(3,311)	(7,546)
Income and withholding taxes paid		(18,095)	(4,973)
Net cash provided by operating activities		31,132	61,316
Cash flows from investing activities			
Purchase of property and equipment		(3,083)	(5,920)
Net cash used in investing activities		(3,083)	(5,920)
Cash flows from financing activities			
Net issuance of notes payable and repayments of revolving credit facilities		1,028	(10,362)
Repayments of notes payable by the Facilities		(2,695)	(3,989)
Payment of lease liabilities		(8,933)	(9,069)
Distributions to non-controlling interest		(16,535)	(21,470)
Dividends paid		(3,906)	(4,540)
Purchase of common shares under normal course issuer bids	7	(14,764)	(11,343)
Purchase of common shares under a substantial issuer bid	8	(43,749)	-
Net cash used in financing activities		(89,554)	(60,773)
Decrease in cash and cash equivalents		(61,505)	(5,377)
Effect of exchange rate fluctuations on cash balances held		(177)	(68)
Cash and cash equivalents, beginning of the period		108,496	24,113
Cash and cash equivalents, end of the period		46,814	18,668

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

MEDICAL FACILITIES CORPORATION

Notes to the Interim Condensed Consolidated Financial Statements
(In thousands of U.S. dollars, except per share amounts and where otherwise indicated)
For the three and nine months ended September 30, 2025
(Unaudited)

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 controlling interests in three specialty surgical hospitals and one ambulatory surgery center (“ASC”) (collectively the “Facilities”).

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

Subsidiary	Location	Ownership Interest September 30,	
		2025	2024
Arkansas Surgical Hospital, LLC (“ASH”)	North Little Rock, Arkansas	51.0%	51.0%
Oklahoma Spine Hospital, LLC (“OSH”)	Oklahoma City, Oklahoma	64.0%	64.0%
Sioux Falls Specialty Hospital, LLP (“SFSH”)	Sioux Falls, South Dakota	51.0%	51.0%
The Surgery Center of Newport Coast (“SCNC”)	Newport Beach, California	51.0%	51.0%
Black Hills Surgical Hospital, LLP (“BHSH”) ⁽¹⁾	Rapid City, South Dakota	-	54.2%

⁽¹⁾ The Corporation completed the sale of BHSH during the year ended December 31, 2024.

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 using the accounting policies as described in the audited consolidated financial statements for the year ended December 31, 2024 (“annual financial statements”).

These consolidated financial statements were approved for issue by the Corporation’s Board of Directors on November 5, 2025.

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.

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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. GOVERNMENT STIMULUS

The *Coronavirus Aid, Relief, and Economic Security (CARES) Act* (the "CARES Act") was signed into law on March 27, 2020 in response to COVID-19. The CARES Act included provisions for financial assistance to healthcare providers via, among other provisions, the Paycheck Protection Program ("PPP").

During the three months ended September 30, 2024, the U.S. Small Business Administration concluded the Post Payment Loan Reviews on all of the Facilities' outstanding PPP loans of \$11,957, closing the reviews with no findings and confirming full forgiveness. As a result, the respective Facilities recorded government stimulus income of \$11,957 in the interim condensed consolidated statement of income and comprehensive income for the three and nine months ended September 30, 2024, and the related liability under government stimulus funds repayable in the interim condensed consolidated balance sheet was reversed.

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5. DISCONTINUED OPERATIONS

On November 15, 2024, BHSH was sold to Sanford Health for cash proceeds of \$96,136 for the Corporation's 54.2% ownership share, subject to customary adjustments.

5.1 Results of discontinued operations

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
	\$	\$	\$	\$
Revenue and other income				
Facility service revenue	-	26,752	-	78,554
	-	26,752	-	78,554
Operating expenses				
Salaries and benefits	-	11,882	-	34,300
Drugs and supplies	-	6,708	-	19,912
General and administrative expenses	-	3,350	-	8,310
Depreciation of property and equipment	-	518	-	1,653
Depreciation of right-of-use assets	-	192	-	534
	-	22,650	-	64,709
Income from operations	-	4,102	-	13,845
Finance costs				
Interest expense, net of interest income	-	181	-	473
	-	181	-	473
Income before income taxes	-	3,921	-	13,372
Income tax expense	-	488	-	1,612
Net income for the period from discontinued operations, net of tax	-	3,433	-	11,760

5.2 Cash flows from discontinued operations

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
	\$	\$	\$	\$
Net cash provided by operating activities	-	2,411	-	7,369
Net cash used in investing activities	-	(146)	-	(2,360)
Net cash used in financing activities	-	(3,545)	-	(6,787)
Net cash flow for the period	-	(1,280)	-	(1,778)

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6. EARNINGS PER SHARE

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

Three Months Ended September 30,						
	2025			2024		
	Continuing Operations	Discontinued Operations	Total	Continuing Operations	Discontinued Operations	Total
Net income for the period attributable to owners of the Corporation	\$ 8,127	-	8,127	5,608	1,638	7,246
Divided by weighted average number of common shares outstanding for the period	18,595,164	-	18,595,164	23,769,680	23,769,680	23,769,680
Basic earnings per share	\$ 0.44	-	0.44	0.23	0.07	0.30

Nine Months Ended September 30,						
	2025			2024		
	Continuing Operations	Discontinued Operations	Total	Continuing Operations	Discontinued Operations	Total
Net income for the period attributable to owners of the Corporation	\$ 16,486	-	16,486	3,008	5,638	8,646
Divided by weighted average number of common shares outstanding for the period	19,954,362	-	19,954,362	24,216,587	24,216,587	24,216,587
Basic earnings per share	\$ 0.83	-	0.83	0.13	0.23	0.36

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6. EARNINGS PER SHARE (Continued)

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

Three Months Ended September 30,						
	2025			2024		
	Continuing Operations	Discontinued Operations	Total	Continuing Operations	Discontinued Operations	Total
Net income for the period attributable to owners of the Corporation	\$ 8,127	-	8,127	5,608	1,638	7,246
Change in value of exchangeable interest liability (tax effected)	(4,275)	-	(4,275)	-	-	-
Interest expense on exchangeable interest liability	1,265	-	1,265	-	-	-
Modified net income for the period attributable to owners of the Corporation	\$ 5,117	-	5,117	5,608	1,638	7,246
Weighted average number of common shares:						
Outstanding for the period	18,595,164	-	18,595,164	23,769,680	23,769,680	23,769,680
Deemed to be issued on the exchange of the outstanding exchangeable interest liability	3,469,554	-	3,469,554	-	-	-
Dilutive weighted average number of common shares ⁽¹⁾	22,064,718	-	22,064,718	23,769,680	23,769,680	23,769,680
Fully diluted earnings per share	\$ 0.23	-	0.23	0.23	0.07	0.30

⁽¹⁾ For the three months ended September 30, 2024, the impact of exchangeable interest liability was excluded from the dilutive weighted average number of common shares calculation because it was anti-dilutive based on the share price prevailing at September 30, 2024.

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(Unaudited)

6. EARNINGS PER SHARE (Continued)

	Nine Months Ended September 30,					
	2025			2024		
	Continuing Operations	Discontinued Operations	Total	Continuing Operations	Discontinued Operations	Total
Net income for the period attributable to owners of the Corporation	\$ 16,486	-	16,486	3,008	5,638	8,646
Change in value of exchangeable interest liability (tax effected)	(3,295)	-	(3,295)	-	-	-
Interest expense on exchangeable interest liability	3,810	-	3,810	-	-	-
Modified net income for the period attributable to owners of the Corporation	\$ 17,001	-	17,001	3,008	5,638	8,646
Weighted average number of common shares:						
Outstanding for the period	19,954,362	-	19,954,362	24,216,587	24,216,587	24,216,587
Deemed to be issued on the exchange of the outstanding exchangeable interest liability	3,532,185	-	3,532,185	-	-	-
Dilutive weighted average number of common shares ⁽¹⁾	23,486,547	-	23,486,547	24,216,587	24,216,587	24,216,587
Fully diluted earnings per share	\$ 0.72	-	0.72	0.13	0.23	0.36

⁽¹⁾ For the nine months ended September 30, 2024, the impact of exchangeable interest liability was excluded from the dilutive weighted average number of common shares calculation because it was anti-dilutive based on the share price prevailing at September 30, 2024.

7. NORMAL COURSE ISSUER BIDS

The Corporation has a normal course issuer bid for up to 2,339,066 of its common shares in effect from December 1, 2024 to November 30, 2025. 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 this normal course issuer bid. During the nine months ended September 30, 2024, the Corporation purchased 1,230,600 of its common shares for a total consideration of \$11,343 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.

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8. 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 have been recorded against share capital for the nine months ended September 30, 2025.

9. 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. An obligation for purchase of common shares of \$6,908 was recognized under the automatic share purchase plan as of September 30, 2025 (December 31, 2024: \$16,694), including applicable buyback taxes.

Subsequent to the period end, the Corporation purchased 190,600 of its common shares for a total consideration of \$1,958 under the automatic share purchase plan, through October 31, 2025.

10. 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,	
	2025	2024
	\$	\$
Accounts receivable	5,018	11,439
Supply inventory	(522)	(667)
Prepaid expenses and other receivables	2,341	2,009
Accounts payable	(1,909)	(4,238)
Accrued liabilities	(1,650)	1,659
Government stimulus funds repayable	-	(11,957)
Net changes in non-cash working capital	3,278	(1,755)

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11. FINANCIAL INSTRUMENTS

11.1 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, 2025 and December 31, 2024:

	September 30, 2025 \$	December 31, 2024 \$
Financial assets		
Amortized cost		
Cash and cash equivalents	46,814	108,496
Accounts receivable	40,450	45,468
Financial liabilities		
Fair value through profit or loss		
Exchangeable interest liability	34,967	39,303
Amortized cost		
Dividends payable	1,186	1,441
Accounts payable	15,031	16,940
Accrued liabilities	19,159	20,809
Obligation for purchase of common shares	6,908	16,694
Long-term debt	32,556	34,223

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, 2025 and December 31, 2024. They do not include fair value information for financial instruments which are short-term in nature.

	September 30, 2025			
	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
Financial liabilities				
Exchangeable interest liability	-	34,967	-	34,967
Long-term debt	-	32,556	-	32,556
Total	-	67,523	-	67,523

	December 31, 2024			
	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
Financial liabilities				
Exchangeable interest liability	-	39,303	-	39,303
Long-term debt	-	34,223	-	34,223
Total	-	73,526	-	73,526

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11. FINANCIAL INSTRUMENTS (Continued)

11.2 Measurement of fair values

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

Financial Instrument	Valuation Technique
Exchangeable interest liability	<i>Market comparison technique:</i> 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	<i>Market comparison technique:</i> 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.

12. 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,	
	2025 \$	2024 \$	2025 \$	2024 \$
Provision for income taxes				
Current	1,610	787	3,708	2,448
Deferred	1,447	(1,134)	1,205	(3,720)
Income tax expense (recovery) from continuing operations	3,057	(347)	4,913	(1,272)

13. 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,	
	2025 \$	2024 \$	2025 \$	2024 \$
Interest expense at the Facility level	438	355	1,276	1,277
Interest expense at the corporate level	-	101	3	453
Interest expense on lease liabilities	478	540	1,531	1,673
Corporate credit facility stand-by fees	42	67	152	195
Interest income at the Facility level	(83)	(76)	(205)	(192)
Interest income at the corporate level	(354)	(68)	(1,725)	(258)
Interest expense, net of interest income, from continuing operations	521	919	1,032	3,148

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14. RELATED PARTY TRANSACTIONS

Certain Facilities routinely enter into transactions with related parties for 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 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 three 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 the Chief Medical Officer of the Corporation.

SFSH has a 50% 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 entered into 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, 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, 2025 and 2024:

Subsidiary	Nature of services or goods received	Three Months Ended September 30,		Nine Months Ended September 30,	
		2025 \$	2024 \$	2025 \$	2024 \$
ASH	Lease of hospital building and office space, and physician clinic services.	958	860	2,922	2,812
OSH	Lease of hospital building and office space.	657	657	1,970	1,970
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.	3,156	3,163	9,639	9,600
Total		4,771	4,680	14,531	14,382

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15. COMMITMENTS AND CONTINGENCIES

15.1 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.

15.2 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.

16. SHARE-BASED COMPENSATION

16.1 Stock options

The following table summarizes the number of outstanding stock options as of September 30, 2025:

Optionee	Number of Options Held	Number of Options Vested	Exercise Price	Grant Date
Former Chief Executive Officer	223,562	223,562	C\$17.24	May 1, 2016
Former Chief Financial Officer	221,344	221,344	C\$17.98	November 21, 2016
Total number of outstanding options	444,906	444,906		

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, 2025, all of the Options are vested.

The movement in the number of outstanding stock options for the nine months ended September 30, 2025 and 2024 was as follows:

Number of outstanding options	2025	2024
Balance at January 1	444,906	744,906
Options exercised during the period	-	-
Options forfeited during the period	-	-
Balance at September 30	444,906	744,906

During the nine months ended September 30, 2025, the Corporation recognized no expense (September 30, 2024: \$26) relating to the Options in salaries and benefits expense.

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.

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16. SHARE-BASED COMPENSATION (Continued)

16.2 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 made 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 are to be 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.

During the nine months ended September 30, 2025, 321,787 DSUs were settled in cash for \$3,570, paid out to three directors, Mr. Yanick Blanchard, Ms. Erin Enright and Dr. Reza Shahim (collectively the “Outgoing Directors”), who resigned from the Corporation’s Board of Directors in March 2025. For the nine months ended September 30, 2025, director compensation included no DSU grants (September 30, 2024: \$300), while the change in market value of outstanding DSUs for the same period was an expense of \$84 (September 30, 2024: \$1,355). As of September 30, 2025, accrued liabilities in the interim condensed consolidated balance sheet included a liability for DSUs of \$709 (December 31, 2024: \$4,199).

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

	2025	2024
Opening balance of DSUs at January 1	386,960	351,882
DSUs granted on director fees	-	33,701
DSUs granted on dividend reinvestment	2,991	8,638
DSUs paid out	(321,787)	-
Total number of DSUs at September 30	68,164	394,221

16.3 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 are to be made. 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.

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16. SHARE-BASED COMPENSATION (Continued)

16.3.1 Share units

SU grants were made 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, 2025, operating expenses included an SU expense of \$348 (September 30, 2024: \$934). As of September 30, 2025, accrued liabilities in the interim condensed consolidated balance sheet included a liability for SUs of \$2,661 (December 31, 2024: \$2,313).

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

	2025	2024
Opening balance of SUs at January 1	290,472	201,533
SUs granted	-	81,106
SUs granted on dividend reinvestment	5,022	5,981
Total number of SUs at September 30	295,494	288,620

16.4 Restricted share units

The RSUs, granted at the discretion of the Corporation's Board of Directors, are settled in cash. RSU grants were made to directors on December 1, 2024 for 28,199 RSUs, which accrued dividends thereon of 233 RSUs. From this, \$177 was paid out in lieu of 16,108 RSUs to the Outgoing Directors in March 2025. The remaining 12,324 RSUs vested and were settled for \$136 on May 7, 2025.

On June 26, 2025, 30,473 RSUs which vest over one year were granted to directors, and 75,995 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. For the nine months ended September 30, 2025, operating expenses included an RSU expense of \$367 (September 30, 2024: \$nil). As of September 30, 2025, accrued liabilities in the interim condensed consolidated balance sheet included a liability for RSUs of \$233 (December 31, 2024: \$180).

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

	2025	2024
Opening balance of RSUs at January 1	28,199	-
RSUs granted on dividend reinvestment	233	-
RSUs vested and settled	(12,324)	-
RSUs paid out	(16,108)	-
RSUs granted	106,468	-
Total number of RSUs at September 30	106,468	-

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17. 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.

17.1 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.