

March 10, 2021

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 audited consolidated financial statements and accompanying notes of the Corporation for the year ended December 31, 2020 ("financial statements"), which have been prepared in accordance with International Financial Reporting Standards ("IFRS").

Substantially all of the Corporation's operating cash flows are in U.S. dollars and all amounts presented in the financial statements and herein 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.sedar.com](http://www.sedar.com).

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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: the duration and impact of the novel coronavirus SARS-CoV-2 (“COVID-19”) on the Corporation’s financial position and operations, 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, competition in the industry, opportunity to acquire accretive businesses, integration of acquisitions, 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, information technology governance and security, 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 the 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.sedar.com](http://www.sedar.com)).

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. Non-IFRS financial measures do not have any standard meaning prescribed by IFRS, 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 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 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 cash flows from operations before changes in non-cash working capital and certain non-cash adjustments, less maintenance capital expenditures, payments on lease liabilities, interest and principal repayments on non-revolving debt obligations, and non-controlling interest in cash flows at the Facility (defined below) level. 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.
- **Cash available for distribution per common share** is a non-IFRS financial measure calculated as the cash available for distribution divided by the 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.
- **Earnings before interest, taxes, depreciation and amortization** ("EBITDA") is a non-IFRS financial measure defined as income for the period before (i) finance costs, (ii) income taxes, (iii) depreciation of property and equipment, (iv) depreciation of right-of-use assets, (v) amortization of other intangibles, and (vi) share of equity loss (income) in associates.
- **Adjusted EBITDA** is a non-IFRS financial measure defined as EBITDA before impairment of goodwill, and transaction costs on the sale of controlling interest in Unity Medical and Surgical Hospital ("UMASH").
- **Payout ratio** is a non-IFRS financial measure calculated as total distributions per common share in Canadian dollars divided by cash available for distribution per common share in Canadian dollars.

## 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 Corporation's current quarterly dividend on its common shares is Cdn\$0.07 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, 10 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 10 Facilities are comprised of four SSHs located in Arkansas, Oklahoma, and South Dakota, and six ASCs located in California, Michigan, Missouri, Nebraska, Ohio and Pennsylvania. ASCs are specialized surgical centers that only provide outpatient procedures, whereas SSHs are licensed for both inpatient and outpatient surgeries. The SSHs and ASCs 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, two of the SSHs provide urgent care services.

The Corporation also owns a 92% controlling interest in RRI Mishawaka Hospital, LP (“RRIMH”), which owned the real estate assets underlying UMASH until their sale on June 30, 2020, as described below. RRIMH does not own any other assets and will be wound up.

## **COVID-19**

On March 11, 2020, the World Health Organization designated COVID-19 as a global pandemic. The outbreak began to impact the Corporation’s and Facilities’ operations in the latter half of March 2020. All Facilities were affected by the pandemic as elective cases were restricted, either voluntarily or by U.S. state or local government mandate, including the temporary closure of three of the MFC Nueterra ASCs, which reopened in May 2020. Management expects patient volumes and revenues to be negatively impacted until the effects of the pandemic begin to subside and the economy stabilizes.

Management believes the extent of the COVID-19 pandemic’s adverse impact on the Corporation’s operating results and financial condition will be driven by many factors, most of which are beyond management’s control and ability to forecast. Such factors include, but are not limited to, the scope and duration of past and potential future stay-at-home policies and business closures, continued decreases in patient volumes for an indeterminable length of time, increases in the number of uninsured and underinsured patients as a result of higher unemployment, incremental expenses required for supplies and personal protective equipment, changes in professional and general liability exposure, and efficacy and rollout of vaccines. Because of these and other uncertainties, management cannot estimate the length or severity of the impact of the pandemic on the business. Decreases in cash flows and results of operations may have an impact on the inputs and assumptions used in significant accounting estimates, including management’s assessment of future compliance with financial covenants, estimated implicit price concessions related to uninsured patient accounts, professional and general liability reserves, and potential impairments of goodwill and long-lived assets.

The *Coronavirus Aid, Relief, and Economic Security (CARES) Act* (the “CARES Act”) was signed into law on March 27, 2020. The CARES Act includes provisions for financial assistance to hospitals, surgery centers and health care providers via, among other provisions, the Public Health and Social Services Emergency Fund (“PHSSEF”), the Paycheck Protection Program (“PPP”) and expansion of an existing Centers for Medicare and Medicaid Services accelerated payment program.

The PHSSEF is administered by the Department of Health and Human Services (“HHS”) to provide eligible healthcare providers with relief funds to cover non-reimbursable expenses, including lost revenue, attributable to COVID-19. Funds not utilized for eligible expenses and not applied to lost revenues must be returned. The recognition of amounts received is conditioned upon the provision of care for individuals with possible or actual cases of COVID-19 after January 31, 2020, certification that payment will be used to prevent, prepare for and respond to COVID-19 and shall reimburse the recipient only for healthcare related expenses or lost revenues that are attributable to COVID-19, and receipt of the funds. The Facilities received \$14.5 million in total funding

from the HHS as of December 31, 2020, and recognized \$11.5 million in revenue as government stimulus income for the year ended December 31, 2020. For the three months ended December 31, 2020, the Facilities received \$1.5 million in funding and recognized all of it as government stimulus income.

The PPP expands the guaranteed lending program under Section 7(a) of the *Small Business Act* administered by the US Small Business Administration. Under the PPP, certain Facilities have received \$12.2 million and recognized all of it as government stimulus income for the year ended December 31, 2020. For the three months ended December 31, 2020, certain Facilities recognized \$0.1 million as government stimulus income. The loan amounts received are eligible for forgiveness to the extent they are used for certain qualifying expenses and to maintain payroll levels and related expenses during the 8-week period (extended to 24 weeks) following loan origination. Despite recognizing the PPP income in the period based on reasonable assurance that the Facilities have met the requirements for forgiveness, there is some uncertainty over the final outcome as applications for forgiveness of the PPP loans must still be formally approved subsequent to December 31, 2020.

Under the expansion of the Medicare Accelerated and Advance Payment Program most providers and suppliers can request an advance of three to six months of Medicare payments. Repayment of these accelerated/advance payments begins one year after issuance, and payments will be recouped at defined rates against future Medicare claims over a maximum period of 18 months. Certain Facilities have received net advances of \$23.2 million, and recorded all in payor advances and government stimulus funds repayable as at December 31, 2020.

In addition to the CARES Act, the *Families First Coronavirus Response Act* was signed into law on March 18, 2020. This program mandates COVID-19 related family medical and paid sick leaves for employees and provides tax credits to reimburse employers for both sick leave and family medical leave. Certain Facilities have qualified for the tax credits and recorded government stimulus income of \$1.3 million for the year ended December 31, 2020 and \$0.3 million for the three months ended December 31, 2020.

Certain Facilities also received other stimulus funds under state programs of \$1.0 million as of December 31, 2020, and recognized all of it in revenue as government stimulus income for the year ended December 31, 2020. For the three months ended December 31, 2020, the Facilities received \$0.4 million in other stimulus funds and recognized \$0.5 million as government stimulus income.

On December 27, 2020, the *Consolidated Appropriations Act, 2021* (the “CA Act”) was signed into law, introducing a \$900 billion stimulus relief package aimed to respond to the economic fallout caused by the COVID-19 pandemic. Among other provisions, the CA Act enhances and expands certain provisions of the previous relief package, the CARES Act. This includes an additional \$284.5 billion in funding for first and second rounds of more easily forgivable PPP loans. The Facilities may be eligible for further funding under the CA Act moving forward.

There is uncertainty regarding the implementation, duration and impact of the CARES Act, the CA Act, and other existing or future stimulus legislation, if any. There can be no assurance as to the total amount of financial assistance or types of assistance the Facilities will receive, that the Facilities will be able to comply with the applicable terms and conditions to retain such assistance, that the Facilities will be able to benefit from provisions intended to increase access to resources and ease regulatory burdens for health care providers or that additional stimulus legislation will be enacted. Any loans not forgiven will result in a reversal of income previously recorded and a recording of a liability.

### **Sale of Controlling Interest in UMASH**

On February 24, 2020, the Corporation sold the majority of its interest (decreasing to 31.7% from 87.6%) in UMASH to a group of local investors (the “Buyers”), including leading physicians affiliated with South Bend Orthopedics, The South Bend Clinic, and Allied Physicians of Michiana. As of the date of the transaction, the

Corporation no longer consolidates the financial results of UMASH and accounts for its interest under the equity method of accounting.

The Corporation received \$1.1 million in cash consideration for its equity interests, subject to customary adjustments. In connection with the transaction, the loan receivable by the Corporation from UMASH (“loan receivable”) was reduced by \$3.0 million, with the remaining \$20.0 million structured on a five-year term at an interest rate of 6.75%, adjusted annually, secured by the Buyers’ equity in UMASH. The Buyers have options to acquire more of the Corporation’s equity interest in UMASH beginning on the first anniversary of the transaction closing for the greater of the current per share purchase price and the fair market value of the interest at the time the purchase option is exercised. In the event that the Corporation’s ownership in UMASH falls below 25%, all of the loan receivable would be required to be immediately repaid. To date, the option has not been exercised. The Buyers and the Corporation made capital contributions to fund working capital post-closing; the Corporation’s total obligation is approximately \$1.4 million, of which \$0.8 million has been funded.

On June 30, 2020, the Corporation sold the real estate assets underlying UMASH to investors affiliated with the Buyers for net proceeds of \$24.7 million. The net proceeds from the sale were used to reduce the outstanding balance on the Corporation’s operating credit facility.

In connection with the combined UMASH transactions of the sale of the Corporation’s controlling interest and the underlying real estate assets, the Corporation recorded a gain on sale of \$8.2 million, which was offset by an impairment loss reserved on the loan receivable. During the year ended December 31, 2020, the Corporation recorded an impairment gain on the loan receivable of \$0.7 million. The Corporation also incurred transaction costs of \$0.5 million, which are included in general and administrative expenses from continuing operations.

### **Other Information**

On June 30, 2020, the operations of an urgent care centre affiliated with Arkansas Surgical Hospital, LLC located in Sherwood, Arkansas were shut down. As a result of this closure, the Corporation recorded a \$0.5 million pre-tax loss on impairment of leasehold improvement assets (part of property and equipment) and the right-of-use asset on its premises lease. This loss is included in general and administrative expenses from continuing operations.

On September 30, 2020, the Corporation sold all of its 52.78% controlling ownership interest in Two Rivers Surgical Center (“TRSC”) to a group of managing physicians who were non-controlling interest holders for net proceeds of \$1.0 million. As of the date of the transaction, the Corporation no longer consolidates the financial results of TRSC. In connection with this transaction, the Corporation recorded a pre-tax gain of \$0.2 million in general and administrative expenses from continuing operations.

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 owners were granted the right to exchange up to 14% (5% in the case of ASH) 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 owners of two of the eligible Facilities have exercised portions of their exchangeable interests.

### **Summary of Facility Information as of December 31, 2020**

	<b>Arkansas Surgical Hospital ("ASH")</b>	<b>Oklahoma Spine Hospital ("OSH")</b>	<b>Black Hills Surgical Hospital ("BHS")</b>	<b>Sioux Falls Specialty Hospital ("SFSH")</b>	<b>The Surgery Center of Newport Coast ("SCNC")</b>	<b>MFC Nueterra ASCs</b>
Location	North Little Rock Arkansas	Oklahoma City Oklahoma	Rapid City South Dakota	Sioux Falls South Dakota	Newport Beach California	Five locations <sup>(3)</sup>
Year Opened	2005	1999	1997	1985	2004	1997-2007
Year Acquired by the Corporation	2012	2005	2004	2004	2008	2018
Ownership Interest	51.0%	64.0%	54.2%	51.0%	51.0%	29-56% <sup>(3)</sup>
Non-controlling Interest	49.0%	36.0%	45.8%	49.0%	49.0%	71-44% <sup>(3)</sup>
Exchangeable Interest	5.0%	1.0%	10.8%	14.0%	-	-
Size	126,000 sq ft	61,000 sq ft	86,000 sq ft	76,000 sq ft	7,000 sq ft	5,000-14,000 sq ft
Operating/Procedure Rooms	11/2	7/2	11 <sup>(2)</sup>	15	2/1	14/6
Overnight Rooms	41 <sup>(1)</sup>	25	26	33	-	-

<sup>(1)</sup> Licensed for 49 beds.

<sup>(2)</sup> Licensed for 12 rooms.

<sup>(3)</sup> Through the MFC Nueterra Partnership, the Corporation owns indirect interests between approximately 29% to 56% in five ASCs, situated in Michigan, Missouri, Nebraska, Ohio, and Pennsylvania.

## 4. FINANCIAL AND PERFORMANCE HIGHLIGHTS

### Selected Financial Information from Continuing Operations

<i>In thousands of U.S. dollars, except per share amounts and as indicated otherwise</i>	Year Ended December 31,		
	2020	2019	2018 <sup>(1)</sup>
Facility service revenue	363,854	398,103	390,845
Government stimulus income	26,008	-	-
Total revenue and other income	389,862	398,103	390,845
Operating expenses	322,068	353,548	318,351
Income from operations	67,794	44,555	72,494
Net income for the period from continuing operations	37,422	59,677	53,338
Attributable to:			
Owners of the Corporation <sup>(2)</sup>	9,591	37,647	22,075
Non-controlling interest <sup>(2)</sup>	27,831	22,030	31,263
Net loss for the period from discontinued operations, net of tax	(1,739)	(34,255)	(1,789)
Earnings per share from continuing operations attributable to owners of the Corporation			
Basic	\$0.31	\$1.21	\$0.71
Fully diluted	\$0.31	\$0.33	\$0.62
EBITDA <sup>(3)</sup>	95,682	74,347	93,373
Adjusted EBITDA <sup>(3)</sup>	96,132	96,347	93,373
Cash available for distribution <sup>(3) (4)</sup>	C\$ 40,005	C\$ 27,533	C\$ 48,822
Distributions <sup>(3)</sup>	C\$ 8,710	C\$ 30,590	C\$ 34,864
Cash available for distribution per common share <sup>(3) (4)</sup>	C\$ 1.286	C\$ 0.886	C\$ 1.575
Distributions per common share <sup>(3)</sup>	C\$ 0.280	C\$ 0.984	C\$ 1.125
Payout ratio <sup>(3) (4)</sup>	21.8%	111.1%	71.4%
	<b>December 31, 2020</b>	<b>December 31, 2019</b>	<b>December 31, 2018</b>
Total assets	456,996	470,547	481,787
Total long-term financial liabilities	133,906	185,304	119,305

<sup>(1)</sup> Comparative results have been restated for discontinued operations.

<sup>(2)</sup> 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 exchangeable interest liability and, until December 31, 2019, in the value of convertible debentures, impairment gains recorded on the loan receivable, and income taxes. These charges are incurred at the corporate level rather than at Facility level. On the other hand, net income from continuing operations attributable to non-controlling interest represents the interest of the Facilities' non-controlling interests in the net income of the Facilities on a stand-alone basis and, therefore, does not vary as significantly between the periods.

<sup>(3)</sup> Non-IFRS financial measure. Please refer to Section 2 under the heading "Non-IFRS Financial Measures", Section 7 under the heading "Reconciliation of Non-IFRS Financial Measures" and Section 5 under the heading "Reconciliation of net income for the period from continuing operations to EBITDA and Adjusted EBITDA."

<sup>(4)</sup> Cash available for distribution, cash available for distribution per common share and payout ratio are not restated for discontinued operations.

### **Selected Financial Information for the Year Ended December 31, 2020 Compared to the Year Ended December 31, 2019**

For the year ended December 31, 2020, total revenue and other income from continuing operations was \$389.9 million, a decrease of 2.1% from \$398.1 million for the same period in 2019. Facility service revenue from continuing operations of \$363.9 million decreased by 8.6% from \$398.1 million for the same period in 2019, primarily due to a decline in case volume as a result of the COVID-19 pandemic which forced the Facilities to reduce their elective surgeries or temporarily cease operations from the second half of March to the first half of May 2020. This was partly offset by the recognition of government stimulus income of \$26.0 million. EBITDA was \$95.7 million or 24.5% of total revenue and other income from continuing operations compared

to \$74.3 million or 18.7% of total revenue and other income from continuing operations for the same period last year due to the prior year goodwill impairment charge of \$22.0 million relating to the MFC Nueterra ASCs cash-generating unit, as well as lower operating expenses, partly offset by lower total revenue and other income. Excluding the impact of transaction costs on the sale of controlling interest in UMASH and the prior year impairment charge, Adjusted EBITDA was \$96.1 million or 24.7% of total revenue and other income from continuing operations compared to \$96.3 million or 24.2% of total revenue and other income from continuing operations for the same period last year. Net income for the period from continuing operations was \$37.4 million compared to net income of \$59.7 million for the same period in 2019, with the decrease mostly attributable to the relative changes in the value of exchangeable interest liability (refer to Section 5 “Consolidated Operating and Financial Review” of this MD&A under the heading “Change in Value of Exchangeable Interest Liability”), partly offset by lower operating expenses due to the prior year impairment charge. Net loss for the period from discontinued operations, net of tax, was \$1.7 million compared to \$34.3 million for the same period in 2019, mainly due to the prior year \$29.5 million impairment charge on goodwill and other intangibles in the UMASH/RRIMH cash-generating unit.

The Corporation generated cash available for distribution of Cdn\$40.0 million, representing an increase of Cdn\$12.5 million or 45.3% from Cdn\$27.5 million for the same period in the prior year. Distributions per common share decreased between the years by Cdn\$0.704 to Cdn\$0.280, while the payout ratio was 21.8% for this period compared to 111.1% for the year ended December 31, 2019. 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 Year Ended December 31, 2019 Compared to the Year Ended December 31, 2018**

For the year ended December 31, 2019, revenue from continuing operations was \$398.1 million, an increase of 1.9% from \$390.8 million for the same period in 2018 with the increase mainly attributable to higher case volumes. EBITDA was \$74.3 million or 18.7% of revenue compared to \$93.4 million or 23.9% for the same period in 2018, mainly due to the \$22.0 million non-cash charge for impairment of goodwill relating to the MFC Nueterra ASCs cash-generating unit, partially offset by the reduction in operating expenses from the impact of adoption of IFRS 16, *Leases* in 2019. Net income for the period from continuing operations was \$59.7 million compared to \$53.3 million in 2018, with the increase mainly attributable to the relative changes in the value of exchangeable interest liability (refer to Section 5 “Consolidated Operating and Financial Review” of this MD&A under the heading “Change in Value of Exchangeable Interest Liability”), partially offset by a decrease in income from operations due to higher operating expenses which included the impact of the goodwill impairment charge, and higher income tax expense. Net loss from discontinued operations, net of tax, of \$34.3 million for the year ended December 31, 2019 and \$1.8 million for the same period in 2018 was reclassified out of continuing operations.

The Corporation generated cash available for distribution of Cdn\$27.5 million, representing a decrease of 43.6% from Cdn\$48.8 million in 2018. Distributions per common share decreased between the years by Cdn\$0.141 to Cdn\$0.984, while the payout ratio was 111.1% for the year ended December 31, 2019 compared to 71.4% for the same period in 2018. 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 December 31, 2020

The following table and discussion compare operating and financial results from continuing operations of the Corporation for the three months ended December 31, 2020 to the three months ended December 31, 2019.

<i>Unaudited</i>	Three Months Ended			
	December 31,			
<i>In thousands of U.S. dollars, except per share amounts</i>	2020	2019	\$ Change	% Change
<b>Revenue and other income</b>				
Facility service revenue	107,111	113,954	(6,843)	(6.0%)
Government stimulus income	2,372	-	2,372	100.0%
	<b>109,483</b>	<b>113,954</b>	<b>(4,471)</b>	<b>(3.9%)</b>
<b>Operating expenses</b>				
Salaries and benefits	30,359	29,791	568	1.9%
Drugs and supplies	34,895	36,188	(1,293)	(3.6%)
General and administrative expenses	15,808	15,277	531	3.5%
Depreciation of property and equipment	2,404	2,558	(154)	(6.0%)
Depreciation of right-of-use assets	2,549	2,584	(35)	(1.4%)
Amortization of other intangibles	1,867	1,670	197	11.8%
	<b>87,882</b>	<b>88,068</b>	<b>(186)</b>	<b>(0.2%)</b>
<b>Income from operations</b>	<b>21,601</b>	<b>25,886</b>	<b>(4,285)</b>	<b>(16.6%)</b>
<b>Finance costs (income)</b>				
Change in value of convertible debentures	-	612	(612)	(100.0%)
Change in value of exchangeable interest liability	13,534	(14,584)	28,118	192.8%
Interest expense on exchangeable interest liability	2,062	2,165	(103)	(4.8%)
Interest expense, net of interest income	1,491	1,894	(403)	(21.3%)
Gain on foreign currency	(2)	(475)	473	99.6%
	<b>17,085</b>	<b>(10,388)</b>	<b>27,473</b>	<b>264.5%</b>
Share of equity loss (income) in associates	231	(2)	233	11,650.0%
<b>Income before income taxes</b>	<b>4,285</b>	<b>36,276</b>	<b>(31,991)</b>	<b>(88.2%)</b>
Income tax expense (recovery)	(1,331)	5,496	(6,827)	(124.2%)
<b>Net income for the period from continuing operations</b>	<b>5,616</b>	<b>30,780</b>	<b>(25,164)</b>	<b>(81.8%)</b>
Attributable to:				
Owners of the Corporation	(3,071)	22,437	(25,508)	(113.7%)
Non-controlling interest	8,687	8,343	344	4.1%
Basic earnings (loss) per share attributable to owners of the Corporation	(\$0.10)	\$0.72	(0.82)	(113.9%)
Fully diluted earnings (loss) per share attributable to owners of the Corporation	(\$0.10)	\$0.36	(0.46)	(127.8%)
<b>Reconciliation of net income for the period from continuing operations to EBITDA <sup>(1)</sup></b>				
Net income for the period from continuing operations	5,616	30,780	(25,164)	(81.8%)
Income tax expense (recovery)	(1,331)	5,496	(6,827)	(124.2%)
Share of equity loss (income) in associates	231	(2)	233	11,650.0%
Finance costs (income)	17,085	(10,388)	27,473	264.5%
Depreciation of property and equipment	2,404	2,558	(154)	(6.0%)
Depreciation of right-of-use assets	2,549	2,584	(35)	(1.4%)
Amortization of other intangibles	1,867	1,670	197	11.8%
<b>EBITDA <sup>(1)</sup></b>	<b>28,421</b>	<b>32,698</b>	<b>(4,277)</b>	<b>(13.1%)</b>

<sup>(1)</sup> 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>	<b>Three Months Ended December 31,</b>			
<i>In thousands of U.S. dollars</i>	<b>2020</b>	<b>2019</b>	<b>\$ Change</b>	<b>% Change</b>
ASH	18,167	19,590	(1,423)	(7.3%)
OSH	17,958	19,967	(2,009)	(10.1%)
BHSH	26,307	27,033	(726)	(2.7%)
SFSH	37,339	37,259	80	0.2%
SCNC	2,003	2,035	(32)	(1.6%)
MFC Nueterra ASCs	7,709	8,070	(361)	(4.5%)
<b>Total revenue and other income</b>	<b>109,483</b>	<b>113,954</b>	<b>(4,471)</b>	<b>(3.9%)</b>

For the three months ended December 31, 2020, total revenue and other income decreased from the same period in 2019 by \$4.5 million or 3.9%, while facility service revenue decreased by \$6.8 million or 6.0%. The decrease was primarily attributable to the decline in case volume (\$6.1 million) mainly as a result of the COVID-19 pandemic affecting elective procedures at some Facilities, as well as the sales of TRSC in September 2020 and Central Arkansas Surgical Center (“CASC”) in December 2019 (\$1.5 million), and the combined impact of case and payor mix (\$0.9 million). This was partly offset by government stimulus income (\$2.4 million), a decrease in bad debt (\$0.7 million), the temporary suspension of Medicare’s 2% reimbursement reduction initiative (\$0.7 million) and the suspension or deferral of payor withholdings at ASH (\$0.3 million).

Excluding the impact of TRSC and CASC, total surgical cases decreased by 7.1%, as outpatient cases decreased by 8.8% and inpatient cases decreased by 9.2%, although observation cases increased by 26.8%. BHSH and MFC Nueterra ASCs experienced the largest declines. Surgical case volume decline by payor compared to the same period last year came predominantly from Commercial payors and Blue Cross/Blue Shield, which decreased by 14.1% and 3.8%, respectively. Pain cases were down by 12.5% compared to the same period last year.

The above factors are reflected in each subsidiary’s revenue as follows:

- ASH’s revenue decreased mainly due to case mix, in which fewer orthopedic and general surgery cases were noted, and a decline in case volume, partly offset by the recognition of government stimulus income, and the suspension or deferral of withholdings from certain payors.
- OSH’s revenue decreased due to a decline in case volume, which was partially offset by higher contractual recovery rates attributable to payor mix with a greater portion of Blue Cross/Blue Shield cases, as well as case mix with higher spine cases compared to prior year.
- BHSH’s revenue decreased mainly due to lower surgical case volume, which was partly offset by case mix and higher urgent care volume, and the recognition of government stimulus income.
- SFSH’s revenue increased due to case mix, driven by a higher percentage of spine cases, and a decrease in bad debt due to fewer self-pay cases, mostly offset by payor mix, due to increased Medicare cases.
- SCNC’s revenue decreased mainly due to payor mix being more heavily weighted to Medicare cases during the quarter and lower volume, partly offset by case mix, in which total joints and spine cases increased compared to the prior year.
- MFC Nueterra ASCs’ revenue decreased mainly due to the sales of TRSC and CASC, as well as a decline in case volume related to the COVID-19 pandemic. This was mostly offset by the recognition of government stimulus income and the combined impact of case and payor mix.

## Operating Expenses

For the three months ended December 31, 2020, operating expenses, including salaries and benefits, drugs and supplies, general and administrative expenses (“G&A”), impairment of goodwill, depreciation of property and equipment, depreciation of right-of-use assets, and amortization of other intangibles (“operating expenses”), decreased by \$0.2 million or 0.2% from the same period in the prior year to \$87.9 million. As a percentage of total revenue and other income, operating expenses increased to 80.3% from 77.3% in the same period a year earlier.

<i>Unaudited</i>	<b>Three Months Ended December 31,</b>					
<i>In thousands of U.S. dollars</i>	<b>2020</b>	<b>Percentage of Revenue</b>	<b>2019</b>	<b>Percentage of Revenue</b>	<b>\$ Change</b>	<b>% Change</b>
ASH	14,007	77.1%	14,583	74.4%	(576)	(3.9%)
OSH	18,190	101.3%	17,937	89.8%	253	1.4%
BHSH	18,749	71.3%	19,700	72.9%	(951)	(4.8%)
SFSH	24,576	65.8%	22,958	61.6%	1,618	7.0%
SCNC	1,798	89.8%	1,720	84.5%	78	4.5%
MFC Nueterra ASCs	5,455	70.8%	7,233	89.6%	(1,778)	(24.6%)
Corporate	5,107	n/a	3,937	n/a	1,170	29.7%
<b>Operating expenses</b>	<b>87,882</b>	<b>80.3%</b>	<b>88,068</b>	<b>77.3%</b>	<b>(186)</b>	<b>(0.2%)</b>

Consolidated salaries and benefits increased by \$0.6 million or 1.9%, primarily due to higher benefit costs due to increased health plan utilization (\$0.7 million), and higher clinical and non-clinical wages and salaries (\$0.3 million), partly offset by the impact from the sales of TRSC and CASC (\$0.4 million). As a percentage of total revenue and other income, consolidated salaries and benefits increased to 27.7% from 26.1% a year earlier.

Consolidated drugs and supplies decreased by \$1.3 million or 3.6%, primarily driven by lower case volume (\$1.5 million), implant cost savings at OSH (\$0.7 million), and the impact from the sales of TRSC and CASC (\$0.6 million), partly offset by case mix (\$1.0 million), in which higher orthopedic and neurology surgeries also increased the implant costs (\$0.3 million), and increased COVID-19 related medical supplies (\$0.2 million). As a percentage of total revenue and other income, the consolidated cost of drugs and supplies increased to 31.9% from 31.8% a year earlier.

Consolidated G&A increased by \$0.5 million or 3.5%. The increase was mainly due to higher costs related to the share-based compensation plans driven by a higher share price (\$1.6 million) and an increase in losses related to lease terminations (\$0.3 million), partly offset by lower professional service fees (\$0.8 million), and the impact from the sales of TRSC and CASC (\$0.4 million). As a percentage of total revenue and other income, consolidated G&A increased to 14.4% from 13.4% a year earlier.

Consolidated depreciation of property and equipment decreased by \$0.2 million or 6.0% due to certain assets being fully depreciated, as well as the impact from the sales of TRSC and CASC. As a percentage of total revenue and other income, consolidated depreciation of property and equipment was unchanged at 2.2%.

Consolidated depreciation of right-of-use assets was consistent year over year. As a percentage of total revenue and other income, consolidated depreciation of right-of-use assets remained unchanged at 2.3%.

Consolidated amortization of other intangibles increased by \$0.2 million or 11.8%. As a percentage of total revenue and other income, consolidated amortization of other intangibles increased to 1.7% from 1.5% a year earlier.

## Income from Operations

Consolidated income from operations for the three months ended December 31, 2020 of \$21.6 million was \$4.3 million or 16.6% lower than \$25.9 million in the prior year, representing 19.7% of revenue and other income, compared to 22.7% in the same period in 2019. The decrease is mainly the result of lower income from operations at most of the Facilities and higher corporate costs.

<i>Unaudited</i>	<b>Three Months Ended December 31,</b>					
<i>In thousands of U.S. dollars</i>	<b>2020</b>	<b>Percentage of Revenue</b>	<b>2019</b>	<b>Percentage of Revenue</b>	<b>\$ Change</b>	<b>% Change</b>
ASH	4,160	22.9%	5,007	25.6%	(847)	(16.9%)
OSH	(232)	(1.3%)	2,030	10.2%	(2,262)	(111.4%)
BHSH	7,558	28.7%	7,333	27.1%	225	3.1%
SFSH	12,763	34.2%	14,301	38.4%	(1,538)	(10.8%)
SCNC	205	10.2%	315	15.5%	(110)	(34.9%)
MFC Nueterra ASCs	2,254	29.2%	837	10.4%	1,417	169.3%
Corporate	(5,107)	n/a	(3,937)	n/a	(1,170)	(29.7%)
<b>Income from operations</b>	<b>21,601</b>	<b>19.7%</b>	<b>25,886</b>	<b>22.7%</b>	<b>(4,285)</b>	<b>(16.6%)</b>

## Finance Costs (Income)

### *Change in Value of Convertible Debentures*

On December 31, 2019, the Corporation repaid in full the principal and interest in respect of the convertible debentures upon maturity.

Prior to repayment, the convertible debentures were recorded as a financial liability at fair value and re-measured at each reporting date and the changes in fair value were included in net income for the respective periods. Changes in the recorded value of the convertible debentures were driven by the changes in the market price of the Corporation's convertible debentures and fluctuations in the value of the Canadian dollar against the U.S. dollar.

The following table provides a calculation of the change in fair value of convertible debentures for the comparative reporting periods only:

<i>In thousands of U.S. dollars, except as indicated otherwise</i>	<b>December 31, 2019</b>	<b>September 30, 2019</b> <i>Unaudited</i>	<b>Change</b>
Face value of convertible debentures outstanding	C\$41,743	C\$41,743	C\$ -
Closing price of convertible debentures outstanding	C\$100.00	C\$100.00	C\$ -
Closing exchange rate of U.S. dollar to Canadian dollar	\$1.2990	\$1.3242	(\$0.0252)
Market value of convertible debentures outstanding prior to repayment	32,135	31,523	612
Repayment of convertible debentures	(32,135)	-	(32,135)
<b>Market value of convertible debentures outstanding</b>	<b>-</b>	<b>31,523</b>	<b>(31,523)</b>

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

<i>In thousands of U.S. dollars, except as indicated otherwise</i>	<b>December 31, 2020</b>	<b>September 30, 2020</b> <i>Unaudited</i>	<b>Change</b>	<b>December 31, 2019</b>	<b>September 30, 2019</b> <i>Unaudited</i>	<b>Change</b>
Number of common shares to be issued for exchangeable interest liability	6,157,396	6,250,969	(93,573)	5,955,277	6,033,881	(78,604)
Closing price of the Corporation's common shares	C\$7.04	C\$4.37	C\$2.67	C\$4.80	C\$8.03	(C\$3.23)
Closing exchange rate of U.S. dollar to Canadian dollar	\$1.2735	\$1.3322	(\$0.0587)	\$1.2990	\$1.3242	(\$0.0252)
<b>Exchangeable interest liability</b>	<b>34,039</b>	<b>20,505</b>	<b>13,534</b>	<b>22,006</b>	<b>36,590</b>	<b>(14,584)</b>

### ***Interest on Exchangeable Interest Liability***

Interest expense on the exchangeable interest liability decreased by \$0.1 million, which was primarily driven by the variation in distributions from the Facilities between the reporting periods.

### ***Interest Expense***

Interest expense, net of interest income, from continuing operations decreased by \$0.4 million mainly due to the repayment of the convertible debentures on December 31, 2019 and reduced interest on the corporate credit facility due to a lower outstanding balance and interest rate.

### ***Foreign Currency***

The Corporation's reporting currency is U.S. dollars; however, certain public company expenses and payments to holders of common shares and convertible debentures, until their maturity on December 31, 2019, are made in Canadian dollars. Foreign currency gains decreased by \$0.5 million compared to the same period in 2019, due to the relative change in foreign exchange rates.

### **Share of Equity Loss (Income) in Associates**

The Corporation's share of equity loss in associates accounted for using the equity method increased by \$0.2 million compared to the same period in 2019. The increase was mainly due to the Corporation's share of the net loss from St. Luke's Surgery Center of Chesterfield, LLC ("St. Luke's"), which is jointly owned through the MFC Nueterra Partnership and began its operations in September 2020.

### **Income Tax**

Current and deferred tax components of the income tax expense (recovery) from continuing operations for the reporting periods are as follows:

<i>Unaudited</i>	<b>Three Months Ended December 31,</b>			
<i>In thousands of U.S. dollars</i>	<b>2020</b>	<b>2019</b>	<b>\$ Change</b>	<b>% Change</b>
Current income tax expense	1,278	2,124	(846)	(39.8%)
Deferred income tax expense (recovery)	(2,609)	3,372	(5,981)	(177.4%)
<b>Income tax expense (recovery)</b>	<b>(1,331)</b>	<b>5,496</b>	<b>(6,827)</b>	<b>(124.2%)</b>

The decrease in current income tax expense versus last year was primarily due to refundable U.S. current taxes stemming from measures introduced as part of the CARES Act, offset partly by the impact of higher Facility income.

The decrease in deferred income tax expense versus prior year was mainly due to the impact of the change in exchangeable interest liability.

### **Net Income from Continuing Operations**

The \$25.2 million decrease in net income for the period from continuing operations was mainly attributable to higher finance costs, including the change in the value of exchangeable interest liability versus the prior year (refer to Section 5 “Consolidated Operating and Financial Review” of this MD&A under the heading “Change in Value of Exchangeable Interest Liability”).

### **EBITDA**

EBITDA of \$28.4 million decreased by \$4.3 million from \$32.7 million recorded a year earlier, representing 26.0% of revenue and other income compared to 28.7% a year earlier, mainly driven by lower EBITDA at OSH, SFSH and ASH. 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 and Adjusted EBITDA.”

## Continuing Operations for the Year Ended December 31, 2020

The following table and discussion compare operating and financial results from continuing operations of the Corporation for the year ended December 31, 2020 to the year ended December 31, 2019.

<i>In thousands of U.S. dollars, except per share amounts</i>	Year Ended December 31,			
	2020	2019	\$ Change	% Change
<b>Revenue and other income</b>				
Facility service revenue	363,854	398,103	(34,249)	(8.6%)
Government stimulus income	26,008	-	26,008	100.0%
	<b>389,862</b>	<b>398,103</b>	<b>(8,241)</b>	<b>(2.1%)</b>
<b>Operating expenses</b>				
Salaries and benefits	114,535	114,075	460	0.4%
Drugs and supplies	120,916	128,445	(7,529)	(5.9%)
General and administrative expenses	58,729	59,236	(507)	(0.9%)
Impairment of goodwill	-	22,000	(22,000)	(100.0%)
Depreciation of property and equipment	9,801	10,430	(629)	(6.0%)
Depreciation of right-of-use assets	10,122	9,442	680	7.2%
Amortization of other intangibles	7,965	9,920	(1,955)	(19.7%)
	<b>322,068</b>	<b>353,548</b>	<b>(31,480)</b>	<b>(8.9%)</b>
<b>Income from operations</b>	<b>67,794</b>	<b>44,555</b>	<b>23,239</b>	<b>52.2%</b>
<b>Finance costs (income)</b>				
Change in value of convertible debentures	-	1,503	(1,503)	(100.0%)
Change in value of exchangeable interest liability	12,033	(43,351)	55,384	127.8%
Interest expense on exchangeable interest liability	6,716	7,416	(700)	(9.4%)
Interest expense, net of interest income	6,058	7,903	(1,845)	(23.3%)
Impairment gain on loan receivable	(681)	-	(681)	(100.0%)
Loss (gain) on foreign currency	51	(722)	773	107.1%
	<b>24,177</b>	<b>(27,251)</b>	<b>51,428</b>	<b>188.7%</b>
Share of equity loss in associates	1,837	99	1,738	1,755.6%
<b>Income before income taxes</b>	<b>41,780</b>	<b>71,707</b>	<b>(29,927)</b>	<b>(41.7%)</b>
Income tax expense	4,358	12,030	(7,672)	(63.8%)
<b>Net income for the period from continuing operations</b>	<b>37,422</b>	<b>59,677</b>	<b>(22,255)</b>	<b>(37.3%)</b>
Attributable to:				
Owners of the Corporation	9,591	37,647	(28,056)	(74.5%)
Non-controlling interest	27,831	22,030	5,801	26.3%
Basic earnings per share attributable to owners of the Corporation	\$0.31	\$1.21	(0.90)	(74.4%)
Fully diluted earnings per share attributable to owners of the Corporation	\$0.31	\$0.33	(0.02)	(6.1%)
<b>Reconciliation of net income for the period from continuing operations to EBITDA and Adjusted EBITDA <sup>(1)</sup></b>				
Net income for the period from continuing operations	37,422	59,677	(22,255)	(37.3%)
Income tax expense	4,358	12,030	(7,672)	(63.8%)
Share of equity loss in associates	1,837	99	1,738	1,755.6%
Finance costs (income)	24,177	(27,251)	51,428	188.7%
Depreciation of property and equipment	9,801	10,430	(629)	(6.0%)
Depreciation of right-of-use assets	10,122	9,442	680	7.2%
Amortization of other intangibles	7,965	9,920	(1,955)	(19.7%)
<b>EBITDA <sup>(1)</sup></b>	<b>95,682</b>	<b>74,347</b>	<b>21,335</b>	<b>28.7%</b>
Impairment of goodwill	-	22,000	(22,000)	(100.0%)
Transaction costs on sale of UMASH	450	-	450	100.0%
<b>Adjusted EBITDA <sup>(1)</sup></b>	<b>96,132</b>	<b>96,347</b>	<b>(215)</b>	<b>(0.2%)</b>

<sup>(1)</sup> Non-IFRS financial measures. Please refer to Section 2 under the heading "Non-IFRS Financial Measures" for a discussion of such measures.

## Revenue and Other Income

<i>In thousands of U.S. dollars</i>	Year Ended December 31,			
	2020	2019	\$ Change	% Change
ASH	71,956	69,709	2,247	3.2%
OSH	72,392	74,159	(1,767)	(2.4%)
BHSH	91,192	95,510	(4,318)	(4.5%)
SFSH	119,316	118,488	828	0.7%
SCNC	6,823	7,659	(836)	(10.9%)
MFC Nueterra ASCs	28,183	32,578	(4,395)	(13.5%)
<b>Total revenue and other income</b>	<b>389,862</b>	<b>398,103</b>	<b>(8,241)</b>	<b>(2.1%)</b>

For the year ended December 31, 2020, total revenue and other income decreased from the same period in 2019 by \$8.2 million or 2.1%. Facility service revenue decreased by \$34.2 million or 8.6%. The decrease in facility service revenue was primarily attributable to the decline in case volume (\$41.0 million) as a result of the COVID-19 pandemic, stemming from the reduction or discontinuation of elective procedures and in some cases temporary closure of operations from the second half of March to the first half of May 2020. The decrease was also attributable to the impact from the sales of TRSC in September 2020 and CASC in December 2019 (\$2.9 million), and the shutdown of the ASH urgent care centre (\$0.3 million). This was partly offset by government stimulus income (\$26.0 million), the combined impact of case and payor mix (\$6.0 million), an increase from changes in the timing for a certain payor's withholdings and related rebates at ASH (\$2.0 million), and the temporary suspension of Medicare's 2% reimbursement reduction initiative (\$1.8 million).

Excluding the impact of TRSC and CASC, total surgical cases decreased by 14.2%, as outpatient cases decreased by 16.7% and inpatient cases decreased by 10.1%, although observation cases increased by 5.2%. MFC Nueterra ASCs, BHSH, and SCNC experienced the largest percentage declines. Surgical case volume decline by payor over the same period last year came predominantly from Blue Cross/Blue Shield and Medicare, which decreased by 11.6% and 6.6%, respectively. Pain cases were down by 12.3% compared to the same period last year.

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

- ASH's revenue increased mainly due to government stimulus income, a payor which refunded its 2019 withholdings rebate in the first quarter of 2020 and suspended monthly withholdings due to the COVID-19 pandemic, and the temporary suspension of Medicare's 2% reimbursement reduction initiative, partly offset by lower case volume as a result of the pandemic, and case mix with decreases in orthopedic and pain surgery cases.
- OSH's revenue decreased due to a decline in case volume as a result of the COVID-19 pandemic, partly offset by government stimulus income and the combined impact of case and payor mix.
- BHSH's revenue decreased due to lower case volume resulting from the discontinuation of elective cases from the second half of March 2020 to April 2020 as a result of the COVID-19 pandemic, as well as the impact of payor mix, which was partly offset by government stimulus income, and case mix due to higher acuity cases.
- SFSH's revenue increased due to government stimulus income, case mix with a higher portion of spine procedures, and a decrease in bad debt expenses. This was mostly offset by a decrease in case volume from discontinuing elective cases in April 2020 and the first half of May 2020 as a result of the COVID-19 pandemic, as well as payor mix due to higher percentage of Medicare cases.
- SCNC's revenue decreased mainly due to lower case volume as a result of the COVID-19 pandemic, partly offset by government stimulus income, as well as case mix because of increased orthopedic cases.

- MFC Nueterra ASCs' revenue decreased mainly due to the volume impact of the COVID-19 pandemic, as three ASCs located in Pennsylvania, Nebraska, and Ohio were closed starting in the second half of March 2020 until the end of April 2020 as part of state mandates on elective surgery. The decrease was also attributable to the impact from the sales of TRSC and CASC, which was partly offset by case mix with a higher portion of neurology and orthopedics cases, and government stimulus income.

## Operating Expenses

For the year ended December 31, 2020, operating expenses decreased by \$31.5 million or 8.9% from the same period in the prior year to \$322.1 million. As a percentage of total revenue and other income, operating expenses decreased to 82.6% from 88.8% in the same period a year earlier.

<i>In thousands of U.S. dollars</i>	Year Ended December 31,					
	2020	Percentage of Revenue	2019	Percentage of Revenue	\$ Change	% Change
ASH	53,115	73.8%	55,372	79.4%	(2,257)	(4.1%)
OSH	68,643	94.8%	68,069	91.8%	574	0.8%
BHSH	69,096	75.8%	72,750	76.2%	(3,654)	(5.0%)
SFSH	82,843	69.4%	80,483	67.9%	2,360	2.9%
SCNC	6,252	91.6%	6,529	85.2%	(277)	(4.2%)
MFC Nueterra ASCs	23,456	83.2%	28,650	87.9%	(5,194)	(18.1%)
Corporate	18,663	n/a	41,695	n/a	(23,032)	(55.2%)
<b>Operating expenses</b>	<b>322,068</b>	<b>82.6%</b>	<b>353,548</b>	<b>88.8%</b>	<b>(31,480)</b>	<b>(8.9%)</b>

Consolidated salaries and benefits increased by \$0.5 million or 0.4%, primarily due to annual increases and staff hour guarantees (facilitated by the PPP program) for both clinical and non-clinical wages and salaries (\$2.4 million), higher benefit costs from increased health plan utilization (\$1.4 million), and higher incentive pay (\$1.0 million), partly offset by staffing changes as a result of lower case volume attributable to the impact of COVID-19 (\$1.8 million), urgent care staffing reductions (\$1.4 million), and the separation costs for the former Chief Financial Officer in the prior year (\$1.1 million). As a percentage of total revenue and other income, consolidated salaries and benefits increased to 29.4% from 28.7% a year earlier.

Consolidated drugs and supplies decreased by \$7.5 million or 5.9%, primarily driven by lower case volume (\$7.8 million), implant cost savings at OSH (\$3.7 million), and the impact from the sales of TRSC and CASC (\$1.0 million), partly offset by case mix with a greater portion of spine and orthopedics cases at certain Facilities (\$4.9 million). As a percentage of total revenue and other income, the consolidated cost of drugs and supplies decreased to 31.0% from 32.3% a year earlier.

Consolidated G&A decreased by \$0.5 million or 0.9%. The decrease in G&A was mainly attributable to a decrease in marketing and contracted services (\$1.5 million), a decrease in various administrative and maintenance expenses (\$0.9 million), lower professional fees (\$0.8 million), the impact from the sales of TRSC and CASC (\$0.8 million), and a gain on the sale of TRSC (\$0.2 million), partly offset by higher costs related to the share-based compensation plans driven by a higher share price (\$1.8 million), a gain from a legal settlement at SFSH in prior year (\$0.9 million), transaction costs incurred on the sale of the controlling interest in UMASH (\$0.5 million), and an impairment charge on fixed assets and right-of-use asset recorded upon shutdown of the ASH urgent care centre (\$0.5 million). As a percentage of total revenue and other income, consolidated G&A increased to 15.1% from 14.9% a year earlier.

In the prior year period, the Corporation recorded a non-cash goodwill impairment charge of \$22.0 million relating to the MFC Nueterra ASCs cash-generating unit (refer to Section 13 "Critical Accounting Judgements and Estimates" of this MD&A under the heading "Impairment of Non-Financial Assets").

Consolidated depreciation of property and equipment decreased by \$0.6 million or 6.0%, primarily due to certain assets being fully depreciated, as well as the impact from the sales of TRSC and CASC, partly offset by the acquisition of fixed assets. As a percentage of total revenue and other income, consolidated depreciation of property and equipment decreased to 2.5% from 2.6% a year earlier.

Consolidated depreciation of right-of-use assets increased by \$0.7 million or 7.2%, due to the addition of new lease agreements and extension of existing agreements, partly offset by termination and modification of certain leases, including the impact from the sales of TRSC and CASC. As a percentage of total revenue and other income, consolidated depreciation of right-of-use assets increased to 2.6% from 2.4% a year earlier.

Consolidated amortization of other intangibles decreased by \$2.0 million or 19.7%, mainly due to certain intangibles being fully amortized, as well as the impact from the sales of TRSC and CASC. As a percentage of total revenue and other income, consolidated amortization of other intangibles decreased to 2.0% from 2.5% a year earlier.

## Income from Operations

Consolidated income from operations for the year ended December 31, 2020 of \$67.8 million was \$23.2 million or 52.2% higher than consolidated income from operations of \$44.6 million, recorded in the same period a year earlier, representing 17.4% of revenue and other income, compared to 11.2% in the same period in 2019. The increase is mainly due to the combination of higher prior year corporate level costs resulting from the goodwill impairment charge and separation costs for the former Chief Financial Officer, and higher income in the current year from operations at ASH and MFC Nueterra ASCs, despite declines at other Facilities, inclusive of the negative impact of the COVID-19 pandemic and the favourable impact of the government stimulus income.

<i>In thousands of U.S. dollars</i>	Year Ended December 31,					
	2020	Percentage of Revenue	2019	Percentage of Revenue	\$ Change	% Change
ASH	18,841	26.2%	14,337	20.6%	4,504	31.4%
OSH	3,749	5.2%	6,090	8.2%	(2,341)	(38.4%)
BHSH	22,096	24.2%	22,760	23.8%	(664)	(2.9%)
SFSH	36,473	30.6%	38,005	32.1%	(1,532)	(4.0%)
SCNC	571	8.4%	1,130	14.8%	(559)	(49.5%)
MFC Nueterra ASCs	4,727	16.8%	3,928	12.1%	799	20.3%
Corporate	(18,663)	n/a	(41,695)	n/a	23,032	55.2%
<b>Income from operations</b>	<b>67,794</b>	<b>17.4%</b>	<b>44,555</b>	<b>11.2%</b>	<b>23,239</b>	<b>52.2%</b>

## Finance Costs

### *Change in Value of Convertible Debentures*

On December 31, 2019, the Corporation repaid in full the principal and interest in respect of the convertible debentures upon maturity.

Prior to repayment, the convertible debentures were recorded as a financial liability at fair value and re-measured at each reporting date and the changes in fair value were included in net income for the respective periods. Changes in the recorded value of the convertible debentures were driven by the changes in the market price of the Corporation's convertible debentures and fluctuations in the value of the Canadian dollar against the U.S. dollar.

The following table provides a calculation of the change in fair value of convertible debentures for the comparative reporting periods only:

<i>In thousands of U.S. dollars, except as indicated otherwise</i>	<b>December 31, 2019</b>	<b>December 31, 2018</b>	<b>Change</b>
Face value of convertible debentures outstanding	C\$41,743	C\$41,743	C\$ -
Closing price of convertible debentures outstanding	C\$100.00	C\$100.10	(C\$0.10)
Closing exchange rate of U.S. dollar to Canadian dollar	\$1.2990	\$1.3641	(\$0.0651)
Market value of convertible debentures outstanding prior to repayment	32,135	30,632	1,503
Repayment of convertible debentures	(32,135)	-	(32,135)
<b>Market value of convertible debentures outstanding</b>	<b>-</b>	<b>30,632</b>	<b>(30,632)</b>

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

<i>In thousands of U.S. dollars, except as indicated otherwise</i>	<b>December 31, 2020</b>	<b>December 31, 2019</b>	<b>Change</b>	<b>December 31, 2019</b>	<b>December 31, 2018</b>	<b>Change</b>
Number of common shares to be issued for exchangeable interest liability	6,157,396	5,955,277	202,119	5,955,277	5,970,862	(15,585)
Closing price of the Corporation's common shares	C\$7.04	C\$4.80	C\$2.24	C\$4.80	C\$15.04	(C\$10.24)
Closing exchange rate of U.S. dollar to Canadian dollar	\$1.2735	\$1.2990	(\$0.0255)	\$1.2990	\$1.3641	(\$0.0651)
<b>Exchangeable interest liability</b>	<b>34,039</b>	<b>22,006</b>	<b>12,033</b>	<b>22,006</b>	<b>65,832</b>	<b>(43,826)</b>
Exercise of exchangeable rights by non-controlling interests			-			475
<b>Change in value of exchangeable interest liability</b>			<b>12,033</b>			<b>(43,351)</b>

### ***Interest on Exchangeable Interest Liability***

Interest expense on the exchangeable interest liability decreased by \$0.7 million compared to the same period in prior year, which was primarily driven by the variation in distributions from the Facilities between the reporting periods.

### ***Interest Expense***

Interest expense, net of interest income, from continuing operations decreased by \$1.8 million mainly due to the repayment of the convertible debentures on December 31, 2019, lower credit facility interest at the corporate level due to a lower outstanding balance and interest rate, offset partly by lower interest income at the corporate level.

### ***Impairment Gain on Loan Receivable***

Impairment gain on loan receivable totalled \$0.7 million for the period, as a result of revaluating the impairment loss allowance reserved on the loan receivable from UMASH. Refer to Section 13 under the heading “Allowance for Loan Receivable” for a discussion on the calculation methodology.

### ***Foreign Currency***

The Corporation’s reporting currency is U.S. dollars; however, certain public company expenses and payments to holders of common shares and convertible debentures, until their maturity on December 31, 2019, are made in Canadian dollars. Foreign currency loss increased by \$0.8 million compared to the same period in 2019, due to the relative change in foreign exchange rates.

### **Share of Equity Loss in Associates**

The Corporation’s share of equity loss in associates accounted for using the equity method increased by \$1.7 million compared to the same period in 2019. The increase is mainly due to the Corporation’s share of the net loss from UMASH for the period, subsequent to the Corporation’s sale of its controlling interest in February 2020, and from St. Luke’s.

### **Income Tax**

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

<i>In thousands of U.S. dollars</i>	Year Ended December 31,			
	2020	2019	\$ Change	% Change
Current income tax expense (recovery)	(2,290)	5,062	(7,352)	(145.2%)
Deferred income tax expense	6,648	6,968	(320)	(4.6%)
<b>Income tax expense</b>	<b>4,358</b>	<b>12,030</b>	<b>(7,672)</b>	<b>(63.8%)</b>

The decrease in current income tax expense versus last year was primarily due to refundable U.S. current taxes of \$4.0 million stemming from measures introduced as part of the CARES Act, as described below, combined with the impact of PPP government stimulus income being excluded from taxable income. The decrease in deferred income tax expense versus prior year was mainly due to the impact of the change in exchangeable interest liability, mostly offset by increased deductibility of interest expense previously deferred stemming from the CARES Act.

The CARES Act provides tax relief with a number of measures. It includes a temporary change to Section 172 of the *U.S. Internal Revenue Code of 1986*, as amended, (the “Code”) such that net operating losses (“NOL”) can be carried back five years. Based on the expected application of NOL carry backs generated in the 2019 and 2020 tax years, the Corporation has recorded refunds of approximately \$4.0 million as a result of the change due to the CARES Act. Also, under the CARES Act, \$6.6 million of PPP government stimulus income is excluded from taxable income.

The anticipated NOL for 2019 and 2020 stems primarily from temporary changes under the CARES Act to two other provisions under the Code. The business interest deduction limit under Section 163(j) of the Code is increased from 30% to 50% of a taxpayer’s adjusted taxable income for tax years beginning in 2019 and 2020. As a result, the Corporation expects to realize additional interest expense deductions with a current tax impact of approximately \$7.0 million. The other significant change is that the CARES Act clarifies that Qualified Improvement Property is eligible for bonus depreciation (i.e., 100% expensing) under Section 168(k) of the Code, for which the Corporation estimates current tax savings of approximately \$0.9 million.

## **Net Income from Continuing Operations**

The \$22.3 million decrease in net income for the period from continuing operations was mainly attributable to higher finance costs, including the change in the value of exchangeable interest liability versus the prior year (refer to Section 5 “Consolidated Operating and Financial Review” of this MD&A under the heading “Change in Value of Exchangeable Interest Liability”), partly offset by higher income from operations, including the impact of the prior year goodwill impairment charge, and lower income tax expense.

## **EBITDA**

EBITDA of \$95.7 million increased by \$21.4 million from \$74.3 million recorded a year earlier, representing 24.5% of revenue and other income compared to 18.7% a year earlier, mainly driven by the goodwill impairment charge in the prior year and an overall increase in Facilities’ EBITDA driven by ASH, as the negative impact of COVID-19 was offset by the government stimulus income. 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 and Adjusted EBITDA.”

## **Adjusted EBITDA**

Adjusted EBITDA of \$96.1 million for the year ended December 31, 2020 decreased from \$96.3 million in the same period a year earlier, representing 24.7% of revenue and other income, versus 24.2% prior year. 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 and Adjusted EBITDA.”

## 6. QUARTERLY OPERATING AND FINANCIAL RESULTS

### Summary of Quarterly Operating and Financial Results from Continuing Operations

<i>Unaudited</i>	2020				2019			
<i>In thousands of U.S. dollars, except per share amounts</i>	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
<b>Revenue and other income</b>								
Facility service revenue	107,111	96,322	67,659	92,762	113,954	96,536	94,230	93,383
Government stimulus income	2,372	2,491	21,145	-	-	-	-	-
	<b>109,483</b>	<b>98,813</b>	<b>88,804</b>	<b>92,762</b>	<b>113,954</b>	<b>96,536</b>	<b>94,230</b>	<b>93,383</b>
<b>Operating expenses</b>								
Salaries and benefits	30,359	28,795	26,794	28,587	29,791	27,800	28,396	28,088
Drugs and supplies	34,895	32,696	22,910	30,415	36,188	31,503	30,613	30,141
General and administrative expenses	15,808	12,772	14,497	15,652	15,277	14,827	14,695	14,437
Impairment of goodwill	-	-	-	-	-	22,000	-	-
Depreciation of property and equipment	2,404	2,445	2,469	2,483	2,558	2,461	2,278	3,133
Depreciation of right-of-use assets	2,549	2,483	2,521	2,569	2,584	2,211	2,749	1,898
Amortization of other intangibles	1,867	2,050	2,027	2,021	1,670	2,673	2,730	2,847
	<b>87,882</b>	<b>81,241</b>	<b>71,218</b>	<b>81,727</b>	<b>88,068</b>	<b>103,475</b>	<b>81,461</b>	<b>80,544</b>
<b>Income (loss) from operations</b>	<b>21,601</b>	<b>17,572</b>	<b>17,586</b>	<b>11,035</b>	<b>25,886</b>	<b>(6,939)</b>	<b>12,769</b>	<b>12,839</b>
<b>Finance costs (income)</b>								
Change in value of convertible debentures	-	-	-	-	612	(675)	554	1,012
Change in value of exchangeable interest liability	13,534	(23)	5,549	(7,027)	(14,584)	(20,212)	(21,348)	12,793
Interest expense on exchangeable interest liability	2,062	2,061	686	1,907	2,165	1,515	1,796	1,940
Interest expense, net of interest income	1,491	2,216	915	1,436	1,894	1,914	2,146	1,949
Impairment gain on loan receivable	-	-	(681)	-	-	-	-	-
Loss (gain) on foreign currency	(2)	38	(19)	34	(475)	141	(154)	(234)
	<b>17,085</b>	<b>4,292</b>	<b>6,450</b>	<b>(3,650)</b>	<b>(10,388)</b>	<b>(17,317)</b>	<b>(17,006)</b>	<b>17,460</b>
Share of equity loss (income) in associates	231	672	476	458	(2)	-	102	(1)
<b>Income (loss) before income taxes</b>	<b>4,285</b>	<b>12,608</b>	<b>10,660</b>	<b>14,227</b>	<b>36,276</b>	<b>10,378</b>	<b>29,673</b>	<b>(4,620)</b>
Income tax expense (recovery)	(1,331)	2,786	3,283	(380)	5,496	1,727	6,752	(1,945)
<b>Net income (loss) for the period from continuing operations</b>	<b>5,616</b>	<b>9,822</b>	<b>7,377</b>	<b>14,607</b>	<b>30,780</b>	<b>8,651</b>	<b>22,921</b>	<b>(2,675)</b>
Attributable to:								
Owners of the Corporation	(3,071)	2,998	241	9,423	22,437	4,862	18,555	(8,207)
Non-controlling interest	8,687	6,824	7,136	5,184	8,343	3,789	4,366	5,532
Earnings (loss) per share attributable to owners of the Corporation:								
Basic	(\$0.10)	\$0.10	\$0.01	\$0.30	\$0.72	\$0.15	\$0.60	(\$0.26)
Fully diluted	(\$0.10)	\$0.10	\$0.01	\$0.29	\$0.36	(\$0.23)	\$0.14	(\$0.26)
<b>Reconciliation of net income (loss) for the period from continuing operations to EBITDA and Adjusted EBITDA <sup>(1)</sup></b>								
Net income (loss) for the period from continuing operations	5,616	9,822	7,377	14,607	30,780	8,651	22,921	(2,675)
Income tax expense (recovery)	(1,331)	2,786	3,283	(380)	5,496	1,727	6,752	(1,945)
Share of equity loss (income) in associates	231	672	476	458	(2)	-	102	(1)
Finance costs (income)	17,085	4,292	6,450	(3,650)	(10,388)	(17,317)	(17,006)	17,460
Depreciation of property and equipment	2,404	2,445	2,469	2,483	2,558	2,461	2,278	3,133
Depreciation of right-of-use assets	2,549	2,483	2,521	2,569	2,584	2,211	2,749	1,898
Amortization of other intangibles	1,867	2,050	2,027	2,021	1,670	2,673	2,730	2,847
<b>EBITDA <sup>(1)</sup></b>	<b>28,421</b>	<b>24,550</b>	<b>24,603</b>	<b>18,108</b>	<b>32,698</b>	<b>406</b>	<b>20,526</b>	<b>20,717</b>
Impairment of goodwill	-	-	-	-	-	22,000	-	-
Transaction costs on sale of UMASH	-	-	-	450	-	-	-	-
<b>Adjusted EBITDA <sup>(1)</sup></b>	<b>28,421</b>	<b>24,550</b>	<b>24,603</b>	<b>18,558</b>	<b>32,698</b>	<b>22,406</b>	<b>20,526</b>	<b>20,717</b>

<sup>(1)</sup> 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:

- Facility service 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, facility service revenue for orthopedic cases will typically be higher than ear, nose and throat cases and cases funded by Medicare or Medicaid will be

lower than those paid for by private insurance. Changes in case volumes, case mix and payor mix are normal and expected due to the nature of the Corporation's business. Surgical cases are mainly elective procedures and the volume of cases performed in any given period are subject to medical necessity and patient and physician preferences in scheduling (e.g., work schedules and vacations). The Corporation generally records higher revenue in the fourth quarter as many patients tend to seek medical procedures at the end of the year, primarily as a result of their inability to carry over unused insurance benefits into the following calendar year.

- The COVID-19 outbreak began to impact the Corporation's and Facilities' operations in the latter half of March 2020, with impacts of varying severity within the communities and states that the Facilities serve. All Facilities were impacted by the pandemic as elective cases were restricted, either voluntarily or by U.S. government mandate. Such restrictions were lifted by mid-May 2020, but the pandemic continues to impact case volume across the Facilities, and there is no certainty that similar restrictions will not be re-instated.
- As part of the CARES Act in response to the COVID-19 pandemic, the Facilities received financial assistance and recorded some of the funds as government stimulus income during 2020. There is no certainty that such programs will be extended or replaced if the pandemic continues.
- The changes in operating expenses are generally consistent with fluctuations in case volumes and case mix. In addition, operating expenses have been impacted by costs related to the establishment of an accountable care organization by SFSH as well as the entering by SFSH into a management agreement for the orthopedic service line (refer to Section 12 of this MD&A under heading "Related Party Transactions").
- In addition, revenue and operating expenses have been impacted by sales of assets and controlling interests in 2019 and 2020. In September 2020, the Corporation sold all of its controlling ownership interest in TRSC and recorded a gain on the sale.
- In June 2020, the ASH urgent care site located in Sherwood, Arkansas shut down its operations. The Corporation recorded an impairment of property and equipment as well as the right-of-use asset as a result of this shutdown.
- Due to the underperformance at certain MFC Nueterra ASCs, management assessed and recorded an impairment of goodwill in 2019.
- The changes in the recorded value of the convertible debentures were driven by the changes in the market price of the Corporation's convertible debentures and fluctuations in the value of the Canadian dollar against the U.S. dollar. On December 31, 2019, the Corporation repaid in full the principal and interest in respect of the convertible debentures upon maturity.
- 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 during the 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 2019 and 2020, changes in the market price of the Corporation's common shares mainly drove the fluctuations in the change in value of exchangeable interest liability.
- 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.

- 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 reconciliation of cash available for distribution to cash provided by operating activities:

		Three Months Ended December 31, <i>Unaudited</i>		Year Ended December 31,	
		2020 \$	2019 \$	2020 \$	2019 \$
<i>In thousands of U.S. dollars, except as indicated otherwise</i>					
<b>CASH PROVIDED BY OPERATING ACTIVITIES</b>	<b>USD</b>	<b>23,493</b>	<b>18,296</b>	<b>87,089</b>	<b>77,375</b>
Non-controlling interest in cash flows of the Facilities <sup>(1)</sup>		(12,536)	(13,270)	(38,851)	(37,565)
Interest expense on exchangeable interest liability <sup>(2)</sup>		2,062	2,165	6,716	7,416
Payment of lease liabilities <sup>(3)</sup>		(3,079)	(3,553)	(12,257)	(12,152)
Maintenance capital expenditures <sup>(4)</sup>		(675)	(951)	(3,247)	(2,666)
Difference between accrual-based amounts and actual cash flows related to interest and taxes <sup>(5)</sup>		(2,363)	(180)	3,320	(3,064)
Change in non-cash operating working capital items <sup>(6)</sup>		2,501	8,202	(5,913)	(1,520)
Share-based compensation <sup>(7)</sup>		64	(179)	(167)	(466)
Repayment of non-revolving debt <sup>(8)</sup>		(1,688)	(1,859)	(6,869)	(6,868)
Classification of cash as assets held for sale <sup>(10)</sup>		-	260	-	260
<b>CASH AVAILABLE FOR DISTRIBUTION</b>	<b>USD</b>	<b>7,779</b>	<b>8,931</b>	<b>29,821</b>	<b>20,750</b>
	<b>CDN</b>	<b>10,136</b>	<b>11,764</b>	<b>40,005</b>	<b>27,533</b>
<b>DISTRIBUTIONS</b>	<b>CDN</b>	<b>2,178</b>	<b>4,368</b>	<b>8,710</b>	<b>30,590</b>
<b>CASH AVAILABLE FOR DISTRIBUTION PER COMMON SHARE <sup>(9)</sup></b>	<b>CDN</b>	<b>\$0.326</b>	<b>\$0.378</b>	<b>\$1.286</b>	<b>\$0.886</b>
<b>TOTAL DISTRIBUTIONS PER COMMON SHARE <sup>(9)</sup></b>	<b>CDN</b>	<b>\$0.070</b>	<b>\$0.140</b>	<b>\$0.280</b>	<b>\$0.984</b>
<b>PAYOUT RATIO</b>		<b>21.5%</b>	<b>37.0%</b>	<b>21.8%</b>	<b>111.1%</b>
Average exchange rate of Cdn\$ to US\$ for the period		1.3030	1.3172	1.3415	1.3269
Weighted average number of common shares outstanding		31,106,259	31,106,259	31,106,259	31,084,900

<sup>(1)</sup> 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.

<sup>(2)</sup> Interest expense on exchangeable interest liability represents a notional amount of interest expense deducted in the determination of net income and comprehensive 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.

<sup>(3)</sup> 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 financing activities on cash flow statements.

<sup>(4)</sup> 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.

<sup>(5)</sup> Cash flows from operating activities, as presented in the Corporation's 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, income and withholding taxes is included in the above table.

<sup>(6)</sup> While changes in non-cash operating working capital are included in the calculation of cash provided by operating activities, 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.

<sup>(7)</sup> Share-based compensation expense represents a charge included in salaries and benefits in the period which does not have a cash impact until the underlying stock options vest. As a non-cash item, this expense is added back in the calculation of cash available for distribution.

<sup>(8)</sup> Repayment of non-revolving debt at the Facility level reflects contractual obligations of the Facilities and is deducted in the calculation of cash available for distribution.

<sup>(9)</sup> Calculated based on the weighted average number of common shares outstanding.

<sup>(10)</sup> Classification of cash as assets held for sale represents an adjustment to add back the cash balance excluded from the consolidated balance sheet.

Cash available for distribution in the three months ended December 31, 2020 (Cdn\$10.1 million) decreased by Cdn\$1.7 million compared to the cash available for distribution the same period last year (Cdn\$11.8 million). On a per common share basis, cash available for distribution of Cdn\$0.326 decreased by Cdn\$0.052, or 13.8% from the same period last year of Cdn\$0.378. The distributions per common share of Cdn\$0.070 decreased by Cdn\$0.070, or 50.0% from the same period last year of Cdn\$0.140 resulting in a payout ratio of 21.5% as compared to a payout ratio of 37.0% in the same period in 2019.

Cash available for distribution in the year ended December 31, 2020 (Cdn\$40.0 million) increased by Cdn\$12.5 million compared to the cash available for distribution the same period last year (Cdn\$27.5 million). On a per common share basis, cash available for distribution of Cdn\$1.286 increased by Cdn\$0.400, or 45.1% from the same period last year of Cdn\$0.886. The distributions per common share of Cdn\$0.280 decreased by Cdn\$0.704, or 71.5% from the same period last year of Cdn\$0.984 resulting in a payout ratio of 21.8% as compared to a payout ratio of 111.1% in the same period in 2019.

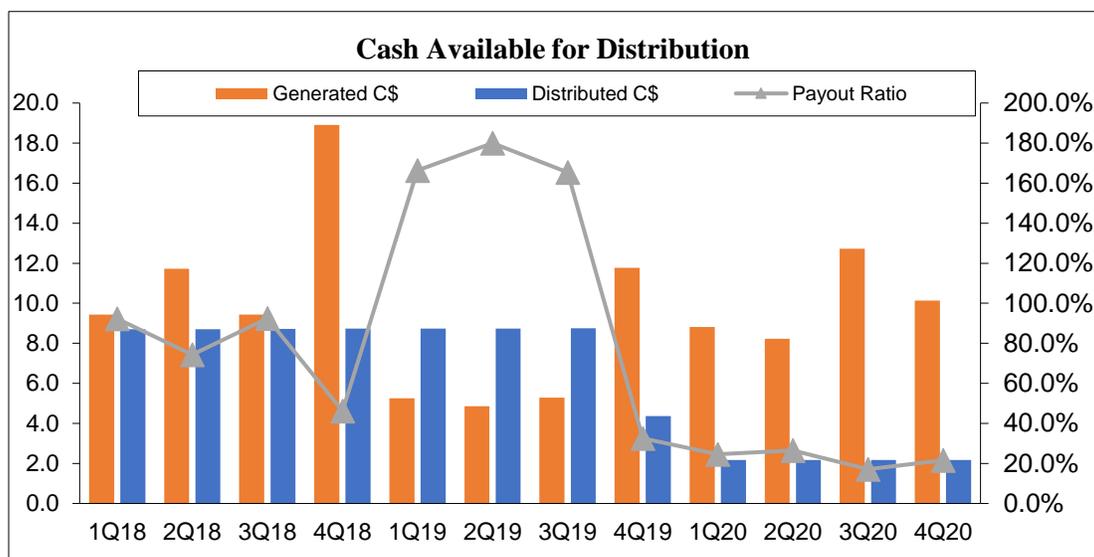
The Corporation's cash available for distribution comes solely from the Facilities. The following table provides a reconciliation of cash generated at the Facility level to the Corporation's cash available for distribution:

	Three Months Ended December 31, <i>Unaudited</i>		Year Ended December 31,	
	2020	2019	2020	2019
<i>In thousands of U.S. dollars</i>	\$	\$	\$	\$
<b>Cash flows from the Facilities:</b>				
Income before interest expense, depreciation and amortization	31,330	33,385	107,125	100,238
Debt service costs:				
Interest	(565)	(1,501)	(3,825)	(6,037)
Repayment of non-revolving debt	(1,688)	(1,859)	(6,869)	(6,868)
Maintenance capital expenditures	(675)	(951)	(3,247)	(2,666)
Payment of lease liabilities	(3,028)	(3,506)	(12,073)	(11,936)
Non-cash loss	23	281	(1,952)	(987)
Cash available for distribution at Facility level	25,397	25,849	79,159	71,744
Non-controlling interest in cash available for distribution at Facility level	(12,536)	(13,270)	(38,851)	(37,565)
<b>Corporation's share of the cash available for distribution at Facility level</b>	<b>12,861</b>	<b>12,579</b>	<b>40,308</b>	<b>34,179</b>
Corporate expenses	(3,280)	(1,359)	(9,553)	(6,019)
Share of equity income (loss) in associates	(231)	(2)	(1,837)	99
Interest expense on convertible debentures	-	(469)	-	(1,851)
Interest on corporate credit facility	(293)	(673)	(1,917)	(2,943)
Recoveries of (provision for) current income taxes	(1,278)	(1,405)	2,820	(2,975)
Classification of cash as assets held for sale	-	260	-	260
<b>Cash available for distribution</b>	<b>7,779</b>	<b>8,931</b>	<b>29,821</b>	<b>20,750</b>

Compared to the three months ended December 31, 2019, the cash available for distribution in U.S. dollars for the same period this year decreased by \$1.2 million or 12.9% mainly due to higher corporate expenses and higher equity loss in associates, partly offset by lower debt service costs at Facilities and lower corporate interest payments.

Compared to the year ended December 31, 2019, the cash available for distribution in U.S. dollars for the same period this year increased by \$9.1 million or 43.7% mainly due to higher income from Facilities, and lower corporate taxes and interest payments, partly offset by higher corporate expenses and an increase in equity loss in associates.

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 COVID-19 pandemic, 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 this 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 outlook for the Corporation is influenced by many inter-related factors including the recent ongoing COVID-19 pandemic, the economy, the healthcare industry, management strategies of the Corporation, and U.S. tax reform.

### COVID-19

Since the outbreak of the COVID-19 pandemic, the landscape for healthcare industry has changed significantly. While the restrictions on elective procedures have been lifted in most of the states where the Facilities operate, it is uncertain whether the local state authorities will impose such restrictions again in the future. As the Facilities work to return to their normal operations, screening and testing procedures for COVID-19 impact the progress. In addition, the availability of vaccines for COVID-19 as well as the rate at which the Facilities inoculate their physicians, staff, and patients for COVID-19 greatly influence the progress to return to normal operations.

Management expects that the COVID-19 pandemic will continue to impact the Facilities’ operations and financial results. The duration and impact of the COVID-19 pandemic remains unknown, as is the efficacy of the U.S. government interventions, the Corporation’s business continuity plan and other mitigating measures. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results of the Corporation and Facilities in future periods.

## **The Economy**

Management's expectations could be impacted by the general state of the U.S. economy, which is experiencing the influence of the ongoing COVID-19 pandemic. 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 or replacement 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, accountable care organizations and the related challenge of payor mix shifting to Medicare plans;
- the opportunity arising from reimbursement incentives which reward healthcare entities that meet specified quality and operational goals and operate in the most efficient and cost-effective manner; and
- an increased demand for services provided by the Corporation's Facilities due to the increasing average age and life expectancy of the U.S. population, overall population growth and advances in science and technology.

The change in the U.S. administration could have potential implications on the healthcare industry, including but not limited to the government response to COVID-19 and potential modifications to the PPACA, which could result in changes to healthcare coverage including case volume and reimbursement rates. In addition, the outcome of the pending U.S. Supreme Court Case (*California v. Texas*) presents the same variables as the outcome of the election with respect to the PPACA, although the likelihood of a repeal of the PPACA is diminished with the new administration.

## **Management Strategies**

Management is committed to increasing shareholder value, primarily through continued organic growth at its current Facilities, including the leveraging of its existing network to create de novo ASCs, along with the acquisitions and development of new, accretive ASCs that are complementary to the Corporation's core business. In addition to accretive core acquisitions, management will also consider other medical ventures where the financial and operational metrics are strong and could enhance a more comprehensive and integrated delivery model.

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 physician investors and potential physician utilizers, based on community needs;
- expanding the complement of service offerings at the Facilities;
- in-market acquisitions of ancillary businesses (ASCs, imaging and urgent care services); and
- sharing and implementing best practices and cost reduction strategies, with emphasis on supply chain and implant costs.

Management continues to develop its acquisition and de novo pipeline and to investigate accretive acquisition targets that meet the Corporation's acquisition criteria to include facilities with:

- accretion, with growth available from a local strong provider base, attractive demographics, and opportunities for operating enhancements;
- high quality and optimum clinical outcomes; and
- continued strong earnings and opportunity for growth.

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**

Management expects that it will be able to utilize carryforwards of disallowed current year interest expense deductions to future years. Pursuant to the *Tax Cuts and Jobs Act*, 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) will be limited to 30% of adjusted taxable income, which generally represents EBITDA for the next year (2021), versus earnings before interest and taxes thereafter (2022 and beyond). One of the tax relief measures under the CARES Act increases the limit from 30% to 50% of a taxpayer's adjusted taxable income for tax years beginning in 2019 and 2020. 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.

## **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 the impact of COVID-19, 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 this 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.*

### **COVID-19**

Broad economic factors resulting from the COVID-19 pandemic, including higher unemployment rates and reduced consumer spending, are impacting the Facilities' case mix, payor mix and patient volumes. Business closings and layoffs in the areas where Facilities operate may lead to increases in the uninsured and underinsured populations and adversely affect demand for Facilities' services, as well as the ability of patients to pay for services as rendered. Any deterioration in the collectability of patient accounts receivable will adversely affect cash flows and results of operations.

If general economic conditions continue to decline or remain uncertain for an extended period of time, the Corporation's and Facilities' liquidity, ability to meet debt covenants, and ability to repay outstanding debts may be impacted. Moreover, the current COVID-19 pandemic may cause disruption in the financial markets. These factors may affect the availability, terms or timing with which the Corporation and Facilities may obtain any additional funding.

## Cash Balances

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

<i>In thousands of U.S. dollars</i>	December 31, 2020	December 31, 2019
Cash and cash equivalents at Facility level	52,076	10,397
Cash and cash equivalents at corporate level	14,106	21,589
<b>Cash and cash equivalents</b>	<b>66,182</b>	<b>31,986</b>

## Cash Flow Activity

### Cash Flow

<i>In thousands of U.S. dollars</i>	Year Ended December 31,			
	2020	2019	\$ Change	% Change
Cash provided by operating activities	87,089	77,375	9,714	12.6%
Cash provided by investing activities	18,309	1,372	16,937	1,234.5%
Cash used in financing activities	(71,151)	(83,692)	12,541	15.0%
<b>Increase (decrease) in cash and cash equivalents</b>	<b>34,247</b>	<b>(4,945)</b>	<b>39,192</b>	<b>792.6%</b>
Effect of exchange rate fluctuations on cash balances held	(51)	505	(556)	(110.1%)
Classification of UMASH cash as assets held for sale	-	(260)	260	100.0%
Cash and cash equivalents, beginning of the period	31,986	36,686	(4,700)	(12.8%)
<b>Cash and cash equivalents, end of the period</b>	<b>66,182</b>	<b>31,986</b>	<b>34,196</b>	<b>106.9%</b>

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 Facilities 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 year ended December 31, 2020 increased by \$9.7 million compared to the same period in 2019, primarily due to higher income from the Facilities and lower net interest payments, partly offset by higher tax payments.

As at December 31, 2020, the Corporation had consolidated net working capital of \$45.0 million compared to \$71.5 million as at December 31, 2019. The change was mainly due to the decrease in assets held for sale and liabilities associated with assets held for sale, as a result of the sale of controlling interest in UMASH in February 2020 and of real estate assets in June 2020, as well as the payor advances and government stimulus funds repayable recognized in current liabilities, partly offset by the receipt of government stimulus funds by the Facilities and proceeds from the UMASH sale transactions. The change was also driven by a decrease in accounts receivable and an increase in accounts payable and accrued liabilities from timing differences. 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 at December 31, 2020, accounts receivable were \$60.2 million (December 31, 2019: \$66.5 million), accounts payable and accrued liabilities totaled \$45.7 million (December 31, 2019: \$41.4 million), total assets were \$457.0 million (December 31, 2019: \$470.5 million) and total long-term liabilities, excluding exchangeable interest liability, were \$146.2 million (December 31, 2019: \$189.9 million).

### ***Investing Activities***

The \$16.9 million increase in cash provided by investing activities for the year ended December 31, 2020 compared to the same period in 2019 was mostly due to the proceeds from the sale of controlling interests in UMASH and real estate assets in RRIMH (\$25.8 million) and the sale of TRSC (\$1.0 million), and a decrease in purchases of property and equipment (\$5.0 million), partly offset by the redemption of short-term bank investments in the prior year (\$10.3 million) and the prior year proceeds from the sale of ownership interest in MFC Nueterra ASCs to non-controlling interest (\$4.6 million).

### ***Financing Activities***

The \$12.5 million decrease in cash used in financing activities for the year ended December 31, 2020 was mainly due to the prior year redemption of the convertible debentures (\$32.1 million), the payor advances and government stimulus funds received in the current year (\$26.2 million) which are repayable, a reduction in dividend distributions by the Corporation (\$18.2 million), and lower Facility distributions to non-controlling interest (\$4.1 million), partly offset by net repayments of credit facilities and other borrowings at both Facility and corporate levels (\$67.9 million).

The Facilities have available credit facilities in place in the aggregate amount of \$29.1 million, of which \$5.9 million was drawn as at December 31, 2020. The balances available under the credit facilities, combined with cash and cash equivalents as at December 31, 2020, are available to manage the Facilities' accounts receivable, supply inventory and other short-term cash requirements.

OSH was in violation of a financial covenant as at December 31, 2020. As a result of the covenant violation, the entire outstanding balance of OSH's debt was classified in current liabilities as at December 31, 2020. OSH's covenant breach did not cause a cross-default with the Corporate credit facility covenants. The full amount of OSH's outstanding debt was subsequently repaid.

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

The Corporation has in place a \$150.0 million line of credit with a syndicate of three Canadian chartered banks which matures on August 31, 2023 ("credit facility"). The credit facility can be used for general corporate purposes, including working capital and capital expenditures, finance of acquisitions, and/or repurchase of the Corporation's common shares. As at December 31, 2020, \$38.0 million was drawn and remained outstanding for the credit facility. The proceeds drawn from the credit facility were primarily used for the acquisition of UMASH and its underlying property through RRIMH in 2016 (\$48.8 million), the acquisition of the MFC Nueterra ASCs in 2018 (\$20.0 million), and the repayment of the convertible debentures upon maturity in 2019 (\$16.0 million). The Corporation repaid \$26.0 million of its outstanding balance from the prior year during the three months ended September 30, 2020, and \$20.8 million during the three months ended December 31, 2020. As at December 31, 2020, 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 December 31, 2020, are as follows:

In thousands of U.S. dollars Contractual Obligations	Carrying values at December 31, 2020 \$	Future payments (including principal and interest)				
		Total \$	Less than 1 year \$	1-3 years \$	4-5 years \$	After 5 years \$
Dividends payable	1,710	1,710	1,710	-	-	-
Accounts payable	24,465	24,465	24,465	-	-	-
Accrued liabilities	21,201	21,201	21,201	-	-	-
Payor advances and government stimulus funds repayable	26,185	26,185	26,185	-	-	-
Corporate credit facility	38,000	40,101	479	39,622	-	-
Facilities' revolving credit facilities	5,875	5,953	5,953	-	-	-
Notes payable	53,802	62,099	14,967	11,991	13,697	21,444
Lease liabilities	64,277	79,114	12,018	20,772	15,788	30,536
<b>Total contractual obligations</b>	<b>235,515</b>	<b>260,828</b>	<b>106,978</b>	<b>72,385</b>	<b>29,485</b>	<b>51,980</b>

The Corporation anticipates renewing, extending, repaying or replacing its credit facilities which fall 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 this 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 outstanding number of stock options as of December 31, 2020:

Optionee	Number of Options Held	Exercise Price	Grant Date
Chief Executive Officer	450,000	C\$14.03	March 29, 2018
	350,000	C\$16.47	May 18, 2017
Chief Financial Officer	300,000	C\$12.79	June 24, 2019
Chief Development Officer	350,000	C\$21.15	September 19, 2016
Chief Operating Officer	50,000	C\$ 2.64	March 19, 2020
Former Chief Executive Officer	223,562	C\$17.24	May 1, 2016
Former Chief Financial Officer	221,344	C\$17.98	November 21, 2016
<b>Total number of outstanding options</b>	<b>1,944,906</b>		

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 December 31, 2020, 444,906 of the Options relating to Former Chief Executive Officer and Former Chief Financial Officer are vested.

As at December 31, 2020, the Corporation had 31,106,259 common shares outstanding.

## **Normal Course Issuer Bids**

The Corporation's normal course issuer bid allowing the Corporation to repurchase up to 621,144 of its common shares was in effect from May 16, 2019 to May 15, 2020. During the year ended December 31, 2020 and year ended December 31, 2019, the Corporation did not repurchase any of its common shares. The Corporation did not renew its normal course issuer bid.

## **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. In November 2019, the Corporation revised the distributions to a quarterly dividend at an annual rate of Cdn\$0.28 per common share. Cash distributions declared in the period from January 1, 2020 to December 31, 2020 totaled Cdn\$0.280 per common share. The first dividend payment under the new payout schedule was a prorated amount for a partial period from November 1, 2019 to December 31, 2019 and was paid on January 15, 2020. The first full quarterly dividend was paid on April 15, 2020.

## **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 consolidated balance sheet as at December 31, 2020 consist of cash and cash equivalents, accounts receivable, loan receivable, dividends payable, accounts payable, accrued liabilities, borrowings (including long-term debt and corporate credit facility) and exchangeable interest liability.

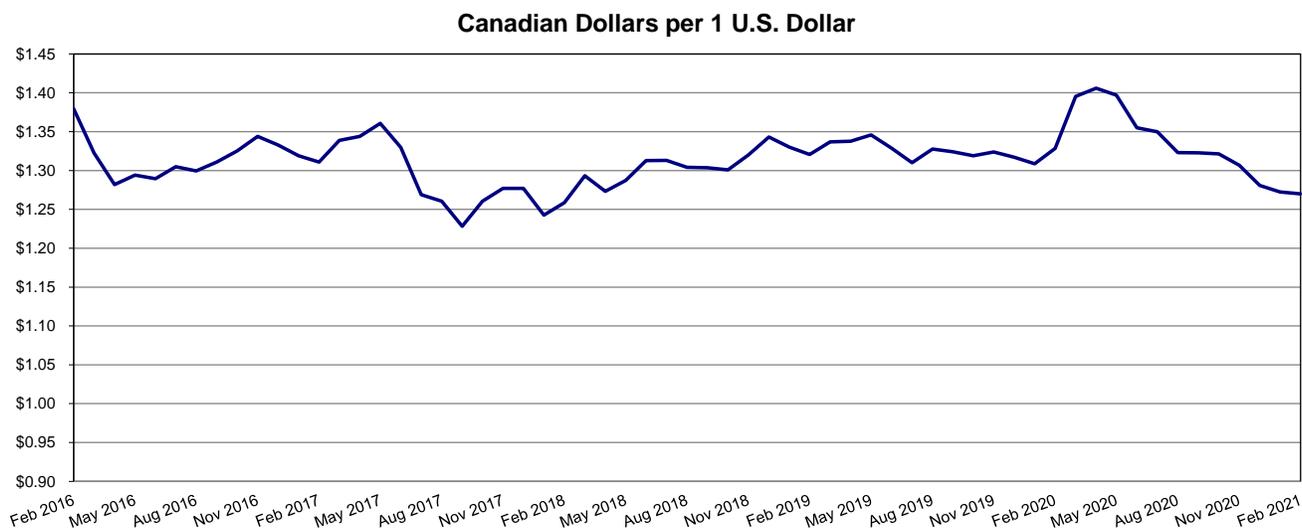
The gross carrying value of the loan receivable on initial recognition is revaluated and adjusted using the loss allowance reserved on the loan. The loss allowance is determined based on the lifetime expected credit loss model at each reporting date. The fair value of exchangeable interest liability 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, due to the short-term nature of these instruments, approximate their carrying values.

## **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, 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 February 2016 per the Bank of Canada:



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 December 31, 2020, the Corporation did not hold any foreign exchange forward contracts.

### **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 debt facilities for operating lines of credit that fund short-term working capital needs and use fixed rate debt facilities 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 and comprehensive income as prices change. Share price risk includes the impact of foreign exchange. 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 fall 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 out of the ordinary course of business.

## **12. RELATED PARTY TRANSACTIONS**

A member of the Corporation's board of directors is a minority owner of a Facility of the Corporation and a member of an ownership group that owns and leases hospital real estate to the Facility, for which the Facility paid rent for the year ended December 31, 2020 of \$4.5 million (December 31, 2019: \$4.5 million).

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 by the related parties. As of December 31, 2020, SFSH had a balance payable to South Dakota Interventional Pain Institute, LLC of \$0.9 million (December 31, 2019: \$1.0 million). For the year ended December 31, 2020, BHSH paid Mountain Plains Real Estate Holdings, LLC \$0.2 million for the use of a facility (December 31, 2019: \$0.2 million).

SFSH has a wholly owned subsidiary designed to function as an accountable care organization ("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>In thousands of U.S. dollars</i>		<b>Year Ended December 31,</b>	
<b>Entity</b>	<b>Nature of services or goods received</b>	<b>2020</b>	<b>2019</b>
		<b>\$</b>	<b>\$</b>
ASH	Lease of facility building, anesthesia equipment lease, and sub-lease of MRI equipment.	4,502	4,545
OSH	Provision of office and management services, lease of hospital building, and lease of office space.	1,568	1,547
BHSH	Provision of physical therapy services, physician professional services, intraoperative monitoring services, and provision of parking space.	1,127	1,279
SFSH	Provision of management services in relation to orthopedic service line at SFSH, physician professional fees, anesthesia services, physical and occupational therapy services, medical products and implants, lithotripter services, laundry services, facility and related equipment, and shared services.	10,239	10,104
MFC Nueterra ASCs	Provision of management services, physician professional services, and lease of ASC building.	1,679	2,363
<b>Total</b>		<b>19,115</b>	<b>19,838</b>

### **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 22.27 to the financial statements details significant accounting judgments and estimates used in the preparation of the Corporation's 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 application of 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.

Despite recognizing the PPP funds in government stimulus income in the period based on reasonable assurance that facilities have met the requirements for forgiveness, some uncertainty remains over the final outcome as applications for forgiveness of the PPP loans must still be formally approved subsequent to December 31, 2020.

#### **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.

#### **Allowance for Loan Receivable**

At each balance sheet date, management assesses and calculates any changes in the loss allowance for the loan receivable from UMASH, which was recognized as credit-impaired on initial recognition, using the lifetime

expected credit loss (“ECL”) model. Based on the effective interest rate that incorporated lifetime ECLs at initial recognition, management calculates the impairment loss allowance for the loan receivable at each balance sheet date, using probability-weighted scenarios of cash flows from the loan receivable. The difference between the computed loan balance net of the loss allowance and the carrying value of the loan as at the reporting date is recorded as an impairment gain or loss.

Management is required to use judgment in determining the scenarios and their probabilities, which is reassessed at each balance sheet date. Factors related to UMASH that are considered in assessing the probability-weighted scenarios include: cash and liquidity position; historical and projected operating results and free cash flows; compliance with financial covenants as stipulated by the loan agreement; ability to make timely principal and interest payments; and ability to obtain alternative financing at maturity.

Based on the assessment as at December 31, 2020, management recorded an impairment gain on the loan receivable of \$0.7 million for the year ended December 31, 2020.

### **Impairment of Non-Financial Assets**

In determining the recoverable amount of a cash-generating unit (“CGU”), various estimates are employed. The Corporation determines fair value less costs of disposal by using estimates such as market multiple relevant to the CGU. The Corporation determines value-in-use by using estimates such as future cash flows and post-tax discount rates.

Management is required to use judgment in determining the grouping of assets to identify their CGUs for the purposes of testing fixed assets 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.

Management performed an assessment of impairment indicators mentioned above as at December 31, 2020, 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 carry forwards, 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.

## **Business Combinations**

Upon completion of business acquisitions, management uses judgment in identifying tangible and intangible assets and liabilities of acquired businesses, as well as determining their fair values. The Corporation applies the acquisition method to account for business combinations. The consideration transferred for the acquisition is the fair value of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Corporation. Identifiable assets acquired and liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Corporation recognizes any non-controlling interest in the acquiree at the non-controlling interest's proportionate share of the fair value of identifiable assets of the acquiree.

## **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 annual 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.

Management, including the CEO and the CFO, performed an evaluation of the effectiveness of DC&P as of December 31, 2020, and has concluded that the design and effectiveness of these controls and procedures at December 31, 2020 provide reasonable assurance that material information relating to the Corporation, including its subsidiaries, was made known to the CEO and CFO on a timely basis to ensure adequate disclosure.

Management, including the CEO and the CFO, performed an evaluation of the effectiveness of its ICFR as of December 31, 2020 using the COSO framework. Management has concluded that the overall design and effectiveness of these controls at December 31, 2020 provide reasonable assurance of the reliability of financial reporting and the preparation of the financial statements for external purposes in accordance with IFRS.

During the period beginning on April 1, 2020 and ending on June 30, 2020, the Corporation has added procedures around the government stimulus income to its ICFR to ensure its compliance with the conditions and requirements mandated by each government assistance program.

There have been no other changes in the Corporation's ICFR during the period beginning on October 1, 2020 and ended on December 31, 2020, that have materially affected, or are reasonably likely to materially affect, the Corporation's ICFR.

## **15. RISK FACTORS**

The following information is a summary of risk factors and 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.sedar.com](http://www.sedar.com).

### **Risks Related to the Business and the Industry of the Corporation**

The revenue and profitability of the Corporation and its subsidiaries, including the Facilities, depend heavily on payments from third-party payors, including government healthcare programs (Medicare and Medicaid) and managed care organizations, which are subject to frequent regulatory changes and cost containment initiatives. Changes in the terms and conditions of, or reimbursement levels under, insurance or healthcare programs, which are typically short-term agreements, could adversely affect the revenue and profitability of the Corporation. The Corporation's revenue and profitability could be impacted by its ability to obtain and maintain contractual arrangements with insurers and payors active in its service areas and by changes in the terms of such contractual arrangements.

The revenue and profitability of the Facilities is dependent upon physician relationships. There can be no assurance that physician groups performing procedures at the Facilities will maintain successful medical practices, or that one or more key members of a particular physician group will continue practicing with that group or that the members of that group will continue to perform procedures at the Facilities at current levels or at all.

The trend of rising drug costs is currently challenging to counteract and puts downward pressure on the Facilities' operating margins as they have limited control over price increases.

Healthcare facilities, such as the Facilities, are subject to numerous legal, regulatory, professional and private licensing, certification and accreditation requirements. Receipt and renewal of such licenses, certifications and accreditations are often based on inspections, surveys, audits, investigations or other reviews, some of which may require affirmative compliance actions by the Facilities that could be burdensome and expensive.

There are a number of U.S. federal and state regulatory initiatives, which apply to healthcare providers, and in particular to SSHs, including the Facilities. Among the most significant are the federal Anti-Kickback Statute, the federal physician self-referral law (commonly referred to as the Stark Law), the PPACA, the *False Claims Act* and the federal rules relating to management and protection of patient records and patient confidentiality.

The PPACA contains provisions that prohibit the formation or development of any new physician owned hospitals in the United States after a specified date. However, the grandfathering provisions of the law that permit existing physician owned hospitals, such as the SSHs, to continue their operations and billings to government payors like Medicare and Medicaid for hospital services, provided they meet certain investment and patient transparency requirements. The law, among other things:

- (a) prohibits the existing or grandfathered hospitals from expanding the baseline number of overnight beds, operating rooms or procedure rooms from the number of such rooms that the existing hospital had as of the date of enactment of the legislation, unless certain narrowly-drawn growth criteria are met;

- (b) prohibits increases in the aggregate percentage value of physician ownership or investment in physician owned hospitals, or in entities whose investments include the hospitals;
- (c) imposes restrictions on the manner of physician investment in physician owned hospitals; and
- (d) requires disclosure to patients of physician ownership and requires hospitals to obtain a signed patient acknowledgement as to whether the hospital has physicians present 24 hours a day, seven days a week.

The Corporation conducted an extensive review to ensure that the Facilities operating agreements and procedures are in compliance with the provisions and limitations of the PPACA. The Facilities have updated their operating agreements and procedures as necessary to ensure compliance with the requirements of the PPACA.

While the Facilities carry general and professional liability insurance against claims arising in the ordinary course of business, the insurance market is dynamic and there can be no assurance that adequate coverage will be available in the future or that any coverage in place will be adequate to cover claims.

Any major capital expenditures at the Facilities will require additional capital, which may be funded through additional debt or equity financings. These funding sources could result in significant additional interest expense or ownership dilution to current holders of the Corporation's securities.

There is significant competition in the healthcare business. The Facilities compete with other healthcare facilities in providing services to physicians and patients, contracting with managed care payors and recruiting qualified staff.

The Facilities may be vulnerable to economic downturns and may be limited in their ability to withstand such financial pressures. Increased unemployment or other adverse economic conditions may impact the volume of services performed, cause shifts to payors with lower reimbursements (e.g., Medicare) and/or result in higher uncollectible accounts.

Maintenance capital expenditures, which are deducted in the calculation of cash available for distribution (please refer to Section 2 under the heading "Non-IFRS Financial Measures" and Section 7 under the heading "Reconciliation of Non-IFRS Financial Measures"), represent expenditures that are required to maintain the productive capacity of the Facilities. Historically, such expenditures have represented on average 0.8% of revenue of the Facilities. Management believes that such level of maintenance capital expenditures will continue in the future and, accordingly, will not adversely impact the cash available for distribution generated by the Corporation.

### **Public Health Crises and Disease Outbreaks**

The Corporation's and the Facilities' operations and financial results could be materially adversely impacted by public health crises, including the ongoing public health crisis related to the COVID-19 pandemic, or relating to any other virus, flu, pandemic, epidemic or outbreak of a contagious disease.

A public health crisis such as the COVID-19 pandemic could result in a general or acute decline in economic activity in the regions where the Facilities operate, increased unemployment, staff shortages, mobility restrictions and other quarantine measures, supply shortages, increased government regulation, and the temporary closure of one or more of the Facilities in accordance with governmental restrictions and/or to protect patients, hospital staff and the communities in which they operate. In addition, treatment of patients for COVID-19 at the Facilities, or infection of physicians and/or hospital staff, or because of physical distancing or other precautionary measures, could result in patients cancelling or deferring elective procedures or otherwise avoiding medical treatment, leading to reduced patient volumes and operating revenues. Furthermore, the

treatment of someone presenting symptoms of COVID-19 at a Facility, or physicians and/or hospital staff presenting such symptoms, could result in a temporary shutdown, the diversion of patients or physician and staffing shortages. All of these occurrences may have a material adverse effect on the Corporation's business, cash flows, financial condition and results of operations and ability to pay dividends to its shareholders.

The overall severity and duration of COVID-19-related adverse impacts on the Corporation's business, financial condition, cash flows and/or results of operations will depend on many factors, cannot be fully estimated and are largely beyond the management's control. Such factors include, but are not limited to, the scope and duration of past and potential future stay-at-home policies and business closures, continued decreases in patient volumes for an indeterminable length of time, increases in the number of uninsured and underinsured patients as a result of higher unemployment, incremental expenses required for supplies and personal protective equipment, and changes in professional and general liability exposure. Furthermore, the U.S. government has implemented various legislation and programs to provide support to businesses financially impacted by COVID-19, including programs targeting health care facilities. However, it is not clear how long the impacts of COVID-19 may last, or the extent of all the government legislation and programs that might be put in place in the future and how these programs may change over time, or what their full impact might be.

The Corporation and the Facilities actively assess, and respond where possible, to the effects of the COVID-19 pandemic on their employees, patients, suppliers, and service providers, and evaluate governmental actions being taken to curtail its spread. The Corporation and the Facilities will continue to monitor the situation closely, and intend to follow health and safety guidelines as they evolve.

### **Cyber Security Incidents**

As providers of healthcare services, information technology is a critical component of the day-to-day operation of the Facilities. The Facilities rely on information technology to create, process, transmit and store sensitive and confidential data, including protected health information, personally identifiable information, and proprietary and confidential business performance data. The Facilities utilize electronic health records and other health information technology, along with additional technology systems, in connection with their operations, including for, among other things, billing and supply chain and labour management. The Facilities' information systems and applications also require continual maintenance, upgrading and enhancement to meet their operational needs. If the Facilities experience difficulties with the transition and integration of information systems or are unable to implement, maintain, or expand their systems properly, the Facilities could suffer from, among other things, operational disruptions, regulatory problems and increases in administrative expenses. The Facilities have privacy and security processes in place to protect sensitive health and business information. The systems used by the Facilities, in turn, interface with and rely on third-party systems. Incident response policies and processes are in place at Facilities that provide for prompt identification and management of security incidents to facilitate maintenance and/or restoration of business continuity. The Corporation is not aware of the Facilities having experienced a material data breach.

The preventive actions taken to reduce the risk of such incidents and protect information and technology resources may not be sufficient. In general, Facilities' information systems are vulnerable to damage or interruption from fire, flood, power loss, telecommunications failure, human acts, cyber attacks, break-ins and similar events. Facilities' business is at risk from and may be impacted by information security incidents, including ransomware, malware, phishing, social engineering, and other security events. Such incidents can range from individual attempts to gain unauthorized access to information technology systems to more sophisticated security threats. These events can also result from internal compromises, such as human error or malicious acts. These events can occur on Facilities' systems or on the systems of their partners and subcontractors. Problems with, or the failure of, Facilities' technology and systems or any system upgrades or programming changes associated with such technology and systems could have a material adverse effect on Facilities' operations, patient care, data capture, medical documentation, billing, collections, assessment of

internal controls and management and reporting capabilities. The trade secrets of confidential business information of the Facilities could also be exposed as a result of a security incident.

As cyber security threats continue to evolve, the Facilities may not be able to anticipate certain attack methods in order to implement effective protective measures, and may be required to expend significant additional resources to continue to modify and strengthen security measures, investigate and remediate any vulnerabilities in information systems and infrastructure, or invest in new technology designed to mitigate security risks. Third parties to whom the Facilities outsource certain functions, or with whom their systems interface, are also subject to the risks outlined above and may not have or use appropriate controls to protect confidential information. A breach or attack affecting a third-party service provider or partner could harm the Corporation's business even if the Corporation does not control the service that is attacked.

Although the Corporation and the Facilities have insurance against some cyber-risks and attacks, it may not be sufficient to offset the impact of a material loss event. Any cyber security breach or system interruption could result in harm to patients or the unauthorized disclosure, misuse or loss of confidential, sensitive or proprietary information, could negatively impact the ability of the Facilities to conduct normal business operations (including the collection of revenues), and could result in potential liability under privacy, security, consumer protection or other applicable laws, regulatory penalties, negative publicity and damage to the Corporation's reputation, any of which could have a material adverse effect on the Corporation's business, financial position, results of operations or cash flows.

### **Disasters and Similar Events**

The occurrences of natural and man-made disasters and similar events, including acts of nature such as hurricanes, tornadoes, earthquakes, or other factors beyond the Corporation's control, such as wildfires, may damage some or all of the Facilities, interrupt utility service to some or all of the Facilities, disrupt patient scheduling, displace patients, employees and physician partners, or otherwise impair the operation of some or all of the Facilities or the generation of revenues from the Facilities. Furthermore, the impact, or impending threat, of a natural disaster may require evacuation of one or more Facilities, which would be costly and would involve risks for the patients.

### **Risks Related to the Structure of the Corporation**

The Corporation is entirely dependent on the operations and assets of the Facilities through the indirect ownership of between 29.0% and 64.0% of these Facilities. Future dividend payments by the Corporation are not guaranteed and are totally dependent upon the operating results and related cash flows from the Facilities and the limitations of applicable laws.

The payout by the Facilities and the Corporation of a substantial majority of their operating cash flows will make additional capital and operating expenditures dependent on increased cash flows or additional financing in the future.

The Corporation's dividend payments to its shareholders are denominated in Canadian dollars, whereas all of its revenue is denominated in U.S. dollars. To the extent that future dividend payments are not covered by foreign exchange forward contracts, the Corporation is exposed to currency exchange risk.

Non-compete agreements executed by physician owners of the non-controlling interests in the Facilities may not be enforceable. This lack of enforceability could impact the revenue and profitability of the Facilities.

The Corporation does not have the ability to direct day-to-day governance or management inputs in respect of the Facilities, except in certain limited circumstances.

The degree to which the Corporation is leveraged on a consolidated basis could have important consequences to the holders of the common shares, including:

- (a) The Corporation's and Facilities' ability in the future to obtain additional financing for working capital, capital expenditures, acquisitions or other purposes may be limited;
- (b) The Corporation or Facilities being unable to refinance indebtedness on terms acceptable to the Corporation or at all; and
- (c) A portion of the Corporation's cash flow (on a consolidated basis) from operations is likely to be dedicated to the payment of the principal of and interest on its indebtedness, thereby reducing funds available for future operations, capital expenditures, acquisitions and/or dividends on its common shares.

The Corporation has a credit facility that contains restrictive covenants which limit the discretion of the Corporation or its management with respect to certain matters. Furthermore, the Facilities have credit facilities that contain restrictive covenants which may limit the Facilities' abilities to make distributions.

Additional common shares may be issued by the Corporation pursuant to exchange agreements with the holders of the non-controlling interests in the Facilities, or in connection with future financing or acquisitions by the Corporation. The issuance of common shares may dilute an investor's investment in the Corporation and reduce distributable cash per common share.

MFA and MFH are organized under the laws of the State of Delaware. The Facilities that are located in South Dakota are formed under the laws of the State of South Dakota. The Facility located in Oklahoma is formed under the laws of the State of Oklahoma, the Facility located in Arkansas is formed under the laws of the State of Arkansas and the Facility located in California and five MFC Nueterra ASCs are formed under the laws of the State of Delaware, and one MFC Nueterra ASC is formed under the laws of the State of Michigan. All of the assets of the Facilities are located outside of Canada and certain of the directors and officers of the Corporation and its subsidiaries are residents of the United States. As a result, it may be difficult or impossible for investors to effect service within Canada upon the Corporation's subsidiaries, the Facilities, or their directors and officers who are not residents of Canada, or to realize against them in Canada upon judgments of courts of Canada predicated upon the civil liability provisions of applicable Canadian provincial securities laws.

The market price of the common shares may be subject to general volatility.

#### ***Payment of Dividends is not Guaranteed***

Dividends to shareholders are paid at the discretion of the Corporation's board of directors and are not guaranteed. The Corporation may alter its dividend level and dividends from the Corporation, if any, will depend on, among other things, the results of operations, cash requirements, financial condition, contractual restrictions, business opportunities, provisions of applicable law, and other factors that the board of directors may deem relevant. The directors may decrease the level of dividends provided for in their existing dividend policies, or discontinue dividends at any time, and without prior notice.

#### ***Eligibility for Investment***

There can be no assurance that the common shares will continue to be qualified investments for trusts governed by registered retirement savings plans, registered retirement income funds, deferred profit sharing plans, registered education savings plans, tax-free savings accounts and registered disability savings plans.

### ***The Corporation is Subject to Canadian Tax***

As a Canadian corporation, the Corporation is generally subject to Canadian federal, provincial and other taxes. There can be no assurance that Canadian federal income tax laws and Canada Revenue Agency administrative policies respecting the Canadian federal income tax consequences generally applicable to the Corporation or to a holder of common shares will not be changed in a manner which adversely affects holders of the common shares.

### ***The Corporation's Structure may be Subject to Additional U.S Federal Income Tax Liability***

MFA is subject to U.S. federal income tax on its consolidated taxable income at the U.S. federal corporate tax rate (currently 21%) and is also subject to certain U.S. state and local taxes (which will not be addressed herein). MFA will claim certain deductions, including an interest deduction related to the interest paid on its debt and interest arising on other debt in the consolidated group, to the extent allowed by law, in computing its taxable income for U.S. federal income tax purposes.

Certain provisions in the Code, if applicable, may affect the U.S. federal tax liability of MFA. There are restrictions on the deductibility of interest, generally limiting such deduction to 30% of “adjusted taxable income”, although disallowed interest expense can be carried forward to future years. There are also limitations on the use of net operating losses for tax years beginning after 2020 (generally, those can only be utilized to the extent of 80% of taxable income in any given year, although unused net operating losses can be carried forward indefinitely). In addition, Code section 59A, known as “BEAT”, which is the acronym for “base erosion anti-abuse tax”, is designed to potentially limit the tax effectiveness of deductions for payments between U.S. and non-U.S. related parties by imposing a minimum tax on the U.S. corporation. The BEAT regime generally does not apply unless the payor U.S. corporation has average annual gross receipts for the 3-tax-year period ending with the preceding tax year that are at least \$500 million.

If interest deductibility is limited, the use of net operating losses is restricted, or the BEAT regime applies, the result is likely to be an increase in the U.S. federal tax liability of MFA. If the U.S. federal tax liability of MFA is increased, this may reduce the amount of after-tax cash generated by MFA that could otherwise be available to make distributions to the Corporation and thereafter to pay dividends to holders of common shares.

### ***United States Investment Company Act of 1940***

While the Corporation believes that through its subsidiaries and affiliates it is actively engaged in operating businesses and does not meet the definition of an investment company for purposes of the *United States Investment Company Act* of 1940, as amended (the “1940 Act”), depending on the composition and valuation of the Corporation’s assets and the sources of the Corporation’s income from time to time, the Corporation could fall within the technical definition of the term “investment company” in the 1940 Act. Moreover, the determination of whether a company, like the Corporation, is an “investment company” involves complex analysis of regulations and facts, and the Corporation has not sought and does not anticipate seeking confirmation from the Securities and Exchange Commission (the “SEC”) that it agrees with the Corporation’s analysis. If the SEC were to disagree with the Corporation’s analysis or the Corporation otherwise were to determine that it is an “investment company” as defined in the 1940 Act, the Corporation may, among other steps, prudently acquire or sell assets or equity interests in order to avoid remaining an “investment company” as defined under the 1940 Act. Such acquisitions or sales could be on terms other than those on which the Corporation would otherwise acquire or sell such assets or equity interests or the timing of such transactions could be disadvantageous to the Corporation. If the Corporation were unable to avoid being an investment company and were therefore required to register as such under the 1940 Act, the Corporation would become subject to substantial regulation with respect to its capital structure (including its ability to use leverage),

management, operations, transactions with affiliated persons, portfolio composition (including restrictions with respect to diversification), and other matters.

**16. NEW AND REVISED IFRS NOT YET ADOPTED**

There are no relevant new and revised IFRS that have been issued but are not yet effective, and not yet adopted by the Corporation.