



NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of the shareholders of Medical Facilities Corporation (the “**Corporation**”) will be held on Thursday, the 14th day of May, 2020 at the hour of 2:00 p.m. (Eastern time) by virtual only meeting via live audio webcast online at www.virtualshareholdermeeting.com/DR2020 for the following purposes:

1. **TO RECEIVE** the financial statements of the Corporation for the year ended December 31, 2019, together with the report of the auditors thereon;
2. **TO ELECT** members of the Board of Directors of the Corporation for the coming year;
3. **TO APPOINT** KPMG LLP as the auditors of the Corporation for the coming year and to authorize the Board of Directors of the Corporation to fix the remuneration to be paid to the auditors; and
4. **TO TRANSACT** such further or other business as may properly come before the Meeting and any and all adjournments thereof.

Please remember to vote your common shares.

This year, out of an abundance of caution, on the recommendation of public health officials to practice social distancing, to proactively deal with the unprecedented public health impact of coronavirus pandemic, also known as COVID-19, and to mitigate risks to the health and safety of the Corporation’s communities, shareholders, employees and other stakeholders, the Corporation will hold the Meeting in a virtual only format, which will be conducted via live audio webcast. Shareholders will have an equal opportunity to participate at the Meeting online regardless of their geographic location. Shareholders will not be able to attend the Meeting in person.

The shareholders and interested participants can access the Meeting by visiting www.virtualshareholdermeeting.com/DR2020.

Meeting rules, including rules around asking questions, and information about technical support before and during the Meeting will be available on the Corporation’s website at <https://www.medicalfacilitiescorp.ca/Investors/shareholder-information.aspx> prior to the Meeting.

Registered shareholders and duly appointed proxyholders will be able to vote and ask questions at the Meeting, all in real time, provided they are connected to the Internet and comply with all of the requirements set out in the accompanying management information circular. Non-registered shareholders who wish to be recognized as shareholders at the Meeting should refer to the information provided under the headings “*Changing Appointees*” and “*Voting by Non-Registered Shareholders*” of the accompanying management information circular and follow the instructions provided by their financial intermediary to appoint themselves as proxyholders. Non-registered shareholders who have not duly appointed themselves as proxyholders will be able to attend the Meeting and ask questions but will not be able to vote at the Meeting.

The Corporation is using “notice and access” delivery to furnish proxy materials to shareholders over the Internet. The Corporation believes that this delivery process will expedite shareholders’ receipt of proxy materials and lower the cost and reduce the environmental impact of the Meeting. On or about April 3, 2020, shareholders will be sent a Notice and Access Notification containing instructions on how to access proxy materials for the fiscal year ended

December 31, 2019. The Notice and Access Notification also provides instructions on how to vote and includes instructions on how to receive a paper copy of the proxy materials by mail.

The Board of Directors of the Corporation has fixed the record date for the Meeting as March 26, 2020 (the “**Record Date**”) for determining shareholders entitled to receive notice of, and to vote at, the Meeting, or any postponement or adjournment thereof.

If you are a shareholder and you are not able to attend the Meeting, please carefully follow the instructions on the form of proxy or voting instruction form. Shareholders that hold their shares with a financial intermediary will receive a voting instruction form in order to instruct their intermediary how to vote on their behalf. These shareholders may also vote at the Meeting as detailed under the heading “*Voting Instructions*” of the accompanying management information circular. Only shareholders of record as at the close of business on the Record Date will be entitled to notice of the Meeting or any adjournment thereof.

Please exercise your right to vote by signing and returning the enclosed form of proxy using the enclosed return envelope or following the instructions contained herewith to vote online or by telephone. The form of proxy should arrive not less than 48 hours before the time set for the holding of the Meeting or any adjournment or postponement thereof (excluding Saturdays, Sundays and holidays) before any reconvened meeting.

If you have any questions or need any additional information, please contact your professional advisors or you may contact Shorecrest Group, the Corporation’s proxy solicitation agent, toll free at 1.888.637.5789, locally in Toronto at 647.931.7454 or by email at contact@shorecrestgroup.com.

The accompanying management information circular provides additional information relating to the matters to be dealt with at the Meeting and forms part of this notice.

DATED at Toronto, Ontario this 31st day of March, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

“Jeffrey Lozon”

Chair of the Board of Directors
Medical Facilities Corporation