



## NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the annual and special meeting (the “**Meeting**”) of the shareholders of Medical Facilities Corporation (the “**Corporation**”) will be held on Tuesday, the 21<sup>st</sup> day of June, 2022 at the hour of 11:00 a.m. (Eastern time) by virtual only meeting via live audio webcast online at <https://meetnow.global/MP69L2F> for the following purposes:

1. **TO RECEIVE** the financial statements of the Corporation for the year ended December 31, 2021, 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;
4. **TO CONSIDER** and, if deemed advisable, approve, with or without variation, a special resolution approving an amendment to the articles of the Corporation to remove the requirement that majority of directors be resident Canadians, as more particularly described in the accompanying management information circular; and
5. **TO TRANSACT** such further or other business as may properly come before the Meeting and any and all adjournments thereof.

**Your vote is important regardless of the number of shares you hold.** As a shareholder, you have the right to vote your shares in respect of the election of directors, appointment of the auditors, amendment to the articles, and any other items that may properly come before the Meeting. To assist with your decisions, you are encouraged to read the accompanying management information circular.

The vast majority of shareholders typically vote by proxy in advance of the Meeting. The Corporation encourages its shareholders to vote in advance of the Meeting as described below.

**Similar to last year, as a result of the potential public health impact of 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.**

Registered shareholders and duly appointed proxyholders will be able to vote and submit 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 “*Appointment of a Proxyholder*” 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 as guests but will not be able to vote at the Meeting.

The Corporation is using “notice and access” procedures 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 May 17, 2022, shareholders will be sent a notice and access notification containing instructions on how to access proxy materials for the fiscal year ended December 31, 2021. 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 May 12, 2022 (the “**Record Date**”) for determining shareholders entitled to receive notice of, and to vote at, the Meeting, or any postponement or 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 in the accompanying management information circular to vote by facsimile. 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.

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. Shareholders are encouraged to vote online or by telephone to ensure their vote is received in advance of the Meeting.

If you have any questions or need any additional information, please contact your professional advisors or you may contact Laurel Hill Advisory Group, the Corporation’s proxy solicitation agent, North American toll free at 1.877.452.7184, for calls outside North America at 1.416.304.0211, or by email at [assistance@laurel.com](mailto:assistance@laurel.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 10<sup>th</sup> day of May, 2022

**BY ORDER OF THE BOARD OF DIRECTORS**

*“Jeffrey Lozon”*

Chair of the Board of Directors  
Medical Facilities Corporation