



## PROXY FOR REGISTERED HOLDERS OF COMMON SHARES

### INSTRUCTIONS

This proxy is being solicited by management and will be used in connection with the annual general meeting (the "Meeting") of the shareholders of Medical Facilities Corporation ("MFC") to be held on May 9, 2019 at the offices of Goodmans LLP, Bay Adelaide Centre – West Tower, 333 Bay Street, Suite 3400, Toronto, Ontario, M5H 2S7 at 10:00 a.m. (Eastern time).

Please date and sign this proxy and return it via facsimile to 1.866.249.7775 (within North America) or 416.263.9524 (outside of North America) or in the enclosed envelope addressed to Computershare Investor Services Inc., 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1 so that it is received before 10:00 a.m. (Eastern time) on Tuesday, May 7, 2019. If you are planning to attend the Meeting to vote in person, please bring this proxy as it will assist in your registration.

Shareholders have the right to appoint a person to represent them at the Meeting other than the proxyholder designated below and may exercise such right by inserting the name of their nominee in the blank space provided below for that purpose.

### PROXY

The undersigned shareholder of MFC hereby appoints Robert O. Horrar or, failing him, Tyler C. Murphy (or instead of either of them \_\_\_\_\_), as proxy of the undersigned to attend and vote at the Meeting and at any adjournment thereof with full power of substitution and with all the powers which the undersigned could exercise if personally present and with authority to vote at the proxyholder's discretion unless herein otherwise specified. The proxyholder is hereby specifically directed to vote as follows upon the following matters:

1. **FOR**  or **WITHHOLD FROM VOTING ON**  or, if no specification is made, **FOR**, the election of David R. Bellaire as director of MFC;
2. **FOR**  or **WITHHOLD FROM VOTING ON**  or, if no specification is made, **FOR**, the election of Marilynne Day-Linton as director of MFC;
3. **FOR**  or **WITHHOLD FROM VOTING ON**  or, if no specification is made, **FOR**, the election of Stephen Dineley as director of MFC;
4. **FOR**  or **WITHHOLD FROM VOTING ON**  or, if no specification is made, **FOR**, the election of Erin S. Enright as director of MFC;
5. **FOR**  or **WITHHOLD FROM VOTING ON**  or, if no specification is made, **FOR**, the election of Robert O. Horrar as director of MFC;
6. **FOR**  or **WITHHOLD FROM VOTING ON**  or, if no specification is made, **FOR**, the election of Dale Lawr as director of MFC;
7. **FOR**  or **WITHHOLD FROM VOTING ON**  or, if no specification is made, **FOR**, the election of Jeffrey C. Lozon as director of MFC;
8. **FOR**  or **WITHHOLD FROM VOTING ON**  or, if no specification is made, **FOR**, the election of Reza Shahim as director of MFC; and
9. **FOR**  or **WITHHOLD FROM VOTING ON**  or, if no specification is made, **FOR**, the re-appointment of KPMG LLP as auditors of MFC and authorization to MFC's board of directors to fix the auditors' remuneration.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 2019.

Signature of shareholder \_\_\_\_\_

**NOTES:**

- (1) If this proxy is completed and submitted in favour of the persons designated in the printed portion above, the proxyholder will vote in favour of the resolutions described in the above items on any ballot that may be called in respect of the same unless the proxy otherwise specifies, in which case the specified instructions will be followed. Management of MFC presently knows of no matters to come before the Meeting other than the matters identified in the notice of the Meeting. If any matters that are not known should properly come before the Meeting, the shares will be voted on such matters in accordance with the best judgment of the proxyholder.
- (2) This proxy should be completed, signed and dated by shareholders. If this proxy is not dated in the space provided, it will be deemed to bear the date on which it was mailed to you by management.
- (3) This proxy revokes all prior proxies given by the shareholder represented by this proxy and may be revoked at any time before it has been exercised.
- (4) Please see the management information circular that accompanies and forms part of the Notice of Meeting for a full explanation of the rights of shareholders regarding completion and use of this proxy and other information pertaining to the Meeting.