



ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 9, 2019

NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS

You are receiving this notification as Medical Facilities Corporation (the “**Company**”) has elected to use the notice and access system for delivery of meeting materials to its shareholders in respect of its annual general meeting of shareholders to be held on May 9, 2019 (the “**Meeting**”). Under notice and access, shareholders continue to receive a form of proxy or voting instruction form, as applicable, enabling them to vote at the Meeting. However, instead of receiving paper copies of the Company’s notice of meeting and management information circular (the “**Information Circular**”), financial statements and management’s discussion and analysis (collectively, the “**Meeting Materials**”), shareholders receive this notice with information on how they may access the Meeting Materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and also will reduce the Company’s printing and mailing costs.

MEETING DATE AND LOCATION

WHEN: Thursday, May 9, 2019
10:00 a.m. ET

WHERE: Goodmans LLP
Bay Adelaide Centre – West Tower
333 Bay Street, Suite 3400
Toronto, Ontario
M5H 2S7

SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS

- **ELECTION OF DIRECTORS:** To elect directors for the coming year. See the section entitled “*Matters to be Considered at the Meeting – Election of Directors*” in the Information Circular.
- **APPOINTMENT OF AUDITORS:** To re-appoint KPMG LLP as the Company’s auditors for the coming year and to authorize the directors to fix their remuneration. See the section entitled “*Matters to be Considered at the Meeting – Appointment of Auditors*” in the Information Circular.
- **OTHER BUSINESS:** To transact such other business as may properly come before the Meeting or any adjournment thereof. See the section entitled “*Other Business*” in the Information Circular.

SHAREHOLDERS ARE REMINDED TO REVIEW THE MEETING MATERIALS PRIOR TO VOTING.

WEBSITES WHERE MEETING MATERIALS ARE POSTED

The Meeting Materials can be viewed online under the Company’s profile on SEDAR at www.sedar.com or at the Company’s website at <http://www.medicalfacilitiescorp.ca/Investors/shareholder-information.aspx>.

HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS

Shareholders may request paper copies of the Meeting Materials be sent to them by postal delivery at no cost. Requests for Meeting Materials may be made up to one year from the date the Information Circular was filed on SEDAR by calling the Company at 1.855.925.6014 (within North America) or 416.925.6014 (outside of North America).

To receive the Meeting Materials in advance of the proxy cut-off time and the Meeting, requests should be received at least five (5) business days in advance of the proxy cut-off time set out in the accompanying proxy or voting instruction form.

The Company has determined that those beneficial shareholders with existing instructions on their account to receive paper material (“**standing instructions**”) will receive a paper copy of the Meeting Materials with this notification. All registered shareholders will also receive a paper copy of the Meeting Materials with this notification.

If your common shares are registered in the name of a nominee (usually a trust company, securities broker or other financial institution), you are a beneficial shareholder. If your common shares are registered in your name, you are a registered shareholder.

VOTING INSTRUCTIONS

Registered shareholders are asked to return their **proxies** using one of the following methods by 10:00 a.m. ET on Tuesday, May 7, 2019 (the “**proxy cut-off time**”):

FACSIMILE: Fax to Computershare Investor Services Inc. at: 1.866.249.7775 (within North America) or 416.263.9524 (outside of North America)

MAIL: Complete the form of proxy or any other proper form of proxy, sign it and mail it to:
Computershare Investor Services Inc.
100 University Avenue, 8th Floor
Toronto, Ontario M5J 2Y1

Beneficial shareholders are asked to return their **voting instruction forms** using one of the following methods by 10:00 a.m. ET on Monday, May 6, 2019:

CANADA

INTERNET: Go to **www.proxyvote.com** and follow the instructions
TELEPHONE: You may enter your voting instructions by telephone at: 1.800.474.7493 (English) or 1.800.474.7501 (French)
MAIL: Complete the voting instruction form, sign it and mail it to the following address:
Data Processing Centre
P.O. Box 3700, STN INDUSTRIAL PARK
Markham, Ontario L3R 9Z9

UNITED STATES

INTERNET: Go to **www.proxyvote.com** and follow the instructions
TELEPHONE: You may enter your voting instructions by telephone at: 1.800.454.8683
MAIL: Complete the voting instruction form, sign it and mail it to the following address:
Proxy Services
P.O. Box 9104
Farmingdale, New York
11735-9533

Shareholders with questions about notice and access can contact the Company by toll-free telephone in North America at 1.855.925.6014 or outside North America at 416.925.6014.

DATED at Toronto, Ontario this 28th day of March, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

“Marilynne Day-Linton”

Chair of the Board of Directors
Medical Facilities Corporation