



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 at the TMX Broadcast Centre, The Exchange Tower, 130 King Street West, Toronto, Ontario, M5X 1J2 on Thursday, the 10th day of May, 2018 at the hour of 11:00 a.m. (Eastern time) for the following purposes:

1. **TO RECEIVE** the financial statements of the Corporation for the year ended December 31, 2017, 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.

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 costs and reduce the environmental impact of the Meeting. On or about April 4, 2018, shareholders will be sent a Notice and Access Notification containing instructions on how to access proxy materials for the fiscal year ended December 31, 2017. The Notice and Access Notification also provides instructions on how to vote online and includes instructions on how to receive a paper copy of the proxy materials by mail. 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 27th day of March, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

“Marilynne Day-Linton”

Chair of the Board of Directors
Medical Facilities Corporation

Note: If you are a shareholder and you are not able to be present at the Meeting, please exercise your right to vote by signing and returning the enclosed form of proxy to Computershare Investor Services Inc. so as to 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. The enclosed form of proxy may be returned via facsimile at the number indicated on the form of proxy or by mail or by hand to Medical Facilities Corporation, c/o Proxy Department, Computershare Investor Services Inc., 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1. The Board of Directors of the Corporation has fixed the record date for the Meeting as March 23, 2018 (the “Record Date”). 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. 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. If you have any questions or need any additional information, you should contact your professional advisors or you can contact Shorecrest Group, the Corporation’s proxy solicitation agent, toll free at 1.888.637.5789, locally at 647.931.7454 or by email at contact@shorecrestgroup.com.