

November 8, 2023

The following Management's Discussion and Analysis ("MD&A") is intended to assist readers in understanding Medical Facilities Corporation (the "Corporation"), its business environment, strategies, performance, outlook and the risks applicable to the Corporation. It is supplemental to and should be read in conjunction with the unaudited interim condensed consolidated financial statements and accompanying notes of the Corporation for the three and nine months ended September 30, 2023 (the "financial statements"), which have been prepared in accordance with IAS 34 *Interim Financial Reporting*, the audited consolidated financial statements and accompanying notes of the Corporation for the year ended December 31, 2022 ("annual financial statements"), which have been prepared in accordance with International Financial Reporting Standards ("IFRS"), and the Corporation's annual MD&A for the year ended December 31, 2022 ("annual MD&A").

Substantially all of the Corporation's operating cash flows are in U.S. dollars and all amounts presented in the financial statements and herein, except per share amounts, are stated in thousands of U.S. dollars, unless indicated otherwise.

Additional information about the Corporation and its annual information form are available on SEDAR at www.sedar.com.

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1. CAUTION CONCERNING FORWARD-LOOKING STATEMENTS

Certain information in this MD&A may constitute “forward-looking information” within the meaning of applicable securities legislation. All information contained in this MD&A, other than statements of current and historical fact, is forward-looking information. Forward-looking information includes, but is not limited to, the discussion of the Corporation’s business and operating initiatives, focuses and strategies, expectations of future performance and consolidated financial results, and expectations with respect to cash flows and level of liquidity. Generally, forward-looking information can be identified by use of words such as “may”, “will”, “could”, “should”, “would”, “expect”, “believe”, “plan”, “anticipate”, “intend”, “forecast”, “objective” and “continue” (or the negative thereof) and other similar terminology. All of the forward-looking information in this MD&A is qualified by this cautionary statement.

Forward-looking information is not, and cannot be, a guarantee of future results or events. Forward-looking information is based on, among other things, opinions, assumptions, estimates and analyses that, while considered reasonable at the date the forward-looking information is provided, inherently are subject to significant risks, uncertainties, contingencies and other factors that may cause actual results, performance or achievements, industry results or events to be materially different from those expressed or implied by the forward-looking information. The material factors or assumptions that were identified and applied in drawing conclusions or making forecasts or projections set out in the forward-looking information include, but are not limited to: the successful execution of business strategies, consistent and stable economic conditions and conditions in the financial markets, and the consistent and stable legislative environment in which the Corporation operates.

Inherent in the forward-looking information are known and unknown risks, uncertainties and other factors that could cause actual results, performance or achievements, or industry results, to differ materially from any results, performance or achievements expressed or implied by such forward-looking information. Those risks, uncertainties and other factors that could cause actual results to differ materially from the forward-looking information include, but are not limited to: ability to obtain and maintain contractual arrangements with insurers and other payors, ability to attract and retain qualified physicians, availability of qualified personnel or management, legislative and regulatory changes, capital expenditures, general state of the economy, competition in the industry, opportunity to acquire accretive businesses, integration of acquisitions, currency risk, interest rate risk, success of new service lines introductions, ability to maintain profitability and manage growth, revenue and cash flow volatility, credit risk, operating risks, performance of obligations/maintenance of client satisfaction, information technology governance and security, risk of future legal proceedings, insurance limits, income tax matters, ability to meet solvency requirements to pay dividends, leverage and restrictive covenants, unpredictability and volatility of common share price, and issuance of additional common shares diluting existing shareholders’ interests, and other factors set forth under the heading “Risk Factors” in the annual MD&A and under the heading “Risk Factors” in the Corporation’s most recently filed annual information form (which is available on SEDAR at www.sedar.com).

Given these risks, uncertainties and other factors, investors should not place undue reliance on forward-looking information as a prediction of actual results. The forward-looking information reflects management’s current expectations and beliefs regarding future events and operating performance and is based on information currently available to management. Although management has attempted to identify important factors that could cause actual results to differ materially from the forward-looking information contained herein, there are other factors that could cause results not to be as anticipated, estimated or intended. The forward-looking information contained herein is current as of the date of this MD&A and, except as required under applicable law, the Corporation does not undertake the obligation to publicly revise these forward-looking statements to reflect subsequent events or circumstances.

2. NON-IFRS FINANCIAL MEASURES

The Corporation uses certain non-IFRS financial measures which it believes provide useful measures for evaluation and assessment of the Corporation's performance. They are presented on a uniform basis from period to period, thereby allowing for consistent comparability. Management believes that the non-IFRS financial measures presented in this MD&A (i) are relevant for users of the Corporation's financial statements to assess the Corporation's performance and ability to pay dividends, and (ii) may be used to calculate certain ongoing rights and obligations of the Corporation. Non-IFRS financial measures do not have any standard meaning prescribed by IFRS, are unlikely to be comparable to similar measures presented by other issuers, and should not be considered as alternatives to comparable measures determined in accordance with IFRS as indicators of the Corporation's financial performance, including its liquidity, cash flows, and profitability.

The Corporation uses the following non-IFRS financial measures which are presented in Sections 5 and 6 of this MD&A under the heading "Reconciliation of net income (loss) for the period to EBITDA and Adjusted EBITDA" and in Section 7 of this MD&A under the heading "Reconciliation of Non-IFRS Financial Measures", and reconciled to the applicable IFRS measures:

- **Cash available for distribution** is a non-IFRS financial measure of cash generated from operations during a reporting period which is available for distribution to common shareholders. Cash available for distribution is derived from net cash provided by operating activities, before certain non-cash adjustments, including (i) net changes in non-cash operating working capital, (ii) stock options expense, (iii) interest expense on exchangeable interest liability, and (iv) the difference between accrual-based amounts and actual cash flows related to interest and taxes, less (v) maintenance capital expenditures, (vi) payment of lease liabilities, (vii) repayments of notes payable by the Facilities (as defined below), and (viii) non-controlling interest in cash flows of the Facilities. The Corporation calculates cash available for distribution in U.S. dollars and translates it into Canadian dollars using the average exchange rate applicable during the period per the Bank of Canada. Management believes that cash available for distribution is relevant in understanding the Corporation's ability to earn cash and pay dividends to its shareholders.
- **Cash available for distribution per common share** is a non-IFRS financial measure calculated as the cash available for distribution divided by the weighted average number of common shares outstanding during the period.
- **Distributions** is a non-IFRS financial measure of cash distributed to holders of common shares, more commonly referred to as dividends declared.
- **Distributions per common share** is a non-IFRS financial measure calculated as the distributions divided by the weighted average number of common shares outstanding during the period.
- **Earnings before interest, taxes, depreciation and amortization ("EBITDA")** is a non-IFRS financial measure defined as net income for the period before (i) finance costs, (ii) income taxes, (iii) depreciation of property and equipment, (iv) depreciation of right-of-use assets, (v) amortization of other intangibles, and (vi) non-operating losses (gains). Management believes that EBITDA is relevant in understanding the Corporation's ability to service its debt, finance capital expenditures and pay dividends to its shareholders.
- **Adjusted EBITDA** is a non-IFRS financial measure defined as EBITDA before impairment of goodwill, other intangibles and equipment.

- **Payout ratio** is a non-IFRS financial measure calculated as total distributions per common share in Canadian dollars divided by cash available for distribution per common share in Canadian dollars. Management monitors the payout ratio to ensure the Corporation can adhere to its dividend policy.

3. BUSINESS OVERVIEW

The Corporation is a British Columbia corporation. The capital of the Corporation is in the form of publicly traded common shares. The Corporation's current quarterly dividend on its common shares is Cdn\$0.0805 per common share (refer to Section 10 "Share Capital and Dividends" of this MD&A under the heading "Dividends").

The Corporation's operations are based in the United States. Through its wholly-owned U.S.-based subsidiaries, Medical Facilities America, Inc. ("MFA") and Medical Facilities (USA) Holdings, Inc. ("MFH"), the Corporation owns controlling interests in, and/or controls by virtue of retaining approval rights over certain significant governance matters, and derives substantially all of its income from, five limited liability entities (each a "Facility" and, collectively, the "Facilities"), each of which own either a specialty surgical hospital (an "SSH") or an ambulatory surgery center (an "ASC"). The five Facilities are comprised of four SSHs located in Arkansas, Oklahoma, and South Dakota, and one ASC located in California. ASCs are specialized surgical centers that only provide outpatient procedures, whereas SSHs are licensed for both inpatient and outpatient surgeries. The SSHs and ASC provide facilities, including staffing, surgical materials and supplies, and other support necessary for scheduled surgical, pain management, imaging, and diagnostic procedures and derive their revenue primarily from the fees charged for the use of these facilities. The Facilities mainly focus on a limited number of clinical specialties such as orthopedics, neurosurgery, pain management and other non-emergency elective procedures. In addition, two of the SSHs provide urgent care services.

On May 5, 2023, clinical operations were permanently closed at Eastwind Surgical, LLC.

On June 30, 2023, clinical operations were permanently closed at Riverview Ambulatory Surgical Center, LLC.

Both of the above entities are indirectly owned by the Corporation through the MFC Nueterra Partnership. Post closure of their clinical operations, these ASCs are in the process of being wound-up, as part of which their assets have been liquidated, with net proceeds remaining after payment of liabilities, if any, to be distributed among their respective owners. Certain gains and losses were recorded in connection with these developments in general and administrative expenses, the net impact of which is insignificant.

On July 1, 2023, the Corporation sold all of its 30.3% controlling ownership interest in City Place Surgery Center, together with its 28.0% non-controlling ownership interest in St. Luke's Surgery Center of Chesterfield, LLC ("St. Luke's ASC"), for combined proceeds of \$1.4 million. The buyer also assumed St. Luke's ASC's debt of \$5.0 million and released the Corporation from its pro-rata guarantee. In connection with this transaction, the Corporation recorded a pre-tax gain of \$1.1 million.

On July 31, 2023, the Corporation sold all of its 58.7% controlling ownership interest in Miracle Hills Surgery Center, LLC for proceeds of \$1.0 million. In connection with this transaction, the Corporation recorded a pre-tax gain of \$0.6 million.

On August 25, 2023, the Corporation sold all of its 49.6% controlling ownership interest in Brookside Surgery Center, LLC for proceeds of \$1.1 million. In connection with this transaction, the Corporation recorded a pre-tax gain of \$0.8 million.

As of the dates of the above sale transactions, the Corporation no longer consolidates the financial results of these ASCs. Following these sales, the Corporation completed the divestiture of all the ASCs indirectly owned

through the MFC Nueterra Partnership (the “MFC Nueterra ASCs”) and also, effective September 30, 2023, terminated the management services agreement with NueHealth, LLC, which provided management services to the MFC Nueterra ASCs.

Government stimulus income

The *Coronavirus Aid, Relief, and Economic Security (CARES) Act* (the “CARES Act”) was signed into law on March 27, 2020 in response to COVID-19. The CARES Act included provisions for financial assistance to hospitals, surgery centers and health care providers via, among other provisions, the Public Health and Social Services Emergency Fund (“PHSSEF”), the Paycheck Protection Program (“PPP”), the Employee Retention Credit (“ERC”), and expansion of an existing Centers for Medicare and Medicaid Services accelerated payment program.

The PHSSEF was administered by the U.S. Department of Health and Human Services (“HHS”) to provide eligible healthcare providers with relief funds to cover non-reimbursable expenses, including lost revenue, attributable to COVID-19. Funds not utilized for eligible expenses and not applied to lost revenues must be returned. The recognition of amounts received was conditioned upon receipt of the funds, the provision of care for individuals with possible or actual cases of COVID-19 after January 31, 2020, and certification that the payment would be used to prevent, prepare for and respond to COVID-19. For the nine months ended September 30, 2023, the Facilities did not receive any funds from the HHS (September 30, 2022: \$0.9 million).

The PPP expanded the guaranteed lending program under Section 7(a) of the *Small Business Act* administered by the U.S. Small Business Administration (“SBA”). To the extent the recipient was eligible to receive the loan, the loan amounts received are eligible for forgiveness to the extent they are used for certain qualifying expenses and to maintain payroll levels and related expenses during the 8 to 24-week period following loan origination.

Of the loans received under the PPP of \$12.2 million during the year ended December 31, 2020, loans of \$1.7 million were forgiven in full by the SBA, while loans of \$6.4 million had been forgiven, pending additional review. The remaining balance of \$4.1 million, relating to one Facility, was denied forgiveness by the SBA on December 10, 2022. On January 9, 2023, the Facility filed an appeal against this decision, after which the SBA initiated a re-review of the loan forgiveness application. On April 23, 2023, the SBA issued another denial decision, against which the Facility filed an appeal.

For the loans received under the PPP of \$1.5 million during the year ended December 31, 2021, all forgiveness applications were denied by the SBA in September 2022. The affected Facilities each filed an appeal against these denials. In November 2022, the SBA issued full forgiveness for loans of \$0.6 million. In December 2022, the SBA withdrew its earlier decisions to deny forgiveness for loans of \$0.5 million and initiated a re-review of the loan forgiveness applications. On April 23, 2023, the SBA issued another denial decision for the remaining loan of \$0.4 million, relating to one Facility, against which the Facility filed an appeal. On July 18, 2023, this appeal was remanded by the Office of Hearings and Appeals back to the SBA for further review and analysis concerning corporate affiliations, after which a new final loan review decision will be issued. The Facilities whose loans are not forgiven also had loans of \$0.9 million from an earlier round of the program which had been forgiven in full by the SBA.

The Facilities recognized income for the loans received under the PPP during prior periods based on reasonable assurance that they had met the requirements for forgiveness. However, due to the denial and additional review of certain loan forgiveness applications by the SBA in 2022, as of December 31, 2022, the Corporation no longer had reasonable assurance of meeting the forgiveness requirements for loans of \$12.3 million, which consisted of all PPP loan balances for Facilities whose forgiveness applications had been denied or were under review. As a result, these were reversed from government stimulus income during the year ended December 31, 2022, and recorded as a liability under government stimulus funds repayable at December 31, 2022. As of September 30,

2023, subsequent to the divestiture of the MFC Nueterra ASCs, the government stimulus funds repayable liability was \$12.0 million.

It remains to be seen if the SBA will reach further denial decisions for the PPP loans under review or appeal. There remains uncertainty over the final outcome as forgiveness applications for these PPP loans must still be formally decided upon by the SBA. Management plans to vigorously pursue all reasonably available channels for reversing any denials. Any loans subsequently forgiven will result in a recognition of income and a reversal of the corresponding liability.

Under the expansion of the Medicare Accelerated and Advance Payment Program most providers and suppliers could request an advance of three to six months of Medicare payments. Certain Facilities received net advances of \$23.2 million for the year ended December 31, 2020. Repayment of these accelerated/advance payments commenced one year after issuance, upon which payments were recouped against Medicare claims. The advances were fully recouped as of December 31, 2022.

The ERC was a refundable tax credit against certain employment taxes that could be claimed by eligible employers, whose business had been financially impacted by COVID-19, in their quarterly employment tax returns. For the nine months ended September 30, 2023, the Facilities had no claims approved under the ERC (September 30, 2022: \$0.6 million).

Most COVID-19 related government stimulus funds introduced under past or present legislation had been fully exhausted or terminated by December 31, 2022. In relation to the financial assistance already received or that might be received under future stimulus legislation, if any, there can be no assurance that the Facilities will be able to comply with the applicable terms and conditions to retain such assistance.

Other Information

Facility service revenue (“revenue”) and certain directly related expenses are subject to seasonal fluctuations due to the timing of case scheduling, which can be impacted by the vacation schedules of surgeons, as well as the extent to which patients have remaining deductibles on their insurance coverage, based on the time of year. Occupancy related expenses, certain operating expenses, depreciation and amortization, and interest expense remain relatively steady throughout the year.

Revenue for any given period is dependent on the volume of the procedures performed as well as the acuity and complexity of the procedures (“case mix”) and composition of payors (“payor mix”), including federal and state agencies (under the Medicare and Medicaid programs), managed care health plans, commercial insurance companies and employers. Various payors have different reimbursement rates for the same type of procedure which are generally based on either predetermined rates per procedure or discounted fee-for-service rates. Medicare and Medicaid typically have lower reimbursement rates than other payors.

Revenue is recorded in the period when healthcare services are provided based upon established billing rates less adjustments required by contractual arrangements with the payors. Estimates of contractual adjustments under payor arrangements are based upon the payment terms specified in the related contractual agreements and payment history.

The volume of procedures performed at the Facilities depends on, among other things: (i) the Facilities’ ability to deliver high quality care and superior services to patients and their family members; (ii) the Facilities’ success in encouraging physicians to perform procedures at the Facilities through, among other things, maintenance of an efficient work environment for physicians as well as availability of facilities; and (iii) the Facilities’ establishment and maintenance of strong relationships with major third-party payors in the geographic areas served. The case mix at each Facility is a function of the clinical specialties of the physicians and medical staff and is also dependent on the equipment and infrastructure at each Facility.

Non-controlling interests in the Facilities are indirectly owned, primarily by physicians practicing at the Facilities. Upon acquisition by the Corporation of indirect controlling interests in the SSHs located in Arkansas, Oklahoma, and South Dakota, the non-controlling interest holders were granted the right to exchange up to 14% (5% in the case of ASH) of the ownership interest in their respective Facilities for common shares of the Corporation. The liability associated with this derivative instrument is recorded on the consolidated balance sheet. To date, the non-controlling interest holders of two of the eligible Facilities have exercised portions of their exchangeable interests.

Summary of Facility Information as of September 30, 2023

	Arkansas Surgical Hospital ("ASH")	Oklahoma Spine Hospital ("OSH")	Black Hills Surgical Hospital ("BHS")	Sioux Falls Specialty Hospital ("SFSH")	The Surgery Center of Newport Coast ("SCNC")
Location	North Little Rock Arkansas	Oklahoma City Oklahoma	Rapid City South Dakota	Sioux Falls South Dakota	Newport Beach California
Year Opened	2005	1999	1997	1985	2004
Year Acquired by the Corporation	2012	2005	2004	2004	2008
Ownership Interest	51.0%	64.0%	54.2%	51.0%	51.0%
Non-controlling Interest	49.0%	36.0%	45.8%	49.0%	49.0%
Exchangeable Interest	5.0%	1.0%	10.8%	14.0%	-
Size	126,000 sq ft	61,000 sq ft	86,000 sq ft	76,000 sq ft	7,000 sq ft
Operating/Procedure Rooms	13/2	7/2	11 ⁽²⁾ /1	15/1	2/1
Overnight Rooms	41 ⁽¹⁾	25	26	33	-

⁽¹⁾ Licensed for 47 beds.

⁽²⁾ Licensed for 12 rooms.

4. FINANCIAL AND PERFORMANCE HIGHLIGHTS

Selected Financial Information

<i>Unaudited</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
<i>In thousands of U.S. dollars, except per share amounts and as indicated otherwise</i>	2023	2022	2023	2022
Facility service revenue	104,579	102,167	323,317	305,117
Government stimulus income	-	-	-	2,173
Total revenue and other income	104,579	102,167	323,317	307,290
Operating expenses	92,037	91,742	281,718	265,724
Income from operations	12,542	10,425	41,599	41,566
Net income (loss) for the period	4,793	(5,496)	23,688	15,632
Attributable to:				
Owners of the Corporation ⁽¹⁾	(114)	(10,453)	7,621	(2,131)
Non-controlling interest ⁽¹⁾	4,907	4,957	16,067	17,763
Earnings (loss) per share attributable to owners of the Corporation				
Basic	(\$0.01)	(\$0.35)	\$0.30	(\$0.07)
Fully diluted	(\$0.01)	(\$0.35)	\$0.30	(\$0.07)
EBITDA ⁽²⁾	17,742	15,610	58,112	56,970
Cash available for distribution ⁽²⁾	C\$ 5,429	C\$ 3,846	C\$ 17,596	C\$ 17,791
Distributions ⁽²⁾	C\$ 2,014	C\$ 2,367	C\$ 6,094	C\$ 7,216
Cash available for distribution per common share ⁽²⁾	C\$ 0.217	C\$ 0.130	C\$ 0.694	C\$ 0.591
Distributions per common share ⁽²⁾	C\$ 0.080	C\$ 0.080	C\$ 0.240	C\$ 0.240
Payout ratio ⁽²⁾	36.9%	61.5%	34.6%	40.6%

⁽¹⁾ Net income (loss) attributable to owners of the Corporation fluctuates significantly between the periods due to variations in finance costs, primarily in the value of exchangeable interest liability, impairment loss on loans receivable, and income taxes. These charges are incurred at the corporate level rather than at the Facility level. On the other hand, net income attributable to non-controlling interest represents the interest of the Facilities' non-controlling interest holders in the net income of the Facilities on a stand-alone basis and, therefore, does not vary as significantly between the periods.

⁽²⁾ Non-IFRS financial measure. Please refer to Section 2 under the heading "Non-IFRS Financial Measures", Section 7 under the heading "Reconciliation of Non-IFRS Financial Measures" and Sections 5 and 6 under the heading "Reconciliation of net income (loss) for the period to EBITDA and Adjusted EBITDA".

Selected Financial Information for the Three Months Ended September 30, 2023 compared to the Three Months Ended September 30, 2022

For the three months ended September 30, 2023, total revenue and other income was \$104.6 million, an increase of 2.4% from \$102.2 million for the same period in 2022, mainly due to the positive impact of case mix, partly offset by the impact of the divestiture of the MFC Nueterra ASCs. EBITDA was \$17.7 million or 17.0% of total revenue and other income compared to \$15.6 million or 15.3% of total revenue and other income for the same period last year, up mainly due to cost saving initiatives at the corporate level, partly offset by a net decrease in EBITDA at the Facilities due to higher operating expenses which exceeded the increase in facility service revenue. Net income for the period was \$4.8 million compared to net loss of \$5.5 million for the same period in 2022, with the increase mainly attributable to lower finance costs, driven by the prior period impairment loss on the loan receivable from Unity Medical and Surgical Hospital ("UMASH") and the change in the value of exchangeable interest liability at the corporate level (refer to Section 5 "Consolidated Operating and Financial Review" of this MD&A under the heading "Change in Value of Exchangeable Interest Liability"), along with the current period gain recorded on the sale of the MFC Nueterra ASCs, partly offset by higher income tax expense.

The Corporation generated cash available for distribution of Cdn\$5.4 million, representing an increase of Cdn\$1.6 million or 41.2% from Cdn\$3.8 million for the same period in the prior year. Distributions per common

share remained unchanged between the periods at Cdn\$0.080, while the payout ratio was 36.9% for this period compared to 61.5% for the three months ended September 30, 2022. For a reconciliation of the foregoing non-IFRS financial measures to the applicable IFRS measures, see Section 7 under the heading “Reconciliation of Non-IFRS Financial Measures”.

Selected Financial Information for the Nine Months Ended September 30, 2023 compared to the Nine Months Ended September 30, 2022

For the nine months ended September 30, 2023, total revenue and other income was \$323.3 million, an increase of 5.2% from \$307.3 million for the same period in 2022, despite a \$2.2 million decrease in government stimulus income. Facility service revenue of \$323.3 million increased by 6.0% from \$305.1 million for the same period in 2022, mainly due to the positive impact of case mix, partly offset by the impact of the divestiture of the MFC Nueterra ASCs. EBITDA was \$58.1 million or 18.0% of total revenue and other income compared to \$57.0 million or 18.5% of total revenue and other income for the same period last year, up mainly due to cost saving initiatives at the corporate level, partly offset by a net decrease in EBITDA at the Facilities due to higher operating expenses and a decrease in government stimulus income, the combined impact of which exceeded the increase in facility service revenue. Net income for the period was \$23.7 million compared to net income of \$15.6 million for the same period in 2022, with the increase mainly attributable to lower finance costs, driven by the prior year impairment loss on the loan receivable from UMASH, along with the current year gain recorded on the sale of the MFC Nueterra ASCs, partly offset by higher income tax expense.

The Corporation generated cash available for distribution of Cdn\$17.6 million, representing a decrease of Cdn\$0.2 million or 1.1% from Cdn\$17.8 million for the same period in the prior year. Distributions per common share remained unchanged between the periods at Cdn\$0.240, while the payout ratio was 34.6% for this period compared to 40.6% for the nine months ended September 30, 2022. For a reconciliation of the foregoing non-IFRS financial measures to the applicable IFRS measures, see Section 7 under the heading “Reconciliation of Non-IFRS Financial Measures”.

5. CONSOLIDATED OPERATING AND FINANCIAL REVIEW

For the Three Months Ended September 30, 2023

The following table and discussion compare operating and financial results of the Corporation for the three months ended September 30, 2023 to the three months ended September 30, 2022:

<i>Unaudited</i>	Three Months Ended September 30,			
<i>In thousands of U.S. dollars, except per share amounts</i>	2023	2022	\$ Change	% Change
Revenue and other income				
Facility service revenue	104,579	102,167	2,412	2.4%
	104,579	102,167	2,412	2.4%
Operating expenses				
Salaries and benefits	32,896	32,370	526	1.6%
Drugs and supplies	35,433	35,053	380	1.1%
General and administrative expenses	18,508	19,134	(626)	(3.3%)
Depreciation of property and equipment	2,352	2,328	24	1.0%
Depreciation of right-of-use assets	2,711	2,696	15	0.6%
Amortization of other intangibles	137	161	(24)	(14.9%)
	92,037	91,742	295	0.3%
Income from operations	12,542	10,425	2,117	20.3%
Finance costs				
Change in value of exchangeable interest liability	3,298	6,914	(3,616)	(52.3%)
Interest expense on exchangeable interest liability	1,645	1,515	130	8.6%
Interest expense, net of interest income	1,450	1,310	140	10.7%
Impairment loss on loans receivable	786	9,394	(8,608)	(91.6%)
Loss (gain) on foreign currency	28	(4)	32	800.0%
	7,207	19,129	(11,922)	(62.3%)
Non-operating losses (gains)				
Gain on sale of subsidiaries and equity investments	(2,487)	-	(2,487)	(100.0%)
Share of equity loss in associates	320	5	315	6,300.0%
	(2,167)	5	(2,172)	(43,440.0%)
Income (loss) before income taxes	7,502	(8,709)	16,211	186.1%
Income tax expense (recovery)	2,709	(3,213)	5,922	184.3%
Net income (loss) for the period	4,793	(5,496)	10,289	187.2%
Attributable to:				
Owners of the Corporation	(114)	(10,453)	10,339	98.9%
Non-controlling interest	4,907	4,957	(50)	(1.0%)
Basic loss per share attributable to owners of the Corporation	(\$0.01)	(\$0.35)	0.34	97.1%
Fully diluted loss per share attributable to owners of the Corporation	(\$0.01)	(\$0.35)	0.34	97.1%
Reconciliation of net income (loss) for the period to EBITDA ⁽¹⁾				
Net income (loss) for the period	4,793	(5,496)	10,289	187.2%
Income tax expense (recovery)	2,709	(3,213)	5,922	184.3%
Non-operating losses (gains)	(2,167)	5	(2,172)	(43,440.0%)
Finance costs	7,207	19,129	(11,922)	(62.3%)
Depreciation of property and equipment	2,352	2,328	24	1.0%
Depreciation of right-of-use assets	2,711	2,696	15	0.6%
Amortization of other intangibles	137	161	(24)	(14.9%)
EBITDA ⁽¹⁾	17,742	15,610	2,132	13.7%

⁽¹⁾ Non-IFRS financial measure. Please refer to Section 2 under the heading "Non-IFRS Financial Measures" for a discussion of such measures.

Revenue and Other Income

<i>Unaudited</i>	Three Months Ended September 30,			
<i>In thousands of U.S. dollars</i>	2023	2022	\$ Change	% Change
ASH	22,708	18,014	4,694	26.1%
OSH	19,002	19,711	(709)	(3.6%)
BHSH	25,401	24,643	758	3.1%
SFSH	34,103	31,276	2,827	9.0%
SCNC	2,144	2,585	(441)	(17.1%)
MFC Nueterra ASCs	1,221	5,938	(4,717)	(79.4%)
Total revenue and other income	104,579	102,167	2,412	2.4%

For the three months ended September 30, 2023, total revenue and other income increased from the same period in 2022 by \$2.4 million or 2.4%, despite the decrease resulting from the divestiture of the MFC Nueterra ASCs (\$4.7 million). Excluding the divested MFC Nueterra ASCs, total revenue and other income increased from the same period in 2022 by \$7.1 million or 7.4%, primarily due to the impact of case mix (\$5.1 million), which reflected a higher proportion of orthopedic and spine cases, along with increased surgical case volume (\$1.3 million), and the impact of SFSH moving its anesthesia service and related billing in-house in the current year (\$0.7 million).

Excluding the divested MFC Nueterra ASCs, surgical cases increased by 1.0%, led by increases at ASH and BHSH, as observation cases increased by 39.5%, but inpatient cases decreased by 9.2%, and outpatient cases decreased by 3.4%. Surgical case volume increases by payor compared to the same period last year came predominantly from Blue Cross/Blue Shield, which increased by 3.4%, and Medicare, which increased by 2.0%. Pain cases were down by 14.5% compared to the same period last year, mainly due to decreases at BHSH and OSH.

The above factors are reflected in each Facility's revenue as follows:

- ASH's revenue increased mainly due to higher surgical case volume, and the combined impact of case and payor mix, driven by more orthopedic and spine cases.
- OSH's revenue decreased mainly due to the impact of case mix, from lower acuity spine cases, and a decrease in pain procedures, partly offset by payor mix, including more commercial payors.
- BHSH's revenue increased mainly due to the impact of case mix, including more orthopedic and higher acuity spine cases, and higher surgical case volume, partly offset by payor mix, including more government payors, and a decrease in pain procedures.
- SFSH's revenue increased mainly due to the combined impact of case and payor mix, driven by more spine and higher acuity orthopedic cases, and the impact of moving the anesthesia service and related billing in-house in the current year, partly offset by lower surgical case volume.
- SCNC's revenue decreased mainly due to lower surgical case volume, and the impact of case mix, from less orthopedic cases.
- MFC Nueterra ASCs' revenue decreased due to their divestiture.

Operating Expenses

For the three months ended September 30, 2023, operating expenses, including salaries and benefits, drugs and supplies, general and administrative expenses (“G&A”), depreciation of property and equipment, depreciation of right-of-use assets, and amortization of other intangibles (“operating expenses”), increased by \$0.3 million or 0.3% from the same period in the prior year to \$92.0 million. As a percentage of total revenue and other income, operating expenses decreased to 88.0% from 89.8% in the same period a year earlier.

<i>Unaudited</i>		Three Months Ended September 30,				
<i>In thousands of U.S. dollars</i>	2023	Percentage of Revenue	2022	Percentage of Revenue	\$ Change	% Change
ASH	17,917	78.9%	15,907	88.3%	2,010	12.6%
OSH	18,966	99.8%	18,028	91.5%	938	5.2%
BHSH	22,700	89.4%	21,459	87.1%	1,241	5.8%
SFSH	27,175	79.7%	23,756	76.0%	3,419	14.4%
SCNC	2,085	97.2%	2,486	96.2%	(401)	(16.1%)
MFC Nueterra ASCs	1,019	83.5%	5,664	95.4%	(4,645)	(82.0%)
Corporate	2,175	n/a	4,442	n/a	(2,267)	(51.0%)
Operating expenses	92,037	88.0%	91,742	89.8%	295	0.3%

Consolidated salaries and benefits increased by \$0.5 million or 1.6%, primarily due to increases in both clinical and non-clinical salaries and wages (\$1.7 million) as a result of annual increases, full-time equivalent (“FTE”) increases, and market wage pressures, as well as the impact of SFSH moving its anesthesia service and related billing in-house in the current year (\$1.2 million). This was mostly offset by the impact of the divestiture of the MFC Nueterra ASCs (\$1.2 million), and cost saving initiatives at the corporate level (\$1.1 million). As a percentage of total revenue and other income, consolidated salaries and benefits decreased to 31.5% from 31.7% a year earlier.

Consolidated drugs and supplies increased by \$0.4 million or 1.1%, primarily driven by case mix (\$1.2 million), which reflected a higher proportion of orthopedic and spine cases, along with increased surgical case volume (\$0.8 million), mostly offset by the impact of the divestiture of the MFC Nueterra ASCs (\$1.7 million). As a percentage of total revenue and other income, the consolidated cost of drugs and supplies decreased to 33.9% from 34.3% a year earlier.

Consolidated G&A decreased by \$0.6 million or 3.3%. The decrease in G&A was mainly attributable to the impact of the divestiture of the MFC Nueterra ASCs (\$1.5 million), cost saving initiatives at the corporate level (\$0.5 million), and lower corporate level costs related to share-based compensation plans driven by a smaller increase in the Corporation’s share price in the current period as compared to the same period in 2022 (\$0.5 million). This was mostly offset by increases in professional and billing fees (\$0.5 million), contracted services (\$0.4 million), repairs and maintenance (\$0.4 million), costs pertaining to SFSH’s accountable care organization (“ACO”) (\$0.3 million), physician guarantees (\$0.2 million), and insurance (\$0.2 million). As a percentage of total revenue and other income, consolidated G&A decreased to 17.7% from 18.7% a year earlier.

Consolidated depreciation of property and equipment increased marginally, as the impact from the acquisition of fixed assets was almost fully offset by certain assets being fully depreciated and the impact of the divestiture of the MFC Nueterra ASCs. As a percentage of total revenue and other income, consolidated depreciation of property and equipment decreased to 2.2% from 2.3% a year earlier.

Consolidated depreciation of right-of-use assets increased marginally, as the impact from the addition of new leases was almost fully offset by the expiration of certain leases and the termination of leases pertaining to the divested MFC Nueterra ASCs. As a percentage of total revenue and other income, consolidated depreciation of right-of-use assets remained unchanged from a year earlier at 2.6%.

Consolidated amortization of other intangibles decreased marginally due to certain intangible assets being fully amortized. As a percentage of total revenue and other income, consolidated amortization of other intangibles decreased to 0.1% from 0.2% a year earlier.

Income from Operations

Consolidated income from operations for the three months ended September 30, 2023 of \$12.5 million was \$2.1 million or 20.3% higher than consolidated income from operations of \$10.4 million, recorded in the same period a year earlier, representing 12.0% of revenue and other income, compared to 10.2% in the same period in 2022. The increase is mainly due to cost saving initiatives at the corporate level, partly offset by lower income from operations at the Facilities, as higher operating expenses exceeded the increase in facility service revenue.

<i>Unaudited</i>	Three Months Ended September 30,					
<i>In thousands of U.S. dollars</i>	2023	Percentage of Revenue	2022	Percentage of Revenue	\$ Change	% Change
ASH	4,791	21.1%	2,107	11.7%	2,684	127.4%
OSH	36	0.2%	1,683	8.5%	(1,647)	(97.9%)
BHSH	2,701	10.6%	3,184	12.9%	(483)	(15.2%)
SFSH	6,928	20.3%	7,520	24.0%	(592)	(7.9%)
SCNC	59	2.8%	99	3.8%	(40)	(40.4%)
MFC Nueterra ASCs	202	16.5%	274	4.6%	(72)	(26.3%)
Corporate	(2,175)	n/a	(4,442)	n/a	2,267	51.0%
Income from operations	12,542	12.0%	10,425	10.2%	2,117	20.3%

Finance Costs

Change in Value of Exchangeable Interest Liability

The liability for the exchangeable interest is recorded at fair value, and re-measured at each reporting date, and the changes in fair value are included in net income for the respective periods. Changes in the recorded value of the exchangeable interest liability between the reporting periods are attributable to the (i) changes in the number of common shares to be issued for the exchangeable interest liability, which are driven by the distributions to the non-controlling interest holders during the trailing twelve-month period ending on the reporting date, (ii) changes in the market price of the Corporation's common shares, and (iii) fluctuations of the value of the Canadian dollar against the U.S. dollar. The change in value of the exchangeable interest liability decreased by \$3.6 million, attributable to variations in all three of the factors listed above when comparing the current period to the same period in 2022.

The following table provides a calculation of the change in value of the exchangeable interest liability for the reporting periods:

<i>In thousands of U.S. dollars, except as indicated otherwise</i>	September 30, 2023	June 30, 2023	Change	September 30, 2022	June 30, 2022	Change
	<i>Unaudited</i>	<i>Unaudited</i>		<i>Unaudited</i>	<i>Unaudited</i>	
Number of common shares to be issued for exchangeable interest liability	5,937,372	6,082,735	(145,363)	6,238,440	6,108,944	129,496
Closing price of the Corporation's common shares	C\$9.46	C\$8.29	C\$1.17	C\$10.73	C\$8.74	C\$1.99
Closing exchange rate of U.S. dollar to Canadian dollar	\$1.3579	\$1.3247	\$0.0332	\$1.3833	\$1.2873	\$0.0960
Exchangeable interest liability	41,364	38,066	3,298	48,390	41,476	6,914

Interest on Exchangeable Interest Liability

Interest expense on the exchangeable interest liability increased by \$0.1 million, which was primarily driven by the variation in distributions from the Facilities between the reporting periods.

Interest Expense

Interest expense, net of interest income, increased by \$0.1 million mainly due to higher corporate credit facility interest expense due to the higher interest rate and outstanding balance, mostly offset by lower corporate credit facility stand-by fees, and higher interest income.

Impairment Loss on Loans Receivable

Impairment loss of \$0.8 million recorded in the current period pertains to a certain Facility's loan receivable from an associate, which was written down to nil. Impairment loss of \$9.4 million was recorded on the loan receivable from UMASH in the prior period, as a result of re-evaluating the impairment loss allowance reserved. In December 2022, the UMASH loan was settled in full.

Foreign Currency

The Corporation's reporting currency is U.S. dollars; however, certain public company expenses and payments to holders of common shares are made in Canadian dollars. Foreign currency loss increased marginally due to the relative change in foreign exchange rates.

Non-Operating Losses (Gains)

Gain on Sale of Subsidiaries and Equity Investments

Gain of \$2.5 million recorded on the sale of the MFC Nueterra ASCs in the current period.

Share of Equity Loss in Associates

Share of equity loss in associates of \$0.3 million recorded in the current period pertains to a certain Facility's share of losses from an associate, subsequent to which the investment balance was written down to nil.

Income Tax

Current and deferred tax components of the income tax expense (recovery) for the reporting periods are as follows:

<i>Unaudited</i>	Three Months Ended September 30,			
<i>In thousands of U.S. dollars</i>	2023	2022	\$ Change	% Change
Current income tax expense (recovery)	316	(322)	638	198.1%
Deferred income tax expense (recovery)	2,393	(2,891)	5,284	182.8%
Income tax expense (recovery)	2,709	(3,213)	5,922	184.3%

The increase in current income tax expense versus prior period was primarily due to the tax impact of the \$9.4 million prior period impairment loss on the loan receivable from UMASH. The increase in deferred income tax expense versus prior period was mainly due to a valuation allowance on the deferred tax asset created from the sale of the MFC Nueterra ASCs in the current period.

Net Income (Loss)

The \$10.3 million increase in net income for the period was mainly attributable to lower finance costs, driven by the prior period impairment loss on the loan receivable from UMASH, along with the change in the value of exchangeable interest liability at the corporate level (refer to Section 5 "Consolidated Operating and Financial Review" of this MD&A under the heading "Change in Value of Exchangeable Interest Liability"), along with

the current period gain recorded on the sale of the MFC Nueterra ASCs, partly offset by higher income tax expense.

EBITDA

EBITDA of \$17.7 million increased by \$2.1 million from \$15.6 million recorded a year earlier, representing 17.0% of revenue and other income compared to 15.3% a year earlier, up mainly due to cost saving initiatives at the corporate level, partly offset by a net decrease in EBITDA at the Facilities due to higher operating expenses which exceeded the increase in facility service revenue. For a reconciliation of EBITDA to an applicable IFRS measure, see Section 5 under “Reconciliation of net income (loss) for the period to EBITDA”.

For the Nine Months Ended September 30, 2023

The following table and discussion compare operating and financial results of the Corporation for the nine months ended September 30, 2023 to the nine months ended September 30, 2022:

<i>Unaudited</i>	Nine Months Ended			
	September 30,			
<i>In thousands of U.S. dollars, except per share amounts</i>	2023	2022	\$ Change	% Change
Revenue and other income				
Facility service revenue	323,317	305,117	18,200	6.0%
Government stimulus income	-	2,173	(2,173)	(100.0%)
	323,317	307,290	16,027	5.2%
Operating expenses				
Salaries and benefits	99,098	93,616	5,482	5.9%
Drugs and supplies	109,441	102,885	6,556	6.4%
General and administrative expenses	56,666	53,819	2,847	5.3%
Depreciation of property and equipment	7,227	6,988	239	3.4%
Depreciation of right-of-use assets	8,114	7,939	175	2.2%
Amortization of other intangibles	1,172	477	695	145.7%
	281,718	265,724	15,994	6.0%
Income from operations	41,599	41,566	33	0.1%
Finance costs				
Change in value of exchangeable interest liability	4,010	2,812	1,198	42.6%
Interest expense on exchangeable interest liability	5,226	5,418	(192)	(3.5%)
Interest expense, net of interest income	4,651	4,063	588	14.5%
Impairment loss on loans receivable	786	13,384	(12,598)	(94.1%)
Loss on foreign currency	42	9	33	366.7%
	14,715	25,686	(10,971)	(42.7%)
Non-operating losses (gains)				
Gain on sale of subsidiaries and equity investments	(2,487)	-	(2,487)	(100.0%)
Share of equity loss in associates	320	271	49	18.1%
	(2,167)	271	(2,438)	(899.6%)
Income before income taxes	29,051	15,609	13,442	86.1%
Income tax expense (recovery)	5,363	(23)	5,386	23,417.4%
Net income for the period	23,688	15,632	8,056	51.5%
Attributable to:				
Owners of the Corporation	7,621	(2,131)	9,752	457.6%
Non-controlling interest	16,067	17,763	(1,696)	(9.5%)
Basic earnings (loss) per share attributable to owners of the Corporation	\$0.30	(\$0.07)	0.37	528.6%
Fully diluted earnings (loss) per share attributable to owners of the Corporation	\$0.30	(\$0.07)	0.37	528.6%
Reconciliation of net income for the period to EBITDA ⁽¹⁾				
Net income for the period	23,688	15,632	8,056	51.5%
Income tax expense (recovery)	5,363	(23)	5,386	23,417.4%
Non-operating losses (gains)	(2,167)	271	(2,438)	(899.6%)
Finance costs	14,715	25,686	(10,971)	(42.7%)
Depreciation of property and equipment	7,227	6,988	239	3.4%
Depreciation of right-of-use assets	8,114	7,939	175	2.2%
Amortization of other intangibles	1,172	477	695	145.7%
EBITDA ⁽¹⁾	58,112	56,970	1,142	2.0%

⁽¹⁾ Non-IFRS financial measure. Please refer to Section 2 under the heading "Non-IFRS Financial Measures" for a discussion of such measures.

Revenue and Other Income

<i>Unaudited</i>	Nine Months Ended September 30,			
<i>In thousands of U.S. dollars</i>	2023	2022	\$ Change	% Change
ASH	66,623	56,240	10,383	18.5%
OSH	58,461	56,319	2,142	3.8%
BHSH	75,825	71,308	4,517	6.3%
SFSH	103,537	96,963	6,574	6.8%
SCNC	7,223	8,226	(1,003)	(12.2%)
MFC Nueterra ASCs	11,648	18,234	(6,586)	(36.1%)
Total revenue and other income	323,317	307,290	16,027	5.2%

For the nine months ended September 30, 2023, total revenue and other income increased from the same period in 2022 by \$16.0 million or 5.2%, while facility service revenue increased by \$18.2 million or 6.0%, despite the decrease resulting from the divestiture of the MFC Nueterra ASCs (\$6.6 million). Excluding the divested MFC Nueterra ASCs, total revenue and other income increased from the same period in 2022 by \$22.6 million or 7.8%, while facility service revenue increased by \$24.8 million or 8.6%, primarily due to the impact of case mix (\$17.1 million), which reflected a higher proportion of orthopedic and spine cases, along with increased surgical case volume (\$5.5 million), and the impact of SFSH moving its anesthesia service and related billing in-house in the current year (\$2.2 million). This was partly offset by a decline in government stimulus income (\$2.2 million).

Excluding the divested MFC Nueterra ASCs, surgical cases increased by 1.5%, led by increases at ASH and OSH, as observation cases increased by 41.3%, but inpatient cases decreased by 10.0%, and outpatient cases decreased by 2.4%. Surgical case volume increases by payor compared to the same period last year came predominantly from Medicare, which increased by 6.2%, and Blue Cross/Blue Shield, which increased by 1.3%. Pain cases were down by 8.0% compared to the same period last year, mainly due to decreases at OSH and BHSH.

The above factors are reflected in each Facility's revenue as follows:

- ASH's revenue increased mainly due to higher surgical case volume, and the combined impact of case and payor mix, driven by more orthopedic and spine cases, partly offset by a decline in government stimulus income.
- OSH's revenue increased mainly due to higher surgical case volume, partly offset by the combined impact of case and payor mix, including more government payors, and a decrease in pain procedures.
- BHSH's revenue increased mainly due to case mix, including higher spine and orthopedic case volume and acuity, partly offset by payor mix, including more government payors, and a decrease in urgent care revenues.
- SFSH's revenue increased mainly due to the combined impact of case and payor mix, driven by higher acuity orthopedic cases, and the impact of moving the anesthesia service and related billing in-house in the current year, partly offset by lower surgical case volume, and a decline in government stimulus income.
- SCNC's revenue decreased mainly due to a decline in government stimulus income, along with lower surgical case volume, partly offset by the impact of case mix, including more orthopedic cases.
- MFC Nueterra ASCs' revenue decreased due to their divestiture.

Operating Expenses

For the nine months ended September 30, 2023, operating expenses increased by \$16.0 million or 6.0% from the same period in the prior year to \$281.7 million. As a percentage of total revenue and other income, operating expenses increased to 87.1% from 86.5% in the same period a year earlier.

<i>Unaudited</i>	Nine Months Ended September 30,					
<i>In thousands of U.S. dollars</i>	2023	Percentage of Revenue	2022	Percentage of Revenue	\$ Change	% Change
ASH	53,288	80.0%	48,293	85.9%	4,995	10.3%
OSH	56,059	95.9%	51,221	90.9%	4,838	9.4%
BHSH	65,229	86.0%	61,167	85.8%	4,062	6.6%
SFSH	81,607	78.8%	70,369	72.6%	11,238	16.0%
SCNC	6,473	89.6%	6,809	82.8%	(336)	(4.9%)
MFC Nueterra ASCs	11,426	98.1%	17,082	93.7%	(5,656)	(33.1%)
Corporate	7,636	n/a	10,783	n/a	(3,147)	(29.2%)
Operating expenses	281,718	87.1%	265,724	86.5%	15,994	6.0%

Consolidated salaries and benefits increased by \$5.5 million or 5.9%, primarily due to increases in both clinical and non-clinical salaries and wages (\$4.8 million) as a result of annual increases, FTE increases, and market wage pressures, as well as the impact of SFSH moving its anesthesia service and related billing in-house in the current year (\$3.6 million), higher benefit costs from increased health plan utilization (\$1.1 million), the separation costs for the former Chief Development Officer (“CDO”) in the current year (\$0.8 million), and higher physician salaries (\$0.5 million). This was partly offset by cost saving initiatives at the corporate level (\$3.1 million), the impact of the divestiture of the MFC Nueterra ASCs (\$1.6 million), and the forfeiture of stock options relating to the former CDO in the current year (\$0.5 million). As a percentage of total revenue and other income, consolidated salaries and benefits increased to 30.7% from 30.5% a year earlier.

Consolidated drugs and supplies increased by \$6.6 million or 6.4%, primarily driven by case mix (\$6.5 million), which reflected a higher proportion of orthopedic and spine cases, along with increased surgical case volume (\$3.2 million), partly offset by the impact of the divestiture of the MFC Nueterra ASCs (\$2.5 million), and higher vendor rebates (\$0.6 million). As a percentage of total revenue and other income, the consolidated cost of drugs and supplies increased to 33.8% from 33.5% a year earlier.

Consolidated G&A increased by \$2.8 million or 5.3%. The increase in G&A was mainly attributable to increases in costs pertaining to SFSH’s ACO (\$1.1 million), professional and billing fees (\$1.1 million), contracted services (\$0.8 million), repairs and maintenance (\$0.7 million), rent (\$0.6 million), other facility related expenses (\$0.6 million), and physician guarantees (\$0.4 million). This was partly offset by the impact of the divestiture of the MFC Nueterra ASCs (\$1.3 million), and cost saving initiatives at the corporate level (\$1.1 million). As a percentage of total revenue and other income, consolidated G&A remained unchanged from a year earlier at 17.5%.

Consolidated depreciation of property and equipment increased by \$0.2 million or 3.4%, mainly due to the acquisition of fixed assets, partly offset by certain assets being fully depreciated and the impact of the divestiture of the MFC Nueterra ASCs. As a percentage of total revenue and other income, consolidated depreciation of property and equipment decreased to 2.2% from 2.3% a year earlier.

Consolidated depreciation of right-of-use assets increased by \$0.2 million or 2.2%, mainly due to the addition of new leases, partly offset by the expiration of certain leases and the termination of leases pertaining to the divested MFC Nueterra ASCs. As a percentage of total revenue and other income, consolidated depreciation of right-of-use assets decreased to 2.5% from 2.6% a year earlier.

Consolidated amortization of other intangibles increased by \$0.7 million or 145.7%, mainly due to a revision of the remaining useful lives of certain intangible assets. As a percentage of total revenue and other income, consolidated amortization of other intangibles increased to 0.4% from 0.2% a year earlier.

Income from Operations

Consolidated income from operations for the nine months ended September 30, 2023 of \$41.6 million was marginally higher than consolidated income from operations recorded in the same period a year earlier, representing 12.9% of revenue and other income, compared to 13.5% in the same period in 2022. Excluding the divested MFC Nueterra ASCs, consolidated income from operations for the nine months ended September 30, 2023 was \$1.0 million or 2.4% higher than consolidated income from operations recorded in the same period a year earlier. The increase is mainly due to cost saving initiatives at the corporate level, partly offset by lower income from operations at the Facilities, as higher operating expenses and the decline in government stimulus income exceeded the increase in facility service revenue.

<i>Unaudited</i>						
Nine Months Ended September 30,						
<i>In thousands of U.S. dollars</i>	2023	Percentage of Revenue	2022	Percentage of Revenue	\$ Change	% Change
ASH	13,335	20.0%	7,947	14.1%	5,388	67.8%
OSH	2,402	4.1%	5,098	9.1%	(2,696)	(52.9%)
BHSH	10,596	14.0%	10,141	14.2%	455	4.5%
SFSH	21,930	21.2%	26,594	27.4%	(4,664)	(17.5%)
SCNC	750	10.4%	1,417	17.2%	(667)	(47.1%)
MFC Nueterra ASCs	222	1.9%	1,152	6.3%	(930)	(80.7%)
Corporate	(7,636)	n/a	(10,783)	n/a	3,147	29.2%
Income from operations	41,599	12.9%	41,566	13.5%	33	0.1%

Finance Costs

Change in Value of Exchangeable Interest Liability

The liability for the exchangeable interest is recorded at fair value, and re-measured at each reporting date, and the changes in fair value are included in net income for the respective periods. Changes in the recorded value of the exchangeable interest liability between the reporting periods are attributable to the (i) changes in the number of common shares to be issued for the exchangeable interest liability, which are driven by the distributions to the non-controlling interest holders during the trailing twelve-month period ending on the reporting date, (ii) changes in the market price of the Corporation's common shares, and (iii) fluctuations of the value of the Canadian dollar against the U.S. dollar. The change in value of the exchangeable interest liability increased by \$1.2 million, attributable to variations in all three of the factors listed above when comparing the current year to the same period in 2022.

The following table provides a calculation of the change in value of the exchangeable interest liability for the reporting periods:

<i>In thousands of U.S. dollars, except as indicated otherwise</i>	September 30, 2023	December 31, 2022	Change	September 30, 2022	December 31, 2021	Change
	<i>Unaudited</i>			<i>Unaudited</i>		
Number of common shares to be issued for exchangeable interest liability	5,937,372	6,297,268	(359,896)	6,238,440	6,161,517	76,923
Closing price of the Corporation's common shares	C\$9.46	C\$8.04	C\$1.42	C\$10.73	C\$9.35	C\$1.38
Closing exchange rate of U.S. dollar to Canadian dollar	\$1.3579	\$1.3554	\$0.0025	\$1.3833	\$1.2640	\$0.1193
Exchangeable interest liability	41,364	37,354	4,010	48,390	45,578	2,812

Interest on Exchangeable Interest Liability

Interest expense on the exchangeable interest liability decreased by \$0.2 million, which was primarily driven by the variation in distributions from the Facilities between the reporting periods.

Interest Expense

Interest expense, net of interest income, increased by \$0.6 million mainly due to higher corporate credit facility interest expense due to the higher interest rate and outstanding balance, partly offset by lower corporate credit facility stand-by fees, and higher interest income.

Impairment Loss on Loans Receivable

Impairment loss of \$0.8 million recorded in the current year pertains to a certain Facility's loan receivable from an associate, which was written down to nil. Impairment loss of \$13.4 million was recorded on the loan receivable from UMASH in the prior year, as a result of re-evaluating the impairment loss allowance reserved. In December 2022, the UMASH loan was settled in full.

Foreign Currency

The Corporation's reporting currency is U.S. dollars; however, certain public company expenses and payments to holders of common shares are made in Canadian dollars. Foreign currency loss increased marginally due to the relative change in foreign exchange rates.

Non-Operating Losses (Gains)

Gain on Sale of Subsidiaries and Equity Investments

Gain of \$2.5 million recorded on the sale of the MFC Nueterra ASCs in the current year.

Share of Equity Loss in Associates

Share of equity loss in associates of \$0.3 million recorded in the current year pertains to a certain Facility's share of losses from an associate, subsequent to which the investment balance was written down to nil. Share of equity loss in associates of \$0.3 million was recorded in the prior year, mainly relating to the investment in St. Luke's ASC, which was divested in the current year.

Income Tax

Current and deferred tax components of the income tax expense (recovery) for the reporting periods are as follows:

<i>Unaudited</i>	Nine Months Ended September 30,			
<i>In thousands of U.S. dollars</i>	2023	2022	\$ Change	% Change
Current income tax expense	2,309	866	1,443	166.6%
Deferred income tax expense (recovery)	3,054	(889)	3,943	443.5%
Income tax expense (recovery)	5,363	(23)	5,386	23,417.4%

The increase in current income tax expense versus prior year was primarily due to the tax impact of the \$13.4 million prior year impairment loss on the loan receivable from UMASH. The increase in deferred income tax expense versus prior year was mainly due to a valuation allowance on the deferred tax asset created from the sale of the MFC Nueterra ASCs in the current year.

Net Income

The \$8.1 million increase in net income for the period was mainly attributable to lower finance costs, driven by the prior year impairment loss on the loan receivable from UMASH, along with the current year gain recorded on the sale of the MFC Nueterra ASCs, partly offset by higher income tax expense.

EBITDA

EBITDA of \$58.1 million increased by \$1.1 million from \$57.0 million recorded a year earlier, representing 18.0% of revenue and other income compared to 18.5% a year earlier. Excluding the divested MFC Nueterra ASCs, EBITDA increased by \$2.2 million compared to a year earlier, up mainly due to cost saving initiatives at the corporate level, partly offset by a net decrease in EBITDA at the Facilities due to higher operating expenses and a decrease in government stimulus income, the combined impact of which exceeded the increase in facility service revenue. For a reconciliation of EBITDA to an applicable IFRS measure, see Section 5 under “Reconciliation of net income for the period to EBITDA”.

6. QUARTERLY OPERATING AND FINANCIAL RESULTS

Summary of Quarterly Operating and Financial Results

<i>Unaudited</i>	2023			2022			2021	
<i>In thousands of U.S. dollars, except per share amounts</i>	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4
Revenue and other income								
Facility service revenue	104,579	109,488	109,250	119,434	102,167	102,162	100,788	110,677
Government stimulus income (costs)	-	-	-	(12,335)	-	363	1,810	5,742
	104,579	109,488	109,250	107,099	102,167	102,525	102,598	116,419
Operating expenses								
Salaries and benefits	32,896	32,680	33,522	33,736	32,370	31,347	29,899	31,804
Drugs and supplies	35,433	37,006	37,002	41,040	35,053	34,076	33,756	37,316
General and administrative expenses	18,508	18,577	19,581	17,042	19,134	15,559	19,126	15,346
Impairment of goodwill, other intangibles and equipment	-	-	-	16,549	-	-	-	-
Depreciation of property and equipment	2,352	2,428	2,447	2,300	2,328	2,315	2,345	2,356
Depreciation of right-of-use assets	2,711	2,727	2,676	2,898	2,696	2,608	2,635	2,545
Amortization of other intangibles	137	518	517	161	161	159	157	1,550
	92,037	93,936	95,745	113,726	91,742	86,064	87,918	90,917
Income (loss) from operations	12,542	15,552	13,505	(6,627)	10,425	16,461	14,680	25,502
Finance costs (income)								
Change in value of exchangeable interest liability	3,298	2,015	(1,303)	(11,036)	6,914	(14,405)	10,303	(635)
Interest expense on exchangeable interest liability	1,645	1,731	1,850	1,944	1,515	1,712	2,191	2,152
Interest expense, net of interest income	1,450	1,565	1,636	1,668	1,310	1,352	1,401	1,439
Impairment loss (gain) on loans receivable	786	-	-	(1,394)	9,394	-	3,990	-
Loss (gain) on foreign currency	28	10	4	(6)	(4)	3	10	47
	7,207	5,321	2,187	(8,824)	19,129	(11,338)	17,895	3,003
Non-operating losses (gains)								
Gain on sale of subsidiaries and equity investments	(2,487)	-	-	-	-	-	-	-
Share of equity loss (income) in associates	320	-	-	303	5	272	(6)	(12)
	(2,167)	-	-	303	5	272	(6)	(12)
Income (loss) before income taxes	7,502	10,231	11,318	1,894	(8,709)	27,527	(3,209)	22,511
Income tax expense (recovery)	2,709	1,002	1,652	5,231	(3,213)	5,284	(2,094)	1,608
Net income (loss) for the period	4,793	9,229	9,666	(3,337)	(5,496)	22,243	(1,115)	20,903
Attributable to:								
Owners of the Corporation	(114)	3,324	4,411	(2,274)	(10,453)	16,183	(7,861)	10,252
Non-controlling interest	4,907	5,905	5,255	(1,063)	4,957	6,060	6,746	10,651
Earnings (loss) per share attributable to owners of the Corporation:								
Basic	(\$0.01)	\$0.13	\$0.17	(\$0.08)	(\$0.35)	\$0.54	(\$0.26)	\$0.33
Fully diluted	(\$0.01)	\$0.13	\$0.17	(\$0.26)	(\$0.35)	\$0.19	(\$0.26)	\$0.32
Reconciliation of net income (loss) for the period to EBITDA and Adjusted EBITDA ⁽¹⁾								
Net income (loss) for the period	4,793	9,229	9,666	(3,337)	(5,496)	22,243	(1,115)	20,903
Income tax expense (recovery)	2,709	1,002	1,652	5,231	(3,213)	5,284	(2,094)	1,608
Non-operating losses (gains)	(2,167)	-	-	303	5	272	(6)	(12)
Finance costs (income)	7,207	5,321	2,187	(8,824)	19,129	(11,338)	17,895	3,003
Depreciation of property and equipment	2,352	2,428	2,447	2,300	2,328	2,315	2,345	2,356
Depreciation of right-of-use assets	2,711	2,727	2,676	2,898	2,696	2,608	2,635	2,545
Amortization of other intangibles	137	518	517	161	161	159	157	1,550
EBITDA ⁽¹⁾	17,742	21,225	19,145	(1,268)	15,610	21,543	19,817	31,953
Impairment of goodwill, other intangibles and equipment	-	-	-	16,549	-	-	-	-
Adjusted EBITDA ⁽¹⁾	17,742	21,225	19,145	15,281	15,610	21,543	19,817	31,953

⁽¹⁾ Non-IFRS financial measures. Please refer to Section 2 under the heading "Non-IFRS Financial Measures" for a discussion of such measures.

During the last eight quarters, the following items have had a significant impact on the Corporation's financial results:

- Facility service revenue varies directly in relation to the number of cases performed as well as to the type of cases performed and the payor. For example, facility service revenue for orthopedic cases will typically be higher than ear, nose and throat cases and cases funded by Medicare or Medicaid will be lower than those paid for by private insurance. Changes in case volumes, case mix and payor mix are

normal and expected due to the nature of the Corporation's business. Surgical cases are mainly elective procedures and the volume of cases performed in any given period are subject to medical necessity and patient and physician preferences in scheduling (e.g., work schedules and vacations). The Corporation generally records higher revenue in the fourth quarter as many patients tend to seek medical procedures at the end of the year, primarily as a result of their inability to carry over unused insurance benefits into the following calendar year.

- As part of the CARES Act and other stimulus legislation in response to the COVID-19 pandemic, the Facilities received financial assistance and recorded some of the funds as government stimulus income during 2020, 2021 and 2022. There is no certainty that such programs will be extended or replaced in case of a resurgence of the pandemic. In relation to the financial assistance already received, there can be no assurance that the Facilities will be able to comply with the applicable terms and conditions to retain such assistance.
- The changes in operating expenses are generally consistent with fluctuations in case volumes and case mix. Operating expenses have also been impacted by costs related to an ACO previously established by SFSH, as well as a management agreement for SFSH's orthopedic service line. The previous ACO ended December 31, 2021, and SFSH established a new ACO starting January 1, 2022, to replace it (refer to Section 12 of this MD&A under heading "Related Party Transactions"). Operating expenses and revenue have been further impacted by certain Facilities moving their anesthesia service and related billing in-house, in order to secure uninterrupted services, as was the case with ASH beginning January 2022, and SFSH beginning January 2023.
- Since the fourth quarter of 2022, the Corporation has executed its plan to reduce overhead costs primarily through a reorganization of executive staff, as well as reductions across all other departments. This has resulted in significant savings in salaries and benefits, and G&A at the corporate level.
- In addition, revenue and operating expenses have been impacted by sales of assets and non-controlling interests in 2021 and 2022, and the divestiture of the MFC Nueterra ASCs in 2023.
- Due to the underperformance at certain MFC Nueterra ASCs, management assessed and recorded an impairment of goodwill, other intangibles and equipment in 2022.
- The changes in the recorded value of the exchangeable interest liability have been driven by (i) the changes in the number of common shares issuable for the exchangeable interest liability, which are in turn driven by the distributions to the non-controlling interest holders during the trailing twelve-month period ending on the reporting date, (ii) the changes in the market price of the Corporation's common shares, and (iii) the fluctuations of the value of the Canadian dollar against the U.S. dollar. During 2021, 2022 and 2023, changes in the market price of the Corporation's common shares mainly drove the fluctuations in the change in value of the exchangeable interest liability.
- The fluctuations in interest expense on the exchangeable interest liability are due to the variation in distributions from the Facilities between the reporting periods.
- The changes in impairment loss (gain) on loans receivable are mainly a result of re-evaluating the impairment loss allowance reserved on the loan receivable from UMASH at the end of each reporting period. In December 2022, the loan was settled in full.
- The fluctuations in foreign currency have been driven by the movements of exchange rate of the Canadian dollar in relation to U.S. dollar.
- Fluctuations in current income taxes have been driven by the changes in operating performance of the Facilities, the deductibility of corporate expenses, intercompany interest expense deductions, taxable (deductible) foreign exchange gains (losses), and temporary beneficial tax provisions under the CARES Act, which may not be extended for future periods. Fluctuations in deferred income taxes have been driven primarily by the changes in the exchangeable interest liability and Canadian cumulative tax

operating loss carryforwards, along with the impact of U.S. tax reform pursuant to the recent U.S. federal tax law changes, and the impact of measures introduced by the CARES Act.

7. RECONCILIATION OF NON-IFRS FINANCIAL MEASURES

The following table presents the reconciliation of cash available for distribution to cash provided by operating activities:

Unaudited In thousands of U.S. dollars, except as indicated otherwise		Three Months Ended September 30,		Nine Months Ended September 30,	
		2023 \$	2022 \$	2023 \$	2022 \$
NET CASH PROVIDED BY OPERATING ACTIVITIES	USD	15,768	13,557	52,884	39,415
Non-controlling interest in cash flows of the Facilities ⁽¹⁾		(6,783)	(6,210)	(21,278)	(22,839)
Interest expense on exchangeable interest liability ⁽²⁾		1,645	1,515	5,226	5,418
Payment of lease liabilities ⁽³⁾		(3,033)	(3,001)	(9,478)	(9,132)
Maintenance capital expenditures ⁽⁴⁾		(981)	(1,402)	(3,820)	(2,957)
Difference between accrual-based amounts and actual cash flows related to interest and taxes ⁽⁵⁾		493	919	1,621	(2,469)
Net changes in non-cash operating working capital ⁽⁶⁾		(1,333)	(719)	(7,303)	11,688
Stock options income (expense) ⁽⁷⁾		(27)	(38)	490	(138)
Repayments of notes payable by the Facilities ⁽⁸⁾		(1,702)	(1,675)	(5,265)	(5,117)
CASH AVAILABLE FOR DISTRIBUTION	USD	4,047	2,946	13,077	13,869
	CDN	5,429	3,846	17,596	17,791
DISTRIBUTIONS	CDN	2,014	2,367	6,094	7,216
CASH AVAILABLE FOR DISTRIBUTION PER COMMON SHARE ⁽⁹⁾	CDN	\$0.217	\$0.130	\$0.694	\$0.591
TOTAL DISTRIBUTIONS PER COMMON SHARE ⁽⁹⁾	CDN	\$0.080	\$0.080	\$0.240	\$0.240
PAYOUT RATIO		36.9%	61.5%	34.6%	40.6%
Average exchange rate of Cdn\$ to US\$ for the period		1.3414	1.3056	1.3456	1.2828
Weighted average number of common shares outstanding		25,066,567	29,554,010	25,368,942	30,088,381

⁽¹⁾ Non-controlling interest in cash flows of the Facilities is deducted in determining cash available for distribution as distributions from the Facilities to the non-controlling interest holders are required to be made concurrently with distributions from the Facilities to the Corporation. This is calculated by multiplying the distributable cash flows from each Facility with the respective ownership share of the non-controlling interest holders.

⁽²⁾ Interest expense on exchangeable interest liability represents a notional amount of interest expense deducted in the determination of net income attributable to owners of the Corporation. It is added back to determine cash available for distribution as it is a non-cash charge and is not distributable to the holders of the non-controlling interest. It is included in the Corporation's consolidated statements of income and comprehensive income.

⁽³⁾ Payment of lease liabilities represents rent payments on principal portions of lease liabilities and is deducted in determining cash available for distribution as this is a cash item included in cash flows from financing activities in the Corporation's interim condensed consolidated statements of cash flows.

⁽⁴⁾ Maintenance capital expenditures at the Facility level reflect expenditures incurred to maintain the current operating capacities of the Facilities and are deducted in the calculation of cash available for distribution. Maintenance capital expenditures, together with major capital expenditures, comprise the purchase of property and equipment, which is included in cash flows from investing activities in the Corporation's interim condensed consolidated statements of cash flows.

⁽⁵⁾ Cash flows from operating activities, as presented in the Corporation's interim condensed consolidated statements of cash flows, represent actual cash inflows and outflows, while calculation of cash available for distribution is based on the accrued amounts and, therefore, the difference between the accrual-based amounts and actual cash inflows and outflows related to interest, and income and withholding taxes is included in the table above.

⁽⁶⁾ While changes in non-cash operating working capital are included in the calculation of net cash provided by operating activities in the Corporation's interim condensed consolidated statements of cash flows, they are not included in the calculation of cash available for distribution as they represent only temporary sources or uses of cash due to the differences in timing of recording revenue and corresponding expenses and actual receipts and outlays of cash. Such changes in non-cash operating working capital are financed from the available cash or credit facilities of the Facilities.

⁽⁷⁾ Stock options expense represents a charge included in salaries and benefits in the period which does not have a cash impact until the underlying stock options vest. As a non-cash item, this expense is added back in the calculation of cash available for distribution. It is included in the Corporation's interim condensed consolidated statements of changes in equity.

⁽⁸⁾ Repayments of notes payable by the Facilities, which comprises of interest and principal repayments on non-revolving debt obligations, reflects contractual obligations of the Facilities and is deducted in the calculation of cash available for distribution. It is included in cash flows from financing activities in the Corporation's interim condensed consolidated statements of cash flows.

⁽⁹⁾ Calculated based on the weighted average number of common shares outstanding.

Cash available for distribution in the three months ended September 30, 2023 (Cdn\$5.4 million) increased by Cdn\$1.6 million compared to the cash available for distribution the same period last year (Cdn\$3.8 million). On a per common share basis, cash available for distribution of Cdn\$0.217 increased by Cdn\$0.087, or 66.9% from the same period last year of Cdn\$0.130. The distributions per common share of Cdn\$0.080 remained unchanged from the same period last year, resulting in a payout ratio of 36.9% as compared to a payout ratio of 61.5% in the same period in 2022.

Cash available for distribution in the nine months ended September 30, 2023 (Cdn\$17.6 million) decreased by Cdn\$0.2 million compared to the cash available for distribution the same period last year (Cdn\$17.8 million). On a per common share basis, cash available for distribution of Cdn\$0.694 increased by Cdn\$0.103, or 17.4% from the same period last year of Cdn\$0.591. The distributions per common share of Cdn\$0.240 remained unchanged from the same period last year, resulting in a payout ratio of 34.6% as compared to a payout ratio of 40.6% in the same period in 2022.

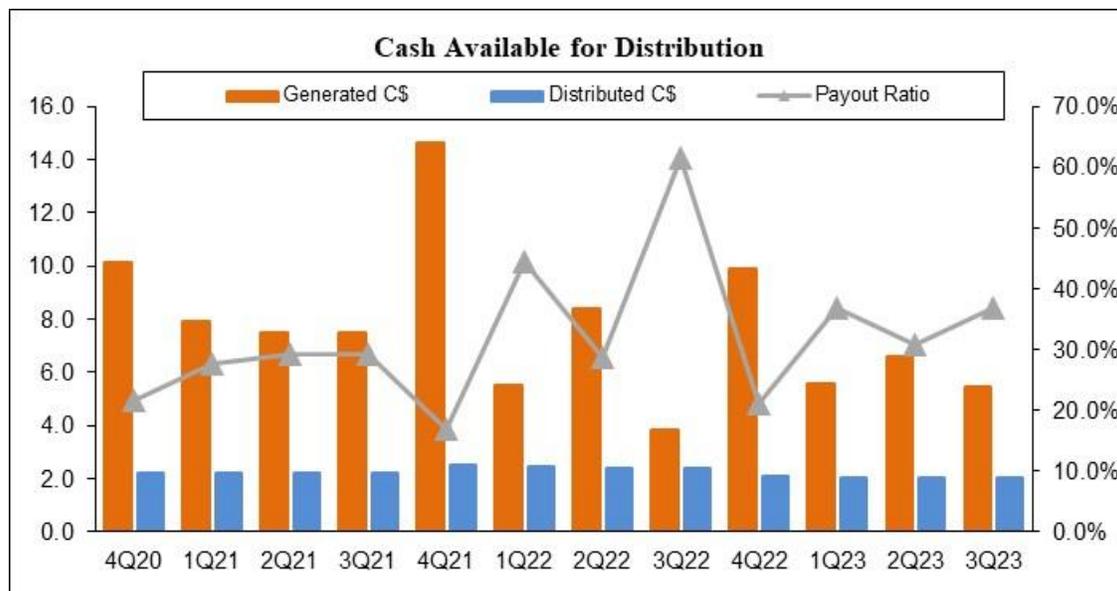
The Corporation's cash available for distribution is generated solely from the Facilities. The following table provides a reconciliation of cash generated at the Facility level to the Corporation's cash available for distribution:

<i>Unaudited</i> <i>In thousands of U.S. dollars</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
	\$	\$	\$	\$
Cash flows from the Facilities:				
Income before interest expense, depreciation and amortization	19,799	19,794	64,335	66,993
Debt service costs:				
Interest	(447)	(482)	(1,335)	(1,428)
Repayment of non-revolving debt	(1,702)	(1,675)	(5,265)	(5,117)
Maintenance capital expenditures	(981)	(1,402)	(3,820)	(2,957)
Payment of lease liabilities	(2,974)	(2,972)	(9,312)	(9,003)
Non-cash gain	(22)	-	(22)	(5)
Cash available for distribution at the Facility level	13,673	13,263	44,581	48,483
Non-controlling interest in cash available for distribution at the Facility level	(6,783)	(6,210)	(21,278)	(22,839)
Corporation's share of the cash available for distribution at Facility level	6,890	7,053	23,303	25,644
Corporate expenses	(2,117)	(4,299)	(6,431)	(10,565)
Interest on corporate credit facility	(410)	(130)	(1,486)	(344)
Recoveries of (provision for) current income taxes	(316)	322	(2,309)	(866)
Cash available for distribution	4,047	2,946	13,077	13,869

Compared to the three months ended September 30, 2022, the cash available for distribution in U.S. dollars for the same period this year increased by \$1.1 million or 37.4%, mainly due to lower corporate expenses from cost saving initiatives, and lower maintenance capital expenditures at the Facilities, partly offset by lower income from the Facilities, higher interest on the corporate credit facility, and higher current taxes.

Compared to the nine months ended September 30, 2022, the cash available for distribution in U.S. dollars for the same period this year decreased by \$0.8 million or 5.7% mainly due to lower income from the Facilities, higher maintenance capital expenditures at the Facilities, higher interest on the corporate credit facility, and higher current taxes, mostly offset by lower corporate expenses from cost saving initiatives.

The chart below shows the Corporation’s cash available for distribution, distributions and payout ratios for the last twelve quarters:



8. OUTLOOK

As noted in the cautionary language concerning forward-looking disclosures in Section 1 of this MD&A under the heading “Caution Concerning Forward-Looking Statements”, this section contains forward-looking statements including with respect to the overall impact of the U.S. and local economies, ongoing changes in the healthcare industry, management strategies of the Corporation, and U.S. tax reform. Such statements involve known and unknown risks, uncertainties and other factors outside of management’s control, including the risk factors set forth under the heading “Risk Factors” in the annual MD&A and the Corporation’s most recently filed annual information form, which could cause results to differ materially from those described or anticipated in the forward-looking statements.

The Economy

Management’s expectations could be impacted by the general state of the U.S. economy, which is experiencing disruptions stemming from the COVID-19 pandemic and geopolitical pressures, including the impact on the supply chain, with ongoing delays and increased lead times in acquiring supplies. This has recently been compounded by inflationary pressures which are driving up operating costs, and higher borrowing costs from rising interest rates, which are increasing the risk of a potential recession and a corresponding impact on elective surgery volume. The strength of the local economies of the areas served by the Corporation’s Facilities is an important factor in the Corporation’s outlook.

Healthcare Industry

While impossible to currently quantify, the potential modification or replacement of the *Patient Protection and Affordable Care Act* (“PPACA”), demographic changes and growing healthcare costs present numerous challenges and opportunities, including:

- the challenge of continuing pressure on reimbursement levels from U.S. government-funded plans (Medicare, Medicaid and similar plans) and private insurance companies, combined with the increasing share of case volume that such plans represent;

- the opportunity for additional case volumes arising from ownership of, and participation in, accountable care organizations and the related challenge of payor mix shifting to Medicare plans;
- the opportunity arising from reimbursement incentives which reward healthcare entities that meet specified quality and operational goals and operate in the most efficient and cost-effective manner; and
- an increased demand for services provided by the Corporation's Facilities due to the increasing average age and life expectancy of the U.S. population, overall population growth and advances in science and technology.

Changes in the U.S. federal government's political priorities could have potential implications on the healthcare industry, including but not limited to the government response in case of a resurgence of the COVID-19 pandemic and potential modifications to the PPACA, which could result in changes to healthcare coverage including case volume and reimbursement rates. The likelihood of a repeal of the PPACA has diminished with the current U.S. administration.

Hospitals throughout the U.S. continue to face a shortage of nurses and other healthcare workers, compounded by the COVID-19 pandemic, impacting the ability of hospitals to operate at full capacity. The shortage has led hospitals, including the Facilities, to accelerate their hiring processes and offer enhanced salary and benefit packages to attract and retain staff. The full duration and impact of this shortage is indeterminable at this time.

Management Strategies

Management is committed to increasing shareholder value, primarily through continued organic growth at its current Facilities. On September 13, 2022, the Corporation announced that it has made a determination to shift its focus away from deploying a growth strategy through acquisitions. This change in corporate strategy, includes the following:

- suspension of acquisitions;
- divestiture of non-core assets;
- pursuit of overhead cost reductions; and
- evaluation and implementation of strategies to return capital to its shareholders.

In collaboration with local management and physicians, management will continue to differentiate and grow the Corporation's Facilities by:

- maintaining service lines of the highest quality;
- physician development, including continued recruitment and retention of physician investors and potential physician utilizers, based on community needs;
- expanding the complement of service offerings at the Facilities;
- expansion of ancillary businesses (ASCs, imaging and urgent care services) at the SSHs, within existing markets; and
- sharing and implementing best practices and cost reduction strategies, with emphasis on supply chain and implant costs.

Management will maintain its emphasis on continuation of these strategies, combined with a strong balance sheet, an experienced management team and continuing identification of suitable accretive opportunities to enhance the Corporation's operating performance.

U.S. Tax Reform

Management expects that it will be able to utilize potential carryforwards of disallowed current year interest expense deductions to future years. Pursuant to the *Tax Cuts and Jobs Act*, MFA's deductions attributable to the

interest expense on the promissory note (the interest paid by MFA on all debt, including the MFA promissory note, less its interest income) will be limited to 30% of adjusted taxable income, which generally represented EBITDA for last year (2022), versus earnings before interest and taxes thereafter (2023 and beyond). One of the tax relief measures under the CARES Act increased the limit from 30% to 50% of a taxpayer's adjusted taxable income for tax years beginning in 2019 and 2020. Any disallowed interest expense may be carried forward to future years. This limitation applies to newly issued loans as well as those originated before 2018. Moreover, other limitations on the deductibility of interest under U.S. federal income tax laws, potentially including limitations applicable to certain high-yield debt obligations, could apply under certain circumstances to defer and/or eliminate all or a portion of the interest deduction that MFA would otherwise be entitled to with respect to interest on such indebtedness.

9. LIQUIDITY AND CAPITAL RESOURCES

As noted in the cautionary language concerning forward-looking disclosures in Section 1 of this MD&A under the heading "Caution Concerning Forward-Looking Statements", this section contains forward-looking statements including with respect to cash flows and future contractual payments. Such statements involve known and unknown risks, uncertainties and other factors outside of management's control, including the risk factors set forth under the heading "Risk Factors" in the annual MD&A and the Corporation's most recently filed annual information form, which could cause results to differ materially from those described or anticipated in the forward-looking statements.

Cash Balances

The Corporation's cash and cash equivalents balances are as follows:

<i>Unaudited</i> <i>In thousands of U.S. dollars</i>	September 30, 2023	December 31, 2022
	<i>Unaudited</i>	
Cash and cash equivalents at the Facility level	12,765	19,339
Cash and cash equivalents at the corporate level	14,214	15,587
Cash and cash equivalents	26,979	34,926

Cash Flow Activity

Cash Flow

<i>Unaudited</i> <i>In thousands of U.S. dollars</i>	Nine Months Ended September 30,			
	2023	2022	\$ Change	% Change
Cash provided by operating activities	52,884	39,415	13,469	34.2%
Cash used in investing activities	(12,342)	(3,092)	(9,250)	(299.2%)
Cash used in financing activities	(48,447)	(53,017)	4,570	8.6%
Decrease in cash and cash equivalents	(7,905)	(16,694)	8,789	52.6%
Effect of exchange rate fluctuations on cash balances held	(42)	(9)	(33)	(366.7%)
Cash and cash equivalents, beginning of the period	34,926	61,044	(26,118)	(42.8%)
Cash and cash equivalents, end of the period	26,979	44,341	(17,362)	(39.2%)

The Corporation expects to fund operations with cash derived from operating activities. Deficiencies arising from short-term working capital requirements and capital expenditures may be financed on a short-term basis with bank indebtedness, funds available from the corporate credit facility, as well as lines of credit at the Facilities' level, or on a permanent basis with offerings of securities of the Corporation. Negative changes in the general state of the U.S. economy could affect the Corporation's liquidity by reducing cash generated from operating activities or by limiting access to short-term financing as a result of tightening credit markets.

Operating Activities and Working Capital

Cash from operating activities in the nine months ended September 30, 2023 increased by \$13.5 million compared to the same period in 2022, primarily due to prior year repayments of Medicare advances, partly offset by lower income from the Facilities' operations in the current year, and the impact of prior year tax refunds.

As of September 30, 2023, the Corporation had consolidated net working capital of \$13.1 million compared to \$32.5 million as of December 31, 2022. The change was mainly due to decreases in cash and cash equivalents, accounts receivable, and prepaid expenses and other, and an increase in the current portion of long-term debt, partly offset by decreases in accounts payable, accrued liabilities, and obligation for purchase of common shares. The level of working capital, including financing required to cover any deficiencies, is dependent on the operating performance of the Facilities and fluctuates from period to period.

As of September 30, 2023, cash and cash equivalents were \$27.0 million (December 31, 2022: \$34.9 million), with the decline partly reflecting activity at the corporate level to make repayments against the corporate credit facility (\$12.0 million), and purchases of common shares under the normal course issuer bid (\$5.5 million).

As of September 30, 2023, accounts receivable were \$52.9 million (December 31, 2022: \$64.0 million), accounts payable and accrued liabilities totaled \$40.9 million (December 31, 2022: \$48.6 million), total assets were \$352.7 million (December 31, 2022: \$377.8 million) and total long-term liabilities, excluding exchangeable interest liability, were \$120.2 million (December 31, 2022: \$138.9 million).

Investing Activities

The \$9.3 million increase in cash used in investing activities for the nine months ended September 30, 2023 compared to the same period in 2022 was mainly due to an increase in purchases of property and equipment (\$11.6 million), partly offset by the proceeds from the sale of the MFC Nueterra ASCs in the current year, net of cash disposed (\$2.4 million).

Financing Activities

The \$4.6 million decrease in cash used in financing activities for the nine months ended September 30, 2023 compared to the same period in 2022 was mainly due to decreases in the purchase of common shares under normal course issuer bids (\$4.5 million), and dividends paid by the Corporation (\$1.2 million), partly offset by increases in distributions to non-controlling interest (\$0.9 million), and payment of lease liabilities (\$0.3 million).

The Facilities have available credit facilities in place in the aggregate amount of \$26.9 million, of which \$10.3 million was drawn as of September 30, 2023. The balances available under the credit facilities, combined with cash and cash equivalents as of September 30, 2023, are available to manage the Facilities' accounts receivable, supply inventory and other short-term cash requirements.

The partnership or operating agreements governing each of the respective Facilities do not permit the Corporation to access the assets of the Facilities to settle the liabilities of other subsidiaries of the Corporation, and the Facilities have no obligation to (and could not, without the approval of the holders of the non-controlling interest) take any steps to settle the liabilities of the Corporation or its other subsidiaries.

The Corporation has in place a \$75.0 million line of credit with a syndicate of two Canadian chartered banks which matures on August 31, 2025 ("Credit Facility"). The Credit Facility can be used for general corporate purposes, including working capital and capital expenditures, finance of acquisitions, and/or repurchase of the Corporation's common shares. As of September 30, 2023, \$24.0 million was drawn and remained outstanding for the Credit Facility. The Corporation repaid \$12.0 million of its outstanding balance during the nine months

ended September 30, 2023. As of September 30, 2023, the Corporation was in compliance with all of its debt covenants.

Contractual Obligations

The mandatory repayments under the credit facilities and other contractual obligations and commitments including expected interest payments, on a non-discounted basis, as of September 30, 2023, are as follows:

<i>Unaudited</i>	Future payments (including principal and interest)					
<i>In thousands of U.S. dollars</i>	Carrying values at September 30, 2023	Total	Less than 1 year	2-3 years	4-5 years	After 5 years
Contractual Obligations	\$	\$	\$	\$	\$	\$
Dividends payable	1,484	1,484	1,484	-	-	-
Accounts payable	22,239	22,239	22,239	-	-	-
Accrued liabilities	18,617	18,617	18,617	-	-	-
Income tax payable	15	15	15	-	-	-
Obligation for purchase of common shares	2,943	2,943	2,943	-	-	-
Government stimulus funds repayable	11,957	11,957	11,957	-	-	-
Corporate credit facility	24,000	27,069	1,603	25,466	-	-
Facilities' revolving credit facilities	10,304	10,819	10,819	-	-	-
Notes payable	42,299	48,105	6,805	18,589	6,659	16,052
Lease liabilities	50,752	59,797	12,500	19,125	15,879	12,293
Total contractual obligations	184,610	203,045	88,982	63,180	22,538	28,345

The Corporation anticipates renewing, extending, repaying or replacing its credit facilities that are due over the next twelve months and expects that cash flows from operations and working capital will be adequate to meet future payments on other contractual obligations over the next twelve months.

10. SHARE CAPITAL AND DIVIDENDS

As noted in the cautionary language concerning forward-looking disclosures in Section 1 of this MD&A under the heading "Caution Concerning Forward-Looking Statements", this section contains forward-looking statements including with respect to the Corporation's expected payment of dividends. Such statements involve known and unknown risks, uncertainties and other factors outside of management's control, including the risk factors set forth under the heading "Risk Factors" in the annual MD&A and the Corporation's most recently filed annual information form, which could cause results to differ materially from those described or anticipated in the forward-looking statements.

The following table summarizes the outstanding number of stock options as of September 30, 2023:

Optionee	Number of Options Held	Number of Options Vested	Exercise Price	Grant Date
Chief Financial Officer	300,000	-	C\$12.79	June 24, 2019
Former Chief Executive Officer	223,562	223,562	C\$17.24	May 1, 2016
Former Chief Financial Officer	221,344	221,344	C\$17.98	November 21, 2016
Total number of outstanding options	744,906	444,906		

Outstanding options (the "Options") vest after five years of employment. The Options must be exercised by the tenth anniversary of the respective grant dates, subject to blackout exceptions. As of September 30, 2023, 444,906 of the Options relating to the Former Chief Executive Officer and the Former Chief Financial Officer are vested. During the nine months ended September 30, 2023, 350,000 Options relating to the Former Chief Development Officer were forfeited.

As of September 30, 2023, the Corporation had 25,024,262 common shares outstanding.

Normal Course Issuer Bid

The Corporation has a normal course issuer bid for up to 2,615,186 of its common shares in effect from December 1, 2022 to November 30, 2023. During the nine months ended September 30, 2023, the Corporation purchased 891,700 of its common shares for a total consideration of \$5.5 million from the open market under this normal course issuer bid. During the nine months ended September 30, 2022, the Corporation purchased 1,393,900 of its common shares for a total consideration of \$10.0 million from the open market under a previous normal course issuer bid.

Dividends

Dividend declarations are determined based on periodic reviews of the Corporation's earnings, capital expenditures and related cash flows. Such declarations take into account that the cash generated in the period is to be distributed after considering (i) debt service obligations, (ii) other expense and tax obligations, (iii) reasonable reserves for working capital and capital expenditures, and (iv) financial flexibility. Cash distributions declared in the period from January 1, 2023 to September 30, 2023 totaled Cdn\$0.2415 per common share. Cash distributions declared in the period from July 1, 2023 to September 30, 2023 totaled Cdn\$0.0805 per common share.

Dividend Reinvestment and Share Purchase Plan

The Corporation has a Dividend Reinvestment and Share Purchase Plan which allows shareholders resident in Canada to automatically re-invest, in a cost-effective manner, the cash dividends on their common shares into additional common shares of the Corporation.

11. FINANCIAL INSTRUMENTS

Financial instruments held in the normal course of business included in the interim condensed consolidated balance sheet as of September 30, 2023 consist of cash and cash equivalents, accounts receivable, dividends payable, accounts payable, accrued liabilities, income tax payable, obligation for purchase of common shares, borrowings (including long-term debt and corporate credit facility) and exchangeable interest liability.

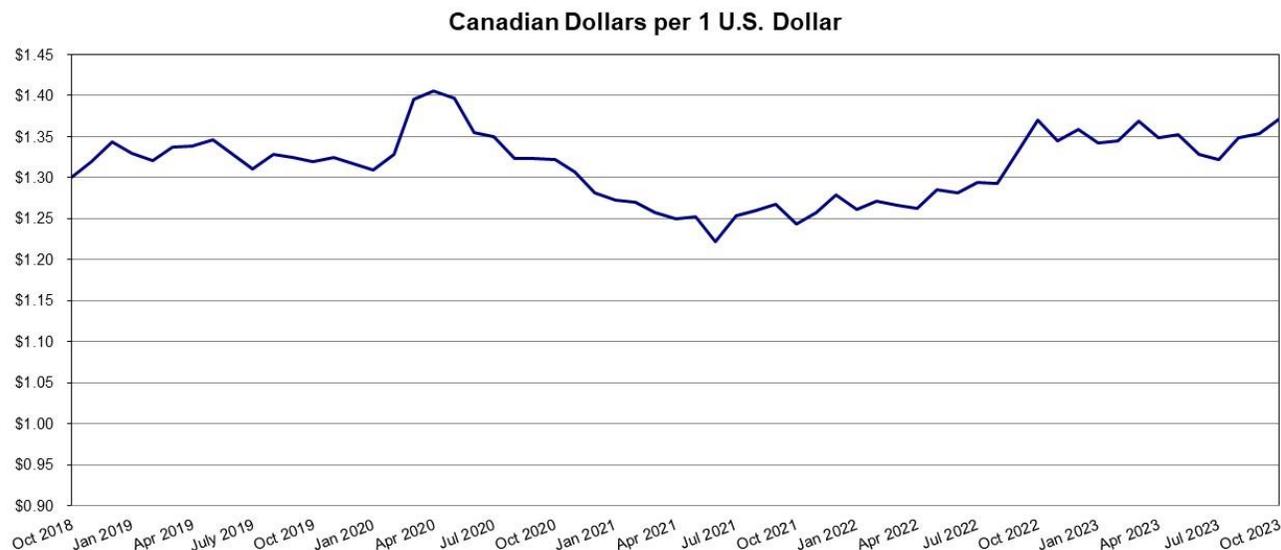
The fair value of exchangeable interest liability is determined based on the closing trading price of the Corporation's common share price at each reporting period. The fair values of long-term debt (notes payable and term loans) are not significantly different than their carrying values, as these instruments bear interest at rates comparable to current market rates. The fair values of all other financial instruments of the Corporation approximate their carrying values due to the short-term nature of these instruments.

Foreign Exchange Risk

The Facilities derive revenue, incur expenses and make distributions to their owners, including the Corporation, in U.S. dollars. The Corporation pays dividends to common shareholders and incurs a portion of its expenses in Canadian dollars. The amounts of distributions from the Facilities to their owners, including the Corporation and non-controlling interest holders, are dependent on the results of the operations and cash flows generated by the Facilities in any particular period.

Strengthening of the Canadian dollar against the U.S. dollar negatively impacts currency translation differences with respect to the funds available for the Corporation's Canadian dollar denominated dividend and interest payments and expenses. A weakening Canadian currency in relation to U.S. currency has the opposite effect.

The graph below shows the movement of the monthly average exchange rates between Canadian and U.S. dollars since October 2018:



The Corporation may, from time to time, enter into foreign exchange forward contracts dependent upon actual or anticipated company performance and current market conditions. As of September 30, 2023, the Corporation did not hold any foreign exchange forward contracts.

Credit Risk

The substantial portion of the Corporation’s accounts receivable balance is with U.S. governmental payors and health insurance companies which are assessed as having a low risk of default and is consistent with the Facilities’ history with these payors. Management reviews reimbursement rates and aging of the accounts receivable to monitor its credit risk exposure. On an ongoing basis, management assesses the circumstances affecting the recoverability of its accounts receivable and adjusts allowances based on changes in those factors. Actual bad debts for a trailing period are compared with the allowance to support the estimate of recoverability. Considerations related to historical experience are also factored into the valuation of the current period accounts receivable.

From time to time, the Corporation may enter into foreign exchange forward contracts and may place excess funds for investment with certain financial institutions. Investment of excess funds is guided by the investment policy of the Corporation that, among other things, (i) prescribes the eligible types of investments, and (ii) establishes limits on the amounts that can be invested with any one financial institution.

Interest Rate Risk

The Corporation and the Facilities are exposed to interest rate fluctuations which can impact their borrowing costs. The Facilities use floating rate credit facilities for operating lines of credit that fund short-term working capital needs and use fixed rate debt to fund investments and capital expenditures.

Share Price Risk

The Corporation’s exchangeable interest liability is measured on quoted market prices of its common shares in active markets and, therefore, the Corporation is exposed to variability in net income as prices change. Share

price risk includes the impact of foreign exchange because common shares are quoted in Canadian dollars. The Corporation does not have any hedges against price risk.

Liquidity Risk

Liquidity risk is the risk that the Corporation, including its Facilities, will not be able to meet its financial obligations as they become due. The Corporation manages liquidity risk through the management of its capital structure and financial leverage. The Corporation also manages liquidity risk by continuously monitoring actual and projected cash flows and by taking into account the receipts and maturity profile of financial assets and liabilities. The board of directors of the Corporation reviews and approves operating and capital budgets, as well as any material transactions outside the ordinary course of business.

12. RELATED PARTY TRANSACTIONS

A member of the Corporation’s board of directors is a minority owner of a Facility of the Corporation and a member of an ownership group that owns and leases hospital real estate to the Facility, for which the Facility paid rent for the nine months ended September 30, 2023 of \$3.4 million (September 30, 2022: \$3.4 million).

Certain Facilities routinely enter into transactions with related parties for the provision of services relating to the use of facility space and equipment. These parties are considered related as the Facilities have significant influence over these parties. Such transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed by the related parties.

SFSH had a wholly owned subsidiary designed to function as an ACO. The ACO was approved for participation in the Medicare Shared Savings Program, which is an incentive program established under the provisions of the PPACA. As one of the initiatives of the ACO, SFSH entered into an agreement with Great Plains Surgical, LLC (“Great Plains”), an entity controlled by certain indirect non-controlling owners of SFSH, for the provision of management services in relation to the orthopedic service line at SFSH to improve the quality of services provided and realize savings on implants and other supplies used in that service line. In addition to the payment of fees for providing management of the orthopedic service line, Great Plains is entitled to receive performance payments for realized cost savings and the attainment of quality levels. The previous ACO ended December 31, 2021. It was replaced by a new ACO starting January 1, 2022, in which SFSH is a 50% owner through a wholly owned subsidiary that also provides management services to the new ACO.

The following is a summary of transactions at each Facility with their respective related parties during the reporting periods:

<i>Unaudited</i> <i>In thousands of U.S. dollars</i>		Three Months Ended September 30,		Nine Months Ended September 30,	
Entity	Nature of services or goods received	2023	2022	2023	2022
		\$	\$	\$	\$
ASH	Lease of facility building and anesthesia equipment.	1,109	1,105	3,338	3,328
OSH	Lease of hospital building and office space.	636	636	1,908	1,908
BHSH	Provision of physical therapy services, physician professional services, intraoperative monitoring services, and provision of parking space.	409	515	1,390	1,485
SFSH	Provision of management services in relation to orthopedic service line and ACO, physician professional fees, anesthesia services, physical and occupational therapy services, medical products and implants, lithotripter services, laundry services, facility and related equipment, shared services, and lease of urgent care building.	3,051	2,658	9,481	7,842
MFC Nueterra ASCs	Provision of management services, physician professional services, and lease of ASC building.	53	509	810	1,375
Total		5,258	5,423	16,927	15,938

13. CRITICAL ACCOUNTING JUDGMENTS AND ESTIMATES

The Corporation estimates certain amounts reflected in its financial statements based on historical experience, current trends and other assumptions that are believed to be reasonable under the circumstances. Actual results could differ from those estimates because of the uncertainties inherent in making assumptions and estimates regarding unknown future outcomes. Note 20.23 to the annual financial statements details significant accounting judgments and estimates used in the preparation of the Corporation's financial statements.

The accounting estimates discussed below are highlighted because they require difficult, subjective, and complex management judgments. The Corporation believes that each of its assumptions and estimates is appropriate to the circumstances and represents the most likely future outcome.

Revenue

Significant management judgment is involved in applying the portfolio approach to major payor classes to estimate the explicit and implicit price concessions. Estimates of explicit price concessions are based on contractual agreements, discount policies and historical experience. Estimates of implicit price concessions are based on historical collection experience.

Allowance for Non-Collectible Receivable Balances

The Facilities maintain an allowance for non-collectible receivable balances for estimated losses resulting from the inability to collect on its accounts receivable. Estimation of allowance for non-collectible receivable balances involves uncertainty about future collections which could differ from the original estimates. The allowance for non-collectible receivable balances is subject to change as general economic, industry and customer specific conditions change.

Impairment of Non-Financial Assets

Non-financial assets that have an indefinite useful life, such as goodwill, certain trade names and certain hospital operating licenses, are tested at least annually for impairment and when events or changes in circumstances indicate that the carrying amount may not be recoverable. Non-financial assets that have a definite useful life which are subject to amortization are reviewed for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable.

The methodology used to test for impairment includes significant judgment, estimates, and assumptions. Impairment exists when the carrying amount of an asset or cash-generating unit ("CGU") exceeds its recoverable amount, which is the higher of its value in use ("VIU") and fair value less costs of disposal ("FVLCD"). The two approaches are as follows: 1) VIU approach – the estimated future cash flows, discounted to their present value using a post-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset, and 2) FVLCD approach – the trailing twelve months EBITDA multiplied by a market multiple relevant to the CGU. As a result, any impairment losses are a result of management's best estimates of expected revenues, expenses, cash flows, discount rates, and market multiples at a specific point in time. These estimates are subject to measurement uncertainty as they are dependent on factors outside of management's control. In addition, by their nature, impairment tests involve a significant degree of judgment as expectations concerning future cash flows and the selection of appropriate market inputs are subject to considerable risks and uncertainties.

Management has identified five CGUs for which impairment testing is performed annually and if a triggering event has occurred requiring an impairment test to be completed. The Facilities represent subsidiary operations which are independent of each other, and are therefore identified as separate CGUs.

Management is required to use judgment in determining the grouping of assets to identify their CGUs for the purposes of testing property and equipment for impairment. Judgment is further required to determine appropriate groupings of CGUs for the level at which goodwill and indefinite life intangible assets are tested for impairment. In addition, judgment is used to determine whether a triggering event has occurred requiring an impairment test to be completed.

Factors considered by management in determining a triggering event include: deterioration in market and economic conditions, volatility in the financial markets causing declines in the Corporation's share price, increases in the Corporation's weighted-average cost of capital, changes in valuation multiples, changes to healthcare legislation in the United States both federally and in the jurisdictions in which the Facilities operate, changes to the physician complement at the Facilities, decreases in expected future reimbursement rates, declining patient referrals, physical conditions of facilities and equipment, and increased costs of inputs, such as drugs, supplies, and labour.

When considered significant, management incorporates changes to these factors in its estimated future cash flows to assess the impact on the recoverable amount of its non-financial assets.

Management calculates the recoverable amount of each CGU using EBITDA specific to each CGU by a multiple determined using market data, such as EBITDA to market capitalization ratios of comparable publicly traded companies and recent prices for capital transactions within the industry. Management has estimated cost to dispose to be 1% of the fair value of the CGUs, based on recent market data. To assess reasonableness of recoverable amounts, management reconciles the recoverable amounts of its CGUs to the enterprise value of the Corporation as of the reporting date based on (i) the market capitalization of the outstanding common shares, and (ii) the Corporation's portion of the Facilities' long-term debt and lease liabilities, less (iii) cash on hand.

Management performed an assessment of impairment indicators mentioned above as of September 30, 2023, and determined that there has been no impairment of non-financial assets, including goodwill and other intangibles.

Taxes

Uncertainties exist with respect to the interpretation of complex tax regulations and the amount and timing of deferred taxable income. The Corporation's income tax assets and liabilities are based on interpretations of income tax legislation across various jurisdictions in Canada and the United States. The Corporation's effective tax rate can change from year to year based on the mix of income among different jurisdictions, changes in tax laws in these jurisdictions, and changes in the estimated value of deferred tax assets and liabilities. The Corporation's income tax expense reflects an estimate of the cash taxes the Corporation is expected to pay for the current year and a provision for changes arising in the values of deferred tax assets and liabilities during the year. The carrying value of these assets and liabilities is impacted by factors such as accounting estimates inherent in these balances, management's expectations about future operating results, and previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authorities. Such differences in interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective legal entity's domicile. On a regular basis, management assesses the likelihood of recovering value from deferred tax assets, such as loss carry forwards, as well as from the depreciation of capital assets, and adjusts the tax provision accordingly.

Deferred tax assets are recognized for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be used. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based on the likely timing and the level of future taxable profits together with future tax-planning strategies. If management's estimates or assumptions change from those used in current valuation, management may be required to recognize an adjustment in future

periods that would increase or decrease deferred income tax asset or liability and increase or decrease income tax expense.

14. DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROLS OVER FINANCIAL REPORTING

Management is responsible for the financial information published by the Corporation. In accordance with National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*, the Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO") have certified that the quarterly filings fairly present in all material respects the financial condition, results of operations and cash flows and have also certified regarding controls as described below.

Under the supervision of, and with the participation of the CEO and the CFO, management has designed disclosure controls and procedures ("DC&P") to provide reasonable assurance that (i) material information relating to the Corporation, including its consolidated subsidiaries, is made known to the CEO and the CFO by others within those entities for the period in which the annual and interim filings of the Corporation are being prepared, and (ii) information required to be disclosed by the Corporation in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in applicable securities legislation.

In addition to DC&P, under the supervision of, and with the participation of the CEO and the CFO, management has designed internal controls over financial reporting ("ICFR") using the 2013 Committee of Sponsoring Organizations of the Treadway Commission ("COSO") framework to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the consolidated financial statements for external purposes in accordance with IFRS.

There have been no changes in the Corporation's ICFR during the period beginning on July 1, 2023 and ending on September 30, 2023, that have materially affected, or are reasonably likely to materially affect, the Corporation's ICFR.

15. RISK FACTORS

The Corporation's annual MD&A contains a summary of risk factors pertaining to the Corporation, which should be read in conjunction with the detailed information on risk factors appearing in the Corporation's most recently filed annual information form available on SEDAR at www.sedar.com. There have been no changes in the nature or the number of risk factors pertaining to the Corporation since the date of the most recently filed annual information form (March 31, 2023). The disclosures in this MD&A are subject to the risk factors outlined in those materials.

16. NEW AND REVISED IFRS NOT YET ADOPTED

There are no relevant new and revised IFRS that have been issued but are not yet effective, and not yet adopted by the Corporation.