

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Medical Facilities Corporation (the “Company”)
4576 Yonge Street, Suite 701
Toronto, Ontario
M2N 6N4

Item 2 Date of Material Change

January 30, 2026

Item 3 News Release

The Company issued and filed a news release on February 2, 2026. A copy of the news release is attached as Schedule “A” hereto and is available on SEDAR+ at www.sedarplus.ca.

Item 4 Summary of Material Change

On February 2, 2026 the Company announced that its wholly-owned subsidiary, Medical Facilities (USA) Holdings Inc., completed the sale of its 63.95555% interest in Oklahoma Spine Hospital, LLC (“OSH”), located in Oklahoma City, OK, to SSM Health Care of Oklahoma, Inc. (“SSM”) and an entity owned by OSH’s physician partners. SSM and the physician partners acquired 55.50032% and 8.45523%, respectively, of the equity securities of OSH, for a total purchase price of USD\$46.0 million, subject to customary purchase price adjustments.

Item 5 Full Description of Material Change

A full description of the material change is provided in the news release attached as Schedule “A”.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

The material change report is not being filed on a confidential basis.

Item 7 Omitted Information

No information has been omitted.

Item 8 Executive Officer

For further information, please contact:

David Watson
Chief Financial Officer
Medical Facilities Corporation
877.402.7162
investors@medicalfc.com

Item 9

Date of Report

February 6, 2026

Schedule "A"
NEWS RELEASE

(See attached)



NEWS RELEASE

Medical Facilities Corporation Announces Sale of Oklahoma Spine Hospital, LLC and The Surgery Center of Newport Coast, LLC

TORONTO, Ontario, February 2, 2026 – Medical Facilities Corporation (“MFC” or the “Corporation”) (TSX: DR), announced that its wholly-owned subsidiary, Medical Facilities (USA) Holdings Inc. (“MFH”), has completed the sale of its 63.95555% interest in Oklahoma Spine Hospital, LLC (“OSH”), located in Oklahoma City, OK, to SSM Health Care of Oklahoma, Inc. (“SSM”) and an entity owned by OSH’s physician partners. SSM and the physician partners acquired 55.50032% and 8.45523%, respectively, of the equity securities of OSH, for a total purchase price of \$46.0 million, subject to customary purchase price adjustments (the “Transaction”). All amounts are expressed in U.S. dollars.

“We sincerely thank our partners at SSM and the OSH physicians for their collaboration on this transaction,” said Jason Redman, President and CEO of MFC. “We are pleased to have worked alongside such a talented group to achieve our shared goals and remain confident that OSH is well positioned for future success under SSM’s leadership.”

Adina Storch, Chair of the Board of Directors of MFC, noted “This transaction aligns with MFC’s strategic direction, allowing us to maximize the return of capital to our shareholders and to focus on our core assets. This divestiture enables us to continue delivering high-quality healthcare services in our key markets while creating value for our shareholders.”

For the fiscal year ended December 31, 2024, excluding government stimulus income, OSH generated facility service revenue of \$76.4 million and income from operations of \$6.7 million, representing 23.0% and 13.6% of MFC’s consolidated facility service revenue and income from operations, respectively.

The Corporation also completed the sale of its ambulatory surgery center, The Surgery Center of Newport Coast, LLC d/b/a Newport Center Surgical, located in Newport Beach, CA, to Newport Center GK, LLC for \$1.5 million on December 31, 2025.

The Corporation is currently evaluating various alternatives for the majority of the anticipated net proceeds, including repurchasing shares under the Corporation’s normal course issuer bid, making a substantial issuer bid, and/or making distributions to shareholders.

About Medical Facilities

Medical Facilities, in partnership with physicians, owns two highly rated, high-quality surgical facilities in the United States. MFC's ownership includes controlling interests in two specialty surgical hospitals located in Arkansas and South Dakota. The specialty surgical hospitals perform scheduled surgical, imaging, diagnostic and other procedures, including primary and urgent care, and derive their revenue from the fees charged for the use of their facilities. For more information, please visit www.medicalfacilitiescorp.ca.

Caution concerning forward-looking statements

Statements made in this news release, other than those concerning historical financial information, may be forward-looking and therefore subject to various risks and uncertainties. Some forward-looking statements may be identified by words like "may", "will", "anticipate", "estimate", "expect", "intend", or "continue" or the negative thereof or similar variations. Certain material factors or assumptions are applied in making forward-looking statements and actual results may differ materially from those expressed or implied in such statements. Factors that could cause results to vary include those identified in Medical Facilities' filings with Canadian securities regulatory authorities such as legislative or regulatory developments, intensifying competition, technological change and general economic conditions. All forward-looking statements presented herein should be considered in conjunction with such filings. Medical Facilities does not undertake to update any forward-looking statements, except as required by law; such statements speak only as of the date made.

For further information, please contact:

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