MANAGEMENT'S DISCUSSION AND ANALYSIS OF CONSOLIDATED FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED MARCH 31, 2018

May 9, 2018

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 (the "financial statements") of the Corporation for the three months ended March 31, 2018, 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, 2017, 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, 2017 ("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 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. 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 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 cash flows from operations before changes in non-cash working capital and certain non-cash adjustments, less maintenance capital expenditures, interest and principal repayments on non-revolving debt obligations, non-controlling interest in cash flows at the Facility (defined below) level. 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.

- **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.

- **Earnings before interest, taxes, depreciation and amortization** ("EBITDA") is a non-IFRS financial measure defined as income for the period before (i) finance costs, (ii) income taxes, (iii) depreciation of property and equipment, and (iv) amortization of other intangibles.

- **Adjusted EBITDA** is a non-IFRS financial measure defined as EBITDA before goodwill impairment.

- **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.

3. BUSINESS OVERVIEW

The Corporation is a British Columbia corporation. The capital of the Corporation is in the form of publicly traded common shares and 5.9% convertible unsecured subordinated debentures ("convertible debentures"). The Corporation's current monthly dividend on its common shares is Cdn$0.09375 per share.

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 the power to govern, and derives substantially all of its income from, 13 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 13 Facilities are comprised of five SSHs located in Arkansas,

Indiana, Oklahoma, and South Dakota, and eight ASCs located in Arkansas, California, Michigan, Nebraska, Ohio, Oregon and Pennsylvania. ASCs are specialized surgical centers that only provide outpatient procedures, whereas SSHs are licensed for both inpatient and outpatient surgeries. The SSHs and ASCs 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, three of the SSHs provide urgent care services and two of the SSHs provide primary care services to their communities.

The Corporation holds a 51% controlling interest in Integrated Medical Delivery, L.L.C. ("IMD"), a diversified healthcare service company located in Oklahoma City, Oklahoma that provides third-party business solutions to healthcare entities such as physician practices, facilities, and insurance companies.

The Corporation has a 92% interest in RRI Mishawaka Hospital, LP ("RRIMH"), which owns the real estate assets underlying Unity Medical and Surgical Hospital.

On January 12, 2018, the Corporation, through its indirect subsidiary, entered into an agreement with Nueterra MF Holdings, LLC to form a partnership, MFC Nueterra Holding Company, LLC ("MFC Nueterra Partnership"), in which the Corporation holds a 94.25% indirect interest. On February 1, 2018, MFC Nueterra Partnership completed an acquisition of indirect interests for the Corporation, representing between approximately 40% to 56% in seven ASCs ("MFC Nueterra ASCs") situated in Arkansas, Michigan, Missouri, Nebraska, Ohio, Oregon and Pennsylvania. The physicians at the MFC Nueterra ASCs specialize in orthopedics, neurosurgery, ophthalmology, and pain management, along with sub-specialties in otolaryngology, gastroenterology, cosmetic surgery, general surgery and podiatry. Combined, the MFC Nueterra ASCs have 18 operating rooms and eight procedure rooms.

The total purchase price paid by MFC Nueterra Partnership was $46,500. The Corporation's portion of the purchase price of $43,850 was funded by cash on hand and a draw on its credit facility. The transaction is accounted for as a business combination with the Corporation consolidating 100% of the operations as at the acquisition date. The assets and liabilities of the MFC Nueterra ASCs are included in its consolidated financial statements.

On October 6, 2017, the Corporation and its subsidiary, Arkansas Surgical Hospital ("ASH"), entered into an agreement with a third party to establish an urgent care center in Sherwood, Arkansas. The ASH Urgent Care and Occupational Medicine ("ASH UC") offers one-stop care for non-life-threatening illnesses or injuries. The total investment by the Corporation and ASH was $272. ASH UC began operations on January 5, 2018. Based on a combined 60.4% ownership by the Corporation, the assets and liabilities of ASH UC are consolidated in the Corporation's financial statements, with the 39.6% non-controlled portion of the investment presented under non-controlling interest in the statements of income and comprehensive income.

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 owners 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. The non-controlling interest owners of several Facilities have exercised portions of their exchangeable interests.

Summary of Facility Information as of March 31, 2018

	Arkansas Surgical Hospital ("ASH")	**Unity Medical and Surgical Hospital ("UMASH")**	**Oklahoma Spine Hospital ("OSH")**	**Black Hills Surgical Hospital ("BHSH")**	**Sioux Falls Specialty Hospital ("SFSH")**	**The Surgery Center of Newport Coast ("SCNC")**	**MFC Nueterra ASCs ("MFC Nueterra")**
Location	North Little Rock Arkansas	Mishawaka Indiana	Oklahoma City Oklahoma	Rapid City South Dakota	Sioux Falls South Dakota	Newport Beach California	Seven locations[2]
Year Opened	2005	2009	1999	1997	1985	2004	2006-2011
Year Acquired by the Corporation	2012	2016	2005	2004	2004	2008	2018
Ownership Interest	51.0%	62.0%	60.3%	54.2%	51.0%	51.0%	40-56%[2]
Non-controlling Interest	49.0%	38.0%	39.7%	45.8%	49.0%	49.0%	44-60%[2]
Exchangeable Interest	5.0%	-	4.7%	10.8%	14.0%	-	-
Size	126,000 sq ft	49,000 sq ft	61,000 sq ft	75,000 sq ft	76,000 sq ft	7,000 sq ft	5,000-13,200 sq ft
Operating/Procedure Rooms	11/2	4/2	7/2	11	14	2/1	18/8
Overnight Rooms	41[1]	29	25	26	34	-	-

[1] *Licensed for 49 beds.*

[2] *Through the MFC Nueterra Partnership, the Corporation owns indirect interests between approximately 40% to 56% in seven ASCs, situated in Arkansas, Michigan, Missouri, Nebraska, Ohio, Oregon and Pennsylvania.*

4. FINANCIAL AND PERFORMANCE HIGHLIGHTS

Selected Financial Information

	Three Months Ended March 31,	
In thousands of U.S. dollars, except per share amounts and as indicated otherwise	**2018**	**2017**
Facility service revenue	97,618	89,004
Operating expenses	83,495	75,684
Income from operations	14,123	13,320
Net income and comprehensive income for the period	10,529	4,739
Attributable to:		
Owners of the Corporation	4,228	(516)
Non-controlling interest[1]	6,301	5,255
Earnings (loss) per share attributable to owners of the Corporation		
Basic	$ 0.14	($ 0.02)
Fully diluted	$ 0.12	($ 0.02)
EBITDA[2]	20,068	20,103
Cash available for distribution[2]	C$ 9,438	C$ 10,795
Distributions[2]	C$ 8,705	C$ 8,732
Cash available for distribution per common share[2]	C$ 0.31	C$ 0.35
Distributions per common share[2]	C$ 0.28	C$ 0.28
Payout ratio[2]	92.2%	80.9%

[1] Net income and comprehensive income attributable to owners of the Corporation fluctuates significantly between the periods due to variations in finance costs, primarily in the values of convertible debentures and exchangeable interest liability, and income taxes; these charges are incurred at the corporate level rather than at Facility level. On the other hand, net income and comprehensive income attributable to non-controlling interest represents the interest of the Facilities' non-controlling interests 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 Section 5 under "Reconciliation of net income and comprehensive income for the period to EBITDA".

Selected Financial Information for the Three Months Ended March 31, 2018 Compared to the Three Months Ended March 31, 2017

For the three months ended March 31, 2018, revenue was $97.6 million, an increase of 9.7% from $89.0 million for the same period in 2017 as MFC Nueterra ASCs generated $6.0 of incremental revenue, with the remainder of the growth coming from same Facility operations. EBITDA was $20.1 million or 20.6% of revenue compared to $20.1 million or 22.6% for the same period last year. Net income and comprehensive income for the period was $10.5 million compared to $4.7 million in 2017, with the increase mainly attributable to the decrease in the values of exchangeable interest liability and convertible debentures (refer to Section 5 "Consolidated Operating and Financial Review" of this MD&A under the headings "Change in Value of Convertible Debentures" and "Change in Value of Exchangeable Interest Liability"). The Corporation generated cash available for distribution of Cdn$9.4 million, representing a decrease of $1.4 million or 12.6% from Cdn$10.8 million in the prior year. Distributions per common share remained consistent between the years at Cdn$0.28, while the payout ratio was 92.2% compared to 80.9% for the three months ended March 31, 2017. 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

Three Months Ended March 31, 2018

The following table and discussion compare operating and financial results of the Corporation for the three months ended March 31, 2018 to the three months ended March 31, 2017.

Unaudited	Three Months Ended March 31,			
In thousands of U.S. dollars, except per share amounts	**2018**	**2017**	**$ Change**	**% Change**
Facility service revenue	**97,618**	**89,004**	**8,614**	**9.7%**
Operating expenses				
Salaries and benefits	28,902	26,184	2,718	10.4%
Drugs and supplies	29,987	26,581	3,406	12.8%
General and administrative expenses	18,661	16,136	2,525	15.6%
Depreciation of property and equipment	2,704	2,806	(102)	(3.6%)
Amortization of other intangibles	3,241	3,977	(736)	(18.5%)
	83,495	**75,684**	**7,811**	**10.3%**
Income from operations	**14,123**	**13,320**	**803**	**6.0%**
Finance costs				
Increase (decrease) in value of convertible debentures	(684)	1,326	(2,010)	(151.6%)
Increase (decrease) in value of exchangeable interest liability	(1,820)	3,623	(5,443)	(150.2%)
Interest expense on exchangeable interest liability	2,515	2,446	69	2.8%
Interest expense, net of interest income	1,374	1,586	(212)	(13.4%)
Loss (gain) on foreign currency	200	(116)	316	272.4%
	1,585	**8,865**	**(7,280)**	**(82.1%)**
Income before income taxes	**12,538**	**4,455**	**8,083**	**181.4%**
Income tax expense (recovery)	2,009	(284)	2,293	807.4%
Net income and comprehensive income for the period	**10,529**	**4,739**	**5,790**	**122.2%**
Attributable to:				
Owners of the Corporation	4,228	(516)	4,744	919.4%
Non-controlling interest	6,301	5,255	1,046	19.9%
Basic earnings (loss) per share attributable to owners of the Corporation	$ 0.14	($ 0.02)	0.16	800.0%
Fully diluted earnings (loss) per share attributable to owners of the Corporation	$ 0.12	($ 0.02)	0.14	700.0%
Reconciliation of net income and comprehensive income for the period to EBITDA[1]				
Net income and comprehensive income for the period	**10,529**	**4,739**	**5,790**	**122.2%**
Income tax expense (recovery)	2,009	(284)	2,293	807.4%
Finance costs	1,585	8,865	(7,280)	(82.1%)
Depreciation of property and equipment	2,704	2,806	(102)	(3.6%)
Amortization of other intangibles	3,241	3,977	(736)	(18.5%)
EBITDA[1]	**20,068**	**20,103**	**(35)**	**(0.2%)**

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

Revenue

Unaudited	Three Months Ended March 31,			
In thousands of U.S. dollars	**2018**	**2017**	**$ Change**	**% Change**
ASH	15,467	17,235	(1,768)	(10.3%)
UMASH	8,979	5,713	3,266	57.2%
OSH	15,514	15,428	86	0.6%
BHSH	22,678	21,998	680	3.1%
SFSH	26,382	26,017	365	1.4%
SCNC	1,984	1,920	64	3.3%
MFC Nueterra ASCs	5,982	-	5,982	N/A
RRIMH	561	550	11	2.0%
IMD	1,496	1,636	(140)	(8.6%)
Intercompany eliminations	(1,425)	(1,493)	68	4.6%
Facility service revenue	**97,618**	**89,004**	**8,614**	**9.7%**

For the three months ended March 31, 2018, revenue increased over 2017 by $8.6 million or 9.7%. The increase was primarily attributable to the acquisition of the MFC Nueterra ASCs which contributed $6.0 million to the overall increase, higher case volume of $1.6 million, and a net positive impact of changes in case and payor mix of $0.9 million.

Total surgical cases increased by 2,529 cases or 29.1%, with inpatient and outpatient cases increasing by 1.7% and 43.3%, respectively. Same Facility surgical case volume was flat, as notable volume increases at UMASH and BHSH, were offset by decreases at ASH and SFSH. MFC Nueterra drove the overall surgical case increase by adding 2,514 outpatient cases. Including the impact of MFC Nueterra, surgical case volume growth over the same period last year came predominantly from Commercial Insurance and Medicare, as they grew by 73.5% and 45.8%, respectively.

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

- ASH recorded a decrease in revenue mainly due to lower case volume and a shift in case mix.
- UMASH recorded an increase in revenue mainly due to higher case volume and a shift in case mix, partially offset by changes in payor mix.
- OSH's revenue increased mainly due to higher surgical case volume, partially offset by fewer pain procedures and a shift in payor mix.
- BHSH's revenue increased mainly due to higher case volume, partially offset by lower revenue per case due to case and payor mix.
- SFSH's revenue increase was primarily due to changes in case mix, with increases in total knee and spine cases, partially offset by lower margin case volume and a change in payor mix.
- SCNC's revenue increased mainly due to payor mix changes and increased case volume partially offset by case mix.
- MFC Nueterra ASCs contributed revenue to the overall increase subsequent to the February 1, 2018 acquisition date.
- RRIMH's revenue, which was fully eliminated, was relatively unchanged.
- IMD's revenue decreased mainly due to a decline in fees from client billing services.

- The intercompany revenue elimination relates primarily to IMD's service revenue from OSH and RRIMH's rental revenue from UMASH.

Operating Expenses

Consolidated operating expenses, including salaries and benefits, drugs and supplies, general and administrative expenses, depreciation of property and equipment, and amortization of other intangibles, ("operating expenses") totaled $83.5 million, an increase of $7.8 million or 10.3%. As a percentage of revenue, operating expenses increased to 85.5% from 85.0% in the same period a year earlier.

Unaudited	Three Months Ended March 31,					
In thousands of U.S. dollars	**2018**	**Percentage of Revenue**	**2017**	**Percentage of Revenue**	**$ Change**	**% Change**
ASH	12,851	83.1%	13,390	77.7%	(539)	(4.0%)
UMASH	9,074	101.1%	8,462	148.1%	612	7.2%
OSH	14,080	90.8%	13,154	85.3%	926	7.0%
BHSH	16,505	72.8%	15,875	72.2%	630	4.0%
SFSH	18,634	70.6%	17,509	67.3%	1,125	6.4%
SCNC	1,607	81.0%	1,589	82.8%	18	1.1%
MFC Nueterra ASCs	5,067	84.7%	-	N/A	5,067	N/A
RRIMH	174	31.0%	159	28.9%	15	9.4%
IMD	1,098	73.4%	1,147	70.1%	(49)	(4.3%)
Corporate and intercompany eliminations	4,405	N/A	4,399	N/A	6	0.1%
Operating expenses	**83,495**	**85.5%**	**75,684**	**85.0%**	**7,811**	**10.3%**

Consolidated salaries and benefits increased by $2.7 million or 10.4%, primarily due to increases at the Facility level attributable to the MFC Nueterra ASCs ($1.2 million), wage increases ($0.7 million), and benefit cost increases ($0.4 million). As a percentage of revenue, consolidated salaries and benefits marginally increased to 29.6% from 29.4% a year earlier.

Consolidated drugs and supplies increased by $3.4 million or 12.8%, primarily driven by the MFC Nueterra ASCs ($2.0 million), higher case volumes ($1.1 million), and case mix changes ($0.1 million). As a percentage of revenue, the consolidated cost of drugs and supplies increased to 30.7% from 29.9% a year earlier.

Consolidated general and administrative expenses ("G&A") increased by $2.5 million or 15.6%. The increase in G&A was mainly attributable to the MFC Nueterra ASCs ($1.7 million), increased professional fees related to acquisition activity at the corporate office ($0.5 million), higher orthopedic service line costs at SFSH ($0.3 million), and marketing, IT, building and maintenance costs ($0.3 million). As a percentage of revenue, consolidated G&A increased to 19.1% from 18.1% a year earlier.

Consolidated depreciation of property and equipment was lower by $0.1 million or 3.6%. As a percentage of revenue, consolidated depreciation of property and equipment decreased to 2.8% from 3.2% a year earlier.

Consolidated amortization of other intangibles decreased by $0.7 million or 18.5% mainly due to certain intangible assets being fully amortized. As a percentage of revenue, consolidated amortization of other intangibles declined to 3.3% from 4.5% a year earlier.

Income from Operations

Consolidated income from operations for the three months ended March 31, 2018 of $14.1 million was $0.8 million or 6.0% higher than consolidated income from operations of $13.3 million, recorded a year earlier, representing 14.5% of revenue, compared to 15.0% in the same period in 2017. The increase is mainly the result of higher income from UMASH ($2.7 million) and the MFC Nueterra ASC's contribution of $0.9 million, partially offset by declines at other Facilities ($2.8 million).

Unaudited	Three Months Ended March 31,					
In thousands of U.S. dollars	**2018**	**Percentage of Revenue**	**2017**	**Percentage of Revenue**	**$ Change**	**% Change**
ASH	2,616	16.9%	3,845	22.3%	(1,229)	(32.0%)
UMASH	(95)	(1.1%)	(2,749)	(48.1%)	2,654	96.5%
OSH	1,434	9.2%	2,275	14.7%	(841)	(37.0%)
BHSH	6,173	27.2%	6,122	27.8%	51	0.8%
SFSH	7,748	29.4%	8,508	32.7%	(760)	(8.9%
SCNC	377	19.0%	332	17.3%	45	13.6%
MFC Nueterra ASCs	915	15.3%	-	-	915	N/A
RRIMH	387	69.0%	391	71.1%	(4)	(1.0%)
IMD	398	26.6%	489	29.9%	(91)	(18.6%)
Corporate	(5,830)	N/A	(5,893)	N/A	63	1.1%
Income from operations	**14,123**	**14.5%**	**13,320**	**15.0%**	**803**	**6.0%**

Finance Costs

Change in Value of Convertible Debentures

The convertible debentures are recorded as a financial liability at fair value and re-measured at each reporting date and the changes in fair value are included in net income and comprehensive income for the respective periods. Changes in the recorded value of the convertible debentures are driven by the changes in the market price of the Corporation's convertible debentures and fluctuations in the value of the Canadian dollar against the U.S. dollar.

The following table provides a calculation of the change in fair value of convertible debentures for the reporting periods:

In thousands of U.S. dollars, except as indicated otherwise	**March 31, 2018** *Unaudited*	**December 31, 2017**	**Change**	**March 31, 2017** *Unaudited*	**December 31, 2016**	**Change**
Face value of convertible debentures outstanding	C$41,743	C$41,743	-	C$41,743	C$41,743	-
Closing price of convertible debentures outstanding	C$101.50	C$101.00	C$0.50	C$106.50	C$103.26	C$3.24
Closing exchange rate of U.S. dollar to Canadian dollar	C$1.2898	C$1.2573	C$0.0325	C$1.3299	C$1.3427	(C$0.0128)
Market value of convertible debentures outstanding	**32,849**	**33,533**	**(684)**	**33,428**	**32,102**	**1,326**

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

In thousands of U.S. dollars, except as indicated otherwise	**March 31, 2018** *Unaudited*	**December 31, 2017**	**Change**	**March 31, 2017** *Unaudited*	**December 31, 2016**	**Change**
Number of common shares to be issued for exchangeable interest liability	6,001,936	5,929,304	72,632	5,820,157	5,886,925	(66,768)
Closing price of the Corporation's common shares	C$14.03	C$14.23	(C$0.20)	C$18.43	C$17.57	C$0.86
Closing exchange rate of U.S. dollar to Canadian dollar	C$1.2898	C$1.2573	C$0.0325	C$1.3299	C$1.3427	(C$0.0128)
Exchangeable interest liability	**65,287**	**67,107**	**(1,820)**	**80,657**	**77,034**	**3,623**

Interest on Exchangeable Interest Liability

Interest expense on the exchangeable interest liability increased by 2.8% primarily due to the variation in distributions from the Facilities between the reporting periods.

Interest Expense

Interest expense, net of interest income, decreased by $0.2 million mainly due to payments made against outstanding debt at the Facilities, resulting in lower interest expenses versus the prior year.

Foreign Currency

The Corporation's reporting currency is U.S. dollars; however, certain public company expenses and payments to holders of common shares and convertible debentures are made in Canadian dollars. Foreign currency losses increased by $0.3 million compared to the same quarter in 2017.

Income Tax

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

Unaudited	**Three Months Ended March 31,**			
In thousands of U.S. dollars	**2018**	**2017**	**$ Change**	**% Change**
Current income tax expense (recovery)	80	(262)	342	130.5%
Deferred income tax expense (recovery)	1,929	(22)	1,951	8,868.2%
Income tax expense (recovery)	**2,009**	**(284)**	**2,293**	**807.4%**

The increase in current income tax expense versus last year was due mainly to higher income from the Facilities, along with the variance in the deductibility of interest in the period. The increase in the deferred income tax expense versus the prior year was primarily attributable to the tax effect of the change in exchangeable interest liability.

Net Income and Comprehensive Income

A $5.8 million increase in net income and comprehensive income was mainly attributable to changes in the values of exchangeable interest liability and convertible debentures (refer to Section 5 "Consolidated Operating and Financial Review" of this MD&A under the headings "Change in Value of Exchangeable Interest Liability" and "Change in Value of Convertible Debentures") versus the prior year and higher income from operations, offset partially by higher income taxes.

EBITDA

EBITDA of $20.1 million was in line with $20.1 million recorded a year earlier, representing 20.6% of revenue compared to 22.6% a year earlier. EBITDA improvements at UMASH ($2.4 million) and the incremental contribution from MFC Nueterra ASCs ($1.0 million) were offset by decreases at the other Facilities. For a reconciliation of EBITDA to an applicable IFRS measure, see Section 5 under "Reconciliation of net income and comprehensive income for the period to EBITDA".

6. QUARTERLY OPERATING AND FINANCIAL RESULTS

Summary of Quarterly Operating and Financial Results from Continuing Operations

Unaudited	**2018**	**2017**				**2016**		
In thousands of U.S. dollars, except per share amounts	**Q1**	**Q4**	**Q3**	**Q2**	**Q1**	**Q4**	**Q3**	**Q2**
Facility service revenue	**97,618**	**111,266**	**88,974**	**96,085**	**89,004**	**107,994**	**78,806**	**76,728**
Operating expenses								
Salaries and benefits	28,902	29,673	26,418	26,174	26,184	27,949	22,787	22,961
Drugs and supplies	29,987	32,587	26,942	28,850	26,581	31,619	23,250	22,538
General and administrative expenses	18,661	16,927	16,266	17,944	16,136	16,162	13,147	12,305
Impairment of goodwill	-	8,400	-	-	-	-	-	-
Depreciation of property and equipment	2,704	3,022	2,816	2,868	2,806	2,805	2,253	2,048
Amortization of other intangibles	3,241	4,101	4,100	4,056	3,977	4,156	3,187	3,111
	83,495	**94,710**	**76,542**	**79,892**	**75,684**	**82,691**	**64,624**	**62,963**
Income from operations	**14,123**	**16,556**	**12,432**	**16,193**	**13,320**	**25,303**	**14,182**	**13,765**
Finance costs								
Increase (decrease) in value of convertible debentures	(684)	(585)	1,307	(618)	1,326	(4,495)	2,381	(166)
Increase (decrease) in value of exchangeable interest liability	(1,820)	(6,243)	8,017	(15,324)	3,623	(21,707)	10,856	15,560
Interest expense on exchangeable interest liability	2,515	1,968	2,121	2,155	2,446	2,181	1,823	2,024
Interest expense, net of interest income	1,374	1,213	1,612	1,483	1,586	1,745	1,079	696
Loss (gain) on foreign currency	200	127	(393)	(318)	(116)	284	150	12
	1,585	**(3,520)**	**12,664**	**(12,622)**	**8,865**	**(21,992)**	**16,289**	**18,126**
Income (loss) before income taxes	**12,538**	**20,076**	**(232)**	**28,815**	**4,455**	**47,295**	**(2,107)**	**(4,361)**
Income tax expense (recovery)	2,009	2,525	(2,397)	6,691	(284)	8,584	(1,730)	(4,986)
Income (loss) for the period from continuing operations	**10,529**	**17,551**	**2,165**	**22,124**	**4,739**	**38,711**	**(377)**	**625**
Attributable to:								
Owners of the Corporation	4,228	10,545	(3,560)	14,168	(516)	28,111	(6,836)	(5,718)
Non-controlling interest	6,301	7,006	5,725	7,956	5,255	10,600	6,459	6,343
Earnings (loss) per share attributable to owners of the Corporation from continuing operations:								
Basic	$0.14	$0.34	($0.11)	$0.46	($0.02)	$0.91	($0.22)	($0.18)
Fully diluted	$0.12	$0.20	($0.11)	$0.18	($0.02)	$0.31	($0.22)	($0.18)

Reconciliation of net income (loss) and comprehensive income (loss) for the period to EBITDA and Adjusted EBITDA[(1)]								
Income (loss) and comprehensive income (loss) for the period	**10,529**	17,551	2,165	22,124	4,739	38,711	(377)	625
Income tax expense (recovery)	2,009	2,525	(2,397)	6,691	(284)	8,584	(1,730)	(4,986)
Finance costs	1,585	(3,520)	12,664	(12,622)	8,865	(21,992)	16,289	18,126
Depreciation of property and equipment	2,704	3,022	2,816	2,868	2,806	2,805	2,253	2,048
Amortization of other intangibles	3,241	4,101	4,100	4,056	3,977	4,156	3,187	3,111
EBITDA[(1)]	**20,068**	**23,679**	**19,348**	**23,117**	**20,103**	**32,264**	**19,622**	**18,924**
Goodwill impairment	-	8,400	-	-	-	-	-	-
Adjusted EBITDA[(1)]	**20,068**	**32,079**	**19,348**	**23,117**	**20,103**	**32,264**	**19,622**	**18,924**

(1) Non-IFRS financial measure. 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:

- 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, 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. During the course of the last eight quarterly reporting periods, revenue has also been impacted by the periodic receipt of electronic health record incentive payments, development of urgent and primary care service lines, and new acquisitions.

- The changes in operating expenses are generally consistent with fluctuations in case volumes and case mix as well as development costs related to the Corporation's strategic move into urgent and primary care. In addition, operating expenses have been impacted by costs related to the establishment of an accountable care organization by SFSH as well as the entering by SFSH into a management agreement for the orthopedic service line (refer to Section 12 of this MD&A under heading "Related Party Transactions").

- In addition, revenue and operating expenses have been impacted by acquisitions in 2016 and 2018.

- The changes in the recorded value of the convertible debentures have been driven by the changes in the market price of the Corporation's convertible debentures and fluctuations in the value of the Canadian dollar against the U.S. dollar.

- 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 during the 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.

- 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 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 and taxable (deductible) foreign exchange gains (losses). 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 U.S. federal tax law changes enacted on December 22, 2017 (Public law no. 115-97, more commonly known by the name of "*The Tax Cuts and Jobs Act*" or "TCJA").

7. RECONCILIATION OF NON-IFRS FINANCIAL MEASURES

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

Unaudited		Three Months Ended March 31,	
In thousands of U.S. dollars, except as indicated otherwise		2018 $	2017 $
CASH PROVIDED BY OPERATING ACTIVITIES	**USD**	**22,117**	**17,469**
Non-controlling interest in cash flows of the Facilities[1]		(9,425)	(9,016)
Interest expense on exchangeable interest liability[2]		2,515	2,447
Difference between straight-line rent expense and actual payments made[3]		134	258
Maintenance capital expenditures[4]		(624)	(878)
Difference between accrual based amounts and actual cash flows related to interest and taxes[5]		(1,154)	(106)
Change in non-cash operating working capital items[6]		(4,786)	(948)
Share-based compensation[7]		(129)	(102)
Repayment of non-revolving debt[8]		(1,186)	(970)
CASH AVAILABLE FOR DISTRIBUTION	**USD**	**7,462**	**8,154**
	CDN	**9,438**	**10,795**
DISTRIBUTIONS	**CDN**	**8,705**	**8,732**
CASH AVAILABLE FOR DISTRIBUTION PER COMMON SHARE[9]	**CDN**	**$0.305**	**$0.348**
TOTAL DISTRIBUTIONS PER COMMON SHARE[9]	**CDN**	**$0.281**	**$0.281**
PAYOUT RATIO		**92.2%**	**80.9%**
Average exchange rate of Cdn$ to US$ for the period		1.2647	1.3238
Weighted average number of common shares outstanding		30,950,345	31,045,945

[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.*

[2] *Interest expense on exchangeable interest liability represents a notional amount of interest expense deducted in the determination of net income and comprehensive 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.*

[3] *Difference between straight-line rent expense and actual payments made represents the difference between rent expense recorded using the straight-line method over the life of the lease versus actual payments made. As a non-cash adjustment, this item is added back in the calculation of cash available for distribution.*

[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.*

[5] *Cash flows from operating activities, as presented in the Corporation's 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, income and withholding taxes is included in the above table.*

[6] *While changes in non-cash operating working capital are included in the calculation of cash provided by operating activities, 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] *Share-based compensation 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.*

[8] *Repayment of non-revolving debt at the Facility level reflects contractual obligations of the Facilities and is deducted in the calculation of cash available for distribution.*

[9] *Calculated based on the weighted average number of common shares outstanding.*

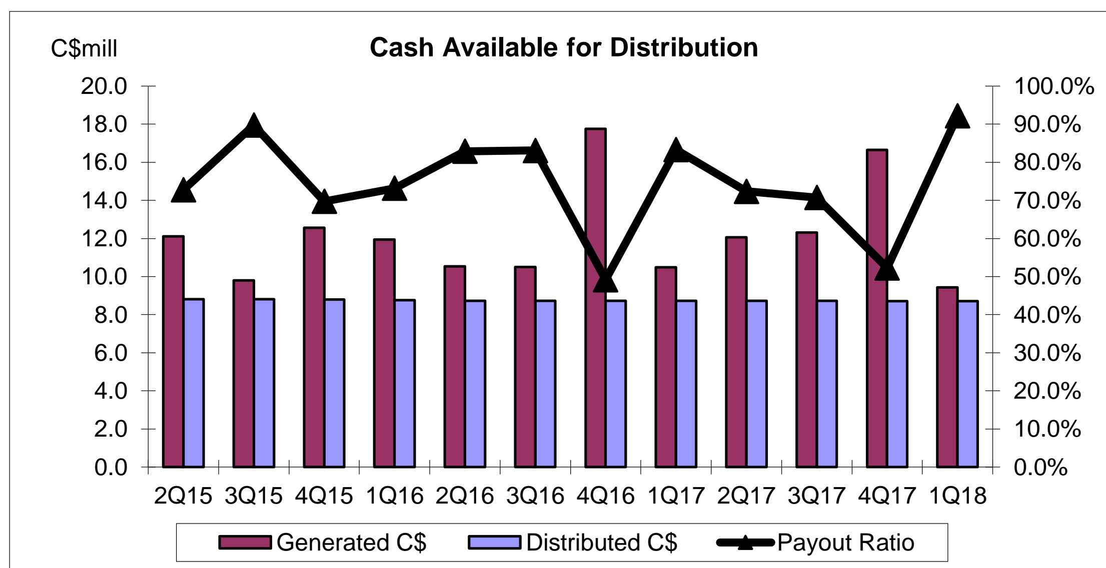
Cash available for distribution in the three months ended March 31, 2018 (Cdn$9.4 million) declined by Cdn$1.4 million compared to the cash available for distribution the same quarter last year (Cdn$10.8 million). On a per common share basis, cash available for distribution of Cdn$0.31 was Cdn$0.04, or 11.4% lower than cash available for distributions of Cdn$0.35. The distributions remained constant at Cdn$0.28 resulting in a payout ratio of 92.2% as compared to a payout ratio of 80.9% in the same period in 2017.

The Corporation's cash available for distribution comes 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:

Unaudited	**Three Months Ended March 31,**	
	2018	**2017**
In thousands of U.S. dollars	**$**	**$**
Cash flows from the Facilities:		
Income before interest expense, depreciation and amortization	22,685	22,039
Debt service costs:		
Interest	(1,117)	(1,177)
Repayment of non-revolving debt	(1,186)	(970)
Maintenance capital expenditures	(626)	(879)
Difference between straight-line rent expense and actual payments made	134	258
Cash available for distribution at Facility level	19,890	19,271
Non-controlling interest in cash available for distribution at Facility level	(9,425)	(9,016)
Corporation's share of the cash available for distribution at Facility level	**10,465**	**10,255**
Corporate expenses	(1,967)	(1,370)
Interest expense on convertible debentures	(479)	(458)
Interest on corporate credit facility	(477)	(535)
Provision for current income taxes	(80)	262
Cash available for distribution	**7,462**	**8,154**

Compared to the three months ended March 31, 2017, the cash available for distribution in U.S. dollars decreased by $0.7 million or 8.5% due mainly to higher current taxes and corporate office expenses, partly offset by an increase in cash flows from the Facilities.

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 outlook for the Corporation is influenced by many inter-related factors including the economy, the healthcare industry, management strategies of the Corporation, and U.S. Tax Reform.

The Economy

Management's expectations could be impacted by the general state of the U.S. economy. 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 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;
- the opportunity for an increase in the number of patients with health insurance which is expected to lead to an increase in surgical cases and a reduction in uncompensated care; 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.

It is still unclear what the final outcome will be for the expansion in Medicaid beneficiaries which was envisioned under the PPACA. South Dakota and Oklahoma have not implemented an expansion of their Medicaid plans, while Arkansas expanded Medicaid using an alternative to traditional expansion.

Management Strategies

Management is committed to increasing shareholder value, primarily through continued organic growth at its current Facilities, along with the acquisitions of new, accretive facilities that are complementary to the Corporation's core business, specifically in the SSH and ASC space. In addition to accretive core acquisitions, management will also consider other medical ventures where the financial and operational metrics are strong and could enhance a more comprehensive and integrated delivery model.

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;
- in-market acquisitions of ancillary businesses (ASCs, imaging and urgent care services); and
- sharing and implementing best practices and cost reduction strategies, with emphasis on supply chain and implant costs.

Management has a robust acquisition pipeline and will continue to investigate accretive acquisition targets that meet the Corporation's acquisition criteria to include facilities with:

- accretion, with growth available from a local strong provider base, attractive demographics, and opportunities for operating enhancements;
- high quality and optimum clinical outcomes; and
- continued strong earnings and opportunity for growth.

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 carryforwards of disallowed current year interest expense deductions to future years. Pursuant to the TCJA, MFA's deductions attributable to the interest expense on the promissory notes (the interest paid by MFA on all debt, including the MFA promissory notes, less its interest income) will be limited to 30% of adjusted taxable income, which generally means EBITDA for the next four years (2018-2021), and earnings before interest and taxes thereafter (2022 and beyond). 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.

It should be noted that the sweeping changes in the TJCA have other elements that may be beneficial to MFA, but there are provisions that may be adverse to MFA. The extent to which these changes will result in a net benefit or detriment to MFA is uncertain at this time, due to the newness of the legislation and the need for significant further guidance from the U.S. Treasury and the IRS. There may also be changes made legislatively to the provisions of the TCJA to correct technical defects in the law.

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, including short-term investments, are as follows:

Unaudited *In thousands of U.S. dollars*	**March 31, 2018**	**December 31, 2017**
Cash and cash equivalents at Facility level	11,766	11,915
Cash and cash equivalents at corporate level	23,829	44,114
Cash and cash equivalents	**35,595**	**56,029**
Short-term investments	9,537	8,934
Cash and cash equivalents, including short-term investments	**45,132**	**64,963**

Cash Flow Activity

Cash Flow

Unaudited	**Three Months Ended March 31,**			
In thousands of U.S. dollars	**2018**	**2017**	**$ Change**	**% Change**
Cash provided by operating activities	22,118	17,469	4,649	26.6%
Cash used in investing activities	(47,636)	(2,853)	(44,783)	(1,569.7%)
Cash provided by (used in) financing activities	5,284	(21,853)	27,137	124.2%
Decrease in cash and cash equivalents	**(20,234)**	**(7,237)**	**(12,997)**	**(179.6%)**
Effect of exchange rate fluctuations on cash balances held	(200)	116	(316)	(272.4%)
Cash and cash equivalents, beginning of the period	56,029	57,451	(1,422)	(2.5%)
Cash and cash equivalents, end of the period	**35,595**	**50,330**	**(14,735)**	**(29.3%)**

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 as all Facilities have lines of credit available to them 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 three months ended March 31, 2018 increased by $4.7 million compared to the same period in 2017, primarily due to higher income from Facilities and cash flow positive changes in non-cash working capital.

As at March 31, 2018, the Corporation had consolidated net working capital of negative $7.9 million compared to $33.8 million as at December 31, 2017. The change was due mainly to the cash decline and corporate credit facility debt increase relating to the acquisition of the MFC Nueterra ASCs in the three months ending March 31, 2018. The level of working capital, including financing required to cover any deficiencies, is dependent on operating performance of the Corporation and fluctuates from period to period.

As at March 31, 2018, accounts receivable were $60.2 million (December 31, 2017: $63.5 million), accounts payable and accrued liabilities totaled $42.3 million (December 31, 2017: $42.3 million), total assets were $477.4 million (December 31, 2017: $459.6 million) and total long-term liabilities, excluding the exchangeable interest liability, were $83.8 million (December 31, 2017: $82.3 million).

Investing Activities

The $44.8 million increase in cash used in investing activities for the three months ended March 31, 2018 compared to the same period in 2017 was mainly due to outflows during the current quarter for the investments in the MFC Nueterra ASCs ($42.8 million), increased purchases of property and equipment in the current year ($1.5 million), and higher net short-term and long-term bank investments ($0.5 million).

Financing Activities

The $27.1 million increase in cash provided by financing activities for the three months ended March 31, 2018 was mainly due to the draw of $20.0 million from the corporate credit facility to partially finance the acquisition of the MFC Nueterra ASCs, with another $7.0 million of incremental debt proceeds at the Facilities.

The Facilities have available credit facilities in place, excluding capital leases, in the aggregate amount of $35.0 million, of which $9.6 million was drawn as at March 31, 2018. The balances available under the credit facilities, combined with cash and cash equivalents as at March 31, 2018, are available to manage the Facilities' accounts receivable, supply inventory and other short-term cash requirements. As at March 31, 2018, the Facilities were all in compliance with the terms of their debt covenants.

With the exception of UMASH, 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 Cdn$100.0 million line of credit with a Canadian chartered bank which matures on December 31, 2018 ("credit facility"). The credit facility can be used for general corporate purposes, including working capital and capital expenditures, finance of acquisitions, repayment of convertible debentures, and/or repurchase of the Corporation's common shares. As at the end of the first quarter of 2018, $67.8 million was drawn and remained outstanding. The proceeds drawn from the credit facility were used in 2016 for the acquisition of UMASH and its underlying property through RRIMH ($47.8 million), and the acquisition of the MFC Nueterra ASCs ($20.0 million) during the current quarter. Management believes it will be able to renew its line of credit such that it will continue to be available for general corporate purposes. As at March 31, 2018, the Corporation was in compliance with all of its debt covenants.

The Corporation's convertible debentures are denominated in Canadian dollars and are reflected in the financial statements in U.S. dollars at fair value at the rate of exchange in effect at the balance sheet date.

As at March 31, 2018, the Corporation had Cdn$41.7 million aggregate principal amount of convertible debentures outstanding while the fair market value of the convertible debentures was $32.8 million. The convertible debentures pay interest semi-annually in arrears on June 30 and December 31 of each year. The convertible debentures mature on December 31, 2019 (“Maturity Date”) and are convertible into 52.3286 common shares per Cdn$1,000 principal amount of convertible debentures, at any time, at the option of the holder, representing a conversion price of Cdn$19.11 per common share (“Conversion Price”). If the holders of the convertible debentures do not exercise the right to convert their holdings into the Corporation’s common shares prior to the Maturity Date, the principal amount is due and payable in full. The convertible debentures are subordinate to all other existing and future senior unsecured indebtedness of the Corporation.

The convertible debentures contain a provision whereby, in connection with a change in control transaction, holders of the convertible debentures would be entitled to convert their debentures within a specified time period and would receive, in addition to the number of shares on conversion, additional shares calculated as a function of the change of control offer price and time remaining to maturity.

Prior to the Maturity Date, the convertible debentures may be redeemed in whole or in part from time to time at the option of the Corporation, at a redemption price equal to the principal amount plus accrued and unpaid interest up to but excluding the redemption date.

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 March 31, 2018, are as follows:

		Future payments (including principal and interest)				
Contractual Obligations	**Carrying values at March 31, 2018 $**	**Total $**	**Less than 1 year $**	**1-3 years $**	**4-5 years $**	**After 5 years $**
Interest payable	482	482	482	-	-	-
Dividends payable	2,250	2,250	2,250	-	-	-
Accounts payable	23,879	23,879	23,879	-	-	-
Accrued liabilities	18,433	18,433	18,433	-	-	-
Corporate credit facility	67,750	69,910	69,910	-	-	-
Facilities’ revolving credit facilities	8,987	9,314	5,095	4,219	-	-
Notes payable and term loans	57,164	60,129	13,304	36,253	9,702	870
Finance lease obligation	621	638	420	218	-	-
Convertible debentures	32,849	36,241	1,938	34,303	-	-
Operating leases and other commitments (not recorded in the financial statements)	-	86,842	10,067	16,507	14,012	46,256
Total contractual obligations	**212,415**	**308,118**	**145,778**	**91,500**	**23,714**	**47,126**

The Corporation anticipates renewing, extending, repaying or replacing its credit facilities which fall 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.

On May 1, 2016, the Corporation granted stock options to acquire 1,000,000 common shares of the Corporation to its former Chief Executive Officer, exercisable at C$17.24 per share. As a result of the former Chief Executive Officer transition, 223,562 of the options had vested, and 776,438 were forfeited. On September 18, 2016, the Corporation granted stock options to acquire 350,000 common shares of the Corporation to its Chief Development Officer, exercisable at C$21.15 per share. On November 21, 2016 the Corporation granted stock options to acquire 425,000 common shares of the Corporation to its Executive Vice President Finance, who was appointed to the position of Chief Financial Officer on January 1, 2017, exercisable at C$17.98 per share. The stock option grant to the Chief Financial Officer were approved by shareholders at the Corporation's annual and special meeting held on May 11, 2017. On May 18, 2017, stock options to acquire 350,000 common shares of the Corporation were granted to its Chief Operating Officer, who is now the Chief Executive Officer, exercisable at C$16.47 per share. On March 29, 2018, stock options to acquire 450,000 and 120,000 common shares of the Corporation were granted, respectively, to its Chief Executive Officer and Vice-President, Operations, and are exercisable at C$14.03 per share. Outstanding options will vest after five years of employment, subject to the Corporation's maintenance of a dividend rate not less than the rate in effect at the time of the grant date. The Options must be exercised by the tenth anniversary of the respective grant dates, subject to a blackout extension term.

As at March 31, 2018, the Corporation had 30,950,345 common shares outstanding. In the event that all Cdn$41.7 million aggregate principal amount of convertible debentures outstanding were converted into the common shares of the Corporation prior to their Maturity Date, the total number of additional common shares issuable would be 2,184,353.

Normal Course Issuer Bids

The Corporation's normal course issuer bid allowing the Corporation to repurchase up to 620,918 of its common shares is in effect from May 16, 2017 to May 15, 2018. During the three-month periods ended March 31, 2018 and March 31, 2017, the Corporation did not repurchase any of its common shares.

Dividends

Dividend declarations are determined based on monthly 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 to the maximum extent considered prudent after (i) debt service obligations, (ii) other expense and tax obligations, and (iii) reasonable reserves for working capital, and capital expenditures. The Corporation has paid consecutive dividends since its inception. The Corporation expects, subject to its monthly performance reviews as explained above and the judgment of the board of directors, to maintain the current level of dividends on its common shares. Cash distributions declared in the period from January 1, 2018 to March 31, 2018 totaled Cdn$0.281 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 monthly 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 consolidated balance sheet as at March 31, 2018 consist of cash and cash equivalents, short-term investments, accounts receivable, interest payable, dividends payable, accounts payable, accrued liabilities, borrowings (including long-term debt, corporate credit facility and convertible debentures) and exchangeable interest liability.

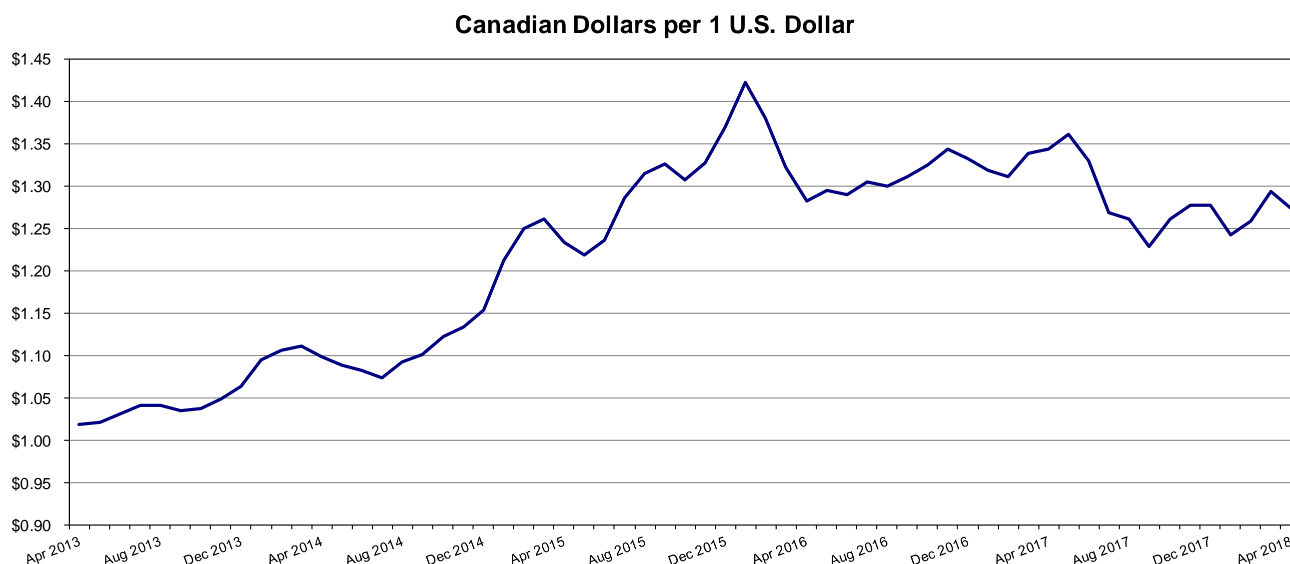
The fair values of convertible debentures and exchangeable interest liability are determined based on the closing trading price of the securities at each reporting period. The fair values of long-term debt (notes payable and term loans) are not significantly different than their carrying values, as these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

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 interest on its convertible debentures 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, 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 April 2013:



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 March 31, 2018, the Corporation did not hold any foreign exchange forward contracts.

Credit Risk

The substantial portion of the Corporation's accounts receivable balance is with 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. Monthly, 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 debt facilities for operating lines of credit that fund short-term working capital needs and use fixed rate debt facilities to fund investments and capital expenditures.

Share Price Risk

The Corporation's convertible debentures and exchangeable interest liability are measured on quoted market prices of its convertible debentures and common shares in active markets and, therefore, the Corporation is exposed to variability in net income and comprehensive income as prices change. Share price risk includes the impact of foreign exchange. 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 fall 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 out of 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 three months ended March 31, 2018 of $1,125 (March 31, 2017: $1,125). As well, the director is a minority member of another ownership group that owns and leases imaging equipment to the same Facility, for which the Facility paid equipment rent for the three months ended March 31, 2018 of $148 (March 31, 2017: $148).

Certain Facilities routinely enter into transactions with related parties for provision of services relating to the use of facilities 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. For the three months ended March 31, 2018, SFSH paid the South Dakota Interventional Pain Institute LLC ("SDIPI") $165 (March 31, 2017: $165) for the use of a facility and related equipment. As of March 31, 2018, SFSH had a balance payable to SDIPI of $49 (December 31, 2017: $59). For the three months ended March 31, 2018, BHSH paid Mountain Plains Real Estate Holdings, LLC $45 for the use of a facility (March 31, 2017: $45).

In February 2015, SFSH incorporated a wholly-owned subsidiary which is designed to function as an accountable care organization ("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 following is a summary of transactions at each Facility with their respective related parties during the reporting periods:

In thousands of U.S. dollars		**Three Months Ended March 31,**	
Entity	**Nature of services or goods received**	**2018 $**	**2017 $**
ASH	Lease of facility building, anesthesia equipment lease, and sub-lease of MRI equipment.	1,307	1,307
UMASH	Provision of physician professional services and billing services.	931	1,018
OSH	Provision of office and management services, lease of hospital building, and lease of office space.	392	392
BHSH	Provision of physical therapy services, physician professional services, intraoperative monitoring services, and provision of parking space.	274	125
SFSH	Provision of management services in relation to orthopedic service line at SFSH, physician professional fees, anesthesia services, physical and occupational therapy services, medical products and implants, lithotripter services, laundry services, facility and related equipment, and shared services.	2,396	1,853
Total		**5,300**	**4,695**

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. Notes 23 to the consolidated financial statements of the Corporation for the year ended December 31, 2017 detail critical accounting judgments and estimates used in the preparation of the Corporation's financial statements. There have been no changes in the nature of these judgments and estimates since December 31, 2017.

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

Revenue is recorded in the period when healthcare services are provided based on actual amounts received and the estimated net realizable amounts due from patients and payors. The amounts due are estimated using established billing rates less adjustments required by contractual arrangements with the

payors. Estimates of contractual adjustments are based on the payment terms specified in the related contractual agreements and payment history. Payor contractual payment terms are generally based on predetermined rates per procedure or discounted fee-for-service rates. For payors for which the Facilities do not have contracts, the Facilities estimate the necessary adjustments based on a twelve-month history of reimbursements on closed cases. Revenue is only recorded where collectability is highly probable. As a result, certain amounts for self-paying patients are not recognized in revenue.

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. To arrive at the allowance for non-collectible receivable balances, management uses estimates of future collections of accounts receivable that differ from the original estimates used at the time of revenue recognition. 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 and trade names, 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 definite useful life and 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 units ("CGU") exceeds its recoverable amount, which is the higher of an asset's fair value less costs to sell ("FVLCS") and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. As a result, any impairment losses are a result of management's best estimates of expected revenues, expenses, cash flows, and discount rates 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 is required to use judgment in determining the grouping of assets to identify their CGUs for the purposes of testing fixed assets 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.

Management has identified eight CGUs for which impairment testing is performed. The UMASH/RRIMH CGU contains the assets of two separate subsidiaries of the Corporation, because the assets of RRIMH consist of the land and building of UMASH's primary facility, making the two entities interdependent. The MFC Nueterra ASCs, which are managed as a network, collectively represent another CGU. The remaining Facilities and IMD represent subsidiary operations which are independent of each other, and are therefore identified as separate CGUs. 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 value 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 ensure reasonableness of recoverable amounts, management reconciles the recoverable amounts of its CGUs to the enterprise value of the Corporation as at March 31 based on (i) the market capitalization of the outstanding common shares, taking into account a 20% equity control premium attributable to the common shares, (ii) the fair value of convertible debentures outstanding, and (iii) the Corporation's portion of the Facilities' long-term debt, less (iv) cash on hand.

Management performed its annual impairment tests for goodwill and other intangibles with indefinite lives as at December 31, 2017 and concluded that goodwill was impaired in the UMASH/RRIMH and IMD CGUs, with impairment charges of $7,000 and $1,400, respectively.

Management performed an assessment of impairment indicators mentioned above as at March 31, 2018 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. Pursuant to the TCJA, the Corporation's United

States federal corporate income tax rate was reduced to 21% from its effective 2017 federal tax rate of 34%. The Corporation has used figures reflecting the new rate for the estimation of its deferred tax provision, for the three months ended March 31, 2018.

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 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 January 1, 2018 and ended on March 31, 2018, that have materially affected, or are reasonably likely to materially affect, the Corporation's ICFR.

From time to time, to supplement a small corporate office, the Corporation engages various outside experts and advisors to assist with various accounting, controls and tax issues in the normal course.

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 29, 2018). The disclosures in this MD&A are subject to the risk factors outlined in those materials.

16. NEW AND REVISED IFRSs ADOPTED

The Corporation has applied the following new and revised IFRSs which are effective for year beginning January 1, 2018, without any significant impact:

IFRS 2 *Share-Based Payments* ("IFRS 2")

In September 2016, the IASB issued amendments to IFRS 2. The amendments provide clarification on how to account for certain types of share-based payment transactions.

IFRS 9 *Financial Instruments* ("IFRS 9")

In 2014, the IASB issued IFRS 9, *Financial Instruments*, replacing IAS 39, *Financial Instruments: Recognition and Measurement* ("IAS 39"), and related interpretations. IFRS 9 includes revised guidance on the classification and measurement of financial assets, including impairment and a new general hedge accounting model. IFRS 9 becomes effective for annual periods beginning on or after January 1, 2018.

IFRS 9 largely retains the existing requirements in IAS 39 for the classification and measurement of financial liabilities. However, it eliminates the previous IAS 39 categories for financial assets of held to maturity, loans and receivables and available for sale.

Classification and Measurement

IFRS 9 contains a new classification and measurement approach for financial assets that reflects the business model in which assets are managed and their cash flow characteristics. Financial assets are classified and measured based on these categories: amortized cost, fair value through other comprehensive income, and fair value through profit and loss ("FVTPL"). Financial liabilities are classified and measured based on two categories: amortized cost or FVTPL.

The following table summarizes the classification impacts upon adoption of IFRS 9. The adoption of the new classification requirements under IFRS 9 did not result in significant changes in measurement or the carrying amount of financial assets and liabilities.

Asset/Liability	**Classification under IAS 39**	**Classification under IFRS 9**
Cash and cash equivalents	Fair value through profit and loss(i)	Fair value through profit and loss
Short term investments	Fair value through profit and loss(i)	Fair value through profit and loss
Accounts receivable	Loans and receivables	Amortized cost
Trade payables and other liabilities	Other liabilities	Amortized cost
Long term debt	Other liabilities	Amortized cost
Convertible debentures	Fair value through profit and loss(ii)	Fair value through profit and loss
Exchangeable interest liability	Fair value through profit and loss(ii)	Fair value through profit and loss

(i) Financial instruments designated at fair value through profit and loss.

(ii) Financial instruments required to be classified at fair value through profit and loss.

The following accounting policies apply to the subsequent measurement of relevant financial assets:

- Financial assets at FVTPL – These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized net income and comprehensive income.

- Financial assets at amortized cost – These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses, impairment, and any gain or loss on derecognition are recognized in net income and comprehensive income.

Impairment

IFRS 9 replaces the 'incurred loss' model in IAS 39 with a forward-looking 'expected credit loss' ("ECL") model. The ECL model requires considerable judgment, including consideration of how changes in economic factors affect ECLs, which will be determined on a probability-weighted basis. The new impairment model is applied, at each balance sheet date, to financial assets measured at amortized cost or those measured at fair value through other comprehensive income, except for investments in equity instruments.

Impairment losses are recorded in general and administrative expenses in the statements of income and comprehensive income with the carrying amount of the financial asset or group of financial assets reduced through the use of impairment allowance accounts. In periods subsequent to the impairment where the impairment loss has decreased, and such decrease can be related objectively to conditions and changes in factors occurring after the impairment was initially recognized, the previously recognized impairment loss is reversed through the statements of income and comprehensive income. The impairment reversal is limited to the lesser of the decrease in impairment or the extent that the carrying amount of the financial asset at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized, after the reversal.

The Corporation applied ECL models to the assessment of impairment on trade receivables and other financial assets of the Corporation. The Corporation adopted the practical expedient to determine ECL on trade receivables using a provision matrix based on historical credit loss experiences to estimate lifetime ECL. The ECL models applied to other financial assets also required judgment, assumptions and estimations on changes in credit risks, forecasts of future economic conditions and historical information on the credit quality of the financial asset. The provision matrix and ECL models applied do not have a material impact on trade receivables and other financial assets of the Corporation.

IFRS 15 *Revenue from Contracts with Customers* ("IFRS 15")

In 2014, the IASB issued IFRS 15, *Revenue from Contracts with Customers*, replacing IAS 18, *Revenue* ("IAS 18"), IAS 11, *Construction Contracts*, and related interpretations. IFRS 15 provides a comprehensive framework for the recognition, measurement and disclosure of revenue from contracts with customers, excluding contracts within the scope of the accounting standards on leases, insurance contracts and financial instruments. IFRS 15 is effective for annual periods beginning on or after January 1, 2018.

The Corporation adopted the standard with no material impact on its interim condensed consolidated financial statements for the three months ended March 31, 2018.

Under IFRS 15, the Corporation recognizes revenue when control of the goods or services has been transferred. Revenue is measured at the amount of consideration to which the Corporation expects to be

entitled to, including variable consideration to the extent that it is probable that a significant reversal will not occur.

Facility service revenue ("revenue") consists of the actual amounts received and the estimated net realizable amounts receivable from patients and third-party payors. Revenue is derived from the provision of the facilities and ancillary services for the performance of scheduled (as opposed to emergency) surgical, imaging, and diagnostic procedures. The Facilities bill either their patients or the patients' third-party payors, that provide insurance and coverage to patients. Revenue is recognized as of the date of the service when the recovery of consideration is probable and the Corporation has satisfied with its performance obligation.

A small amount of revenue is received directly from self-paying patients while the majority of revenue is received from third-party payors. Revenue is only recorded where collectability is highly probable. As a result, certain amounts for self-paying patents are not recognised in revenue. Each Facility has agreements with third-party payors that provide for payments at amounts different from the Facility's established rates. Payment arrangements include pre-determined rates per diagnosis, reimbursed costs, discounted charges, and per diem payments. As a result of established agreements with third-party payors, settlements under reimbursement arrangements are determined with a high degree of accuracy and are accrued on an estimated basis in the period the services are rendered, and are adjusted in future periods, as final settlements are determined. Differences between the estimated amounts accrued and interim and final settlements are reported in operations in the period of settlement. Revenue relating to IMD's third-party business solution service is included in revenue, and consists of fees for business services provided to healthcare entities, recorded as services are provided and collection is reasonably assured.

17. NEW AND REVISED IFRSs NOT YET ADOPTED

The Corporation has not applied the following new and revised IFRSs that have been issued but are not yet effective:

IFRS 16 *Leases* ("IFRS 16")

In January 2016, the IASB issued IFRS 16 which provides guidance for leases whereby lessees will recognize a liability for the present value of future lease liabilities and record a corresponding right of use asset on the balance sheet. There are minimal changes to lessor accounting. IFRS 16 is effective for annual periods beginning on or after January 1, 2019. Early adoption is permitted, provided IFRS 15 has been adopted. The Corporation intends to adopt IFRS 16 for the annual period beginning on January 1, 2019. The extent of the impact of adoption has not yet been determined.

IFRIC 23 *Uncertainty over Income Tax Treatments* ("IFRIC 23")

In June 2017, the IASB issued IFRIC 23, *Uncertainty over Income Tax Treatments* in response to diversity in practice for various issues in circumstances in which there is uncertainty in the application of the tax law. While IAS 12, *Income Taxes* provides requirements on the recognition and measurement of current and deferred tax assets and liabilities, there is diversity in the accounting for income tax treatments that have yet to be accepted by tax authorities. The IFRIC Interpretation 23 is applicable for annual periods beginning on or after January 1, 2019 and may be applied on a fully retrospective basis, if it is possible without the use of hindsight, or on a modified retrospective basis, with an adjustment to equity on initial application. Earlier application is permitted. The Corporation intends to adopt IFRIC 23 in its consolidated financial statements for the annual period beginning on January 1, 2019. The extent of the impact of adoption has not yet been determined.

Interim Condensed Consolidated Financial Statements of

MEDICAL FACILITIES CORPORATION

For the three months ended March 31, 2018
(Unaudited)
(In U.S. dollars)

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MEDICAL FACILITIES CORPORATION

Interim Condensed Consolidated Balance Sheets
(In thousands of U.S. dollars)
(Unaudited)

	Note	March 31, 2018 $	December 31, 2017 $
ASSETS			
Current assets			
Cash and cash equivalents		35,595	56,029
Short-term investments		9,537	8,934
Accounts receivable		60,199	63,476
Supply inventory		8,100	6,772
Prepaid expenses and other		7,376	6,429
Income tax receivable		1,208	1,881
Total current assets		**122,015**	**143,521**
Non-current assets			
Deferred income tax assets	9	6,356	7,993
Property and equipment		98,443	95,072
Goodwill		165,945	125,181
Other intangibles		82,953	86,193
Other assets		1,645	1,628
Total non-current assets		**355,342**	**316,067**
TOTAL ASSETS		**477,357**	**459,588**
LIABILITIES AND EQUITY			
Current liabilities			
Interest payable		482	-
Dividends payable		2,250	2,327
Accounts payable		23,879	23,669
Accrued liabilities		18,433	18,603
Corporate credit facility		67,750	47,750
Current portion of long-term debt		17,165	17,326
Total current liabilities		**129,959**	**109,675**
Non-current liabilities			
Long-term debt		49,607	47,732
Deferred income tax liability	9	1,305	1,013
Convertible debentures		32,849	33,533
Exchangeable interest liability	8.2	65,287	67,107
Total non-current liabilities		**149,048**	**149,385**
Total liabilities		**279,007**	**259,060**
Equity			
Share capital	6	396,428	396,428
Contributed surplus		651	522
Deficit		(257,927)	(255,284)
Equity attributable to owners of the Corporation		139,152	141,666
Non-controlling interest		59,198	58,862
Total equity		**198,350**	**200,528**
TOTAL LIABILITIES AND EQUITY		**477,357**	**459,588**

The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements.

MEDICAL FACILITIES CORPORATION

Interim Condensed Consolidated Statements of Changes in Equity
(In thousands of U.S. dollars)
(Unaudited)

		Attributable to Owners of the Corporation				Non-controlling Interest	Total Equity
		Share Capital $	Contributed Surplus $	Deficit $	Total $	$	$
2018							
Balance at January 1, 2018		396,428	522	(255,284)	141,666	58,862	200,528
Net income and comprehensive income for the period		-		4,228	4,228	6,301	10,529
Share-based compensation	13	-	129	-	129	-	129
Dividends to owners of the Corporation		-	-	(6,871)	(6,871)	-	(6,871)
Distributions to non-controlling interest		-	-	-	-	(8,853)	(8,853)
Acquisition of MFC Nueterra ASCs	4	-	-	-	-	2,888	2,888
Balance at March 31, 2018		**396,428**	**651**	**(257,927)**	**139,152**	**59,198**	**198,350**
2017							
Balance at January 1, 2017		397,522	181	(248,994)	148,709	65,403	214,112
Net income (loss) and comprehensive income (loss) for the period		-		(516)	(516)	5,255	4,739
Share-based compensation	13	-	102	-	102	-	102
Dividends to owners of the Corporation		-	-	(6,617)	(6,617)	-	(6,617)
Distributions to non-controlling interest		-	-	-	-	(9,039)	(9,039)
Balance at March 31, 2017		**397,522**	**283**	**(256,127)**	**141,678**	**61,619**	**203,297**

The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements.

MEDICAL FACILITIES CORPORATION

Interim Condensed Consolidated Statements of Income and Comprehensive Income
(In thousands of U.S. dollars, except per share amounts)
(Unaudited)

	Note	Three Months Ended March 31, 2018 $	Three Months Ended March 31, 2017 $
Facility service revenue		**97,618**	**89,004**
Operating expenses			
Salaries and benefits		28,902	26,184
Drugs and supplies		29,987	26,581
General and administrative expenses		18,661	16,136
Depreciation of property and equipment		2,704	2,806
Amortization of other intangibles		3,241	3,977
		83,495	**75,684**
Income from operations		**14,123**	**13,320**
Finance costs			
Increase (decrease) in value of convertible debentures		(684)	1,326
Increase (decrease) in value of exchangeable interest liability		(1,820)	3,623
Interest expense on exchangeable interest liability		2,515	2,446
Interest expense, net of interest income	10	1,374	1,586
Loss (gain) on foreign currency		200	(116)
		1,585	**8,865**
Income before income taxes		**12,538**	**4,455**
Income tax expense (recovery)	9	2,009	(284)
Net income and comprehensive income for the period		**10,529**	**4,739**
Attributable to:			
Owners of the Corporation		4,228	(516)
Non-controlling interest		6,301	5,255
		10,529	**4,739**
Earnings (loss) per share			
Basic		$ 0.14	$ (0.02)
Fully diluted		$ 0.12	$ (0.02)

The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements.

MEDICAL FACILITIES CORPORATION

Interim Condensed Consolidated Statements of Cash Flows
(In thousands of U.S. dollars)
(Unaudited)

	Note	Three Months Ended March 31, 2018 $	2017 $
Cash flows from operating activities			
Net income for the period		10,529	4,739
Adjustments for:			
Depreciation of property and equipment		2,704	2,806
Amortization of other intangibles		3,241	3,977
Share of equity income in associates	11.1	(50)	(18)
Change in value of convertible debentures		(684)	1,326
Change in value of exchangeable interest liability		(1,820)	3,623
Loss (gain) on foreign currency		200	(116)
Income tax expense (recovery)	9	2,009	(284)
Share-based compensation	13	129	102
Interest expense, net of interest income		3,889	4,032
		20,147	20,187
Changes in non-cash operating working capital	7	4,786	948
		24,933	21,135
Interest paid, net of received		(3,407)	(3,575)
Income and withholding taxes received (paid)		592	(91)
Net cash provided by operating activities		**22,118**	**17,469**
Cash flows from investing activities			
Purchase of property and equipment		(4,273)	(2,729)
Business combinations (net of cash assumed)	4	(42,760)	-
Redemption of short-term and long-term bank investments		(603)	(124)
Net cash used in investing activities		**(47,636)**	**(2,853)**
Cash flows from financing activities			
Net proceeds from (repayment of) revolving credit facilities and issuance of notes payable		22,238	(5,248)
Repayments of notes payable at the Facilities and IMD		(1,186)	(970)
Distributions, return of capital and loan receivable from an associate		33	-
Distributions to non-controlling interest		(8,853)	(9,039)
Dividends paid		(6,948)	(6,596)
Net cash provided by (used in) financing activities		**5,284**	**(21,853)**
Decrease in cash and cash equivalents		**(20,234)**	**(7,237)**
Effect of exchange rate fluctuations on cash balances held		(200)	116
Cash and cash equivalents, beginning of the period		56,029	57,451
Cash and cash equivalents, end of the period		**35,595**	**50,330**

The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements.

1. REPORTING ENTITY

Medical Facilities Corporation (the "Corporation") is a British Columbia corporation. The address of the Corporation's head office is 45 St. Clair Avenue West, Suite 200, Toronto, Ontario, Canada. The common shares of the Corporation are listed on the Toronto Stock Exchange under the ticker symbol "DR".

The Corporation's operations are based in the United States. Through its wholly-owned subsidiaries, the Corporation owns controlling and non-controlling interests in five specialty hospitals and eight ambulatory surgery centers (the "Facilities"). The Corporation also owns a 51% controlling interest in Integrated Medical Delivery, L.L.C., a diversified healthcare service company that provides third-party business solutions to healthcare entities, and 92% of RRI Mishawaka Hospital, LP, an entity which owns the land and building for one of its facilities.

On January 12, 2018, the Corporation, through its indirect subsidiary, entered into an agreement with Nueterra MF Holdings, LLC to form a partnership, MFC Nueterra Holding Company, LLC ("MFC Nueterra Partnership") to cause MFC Nueterra Partnership to acquire an ownership interest in seven ambulatory surgery centers ("MFC Nueterra ASCs"). On February 1, 2018, MFC Nueterra Partnership completed the acquisition (note 4).

The Corporation's ownership interest in, and the location of, its material operating subsidiaries are as follows:

		Ownership Interest March 31,	
Subsidiary	**Location**	**2018**	**2017**
Arkansas Surgical Hospital, LLC ("ASH")	North Little Rock, Arkansas	51.0%	51.0%
Unity Medical and Surgical Hospital ("UMASH")	Mishawaka, Indiana	62.0%	62.0%
Oklahoma Spine Hospital, LLC ("OSH")	Oklahoma City, Oklahoma	60.3%	60.3%
Black Hills Surgical Hospital, LLP ("BHSH")	Rapid City, South Dakota	54.2%	54.2%
Sioux Falls Specialty Hospital, LLP ("SFSH")	Sioux Falls, South Dakota	51.0%	51.0%
MFC Nueterra ASCs[1]	Various	52.6%	-

[1] The Corporation has an average ownership interest of 52.6% based on values as at the acquisition date. The seven ASCs are situated in Arkansas, Michigan, Missouri, Nebraska, Ohio, Oregon and Pennsylvania.

2. STATEMENT OF COMPLIANCE

These unaudited interim condensed consolidated financial statements ("consolidated financial statements") have been prepared in accordance with International Accounting Standard IAS 34 *Interim Financial Reporting* as issued by the International Accounting Standards Board ("IASB") using the accounting policies as described in the annual financial statements as at December 31, 2017 and presented in note 14 to these consolidated financial statements.

These consolidated financial statements were approved for issue by the Corporation's Board of Directors on May 9, 2018.

3. BASIS OF PREPARATION

These consolidated financial statements do not contain all of the disclosures that are required in annual financial statements prepared under International Financial Reporting Standards ("IFRS") and should be read in conjunction with the Corporation's audited consolidated financial statements for the year ended December 31, 2017, which include information necessary or useful to understand the Corporation's business and financial statement presentation.

Income from operations for the interim period is not necessarily indicative of the results for the full year. Facility service 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.

The Corporation's consolidated financial statements are reported in U.S. dollars which is its functional and presentation currency. All financial information presented in U.S. dollars has been rounded to the nearest thousand, unless otherwise indicated.

4. ACQUISITION OF MFC NUETERRA ASCS

On January 12, 2018, the Corporation, through its indirect subsidiary, entered into an agreement with Nueterra MF Holdings, LLC to form a partnership, MFC Nueterra Partnership, in which the Corporation holds a 94.25% indirect interest. On February 1, 2018, MFC Nueterra Partnership completed an acquisition of interests between approximately 42% to 59%, representing indirect interests of approximately 40% to 56% for the Corporation, in seven ambulatory surgical centers, the MFC Nueterra ASCs, situated in Arkansas, Michigan, Missouri, Nebraska, Ohio, Oregon and Pennsylvania. The physicians at the MFC Nueterra ASCs specialize in orthopedics, neurosurgery, ophthalmology, and pain management, along with sub-specialties in otolaryngology, gastroenterology, cosmetic surgery, general surgery and podiatry. Combined, the MFC Nueterra ASCs have 18 operating rooms and eight procedure rooms.

The total purchase price paid by MFC Nueterra Partnership was $46,500. The Corporation's portion of the purchase price of $43,850 was funded by cash on hand and a draw on its credit facility. Based on the operating agreements of the MFC Nueterra ASCs, the Corporation has indirect controlling interests in each of the seven ASCs, and has accounted for the transaction as a business combination with the Corporation consolidating 100% of the MFC Nueterra ASC operations as at the acquisition date. The assets and liabilities of the MFC Nueterra ASCs are included in the consolidated financial statements.

4. ACQUISITION OF MFC NUETERRA ASCS (Continued)

The preliminary purchase price allocation as at March 31, 2018 is as follows:

	$
Cash	1,090
Accounts receivable	4,938
Supply inventory	997
Prepaid expenses and other	479
Property and equipment	1,802
Goodwill	40,764
Accounts payable	(1,257)
Accrued liabilities and other liabilities	(1,412)
Long-term debt	(663)
Non-controlling interest	(2,888)
Fair value of net assets acquired	**43,850**

The Corporation has elected to recognize goodwill only as it relates to the controlling interest that has been acquired.

The goodwill attributable to this acquisition includes the value of the workforce acquired, the benefit of future revenue growth, opportunities to expand within the marketplace and other key competitive advantages. The accounts receivable primarily represent facility service revenue receivable relating to the provision of operating facilities and services to patients.

Approximately $400 of acquisition-related costs have been recognized as an expense in the Statements of Income and Comprehensive Income. Had the acquisition of the MFC Nueterra ASCs occurred as of January 1, 2018, the Statements of Income and Comprehensive Income for the three months ended March 31, 2018, would have included facility service revenue of $8,723 and income from operations of $1,123, inclusive of pre-acquisition facility service revenue of $2,741 and income from operations of $208.

5. EARNINGS (LOSS) PER SHARE

Basic earnings (loss) per share attributable to owners of the Corporation are calculated as follows:

		Three Months Ended March 31,	
		2018	**2017**
Net income (loss) for the period attributable to owners of the Corporation	$	4,228	(516)
Divided by weighted average number of common shares outstanding for the period		30,950,345	31,045,945
Basic earnings (loss) per share attributable to owners of the Corporation	**$**	**0.14**	**(0.02)**

5. EARNINGS (LOSS) PER SHARE (Continued)

Fully diluted earnings (loss) per share attributable to owners of the Corporation are calculated as follows:

		Three Months Ended March 31,	
		2018	2017
Net income (loss) for the period attributable to owners of the Corporation	$	4,228	(516)
Change in value of exchangeable interest liability (tax effected)		(1,338)	-
Interest expense on exchangeable interest liability (tax effected)		1,911	-
Change in value of convertible debentures (tax effected)		(502)	-
Interest expense on convertible debentures (tax effected)		352	-
Modified net income (loss) for the period attributable to owners of the Corporation	$	4,651	(516)
Divided by weighted average number of common shares:			
Outstanding for the period		30,950,345	31,045,945
Deemed to be issued on the conversion of the outstanding convertible debentures		2,184,353	-
Deemed to be issued on the exchange of the outstanding exchangeable interest liability		5,965,620	-
Deemed to be issued as share-based compensation		-	-
Weighted average number of common shares[(1)(2)]		39,100,318	31,045,945
Fully diluted earnings (loss) per share	**$**	**0.12**	**(0.02)**

(1) *For the period ended March 31, 2018, the impact of share-based compensation was excluded from the dilutive weighted average number of ordinary shares calculation because it is not applicable based on the share price prevailing at March 31, 2018.*

(2) *For the period ended March 31, 2017, the impact of convertible debentures, exchangeable interest liabilities and share-based compensation were excluded from the dilutive weighted average number of ordinary shares calculation because their effect would have been anti-dilutive.*

6. NORMAL COURSE ISSUER BIDS

The Corporation's current normal course issuer bid for up to 620,918 of its common shares, is in effect from May 16, 2017 to May 15, 2018. During the three months ended March 31, 2018 and March 31, 2017, the Corporation did not purchase any of its common shares.

7. NET CHANGES IN NON-CASH WORKING CAPITAL

The net changes in non-cash working capital included in the statement of cash flows, exclusive of the business combination impact, consist of the following:

	Three Months Ended March 31,	
	2018 $	2017 $
Accounts receivable	8,215	10,814
Supply inventory	(331)	(465)
Prepaid expenses and other	(468)	447
Accounts payable	(1,047)	(6,069)
Accrued liabilities	(1,583)	(3,779)
Net changes in non-cash working capital	**4,786**	**948**

8. FINANCIAL INSTRUMENTS

8.1 Fair values and classification of financial instruments

The fair values of the convertible debentures and exchangeable interest liability are determined based on the closing trading price of the securities at each reporting period. The fair values of notes payable and revolving credit facilities at the Facilities' and IMD level approximate their book values as the interest rates are similar to prevailing market rates. The fair values of all other financial instruments of the Corporation, due to the short-term nature of these instruments, approximate their book values.

The following table presents the carrying values and classification of the Corporation's financial instruments as at March 31, 2018 and December 31, 2017:

	March 31, 2018 $	December 31, 2017 $
Financial assets		
Fair value through profit or loss		
Cash and cash equivalents	35,595	56,029
Held-to-maturity (amortized cost)		
Short-term investments	9,537	8,934
Amortized cost		
Accounts receivable	60,199	63,476
Financial liabilities		
Fair value through profit or loss		
Convertible debentures	32,849	33,533
Exchangeable interest liability	65,287	67,107
Amortized cost		
Interest payable	482	-
Dividends payable	2,250	2,327
Accounts payable	23,879	23,669
Accrued liabilities	18,433	18,603
Corporate credit facility	67,750	47,750
Long-term debt	66,772	65,058

The financial instruments of the Corporation that are recorded at fair value have been classified into levels using a fair value hierarchy. The following tables represent the fair value hierarchy of the Corporation's financial instruments that were recognized at fair value as of March 31, 2018 and December 31, 2017. It does not include fair value information for financial instruments not measured at fair value and short-term in nature.

8. FINANCIAL INSTRUMENTS (Continued)

	March 31, 2018			
	Level 1 $	Level 2 $	Level 3 $	Total $
Financial assets				
Cash and cash equivalents	35,595	-	-	35,595
Short-term investments	9,537	-	-	9,537
Financial liabilities				
Convertible debentures	32,849	-	-	32,849
Exchangeable interest liability	-	65,287	-	65,287
Corporate credit facility	67,750	-	-	67,750
Long-term debt	66,772	-	-	66,772
Total	**212,503**	**65,287**	**-**	**277,790**

	December 31, 2017			
	Level 1 $	Level 2 $	Level 3 $	Total $
Financial assets				
Cash and cash equivalents	56,029	-	-	56,029
Short-term investments	8,934	-	-	8,934
Financial liabilities				
Convertible debentures	33,533	-	-	33,533
Exchangeable interest liability	-	67,107	-	67,107
Corporate credit facility	47,750	-	-	47,750
Long-term debt	65,058	-	-	65,058
Total	**211,304**	**67,107**	**-**	**278,411**

8.2 Measurement of fair values

The following is the valuation technique used in measuring Level 2 fair values (the Corporation does not have any Level 3 fair values).

Financial Instrument	Valuation Technique
Exchangeable interest liability	*Market comparison technique:* The number of the Corporation's common shares to issue is based on the contractual agreements with the holders of non-controlling interest that have exchange agreements with the Corporation and take into account the distributions to the non-controlling interest over the prior twelve months. The liability is valued based on the market price of the Corporation's common shares converted to the reporting currency as of the reporting date.

9. INCOME TAXES

The U.S. tax return for the Corporation is prepared on a consolidated basis for U.S. entities and includes balances and amounts attributable to these entities. The *Tax Cuts and Jobs Act*, which took effect January 1, 2018 for the Corporation, reduced the United States federal corporate income tax rate to 21% from the Corporation's effective federal tax rate of 34%. The Corporation has used figures based on the new rate to prepare its current and deferred tax balances for the three months ended March 31, 2018.

9. INCOME TAXES (Continued)

The Canadian income tax return for the Corporation is prepared on a stand-alone basis and includes non-consolidated balances attributable to the Canadian entity only.

Income taxes reported in these interim condensed consolidated financial statements are as follows:

	Three Months Ended March 31,	
Provision for Income Taxes	**2018** **$**	**2017** **$**
Current	80	(262)
Deferred	1,929	(22)
Total income tax expense (recovery)	**2,009**	**(284)**

10. INTEREST EXPENSE, NET OF INTEREST INCOME

Interest expense, net of interest income, included in the statements of income and comprehensive income consist of the following:

	Three Months Ended March 31,	
	2018 **$**	**2017** **$**
Interest expense at Facilities' and IMD's level	473	635
Interest expense on convertible debentures	479	458
Interest expense at corporate level	477	535
Amortization of available credit facility stand-by fees	33	31
Interest income at Facilities' and IMD's level	(7)	(4)
Interest income at corporate level	(81)	(69)
Interest expense, net of interest income	**1,374**	**1,586**

11. RELATED PARTY TRANSACTIONS AND BALANCES

11.1 Equity accounted investments

The Corporation owns a 54.22% equity interest in Mountain Plains Real Estate Holdings, LLC ("MPREH"), an entity over which it has significant influence. The Corporation uses the equity method to account for this investment which is valued at $702 as of March 31, 2018 (December 31, 2017: $698).

The Corporation owns a 32.0% equity interest in South Dakota Interventional Pain Institute, LLC ("SDIPI"). The Corporation has significant influence over the associate because of its equity position and its representation on the board of the associate. The investment in and loan receivable from the associate as at March 31, 2018 were $553 and $48, respectively (December 31, 2017: $534 and $55).

11. RELATED PARTY TRANSACTIONS AND BALANCES (Continued)

The Corporation has a 0.35% ownership interest in an entity that holds an indirect interest in BHSH for a total investment of $341 (December 31, 2017: $341), for which the investment is accounted for at cost in the consolidated financial statements.

Together, the three investments comprise the 'Other assets' on the consolidated balance sheet.

11.2 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 three months ended March 31, 2018 of $1,125 (March 31, 2017: $1,125). As well, the director is a minority member of another ownership group that owns and leases imaging equipment to the same Facility, for which the Facility paid equipment rent for three months ended March 31, 2018 of $148 (March 31, 2017: $148).

Certain Facilities routinely enter into transactions with related parties for provision of services relating to the use of facilities 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. For three months ended March 31, 2018, SFSH paid SDIPI $165 for the use of a facility and related equipment (March 31, 2017: $165). As of March 31, 2018, SFSH had a balance payable to SDIPI of $49 (December 31, 2017: $59). For three months ended March 31, 2018, BHSH paid MPREH $45 for the use of a facility (March 31, 2017: $45).

11.3 Other transactions

Certain of the physicians, who indirectly own the non-controlling interest in each of the Facilities, routinely provide professional services directly to patients utilizing the services of the Facilities and reimburse the Facilities for the space and staff utilized. Also, certain of the physicians serve on the boards of management of the Facilities and two such individuals perform the duties of Medical Director at the respective Facilities and are compensated in recognition of their contribution to the Facilities. Also, a physician with a non-controlling interest in SFSH is its Chief Executive Officer.

12. COMMITMENTS AND CONTINGENCIES

12.1 Commitments

In the normal course of operations, the Facilities lease certain equipment under non-cancellable long-term leases and enter into various commitments with third parties. In addition, certain of the Facilities lease their facility space from related and non-related parties.

12. COMMITMENTS AND CONTINGENCIES (Continued)

12.2 Contingencies

In the normal course of business, the Facilities are, from time to time, subject to allegations that may result in litigation. Certain allegations may not be covered by the Facilities' commercial and liability insurance. The Facilities evaluate such allegations by conducting investigations to determine the validity of each potential claim. Based on the advice of the legal counsel, management records an estimate of the amount of the ultimate expected loss for each of these matters. Events could occur that would cause the estimate of the ultimate loss to differ materially from the amounts recorded.

13. SHARE-BASED COMPENSATION

At the Corporation's annual and special meeting of shareholders held on May 12, 2016, shareholders approved a grant of stock options to acquire 1,000,000 common shares of the Corporation to its former CEO. The grant was effective May 1, 2016, and the stock options are exercisable at C$17.24 per share. At the time of the CEO transition, 223,562 of the options had vested, and 776,438 were forfeited. On September 19, 2016, stock options to acquire 350,000 common shares of the Corporation were granted to its Chief Development Officer, exercisable at C$21.15 per share. On November 21, 2016, stock options to acquire 425,000 common shares of the Corporation were granted to its Executive Vice-President, Finance, who was appointed Chief Financial Officer on January 1, 2017, exercisable at C$17.98 per share, subject to shareholder approval which was obtained at the Corporation's annual and special meeting of shareholders held on May 11, 2017. On May 18, 2017, stock options to acquire 350,000 common shares of the Corporation were granted to its Chief Operating Officer, now CEO, exercisable at C$16.47 per share. On March 29, 2018, stock options to acquire 450,000 and 120,000 common shares of the Corporation were granted, respectively, to its Chief Executive Officer and Vice-President, Operations, and are exercisable at C$14.03 per share. Outstanding options (the "Options") will vest after five years of employment, and for certain executive officers, will be subject to the Corporation's maintenance of a dividend rate not less than the rate in effect at the time of the grant date. The Options must be exercised by the tenth anniversary of the respective grant dates, subject to a blackout extension term.

During the three months ended March 31, 2018, the Corporation recognized $129 (March 31, 2017: $102) relating to the Options in salaries and benefits expense in the statements of income and comprehensive income. The grant date fair values of the Options were measured based on the Black-Scholes model. Expected volatility is estimated by considering historic average share price volatility. The inputs used in the measurement of the fair values at the grant date of the share-based compensation plan are as follows:

13. SHARE-BASED COMPENSATION (Continued)

	Q1 2018 Grants Issued	Q2 2017 Grants Issued	Q4 2016 Grants Issued	Q3 2016 Grants Issued	Q2 2016 Grants Issued
Fair value of Options, grants and assumptions					
Fair value at grant date	C$ 1.33	C$ 1.27	C$ 1.41	C$ 2.00	C$ 1.33
Share price at grant date	C$14.03	C$16.68	C$18.19	C$21.57	C$17.01
Exercise price	C$14.03	C$16.47	C$17.98	C$21.15	C$17.24
Expected volatility (weighted average volatility)	27.76%	22.77%	21.77%	21.95%	23.60%
Option life (expected weighted average life)	5 years	5 years	5 years	5 years	5 years
Expected dividends	8.02%	6.74%	6.18%	5.22%	6.61%
Risk-free rate	1.96%	0.99%	0.99%	0.73%	1.03%

Compensation for directors includes a deferred share unit ("DSU") component, for which grants based on the value of the Corporation's common shares are made quarterly. For the three months ended March 31, 2018, director compensation included DSU grants of $112 (March 31, 2017: $103), while the change in market value of outstanding DSUs for the same period was a recovery of $104 (March 31, 2017: $81 expense).

The following table summarizes changes in the DSUs for three months ended March 31, 2018:

	March 31, 2018
Opening balance of DSUs at January 1, 2018	95,943
DSUs granted on director fees	12,032
DSUs granted on dividend reinvestment	1,863
Total number of DSUs	**109,838**

Compensation for executive officers of the Corporation includes a restricted share unit ("RSU") component, for which grants based on the value of the Corporation's common shares were made annually up to 2018 and from time to time. Effective 2018, annual RSU grants were replaced by annual performance share unit ("PSU") grants. The RSU grants vest over three years, participate in the Corporation's monthly dividends and settle in cash. To date, grants were made on November 21, 2016 for 14,920 RSUs, and on July 1, 2017 for 21,804 RSUs. The value of the expense and liability associated with the RSUs is determined based on the Corporation's stock price at the end of each reporting period. For the three months ended March 31, 2018, salaries and benefits included RSU expense of $54 (March 31, 2017: $17). As at March 31, 2018, the liability for RSUs was $187.

The following table summarizes changes in the RSUs for the three months ended March 31, 2018:

	March 31, 2018
Opening balance of RSUs at January 1, 2018	33,451
RSUs granted on dividend reinvestment	650
Total number of RSUs	**34,101**

13. SHARE-BASED COMPENSATION (Continued)

The PSU grants vest at the end of three years, participate in the Corporation's monthly dividends and settle in cash. To date, a grant was made on March 29, 2018 for 59,003 PSUs. The value of the expense and liability associated with the PSUs is determined based on the Corporation's stock price at the end of each reporting period. For the three months ended March 31, 2018, salaries and benefits included a nominal PSU expense. As at March 31, 2018, the liability for PSUs was also nominal.

14. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements and have been applied consistently by the Facilities and IMD.

14.1 Basis of measurement

These consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair value.

14.2 Functional and presentation currency

The Corporation translates monetary assets and liabilities denominated in Canadian dollars, principally its convertible debentures, exchangeable interest liability and certain of its cash balances, which are all denominated in Canadian dollars, at exchange rates in effect at the reporting date. Non-monetary items are translated at rates of exchange in effect when the assets were acquired or obligations were incurred. Revenue and expenses are translated at rates in effect at the time of the transactions. Foreign exchange gains and losses, including translation adjustments, are included in the determination of net income and comprehensive income.

14.3 Basis of consolidation

Subsidiaries are entities controlled by the Corporation. Control exists when the Corporation (a) has the power over the entity, (b) is exposed, or has rights, to variable returns from its involvement with the entity, and (c) has the ability to use its power to affect its returns. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences, until the date that control ceases. Non-controlling interest represents the portion of a subsidiary's net earnings and net assets that are attributable to shares of such subsidiary not held by the Corporation.

The non-controlling interest in the equity of the Corporation's subsidiaries is included as a separate component of equity.

All intra-company balances and transactions have been eliminated in preparing these consolidated financial statements. The accounting policies of subsidiaries have been changed when necessary to align them with the policies adopted by the Corporation.

14. SIGNIFICANT ACCOUNTING POLICIES (Continued)

14.4 Business combinations

Business combinations are accounted for using the acquisition method as of the date when control is transferred to the Corporation. The Corporation measures goodwill as the excess of the sum of the fair value of the consideration transferred over the net identifiable assets acquired and liabilities assumed, all measured as at the acquisition date. Transaction costs that the Corporation incurs in connection with a business combination, other than those associated with the issue of debt or equity securities, are expensed as incurred.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not re-measured and settlement is accounted for within equity. Otherwise, subsequent changes in the fair value of the contingent consideration are recognized in net income and comprehensive income.

At the date of the acquisition, the non-controlling interest is measured at the non-controlling interest's proportionate share of the fair value of identifiable assets of the acquiree. Contingent consideration in respect of certain acquisitions, accounted for as exchangeable interest liability, is recorded on the balance sheet with periodic changes in fair value of that liability reflected in net income and comprehensive income.

14.5 Segment information

The operations and productive capacity of the Facilities revolve around the provision of surgical procedures. Each Facility is organized as an individual entity and separate financial statements are prepared for each entity. The chief operating decision makers of the Corporation, being the Chief Executive Officer and the Chief Financial Officer, regularly review performance of each individual Facility to make decisions about resources to be allocated to each Facility and assess their performance. Therefore, each Facility represents a separate operating segment.

Management of the Corporation has concluded that the operating segments of the Corporation meet the criteria for aggregation pursuant to IFRS 8, *Operating Segments* and, therefore, discloses a single reportable segment. In forming its conclusion about the aggregation of the Facilities, management of the Corporation evaluated the long-term economic characteristics of each Facility, the comparative nature of the Facilities' operations, and the level of regulation of each Facility.

14. SIGNIFICANT ACCOUNTING POLICIES (Continued)

The services delivered by each Facility and the patients who use those services are similar. The vast majority of patients are insured through private insurance or government insurance programs (i.e., Medicaid or Medicare), which allows for a wide group of patients electing to have their procedures performed at one of the Facilities. The Facilities principally provide surgical facilities, support staff and pre- and post-surgical care related to surgeries. Finally, the Facilities have similar economic characteristics, which management defines as comparable long-term operating margins, recognizing differences between the Facilities in payor mix, surgical specialties and local healthcare markets.

14.6 Cash and cash equivalents

Cash and cash equivalents consist of cash on hand and all liquid investments purchased with a maturity of three months or less from the purchase date and which can be redeemed by the Corporation.

14.7 Short-term and long-term investments

Investments represent liquid investments purchased with a maturity of three months or more. Investments with maturities of more than three months but less than twelve months are classified as short-term and investments with maturities of twelve months or more are classified as long-term. The Corporation limits its exposure to credit risk through application of its investment policy. The policy permits investment of its cash and cash equivalents and short-term and long-term investments in (i) liquid securities issued or guaranteed by the Governments of Canada and the United States of America, or political subdivisions thereof and with (ii) certain Canadian chartered banks or banks regulated by the United States of America as listed in the policy. The carrying amount of investments represents the Corporation’s maximum exposure to credit risk for such investments.

14.8 Accounts receivable

Accounts receivable are recorded at the time services are rendered at the amounts estimated to be recoverable from third-party payors and patients, by applying the following policies:

(i) Amounts billed are reduced by an allowance for third-party payor adjustments which are maintained at a level management believes reflects the estimated adjustments that will be applied upon collection of the amounts billed. The allowance is established using the third-party payor contracts effective at period end and/or based on historical payment rates.

(ii) An allowance for non-collectible receivable balances is recognized at a level management believes is adequate to absorb probable losses. Management determines the adequacy of the allowance based on historical data, current economic conditions, and other pertinent factors for the respective Facility. Patient receivables are written off as non-collectible when all reasonable collection efforts have been exhausted.

14. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Payments from third-party payors are generally received within 60 days of the billing date. However, accounts involving non-contracted payment sources, such as auto and general liability insurance, are subject to recovery efforts, including rebilling and insurance litigation, until they are collected or considered not collectible. Residual amounts due from patients, such as co-payments and deductibles, are considered past due 30 days after receiving payment from third-party payors.

14.9 Supply inventory

Supply inventory consists of medical supplies, including implants and pharmaceuticals. It is stated at the lower of cost or net realizable value, using the first-in, first-out valuation method.

14.10 Property and equipment

Property and equipment are stated at cost less accumulated depreciation. Cost includes expenditures that are directly attributable to the acquisition of the asset.

Depreciation of property and equipment is computed using the straight-line and declining balance methods over the estimated useful lives of the assets. Assets under finance leases are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Facilities will obtain ownership by the end of the lease term. Land is not depreciated.

The estimated useful lives of property and equipment are as follows:

Building and improvements	3-40 years
Equipment and furniture	3-20 years

Leases that substantially transfer the risk and benefits of ownership are capitalized with the cost included in property and equipment and the related liability recorded in long-term debt.

Depreciation methods, useful lives and residual values are reviewed on an annual basis.

14.11 Goodwill

Goodwill arises on the acquisition of subsidiaries and represents the excess of cost over the fair value of identifiable net assets acquired. For business acquisitions occurring after the date of transition to IFRS (January 1, 2010), goodwill is also recognized on non-controlling interest based on elections made independently for each acquisition. Goodwill is stated at cost less accumulated impairment losses. Goodwill is not amortized but is reviewed at least annually for impairment and when events or changes in circumstances indicate that the carrying amount may not be recoverable.

14. SIGNIFICANT ACCOUNTING POLICIES (Continued)

14.12 Other intangibles

Other intangibles are recognized only when it is probable that the expected future economic benefits attributable to the assets will be realized by the Corporation and the cost can be reliably measured. Other intangibles represent the value of the hospital operating licenses, medical charts and records, care networks and trade names. Other intangibles are stated at cost less accumulated amortization and accumulated impairment losses, when applicable.

Upon recognition of an intangible asset, the Corporation determines if the asset has a definite or indefinite life. In making the determination, the Corporation considers the expected use, expiry of agreements, nature of assets, and whether the value of the assets decreases over time.

Amortization is recognized on a straight-line basis over the estimated useful lives of other intangibles, other than trade names, from the date they are available for use. The estimated useful lives of other intangibles are as follows:

Hospital operating licenses	5 years
Non-compete agreements	5 years
Medical charts and records	5-10 years
Care networks	10-18 years

Trade names represent the value assigned to the reputation of the hospitals and their standing in the business and local community which allow them to earn higher than average returns. Trade names are not amortized as there is no foreseeable limit to the period over which trade names are expected to generate cash inflows for the Corporation.

14.13 Impairment of non-financial assets

Non-financial assets that have an indefinite useful life, such as goodwill and trade names, 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.

For the purposes of assessing impairment, assets are grouped at the cash generating unit (“CGU”) level, which is the lowest level for which there are separately identifiable cash flows. Management considers each Facility and IMD as a CGU, with the exception of the seven MFC Nueterra ASCs which collectively constitute a single CGU.

14. SIGNIFICANT ACCOUNTING POLICIES (Continued)

An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less cost to dispose and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

An impairment loss is recognized in net income and comprehensive income. It is allocated first to reduce the carrying amount of any goodwill allocated to the respective Facility and IMD and, then, to reduce the carrying amount of the other assets of the respective Facility and IMD on a pro rata basis.

14.14 Financial assets and liabilities

The Corporation initially recognizes financial assets on the date that they originate or on the trade date at which the Corporation becomes a party to the contractual provisions of the instrument. The Corporation derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. The Corporation assesses financial assets for impairment at each reporting date.

The Corporation initially recognizes financial liabilities on the date that they originate or on the trade date at which the Corporation becomes a party to the contractual provisions of the instrument. The Corporation derecognizes a financial liability when its contractual obligations are discharged, cancelled, or expire.

14.15 Impairment of non-derivative financial assets

Financial assets not designated as fair value through profit or loss ("FVTPL"), including interests in equity accounted investees, are assessed at each reporting date to determine whether there is objective evidence of impairment.

14.15.1 Financial assets measured at amortized cost

The Corporation considers evidence of impairment for financial assets measured at amortized cost on both an individual and collective basis. In assessing impairment, the Corporation uses historical information on the timing of recoveries and the amount of loss incurred, and makes an adjustment if current economic and credit conditions are such that actual losses are likely to be greater or lesser than suggested by historical trends.

14. SIGNIFICANT ACCOUNTING POLICIES (Continued)

An impairment loss is calculated as the difference between an asset's carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognized in net income and comprehensive income and reflected in an allowance account. If the amount of an impairment loss subsequently decreases, then the amount is reversed through net income and comprehensive income.

14.15.2 Equity-accounted investee

An impairment loss in respect of an equity-accounted investee is measured by comparing the recoverable amount of the investment with its carrying amount. An impairment loss is recognized in net income and comprehensive income and is reversed if there has been a favourable change in the estimates used to calculate that recoverable amount.

14.16 Measurements of fair value

A number of the Corporation's accounting policies and disclosures require the measurement of fair value for both financial and non-financial assets and liabilities.

Management of the Corporation regularly reviews significant unobservable inputs and valuation adjustments. If third-party information, such as broker quotes or pricing services, is used to measure fair values, then management assesses the evidence obtained from these sources to support the conclusion that such valuations meet the requirements of IFRS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of an asset or a liability, the Corporation uses observable market data to the extent possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation technique as follows:

Level 1 – unadjusted quoted prices available in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. The Corporation recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

14. SIGNIFICANT ACCOUNTING POLICIES (Continued)

14.17 Provisions

A provision is recognized if, as a result of a past event, the Corporation has a present legal or constructive obligation that can be estimated reliably and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are measured at the estimated expenditures required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Provisions are discounted to their present values where the time value of money is material. All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

14.18 Convertible debentures

The Corporation's convertible debentures are convertible into a fixed number of common shares at the option of the holder. The number of common shares to be issued does not vary with changes in the market value of the convertible debentures.

The convertible debentures are denominated in Canadian dollars while the Corporation's functional currency is U.S. dollars, which requires the Corporation to deliver a variable amount of cash to settle the obligation. Because the conversion option requires the Corporation to deliver a fixed number of common shares to settle a variable liability, the convertible debentures are considered hybrid financial instruments. The Corporation elected to account for the convertible debentures as a financial liability measured at FVTPL. The changes in the recorded amounts of the liability, resulting from the changes in the fair value of the convertible debentures and fluctuations in foreign exchange rates between the periods, are reflected in net income and comprehensive income.

14.19 Exchangeable interest liability

Exchangeable interest liability represents an estimated liability for the remaining portion of the interest in the Facilities held by the non-controlling interest which can be exchanged, subject to certain restrictions, for common shares of the Corporation. The exchangeable interest liability is measured at fair value. The fair value is measured at the end of each reporting period taking into account (i) the calculated amount of common shares potentially issuable for the remaining portion of the exchangeable interest in the Facilities held by the non-controlling interest, (ii) the market value of common shares, and (iii) the exchange rate between Canadian and U.S. dollars at the end of the reporting period. The change in value of the exchangeable interest liability is included in net income and comprehensive income for the respective periods.

14. SIGNIFICANT ACCOUNTING POLICIES (Continued)

14.20 Income taxes

Income tax expense (recovery) consists of current and deferred taxes. Income tax expense (recovery) is recognized in the statements of income and comprehensive income except to the extent that it relates to a business combination or items recognized directly in equity, in which case it is recognized in equity or in other comprehensive income.

Current tax is the expected tax payable on the taxable income for reporting period, using tax rates enacted or substantively enacted on the reporting date, and any adjustment to tax payable in respect of previous years.

The Corporation calculates deferred income taxes using the asset and liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases. Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective period of realization, provided they are enacted or substantively enacted at the end of the reporting period. The effect on tax assets and liabilities of a change in tax rates is recognized in net income and comprehensive income in the period that includes the date of enactment or substantive enactment.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized. Deferred tax liabilities are always recognized in full. Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the Corporation intends to settle its current tax assets and liabilities on a net basis. Deferred tax is provided on temporary differences arising on investments in subsidiaries, except where the timing of the reversal of temporary differences is controlled by the Corporation and it is probable that the temporary differences will not reverse in the foreseeable future.

14.21 Share-based payments

The Corporation has an equity settled, share-based compensation plan under which the entity receives services from key executives as consideration for the Options of the Corporation. The fair value of the services received in exchange for the grants of the Options is recognized as an expense. The total amount to be expensed is determined by reference to the fair value of the Options granted.

Non-market vesting conditions are included in assumptions about the number of Options that are expected to vest. The total expense is recognized over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. When the Options are exercised, the Corporation issues new common shares. The proceeds received, together with the amount recorded in contributed surplus, are credited to share capital when the Options are exercised.

14. SIGNIFICANT ACCOUNTING POLICIES (Continued)

The dilutive effect of outstanding Options is reflected as additional share dilution in the computation of fully diluted earnings per share.

14.22 New and revised IFRSs adopted

The Corporation has applied the following new and revised IFRS which are effective for periods beginning January 1, 2018, without any significant impact:

14.22.1 IFRS 2 *Share-Based Payments*

In September 2016, the IASB issued amendments to IFRS 2 *Share-Based Payments*. The amendments provide clarification on how to account for certain types of share-based payment transactions.

14.22.2 IFRS 9 *Financial Instruments*

In 2014, the IASB issued IFRS 9, *Financial Instruments*, replacing IAS 39, *Financial Instruments: Recognition and Measurement* ("IAS 39"), and related interpretations. IFRS 9 includes revised guidance on the classification and measurement of financial assets, including impairment and a new general hedge accounting model. IFRS 9 becomes effective for annual periods beginning on or after January 1, 2018.

IFRS 9 largely retains the existing requirements in IAS 39 for the classification and measurement of financial liabilities. However, it eliminates the previous IAS 39 categories for financial assets held to maturity, loans and receivables and available for sale.

Classification and Measurement

IFRS 9 contains a new classification and measurement approach for financial assets that reflects the business model in which assets are managed and their cash flow characteristics. Financial assets are classified and measured based on these categories: amortized cost, fair value through other comprehensive income, and FVTPL. Financial liabilities are classified and measured based on two categories: amortized cost or FVTPL.

The following table summarizes the classification impacts upon adoption of IFRS 9. The adoption of the new classification requirements under IFRS 9 did not result in significant changes in measurement or the carrying amount of financial assets and liabilities.

14. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Asset/Liability	Classification under IAS 39	Classification under IFRS 9
Cash and cash equivalents	Fair value through profit and loss(i)	Fair value through profit and loss
Short term investments	Fair value through profit and loss(i)	Fair value through profit and loss
Accounts receivable	Loans and receivables	Amortized cost
Trade payables and other liabilities	Other liabilities	Amortized cost
Long term debt	Other liabilities	Amortized cost
Convertible debentures	Fair value through profit and loss(ii)	Fair value through profit and loss
Exchangeable interest liability	Fair value through profit and loss(ii)	Fair value through profit and loss

(i) Financial instruments designated at fair value through profit and loss.

(ii) Financial instruments required to be classified at fair value through profit and loss.

The following accounting policies apply to the subsequent measurement of relevant financial assets:

(i) Financial assets at FVTPL – These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in net income and comprehensive income.

(ii) Financial assets at amortized cost – These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses, impairment, and any gain or loss on derecognition are recognized in net income and comprehensive income.

Impairment

IFRS 9 replaces the 'incurred loss' model in IAS 39 with a forward-looking 'expected credit loss' ("ECL") model. The ECL model requires considerable judgment, including consideration of how changes in economic factors affect ECLs, which will be determined on a probability-weighted basis. The new impairment model is applied, at each balance sheet date, to financial assets measured at amortized cost or those measured at fair value through other comprehensive income, except for investments in equity instruments.

Impairment losses are recorded in general and administrative expenses in the statements of income and comprehensive income with the carrying amount of the financial asset or group of financial assets reduced through the use of impairment allowance accounts. In periods subsequent to the impairment where the impairment loss has decreased, and such decrease can be related objectively to conditions and changes in factors occurring after the impairment was initially recognized, the previously recognized impairment loss is reversed through the statements of income and comprehensive income. The impairment reversal is limited to the lesser of the decrease in impairment or the extent that the carrying amount of the financial asset at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized, after the reversal.

14. SIGNIFICANT ACCOUNTING POLICIES (Continued)

The Corporation applied ECL models to the assessment of impairment on trade receivables and other financial assets of the Corporation. The Corporation adopted the practical expedient to determine ECL on trade receivables using a provision matrix based on historical credit loss experiences to estimate lifetime ECL. The ECL models applied to other financial assets also required judgment, assumptions and estimations on changes in credit risks, forecasts of future economic conditions and historical information on the credit quality of the financial asset. The provision matrix and ECL models applied do not have a material impact on trade receivables and other financial assets of the Corporation.

14.22.3 IFRS 15 *Revenue from Contracts with Customers*

In 2014, the IASB issued IFRS 15, *Revenue from Contracts with Customers*, replacing IAS 18, *Revenue* (“IAS 18”), IAS 11, *Construction Contracts*, and related interpretations. IFRS 15 provides a comprehensive framework for the recognition, measurement and disclosure of revenue from contracts with customers, excluding contracts within the scope of the accounting standards on leases, insurance contracts and financial instruments. IFRS 15 is effective for annual periods beginning on or after January 1, 2018.

The Corporation adopted the standard with no material impact on its interim condensed consolidated financial statements for the three months ended March 31, 2018.

Under IFRS 15, the Corporation recognizes revenue when control of the goods or services has been transferred. Revenue is measured at the amount of consideration to which the Corporation expects to be entitled to, including variable consideration to the extent that it is probable that a significant reversal will not occur.

Facility service revenue (“revenue”) consists of the actual amounts received and the estimated net realizable amounts receivable from patients and third-party payors. Revenue is derived from the provision of the facilities and ancillary services for the performance of scheduled (as opposed to emergency) surgical, imaging, and diagnostic procedures. The Facilities bill either their patients or the patients’ third-party payors, that provide insurance and coverage to patients, as of the date of service upon completion of the procedure. Revenue is recognized as of the date of the service when the recovery of consideration is probable and the Corporation has satisfied with its performance obligation.

14. SIGNIFICANT ACCOUNTING POLICIES (Continued)

A small amount of revenue is received directly from self-paying patients while the majority of revenue is received from third-party payors. Revenue is only recorded where collectability is highly probable. As a result, certain amounts for self-paying patients are not recognized in revenue. Each Facility has agreements with third-party payors that provide for payments at amounts different from the Facility's established rates. Payment arrangements include pre-determined rates per diagnosis, reimbursed costs, discounted charges, and per diem payments. As a result of established agreements with third-party payors, settlements under reimbursement arrangements are determined with a high degree of accuracy and are accrued on an estimated basis in the period the services are rendered, and are adjusted in future periods, as final settlements are determined. Differences between the estimated amounts accrued and interim and final settlements are reported in operations in the period of settlement. Revenue relating to IMD's third-party business solution service is included in revenue, and consists of fees for business services provided to healthcare entities, recorded as services are provided and collection is reasonably assured.

14.23 New and revised IFRSs not yet adopted

The Corporation has not applied the following new and revised IFRS that have been issued but are not yet effective.

14.23.1 IFRS 16 *Leases*

In January 2016, the IASB issued IFRS 16 *Leases*, which provides guidance for leases whereby lessees will recognize a liability for the present value of future lease liabilities and record a corresponding right of use asset on the balance sheet. There are minimal changes to lessor accounting. IFRS 16 is effective for annual periods beginning on or after January 1, 2019. Early adoption is permitted, provided IFRS 15 has been adopted. The Corporation intends to adopt IFRS 16 in its consolidated financial statements for the annual period beginning on January 1, 2019. The extent of the impact of the adoption has not yet been determined.

14.23.2 IFRIC 23 *Uncertainty over Income Tax Treatments*

In June 2017, the IASB issued IFRIC Interpretation 23, *Uncertainty over Income Tax Treatments* in response to diversity in practice for various issues in circumstances in which there is uncertainty in the application of the tax law. While IAS 12, *Income Taxes* provides requirements on the recognition and measurement of current and deferred tax assets and liabilities, there is diversity in the accounting for income tax treatments that have yet to be accepted by tax authorities. The IFRIC Interpretation 23 is applicable for annual periods beginning on or after January 1, 2019 and may be applied on a fully retrospective basis, if it is possible without the use of hindsight, or on a modified retrospective basis, with an adjustment to equity on initial application. Earlier application is permitted. The Corporation intends to adopt IFRIC 23 in its consolidated financial statements for the annual period beginning on January 1, 2019.