

## LETTER OF INTENT

Agreement dated the 22<sup>nd</sup> day of February 2021 by and between Black Hills Sport, Inc, a South Dakota not-for-profit corporation, and Medical Facilities Corporation, a Canadian Publicly Traded Company.

### RECITALS

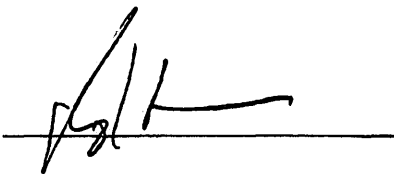
1. The Fitzgerald Stadium (Stadium) is located in Rapid City, South Dakota, and is owned by the City of Rapid City, South Dakota, (the City).
2. Fitzgerald Stadium is the venue for various events but primarily is the home stadium of the Post 22 American Legion Baseball Team (Post 22) of Rapid City, South Dakota.
3. BH Sports as Tenant of Stadium has the right to grant certain promotional and other incentives to donors in return for cash or in-kind contributions.
- 4.
4. Medical Facilities Corporation (MFC) is desirous of making an on-going financial commitment to BH Sports and the Stadium to promote the athletic events and programs that occur at the Stadium, in return for certain promotional rights.
5. NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the Parties agree as follows:

### AGREEMENT

6. MFC agrees donate ten-thousand dollars (\$10,000) annually for a period of ten (10) years to BH Sports in return for certain promotional rights.
7. The Parties agree that said commitment is binding on the Parties to this Agreement, unless the Parties mutually agree that the obligations of this Agreement are terminated and of no further force and effect.
8. The Parties further agree that in consideration of said payment MFC shall receive the following promotional rights:
  - One outfield sign
  - Reference in all promotional matters listing donors to the Stadium, including on any plaque or brochures listing donors
  - Access a 2" x 2" ad on all programs for all events at Stadium.

9. BH Sports agrees that MFC may assign its rights and obligations under this Agreement to its subsidiary corporation, Medical Facilities USA (Holdings) Inc., as determined in the sole discretion of MFC.
10. The Parties agree to enter into a more Definitive Agreement setting forth the binding and mutual obligations of the Parties, and further agree to exercise good faith and use their best efforts to arriving at a mutually agreeable Definitive Agreement by and before March 1, 2021.

**MEDICAL FACILITIES CORPORATION**

By: 

Its: CEO – Rob Horrар

**BLACK HILLS SPORTS, INC**

By: 

Its Thomas D. Weaver / Secretary  
(Print Name and Position)