BELLAIR VENTURES INC.
(A Capital Pool Corporation)

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Three and Nine Months Ended May 31, 2012

July 20, 2012

Introduction

This management discussion and analysis ("**MD&A**") of the financial condition and results of operations of Bellair Ventures Inc. (the "**Company**" or "**Bellair**") is for the three and nine months ended May 31, 2012.

It is supplemental to, and should be read in conjunction with the Company's audited annual financial statements of the Company for the year ended August 31, 2011, as well as the unaudited condensed interim financial statements for the three and nine months ended May 31, 2012.

The Company's financial statements are prepared in accordance with International Financial Reporting Standards ("**IFRS**"). The comparative financial information of 2010 has been restated to conform to IFRS, unless otherwise stated. All amounts presented herein are stated in Canadian dollars, unless otherwise indicated.

Cautionary Statements

Certain statements contained in this MD&A constitute forward-looking information within the meaning of securities laws. Forward-looking information may relate to our future outlook and anticipated events or results and may include statements regarding the future financial position, business strategy, budgets, litigation, projected costs, capital expenditures, financial results, taxes and plans and objectives of or involving the Company. Particularly, statements regarding our future operating results and economic performance are forward-looking statements. In some cases, forward-looking information can be identified by terms such as "may", "will", "should", "expect", "plan", "anticipate", "believe", "intend", "estimate", "predict", "potential", "continue" or other similar expressions concerning matters that are not historical facts. Examples of such statements include the Company's intention to complete a "**Qualifying Transaction**" (as defined by policy 2.4 (the "**CPC Policy**") of TSX Venture Exchange Inc. (the "**Exchange**")) and to complete future financings, acquisitions or investments. Forward looking-information is subject to certain factors, including risks and uncertainties, which could cause actual results to differ materially from what we currently expect. These factors include the ability of the Company to obtain necessary financing, satisfaction of the conditions under any definitive agreement in connection with a Qualifying Transaction and satisfaction of Exchange requirements with respect to a Qualifying Transaction. For more exhaustive information on these risks and uncertainties you should refer to the Prospectus, which is available at www.sedar.com. Forward-looking information contained in this MD&A is based on our current estimates, expectations and projections, which we believe are reasonable as of the current date. You should not place undue importance on forward-looking information and should not rely upon this information as of any other date. While we may elect to, we are under no obligation and do not undertake to update this information at any particular time.

Company Overview

The Company is a Capital Pool Company (a "**CPC**"), as defined in the CPC Policy. The principal business of the Company is the identification and evaluation of potential opportunities with a view to completing a Qualifying Transaction.

The Company was incorporated on August 22, 2008 under the Canada Business Corporations Act. The authorized capital of the Company consists of an unlimited number of common shares ("**Common Shares**") without nominal or par value. On September 20, 2008, the Company issued 1,200,000 Common Shares (the "**Seed Shares**") to seed shareholders for cash consideration of $300,000. The Seed Shares are subject to escrow in accordance with Exchange requirements and will be released in accordance with the terms and conditions of an escrow agreement dated October 7, 2008 among the Company, Equity Transfer & Trust Company (as the escrow agent) and the holders of the Seed Shares.

On November 24, 2008 and pursuant to the Prospectus, the Company completed its initial public offering ("**IPO**") by issuing 1,356,600 Common Shares at a price of $0.50 per share for aggregate gross proceeds of $678,300 to be used to identify and evaluate assets or businesses with a view to completing a Qualifying Transaction. In connection with the IPO, the Company granted to Canaccord Capital Corporation (as the Company's agent in respect of the IPO), a non-transferable agent's option to purchase an aggregate of 135,660 Common Shares at $0.50 per share, exercisable for a period of two years from the date of listing of the Company's shares on the Exchange. These options expired during the six month period ended February 28, 2011. The Company also granted to the directors of the Company, incentive stock options to purchase an aggregate of 255,660 Common Shares at $0.50 per share, exercisable for a period of five years from the date of grant. On November 26, 2008, the Common Shares commenced trading on the Exchange under the symbol "BVI.P".

On March 3, 2011, the Company announced that trading of the Common Shares would be transferred to the NEX, a separate trading board of the Exchange, effective immediately, as Bellair had not completed a Qualifying Transaction within the timeframe prescribed by the Exchange. In accordance with the CPC Policy, 600,000 Common Shares, representing 50% of the Seed Shares sold to non-arm's length parties, were cancelled in connection with the transfer to the NEX. The Company obtained the requisite shareholder approval for both its transfer to the NEX and the cancellation of the Seed Shares. Trading commenced on the NEX under the symbol "BVI.H".

On January 5, 2012, the Company entered into a binding agreement with Alter NRG Corp. ("**Alter**") to acquire all of the issued and outstanding shares of CleanEnergy Developments Corp. ("**CleanEnergy**") from Alter.

Qualifying Transaction

On June 29, 2012, the Company announced that the Exchange has conditionally accepted the acquisition of all of the issued and outstanding shares of CleanEnergy as the Company's Qualifying Transaction (the "**CleanEnergy Acquisition**"). Final approval of the Exchange is subject to the Company fulfilling all of the requirements of the Exchange.

Overall Performance

The Company completed its IFRS conversion from Canadian Generally Accepted Accounting Principles ("Canadian GAAP"). In addition, the board of directors and management of the Company have sought out and reviewed merger and acquisition opportunities, which has resulted in the Exchange's conditional acceptance of the CleanEnergy Acquisition as the Company's Qualifying Transaction on June 29, 2012.

For the three and nine month period ended May 31, 2012, the Company incurred a net loss of $53,354 and $137,629, respectively, as a result of the following expenditures associated with ongoing administrative and general expenses and certain costs relating to the CleanEnergy Acquisition.

Results of Operations

The net loss of $53,354 and $137,629, respectively, for the three and nine month period ended May 31, 2012 were for expenses incurred in such period as follows:

	For the 3 months ended May 31, 2012	**For the 9 months ended May 31, 2012**
Professional Fees	$ 38,396	$ 113,442
Filing Fees	$ 14,958	$ 23,163
Office Expense	$ nil	$ 1,024
TOTAL	**$ 53,354**	**$ 137,629**

Nine months ended May 31, 2012, compared with nine months ended May 31, 2011

For the nine months ended May 31, 2012, the Company reported a loss of $137,629 versus a loss of $160,807 in the corresponding period in 2011. For both periods, the majority of expenses incurred related to professional fees in pursuit of a proposed qualifying transaction.

Three months ended May 31, 2012, compared with three months ended May 31, 2011

For the three months ended May 31, 2012, the Company reported a loss of $53,354 versus a loss of $126,988 in the corresponding period in 2011. This is primarily due to higher professional fees related to the proposed qualifying transaction in the 3rd quarter of 2011.

Selected Quarterly Financial Information

	2012 (IFRS)			2011 (IFRS)				2010 (CGAAP)
	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4
Net loss	$53,354	$60,975	$23,300	$190,313	$126,988	$32,698	$1,121	$22,951
Basic loss per share	$0.04	$0.03	$0.01	$0.08	$0.05	$0.01	$0.00	$0.01

Liquidity and Capital Resources

As at May 31, 2012, the Company had negative working capital of $53,147. The Company has $8,396 in cash, which is not sufficient to meet current liabilities of $61,543. The ability of the Company to continue as a going concern is dependent upon the Exchange's final approval of the CleanEnergy Acquisition as the Company's Qualifying Transaction.

It is anticipated that final approval will be given at the end of July 2012. There can be no assurance that should additional financing from shareholders or others be required, it will be available or on terms acceptable to the Company.

Cash Restrictions

The proceeds raised from the issuance of Common Shares may only be used to identify and evaluate assets or businesses for future investment, with the exception that not more than the lesser of 30% of the gross proceeds from the issuance of shares or $210,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company. These restrictions apply until completion of a Qualifying Transaction by the Company as defined under the Exchange policy 2.4.

Significant Corporate Events

DiBattista Industries Inc. and KNR Management Transactions

On December 8, 2008, the Company announced that it had identified and entered into a non-binding letter of intent with respect to a proposed Qualifying Transaction (the "**DBI Proposed Qualifying Transaction**") with DiBattista Industries Inc. ("**DBI**"), a holding company that was attempting a consolidation of assets in the industrial and environmental waste services, recycling and infrastructure industry.

On December 23, 2008, the Company announced that it had entered into a definitive agreement (the "**DBI Agreement**") with respect to the DBI Proposed Qualifying Transaction. Pursuant to the DBI Agreement, DBI would amalgamate with a newly-created, wholly-owned subsidiary of the Company (the "**Amalgamation**"). In consideration for the approval of the Amalgamation, the Company was to issue to the holders of common shares of DBI (the "**DBI Shares**") two common shares of the Company for each DBI Share. Completion of the DBI Proposed Qualifying Transaction was subject to a number of conditions, including approval of the Amalgamation by holders of the DBI Shares and the Exchange and the completion of equity and debt financings.

On April 23, 2009, the Company announced that the DBI Agreement had been terminated. As a result of a variety of factors, including volatile and declining economic conditions, DBI was unable to raise the capital required under the DBI Agreement.

On November 25, 2010, the Company and R. DiBattista Investments ("**RDBI**") entered into a non-binding letter of intent pursuant to which the Company was to acquire all of the issued and outstanding common shares in the capital of KNR Management ("**KNR**") through a share exchange transaction (the "**KNR Transaction**"). If completed, the KNR Transaction was expected to constitute the Company's Qualifying Transaction.

On February 3, 2011, the Company announced that it had entered into a definitive agreement for a proposed Qualifying Transaction with RDBI with respect to the KNR Transaction. Closing of the KNR Transaction was subject to a number of conditions, including (i) the completion of a private placement for gross proceeds of not less than $500,000; (ii) KNR successfully closing a term loan facility in the amount of approximately $2,250,000; (iii) confirmation of a definitive valuation for KNR; (iv) completion of customary due diligence; and (v) the parties obtaining all necessary approvals and consents, including the approval of the Exchange.

The Company terminated all discussions regarding the KNR Transaction during Q1 of fiscal 2012.

Movement to the NEX and Share Capital Reduction

On March 3, 2011, the Company announced that trading of the Common Shares would be transferred to the NEX, a separate trading board of the Exchange, effective immediately, as Bellair had not completed a Qualifying Transaction within the timeframe prescribed by the Exchange. In accordance with the CPC Policy, 600,000 Common Shares, representing 50% of the Seed Shares sold to non-arm's length parties, were cancelled in connection with the transfer to the NEX. The Company obtained the requisite shareholder approval for both its transfer to the NEX and the cancellation of the Seed Shares. Trading commenced on the NEX under the symbol "BVI.H".

Note Receivable

As part of the proposed Qualifying Transaction Agreement with DBI, the Company advanced $225,000 to DBI in fiscal 2009. The loan bore interest at 12%, was originally due on January 15, 2010 and was personally guaranteed by a principal of DBI. On April 23, 2009, the Company announced that it had terminated the DBI Agreement. On January 18, 2010, the Company and DBI agreed to extend the repayment date of the loan to May 31, 2010.

On June 16, 2010, DBI made an interest payment of $39,279. On June 30, 2010, the Company, DBI and a guarantor agreed to further extend the maturity date of the loan and obligations under the guarantee to August 31, 2010.

On November 25, 2010, the Company and DBI entered into a non-binding letter of intent pursuant to which the Company was to acquire all of the issued and outstanding common shares in the capital of KNR. If completed, the KNR Transaction was expected to constitute the Company's Qualifying Transaction. Subsequent to August 31, 2011, the Company terminated the proposed KNR Transaction. As a result, the Company had written down the balance of the note receivable of $225,000, and unpaid accrued interest of $31,500 at August 31, 2011 to $Nil as collection is unlikely.

CleanEnergy Developments Corp.

On January 5, 2012, the Company entered into a binding agreement with Alter to acquire all of the issued and outstanding shares of CleanEnergy. The purchase price of $5 million is to be satisfied by the issuance of 10,000,000 Common Shares. If completed, the CleanEnergy Acquisition will constitute the Company's Qualifying Transaction.

On June 6, 2012, CleanEnergy completed a brokered private placement for aggregate proceeds of $2,394,000. On closing, the gross proceeds, less agent expenses were deposited in escrow pending completion of the Qualifying Transaction. The private placement involved the sale by CleanEnergy of 4,788,000 subscription receipts (the "**Subscription Receipts**") at $0.50 per Subscription Receipt. Each Subscription Receipt will be exercisable by the holder thereof, without payment of additional consideration, into one unit of CleanEnergy (a "CleanEnergy Unit"), each CleanEnergy Unit to be comprised of one common share (a "CleanEnergy Share") and one common share purchase warrant (a "CleanEnergy Warrant") of CleanEnergy, subject to adjustment in certain events.

The Subscription Receipts will automatically convert into CleanEnergy Units upon satisfaction of certain conditions (collectively, the "**Escrow Release Conditions**") including, without limitation, (i) the completion or satisfaction of all conditions precedent to the Qualifying Transaction to the satisfaction of the Agent; (ii) the receipt of all required shareholder and regulatory approvals (including, without limitation, the conditional approval of the Exchange for the Qualifying Transaction); (iii) the receipt of any third party consents necessary to consummate the Qualifying Transaction; and (iv) there shall have been no material adverse change in the financial condition, business or operations of the Company, CleanEnergy or any of their subsidiaries or affiliates.

Disclosure of Outstanding Share Data

As more specifically described above under "Company Overview" and "Movement to the NEX and Share Capital Reduction", there are 1,956,600 issued and outstanding common shares in the capital of the Company and the Company has outstanding options to purchase an aggregate of 170,440 Common Shares as at the date of this report.

Risk Factors

The Company's overall performance and results of operations are subject to a number of risks and uncertainties. Please refer to the risk factors outlined in the Prospectus.

Related Party Transactions

There were no related party transactions for the period ended May 31, 2012.

Transition to IFRS

The unaudited condensed interim financial statements for the quarter ended May 31, 2012 have been prepared in accordance with IFRS. For the transition to IFRS, the Company has followed the recommendations in IFRS 1, *First-time adoption of IFRS*, in preparing its transitional condensed interim financial statements.

In preparing its opening IFRS statement of financial position, the Company did not adjust the amounts reported previously in its financial statements prepared in accordance with Canadian GAAP. There was no financial statement impact resulting from the transition from Canadian GAAP to IFRS.

Future Accounting Pronouncements

IFRS 13, *Fair Value Measurement* defines fair value, sets out in a single IFRS a framework for measuring fair value and requires disclosures about fair value measurements. IFRS 13 is applicable when another IFRS requires or permits fair value measurements or disclosures about fair value measurements (and measurements, such as fair value less costs to sell, based on fair value or disclosures about those measurements), with the exception of: share-based payment transactions within the scope of IFRS 2, *Share-based Payment*; leasing transactions within the scope of IAS 17, *Leases*; measurements that have some similarities to fair value but that are not fair value, such as net realizable value in IAS 2, *Inventories* or value in use in IAS 36, *Impairment of Assets.* This standard is effective for annual periods beginning on or after January 1, 2013, with early application permitted.

Disclosure Controls and Procedures

Disclosure controls and procedures (the "**Disclosure Procedures**") are designed to provide reasonable assurance that all relevant information is gathered and reported to senior management, including the Chief Executive Officer and Chief Financial Officer, on a timely basis so that appropriate decisions can be made regarding public disclosure.

The Company's management conducted an evaluation of the effectiveness of the design and operation of our Disclosure Procedures. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that our Disclosure Procedures are effective to ensure that information required to be disclosed in reports that we file or submit under Canadian securities legislation is recorded, processed, summarized and reported within the time periods specified in those rules and forms.

It should be noted that while the Company's Chief Executive Officer and Chief Financial Officer believe that our Disclosure Procedures that they are effective and will provide a reasonable level of assurance, they do not expect that they will prevent all errors and frauds. A control system, no matter how well designed or operated, can only provide reasonable and not absolute assurance that the objectives of the control system are met.

Additional Information

Additional information relating to the Company is available on SEDAR at www.sedar.com.