

AMENDED AND RESTATED
EARLY WARNING REPORT under
102(1) of the *Securities Act* (Ontario) and National Instrument 62-103

(This Amended and Restated Early Warning Report supersedes and replaces in its entirety the Offeror's Early Warning Report filed on December 11, 2012)

1. Name and address of Offeror

The Edward J. Winter Family Trust, with Edward J. Winter and Norma Winter as trustees

14 Westmount Park Road,
Weston, Ontario, Canada,
M9W 5B2

2. Designation and number, or principal amount, of securities and the offeror's security holding percentage in the class of securities of which the offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file the news release, and whether it was ownership or control that was acquired in those circumstances.

The Offeror entered into a share purchase agreement dated September 6, 2012 (the "Purchase Agreement") between the Offeror, Edward J. Winter, Marco Winter and Bellair Ventures Inc. ("Bellair"). On December 5, 2012, pursuant to the Purchase Agreement, Bellair acquired all of the issued and outstanding capital of Urban Mechanical Contracting Ltd. (the "Urban Mechanical") from the Offeror (the "Closing"). The total consideration for the shares of Urban Mechanical was \$8,278,419 (the "Purchase Price"), being \$10,000,000 less long term debt of Urban Mechanical outstanding at closing of \$1,721,581.

The Purchase Price was satisfied by Bellair through the issuance of 9,597,125 common shares of Bellair at an issue price of \$0.55 per share, the payment of \$500,000 in cash payable within 90 days after closing and the assignment to the Offeror by Bellair of a \$500,000 term loan previously advanced by Bellair to Urban Mechanical. Up to an additional 3,636,363 common shares of Bellair will be issued in satisfaction of the balance of the Purchase Price (the "Holdback Shares") on or before December 5, 2013, which Holdback Shares were withheld at closing as security for the performance by the Offeror of certain of its obligations under the Purchase Agreement.

All of the common shares of Bellair issued to the Offeror at closing are subject to a Tier 2 Value Escrow Agreement between Bellair, the Offeror and Equity Financial Trust Company. Upon closing, 10% of those shares, namely 959,712 common shares of Bellair, were released from escrow to the Offeror.

3. **Designation and number, or principal amount, of securities and the offeror's securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to obligations to file a news release.**

Immediately following completion of the Acquisition, the Offeror holds 36% of the issued and outstanding common shares of Bellair (or 29% on a fully-diluted basis, assuming the exercise of 5,226,800 outstanding share purchase warrants of Bellair and options to acquire 1,199,240 common shares issued pursuant to the stock option plan of Bellair). Assuming all of the Holdback Shares are issued to the Offeror and no other securities of Bellair are issued, the Offeror is expected to hold 43% of the issued and outstanding common shares of Bellair (or 36% on a fully-diluted basis) when the Holdback Shares are issued.

4. **Designation and number, or principal amount of securities, and the percentage of outstanding securities of the class of securities referred to in paragraph 3 over which:**

- (i) **The offeror, either alone or together with joint actors, has ownership and control,**

The Offeror is deemed to have acquired ownership and control over 9,597,125 common shares of Bellair, representing approximately 36% of the issued and outstanding common shares of Bellair upon the Closing.

Edward J. Winter, a trustee of the Offeror, has, in his personal capacity, ownership and control over 30,000 common shares of Bellair, representing approximately 0.11% of the issued and outstanding common shares of Bellair upon the Closing. Edward J. Winter may be considered to be a joint actor of the Offeror. In the aggregate, Edward J. Winter and the Offeror have ownership and control over 9,627,125 common shares of Bellair, representing approximately 36% of the issued and outstanding common shares of Bellair upon the Closing.

- (ii) **The offeror, either alone or together with joint actors, has ownership but control is held by other persons or companies other than the offeror or any joint actor,**

Nil.

- (iii) **The offeror, either alone or together with joint actors, has exclusive or shared control but does not have ownership.**

Nil.

5. **(a) The name of the market in which the transaction or occurrence that gave rise to the news release took place.**

The issuance of the shares took place pursuant to the Purchase Agreement, which was a private agreement. Bellair was required to file a news release upon closing of the

transaction contemplated by the Purchase Agreement pursuant to the corporate finance manual of the TSX Venture Exchange.

(b) The value, in Canadian dollars, of any consideration offered per security if the offeror acquired ownership of a security in the transaction or occurrence giving rise to the obligation to file a news release.

Pursuant to the Purchase Agreement, the issue price was C\$0.55 per common share of Bellair. The value of the aggregate share consideration issued at closing, being 9,597,125 common shares of Bellair, was \$5,278,418.75.

- 6. The purpose of the offeror and any joint actors in effecting the transaction or occurrence that gave rise to the news release, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer.**

The Offeror is acquiring the common shares of Bellair as partial consideration for the purchase of all of the issued and outstanding shares of Urban Mechanical pursuant to the Purchase Agreement.

90% of the common shares of Bellair issued at closing remain subject to a Tier 2 Value Escrow Agreement between Bellair, the Offeror and Equity Financial Trust Company.

Pursuant to the Purchase Agreement, the Offeror will acquire additional securities of Bellair, up to a maximum of the Holdback Shares, subject to the performance of certain obligations of the Offeror arising under the Purchase Agreement.

- 7. The general nature and the material terms of any agreement, other than lending arrangements, with respect to securities of the reporting issuer, entered into by the offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to the news release, including agreements with respect to the acquisition, holding, disposition or voting of any securities.**

The material terms of the Purchase Agreement are described in Item 2, above.

- 8. The names of persons or companies acting jointly or in concert with the offeror in connection with the disclosure required above.**

Edward J. Winter and Norma Winter are the trustees of The Edward J. Winter Family Trust and may be considered to be joint actors for the purposes of securities laws.

- 9. Nature and value of consideration paid by the offeror, if the transaction or occurrence disclosed in this report did not take place on a stock exchange or other published market for the securities.**

In consideration of the issuance of the 9,597,125 common shares of Bellair issued to the Offeror (at a price of C\$0.55 per share, for an aggregate of \$5,278,418.75), among other consideration, the Offeror transferred all of the issued and outstanding shares of Urban Mechanical to Bellair.

10. When applicable, a description of any change in any material facts set out in a previous report under the legislation stated above.

Not applicable.