

**BELLAIR VENTURES INC.
MANAGEMENT INFORMATION CIRCULAR**

SOLICITATION OF PROXIES

This Management Information Circular ("**Circular**") is furnished in connection with the solicitation by management of Bellair Ventures Inc. (the "**Corporation**") of proxies to be used at the annual and special meeting (the "**Meeting**") of holders ("**Shareholders**") of common shares ("**Shares**") of the Corporation to be held at the offices of Stikeman Elliott LLP at Suite 5300 Commerce Court West, 199 Bay Street, Toronto, Ontario, M5L 1B9 on February 2, 2011 at 10:00 a.m. (Toronto time) and any adjournment thereof, for the purposes set forth in the Notice of Annual and Special Meeting accompanying this Circular ("**Notice**"). Unless otherwise stated, all information contained in this Circular is presented as at the date of this Circular and all references to \$ in this Circular are to Canadian dollars.

The solicitation of proxies by this Circular is being made by or on behalf of the management of the Corporation. It is expected that the solicitation will be made primarily by mail, but proxies may also be solicited personally, by telephone or by other forms of electronic communication by directors, officers and employees of the Corporation. The total cost of the solicitation, estimated to be \$20,000, will be borne by the Corporation.

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

By choosing to send these materials to you directly, the issuer (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions or as specified in the completed Form of Proxy (as defined below), as applicable.

APPOINTMENT AND REVOCATION OF PROXIES

Those Shareholders who wish to be represented at the Meeting by proxy must complete and deliver a properly completed form of proxy ("**Form of Proxy**") to the Corporation's transfer agent, either in person, or by mail or courier to Equity Financial Trust Company (the "**Transfer Agent**"), 200 University Avenue, Suite 400, Toronto, ON M5H 4H1 at a time not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the Meeting or any adjournment thereof, or by depositing the Form of Proxy with the chairman (the "**Chair**") of the Meeting on the day of the Meeting or any adjournment thereof.

The persons named in the enclosed Form of Proxy accompanying this Circular are directors of the Corporation. **A Shareholder has the right to appoint a person or company (who need not be a Shareholder) other than the persons designated in the enclosed Form of Proxy to attend and to vote and act for and on behalf of such Shareholder at the Meeting, and any adjournment or postponement thereof. Such right may be exercised by striking out the name of the persons specified in the Form of Proxy, inserting the name of the person or company to be appointed in the blank space provided in the Form of Proxy, signing the Form of Proxy and returning it in the reply envelope to the offices of the Transfer Agent at the address and in the manner previously set forth.**

A Shareholder who has given a proxy may revoke it (a) by depositing an instrument in writing executed by such Shareholder or by such Shareholder's attorney authorized in writing, or, if the Shareholder is a corporation, by an officer or attorney thereof duly authorized indicating the capacity under which such officer or attorney is signing (i) at the offices of the Transfer Agent at any time up to 5:00 p.m. (Toronto

time) on the last business day preceding the date of the Meeting or any adjournment thereof or (ii) with the Chair prior to the commencement of the Meeting on the day of the Meeting or any adjournment thereof; or (b) in any other manner permitted by law.

VOTING OF PROXIES

The Shares represented by the proxy which is hereby solicited will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for, and, where the Shareholder whose proxy is solicited specifies a choice with respect to any matter to be acted upon, the Shares shall be voted by the appointee accordingly. **Where a Shareholder fails to specify a choice with respect to a matter referred to in the Notice, the Shares represented by such proxy will be voted for or in favour of such matter.**

The enclosed Form of Proxy confers discretionary authority upon the persons named in the form with respect to amendments to or variations of matters identified in the Notice and with respect to other matters, if any, which may properly come before the Meeting. At the date of this Circular, the management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting, other than the matters referred to in the Notice. However, if any other matters which at present are not known to management should properly come before the Meeting, the proxy will be voted on such matters in accordance with the best judgment of the named proxy.

NON-REGISTERED HOLDERS

Only registered Shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. In many cases, however, Shares beneficially owned by a person (a **“Non-Registered Holder”**) are registered either:

- (a) in the name of an intermediary such as a bank, trust company, securities dealer, trustee or administrator of self-administered RRSPs, RRIFs, RESPs and similar plans (each an **“Intermediary”**) that represents the Non-Registered Holder in respect of its Shares; or
- (b) in the name of a depository (a **“Depository”**), such as CDS Clearing and Depository Services Inc. of which the Intermediary is a participant.

In accordance with the requirements of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*, the Corporation will have distributed copies of the Notice, the Circular, the Form of Proxy and the audited financial statements for the year ended August 31, 2010 (including management discussion and analysis) (the **“Meeting Materials”**) to the Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive such materials. Intermediaries often use service companies to forward the Meeting Materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive the Meeting Materials will receive a package from their Intermediary containing either:

- (a) a voting instruction form that must be properly completed and signed by the Non-Registered Holder and returned to the Intermediary in accordance with the instructions on the voting instruction form;

or, less typically

- (b) a Form of Proxy that has already been stamped or signed by the Intermediary that is restricted as to the number of Shares beneficially owned by the Non-Registered Holder but which otherwise has not been completed. In this case, the Non-Registered Holder who wishes to submit a proxy should properly complete the Form of Proxy and deposit it with the Transfer Agent at the address set forth in the Notice.

The purpose of these procedures is to permit Non-Registered Holders to direct the voting of Shares that they beneficially own. Should a Non-Registered Holder, who receives either a voting instruction form or a Form of Proxy, wish to attend and vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should strike out the names of the persons named in the proxy and insert the Non-Registered Holder's (or such other person's) name in the blank space provided or, in the case of a voting instruction form, follow the corresponding instructions on such form. In either case, Non-Registered Holders should carefully follow the instructions of their Intermediaries and service companies. If you are a Non-Registered Holder and have not received such a package, please contact your Intermediary.

A Non-Registered Holder may revoke a proxy or voting instruction form which has been given to an Intermediary by written notice to the Intermediary or by submitting a Form of Proxy or voting instruction form bearing a later date. In order to ensure that an Intermediary acts upon a revocation of a proxy or voting instruction form, the written notice should be received by the Intermediary well in advance of the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

As of the close of business on the record date of December 20, 2010 (the "**Record Date**"), there were 2,556,600 issued and outstanding Shares, being the only class of shares outstanding and entitled to vote at the Meeting. Each Shareholder on the Record Date will, unless otherwise specified in this Circular, be entitled to one (1) vote for each Share held by such holder on all matters proposed to come before the Meeting, except to the extent that such holder has transferred any such Shares after the Record Date and the transferee of such Shares establishes ownership thereof and makes a written demand, not later than ten (10) days before the Meeting, to be included in the list of Shareholders entitled to vote at the Meeting, in which case the transferee will be entitled to vote such Shares at the Meeting. The approval of any matter that is submitted to a vote of Shareholders at the Meeting shall be decided by a majority of the votes cast on the question.

The Corporation has made a list of all persons who are registered holders of Shares as at the close of business on the Record Date and the number of Shares registered in the name of each person on that date. To the knowledge of the directors and executive officers of the Corporation, no persons, firms or corporations beneficially own, directly or indirectly, or exercise control or direction over, voting securities of the Corporation carrying more than ten percent (10%) of the voting rights attaching to the total number of issued and outstanding Shares.

EXECUTIVE COMPENSATION

Summary Compensation Table

As at August 31, 2010, and since incorporation, no executive officer of the Corporation has been paid any compensation for services rendered to the Corporation.

Name and Principal Position	Year	Salary (\$)	Share-based Awards (\$)	Option-based Awards (\$)	Non-equity Incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-Term Incentive Plans			
Emlyn J. David, President and CEO	2010	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	2009	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

Outstanding share-based awards and option-based awards

Name	Option-Based Awards				Share-Based Awards		
	Number of Shares Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of In-The-Money Unexercised Options (\$) ⁽¹⁾	Number of Shares That Have Not Vested (#)	Market Value of Share-Based Awards That Have Not Vested (\$)	Outstanding Amount In Respect of Share-Based Awards That Have Not Vested (\$)
Emlyn J. David	85,220	0.5	November 13, 2014	12,783	NIL	NIL	NIL

Note:

(1) Value based on the closing price of Shares on the Exchange as of August 31, 2010.

Incentive plan awards – value vested or earned during the year

Name	Option-Based Awards – Value Vested During the Year (\$) ⁽¹⁾	Share-Based Awards – Value Vested or Earned During the Year (\$)	Outstanding Amount In Respect of Share-Based Awards that have Vested During the Year (\$)	Non-Equity Incentive Plan Compensation-Value Earned During the Year (\$)
Emlyn J. David	NIL	NIL	NIL	NIL

Note:

(1) All option-based awards vested in the 2008 fiscal year.

Long-Term Incentive Plan

The Corporation does not have a long-term incentive plan in place and did not make any awards under any such plans to the executive officers of the Corporation during the financial year ending August 31, 2010.

Options Grants During the Most Recently Completed Financial Year

The Corporation did not grant any options or other convertible securities during the financial year ending August 31, 2010.

Aggregated Option Grants and Exercises During the Most Recently Completed Financial Year

There were no stock options granted to or exercised by the executive officers of the Corporation during the financial year ending August 31, 2010.

Pension Plan Benefits and Deferred Compensation Plan

The Corporation has not established a pension plan and has not established any deferred compensation plans.

Termination of Employment, Change in Responsibilities and Employment Contracts

As at August 31, 2010, the Corporation did not have any employment contracts between the executive officers and the Corporation nor is there any compensatory plan, contract or arrangement where an executive officer is entitled to receive any compensation from the Corporation in the event of the resignation, retirement or any other termination of employment of an executive officer or from a change of control of the Corporation.

Compensation of Directors

As at August 31, 2010, none of the directors of the Corporation earned or were paid any compensation for their services as directors of the Corporation or in any other capacity except as otherwise disclosed herein.

Name	Fees Earned (\$)	Share- Based Awards (\$)	Option- Based Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total (\$)
Rajiv Rai	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Michael J. Cooper	NIL	NIL	NIL	NIL	NIL	NIL	NIL

The Corporation established and adopted an incentive stock option plan (the “**Stock Option Plan**”) on November 7, 2008. To date, and as more fully described in the Corporation’s prospectus dated November 24, 2008, options have been granted to directors to purchase an aggregate of 255,660 Shares. The Stock Option Plan is further described herein, is attached as Appendix “A” hereto and is subject to the approval of the Shareholders.

Outstanding share-based awards and option-based awards

Name	Option-Based Awards				Share-Based Awards		
	Number of Shares Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of In-The-Money Unexercised Options (\$) ⁽¹⁾	Number of Shares That Have Not Vested (#)	Market Value of Share-Based Awards That Have Not Vested (\$)	Outstanding Amount In Respect of Share-Based Awards That Have Not Vested (\$)
Rajiv Rai	85,220	0.5	November 13, 2014	12,783	NIL	NIL	NIL
Michael J. Cooper	85,220	0.5	November 13, 2014	12,783	NIL	NIL	NIL

Note:

(1) Value based on the closing price of Shares on the Exchange as of August 31, 2010.

Incentive plan awards – value vested or earned during the year

Name	Option-Based Awards – Value Vested During the Year (\$) ⁽¹⁾	Share-Based Awards – Value Vested or Earned During the Year (\$)	Outstanding Amount In Respect of Share-Based Awards that have Vested During the Year (\$)	Non-Equity Incentive Plan Compensation-Value Earned During the Year (\$)
Rajiv Rai	NIL	NIL	NIL	NIL
Michael J. Cooper	NIL	NIL	NIL	NIL

Note:

(1) Value based on the closing price of Shares on the Exchange as of August 31, 2010.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of the Corporation's compensation plans under which equity securities of the Corporation are authorized for issuance as at the date of this Circular.

	(a)	(b)	(c)
Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Stock Option Plan	255,660	\$0.50	NIL
Equity compensation plans not approved by Shareholders	NIL	NIL	NIL
Total	255,660	\$0.50	NIL

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director or officer of the Corporation, nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of any one of them, is or was indebted, directly or indirectly, to the Corporation or its subsidiaries at any time since the beginning of its financial year ended August 31, 2010.

CORPORATE GOVERNANCE

The Board of Directors

The rules of corporate governance adopted by the Corporation establish that the Board of Directors (the “**Board**”) is responsible for the management of the Corporation, including the identification of long-term goals and corporate strategies, the main risks associated with its business and the setting up of risk management and control mechanisms, succession planning, the establishment of a communication policy and the efficiency and integrity of the internal control system and the release of financial information of the Corporation. The Board discharges its responsibilities directly and through its audit committee (the “**Audit Committee**”).

All board members, with the exception of Mr. David who also serves as an executive officer, are independent within the meaning of National Instrument 58-101 – *Disclosure of Corporate Governance Practices*. While the Board does allow for the exercise of independent supervision over management through its independent members, it is noted that the Corporation is a Capital Pool Company (“**CPC**”) as defined in Policy 2.4 (the “**CPC Policy**”) of the TSX Venture Exchange Inc. (the “**Exchange**”) and to date has not carried on any operations. The principal business of the Corporation has been and is to identify and evaluate opportunities for the acquisition of a business to constitute the Qualifying Transaction (as defined in the CPC Policy) of the Corporation.

Directorships

The following directors of the Corporation are also currently, or have been within the last five (5) years, directors, officers or promoters of other reporting issuers:

Director	Name of Reporting Issuer	Exchange
Emlyn J. David	Cangap Capital Corp.	N/A
	Fareport Capital Inc.	TSX Venture Exchange
	Chudleigh Ventures Inc.	TSX Venture Exchange
Rajiv Rai	Core Feature Animation	N/A
	Mint Technology Corp.	TSX Venture Exchange
	Zoolander Corporation	NEX
Michael J. Cooper	Dundee Real Estate Investment Trust	Toronto Stock Exchange
	Dundee Corporation	Toronto Stock Exchange
	United Corporations Ltd.	Toronto Stock Exchange
	Zoolander Corporation	NEX

Ethical Business Conduct

The Board encourages and promotes an overall culture of ethical business conduct by promoting compliance with applicable laws, rules and regulations; promoting a culture of open communication, honesty and accountability; and ensuring awareness of disciplinary action for violations of ethical business conduct.

Nomination of Directors

The Board is responsible for identifying new candidates for nomination to the Board. The process by which the Board identifies new candidates is through recommendations from Board members based on corporate law and regulatory requirements as well as relevant education and experience related to the Corporation's business and status as a reporting issuer.

Compensation

None of the Board members or the executive officers currently earns any compensation for services rendered as directors and officers of the Corporation or in any other capacity except as otherwise disclosed herein.

Other Board Committees

The Corporation has no committees other than the Audit Committee at this time.

Board Assessments

The Chair encourages discussion amongst the Board or the committee members to evaluate their own effectiveness over the course of the year. All directors and committee members are encouraged to make suggestions to improve the practice of the Board and its committee(s).

AUDIT COMMITTEE

Audit Committee's Charter

The Corporation's Audit Committee is governed by a charter, the text of which is attached as Appendix "B" to this Circular.

Composition of the Audit Committee

The Audit Committee is comprised of the three (3) members of the Board, being Emlyn J. David, Rajiv Rai and Michael J. Cooper. The Board has determined that such members are financially literate for the purposes of National Instrument 52-110 – *Audit Committees* ("NI 52-110"). All members, with the exception of Mr. David, are independent for the purposes of NI 52-110.

Relevant Education and Experience

For the relevant education and experience of Mr. David, Mr. Rai and Mr. Cooper, please refer to "Matters to be Considered at the Meeting – Election of Directors", below.

Audit Committee Oversight

At no time since the commencement of the Corporation's financial year ending August 31, 2010 have any recommendations by the Audit Committee to nominate or compensate an external auditor not been adopted by the Board.

Reliance on Certain Exemptions

At no time since the beginning of the financial year ending August 31, 2010, has the Corporation relied on the exemption in section 2.4 of NI 52-110 (De Minimis Non-Audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 (Exemptions) of the Instrument.

Pre-Approval Policies and Procedures

The Audit Committee may delegate to one or more independent members the authority to pre-approve non-audit services, so long as the pre-approval is presented to the full Audit Committee at its first scheduled meeting following such pre-approval.

External Auditor Service Fees (By Category)

The aggregate fees billed by the Corporation's external auditors since the date of incorporation for audit fees are approximately as follows:

Financial Period Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
August 31, 2010	\$7,500.00	NIL	NIL	NIL
August 31, 2009	\$8,000.00	NIL	NIL	NIL

PROPOSED QUALIFYING TRANSACTION

The Corporation has entered into a letter of intent dated November 25, 2010 with R. Dibbatista Investments Inc. (the "**Prospective Vendor**") and KNR Group Inc. ("**KNR**"), in respect of a possible

business combination transaction (the “**Proposed Transaction**”) whereby the Corporation would acquire all of the issued and outstanding common shares in the capital of KNR in exchange for the issuance, to the Prospective Vendor, of Shares (the exchange of KNR shares for Shares is referred to as the “**Share Exchange**”). If completed, immediately after the closing of the Proposed Transaction and as a result of the Share Exchange, KNR would be a direct, wholly-owned subsidiary of the resulting issuer (the “**resulting issuer**” being the Corporation upon completion of the Proposed Transaction). If completed, the Proposed Transaction with KNR is intended to constitute the Qualifying Transaction of the Corporation under the policies of the Exchange. The Corporation issued a press release in respect of the Share Exchange and Proposed Transaction on November 25, 2010, a copy of which is available on SEDAR at www.sedar.com.

In the event that the Corporation proceeds with the Proposed Transaction, the approval of Shareholders would not be required. However, further details regarding the Proposed Transaction, including information regarding KNR and the Share Exchange, would be disclosed by the Corporation, including by means of a filing statement to be prepared and filed on SEDAR at www.sedar.com prior to completion of the Proposed Transaction.

MATTERS TO BE CONSIDERED AT THE MEETING

1. Financial Statements

The audited financial statements of the Corporation, the report of the auditors thereon, and the management's discussion and analysis, all for the financial year ended August 31, 2010, will be placed before the Meeting. The audited financial statements and the auditor's report thereon are attached with this Circular. Additional copies of the audited financial statements may be obtained from the Corporation upon request and will be available at the Meeting.

2. Election of Directors

It is intended that three (3) directors be elected for the ensuing year. An affirmative vote of a majority of the votes cast at the Meeting is sufficient for the election of the directors. At the Meeting, each director so elected will hold office until the next annual meeting of Shareholders or until his successor is duly elected, unless his office is earlier vacated in accordance with the by-laws of the Corporation and the provisions of the *Canada Business Corporations Act* to which the Corporation is subject.

To the Corporation's knowledge, no director, officer, insider or promoter of the Corporation or a Shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation is, or within ten (10) years before the date of this Circular, has been, a director, officer, insider or promoter of any other issuer that, while that person was acting in that capacity, (a) was the subject of a cease trade or similar order, or an order that denied such issuer access to any exemptions under applicable securities legislation for a period of more than thirty (30) consecutive days or (b) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or (c) was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, other than as follows: Emlyn J. David was appointed an officer and director of Fareport Capital Inc. (TSXV: FPC) (“**Fareport**”) in October, 2007. Prior to and during Mr. David's involvement with Fareport, the company had been subject to a management cease trade order for failure to file financial statements, which eventually became an issuer cease trade order. Fareport was permanently cease traded on July 23, 2008 due to its inability to file those financial statements.

Management of the Corporation proposes that, subject to the approval of the Exchange, the persons named in the following table be nominated for election as directors of the Corporation. All of the nominees are currently directors of the Corporation and have served in that capacity since the dates set opposite their names:

Name and Municipality of Residence	Number of Voting Shares Beneficially Owned, Directly or Indirectly or Controlled	Offices Held and Time as a Director	Principal Occupation (last 5 years)
Emlyn J. David ⁽²⁾ Toronto, Ontario, Canada	600,000 ⁽¹⁾	President, CEO, CFO, Corporate Secretary & Director since August 22, 2008	Managing Partner, Cangap Capital Corp.
Rajiv Rai ⁽²⁾ Toronto, Ontario, Canada	200,000 ⁽¹⁾	Director since August 22, 2008	Producer, C.O.R.E. Feature Animation
Michael J. Cooper ⁽²⁾ Toronto, Ontario, Canada	400,000 ⁽¹⁾	Director since August 22, 2008	Vice-Chairman and CEO, Dundee Real Estate Investment Trust

Notes:

(1) In addition, holds stock options exercisable into 85,220 Shares.

(2) Member of the Audit Committee.

Emlyn J. David, President, Chief Executive Officer, Chief Financial Officer, Corporate Secretary and Director.

Emlyn J. David has had over 20 years of investment analysis and corporate financial management experience. Mr. David since June 2006 has been Managing Partner of Cangap Capital Corp., a niche merchant bank providing lending and strategic finance solutions to a wide range of companies, including interests in Transportation, Business Aviation and Media Finance. From October, 2007 to December 2008 he acted as President of Fareport Capital Inc. (TSXV: FPC) to oversee the restructuring of the company. From August 2008 to August 2010 he also acted as President and director of Chudleigh Ventures Inc. (a capital pool company listed on the Exchange) overseeing and executing the successful completion of its Qualifying Transaction. Prior to that for five years he was actively involved in managing a portfolio of private equity/public equity investments in media and other industries. Mr. David initially began working as a Corporate Financial Manager with Cambridge Shopping Centres, one of the largest public real estate companies in North America, during the restructuring of that industry in the early 90's. During this time he gained merger and acquisition, treasury/cash management, risk management and corporate restructuring experience. Subsequent to that, Mr. David co-founded a niche real estate investment banking group within a large national brokerage firm, CM Oliver and Company.

Rajiv Rai, Director.

Rajiv Rai has over 15 years of business experience with leadership and cross-functional expertise in sales, customer service and operations management in the mobile communications, internet video, computer animation and motion picture sectors. Mr. Rai began his career with Rogers Communications Inc. and helped launch both North America's first high speed cable modem and the first Research in Motion Blackberry device. Mr. Rai, from 1998 to 2002, also successfully built Fastvibe, a video streaming business that was eventually sold to Rogers Communications Inc. in 2004. He has also served in executive roles at C.O.R.E Feature Animation, where he co-ordinated the construction of a full functioning computer animation studio for Disney, and C.O.R.E Films Productions, where he is responsible for developing motion pictures and television programs. At present, Mr. Rai is a member of the board of the OnexOne charitable foundation, Mint Technology Corp., Zoolander Corporation and I See Media Inc.

Michael J. Cooper, Director.

Michael J. Cooper is Managing Partner of Dundee Real Estate Asset Management ("DREAM"), which has approximately \$3.5 billion of assets under management. In this capacity, Mr. Cooper is responsible for strategic planning, business development and leading expansion into new business areas. He is also

Vice Chairman and Chief Executive Officer of Dundee Real Estate Investment Trust (“**Dundee REIT**”), an issuer listed on the TSX that owns and operates a portfolio of approximately 8.1 million square feet of office and 107 industrial properties, located across Canada. Mr. Cooper has worked in the real estate industry since 1986. He helped found Dundee Realty Corporation in 1996, the predecessor company of Dundee REIT and DREAM, and has held the position of Chief Executive Officer for each company since their inception. Prior to joining Dundee, Mr. Cooper was a Vice-President at Goodman & Company, responsible for investments in real estate and for establishing and co-managing the Dynamic Real Estate Funds. Mr. Cooper currently sits on the Board of Directors of Cancer Care Ontario, Dundee Corporation, United Corporations Ltd., the Corporation, Zoolander Corporation, Lakefield Foundation and the Power Plant Gallery. He holds a law degree from the University of Western Ontario and a Masters in Business Administration from York University.

“BE IT HEREBY RESOLVED that:

1. the election of Emlyn J. David, Rajiv Rai and Michael J. Cooper as directors of the Corporation until the next annual meeting of the Shareholders, or until their successors are elected or appointed, is hereby approved.”

The directors named in the accompanying Form of Proxy (if named and absent contrary directions) intend to vote Shares represented thereby for the election of the director nominees named in the foregoing table to the Board.

3. Appointment of Auditor

It is proposed that MSCM LLP, which was first appointed as auditor of the Corporation on September 20, 2008, be appointed as the auditors of the Corporation to hold office until the next annual meeting of Shareholders.

“BE IT HEREBY RESOLVED that:

1. the appointment of MSCM LLP as auditors of the Corporation to hold office until the next annual meeting of the Shareholders is hereby approved; and
2. the Board is hereby authorized to fix the remuneration of the auditors so appointed.”

The directors named in the accompanying Form of Proxy (if named and absent contrary directions) intend to vote in favour of the appointment of MSCM LLP as auditors of the Corporation, and to authorize Board to fix their remuneration.

4. Approval of the Stock Option Plan

The purpose of the Stock Option Plan is to advance the interests of the Corporation by encouraging the directors, officers, employees and consultants of the Corporation, and of its subsidiaries and affiliates, if any, to acquire Shares, thereby increasing their proprietary interest in the Corporation, encouraging them to remain associated with the Corporation and furnishing them with additional incentive in their efforts on behalf of the Corporation in the conduct of its affairs. The Stock Option Plan is a “rolling” plan, pursuant to which the aggregate number of Shares issuable upon the exercise of all options granted shall not exceed 10% of the issued and outstanding Shares at the time of the stock option grant. Under the policies of the Exchange, a “rolling” stock option plan, such as the Stock Option Plan, is subject to Exchange acceptance and must receive Shareholder approval yearly at the annual meeting. In addition, the Corporation must receive Exchange acceptance of a “rolling” stock option plan each year.

Pursuant to the Stock Option Plan, the number of Shares reserved for issuance under options granted to

Insiders (as defined by Exchange Policy 1.1) under the Stock Option Plan shall not exceed ten percent (10%) of the issued and outstanding Shares and Insiders shall not be granted, within any twelve (12) month period, a number of options exceeding ten percent (10%) of the issued and outstanding Shares. The number of Shares subject to an option granted to any one participant shall be determined by the Board, but no one participant shall be granted an option which exceeds the maximum number permitted by the Exchange, for so long as the Shares are listed on the Exchange. No single participant in the Stock Option Plan may be granted options to purchase a number of Shares equaling more than five percent (5%) of the issued Shares in any single twelve (12) month period unless the Corporation has obtained the requisite disinterested Shareholder approval in respect of such grant and meets any Exchange requirements, as applicable. The number of options granted to any one consultant in any twelve (12) month period must not exceed two percent (2%) of the issued Shares, calculated at the date the option was granted to such consultant. The aggregate number of options granted to companies or individuals employed to provide Investor Relations Activities (as defined in Exchange Policy 1.1) must not exceed two percent (2%) of the issued Shares in any twelve (12) month period calculated at the date the option was granted. Options granted to consultants performing Investor Relations Activities must contain vesting provisions such that vesting occurs over at least twelve (12) months with no more than one quarter ($\frac{1}{4}$) of the options vesting in any three (3) month period.

Each option and all rights thereunder shall be expressed to expire on the date set out in the option agreement or form of grant executed by the Corporation and the optionee, provided that in no circumstances shall the duration of an option exceed the maximum term permitted by the Exchange for so long as the Shares are listed on the Exchange. Subject to any vesting restrictions imposed by the Exchange or the Board, options may be exercised in whole or in part at any time and from time to time during the option period.

The Stock Option Plan shall be administered by the Board or by a special committee of the directors appointed from time to time by the Board pursuant to rules of procedure fixed by the Board (such committee, if appointed, is also hereinafter referred to as the Board). A majority of the Board shall constitute a quorum, and the acts of a majority of the directors present at any meeting at which a quorum is present, or acts unanimously approved in writing by the Board, shall be binding and conclusive on all participants in the Stock Option Plan and on their legal personal representatives and beneficiaries, the Corporation, and all other interested individuals.

The Board shall make such adjustments as it deems appropriate to (i) the number of Shares reserved for issuance pursuant to the Stock Option Plan; (ii) the number of vested and unvested Shares subject to option; and (iii) the exercise price of Shares subject to option, to give effect to capital adjustments by reason of a stock dividend or split, recapitalization, consolidation, combination or exchange of Shares, reclassification conversion or other fundamental change in the authorized or issued capital of the Corporation.

Notwithstanding the terms of the Stock Option Plan described above, the CPC Policy imposes certain restrictions on stock options granted under the Stock Option Plan during the period the Corporation remains a CPC. Such restrictions shall remain in place until the Exchange issues the Final Exchange Bulletin (as defined by the CPC Policy) indicating that the resulting Issuer will not be considered a CPC. Under the CPC Policy, the Corporation, while it remains a CPC, is limited to granting incentive stock options, exercisable for a period of up to five (5) years from the date of grant, only to directors, officers, and technical consultants to the Corporation, provided that the number of Shares reserved for issuance may not exceed ten percent (10%) of the issued and outstanding Shares at the closing of the offering. The maximum number of Shares reserved for issuance to any individual director or officer may not exceed five percent (5%) of the issued and outstanding Shares at the closing of the Corporation's initial public offering and the number of Shares reserved for issuance to all technical consultants may not exceed two percent (2%) of the issued and outstanding Shares at the closing of the Corporation's initial public offering. While the Corporation is a CPC, it is prohibited from granting incentive stock options to any

person providing investor relations activities, promotional or market-making services. Options may be exercised the greater of twelve (12) months after the completion of the Qualifying Transaction and ninety (90) days following cessation of the optionee's position with the Corporation, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one (1) year after such death, subject to the expiry date of such option. Any Shares acquired pursuant to the exercise of options prior to the completion of the Qualifying Transaction, must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued.

The complete text of the Stock Option Plan is attached as Appendix "A" to this Circular.

"BE IT HEREBY RESOLVED that:

1. subject to receipt of approval of the Exchange, the Stock Option Plan approved by the Board on November 7, 2008, as described in the Circular of the Corporation dated December 30, 2010 be and is hereby authorized and approved; and
2. the Stock Option Plan is hereby ratified in its entirety, subject to such amendments, changes, additions and alterations thereto that any majority of the Board where a quorum is present or acts unanimously approved in writing by the Board may approve or as may be required by the Exchange or such other stock exchange or exchanges as the Shares may be listed."

The directors named in the accompanying Form of Proxy (if named and absent contrary directions) intend to vote in favour of the resolution to approve the Stock Option Plan.

5. Transfer to NEX

The Shares are currently listed and posted for trading on the Exchange. However, the Shares are currently suspended, as the Corporation did not complete a Qualifying Transaction within twenty-four (24) months of listing on the Exchange, in accordance with the CPC Policy. The Shares were halted from trading on November 25, 2010 and were suspended from trading effective November 30, 2010. The Shares remain halted and suspended as of the date of this Circular. If the Corporation completes its Qualifying Transaction by or before March 1, 2011, the Shares will recommence trading on the Exchange.

If the Corporation fails to complete its Qualifying Transaction in accordance with Exchange requirements it will be delisted from the Exchange unless the Shareholders, pursuant to a majority vote, exclusive of the votes of the non-arm's length parties to the Corporation, approve the Corporation listing the Shares on the NEX. For greater clarity, the Shares will not be listed on the NEX if a Qualifying Transaction is completed in accordance with the requirements of the Exchange.

The NEX became effective on August 18, 2003 and is comprised of all Exchange-listed issuers that do not meet Tier 2 continued listing requirements, including CPCs that have not completed their Qualifying Transactions. If the Corporation complies with the policies of the NEX ("**NEX Policies**") and is qualified to trade on the NEX, the NEX would provide a forum for trading in the Shares until such time as the Corporation is successful in completing a Qualifying Transaction and successfully qualifies for a transfer back to the Exchange from the NEX. If the Corporation were to transfer to the NEX, it would remain subject to the CPC Policy.

Pursuant to NEX Policies, to be eligible to be listed on the NEX, the Corporation would be required to cancel all or a portion of the seed shares purchased by non-arm's length parties to the Corporation, as if the Corporation had been delisted from the Exchange, and obtain majority Shareholder approval for the transfer of the Shares to the NEX, exclusive of the votes of non-arm's length parties to the Corporation.

If a transfer to the NEX is not approved and the Corporation is delisted, the directors of the Corporation will, in accordance with applicable law, wind up and liquidate the Corporation's assets and distribute remaining assets, on a *pro rata* basis, to the Shareholders, unless the Shareholders, pursuant to a majority vote, exclusive of the votes of the non-arm's length parties to the Corporation, approve another use of the remaining assets.

"BE IT HEREBY RESOLVED that:

1. in the event that a Qualifying Transaction is not completed within the required time period, the Corporation is hereby authorized to apply to list the Shares on the NEX; and
2. any director or officer of the Corporation is hereby authorized and empowered, for and in the name of and on behalf of the Corporation, to execute, whether under the corporate seal of the Corporation or otherwise, and to deliver to the Exchange under the applicable rules and policies of the NEX a NEX Form A, "Listing Notification", and to take such other steps as may be required, in order to secure a listing of the Shares on the NEX."

The directors named in the accompanying Form of Proxy (if named and absent contrary directions) intend to vote in favour of the application to list the Shares on the NEX and to authorize the directors of the Corporation to take all steps as may be required to secure a listing on the NEX, in the event that the Corporation does not complete a Qualifying Transaction within the necessary timeframe imposed by the Exchange.

6. Ratification of Previous Acts and Deeds

Management of the Corporation will be seeking Shareholder ratification and approval of all previous acts and deeds by the directors since incorporation.

"BE IT HEREBY RESOLVED that:

1. All previous acts and deeds by the directors since incorporation are hereby ratified and approved.

The directors named in the accompanying Form of Proxy (if named and absent contrary directions) intend to vote in favour of the ratification of all previous acts and deeds by the directors since incorporation.

7. Other Matters

It is not the intention of the management of the Corporation to bring any other matters before the Meeting other than those matters referred to in this Circular. If any other business properly comes before the Meeting, it is the intention of the persons named in the Form of Proxy to vote the Shares represented thereby in accordance with their best judgement on such matter.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

None of the Corporation's directors or executive officers, proposed nominees for election as directors of the Corporation or such persons' associates and affiliates, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting except as disclosed in this Circular.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

No person or company who is, or at any time during the financial year ending August 31, 2010 was, a director or executive officer of the Corporation, a proposed management nominee for election as a director of the Corporation, or an associate or affiliate of any such director, executive officer or proposed nominee, has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in matters to be acted upon at the Meeting other than the election of directors.

ADDITIONAL INFORMATION

Additional information concerning the Corporation is available on SEDAR at www.sedar.com. Financial information concerning the Corporation is provided in the Corporation's audited financial statements and management's discussion and analysis for the financial year ended August 31, 2010, copies of which are to be delivered to the Shareholders prior to the date of the Meeting.

Shareholders wishing to obtain a copy of the Corporation's financial statements and Management's Discussion and Analysis, may obtain such copies on SEDAR at www.sedar.com or contact the Corporation as follows:

Bellair Ventures Inc.
10 Bellair Street
Toronto ON
M5R 3T8
Phone: (416) 840-5002

APPROVAL OF BOARD OF DIRECTORS

The contents of this Circular and the sending of it to each director of the Corporation, to the auditor of the Corporation, to the Shareholders and to the appropriate governmental agencies, have been approved by the directors of the Corporation.

DATED as at December 30, 2010.

Signed: *"Emlyn J. David"*

President, Chief Executive Officer, Chief Financial Officer, Corporate Secretary & Director

APPENDIX "A"
BELLAIR VENTURES INC.
STOCK OPTION PLAN EFFECTIVE AS OF November 7, 2008

1. Purpose of Plan

The purpose of the stock option plan (the "**Plan**") of Bellair Ventures Inc. (the "**Corporation**"), is to advance the interests of the Corporation by encouraging the Directors, Employees and Consultants (as such terms are defined under TSX Venture Exchange Inc. (the "**Exchange**") Policy 4.4 (the "**Policy**")) of the Corporation, and of its subsidiaries and affiliates, if any, to acquire common shares in the capital of the Corporation (the "**Shares**"), thereby increasing their proprietary interest in the Corporation, encouraging them to remain associated with the Corporation and furnishing them with additional incentive in their efforts on behalf of the Corporation in the conduct of its affairs.

2. Administration

The Plan shall be administered by the board of directors of the Corporation (the "**Board**") or by a special committee of the directors appointed from time to time by the Board pursuant to rules of procedure fixed by the Board (such committee, if appointed, is also hereinafter referred to as the "**Board**"). A majority of the Board shall constitute a quorum, and the acts of a majority of the directors present at any meeting at which a quorum is present, or acts unanimously approved in writing by the Board, shall be binding and conclusive on all Participants (as hereinafter defined) and on their legal personal representatives and beneficiaries, the Corporation and all other interested individuals.

Subject to the provisions of the Plan, the Board shall have authority to construe and interpret the Plan and all option agreements entered into thereunder, to define the terms used in the Plan and in all option agreements entered into thereunder, to prescribe, amend and rescind rules and regulations relating to the Plan and to make all other determinations deemed necessary or advisable for the administration and implementation of the Plan. No member of the Board or any person acting pursuant to authority delegated by it hereunder shall be liable for any action or determination in connection with the Plan made or taken in good faith, and each member of the Board and each such person shall be entitled to indemnification by the Corporation with respect to any such action or determination.

Each option granted hereunder may be evidenced by an agreement in writing, signed on behalf of the Corporation and by the optionee, substantially in the form attached hereto as **Schedule "A" - Notice of Option Grant**, or in such other form as is determined by the Board.

Each option granted by the Corporation prior to the date of the approval of the Plan by the shareholders of the Corporation be and are continued under and shall be subject to the terms of the Plan after the Plan has been approved by the shareholders of the Corporation.

3. Stock Exchange Rules

All options granted pursuant to this Plan shall be subject to the rules and policies of the Exchange, or, if the Shares are not then listed on the Exchange, such stock exchange or exchanges on which the Shares are then listed and any other government or regulatory body having jurisdiction.

4. Shares Subject to Plan

Subject to adjustment as provided in Section 19 hereof, the Shares to be offered under the Plan shall consist of authorized but unissued Shares. The aggregate number of Shares issuable upon the exercise of all options granted under the Plan shall not exceed 10% of the issued and outstanding Shares at the time of the stock option grant. If any option granted hereunder shall expire or terminate for any reason in

accordance with the terms of the Plan without being exercised in full, the unpurchased Shares subject thereto shall again be available for the purpose of this Plan.

5. Maintenance of Sufficient Capital

The Corporation shall at all times during the term of the Plan reserve and keep available such numbers of Shares as will be sufficient to satisfy the requirements of the Plan.

6. Eligibility and Participation

Directors, Employees and Consultants (such persons hereinafter collectively referred to as "**Participants**") of the Corporation shall be eligible for selection by the Board to participate in the Plan on a voluntary basis and a selected Participant shall execute a Notice of Option Grant substantially in the form attached hereto as Schedule "A". Subject to compliance with applicable Exchange requirements, Participants may elect to hold options granted to them in a Company (as defined in Exchange Policy 1.1) wholly owned by them and such Company shall be bound by the Plan in the same manner as if the options were held by the Participant; provided, however, that such Company must agree not to effect or permit any transfer of ownership or option of shares of such Company nor to issue further shares of any class in such Company to any other individual or entity as long as the option granted under the Plan remains outstanding, except with the written consent of the Exchange.

Subject to the terms hereof, the Board shall determine to whom options shall be granted, the terms and provisions of the respective option agreements, the time or times at which such options shall be granted and vested, the number of Shares to be subject to each option and the exercise price of the options. In the case of options granted to Employees, Consultants or Management Company Employees (as defined in the Policy), the option agreements to which they are party must contain a representation of the Corporation that such Employee, Consultant or Management Company Employee, as the case may be, is a bona fide Employee, Consultant or Management Company Employee of the Corporation or its subsidiaries.

A Participant who has been granted an option may, if such Participant is otherwise eligible, and if permitted under the policies of the Exchange, be granted an additional option or options if the Board shall so determine.

7. Exercise Price

- (a) The exercise price of the Shares subject to each option shall be determined by the Board, subject to applicable Exchange approval, at the time any option is granted and shall be specified on the Notice of Option Grant substantially in the form attached hereto as Schedule "A". In no event shall such exercise price be lower than the exercise price permitted by the Exchange.
- (b) Once the exercise price of the Shares subject to each option has been determined by the Board, accepted by the Exchange and the option has been granted, the exercise price of the Shares subject to the option may be reduced upon receipt of Board and Exchange approval, provided that in the case of options held by Insiders (as defined by Exchange Policy 1.1) of the Corporation, the exercise price of the Shares subject to such option may be reduced only if disinterested shareholder approval is obtained in accordance with Exchange requirements.

8. Number of Optioned Shares

- (a) The number of Shares subject to an option granted to any one Participant shall be determined by the Board, but no one Participant shall be granted an option which exceeds the maximum number permitted by the Exchange.
- (b) At any time, (i) the number of Shares reserved for issuance under options granted to Insiders (as defined by Exchange Policy 1.1) under the Plan shall not exceed 10% of the issued and outstanding Shares, and (ii) Insiders (as defined by Exchange Policy 1.1) shall not be granted, within any 12 month period, a number of options exceeding 10% of the issued and outstanding Shares.
- (c) No single Participant may be granted options to purchase a number of Shares equalling more than 5% of the issued Shares in any one twelve-month period unless the Corporation is classified as a "Tier 1" issuer by the Exchange and has obtained the requisite disinterested shareholder approval in respect of such grant and meets applicable Exchange requirements.
- (d) No more than 2% of the issued Shares may be issued to any one Consultant in any twelve-month period pursuant to the exercise of options granted under the Plan.
- (e) No more than an aggregate of 2% of the issued Shares may be issued to an Employee conducting Investor Relations Activities (as defined in Exchange Policy 1.1) in any twelve-month period pursuant to the exercise of options granted under the Plan. Options granted to Consultants performing Investor Relations Activities must contain vesting provisions such that vesting occurs over at least 12 months with no more than 1/4 of the options vesting in any 3 month period.

9. Duration of Option

Each option and all rights thereunder shall be expressed to expire on the date set out in the Notice of Option Grant and shall be subject to earlier termination as provided in Sections 12 and 13, provided that in no circumstances shall the duration of an option exceed the maximum term permitted by the Exchange. For greater certainty, if the Corporation is listed on the Exchange, the maximum term may not exceed 10 years if the Corporation is classified as a "Tier 1" issuer, and the maximum term may not exceed 5 years if the Corporation is classified as a "Tier 2" issuer.

10. Option Period, Consideration and Payment

- (a) The option period shall be a period of time fixed by the Board not to exceed the maximum term permitted by the Exchange, provided that the option period shall be reduced with respect to any option as provided in Sections 12 and 13 covering cessation as a Director, Employee or Consultant of the Corporation or its subsidiaries, or death of the Participant.
- (b) Subject to any vesting restrictions imposed by the Exchange, the Board may, in its sole discretion, determine the time during which options shall vest and the method of vesting, or that no vesting restriction shall exist.
- (c) Subject to any vesting restrictions imposed by the Board, options may be exercised in whole or in part at any time and from time to time during the option period. To the extent required by the Exchange, no options may be exercised under this Plan until this

Plan has been approved by a resolution duly passed by the shareholders of the Corporation.

- (d) Except as set forth in Sections 12 and 13, no option may be exercised unless the Participant is at the time of such exercise a Director, Employee or Consultant of the Corporation or any of its subsidiaries.
- (e) The exercise of any option will be contingent upon receipt by the Corporation at its head office of a written notice of exercise substantially in the form attached hereto as **Schedule "B" - Notice of Option Exercise**, specifying the number of Shares with respect to which the option is being exercised, accompanied by cash payment, certified cheque or bank draft for the full purchase price of such Shares with respect to which the option is exercised.

11. Share Certificates

Upon exercise of the option and payment in full of the Shares subject to exercise of the option, the Corporation shall cause to be issued to the optionee within a reasonable period of time a duplicate certificate or certificates in the name of the optionee representing the number of Shares the optionee has purchased. The original share certificate(s) may be held by the Corporation as custodian, at the Corporation's option, to ensure compliance with the terms and conditions of the Plan and Notice of Option Grant, for delivery to the optionee in accordance with the Plan and Notice of Option Grant.

12. Ceasing To Be a Director, Officer, Consultant or Employee

If a Participant shall cease to be a Director, Employee or Consultant of the Corporation, or its subsidiaries, for any reason (other than death), such Participant may exercise his option to the extent that the Participant was entitled to exercise it at the date of such cessation, provided that if the Corporation is classified by the Exchange as a Tier 2 issuer at the time of grant, such exercise must occur within 90 days after the Participant ceases to be a Director, Employee or Consultant, unless such Participant was engaged in Investor Relations Activities, in which case such exercise must occur within 30 days after such Participant ceases to be employed to provide Investor Relations Activities to the Corporation.

The granting of an option under the Plan does not confer upon the optionee any right to continue in the employment of the Corporation or any subsidiary of the Corporation or as a member of the Board, as the case may be, or any right to continue as a Consultant of the Corporation or any subsidiary of the Corporation, nor does it interfere in any way with the rights of the Participant or of the Corporation's rights to terminate the employment of the Participant's services at any time or of the shareholders' right to elect directors.

13. Death of Participant

Notwithstanding section 12, in the event of the death of a Participant, the option previously granted to him shall be exercisable only within the one (1) year after such death and then only:

- (a) by the person or persons to whom the Participant's rights under the option shall pass by the Participant's will or the laws of descent and distribution; and
- (b) if and to the extent that such Participant was entitled to exercise the Option at the date of his death.

14. Rights of Optionee

Optionees shall not have any rights as a shareholder with respect to Shares subject to option until (a) a share certificate or share certificates have been duly issued; and (b) payment has been made to the Corporation and provision satisfactory to the Corporation has been made for payment of, any federal, provincial or local withholding taxes required by law to be withheld in respect of an option.

15. Non-Exclusivity

Nothing contained herein shall prevent the Board from adopting other or additional compensation arrangements for the benefit of any Participant, subject to any required stock exchange, regulatory or shareholder approval

16. Notices

All written notices to be given by the optionee to the Corporation may be delivered personally or by registered mail, postage prepaid, addressed.

Any notice given by the optionee pursuant to the terms of the option shall not be effective until actually received by the Corporation. Any notice to be given to the optionee shall be sufficiently given if delivered personally (effective at the time of delivery), by facsimile transmission (effective one day after transmission) or by postage prepaid mail to the last address of the optionee on the records of the Corporation and shall be effective five days after mailing.

17. Corporate Action

Nothing contained in the Plan or in any option shall be construed so as to prevent the Corporation or any subsidiary of the Corporation from taking corporate action that is deemed by the Corporation or the subsidiary to be appropriate or in its best interest, whether or not such action would have an adverse effect on the Plan.

18. Proceeds from Sale of Shares

The proceeds from the sale of Shares issued upon the exercise of options shall be added to the general funds of the Corporation and shall thereafter be used from time to time for such corporate purposes as the Board may determine.

19. Adjustments

The Board shall make such adjustments as it deems appropriate to (i) the number of Shares reserved for issuance pursuant to the Plan; (ii) the number of vested and unvested Shares subject to option; and (iii) the exercise price of Shares subject to option, to give effect to capital adjustments by reason of a stock dividend or split, recapitalization, consolidation, combination or exchange of shares, reclassification conversion or other fundamental change in the authorized or issued capital of the Corporation.

Furthermore, in the event of an amalgamation, merger, arrangement or any similar change affecting the Corporation or its securities, the Board may, in its sole discretion, treat the vested and unvested options issued under the Plan in the manner it deems fair and reasonable in light of the circumstances of the change, including without limitation taking any actions and/or making such adjustments to the number

and kind of shares which thereafter may be offered to Participants under the Plan as it may deem equitable.

20. Sale Transaction

Notwithstanding the vesting dates set forth in the Notice of Option Grant, in the event that the Corporation or its shareholders receive and accept an offer to acquire all of the Shares or all or substantially all of the assets of the Corporation, whether effected through an acquisition for cash or securities, and whether structured as a purchase, business combination, amalgamation, merger, arrangement, reorganization or otherwise (in each case, a **"Sale Transaction"**) at the purchase price for each Share of the Corporation as set forth in the sale transaction agreement (the **"Sale Price"**), the Board may, in its sole discretion, treat the options issued under the Plan in a manner it deems fair and reasonable in light of the circumstances of the Sale Transaction. Without limiting the generality of the foregoing, in connection with a Sale Transaction, the Board may, without any action or consent required on the part of any optionee, (i) accelerate, conditionally or otherwise, and on such terms as it sees fit the first vesting date or first date of the exercise period; (ii) deem any or all options (vested or unvested) under the Plan to have been exercised and the shares subject to any or all of such option to have been tendered to the Sale Transaction, (iii) apply a portion of the optionee's proceeds from the closing of the Sale Transaction to the exercise price payable by that optionee for the exercise of his or her options, (iv) cancel the options and pay to an optionee the amount that the optionee would have received, after deducting the exercise price of the options, had the Options been exercised, (v) exchange unvested options, or any portion of them, for options to purchase shares in the capital of the acquirer or any corporation which results from an amalgamation, merger or similar transaction involving the Corporation made in connection with the Sale Transaction, or (vi) take such other actions, and combinations of the foregoing actions, as it deems fair and reasonable under the circumstances.

21. Transfer and Assignment

The options and the rights relating thereto granted under the Plan are not assignable or transferable by the optionee or subject to any other alienation, gift, bequest, sale, pledge, mortgage, charge or encumbrance by such optionee during the optionee's lifetime and therefore, subject to Section 13, the options are exercisable during the optionee's lifetime only by the optionee. The obligations of each optionee shall be binding on his or her heirs, executors and administrators. Any purported assignment or transfer of options or the rights relating thereto will not be recognized by the Corporation and will result in the immediate expiry and termination of any such options and any rights relating thereto.

22. Amendment and Termination of Plan

The Board reserves the right, in its sole discretion, to amend, suspend or terminate this Plan or any portion thereof at any time, in accordance with applicable legislation, without obtaining the approval of shareholders of the Corporation. Any amendment to any provision of the Plan will be subject to any required regulatory or shareholder approval. Subject to compliance with the applicable rules of the Exchange, no amendment, suspension or termination will alter or impair any options under the Plan, or any rights pursuant thereto, granted previously to any Participant without the consent of that Participant.

If this Plan is terminated, the provisions of this Plan and any administrative guidelines, and other rules adopted by the Board and in force at the time of this Plan, will continue in effect as long as any options under the Plan or any rights pursuant thereto remain outstanding. However, notwithstanding the termination of the Plan, the Board may make any amendments to the Plan or options it would be entitled to make if the Plan were still in effect.

23. Necessary Approvals

The ability of a Participant to exercise options and the obligation of the Corporation to issue and deliver Shares in accordance with the Plan is subject to any approvals which may be required from shareholders of the Corporation and any regulatory authority or stock exchange having jurisdiction over the securities of the Corporation. If any Shares cannot be issued to any Participant for whatever reason, the obligation of the Corporation to issue such Shares shall terminate and any option exercise price paid to the Corporation will be returned to the Participant.

24. Effective Date of Plan

The Plan will become effective upon the approval of the Plan by the Board, subject to any required regulatory and/or shareholder approval.

25. Governing Law

The Plan is established under the laws of the Province of Ontario and the rights of all parties and the construction and the construction and effect of each provision of the Plan shall be according to the laws of the Province of Ontario and the laws of Canada applicable therein.

Schedule "A"
Notice of Option Grant

BELLAIR VENTURES INC.
10 Bellair Street, Suite 509
Toronto, Ontario
M5L 1B9

[Date]

[Name & Address]

Dear [Name]:

This is to advise you that in recognition of your contribution to our business, you have been selected to participate in the 2008 Stock Option Plan (the "**Plan**") of Bellair Ventures Inc. (the "**Corporation**"). On _____, _____, you were granted non-assignable, non-transferable options (the "**Options**") to acquire _____ common shares of the Corporation ("**Shares**") at a price of \$_____ per Share.

The Options will vest as follows: ●

The Options will expire on _____.

By accepting the Options, you represent and warrant to the Corporation that your participation in the Plan is voluntary and that you have not been induced to participate by expectation of engagement, appointment, employment, continued engagement, continued appointment or continued employment, as applicable.

In addition to any resale restrictions under applicable securities laws, you acknowledge that in the event that the Corporation is classified as a "Tier 2 Issuer" by TSX Venture Exchange Inc. (the "**Exchange**"), the Shares issued on the exercise of the Options must be legended with a four month Exchange hold period commencing on the date the Options were granted.

To the extent you are not a resident of Canada, you further represent and warrant to the Corporation that the grant and exercise of the Options, and the sale of the underlying Shares, is exempt from the prospectus (or similar) requirements of all applicable securities legislation.

To the extent that the Options being granted hereunder are being granted to a Company (as defined in Exchange Policy 1.1), you further represent and warrant to the Corporation that such Company is wholly owned by you and you further agree not to effect or permit any transfer of ownership or option of shares of such Company, nor to issue further shares of any class in such Company to any other individual or entity as long as the Option being granted hereunder remains outstanding, except with the written consent of the Exchange.

To the extent that the Options being granted hereunder are being granted to an Employee, Consultant, or Management Company Employee (as such terms are defined in Exchange Policy 4.4) of the

Corporation, the Corporation represents that such optionee is a bona fide Employee, Consultant, or Management Company Employee, as the case may be, of the Corporation.

Yours sincerely,

Name: Emlyn J. David

Position: President, CEO, CFO, Secretary and Director

The undersigned acknowledges receipt of a copy of the Plan and acknowledges and agrees that the undersigned's options are subject to and governed by the provisions of the Plan. The undersigned further acknowledges and agrees that the Plan and the grant of options to acquire _____ Shares at a price of \$_____ per Share on the terms described in the foregoing notice of grant (the "**Notice**") constitutes the entire agreement between the parties with respect to the subject matter addressed herein and supercedes all prior agreements relating to the subject matter hereof. Other than the grant of options described in this Notice, the undersigned has no other written or oral agreement, option, understanding or commitment, or any right or privilege capable of becoming such for the purchase of Shares or any other interest in the Corporation.

Dated this ____ day of _____, _____.

[Name of Optionee]

Schedule "B"

NOTICE OF OPTION EXERCISEBELLAIR VENTURES INC.
STOCK OPTION PLAN

To: Chief Financial Officer, Bellair Ventures Inc. (the "**Corporation**")

Please be advised that in connection with stock options granted to me (the "**Options**") under the Corporation's Stock Option Plan pursuant to the Notice of Option Grant dated _____, the undersigned hereby wishes to exercise his or her option to purchase _____ common shares (the "**Option Shares**") in the capital of the Corporation at a price of \$_____ per Option Share, for a total payment of \$_____ (the "**Exercise Payment**"). I hereby agree to assist the Corporation in the filing of, and will file on a timely basis, all reports that I may be required to file under applicable securities laws or regulatory requirements. I hereby covenant, at the request of the Corporation, to pay to the Corporation, or make provision satisfactory to the Corporation for payment of any federal, provincial or other applicable taxes required by law to be withheld in respect of the Option prior to the issuance of such Option Shares. I understand that this request to exercise my Options is irrevocable.

Please find enclosed a cash payment, bank draft or certified cheque in the amount of \$_____, representing the aggregate Exercise Payment payable to the Corporation in full payment for the Option Shares.

The Option Shares issued on the exercise of my Options specified above are to be registered as follows:

(Print Registrant's Name):

(Address)

(Telephone Number)

(Facsimile Number)

(E-Mail Address)

(Optionee's Signature)

(Date)

APPENDIX "B"

CHARTER

OF

THE AUDIT COMMITTEE

OF THE BOARD OF DIRECTORS

OF

BELLAIR VENTURES INC.

AS OF DECEMBER 30, 2010

TERMS OF REFERENCE FOR THE AUDIT COMMITTEE

I. PURPOSE

The overall purpose of the audit committee (the “**Committee**”) is to provide oversight of Bellair Ventures Inc.’s (the “**Corporation**”) financial management and the design and implementation of an effective system of internal financial controls, and to review and report to the Board of Directors (the “**Board**”) on the integrity of the financial statements of the Corporation, and to oversee, report and make recommendations to the Board in respect of financial and non-financial risks faced by the Corporation.

II. PROCEDURES AND ORGANIZATION

- A. The Committee shall consist of at least three Board members, who are each financially literate¹.
- B. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the Committee’s chair (the “**Chair**”) and members of the Committee for the ensuing year. It is desirable that at least one member of the previous Committee be carried over to any newly constituted Committee. Any member may be removed from the Committee or replaced at any time by the Board and shall cease to be a member of the Committee upon ceasing to be a director of the Board.
- C. The Corporate Secretary of the Corporation shall be the secretary of the Committee (the “**Secretary**”), unless otherwise determined by the Committee.
- D. In the absence of the Chair or Secretary at any meeting of the Committee, the members present at the meeting shall appoint one of their members to act as chair of the Committee meeting and shall designate any director, officer or employee of the Corporation to act as secretary.
- E. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak to and hear each other.
- F. The Committee shall have access to such officers and employees of the Corporation, to the Corporation’s independent auditors, and to such information and records of the Corporation as it considers necessary or advisable in order to perform its duties and responsibilities.
- G. Meetings of the Committee shall be conducted as follows:
 - (i) the Committee shall meet at least four times annually at such times and at such locations as may be requested by the Chair, one of which shall be to review the annual financial statements of the Corporation and three of which shall be to review the interim financial statements of the Corporation. Notice of meetings shall be given to each member not less than 24 hours before the time of the

¹ “**financially literate**” means the ability to read and understand a set of financial statements that presents a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation’s financial statements.

meeting. However, meetings of the Committee may be held without formal notice if all of the members are present and do not object to notice not having been given, or if those absent waive notice in any manner before or after the meeting;

- (ii) notice of meeting may be given verbally or by letter, facsimile, email or telephone and need not be accompanied by an agenda or any other material. The notice shall specify the purpose of the meeting;
 - (iii) the independent auditors shall receive notice of and be entitled to attend all meetings of the Committee; and
 - (iv) management representatives shall be invited to attend meetings as determined by the Committee, with the exception of those meetings deemed by the Committee as executive sessions and private sessions with the independent auditors.
- H. The independent auditors shall have a direct line of communication to the Committee through its Chair. The Committee, through its Chair, may contact an employee in the Corporation as it deems necessary, and any employee may bring before the Committee any matter involving questionable, illegal or improper practices or transactions.
- I. The Committee shall take to the Board at its next regular meeting all such action it has taken since the previous report.
- J. The Chair shall call and convene a meeting of the Committee at the request of the Chief Executive Officer, a member of the Committee, or the independent auditors of the Corporation.
- K. Any matter to be voted upon shall be decided by a majority of the votes cast on the question. In the case of an equality of votes, the Chair shall be entitled to a second or deciding vote.

III. DUTIES AND RESPONSIBILITIES

- A. The general duties and responsibilities of the Committee shall be as follows:
- (i) to review the annual (consolidated) financial statements of the Corporation, including the notes and management discussion and analysis thereto, and recommend whether such financial statements should be approved by the Board;
 - (ii) to assist the Board in the discharge of its fiduciary responsibilities relating to the Corporation's accounting principles, reporting practices and internal controls;
 - (iii) to provide oversight of the management of the Corporation in designing, implementing and maintaining an effective system of internal controls; and
 - (iv) to report regularly to the Board on the fulfillment of its duties and responsibilities.
- B. the duties and responsibilities of the Committee as they relate to the independent auditors shall be as follows:

- (i) to recommend to the Board a firm of auditors, established by the Committee to be independent, for recommendation to the shareholders of the Corporation for appointment by the Corporation;
 - (ii) to review the fee, scope and timing of the audit and other related services rendered by the independent auditors and recommend to the Board the compensation of the independent auditors;
 - (iii) to pre-approve all non-audit services to be provided to the Corporation by the independent auditors or, alternatively, to adopt specific policies and procedures for the engagement of non-audit services; and
 - (iv) to provide oversight of the work of the independent auditors and then to review with the independent auditors, upon completion of their audit:
 - (a) contents of their report;
 - (b) scope and quality of the audit work performed;
 - (c) adequacy of the Corporation's financial and auditing personnel;
 - (d) cooperation received from the Corporation's personnel during the audit;
 - (e) internal resources used;
 - (f) significant transactions outside of the normal business of the Corporation;
 - (g) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems;
 - (h) the non-audit services provided by the independent auditors; and
 - (i) "management" letters and recommendations and management's response and follow-up of any identified issues or weaknesses.
- C. The duties and responsibilities of the Committee as they relate to the internal control procedures of the Corporation shall be:
- (i) to review the appropriateness and soundness of the Corporation's policies and practices with respect to internal auditing, insurance, accounting and financial controls, including through discussions with the Chief Executive Officer and Chief Financial Officer;
 - (ii) to review any unresolved issues between management and the independent auditors that could affect financial reporting or internal controls of the Corporation;

- (iii) to review the appropriateness and soundness of the Corporation's procedures for the review of the Corporation's disclosure of financial information extracted or derived from its financial statements;
- (iv) to establish procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters;
- (v) to establish procedures for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters; and
- (vi) to periodically review the Corporation's financial and auditing procedures and the extent to which recommendations made by the staff or by the independent auditors have been implemented.

D. The duties and responsibilities of the Committee as they relate to risk management shall be:

- (i) to inquire of management and the independent auditor about significant business, political, financial and control risks or exposure to such risk;
- (ii) to document the material risks that the Company faces and update as events change and risks shift;
- (iii) to assess the steps management has taken to control identified risks to the Company, such as the use of hedging and insurance;
- (iv) to review, at least annually, and more frequently if necessary, the Company's policies for risk assessment and risk management (the identification, monitoring, and mitigation of risks);
- (v) to submit risk reports to the board and the independent auditors;
- (vi) to review the following with management, with the objective of obtaining reasonable assurance that financial risk is being effectively managed and controlled:
 - (a) management's tolerance for financial risks;
 - (b) management's assessment of significant financial risks facing the Company; and
 - (c) the Company's policies, plans, processes and any proposed changes to those policies for controlling significant financial risks;

and
- (vii) to review with the Corporation's counsel, legal matters which could have a material impact on the financial statements;

E. Other responsibilities of the Committee shall be:

- (i) to review the Corporation's quarterly statements of earnings, including the impact of unusual items and changes in accounting principles and estimates and the associated management discussion and analysis;
- (ii) to review, appraise and report to the Board on difficulties and problems with regulatory agencies which are likely to have a significant financial impact;
- (iii) to review any earnings press releases before the Corporation publicly discloses such information;
- (iv) to review the appropriateness of the accounting policies used in the preparation of the Corporation's financial statements, and consider recommendations for any material change to such policies;
- (v) to review and approve the hiring policies of the Corporation regarding employees and former employees of the present and former independent auditors of the Corporation;
- (vi) to review with the Corporation's counsel legal matters which could have a material impact on the financial statements;
- (vii) to determine that the Corporation has implemented adequate internal controls to ensure compliance with legal, ethical and regulatory requirements and that these controls are operating effectively; and
- (viii) to develop a calendar of activities to be undertaken by the Committee for each ensuing year and to submit the calendar in the appropriate format to the Board.

F. In the carrying out of its responsibilities, the Committee has the authority:

- (i) to engage independent counsel and other advisors at the expense of the Corporation, as may be appropriate in the determination of the Committee;
- (ii) to set and pay the compensation for any advisors employed by the Committee; and
- (iii) to communicate directly with the internal and external auditors.

G. The Committee may delegate to one or more independent² members the authority to pre-approve non-audit services, so long as the pre-approval is presented to the full Committee at its first scheduled meeting following such pre-approval.

² An "**independent director**" is defined as a director who has no direct or indirect material relationship with the Corporation. A material relationship means a relationship that could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment. Certain relationships are prescribed by NI 52-110 as material, including a partner or executive officer of an entity providing paid accounting, consulting, legal, investment banking or financial advisory services to the Corporation.

IV. FORWARD SCHEDULE

The attached schedule provides a planning guide for the Committee's activities.

Agenda Items	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Review Committee Terms of Reference		✓		
Review Annual Financial Statements		✓		
Review Management Letter		✓		
Review Interim Financial Statements	✓	✓	✓	
Review Risk Management Issues	✓	✓	✓	✓
Recommend Auditor and compensation				✓
Review Scope of Audit		✓		
Review Auditor's Fees		✓		✓
Meet Independently with Auditors		✓		
Self Assessment				✓
Review of Officers' Expenses and Perquisites	✓			

