

BELLAIR VENTURES INC.
NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that an annual and special meeting (the “**Meeting**”) of the holders of common shares in the capital of **BELLAIR VENTURES INC.** (the “**Corporation**”) will be held at the offices of Stikeman Elliott LLP, Suite 5300 Commerce Court West, 199 Bay Street, Toronto, Ontario M5L 1B9 on February 2, 2011 at 10:00 a.m. (Toronto time) for the following purposes:

1. to receive the financial statements of the Corporation for the financial year ended August 31, 2010 and the auditor’s report thereon;
2. to elect the directors of the Corporation;
3. to appoint the auditors of the Corporation for the ensuing year and to authorize the board of directors of the Corporation to fix the auditors’ remuneration;
4. to consider, and, if deemed appropriate, to pass, an ordinary resolution approving the Stock Option Plan of the Corporation;
5. to consider, and, if deemed appropriate, to pass, an ordinary resolution for the Corporation to list on the NEX should the Corporation not complete a Qualifying Transaction (as such term is defined in Policy 2.4 of the TSX Venture Exchange’s Corporate Finance Manual) within the necessary timeframe imposed by the TSX Venture Exchange;
6. to consider, and, if deemed appropriate, to pass, an ordinary resolution to ratify and approve all previous acts and deeds by the directors since incorporation; and
7. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

This notice is accompanied by a form of proxy, management information circular (the “**Circular**”) and the audited financial statements of the Corporation for the financial year ended August 31, 2010. Reference should be made to the Circular, which provides information relating to the matters to be dealt with at the Meeting and forms part of this notice.

If you are not able to be present at the Meeting, please exercise your right to vote by signing and returning the enclosed form of proxy to the offices of Equity Financial Trust Company, 200 University Avenue, Suite 400, Toronto, ON M5H 4H1, not later than 48 hours (excluding Saturdays, Sundays and holidays) preceding the date of the Meeting or any adjournment thereof.

The Board of Directors has fixed the close of business on December 20, 2010 as the record date for the determination of holders of common shares of the Corporation entitled to notice of the Meeting or any adjournment thereof.

DATED at Toronto, Ontario this 30th day of December, 2010.

BY ORDER OF THE BOARD

“Emlyn J. David”

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