

**BELLAIR VENTURES INC.**

10 Bellair Street  
Suite 509  
Toronto, Ontario M5R 3T8

**PROXY**

**Annual and Special Meeting of Shareholders**

**to be held on February 2, 2011**

The undersigned holder of common shares (the "Common Shares") of Bellair Ventures Inc. (the "Corporation") hereby appoints Emlyn J. David, or failing him, Rajiv Rai, or instead of either of the foregoing, \_\_\_\_\_, as the nominee of the undersigned to attend and act for and on behalf of the undersigned at the annual and special meeting (the "meeting") of the Corporation to be held on February 2, 2011, and at any adjournment thereof, to the same extent and with the same power as if the undersigned were personally present at the meeting or such adjournment thereof and, without limiting the generality of the power hereby conferred, the nominees named above are specifically directed to vote the Common Shares registered in the name of the undersigned as specified below:

1. TO VOTE FOR  OR TO WITHHOLD FROM VOTING FOR

the election as directors of the Corporation of the three (3) persons named in the accompanying Management Proxy Circular.

2. TO VOTE FOR  OR TO WITHHOLD FROM VOTING FOR

The appointment of MSCM LLP as auditors of the Corporation and the authorization of the directors to fix the remuneration of the auditors of the Corporation.

3. TO VOTE FOR  OR AGAINST

An ordinary resolution to approve the Stock Option Plan of the Corporation, as set out in Appendix "A" to the accompanying Management Proxy Circular.

4. TO VOTE FOR  OR AGAINST

An ordinary resolution to approve the listing on the NEX by the Corporation should the Corporation not complete a Qualifying Transaction within the necessary timeframe imposed by the TSX Venture Exchange.

5. TO VOTE FOR  OR AGAINST

An ordinary resolution to ratify and approve all previous acts and deeds by the directors since incorporation.

If any amendments or variations to the matters referred to or to any other matters identified in the notice of meeting are proposed at the meeting or any adjournment thereof or if any other matters which are not now known to management should properly come before the meeting or any adjournment thereof, this proxy confers discretionary authority on the person voting the proxy to vote on such amendments or variations or such other matters in accordance with the best judgment of such person.

I HEREBY REVOKE ANY PRIOR PROXY OR PROXIES. THIS PROXY IS SOLICITED BY THE MANAGEMENT OF THE CORPORATION. SHAREHOLDERS HAVE THE RIGHT TO APPOINT A PERSON TO REPRESENT THEM AT THE MEETING OR ANY ADJOURNMENT THEREOF OTHER THAN THE NOMINEES DESIGNATED ABOVE AND MAY EXERCISE SUCH RIGHT BY INSERTING THE NAME OF THEIR NOMINEE IN THE BLANK SPACE PROVIDED ABOVE FOR THAT PURPOSE. THE COMMON SHARES REPRESENTED BY THIS PROXY WILL BE VOTED IN ACCORDANCE WITH THE INSTRUCTIONS GIVEN ON ANY VOTE OR BALLOT CALLED.

IF SPECIFICATION TO VOTE FOR, AGAINST, OR TO WITHHOLD FROM VOTING IS NOT MADE IN RESPECT OF ANY MATTER, THIS PROXY SHALL BE DEEMED TO GRANT AUTHORITY TO VOTE FOR ANY SUCH MATTER.

DATED the \_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_.

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Signature of Shareholder

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Name of Shareholder (please print)

#### NOTES

1. This form of proxy must be signed by the shareholder or his or her attorney authorized in writing or if the shareholder is a corporation, under its seal or by an officer or attorney thereof duly authorized.
2. Please fill in the date on this proxy form. If the date is not filled in, this form of proxy shall be deemed to be dated on the date it was mailed to you by management of the Corporation.
3. If you are unable to attend the meeting, you are requested to complete the proxy and return it promptly in the enclosed proxy envelope. To be effective, this proxy must be received by the Corporation, or its Agent, Equity Financial Trust Company, 200 University Avenue, Suite 400, Toronto, Ontario, M5H 4H1, (fax 416-595-9593, attention Proxy Dept.) before 10:00 a.m. (Toronto time) on or before January 31, 2011 or 48 hours prior to any adjournment of the meeting, or with the Chairman of the meeting at any time prior to the commencement of the meeting or any adjournment thereof.