

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	Bentley Capital Limited (BEL)
ABN	87 008 108 218

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Farooq Khan
Date of last notice	15 October 2009
Date of change	27 April 2012

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect	
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	<p>(1) OEQ¹ and QUE² are legal, beneficial and registered holder of shares in BEL;</p> <p>(2) QUE is taken under section 608(3)(b) of the Corporations Act to have a relevant interest in BEL shares in which OEQ has a relevant interest by reason of having control of OEQ;</p> <p>(3) Farooq Khan was taken under section 608(3)(a) of the Corporations Act to have a deemed relevant interest in the BEL shares in which QUE has a relevant interest by reason of having >20% voting power in QUE;</p> <p>(4) Therefore, Farooq Khan had a deemed relevant interest in the BEL shares held by OEQ and QUE.</p>	
Date of change	27 April 2012	
No. of securities held prior to change	20,513,783	Held indirectly, by OEQ
	1,740,625	Held indirectly, by QUE
	22,254,408	Total
Class	Fully Paid Ordinary Shares	

¹ Orion Equities Limited ABN 77 000 742 843 (OEQ)

² Queste Communications Ltd ABN 58 081 688 164 (QUE)

Number acquired	-
Number disposed	Farooq Khan has ceased to have a deemed relevant interest in the BEL shares held indirectly, by QUE and OEQ
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Not applicable as there has been no transaction in BEL shares
No. of securities held after change	-
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Farooq Khan has ceased to have a greater than 20% voting power in QUE and accordingly, has ceased to have a deemed relevant interest in the BEL shares in which QUE has a relevant interest pursuant to section 608(3)(a) of the Corporations Act

Part 2 – Change of director’s interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺ closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	Not Applicable
If prior written clearance was provided, on what date was this provided?	Not Applicable

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Farooq Khan

30 April 2012