Bentley Capital Limited

FULL YEAR REPORT

ASX Appendix 4E Preliminary Final Report
Directors' Report
Auditor's Independence Declaration
Financial Report
Audit Report

30 JUNE 2014

ASX Code: BEL

Bentley Capital Limited
A.B.N. 87 008 108 218

CORPORATE OFFICE:

Level 2, 23 Ventnor Avenue
West Perth, Western Australia 6005

T | (08) 9214 9757
F | (08) 9214 9701
E | info@bel.com.au
W | www.bel.com.au

SHARE REGISTRY:

Advanced Share Registry Limited

110 Stirling Highway
Nedlands, Western Australia 6009
PO Box 1156, Nedlands,
Western Australia 6909

T | (08) 9389 8033
F | (08) 9262 3723
E | admin@advancedshare.com.au
W | www.advancedshare.com.au

Level 6, 225 Clarence Street
Sydney, New South Wales 2000
PO Box Q1736,
Queen Victoria Building,
New South Wales 1230
T | (02) 8096 3502

REGISTERED OFFICE:

Suite 202, Angela House
30-36 Bay Street
Double Bay, New South Wales 2028

T | (02) 9363 5088
F | (02) 9363 5488

CONTENTS

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CORPORATE DIRECTORY

BOARD

Farooq Khan	Executive Chairman
William M. Johnson	Non-Executive Director
Christopher B. Ryan	Non-Executive Director

COMPANY SECRETARY
Victor P. H. Ho

PERTH CORPORATE OFFICE
Level 2, 23 Ventnor Avenue
West Perth, Western Australia 6005
Telephone: (08) 9214 9757
Facsimile: (08) 9214 9701
Email: info@bel.com.au
Website: www.bel.com.au

SYDNEY (REGISTERED) OFFICE
Suite 202, Angela House
30 – 36 Bay Street
Double Bay, New South Wales 2028
Telephone: (02) 9363 5088
Facsimile: (02) 9363 5488

AUDITORS
BDO Audit (WA) Pty Ltd
38 Station Street
Subiaco, Western Australia 6008
Telephone: (08) 6382 4600
Facsimile: (08) 6382 4601
Website: www.bdo.com.au

STOCK EXCHANGE
Australian Securities Exchange
Sydney, New South Wales

ASX CODE
BEL

SHARE REGISTRY
Advanced Share Registry Services
110 Stirling Highway
Nedlands, Western Australia 6009
Telephone: (08) 9389 8033
Facsimile: (08) 9262 3723
Email: admin@advancedshare.com.au
Investor Web: www.advancedshare.com.au

Level 6, 225 Clarence Street
Sydney, New South Wales 2000
Telephone: (02) 8096 3502

Results for Announcement to the Market

Current Reporting Period:	Financial year ended year ended 30 June 2014
Previous Corresponding Period	Financial year ended year ended 30 June 2013
Balance Date:	30 June 2014
Company:	Bentley Capital Limited (**BEL** or the **Company**)
Consolidated Entity:	BEL and controlled entities (**Bentley**)

RESULTS FOR ANNOUNCEMENT TO THE MARKET

CONSOLIDATED	**June 2014 $'000**	**June 2013 $'000**	**% Change**	**Up/ Down**
Net gain on financial assets held at fair value through profit or loss	1,639	227	621%	Up
Dividends	334	288	16%	Up
Interest	64	256	75%	Down
Other investment-related revenue	54	171	69%	Down
Total revenue	**2,091**	**942**	122%	Up
Technology expenses	(316)	(225)	40%	Up
Salaries, fees and employee benefits	(238)	(377)	37%	Down
Investment expenses	(187)	(177)	5%	Up
Corporate expenses	(61)	(62)	2%	Down
Administration and other expenses	(496)	(438)	14%	Up
Total expenses	**(1,298)**	**(1,279)**	2%	Up
Profit/(Loss) before tax	**793**	**(337)**	335%	Up
Income tax benefit/(expense)	4	-	N/A	Up
Profit/(Loss) after tax attributable to members	**797**	**(337)**	337%	Up
Basic and diluted earnings/(loss) per share (cents)	1.08	(0.46)	336%	Up
Pre-tax NTA backing per share (cents)	23.27	24.48	5%	Down
Post-tax NTA backing per share (cents)	23.27	24.48	5%	Down
Pre and Post-Tax NTA backing per share (cents) (with dividends and capital returns during the 2013/14 year added back)	25.26	24.48	3%	Up

BRIEF EXPLANATION OF RESULTS AND COMMENTARY ON RESULTS AND OTHER SIGNIFICANT INFORMATION

Bentley's principal activities during the year comprise share investment and trading and through its subsidiary, Devisd Pty Limited (**Devisd**), software, Internet technology and applications development.

With respect to its share investment and trading activities, Bentley generated a net gain of $1.639 million (pre and post-tax) during the year (2013: $0.227 million).

Devisd's operations incurred a total of $0.483 million in net losses and accrued capitalised software, Internet and applications development expenditure during the year (2013: $0.537 million), leading to Bentley generating an overall net gain of $0.793 million (pre-tax) and $0.797 million (post-tax) during the year (2013: $0.337million net loss (pre and post tax)).

Results for Announcement to the Market

Please refer to the Directors' Report and financial statements and notes for information on a review of Bentley's operations and the financial position and performance of Bentley for the year ended 30 June 2014.

DIVIDENDS

The Directors have declared payment of a dividend as follows:

Dividend Rate	Record Date	Expected Payment Date	Franking
0.95 cent per share	12 September 2014	26 September 2014	100% franked

The Company's Dividend Reinvestment Plan (**DRP**) will apply to this dividend. The Directors have determined that the DRP issue price will be at a 2.5% discount to the Company's volume weighted average price on ASX in the 5 day period up to and including the dividend record date. The Company will lodge a market announcement advising the final DRP issue price after the record date.

A copy of the Company's DRP Rules and Application/Notice of Variation Form be obtained from the Company or downloaded from the Company's website.

The Company paid a dividend and issued shares under its DRP during the financial year, as follows (2013: Nil):

Dividend Rate	Record Date	Payment Date	DRP Issue Price (cents)	DRP Shares Issued
One cent per share	14 March 2014	21 March 2014	14.41	545,530

CAPITAL RETURN

The Company distributed a return of capital during the financial year as follows (December 2013: one cent per share to shareholders twice, in November 2012 and April 2013):

Capital Return	Record Date	Payment Date
One cent per share	6 December 2013	12 December 2013

CONTROLLED ENTITIES and ASSOCIATES and JOINT VENTURE ENTITIES

The Company did not gain or lose control over other entities during the financial year. The Company did not have any interest in associates or joint venture entities during the financial year.

ANNUAL GENERAL MEETING (AGM)

Pursuant to the ASX Listing Rules, the Company gives notice that its 2014 AGM is expected to be held in mid to late November 2014.

For and on behalf of the Directors,

Date: 26 August 2014

Victor Ho
Company Secretary

Telephone: (08) 9214 9757

Email: cosec@bel.com.au

COMPANY PROFILE

Bentley Capital Limited has been listed on the Australian Securities Exchange (**ASX**) since October 1986 as an investment company (ASX Code: BEL). Bentley's investment objectives are to:

- Achieve a high real rate of return over the medium term, ideally comprising both revenue and capital growth, whilst operating within acceptable risk parameters set by the Board; and
- Deliver a regular revenue stream for shareholders in the form of franked dividends.

As at 30 June 2014, Bentley had net tangible assets (**NTA**) of $17.198 million (at $0.2327 cents post-tax NTA backing per share), 73,896,071 fully paid ordinary shares on issue, and 1,911 shareholders on its share register.

NET ASSET WEIGHTINGS

Net Asset	30 June 2014 $'m	30 June 2014 %	31 December 2013 $'m	31 December 2013 %	30 June 2013 $'m	30 June 2013 %
Australian equities[1]	16.70	94.5	17.50	94.5	13.06	71.5
Intangible assets[2]	0.48	2.7	0.36	1.9	0.31	1.7
Provision for income tax	-	-	-	-	-	-
Net cash on deposit/ other assets/provisions	0.50	2.8	0.66	3.6	4.90	26.8
Total Net Assets	**17.68**	**100%**	**18.52**	**100%**	**18.27**	**100%**
NTA backing per share	$0.2327		$0.2476		$0.2448	
Adjusted NTA backing per share (with dividends and capital returns during the 2013/2014 year added back)	$0.2526		N/A		N/A	

1. Includes an investment in the CBG Australian Equities Fund (Wholesale) (**CBG Fund**) (formerly FSP Equities Leaders Fund)).
2. Capitalised software, Internet and applications development costs.

MAJOR HOLDINGS

A summary of Bentley's major investment holdings (by value and as a percentage of net assets) is:

Security	ASX Code	Industry Sector	30 June 2014 $'m	30 June 2014 %	31 December 2013 $'m	31 December 2013 %	30 June 2013 $'m	30 June 2013 %
Molopo Energy Limited	MPO	Materials	6.42	36.3	3.05	16.5	-	-
CBG Australian Equities Fund	-	Diversified	6.07	34.4	7.96	43.0	6.83	37.4
Bauxite Resources Limited	BAU	Materials	1.56	8.8	1.33	7.2	-	-
Chorus Limited	CNU	Telecommunications	0.56	3.2	-	-	-	-
Marathon Resources Limited	MTN	Material	0.44	2.5	0.48	2.6	-	-
Other Listed Securities	-	Various	1.50	8.5	4.68	25.2	6.23	34.1

DISTRIBUTION HISTORY

Rate per share	Nature	Record Date	Payment Date	Franking	DRP Issue Price
0.95 cent	Dividend	12 September 2014	26 September 2014	100%	TBA
One cent	Dividend	14 March 2014	21 March 2014	100%	$0.1441
One cent	Return of capital	6 December 2013	12 December 2013	-	-
One cent	Return of capital	15 April 2013	18 April 2013	-	-
One cent	Return of capital	26 November 2012	30 November 2012	-	-
One cent	Return of capital	16 April 2012	19 April 2012	-	-
5 cents	Return of capital	12 October 2011	14 October 2011	-	-
2.4 cents	Dividend (Special)	5 September 2011	26 September 2011	100%	$0.2188
One cent	Dividend	5 September 2011	26 September 2011	100%	$0.2188
One cent	Dividend	10 March 2011	17 March 2011	100%	$0.2429
One cent	Dividend	22 September 2010	30 September 2010	100%	$0.2325
One cent	Dividend	8 March 2010	15 March 2010	100%	$0.2952
One cent	Dividend	28 October 2009	30 October 2009	100%	$0.2689

DIRECTORS' REPORT

The Directors present their Directors' Report on Bentley Capital Limited ABN 87 008 108 218 (**Company** or **BEL**) and its controlled entities (the **Consolidated Entity** or **Bentley**) for the financial year ended 30 June 2014 (**Balance Date**).

BEL is a company limited by shares that was incorporated in South Australia in June 1986 and has been listed on the Australian Securities Exchange (**ASX**) since October 1986 (ASX Code: BEL).

The Company has prepared a consolidated financial report incorporating the entities that it controlled during the financial year (refer Note 2(b) to the financial statements).

PRINCIPAL ACTIVITIES

BEL is a listed investment company (**LIC**). Bentley's investment objectives are to:

- Achieve a high real rate of return over the medium term, ideally comprising both income and capital growth, whilst operating within acceptable risk parameters set by the Board; and
- Deliver a regular income stream for shareholders in the form of franked dividends.

Within its broader investment mandate[1], Bentley has a focus on several key investment sectors which the Board believes offer the opportunity to collectively generate overall returns for shareholders materially in excess of the ASX All Ordinaries Index[2]:

(1) Strategic investments in listed companies with either an active or passive participation;

(2) Corporate financing;

(3) Promotion of IPOs; and

(4) Participation in, and funding of, corporate restructurings.

Bentley also has a software, Internet and applications development division (Devisd Pty Limited) which provides exposure to this potentially valuable technology sector.

NET TANGIBLE ASSET BACKING

CONSOLIDATED	June 2014 $'000	June 2013 $'000
Net assets	17,676	18,268
Less: Intangible assets	(479)	(312)
Net tangible assets	17,198	17,956
Pre-tax NTA backing per share (cents)	**23.27**	**24.48**
Less: Net deferred tax asset/liabilities /tax provision	-	-
Net tangible assets	17,198	17,956
Post-tax NTA backing per share (cents)	**23.27**	**24.48**
Value of dividends and capital returns distributed to shareholders in previous 12 months	**1,467**	**1,467**
Adjusted Pre – and post-tax NTA backing per share (cents) (with dividends and capital returns during the 2013/2014 year added back)	25.26	N/A
Based on total issued shares	73,896,071	73,350,541

1 Approved by shareholders on 25 February 2009; refer Bentley's Notice of Meeting dated 15 January 2009 and released on ASX on 23 January 2009;

2 Refer 10 May 2010 ASX market announcement "Appointment of Chief Investment Officer and Implementation of Investment Strategy".

DIRECTORS' REPORT

Bentley paid a dividend of one cent per share to shareholders on 21 March 2014[3] at a total cost of $0.734 million (2013: nil).

Bentley returned one cent per share to shareholders in December 2013[4] (at a total cost of $0.734 million) as approved by shareholders on 28 November 2013. (2013: one cent per share to shareholders twice, in November 2012 and April 2013 totalling $1.467 million as approved by shareholders on 16 November 2012[5] and 5 April 2013[6] respectively).

OPERATING RESULTS

CONSOLIDATED	June 2014 $'000	June 2013 $'000
Net gain on financial assets held at fair value through profit or loss	1,639	227
Dividends	334	288
Interest	64	256
Other investment-related revenue	54	171
Total revenue	**2,091**	**942**
Technology Expenses	(316)	(225)
Salaries, fees and employee benefits	(238)	(377)
Investment expenses	(187)	(177)
Corporate expenses	(61)	(62)
Administration and other expenses	(496)	(438)
Total expenses	**(1,298)**	**(1,279)**
Profit/(Loss) before tax	**793**	**(337)**
Income tax benefit / (expense)	4	-
Profit/(Loss) after tax attributable to members	**797**	**(337)**

Bentley's principal activities during the year comprise share investment and trading and the Devisd software, Internet technology and applications development division.

With respect to its share investment and trading activities, Bentley generated a net gain of $1.639 million (pre and post-tax) during the year (2013: $0.227 million).

Devisd's operations incurred a total of $0.483 million in net losses and accrued capitalised software, Internet and applications development expenditure during the year (2013: $0.537 million), leading to Bentley generating an overall net gain of $0.793 million (pre-tax) and $0.797 million (post-tax) during the year (2013: $0.337million net loss (pre and post tax)).

The $1.639 million net gain result in relation to Bentley's investments comprised $0.694 million net unrealised gains and $0.945 million net realised gains (2013: $0.535 million net unrealised gain and $0.308 million net realised loss).

3 Refer 25 February 2014 ASX market announcement Declaration of Interim Dividend

4 Refer Bentley's Notice of Annual General Meeting and Explanatory Statement for a general meeting held on 28 November 2013

5 Refer Bentley's Notice of Annual General Meeting dated 12 October 2012 and released on ASX on 18 October 2012 for a general meeting held on 16 November 2012.

6 Refer Bentley's Notice of General Meeting dated 28 February 2013 and released on ASX on 7 March 2013 for a general meeting held on 5 April 2013.

DIRECTORS' REPORT

EARNINGS PER SHARE

CONSOLIDATED	June 2014	June 2013
Earnings/(Loss) per share (cents)	1.08	(0.46)

FINANCIAL POSITION

CONSOLIDATED	June 2014 $'000	June 2013 $'000
Investments	16,700	13,058
Cash	416	4,892
Net deferred tax asset/liabilities	-	-
Intangible assets	479	312
Other assets	667	324
Liabilities	(586)	(318)
Net assets	**17,676**	**18,268**
Issued capital	19,165	19,820
Profits Reserve	656	-
Accumulated losses	(2,145)	(1,552)
Total equity	**17,676**	**18,268**

DIVIDENDS

The Directors have declared payment of a dividend as follows:

Dividend Rate	Record Date	Expected Payment Date	Franking
0.95 cent per share	12 September 2014	26 September 2014	100% franked

The Company's Dividend Reinvestment Plan (**DRP**) will apply to this dividend. The Directors have determined that the DRP issue price will be at a 2.5% discount to the Company's volume weighted average price on ASX in the 5 day period up to and including the dividend record date. The Company will lodge a market announcement advising the final DRP issue price after the record date.

A copy of the Company's DRP Rules and Application/Notice of Variation Form be obtained from the Company or downloaded from the Company's website.

The Company paid a dividend during the financial year at a total cost of $0.734 million as follows (2013: nil):

Dividend Rate	Record Date	Payment Date	DRP Issue Price (cents)	DRP Shares Issued
One cent per share[7]	14 March 2014	21 March 2014	14.41	545,530

7 Refer 25 February 2014 ASX market announcement Declaration of Interim Dividend

DIRECTORS' REPORT

CAPITAL MANAGEMENT

Securities on Issue

The Company has 73,896,071 (2013: 73,350,541) fully paid ordinary shares on issue. All such shares are listed on ASX. The Company has no other securities on issue.

The Company issued 545,530 new shares during the financial year as a consequence of shareholders' participation under the Company's DRP, at an average price of $0.1441 per share.

Capital Return

The Company distributed a return of capital to shareholders during the financial year at a cost of $0.734 million as approved by shareholders at the AGM on 28 November 2013[8], as follows (2013: one cent per share return of capital distributed to shareholders twice, in November 2012 and April 2013 totalling $1.467 million as approved by shareholders on 16 November 2012[9] and 5 April 2013[10] respectively):

Capital Return	Record Date	Payment Date
One cent per share	6 December 2013	12 December 2013

REVIEW OF OPERATIONS

Net Asset Weightings

A summary of Bentley's net asset weighting (by value and as a percentage of net assets) is:

	30 June 2014		31 December 2013		30 June 2013	
Net Asset	**$'m**	**%**	**$'m**	**%**	**$'m**	**%**
Australian equities[1]	16.70	94.5	17.50	94.5	13.06	71.5
Intangible assets and resource projects[2]	0.48	2.7	0.36	1.9	0.31	1.7
Provision for income tax	-	-	-	-	-	-
Net cash on deposit/ other assets/provisions	0.50	2.8	0.66	3.6	4.90	26.8
Total Net Assets	**17.68**	**100%**	**18.52**	**100%**	**18.27**	**100%**
NTA backing per share	$0.2327		$0.2476		$0.2448	
Adjusted NTA backing per share (with dividends and capital returns during the 2013/2014 year added back)	$0.2526		N/A		N/A	

1. Includes an investment in the CBG Australian Equities Fund (Wholesale) (**CBG Fund**) (formerly FSP Equities Leaders Fund)).
2. Capitalised software, Internet and applications development costs.

Major Holdings

A summary of Bentley's major investment holdings (by value and as a percentage of net assets) is:

	ASX		30 June 2014		31 December 2013		30 June 2013	
Security	**Code**	**Industry Sector**	**$'m**	**%**	**$'m**	**%**	**$'m**	**%**
Molopo Energy Limited	MPO	Materials	6.42	36.3	3.05	16.5	-	-
CBG Australian Equities Fund	-	Diversified	6.07	34.4	7.96	43.0	6.83	37.4
Bauxite Resources Limited	BAU	Materials	1.56	8.8	1.33	7.2	-	-
Chorus Limited	CNU	Telecommunications	0.56	3.2	-	-	-	-
Marathon Resources Limited	MTN	Material	0.44	2.5	0.48	2.6	-	-
Other Listed Securities	-	Various	1.50	8.5	4.68	25.2	6.23	34.1

8 Refer Bentley's Notice of Annual General Meeting and Explanatory Statement for a general meeting held on 28 November 2013

9 Refer Bentley's Notice of Annual General Meeting dated 12 October 2012 and released on ASX on 18 October 2012 for a general meeting held on 16 November 2012.

10 Refer Bentley's Notice of General Meeting dated 28 February 2013 and released on ASX on 7 March 2013 for a general meeting held on 5 April 2013.

DIRECTORS' REPORT

Investment in the CBG Australian Equities Fund (Wholesale) (CBG Fund)[11]

As at 30 June 2014, Bentley had 34.35% ($6.072 million) of its net assets invested in the CBG Australian Equities Fund (Wholesale) (**CBG Fund**) (formerly FSP Equities Leaders Fund (**FSP Fund**)) (2013: 37.39% and $6.831 million).

The 12-month performance of the CBG Fund to 30 June 2014 was +22.2% (2013: +25.7%) compared with its benchmark performance (S&P/ASX 200 Accumulation Index) of +17.4% (2013: +22.8%)

In July 2014, Bentley received $0.131 million (2013: $0.160 million) income distributions from the CBG Fund in respect of the financial year ended 30 June 2014. The 30 June 2014 carrying value above is "ex" entitlement to this income distribution.

Bentley's investment in the CBG Fund has generated an unrealised gain of $0.903 million for the financial year and $0.405 million realised gain (net of reversal of previous years' unrealised gains on disposal) (2013: $1.269 million unrealised gain). The investment's unrealised gain (from historical cost) is $1.260 million (2013: $0.358 million unrealised gain).

The CBG Fund is a wholesale fund not open to retail investors. The objective of the fund is to outperform the S&P/ASX 200 Accumulation Index over the medium term. The Investment Manager is "style neutral" and invests in growth stocks, value stocks, stocks with maintainable dividend yields and special situations.

Bentley is able to redeem its investment in the CBG Fund at short notice without any exit fees.

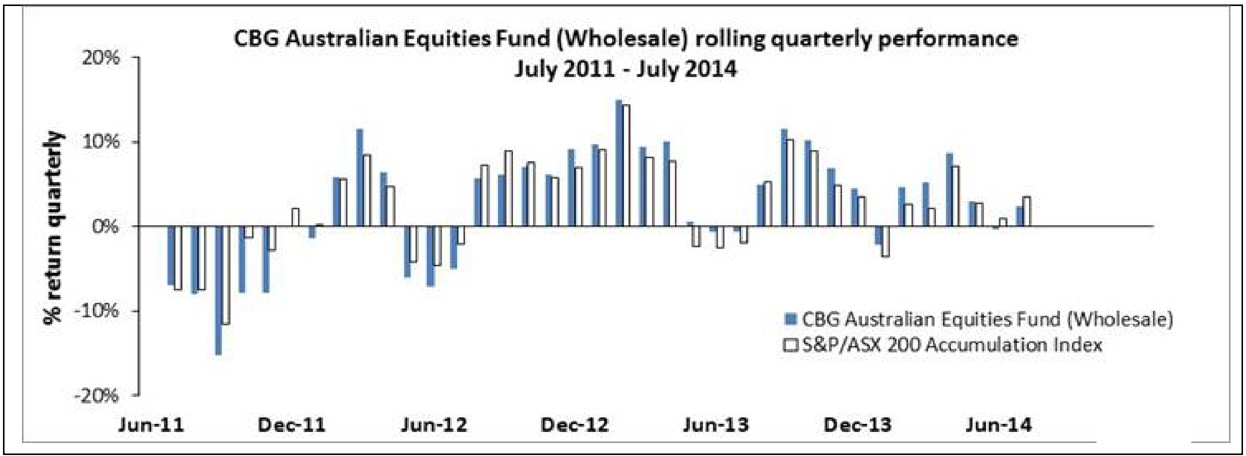
CBG Fund details provided to the Company as at 30 June 2014 are as follows:

- The equity weighting was 93.61% (30 June 2013: 96.17%);
- 92.22% of the equity portfolio is invested in companies contained within the S&P/ASX 200 Index (30 June 2013: 92.16%) with the balance of 7.78% invested in companies outside of the S&P/ASX 200 Index (30 June 2013: 7.84%); and
- The equity portfolio contained 41 holdings (30 June 2013: 42 holdings).

Returns To: 30 June 2014	3mths (%)	6mths (%)	1yr (%)	2yrs (% p.a.)	3yrs (% p.a.)	Since Inception (% p.a.)
CBG Fund	-0.4%	4.8%	22.2%	23.9%	10.5%	10.3%
ASX / S&P 200 Accumulation Index	0.9%	3.0%	17.4%	20.1%	10.4%	8.6%

11 Based on information provided by investment manager, CBG Asset Management Limited

DIRECTORS' REPORT



Source: CBG Asset Management Limited

Notes:

(a) Shows the net return of the fund over the preceding 3 months for each quarter, compared with that of the benchmark ASX/S&P 200 Accumulation Index.

(b) The information in the table is historical and the past performance of the CBG Fund is not a reliable predictor of the future performance of such fund; CBG Asset Management have not made any representation to the Company that it will achieve any specific future rate of return on the fund.

CBG Fund Top 20 Holdings ASX Code	Asset Name	Fund Weight 30-Jun-14
ANZ	ANZ BANKING GROUP LIMITED	9.0%
WBC	WESTPAC BANKING CORPORATION	8.3%
CBA	COMMONWEALTH BANK OF AUSTRALIA	8.0%
BHP	BHP BILLITON LIMITED	5.0%
HGG	HENDERSON GROUP	4.2%
NAB	NATIONAL AUSTRALIA BANK LIMITED	3.8%
TCL	TRANSURBAN GROUP	3.4%
SUN	SUNCORP GROUP LIMITED	3.1%
FLT	FLIGHT CENTRE TRAVEL GROUP LIMITED	3.0%
BTT	BT INVESTMENT MANAGEMENT LTD	3.0%
GEM	G8 EDUCATION LIMITED	3.0%
MQA	MACQUARIE ATLAS ROAD GROUP	2.9%
OSH	OIL SEARCH LIMITED	2.5%
DUE	DUET GROUP	2.5%
LLC	LEND LEASE LIMITED	2.4%
SYD	SYDNEY AIRPORT	2.0%
RMD	RESMED INC	1.9%
IVC	INVOCARE LIMITED	1.9%
ENV	ENVESTRA LIMITED	1.8%
RFG	RETAIL GROUP FOOD LIMITED	1.8%

CBG Fund Sector Weights	Fund Weight 30-Jun-14
Financials (ex-Real Estate)	48.0%
Consumer Discretionary	13.3%
Industrials	11.3%
Cash/Hybrids/Fixed Interest	6.4%
Utilities	5.1%
Materials	5.0%
Health Care	4.0%
Energy	2.5%
Real Estate	2.4%
Consumer Staples	1.8%
Telecommunication Services	0.2%

DIRECTORS' REPORT

Investment in Molopo Energy Limited (ASX: MPO)

As at 30 June 2014, Bentley held 33,763,838 shares in MPO (being 13.66% of MPO's total issued share capital, being the largest shareholder in MPO), which were acquired during the financial year at a total cost of $6.707 million (at an average price of $0.199 per share).

MPO is an oil and gas exploration, development and production (from the United States) company that has disposed of a number of assets in the United States (Texas), Canada (Saskatchewan) and South Africa during the financial year and is currently seeking to re-deploy the company's cash resources into oil and gas exploitation opportunities in Western Canada with a focus on projects that have existing production and cash flow (rather than early stage exploration plays on undeveloped acreage).[12]

MPO has ~US$0.23 (~A$0.25) cash backing per share based on a ~US$56.5 million (~A$60.5 million) cash position (net of a C$5 million (~US$4.6 million/~A$4.9 million) provision for a legal claim) as at 30 June 2014.[12]

Investment in Bauxite Resources Limited (ASX: BAU)

As at 30 June 2014, Bentley held 11,575,000 shares in BAU (being 5% of BAU's total issued share capital), which were acquired during the financial year at a total cost of $1.469 million (at an average price of $0.127 per share).

BAU is a bauxite minerals exploration and evaluation company with tenements in Western Australia's Darling Ranges; it has a cash backing of ~$0.18 per share (based on a ~$40.9 million cash position as at 30 June 2014) and a contingent liability from unspecified claims from current and former shareholders in relation to a share placement undertaken in October 2009, as notified to BAU by a litigation funder[13].

BAU will seek shareholder approval on 29 August 2014 to undertake a 4 cent per share return of capital.

Investment in Marathon Resources Limited (ASX: MTN)

As at 30 June 2014, Bentley held 19,346,900 shares in MTN (being 20.98% of MTN's total issued share capital), which were acquired during the financial year at a total cost of $0.485 million (at an average price of $0.025 per share).

During the financial year, Bentley launched an on-market takeover bid for 100% of MTN at $0.025 per share.[14] The bid closed on 18 December 2013 with Bentley acquiring 914,563 shares at a total cost of $0.023 million increasing its interest in MTN from 19.99% (pre bid) to 20.98% (post bid).

MTN is a minerals exploration company with a cash backing of ~$0.0388 per share (based on a ~$3.582 million cash position as at 30 June 2014) and has advised that it has continued and remains active in reviewing a number of exploration and corporate opportunities in Australia and overseas to increase shareholder value through acquisition or merger. [15]

[12] Refer MPO's June 2014 Quarterly Report dated and lodged on ASX on 31 July 2014 and 2013 Annual Report lodged on ASX on 28 March 2014; based on the following exchange rates: C$1:00 = US$0.9177 and A$1.00 = US$0.9332

[13] Refer BAU's June 2014 Quarterly Report dated and lodged on ASX on 29 July 2014 and 2013 Annual Report lodged on ASX on 14 October 2013

[14] Refer Bentley's Bidder's Statement for MTN dated 25 October 2013.

[15] Refer MTN's June 2014 Quarterly Report dated and lodged on ASX on 31 July 2014 and 2013 Annual Report lodged on ASX on 30 September 2013

DIRECTORS' REPORT

Devisd Software, Internet and Applications Development

Bentley has a technology operation involved in software, Internet and applications development (Devisd).

Devisd was formed to provide exposure to the growing importance of the Internet and social media applications as a potentially valuable investment and/or income generating opportunity for Bentley.

Devisd's applications and software projects under development are summarised below:

(1) **"Yurn.it"** is a visual discovery, e-commerce website integrating social media and creative aspects. The site is a personalised fashion network that enables users to browse and shop for items from exclusive retailers (within an affiliate programme), interact with a fashion community and engage in dynamic competitions.

(2) **www.Rdrct.it** is a web service that allows smart-phone application (app) developers to send out download links for their apps and app content that direct link recipients to the correct end-point, irrespective of the user's platform, or whether they have the relevant app installed. This project was launched in July 2013 (in beta mode) and has generated affiliate fee revenues from Apple of $2,272 during the financial year.

(3) **ShopBites** is a smartphone application and system designed to drive foot traffic into participating stores throughout Australia. Registered shoppers are targeted (using geo-location technology) and encouraged to visit partner stores and undertake certain actions using their smartphone (such as scanning in-store QR codes or product barcodes) and in doing so, will earn points called 'bites'. Bites can then be redeemed for a range of rewards, including digital gift vouchers, credits for third-party applications and physical goods, all within the smartphone application.

(4) **Squizzd** is a smartphone application that allows users to create an Augmented Reality (AR) map to share with friends or the general public. Maps may include local attractions, tourist spots or something as specific as temporary locations at an event.

(5) **Tree Trauma** is a mobile game in which the player acts as a topiarist who, using a variety of tools, trims trees into shapes as set by topiary judges.

Performance Bonus Scheme (PBS)

There were no entitlements arising under the Company's Performance Bonus Scheme (**PBS**) (which was implemented on 1 May 2010[16]) during the financial year (June 2013: nil). The conditions for payment to members of the Investment Committee are related to Bentley's financial performance (based on the change in Bentley's net asset value relative to the Benchmark ASX All Ordinaries Index) during each half-year period.

Please refer to the Remuneration Report below for further details in relation to the PBS.

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16 Refer 10 May 2010 ASX market announcement "Appointment of Chief Investment Officer and Implementation of Investment Strategy" and also the Remuneration Report at pages 17 to 20 of this report.

DIRECTORS' REPORT

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

There were no significant changes in the state of affairs of Bentley that occurred during the financial year not otherwise disclosed in this Directors' Report or the financial statements.

FUTURE DEVELOPMENTS

Bentley intends to continue its investment activities in future years. The results of these investment activities depend upon the performance of the underlying companies and securities in which Bentley invests. The investments' performances depend on many economic factors and also industry and company- specific issues. In the opinion of the Directors, it is not possible or appropriate to make a prediction on the future course of markets, the performance of Bentley's investments or forecast the likely results of Bentley's activities.

ENVIRONMENTAL REGULATION

Bentley notes the reporting requirements of both the *Energy Efficiency Opportunities Act 2006 (Cth)* (**EEOA**) and the *National Greenhouse and Energy Reporting Act 2007 (Cth)* (**NGERA**). The EEOA requires affected companies to assess their energy usage, including the identification, investigation and evaluation of energy saving opportunities, and to report publicly on the assessments undertaken, including what action the company intends to take as a result. The NGERA requires affected companies to report their annual greenhouse gas emissions and energy use.

Bentley has determined that it does not operate a recognised facility requiring registration and reporting under the NGERA and in any event, it would fall under the threshold of greenhouse gas emissions required for registration and reporting. Similarly, Bentley's energy consumption would fall under the threshold required for registration and reporting under the EEOA.

Bentley notes that it is not directly subject to the *Clean Energy Act 2011 (Cth)* (which has been repealed recently and which carbon pricing mechanism under the same ceases to have effect from 1 July 2014).

Bentley is not otherwise subject to any particular or significant environmental regulation under either Commonwealth or State legislation. To the extent that any environmental regulations may have an incidental impact on Bentley's operations, the Directors are not aware of any breach by Bentley of those regulations.

DIRECTORS' REPORT

DIRECTORS

Directors in office during or since the financial year are as follows:

FAROOQ KHAN	**Chairman**
Appointed	Director since 2 December 2003; Chairman since 10 February 2004
Qualifications	BJuris, LLB. (*UWA*)
Experience	Mr Khan is a qualified lawyer having previously practised principally in the field of corporate law. Mr Khan has extensive experience in the securities industry, capital markets and the executive management of ASX-listed companies. In particular, Mr Khan has guided the establishment and growth of a number of public listed companies in the investment, mining and financial services sector. He has considerable experience in the fields of capital raisings, mergers and acquisitions and investments.
Relevant interest in shares	22,254,408 shares (held indirectly[17])
Special Responsibilities	Chairman of the Board and Investment Committee
Other current directorships in listed entities	(1) Executive Chairman and Managing Director of Queste Communications Ltd (QUE) (since 10 March 1998) (2) Executive Chairman of Orion Equities Limited (OEQ) (since 23 October 2006) (3) Non-Executive Director (Alternate Director to Victor Ho) of Strike Resources Limited (SRK) (appointed 24 January 2014).
Former directorships in other listed entities in past 3 years	Alara Resources Limited (AUQ) (18 May 2007 to 31 August 2012)

CHRISTOPHER B. RYAN	**Non-Executive Director**
Appointed	5 February 2004
Qualifications	BEcon (*UWA*), MBA (*UNSW*)
Experience	Mr Ryan is the Principal of Westchester Corporate Finance, a Sydney based corporate advisory firm specialising in advising listed companies on fund raising, mergers and acquisitions and associated transactions. Prior to forming Westchester in July 1996, Christopher was with Schroders Australia for 27 years. At Schroders, he served 3 years in the investment division, 2 years as an economist monitoring influences on interest and exchange rates and 22 years in the corporate finance division of which he was a director for 19 years specialising in advising on project financing and mergers and acquisitions mainly in the Australian minerals and oil and gas sectors.
Relevant interest in shares	None
Special Responsibilities	Chairman of the Audit and Remuneration Committees
Other current directorships in listed entities	(1) Non-Executive Director of Molopo Energy Limited (MPO) (since 8 April 2014) (2) Non-Executive Director of Marathon Resources Limited (MTN) (since 26 February 2014) (3) Non-Executive Chairman of Boulder Steel Limited (BGD) (since 20 June 2013; Non-Executive Director since 18 June 2013)
Former directorships in other listed entities in past 3 years	None

17 An indirect interest held by Queste Communications Ltd (**QUE**) (1,740,625 shares) and Orion Equities Limited (**OEQ**) (20,513,783 shares), a company in which QUE is a controlling shareholder; Farooq Khan (and an associated company) has a deemed relevant interest in Bentley shares in which QUE has a relevant interest by reason of having >20% voting power in QUE; refer also Farooq Khan's Change of Director's Interest Notice and Initial Substantial Holder Notice both dated 23 January 2014

DIRECTORS' REPORT

WILLIAM M. JOHNSON	**Non-Executive Director**
Appointed	Director since 13 March 2009; Non-Executive Director since 26 March 2013
Qualifications	MA (Oxon), MBA
Experience	Mr Johnson commenced his career in resource exploration and has held senior management and executive roles in a number of public companies in Australia, New Zealand and Asia. Throughout his career, Mr Johnson has been actively involved in the strategic analysis of a diverse range of business and investment opportunities and the execution of many corporate transactions. Mr Johnson brings a considerable depth of experience in business strategy and investment analysis and execution.
Relevant interest in shares	None
Special Responsibilities	Member of the Audit and Remuneration Committees.
Other current directorships in listed entities	(1) Managing Director of Strike Resources Limited (SRK) (since 25 March 2013; Director since 14 July 2006)
Former directorships in other listed entities in past 3 years	(1) Orion Equities Limited (OEQ) (28 February 2003 to 3 May 2013) (2) Alara Resources Limited (AUQ) (26 October 2009 to 31 October 2013)

COMPANY SECRETARY

VICTOR P. H. HO	**Company Secretary**
Appointed	Since 5 February 2004
Qualifications	BCom, LLB (*UWA*), CTA
Experience	Mr Ho has been in company secretarial/executive roles with a number of public listed companies since early 2000. Previously, Mr Ho had 9 years' experience in the taxation profession with the Australian Tax Office and in a specialist tax law firm. Mr Ho has been actively involved in the structuring and execution of a number of corporate transactions, capital raisings and capital management matters and has extensive experience in public company administration, corporations' law and stock exchange compliance and shareholder relations.
Special Responsibilities	Member of the Investment Committee and Secretary of the Audit and Remuneration Committees
Relevant interest in shares	50,000 ordinary shares (held indirectly)
Other positions held in listed entities	Executive Director and Company Secretary of: (1) Orion Equities Limited (OEQ) (Secretary since 2 August 2000 and Director since 4 July 2003) (2) Queste Communications Ltd (QUE) (Secretary since 30 August 2000 and Director since 3 April 2013) (3) Non-Executive Director of Strike Resources Limited (SRK) (since 24 January 2014) Company Secretary of: (1) Alara Resources Limited (AUQ) (since 4 April 2007)
Former position in other listed entities in past 3 years	None

DIRECTORS' REPORT

DIRECTORS' MEETINGS

The following table sets out the numbers of meetings of the Company's Directors held during the year (excluding Directors' circulatory resolutions) and the numbers of meetings attended by each Director of the Company:

	Board Meetings		Audit Committee		Remuneration Committee	
Name of Director	**Attended**	**Max. Possible Meetings**	**Attended**	**Max. Possible Meetings**	**Attended**	**Max. Possible Meetings**
Farooq Khan	6	6	-	-	-	-
Christopher Ryan	6	6	2	2	-	-
William Johnson	6	6	2	2	-	-

Board Committees

An Audit Committee was established in October 2009. The composition the Audit Committee is Christopher Ryan (as Chairman) and William Johnson. A copy of the Audit Committee Charter may be downloaded from the Company's website.

A Remuneration Committee was established in September 2011. The composition of the Remuneration Committee is Christopher Ryan (as Chairman) and William Johnson. A copy of the Remuneration Committee Charter may be downloaded from the Company's website.

DIRECTORS' REPORT

This Remuneration Report details the nature and amount of remuneration for each Director of ***the Company***.

The information provided under headings (1) to (5) below has been audited as required under section 308(3)(c) of the *Corporations Act 2001.*

(1) Remuneration Policy

The Board determines the remuneration structure of all Directors and Company Executives (being a company secretary or senior manager) (**Key Management Personnel**) having regard to the Company's nature, scale and scope of operations and other relevant factors, including the frequency of Board meetings, length of service, particular experience and qualifications.

Fixed Cash Short-term Employment Benefits: The Key Management Personnel of the Company are paid a fixed amount per annum plus applicable employer superannuation contributions. The Non-Executive Directors of the Company are paid a maximum aggregate base remuneration of $110,000 per annum inclusive of employer superannuation contributions where applicable, to be divided as the Board determines appropriate.

The Board has determined the following fixed cash remuneration for current Key Management Personnel during the year as follows:

Executive Director

(1) Mr Farooq Khan (Executive Chairman) – a base salary of $175,000 per annum plus employer superannuation contributions; and

Non-Executive Directors

(2) Mr Christopher Ryan – a base fee of $26,400 per annum (including 10% GST) payable to Westchester Financial Services Pty Limited (trading as Westchester Corporate Finance), a corporate advisory company in which Mr Ryan is principal; and

(3) Mr William Johnson – a base salary of $24,000 per annum plus employer superannuation contributions.

Company Executive/Senior Manager

(4) Mr Victor Ho (Company Secretary) – a base salary of $85,000 per annum plus employer superannuation contributions.

Special Exertions and Reimbursements: Pursuant to the Company's Constitution, each Director is also entitled to receive:

(a) Payment for reimbursement of all travelling, hotel and other expenses reasonably incurred by a Director for the purpose of attending meetings of the Board or otherwise in and about the business of the Company; and
(b) In respect of Non-Executive Directors, payment for the performance of extra services or the making of special exertions for the benefit of the Company (at the request of and with the concurrence of the Board).

Long-Term Benefits: Key Management Personnel have no right to termination payments save for payment of accrued annual leave and long service leave (other than Non-Executive Directors).

Equity-Based Benefits: The Company does not presently have any equity (shares or options) based remuneration arrangements for any personnel pursuant to any executive or employee share or option plan or otherwise.

DIRECTORS' REPORT

Post-Employment Benefits: The Company does not presently provide retirement benefits to Key Management Personnel.

Service Agreements: The Company does not presently have formal service agreements or employment contracts with Key Management Personnel.

Performance-Related Benefits and Financial Performance of Company: The Company has implemented a Performance Bonus Scheme (**PBS**) (effective from 1 May 2010) with the conditions for payment being related to the Company's financial performance. If the conditions for payment under the PBS have been satisfied, the Company will pay cash bonuses to members of the Investment Committee (being the Executive Chairman and the Company Secretary). Refer to Section (2) below for further information about the PBS.

The current remuneration of Non-Executive Directors is not dependent on the satisfaction of a performance condition and is unrelated to the Company's performance.

In considering the Company's performance and its effects on shareholder wealth, Directors have had regard to the data set out below for the latest financial year and the previous four financial years.

	2014	**2013**	**2012**	**2011**	**2010**
Profit/(Loss) Before Income Tax ($)	$792,910	($336,712)	($2,025,345)	$573,980	$3,101,649
Basic Earnings/(Loss) per share (cents)	1.08	(0.46)	(2.77)	0.79	4.32
Dividends Paid (total)	$733,505	-	$2,468,351	$1,443,044	$1,433,698
Dividends Paid (per share)	$0.01	-	$0.034	$0.02	$0.02
Capital Returns Paid (total)	$733,505	$1,467,012	$4,406,350	-	-
Capital Returns Paid (per share)	$0.01	$0.02	$0.06	-	-
VWAP Share Price on ASX for financial year	$0.144	$0.156	$0.183	$0.224	$0.251
Closing Bid Share Price on ASX at 30 June ($)	$0.145	$0.145	$0.150	$0.220	$0.225

(2) Shares held by Key Management Personnel

The number of ordinary shares in the Company held by Key Management Personnel is set below:

Key Management Personnel	**Balance at 30 June 2013**	**Additions**	**Received as part of remuneration**	**Disposals**	**Balance at 30 June 2014**
Executive Director:					
Farooq Khan	-	-	-	-	-
Non-Executive Directors:					
Christopher Ryan	-	-	-	-	-
William Johnson	-	-	-	-	-
Company Secretary:					
Victor Ho	6,533	43,467	-	-	50,000

Note: The disclosures of shareholdings above are in accordance with the accounting standards which require disclosure of shares held directly, indirectly or beneficially by each key management person, a close member of the family of that person, or an entity over which either of these persons have, directly or indirectly, control, joint control or significant influence (as defined under Accounting Standard AASB 124 Related Party Disclosures).

(3) Performance Bonus Scheme (PBS)

In order to align the interests of the Investment Committee and shareholders of the Company and to provide an appropriate incentive for the achievement of superior-to-market investment returns, the Company introduced a Performance Bonus Scheme (PBS) for members of the Investment Committee (effective 1 May 2010).

DIRECTORS' REPORT

The key elements of the PBS are summarised as follows:

(a) The performance of Bentley will be measured each financial half year (ending on 31 December and 30 June) by comparing the change over the half year in the net-asset value of Bentley with the change in the net assets of Bentley that would have resulted if the investment return was equal to that recorded by the ASX All Ordinaries Index (ASX code: XAO) (**Benchmark Index**).

(b) 20% of any outperformance in excess of a performance threshold hurdle of $250,000 relative to the Benchmark Index is available for distribution to the Investment Committee each half year (**Performance Bonus Pool**).

(c) Any underperformance in a half year will be carried forward up to the next two half years, such that underperformance in a half year must be 'clawed back' by outperformance before a performance bonus can be paid in the following two half years. However, an underperformance value attributable to an unrealised loss on an asset (other than externally managed assets) that has not yet been realised at the end of the second carried forward half year period will continue to be carried forward thereafter until it has been 'clawed back' by outperformance.

(d) The net assets of Bentley are valued in accordance with Bentley's accounting policies and Australian Accounting Standards (**Accounting Methodology**), save that:

   (i) assets (other than externally managed assets) are carried at the lower of cost or value (whereas they would have been 'marked to market' under the Accounting Methodology); and

   (ii) deferred tax assets and deferred tax liabilities (other than in respect of externally managed assets) are excluded from net assets but a provision for income tax expense is included.

(e) The terms of the PBS are to be reviewed annually by the Board.

(f) The Performance Bonus Pool is distributed to members of the Investment Committee pursuant to a resolution of the Board.

(g) If Bentley has incurred a net loss for the financial half year, the Board may in exceptional circumstances at its absolute discretion withhold up to 50% of the Performance Bonus Pool applicable to that financial half year.

(h) Any Director who is a member of the Investment Committee may not be present during the Board's deliberations in relation to setting the above entitlements under the PBS and must abstain from voting on such determination by the Board.

The Company believes the principles adopted by the PBS are consistent with or exceed industry best practice, in that:

- A performance bonus on internally managed assets is paid only on realised (and not unrealised) gains, i.e. investments have to be sold (or otherwise crystallised) to contribute to a performance bonus. This eliminates the potential of a performance bonus being paid in a half year by reference to unrealised, internally managed investments that may have substantially outperformed over that half year, yet subsequently underperform.
- The 'clawback' of underperformance means that the Investment Committee will be highly motivated to avoid periods of underperformance.
- To achieve a performance bonus, the Investment Committee must not only outperform the Benchmark Index, but also achieve an absolute return at least $250,000 (performance threshold hurdle) greater than the result that would have been achieved matching the Benchmark Index for any half year. In other words, the first $250,000 of outperformance in any half year does not generate a performance bonus.

There were no entitlements arising under the PBS during the financial year (i.e. in respect of each of the half years ending 31 December 2013 and 30 June 2014).

DIRECTORS' REPORT

(4) Details of Remuneration of Key Management Personnel

Details of the nature and amount of each element of remuneration of each Key Management Personnel paid or payable by the Company during the financial year are as follows:

2014		**Short-term Benefits**		**Post-Employment Benefits**	**Other Long-term Benefits**	**Equity-Based**	
Key Management Personnel	**Performance-related** %	**Cash salary and fees** $	**Non-cash benefit** $	**Superannuation** $	**Long service leave** $	**Shares & options** $	**Total** $
Executive Director:							
Farooq Khan [(a)]	-	151,778	-	14,039	-	-	165,817
Non-Executive Directors:							
Christopher Ryan[(b)]	-	39,600	-	-	-	-	39,600
William Johnson	-	24,000	-	-	-	-	24,000
Company Secretary:							
Victor Ho	-	84,999	-	7,862	-	-	92,861

2013		**Short-term Benefits**		**Post-Employment Benefits**	**Other Long-term Benefits**	**Equity-Based**	
Key Management Personnel	**Performance related** %	**Cash salary and fees** $	**Non-cash benefit** $	**Superannuation** $	**Long service leave** $	**Shares & options** $	**Total** $
Executive Director:							
Farooq Khan [(d)]	-	160,192	-	14,417	-	-	174,609
Non-Executive Directors:							
Christopher Ryan[(b)]	-	29,700	-	-	-	-	29,700
William Johnson [(c)]	-	63,750	-	5,738	-	-	69,488
Company Secretary:							
Victor Ho	-	85,000	-	7,650	-	-	92,650

Notes:

(a) Net of an adjustment of $23,222 (gross) in respect of unpaid leave taken during the 2014 year.

(b) Mr Ryan's Director's fees have been paid to Westchester Financial Services Pty Limited (trading as Westchester Corporate Finance), a corporate advisory company in which Mr Ryan is principal, and is reported inclusive of GST. The amount for 2014 is also inclusive of $13,200 fees (2013: inclusive of $3,300 fees) for the performance of extra services/the making of special exertions for the benefit of the Company.

(c) Mr Johnson transitioned from Executive Director to Non-Executive Director on 25 March 2013.

(d) Net of an adjustment of $14,808 (gross) in respect of unpaid leave taken during the 2013 year.

(5) Other Benefits Provided to Key Management Personnel

No Key Management Personnel has during or since the end of the financial year, received or become entitled to receive a benefit, other than a remuneration benefit as disclosed above, by reason of a contract made by the Company or a related entity with the Director or with a firm of which he is a member, or with a Company in which he has a substantial interest.

(6) Voting and Comments on the Remuneration Report at the 2013 AGM

At the Company's most recent (2013) AGM, a resolution to adopt the prior year (2013) Remuneration Report was put to the vote and 94.79% of votes were cast by shareholders in favour of adopting the Remuneration Report. No comments were made on the Remuneration Report at the AGM.

This concludes the audited Remuneration Report.

DIRECTORS' REPORT

DIRECTORS' AND OFFICERS' INSURANCE

The Company insures Directors and Officers against liability they may incur in respect of any wrongful acts or omissions made by them in such capacity (to the extent permitted by the *Corporations Act 2001*) (**D&O Policy**). Details of the amount of the premium paid in respect of the insurance policies are not disclosed as such disclosure is prohibited under the terms of the contract.

DIRECTORS' AND OFFICERS' DEEDS

In addition to the rights of indemnity provided under the Company's Constitution (to the extent permitted by the *Corporations Act 2001*), the Company has also entered into a deed with each of the Directors and the Company Secretary (**Officer**) to regulate certain matters between the Company and each Officer, both during the time the Officer holds office and after the Officer ceases to be an officer of the Company, including the following matters:

(a) The Company's obligation to indemnify an Officer for liabilities or legal costs incurred as an officer of the Company (to the extent permitted by the *Corporations Act 2001*); and

(b) Subject to the terms of the deed and the *Corporations Act 2001*, the Company may advance monies to the Officer to meet any costs or expenses of the Officer incurred in circumstances relating to the indemnities provided under the deed and prior to the outcome of any legal proceedings brought against the Officer.

LEGAL PROCEEDINGS ON BEHALF OF COMPANY

No person has applied for leave of a court to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or any part of such proceedings. The Company was not a party to any such proceedings during and since the financial year.

AUDITOR

Details of the amounts paid or payable to the auditor (BDO Audit (WA) Pty Ltd) for audit and non-audit services provided during the financial year are set out below:

Audit & Review Fees $	Non-Audit Services $	Total $
45,333	1,376	46,709

The Board is satisfied that the provision of non-audit services by the auditor during the year is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001.* The Board is satisfied that the nature of the non-audit services disclosed above did not compromise the general principles relating to auditor independence as set out in the Institute of Chartered Accountants in Australia and APES 110 Code of Ethics for Professional Accountants: Professional Independence, including reviewing or auditing the auditor's own work, acting in a management or decision making capacity for the Company, acting as advocate for the Company or jointly sharing economic risk and rewards.

BDO Audit (WA) Pty Ltd continues in office in accordance with Section 327 of the *Corporations Act 2001*.

DIRECTORS' REPORT

AUDITOR'S INDEPENDENCE DECLARATION

A copy of the Auditor's Independence Declaration as required under section 307C of the *Corporations Act 2001* forms part of this Directors Report and is set out on page 23. This relates to the Audit Report, where the Auditors state that they have issued an independence declaration.

EVENTS SUBSEQUENT TO BALANCE DATE

The Directors are not aware of any matters or circumstances at the date of this Directors' Report, other than those referred to in this Directors' Report (in particular, in the Review of Operations) or the financial statements or notes thereto (in particular Note 26), that have significantly affected or may significantly affect the operations, the results of operations or the state of affairs of the Company in subsequent financial years.

Signed for and on behalf of the Directors in accordance with a resolution of the Board,

Farooq Khan	Christopher Ryan
Chairman	Director

26 August 2014

Tel: +61 8 6382 4600
Fax: +61 8 6382 4601
www.bdo.com.au

38 Station Street
Subiaco, WA 6008
PO Box 700 West Perth WA 6872
Australia

DECLARATION OF INDEPENDENCE BY CHRIS BURTON TO THE DIRECTORS OF BENTLEY CAPITAL LIMITED

As lead auditor of Bentley Capital Limited for the year ended 30 June 2014, I declare that, to the best of my knowledge and belief, there have been:

1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
2. No contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Bentley Capital Limited and the entities it controlled during the period.

Chris Burton

Director

BDO Audit (WA) Pty Ltd

Perth, 26 August 2014

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

for the year ended 30 June 2014

	Note	2014	2013
REVENUE		**$**	**$**
Investment	**3(a)**		
Dividend Revenue		334,579	288,487
Interest Revenue		64,299	255,560
Other			
Net Gain on Financial Assets at Fair Value through Profit or Loss		1,638,724	227,420
Other Revenue		53,646	170,747
TOTAL REVENUE		**2,091,248**	**942,214**
EXPENSES	**3(b)**		
Technology Expenses		(315,616)	(224,720)
Investment Expenses		(186,611)	(176,940)
Occupancy Expenses		(80,778)	(89,069)
Corporate Expenses		(60,676)	(62,226)
Resource Projects		-	(14,582)
Finance Expenses		(3,601)	(4,798)
Administration Expenses		(651,056)	(706,591)
PROFIT/(LOSS) BEFORE INCOME TAX		**792,910**	**(336,712)**
Income Tax Benefit/(Expense)	4	3,698	-
PROFIT/(LOSS) FOR THE YEAR		**796,608**	**(336,712)**
OTHER COMPREHENSIVE INCOME			
Other Comprehensive Income, Net of Tax		-	-
TOTAL COMPREHENSIVE PROFIT/(LOSS) FOR THE YEAR		**796,608**	**(336,712)**
EARNINGS/(LOSS) PER SHARE FOR PROFIT/(LOSS) ATTRIBUTABLE TO THE ORDINARY EQUITY HOLDERS OF THE COMPANY:			
Basic and Diluted Earning/(Loss) per Share (cents)	**5**	1.08	(0.46)

The accompanying notes form part of these consolidated financial statements

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
as at 30 June 2014

	Note	2014	2013
		$	$
CURRENT ASSETS			
Cash and Cash Equivalents	6	416,591	4,892,458
Financial Assets at Fair Value through Profit or Loss	7	16,255,527	13,057,774
Investment Held for Sale	8	444,979	-
Trade and Other Receivables	9	263,471	167,467
Other Current Assets	10	3,650	3,644
TOTAL CURRENT ASSETS		**17,384,218**	**18,121,343**
NON-CURRENT ASSETS			
Trade and Other Receivables	9	5,000	30,000
Resource Projects	11	-	-
Intangible Assets	12	478,689	312,026
Property, Plant and Equipment	13	15,315	15,123
Deferred Tax Asset	16	379,448	107,950
TOTAL NON-CURRENT ASSETS		**878,452**	**465,099**
TOTAL ASSETS		**18,262,670**	**18,586,442**
CURRENT LIABILITIES			
Trade and Other Payables	14	64,226	67,776
Provisions	15	142,688	142,600
TOTAL CURRENT LIABILITIES		**206,914**	**210,376**
NON-CURRENT LIABILITIES			
Deferred Tax Liability	16	379,448	107,950
TOTAL NON-CURRENT LIABILITIES		**379,448**	**107,950**
TOTAL LIABILITIES		**586,362**	**318,326**
NET ASSETS		**17,676,308**	**18,268,116**
EQUITY			
Issued Capital	17	19,165,182	19,820,093
Profits Reserve	18	656,053	-
Accumulated Losses		(2,144,927)	(1,551,977)
TOTAL EQUITY		**17,676,308**	**18,268,116**

The accompanying notes form part of these consolidated financial statements

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 30 June 2014

	Note	Issued Capital	Profits Reserve	Accumulated Losses	Total
		$	$	$	$
BALANCE AT 1 JULY 2012		**22,067,796**	**-**	**(1,995,957)**	**20,071,839**
Loss for the Year		-	-	(336,712)	(336,712)
Other Comprehensive Income		-	-	-	-
Total Comprehensive Loss for the Year		**-**	**-**	**(336,712)**	**(336,712)**
Transactions with Owners in their capacity as Owners:					
Reduction of Share Capital to the extent not represented by assets	17	(780,692)	-	780,692	-
Return of Capital	17	(1,467,011)	-	-	(1,467,011)
BALANCE AT 30 JUNE 2013		**19,820,093**	**-**	**(1,551,977)**	**18,268,116**
BALANCE AT 1 JULY 2013		**19,820,093**	**-**	**(1,551,977)**	**18,268,116**
Profit for the Year		-	-	796,608	796,608
Profits Reserve transfer	18		1,389,558	(1,389,558)	-
Other Comprehensive Income		-	-	-	-
Total Comprehensive Profit for the Year		**-**	**1,389,558**	**(592,950)**	**796,608**
Transactions with Owners in their capacity as Owners:					
Return of Capital	17	(733,506)	-	-	(733,506)
Shares Issued under Dividend Reinvestment Plan	17	78,595	-	-	78,595
Dividend paid	19	-	(733,505)	-	(733,505)
BALANCE AT 30 JUNE 2014		**19,165,182**	**656,053**	**(2,144,927)**	**17,676,308**

The accompanying notes form part of these consolidated financial statements

CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 30 June 2014

	Note	2014 $	2013 $
CASH FLOWS FROM OPERATING ACTIVITIES			
Dividends Received		230,503	288,487
Interest Received		57,693	270,727
Other Income Received		321,926	182,696
Payments to Suppliers and Employees		(1,393,589)	(1,403,475)
Sale/Redemption of Financial Assets at Fair Value through Profit or Loss		18,453,918	18,713,227
Purchase of Financial Assets at Fair Value through Profit or Loss		(20,498,137)	(16,372,168)
Tax refund		3,698	-
NET CASH PROVIDED BY/(USED IN) OPERATING ACTIVITIES	6	**(2,823,988)**	**1,679,494**
CASH FLOWS FROM INVESTING ACTIVITIES			
Payments for Intangible Assets	**12**	(166,663)	(312,026)
Investment in Convertible Note	**9**	(100,000)	-
Purchase of Plant and Equipment	**13**	(6,159)	(8,192)
Proceeds from disposal of Plant and Equipment		20	-
Refunds for Exploration and Evaluation	**11**	-	57,032
Payments for Exploration and Evaluation	**11**	-	(6,751)
NET CASH USED IN INVESTING ACTIVITIES		**(272,802)**	**(269,937)**
CASH FLOWS FROM FINANCING ACTIVITIES			
Return of Capital	**17**	(734,394)	(1,464,891)
Dividends paid	**19**	(644,683)	-
NET CASH USED IN FINANCING ACTIVITIES		**(1,379,077)**	**(1,464,891)**
NET DECREASE IN CASH HELD		**(4,475,867)**	**(55,334)**
Cash and Cash Equivalents at Beginning of Financial Year		4,892,458	4,947,792
CASH AND CASH EQUIVALENTS AT END OF FINANCIAL YEAR	6	**416,591**	**4,892,458**

The accompanying notes form part of these consolidated financial statements

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 June 2014

1. **SUMMARY OF ACCOUNTING POLICIES**

The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial report includes the financial statements for the Consolidated Entity consisting of Bentley Capital Limited and its subsidiaries.

Bentley Capital Limited (the **Company**) is a company limited by shares incorporated in Australia and whose shares are publicly traded on the Australian Securities Exchange (**ASX**).

1.1. Basis of Preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards Board, Urgent Issues Group Interpretations and the *Corporations Act 2001*, appropriate for for-profit entities.

Compliance with IFRS
The consolidated financial statements of the Bentley Capital Limited Consolidated Entity also comply with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

Reporting Basis and Conventions
The financial report has been prepared on an accruals basis and is based on historical costs modified by the revaluation of financial assets and financial liabilities for which the fair value basis of accounting has been applied.

1.2. Principles of Consolidation

The consolidated financial statements incorporate the assets and liabilities of Bentley Capital Limited as at 30 June 2014 and the results of its subsidiaries for the year then ended. Bentley Capital Limited and its subsidiaries are referred to in this financial report as Bentley or the Consolidated Entity.

Subsidiaries are all entities (including structured entities) over which the Consolidated Entity has control. The Consolidated Entity controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases. Information on controlled entities is contained in Note 2(b) to the financial statements.

Subsidiaries are fully consolidated from the date on which control is transferred to the Consolidated Entity. They are de-consolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Consolidated Entity.

The controlled entities have a June financial year-end. All inter-company balances and transactions between entities in the Consolidated Entity, including any unrealised profits or losses, have been eliminated on consolidation.

1.3. Investments and Other Financial Assets

Financial instruments are initially measured at cost on trade date, which includes transaction costs, when the related contractual rights or obligations exist. Subsequent to initial recognition, these instruments are measured as set out below.

Financial Liabilities
Non-derivative financial liabilities are recognised at amortised cost, comprising original debt less principal payments and amortisation.

At each reporting date, the Consolidated Entity assesses whether there is objective evidence that a financial risk has been impaired. Impairment losses are recognised in the profit or loss.

The Consolidated Entity's investment portfolio (comprising listed and unlisted securities) is accounted for as "financial assets at fair value through profit and loss".

1.4. Fair Value Estimation

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes. The fair value of financial instruments traded in active markets (such as publicly traded derivatives, and trading and available-for-sale securities) is based on quoted market prices at the balance sheet date. The quoted market price used for financial assets held by the Consolidated Entity is the current bid price; the appropriate quoted market price for financial liabilities is the current ask price.

The fair value of financial instruments that are not traded in an active market (for example over-the-counter derivatives) is determined using valuation techniques, including but not limited to recent arm's length transactions, reference to similar instruments and option pricing models. The Consolidated Entity may use a variety of methods and makes assumptions that are based on market conditions existing at each

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 June 2014

Balance Date. Other techniques, such as estimated discounted cash flows, are used to determine fair value for other financial instruments.

The nominal value less estimated credit adjustments of trade receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Consolidated Entity for similar financial instruments.

The Consolidated Entity's investment portfolio (comprising listed and unlisted securities) is accounted for as a "financial assets at fair value through profit and loss" and is carried at fair value based on the quoted last bid prices at the reporting date (refer to Note 7).

1.5. Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Consolidated Entity and the revenue can be reliably measured. All revenue is stated net of the amount of Goods and Services Tax (**GST**) except where the amount of GST incurred is not recoverable from the Australian Tax Office. The following specific recognition criteria must also be met before revenue is recognised:

Sale of Goods and Disposal of Assets
Revenue from the sale of goods and disposal of other assets is recognised when the Consolidated Entity has passed control of the goods or other assets to the buyer.

Interest Revenue
Interest revenue is recognised on a proportional basis taking into account the interest rates applicable to the financial assets.

Dividend Revenue
Dividend revenue is recognised when the right to receive a dividend has been established. The Consolidated Entity brings dividend revenue to account on the applicable ex-dividend entitlement date.

Other Revenues
Other revenues are recognised on a receipts basis.

1.6. Income Tax

The income tax expense or revenue for the period is the tax payable on the current period's taxable income based on the national income tax rate for each taxing jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses (if applicable).

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates which are enacted or substantively enacted for each taxing jurisdiction. The relevant tax rates are applied to the cumulative amounts of deductible and taxable temporary differences to measure the deferred tax asset or liability. An exception is made for certain temporary differences arising from the initial recognition of an asset or a liability. No deferred tax asset or liability is recognised in relation to these temporary differences if they arose in a transaction, other than a business combination, that at the time of the transaction did not affect either accounting profit or taxable profit or loss.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. The amount of deferred tax assets benefits brought to account or which may be realised in the future, is based on the assumption that no adverse change will occur in income taxation legislation and the anticipation that the Consolidated Entity will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities where the Consolidated Entity is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously. Current and deferred tax balances attributable to amounts recognised directly in equity are also recognised directly in equity.

1.7. Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the balance sheet are shown inclusive of GST. Cash

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 June 2014

flows are presented in the Statement of Cash Flows on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

1.8. Receivables

Trade receivables and other receivables are recorded at amounts due less any provision for doubtful debts. An estimate for doubtful debts is made when collection of the full amount is no longer probable. Bad debts are written off when considered non-recoverable.

1.9. Investment held for sale

Non-current assets (or disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, insurance contracts, which are specifically exempt from this requirement.

Non-current assets held for sale are not depreciated or amortised while they are classified as held for sale. They are presented separately from other non-current assets in the Statement of Financial Position.

1.10. Property, Plant and Equipment

All items of property, plant and equipment are stated at historical cost less accumulated depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

The carrying amount of plant and equipment is reviewed annually by directors to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the asset's employment and subsequent disposal. The expected net cash flows have been discounted to their present value in determining recoverable amount.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Consolidated Entity and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit or Loss and Other Comprehensive Income during the financial period in which they are incurred.

The depreciation rates used for each class of depreciable assets are:

Class of Fixed Asset	Rate	Method
Office Equipment	37.5%	Diminishing Value
Leasehold Improvement s	7.5%	Diminishing Value
Office Furniture	10-15%	Diminishing Value

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit or Loss and Other Comprehensive Income.

1.11. Impairment of Assets

At each reporting date, the Consolidated Entity reviews the carrying values of its tangible and intangible assets (where applicable) to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the Statement of Profit or Loss and Other Comprehensive Income. Impairment testing is performed annually for goodwill and intangible assets (where applicable) with indefinite lives. Where it is not possible to estimate the recoverable amount of an individual asset, the Consolidated Entity estimates the recoverable amount of the cash-generating unit to which the asset belongs.

1.12. Payables

These amounts represent liabilities for goods and services provided to the Consolidated Entity prior to the end of financial period which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition.

1.13. Issued Capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new securities are shown in equity as a deduction, net of tax, from the proceeds. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. Incremental costs directly attributable to the issue of new shares or options for the acquisition of a business are not included in the cost of the acquisition as part of the purchase consideration

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 June 2014

1.14. Earnings Per Share

Basic Earnings per Share
Is determined by dividing the operating result after income tax by the weighted average number of ordinary shares on issue during the financial period.

Diluted Earnings per Share
Adjusts the figures used in the determination of basic earnings per share by taking into account amounts unpaid on ordinary shares and any reduction in earnings per share that will probably arise from the exercise of options outstanding during the financial period.

1.15. Employee Benefits

Short-term Obligations
Provision is made for the Consolidated Entity's liability for employee benefits arising from services rendered by employees to the Balance Date. Employee benefits that are expected to be settled within one year have been measured at the amounts expected to be paid when the liability is settled, plus related on-costs. Employee benefits payable later than one year from the Balance Date have been measured at the present value of the estimated future cash outflows to be made for those benefits. Employer superannuation contributions are made by the Consolidated Entity in accordance with statutory obligations and are charged as an expense when incurred.

Other Long-term Employee Benefit Obligations
The liability for long-service leave is recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the Balance Date. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service.

Performance Bonus
The Consolidated Entity recognises a liability and an expense for cash bonuses payable to members of the Company's Investment Committee pursuant to a Performance Bonus Scheme implemented on 1 May 2010. The performance of the Consolidated Entity is measured each financial half year (ending on 31 December and 30 June) by comparing the change over the half year in the net asset value of the Consolidated Entity with the change in the net assets of the Consolidated Entity that would have resulted if the investment return was equal to that recorded by the ASX All Ordinaries Index. 20% of any out-performance in excess of a performance threshold hurdle of $250,000 relative to the benchmark index is available for distribution to the Investment Committee each half year. In calculating over-performance, any under-performance against the ASX All Ordinaries Index in any half year is generally carried forward for the next two half years and set off against the Consolidated Entity's performance.

1.16. Cash and Cash Equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts. Bank overdrafts (if any) are shown within short-term borrowings in current liabilities on the Statement of Financial Position.

1.17. Leases

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Consolidated Entity as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the Statement of Profit or Loss and Other Comprehensive Income on a straight-line basis over the period of the lease.

1.18. Segment Reporting

Operating segments are presented using the 'management approach', where the information presented is on the same basis as the internal reports provided to the Chief Operating Decision Makers (**CODM**). The CODM is responsible for the allocation of resources to operating segments and assessing their performance.

1.19. Profits Reserve

An increase in the Profits Reserve will arise when a company generates a net profit (after tax) for the current period which the Board determines to credit to the company's Profits Reserve. Dividends may be paid out of (and debited from) a company's Profits Reserve, from time to time.

1.20. Dividend Policy

Provision is made for the amount of any dividend declared; being appropriately authorised and no longer at the discretion of the entity, on or before the end of the financial year but not distributed at the Balance Date.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 June 2014

1.21. Intangible Assets - Software Development

Expenditure during the research phase of a project is recognised as an expense when incurred. Development costs are capitalised only when:
(i) the technical feasibility and commercial viability of the project is demonstrated;
(ii) the Consolidated Entity has an intention and ability to complete the project and use or sell it; and
(iii) the costs can be measured reliably.

Such costs include payments to external contractors to develop the software, any purchase of materials and equipment and personnel costs of employees directly involved in the project.

Capitalised software development expenditure is stated at cost less accumulated amortisation and impairment losses. Amortisation is based on a straight-line method over periods generally ranging from 1 to 4 years matched to the future economic benefits over the useful life of the project. The amortisation period and amortisation method of intangible assets other than goodwill are reviewed at least at each balance sheet date. No amortisation has taken place as the projects have not been completed as at the reporting date.

1.22. Comparative Figures

Where required by Accounting Standards comparative figures have been adjusted to conform to changes in presentation for the current financial period.

1.23. Mineral Exploration and Evaluation Expenditure

Exploration, evaluation and development expenditure incurred is accumulated (i.e. capitalised) in respect of each identifiable area of interest. These costs are only carried forward to the extent that they are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage that permits reasonable assessment of the existence or otherwise of economically recoverable reserves. Accumulated costs in relation to an abandoned area are written off in full against profit in the year in which the decision to abandon the area is made.

Under AASB 6 "Exploration for and Evaluation of Mineral Resources", if facts and circumstances suggest that the carrying amount of any recognised exploration and evaluation assets may be impaired, the Consolidated Entity must perform impairment tests on those assets and measure any impairment in accordance with AASB 136 "Impairment of Assets". Any impairment loss is to be recognised as an expense.

A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest

1.24. Critical accounting judgements and estimates

The preparation of the consolidated financial statements requires Directors to make judgements and estimates and form assumptions that affect how certain assets, liabilities, revenue, expenses and equity are reported. At each reporting period, the Directors evaluate their judgements and estimates based on historical experience and on other various factors they believe to be reasonable under the circumstances, the results of which form the basis of the carrying values of assets and liabilities (that are not readily apparent from other sources, such as independent valuations). Actual results may differ from these estimates under different assumptions and conditions.

Estimation of useful lives of assets
The Consolidated Entity determines the estimated useful lives and related depreciation and amortisation charges for its property, plant and equipment. The useful lives could change significantly as a result of technical innovations, market, economic, legal environment or some other event. The depreciation and amortisation charge will increase where the useful lives are less than previously estimated lives, or technically obsolete or non-strategic assets that have been abandoned or sold will be written off or written down.

Indefinite life of intangible assets
The Consolidated Entity tests annually or more frequently, if events or changes in circumstances indicate impairment and whether the indefinite life of intangible assets has suffered any impairment, in accordance with Note 1.11.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 June 2014

1.25. Summary of Accounting Standards Issued but not yet Effective

The following new Accounting Standards and Interpretations (which have been released but not yet adopted) have no material impact on the Consolidated Entity's financial statements or the associated notes therein.

AASB Reference	Title and Affected Standard(s)	Nature of Change	Application Date
AASB 9 (issued December 2009 and amended December 2010)	Financial Instruments	Amends the requirements for classification and measurement of financial assets. The available-for-sale and held-to-maturity categories of financial assets in AASB 139 have been eliminated. Under AASB 9, there are three categories of financial assets: • Amortised cost • Fair value through profit or loss • Fair value through other comprehensive income. AASB 9 requires that gains or losses on financial liabilities measured at fair value are recognised in profit or loss, except that the effects of changes in the liability's credit risk are recognised in other comprehensive income.	1 January 2017
IFRS 15 (issued June 2014)	Revenue from contracts with customers	An entity will recognise revenue to depict the transfer of promised good or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This means that revenue will be recognised when control of goods or services is transferred, rather than on transfer of risks and rewards as is currently the case under IAS 18 Revenue.	Annual reporting periods beginning on or after 1 July 2017
AASB 2012-6 (issued September 2012)	Amendments to Australian Accounting Standards - Mandatory Effective Date of AASB 9 and Transition Disclosures	Defers the effective date of AASB 9 to 1 January 2015. Entities are no longer required to restate comparatives on first time adoption. Instead, additional disclosures on the effects of transition are required.	1 January 2015
AASB 2013-9 (issued December 2013)	Amendments to Australian Accounting Standards – Conceptual Framework, Materiality and Financial Instruments	Makes three amendments to AASB 9: • Adding the new hedge accounting requirements into AASB 9 • Deferring the effective date of AASB 9 from 1 January 2015 to 1 January 2017, and • Making available for early adoption the presentation of changes in 'own credit' in other comprehensive income (OCI) for financial liabilities under the fair value option without early applying the other AASB 9 requirements.	1 July 2017
AASB 2013-4 (issued July 2013)	Amendments to Australian Accounting Standards – Novation of Derivatives and Continuation of Hedge Accounting (AASB 139)	Clarifies treatment of novated hedging instruments and continuation of hedge accounting where entities are required to replace the original party with a central counterparty as a consequence of laws or regulations or the introduction of laws and regulation.	1 January 2014
AASB 2013-5 (issued August 2013)	Amendments to Australian Accounting Standards -Investment Entities	The amendment defines an 'investment entity' and requires a parent that is an investment entity to measure its investments in particular subsidiaries at fair value through profit or loss in its consolidated and separate financial statements. The amendment prescribes three criteria that must be met in order for an entity to be defined as an investment entity, as well as four 'typical characteristics' to consider in assessing the criteria. The amendment also introduces disclosure requirements for investment entities into AASB 12 Disclosure of Interests in Other Entities and amends AASB 127 Separate Financial Statements.	1 January 2014
AASB 2013-3 (issued June 2013)	Amendments to AASB 136 – Recoverable Amount Disclosures for Non-Financial Assets	Clarifies the disclosure requirements for cash-generating units (CGUs) with significant amounts of goodwill and intangibles with indefinite useful lives and also adds additional disclosures when recoverable amount is determined based on fair value less costs to sell.	1 July 2014

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 June 2014

2. PARENT ENTITY INFORMATION

The following information provided relates to the Company, Bentley Capital Limited, as at 30 June 2014. The information presented below has been prepared using accounting policies outlined in Note 1.

	2014 $	2013 $
Current Assets	10,515,746	11,471,391
Non-Current Assets	11,526,327	11,528,345
TOTAL ASSETS	**22,042,073**	**22,999,736**
Current Liabilities *	10,778,928	10,714,948
Non-Current Liabilities	25,204	25,588
TOTAL LIABILITIES	**10,804,132**	**10,740,536**
NET ASSETS	**11,237,941**	**12,259,200**
Issued Capital	19,165,182	19,820,093
Profits Reserve	60,406	-
Accumulated Losses	(7,987,647)	(7,560,893)
EQUITY	**11,237,941**	**12,259,200**
Profit/(Loss) for the Year	367,157	(1,861,553)
Other Comprehensive Income	-	-
TOTAL COMPREHENSIVE LOSS FOR THE YEAR	**367,157**	**(1,861,553)**

* inter-company loans within Consolidated Entity

(a) Current Assets

	2014 $	2013 $
Cash and Cash Equivalents		
Cash at Bank	371,269	2,796,716
Term Deposits	-	1,100,000
	371,269	**3,896,716**
Financial Assets at Fair Value through Profit and Loss		
Listed Investments at Fair Value	8,416,695	4,219,050
Unlisted Investments at Fair Value	150,000	150,000
Units in unlisted CBG Australian Equities Fund (Wholesale) (formerly FSP Equities Leaders Fund)	-	137,504
	8,566,695	**4,506,554**

(b) Non Current Assets

	2014 $	2013 $
Share Investments in Wholly Owned Subsidiaries - at cost	**11,486,243**	**11,486,243**

Details of percentage of Ordinary Shares held in Controlled Entities:

Investment in Controlled Entities	Incorporated	Ownership Interest 2014	Ownership Interest 2013
Scarborough Equities Pty Ltd	Australia	100%	100%
Scarborough Resources Pty Ltd	Australia	100%	100%
Bentley Portfolio No.1 Pty Ltd	Australia	100%	100%
Devisd Pty Limited	Australia	100%	100%
ShopBites Pty Limited	Australia	100%	100%
rdrct.it Pty Limited	Australia	100%	100%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 June 2014

2. PARENT ENTITY INFORMATION (continued)

	2014	2013
(c) Lease Commitments (Refer to Note 24)	**$**	**$**
Not longer than one year	**73,333**	**48,582**

3. PROFIT/(LOSS) FOR THE YEAR

The Consolidated Entity's Operating Profit/(Loss) before Income Tax includes the following items of revenue and expense:

	2014	2013
(a) Revenue		
Investment	**$**	**$**
Dividend Revenue	334,579	288,487
Interest Revenue	64,299	255,560
	398,878	544,047
Other		
Net Gain on Financial Assets at Fair Value through Profit or Loss	1,638,724	227,420
Other Revenue	53,646	170,747
	2,091,248	**942,214**
(b) Expenses		
Technology Expenses	315,616	224,720
Investment Expenses		
Management Fees	70,297	97,824
Brokers Fees	63,318	56,647
Loss on assets held for sale	40,212	-
Subscriptions	12,533	19,954
Other Investment Expenses	251	2,515
Occupancy Expenses	80,778	89,069
Corporate Expenses		
ASX Fees	29,067	25,903
Share Registry	26,080	31,375
Other Corporate Expenses	5,529	4,948
Resource Projects	-	14,582
Finance Expenses	3,601	4,798
Administration Expenses		
Salaries, Fees and Employee Benefits	238,299	377,500
Accounting, Taxation and Related Administration	148,481	136,975
Office Administration	80,416	84,795
Legal Fees	72,147	5,399
Audit	46,709	46,756
Travel, Accommodation and Incidentals	18,458	9,657
Insurance	16,180	14,917
Communications	10,654	15,510
Depreciation	5,541	3,834
Other Professional Fees	5,350	3,093
Other Administration Expenses	8,821	8,155
	1,298,338	**1,278,926**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 June 2014

4. INCOME TAX EXPENSE

	2014	2013
(a) The components of Tax Expense comprise:	**$**	**$**
Current Tax	**(3,698)**	**-**
Deferred Tax	**-**	**-**
	(3,698)	**-**
(b) The prima facie tax on Operating Profit before Income Tax is reconciled to the income tax as follows:		
Prima facie tax payable on Operating Profit/(Loss) before Income Tax at 30% (2013: 30%)	**237,873**	**(101,014)**
Adjust tax effect of:		
Non-Deductible Expenses	560	2,197
Taxable Income in excess of Accounting Income	22,961	23,801
Current year tax losses not brought to account	-	75,016
Franking credits	16,426	-
Prior year tax losses brought to account	(281,518)	-
Income tax attributable to entity	**(3,698)**	**-**
(c) Unrecognised Deferred Tax balances		
Unrecognised Deferred Tax Asset - Revenue Losses	4,350,890	4,134,579
Unrecognised Deferred Tax Asset - Capital Losses	830,033	830,033
Unrecognised Deferred Tax Asset - Other	-	97,255
	5,180,923	**5,061,867**

Deferred tax assets have not been recognised as, in the Directors' opinion, it is not probable that future taxable profit will be available against which the Consolidated Entity can utilise the benefits. The utilisation of revenue and capital tax losses are subject to compliance with taxation legislation.

5. EARNINGS/(LOSS) PER SHARE (EPS)	**2014**	**2013**
	cents	**cents**
Basic and Diluted Earnings/(Loss) per Share	1.08	(0.46)

The following represents the profit/(loss) and weighted average number of shares used in the EPS calculations:

	2014	2013
	$	**$**
Net Profit/(Loss) after Income Tax	796,608	(336,712)
	Number of Shares	**Number of Shares**
Weighted Average Number of Ordinary Shares	73,502,990	73,350,541

The Consolidated Entity has no securities outstanding which have the potential to convert to ordinary shares and dilute the basic earnings/(loss) per share.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 June 2014

6. CASH AND CASH EQUIVALENTS

(a) Reconciliation of Cash

Cash at the end of the financial year as shown in the Statement of Cash Flows is reconciled to the related items in the Statement of Financial Position as follows:

	2014	2013
	$	$
Cash at Bank and in Hand	416,591	3,792,458
Short-Term Deposits	-	1,100,000
	416,591	**4,892,458**

(b) Reconciliation of Operating Loss after Income Tax to Net Cash used in Operating Activities

Loss after Income Tax	**796,608**	**(336,712)**
Add Non-Cash Items:		
Depreciation	5,542	3,834
Write-Off of Plant and Equipment	406	14,582
Net Loss/(Gain) on Financial Assets at Fair Value through Profit or Loss	(653,950)	(528,058)
Changes in Assets and Liabilities:		
Financial Assets at Fair Value through Profit or Loss	(2,988,783)	2,641,697
Trade and Other Receivables	28,996	27,116
Other Current Assets	(5)	(44)
Trade and Other Payables	(3,550)	(163,355)
Provisions	(9,251)	20,434
Deferred Tax	-	-
	(2,823,987)	**1,679,494**

(c) Risk Exposure

The Consolidated Entity's exposure to interest rate risk is discussed in Note 21. The maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of cash and cash equivalents mentioned above.

7. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2014	2013
Current	$	$
Listed Investments at Fair Value	10,033,549	6,076,676
Unlisted Investments at Fair Value	150,000	150,000
Units in unlisted CBG Australian Equities Fund (Wholesale)	6,071,978	6,831,098
	16,255,527	**13,057,774**

Risk Exposure

The Consolidated Entity's exposure to price risk is discussed in Note 21.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 June 2014

8. INVESTMENT HELD FOR SALE

	2014	2013
	$	$
Listed Investment held for resale	485,191	-
Impairment loss	(40,212)	-
	444,979	**-**

Bentley holds a 20.98% shareholding interest in a listed share investment, which has been classified under AASB 5 (Non Current Assets Held for Sale and Discontinued Operations) and not under AASB 128 (Investments in Associates and Joint Ventures). The Company expects to sell this shareholding on-market, potentially in tranches, within the next 12 months.

9. TRADE AND OTHER RECEIVABLES

	2014	2013
Current	$	$
Convertible Note - refer (a)	100,000	-
Deposits and Bonds	25,000	485
Interest and Dividends receivable	4,384	1,764
Income Distributions receivable	130,740	160,256
Other receivables	3,347	4,962
	263,471	**167,467**
Non Current		
Deposits and Bonds	**5,000**	**30,000**

(a) The Convertible Note has a coupon rate of 18% per annum payable quarterly with a maturity date of 30 September 2014. The Company can elect for the interest to be paid either in cash or shares in the Borrower's company.

(b) Risk Exposure

The Consolidated Entity’s exposure to credit and interest rate risks is discussed in Note 21.

(c) Impaired Trade Receivables

None of the Consolidated Entity's receivables are impaired or past due.

10. OTHER CURRENT ASSETS

	2014	2013
	$	$
Prepayments	**3,650**	**3,644**

11. RESOURCE PROJECTS

Opening Balance	-	64,863
Exploration and Evaluation Expenditure Incurred	-	6,751
Exploration and Evaluation Expenditure Refunded	-	(57,032)
Exploration and Evaluation Expenditure Written Off	-	(14,582)
Closing Balance	-	-

The exploration and evaluation expenditure related to tenement application costs, a portion of which ($57,032) was refunded in May 2013 after the applications were withdrawn.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 June 2014

12. INTANGIBLE ASSETS

	2014	2013
	$	$
Opening Balance	312,026	-
Software Development Costs	166,663	312,026
Closing Balance	**478,689**	**312,026**

The software development costs relate to applications/software under development.

13. PROPERTY, PLANT AND EQUIPMENT

	2014	2013
Office Furniture	$	$
At Cost	5,270	5,572
Accumulated Depreciation	(3,702)	(3,645)
	1,568	**1,927**
Leasehold Improvements		
At Cost	764	764
Accumulated Depreciation	(349)	(315)
	415	**449**
Office Equipment		
At Cost	32,337	27,248
Accumulated Depreciation	(19,005)	(14,501)
	13,332	**12,747**
	15,315	**15,123**

(a) Movements in Carrying Amounts

Movements in the carrying amounts for each class of property, plant and equipment between the beginning and the end of the current financial year.

	Office Furniture	Leasehold Improvements	Office Equipment	Total
	$	$	$	$
BALANCE AT 1 JULY 2012	**2,170**	**485**	**8,110**	**10,765**
Additions	-	-	8,192	8,192
Depreciation expense	(243)	(36)	(3,555)	(3,834)
BALANCE AT 30 JUNE 2013	**1,927**	**449**	**12,747**	**15,123**
BALANCE AT 1 JULY 2013	**1,927**	**449**	**12,747**	**15,123**
Additions	488	-	5,671	6,159
Disposal	(226)	-	(200)	(426)
Depreciation expense	(621)	(34)	(4,886)	(5,541)
BALANCE AT 30 JUNE 2014	**1,568**	**415**	**13,332**	**15,315**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 June 2014

14. CURRENT TRADE AND OTHER PAYABLES	2014	2013
	$	$
Trade Payables	4,056	6,160
Other Payables and Accrued Expenses	60,170	61,616
	64,226	**67,776**

Risk Exposure

The Consolidated Entity's exposure to risks arising from current payables is set out in Note 21.

15. CURRENT PROVISIONS	2014	2013
	$	$
Employee Benefits - Annual Leave	10,985	19,851
Employee Benefits - Long Service Leave	22,500	22,885
Return of Capital - refer (b)	98,976	99,864
Provision for Dividends - refer (c)	10,227	-
	142,688	**142,600**

(a) Movements in Provisions

Movements in each class of provision during the financial year, other than employee benefits, are set out below:

	Return of Capital	Dividends	Total
	$	$	$
Carrying Amount at Start of Year	99,864	-	99,864
Charged/(Credited) to Equity	733,506	733,505	1,467,011
Amounts paid/Shares issued during the year	(734,394)	(723,278)	(1,457,672)
Carrying Amount at End of Year	98,976	10,227	109,203

(b) Return of Capital

The Company returned one cent per share to shareholders in December 2013 at a cost of $733,505 pursuant to a return of capital approved by shareholders on 28 November 2013. The provision reflects the return of capital unclaimed by shareholders. The return of capital has no effect on the total number of shares on issue nor the holdings of each shareholder.

(c) Dividends

The Company paid a one cent per share fully franked dividend to shareholders in March 2014 at a cost of $733,505. The provision reflects the dividend unclaimed by shareholders.

(d) Amounts not expected to be settled within 12 months

The provision for annual leave and long service leave is presented as current since the Consolidated Entity does not have an unconditional right to defer settlement for any of these employee benefits. Long service leave covers all unconditional entitlements where employees have completed the required period of service and also where employees are entitled to pro-rata payments in certain circumstances.

Based on past experience, the employees have never taken the full amount of long service leave or require payment within the next 12 months. The following amounts reflect leave that is not expected to be taken or paid within the next 12 months:

	2014	2013
	$	$
Leave obligations expected to be settled after 12 months	22,500	22,885

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 June 2014

16. NON-CURRENT DEFERRED TAX

	2014	2013
Deferred Tax Assets	**$**	**$**
Employee Benefits	10,046	12,821
Tax Losses	369,402	95,129
	379,448	**107,950**
Deferred Tax Liabilities		
Financial Assets	378,133	107,312
Other	1,315	638
	379,448	**107,950**

(a) Movements - Deferred Tax Assets	**Employee Benefits**	**Tax Losses**	**Total**
	$	**$**	**$**
AT 1 JULY 2012	**5,188**	**-**	**5,188**
Credited/(charged) to the profit and loss	7,633	95,129	102,762
AT 30 JUNE 2013	**12,821**	**95,129**	**107,950**
AT 1 JULY 2013	**12,821**	**95,129**	**107,950**
Credited/(charged) to the profit and loss	(2,775)	274,273	271,498
AT 30 JUNE 2014	**10,046**	**369,402**	**379,448**

(b) Movements - Deferred Tax Liabilities	**Financial Assets**	**Other**	**Total**
	$	**$**	**$**
AT 1 JULY 2012	**-**	**5,188**	**5,188**
Credited/(charged) to the profit and loss	107,312	(4,550)	102,762
AT 30 JUNE 2013	**107,312**	**638**	**107,950**
AT 1 JULY 2013	**107,312**	**638**	**107,950**
Credited/(charged) to the profit and loss	270,821	677	271,498
AT 30 JUNE 2014	**378,133**	**1,315**	**379,448**

17. ISSUED CAPITAL

	2014	2013	2014	2013
	Number	**Number**	**$**	**$**
Fully paid ordinary shares	73,896,071	73,350,541	**19,165,182**	**19,820,093**

Movement in Ordinary shares	**Date of Issue**	**Number of shares**	**Issue Price $**	**$**
AT 1 JULY 2012		**73,350,541**		**22,067,796**
Reduction of Share Capital to the extent not represented by assets - refer (d)	16-Nov-12	-		(780,692)
Return of capital - refer (c)	30-Nov-12	-		(733,505)
Return of capital - refer (c)	18-Apr-13	-		(733,506)
AT 30 JUNE 2013		**73,350,541**		**19,820,093**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 June 2014

17. ISSUED CAPITAL (continued)	Date of Issue	Number of shares	Issue Price $	$
AT 1 JULY 2013		**73,350,541**		**19,820,093**
Return of capital - refer (c)	12-Dec-13	-		(733,506)
Issue under Dividend reinvestment plan at 14.41 cents per share - refer (b)	21-Mar-14	545,530	0.1441	78,595
AT 30 JUNE 2014		**73,896,071**		**19,165,182**

(a) Ordinary Shares

Fully paid ordinary shares carry one vote per share and the right to dividends.

(b) Dividend Reinvestment Plan

The Company has established a dividend reinvestment plan under which holders of ordinary shares may elect to have all or part of their dividend entitlements satisfied by the issue of new ordinary shares rather than by being paid in cash. Shares issued under the plan during the current and previous financial year were set at a 2.5% discount to the volume weighted average market price over five trading days up to and including the relevant dividend record date.

(c) Return of Capital

The Company returned one cent per share to shareholders in December 2013 at a cost of $0.734 million as approved by shareholders on 28 November 2013 (30 June 2013: one cent per share to shareholders twice in November 2012 and April 2013, at a total cost of $1.467 million as approved by shareholders on 16 November 2012 and 5 April 2013 respectively).

(d) Reduction of Share Capital to the extent not represented by assets

At the Annual General Meeting held on 16 November 2012, shareholders approved a reduction in value of the Company's share capital against accumulated losses by $780,692, being an amount not represented by available assets, pursuant to section 258F of the Corporations Act. This was essentially an accounting entry that allowed the Company to remove from its books historical accumulated accounting losses that affects the ability of the Company to retain earnings from which future dividends may be paid. The reduction has no effect on the carried forward tax losses of the Company nor did it change the number of shares on issue or the net asset position of the Company.

(d) Capital Risk Management

The Company's objectives when managing its capital are to safeguard its ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders and to maintain a capital structure balancing the interests of all shareholders.

The Board will consider capital management initiatives as is appropriate and in the best interests of the Company and shareholders from time to time, including undertaking capital raisings, share buy-backs, capital reductions and the payment of dividends.

The Consolidated Entity has no external borrowings. The Consolidated Entity's non-cash investments can be realised to meet accounts payable arising in the normal course of business.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 June 2014

18. PROFITS RESERVE

	2014	2013
	$	$
Profits Reserve	**656,053**	**-**
AT 1 JULY 2013	-	-
Profits Reserve transfer	1,389,558	-
Dividends paid (Note 19)	(733,505)	
AT 30 JUNE 2014	**656,053**	**-**

An increase in the Profits Reserve will arise when a company generates a net profit (after tax) for the current period which the Board determines to credit to the company's Profits Reserve. Dividends may be paid out of (and debited from) a company's Profits Reserve.

19. DIVIDENDS

		2014	2013
Dividends paid during the financial year:	**Paid On**	**$**	**$**
One cent per share fully franked dividend	21-Mar-14	733,505	-
		733,505	**-**
Dividends paid in cash or satisfied by issue of shares under the Dividend Reinvestment Plan (**DRP**) were as follows:			
Paid in Cash		654,910	2,158,155
Satisfied by Issue of Shares under DRP		78,595	310,196
		733,505	**2,468,351**
Franking credits available for subsequent periods based on a tax rate of 30% (2013: 30%)		**1,788,332**	**1,845,290**

The above amounts represent the balance of the franking account as at the end of the reporting period, adjusted for:

(a) Franking credits that will arise from the payment of the amount of the provision for income tax;

(b) Franking debits that will arise from the payment of dividends recognised as a liability at the reporting date; and

(c) Franking credits that will arise from the receipt of dividends recognised as receivables at the reporting date.

The franking credits attributable to the Consolidated Entity include franking credits that would be available to the parent entity if distributable profits of subsidiaries were paid as dividends.

20. SEGMENT INFORMATION

The operating segments are reported in a manner consistent with the internal reporting provided to the "Chief Operating Decision Maker". The "Chief Operating Decision Maker", who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors.

The Board has considered the business and geographical perspectives of the operating results and determined that the Consolidated Entity operates only within Australia, with the main segments being Investments, Software Development and Resource Projects. Corporate items are mainly comprised of corporate assets, office expenses and income tax assets and liabilities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 June 2014

20. SEGMENT INFORMATION (continued)

	Investments	Software Development	Resource Projects	Corporate	Total
2014	**$**	**$**	**$**	**$**	**$**
Segment Revenues					
Investment Revenue	398,868	10	-	263	399,141
Other Revenue	1,690,285	1,822	-	-	1,692,107
Total Segment Revenues	**2,089,153**	**1,832**	**-**	**263**	**2,091,248**
Technology Expenses	-	237,354	-	-	237,354
Investment Expenses	186,611	-	-	-	186,611
Finance Expenses	-	-	-	3,601	3,601
Administration Expenses	-	-	-	723,775	723,775
Depreciation Expense	-	2,182	-	3,360	5,542
Other Expenses	-	-	-	141,455	141,455
Total Segment Profit/(Loss)	**1,902,542**	**(237,704)**	**-**	**(871,928)**	**792,910**
2014					
Segment Assets					
Cash	52,212	-	-	364,379	416,591
Financial Assets	16,255,527	-	-	-	16,255,527
Intangible Assets	-	478,689	-	-	478,689
Investments Held for Sale	444,979	-	-	-	444,979
Other Assets	104,384	5,864	-	556,636	666,884
Total Segment Assets	**16,857,102**	**484,553**	**-**	**921,015**	**18,262,670**
Segment Liabilities	**-**	**(31,288)**	**-**	**(555,074)**	**(586,362)**
2013					
Segment Revenues					
Investment Revenue	482,137	-	-	61,909	544,046
Other Revenue	392,789	-	-	5,379	398,168
Total Segment Revenues	**874,926**	**-**	**-**	**67,288**	**942,214**
Technology Expenses	-	224,720	-	-	224,720
Investment Expenses	176,940	-	-	-	176,940
Finance Expenses	-	-	-	4,798	4,798
Administration Expenses	-	-	15,429	701,910	717,339
Depreciation Expense	-	675	-	3,159	3,834
Other Expenses	-	-	230	151,065	151,295
Total Segment Profit/(Loss)	**697,986**	**(225,395)**	**(15,659)**	**(793,644)**	**(336,712)**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 June 2014

20. SEGMENT INFORMATION (continued)

2013	Investments	Software Development	Resource Projects	Corporate	Total
Segment Assets	**$**	**$**	**$**	**$**	**$**
Cash	2,123,337	-	-	2,769,121	4,892,458
Financial Assets	13,057,774	-	-	-	13,057,774
Intangible Assets	-	312,026	-	-	312,026
Other Assets	-	7,744	675	315,765	324,184
Total Segment Assets	**15,181,111**	**319,770**	**675**	**3,084,886**	**18,586,442**
Segment Liabilities	**-**	**(44,340)**	**-**	**(273,986)**	**(318,326)**

21. FINANCIAL RISK MANAGEMENT

The Consolidated Entity's financial instruments consist of deposits with banks, accounts receivable and payable, investments in listed securities, investments in the unlisted CBG Australian Equities Fund (Wholesale) (formerly the FSP Equities Leaders Fund) and other unlisted securities. The principal activity of the Consolidated Entity is the management of its investments (Financial Assets at Fair Value through Profit and Loss) (refer to Note 7). The Consolidated Entity's investments are subject to price (which includes interest rate and market risk), credit and liquidity risks.

The Board is responsible for the overall internal control framework (which includes risk management) but no cost-effective internal control system will preclude all errors and irregularities. The system is based, in part, on the appointment of suitably qualified management personnel. The effectiveness of the system is continually reviewed by management and at least annually by the Board.

The financial receivables and payables of the Consolidated Entity in the table below are due or payable within 30 days. The financial investments are held for trading and are realised at the discretion of the Investment Committee.

The Consolidated Entity holds the following financial instruments:		2014	2013
Financial Assets	**Note**	**$**	**$**
Cash and Cash Equivalents	6	416,591	4,892,458
Financial Assets at Fair Value through Profit or Loss	7	16,255,527	13,057,774
Trade and Other Receivables	9	263,471	167,467
Investments Held for Sale	8	444,979	-
		17,380,568	**18,117,699**
Financial Liabilities			
Trade and Other Payables	14	(64,226)	(67,776)
		(64,226)	**(67,776)**
NET FINANCIAL ASSETS		**17,316,342**	**18,049,923**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 June 2014

21. FINANCIAL RISK MANAGEMENT (continued)

(a) Market Risk

(i) *Price Risk*

The Consolidated Entity is exposed to equity securities price risk. This arises from investments held by the Consolidated Entity and classified in the Statement of Financial Position at fair value through profit or loss. The Consolidated Entity is exposed to commodity price risk in respect of its investments indirectly via market risk and equity securities price risk.

The value of a financial instrument will fluctuate as a result of changes in market prices, whether those changes are caused by factors specific to the individual instrument, its issuer or factors affecting all instruments in the market. By its nature as an investment company, the Consolidated Entity will always be subject to market risk as it invests its capital in securities that are not risk free. This is reflected in the market price of these securities which can and will fluctuate. The Consolidated Entity does not manage this risk through entering into derivative contracts, futures, options or swaps.

Equity price risk is minimised through ensuring that investment activities are undertaken in accordance with Board established mandate limits and investment strategies.

The Consolidated Entity is advised by investment manager, CBG Asset Management Limited (formerly FSP Equities Management Limited), that the unlisted CBG Australian Equities Fund (Wholesale) (formerly FSP Equities Leaders Fund) comprises underlying investments in a diversified portfolio both in terms of number of securities held and exposure to a wide range of industry sectors.

The Consolidated Entity has performed a sensitivity analysis on its exposure to equity securities price risk for listed and unlisted financial assets at fair value through profit or loss. The analysis demonstrates the effect on the current year results and equity which could result from a change in these risks. The All Ordinaries Accumulation Index was utilised as the benchmark for the investment portfolio.

	Impact on Post-Tax Profit		**Impact on Other Components of Equity**	
	2014	**2013**	**2014**	**2013**
	$	**$**	**$**	**$**
Increase 5%	812,776	652,889	812,776	652,889
Decrease 5%	(812,776)	(652,889)	(812,776)	(652,889)

(ii) *Interest Rate Risk*

Interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates. The Consolidated Entity's exposure to market risk for changes in interest rates relate primarily to investments held in interest bearing instruments. The weighted average interest rate of the term deposits for the year for the table below is 3.76% (2013: 4.21%).

	2014	**2013**
	$	**$**
Cash at Bank and in hand	416,591	3,792,458
Short-Term Deposits	-	1,100,000
	416,591	**4,892,458**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 June 2014

21. FINANCIAL RISK MANAGEMENT (continued)

(ii) *Interest Rate Risk (continued)*

The following table illustrates the sensitivity of profit and equity to a reasonably possible change in interest rates based on observation of current market conditions. The calculations are based on a change in the average market interest rate and the financial instruments that are sensitive to changes in interest rates.

	Impact on Post-Tax Profit		**Impact on Other Components of Equity**	
	2014	**2013**	**2014**	**2013**
	$	**$**	**$**	**$**
Increase 1%	4,166	48,925	4,166	48,925
Decrease 1%	(4,166)	(48,925)	(4,166)	(48,925)

(b) Liquidity Risk

Liquidity risk is the risk that the Consolidated Entity will encounter difficulty in meeting obligations associated with financial liabilities. The Consolidated Entity has no borrowings. The Consolidated Entity's non-cash investments can be realised to meet trade and other payables arising in the normal course of business. The financial liabilities disclosed in the above table have a maturity obligation of not more than 30 days.

(c) Credit Risk

Credit risk refers to the risk that a counterparty under a financial instrument will default (in whole or in part) on its contractual obligations resulting in financial loss to the Consolidated Entity. Credit risk arises from cash and cash equivalents and deposits with banks and financial institutions, including outstanding receivables and committed transactions. Concentrations of credit risk are minimised primarily by the investment manager carrying out all market transactions through recognised and creditworthy brokers and the monitoring of receivable balances. The Consolidated Entity's business activities do not necessitate the requirement for collateral as a means of mitigating the risk of financial loss from defaults.

The credit quality of the financial assets are neither past due nor impaired and can be assessed by reference to external credit ratings (if available with Standard & Poor's) or to historical information about counterparty default rates. The maximum exposure to credit risk at reporting date is the carrying amount of the financial assets as summarised below:

	2014	**2013**
Cash and Cash Equivalents	**$**	**$**
AA-	**416,591**	**4,947,792**
Trade Receivables (due within 30 days)		
No external credit rating available	**263,471**	**167,467**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 June 2014

21. FINANCIAL RISK MANAGEMENT (continued)

(d) Fair Value Measurements

Fair Value Hierarchy

The following tables present the Consolidated Entity's financial assets and liabilities measured and recognised at fair value at 30 June 2014 categorised by the following levels:

(i) Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;

(ii) Level 2: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices); and

(iii) Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

2014	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial Assets at Fair Value through Profit or Loss:	**$**	**$**	**$**	**$**
Listed Investments at Fair Value	10,033,549	-	-	10,033,549
Unlisted Investments at Fair Value	-	-	150,000	150,000
Units in unlisted CBG Australian Equities Fund (Wholesale)	-	6,071,978	-	6,071,978
Investments Held for Sale	444,979	-	-	444,979
	10,478,528	**6,071,978**	**150,000**	**16,700,506**
2013				
Financial Assets at Fair Value through Profit or Loss:				
Listed Investments at Fair Value	6,076,676	-	-	6,076,676
Unlisted Investments at Fair Value	-	-	150,000	150,000
Units in unlisted CBG Australian Equities Fund (Wholesale)	-	6,831,098	-	6,831,098
	6,076,676	**6,831,098**	**150,000**	**13,057,774**

There have been no transfers between the levels of the fair value hierarchy during the financial year.

(i) Valuation Techniques

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques such as the use of quoted market prices or dealer quotes for similar instruments. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

The fair value of the unlisted units in the CBG Australian Equities Fund (Wholesale), is determined from unit price information provided by investment manager, CBG Asset Management Limited and as such this financial instrument is included in level 2.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 June 2014

21. FINANCIAL RISK MANAGEMENT (continued)

(ii) Level 3 Fair Value Measurements

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. Investments in unlisted shares are considered level 3 investments as their fair value is unable to be derived from market data. The Directors assess the fair value of these investments based on information obtained from the companies directly.

Unobservable inputs such as earnings growth in respect of unlisted securities are estimated based on market information for similar type of companies. An earnings growth increase by 2% would result in a $3,000 increase. While a 2% decrease will result in a $3,000 decrease in the carrying value. There has been no change in the value of level 3 assets during the year.

Changing inputs to the Level 3 valuations to reasonably possible alternative assumptions would not change significantly amounts recognised in Profit or Loss, Total Assets, Total Liabilities or Total Equity.

22. KEY MANAGEMENT PERSONNEL DISCLOSURES

Refer to the Remuneration Report contained in the Directors' Report for details of the remuneration paid or payable to each member of the Consolidated Entity's KMP for the year ended 30 June 2014.

	2014	2013
Short-term employee benefits	**$**	**$**
Directors	229,417	273,797
Other KMP	92,861	92,650
	322,278	**366,447**

23. AUDITORS' REMUNERATION

During the year the following fees were paid for services provided by the auditor of the parent entity, its related practices and non-related audit firms:

	2014	2013
BDO Audit (WA) Pty Ltd	**$**	**$**
Audit and Review of Financial Statements	45,333	39,586
Taxation Services	1,376	7,170
	46,709	**46,756**

The Consolidated Entity may engage BDO on assignments additional to their statutory audit duties where their expertise and experience with the Consolidated Entity are important. These assignments principally relate to taxation advice in relation to the tax notes to the financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 30 June 2014

24. COMMITMENTS

	2014	2013
	$	$
Not longer than one year	73,333	48,582
Longer than one year but not longer than five years	-	-
	73,333	**48,582**

On or about 21 July 2014, the Consolidated Entity entered into a new non-cancellable operating lease agreement for office accommodation. The lease commitment is the Consolidated Entity's share of the lease costs and includes all outgoings (inclusive of GST). The lease is for a one year term expiring on or about 23 July 2015, with an option to renew to 30 January 2017.

25. CONTINGENCIES

The Consolidated Entity does not have any contingent assets or liabilities.

26. EVENTS OCCURRING AFTER THE REPORTING PERIOD

(a) Subsequent to the reporting date (and to 19 August 2014), the Consolidated Entity
  (i) Realised $782,087 from the sale of listed securities; and
  (ii) Invested a further $626,747 in listed securities.

(b) The Directors have declared payment of a 0.95 cent per share fully-franked dividend. The record date for determining entitlements is expected to be 12 September 2014 with payment expected to be on 26 September 2014. The Company's Dividend Reinvestment Plan (DRP) will apply to this dividend - the Directors have determined that the DRP issue price will be at a 2.5% discount to the Company’s volume weighted average price on ASX in the 5 day period up to and including the dividend record date.

No other matter or circumstance has arisen since the end of the financial year that significantly affected, or may significantly affect, the operations of the Consolidated Entity, the results of those operations, or the state of affairs of the Consolidated Entity in future financial years.

DIRECTORS' DECLARATION

The Directors of the Company declare that:

(1) The financial statements, comprising the Statement of Profit or Loss and Other Comprehensive Income, Statement of Financial Position, Statement of Cash Flows, Statement of Changes in Equity, and accompanying notes as set out on pages 24 to 50 are in accordance with the *Corporations Act 2001* and:

(a) comply with Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting; and

(b) give a true and fair view of the Company's and Consolidated Entity's financial position as at 30 June 2014 and of their performance for the year ended on that date;

(2) In the Directors' opinion there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable;

(3) The Remuneration Report disclosures set out (within the Directors' Report) on pages 17 to 20 (as the audited Remuneration Report) comply with section 300A of the *Corporations Act 2001*;

(4) The Directors have been given the declarations required by section 295A of the *Corporations Act 2001 by* the Executive Chairman (the person who, in the opinion of the Directors, performs the Chief Executive Officer function) and Company Secretary (the person who, in the opinion of the Directors, performs the Chief Financial Officer function); and

(5) The Company has included in the notes to the Financial Statements an explicit and unreserved statement of compliance with the International Financial Reporting Standards.

This declaration is made in accordance with a resolution of the Directors made pursuant to section 295(5) of the *Corporations Act 2001*.

Farooq Khan
Chairman

Christopher Ryan
Director

26 August 2014

Tel: +61 8 6382 4600
Fax: +61 8 6382 4601
www.bdo.com.au

38 Station Street
Subiaco, WA 6008
PO Box 700 West Perth WA 6872
Australia

INDEPENDENT AUDITOR'S REPORT

To the members of Bentley Capital Limited

Report on the Financial Report

We have audited the accompanying financial report of Bentley Capital Limited, which comprises the consolidated statement of financial position as at 30 June 2014, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the year's end or from time to time during the financial year.

Directors' Responsibility for the Financial Report

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error. In Note 1, the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Stat*ements, that the financial statements comply with *International Financial Reporting Standards*.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance about whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation of the financial report that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Independence

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*. We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of Bentley Capital Limited, would be in the same terms if given to the directors as at the time of this auditor's report.

Opinion

In our opinion:

(a) the financial report of Bentley Capital Limited is in accordance with the *Corporations Act 2001*, including:

  (i) giving a true and fair view of the consolidated entity's financial position as at 30 June 2014 and of its performance for the year ended on that date; and

  (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and

(b) the financial report also complies with *International Financial Reporting Standards* as disclosed in Note 1.

Report on the Remuneration Report

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2014. The directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Opinion

In our opinion, the Remuneration Report of Bentley Capital Limited for the year ended 30 June 2014 complies with section 300A of the *Corporations Act 2001*.

BDO Audit (WA) Pty Ltd

BDO

C Burton

Chris Burton

Director

Perth, 26 August 2014

SECURITIES INFORMATION
as at 30 June 2014

DISTRIBUTION OF LISTED ORDINARY SHARES

Spread of Holdings			Number of Holders	Number of Shares	% of Total Issued Capital
1	-	1,000	246	122,135	0.17%
1,001	-	5,000	710	2,201,344	2.98%
5,001	-	10,000	355	2,586,458	3.50%
10,001	-	100,000	522	14,418,555	19.51%
100,001	-	and over	78	54,567,579	73.84%
Total			**1,911**	**73,896,071**	**100.00%**

SUBSTANTIAL SHAREHOLDERS
as at 30 June 2014

Substantial Shareholders	Registered Shareholder	Number of Shares held	Voting Power (as at 30 June 2014)
Queste Communications Ltd (**QUE**)	QUE	1,740,625	30.12% (1)
	OEQ	20,513,783	
Mr Azhar Chaudhri, Renmuir Holdings Limited and Chi Tung Investments Ltd	QUE	1,740,625	30.12% (2)
	OEQ	20,513,783	
Mr Farooq Khan and Island Australia Pty Ltd	QUE	1,740,625	30.12% (3)
	OEQ	20,513,783	
Orion Equities Limited (**OEQ**)	OEQ	20,513,783	27.76%
Data Base Systems Limited (**DBS**) and Ambreen Chaudhri	DBS	11,717,586	15.86% (4)

Notes:

(1) Based on the substantial shareholding notice filed by QUE dated 15 October 2009

(2) Based on the substantial shareholding notice files by Azhar Chaudhri dated 2 May 2012

(3) Based on the substantial shareholding notice filed by Farooq Khan dated 23 January 2014

(4) Based on the substantial shareholding notice filed by DBS and Ambreen Chaudhri dated 15 May 2012

SECURITIES INFORMATION
as at 30 June 2014

TOP TWENTY ORDINARY FULLY PAID SHAREHOLDERS

Rank	Shareholder	Total Shares Held	% Issued Capital
1	ORION EQUITIES LIMITED	20,513,783	27.76%
2	DATABASE SYSTEMS LTD	11,717,586	15.86%
3	CHARLES W ROCKEFELLER PTY LTD	2,013,774	2.73%
4	QUESTE COMMUNICATIONS LTD	1,740,625	2.36%
5	MR JOHN ROBERT DILLON	1,489,019	2.02%
6	MR COLIN JOHN VAUGHAN & MRS ROBIN VAUGHAN	1,390,384	1.88%
7	BERGER EQUITIES PTY LTD <BERGER SUPER FUND A/C>	560,000	0.76%
8	MON NOMINEES PTY LTD	550,000	0.76%
9	AVENUE ATHOL PTY LTD	536,046	0.74%
10	MR MICHAEL BRUCE SMITH & MRS KAY SMITH	481,044	0.65%
11	AVANTEOUS INVESTMENTS LIMITED	480,858	0.65%
12	MANAR NOMINEES PTY LTD	380,000	0.65%
13	BOND STREET CUSTODIANS LIMITED	376,121	0.51%
14	MR BENJAMIN KOPPEL & MRS SARAH KOPPEL	373,227	0.51%
15	KJ & MJ GILROY PTY LTD	350,000	0.47%
16	MR WENWRONG LU	326,428	0.44%
17	JOHN KERNICK S/F PTY LTD	300,000	0.41%
18	MR BOON CHUA AW	300,000	0.41%
19	MRS CUIXIAN WANG	293,243	0.40%
20	PATJEN2 PTY LTD	278,720	0.38%
TOTAL		44,450,858	60.33%