

Form **605**
Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme BENTLEY CAPITAL LIMITED (BEL)

ACN/ARSN 87 008 108 218

1. Details of substantial holder ⁽¹⁾

Name	ACN / ABN
FAROOQ KHAN (F KHAN)	
ISLAND AUSTRALIA PTY LTD (ISLAND)	A.C.N. 073 447 300

There was a change in the interests of the substantial holders on: 19 November 2014
 The previous notice was given to the company on: 23 January 2014
 The previous notice was dated: [23 January 2014](#)

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest ⁽²⁾ of the substantial holder or an associate ⁽³⁾ in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company are as follows:

Date of change	Person whose relevant interest changed	Nature of change ⁽⁴⁾	Consideration given in relation to change ⁽⁵⁾	Class ⁽⁶⁾ and number of securities affected	Person's votes affected
19 November 2014	F KHAN	F KHAN ceased to have a greater than 20% voting power in QUE and accordingly, has ceased to have a deemed relevant interest in the BEL shares in which QUE has a relevant interest pursuant to section 608(3)(a) of the Corporations Act	Not applicable	(22,254,408)	(22,254,408)

Notes:

- (a) OEQ (20,513,783 shares) and QUE (1,740,625 shares) are legal, beneficial and registered holder of shares in BEL;
- (b) QUE is also taken under [section 608\(3\)\(b\)](#) of the Corporations Act to have a relevant interest in BEL shares in which OEQ has a relevant interest by reason of having control of OEQ - refer QUE's [Substantial Shareholding Notice in BEL](#) filed by QUE dated 15 October 2009;
- (c) F KHAN was taken under [section 608\(3\)\(a\)](#) of the Corporations Act to have a deemed relevant interest in the BEL shares in which QUE has a relevant interest by reason of having a greater than 20% voting power in QUE - refer [Change of Substantial Shareholding Notice in QUE](#) filed by Farooq Khan dated 23 January 2014;
- (d) Therefore, F KHAN had a deemed relevant interest in the BEL shares held by OEQ and QUE.
- (e) F KHAN has ceased to have a greater than 20% voting power in QUE and accordingly, has ceased to have a deemed relevant interest in the BEL shares in which QUE has a relevant interest pursuant to section 608(3)(a) of the Corporations Act; refer [Change of Substantial Shareholding Notice in QUE](#) filed by Farooq Khan dated 20 November 2014.

3. Changes in association

The persons who have become associates ⁽²⁾ of, ceased to be associates of, or have changed the nature of their association ⁽⁷⁾ with, the substantial holder in relation to voting interests in the company or scheme are as follows:


Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

4. Addresses

The addresses of persons named in this form are as follows:

Name	Address
F KHAN	c/- Level 2, 23 Ventnor Avenue, West Perth, Western Australia 6005
ISLAND	c/- Level 2, 23 Ventnor Avenue, West Perth, Western Australia 6005
QUESTE COMMUNICATIONS LTD ABN 58 081 688 164 (QUE)	Level 2, 23 Ventnor Avenue, West Perth, Western Australia 6005
ORION EQUITIES LIMITED ABN 77 000 742 843 (OEQ)	Level 2, 23 Ventnor Avenue, West Perth, Western Australia 6005

Signature

sign here  _____ Date 20 November 2014
 print name FAROOQ KHAN capacity Personally and as Director of ISLAND

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (5) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.