

MARKET ANNOUNCEMENT

CASH TAKEOVER BID FOR STRIKE RESOURCES AT 5.5 CENTS PER SHARE

Bentley Capital Limited (ASX:BEL) (**Bentley**) advises that it intends to make a conditional off-market bid for all of the fully paid ordinary shares in Strike Resources Limited (**Strike**) for a cash consideration of 5.5 cents per share (the **Bid**). The proposed bid is for 100% of each Strike shareholder's fully paid ordinary shares.

Bentley does not intend to make an offer for the outstanding options issued by Strike.

The Bid is a 100% cash offer which provides certainty of value to all Strike shareholders.

The Bid price of 5.5 cents per share is at a significant premium to the current trading prices of Strike shares and values Strike at approximately \$8 million (on an undiluted basis as Strike's existing options are well out of the money). The Bid price represents:

- Premiums of 43%, 39% and 24% over the volume weighted average price (**VWAP**) of Strike shares over the past 3, 6, and 12 months respectively prior to this announcement; and
- A 49% premium to Strike's most recent closing share price of 3.7 cents per share.

The Bid provides Strike shareholders with the opportunity to exit their investment for a certain cash value where there is otherwise relatively limited trading liquidity in Strike shares.

Bentley does not currently have a relevant interest in any Strike shares. However, Orion Equities Limited (ASX:OEQ) (**Orion**), which has a relevant interest in 27.425% of Bentley's issued share capital, currently has a relevant interest in 16,690,802 Strike shares (being 11.48% of Strike's issued share capital). As such, Orion will gain a relevant interest in any Strike shares Bentley acquires a relevant interest in under the Bid.¹

Bentley also notes that there are some common Directors and Officers on the Boards of Bentley, Strike and Orion, as follows:

- William Johnson is a Non-Executive Director of Bentley and the Managing Director of Strike;
- Farooq Khan is Executive Chairman of Bentley and Orion and also an Alternate Director of Strike (as an Alternate Director to Victor Ho); and
- Victor Ho is the Company Secretary of Bentley, an Executive Director of Orion and a Non-Executive Director of Strike.

¹ Orion is taken under section 608(3)(a) of the Corporations Act to have a relevant interest in securities in which Bentley has a relevant interest by reason of having greater than 20% voting power (i.e. shareholding) in Bentley.

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Bentley's takeover bid will be subject to certain conditions, which are summarised in the Annexure to this announcement. These conditions include Bentley having a relevant interest in at least 50.1% of the issued fully paid ordinary shares in Strike before the end of the offer period. In the event that any of the defeating conditions occur prior to the lodgement of the Bidder's Statement, Bentley may choose not to proceed with the Bid.

Bentley is making its bid for Strike in order to secure control of the Company. The Bid is made in circumstances where Strike has written down the carrying value of all of its mining assets to nil with its only other assets comprising cash at call and on deposit.² Bentley also notes that Strike has been reviewing commercial alternatives for the future of the Company since it announced the closure of its operations in Peru in April 2014³.

It is Bentley's intention upon a successful close of the bid to restructure the Board of Strike with a majority of representatives appointed by Bentley and for the newly constituted Board to examine means by which to maximise the value of the existing assets of the company. Such process may involve a change in strategic direction of the company away from the resources sector (subject to shareholder approval and compliance with the ASX Listing Rules).

A formal Bidder's Statement and offer will be served on Strike and despatched to Strike shareholders in due course. No brokerage will be payable by accepting Strike shareholders.

FOR FURTHER INFORMATION:

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ABOUT BENTLEY CAPITAL LIMITED (ASX:BEL)

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 distribution stream to shareholders.

Within its broader investment mandate⁴, 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 All Ordinaries Index⁵:

- (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.

As at 31 May 2015, Bentley had net tangible assets (NTA) of \$16.57 million (at \$0.222 post-tax NTA backing per share), 74,800,211 fully paid ordinary shares on issue, and 1,878 shareholders on its share register.⁶

² Refer Strike's [2014 Annual Report](#); [December 2014 Half Year Report](#) and [March 2015 Quarterly Report](#) for further information

³ Refer Strike's ASX Announcement dated 14 April 2014: [Exit from Peru](#) and 28 November 2014: [2014 AGM - Chairman's Address](#)

⁴ 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](#); also reproduced in the Investment Mandate Section at page 54 of Bentley's [2014 Annual Report](#).

⁵ Refer [10 May 2010 ASX market announcement "Appointment of Chief Investment Officer and Implementation of Investment Strategy"](#).

⁶ Refer 12 June 2015 ASX market announcement "[NTA Backing as at 31 May 2015](#)"

ANNEXURE

BID CONDITIONS

The Bid will be subject to the following conditions:

- (1) At the end of the bid period, Bentley has a relevant interest in not less than 50.1% of the issued fully paid ordinary shares of Strike.
- (2) Strike's cash (being cash at call or in the form of deposits or bills with a maturity date of no longer than 6 months) being not less than \$8 million at any time during the bid period.
- (3) The current and non-current liabilities of Strike and its controlled entities being not more than \$800,000 in aggregate at any time during the bid period.
- (4) That between the announcement of the Bid and the end of the bid period, no legal proceedings are threatened or commenced against Strike or any controlled entity of Strike involving a monetary claim of greater than \$200,000.
- (5) That between the announcement of the Bid and the end of the bid period no further Directors are appointed to the Board of Strike.
- (6) That between the announcement of the Bid and the end of the bid period, there is no material adverse change (or no event or circumstance likely to result in a material adverse change) in relation to Strike or any of its assets or any controlled entity of Strike or any of their assets.
- (7) None of the events referred to in section 652C(1) or (2) of the Corporations Act 2001 (Cth) (formerly known as "prescribed occurrences") occur in relation to Strike or any subsidiary of Strike between the date of this announcement and 3 business days after the end of the bid period.