

Appendix 3Y

Change of Director's Interest Notice

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

Introduced 30/9/2001.

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

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

Name of Director	Farooq Khan
Date of last notice	3 October 2007
Date of change	13 March 2009

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

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

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

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	(1) OEQ ¹ is a legal, beneficial and registered holder of shares in BEL; (2) QUE ² is taken under section 608(3)(b) of the Corporations Act to have a relevant interest in BEL shares in which OEQ has a relevant interest by reason of having control of OEQ; (3) Farooq Khan (and associated companies) are taken under section 608(3)(a) of the Corporations Act to have a relevant interest in the BEL shares in which QUE has a relevant interest by reason of having >20% voting power in QUE; (4) Therefore, Farooq Khan has a relevant interest in the BEL shares held by OEQ.
Date of change	13 March 2009

No. of securities held prior to change	11,587,938 28.80%	Held by OEQ
Class	Fully Paid Ordinary Shares	

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

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

Number acquired	Date	No. Shares	Consideration
	13-Mar-2009	8,925,845	Refer below
Number disposed	-	-	-
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Refer below		
No. of securities held after change	20,513,783 28.657%	Held by OEQ	
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	<p>As consideration for the acquisition of shares held in Scarborough Equities Limited (Scarborough) (ASX Code: SCB) pursuant to a scheme of arrangement with 1.588329 Bentley shares issued to OEQ for each Scarborough share held by OEQ.</p> <p>OEQ held 5,619,645 Scarborough shares and received 8,925,845 new BEL shares as consideration. BEL issued a total of 31,350,322 new shares and increased its issued share capital from 40,234,143 to 71,584,465 shares.</p>		

Part 2 – Change of director’s interests in contracts

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

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

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Farooq Khan

17 March 2009