

Form **603**
Corporations Act
Section 671B
Notice of initial substantial holder

To Company Name/Scheme **BENTLEY CAPITAL LIMITED (BEL)**
ABN **87 008 108 218**

1. Details of substantial holders⁽¹⁾

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

The holders became substantial holders on 21 January 2014

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate⁽²⁾ had a relevant interest⁽³⁾ in on the date the substantial holder became a substantial holder are as follows:

Class of securities ⁽⁴⁾	Number of securities	Persons' votes ⁽⁵⁾	Voting power ⁽⁶⁾
Ordinary Shares	22,254,408	22,254,408	30.34% ^(a)

Note (a): Based on BEL's total issued share capital being 73,350,541 shares

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest ⁽⁷⁾	Class and number of securities
		Ordinary Shares
QUE	Legal and beneficial holder of shares	1,740,625
OEQ	Legal and beneficial holder of shares	20,513,783
QUE	Taken under section 608(3)(b) of the Corporations Act to have a relevant interest in securities in which OEQ has a relevant interest by reason of having control of OEQ	
F KHAN	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest in securities in which QUE has a relevant interest by reason of having voting power above 20% in QUE ^(c)	
ISLAND ^(b)		

Notes:

(b) ISLAND is a legal and beneficial holder of shares in QUE and is controlled by F KHAN.

(c) Refer Substantial Shareholding Notice in QUE filed by F KHAN and ISLAND dated 23 January 2014

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder ⁽⁸⁾	Class and number of securities
			Ordinary Shares:
All the parties named in (1)	QUE	QUE	1,740,625
	OEQ	OEQ	20,513,783
TOTAL			22,254,408

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the 4 months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration ⁽⁹⁾		Class and number of securities
		Cash	Non-cash	Ordinary Shares
-	-	-	-	-

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

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

7. Addresses

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

Name	Address
F KHAN	C/- 1/346 Barker Road, Subiaco, Western Australia 6008
ISLAND	C/- 1/346 Barker Road, Subiaco, Western Australia 6008
Queste Communications Ltd ACN 081 688 164 (QUE)	Suite 1, 346 Barker Road, Subiaco, Western Australia 6008
Orion Equities Limited A.C.N. 000 742 843 (OEQ)	Suite 1, 346 Barker Road, Subiaco, Western Australia 6008

Signature

print name FAROOQ KHAN

capacity Personally and as Director of ISLAND

sign here



date 23 January 2014

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 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".
- (9) 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.