

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.1 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Peter Penfold Simpson
Date of appointment	4 October 2007
Date of change	18 May 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	Directly (Jointly) and Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	
Registered holders:	
Rochester No 39 Pty Ltd	Peter Simpson is a Director
Penson Holdings Pty Ltd	Peter Simpson is a Director
Barbridge Trusts Pty Ltd	Peter Simpson is a Director and beneficiary
Penson (Management) Pty Ltd	Peter Simpson is a Director of the trustee company
Oddlot Shares & Securities Pty Ltd	Peter Simpson is a Director and Barbridge Trust Pty Ltd is the sole shareholder
Date of change	18 May 2009
Class of Securities	Fully Paid Ordinary Shares

+ See chapter 19 for defined terms.
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Name of holders	Number of securities held prior to change	Date of change	Change in number of securities	Consideration	Number of securities held after change
ROCHESTER NO 39 PTY LTD	7,318,241	-	-	-	7,318,241
MR PETER PENFOLD SIMPSON & MRS CAROLYNNE DENISE SIMPSON <SIMPSON FAMILY SUPER A/C>	189,300	18 May 2009	40,000	\$10,466	229,300
BARBRIDGE TRUST PTY LTD <PSFT A/C>	795,560	-	-	-	795,560
PENSON HOLDINGS PTY LTD	258,426	-	-	-	258,426
PENSON (MANAGEMENT) PTY LTD <NIKANKO A/C>	26,609	-	-	-	26,609
ODDLOT SHARES & SECURITIES PTY LTD	100,000				100,000
PETER SIMPSON	-	18 May 2009	8,000	\$2,146	8,000
TOTAL	8,688,136		48,000	\$12,612	8,736,136

<p>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>	<p>On-Market Trade</p>
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+ See chapter 19 for defined terms.
11/3/2002

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	None
Nature of interest	None
Name of registered holder (if issued securities)	None
No. and class of securities to which interest relates	None

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Peter Simpson



21 May 2009