



Bentley Capital Limited

HALF YEAR REPORT

31 December 2020

THIS DOCUMENT SHOULD BE READ IN CONJUNCTION WITH THE
30 JUNE 2020 ANNUAL REPORT OF THE COMPANY
LODGED ON ASX ON 13 OCTOBER 2020



ASX Code: BEL

Bentley Capital Limited

A.B.N. 87 008 108 218

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CORPORATE DIRECTORY**BOARD**

Farooq Khan	Executive Chairman
William M. Johnson	Executive Director
Simon K. Cato	Non-Executive Director

COMPANY SECRETARY

Victor P. H. Ho

REGISTERED AND PRINCIPAL OFFICE

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Rothsay Auditing

Chartered Accountants

Level 1, Lincoln House

4 Ventnor Avenue

West Perth, Western Australia 6005

Telephone: (08) 9486 7094

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Perth, Western Australia

Website: www.asx.com.au**ASX CODE**

BEL

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APPENDIX 4D HALF YEAR REPORT

This Half Year Report is provided to the Australian Securities Exchange (ASX) under ASX Listing Rule 4.2A.3.

Current reporting period:	1 July 2020 to 31 December 2020
Previous corresponding period:	1 July 2019 to 31 December 2019
Reporting Date:	31 December 2020
Company:	Bentley Capital Limited (BEL or the Company)
Consolidated Entity:	BEL and controlled entities (Bentley)

RESULTS FOR ANNOUNCEMENT TO THE MARKET

CONSOLIDATED	Dec 2020 \$'000	Dec 2019 \$'000	% Change	Up / Down
Net gain on financial assets at fair value through profit or loss	5,117	75	6,723%	Up
Other income	51	-	N/A	N/A
Total revenue	5,168	75	6,791%	Up
Technology operations	-	(128)	N/A	N/A
Technology operations – amortisation of capitalised expenditure	-	(89)	N/A	N/A
Salaries, fees and employee benefits	(185)	(181)	2%	Up
Performance bonus scheme (provision)	(141)	-	N/A	N/A
Investment expenses	(7)	(7)	-	-
Corporate expenses	(19)	(35)	46%	Down
Administration expenses and other expenses	(104)	(664)	84%	Down
Total expenses	(456)	(1,104)	59%	Down
Profit/(Loss) before tax	4,712	(1,029)	558%	Up
Income tax benefit/(expense)	-	-		
Profit/(Loss) after tax attributable to members	4,712	(1,029)	558%	Up
Other comprehensive income (net of tax)	-	-	-	-
Total Comprehensive Income/(Loss) for the half year	4,712	(1,029)	558%	Up
Basic and diluted earnings/ (loss) per share (cents)	6.19	(1.35)	558%	Up

CONSOLIDATED	Dec 2020 Cents	June 2020 cents	% Change	Up / Down
Pre-Tax NTA backing per share	13.03	6.84	91%	Up
Post-Tax NTA backing per share	13.03	6.84	91%	Up

BRIEF EXPLANATION OF RESULTS

Bentley generated a net gain of \$5.117 million on its investments during the half year, which included a net unrealised gain of:

- \$4.99 million attributable to Strike Resources Limited (ASX:SRK), which appreciated in price from 4.5 to 14 cents per share;
- \$63,048 attributable to Yowie Group Ltd (ASX:YOW), which appreciated in price from 3.5 to 3.8 cents per share; and
- \$55,969 attributable to investments in unlisted managed funds.

Bentley notes that Strike's share price has increased significantly since the 31 December 2020 balance date, from 14 cents to a last bid price of 19.5 cents (on 25 February 2021). This translates to an unrealised net gain of \$2.89 million post-balance date, which is equivalent to 3.8 cents per Bentley share (based on Bentley's issued capital of 76,127,918 shares).

Bentley's overall expenses for the half year have also declined 59% to \$0.314 million (net of a \$0.141 million provision under the Company's Performance Bonus Scheme).

APPENDIX 4D HALF YEAR REPORT

On 23 July 2020, Bentley accepted into the WAM Active Limited (ASX:WAA) unconditional off-market takeover bid for Keybridge Capital Limited (ASX:KBC) at \$0.069 cash per share in respect of 31,680,000 shares and received the cash consideration of \$2,185,920 on 27 July 2020. As the consideration was the same as the carrying value (as at 30 June 2020), there was no gain or loss arising on the sale for the half year.

Please refer to the Directors' Report and financial statements and notes for information on a review of Bentley's operations and the financial position and performance of Bentley for the half year ended 31 December 2020.

DIVIDENDS

Bentley has not declared a dividend in respect of the financial half year ended 31 December 2020.

As at 31 December 2020, the Company had:

- \$6.885 million in its Profits Reserve account, which is available to fund the payment of dividends to shareholders in the future; and
- \$1.14 million Franking Credits, which is sufficient to fund the payment of fully franked (at Bentley's applicable 27.5% company tax rate) dividends totalling \$3.02 million.

Bentley will review the matter of a dividend declaration after the release of its 30 June 2021 financial year results, in accordance with its Dividend Policy.

ASSOCIATE AND CONTROLLED ENTITIES

There were no changes Associate or controlled entities during the Current Reporting Period.

For and on behalf of the Directors,



Victor Ho
Company Secretary

Date: 26 February 2021

Telephone: (08) 9214 9757

Email: cosec@bel.com.au

DIRECTORS' REPORT

The Directors present their Directors' Report on Bentley Capital Limited ABN 87 008 108 218 (**BEL** or **Company**) and its controlled entities (**Bentley** or the **Consolidated Entity**) for the financial half year ended 31 December 2020 (**Balance Date**).

BEL is a company limited by shares that was incorporated in South Australia in June 1986 and has been listed on the Australian Securities Exchange (**ASX**) since October 1986 (ASX Code: BEL).

PRINCIPAL ACTIVITIES

BEL is a listed investment company (**LIC**).

NET TANGIBLE ASSET BACKING

CONSOLIDATED	December 2020 \$'000	June 2020 \$'000
Net assets	9,920	5,210
Less: Intangible assets	-	-
Net tangible assets	9,920	5,210
Pre-tax NTA backing per share (cents)	13.03	6.84
Less: Net deferred tax asset/liabilities / tax provision	-	-
Net tangible assets	9,920	5,210
Post-tax NTA backing per share (cents)	13.03	6.84
Based on total issued shares	76,127,918	76,127,918

OPERATING RESULTS

CONSOLIDATED	December 2020 \$'000	December 2019 \$'000
Net gain on financial assets held at fair value through profit or loss	5,117	75
Other income	51	-
Total revenue	5,168	75
Technology operations	-	(128)
Technology operations - amortisation of capitalised expenditure	-	(89)
Salaries, fees and employee benefits	(185)	(181)
Performance bonus scheme ¹ (provision)	(141)	-
Investment expenses	(7)	(7)
Corporate expenses	(19)	(35)
Administration expenses and other expenses	(104)	(664)
Total expenses	(456)	(1,104)
Profit/(Loss) before income tax expense	4,712	(1,029)
Income tax expense	-	-
Profit/(Loss) after income tax expense	4,712	(1,029)

1 The Performance Bonus Scheme (PBS) was implemented in May 2010 for the benefit of members of the Investment Committee; a summary of the PBS is in Section (2) of the Remuneration Report within the 2018 Annual Report

DIRECTORS' REPORT

Bentley generated a net gain of \$5.117 million on its investments during the half year, which included a net unrealised gain of:

- \$4.99 million attributable to Strike Resources Limited (ASX:SRK), which appreciated in price from 4.5 to 14 cents per share;
- \$63,048 attributable to Yowie Group Ltd (ASX:YOW), which appreciated in price from 3.5 to 3.8 cents per share; and
- \$55,969 attributable to investments in unlisted managed funds.

Bentley's overall expenses for the half year have also declined 59% to \$0.314 million (net of a \$0.141 million provision under the Company's Performance Bonus Scheme).

EARNINGS PER SHARE

CONSOLIDATED	December 2020 cents	December 2019 Cents
Earnings/(loss) per share (cents)	6.19	(1.35)

FINANCIAL POSITION

CONSOLIDATED	December 2020 \$'000	June 2020 \$'000
Investments	8,525	5,200
Cash and cash equivalents	1,792	81
Net deferred tax asset / liabilities	-	-
Other assets	115	467
Liabilities	(512)	(540)
Net assets	9,920	5,208
Issued capital	19,477	19,477
Profits Reserve	8,014	3,298
Accumulated losses	(17,571)	(17,567)
Total equity	9,920	5,208

DIVIDENDS

The Directors have not declared a dividend in respect of the financial half year ended 31 December 2020.

As at 31 December 2020, the Company had:

- \$6.885 million in its Profits Reserve account, which is available to fund the payment of dividends to shareholders in the future; and
- \$1.14 million Franking Credits, which is sufficient to fund the payment of fully franked (at Bentley's applicable 27.5% company tax rate) dividends totalling \$3.02 million.

CAPITAL MANAGEMENT

Securities on Issue

The Company has 76,127,918 (30 June 2020: 76,127,918) fully paid ordinary shares on issue. All such shares are listed on ASX. The Company has no other securities on issue.

DIRECTORS' REPORT

Annual General Meeting

At the Company's 2020 Annual General Meeting held on 19 November 2020, shareholders did not approve a special resolution² for the voluntary winding up of the Company.³ The resolution was requested by a shareholder.

REVIEW OF OPERATIONS

Net Asset Weightings

A summary of Bentley's net asset weighting (by value and as a percentage of net assets) is:

Net Assets	31 December 2020		30 June 2020	
	\$'m	%	\$'m	%
Australian equities ¹	8.52	86	5.20	100
Net cash on deposit/other assets/provisions	1.40	14	0.01	< 1
Total Net Assets	9.92	100%	5.21	100%
NTA backing per share	0.1303		0.0684	

1. Includes investments in unlisted Australian managed funds

Major Holdings

A summary of Bentley's major investment holdings (by value and as a percentage of net assets) is:

Security	ASX Code	Industry Sector	31 December 2020		30 June 2020	
			\$'m	%	\$'m	%
Strike Resources Limited ²	SRK	Metals & Mining	7.36	74.0	2.36	45.4
Yowie Group Ltd ³	YOW	Food, Beverage & Tobacco	0.81	8.1	0.35	6.7
Managed funds	Unlisted	Diversified	0.35	3.5	0.30	5.7
Keybridge Capital Limited ³	KBC	Diversified	<0.01	<0.1	2.19	42.0
Other listed securities	Various	Various	<0.01	<0.1	<0.01	<0.1

2. Non-Current Asset Held for Sale carried at fair value (ASX market) less selling costs
3. Financial asset carried at fair value

Investment in Strike Resources Limited (ASX: SRK)

As at 31 December 2020 and currently, Bentley is a major shareholder in SRK with 52,553,493 shares (21.27%⁴) (30 June 2020: 52,553,493 shares (25.372%⁵)).

On 1 December 2020, Strike raised \$4 million through a placement of 40,000,000 shares. Accordingly, Bentley's interest in Strike has diluted to 21.27% during the half year¹.

- 2 A special resolution must be passed by at least 75% of the votes cast by shareholders entitled to vote on the resolution and present in person, by proxy, by attorney or by authorised representatives at the general meeting
3 Refer BEL's Notice of AGM and Explanatory Statement dated and released on ASX on 19 October 2020 and ASX Announcement dated 19 November 2020: Results of 2020 Annual General Meeting
4 Refer BEL's ASX Announcement dated 1 December 2020: Change in Substantial Holding in SRK
5 Refer BEL's ASX Announcement dated 5 June 2020: Change in Substantial Holding in SRK

DIRECTORS' REPORT

Strike Resources Limited is an ASX listed resource company which is developing the Paulsens East Iron Ore Project (Strike 100%) located in the Pilbara, Western Australia. Strike is also developing the Apurimac Magnetite Iron Ore Project (Strike 100%) in Peru and a number of battery minerals related projects around the world - the Solaroz Lithium Brine Project (Strike 90%) in Argentina and the Burke Graphite Project (Strike ~76%) in Queensland.

Bentley Chairman (Farooq Khan) is also Chairman of Strike and Bentley Executive Director (William Johnson) is the Managing Director of Strike.

Further information about Strike's current projects and activities are contained in their ASX releases, including as follows:

- 1 February 2021: December 2020 Quarterly Reports; and
- 2 November 2020 Annual Report.

Information concerning SRK may be viewed from its website: www.strikeresources.com.au.

SRK's market announcements may also be viewed from the ASX website (www.asx.com.au) under ASX code "SRK".

Investment in Yowie Group Ltd (ASX: YOW)

As at 31 December 2020 and currently, Bentley is a major shareholder in YOW with 21,199,260 shares (9.71%⁶) (30 June 2020: 9,956,110 shares (4.57%)).

Yowie employs its intellectual property rights in the outsourcing of the manufacturing and distribution of the Yowie chocolate confectionery product and in the development of a Yowie digital platform and Yowie branded licensed consumer products.⁷

Information concerning Yowie may be viewed on its website: www.yowiegroup.com

Yowie's market announcements may also be viewed from the ASX website (www.asx.com.au) under ASX code "YOW".

Investment in Keybridge Capital Limited (ASX:KBC)

As at 30 June 2020, Bentley was a major shareholder in KBC with 31,700,000 shares.

On 23 July 2020, Bentley accepted into the WAM Active Limited (ASX:WAA) unconditional off-market takeover bid for KBC at \$0.069 cash per share in respect of 31,680,000 shares and received the cash consideration of \$2,185,920 on 27 July 2020. As the consideration was the same as the carrying value (as at 30 June 2020), there was no gain or loss arising on the sale for the half year.

Bentley retains a residual 20,000 shareholding in KBC.

6 Refer BEL's ASX Announcement dated 12 August 2020: Notice of Initial Substantial Holder in YOW

7 Refer YOW's ASX Announcements dated 29 January 2021: Q2 FY21 December Quarter Update and Cash Commentary and Appendix 4C - Quarterly

DIRECTORS' REPORT

DIRECTORS

Directors in office during or since the financial half year are as follows:

FAROOQ KHAN	Chairman
<i>Appointed</i>	Director since 2 December 2003; Chairman since 10 February 2004
<i>Qualifications</i>	BJuris, LLB (Western Australia)
<i>Experience</i>	Mr Khan is a qualified lawyer having previously practised principally in the field of corporate law. Mr Khan has extensive experience in the securities industry, capital markets and the executive management of ASX-listed companies. In particular, Mr Khan has guided the establishment and growth of a number of public listed companies in the investment, mining and financial services sector. He has considerable experience in the fields of capital raisings, mergers and acquisitions and investments.
<i>Relevant interest in shares</i>	11,717,586 ⁸
<i>Special Responsibilities</i>	Chairman of the Board and Investment Committee
<i>Other current directorships in listed entities</i>	(1) Executive Chairman and Managing Director of Queste Communications Ltd (ASX:QUE) (since 10 March 1998) (2) Executive Chairman of Orion Equities Limited (ASX:OEQ) (since 23 October 2006) (3) Chairman (appointed 18 December 2015) of Strike Resources Limited (ASX:SRK) (Director since 1 October 2015)
<i>Former directorships in other listed entities in past 3 years</i>	Alternate Director (for Simon Cato) of Keybridge Capital Limited (ASX:KBC) (26 June to 18 July 2019)
WILLIAM M. JOHNSON	Executive Director
<i>Appointed</i>	Director since 13 March 2009; Executive Director since 1 January 2016
<i>Qualifications</i>	MA (Oxon), MBA
<i>Experience</i>	William Johnson holds a Masters degree in engineering science from Oxford University, England and an MBA from Victoria University, New Zealand. His 30-year business career spans multiple industries and countries, with executive/CEO experience in mineral exploration and investment (Australia, Peru, Chile, Saudi Arabia, Oman, North Africa and Indonesia), telecommunications infrastructure investment (New Zealand, India, Thailand and Malaysia) and information technology and Internet ventures (New Zealand, Philippines and Australia). Mr Johnson is a highly-experienced public company director and has considerable depth of experience in corporate governance, business strategy and operations, investment analysis, finance and execution.
<i>Relevant interest in shares</i>	None
<i>Special Responsibilities</i>	Member of the Investment, Audit and Remuneration Committees
<i>Other current directorships in listed entities</i>	(1) Managing Director of Strike Resources Limited (ASX:SRK) (since 25 March 2013; Director since 14 July 2006) (2) Director of Molopo Energy Limited (ASX:MPO) (since 31 May 2018)
<i>Former directorships in other listed entities in past 3 years</i>	Director of Keybridge Capital Limited (ASX:KBC) (29 July 2016 to 17 April 2020) Non-Executive Director of Yowie Group Ltd (ASX:YOW) (10 April 2018 to 8 October 2018)

⁸ Refer Bentley's ASX Announcements dated 19 July 2019: Change of Director's Interest Notice – F Khan, 6 June 2019: Change of Director's Interest Notice – F Khan and dated 22 March 2017: Notice of Initial Substantial Holder in BEL

DIRECTORS' REPORT

SIMON K. CATO

Non-Executive Director

<i>Appointed</i>	7 January 2015
<i>Qualifications</i>	B.A. (Sydney)
<i>Experience</i>	Simon Cato has had over 30 years' capital markets experience in broking, regulatory roles (with ASX in Sydney and Perth) and as a director of listed companies. From 1991 until 2006, he was an executive director and/or responsible executive of three stockbroking firms. During that time, Mr Cato was involved in the formation of a number of companies, including writing prospectuses and managing the listing process and has been through the process of IPO listing in the dual role of broker and director. Since 2006, Mr Cato has been an executive and non-executive director of a number of public listed companies with a range of different business activities and was a founding director of Greenland Minerals Limited.
<i>Relevant interest in shares</i>	None
<i>Special Responsibilities</i>	Chairman of the Audit and Remuneration Committees
<i>Other current directorships in listed entities</i>	(1) Non-Executive Chairman of Advanced Share Registry Limited (ASX:ASW) (since 22 August 2007) (2) Non-Executive Director of Greenland Minerals Limited (ASX:GGG) (since 21 February 2006)
<i>Former directorship in other listed entities in past 3 years</i>	Non-Executive Director of Keybridge Capital Limited (ASX:KBC) (29 July 2016 to 17 January 2020)

COMPANY SECRETARY

VICTOR P. H. HO

Company Secretary

<i>Appointed</i>	5 February 2004
<i>Qualifications</i>	BCom, LLB (Western Australia), CTA
<i>Experience</i>	Victor Ho has been in Executive roles with a number of ASX-listed companies across the investments, resources and technology sectors over the past 21 years. Mr Ho is a Chartered Tax Adviser (CTA) and previously had 9 years' experience in the taxation profession with the Australian Tax Office (ATO) and in a specialist tax law firm. Mr Ho has been actively involved in the investment management of listed investment companies (as an Executive Director and/or a member of the Investment Committee), the structuring and execution of a number of corporate, M&A and international joint venture (in South America (Peru, Chile and Argentina), Indonesia and the Middle East (Kingdom of Saudi Arabia and Oman) transactions, capital raisings and capital management initiatives and has extensive experience in public company administration, corporations' law and ASX compliance and investor/shareholder relations.
<i>Special Responsibilities</i>	Member of the Investment Committee and Secretary of the Audit and Remuneration Committees
<i>Relevant interest in shares</i>	50,000 ordinary shares (held indirectly)
<i>Other positions held in listed entities</i>	Executive Director and Company Secretary of: (1) Orion Equities Limited (ASX:OEQ) (Secretary since 2 August 2000 and Director since 4 July 2003) (2) Queste Communications Ltd (ASX:QUE) (Secretary since 30 August 2000 and Director since 3 April 2013) (3) Strike Resources Limited (ASX:SRK) (Director since 24 January 2014 and Secretary since 1 October 2015)
<i>Former position in other listed entities in past 3 years</i>	Company Secretary of Keybridge Capital Limited (ASX:KBC) (13 October 2016 to 13 October 2019)

DIRECTORS' REPORT

AUDITOR'S INDEPENDENCE DECLARATION

A copy of the Auditor's Independence Declaration as required under section 307C of the Corporations Act 2001 forms part of this Directors Report and is set out on page 11. This relates to the Auditor's Independent Review Report, where the Auditor states that they have issued an independence declaration.

Signed for and on behalf of the Directors in accordance with a resolution of the Board,



Farooq Khan
Chairman



Simon Cato
Non-Executive Director and
Chairman of the Audit Committee

26 February 2021



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**AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE
CORPORATIONS ACT 2001**

As lead auditor of the review of Bentley Capital Limited for the half-year ended 31 December 2020, I declare that, to the best of my knowledge and belief, there have been:

- no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the review; and
- no contraventions of any applicable code of professional conduct in relation to the review.

This declaration is in respect of Bentley Capital Limited and the entities it controlled during the half-year.

Rothsay Auditing

Daniel Dalla
Partner

26 February 2021



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AUSTRALIA • NEW ZEALAND

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

for the half year ended 31 December 2020

	Note	31 Dec 20	31 Dec 19
REVENUE		\$	\$
Investment	2		
Interest revenue		783	388
Other			
Net gain on financial assets at fair value through profit or loss		5,116,820	74,938
Other income		50,000	-
TOTAL REVENUE AND INCOME		5,167,603	75,326
EXPENSES	3		
Technology operations (including amortisation/write-off)		-	(216,600)
Corporate expenses		(18,929)	(35,349)
Occupancy expenses		(11,955)	(25,641)
Investment expenses		(7,357)	(7,491)
Finance expenses		634	(3,326)
Administration expenses		(418,196)	(815,602)
PROFIT/(LOSS) BEFORE INCOME TAX		4,711,800	(1,028,683)
Income tax expense		-	-
PROFIT/(LOSS) FOR THE HALF YEAR		4,711,800	(1,028,683)
OTHER COMPREHENSIVE INCOME			
Other Comprehensive Income, Net of Tax		-	-
TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE HALF YEAR		4,711,800	(1,028,683)
EARNINGS PER SHARE FOR INCOME ATTRIBUTABLE TO THE ORDINARY EQUITY HOLDERS OF THE COMPANY:			
Basic and diluted earnings/(loss) per share (cents)	5	6.19	(1.35)

The accompanying notes form part of these consolidated financial statements

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

as at 31 December 2020

	Note	31 Dec 20 \$	30 Jun 20 \$
CURRENT ASSETS			
Cash and cash equivalents	6	1,792,261	81,264
Financial assets at fair value through profit or loss	7	8,525,058	5,200,098
Receivables		107,893	450,149
Other current assets		3,098	12,393
TOTAL CURRENT ASSETS		10,428,310	5,743,904
NON-CURRENT ASSETS			
Property, plant and equipment		4,420	4,872
TOTAL NON-CURRENT ASSETS		4,420	4,872
TOTAL ASSETS		10,432,730	5,748,776
CURRENT LIABILITIES			
Payables		152,817	163,534
Provisions		359,761	376,890
TOTAL CURRENT LIABILITIES		512,578	540,424
TOTAL LIABILITIES		512,578	540,424
NET ASSETS		9,920,152	5,208,352
EQUITY			
Issued capital		19,477,385	19,477,385
Profits reserve		8,013,856	3,297,878
Accumulated losses		(17,571,089)	(17,566,911)
TOTAL EQUITY		9,920,152	5,208,352

The accompanying notes form part of these consolidated financial statements

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the half year ended 31 December 2020

	Issued capital \$	Profits reserve \$	Accumulated losses \$	Total \$
BALANCE AT 1 JULY 2019	19,477,385	3,297,878	(16,424,357)	6,350,906
Loss for the half year	-	-	(1,028,683)	(1,028,683)
Other comprehensive income	-	-	-	-
Total comprehensive loss for the half year	-	-	(1,028,683)	(1,028,683)
BALANCE AT 31 DECEMBER 2019	19,477,385	3,297,878	(17,453,040)	5,322,223
BALANCE AT 1 JULY 2020	19,477,385	3,297,878	(17,566,911)	5,208,352
Profit for the half year	-	-	4,711,800	4,711,800
Profits reserve transfer	-	4,715,978	(4,715,978)	-
Other comprehensive income	-	-	-	-
Total comprehensive income for the half year	-	4,715,978	(4,178)	4,711,800
BALANCE AT 31 DECEMBER 2020	19,477,385	8,013,856	(17,571,089)	9,920,152

The accompanying notes form part of these consolidated financial statements

CONSOLIDATED STATEMENT OF CASH FLOWS

for the half year ended 31 December 2020

	31 Dec 20 \$	31 Dec 19 \$
CASH FLOWS FROM OPERATING ACTIVITIES		
Dividends received	572	-
Interest received	797	388
Other income received	12,491	120,660
Other receipts	50,000	-
Payments to suppliers and employees	(541,149)	(876,647)
Sale/Redemption of financial assets at fair value through profit or loss	2,584,164	749,122
Purchase of financial assets at fair value through profit or loss	(394,060)	-
NET CASH PROVIDED BY OPERATING ACTIVITIES	1,712,815	(6,477)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of plant and equipment	(518)	-
NET CASH USED IN INVESTING ACTIVITIES	(518)	-
CASH FLOWS FROM FINANCING ACTIVITIES		
Dividends paid	-	(10,852)
Return of capital	(1,300)	(212)
NET CASH USED IN FINANCING ACTIVITIES	(1,300)	(11,064)
NET DECREASE IN CASH HELD	1,710,997	(17,541)
Cash and cash equivalents at beginning of financial half year	81,264	266,735
CASH AND CASH EQUIVALENTS AT END OF FINANCIAL HALF YEAR	1,792,261	249,194

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The accompanying notes form part of these consolidated financial statements

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the half year ended 31 December 2020

1. SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

The half year financial statements are a general purpose financial report prepared in accordance with the Corporations Act 2001 and AASB 134 'Interim Financial Reporting'. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 'Interim Financial Reporting'. These half year financial statements do not include notes of the type normally included in the annual financial statements and should be read in conjunction with the most recent annual financial statements and the Company's ASX announcements released from 1 July 2020 to the date of this report.

Basis of Preparation

The financial statements have been prepared on the basis of historical cost, except for the revaluation of certain non-current assets and financial instruments. Cost is based on the fair values of the consideration given in exchange for assets. All amounts are presented in Australian dollars, unless otherwise noted.

The accounting policies and methods of computation adopted in the preparation of the half year financial statements are consistent with those adopted and disclosed in the Consolidated Entity's financial statements for the financial year ended 30 June 2020.

New, revised or amending Accounting Standards and Interpretations adopted

The Consolidated Entity has adopted all of the new, revised or amending Accounting Standards and Interpretations issued by the AASB that are mandatory for the current reporting period.

Any new, revised or amending Accounting Standards or Interpretations that are not mandatory have not been early adopted. These are not expected to have a material impact on the Consolidated Entity's financial statements.

Change in application of an Accounting Standard

The Consolidated Entity's investment in Strike Resources Limited (ASX:SRK) was previously regarded as an investment in a Non-Current Asset Held For Sale and was accounted for under AASB 5. However, the Consolidated Entity believes that the investment in SRK should be accounted for at fair value under AASB 9 (Financial Instruments) for the following reasons:

- (i) The Consolidated Entity satisfies the definition of an investment entity under AASB 10 (Consolidated Financial Statements); and
- (ii) Notwithstanding the Consolidated Entity has a greater than 20% (21.27% as at 31 December 2020) interest in SRK, the Consolidated Entity has not accounted for SRK as an Associate entity under AASB 128 (Investments in Associates and Joint Ventures), in reliance on AASB 128 para 18, which permits the Consolidated Entity to elect to measure an investment in an Associate entity at fair value through profit or loss in accordance with AASB 9 (Financial Instruments).

The Consolidated Entity believes that adopting this classification in the measurement of the investment in SRK allows for consistent and appropriate financial reporting and a better understanding of the financial position of the Consolidated Entity.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the half year ended 31 December 2020

2. REVENUE

The consolidated profit/(loss) before income tax includes the following items of revenue:	31 Dec 20	31 Dec 19
	\$	\$
Investment		
Interest revenue	783	388
	<u>783</u>	<u>388</u>
Other		
Net gain on financial assets at fair value through profit or loss	5,116,820	74,938
Other income	50,000	-
	<u>5,167,603</u>	<u>75,326</u>

3. EXPENSES

The consolidated profit/(loss) before income tax includes the following items of expenses:		
Technology operations		
Amortisation of software development assets	-	88,291
Other expenses	-	128,309
Corporate expenses		
ASX and CHESS fees	10,122	24,170
ASIC fees	1,286	2,266
Share registry	3,330	4,074
Other corporate expenses	4,191	4,839
Occupancy expenses	11,955	25,641
Investment expenses		
Subscriptions	7,357	7,491
Finance expenses	(634)	3,326
Administration expenses		
Salaries, fees and employee benefits	184,667	181,083
Performance bonus scheme (provision)	141,459	-
Accounting, taxation and related administration	41,699	44,408
Office administration	15,529	48,546
Audit	7,150	7,150
Legal fees	385	506,755
Travel, accommodation and incidentals	(57)	1,003
Insurance	10,674	9,768
Depreciation	971	1,821
Other administration expenses	15,719	15,068
	<u>455,803</u>	<u>1,104,009</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the half year ended 31 December 2020

4. SEGMENT INFORMATION

31 Dec 20	Investments	Technology operations	Corporate	Total
	\$	\$	\$	\$
Segment revenues				
Revenue	-	-	783	783
Other	5,116,820	-	50,000	5,166,820
Total segment revenues	5,116,820	-	50,783	5,167,603
Segment expenses				
Investment expenses	22,581	-	-	22,581
Administration expenses	-	-	15,719	15,719
Other expenses	-	-	417,503	417,503
Total segment gain/(loss)	5,094,239	-	(382,439)	4,711,800
31 Dec 20				
Segment assets				
Cash and cash equivalents	-	-	1,792,261	1,792,261
Financial assets	8,525,058	-	-	8,525,058
Other assets	-	-	115,411	115,411
Total segment assets	8,525,058	-	1,907,672	10,432,730
31 Dec 19				
Segment revenues				
Revenue	74,938	-	-	74,938
Other	-	-	388	388
Total segment revenues	74,938	-	388	75,326
Segment expenses				
Technology operations	-	217,985	-	217,985
Investment expenses	7,491	-	-	7,491
Administration expenses	-	1,881	15,068	16,949
Other expenses	-	-	861,584	861,584
Total segment gain/(loss)	67,447	(219,866)	(876,264)	(1,028,683)
30 Jun 20				
Segment assets				
Cash and cash equivalents	-	-	81,264	81,264
Financial assets	2,835,191	-	-	2,835,191
Non-current asset held for sale	2,364,907	-	-	2,364,907
Other assets	-	-	467,414	467,414
Total segment assets	5,200,098	-	548,678	5,748,776

Liabilities

Liabilities are not reported to the Board of Directors by segment. All liabilities are assessed at a Consolidated Entity level.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the half year ended 31 December 2020

5. EARNINGS PER SHARE	31 Dec 20	31 Dec 19
	cents	cents
Basic and diluted earnings/(loss) per share	6.19	(1.35)
The following represents the profit/(loss) and weighted average number of shares used in the EPS calculations:	31 Dec 20	31 Dec 19
	\$	\$
Net profit/(loss) after income tax	4,711,800	(1,028,683)
	Shares	Shares
Weighted average number of ordinary shares	76,127,918	76,127,918

6. CASH AND CASH EQUIVALENTS	31 Dec 20	30 Jun 20
	\$	\$
Cash at bank and in hand	1,792,261	81,264

7. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Current

Investment in Strike Resources Limited (ASX:SRK)	7,357,489	2,364,907
Investment in Keybridge Capital Limited (ASX:KBC)	1,400	2,187,300
Other listed investments at fair value	814,672	352,364
Units in unlisted managed funds	351,497	295,527
	8,525,058	5,200,098

8. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

Fair value hierarchy

The following tables present the Consolidated Entity's financial assets and liabilities measured and recognised at fair value at 31 December 2020 categorised by the following levels:

- (a) Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- (b) Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices); and
- (c) Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

31 Dec 20	Level 1	Level 2	Level 3	Total
	\$	\$	\$	\$
Financial assets at fair value through profit or loss:				
Listed investments at fair value	8,173,561	-	-	8,173,561
Units in unlisted managed funds	-	351,497	-	351,497
	8,173,561	351,497	-	8,525,058

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the half year ended 31 December 2020

8. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (continued)

30 Jun 20	Level 1	Level 2	Level 3	Total
	\$	\$	\$	\$
Financial assets at fair value through profit or loss:				
Listed investments at fair value	2,717,271	-	2,187,300	4,904,571
Units in unlisted managed funds	-	295,527	-	295,527
	<u>2,717,271</u>	<u>295,527</u>	<u>2,187,300</u>	<u>5,200,098</u>

The investment in Keybridge Capital Limited (ASX:KBC) has transferred from Level 3 to Level 1 due to KBC's reinstatement to official quotation on the ASX on 10 December 2020; KBC's securities were previously suspended from trading on ASX on 16 July 2019.

There have been no other transfers between the levels of the fair value hierarchy during the financial half year.

(a) Valuation techniques

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques such as the use of quoted market prices or dealer quotes for similar instruments. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

The fair value of the unlisted units in managed funds is determined from unit price information provided by the fund, and as such, this financial instrument is included in Level 2.

(b) Level 3 fair value measurements

If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3. Investments in unlisted shares are considered Level 3 investments as their fair value is unable to be derived from market data. The Directors assess the fair value of these investments based on information obtained from the companies directly.

Unobservable inputs such as earnings growth in respect of unlisted securities are estimated based on market information for similar type of companies. At balance date the investment in unlisted shares has been fully impaired.

(c) Fair values of other financial instruments

		31 Dec 20	30 Jun 20
Financial assets	Note	\$	\$
Cash and cash equivalents	6.	1,792,261	81,264
Receivables		107,893	450,149
		<u>1,900,154</u>	<u>531,413</u>
Financial liabilities			
Payables		<u>(152,817)</u>	<u>(163,534)</u>

Due to their short-term nature, the carrying amounts of cash, current receivables and current payables is assumed to approximate their fair value.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the half year ended 31 December 2020

9. RELATED PARTY TRANSACTIONS

(a) Transactions with key management personnel (KMP)

During the half year, the Company advanced \$241,232 loan funds in respect of William Johnson's legal costs incurred in circumstances where Mr Johnson's Director's Deed with the Company provides a procedure for the advancement of monies in this regard. The Board agreed to advance these funds in accordance with the relevant provision of Mr Johnson's Director's Deed and subject also to various conditions agreed with Mr Johnson, including advancing indemnity claims vis a vis third-parties and insurance claims and a review of the position thereafter. The Company and Mr Johnson have also each reserved their respective rights in the matter.

10. CONTINGENCIES

Directors' Deeds

The Company has entered into Deeds of Indemnity with each of its Directors indemnifying them against liability incurred in discharging their duties as Directors/Officers of the Consolidated Entity. It is not possible to quantify the potential financial obligation of the Consolidated Entity under these indemnities.

11. EVENTS OCCURRING AFTER THE REPORTING PERIOD

- (a) The share price of Strike Resources Limited (ASX:SRK) has increased significantly since the balance date, from 14 cents to a last bid price of 19.5 cents (on 25 February 2021). This translates to an unrealised net gain of \$2.89 million (in respect of 52,553,493 shares) post-balance date, which is equivalent to 3.8 cents (pre and post tax) per Bentley share (based on the Company's issued capital of 76,127,918 shares).

No other matter or circumstance has arisen since the end of the financial half year that significantly affected, or may significantly affect, the operations of the Consolidated Entity, the results of those operations, or the state of affairs of the Consolidated Entity in future financial years.

DIRECTORS' DECLARATION

In accordance with a resolution of the Directors of Bentley Capital Limited made pursuant to sub-section 303(5) of the *Corporations Act 2001*, we state that:

In the opinion of the Directors:

- (1) The financial statements and notes of the Consolidated Entity are in accordance with the *Corporations Act 2001*, including:
 - (a) giving a true and fair view of the Consolidated Entity's financial position as at 31 December 2020 and of its performance for the half year ended on that date; and
 - (b) complying with Accounting Standards AASB 134 "Interim Financial Reporting", *Corporations Regulations 2001* and other mandatory professional reporting requirements; and
- (2) There are reasonable grounds to believe that the Consolidated Entity will be able to pay its debts as and when they become due and payable.

On behalf of the Board,



Farooq Khan
Chairman



Simon Cato
Non-Executive Director and
Chairman of the Audit Committee

26 February 2021



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**INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF
BENTLEY CAPITAL LIMITED**

Report on the Review of the Half-Year Financial Report

Conclusion

We have reviewed the half-year financial report of Bentley Capital Limited ("the Company"), and its controlled entities ("the Group"), which comprises the consolidated statement of financial position as at 31 December 2020, the consolidated statement of profit and loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the half-year ended on that date, a summary of significant accounting policies and other explanatory information, and the directors' declaration.

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the accompanying half-year financial report of the Group does not comply with the *Corporations Act 2001* including:

- (i) giving a true and fair view of the Group's financial position as at 31 December 2020 and of its performance for the half-year ended on that date; and
- (ii) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

Basis for Conclusion

We conducted our review in accordance with ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*. Our responsibilities are further described in the *Auditor's Responsibilities for the Review of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* ("the Code") that are relevant to our audit of the annual financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001* which has been given to the directors of the Company would be in the same terms if given to the directors as at the time of this auditor's review report.





Directors' Responsibility for the Financial Report

The directors of the Company are responsible for the preparation of the half-year financial report that gives a true and fair view in accordance with the Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the half-year financial report that gives a true and fair view and is free from material misstatement whether due to fraud or error.

Auditor's Responsibility for the Review of the Half-Year Financial Report

Our responsibility is to express a conclusion on the half-year financial report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including giving a true and fair view of the Group's financial position as at 31 December 2020 and its performance for the half-year ended on that date, and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Rothsay Auditing

Dated 26 February 2021

**Daniel Dalla
Partner**

SECURITIES INFORMATION

as at 31 December 2020

DISTRIBUTION OF LISTED ORDINARY SHARES

Spread	of	Holdings	Number of Holders	Number of Shares	% of Total Issued Capital
1	-	1,000	230	107,348	0.141%
1,001	-	5,000	560	1,705,607	2.240%
5,001	-	10,000	303	2,234,111	2.935%
10,001	-	100,000	429	12,242,386	16.081%
100,001	-	and over	71	59,838,466	78.603%
TOTAL			1,593	76,127,918	100.00%

UNMARKETABLE PARCELS

Spread	of	Holdings	Number of Holders	Number of Shares	% of Total Issued Capital
1	-	7,042	935	2,686,886	3.529%
7,043	-	over	658	73,441,032	96.471%
TOTAL			1,593	76,127,918	100.00%

An unmarketable parcel is considered, for the purposes of the above table, to be a shareholding of 7,042 shares or less, being a value of \$500 or less in total, based upon the Company's last sale price on ASX as at 31 December 2020 of \$0.071 per share.

SUBSTANTIAL SHAREHOLDERS

Substantial Shareholders	Registered Shareholder	Number of Shares Held	% Voting Power
Queste Communications Ltd (ASX:QUE)	QUE OEQ	1,225,752 20,513,783	28.56% ⁽¹⁾
Mr Azhar Chaudhri, Renmuir Holdings Limited and Chi Tung Investments Ltd	QUE OEQ	1,225,752 20,513,783	28.56% ⁽²⁾
Orion Equities Limited (ASX:OEQ)	OEQ	20,513,783	26.95% ⁽³⁾
Farooq Khan	Farooq Khan Mr Farooq Khan & Ms Rosanna De Campo	3,967,586 7,750,000	15.39% ⁽⁴⁾
Charles W Rockefeller Pty Ltd	Charles W Rockefeller Pty Ltd	4,042,232	5.31% ⁽⁵⁾
Colin and Robin Vaughan	Mr Colin John Vaughan + Mrs Robin Vaughan	3,901,137	5.12% ⁽⁶⁾

Notes:

- (1) Based on the last substantial shareholding notice filed by QUE dated 7 June 2016 (updated to reflect current percentage voting power).
- (2) Based on the last substantial shareholding notice filed by Azhar Chaudhri dated 2 May 2012 (updated to reflect current registered shareholdings and percentage voting power).
- (3) Based on the last substantial shareholding notice filed by OEQ dated 23 May 2006 (updated to reflect current registered shareholdings and percentage voting power).
- (4) Based on the initial substantial shareholding notice filed by Farooq Khan dated 22 March 2017 (updated to reflect current registered shareholdings and percentage voting power).
- (5) Based on the initial substantial shareholding notice filed by Charles W Rockefeller Pty Ltd dated 4 October 2016 (updated to reflect current registered shareholding and percentage voting power).
- (6) Based on the initial substantial shareholding notice filed by Colin and Robin Vaughan dated 25 September 2020

SECURITIES INFORMATION

as at 31 December 2020

TOP TWENTY ORDINARY FULLY PAID SHAREHOLDERS

Rank	Shareholder	Shares Held	Total Shares Held	% Issued Capital
1	ORION EQUITIES LIMITED		20,513,783	26.95%
2	MR FAROOQ KHAN	3,967,586		
	MR FAROOQ KHAN + MS ROSANNA DE CAMPO	7,750,000		
	Sub-total		11,717,586	15.39%
3	CHARLES W ROCKEFELLER PTY LTD		4,042,232	5.31%
4	MR COLIN JOHN VAUGHAN + MRS ROBIN VAUGHAN		3,492,352	4.59%
5	MR NICK MASI		2,000,000	2.63%
6	MR JOHN ROBERT DILLON		1,489,019	1.96%
7	QUESTE COMMUNICATIONS LIMITED		1,225,752	1.61%
8	MR EMIDIO MASI		732,625	0.96%
9	INGARSBY PTY LTD		730,000	0.96%
10	EDDAGATE PTY LIMITED		700,000	0.92%
11	SPARRE INVESTMENTS PTY LTD		600,000	0.79%
12	MR PETER JEREMY LEGGE + MRS JENNIFER ANNE LEGGE		555,808	0.73%
13	MR PAUL GERARD GRAFEN		536,789	0.71%
14	MR PERCY SOHRAB MADON + MRS FARAH PERCY MADON		500,000	0.66%
15	CONVEST PTY LIMITED		500,000	0.66%
16	FAP MADON PTY LTD		500,000	0.66%
17	KJ & ML GILROY PTY LTD		500,000	0.66%
18	MR BARRY ROBERT LEANE + MRS LYNETTE JULIE LEANE		371,079	0.49%
19	RAYANN PTY LTD		327,912	0.43%
20	MR REGAN CHERITON + MS PAULA JOAN O'TOOLE		327,566	0.43%
TOTAL			51,362,503	67.50%