

BENTLEY EQUITIES LIMITED

ABN 87 008 108 218

Proxy Form

All correspondence to:

Registries Limited

P O Box R67

Royal Exchange, Sydney NSW 1223

Enquiries (within Australia) 02 9290 9600

(outside Australia) 61 2 9290 9600

Facsimile 61 2 9279 0664

www.registriesltd.com.au

Mark this box with an 'X' if you have made any changes to your address details (see reverse)

Reference Number

Appointment of Proxy

I/We being a member/s of Bentley Equities Limited and entitled to attend and vote hereby appoint

The Chairman of the Meeting (mark with an 'X')
OR

Write here the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Bentley Equities Limited to be held at History House, 133 Macquarie Street, Sydney on Tuesday 28 October 2003 at 9 am. and at any adjournment of that meeting.

Voting directions to your proxy - please mark to indicate your directions

IMPORTANT: FOR ITEM <3> BELOW

If the Chairman of the Meeting is to be your proxy and you have not directed your proxy how to vote on Item <3> below, please place a mark in this box. By marking this box you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of that Item and that votes cast by him, other than as proxy holder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Item <3> and your votes will not be counted in computing the required majority if a poll is called on this Item. The Chairman of the Meeting intends to vote undirected proxies in favour of Item <3>.

Ordinary Business

For Against Abstain*

Item 2 To re-elect Mr. Clive Powell as a director

Item 3 Change of mandate

Item 4 Deferral of winding up provision

Item 5 To elect Mr. Brendan J.Foley as a director

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

PLEASE SIGN HERE

Individual or
Securityholder 1

Sole Director and
Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company
Secretary

Contact Name

Contact Daytime Telephone

Date

How to complete the Proxy Form

1. Your Name and Address

This is your name and address as it appears on the share register of Bentley Equities Limited. If this information is incorrect, please mark the box and make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.

2. Appointment of Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting, please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy and vote on your behalf. A proxy need not be a securityholder of Bentley Equities Limited.

3. Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy will vote as her or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

4. Appointment of Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form.

To appoint a second proxy, you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) Return both forms together in the same envelope.

5. Signing Instructions

You must sign this form as follows in the spaces provided:

- Joint Holding: Where the holding is in more than one name, all of the securityholders must sign
- Power of Attorney: To sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified copy of the Power of Attorney to this form when you return it.
- Companies: Where the company has a Sole Director who is also the Sole Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001 does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with another Director or Company Secretary. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the meeting the appropriate 'Certificate of Appointment of Corporate Representative' should be produced prior to admission. A form of the certificate may be obtained from the share registry of Bentley Equities Limited.

Lodgment of Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged using the reply paid envelope or:

By posting, delivery or facsimile to Bentley Equities Limited share registry at the address opposite.

Bentley Equities Limited share registry
Registries Limited
P O Box R67,
Royal Exchange
Sydney NSW 1223
Australia

Facsimile 61 2 9279 0664