

**CONTENT
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8 February 2016

ASX Compliance Pty Ltd
20 Bridge Street
Sydney NSW 2000

Dear Sir/Madam

Late Lodgement of Appendix 3Y

We refer to the attached Appendix 3Y for Mr Richard Celarc, a director of OPUS Group Limited (ASX:OPG), who received 61,645 OPG shares as a result of an in specie distribution by the Knox funds to their investors on 15 June 2015.

ASX Listing Rule LR 3.19A requires an Appendix 3Y to be lodged within 5 business days of a director or his related party acquiring additional shares in the company. The delay in lodgement of an Appendix 3Y for Mr Celarc was due to administrative oversight associated with the passive nature of the acquisition (being a distribution from a third party for no cash payment).

We confirm that throughout the relevant period, OPG had (and continues to have) sound policies and procedures in place which are enforced to facilitate compliance with ASX Listing Rules 3.19A and 3.19B and all other ASX Listing Rule and Corporations Act requirements in relation to announcements. The failure to lodge the Appendix 3Y within the required time frame in this instance was due to circumstance and not due to a lack or inadequacy of compliance arrangements.

Yours sincerely

OPUS Group Limited

A handwritten signature in black ink, appearing to read "Virginia Lee", with a stylized flourish at the end.

Virginia Lee
Company Secretary
OPUS Group Limited

OPUS Group Limited A.B.N. 48 006 162 876

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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 30/09/01 Amended 01/01/11

Name of entity	OPUS Group Limited
ABN	48 006 162 876

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	Richard Francis Celarc
Date of last notice	3 November 2014

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.	Interest of related party
Date of change	15 June 2015
No. of securities held prior to change	Richard Celarc as trustee for the Richard Celarc Family Trust - 9,346,206 fully paid ordinary shares Navigator Australia Limited (ACN 006 302 987) as custodian for Richard Celarc - 8,388 fully paid ordinary shares D.M.R.A. Property Pty Limited (ACN 060 152 347) - 2,918,408 fully paid ordinary shares
Class	Ordinary shares
Number acquired	61,645

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Number disposed	NIL
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$26,507.35
No. of securities held after change	Richard Celarc as trustee for the Richard Celarc Family Trust - 9,407,851 fully paid ordinary shares Navigator Australia Limited (ACN 006 302 987) as custodian for Richard Celarc - 8,388 fully paid ordinary shares D.M.R.A. Property Pty Limited (ACN 060 152 347) - 2,918,408 fully paid ordinary shares
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Off-market distribution by Knox funds

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 <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
Interest after change	N/A

+ See chapter 19 for defined terms.

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Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

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