

**Minute of a Circulating Resolution of the Directors of  
ImpediMed Ltd A.C.N. 089 705 144  
dated Monday 1 October 2007**

**1. AUTHORISING:** Mel Bridges (“MB”) Director / Chair  
Greg Brown (“GB”) Director  
Jim Hazel (“JH”) Director  
Cherrell Hirst (“CH”) Director  
Martin Kriewaldt (“MK”) Director

**2. XITRON ACQUISITION:** It is noted that at a meeting on 6<sup>th</sup> September 2007 the board approved the closing of the acquisition of the shares of Xitron Technologies, Inc, to follow the opening of ImpediMed Limited’s Initial Public Offer.

Consequently management has proceeded to attend to the closing of the acquisition.

Following an inventory count, and several days of reviewing and refining an estimated Balance Sheet as at 30<sup>th</sup> Sep 2007, the initial working capital adjustment has been calculated, and it has been agreed with the Xitron shareholders that it should allow for a provision for unexpected issues that might emerge in preparing the final balance sheet at closing. That provision has been made for just in excess of \$US 100,000, and the up front consideration shares have been adjusted from 2,132,509 shares to 2,041,318.

The board resolve to issue 2,041,318 shares subject to the ASX Mandatory Escrow agreements that have been signed by the Xitron Vendors as follows:

Stephen Conway  
Apartment 1802  
700 Front Street  
San Diego CA 92126  
United States of America  
325,773 ordinary ImpediMed Limited shares

Dennis Bourque  
10370 Rue Mont Grenoble  
San Diego CA 92131  
United States of America  
564,061 ordinary ImpediMed Limited shares

Stephen Smith  
13,401 Stone Canyon Road,  
Poway CA 92064  
United States of America  
538,927 ordinary ImpediMed Limited shares

Mike Drotar  
920 Stratford Court  
Del Mar CA 92014  
United States of America  
154,347 ordinary ImpediMed Limited shares  
Dennis Schlaht  
2320 Ranchview Place

Escondido CA 92027  
United States of America  
121,964 ordinary ImpediMed Limited shares

Bruce Cairney  
7747 Margerum Avenue  
Apartment 227  
San Diego CA 92120  
United States of America  
195,432 ordinary ImpediMed Limited shares

Alan Armstrong  
9825 Via Rita  
Santee CA 92071  
United States of America  
18,850 ordinary ImpediMed Limited shares

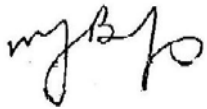
Steve St Amand  
8065 Berwyn Road  
San Diego CA 92126  
United States of America  
35,284 ordinary ImpediMed Limited shares

Chelsea Services, Inc  
Mr Deyan Spiridonov  
2244 Fort Stockton  
San Diego CA 92103  
United States of America  
42,212 ordinary ImpediMed Limited shares

Carl Sanchez  
4951 Cuncannon Ct.  
San Diego CA 92130  
United States of America  
42,212 ordinary ImpediMed Limited shares

Matthew Leitner  
11117 Blythe Road  
San Diego CA 92126  
United States of America  
2,256 ordinary ImpediMed Limited shares

**SIGNED BY ALL DIRECTORS AS A TRUE AND CORRECT RECORD OF THE RESOLUTION**



Mel Bridges Director & Chairman



Greg Brown Director & CEO




Martin Kriewaldt Director



Dr Cherrell Hirst Director



Jim Hazel Director



Dr Michael Panaccio Director