



28 October 2013

ASX RELEASE

ASX ANNOUNCEMENT – Issuance and Forfeiture of Options

Brisbane, Australia - **ImpediMed Limited** (ASX: IPD) (the “**Company**”) issues a 3B to report the issuance of 450,000 options and cancellation or expiration of 333,334 options under the CEO option plan or the Employee Stock Option Plans.

The issuance of certain options (unquoted) under the Employee Stock Option Plans is as follows:-

- Issue of 300,000 Options (unquoted) under Employee Stock Option Plans (ESOP) with an exercise price of A\$0.18, and exercisable when IPD share price reaches \$0.50; expiring in three tranches:
 - 100,000 expiring 31 December 2018;
 - 100,000 expiring 31 December 2019; and
 - 100,000 expiring 31 December 2020;
- Issue of 150,000 Options (unquoted) under Employee Stock Option Plans (ESOP) with an exercise price of A\$0.18; expiring in two tranches:
 - 75,000 expiring 31 December 2018; and
 - 75,000 expiring 31 December 2019;

The expiration of certain options (unquoted) under the CEO Option Plan are as follows:-

- 166,667 with an exercise price of A\$0.87; and
- 166,667 with an exercise price of A\$0.90;

The resulting issued Share and Option structure upon issuance and cancellation of the options detailed above is as follows:

▪ Quoted Fully Paid Ordinary Shares	181,229,055
▪ Unquoted Fully Paid Ordinary Shares (restricted)	85,000
▪ Unquoted Options	18,984,302

Stephen Denaro
Company Secretary

ENDS

For further information contact:

Stephen Denaro

About ImpediMed

ImpediMed Limited is the world leader in the development and distribution of medical devices employing Bioimpedance Spectroscopy (BIS) technologies for use in the non-invasive clinical assessment and monitoring of fluid status. ImpediMed's primary product range consists of a number of medical devices that aid surgeons, oncologists, therapists and radiation oncologists in the clinical assessment of patients for the potential onset of secondary lymphoedema. Pre-operative clinical assessment in cancer survivors, before the onset of symptoms, may prevent the condition from becoming a lifelong management issue and thus improve the quality of life of the cancer survivor. ImpediMed has the first medical device with an FDA clearance in the United States to aid health care professionals clinically assess secondary unilateral lymphoedema of the arm and leg in women and the leg in men.

For more information, visit www.impedimed.com.au

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

ImpediMed Limited

ABN

65 089 705 144

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|--|
| 1 | +Class of +securities issued or to be issued | Options (Unquoted) under ESOP |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 450,000 Options (unquoted) under ESOP |
| | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Issue of 450,000 options under ESOP grant; exercise price is A\$0.18;
100,000 expiring on 31 December 2018;
100,000 expiring on 31 December 2019; and
100,000 expiring on 31 December 2020;
exercisable when IPD share price reaches \$0.50 per share.
75,000 expiring on 31 December 2018; and
75,000 expiring on 31 December 2019. |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

4	Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Yes, equally with other Options							
5	Issue price or consideration	Nil consideration							
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Grants under the Employee Share and Option Plan							
7	Dates of entering ⁺ securities into uncertificated holdings or despatch of certificates	24 October 2013							
8	Number and ⁺ class of all ⁺ securities quoted on ASX (including the securities in clause 2 if applicable)	<table><tr><th>Number</th><th>⁺Class</th></tr><tr><td>181,229,055</td><td>Ordinary Shares</td></tr><tr><td>85,000</td><td>Ordinary Shares (restricted)</td></tr></table>	Number	⁺ Class	181,229,055	Ordinary Shares	85,000	Ordinary Shares (restricted)	
Number	⁺ Class								
181,229,055	Ordinary Shares								
85,000	Ordinary Shares (restricted)								

⁺ See chapter 19 for defined terms.

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (<i>including</i> the securities in clause 2 if applicable)	<table><tr><th>Number</th><th>⁺Class</th></tr><tr><td>18,984,302 (after 333,334 expired or cancelled, and 450,000 granted)</td><td>Options</td></tr></table>	Number	⁺ Class	18,984,302 (after 333,334 expired or cancelled, and 450,000 granted)	Options
Number	⁺ Class					
18,984,302 (after 333,334 expired or cancelled, and 450,000 granted)	Options					
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)					

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	n/a
12	Is the issue renounceable or non-renounceable?	n/a
13	Ratio in which the ⁺ securities will be offered	n/a
14	⁺ Class of ⁺ securities to which the offer relates	n/a
15	⁺ Record date to determine entitlements	n/a
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	n/a
17	Policy for deciding entitlements in relation to fractions	n/a
18	Names of countries in which the entity has ⁺ security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	n/a
19	Closing date for receipt of acceptances or renunciations	n/a

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

20	Names of any underwriters	n/a
21	Amount of any underwriting fee or commission	n/a
22	Names of any brokers to the issue	n/a
23	Fee or commission payable to the broker to the issue	n/a
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders	n/a
25	If the issue is contingent on ⁺ security holders' approval, the date of the meeting	n/a
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	n/a
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	n/a
28	Date rights trading will begin (if applicable)	n/a
29	Date rights trading will end (if applicable)	n/a
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	n/a
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	n/a

⁺ See chapter 19 for defined terms.

32	How do ⁺ security holders dispose of their entitlements (except by sale through a broker)?	n/a
33	⁺ Despatch date	n/a

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) ☒ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders

36 ☐ If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories

1 - 1,000

1,001 - 5,000

5,001 - 10,000

10,001 - 100,000

100,001 and over

37 ☐ A copy of any trust deed for the additional ⁺securities

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of securities for which +quotation is sought	n/a				
39	Class of +securities for which quotation is sought	n/a				
40	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: - the date from which they do - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	n/a				
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another security, clearly identify that other security)	n/a				
42	Number and +class of all +securities quoted on ASX (including the securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 50%; padding: 5px;">Number</th> <th style="width: 50%; padding: 5px;">+Class</th> </tr> <tr> <td style="height: 100px; vertical-align: top; padding: 5px;">n/a</td> <td style="height: 100px; vertical-align: top; padding: 5px;">n/a</td> </tr> </table>	Number	+Class	n/a	n/a
Number	+Class					
n/a	n/a					

+ See chapter 19 for defined terms.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:
(Company secretary)

Date: 28 October 2013

Print name: Stephen Denaro.....
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+ See chapter 19 for defined terms.