

To: ASX Limited
Level 5, Riverside Centre
123 Eagle Street
Brisbane Qld 4000

UNDERTAKINGS

ImpediMed Limited (**Company**) has applied to be admitted to the official list of ASX Limited (**ASX**). ASX has approved the application of the Company on 9 October 2007 (**ASX's decision**) subject to compliance with a number of conditions including the provision by the Company of certain undertakings in favour of ASX in the form of a deed. This deed contains the undertakings requested by ASX for the purposes of the Company's application for admission to the official list.

All capitalised words not defined in this document have the same meaning given to them in ASX's decision.

By this Deed, the Company undertakes for the purposes of conditions 1.4, 1.5, 3.2.3 and 3.4.4 of ASX's decision that:

- (a) it will obtain restriction agreements from the holders of Tranche A Shares that restrict the ability of each holder to deal with their Tranche A Shares for a period of 12 months commencing on the latter of:
 - (i) the date the Tranche A Shares are issued; or
 - (ii) the date all of the restriction agreements are entered into; and
- (b) should Xitron satisfy any Milestone as a result of which additional fully paid ordinary shares are issued to the holders of Tranche A Shares (**Additional Shares**) within the 12 month period that the Tranche A Shares are subject to a restriction agreement, it will obtain restriction agreements in the form of Appendix 9A from the those holders that restrict their ability to deal with those Additional Shares for the remainder of the escrow period that applies to the Tranche A Shares.

Executed as a deed.

Executed by ImpediMed Limited)

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Company Secretary/Director-

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Name of Company Secretary/Director
(print)

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Director

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Name of Director (print)