

**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 6th 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 30th 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

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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

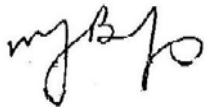
Steve St Amand
8065 Berwyn Road
San Diego CA 92126
United States of America
35,284 ordinary ImpediMed Limited shares

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



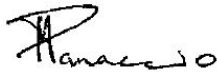
Martin Kriewaldt Director



Dr Cherrell Hirst Director



Jim Hazel Director



Dr Michael Panaccio Director

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