



ASX : IPD

30 April 2008

ASX ANNOUNCEMENT – APPENDIX 3B – ACQUISITION MILESTONE 1

ImpediMed Limited provides herewith an Appendix 3B for the issue of 757,118 ordinary shares in respect of Milestone 1 under the acquisition agreement for Xitron Technologies Inc, an acquisition completed on 1st October 2007. The negotiated consideration and milestone payments under this agreement which are all in the form of equity were priced at \$1.30, an 81% premium to the company's listing price of 72 cents, and a 63% premium to yesterday's closing price of 80 cents.

ImpediMed's securities on issue following the issue of these shares are summarised below.

ImpediMed Limited - Summary of securities on issue								
Instrument	Details	Quoting Status	Escrow Status	Escrow Release Date	Balance at 21-Dec-2007	Escrow Release 24-Apr-2008	New Issue 21-Apr-2008	Closing Balance
Ord Shares	Shares on Issue Pre-Prospectus	Quoted	Unrestricted	n/a	20,495,162	11,293,855		31,789,017
Ord Shares	Shares on Issue Pre-Prospectus	Quoted	Voluntary Escrow	24/04/2008	11,293,855	- 11,293,855		-
Ord Shares	Shares on Issue Pre-Prospectus	Quoted	Voluntary Escrow	24/10/2008	14,370,317			14,370,317
Ord Shares	Shares issued through IPO	Quoted	Unrestricted	n/a	25,000,000			25,000,000
Total Quoted Shares					71,159,334	-	-	71,159,334
Ord Shares	Shares on Issue Pre-Prospectus	Unquoted	Mandatory Escrow	24/10/2009	7,510,126			7,510,126
Ord Shares	Issue on Closing of Xitron Acquisition : 01-Oct-07	Unquoted	Mandatory Escrow	1/10/2008	2,041,318			2,041,318
Ord Shares	Issue Xitron Acq'n Working Cap Adj : 21 Dec 08	Unquoted	Mandatory Escrow	1/10/2008	120,212			120,212
Ord Shares	Issue Xitron Acq'n Milestone 1 : 21-Apr-08	Unquoted	Mandatory Escrow	1/10/2008			757,118	757,118
Total Shares on Issue					80,830,990	-	757,118	81,588,108
IPDO Opts	IPO Options issued through Prospectus on IPO	Quoted	Unrestricted	n/a	12,500,000			12,500,000
CEO Opts	Options on issue Pre-Prospectus	Unquoted	Restricted	24/10/2009	747,673			747,673
CEO Opts	Options issued to CEO through Prospectus	Unquoted	Restricted	24/10/2009	1,000,000			1,000,000
ESOP Opts	Options on issue Pre-Prospectus	Unquoted	Unrestricted	n/a	1,590,000			1,590,000
Total Options on Issue					15,837,673	-	-	15,837,673

The issue of the shares for Milestone 1 is consistent with the acquisition accounting reported in the company's financial statements for the period ended 31st December 2007, and related to a pro-rata achievement against a revenues test, and passing a break even test for calendar 2007.

As outlined in ImpediMed's prospectus there are three further potential milestone payments, which aligns the interests of ImpediMed shareholders and the ex-Xitron shareholders, most of whom are staff. These payments, if earned by achievement of the milestones, will also be payable in ImpediMed shares with the value tied to \$1.30 and potential share quantities already determined.

Phil Auckland
Chief Financial Officer &
Company Secretary

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 | Ordinary Shares (unquoted) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 757,118 |
| 3 | 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) | Fully Paid, subject to ASX mandatory Escrow until 1 st October 2008, and to remain unquoted until that time. |

+ See chapter 19 for defined terms.

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New issue announcement

<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • 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 	<p>Yes – Rank equally with all ordinary shares</p>						
<p>5 Issue price or consideration</p>	<p>\$1.30 Australian</p>						
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Issued in respect of milestone 1 under the agreement for the acquisition of Xitron Technologies, Inc. The acquisition accounting treatment reported at 31st Dec 2007 assumed the issue of 757,118 Shares for milestone 1, and thus the assets acquired with respect to the acquisition are as reported at 31st Dec 2007.</p>						
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>30th Apr 2008</p>						
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="722 1432 997 1465">Number</th> <th data-bbox="1002 1432 1273 1465">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="722 1465 997 1528">71,159,334</td> <td data-bbox="1002 1465 1273 1528">Ordinary Shares</td> </tr> <tr> <td data-bbox="722 1528 997 1686">12,500,000</td> <td data-bbox="1002 1528 1273 1686">IPO Options (ticker IPDO)</td> </tr> </tbody> </table>	Number	+Class	71,159,334	Ordinary Shares	12,500,000	IPO Options (ticker IPDO)
Number	+Class						
71,159,334	Ordinary Shares						
12,500,000	IPO Options (ticker IPDO)						

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9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the securities in clause 2 if applicable)	Number	⁺ Class
		10,428,774 3,337,673	Ordinary Shares Options
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Nil	

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 <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	n/a
19	Closing date for receipt of acceptances or renunciations	n/a

+ See chapter 19 for defined terms.

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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.

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Entities that have ticked box 34(b)

38 Number of securities for which
 +quotation is sought

39 Class of +securities for which
 quotation is sought

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

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)

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)		

+ 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: Date:
(Director/Company secretary)

Print name:

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+ See chapter 19 for defined terms.