

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme
ACN/ARSN

ImpediMed Limited
ACN 089 705 144

1. Details of substantial holder (1)

Name **Starfish Technology Fund 1, LP (Starfish) and each of the persons and entities listed in annexure 1 (Starfish Upstream Entities)**

ACN/ARSN (if applicable)

There was a change in the interests of the
substantial holder on 02/07/2009
The previous notice was given to the company on 05/06/2009
The previous notice was dated 05/06/2009

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	33,641,851	34.3%	33,682,742	30.9%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme, are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
2 nd Jul 2009	Masto Pty Ltd	Subscribe Entitlement Offer	\$16,284.80	25445 ordinary shares	Voting rights retained by the registered holder
2 nd July 2009	Trujon Investment Holdings	Subscribe Entitlement Offer	\$8,462.72	13,223 ordinary shares	Voting rights retained by the registered holder
2 nd July 2009	John Dyson & Joyce Dyson	Subscribe Entitlement Offer	\$1,422.72	2,223 ordinary shares	Voting rights retained by the registered holder
2 nd July 2009 - Change in voting power as a result of an increase in issued shares by 10,889,278 ordinary shares					

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Starfish	Candlegrove Pty Ltd	Candlegrove Pty Ltd	Escrow agreement between ImpediMed Limited and Candlegrove Pty Ltd	16,331 ordinary shares	Voting rights retained by the registered holder
Starfish	Cherrell Hirst	Cherrell Hirst	Escrow agreement between ImpediMed Limited and Cherrell Hirst	69,826 ordinary shares	Voting rights retained by the registered holder

Starfish	Colin Frederick Brown and Lynette Anne Brown	Colin Frederick Brown and Lynette Anne Brown	Escrow agreement between ImpediMed Limited and Colin Frederick Brown and Lynette Anne Brown	6,364 ordinary shares	Voting rights retained by the registered holder
Starfish	Greg Brown	Greg Brown	Escrow agreement between ImpediMed Limited and Greg Brown	3,123,324 ordinary shares	Voting rights retained by the registered holder
Starfish	Klemzig Pty Ltd	Klemzig Pty Ltd	Escrow agreement between ImpediMed Limited and Klemzig Pty Ltd	86,791 ordinary shares	Voting rights retained by the registered holder
Starfish	Melvyn Bridges and Lucille Bridges	Bridges Super Fund	Escrow agreement between ImpediMed Limited and Melvyn Bridges and Lucille Bridges	69,826 ordinary shares	Voting rights retained by the registered holder
Starfish	Parma Corporation Pty Ltd	Bridges Family Trust	Escrow agreement between ImpediMed Limited and Parma Corporation Pty Ltd	4,137,664 ordinary shares	Voting rights retained by the registered holder
Starfish	Biophys Pty Ltd	Biophys Pty Ltd	Escrow agreement between ImpediMed Limited and Biophys Pty Ltd	739,130 ordinary shares	Voting rights retained by the registered holder
Starfish	Roxanne Pty Ltd	Roxanne Pty Ltd	Escrow agreement between ImpediMed Limited and Roxanne Pty Ltd	739,130 ordinary shares	Voting rights retained by the registered holder
Starfish	Starfish	Starfish	Registered holder	24,285,465 ordinary shares	24,285,265 votes
Starfish Upstream Entities	Starfish	Starfish	Refer Annexure A	24,285,465 ordinary shares	Voting rights retained by the registered holder
Christiana Panaccio	Masto Pty Ltd	Masto Pty Ltd	Refer Annexure A	254,445 ordinary shares	Voting rights retained by the registered holder
John Dyson and Trudie Horsfall	Trujon Investment Holdings Pty Ltd	Trujon Investment Holdings Pty Ltd	Refer Annexure A	132,223 ordinary shares	Voting rights retained by the registered holder
John Dyson	Joyce Dyson	Joyce Dyson	Refer Annexure A	22,223 ordinary shares	Voting rights retained by the registered holder

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

6. Addresses

The addresses of the persons named in this form are as follows:

Name	Address
Starfish Ventures Pty Ltd	Level 1, 120 Jolimont Road, Jolimont, Vic 3002
Michael Panaccio	122 Hill Road, Balwyn North, Vic 3104
Christiana Panaccio	122 Hill Road, Balwyn North, Vic 3104
Masto Pty Ltd	122 Hill Road, Balwyn North, Vic 3104
Micana Super Fund	122 Hill Road, Balwyn North, Vic 3104
Micana Family Trust	122 Hill Road, Balwyn North, Vic 3104
John Dyson	13 Simpson Street, East Melbourne Vic 3002
Trudie Horsfall	13 Simpson Street, East Melbourne Vic 3002
Trujon Investment Holdings Pty Ltd	13 Simpson Street, East Melbourne Vic 3002

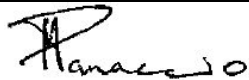
Trujon Super Fund Trust	13 Simpson Street, East Melbourne Vic 3002
Trujon Family Trust	13 Simpson Street, East Melbourne Vic 3002
ImpediMed Limited	Unit 1, 50 Parker Court, Pinkenba QLD 4008
Candlegrove Pty Ltd	114 East Terrace, Adelaide, South Australia
Cherrell Hirst	525 Fig Tree Pocket Road, Fig Tree Pocket, Queensland
Colin Frederick & Lynette Anne Brown	26 Anchorage Drive, Raby Bay, Queensland
Greg Brown	23 Boyd Street, Bowen Hills, Queensland
Klemzig Pty Ltd	Riverside Centre, Level 31, 123 Eagle Street, Brisbane, Queensland
Melvyn Bridges	89 Geldart Road, Chandler, Queensland
Parma Corporation Pty Ltd	195 Vulture Street, South Brisbane, Queensland
Biophys Pty Ltd ACN 111 517 956	Level 1, 34 High Street, Southport, Queensland
Roxanne Pty Ltd ACN 110 755 345	Level 6, 120 Edward Street, Brisbane, Queensland
Starfish Technology Fund 1 LP	66 Jolimont Street, Jolimont, Victoria
Statewide Superannuation Pty Ltd ACN 008 099 223	Statewide House, Level 1, 99 Gawler Place, Adelaide, South Australia
Versant Venture Capital III LP	3000 Sand Hill Road, Building 4, Suite 210, Menlo Park, California, USA
Westscheme Pty Ltd ACN 009 194 218	Level 13, Adelaide Terrace, Perth, Western Australia

Signature

print name MICHAEL PANACCIO

capacity DIRECTOR OF STARFISH VENTURES PTY LTD

sign here



date 7 / Jul / 2009

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg, a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
 See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

This is Annexure 1 of 1 page referred to in ASIC Form 604 – Notice of change of interests of substantial holder

Names of other substantial holders:

- Starfish Ventures Pty Ltd
- Christiana Panaccio
- Micana Family Trust
- John Dyson
- Trudie Horsfall
- Trujon Family Trust

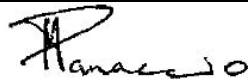
Holder of relevant interest	Nature of relevant interest
Starfish	ImpediMed Limited has power to control the exercise of a power to dispose of shares. ¹ Starfish has a deemed relevant interest under section 608(3) of the Corporations Act as it has voting power in ImpediMed Limited of above 20%.
Starfish Ventures Pty Ltd (SV)	Power to control disposal and voting of Starfish's ordinary shares as investment manager of Starfish.
Christiana Panaccio	Joint holder of >20% voting power (with Michael Panaccio) in SV.
Christiana Panaccio	Controller of Masto Pty Ltd (MPL) which holds 254,445 ordinary shares.
Micana Family Trust	Beneficially entitled to, and power to control, Michael Panaccio's and Christiana Panaccio's holding in SV.
John Dyson	Controller and joint holder of >20% voting power (with Trudie Horsfall) in SV.
John Dyson	Joint controller and holder of >20% voting power in Trujon Investment Holdings Pty Ltd (TIH) which is trustee of Trujon Super Fund which beneficially holds 132,223 shares.

Signature

print name MICHAEL PANACCIO

capacity DIRECTOR OF STARFISH VENTURES PTY LTD

sign here



date 7 / Jul / 2009