

ENFORCEABLE UNDERTAKING
AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION
AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION ACT
SECTION 93AA

The commitments in this Undertaking are offered to the Australian Securities and Investments Commission ("ASIC") by:

MDSnews.Com Limited (ACN 072 209 762)

Level 5

'Exchange House'

10 Bridge Street

Sydney NSW 2000

1. BACKGROUND

- 1.1 On 17 May 2000 MDSnews.Com Limited ACN 072 209 762 (the "Company") lodged with ASIC a prospectus dated 17 May 2000 pursuant to section 718 of the Corporations Law (the "Law") ("Prospectus"). The Prospectus offers to issue 16,000,000 shares at \$0.50 to raise a total of \$8,000,000 for the Company and offering for sale 8,000,000 shares owned by the Chief Executive Officer of the Company, Leon Hinde for \$0.50.
- 1.2 On 2 June 2000 ASIC made an interim order under subsection 739(3) of the Law ("Interim Order") The Interim Order was issued because ASIC formed the view that the offer of securities under the Prospectus would contravene section 728 of the Law, and it considered that any delay in making an order under subsection 739(i) of the Law pending the holding of a hearing would be prejudicial to the public interest.
- 1.3 Specifically ASIC has formed the view that the Company has omitted to include in the Prospectus material required by section 710 of the Law by reason of the fact the Prospectus:

- (a) does not disclose sufficient information concerning how \$3,000,000 of the funds raised under the Prospectus will be invested by Trade Tech Asset Management Pty Limited, the plans for future investments by Trade Tech Asset Management Pty Limited and the skills and expertise of the directors of Trade Tech Asset Management Pty Limited, so as to enable investors to make an informed assessment of the prospects of the Company;
- (b) does not contain sufficient disclosure concerning the "Trade Tech Market Analyser", a trading software product, the sales of which represent the largest source of revenue for the Company. This is information that investors would reasonably expect to find in the Prospectus to enable them to make an informed assessment of the prospects of the Company; and
- (c) does not contain sufficient disclosure concerning the basis of making the assumptions for the projected profit and loss statement for the company that is contained in the Prospectus. This is information that investors and their professional advisers would reasonably expect to find in the Prospectus for the purpose of making an informed assessment of the prospects of the Company.

- 1.4 The Interim Order directs the Company not to allot or issue any further securities to which the Prospectus related pending the holding of a final hearing under subsection 739(2) of the Law.
- 1.5 ASIC has the power, following a hearing under subsection 739(1) of the Law, to make a final order in terms of the Interim Order.
- 1.6 ASIC has agreed to accept the commitments in this undertaking as an alternative to its exercise of the powers referred to in Clause 1.5 above.

2. UNDERTAKING

2.1 Pursuant to section 93AA of the Australian Securities and Investments Commission Act, the Company undertakes, from the date of this undertaking, that it will:

- (a) not issue the Prospectus to shareholders of the Company or any other person;
- (b) within 14 days after the date of this undertaking, in the case where the Prospectus has been issued to shareholders, issue to those shareholders a letter notifying them that:
 - (i) the Prospectus is subject to this undertaking;
 - (ii) the Prospectus is not to be relied on by shareholders; and
 - (iii) no applications by shareholders for the subscription of securities will be accepted by the Company on the basis of the Prospectus;
- (c) not allot or issue any securities on the basis of the Prospectus;
- (d) not offer for sale securities of the Company on the basis of the Prospectus;
- (e) within 14 days after the date of this undertaking, refund to persons who have applied for shares in the Company, any subscription monies received by the Company for the subscription of shares under the Prospectus;
- (f) refund to all persons who apply in the future for subscription of shares under the Prospectus their subscription monies within 14 days after the Company has received them;

- (g) within 7 days after the date of this undertaking, destroy all copies of the Prospectus in the custody or possession, or under the control, of the Company; and
- (h) within 21 days after the date of this undertaking, provide to ASIC marked to the attention of Director Regulation New South Wales, a statutory declaration of one of the directors of the Company that the Company has complied with the undertakings referred to in (a) to (g) above.

3. ACKNOWLEDGMENTS

3.1 The Company acknowledges that ASIC:

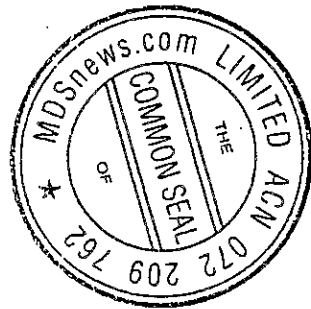
- (a) may issue a media release on execution of this undertaking referring to its terms and the concerns of ASIC which led to its execution;
- (b) may from time to time publicly refer to this undertaking; and
- (c) will make this undertaking available for public inspection.

3.2 The Company further acknowledges:

- (a) that as soon as practicable after execution of this undertaking the Company must lodge a copy of this undertaking with the Australian Stock Exchange Limited;
- (b) that this undertaking in no way derogates from the rights and remedies available to any other person or entity arising from any conduct described in this undertaking;

- (c) that ASIC's acceptance of an enforceable undertaking does not affect ASIC's power to investigate a contravention arising from future conduct, pursue a criminal prosecution, or its power to lay charges or seek a pecuniary civil order; and
- (d) that this undertaking has no operative force until accepted by ASIC.

The Common Seal of)
 MDSNews.Com Limited)
 (ACN 072 209 762) was duly)
 affixed to this undertaking)
 in the presence of:)



[Signature]
 Director

[Signature]
 Director/Secretary

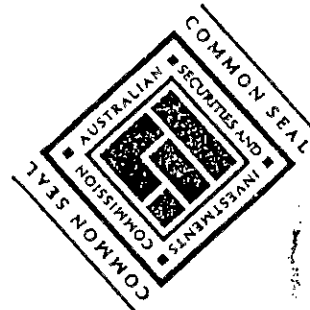
LEON HINDE
 Name (Print)

Bruno Ramonte
 Name (Print)

This 26 day of June 2000.

ACCEPTED BY THE AUSTRALIAN SECURITIES AND INVESTMENTS
 COMMISSION PURSUANT TO SECTION 93AA OF THE ASIC LAW BY ITS
 DULY AUTHORISED DELEGATE:

[Signature]
 Jan Redfern
 General Counsel
 NSW Regional Office



This 30th day of June 2000.