

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:

Temps.Com Pty Limited(ACN 088 891 972)

Level 3

2 Barrack Street

Sydney NSW 2000


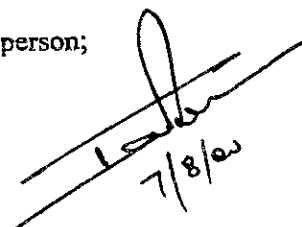
1. BACKGROUND

- 1.1 Temps.Com Pty Limited (the 'Company') is a proprietary company which was incorporated in New South Wales on 30 July 1999.
- 1.2 On 10 July 2000 the Company lodged with ASIC an Offer Information Statement dated 7 July 2000 ('OIS') pursuant to section 718 of the Corporations Law (the 'Law') ('OIS'). The OIS sought to raise \$2,206,267 by way of a renounceable rights issue of one ordinary share in the Company for every 2 fully paid ordinary shares held in the Company (as at 5.00pm AEST on 30 June 2000) at an issue price of \$1.38.
- 1.3 On or about 18 June 2000 ASIC formed the view that the offer of securities under the OIS would contravene subsection 728(1) of the Law because there was an omission in the OIS of material required to be included by subsection 715(2) of the Law specifically, as the OIS contravenes the requirements of sections 715(1)(i) and (2) of the Law by reason of the fact that the financial report included with the OIS was not for a 12 month period as required by section 715(1)(1) and (2) of the Law.
- 1.4 The Company acknowledges ASIC's concerns set out in this undertaking.

2. UNDERTAKING

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

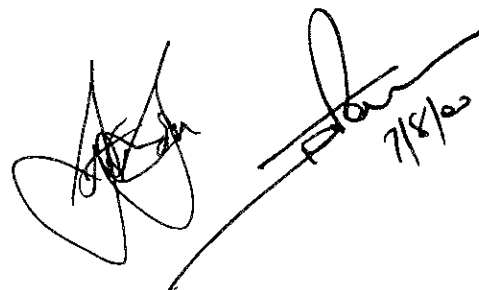
(a) not issue the OIS to shareholders of the Company or any other person;

- (b) within 14 days after the date of this undertaking, in the case where the OIS has been issued to persons, issue to those persons a letter notifying them that:
- (i) the OIS is subject to this undertaking;
 - (ii) has not allotted or issued any securities pursuant to the OIS;
 - (iii) no applications by persons for the subscription of securities will be accepted by the Company on the basis of the OIS;
- (c) not allot or issue or transfer any securities on the basis of the OIS;
- (d) not offer for sale securities of the Company on the basis of the OIS;
- (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 OIS;
- (f) refund to all persons who apply in the future for subscription of shares under the OIS their subscription monies within 14 days after the Company has received them;
- (g) within 14 days after the date of this undertaking, destroy all copies of the OIS (except 1 file copy) in the custody, possession, or under the control, of the Company;
- (h) within 21 days after the date of this undertaking, provide to ASIC marked to the attention of Director Regulations New South Wales, a statutory declaration of one of the directors of the Company that the Company has complied with the undertakings referred to (a) to (g) above; and
- (i) at the written request of ASIC, provide access to ASIC officers to books which will allow ASIC to ascertain that the Company has complied with the undertakings referred to in (a) to (g) above.

3. ACKNOWLEDGMENTS

- 3.1 The Company acknowledges that ASIC:



Two handwritten signatures are present. The signature on the right includes the date 7/8/00.

- (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 this undertaking in no way derogates from the rights and remedies available to ASIC or any other person or entity arising from any conduct described in this undertaking;
- (b) that ASIC's acceptance of an enforceable undertaking does not affect ASIC's power to investigate a contravention arising from future conduct, or pursue a criminal prosecution, or its power to lay charges or seek a pecuniary civil order; and
- (c) that this undertaking has no operative force until accepted by ASIC.

The Common Seal of Temps.Com Pty
 Limited (ACN 088 891 972) was duly
 affixed to this undertaking in the presence of:
 Limited (ACN 091 252 089) by:



[Signature]

 Director Chairman
 IAN A.C. ROBERTSON

[Signature]

 Director/Secretary
 SCOTT C SMALL

Name (Print)
 This 7th day of August 2000.

Name (Print)

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

[Signature]

 Jennifer O'Donnell

Director Regulation
 NSW Regional Office
 This 7th day of August 2000.

[Signature]
 7/8/00