



This document is a Supplementary Bidder's Statement dated 9 September 2008 under section 643 of the *Corporations Act 2001* (Cth). It is the second Supplementary Bidder's Statement issued by Roc Oil Company Limited (**ROC**) in relation to its takeover offer for all of the shares in Anzon Australia Limited (AZA) (the **Offer**). This Supplementary Bidder's Statement supplements, and should be read together with, the replacement Bidder's Statement dated 7 August 2008 (which reflects the original Bidder's Statement dated 30 July 2008 as amended by the first Supplementary Bidder's Statement dated 7 August 2008) (the **Bidder's Statement**). This Supplementary Bidder's Statement will prevail to the extent of any inconsistency with the Bidder's Statement. A copy of this Supplementary Bidder's Statement was lodged with ASIC on 9 September 2008. Neither ASIC nor any of its officers takes any responsibility for the contents of this Supplementary Bidder's Statement. This Supplementary Bidder's Statement has been approved by a unanimous resolution passed by all of the Directors of ROC. Words and phrases defined in the Bidder's Statement have the same meaning in this Supplementary Bidder's Statement unless the context requires otherwise.

9 September 2008

Dear AZA Shareholder,

By now, you should have received a Bidder's Statement and Acceptance Form in relation to the Offer by Roc Oil Company Limited (**ROC**) to acquire all of your shares in Anzon Australia Limited (**AZA**). Under the Offer, you will receive 0.792 ROC Shares plus \$0.05 cash for each of your AZA Shares (**Offer Consideration**).

The purpose of this letter is to provide an update on various events which have occurred since the Bidder's Statement was released.

Release of the Target's Statement

The AZA Board released its Target's Statement on 8 September 2008. The majority of the AZA Board (six of the seven AZA directors) have recommended that AZA Shareholders accept the Offer in the absence of a superior proposal.

Offer declared unconditional

As outlined in the Bidder's Statement, ROC concurrently proposed to acquire AZA's controlling shareholder, Anzon Energy Limited (**AEL**), via a Scheme of Arrangement (the **Scheme**). AEL owns 53% of the AZA shares.

The Scheme became effective on 8 September 2008, following the overwhelming approval by AEL shareholders on 3 September 2008 (99.92% of all votes cast in favour) and subsequent approval by the Federal Court on 5 September 2008. As a result of the Scheme becoming effective on 8 September 2008, ROC declared its Offer for AZA Shares to be unconditional.

Accelerated payment

ROC has decided to accelerate the timing for provision of the Offer Consideration. The accelerated time frame is as follows:

- in respect of any AZA Shareholder who has validly accepted the Offer on or prior to 8 September 2008, ROC will provide the Offer Consideration by 22 September 2008 (ie. within 10 Business Days after the date of the Offer being declared unconditional);

- in respect of any AZA Shareholder who validly accepts the Offer after 8 September 2008, ROC will provide the Offer Consideration within 10 Business Days after the date of receipt of a valid Acceptance Form.

For accepting AZA Shareholders who are Ineligible Foreign Shareholders or who elect to participate in the Sale Facility, payment of the cash component of the Offer Consideration will be provided in accordance with the accelerated timeframe described above. The component of the Offer Consideration comprising ROC Shares will be issued to the Sale Nominee in accordance with the accelerated timeframe and, as set out in Sections 10.17 and 10.18 of the Bidder's Statement, those AZA Shareholders will receive separate payment of the net sale proceeds within 20 Business Days of the issue of ROC Shares to the Sale Nominee.

The Corporations Act requires the Sale Nominee to provide a "Financial Services Guide" to each AZA Shareholder who elects to participate in the Sale Facility.

If you elect to participate in the Sale Facility, you will be deemed to have appointed ROC as your agent to receive the Financial Services Guide (and any update of that document) from the Sale Nominee. The Sale Nominee will provide the Financial Services Guide to ROC in electronic format and ROC will publish the Financial Services Guide on its website. If the Financial Services Guide is required to be updated during the Offer Period, the Sale Nominee will provide the updated Financial Services Guide to ROC in electronic format and ROC will publish the updated document on its website.

Updated financial results

The Directors of ROC have considered events subsequent to the Bidder's Statement and are not aware of any matters requiring adjustments to the pro forma financial information.

ROC half year results

On 25 August 2008, ROC released its financial report for the half year ended 30 June 2008. Key elements of this report included:

- total net production of 1.9 mmboe (10,180 boepd);
- record half yearly sales revenue of US\$179.8 million;
- strong net cashflow from operations of US\$86.1 million;
- record half yearly trading profit of US\$101.1 million;
- net loss after income tax of US\$120.7 million after an exploration expense of US\$65.3 million and a net derivative loss of US\$142.4 million;
- adjusted net loss after tax of US\$13.3 million after excluding unrealised derivative loss of US\$119.3 million (after tax) and the benefit of impairment reversal of US\$11.9 million (after tax); and
- net debt as at 30 June 2008 of US\$109 million.

The exploration expense is consistent with ROC's Successful Efforts accounting policy.

As at 30 June 2008, ROC held Brent oil price derivative contracts for 2.6 million barrels at an average price of US\$70.10/bbl. As a result of a strengthening forward curve Brent crude oil price, as at 30 June 2008, the mark to market position of ROC's oil price hedge

book was a liability of US\$176.4 million. The movement in the mark-to-market value of ROC's derivative contracts from 31 December 2007 has resulted in a derivative loss of US\$142.4 million for the period.

Subsequent to 30 June 2008, the Brent oil price has fallen on average across the forward curve by approximately US\$29/bbl, from US\$141/bbl to US\$112/bbl (at 8 September 2008). Had this lower price been applied to ROC's derivative position at 30 June 2008, the mark-to-market of ROC's remaining oil price hedge book would have been a liability of US\$106.1 million, an improvement of US\$70.3 million after tax. This lower liability would have resulted in a derivative loss of US\$72.1 million instead of US\$142.4 million.

AZA half year results

On 29 August 2008, AZA released its financial report for the half year ended 30 June 2008. Key elements of this report included:

- production from BMG of 1.5 mmbbls (0.6mmbbls net) at 8,216 bopd (3,286 bopd net);
- sales revenue of A\$68.3 million;
- net cashflow from operations of A\$49 million;
- trading profit from operations of A\$35 million;
- net profit after income tax of A\$8.8 million;
- net cash of A\$24.9 million.

AZA disclosed a change to the application of its PRRT policy and has also corrected an error, which resulted in an A\$85 million adjustment to retained earnings for the 2007 financial year.

ROC Share Price

The Offer values AZA Shares at \$1.65 per share, based on ROC's closing price of \$2.02 on 13 June 2008¹. Since the announcement of the Offer and the AEL Scheme on 16 June 2008, the ROC share price has declined 44%². This decline is consistent with the performance of other intermediate/junior oil and gas companies³ listed on the ASX, with an average decline of approximately 29% over the same period. The AZA share price has also declined 30% since 16 June 2008 suggesting that the market's view as to the relative values of ROC and AZA has not changed materially.

Proposal for AZA options

ROC intends to make individual offers to each holder of AZA Options to acquire all of their AZA Options in exchange for the issue of ROC Shares. The number of ROC Shares that each holder of AZA Options will receive is based on the same ratio holders of AZA Shares received with an adjustment for the cash component (\$0.05) and the option exercise price. In other words, the consideration for each AZA Option will be (\$1.65 – exercise price) /

¹ 13 June 2008 was the last trading day before the date on which the Offer and the AEL Scheme were announced by ROC.

² Based on ROC's closing share price from 13 June 2008 to 8 September 2008.

³ Companies include Tap Oil, Nexus Energy, Beach Petroleum, AED Oil and AWE

\$2.02. This is consistent with the methodology for calculating the number of ROC Shares to be provided to each holder of AEL Options (as described in the AEL Scheme Booklet).⁴

To the extent that ROC does not acquire all of the AZA Options through these individual offers, ROC intends to compulsorily acquire those AZA Options upon reaching 90%.

How to accept the offer

ROC encourages you to accept the Offer as soon as possible. To accept the Offer you must do one of the following before the end of the Offer period, which is currently scheduled to close at 7.00pm (AEST) on Monday 6 October 2008.

- 1. If you hold your AZA Shares in an Issuer Sponsored Holding,** you must complete the enclosed Acceptance Form in accordance with the instructions on it and return the completed Acceptance Form (together with all documents required by the instructions) so that it is received before the end of the Offer period.
- 2. If you hold your AZA Shares in a CHESS Holding,** you must:
 - instruct your Controlling Participant (usually your Stockbroker) to initiate acceptance of the Offer in accordance with rule 14.14 of the ASTC Settlement Rules, so as to be effective before the end of the Offer Period; or
 - complete the enclosed Acceptance Form in accordance with the instructions on it and return the completed Acceptance Form (together with all documents required by the instructions) so that it is received before the end of the Offer period.

If you have any questions about the Offer you should call the ROC Offer Information Line on 1300 302 150 (toll free) from within Australia or +61 3 9415 4641 (not toll free) from outside Australia.

Signed on behalf of Roc Oil Company Limited



Andrew Love, Chairman

⁴ This represents the value attributed to each AZA Share under the Offer, based on ROC's closing price of \$2.02 on 13 June 2008 (see page 4 of Bidder's Statement).