

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

Roca Mines Inc.
490-1122 Mainland Street
Vancouver, B.C.
V6B 5L1
(the "Company")

Telephone Number: (604) 684-2900

Item 2 Date of Material Change

October 3, 2011.

Item 3 News Release

A press release was disseminated on October 3, 2011 through Canada Newswire.

Item 4 Summary of Material Change

Roca Mines Inc. is announcing its plan to temporarily suspend operations at its MAX molybdenum mine.

Item 5 Full Description of Material Change

Please see press release of October 3, 2011 attached.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

David Skerlec, Chief Financial Officer
Telephone Number: 604-684-2900, Ext #147

Item 9 Date of Report

October 4, 2011



Roca Mines Inc.
490-1122 Mainland Street
Vancouver, BC
V6B 5L1, Canada

For immediate release
October 3, 2011

TSX.V: ROK
#13-11

ROCA – MAX Molybdenum Production to be Suspended

Vancouver, British Columbia: Roca Mines Inc. (TSX-V: **ROK**) ("Roca" or "the Company") provides the following update for the MAX Molybdenum Mine.

As described in previous news, head grades observed at the MAX Mine for July, August and September 2011 are effectively at the current breakeven level for the operation at 500 tpd throughput and current oxide prices in the US\$14 range. These grades are below target based on previous sampling and resource estimates however, management now considers they represent the best available grades in the area under current development. Other zones within the deposit may provide better grades, but these lie outside the reach of the existing mining operation and current development.

While management remains enthusiastic about the molybdenum resource contained at the MAX Mine, the operation is not sustainable under current economic conditions and available grades. As a result, the mine development program will immediately cease and mine production will be suspended after the remaining 725L stope material has been processed through October 2011.

The MAX Mine was initially conceived as a small high-grade mine that would expand production over time and from cash flow, ultimately lowering unit costs. While a significant amount of work and investment has been completed towards the permitted Phase II, 1,000 tpd operation, these throughput rates have yet to be achieved.

Roca's management and consultants continue to evaluate various project alternatives towards reaching the Phase II expansion targets of the operation. The evaluation includes updating capital cost estimates for additional mining equipment, installation of a backfill system, additional underground development and completing expansion of the existing mill complex. A capital plan to resume production at higher throughput levels and lower unit costs will be completed shortly. Management believes this could allow for a sustainable operation at current grades and molybdenum oxide prices, while also preserving the opportunity to benefit from any increase in molybdenum prices in the future.

Scott Broughton, P.Eng. is the 43-101 qualified person responsible for the preparation of this news release.

ROCA MINES INC.

"Scott Broughton"

Scott E. Broughton – President and CEO

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