

**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**

December 29, 2011.

**Item 3      News Release**

A press release was disseminated on December 29, 2011 through Canada Newswire.

**Item 4      Summary of Material Change**

Roca Mines Inc. is announcing its year-end financial results.

**Item 5      Full Description of Material Change**

Please see press release of December 29, 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**

December 29, 2011



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

**For immediate release**  
**December 29, 2011**

**TSX.V: ROK**  
**#14-11**

### **ROCA Reports Year End Results**

**Vancouver, British Columbia:** Roca Mines Inc. (TSX-V: **ROK**) ("Roca" or "the Company") has released its financial results for the year ended August 31, 2011. All dollar amounts are stated in Canadian dollars unless otherwise indicated. The information in this news release and the selected financial information should be read in conjunction with the consolidated financial statements, and management discussion and analysis, for the year ended August 31, 2011, which will be available at Roca's website at [www.rocamines.com](http://www.rocamines.com).

During the year ended August 31, 2011, the Company recorded production revenues of \$1,773,845 and a net loss of \$23,664,878 compared to revenues of \$17,649,841 and a net loss of \$14,239,676 for fiscal 2010. In the current year, the Company milled less than 15% of 2010 throughput and wrote off \$1,515,643 (2010 - \$11,584,037) in future income tax assets. Management considered the property, plant and equipment associated with the MAX Molybdenum mine to be impaired and wrote-off a total of \$17,419,986 in associated costs down to the plant and equipment's estimated net recoverable amount as at August 31, 2011.

The Company had positive operating cash flow of \$2,661,724 in 2010, while in 2011 the Company had negative operating cash flows of \$5,383,421 because of the significant downtime at MAX, lower realized head grades and molybdenum prices. Proceeds from financing activities of \$7,432,452 (2010 - \$535,493) were invested in temporary shut down costs, mine development and significant underground maintenance and repairs. General and administrative expenses have decreased by approximately 20% over 2010, reflecting the Company's cost-cutting initiatives while the MAX Molybdenum mine's performance suffered from various events in 2010 and 2011.

The Company's wholly owned subsidiary, FortyTwo Metals Inc., received an amendment to its operating permit in April of 2010, approving an increase in production to phase II, 1,000-tonne-per-day throughput rate. 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 is being refined as of the date of this report. 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.

## Summary Consolidated Statements of Operations and Loss

	Year ended August 31, 2011	Year ended August 31, 2010
Total Revenues	1,773,845	17,649,841
Cost of sales	(2,849,298)	(16,489,167)
Depletion, amortization, accretion	(243,107)	(1,651,096)
<i>Mining Loss</i>	<i>(1,318,560)</i>	<i>(490,422)</i>
Temporary shutdown costs	(2,457,224)	-
General & administrative, stock-based compensation, exploration costs written-off	(1,000,494)	(2,280,131)
<i>Loss from Operations</i>	<i>(4,776,278)</i>	<i>(2,770,553)</i>
Write-down of plant & equipment and parts	(17,557,960)	-
Foreign Exchange gains (losses) and other	185,003	(75,943)
Income and mining tax recovery provision	(1,515,643)	(11,393,180)
<i>Net Loss for the Year</i>	<i>(23,664,878)</i>	<i>(14,239,676)</i>
Loss per Share – Basic and Diluted	(0.21)	(0.15)

### ROCA MINES INC.

*"David Skerlec"*

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David J. Skerlec – Chief Financial Officer

For further information contact:

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