

**ROCA MINES INC.**  
490 – 1122 Mainland Street  
Vancouver, British Columbia  
V6B 5L1

**INFORMATION CIRCULAR**  
(as at April 18, 2012 except as otherwise indicated)

**SOLICITATION OF PROXIES**

This information circular (the “**Circular**”) is provided in connection with the solicitation of proxies by the Management of Roca Mines Inc. (the “**Company**”). The form of proxy which accompanies this Circular (the “**Proxy**”) is for use at the annual general meeting of the shareholders of the Company to be held on Wednesday, May 23, 2012 (the “**Meeting**”), at the time and place set out in the accompanying notice of Meeting (the “**Notice of Meeting**”). The Company will bear the cost of this solicitation. The solicitation will be made by mail, but may also be made by telephone.

**APPOINTMENT AND REVOCATION OF PROXY**

The persons named in the Proxy are directors and/or officers of the Company. **A registered shareholder who wishes to appoint some other person to serve as their representative at the Meeting may do so by striking out the printed names and inserting the desired person’s name in the blank space provided.** The completed Proxy should be delivered to Computershare Investor Services Inc. (“**Computershare**”) by 10:00 a.m. (local time in Vancouver, British Columbia) on Friday, May 18, 2012, or before 48 hours (excluding Saturdays, Sundays and holidays) before any adjournment of the Meeting at which the Proxy is to be used.

The Proxy may be revoked by:

- (a) signing a proxy with a later date and delivering it at the time and place noted above;
- (b) signing and dating a written notice of revocation and delivering it to the registered office of the Company, or by transmitting a revocation by telephonic or electronic means, to the registered office of the Company, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment of it, at which the Proxy is to be used, or delivering a written notice of revocation and delivering it to the Chairman of the Meeting on the day of the Meeting or adjournment of it; or
- (c) attending the Meeting or any adjournment of the Meeting and registering with the scrutineer as a shareholder present in person.

**Provisions Relating to Voting of Proxies**

**The shares represented by Proxy in the enclosed form will be voted or withheld from voting by the designated holder in accordance with the direction of the registered shareholder appointing him. If there is no direction by the registered shareholder, those shares will be voted for all proposals set out in the Proxy and for the election of directors and the appointment of the auditor as set out in this Circular. The Proxy gives the person named in it the discretion to vote as such person sees fit on any amendments or variations to matters identified in the Notice of Meeting, or any other**

**matters which may properly come before the Meeting. At the time of printing of this Circular, the Management of the Company knows of no other matters which may come before the Meeting other than those referred to in the Notice of Meeting.**

#### **Advice to Beneficial Holders of Common Shares**

**The information set forth in this section is of significant importance to many shareholders, as a substantial number of shareholders do not hold common shares in their own name.** Shareholders who hold their common shares through their brokers, intermediaries, trustees or other persons, or who otherwise do not hold their common shares in their own name (referred to herein as “**Beneficial Shareholders**”) should note that only proxies deposited by shareholders who appear on the records maintained by the Company’s registrar and transfer agent as registered holders of common shares will be recognized and acted upon at the Meeting. If common shares are listed in an account statement provided to a Beneficial Shareholder by a broker, those common shares will, in all likelihood, *not* be registered in the shareholder’s name. Such common shares will more likely be registered under the name of the shareholder’s broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). In the United States, the vast majority of such common shares are registered under the name Cede & Co. (the registration name for The Depository Trust Company, which acts as nominee for many United States brokerage firms). Common shares held by brokers (or their agents or nominees) on behalf of a broker’s client can only be voted or withheld at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker’s clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.**

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders’ meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their common shares are voted at the Meeting. The form of instrument of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is substantially similar to Proxy provided directly to registered shareholders by the Company. However, its purpose is limited to instructing the registered shareholder (i.e., the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The vast majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions Inc. (“**Broadridge**”) in Canada. Broadridge typically prepares a machine-readable voting instruction form, mails those forms to Beneficial Shareholders and asks Beneficial Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A Beneficial Shareholder who receives a Broadridge voting instruction form cannot use that form to vote common shares directly at the Meeting. The voting instruction forms must be returned to Broadridge (or instructions respecting the voting of common shares must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have the common shares voted. If you have any questions respecting the voting of common shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of his broker, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered shareholder and vote the common shares in that capacity. **Beneficial Shareholders who wish to attend the Meeting and indirectly vote their common shares as**

**proxyholder for the registered shareholder, should enter their own names in the blank space on the form of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker.**

All references to shareholders in this Circular and the accompanying Proxy and Notice of Meeting are to registered shareholders of the Company as set forth on the list of registered shareholders of the Company as maintained by Computershare, the registrar and transfer agent of the Company, unless specifically stated otherwise.

### **Financial Statements**

The audited financial statements of the Company for the year ended August 31, 2011, together with the auditor's report on those statements and Management Discussion and Analysis, will be presented to the shareholders at the Meeting.

### **VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES**

As at the date of the accompanying Notice of Meeting, the Company's authorized capital consists of unlimited common shares of which 123,864,898 common shares are issued and outstanding. All common shares in the capital of the Company carry the right to one vote.

Shareholders registered as at April 18, 2012, are entitled to attend and vote at the Meeting. Shareholders who wish to be represented by proxy at the Meeting must, to entitle the person appointed by the Proxy to attend and vote, deliver their Proxies at the place and within the time set forth in the notes to the Proxy.

To the knowledge of the directors and executive officers of the Company, as of the date of this Circular, no persons beneficially own, directly or indirectly, or exercise control or direction over, 10% or more of the issued and outstanding common shares of the Company.

### **ELECTION OF DIRECTORS**

The directors of the Company are elected annually and hold office until the next annual general meeting of the shareholders or until their successors are elected or appointed. The Management of the Company proposes to nominate the persons listed below for election as directors of the Company to serve until their successors are elected or appointed. In the absence of instructions to the contrary, Proxies given pursuant to the solicitation by the Management of the Company will be voted for the nominees listed in this Circular. Management does not contemplate that any of the nominees will be unable to serve as a director. The number of directors of the Company is set at three.

The following table sets out the names of the nominees for election as directors, the offices they hold within the Company, their occupations, the length of time they have served as directors of the Company, and the number of shares of the Company which each beneficially owns, directly or indirectly, or over which control or direction is exercised, as of the date of this Circular.

Name, province or state and country of residence and position, if any, held in the Company	Principal occupation during the past five years	Served as director of the Company since	Number of common shares of the Company beneficially owned, directly or indirectly, or controlled or directed at present <sup>(1)</sup>
<b>SCOTT E. BROUGHTON</b> <sup>(2)</sup> British Columbia, Canada  <i>President, Chief Executive Officer and Director</i>	President and Chief Executive Officer of the Company and Stikine Energy Corp., a TSX Venture listed company; Professional Engineer.	June 19, 2001	1,222,501
<b>DAVID J. SKERLEC</b> British Columbia, Canada  <i>Chief Financial Officer, Secretary and Director</i>	Chief Financial Officer and Secretary of the Company and Stikine Energy Corp., a TSX Venture listed company; Financial Analyst.	March 5, 2003	1,857,986
<b>JOHN F. BAKER</b> <sup>(2)</sup> British Columbia, Canada  <i>Director</i>	Mining and Drilling Consultant.	February 14, 2007	275,000

Notes:

- (1) The information as to common shares beneficially owned or controlled has been provided by the nominees themselves.
- (2) A member of the audit committee.

No proposed director is being elected under any arrangement or understanding between the proposed director and any other person or company.

#### **Corporate Cease Trade Orders or Bankruptcies**

No director or proposed director of the Company is, or within the ten years prior to the date of this Circular has been, a director or executive officer of any company, including the Company, that while that person was acting in that capacity:

- (a) was the subject of a cease trade order or similar order or an order that denied the company access to any exemption under securities legislation for a period of more than 30 consecutive days; or
- (b) was subject to an event that resulted, after the director ceased to be a director or executive officer of the company being the subject of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
- (c) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or

instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

### **Individual Bankruptcies**

No director or proposed director of the Company has, within the ten years prior to the date of this Circular, become bankrupt or made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that individual.

### **Penalties or Sanctions**

None of the proposed directors have been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority, has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable security holder making a decision about whether to vote for the proposed director.

## **EXECUTIVE COMPENSATION**

### **Named Executive Officers**

During the financial year ended August 31, 2011, the Company had two Named Executive Officers (“NEOs”) being, Scott E. Broughton, the President and Chief Executive Officer (“CEO”), and David J. Skerlec, the Chief Financial Officer (“CFO”) and Secretary of the Company.

“Named Executive Officer” means: (a) each CEO, (b) each CFO, (c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000; and (d) each individual who would be an NEO under (c) above but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year.

## **COMPENSATION DISCUSSION AND ANALYSIS**

### **Compensation Discussion and Analysis**

The Company has entered into an employment agreement dated effective January 1, 2009 with each of Scott E. Broughton, the President and CEO of the Company and David J. Skerlec, the CFO and Secretary of the Company, pursuant to which each of Messrs. Broughton and Skerlec earn an annual salary of \$185,000. Pursuant to these employment agreements, Messrs. Broughton and Skerlec are to provide the Company with management, administration and corporate services. In addition, pursuant to the employment agreements, Messrs. Broughton and Skerlec are to be reimbursed for all out-of-pocket expenses incurred by them in relation to the provision of such services.

During the year ended August 31, 2011, Messrs. Broughton and Skerlec voluntarily reduced these annual salaries to \$92,870 and \$136,900 respectively.

The compensation of the Company’s NEOs is determined by the Company’s Board of Directors (the “Board”).

The Board's compensation program is designed to provide competitive levels of compensation, a significant portion of which is dependent upon individual and corporate performance and contribution to increasing shareholder value. The Board recognizes the need to provide a total compensation package that will attract and retain qualified and experienced executives as well as align the compensation level of each executive to that executive's level of responsibility. In general, an NEO's compensation is comprised of contractor payments and stock option grants.

The objectives and reasons for this system of compensation are generally to allow the Company to remain competitive compared to its peers in attracting and retaining experienced personnel. All salaries and/or consulting fees are to be set on a basis of a review and comparison of compensation paid to executives at similar companies.

### Option-Based Awards

The Board is responsible for granting options to the NEOs. Stock option grants are designed to reward the NEOs for success on a similar basis as the shareholders of the Company, but these rewards are highly dependent upon the volatile stock market, much of which is beyond the control of the NEOs. When new options are granted, the Board takes into account the previous grants of options, the number of stock options currently held, position, overall individual performance, anticipated contribution to the Company's future success and the individual's ability to influence corporate and business performance. The purpose of granting such stock options is to assist the Company in compensating, attracting, retaining and motivating the officers, directors and employees of the Company and to closely align the personal interest of such persons to the interest of the shareholders.

The exercise price of the stock options granted is generally determined by the market price at the time of grant, less any allowable discount.

### SUMMARY COMPENSATION TABLE

Set out below is a summary of compensation paid or accrued during the Company's three most recently completed financial years to the Company's NEOs.

Name and principal position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$) <sup>(1)</sup>	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$) <sup>(2)</sup>	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Scott E. Broughton <i>President and CEO</i>	2011	92,870	Nil	Nil	N/A	N/A	N/A	N/A	92,870
	2010	185,000	Nil	Nil	N/A	N/A	N/A	N/A	185,000
	2009	123,333	Nil	Nil	N/A	N/A	N/A	81,600 <sup>(3)</sup>	204,933
David J. Skerlec <i>CFO and Secretary</i>	2011	136,900	Nil	Nil	N/A	N/A	N/A	N/A	136,900
	2010	185,000	Nil	Nil	N/A	N/A	N/A	N/A	185,000
	2009	123,333	Nil	Nil	N/A	N/A	N/A	80,100 <sup>(4)</sup>	203,433

Note:

- (1) The fair value of option-based awards is determined by the Black-Scholes Option Pricing Model with assumptions for risk-free interest rates, dividend yields, volatility factors of the expected market price of the Company's common shares and expected life of the options.
- (2) During the NEO's employment, the Company reimburses the NEO for all travel and other expenses actually, properly and necessarily incurred by the NEO in connection with the NEO's duties in accordance with the policies set from time to time by the Company, in its sole discretion. The NEO is required to furnish such receipts, vouchers or other evidence as are required by the Company to substantiate such expenses.
- (3) Through December 2008, Scott Broughton was paid \$31,600 in fees for engineering and project management consulting services provided to the Company based on a per diem rate of \$400 before being retained as an employee of the Company as of January 1, 2009 at an annual salary of \$185,000. A discretionary production bonus of \$50,000 was also paid to Mr. Broughton during the fiscal year ended August 31, 2009 as determined by the Company's Board.
- (4) Through December 2008, David Skerlec was paid \$30,100 in fees for financial consulting services provided to the Company based on a per diem rate of \$350 before being retained as an employee of the Company as of January 1, 2009 at an annual salary of \$185,000. A discretionary production bonus of \$50,000 was also paid to Mr. Skerlec during the fiscal year ended August 31, 2009 as determined by the Company's Board.

## INCENTIVE PLAN AWARDS

### Outstanding Share-Based Awards and Option-Based Awards

The Company does not have any share-based awards held by an NEO. There were no outstanding option-based awards held by the NEOs of the Company at the end of the most recently completed financial year.

### Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth details of the value vested or earned for all incentive plan awards during the most recently completed financial year by each NEO:

Name	Option-based awards – value vested during the year (\$)	Share-based awards – value vested during the year (\$)	Non-equity incentive plan compensation – value earned during the year (\$)
Scott E. Broughton <i>President and CEO</i>	N/A	N/A	N/A
David J. Skerlec <i>CFO and Secretary</i>	N/A	N/A	N/A

### Narrative Discussion

The Company does not currently have a stock option plan in place. At the Company's annual general meeting held on February 23, 2011, shareholders did not approve the Company's 10% rolling stock option plan. At the Meeting the Board will be asking shareholders to approve a new 10% rolling stock option plan (the "**New Plan**"), the terms and conditions of which are described in the section entitled "Particulars of Matters to be Acted Upon – Adoption of New Stock Option Plan".

## PENSION BENEFITS

The Company does not have a pension plan that provides for payments or benefits to the NEOs at, following, or in connection with retirement.

## TERMINATION AND CHANGE OF CONTROL BENEFITS

In addition to the annual salary of \$185,000 paid to each of Scott E. Broughton and David J. Skerlec pursuant to the employment agreements entered into between each of them and the Company, their employment agreements provide that if the Company terminates employment without cause, or they resign for good cause, then they will be entitled to receive an amount equal to two times their annual salaries on the date their employment agreement is terminated in a lump sum or in instalments on regular paydays of the Company. If there is a “change of control” of the Company and Messrs Broughton or Skerlec resigns for any cause within 12 months of such change of control, then they will be entitled to receive a severance amount equal to their annual salary.

Other than as described above, the Company has no other compensatory plan, contract or arrangement where an NEO is entitled to receive more than \$100,000 (including periodic payments or instalments) to compensate such NEO in the event of resignation, retirement or other termination of the NEO’s employment with the Company, a change of control of the Company, or a change in responsibilities of the NEO following a change in control.

## DIRECTOR COMPENSATION

Set out below is a summary of compensation paid or accrued during the Company’s most recently completed financial year to the Company’s directors, other than the NEOs previously disclosed:

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards <sup>(1)</sup> (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
John F. Baker	Nil	N/A	Nil	N/A	N/A	N/A	Nil
Ernest S. Peters <sup>(2)</sup>	Nil	N/A	Nil	N/A	N/A	Nil	Nil

Note:

- (1) The fair value of option-based awards is determined by the Black-Scholes Option Pricing Model with assumptions for risk-free interest rates, dividend yields, volatility factors of the expected market price of the Company’s common shares and expected life of the options.
- (2) Ernest Peters resigned as a director of the Company on September 8, 2010 and all options held by him were forfeited during the year ended August 31, 2011.

## Narrative Discussion

Other than compensation paid to the NEOs, and except as noted above, no compensation was paid to directors in their capacity as directors of the Company or its subsidiaries, in their capacity as members of a committee of the Board or of a committee of the Board of its subsidiaries, or as consultants or experts, during the Company’s most recently completed financial year. Directors are also compensated through the grant of stock options.



## INCENTIVE PLAN AWARDS

### Outstanding Share-Based Awards and Option-Based Awards

The Company does not have any share-based awards held by its directors. There were no option-based awards held by the directors of the Company at the end of the most recently completed financial year.

### Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth details of the value vested or earned for all incentive plan awards during the most recently completed fiscal year by each director:

Name	Option-based awards – value vested during the year (\$)	Share-based awards – value vested during the year (\$)	Non-equity incentive plan compensation – value earned during the year (\$)
John F. Baker	N/A	N/A	N/A
Ernest S. Peters <sup>(1)</sup>	N/A	N/A	N/A

Note:

(1) Ernest Peters resigned as a director of the Company on September 8, 2010.

## EQUITY COMPENSATION PLAN INFORMATION

The following table sets out those securities of the Company which have been authorized for issuance under equity compensation plans, as at the most recently completed financial year:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by the securityholders	None	N/A	None
Equity compensation plans not approved by the securityholders	None	N/A	None
<b>Total</b>	<b>None</b>		None

## INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the current or former directors, executive officers, employees of the Company, the proposed nominees for election to the Board of the Company, or their respective associates or affiliates, are or have been indebted to the Company since the beginning of the last completed financial year of the Company.

### **INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON**

No director or executive officer of the Company or any proposed nominee of Management of the Company for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, since the beginning of the Company's last financial year in matters to be acted upon at the Meeting, other than the election of directors, the appointment of auditors and the approval of the new 10% rolling stock option plan.

### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

None of the persons who were directors or executive officers of the Company or a subsidiary at any time during the Company's last completed financial year, the proposed nominees for election to the Board, any person or company who beneficially owns, directly or indirectly, or who exercises control or direction over (or a combination of both) more than 10% of the issued and outstanding common shares of the Company, nor the associates or affiliates of those persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction or proposed transaction which has materially affected or would materially affect the Company.

### **MANAGEMENT CONTRACTS**

Other than as disclosed elsewhere in this Circular, no Management functions of the Company are to any substantial degree performed by a person or company other than the directors or NEOs of the Company.

### **APPOINTMENT OF AUDITOR**

The Management of the Company intends to nominate PricewaterhouseCoopers LLP, Chartered Accountants, of 250 Howe Street, Suite 700, Vancouver, British Columbia, V6C 3S7, for re-appointment as auditor of the Company. Forms of proxies given pursuant to this solicitation will, on any poll, be voted as directed and, if there is no direction, for the re-appointment of PricewaterhouseCoopers LLP, Chartered Accountants, as the auditor of the Company to hold office for the ensuing year with remuneration to be fixed by the directors.

### **AUDIT COMMITTEE**

The Company is required to have an audit committee comprised of not less than three directors, a majority of whom are not officers, control persons or employees of the Company or an affiliate of the Company. As the Company currently has only two audit committee members, it is not in compliance with the audit committee requirements and the Company's audit committee charter. The Company hopes to nominate a new independent director to the Board as soon as possible and such director will be appointed to the Company's audit committee following which the Company will be in compliance with the audit committee requirements and its audit committee charter.

#### **Audit Committee Charter**

The text of the audit committee's charter is attached as Schedule "A" to this Circular.

## **Composition of Audit Committee and Independence**

National Instrument 52-110 *Audit Committees*, (“**NI 52-110**”) provides that a member of an audit committee is “independent” if the member has no direct or indirect material relationship with the Company, which could, in the view of the Company’s Board, reasonably interfere with the exercise of the member’s independent judgment.

NI 52-110 provides that an individual is “financially literate” if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company’s financial statements. The Company’s current audit committee consists of Scott E. Broughton and John F. Baker. John F. Baker is considered to be “independent” and both of Scott E. Broughton and John F. Baker are “financially literate” (as such terms are defined in NI 52-110).

The following sets out the education and experience of the members of the audit committee that is relevant to the performance of their responsibilities as an audit committee member.

### **Relevant Education and Experience**

#### *Scott E. Broughton*

Scott E. Broughton has served as an officer and/or director of several publicly listed companies since 1992, including Misty Mountain Gold Ltd., Barramundi Gold Ltd., American Bullion Ltd., Aurora Gold Inc. and International Croesus Minerals Inc. During this period he was directly involved with budgeting, cost controls and preparation of detailed financial statements for these corporations with operations in North America, Australia, Tunisia and Venezuela. From 1987 to 2002, Mr. Broughton was also involved in engineering project management including budgeting and cost controls at major mining and construction projects for various North American clients at locations around the world. Mr. Broughton currently serves on the audit committee, and acts as President and CEO of Stikine Energy Corp., a TSX Venture Exchange (the “**Exchange**”) listed company.

#### *John F. Baker*

John F. Baker has had extensive experience in senior corporate financial matters through previous employment. Between 1980 and 1999, Mr. Baker held the position of General Manager for JT Thomas Drilling and subsequently, following its acquisition by Major Drilling International, Regional Manager for Western Canada. During this period he was directly involved with and supervised budgeting, internal cost control, accounting, and preparation of detailed financial statements for these corporations with operations in Canada, the United States, Mexico and Costa Rica. Mr. Baker also serves as a director and member of the audit committee for Stikine Energy Corp., an Exchange listed company.

### Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, the audit committee of the Company has not made any recommendations to nominate or compensate an external auditor which were not adopted by the Board of the Company.

### Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year, the Company has not relied on:

- (a) the exemption in section 2.4 (*De Minimis Non-audit Services*) of NI 52-110; or
- (b) an exemption from NI 52-110, in whole or in part, granted under Part 8 (*Exemptions*).

### Pre-Approval Policies and Procedures

The audit committee has not adopted any specific policies and procedures for the engagement of non-audit services.

### Audit Fees

The following table sets forth the fees paid by the Company and its subsidiaries to PricewaterhouseCoopers LLP, Chartered Accountants, for services rendered in the last two fiscal years:

	<u>2011</u>	<u>2010</u>
	(\$)	(\$)
Audit fees <sup>(1)</sup>	95,000	103,000
Audit related fees <sup>(2)</sup> .....	7,112	3,975
Tax fees <sup>(3)</sup> .....	Nil	Nil
All other fees <sup>(4)</sup> .....	<u>Nil</u>	<u>Nil</u>
Total	<u>102,112</u>	<u>106,975</u>

Notes:

- (1) "Audit fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's consolidated financial statements, fees for review of tax provisions, accounting consultations on matters reflected in the financial statements and audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) "Audited related fees" include services that are traditionally performed by the auditor such as employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) "Tax fees" includes fees for all tax services other than those included in "Audit fees" and "Audit related fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) "All other fees" include all other non-audit services.

### **Exemption in Section 6.1**

The Company is a “venture issuer” as defined in NI 52-110 and is relying on the exemption in section 6.1 of NI 52-110 relating to Parts 3 (*Composition of Audit Committee*) and 5 (*Reporting Obligations*).

## **CORPORATE GOVERNANCE DISCLOSURE**

National Instrument 58-101, *Disclosure of Corporate Governance Practices*, requires all reporting issuers to provide certain annual disclosure of their corporate governance practices with respect to the corporate governance guidelines (the “**Guidelines**”) adopted in National Policy 58-201. These Guidelines are not prescriptive, but have been used by the Company in adopting its corporate governance practices. The Board and senior management of the Company consider good corporate governance to be an integral part of the effective and efficient operation of Canadian corporations. The Company’s approach to corporate governance is set out below.

### **Board of Directors**

Management is nominating three individuals to the Company’s Board, all of whom are current directors of the Company.

The Board has a stewardship responsibility to supervise the management of and oversee the conduct of the business of the Company, provide leadership and direction to Management, evaluate Management, set policies appropriate for the business of the Company and approve corporate strategies and goals. The day-to-day management of the business and affairs of the Company is delegated by the Board to the CEO and the Board gives direction and guidance through the CEO to Management and keeps Management informed of its evaluation of the senior officers in achieving and complying with goals and policies established by the Board.

The Guidelines suggest that the Board of every listed company should be constituted with a majority of individuals who qualify as “independent” directors under NI 52-110, which provides that a director is independent if he or she has no direct or indirect “material relationship” with a company. The “material relationship” is defined as a relationship which could, in the view of the Company’s Board, reasonably interfere with the exercise of a director’s independent judgement. Of the three current members of the Board, only John F. Baker is considered to be “independent” within the meaning of NI 52-110. In order to comply with NI 52-110, the Company is actively seeking appropriate individuals to appoint to the Board, who would be considered to be “independent” directors.

The Board does not currently have a Chair and does not consider that, at this stage of the Company’s development, it is necessary to have one.

The Board recommends nominees to the shareholders for election as directors, immediately following each annual general meeting appoints an audit committee, establishes and periodically reviews and updates the audit committee mandate and the duties and responsibilities of each member, appoints the CEO, CFO and President of the Company and establishes the duties and responsibilities of those positions.

The Board exercises its independent supervision over management by its policies that (a) periodic meetings of the Board be held to obtain an update on significant corporate activities and plans; and (b) all material transactions of the Company are subject to prior approval of the Board. The Board shall meet not less than three times during each year and will endeavour to hold at least one meeting in each fiscal

quarter. The Board will also meet at any other time at the call of the President, or subject to the Articles of the Company, of any director.

The mandate of the Board, as prescribed by the *Business Corporations Act* (British Columbia), is to manage or supervise management of the business and affairs of the Company and to act with a view to the best interests of the Company. In doing so, the Board oversees the management of the Company's affairs directly.

### **Directorships**

The following directors of the Company are also directors of other reporting issuers as stated:

- Scott E. Broughton is a director of Stikine Energy Corp., a public company listed on the Exchange;
- David J. Skerlec is a director of Stikine Energy Corp., a public company listed on the Exchange; and
- John F. Baker is a director of Stikine Energy Corp., a public company listed on the Exchange.

### **Orientation and Continuing Education**

The Board does not have any formal policies with respect to the orientation of new directors nor does it take any measures to provide continuing education for directors. At this stage of the Company's development, the Board does not feel it necessary to have such policies or programs in place.

### **Ethical Business Conduct**

To date, the Board has not adopted a formal written Code of Business Conduct and Ethics. However, the current limited size of the Company's operations and the small number of officers and consultants, allow the Board to monitor on an ongoing basis the activities of management and to ensure that the highest standard of ethical conduct is maintained. As the Company grows in size and scope, the Board anticipates that it will formulate a formal Code of Business Conduct and Ethics.

### **Nomination and Assessment**

The Board has not adopted a formal process with respect to nominating new directors to the Board. The Board expects that when the time comes to appoint new directors to the Board that the nominees would be recruited by the current Board members, and the recruitment process would involve both formal and informal discussions among Board members and the CEO. The Board monitors, but does not formally assess, the performance of individual Board members and their contributions.

The Board does not, at present, have a formal process for assessing the effectiveness of the Board as a whole, its committees or individual directors, but will consider implementing one in the future should circumstances warrant. Based on the Company's size, its stage of development and the limited number of individuals on the Board, the Board considers a formal assessment process to be inappropriate at this time.

### **Compensation Committee**

The Board has not appointed a compensation committee. The quantity and quality of the Board compensation is reviewed on an annual basis. At present, the Board is satisfied that the current compensation arrangements, which currently consist solely of incentive stock options, adequately reflect the responsibilities and risks involved in being an effective director of the Company. At the present time, the President/CEO and the CFO/Secretary each receive a salary of \$185,000 for acting in their respective capacities, as well as incentive stock options and discretionary bonuses as determined by the Board. The number of options to be granted is determined by the Board as a whole, which allows the independent director to have input into compensation decisions. During the year ended August 31, 2011, all outstanding stock options granted by the Board were cancelled.

### **Other Board Committees**

Other than the audit committee, the Company has no other Board committees.

## **PARTICULARS OF MATTERS TO BE ACTED UPON**

### **Adoption of New Stock Option Plan**

At the Company's last three annual and special general meetings, the Company's shareholders did not approve the Company's stock option plan, which, as a result, meant that the Company has been operating for the past three years without an approved stock option plan. Therefore, the directors of the Company have now adopted a new stock option plan (the "**New Plan**"), subject to shareholder and regulatory approval. The New Plan is identical to the Company's old stock option plan and the Company is requesting that shareholders approve the New Plan, so that the Company may offer stock options to its employees, officers and consultants as part of its overall compensation strategy.

Under the New Plan the Company will have a "rolling" stock option plan that will allow the Company to issue up to a maximum of 10% of the Company's issued and outstanding common shares at any given time.

The purpose of the New Plan will be to provide an incentive to the directors, officers, employees, and consultants to continue their involvement with the Company and to increase their efforts on the Company's behalf by allowing the Company to grant options to directors, officers, employees and consultants as additional compensation and as an opportunity to participate in the growth of the Company. The granting of such options is intended to align the interests of such persons with that of the Company and is common industry practice.

The following information is intended as a brief description of the New Plan and is qualified in its entirety by the full text of the New Plan, which will be available for review at the Meeting.

Options will be exercisable over periods of up to five years as determined by the Board and are required to have an exercise price which, as determined by the Board in its sole discretion, shall not be less than the closing price of the Company's shares traded through the facilities of the TSX Venture Exchange (the "**Exchange**") on the date preceding the date of grant, less any discount permitted by the Exchange, or if the shares are no longer listed for trading on the Exchange, then such other exchange or quotation system on which the shares are listed or quoted for trading. The maximum number of common shares which may be issued pursuant to options previously granted and those granted under the New Plan will be 10% of the issued and outstanding common shares of the Company at the time of grant. In addition, the number of

shares which may be reserved for issuance to any one individual may not exceed 5% of the issued shares on a yearly basis or not more than 2% of the issued shares on a yearly basis if granted to any one consultant or to any one employee engaged in investor relations activities.

Upon expiry of an option, or in the event an option is otherwise terminated for any reason, the number of shares in respect of the expired or terminated option shall again be available for the purposes of the New Plan.

Options shall be subject to vesting at the discretion of the Board. The New Plan provides that if a change of control, as defined therein, occurs, all shares subject to options shall immediately become vested and may thereupon be exercised in whole or in part by the option holder.

Any options granted pursuant to the New Plan will terminate within 30 days of the option holder ceasing to act as a director, officer, employee or consultant of the Company unless such cessation is on account of death. If such cessation is on account of death, the options terminate on the earlier of one year of the option holder's death and the expiration date of the options. Upon retirement, stock options will become fully vested and will terminate on the expiration date of the options.

In accordance with the policies of the Exchange, a plan with a rolling 10% maximum must be confirmed by shareholders at each annual general meeting.

The New Plan, and any material amendments thereto, must be approved by a majority of the votes cast by shareholders. The New Plan is also subject to approval by the Exchange.

The full text of the New Plan will be available for review at the Meeting.

At the Meeting, shareholders will be asked to pass the following resolution:

“RESOLVED that the new form of stock option plan is hereby approved and confirmed and the directors and officers of the Company be authorized and directed to perform such acts and deeds and things and execute all such documents, agreements and other writings as may be required to give effect to the true intent of this resolution.”



## **General Matters**

It is not known whether any other matters will come before the Meeting other than those set forth above and in the Notice of Meeting, but if any other matters do arise, the person named in the Proxy intends to vote on any poll, in accordance with his or her best judgement, exercising discretionary authority with respect to amendments or variations of matters set forth in the Notice of Meeting and other matters which may properly come before the Meeting or any adjournment of the Meeting.

## **ADDITIONAL INFORMATION**

Additional information relating to the Company may be found on SEDAR at [www.sedar.com](http://www.sedar.com). Financial information about the Company is provided in the Company's comparative annual financial statements to August 31, 2011 a copy of which, together with Management's Discussion and Analysis thereon, can be found on the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com). Additional financial information concerning the Company may be obtained by any securityholder of the Company free of charge by contacting the Company, at 604-684-2900.

## **BOARD APPROVAL**

The contents of this Circular have been approved and its mailing authorized by the directors of the Company.

DATED at Vancouver, British Columbia, the 18th day of April, 2012.

## **ON BEHALF OF THE BOARD**

*(signed) "Scott E. Broughton"*

Scott E. Broughton,  
President and Chief Executive Officer

## ROCA MINES INC.

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### Schedule "A" Audit Committee Charter

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The audit committee is a committee of the board of directors to which the board delegates its responsibilities for the oversight of the accounting and financial reporting process and financial statement audits.

The audit committee will:

- (a) review and report to the board of directors of the Company on the following before they are published:
  - (i) the financial statements and MD&A (management discussion and analysis) (as defined in National Instrument 51-102) of the Company,
  - (ii) the auditor's report, if any, prepared in relation to those financial statements;
- (b) review the Company's annual and interim earnings press releases before the Company publicly discloses this information;
- (c) satisfy itself that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements and periodically assess the adequacy of those procedures;
- (d) recommend to the board of directors:
  - (i) the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, and
  - (ii) the compensation of the external auditor;
- (e) oversee the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting;
- (f) monitor, evaluate and report to the board of directors on the integrity of the financial reporting process and the system of internal controls that management and the board of directors have established;
- (g) monitor the management of the principal risks that could impact the financial reporting of the Company;
- (h) establish procedures for:
  - (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and

- (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;
- (i) pre-approve all non-audit services to be provided to the Company or its subsidiary entities by the Company's external auditor;
- (j) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company; and
- (k) with respect to ensuring the integrity of disclosure controls and internal controls over financial reporting, understand the process utilized by the Chief Executive Officer and Chief Financial Officer to comply with Multilateral Instrument 52-109.

### **Composition of the Committee**

The committee will be composed of three directors from the Board, a majority of whom are not officers or employees of the Company or an affiliate of the Company.

All members of the committee will be financially literate as defined by applicable legislation. If, upon appointment, a member of the committee is not financially literate as required, the person will be provided a three month period in which to achieve the required level of literacy.

### **Authority**

The committee has the authority to engage independent counsel and other advisors as it deems necessary to carry out its duties and the committee will set the compensation for such advisors.

The committee has the authority to communicate directly with and to meet with the external auditors and the internal auditor, without management involvement. This extends to requiring the external auditor to report directly to the committee.

### **Reporting**

The reporting obligations of the committee will include:

1. reporting to the board of directors on the proceedings of each committee meeting and on the committee's recommendations at the next regularly scheduled directors' meeting; and
2. reviewing, and reporting to the board of directors on its concurrence with, the disclosure required by Form 52-110F2 in any management information circular prepared by the Company.