

**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**

September 6, 2012.

**Item 3      News Release**

A press release was disseminated on September 6, 2012 through Canada Stockwatch.

**Item 4      Summary of Material Change**

Roca Mines Inc. is announcing the resignation of an Officer and a Director.

**Item 5      Full Description of Material Change**

Please see press release of September 6, 2012 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**

September 6, 2012



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

**For immediate release**  
**September 6, 2012**

**TSX.V: ROK**  
**#2-12**

### **ROCA Director and Officer Resignations**

**Vancouver, British Columbia:** Roca Mines Inc. (TSX-V: **ROK**) ("Roca" or "the Company") announces that Mr. John Baker has resigned from its Board of Directors, and that Mr. Robert (Bob) Chambers has resigned as VP Environment and Sustainability effective immediately.

Mr. Baker has served as an advisor to Roca since 2003 and was appointed to the Board of Directors in 2007. He has and continues to be a tremendous supporter of Roca and BC's mining and exploration industry. Mr. Baker is a retired exploration geologist and has decided to pursue real retirement. Roca's Management wishes to thank John for his friendship and service to the Company. He will maintain a consulting advisory role to Roca's exploration and mining projects to ensure transition of geological information and guidance.

Mr. Chambers joined Roca in 2010 and has provided engineering and management support to the Company's mining and exploration projects. He has decided to return to the diversity of the consulting industry and Management similarly wishes to thank him for his friendship and service to the Company.

The Company has advised the TSX Venture Exchange of deficiencies in the composition of its board and as such, common shares of the Company will remain halted until this issue is remedied.

#### **ROCA MINES INC.**

*"Scott Broughton"*

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Scott E. Broughton – President and Chief Executive Officer

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