

**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 10, 2012.

Item 3 News Release

A press release was disseminated on October 10, 2012 through Canada Stockwatch.

Item 4 Summary of Material Change

Roca Mines Inc. is announcing a trading suspension by the TSX Venture Exchange.

Item 5 Full Description of Material Change

Please see press release of October 10, 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

October 10, 2012



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

For immediate release
October 10, 2012

TSX.V: ROK
#3-12

ROCA Announces Trading Suspension

Vancouver, British Columbia: Roca Mines Inc. (TSX-V: **ROK**) ("Roca" or "the Company") announces that it has received notice from the TSX Venture Exchange (the "Exchange") confirming that the Exchange will suspend trading in the Company's securities effective the opening Thursday, October 11, 2012 as a result of the Company failing to maintain Exchange requirements. Specifically the Company is required to have at least three directors and an audit committee consisting of three directors with the majority being independent directors.

Reinstatement to trading can occur only when the Company applies for reinstatement and the Exchange has concluded its reinstatement review to ensure the Company has satisfactorily complied with all Exchange requirements. If the Company does not complete its reinstatement and does not meet continued listing requirements by January 9, 2013, the Exchange may transfer the securities of the Company to the NEX board of the Exchange without further notice.

Roca's management continues to work with its financial advisors in evaluating a range of opportunities available to it in order to preserve value for our shareholders and all stakeholders, including our trade-related creditors. The Company will continue to provide further updates when appropriate.

ROCA MINES INC.

"David Skerlec"

David J. Skerlec – Chief Financial Officer

For further information contact:

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Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.