**ROCA MINES INC.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**(FORM 51-102F1)**

**NINE MONTHS ENDED MAY 31, 2013**

**July 29, 2013**

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## Date of Report

This Management Discussion and Analysis ("MD&A") should be read in conjunction with the unaudited condensed interim consolidated financial statements and related notes thereto for the nine months ended May 31, 2013 and May 31, 2012 and the audited financial statements and related notes thereto for the year ended August 31, 2012 which have been prepared by management in accordance with International Financial Reporting Standards ("IFRS") unless otherwise noted. This MD&A is prepared as of July 29, 2013. Unless otherwise noted, amounts in the Company's financial statements and this MD&A are expressed in Canadian dollars.

## Description of Business

Roca Mines Inc. (the "Company") engages principally in the exploration, development and mining of resource properties in North America. The Company's wholly-owned subsidiary Minera ROK, S.A. de C.V. was established to hold the Company's potential property interests in Mexico. Minera ROK, S.A. de C.V. is currently inactive.

The Company's wholly-owned subsidiary, FortyTwo Metals Inc., holds title to the MAX Molybdenum mine southeast of Revelstoke British Columbia, a former producer of molybdenite concentrates exported under the terms of an offtake agreement. Production at the MAX Molybdenum Mine is currently suspended because of lower than targeted head grades, lower commodity prices and higher overall operating costs.

The Company is currently listed on the TSX Venture Exchange (the "Exchange") under the symbol "ROK", but has been suspended 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 at least 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. The Exchange may transfer the common shares of the Company to the NEX board of the Exchange without further notice.

## Selected Annual Financial Results

The information below has been extracted from the Company's annual audited consolidated financial statements.

| Years Ended | | **August 31, 2012** | | August 31, 2011 | | August 31, 2010[1] |
|---|---|---|---|---|---|---|
| Total revenues | **$** | **2,005,743** | $ | 1,773,845 | $ | 17,649,841 |
| Net loss | **$** | **(3,756,734)[2]** | $ | (21,669,546)[3] | $ | (14,239,676)[4] |
| Net loss per share | **$** | **(0.03)** | $ | (0.17) | $ | (0.15) |
| Total assets | **$** | **9,699,318** | $ | 11,994,790 | $ | 30,081,281 |
| Total long term debt | **$** | **Nil** | $ | Nil | $ | Nil |

Notes:

1) Information for the year-ended August 31, 2010 is presented in accordance with Canadian generally accepted accounting principles and has not been restated in accordance with IFRS.
2) The loss for the year ended August 31, 2012 includes a write-down of $423,263 in plant and equipment and an impairment charge of $1,274,974 related to previously capitalized exploration and evaluation assets.
3) The loss for the year ended August 31, 2011 includes a write-down of $15,424,654 in plant and equipment and $1,515,643 in deferred income tax assets.
4) The loss for the year ended August 31, 2010 includes non-cash stock-based compensation of $532,190 and a write-down of $11,584,037 in deferred income tax assets.

## Summary of Quarterly Results (unaudited)

The information below has been extracted from the Company's unaudited condensed interim quarterly financial statements prepared in accordance with IFRS.

| | May 31, 2013 | Feb. 28, 2013 | Nov. 30, 2012 | Aug. 31, 2012 |
|---|---|---|---|---|
| Revenues | Nil | Nil | Nil | Nil |
| Net loss | (331,205) | (373,889) | (357,131) | (2,276,119)[1] |
| Net loss per share | (0.01) | (0.01) | (0.01) | (0.02) |
| Total assets | 9,118,060 | 9,203,682 | 9,486,751 | 9,699,318 |
| Total long term debt | Nil | Nil | Nil | Nil |

| | May 31, 2012 | Feb. 29, 2012 | Nov. 30, 2011 | Aug. 31, 2011 |
|---|---|---|---|---|
| Revenues | Nil | 35,643 | 1,969,421 | 920,217 |
| Net Loss | (368,337) | (540,554) | (571,724) | (18,399,966)[2] |
| Net loss per share | (0.01) | (0.01) | (0.01) | (0.15) |
| Total assets | 11,330,384 | 11,127,528 | 11,306,551 | 11,994,790 |
| Total long term debt | Nil | Nil | Nil | Nil |

Notes:

1) The loss for the quarter ended August 31, 2012 includes an impairment charge of $1,274,974 in previously capitalized exploration and evaluation costs relating to the MAX molybdenum project.
2) The loss for the quarter ended August 31, 2011 includes a write-down of $15,424,654 in plant and equipment and $1,515,643 in deferred income tax assets.

## Results of Operations

During the three months ended May 31, 2013, the Company recorded production revenues of Nil and a net loss of $331,205 compared to revenues of Nil and a net loss of $368,337 for the three months ended May 31, 2012. In the current quarter, holding costs at the MAX molybdenum mine were $110,818 versus $188,963 during the quarter ended May 31, 2012.

During the nine months ended May 31, 2013, the Company recorded production revenues of Nil and a net loss of $1,062,225 compared to revenues of $2,005,064 and a net loss of $1,480,615 for the nine months ended May 31, 2012. In the prior year, the Company wrote-down $365,392 in equipment costs and recorded significantly higher holding costs at the MAX molybdenum mine ($664,060 versus current year's $336,371).

General and administrative expenses have decreased over 2012, reflecting the Company's cost-cutting initiatives while the MAX Molybdenum mine's performance has suffered along with the state of the financial markets and the Company's financing alternatives.

### *MAX Molybdenum Mine*

Through its wholly-owned subsidiary, FortyTwo Metals Inc., the Company holds a 100% interest in the MAX Molybdenum mine located approximately 60 kilometres southeast of Revelstoke, B.C.

*Production Results*

Company historically has sold its concentrates with final sales revenues based on average prevailing molybdenum oxide prices in periods subsequent to delivery. The Company has no hedging program nor has it sold forward any of its production. The MAX Molybdenum mine had a sustained shutdown during fiscal 2011 due to ground instability that occurred in September of 2010. Given molybdenum oxide prices in the US$14 range, lower than targeted head grades, the historically high Canadian dollar, labour and energy costs, the Company was again forced to place the operation on temporary shutdown status in October 2011.

Global uncertainty and a general weakening of support in the resource sector, and molybdenum investments in particular have brought the company to a point where new financial initiatives must be undertaken. The Company recently engaged a financial adviser to assist in evaluating a broader range of opportunities available to it, including structured debt, asset and tax pool sales, joint ventures, and other arrangements. The primary intent of this engagement, which continues as of the date of this report, is to preserve value for the Company's shareholders and all other stakeholders, including its trade-related creditors.

*MAX Property Exploration*

Deferred exploration costs for the MAX project represent costs incurred in the search for new ore bodies including a deep molybdenum porphyry target below the existing MAX mine mineralization, the "North molybdenum biogeochemical target" and the "Ridge Tungsten Zone". The Company did not expend significant funds on these projects during fiscal 2010 through 2012.

In light of reduced global expectations on future molybdenum and tungsten markets, the Company booked an impairment charge of $1,274,974 related to these capitalized exploration and evaluation costs at MAX in the prior fiscal year leaving Nil in asset value as of May 31, 2013.

***Foremore VMS-Gold Project***

The Company holds a 100% interest in the Foremore VMS-Gold project situated in the "Golden Triangle" one of the most active mining and exploration areas in north-western British Columbia. The property comprises 65 contiguous mineral claims totaling 23,609 hectares in the Liard Mining Division. Significant operations in the area include Barrick Gold's legendary Eskay Creek Mine, Cominco's historic Snip Mine and NovaGold's and Teck Resource's Galore Creek Project. The Foremore project was explored by Cominco Limited between 1989 and 1996. The Company's exploration efforts at Foremore date back to the summer of 2002.

Capitalized acquisition and exploration expenditures on the Foremore Project to May 31, 2013 totalled $6,802,718 (net of tax credits and adjustments).

***SeaGold Property***

The Company holds an interest in the SeaGold Project, comprising 8 claim blocks of 4,000 hectares, centered on a number of gold and copper occurrences approximately 35 km north of Barrick Gold's Eskay Creek gold/silver mine in BC. The balance of the property interest is now held by Romios Gold Resources Inc. ("Romios"). Romios serves as the operator of a joint venture on the SeaGold project and conducted approximately $500,000 in work during the summer 2012.

**Liquidity, Financial Position and Going Concern**

The viability of the Company's future operations is dependent on future financing. The Company's consolidated financial statements have been prepared assuming the Company will continue on a going-concern basis and be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. For the nine months ended May 31, 2013, the Company reported a loss of $1,062,225 and an accumulated deficit of $66,793,526 at that date. The Company had a working capital deficit of $4,021,954 and cash and cash equivalents at May 31, 2013 amounted to $19,908. These circumstances lend significant doubt as to the ability of the Company to continue as a going concern.

Exploration at the Company's Foremore project and SeaGold joint venture has been constrained by available funding and the MAX Molybdenum mine has encountered low commodity prices and operating difficulties over the past two years. Continuing operations as a going concern are dependent upon management's ability to reactivate the mine and improve operating margins or to raise adequate financing in the capital markets or by sale of assets. Although management has been successful in the past, there is no assurance that these initiatives will be successful in the future.

These financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary were the going concern assumption inappropriate, and these adjustments could be material.

## Critical Accounting Estimates

The Company's accounting policies are described in Note 3 to the Company's annual consolidated financial statements. The preparation of these financial statements in conformity with IFRS requires management of the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. These estimates are based on past experience, industry trends and known commitments and events. By their nature, these estimates are subject to measurement uncertainty and the effects on the financial statements of changes in such estimates in future periods could be significant. The estimates made in applying the policies below can be uncertain and a change in these estimates could materially impact the financial statements.

*Impairment of long-lived Assets*

Carrying values of non-producing mining properties and the property, plant and equipment associated with those exploration and evaluation assets are reviewed for impairment when facts and circumstances suggest that the carrying amount exceeds the recoverable amount. If the property is assessed to be impaired, it is written down to its estimated recoverable amount. Significant judgments and estimates are made when estimating this net recoverable value. Therefore the recorded value of exploration and evaluation assets could materially change from period to period due to changes in estimates.

*Asset Retirement Obligations*

The Company is subject to various laws governing reclamation of its exploration sites. These laws are subject to change and these changes may affect the procedures and costs required to complete reclamation obligations. Estimates of the value of these liabilities for asset retirement obligations are recognized in the period they are incurred. A corresponding increase in the related asset is recorded and depreciated over the estimated life of the asset. If the value of the liability decreases due to changes in future cash flow estimates, a corresponding decrease in the related asset is recorded. If the reduction exceeds the value of the related asset, the remaining amount is reduced through earnings. Where a related asset is not identifiable with a liability, the change in value is charged to earnings in the period. Each period, the liability is increased to reflect the accretion (or interest) portion of the initial value estimate and changes in estimated cost and timing of the reclamation procedures.

The Company has estimated its MAX Molybdenum mine future site restoration costs to be $1,313,403 and other property retirement obligations to be $21,600. All amounts are now recorded undiscounted due to the Max mine's inactive status and uncertainty in forecasting ultimate closure dates on all properties.

Actual future reclamation costs may be materially different from the costs estimated by the Company.

## Related Party Transactions

During the nine months ended May 31, 2013, the Company accrued for rent and office expenses payable totalling $31,381 (2012 - $28,722) by a company with common management. At May 31, 2013, the related company owed a total of $7,199 (2012 - $9,284) in rent and office expenses.

Directors of the Company provided various short–term, non-interest bearing loans without fixed repayment terms to the Company which at May 31, 2013 stood at $252,500 (2012 - $225,000). As at May 31, 2013, current liabilities include $885,691 (2012 - $372,564) payable to Directors of the Company.

Key management includes the Chief Executive Officer, Chief Financial Officer and members of the Company's Board of Directors. Other than as disclosed above, compensation paid or accrued to key management for services during the nine month periods ended May 31, 2013 and May 31, 2012 is as follows:

| | **2013** | 2012 |
|---|---|---|
| Salaries and benefits | **$ 246,737** | $ 190,193 |

These transactions were incurred in the ordinary course of business (except as to the short-term loans), are non-interest bearing, and without specific repayment terms. The transactions are measured at the exchange amount, which is the fair value consideration established and agreed to by the related parties.

## Risks and Uncertainties

The Company's financial success will be dependent upon the extent to which it can discover mineralization or acquire mineral properties and the economic viability of developing its properties. The Company competes with many companies possessing greater financial resources and technical facilities than itself. The market price of minerals and/or metals is volatile and cannot be controlled. There is no assurance that the Company's mineral exploration and development activities will be successful. The development of mineral resources involves many risks in which even a combination of experience, knowledge and careful evaluation may not be able to overcome. All of the Company's short to medium term operating, exploration and development cash flow must be derived from cash flows from the Company's single operating mine or from external sources of financing. Actual funding may vary from what is planned due to a number of factors including mine performance, commodity prices, and the progress of exploration and development on its current properties. Should changes in commodity and equity market conditions prevent the Company from obtaining additional financing, the Company will need to review its development and exploration plans to prioritize project expenditures based on funding availability.

## Share Capital

At the date of this report there were 123,864,898 common shares outstanding and no securities convertible into common shares.

## Legal Claims and Contingent Liabilities

At May 31, 2013, there were no material legal claims or contingent liabilities outstanding that have not been fully accounted for.

## Off-balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

## Outlook

Uncertainty in the global financial markets has seriously eroded the supply of financing for new mine development, and management believes that this may ultimately lead to positive changes in commodity prices in the future. It is therefore management's goal to continue to finance and explore its various property interests.

The Company has engaged a financial adviser to assist in evaluating a broader range of opportunities available to it, including structured debt, asset and tax pool sales, joint ventures, and other arrangements. The primary intent of this engagement is to preserve value for the Company's shareholders and all stakeholders, including its trade-related creditors.

## Additional Information

Additional information is available for viewing at the Company's website www.rocamines.com or on the SEDAR website www.sedar.com.

## Forward-Looking Information

This management discussion and analysis contains certain forward-looking statements and information relating to the Company that are based on the beliefs of its management as well as assumptions made by and information currently available to the Company. When used in this document, the words "anticipate", "believe", "estimate", "expect" and similar expressions, as they relate to the Company or its management, are intended to identify forward-looking statements. This MD&A contains forward-looking statements relating to, amongst other things, regulatory compliance, the sufficiency of current working capital, the estimated cost and availability of funding for the continued exploration of the Company's properties. Such statements reflect the current views of the Company with respect to future events and are subject to certain risks, uncertainties, and assumptions. Factors that could cause the actual results to differ materially from those in forward-looking statements include market prices, exploitation and exploration success, continued availability of capital and financing, inability to obtain required regulatory or governmental approvals and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Forward looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made. The Company undertakes no obligation to update these forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change except as required by law. These statements are based on a number of assumptions, including, among others, assumptions regarding general business and economic conditions, the timing of the receipt of regulatory and governmental approvals for the transactions described herein, the ability of the Company and other relevant parties to satisfy stock exchange and other regulatory requirements in a timely manner, the availability of financing for proposed transactions and exploration and development programs on reasonable terms and the ability of third-party service providers to deliver services in a timely manner. The foregoing list of assumptions is not exhaustive. Events or circumstances could cause results to differ materially.