

**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

January 8, 2014.

Item 3 News Release

A press release was disseminated through Canada Stockwatch.

Item 4 Summary of Material Change

Roca Mines Inc. (“Roca”) and Discovery Ventures Inc. (“Discovery”) are announcing an amendment to the agreement whereby Discovery will purchase Roca’s wholly-owned subsidiary, FortyTwo Metals Inc.

Item 5 Full Description of Material Change

Please see press release of January 8, 2014 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

January 10, 2014



Discovery Ventures Inc.
900 – 570 Granville Street
Vancouver, B.C. V6C 3P1



Roca Mines Inc.
490 – 1122 Mainland Street
Vancouver, B.C. V6B 5L1

JOINT RELEASE

January 8, 2014

**DISCOVERY VENTURES AND ROCA MINES ANNOUNCE PARTIAL PAYMENT AND
EXTENSION OF PAYMENT TERMS WITH RESPECT TO ACQUISITION OF
MAX MINE AND MILL FROM ROCA MINES**

VANCOUVER – Discovery Ventures Inc. (“**Discovery**”) (TSXV: DVN) and Roca Mines Inc. (“**Roca**”) are pleased to announce they have amended the letter agreement dated November 4, 2013 (the “**Agreement**”) with Roca and FortyTwo Metals Inc., a wholly-owned subsidiary of Roca (“**FortyTwo**”). Pursuant to the original letter agreement, Roca granted an exclusive option to Discovery to acquire all of the issued and outstanding common shares of FortyTwo. FortyTwo holds, among other assets, the Max Mine which includes an underground molybdenum mine, crushing, milling and concentrating facilities, tailings storage facilities, mineral claims, mining leases, licenses and other holdings located near Trout Lake in the Revelstoke mining division of the Province of British Columbia. The Max Mine is located approximately 135 kilometres from Discovery’s Willa Project and is a formerly producing molybdenum mine that operated from 2007 until November 2011 when depressed metal prices led to its closure.

Discovery has exercised the first stage of the option and is working towards the exercise of the second stage of the option. Originally, the Agreement required that Discovery pay \$950,000 to Roca on or prior to January 5, 2014, following which the second stage of the option would be deemed exercised and Roca would transfer an additional 19% of the share capital of FortyTwo to Discovery.

Pursuant to the amendments, the parties agreed to restructure the second stage of the option. As a result, Discovery is required to pay \$250,000 to Roca on or prior to January 8, 2014 and pay the remaining \$700,000 for the second stage of the option to Roca on or prior to March 6, 2014, following which the second stage of the option will be deemed exercised.

“Akash Patel”

Akash Patel
President and Director
Discovery Ventures Inc.

FOR FURTHER INFORMATION PLEASE CONTACT:

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This press release contains forward-looking information that involves various risks and uncertainties regarding future events. Such forward-looking information can include without limitation statements based on current expectations

involving a number of risks and uncertainties and are not guarantees of future performance of the Discovery, such as the statement that Discovery may exercise the option, or any stage of the option and acquire any portion or all of the shares of FortyTwo. There are numerous risks and uncertainties that could cause actual results and Discovery's plans and objectives to differ materially from those expressed in the forward-looking information, including: (i) adverse market conditions; (ii) risks inherent in the mineral exploration industry in general; (iii) the ability of Discovery to exercise one or more stages of the option; (iv) the ability of Discovery to raise sufficient funds to exercise one or more stages of the option; (v) the risk in Roca receiving an offer to sell the shares of FortyTwo that it is willing to accept in substitution of Discovery's option under the Agreement; (vi) the risk in one or more creditors of Roca or FortyTwo placing either entity into bankruptcy; (vii) inability to acquire permits or First Nation support for mining operations with respect to the Willa Project or the Max Mine; and (viii) latent environmental liabilities with respect to the Willa Project or the Max Project. Actual results and future events could differ materially from those anticipated in such information. These and all subsequent written and oral forward-looking information are based on estimates and opinions of management on the dates they are made and are expressly qualified in their entirety by this notice. Except as required by law, Discovery does not intend to update these forward-looking statements.

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