

ROCA MINES INC.

**Annual General Meeting
to be held on February 23, 2011**

**Notice of Annual General Meeting
and
Information Circular**

January 19, 2011

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

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general meeting of the shareholders of Roca Mines Inc. (the “Company”) will be held at Suite 2610, Oceanic Plaza, 1066 West Hastings Street, Vancouver, British Columbia, on Wednesday, February 23, 2011 at 10:00 a.m. At the meeting, the shareholders will receive the financial statements for the year ended August 31, 2010, together with the auditor’s report thereon, and consider resolutions to:

1. fix the number of directors at three;
2. elect directors for the ensuing year;
3. appoint PricewaterhouseCoopers LLP, Chartered Accountants, as auditor of the Company for the ensuing year and authorize the directors to determine the remuneration to be paid to the auditor;
4. consider and if deemed advisable, to approve an ordinary resolution by disinterested shareholders authorizing the adoption of a new stock option plan on the basis set out in the section of the accompanying information circular entitled “Particulars of Matters to be Acted Upon – Adoption of New Stock Option Plan”; and
5. transact such other business as may properly be put before the meeting.

All shareholders are entitled to attend and vote at the meeting in person or by proxy. The board of directors requests all shareholders who will not be attending the meeting in person to read, date and sign the accompanying proxy and deliver it to Computershare Trust Company of Canada (“Computershare”). If a shareholder does not deliver a proxy to Computershare, Attention: Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1 by 10:00 am (Vancouver, British Columbia time) on Monday, February 21, 2011 (or before 48 hours, excluding Saturdays, Sundays and holidays before any adjournment of the meeting at which the proxy is to be used), then the shareholder will not be entitled to vote at the meeting by proxy. Only shareholders of record at the close of business on January 19, 2011 will be entitled to vote at the meeting.

An information circular and a form of proxy accompany this notice.

DATED at Vancouver, British Columbia, the 19th day of January, 2011.

ON BEHALF OF THE BOARD

(signed) “Scott E. Broughton”

Scott E. Broughton,
President and Chief Executive Officer