

**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

April 29, 2011.

Item 3 News Release

A press release was disseminated on April 29, 2011 through Canada Newswire.

Item 4 Summary of Material Change

Roca Mines Inc. is announcing its quarterly financial and operating results.

Item 5 Full Description of Material Change

Please see press release of April 29, 2011 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

April 29, 2011



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

For immediate release
April 29, 2011

TSX.V: ROK
#05-11

ROCA Reports Second Quarter Results

Vancouver, British Columbia: Roca Mines Inc. (TSX-V: **ROK**) ("Roca" or "the Company") has released its financial results for the three and six months ended February 28, 2011. All dollar amounts are stated in Canadian dollars unless otherwise indicated.

MAX Molybdenum Mine

The Company sells its concentrates to a UK-based buyer with final sales revenues based on average prevailing molybdenum oxide prices in periods subsequent to delivery. Revenues of \$853,628 for the six months ended February 28, 2011 result from shipments totaling 54,923 lbs of contained molybdenum. The Company has no hedging program nor has it sold forward any of its production.

The Max Molybdenum Mine has had a sustained shutdown due to instability that occurred in September of 2010. During the six months ended February 28, 2011, crews have conducted rehabilitation work and geotechnical investigations to assess conditions and plan new mining activities.

A revised mine plan has now been prepared and reflects the desire to effectively isolate all future production from the stoping areas that have recently caused various production delays. Rehabilitation work commenced in November after adequate financing was received. In addition to rehabilitation and general maintenance at the site, a geotechnical program to survey the existing stope and mapping of other workings has been completed.

In parallel with the activities described above, the Company has been working with its various contractors to establish early mobilization dates for critical path work. These tasks include stope development and long-hole production drilling prior to restarting production. In addition, various contractors are reorganizing staffing and management for the mill and other operations at site.

Financial Results

The information in this news release and the selected financial information should be read in conjunction with the interim consolidated financial statements, and management discussion and analysis, for the period ended February 28, 2011, which will be available at Roca's website at www.rocamines.com.

During the six months ended February 28, 2011, the Company recorded production revenues of \$853,628 (2010 - \$7,132,426) and a net loss of \$2,272,596 (2010 - \$1,873,039). In the current year, the MAX molybdenum mine and mill operated for only a small portion of the operating period (16 days) and incurred temporary shutdown and rehabilitation costs of \$1,445,588 (2010 - Nil).

The Company recorded a negative adjustment of \$8,051 to revenues during the three months ended February 28, 2011 reflecting lower than expected realized prices for earlier shipments settled in the current period. The Company recorded revenues of \$7,132,426 and a loss of \$1,873,039 during the three months ended February 28, 2010 on significantly higher throughput and concentrate production.

Summary Consolidated Statements of Operations and Loss

	Three months ended February 28, 2011	Six months ended February 28, 2011
Total Revenues	(8,051)	853,628
Cost of sales	-	(1,149,057)
Depletion, amortization, accretion	(14,887)	(117,721)
<i>Mining Loss</i>	<i>(22,938)</i>	<i>(413,150)</i>
Temporary shutdown and rehabilitation costs	(789,702)	(1,445,588)
General & Administrative	320,929	595,846
<i>Loss from Operations</i>	<i>(1,133,569)</i>	<i>(2,454,584)</i>
Exchange gain (loss) and other income (loss)	199,649	181,988
<i>Net Loss for the Year</i>	<i>(933,920)</i>	<i>(2,272,596)</i>
Loss per Share – Basic and Diluted	(0.01)	(0.02)

Outlook

It remains management's belief that molybdenum prices should remain significantly greater than historic values for the foreseeable future due to i) production problems globally, ii) the reduction of by-product production related to copper mines and iii) the inability of new mines to achieve financing. In real terms, recent global events have seriously eroded the supply of molybdenum and management believes that a realization of supply and demand fundamentals in the medium-term will result in positive changes to pricing. It is therefore management's goal to re-start production at the MAX Molybdenum mine and to advance its permitted 1000 tpd expansion plans. This will ultimately reduce unit costs and preserve the opportunity to produce concentrates in an appreciating price environment.

ROCA MINES INC.

"David Skerlec"

David J. Skerlec – Chief Financial Officer

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