

**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

May 9, 2011.

Item 3 News Release

A press release was disseminated on May 9, 2011 through Canada Newswire.

Item 4 Summary of Material Change

Roca Mines Inc. is announcing the closing of a \$2.5 million financing.

Item 5 Full Description of Material Change

Please see press release of May 9, 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

May 9, 2011



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

For immediate release
May 9, 2011

TSX.V: ROK
#06-11

ROCA Closes \$2.5 million Financing

Vancouver, British Columbia: Roca Mines Inc. (TSX-V: **ROK**) ("Roca" or the "Company") announces that it has closed the \$2.5 million private placement announced on April 28, 2011 with strategic investor SeAH Holdings Corp.

10 million units of the Company have been issued at a price of \$0.25 per unit, each unit consisting of one common share and one half of a transferable common share purchase warrant. Each full warrant entitles the holder to purchase an additional common share of the Company at a price of \$0.30 through May 9, 2012. All securities issued under this private placement are subject to hold period expiring September 10, 2011.

About SeAH Holdings Corp. - SeAH is a public company listed on the Korean stock exchange. SeAH is the holding company of SeAH Group, established in 2001 by separating SeAH Steel's investment sector and is based in Seoul, South Korea. SeAH has 18 domestic and 13 overseas subsidiaries/operations with business areas in special steel producing, pipe manufacturing, IT and energy. SeAH Besteel Corp., the largest subsidiary of SeAH, is known as the #1 special steel maker in Korea and the company mainly produces automotive parts and shipbuilding parts for globally renowned automakers and shipbuilders

The Company's various contractors and employees are working towards restarting production at the MAX molybdenum mine and continue to advance its permitted 1,000-tonne-per-day expansion plans. Molybdenum oxide currently trades at approximately US\$17.00 per pound.

ROCA MINES INC.

"David Skerlec"

David J. Skerlec – Chief Financial Officer

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