

**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

July 29, 2011.

Item 3 News Release

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

Item 4 Summary of Material Change

Roca Mines Inc. is announcing its third quarter financial results.

Item 5 Full Description of Material Change

Please see press release of July 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

July 29, 2011



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

For immediate release
July 29, 2011

TSX.V: ROK
#10-11

ROCA Reports Third Quarter Results

Vancouver, British Columbia: Roca Mines Inc. (TSX-V: **ROK**) ("Roca" or "the Company") has released its financial results for the three and nine months ended May 31, 2011. All dollar amounts are stated in Canadian dollars unless otherwise indicated. 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 May 31, 2011, which will be available at Roca's website at www.rocamines.com.

During the nine months ended May 31, 2011, the Company recorded production revenues of \$853,628 (2010 - \$13,410,199) and a net loss of \$3,269,580 (2010 - \$1,884,872). 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 \$2,182,542 (2010 - Nil). The Max Molybdenum Mine has had a sustained shutdown due to instability that occurred in September of 2010. During the nine months ended May 31, 2011, crews conducted significant rehabilitation work at MAX along with geotechnical investigations to assess conditions and plan new mining activities.

Summary Consolidated Statements of Operations and Loss

	Three months ended May 31, 2011	Nine months ended May 31, 2011
Total Revenues	-	853,628
Cost of sales	-	(1,149,057)
Depletion, amortization, accretion	(9,307)	(127,028)
<i>Mining Loss</i>	<i>(9,307)</i>	<i>(422,457)</i>
Temporary shutdown and rehabilitation costs	(736,954)	(2,182,542)
General & Administrative	246,035	841,881
<i>Loss from Operations</i>	<i>(992,296)</i>	<i>(3,446,880)</i>
Exchange gain (loss) and other income (loss)	(4,688)	177,300
<i>Net Loss for the Year</i>	<i>(996,984)</i>	<i>(3,269,580)</i>
Loss per Share – Basic and Diluted	(0.01)	(0.03)

ROCA MINES INC.

"David Skerlec"

David J. Skerlec – Chief Financial Officer

For further information contact:

Tel: 604-684-2900

Fax: 604-684-2902

Email: info@rocamines.com

Web: www.rocamines.com

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