

**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**

October 5, 2015.

**Item 3 News Release**

A press release was disseminated through Canada Stockwatch.

**Item 4 Summary of Material Change**

Roca Mines Inc. (“Roca”) is announcing the completion of the sale of its subsidiary, FortyTwo Metals Inc.

**Item 5 Full Description of Material Change**

Please see press release of October 7, 2015 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**

October 8, 2015



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

**For immediate release**  
**October 7, 2015**

### **ROCA Sells Remaining Interest in FortyTwo Metals Inc.**

**Vancouver, British Columbia:** Roca Mines Inc. ("Roca" or "the Company") announces that pursuant to a share purchase agreement (the "Share Purchase Agreement") dated October 5, 2015 with Discovery Ventures Inc. ("Discovery"), it has sold the remaining 65% of the outstanding share capital of FortyTwo Metals Inc. ("FortyTwo") to Discovery. Pursuant to the Share Purchase Agreement, Discovery acquired the remaining shares of FortyTwo with its existing liabilities in exchange for the following:

- the payment of CDN\$200,000;
- the issuance of 3,000,000 common shares of Discovery; and,
- the issuance of 3,000,000 share purchase warrants to purchase up to 3,000,000 additional common shares of Discovery at a price of \$0.15 for a period of 5 years.

In addition to its existing exploration properties, including the 100% held Foremore VMS-Gold Project, management is also reviewing new opportunities for the Company.

#### **ROCA MINES INC.**

*"Scott Broughton"*

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Scott E. Broughton – President and CEO

For further information contact:  
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