BC Form 53-901F
(Previously Form 27)

Alberta Form 27

Securities Act

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE *SECURITIES ACT* (BRITISH COLUMBIA) AND UNDER SECTION 118(1) OF THE *SECURITIES ACT* (ALBERTA)

1. Reporting Issuer

Roca Mines Inc.
500 - 1045 Howe Street
Vancouver, B.C.
V6E 4K2

Telephone: 604-684-5900

2. Date of the Material Change

March 7, 2003

3. News Release

A news release was issued at Vancouver on March 7, 2003.

4. Summary of Material Change

Roca Mines Inc. announced the appointment of Mr. David J. Skerlec as Chief Financial Officer, Secretary and Director of the Issuer.

5. Full Description of Material Change

Please see the March 7, 2003 news release attached.

6. Reliance on Section 85(2) of the *Securities Act* (British Columbia) and Section 118(2) of the *Securities Act* (Alberta)

Not applicable.

7. Omitted Information

Not applicable.

8. Senior Officer

Scott E. Broughton, President
Telephone Number: 604-684-5900, Ext #114

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, the 13th day of March, 2003.

"Scott E. Broughton"
Scott E. Broughton, President

For immediate release

ROK:TSX.V

#3-03

ROCA MINES INC. APPOINTS DAVID J. SKERLEC AS CHIEF FINANCIAL OFFICER AND DIRECTOR

Vancouver, British Columbia, March 7, 2003: Roca Mines Inc. (ROK:TSX.V) announces the appointment of Mr. David J. Skerlec as Chief Financial Officer, Secretary and Director of the Company.

Mr. Skerlec was most recently Vice President of Corporate Finance for Vancouver-based Investment Dealer Union Securities Ltd. Since 1995 he has been responsible for providing financing services for junior public companies, primarily operating in the exploration industry. Mr. Skerlec received an undergraduate degree from the University of Western Ontario and completed his Master of Business Administration (MBA) degree at York University. In 1999, he was awarded the Chartered Financial Analyst (CFA) designation. Mr. Skerlec also has several years experience in the exploration, development and management of a Yukon-based gold mining operation.

Mr. Skerlec will be paid a consulting fee for his services and will be granted 250,000 stock options exercisable for a period of five years at 35 cents per share. He brings a wealth of financing skill, corporate expertise and industry enthusiasm to the Company, and we are very pleased to welcome him to our team.

Roca's board would very much like to thank Mr. Mark Brown, C.A. and Pacific Opportunity Company Ltd. for their valued services in the past and especially during the flow-through tax season. Pacific Opportunity will continue to provide consulting and advisory services to Roca.

ROCA MINES INC.

"Scott E. Broughton"

Scott E. Broughton, P.Eng - President

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