

**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 146(1) OF THE *SECURITIES ACT* (ALBERTA)

Item 1: Reporting Issuer

Roca Mines Inc.
500 – 1045 Howe Street
Vancouver, B.C.
V6Z 2A9

Item 2: Date of Material Change

June 13, 2003

Item 3: Press Release

A new release was issued at Vancouver on June 13, 2003.

Item 4: Summary of Material Change

Roca Mines Inc. is announcing a proposed private placement of 400,000 shares at \$0.25 to certain directors.

Item 5: Full Description of Material Change

Please see June 13, 2003 news release attached.

Item 6: Reliance on section 85 (2) of the *Securities Act* (British Columbia) and Section 146(2) of the *Securities Act* (Alberta)

Not Applicable.

Item 7: Omitted Information

Not applicable.

Item 8: Senior Officer

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

Item 9: Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

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

“Scott Broughton”

Scott E. Broughton, President

For immediate release



**ROK:TSX.V
#5-03**

Private Placement

Vancouver, British Columbia, June 13, 2003: Roca Mines Inc. ("Roca") announces that certain directors have arranged the sale of 400,000 common shares of Roca at a price of \$0.25 per share through the facilities of the TSX Venture Exchange. The proceeds from this sale will be used to fund a private placement of 400,000 common shares of Roca at a price of \$0.25 per share. Funds will be used for general working capital and to add to the company's exploration reserves. The private placement is subject to regulatory approval.

ROCA MINES INC.

"Scott Broughton"

Scott E. Broughton, P.Eng - President

For further information contact Scott Broughton or John Mirko at:

Tel: 604-684-5900 (Broughton Ext. 114 / Mirko Ext. 110)

Email: sbroughton@rocamines.com / jmirko@rocamines.com

Web: www.rocamines.com

The TSX Venture Exchange does not accept responsibility for the adequacy or accuracy of this release.