BC FORM 53-901F
(Previously Form 27)
Alberta Form 27
Securities Act

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE *SECURITIES ACT* (BRTISH 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

October 10, 2003

Item 3: Press Release

A new release was issued at Vancouver on October 10, 2003.

Item 4: Summary of Material Change

Roca Mines Inc. is announcing certain exploration results from a field program on its Foremore Project in northern British Columbia.

Item 5: Full Description of Material Change

Please see October 10 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 14th day of October 2003.

"Scott Broughton"

Scott E. Broughton, President

For immediate release **ROK:TSX.V #13-03**

Foremore: SG Zone Results

Vancouver, British Columbia, October 10, 2003: Roca Mines Inc. ("Roca", the "Company") announces the receipt of final assay results from the Phase I channel sampling, exploration diamond drilling and geophysics program conducted at the SG Zone on the Foremore Project, 45 km north of Barrick Gold's Eskay Creek Mine in northwestern British Columbia.

The SG Zone has been significantly advanced through the 2003 field program and is now interpreted to be a large-scale felsic dome package. The area is recognized as the likely source of well-mineralized volcanogenic massive sulphide ("VMS") boulders located in the SG Boulder Field and the South Boulder Field.

The SG 'Discovery Showing' was found by Roca crews late in 2002 and work renewed at the SG Zone in early August 2003. The primary focus of the work was to map the SG Zone in detail and to determine the extent of mineralization and its potential to host deposit-scale targets. Mapping and interpretation was conducted by Dr. Jim Oliver, P.Geo., an independent VMS expert. Additional later mapping of many new rock exposures during this season's unprecedented snowmelt has resulted in the identification and confirmation of a 2 km long felsic contact extending from the SG Discovery to the northeast and west. Favorable horizons of this size represent large-scale basin environments prospective for VMS accumulation. The recognition of this environment and the abundance of well-mineralized boulders sourced from this area make the SG Zone a compelling gold-rich VMS target for the Company.

Channel samples at the SG Discovery Showing were cut across portions of what is now interpreted to be polymetallic, stratiform VMS and sulphide stringer mineralization, typical of a zone distal to a VMS deposit.

Summary of SG Zone - Discovery Showing: Selected Channel Sample Assays

Sample #	Interval (m)	Zinc (Zn) %	Lead (Pb) %	Silver (Ag) gm/mt	Gold (Au) gm/mt
126828	0.90	1.31	0.43	6.9	0.24
126829	1.26	1.23	0.47	6.3	0.09
126830	1.30	0.92	0.92	15.2	0.10
Weighted Average	**3.46**	**2.00**	**0.63**	**9.8**	**0.13**
126836	**0.42**	**16.39**	**3.68**	**67.6**	**0.13**
126840	0.82	11.76	4.28	76.9	0.20
126841	0.52	2.34	0.59	13.4	0.05
126842	0.48	2.75	0.91	17.2	0.05
Weighted Average	**1.82**	**6.69**	**2.34**	**42.9**	**0.11**
126845	1.00	4.32	1.89	24.1	0.18
126846	0.62	2.07	2.06	39.7	0.15
Weighted Average	**1.62**	**3.46**	**1.96**	**30.1**	**0.17**

(Note: Au, Ag by 30g Fire Assay - Zn, Pb, Cu by ICP-ES)

Prior to completing its mapping and interpretation, Roca completed four exploration diamond drill holes on two section lines, 50m apart, at the SG Discovery Showing area. The targets of this two-day drill-program included the zinc-lead stringer type mineralization as well as gold-rich massive zinc-lead mineralization (a 15 cm hand specimen from the 2002 field season assayed 12.6% Zn, 11.2% Pb, 138 g/t Ag and 20.1 g/t Au).

Drill holes FM03-01 through 04 ranged in length from 42.7m to 91.5m for a total of 225.3m. Significant assays include; 1.0m grading 1.56% Zn, 0.89% Pb and 8.2g/t Ag (FM03-01), and 1.1m grading 2.04% Zn, 0.36% Pb and 6.4 g/t Ag (FM03-02). The lack of mineralized stratigraphy is due in part to the presence of a diabase dyke, which locally intrudes and displaces the targeted mineralized rhyolite.

The prospectivity of the SG Zone is best demonstrated by the well-mineralized boulder fields that are located down hill from newly defined target area. In addition to the outcropping massive sulphides and the recently mapped 2 km long felsic contact, new mapping and sampling has identified a broad area of pyrite-mineralized rhyolite along this contact. A grab sample, located approximately 1 km from the SG Discovery Showing, returned 1.29 g/t gold (fire assay) over 0.2m, adding further to the gold potential of this VMS-prospective horizon.

In order to refine drill targets at the SG Zone, Roca has recently conducted a ground Max-Min electromagnetic (EM) survey over a 13.8 line-kilometer grid. This survey has delineated a 200m long anomaly in the northeast portion of the grid, coincident with both HLEM and UTEM anomalies obtained by Cominco Ltd. in 1989. The mapped area comprises pyritic rhyolites and felsic tuffs; rocks associated with large-scale VMS systems. This area remains untested by drilling, and initial drill testing will commence on this target in the summer of 2004.

New Staking and Ongoing Project Activities

Roca has also acquired by staking, an additional 35 units in 2 claims to cover a recently discovered visible gold-in-vein occurrence north of its More Creek fly-camp. These claims unify the Company's two principal claim blocks at the Foremore Project.

Roca crews are enjoying favorable fall weather and are currently prospecting and sampling the Hanging Valley Area, Round Lake Area, and the Wishbone Gold Area, all recently defined as primary gold and VMS target areas.

ACME Analytical Laboratories of Vancouver, BC carried out assaying of all samples reported in this release. Sampling and core logging was conducted under the supervision of Mr. W.A. (Sandy) Sears, P.Geo., a qualified person under NI 43-101. Sample assays and other results from every aspect of the Company's exploration program will continue to be delivered as they are received.

ROCA MINES INC.

"Scott Broughton"

Scott E. Broughton, P.Eng - President

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