

**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**

November 19, 2003

**Item 3: Press Release**

News release was issued at Vancouver, British Columbia on November 19, 2003.

**Item 4: Summary of Material Change**

Roca Mines Inc. has closed a \$510,000 private placement, issuing 3.4 million units at a price of \$0.15 per unit.

**Item 5: Full Description of Material Change**

Please see the November 19, 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 19<sup>th</sup> day of November 2003.

(signed) "Scott E. Broughton"

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Scott E. Broughton, President



**For immediate release**

**ROK:TSX.V #16-03**

## **Private Placement Closes**

**Vancouver, British Columbia, November 19, 2003:** Roca Mines Inc. ("Roca") announces that the \$510,000 private placement announced on November 14, 2003 has now closed. Roca issued 3.4 million units, consisting each of one common share and one common share purchase warrant, with each warrant entitling the holder to purchase one common share at a price of \$0.20 per share until November 19, 2005. All common shares and any shares issued upon exercise of the warrants will be subject to a hold period expiring on March 19, 2004. A success fee of \$45,750 will be paid upon closing. Proceeds from the private placements will be used for exploration, acquisitions and for general working capital.

### **ROCA MINES INC.**

"Scott Broughton"

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Scott E. Broughton, P.Eng - President

For further information contact Scott Broughton, John Mirko or David Skerlec at:  
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**The TSX Venture Exchange does not accept responsibility for the adequacy or accuracy of this release.**