FORM 51-102F3
(Previously Form 53-901.F)
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

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

V6Z 2A9
(the "Company")

Telephone Number: (604) 684-5900 Ext 147

Item 2 Date of Material Change

July 13, 2004

Item 3 News Release

The news release was disseminated on July 13, 2004 through Canada Stockwatch and Market News Publishing Inc.

Item 4 Summary of Material Change

Roca Mines Inc. has announced certain assay results from its MAX Project and its intentions to accelerate further exploration, resource calculations and scoping studies on the property.

Item 5 Full Description of Material Change

Please see July 13, 2004 news release 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 J. Skerlec, Chief Financial Officer
Telephone Number: 604-684-5900, Ext #147

DATED at Vancouver, British Columbia, on July 13, 2004.

ROCA MINES INC.

By: *"David Skerlec"*

David J. Skerlec
Chief Financial Officer

For immediate release

ROK:TSX.V
#9-04

Initial Drilling at MAX Molybdenum Project
Tests High-Grade Zones

Vancouver, British Columbia, July 13, 2004: Roca Mines Inc. ("Roca" or the "Company") announces assay results from its initial two-hole surface diamond drill program at the MAX Molybdenum Project (formerly the Trout Lake Deposit), located 50 km south of Revelstoke, British Columbia. Roca has a right to earn a 100% interest in the MAX project as described in news release ROK:TSX.V #2-04, dated January 28, 2004.

The deposit was previously the focus of extensive exploration work by Newmont Mining Corporation and Esso Minerals Canada Ltd. (the "Newmont/Esso JV") from 1976 to 1982. The bulk of that work consisted of underground adit and cross-cuts, and approximately 42,000m (138,000 ft) of surface and underground diamond drilling that provided the basis for the following historical molybdenite ("MoS_2") resource estimates:

i. 49 million tonnes grading 0.19% MoS_2 at a 0.1% cutoff (Linnen et al, 1995);
ii. 48.7 million tonnes grading 0.193% MoS_2 at a 0.1% cutoff (Boyle, 1989); including:
    11.7 million tonnes grading 0.362% MoS_2 at a 0.2% cutoff (Boyle, 1989); and
iii. 50 million tons grading 0.23% MoS_2 at a 0.1% cutoff (Boyle and Leitch, 1983).

These estimates are dated and do not meet the current classifications of mineral resources or reserves defined by National Instrument ("NI") 43-101, and are considered to be useful for exploration information only.

The purpose of Roca's initial drill program was to intersect and obtain MoS_2 mineralization and host rock associated with the deposit, and to test reported zones of higher-grade mineralization within the deposit. Roca's initial drill program included a total of 1,134m (3,720 ft) of NQ2 core in two holes. Both drill holes were located approximately along the same section-line at the following coordinates:

Diamond Drill Hole Locations

Hole #	Location (UTM)		Elevation (m)	Azimuth	Dip	Length (m)
	Northing	Easting				
MM04-01	5609721	457468	1430	214^0N	-70^0	488.7
MM04-02	5609775	457505	1397	210^0N	-60^0	645.7

Roca's geological personnel confirm that both holes drilled through geology and mineralization consistent with published information from the Newmont/Esso JV, and intersected long intervals containing visible molybdenite. Mineralization occurs as fracture fillings and concentrations associated with quartz veining cutting both granodiorite and variably silicified phyllites (metamorphosed sedimentary rocks), and less so as disseminations within granodiorite and phyllite.

Drill hole MM04-01 was noted as being variably mineralized along its entire length of 488.7m (1,603 ft) and was terminated when it intersected the existing underground adit. Upon completion of MM04-01 it was estimated that it had cut the upper-most portion of the deposit identified by the Newmont/Esso JV and as a result, drill hole MM04-02 was drilled at a lower location. MM04-02 was also observed to be variably mineralized over a length of 407m (1,335ft) in the interval from 143m to 550m.

To assess the higher-grade potential of the deposit, two wide intervals were sampled that included the most visually-mineralized zones in drill hole MM04-02; 12.1m (39.7ft) from 143.4m to 155.5m, and 27.5m (90.2ft) from 397.0m to 424.5m. The intervals were sampled by sawing the core in two, with one half submitted for

assay to ACME Analytical Laboratories of Vancouver, BC. All drilling, sampling and core logging was conducted under the supervision of Mr. W. A (Sandy) Sears, P.Geo., a qualified person under NI 43-101.

The upper 12.1m interval returned an average assay of 0.65% MoS_2 and the lower 27.5m (90.2ft) interval returned an average assay of 0.58% MoS_2. Detailed assay results from drill hole MM04-02 are presented in the following table:

Assay results from Hole MM04-02

Sample #	From (m)	To (m)	Interval		Mo (%)	MoS_2 (%)
			(m)	(ft.)		
140409	143.4	145.0	1.6	5.25	0.685	1.14
140410	145.0	146.5	1.5	4.92	0.304	0.51
140411	146.5	148.0	1.5	4.92	0.242	0.40
140412	148.0	149.5	1.5	4.92	0.491	0.82
140413	149.5	151.0	1.5	4.92	0.424	0.71
140414	151.0	152.5	1.5	4.92	0.609	1.02
140415	152.5	154.0	1.5	4.92	0.169	0.28
140416	154.0	155.5	1.5	4.92	0.178	0.30
"Upper Interval"		***Total***	***12.1***	***39.69***	***0.390***	***0.65***
140587	397.0	399.2	2.2	7.216	0.199	0.33
140588	399.2	400.5	1.3	4.264	0.054	0.09
140589	400.5	402.0	1.5	4.92	0.148	0.25
140590	402.0	403.5	1.5	4.92	0.104	0.17
140591	403.5	405.0	1.5	4.92	0.087	0.15
140592	405.0	406.5	1.5	4.92	0.117	0.20
140593	406.5	408.0	1.5	4.92	0.224	0.37
140594	408.0	409.5	1.5	4.92	0.718	1.20
140595	409.5	411.0	1.5	4.92	0.251	0.42
140596	411.0	412.5	1.5	4.92	0.130	0.22
140597	412.5	414.0	1.5	4.92	0.438	0.73
140598	414.0	415.5	1.5	4.92	0.311	0.52
140599	415.5	417.0	1.5	4.92	0.508	0.85
140601	417.0	418.3	1.3	4.264	0.285	0.48
140602	418.3	420.0	1.7	5.576	1.206	2.01
140603	420.0	421.3	1.3	4.264	0.890	1.48
140604	421.3	423.0	1.7	5.576	0.108	0.18
140605	423.0	424.5	1.5	4.92	0.439	0.73
"Lower Interval"		***Total***	***27.5***	***90.2***	***0.345***	***0.58***

Note (1): ACME's analysis reports sample results for elemental molybdenum ("Mo") assays. MoS_2 values are calculated using a conversion factor of 1.6681.

Molybdenite ores from other operating mines are generally concentrated by milling and simple flotation. The concentrate is then roasted to convert the product to an oxide, wherein the concentrate loses approximately 10% of its mass. The resulting product, molybdenum-oxide ("MoO_3") is the commodity most typically quoted on major metal markets, the price of which has risen from approximately US$5.50/lb one year ago, to the current US$14-$16 range. As an example, a grade of 0.5% MoS_2 would equate to an insitu metal value of approximately of US$131.85/ton at today's price of US$14.65/lb MoO_3.

Drill hole MM04-02 was successful in intersecting two wide intervals of high-grade mineralization within the deposit. In addition to positively confirming the high-grade mineralization both drill holes also demonstrated long continuous intersections of MoS_2 mineralization.

Based on these initial drill results, the Company is accelerating its plans to acquire all historical drill data from Newmont Mining Corporation, and to update the resource calculation as soon as that information is available. Roca is also planning to contract independent scoping studies to highlight the value of various production scenarios for the MAX Molybdenum Project. The updated resource calculation and scoping studies will provide the basis for an exploration program, to include reopening and refurbishing of the existing underground adit for access to the deposit. Underground drilling will then concentrate on the reported higher-grade zones, much of which is reported to exist above the level of the adit.

ROCA MINES INC.

"Scott Broughton"

Scott E. Broughton, P.Eng – President and CEO

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