

**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) 684-2900 Ext 147

**Item 2      Date of Material Change**

July 21, 2005.

**Item 3      News Release**

A press release was disseminated on July 21, 2005 through CCN Matthews.

**Item 4      Summary of Material Change**

Roca Mines Inc. has announced the closing of a \$800,500 private placement.

**Item 5      Full Description of Material Change**

Please see press release of July 21, 2005 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: 604-684-2900, Ext #147

DATED at Vancouver, British Columbia, on July 21, 2005.

**ROCA MINES INC.**

By:            *“David Skerlec”*

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David J. Skerlec  
*Chief Financial Officer*



Roca Mines Inc.  
500-1045 Howe St.  
Vancouver, BC  
V6Z 2A9, Canada

**For immediate release**  
**July 21, 2005**

**ROK:TSX.V**  
**#8-05**

### **Private Placement Closes**

**Vancouver, British Columbia:** Roca Mines Inc. (the "Company") has closed on \$800,500 of the flow-through private placement announced on June 15, 2005. 2,668,334 units have been issued at a price of \$0.30 per unit, each consisting of one flow-through common share and one half of one share purchase warrant, each full warrant entitling the holder to acquire an additional common share at a price of \$0.35 for six months, and at \$0.40 for the balance of the twelve month term ending July 21, 2006.

Various dealers received fees totalling \$18,672 and 77,800 warrants with the same terms as those issued to subscribers. All securities issued pursuant to the private placement are subject to a hold period expiring on November 22, 2005.

### **ROCA MINES INC.**

*"David Skerlec"*

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David J. Skerlec – Chief Financial Officer

For further information contact the Company at:

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