

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

August 31, 2005.

Item 3 News Release

A press release was disseminated on August 31, 2005 through CCN Matthews.

Item 4 Summary of Material Change

Roca Mines Inc. has announced the results of metallurgical tests at its Max Molybdenum Project, near Revelstoke, British Columbia.

Item 5 Full Description of Material Change

Please see press release of August 31, 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 August 31, 2005.

ROCA MINES INC.

By: *“David Skerlec”*

David J. Skerlec
Chief Financial Officer



Roca Mines Inc.
500-1045 Howe St.
Vancouver, BC
V6Z 2A9, Canada
604.684.2900

For immediate release
August 31, 2005

ROK:TSX.V
#10-05

Max Molybdenum Project: Metallurgical Test Results

Vancouver, British Columbia: Roca Mines Inc. ("Roca" or the "Company") announces that it has received final results from metallurgical test work for the MAX Molybdenum Project. The results demonstrate the potential to produce a premium molybdenite concentrate at recovery rates in excess of 96 percent.

Metallurgical samples were collected from the upper adit-level of the HG (High-Grade) Zone within the MAX Molybdenum deposit and were combined to produce composite head grades of approximately 1.5% molybdenite (MoS_2). The test work, which included lock-cycle testing, indicates that simple flotation is expected to produce a readily saleable, premium quality molybdenite concentrate. The test process included primary grinding to approximately 90 microns, rougher flotation, concentrate re-grinding and three stages of flotation cleaning. The process design criteria generally follow that defined by previous operators in the early 1980's but demonstrate better overall recoveries. The results will assist the Company in the development and design of milling operations for its proposed small mine plan.

In addition to the metallurgical test work above, an assessment of the quality of final molybdenite concentrates produced was also carried out. Assaying of the product demonstrates that it readily achieves the quality defined by typical molybdenite concentrate buyer specifications. For example, assayed levels for impurities such as copper (Cu), lead (Pb) and zinc (Zn), are demonstrated to be significantly lower than the limits specified by buyers and the MAX product could achieve a premium price at market.

Final Molybdenum Concentrate Quality

Locked Cycle Average Assays								
As (ppm)	Bi (ppm)	Ca (%)	Cu (ppm)	P (ppm)	Pb (ppm)	Sb (ppm)	W (ppm)	Zn (ppm)
130	19	0.04	158	<10	58	44	10	36

- Notes: 1. All test work supervised by International Metallurgical and Environmental Inc.
2. All assay results by ECO TECH Laboratory Ltd.

Typical Buyer Specification for Molybdenite Concentrate Quality

Maximum Allowable Limits								
As (ppm)	Bi (ppm)	Ca (%)	Cu (ppm)	P (ppm)	Pb (ppm)	Sb (ppm)	W (ppm)	Zn (ppm)
500	500	.5	5000	500	500	500	500	500

Notes: "ppm" = Parts per Million, (for example, 1.0 PPM = .0001%)

Mr. Jeff Austin, P.Eng. of International Metallurgical and Environmental Inc. is the NI 43-101 Qualified Person supervising the metallurgical testing program. The assay component of the program includes quality control procedures, including the use of blanks and duplicates in addition to internal quality control at the assay laboratory, Eco Tech Laboratory of Kamloops, BC, an accredited laboratory. Mr. Scott Broughton, P.Eng. is the NI 43-101 Qualified Person responsible for the preparation of this news release.

Roca's wholly-owned subsidiary, FortyTwo Metals Inc. (www.fortytwometals.com) is currently awaiting comment on its British Columbia Small Mines Permit application for development of the project.

ROCA MINES INC.

"Scott Broughton"

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

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