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

Item 1 Name and Address of Company

Roca Mines Inc.
490-1122 Mainland Street
Vancouver, B.C.
V6B 5L1
(the "Company")

Telephone Number: (604) 684-2900

Item 2 Date of Material Change

February 9, 2007.

Item 3 News Release

A press release was disseminated on February 9, 2007 through CCN Matthews.

Item 4 Summary of Material Change

Roca Mines Inc. has closed the second and final tranche of a $7 million equity financing of units at $1.40 per unit.

Item 5 Full Description of Material Change

Please see press release of February 9, 2007.

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 Skerlec, Chief Financial Officer
Telephone Number: 604-684-2900, Ext #147

DATED at Vancouver, British Columbia, on February 12, 2007.

ROCA MINES INC.

By: *"David Skerlec"*

David J. Skerlec
Chief Financial Officer

Roca Mines Inc.
490-1122 Mainland Street
Vancouver, BC
V6B 5L1, Canada

<u>For immediate release</u> **ROK:TSX.V**
February 9, 2007 **#02-07**

Roca Closes $7 million Financing

Vancouver, British Columbia: Roca Mines Inc. (**ROK**: TSX-V) ("Roca") announces that, it has closed the final tranche of the private placement announced December 21, 2006 for additional gross proceeds of $4.44 million upon the issuance of 3,171,429 units.

Each unit consists of one common share and one share purchase warrant with each warrant entitling the holder to acquire an additional common share until August 9, 2008 at a price of $2.25. All securities are subject to a hold period expiring on June 10, 2007. Finder's fee totalling $326,250 were paid and 18,750 warrants (with the same terms as the subscribers' warrants) were issued in connection with the second tranche.

Sprott Asset Management subscribed for a total of $4 million and Front Street Capital subscribed for $2 million of the $7 million financing. Proceeds from this financing will be used for the continuation of Roca's fast-track development plans of the Max Molybdenum Mine.

Roca plans to be the first new primary molybdenum producer in Canada, with production to commence in 2007. The permitted PHASE I mine plan for MAX will focus on the deposit's high-grade zone containing 280,000 measured and indicated tonnes grading 1.95% MoS2 (refer to T.N. Macauley's 43-101 compliant technical report dated September 2004 available via SEDAR). Molybdenum currently trades in the US$25.00/lb range and is a key alloy in the manufacture of stainless and specialty steel, including pipelines and other energy-related steel infrastructure.

ROCA MINES INC.

"Scott Broughton"

Scott Broughton, P.Eng. – President & CEO

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