

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

January 27, 2009.

Item 3 News Release

A press release was disseminated on January 27, 2009 through Canada Newswire.

Item 4 Summary of Material Change

Roca Mines Inc. is announcing the closing of a private placement tranche.

Item 5 Full Description of Material Change

Please see press release of January 27, 2009 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 Skerlec, Chief Financial Officer
Telephone Number: 604-684-2900, Ext #147

DATED at Vancouver, British Columbia, on January 27, 2009.

ROCA MINES INC.

By: *“David Skerlec”*

David J. Skerlec
Chief Financial Officer



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

**For immediate release
January 27, 2009**

**ROK:TSX.V
#04-09**

Roca Closes First Tranche of Financing

Vancouver, British Columbia: Roca Mines Inc. (**ROK**: TSX-V) announces that, further to its press release of January 16, 2009, it has closed the first tranche of the private placement for gross proceeds of \$1.4 million upon the issuance of 5,600,000 units.

Each unit issued consists of one common share and one share purchase warrant, each warrant entitling the holder to acquire an additional common share until January 27, 2011 at a price of \$0.35. Cash finder's fees in the amount of \$93,200 were paid and 66,000 compensation warrants (with the same terms as those issued to the placees) were issued in connection with the first tranche. All securities issued are subject to a hold period expiring on May 28, 2009.

It is expected that the balance of the offering will close on or about February 15, 2009. Proceeds from this financing will be used for general working capital.

ROCA MINES INC.

"David Skerlec"

David J. Skerlec – Chief Financial Officer

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