

**FORM 51-102F3
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

April 28, 2010.

Item 3 News Release

A press release was disseminated on April 28, 2010 through Canada Newswire.

Item 4 Summary of Material Change

Roca Mines Inc. is announcing the receipt of an amendment to its operating permit for the Max molybdenum mine.

Item 5 Full Description of Material Change

Please see press release of April 28, 2010 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

Item 9 Date of Report

April 28, 2010



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

For immediate release
April 28, 2010

TSX-V: ROK
#09-10

ROCA – MAX Molybdenum Mine Receives 1,000 tonnes/day Permit

Vancouver, British Columbia: Roca Mines Inc. (TSX-V: **ROK**) ("Roca") is pleased to announce that its wholly owned subsidiary, FortyTwo Metals Inc., has received an amendment to its operating permit M-226, approving an increase in production to its planned Phase II, 1,000 tonnes/day throughput rate from the British Columbia Ministry of Energy, Mines and Petroleum Resources (BC-MEMPR).

The approval is a milestone for the MAX Molybdenum Mine and British Columbia's mining industry. MAX is the first new operating BC metal mine to be permitted since the Huckleberry Mine in 1997. The planned expansion to Phase II will allow the mine to continue operations for years to come and will add roughly 30% to its current workforce, bringing the total number of direct jobs at the site to 90. Roca has strived to make the mine a great benefit to the local economy by employing local workers, contractors and suppliers in its construction and operations.

Roca extends thanks to the many individuals and organizations who participated in our project review including: community stakeholders, the K'Tunaxa Nation, the Splat'sin First Nation, the West Kootenay Mine Development Review Committee, the Nelson offices of the BC – Ministry of Environment, and the Cranbrook and Victoria offices of the BC-MEMPR. The review process was focused, thoughtful, open and well organized.

ROCA MINES INC.

"Scott Broughton"

Scott E. Broughton – President and CEO

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