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

September 22, 2010.

Item 3 News Release

A press release was disseminated on September 22, 2010 through Canada Newswire.

Item 4 Summary of Material Change

Roca Mines Inc. is announcing that its MAX molybdenum mine will remain on temporary care and maintenance until financing, rehabilitation and underground development can be completed.

Item 5 Full Description of Material Change

Please see press release of September 22, 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

September 22, 2010

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

<u>**For immediate release**</u> **TSX-V: ROK**
September 22, 2010 **#20-10**

ROCA Defines Plan to Re-Start Operations at MAX Mine

Vancouver, British Columbia: Roca Mines Inc. (TSX-V: ROK) ("Roca" or "the Company") announces that an initial geotechnical review of the sill pillar collapse announced on September 21, 2010 has now been completed at the MAX Molybdenum Mine. Management and staff have also developed a revised mine plan to return to production as quickly and safely as possible.

Key elements of the revised mine plan reflect management's desire to effectively isolate all future production from the stoping areas that have recently caused various production delays. Approximately two weeks is required to rehabilitate the manway and ventilation raises damaged during the last event. An additional six weeks of stope development work needs to be completed before the mine can return to continuous production on the recently achieved 725m Level.

Having now reached this depth, an exploration drilling program is also planned to immediately test the Main zone (below the current mining area and at depth) and further delineate other mineralized zones. For example, an initial drill program was recently completed that successfully intersected geology and mineralization on the periphery of the "Ethyl Zone", located less than 150m from existing workings. This zone has never been mined and its definition is an important component of a planned mine expansion plan. Future diamond drilling will quickly target this area, where DDH78-05A (completed by Newmont Mines Limited and Esso Minerals Canada) returned the following selected intervals;

Drill Hole #	From (m)	To (m)	Interval (m)	Mo (%)	MoS_2 (%)
DDH78-05A	566.93	608.38	41.45	1.25	2.08
including	571.20	602.89	31.70	1.52	2.53
including	587.04	596.19	9.14	2.52	4.20

The MAX mine has been actively engaged in achieving its permitted production increase to 1,000 tonnes per day throughput. Work this summer included exploration and definition drilling, raising tailings dams, installation of a third ball mill and ongoing mine development that will facilitate that expansion. This work was being funded from cashflow; however, the recent production shutdowns have created an unsustainable working capital deficit. Therefore, the mine and mill will remain on a temporary care and maintenance program until suitable funding can be arranged to complete the required rehabilitation and development work described above.

Scott Broughton, P.Eng. is the qualified person as defined by national instrument 43-101 responsible for the preparation of this news release.

ROCA MINES INC.

"Scott Broughton"

Scott E. Broughton – President and CEO

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