British Columbia Securities Commission

QUARTERLY AND YEAR END REPORT BC FORM 51-901F

(previously Form 61)

INCORPORATED AS PART: **X** **Schedule A**

X **Schedule B and C**

ISSUER DETAILS		
Name of Issuer	*For Quarter Ended*	*Date of Report*
ROCA MINES INC.	**May 31, 2004**	**July 16, 2004**
Issuer's Address	*Issuer's Fax No.*	*Issuer's Telephone No.*
500 – 1045 HOWE ST. VANCOUVER, BC, V6Z 2A9	**(604) 684-5909**	**(604) 684-5900 Ext. 147**
Contact Person	*Contact's Position*	*Contact's Telephone No.*
DAVID SKERLEC	**CHIEF FINANCIAL OFFICER**	**(604) 219-0051**
Contact Email Address	*Web Site Address*	
dskerlec@rocamines.com	**www.rocamines.com**	
CERTIFICATE		
The three schedules required to complete this Report are attached and the disclosures contained herein has been approved by the Board of Directors. A copy of this Report will be provided to any shareholder who requests it.		
Director's Signature *"Scott Broughton"*	*Print Full Name* **Scott E. Broughton**	*Date Signed* *July 16, 2004*
Director's Signature *"John Mirko"*	*Print Full Name* **John M. Mirko**	*Date Signed* *July 16, 2004*

ROCA MINES INC.

(A Development Stage Company)

FINANCIAL STATEMENTS

For the Nine Months Ended

MAY 31, 2004

(Expressed in Canadian Dollars)

Prepared by Management Without Audit

Roca Mines Inc.

(A Development Stage Company)

Balance Sheet

Canadian Funds

ASSETS		As at May 31, 2004 (Unaudited)		As at August 31, 2003
Current				
Cash and cash equivalents	**$**	**24,670**	$	372,894
Receivables		**19,137**		41,346
Prepaid expenses		**22,657**		8,056
		66,464		422,296
Restricted Cash - Flow-Through		**-**		111,479
Resource Property Costs - *Schedule (Note 4)*		**1,769,143**		1,249,351
Reclamation Bonds		**21,900**		21,900
Property, Plant and Equipment *(Note 5)*		**33,877**		6,750
		1,824,920		1,389,480
	$	**1,891,384**	$	1,811,776
LIABILITIES				
Current				
Accounts payable and accrued liabilities	**$**	**204,236**	$	157,332
SHAREHOLDERS' EQUITY				
Share Capital *(Note 6a)*		**2,490,475**		1,955,842
Deficit - *Statement 2*		**(803,327)**		(301,398)
		1,687,148		1,654,444
	$	**1,891,384**	$	1,811,776

ON BEHALF OF THE BOARD:

"Scott E. Broughton", Scott E. Broughton, Director

"John M. Mirko", John M. Mirko, Director

- See Accompanying Notes -

Roca Mines Inc.

(A Development Stage Company)

Statement of Loss and Deficit

Unaudited

Canadian Funds

	For the Three Months Ended		For the Nine Months Ended	
	May 31, 2004	May 31, 2003	**May 31, 2004**	May 31, 2003
Expenses				
Advertising and shareholder relations	**$ 25,740**	$ 16,447	**$ 61,382**	$ 34,979
Consulting fees	**12,000**	-	**36,000**	19,851
Consulting fees-related party	**25,725**	17,600	**75,900**	18,844
Stock-based Compensation	**-**	4,570	**20,700**	22,851
Office and sundry	**7,546**	14,207	**14,937**	30,208
Accounting, audit, legal fees	**4,028**	12,051	**28,236**	16,090
Travel	**32,270**	10,563	**55,514**	17,768
Listing and filing fees	**1,469**	2,763	**17,956**	8,872
Rent	**1,500**	1,500	**4,500**	4,500
Amortization	**1,622**	532	**2,635**	1,689
Loss before under-noted	**111,900**	80,232	**317,760**	175,652
Resource Costs written-off	**-**	-	**186,198**	
Interest income for the period	**(348)**	(8,725)	**(2,029)**	(14,233)
Loss for the period	**$ 111,552**	$ 71,507	**$ 501,929**	$ 161,418
Deficit, beginning of period	**691,775**	147,858	**301,398**	57,947
Deficit, end of period	**$ 803,327**	$ 219,365	**$ 803,327**	$ 219,365
Loss per Share - Basic and Diluted	**$ 0.01**	$ 0.01	**$ 0.03**	$ 0.02

- See Accompanying Notes -

Roca Mines Inc.

(A Development Stage Company)

Statement of Cash Flows

Unaudited

Canadian Funds

	For the Three Months Ended		For the Nine Months Ended	
	May 31, 2004	May 31, 2003	**May 31, 2004**	May 31, 2003
Cash Resources Provided By (Used In):				
Loss for the period	**$ (111,552)**	$ (71,507)	**$ (501,929)**	$ (161,418)
Items not affected by cash:				
Amortization	**1,622**	532	**2,635**	1,689
Resource Costs Written-off	**-**	-	**186,198**	-
Stock-based compensation	**-**	4,570	**20,700**	22,851
	(109,930)	(66,405)	**(292,396)**	(136,878)
Changes in working capital:				
Receivables	**(11,662)**	(16,463)	**22,208**	(17,620)
Prepaid expenses	**(11,089)**	(5,338)	**(14,601)**	(7,546)
Accounts payable and accrued liabilities	**194,259**	109,514	**46,904**	153,982
	61,578	87,713	**(237,885)**	128,816
Investing Activities				
Purchase of capital assets	**(29,761)**	(5,114)	**(29,761)**	(5,114)
Reclamation bonds	**-**	(21,900)	**-**	(21,900)
Resource property costs	**(256,079)**	(190,238)	**(646,490)**	(284,371)
	(285,840)	(217,252)	**(676,251)**	(311,385)
Financing Activities				
Share issue proceeds	**-**	-	**511,050**	1,500,000
Share issue costs	**-**	(1,177)	**(56,617)**	(289,388)
	-	(1,177)	**454,433**	1,210,612
Net Increase (decrease) in cash and cash equivalents	**(224,262)**	(197,122)	**(459,703)**	891,164
Cash and cash equivalents - Beginning of Period	**248,932**	1,138,845	**484,373**	50,559
Cash and cash equivalents - End of Period	**$ 24,670**	$ 941,723	**$ 24,670**	$ 941,723

Supplemental Schedule of Non-Cash Transactions

Stock-based compensation	**$ -**	$ 4,570	**$ 20,700**	$ 22,851
Shares issued for property	**37,500**	60,000	**59,500**	90,000
Resource Costs Written-off	**-**	-	**186,198**	-
Shares issued for services	**-**	-	**-**	25,000

- See Accompanying Notes -

Roca Mines Inc.

(A Development Stage Company)

Schedule of Resource Property Costs

Unaudited

Canadian Funds	For the Three Months Ended		For the Nine Months Ended	
	May 31, 2004	May 31, 2003	**May 31, 2004**	May 31, 2003
FOREMORE Project				
Acquisition Costs				
Option payment - shares	**$ 30,000**	$ 15,000	**$ 30,000**	$ 15,000
Option payment - cash	**25,000**	30,000	**25,000**	60,000
Staking Costs	**-**	333	**1,780**	12,834
Deferred Exploration Costs				
Geological	**18,325**	10,233	**92,951**	44,071
Field transport, mobilization	**-**	1,836	**77,985**	24,256
Travel	**1,171**	2,868	**10,169**	15,634
Communication	**-**	727	**2,598**	5,096
Labour, Camp costs, meals	**1,290**	4,154	**57,777**	6,541
Maps and reports	**23,450**	124	**39,576**	4,469
Materials and Equipment	**4,852**	2,011	**36,036**	3,594
Assaying	**30**	-	**23,253**	(76)
	104,118	67,287	**397,125**	191,419
SEAGOLD Project				
Acquisition Costs				
Option Payment - shares	**7,500**	-	**7,500**	-
Option payment - cash	**-**	-	**25,000**	-
Deferred Exploration Costs				
Geological	**350**	**-**	**350**	-
	7,850	**-**	**32,850**	-
MAX Project				
Acquisition Costs				
Option payment – cash	**-**	**-**	**50,000**	-
Option payment – shares	**-**	**-**	**22,000**	-
Staking Costs	**-**	**-**	**18,581**	-
Deferred Exploration Costs				
Drilling costs	**125,688**	-	**125,688**	-
Geological	**17,200**	-	**19,300**	-
Materials and equipment	**27,636**		**27,636**	-
Travel and transportation	**9,116**	-	**9,116**	-
Accommodation and meals	**1,738**		**1,738**	-
Communication	**154**	-	**154**	-
Maps and reports	**79**	-	**79**	-
	181,611	**-**	**274,292**	-

Roca Mines Inc.

(A Development Stage Company)

Schedule of Resource Property Costs - Continued

Unaudited

Canadian Funds

	For the Three Months Ended		For the Nine Months Ended	
	May 31, 2004	May 31, 2003	**May 31, 2004**	May 31, 2003
PBR Property				
Acquisition Costs				
Option payment – shares	**-**	30,000	**-**	30,000
Deferred Exploration Costs				
Geological	**-**	16,650	**1,500**	16,650
Field transportation	**-**	17,633	**-**	17,633
Travel	**-**	3,462	**-**	3,462
Communication	**-**	406	**-**	406
Drilling costs	**-**	67,500	**-**	67,500
Camp costs and Meals	**-**	16,746	**-**	16,746
Mobilization	**-**	30,240	**-**	30,240
Materials	**-**	314	**-**	314
Assays	**-**	314	**223**	-
	-	182,951	**1,723**	182,951
Total Costs for the Period	**293,579**	250,238	**705,990**	374,371
Balance - Beginning of Period	**1,475,564**	385,603	**1,249,351**	261,470
Resource Costs Written-Off	**-**	-	**(186,198)**	-
Balance - End of Period	**$ 1,769,143**	$ 635,841	**$ 1,769,143**	$ 635,841

- See Accompanying Notes -

1. Nature of Operations

The Company was incorporated on June 19, 2001 as 629645 BC Ltd. and changed its name to Roca Mines Inc. on April 29, 2002. The Company was inactive until it commenced operations in the 2002 fiscal year.

The Company is a development stage company that engages principally in the acquisition, exploration and development of resource properties. The recovery of the Company's investment in its resource properties is dependent upon the discovery, development and sale of ore reserves and the ability to raise sufficient capital to finance this operation *(Note 9)*. The ultimate outcome of these operations cannot presently be determined because they are contingent on future matters.

2. Significant Accounting Policies

These interim financial statements follow the same accounting policies and methods of their application as the most recent annual financial statements. These interim financial statements should be read in conjunction with the audited financial statements as at August 31, 2003.

3. Fair Value of Financial Instruments

The Company's financial instruments consist of cash and cash equivalents, GST receivable, restricted cash, reclamation bonds and accounts payable. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from the financial instruments. The fair value of these financial instruments approximates their carrying value due to their short-term maturity or capacity of prompt liquidation.

4. Resource Property Costs

Details are as follows:

	Acquisition	Deferred Exploration	**Total May 31, 2004**	Total May 31, 2003
FOREMORE Project	$ 165,194	$ 1,296,807	**$ 1,462,001**	$ 452,890
SEAGOLD Project	32,500	350	**32,850**	-
MAX Project	90,581	183,711	**274,292**	-
PBR Property	-	-	**-**	182,951
	$ 288,275	$ 1,480,868	**$ 1,769,143**	$ 635,841

4. Resource Property Costs - *Continued*

a) Foremore Project, Liard Mining Division, B.C., Canada

By agreement dated March 29, 2002 the Company was granted an option to acquire a 100% interest in certain properties, known as the Foremore mineral claims located in the Liard Mining Division, B.C. In order to earn the interest the Company shall, at its option, complete the following:

	Cash Payments	Share Issuances
Upon signing of the agreement (paid)	$ 10,000	-
Upon approval of the option agreement by the Exchange on or before March 1, 2003 (issued)	-	100,000
On or before May 1, 2003 (paid and issued)	15,000	100,000
On or before May 1, 2004 (paid and issued)	25,000	100,000
On or before May 1, 2005	50,000	100,000
Upon commencement of commercial production	-	200,000
	$ 100,000	600,000

The Foremore Project is subject to a 2.5% Net Smelter Return ("NSR"). The Company may purchase, at any time prior to commencement of commercial production, up to 60% of the NSR by paying $1,000,000 for each 30% ($2,000,000 for the full 60% of the 2.5% NSR). The Company will be required to make annual advance royalty payments of $50,000 starting from the earlier of the one-year anniversary of the date when the option is fully exercised or May 1, 2006. Advance royalties cease in the year in which commercial production commences and reduce future royalty payments.

b) SeaGold Project, Liard Mining Division, B.C., Canada

By agreement dated December 1, 2003, the Company was granted an option to acquire a 100% interest in certain properties, known as the SeaGold Project in the Liard Mining Division, B.C. In order to earn the interest the Company shall, at its option, complete the following:

	Cash Payments	Share Issuances
Upon signing of the agreement (paid)	$ 25,000	-
On or before May 1, 2004 (issued)	-	25,000
On or before December 1, 2004	25,000	-
On or before May 1, 2005	-	50,000
On or before December 1, 2005	25,000	-
On or before May 1, 2006	-	50,000
On or before December 1, 2006	25,000	75,000
Upon commencement of commercial production	-	200,000
	$ 100,000	400,000

The SeaGold Project is subject to a 2.5% Net Smelter Return ("NSR"). The Company may purchase, at any time prior to commencement of commercial production, up to 60% of the NSR by paying $1,000,000 for each 30% ($2,000,000 for the full 60% of the 2.5% NSR). Advance royalty payments of $30,000 will be payable by the Company starting from the earlier of the one-year anniversary of the date the property option is fully exercised and December 1, 2007, ceasing in the year in which commercial production commences.

4. Resource Property Costs - *Continued*

c) MAX Project, Revelstoke Mining Division, B.C., Canada

By agreement dated January 16, 2003 the Company was granted an option to acquire a 100% interest in certain properties, known as the Max Project located in the Revelstoke Mining Division, B.C. In order to earn its interest the Company must complete the following:

		Cash Payments	Share Issuances
Upon signing of the agreement (paid)	$	50,000	-
Upon TSX approval and before February 29, 2004 (issued)		-	100,000
On or before January 1, 2005		50,000	
On or before January 16, 2005		-	100,000
On or before January 1, 2006		50,000	
On or before January 16, 2006		-	100,000
On or before January 1, 2007		50,000	
On or before January 16, 2007		-	100,000
Upon commencement of commercial production		-	200,000
	$	200,000	600,000

The MAX Project is subject to a 2.5% Net Smelter Return ("NSR"). The Company may purchase, at any time prior to commencement of commercial production, up to 60% of the NSR by paying $1,000,000 for each 30% ($2,000,000 for the full 60% of the 2.5% NSR). Advance royalty payments of $50,000 will be payable by the Company starting from the earlier of the one-year anniversary of the date the property option is fully exercised and January 16, 2008, ceasing in the year in which commercial production commences.

d) PBR Property, Liard Mining Division, B.C., Canada

By agreement dated April 8, 2003 with Homestake Canada Inc., a wholly owned subsidiary of Barrick Gold Corporation ("Barrick"), the Company acquired an option to earn a 50% interest in the PBR Property. On March 24, 2004, the Company gave notice to Barrick that it would not be completing further work on the property. Therefore, the Company has written-off the total amount of $186,198 in acquisition ($30,000, being 100,000 shares at a deemed $0.30 per share) and deferred exploration costs ($156,198) incurred in connection with the property.

5. Property, Plant and Equipment

Details are as follows:

		Cost		Accumulated Amortization		**May 31 2004 Net Book Value**		May 31, 2003 Net Book Value
Computer equipment	$	9,652	$	4,420	**$**	**5,232**	$	7,282
Crew and Equipment Van		29,761		1,116		**28,645**		-

6. Share Capital

a) Details are as follows:

	Number		Amount
Authorized:			
100,000,000 common shares without par value			
Balance at August 31, 2003	12,962,001	$	1,913,516
Issued for Cash			
Private Placement - Nov 19, 2003	3,400,000		510,000
Exercise of Agent's Warrants – Sep 11, 2003	3,000		1,050
Issued for MAX Project – Feb. 27, 2004	100,000		22,000
Issued for Foremore Project – Apr. 30, 2004	100,000		30,000
Issued for SeaGold Project – Apr. 30, 2004	25,000		7,500
Share issue costs	-		(56,617)
Stock compensation	-		63,026
Balance – May 31, 2004	16,590,001	$	2,490,475

b) During the quarter ended November 30, 2003 the Company received proceeds of $1,050 through the exercise of 3,000 Agent's Warrants.

c) By way of private placement during the quarter ended November 30, 2003, the Company issued 3,400,000 units, consisting each of one common share and one common share purchase warrant, with each warrant entitling the holder to purchase one common share at a price of $0.20 per share until November 19, 2005. A fee of $45,750 was paid in connection with this private placement.

d) During quarter ended February 29, 2004, the Company issued 100,000 shares at a deemed price of $0.22 per share pursuant to the terms of the Max Property option agreement.

e) During the third quarter ended May 31, 2004, the Company issued 100,000 shares at a deemed price of $0.30 per share pursuant to the terms of the Foremore Project option agreement and 25,000 shares at $0.30 pursuant to the terms of the SeaGold Project option agreement.

f) As at May 31, 2004 the following share purchase warrants are outstanding:

	Number	Price per Share	Expiry Date
Agent Warrants	489,000	$ 0.35	December 13, 2003
Warrants	3,400,000	$ 0.20	November 19, 2005

g) At May 31, 2004, 2,460,000 shares were held in escrow, to be released over time.

6. Share Capital –*Continued*

h) The Company has established a share purchase option plan whereby the board of directors may, from time to time, grant options to directors, officers, employees or consultants. Options granted must be exercised no later than five years from date of grant or such lesser period as determined by the board of directors and the exercise price of an option is not less than the closing price on the Exchange on the last trading day preceding the grant date. Options vest on the grant date unless determined otherwise by the board of directors.

i) A summary of the Company's options at May 31, 2004 and the changes for the period are as follows:

Number Outstanding Aug. 31 2003	Granted	Exercised	Cancelled	Expired	Number Outstanding May 31 2004	Exercise Price Per Share	Expiry Date
908,000	-	-	(908,000)	-	-	$0.35	December 17, 2007
150,000	-	-	(150,000)	-	-	$0.35	January 7, 2008
180,000	-	-	(180,000)	-	-	$0.25	June 30, 2008
50,000	-	-	(50,000)	-	-	$0.20	July 28, 2008
-	908,000	-	-	-	908,000	$0.20	December 17, 2007
-	150,000	-	-	-	150,000	$0.20	January 7, 2008
-	180,000	-	-	-	180,000	$0.20	June 30, 2008
-	397,000	-	-	-	397,000	$0.20	December 11, 2008
1,288,000	1,635,0000	-	(1,288,000)	-	1,635,000		

During the first quarter ended November 30, 2003, 50,000 options previously granted to a consultant were cancelled, 30 days following expiry of the consultant's contract. No options were granted during this quarter.

On December 11, 2003, 367,000 incentive stock options were granted to directors of the Company and 30,000 options were granted to consultants of the Company (a total of 397,000). These options have an exercise price of $0.20 per share and expire on December 11, 2008.

At the Company's Annual General Meeting on December 15, 2003, shareholder's approved the repricing of 1,238,000 outstanding stock options from prices of $0.35 and $0.25, to a price of $0.20 per share. 808,000 of these options are held by directors of the Company with the balance of 430,000 options held by consultants to the Company.

For the newly granted options, compensation expense is based on the fair value of the options on the grant date. For the options that had alteration in their conditions, compensation expense is based on the fair value of the options on the alteration date less the fair value of the original options based on the shorter of the remaining expanded life of the old option or the expected life of the modified option. Compensation expense is based on the fair value (based on Black-Scholes option pricing model) of the options of the grant date.

ii) The fair value of stock options used to calculate compensation expense for both employees and non-employees is estimated using the Black-Scholes Option Pricing Model with the following weighted average assumptions:

6. Share Capital – *Continued*

Average risk-free interest rate	3.75%
Expected dividend yield	NIL
Expected stock price volatility	127.07%
Average expected option life in years	4 years

Option pricing models require the input of highly subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore, the existing models do not necessarily provide a reliable single measure of the fair value of the company's stock options.

iii) For non-employees, option grants result in non-cash compensation expenses of $20,700 which amount has been recorded as stock-based compensation for the nine-month period ended May 31, 2004 (no options were granted during the current quarter). The offsetting entry is to share capital.

iv) The pro forma effect on net loss and loss per share for the nine-month period ended May 31, 2004, 2004 of the actual results had the company accounted for the stock options granted to directors and employees using the fair value method is as follows:

Net loss for the nine months ended May 31, 2004		
Reported	$	501,929
Pro forma	$	596,629
Basic and diluted loss per share		
Reported	$	0.03
Pro forma	$	0.04

7. Related Party Transactions

Except as noted elsewhere in these financial statements, related party transactions are as follows:

a) During the nine-month period ended May 31, 2004, related party consulting fees of $40,200 (2003 - $28,200) were paid or accrued to the President and CEO. Services provided include general corporate, exploration and acquisition strategy, drafting and engineering work, contract negotiations, investment presentations.

b) During the nine-month period ended May 31, 2004, related consulting fees of $32,900 (2003 - $8,400) were paid or accrued to the CFO and Secretary. Services provided include corporate finance activities, contract negotiations, accounting, office management and general administrative duties.

c) During the nine-month period ended May 31, 2004, per-diem contract fees of $35,250 (2003 - $21,200) were paid or accrued to a director or a company controlled by a director. Of this amount, $32,450 is included in resource property costs and $2,800 is included in related party consulting fees.

8. Income Taxes

The Company has incurred certain mineral property related expenditures of approximately $142,600 that may be carried forward indefinitely and are available to offset future taxable income. The Company has non-capital losses for tax purposes of approximately $252,800 that are available to offset future taxable income. These losses may be carried forward and expire in 2010 as follows:

	Amount
2009	$ 1,000
2010	251,800
	$ 252,800

The potential future tax benefits of these expenditures and tax losses have not been recognized in these financial statements.

9. Subsequent Events

Subsequent to May 31, 2004, the Company completed a financing by way of Short Form Offering of 10,000,000 units at a price of $0.20 per unit ("Units") raising gross proceeds of $2 million. Each unit consisted of one common share and one half of one warrant with each full warrant entitling the holder to acquire an additional common share at a price of $0.25 per share until June 23, 2005. On closing, Canaccord Capital Corporation ("Canaccord") and its sub-agents received commissions of $160,000 and options to purchase 1 million Units at a price of $0.20 per Unit until June 23, 2005. Canaccord also received a cash administration fee of $7,500, and a corporate finance fee of $25,000 cash, plus 100,000 Units.

SCHEDULE B

SUPPLEMENTARY INFORMATION

ROCA MINES INC.

MAY 31, 2004

Section 1 *Analysis of expenses and deferred costs for the period*

a) Breakdown of Resource Property Costs:

See interim financial statements for details.

b) General and Administrative Expenses:

See interim financial statements for details.

Section 2 *Related party transactions*

See interim financial statements for details.

Section 3 *Summary of securities issued and options granted during the period*

(a) The following securities were issued during the nine months-ended May 31, 2004:

Date	# of Common Shares	Consideration	Commissions or Fees	Issue price
Sept 11, 2003	3,000	$1,050 Cash	Nil	$0.35
Nov 19, 2003	3,400,000	$510,000 Cash	$45,750	$0.15
Feb 27, 2004	100,000	Property (Max Property)	nil	$0.22
April 30, 2004	100,000	Property (Foremore)	Nil	$0.30
April 30, 2004	25,000	Property (SeaGold)	Nil	$0.30

Section 3 Summary of securities issued and options granted during the period (continued)

(b) A summary of the company's options at May 31, 2004 and the changes for the period are as follows:

Number at August 31 2003	Granted	Exercised	Cancelled	Number at May 31 2004	Exercise Price Per Share	Expiry	Optionee
808,000	-	-	(808,000)	-	$0.35	Dec 17, 2007	Directors[(1)]
100,000	-	-	(100,000)	-	$0.35	Dec 17, 2004	Consultant
150,000	-	-	(150,000)	-	$0.35	Jan 7, 2008	Consultant
180,000	-	-	(180,000)	-	$0.25	Jun 30, 2008	Consultant
50,000	-	-	(50,000)	-	$0.20	Jul 28, 2008	Consultant
-	254,000	-	-	254,000	$0.20	Dec 17, 2007	Scott Broughton
-	254,000	-	-	254,000	$0.20	Dec 17, 2007	John Mirko
-	250,000	-	-	250,000	$0.20	Dec 17, 2007	David Skerlec
-	50,000	-	-	50,000	$0.20	Dec 17, 2007	Ernest Peters
-	100,000	-	-	100,000	$0.20	Dec 17, 2007	Consultant
-	150,000	-	-	150,000	$0.20	Jan 7, 2008	Consultant
-	180,000	-	-	180,000	$0.20	Jun 30, 2008	Consultant
-	121,000	-	-	121,000	$0.20	Dec 11, 2008	Scott Broughton
-	121,000	-	-	121,000	$0.20	Dec 11, 2008	John Mirko
-	125,000	-	-	125,000	$0.20	Dec 11, 2008	David Skerlec
-	30,000	-	-	30,000	$0.20	Dec 11, 2008	Consultant
1,288,000	1,635,0000	-	(1,288,000)	1,635,000			

(1) During the year ended August 31, 2003, 400,000 options were granted to Scott Broughton (President and CEO), 400,000 options were granted to John Mirko (Director), 50,000 options were granted to Ernest Peters (Director), 50,000 options were granted to Mark Brown (former CFO), and 250,000 options were granted to David Skerlec (Secretary and CFO). The 50,000 options granted to Mr. Brown expired 30 days following his resignation and Messrs. Broughton and Mirko each renounced 146,000 of these original stock options.

On December 11, 2003, 367,000 incentive stock options were granted to directors of the Company and 30,000 options were granted to consultants of the Company (a total of 397,000). These options have an exercise price of $0.20 per share and expire on December 11, 2008.

At the Company's Annual General Meeting on December 15, 2003, shareholder's approved the repricing of 1,238,000 outstanding stock options from prices of $0.35 and $0.25, to a price of $0.20 including the balance of 808,000 held by directors and officers.

(c) The following warrants were granted during the nine months ended May 31, 2004:

Date	Number	Optionee	Exercise Price	Expiry Date
November 19, 2003	3,400,000	Private Placees	$0.20	November 19, 2005

SCHEDULE B

SUPPLEMENTARY INFORMATION

ROCA MINES INC.

MAY 31, 2004

Section 4 Summary of securities as at the end of the period

(a) Authorized share capital:

See interim financial statements for details.

(b) Shares issued and outstanding:

At May 31, 2004 there were 16,590,001 shares outstanding and at the date of this report, there are 26,690,001 common shares outstanding.

(c) The following options were outstanding as of the date of this report:

See interim financial statements for details.

(d) The following warrants were outstanding as of the date of this report:

Number	Optionee	Exercise Price	Expiry Date
3,400,000	Private Placees	$0.20	November 19, 2005
5,000,000	SFOD subscribers	$0.25	June 23, 2005
1,000,000	Agent	$0.20	June 23, 2005
550,000	Agent	$0.25	June 23, 2005

(e) Shares in escrow:

At May 31, 2004, there were 2,460,000 shares in escrow and at the day of this report, there are 1,845,000 shares in escrow.

Section 5 List of the directors and officers as at report date:

Directors:	Scott E. Broughton	
	John M. Mirko	
	Ernest Peters	
	David J. Skerlec	
Officers:	Scott E. Broughton	President & CEO
	David J. Skerlec	Corporate Secretary & CFO

SCHEDULE C

ROCA MINES INC.
Form 51-901F Quarterly Report May 31, 2004

MANAGEMENTS DISCUSSION AND ANALYSIS OF THE FINANCIAL POSITION AND THE RESULTS OF OPERATIONS
FOR THE PERIOD ENDED MAY 31, 2004

This discussion and analysis of operating results and financial position of the Company for the period ended May 31, 2004 should be read in conjunction with the financial statements appearing in Schedule A of this report.

Description of Business

The Company is engaged in exploration for mineral resources including base, precious and strategic metals. Exploration is focused on the search for precious and base metals on two properties located in the Liard Mining Division, near the Eskay Creek Mine, in northern British Columbia, Canada. The Company has also acquired an option to earn a 100% interest in a property near Revelstoke, British Columbia where the focus of exploration will be a molybdenite deposit.

The Company's office is located at Suite 500-1045 Howe Street, Vancouver, British Columbia. The Company was incorporated on June 19, 2001 and the registered office is located at Suite 1100 – 888 Dunsmuir Street, Vancouver, British Columbia.

All amounts in the financial statements and management's discussion are expressed in Canadian dollars, unless otherwise indicated.

Mineral Properties

The Foremore Project

The Foremore Project covers an area of over 200 sq. km. in the Liard Mining Division of northwest British Columbia. The mineral claims are 100% held by Roca Mines Inc., subject to underlying agreements with the property vendor. Under the terms of its option agreement, the Company may earn a 100% interest by paying four cash payments totalling $100,000 and by issuing 400,000 common shares to the vendor at certain dates up to May 1, 2005. In addition, the Company must issue 200,000 common shares to the vendor upon the commencement of commercial production. As at the date of this report, $50,000 in cash payments have been made and 300,000 common shares have been issued to the vendor. The vendor will retain a 2.5% net smelter return royalty subject to various conditions. The Company may purchase at any time prior to commencement of commercial production up to 60% of the NSR by paying $1,000,000 for each 30% ($2,000,000 for the full 60% of the 2.5% NSR).

During the quarter, the Company performed interpretative and reporting work in connection with its Foremore Project, incurring $49,118 in costs compared to $43,113 during the prior quarter and $21,954 during the 3-months ended May 31, 2003. Acquisition costs of $55,000 were also incurred during the three months ended May 31, 2004, consisting of a $25,000 cash payment and 100,000 shares at a deemed $0.30 per share. To May 31, 2004, the Company had expended a total of $1,462,001 on the FOREMORE Project including $90,000 in share issuances (300,000 shares at a deemed price of $0.30 per share), $50,000 in option payments and $25,194 in additional staking costs. The Company has now mobilized to FOREMORE and commenced a Phase I exploration program to consist of prospecting, mapping, geophysics and diamond drilling of various volcanogenic massive sulphide ("VMS") and gold targets identified by the Company in 2002 and 2003. A complete summary of the 2003 field season and recommendations for 2004 can be found via SEDAR in a technical report entitled "Summary Report of Geological Investigations on the Foremore Project, June – October 2003" by Consulting Geologist, Sandy Sears, P.Geo.

SeaGold Project

By agreement dated December 1, 2003, the Company was granted an option to acquire a 100% interest in certain properties, known as the SeaGold Project in the Liard Mining Division, B.C. Under the terms of its option agreement, the Company may earn a 100% interest by paying four cash payments totalling $100,000 and by issuing 200,000 common shares to the vendor at certain dates up to May 1, 2005. In addition, the Company must issue 200,000 common shares to the vendor upon the commencement of commercial production. As at the date of this report, the initial $25,000 cash payment has been made and 25,000 shares issued. The vendor will retain a 2.5% net smelter return royalty subject to various conditions. The Company may purchase at any time prior to commencement of commercial production up to 60% of the NSR by paying $1,000,000 for each 30% ($2,000,000 for the full 60% of the 2.5% NSR). The Company has received exploration permits and is currently planning an initial reconnaissance exploration program to test various gold and massive sulphide targets at the SeaGold Project. During the summer months, field crews will access the property directly from the Foremore camp, 20 kilometres to the north. During the quarter ended May 31, 2004, $350 in interpretive work and $7,500 in acquisition costs (25,000 shares at a deemed $0.30 per share) were incurred.

Max Molybdenum Project

By agreement dated January 16, 2003 the Company was granted an option to acquire a 100% interest in certain properties, known as the Max Project located in the Revelstoke Mining Division, B.C. Under the terms of its option agreement, the Company may earn a 100% interest by paying cash payments totalling $200,000 and by issuing 400,000 common shares to the vendor at certain dates up to January 16, 2007. In addition, the Company must issue 200,000 common shares to the vendor upon the commencement of commercial production. As at the date of this report, $50,000 in cash payments have been made and 100,000 common shares have been issued to the vendor. The vendor will retain a 2.5% net smelter return royalty subject to various conditions. The Company may purchase at any time prior to commencement of commercial production up to 60% of the NSR by paying $1,000,000 for each 30% ($2,000,000 for the full 60% of the 2.5% NSR).

In May, the Company completed an initial diamond drill program at the Max Project at a cost of $181,611. To date, the Company has spent $274,292 at the Max Project including $68,581 in cash acquisition and additional staking costs and $22,000 in share issuances (100,000 shares at a deemed $0.22 per share).

The purpose of Roca's initial drill program was to intersect and obtain molybdenite ("MoS_2 ") mineralization and host rock associated with the deposit, and to test reported zones of higher-grade mineralization within the deposit. Roca's initial drill program included a total of 1,134m (3,720 ft) of NQ2 core in two holes. Drill hole MM04-01 was noted as being variably mineralized along its entire length of 488.7m (1,603 ft) and was terminated when it intersected the existing underground adit. MM04-02 was also observed to be variably mineralized over a length of 407m (1,335ft) in the interval from 143m to 550m. To assess the higher-grade potential of the deposit, two wide intervals were sampled that included the most visually mineralized zones in drill hole MM04-02. Assay results from those intervals were released on July 13, 2004 (see ROK #9-04). In addition to positively confirming the high-grade mineralization, both drill holes also demonstrated long continuous intersections of MoS_2 mineralization.

Based on these initial drill results, the Company is accelerating its plans to acquire all historical drill data from Newmont Mining Corporation, and to update the resource calculation as soon as that information is available. Roca is also planning to contract independent scoping studies to highlight the value of various production scenarios for the Max Project. The updated resource calculation and scoping studies will provide the basis for an exploration program, to include reopening and refurbishing of the existing underground adit for access to the deposit. Underground drilling will then concentrate on the reported higher-grade zones, much of which is reported to exist above the level of the adit.

The PBR Property

On April 8, 2003 the Company entered into an agreement with Homestake Canada Inc. ("Homestake"), a wholly owned subsidiary of Barrick Gold Corporation ("Barrick"), whereby the Company was granted an option to earn a 50% interest in the PBR Property, comprising 16 claims (238 Units) covering approximately 60 square kilometres near Barrick's Eskay Creek Mine in northwestern British Columbia

In May 2003, the Company mobilized a diamond drill to the property and re-established on Barrick's 2001 drill site. PBR01-01X was deepened a further 350.95m (1,151 feet) to a final depth of 1770.1m (5,807 feet). While the drill program was a technical success and only slightly over the Company's planned budget of $150,000, assays from a mineralized zone returned only background levels of gold and silver. On March 24, 2004, the Company gave notice to Barrick that it would not be completing further work on the property and therefore, for the quarter-ended February 29, 2004, the Company wrote off the total amount of $186,198 in acquisition ($30,000, being 100,000 shares at a deemed $0.30 per share) and deferred exploration costs ($156,198) incurred.

Results of Operations

For the nine months ended May 31, 2004, the Company incurred a loss of $501,929 or $0.03 per share, compared to a loss of $161,418 or $0.02 per share during the nine-months ended May 31, 2003 (during the first two quarters of fiscal 2003, the Company was relatively inactive). The loss of $501,929 includes a one-time write-off of $186,198 representing acquisition

($30,000, being 100,000 shares at a deemed $0.30 per share) and deferred exploration costs ($156,198) incurred in connection with the PBR Property on which the Company does not intend to spend further funds. General and administrative costs for the nine months included consulting expenses of $111,900, advertising and shareholder relation expenses of $61,382, travel expenses of $55,514, accounting, audit and legal fees of $28,236, non-cash stock-based compensation expenses of $20,700, listing and filing fees of $17,956, office and sundry expenses of $14,937 and rent costs of $4,500. The loss of $111,900 for the third quarter ended May 31, 2004, compares to a loss of $80,232 for the third quarter of 2003, the difference due largely to greater consulting and travel costs associated with management's fund-raising efforts in Europe. The loss of $286,451 for the previous quarter ended February 29, 2004 includes the one-time PBR Property write-off of $186,198.

Consulting costs in the fourth quarter ended August 31, 2003 and in the first three quarters of 2004, have increased from that budgeted on the Company's IPO, due to the retention of an arm's length financial consultant (providing financial consulting services to the Company at a rate of $4,000 per month). Budgeted consulting costs also did not include any allocation for stock based compensation expenses which for the year-ended August 31, 2003 were $22,851 and for the nine months ended May 31, 2004 were $20,700.

Liquidity and Solvency

At May 31, 2004, the Company had cash on hand of $24,670 and a working capital deficit of $137,772 (see subsequent events).

Related Party Transactions

Each of Scott Broughton, David Skerlec and John Mirko, either directly or through a wholly owned company, provides consulting or contract services to the Company pursuant to a consulting agreement. Mr. Broughton is paid a per diem rate of $400, and Messrs. Skerlec and Mirko are paid per diem rates of $350. During the nine-month period ended May 31, 2004, consulting fees of $40,200 (2003 - $28,200) were paid or accrued to the President and CEO. Services provided include general corporate, exploration and acquisition strategy, drafting and engineering work, investor presentations and contract negotiations. Consulting fees of $32,900 (2003 – $8,400) were paid or accrued to the CFO and Secretary for services such as corporate finance activities, contract negotiations, financial accounting and general office management. Per-diem geological and contract management fees of $35,250 (2003 - $21,200) were paid or accrued to a director or a company controlled by a director for the nine months ended May 31, 2004. Of this amount, $32,450 is included in resource property costs and $2,800 is included in consulting fees.

Financing Activities

During first quarter, the Company completed a private placement of 3.4 million units at a price of $0.15 per unit for gross proceeds of $510,000. Each unit consisted of one common share and one warrant entitling the holder to purchase an additional common share at a price of $0.20 per share until November 19, 2005. A success fee of $45,750 was paid in connection with the private placement. An additional $1,050 was received through the exercise of 3,000 outstanding Agent's Warrants at a price of $0.35. At the end of the period ended May 31, 2004, the Company had cash on hand of $24,670 and a working capital deficit of $137,772 (see subsequent events).

Subsequent Events

Subsequent to May 31, 2004, the Company completed a financing by way of Short Form Offering of 10,000,000 units at a price of $0.20 per unit ("Units") raising gross proceeds of $2 million. Each unit consisted of one common share and one half of one warrant with each full warrant entitling the holder to acquire an additional common share at a price of $0.25 per share until June 23, 2005. On closing, Canaccord Capital Corporation ("Canaccord") and its sub-agents received commissions of $160,000 and options to purchase 1 million Units at a price of $0.20 per Unit until June 23, 2005. Canaccord also received a cash administration fee of $7,500, and a corporate finance fee of $25,000 cash, plus 100,000 Units.

Risks and Uncertainties

The Company's financial success will be dependent upon the extent to which it can discover mineralization or acquire mineral properties and the economic viability of developing its properties.

The Company competes with many companies possessing greater financial resources and technical facilities than itself. The market price of minerals and/or metals is volatile and cannot be controlled. There is no assurance that the Company's mineral exploration and development activities will be successful. The development of mineral resources involves many risks in which even a combination of experience, knowledge and careful evaluation may not be able to overcome.

The Company's operating and exploration activities must be funded through external sources of financing. Actual funding requirements may vary from budgets due to a number of factors including the progress of exploration and development on its current properties. Should changes in equity market conditions prevent the Company from obtaining additional external financing, the Company will need to review its exploration property holdings and prioritize project expenditures based on funding availability. If funding is not available when required, the Company may be forced to delay or abandon planned exploration activities, which could result in the loss of one or more of the Company's property interests.

Outlook

The focus of fourth-quarter 2004 will be the ongoing exploration at the Foremore and MAX Projects.