

ROCA MINES INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
(FORM 51-102F1)
THIRD QUARTER ENDED MAY 31, 2006

JULY 11, 2006

ROCA MINES INC.
Management's Discussion and Analysis
Period Ended May 31, 2006
Dated as of July 11, 2006

This discussion and analysis should be read in conjunction with the unaudited interim financial statements and related notes thereto for the nine months ended May 31, 2006 and 2005, which have been prepared in accordance with Canadian generally accepted accounting principles. The reader should also refer to the annual audited financial statements for the years ended August 31, 2005 and August 31, 2004 and the Management's Discussion and Analysis for those years. All amounts in the financial statements and this discussion and analysis are expressed in Canadian dollars, unless otherwise indicated.

Forward-Looking Information

This management discussion and analysis ("MD&A") contains certain forward-looking statements and information relating to Roca Mines Inc. (the "Company") that are based on the beliefs of its management as well as assumptions made by and information currently available to the Company. When used in this document, the words "anticipate", "believe", "estimate", "expect" and similar expressions, as they relate to the Company or its management, are intended to identify forward-looking statements. This MD&A contains forward-looking statements relating to, amongst other things, regulatory compliance, the sufficiency of current working capital, the estimated cost and availability of funding for the continued exploration of the Company's properties. Such statements reflect the current views of the Company with respect to future events and are subject to certain risks, uncertainties, and assumptions. Many factors could cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Aside from factors identified in the annual MD&A, additional, important factors, if any, are identified here.

Description of Business and Overview of Operations and Financial Condition

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 and development is an advanced-stage molybdenite deposit.

During the nine month period ended May 31, 2006, the Company incurred a loss of \$710,840 and incurred exploration, development and acquisition costs of \$820,065 (net of tax credits), compared to \$254,862 and \$2,014,227 respectively for the corresponding period in the prior fiscal year. General and administrative expenses increased substantially as a result of \$398,823 in non-cash compensation expense being recognized in 2006 versus only \$36,200 in 2005. Exploration costs decreased as the Company focussed its resources on engineering, construction and development of its Max Molybdenum Mine while greatly reducing expenditures at the Foremore VMS-Gold Project.

The Company's loss during the third quarter of \$316,067 increased significantly from second quarter's loss of \$122,570 and 2005's third quarter loss of \$69,051 largely due to \$228,517 in non-cash compensation expense being recognized in Q3 2006. The Company also moved to new office premises in April of 2006, resulting in higher rent and operating expenses reflecting the

ROCA MINES INC.
Management's Discussion and Analysis
Period Ended May 31, 2006
Dated as of July 11, 2006

Company's expansion and transition from exploration to development-company. Exploration, development and acquisition expenditures increased in the current quarter as the Company accelerated construction at the Max Molybdenum Mine.

During the first nine months of the fiscal year ending August 31, 2006, the Company raised over \$5,250,000 through warrant exercises and by completing three private placements. At May 31, 2006, the Company held cash and cash equivalents of \$2,607,616 and working capital of \$3,016,780. The Company is adequately funded to continue operations in the short term but will require additional funds prior to completing development of the MAX Molybdenum Mine.

In May, the Company announced that it had entered into an agreement with Salman Partners Inc. to act as lead agent for a private placement of up to 14.1 million common shares at a price of 71 cents per share for gross proceeds of up to \$10,011,000. Proceeds of the private placement will be used to complete construction of the Max Molybdenum Mine. Marketing of the offering was ongoing as of the date of this report.

Selected Annual Financial Results

	Year Ended August 31, 2005	Year Ended August 31, 2004	Year Ended August 31, 2003
Total revenues	Nil	Nil	Nil
Net loss	(156,736)	(801,979) ²	(243,451)
Net loss per share	(0.01)	(0.05)	(0.03)
Total assets	6,307,296	3,776,752	1,811,776
Total long term debt	Nil	Nil	Nil

Notes:

- 1) The loss for the year-ended August 31, 2004 includes a one-time write-off of \$186,198 in resource property costs and non-cash stock-based compensation of \$268,500.

Results of Operations

MAX Molybdenum Project

By agreement dated January 16, 2004 the Company was granted an option to acquire a 100% interest in certain properties, known as the Max Molybdenum Project ("MAX") 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, \$150,000 in cash payments had been made and 300,000 common shares have been issued to the vendor. The vendor will retain a 2.5% NSR of which 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 also acquired a 100% interest in certain crown grants, mining leases and mineral claims contiguous to the original MAX mineral claims. Under the terms of this acquisition agreement, the Company agreed to pay \$100,000 (paid) for the contiguous property and original data detailing all previous exploration. This \$100,000 was included in acquisition costs for the year ended August 31, 2004. The Company has granted a 2.5% NSR, reducible to 1% upon

ROCA MINES INC.
Management's Discussion and Analysis
Period Ended May 31, 2006
Dated as of July 11, 2006

payment of \$2,000,000, and has agreed to issue 200,000 shares if it commences commercial production from any part of the newly acquired contiguous property.

MAX was previously explored by a joint venture of Newmont Mines Limited ('Newmont') and Esso Minerals Canada Ltd. ('Esso') from 1975 to 1982. Work expenditure during that period totalled \$14.9 million. Work on the project was suspended by the Newmont-Esso joint venture in 1982 due to a price decline and poor market projection for molybdenum products.

Historic and recent diamond drilling at the MAX Project demonstrates that the deposit hosts zones of continuous molybdenite mineralization with grades that are an order of magnitude greater than many operating molybdenite mines. In November of 2005, the Company's wholly-owned subsidiary, FortyTwo Metals Inc., was granted a permit (the "Permit") which allows for the development and operation of an underground mine and onsite concentrator at the MAX Project. The Company intends to fast-track initial development of a 500 tonne per day mining operation that would produce approximately 75,000 tonnes per year on a campaigned basis. Initial production will focus on the "HG" Zone, including an estimated 280,000 tonnes ("measured + indicated") grading 1.95% MoS₂ hosted within the larger MAX deposit comprising 42.9 million tonnes ("measured" + "indicated") grading 0.20% MoS₂. The Company's strategy to fast-track a high-grade mine is intended to minimize the lead time to production and reduce initial capital costs. The use of existing production-sized underground access to the deposit will be maximized. Expansion of the proposed 500 tonne per day mine and mill will be guided by prevailing molybdenum prices and an assessment of ongoing operating costs in 2007.

The Company's wholly-owned subsidiary, FortyTwo Metals Inc, has now completed the purchase of a complete 1000 tpd mill and concentrator (in two separate 500 tpd circuits), and related equipment for the MAX Project for total consideration of US\$325,000. The Van Stone Mill, located near Colville, Washington State, is well suited for use at MAX and will significantly reduce capital costs, lead-time and engineering design requirements for bringing the MAX Molybdenum Mine into production. The rated capacity of the Van Stone mill is greater than the initial planned production at MAX and therefore provides a ready opportunity for possible future expansion of the project.

The mill was originally built by ASARCO to process lead/zinc ore from the Van Stone Mine, most recently in 1993. It is located approximately 380 highway kilometres (230 miles) south of the MAX site. The Company is in the process of dismantling the mill, including; buildings, crushing, grinding and flotation circuits.

During the nine month period ended May 31, 2006, the Company incurred acquisition, development and exploration costs \$853,123 at MAX net of \$249,211 in exploration tax credits. Development costs included costs associated with road and underground rehabilitation, environmental consulting, engineering and mill deconstruction at the Van Stone site. As at May 31, 2006, a total of \$2,911,997 in acquisition and deferred exploration and development costs have been incurred at MAX, net of recorded tax credits.

Foremore VMS-Gold Project

The Company has earned a 100% interest in the Foremore VMS-Gold Project ("Foremore") subject to a 2.5% net smelter return ("NSR"), by paying four cash payments totalling \$100,000 and by issuing 400,000 common shares to the original property vendor. 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 is also required to make annual advance royalty payments of \$50,000 beginning May 1, 2006. This advance royalty ceases in the year in which commercial production commences and all advance royalty payments paid are a reduction of future royalty payments. In addition, the Company must issue 200,000 common shares to the vendor upon the commencement of commercial production.

Foremore is located in one of the most active mining and exploration areas in British Columbia - the Eskay/Iskut Camp. This camp includes Barrick Gold's legendary Eskay Creek Mine, Cominco's historic Snip Mine and NovaGold's Galore Creek Project. Foremore comprises a number of volcanogenic massive sulphide (VMS) and gold/silver targets and showings on its 235 km² (92 sq. miles) area. The project is located approximately 45 km north of Barrick Gold Ltd.'s Eskay Creek Mine and is on the planned road access route to NovaGold Resources Inc.'s Galore Creek Project.

Foremore has been the focus of the Company's exploration efforts dating back to the summer of 2002 and was the focus of exploration by Cominco Limited between 1989 and 1996. Drawn to the area because of its abundance of mineralized boulders, Cominco's work failed to locate a source of several boulder fields containing thousands of well-mineralized boulders. The Company's exploration crews have now succeeded in discovering numerous showings and mineralized zones in outcrop and in diamond drill-holes, in a relatively short period of time.

At May 31 2006, the Company had expended a total of \$3,754,050 (net of recorded tax credits) at Foremore including \$310,957 in acquisition costs and the balance in deferred exploration costs.

The Company's Foremore VMS-Gold Project remains at an early exploration stage although the Company's consulting geologists are now focusing their efforts on a potential source of several high grade volcanogenic massive sulphide ("VMS") boulder fields on the property (several new gold target areas also exist on the property). The 'North Zone' exhibits all of the characteristics of major world-class VMS systems and clearly shows good precious and base metal grades within the edges of the system drilled to date. With a strike length of some 6 kilometres, the North Zone itself (a small portion of the total project area) has the potential to hold one or several significant deposits.

Foremore exploration in 2005 included; i) extensive geological mapping & rock geochemical sampling in the More Creek Area, ii) four widely spaced diamond drill holes totalling approximately 3,000 metres (9,800 feet), and iii) a large airborne geophysical survey. The airborne survey was carried out at the end of the field season and was intended to specifically target VMS environments defined by work at More Creek, SG/Rhino, and the South Boulder

ROCA MINES INC.
Management's Discussion and Analysis
Period Ended May 31, 2006
Dated as of July 11, 2006

Field (SBF) areas, each of which is separated by several kilometres and can be described as separate VMS environments.

Of the four drill holes completed in 2005, FM05-40 and 41 intersected massive sulphides (VMS) mineralization associated with the More Creek Rhyolite sequence. The tenor of these results is very significant since they occur within a large envelope of both intense hydrothermal alteration and highly anomalous base and precious metal values. Geochemical analysis also highlights that the alteration envelope is characterized by intense sodium depletion, a feature common to most VMS deposits.

Selected Assay Results from Drill Hole FM05-40

From (m)	To (m)	Interval (m)	Assay Results				
			Cu (%)	Pb (%)	Zn (%)	Ag (g/t)	Au (g/t)
547.40	552.30	4.90	0.48	0.07	1.22	24.1	0.18
	including	0.40	2.56	0.32	11.25	213.0	0.20

Geological mapping has shown that the More Creek Rhyolite sequence extends over at least 5,000 m (16,400 feet) and with drilling, to be on the order of 300 m (980 feet) thick. The dimensions, age and other characteristics of this setting are directly comparable to those at other known VMS Camps, such as the Myra Falls Mine on Vancouver Island, BC which hosts a cluster of precious metal-rich massive sulphide deposits.

The results of an airborne survey, intended to target the known VMS areas on the Foremore Property, are also very encouraging. A recently completed preliminary geophysical/geological interpretation has identified five "High Priority" targets based on their geological context; three of which have coincident magnetic response. Another 22 geophysical anomalies have also been identified that warrant immediate investigation.

Three of the High Priority targets lie adjacent to the 5,000 m (16,400 feet) long More Creek Rhyolite contact described above. Other High Priority targets occur at the SBF Area and the Rhino/Antler Area - both of these represent entirely new and separate targets that remain untested by drilling to date.

The SBF Area geophysical target is particularly compelling, since it is located only 500 m (1,640 ft) up-ice from the South Boulder Field where in excess of 800 massive sulphide boulders were originally discovered by Cominco in the late 1980's. As an example of the area's potential, Cominco's assay results of 53 mineralized boulders at this location averaged 9.4% Zn, 1.7% Pb and 3.3 oz/t Ag.

The conductor identified at the Rhino/Antler area is located immediately along strike from the mapped SG Rhyolite sequence, and adjacent to an area where massive pyrite mineralization has been found in outcrop. Zinc-rich VMS style mineralization has also been discovered in float boulders near this location.

The Company is planning a program that would include the following key components;

- Mapping & prospecting over Airborne anomalies;
- Ground EM to more precisely locate drill sites;
- Drill testing of EM/Mag anomalies; and,
- Step-out drilling of intersections in the More Creek Area.

SeaGold Property

The SeaGold Project is a relatively early stage exploration project located 35 km north of Barrick Gold's Eskay Creek gold/silver mine. The property comprises 160 units in 8 claim blocks and covers an area of approximately 40 square kilometers, centered on a number of gold and copper occurrences.

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 December 1, 2006. In addition, the Company must issue 200,000 common shares to the vendor upon the commencement of commercial production. At the date of this report, \$75,000 in cash payments have been made and 75,000 shares issued to the vendor who will retain a 2.5% NSR 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).

Management has now focused all efforts and budget at MAX and Foremore and allowed a partner to fund exploration at the SeaGold Project. The Company has signed an agreement dated May 1, 2005 with Romios Gold Resources Inc. ("Romios") whereby Romios can earn up to a 75% interest in the SeaGold Property. To earn its initial 50% interest, Romios has agreed to pay the Company a total of \$200,000 in cash (\$75,000 received as of the date of this report), issue to the Company 600,000 common shares of Romios (300,000 shares received as of the date of this report), and incur aggregate exploration expenses of \$1 million in stages ending on or before December 31, 2007. Upon vesting its initial 50% interest, Romios will have the right to earn an additional 25% interest in the SeaGold Property by paying the Company \$2 million in cash or common share equivalent value at that time the additional option is exercised. Romios will also assume the Company's obligation to issue the original property vendor 200,000 common shares upon commencement of commercial production, and advance royalty payments of \$30,000 per annum commencing on the earlier of one year from the date the option is fully exercised and December 1, 2007.

During the nine months ended May 31, 2006, the Company paid \$25,000 and issued 50,000 shares to the original property vendor to maintain its option in good standing and received \$50,000 and 150,000 shares due under the terms of its option agreement with Romios.

Investor Relations Consultant Retained

In March of 2006, the Company announced the appointment of Douglas J. Fosbrooke as manager of investor relations, on a contract basis. Since 1995, Mr. Fosbrooke has provided investor relations and corporate communications services to a number of companies primarily focused on mineral exploration, and listed on the Toronto Stock Exchange and the TSX Venture Exchange. He brings over 15 years of investment-industry experience, including eight with a national investment dealer. Mr. Fosbrooke has been given a one-year contract, extendible by mutual

ROCA MINES INC.
Management's Discussion and Analysis
Period Ended May 31, 2006
Dated as of July 11, 2006

agreement. He has been granted 200,000 incentive stock options and will be paid a per diem fee of \$250 when working on the affairs of the Company.

Vice President Mining and Mill Manager Retained

In April of 2006, the Company appointed John Kiernan, PEng, as vice-president, mining. Mr. Kiernan's primary responsibility will be overseeing all aspects of the development and construction of the MAX molybdenum mine and its subsequent operations.

Mr. Kiernan is a mining engineer with 22 years of operating and engineering experience in the mining industry, including: capital project implementation, mine design, underground development, production engineering and operations scheduling. In addition, he brings experience as a principal mining engineer from his eight years with AMEC/MRDI, and six years as a mine planning engineer and project manager with Inco in Sudbury, Ontario and Thompson, Manitoba.

Mr. Kiernan has worked on a number of base metal, diamond and gold projects in North America and internationally, including; Campbell Red Lake, Creighton, Diavik, Getchell, Pogo, Snap Lake and Nanisivik. He has also worked as a financial analyst and qualified person and has built economic models to assess project viability including consideration of risk through simulation, scenario and sensitivity analyses. Mr. Kiernan is a member of the Canadian Institute of Mining and Metallurgy (CIM) and is a past chairman of the Vancouver branch of the CIM.

The Company has engaged Ron Magill, a mineral processing specialist, to be its mill manager for the MAX Molybdenum Mine. He has 30 years of experience with mill construction and operations, including 20 years in supervisory and management roles. Mr. Magill will report to the vice-president, mining, and will be responsible for mill construction, process optimization and operations.

Operating Expenses and Loss

During the nine month period ended May 31, 2006, the Company incurred a loss of \$710,840 and incurred exploration, development and acquisition costs of \$820,065 (net of tax credits), compared to \$254,862 and \$2,014,227 respectively for the corresponding period in the prior fiscal year end. General and administrative expenses increased substantially as a result of \$398,823 in non-cash compensation expense being recognized in 2006 versus only \$36,200 in 2005. Exploration costs decreased as the Company focussed its resources on engineering construction and development of its Max Molybdenum Mine while greatly reducing expenditures at the Foremore VMS-Gold Project.

The Company's loss during the third quarter of \$316,067 increased significantly from second quarter's loss of \$122,570 and 2005's third quarter loss of \$69,051 largely due to \$228,517 in non-cash compensation expense being recognized in Q3 2006. The Company also moved to new office premises in April of 2006, resulting in higher rent and operating expenses reflecting the Company's transition from exploration to development-company. Exploration, development and

ROCA MINES INC.
Management's Discussion and Analysis
Period Ended May 31, 2006
Dated as of July 11, 2006

acquisition expenditures increased in the current quarter as the Company accelerated construction at the Max Molybdenum Mine.

Liquidity and Capital Resources

During the first nine months of the fiscal year, the Company raised over \$5,250,000 through warrant exercises the completion of three private placements. At May 31, 2006, the Company held cash and cash equivalents of \$2,607,616 and working capital of \$3,016,780. The Company is adequately funded to continue operations in the short term but will require additional funds prior to completing development of the MAX Molybdenum Mine.

In May, the Company announced that it had entered into an agreement with Salman Partners Inc. to act as lead agent for a private placement of up to 14.1 million common shares at a price of 71 cents per share for gross proceeds of up to \$10,011,000. Proceeds of the private placement will be used to complete construction of the Max Molybdenum Mine. Marketing of the offering was ongoing as of the date of this report.

Summary of Quarterly Results

	May 31, 2006	Feb. 28, 2006	Nov. 30, 2005	Aug. 31, 2005
Total revenues	Nil	Nil	Nil	Nil
Net income (loss)	(316,067) ¹	(122,570)	(272,203) ²	98,126 ³
Net income (loss) per share	(0.01)	(0.01)	(0.01)	0.00
Total assets	10,766,245	6,640,982	6,499,131	6,307,296
Total long term debt	Nil	Nil	Nil	Nil

	May 31, 2005	Feb. 28, 2005	Nov. 30, 2004	Aug. 31, 2004
Total revenues	Nil	Nil	Nil	Nil
Net loss	(69,051)	(91,845)	(93,966)	(300,050) ⁴
Net loss per share	(0.01)	(0.01)	(0.01)	(0.02)
Total assets	5,058,825	4,662,247	4,262,197	3,776,752
Total long term debt	Nil	Nil	Nil	Nil

Note 1: The loss for the quarter ended May 31, 2006 includes stock-based (non-cash) compensation expense of \$228,517.

Note 2: The loss for the quarter ended November 30, 2005 includes stock-based (non-cash) compensation expense of \$170,306.

Note 3: The income recorded in the quarter ended August 31, 2005 includes a future income tax recovery of \$178,000.

Note 4: The loss for the quarter ended August 31, 2004 includes stock-based (non-cash) compensation expense of \$247,800.

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 charges a per diem rate of \$400, and Messrs. Skerlec and

ROCA MINES INC.
Management's Discussion and Analysis
Period Ended May 31, 2006
Dated as of July 11, 2006

Mirko charge per diem rates of \$350. During the nine months ended May 31, 2006, consulting fees of \$60,400 (2005 - \$41,800) were paid or accrued to the President and CEO. Services provided include general corporate, exploration and acquisition strategy, project management, investor presentations and contract negotiations. Of this amount, \$33,200 is contained in deferred exploration and development costs for the period and the balance was expensed to consulting. Consulting fees of \$52,675 (2005 - \$36,750) were paid or accrued to the CFO and Secretary for corporate finance services, contract negotiations, financial accounting and general corporate management. Per-diem contract management fees of \$52,500 (2005 - \$36,300) were paid or accrued to a director or a company controlled by a director during the six months ended February 28, 2006. Of this amount, \$46,200 is contained in deferred exploration costs for the period and the balance in consulting. During the nine month period ended May 31, 2006, consulting fees of \$26,000 (2005 - nil) were paid or accrued to the Company's Vice President of Mining. Services provided include drafting and engineering work, equipment procurement, and general project management. This amount is contained in deferred exploration costs for the period. During the nine month period ended May 31, 2006, the Company was reimbursed for rent and office expenses of \$1,832 (2005-nil) by a company with common management. As at May 31, 2006, current liabilities include \$113,403 (2005 - \$48,700) payable to related parties. These amounts were incurred in the ordinary course of business, are non-interest bearing, and without specific repayment terms.

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. All of the Company's short to medium term operating, exploration and development cash flow must be derived from external financing. Actual funding may vary from what is planned 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 and development property holdings to prioritize project expenditures based on funding availability.

ROCA MINES INC.
Management's Discussion and Analysis
Period Ended May 31, 2006
Dated as of July 11, 2006

Outstanding Share Data

Authorized:

Unlimited common shares without par value

	Number of Shares		Amount
Balance - August 31, 2004	26,690,001	\$	4,202,174
Issued for cash:			
Private placement – November 2004	2,000,000		500,000
Private placement – January 2005	2,080,000		624,000
Private placement – July 2005	2,668,334		800,500
Exercise of Warrants	2,009,500		502,375
Exercise of Agent warrants at \$0.20	1,000,000		200,000
Exercise of Agent warrants at \$0.25	182,900		45,725
Exercise of Incentive stock options	180,000		36,000
Issued to agent as commission and fees – Nov. 2004	110,000		-
Issued to agent as corporate finance fee – Jan. 2005	40,000		-
Issued for MAX Project	100,000		33,000
Issued for Foremore Project	100,000		28,000
Issued for SeaGold Project	50,000		14,000
Fair value of stock options exercised	-		18,224
Share issuance costs	-		(142,032)
Flow-through share renunciation – tax effect	-		(178,000)
Balance – August 31, 2005	37,210,735	\$	6,683,966
Issued for cash:			
Private placement - December 2005	1,000,000		300,000
Private placement - March 2006	5,000,000		2,000,000
Private placement - May 2006	2,857,143		2,000,000
Exercise of \$0.20 Warrants	3,400,000		680,000
Exercise of \$0.40 July Warrants	436,647		174,659
Exercise of \$0.40 July Agent Warrants	59,800		23,920
Exercise of \$0.25 November Agent Warrants	230,000		57,500
Exercise of \$0.40 December Warrants	35,000		14,000
Issued to finders on March 2006 private placement	350,000		-
Issued for MAX Project	100,000		35,000
Issued for SeaGold Project	50,000		34,500
Share issuance costs	-		(243,440)
Balance – May 31, 2006	50,729,325	\$	11,760,105
Issued for cash:			
Exercise of Warrants	478,018		191,207
Exercise of Agent warrants	6,500		2,600
Balance – July 11, 2006	51,213,843	\$	11,953,912

ROCA MINES INC.
Management's Discussion and Analysis
Period Ended May 31, 2006
Dated as of July 11, 2006

During the nine months ended May 31 2006, 3.4 million \$0.20 warrants were exercised for gross proceeds of \$680,000 and 230,000 \$0.25 Agent warrants were exercised for proceeds of \$57,500. 436,647 Warrants expiring in July 2006, 35,000 Warrants expiring in December 2006, and 59,800 Agent Warrants were exercised all at \$0.40, for additional proceeds of \$174,659, \$14,000, and \$57,500 respectively.

In December of 2005, the Company completed a private placement for gross proceeds of \$300,000. One million units were issued each consisting of one common share and one common share purchase warrant, each warrant entitling the holder to acquire one additional common share for one year following closing at price of \$0.40 per share. If the Company's common shares trade above \$0.80 for 10 consecutive trading days, the warrant holders will be given notice that they have 30 days to exercise or the warrants will expire.

The Company issued 100,000 common shares in December of 2005, required under the terms of the MAX Project option agreement.

In April of 2006, the Company issued 50,000 common shares as required under the terms of the SeaGold Property option agreement.

In March of 2006, the Company completed a private placement for gross proceeds of \$2,000,000. Five million common shares were issued at price of \$0.40 per share. 350,000 shares were issued to certain finders in connection with this private placement.

In May of 2006, the Company completed an additional private placement for gross proceeds of \$2,000,000. 2,857,143 common shares were issued at price of \$0.70 per share. The Company paid a cash fee of \$140,000 in connection with this private placement.

As at May 31, 2006, the following share purchase warrants were outstanding:

	Number	Exercise Price/Share	Expiry Date
Warrants	897,518	\$0.40	July 21, 2006
Agent Warrants	18,000	\$0.40	July 21, 2006
Warrants	965,000	\$0.40*	December 8, 2006
	1,880,518	\$0.40	July 21 to December 8, 2006

* Accelerated exercise clause at \$0.80.

Subsequent to May 31, 2006 478,018 warrants and 6,500 Agent warrants were exercised for \$0.40 per share.

ROCA MINES INC.
Management's Discussion and Analysis
Period Ended May 31, 2006
Dated as of July 11, 2006

At the date of this report, the following share purchase warrants were outstanding:

	Number	Exercise Price/Share	Expiry Date
Warrants	419,500	\$0.40	July 21, 2006
Agent Warrants	11,500	\$0.40	July 21, 2006
Warrants	965,000	\$0.40*	December 8, 2006
		\$0.40	July 21 to December 8, 2006

* Accelerated exercise clause at \$0.80.

In October of 2005, the Company granted incentive stock options to directors and consultants of the Company to purchase up to 1,125,000 common shares of the Company at a price of \$0.25 per share for a period of five years. In March of 2006, the Company granted 200,000 incentive stock options to a consultant providing investor relations services. The stock options are exercisable at a price of \$0.55 per share for a period of five years and vest as to 50,000 options in equal quarterly installments of 50,000 options over a period of twelve months. In April, the Company granted 450,000 incentive stock options to consultants providing mining and mill related services. The stock options are exercisable at a price of \$0.55 per share for a period of five years. In May, the Company granted 100,000 incentive stock options to a consultant providing milling and lab services. These options are exercisable at a price of \$0.60 per share for a period of five years.

A summary of the Company's stock options at May 31, 2006 is as follows (no changes subsequent to May 31, 2006):

Number Outstanding August 31 2005	Granted	Exercised	Cancelled	Expired	Number Outstanding May 31, 2006	Exercise Price Per Share	Expiry Date
908,000	-	-	-	-	908,000	\$0.20	December 17, 2007
150,000	-	-	-	-	150,000	\$0.20	January 7, 2008
397,000	-	-	-	-	397,000	\$0.20	December 11, 2008
930,000	-	-	-	-	930,000	\$0.25	August 24, 2009
200,000	-	-	-	-	200,000	\$0.25	November 26, 2009
-	1,125,000	-	-	-	1,125,000	\$0.25	October 18, 2010
-	200,000	-	-	-	100,000	\$0.55	March 13, 2011
-	450,000	-	-	-	450,000	\$0.55	April 10, 2011
-	100,000	-	-	-	100,000	\$0.60	May 8, 2011
2,585,000	1,875,000	-	-	-	4,460,000		

Subsequent Events

Subsequent to May 31, 2006, 478,018 warrants and 6,500 Agent warrants were exercised for \$0.40 per share resulting in the issuance of a total of 484,518 common shares for proceeds of \$193,807.