ROCA MINES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

(FORM 51-102F1)

SIX MONTHS ENDED FEBRUARY 28, 2010

April 25, 2010

TABLE OF CONTENTS

Date of Report

This Management Discussion and Analysis ("MD&A") should be read in conjunction with the consolidated unaudited financial statements and related notes thereto for the six months ended February 28, 2010 and 2009, and the consolidated audited financial statements and related notes thereto for the years ended August 31, 2009 and August 31, 2008, which have been prepared in accordance with Canadian Generally Accepted Accounting Principles (GAAP).

This MD&A is prepared as of April 25, 2010. All amounts in the consolidated financial statements and this MD&A are expressed in Canadian dollars, unless otherwise indicated.

Description of Business

Roca Mines Inc. (the "Company") engages principally in the exploration, development and mining of resource properties in North America. The Company's wholly-owned subsidiary Minera ROK, S.A. de C.V. holds the Company's property interest in Mexico and the Company's wholly-owned subsidiary, FortyTwo Metals Inc., operates the Max Molybdenum mine southeast of Revelstoke British Columbia; a producer of molybdenite concentrates exported under the terms of an offtake agreement.

Highlights

- MAX Molybdenum mine subsequently awarded British Columbia's 2009 Mining and Sustainability Award;
- Revenues of $7.1 million for September 1, 2009 to February 28, 2010;
- Cash costs of $12.26 (US$11.58) per lb of molybdenum produced during the six months ended February 28, 2010;
- Q1 and Q2 average molybdenum recoveries of approximately 95%; and
- Q1 and Q2 molybdenum in concentrate production of 362,633 pounds and 305,485 lbs respectively.

Selected Annual Financial Results

The information below has been extracted from the Company's annual consolidated financial statements.

		Year Ended August 31, 2009		Year Ended August 31, 2008		Year Ended August 31, 2007
Total revenues	**$**	**25,959,489**	$	18,785,083	$	Nil
Net loss	**$**	**(18,448,087)[1]**	$	(2,493,151)[2]	$	(838,029)[3]
Net loss per share	**$**	**(0.21)**	$	(0.03)	$	(0.01)
Total assets	**$**	**41,714,914**	$	60,462,014	$	53,361,488
Total long term debt	**$**	**Nil**	$	Nil	$	Nil

Notes:

1) The loss for the year ended August 31, 2009 includes non-cash stock-based compensation of $404,148, amortization, depletion and accretion of $36,765,811 and future income tax recovery of ($11,037,243).
2) The loss for the year-ended August 31, 2008 includes non-cash stock-based compensation of $1,453,191, amortization, depletion and accretion of $12,472,155 and future income tax recovery of ($3,017,573).
3) The loss for the year-ended August 31, 2007 includes non-cash stock-based compensation of $1,121,450 and future income tax recovery of ($811,942).

Summary of Quarterly Results (in $Cdn unaudited)

	Feb. 28, 2010	Nov. 30, 2009	Aug. 31, 2009	May 31, 2009
Total revenues	4,055,486	3,076,940	8,797,479	5,584,156
Net income (loss)	(507,197)	(1,365,842)	3,065,117	(9,610,888)
Net income (loss) per share	(0.01)	(0.02)	0.03	(0.11)
Total assets	41,168,262	40,178,567	41,714,914	38,780,656
Total long term debt	Nil	Nil	Nil	Nil

	Feb. 28, 2009	Nov. 30, 2008	Aug. 31, 2008	May 31, 2008
Total revenues	3,267,337	8,310,517	12,509,316	6,275,767[1]
Net income (loss)	(6,780,592)	(5,121,724)	(2,058,422)[1]	1,516,846
Net income (loss) per share	(0.08)	(0.06)	(0.03)	0.02
Total assets	47,610,009	52,611,063	60,462,014	59,553,816
Total long term debt	Nil	Nil	Nil	Nil

Note 1: Concentrate sales prior to April 13, 2008 have been recorded as a development cost recovery, not as revenues.

Results of Operations

During the six months ended February 28, 2010, the Company recorded production revenues of $7,132,426 and a net loss of $1,873,039. The Company had negative operating cash flows of $175,737 during the period, which was offset by $447,993 in proceeds from outstanding option and warrants. The Company reported revenues of 11,577,854 and a loss of $11,850,042 during the six months ended February 29, 2009 on significantly higher sales of molybdenite concentrates during the prior year (and higher depletion charges under the Phase I mine plan). General and administrative expenses decreased over the prior year reflecting the Company's continuous efforts to reduce overhead costs.

Despite significantly lower production during the three months ended February 28, 2010, production revenues improved to $4,055,486 with a net loss of only $507,197 due to higher prevailing prices for molybdenum based products. The Company had revenues of $3,267,337 and a loss of $6,728,318 during the three months ended February 29, 2009 on significantly lower realized prices for concentrates in the prior year.

MAX Molybdenum Mine

Through its wholly-owned subsidiary, FortyTwo Metals Inc., the Company holds a 100% interest in the MAX Molybdenum mine located approximately 60 kilometres southeast of Revelstoke, B.C. The MAX claims and related holdings cover approximately 8,200 hectares in the Revelstoke Mining Division.

Recent Developments

Recently the MAX molybdenum mine was awarded British Columbia's prestigious 2009 Mining and Sustainability Award, presented by the Hon. Randy Hawes, Minister of State for Mining, and Pierre Gratton, president of the Mining Association of British Columbia. The award recognizes commitment to mining and mineral development that meets the growing needs of all communities while maintaining a healthy environment and vibrant economy for present and future generations.

Resource Estimate

A resource estimate completed in September of 2004 in compliance with the CIM Standards stipulated by National Instrument 43-101 of the Canadian securities commissions is summarized below:

Cutoff % MoS_2	MEASURED		INDICATED		MEASURED & INDICATED	
	Tonnes	Grade % MoS_2	Tonnes	Grade % MoS_2	Tonnes	Grade % MoS_2
0.10	27,870,000	0.21	15,070,000	0.18	42,940,000	0.20
0.20	9,340,000	0.35	2,010,000	0.41	11,350,000	0.36
0.50	1,010,000	1.01	370,000	0.77	1,380,000	0.94
1.00	260,000	1.95	20,000	1.87	280,000	1.95

Note: In addition to the above measured and indicated resources, inferred resources total 8,900,000 tonnes averaging 0.16% MoS_2 at the 0.10 cut-off, including 460,000 tonnes averaging 0.33% at the 0.20 cut-off. To convert molybdenite (MoS_2) values to molybdenum (Mo) value, divide MoS_2 by 1.6681 (e.g. 1% MoS_2 = 0.60% Mo).

Production Results

In 2008, the Company announced that it had achieved its commercial production targets at its MAX molybdenum mine located in BC, Canada. The mine became BC's first new metal mine in a decade and the newest primary molybdenum mine in Canada.

Revenues of $7.1 million for the six months ended February 28, 2010 result from shipments during the period and reflect final and/or estimated final pricing at February 28, 2010. The Company sells its concentrates to a UK-based buyer with sales revenues based on average prevailing molybdenum oxide prices subsequent to delivery. The Company has no hedging program nor has it sold forward any of its production.

The table below summarizes the operating statistics for the three months ended November 30, 2009:

MAX Mine Statistics	**Q1-2010**			
	SEPT '09	**OCT '09**	**NOV '09**	**TOTAL**
Molybdenum Produced (lbs) [1]	197,747	83,745	81,141	362,633
Average Head Grade (% Mo)	0.65	0.31	0.27	
Molybdenum Recovery (%)	96	95	96	
Mill Availability (%)	94	96	98	
Average Daily Throughput (tpd)	486	416	478	

Notes: (1) molybdenum contained in concent

Molybdenum production during the first quarter was significantly less than targeted, totalling approximately 362,633 lbs, due in part to oversize muck that occurred in the stope being mined at that time. In October 2009, the mine experienced dilution due to a failure caused by the intersection of previously unknown structures in the stope, impacting production well into January 2010. New development plans and future stoping methods will minimize the possibility of such an occurrence on the next levels of the mine.

Cash costs of production during the first quarter were higher than previous quarters, as a result of the lower average grades received at the mill. Cash costs averaged $10.89 per lb (US$10.22) of molybdenum sold during the first quarter. (See Non-GAAP Measures for a reconciliation of cash cost calculations in this MD&A).

The MAX Mine and concentrator continue to operate at targeted Phase I throughput rates with good efficiency and excellent recovery. However, ore produced from the single production/stoping area during the second quarter has returned average head grades that are below targets. The mine currently produces ore from the 805 stope and estimates for that area suggested higher grades within the stope volume than have been encountered to date. Development crews are now advancing on the 780 metre level where head grades for the operation are expected to improve. The following table provides a summary of production data for three months ended February 28, 2010:

MAX Mine Statistics	**Q2-2010**			
	DEC '09	**JAN '10**	**FEB '10**	**TOTAL**
Molybdenum Produced (lbs) [1]	82,962	106,897	115,626	305,485
Average Head Grade (% Mo)	0.30	0.38	0.38	
Molybdenum Recovery (%)	94	96	96	
Mill Availability (%)	97	100	100	
Average Daily Throughput (tpd)	420	432	511	

Note 1: molybdenum contained in concentrate.

Cash costs of production during the second quarter were higher as a result of low average grades received at the mill. Cash costs averaged $14.09 per lb (US$13.40) of molybdenum sold during the second quarter. For the six months ended February 28, 2010 cash costs averaged Cdn$12.26 (approx. US$11.58) per lb of molybdenum sold.

The grade management challenges encountered over the last two quarters highlight the mine's current dependency on a single producing stope. The development of multiple stopes in the Phase II, 1000 tpd plan will reduce the impact of the production difficulties encountered during late 2009 and early 2010.

Phase II Expansion Project

The flexibility to expand the MAX operation has been a key objective of the Company since the project was initially conceived and much of management's early planning aimed to preserve the opportunity to build a sustainable, long-life mine from the known resource.

The Company undertook several initiatives to cut operating costs and capital spending at the MAX molybdenum mine during the first half of fiscal 2009 due to low commodity prices. Based on higher prevailing molybdenum prices later in the year however, management made the decision to proceed to Phase II of the mine plan. Management's plan to increase mine and mill throughput to 1000 tpd will result in lower unit costs of production, thereby making more of the known resource economic at current prices.

The underground mine is now in a position where scheduling for future development waste rock can be managed and stored in existing underground stopes; therefore, no new additions to the surface waste rock stockpile are required. Also, expansion of the existing mill and concentrator can be achieved without increasing the footprint of the plantsite area. These two key elements of the expansion plan essentially allow for a doubling of the current production rate with minimal alteration to the footprint of the existing operation.

MAX Property Exploration

Deferred exploration costs for the MAX project represent costs incurred in the search for new ore bodies including a deep molybdenum porphyry target below the exiting MAX mine mineralization, the "North molybdenum biogeochemical target" and the "Ridge Tungsten Zone". While the Company did not expend funds on these projects during fiscal 2009, management looks forward to resuming exploration on all three exploration zones at the MAX project (for tungsten and molybdenum) as soon as financial resources permit.

In October of 2009, the Company's Exploration Advisory Board met at the MAX Mine with management and mine technical staff. The Exploration Advisory Board made several observations and conclusions that reflect the exploration potential of high-grade targets that occur close to existing underground development and the potential of a larger-scale porphyry deposit at depth. The two target types have different implications for the future of the MAX mine.

The identification of new higher-grade zones will, if defined, add to the total high-grade tonnes available to the mine in the near-term, effectively increasing the mine life beyond the planned expansion life, whereas, the identification of a larger porphyry system at depth could offer significant opportunities for larger mine development beyond the scale of planned operations.

The carrying value of grass-roots exploration expenditures at MAX totalled $854,653 at February 28, 2010 (net of tax credits and refunds).

Nuevo Milenio Project, Mexico

In July of 2009, the Company entered into an option agreement with Cream Minerals Ltd. ("CMA"), to acquire up to a 70% interest in CMA's Nuevo Milenio Project which encompasses 2,560 Hectares and is located 27 kilometres by road from Tepic, the capital city of Nayarit State, Mexico.

In order to acquire a 50% legal and beneficial interest in the property, the Company must spend US$1,000,000 in the first year and a total of US$12,000,000 in exploration work on the property by July 24, 2013. If the Company meets these requirements within four years, it will vest at 50% and will have the option to earn a further 20% interest in the property by completing, at its own expense, a positive feasibility study within 3 years by an independent mutually acceptable qualified party. Once the Company vests at 50% or 70% as applicable; CMA and the Company will form a joint venture for further exploration and/or mine development work with all further costs to be shared on a pro rata basis.

Nuevo Milenio is a low-sulphide epithermal camp that is hosted by a sequence of intermediate to felsic volcanic flows, tuffs and breccias within a large collapsed caldera setting. The three principal northwest-trending vein systems on the property are Dos Hornos-Veta Tomas, Once Bocas and Chacuaco-Cafetal. Previous exploration drilling defined the Dos Hornos-Veta Tomas system over a strike length of approximately 1300 m and the Once Bocas system over a strike length of 350 m. Surface exploration and drilling has indicated that the systems are open in all directions.

The Company's geological team completed a comprehensive review of past work at the site and recommended a diamond drill program to provide confirmation of selected intersections for direct comparison to grades in zones of known poor recovery. It was anticipated that significantly improved drilling techniques would enhance core recovery and capture previously unrecorded free gold and silver possibly resulting in much improved drill assay results. In part, the objective of the program was to reconcile the wide differences in CMA drill assay results versus much higher underground channel sample assays particularly in respect to gold values. Other geological tasks to be undertaken include; a review of assays, extending the sampling of existing core to test bulk tonnage potential, mapping and examining zones for extensions to the NW under basalt caps and to the SE under rhyolite caps and re-logging and re-sampling core on shorter sample intervals.

Assays have now been received from the Company's initial five-hole program on the Nuevo Milenio project. All diamond drilling for the program has been carried out by Falcon Perforaciones Mexico, S.A. de C.V. All assaying has been conducted by ACME Analytical Laboratories of Vancouver, BC. Samples were analyzed for 36 elements using four-acid digestion ICP-ES and for gold and silver using fire assay fusion with ICP-ES finish. Over-limits for gold and silver were re-assayed using a gravimetric finish. Bob Lane, P.Geo is the 43-101 qualified person responsible for the supervision of the drilling and sampling program.

The drill program continues to demonstrate high silver and gold grades with significant intervals over sizeable distances. The Company is currently interpreting its recent exploration results in context with historic information collected by CMA towards a decision on further exploration over the coming months.

Capitalized expenditures on the Nuevo-Milenio Project to February 28, 2010 totalled $368,634.

Foremore VMS-Gold Project

The Company holds a 100% interest in the Foremore VMS-Gold project situated in the "Golden Triangle" one of the most active mining and exploration areas in north-western British Columbia. The property comprises 65 contiguous mineral claims totaling 23,609 hectares in the Liard Mining Division. Significant operations in the area include Barrick Gold's legendary Eskay Creek Mine, Cominco's historic Snip Mine and NovaGold and Teck Cominco's Galore Creek Project. The Foremore project was explored by Cominco Limited between 1989 and 1996. The Company's exploration efforts at Foremore date back to the summer of 2002. Capitalized expenditures on the Foremore Project to February 28, 2010 totalled $6,636,568 (net of tax credits and refunds).

SeaGold Property

The Company holds a 50% interest in the SeaGold Project, comprising 8 claim blocks of 4,000 hectares, centered on a number of gold and copper occurrences approximately 35 km north of Barrick Gold's Eskay Creek gold/silver mine in BC. The balance of the property interest is now held by Romios Gold Resources Inc. ("Romios"). Romios serves as the operator of a 50:50 joint venture on the SeaGold project. The Company expended $15,000 on this project during the six months ended February 28, 2010 for a total of $30,000 in capitalized resource costs at that date.

Personnel Developments

The Company received the resignation of director John M. Mirko on March 22, 2010 who is leaving the board to focus on other continuing projects. The Company's board and management team has thanked Mr. Mirko for his many years of service, as well as his significant contribution to the MAX molybdenum mine development and the company's portfolio of exploration projects.

The Company has recently appointed Robert W. Chambers, P.Eng, to the position of vice-president, environment and sustainability. Mr. Chambers will be responsible for environmental and development planning for all of the Company's operations and project sites. He is a geotechnical engineer with over 20 years experience in site assessment, design and environmental aspects of tailings, mine rock and water management for mining projects. He has worked on projects in British Columbia, Yukon, Northwest Territories, Manitoba, Saskatchewan, Ontario, United States, Mexico, Peru, Chile, Indonesia, Ireland, Slovakia, Papua New Guinea and the Philippines. Mr. Chambers has a bachelor of applied science degree in geological engineering and a master of engineering in civil engineering from the University of British Columbia. Mr. Chambers is a member of the Association of Professional Engineers and Geoscientists of British Columbia.

Liquidity and Financial Position

The Company had a small deficit in operating cash flow for the six months ended February 28, 2010, due to the significantly lower than expected mill head grades at the MAX molybdenum mine. Proceeds of $447,993 from the exercise of outstanding warrants and options during this period have offset the operating deficit, allowing the Company to maintain its trade payables in good standing and continue its expenditures on MAX mine expansion and exploration at the Nuevo Milenio project. At February 28, 2010, the Company had readily saleable concentrates in inventory containing approximately 45,000 lbs of molybdenum by weight.

Cash and cash equivalents at February 28, 2010 amounted to $197,762. Recently molybdenum oxide prices have increased to approximately US$17-18 as of the date of this report. The increase in price has improved operating margins and, provided that molybdenum prices remain at current levels and mining operations do not suffer further setbacks, management believes that it has raised sufficient capital to fund its ongoing operations through cash-flow.

Financial Instruments

The Company's financial instruments consist of cash and cash equivalents, receivables, marketable securities, reclamation deposits, accounts payable and accrued liabilities, amounts due to related parties and other long term liabilities. The Company is exposed to potential loss from various risks including credit risk, foreign exchange risk, interest rate risk, liquidity risk, market risk and commodity price risk.

i) Credit Risk

A concentration of credit risk in trade accounts receivable resides with the Company's only customer in the United Kingdom. Management has considered payment history and other factors and estimated that no allowances are required to allow for potential credit losses, as the risk of non-performance is remote. The Company's maximum exposure to credit risk is the carrying value of its accounts receivables.

ii) Foreign Exchange Risk

The Company's revenues from the production and sale of molybdenum are denominated in US dollars however the Company's operating expenses are incurred primarily in Canadian dollars and its liabilities are denominated primarily in Canadian dollars. Consequently, the Company's operations are subject to currency translation risk. The operating results and the financial position of the Company are reported in Canadian dollars. The fluctuation of the US dollar in relation to the Canadian dollar will, consequently, have an impact upon the reported profitability of the Company and may also affect the value of the Company's assets and liabilities. The Company has not entered into any agreements or purchased any instruments to hedge possible currency risks at this time. With other variables unchanged, each $0.10 strengthening (weakening) of the US dollar against the Canadian dollar would result in a decrease (increase) of approximately $33,000 and $72,000 in net loss respectively for the three and six month periods ended February 28, 2010.

iii) Interest Rate Risk

The Company is exposed to interest rate risk on its cash and cash equivalents and reclamation bonds. Generally, the Company's interest income will be reduced during sustained periods of lower interest rates as higher yielding cash equivalents and investments mature and the proceeds are invested at lower interest rates. A 1% change in interest rates would have an insignificant impact on the Company's earnings.

iv) Liquidity Risk

The Company is exposed to liquidity risk. The Company manages liquidity risk by maintaining sufficient cash and short-term investment balances for settlement of its obligations. Liquidity requirements are managed based on expected cash flow to ensure there is sufficient capital in order to meet short-term obligations. At February 28, 2010, cash and cash equivalents stood at $197,762 and liquidity risk should be considered high because of volatility in the commodity markets and general uncertainty in the world economy.

v) Pledged Financial Assets

The Corporation has financial assets that are pledged for reclamation obligations. Reclamation deposits are generally invested in GICs with one year maturities and are maintained to satisfy the Corporation's obligation for future reclamation expenditures at its MAX mine site and various exploration properties.

vi) Market and Commodity Price Risk

The Company is exposed to market risk and commodity price risk. Declines in the market price of commodities, most significantly molybdenum, can not only adversely affect operating results, but may also affect the Company's ability to raise capital to fund its ongoing exploration, development or mining activities. The Company does not currently enter into forward contracts for any of its production.

The Company's metal concentrates are sold under pricing arrangements where final prices are determined by quoted market prices in a period subsequent to the date of sale. Revenues are recorded at the time of sale based on forward prices for the expected date of final settlement using currently available market information. As a result, the values of concentrate receivables change as the underlying commodity market prices vary. This component of the contract is an embedded derivative, which is recorded at fair value with changes in fair value recorded in revenue. At February 28, 2010, the fair value of the embedded derivative in the provisionally priced sales agreement was a credit of approximately US$657,747 or Cdn$692,147.

Critical Accounting Estimates

The Company's accounting policies are described in Note 2 to the interim and annual consolidated financial statements. The preparation of these financial statements in conformity with generally accepted accounting policies requires management of the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. These estimates are based on past experience, industry trends and known commitments and events. By their nature, these estimates are subject to measurement uncertainty and the effects on the financial statements of changes in such estimates in future periods could be significant. The estimates made in applying the policies below can be uncertain and a change in these estimates could materially impact the financial statements.

Resource Property Costs, Property Plant and Equipment

Resource property costs and property, plant and equipment usually represent the most significant assets of the Company. The costs associated with resource costs and/or property, plant and equipment include acquired interests in production, development and exploration stage properties representing the fair value at the time they were acquired. These costs are capitalized on an individual project basis. If production commences, these costs would be amortized over the estimated life of mine on a unit of production basis. Unrecoverable costs for projects determined to be commercially not feasible are expensed in the year in which the determination is made or when the project is allowed to lapse, abandoned or determined to be impaired. The Company's management regularly reviews the carrying value of the Company's mineral properties. Where information is available, and conditions suggest impairment, estimated future net cash flows from each property are calculated using estimated future prices, proven and probable reserves, and operating and capital costs on an undiscounted basis. An impairment charge is recorded if the undiscounted future net cash flows are less than the carrying amount. Reductions in the carrying value of each property, with a corresponding charge to operations, are recorded to the extent that the estimated future net cash flows on a discounted basis are less than the property carrying value in accordance with CICA Handbook Section 3063, "Impairment of Long-lived Assets". Where estimates of future net cash flows are not available and where other conditions suggest impairment, management assesses whether the carrying value can be recovered. If any impairment is identified, the carrying value of the property is written down to its estimated fair value.

Depreciation and depletion is also determined based on property, plant and equipment carrying values. Depreciation and depletion is calculated on the units of production basis over existing mineral reserves or resources. Mineral resources or reserves are an estimate of the quantity of economically recoverable ore and/or mineralization and will change from time to time as a result of additional geological information, actual grade or recoveries different from original estimates or commodity price changes.

Asset Retirement Obligations

The Company is subject to various laws governing reclamation of its mine sites and exploration sites. These laws are continually changing and these changes may affect the procedures and costs required to complete reclamation obligations. Estimates of the fair value of these liabilities for asset retirement obligations are recognized in the period they are incurred. A corresponding increase in the related asset is recorded and depreciated over the estimated life of the asset. If the fair value of the liability decreases due to changes in future cash flow estimates, a corresponding decrease in the related asset is recorded. If the reduction exceeds the value of the related asset, the remaining amount is reduced through earnings. Where a related asset is not identifiable with a liability, the change in fair value is charged to earnings in the period. Each period, the liability is increased to reflect the accretion (or interest) portion of the initial fair value estimate and changes in estimated cost and timing of the reclamation procedures. Actual future reclamation costs may be materially different from the costs estimated by the Company.

Stock Option and Warrant Valuation

The determination of the fair value of stock options and warrants issued requires management to estimate future stock volatility, expected life, and a risk-free rate of return. The Company uses historic information to estimate these future variables. Given the change in the Company from an exploration company to emerging producer, historic information may no longer be valid and these estimates could materially impact the consolidated financial statements.

Income and Mining Taxes

Future income tax assets represent one of the most significant assets of the Company at February 28, 2010. The Company uses the liability method of accounting for income taxes. Under the liability method, future tax assets and liabilities are determined based on differences between the financial statement carrying amounts and their respective tax bases, and for tax losses and other deductions carried forward. The Company evaluates the carrying values of its future tax assets periodically by assessing its valuation allowance and by adjusting the amount of such valuation allowance in the period, if necessary. A valuation allowance is provided for those tax assets for which it is more likely than not that the related benefits will not be realized. In determining the amount of the valuation allowance, the Company considers estimated future taxable income as well as feasible tax planning strategies in each jurisdiction. If the Company determines that all or a portion of the future income tax assets will not be realized, a valuation allowance will be increased with a charge to income tax expense. Conversely, if the Company makes a determination that it ultimately will be able to realize all or a portion of the related benefits for which a valuation allowance has been provided, all or a portion of the related valuation allowance will be reduced with a credit to income tax expense. The determination of the Company's tax expense for the year and its future tax liabilities and assets involves significant management estimation and judgment involving a number of assumptions. In determining these amounts, management interprets tax legislation and makes estimates of the expected timing of the reversal of future tax assets and liabilities. Management also makes estimates of future earnings which affect tax rate assumptions, tax planning strategies and the extent to which potential future tax benefits may be used. The Company is subject to assessments by taxation authorities which may interpret tax legislation differently. These differences may affect the final amount or the timing of the payment of taxes and these differences could be material. The Company provides for such differences where known based on management's best estimate of the probable outcome of these matters.

Changes in Accounting Policies

Effective September 1, 2009, the Company adopted the following new accounting standards issued by the Canadian Institute of Chartered Accountants ("CICA").

Section 3064 – *Goodwill and Intangible Assets* replaces sections 3062 and 3450 and establishes standards for the recognition, measurement, presentation and disclosure of goodwill subsequent to its initial recognition and of intangible assets by profit-oriented enterprises. The new standard also provides guidance for the treatment of pre-production and start-up costs and requires that these costs be expensed as incurred. The adoption of this standard did not have a significant impact on the Company's consolidated financial statements and related disclosures.

New Accounting Developments

International Financial Reporting Standards ("IFRS")

In 2006, the Canadian Accounting Standards Board ("AcSB") published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB's strategic plan outlines the convergence of Canadian GAAP with IFRS over an expected five year transitional period. In

February of 2008, the AcSB announced that 2011 is the changeover date for publicly-listed companies to use IFRS, replacing Canada's own GAAP. The date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The transition date of January 1, 2011 will require the restatement for comparative purposes of amounts reported by the Company for the year ended August 31, 2011. While the Company has begun assessing the adoption of IFRS for 2011, the financial reporting impact of the transition to IFRS has not been determined at this time.

Non-GAAP Measures

Cash costs per pound of molybdenum sold are intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP. Management believes this non-GAAP measures provide useful supplemental information to investors in order that they may evaluate the financial performance of the Company. Non-GAAP financial measures should not be considered as a substitute for, or superior to, measures of financial performance prepared in accordance with GAAP. The cash cost per pound of molybdenum sold represents the mining, milling, management and site expenses associated with each period but does not include non-cash items such as stock based compensation, amortization, depletion and accretion or inventory valuation changes. The following tables provide a reconciliation of cash costs per pound sold and operating expenses included in the Company's Consolidated Statements of Operations and Loss:

	Quarter Ended February 28, 2010	**Quarter Ended November 30, 2009**
Operating expenses per financial statements ($)	3,853,074	4,009,814
Non-cash adjustments to operating expenses ($)	(Nil)	(Nil)
Total cash costs ($)	3,853,074	4,009,814
Molybdenum sold (lbs)	273,476	368,092
Cash costs/lb Mo ($)	14.09	10.89

Related Party Transactions

During the six months ended February 28, 2010, contract fees and bonuses of $81,900 (2009 - $80,000) were paid or accrued to a company controlled by a director and per-diem consulting fees of $16,125 (2009 – 10,850) were paid or accrued to another director. During the six months ended February 28, 2010, the Company was reimbursed for rent and office expenses totalling $22,738 (2009 - $16,330) by a company with common management. As at February 28, 2010, current liabilities include $276,612 (2009 - $25,410) payable to related parties. These transactions were incurred in the ordinary course of business, are non-interest bearing, and without specific repayment terms. The transactions are measured at the exchange amount, which is the fair value consideration established and agreed to by the related parties.

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 cash flows from the Company's single operating mine or from external sources of financing. Actual funding may vary from what is planned due to a number of factors including mine performance, commodity prices, and the progress of exploration and development on its current properties. Should changes in commodity and equity market conditions prevent the Company from obtaining additional financing, the Company will need to review its development and exploration plans to prioritize project expenditures based on funding availability.

Developing mineral deposits is subject to various risks and is dependent on a number of criteria, including the deposit size, grade, proximity to infrastructure, as well as commodity prices. While management believes that the grade and quantity of the high-grade measured and indicated molybdenite resource (280,000 tonnes of 1.95% MoS_2 at a 1% cut-off grade within 1,380,000 tonnes of 0.94% MoS_2 at a 0.5% cut-off) at the MAX project is sufficient to justify mining and production, no feasibility study has been completed and therefore these resources should not be considered mineable reserves.

Share Capital

During the six months ended February 28, 2010, the Company reduced the exercise price of 1,955,000 previously granted incentive stock options held by various employees and consultants of the Company to an exercise price of $1 per common share from previous exercise prices of $1.45, $2.25 or $3.55. Also during the six month period, a total of 750,000 stock options, 720,000 warrants and 24,270 agent warrants were exercised for total gross proceeds of $447,993. Subsequent to February 28, 2010, a total of 128,000 warrants were exercised for proceeds of $44,800 and 975,000 stock options expired following the resignation of a former Director of the Company.

Common shares and convertible securities outstanding as at the date of this report are:

Security	Expiry Dates	Exercise Prices	Common Shares on Exercise
Common Shares	-	-	93,042,898
Warrants	Jan .27, 2011 to Feb. 13, 2011	$0.35	8,668,730
Options	Feb. 19, 2012 to Aug. 21, 2013	$1.00 to $3.55	4,630,000
Total (fully-diluted)			106,341,628

Legal Claims and Contingent Liabilities

At February 28, 2010, there were no material legal claims or contingent liabilities outstanding.

Off-balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Outlook

It remains management's belief that molybdenum prices should remain significantly greater than historic values for the foreseeable future due to i) production problems globally, ii) the reduction of by-product production related to copper mines and iii) the inability of new mines to achieve financing. In real terms, recent global events have seriously eroded the supply of molybdenum and management believes that a realization of supply and demand fundamentals in the medium-term will result in positive changes to pricing. It is therefore management's goal to accelerate molybdenum production at MAX to 1000 tpd to reduce unit costs and to preserve the opportunity to produce concentrates in an appreciating price environment.

Exploration work at the Company's various projects has been limited recently to preserve cash resources and expenditures towards mine expansion and operating efficiencies continue to be management's top priority.

Molybdenum and the Molybdenum Market

Molybdenum's attributes include its high heat strength, hardness, corrosion resistance and chemical qualities rendering it vital in a variety of industrial applications. "Moly" is used primarily as an alloy in specialty steels including numerous applications within the energy industry used to discover (drilling equipment), deliver (pipelines) and clean (de-sulphurization catalyst) various petroleum products. Many analysts have embraced the notion that with increases in future demand for molybdenum and molybdenum products, the potential exists for sustained higher moly prices. New infrastructure development in China and India, and planned replacement of infrastructure in North America will generate demand for the metal; especially in basic delivery of energy but also to meet increasingly stringent regulations for emissions control.

For the past year, molybdenum oxide prices have been volatile, ranging from approximately $8.00 to $18.00 on relatively low demand. Prior to that, molybdenum prices had remained relatively robust and stable for 4 years at over US$20/lb. Many have projected demand growth for molybdenum at rates of approximately 4% to 6% per year. The market is further supported by a lack of new, significant near-term production, which may result in future supply shortages and potential price increases. Elevated capital costs coupled with challenges in the ability to secure timely financing to develop new mining operations may also extend the horizon for robust molybdenum prices to the benefit of existing producers.

Additional Information

Additional information is available for viewing at the Company's website www.rocamines.com or on the SEDAR website www.sedar.com.

Forward-Looking Information

This management discussion and analysis contains certain forward-looking statements and information relating to 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. Factors that could cause the actual results to differ materially from those in forward-looking statements include market prices, exploitation and exploration success, continued availability of capital and financing, inability to obtain required regulatory or governmental approvals and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Forward looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made. The Company undertakes no obligation to update these forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change except as required by law. These statements are based on a number of assumptions, including, among others, assumptions regarding general business and economic conditions, the timing of the receipt of regulatory and governmental approvals for the transactions described herein, the ability of the Company and other relevant parties to satisfy stock exchange and other regulatory requirements in a timely manner, the availability of financing for proposed transactions and exploration and development programs on reasonable terms and the ability of third-party service providers to deliver services in a timely manner. The foregoing list of assumptions is not exhaustive. Events or circumstances could cause results to differ materially.