MATERIAL CHANGE REPORT

FORM 51-102F3

Item 1 - Reporting Issuer

Rocmec Mining Inc. ("**Rocmec**" or the "**Company**")
1, Holiday Avenue
Suite 501, East Tower
Pointe-Claire, Québec H9R 5N3

Item 2 - Date of Material Change

March 3, 2006.

Item 3 - Press Release

Press release was issued on March 3, 2006. A copy of the press release is attached hereto.

The press release was distributed through CCNMatthews and filed with the securities regulatory authorities in the provinces of Alberta, British Columbia and Québec.

Item 4 - Summary of Material Change

Rocmec announces a series of transactions with Rocmec International Inc. ("**Rocmec International**") and private placements of convertible debentures and flow-through common shares.

Item 5 - Full Description of Material Change

Reference is made to the press release dated March 3, 2006, a copy of which is attached hereto.

Rocmec has concluded a series of transactions aimed at readjusting the exclusive thermal fragmentation licensing agreement with Rocmec International. In accordance with the transactions, Rocmec acquires all the equipment from Rocmec International, reduces royality payments on ounces produced by way of thermal fragmentation and eliminates the minimal guaranteed royality payments. In return, Rocmec will take on certain financial obligations of Rocmec International.

License modification and equipment acquisition
Rocmec acquired all the equipment from Rocmec International. The equipment includes the thermal fragmentors and accessories, vacuum equipment and various types of small equipment. The Company entered into a new exclusive licensing agreement that sets royalty payments at $15,00 per ounce produced by way of thermal fragmentation, eliminates the minimal guaranteed royalty payments and terminates the indemnity agreement. Furthermore, Rocmec International agrees to offer to Desjardins-Innovatech S.E.C. ("**Desjardins-Innovatech**") a moveable hypothec on its intellectual property and in turn Rocmec will grant to Rocmec International a floating charge on its assets.

Compensation
In return, Rocmec will take on certain obligations of Rocmec International totalling $2,018,345. A total of 6,450,00 common shares will be issued at an average price of $0.29 and 1,000,000 warrants, as detailed below:

- A debenture with TCG Resources Inc. including accrued interests. The debenture is reimbursable by the issuance of 2,025,000 common shares of Rocmec having a deemed value of $481,950.

- A debenture with Société en commandite Soccrent nouvelles technologies including accrued interest and management fees. The debenture is reimbursable by the issuance of 900,000 common shares of Rocmec having a deemed value of $222,019.

- Two debentures with the Société de développement de la Baie-James including accrued interests and royalties. The debentures are reimbursable by the issuance of 3,525,000 common shares of Rocmec having a deemed value of $1,163,860 and 1,000,000 share purchase warrants. Each share purchase warrant will entitle its holder thereof to purchase one additional common share of Rocmec at a price of $0.25 per share for a period of 18 months from issuance.

In addition, Rocmec will take on 2 loans secured by equipment included in the sale for an amount totalling $150,515.92.

Desjardins-Innovatech Transaction
The transaction provides for the issuance of a first tranche of five $100,000 convertible debentures and a second tranche of five $100,000 convertible debentures. The terms and conditions of the investment proposed by Desjardins-Innovatech are resumed as follows: the issuance of ten convertible debentures of $100,000 each, with an annual interest rate of 12%, payable monthly, reimbursable at different maturity dates between the 18th month following the date of disbursement and the 54th month. The debentures numbered one to five will mature respectively 18, 24, 30, 36 and 42 months following the date of issuance. The debentures numbered six to ten will mature respectively 30, 36, 42, 48 and 54 months following the date of issuance. The debentures are convertible into common shares with conversion prices ranging between $0.23 and $0.28. Desjardins-Innovatech, subject the regulatory approval, may request that interest payments be paid in common shares.

The second tranche will be made no later than six months following the date of the current transaction.

Abitibi-Témiscamingue Solidarity FTQ Fund, Limited Partnership Transaction
Rocmec is pleased to announce a contemplated transaction with the Abitibi-Témiscamingue Solidarity FTQ Fund, Limited Partnership. The terms and conditions proposed by the Fund are resumed as follows: Issuance of a $200,000 convertible debenture, with an annual interest rate of 12%, payable each semester, in common shares, reimbursable 36 months following the date of issuance. The

debenture is convertible into common shares with conversion prices ranging between $0.23 and $0.25. Subject the regulatory approval, interest payments may be paid in common shares.

Flow-through financing transaction
Subject to regulatory approval, Rocmec announces that it intends to proceed with a flow-through private placement of 850,000 common shares priced at $0.30 for total proceeds of $255,000. A cash commission of $25,500 will be paid. The securities issued in virtue of this placement are subject to certain resale restrictions imposed under the applicable securities laws, which require that the securities not be traded for a period of four months.

Proceeds will be used to further the development of our Russian Kid gold mine.

All of the above transactions are subject to the approval of the TSX Venture Exchange.

Rocmec's growth strategy is to focus on the development of quality assets that will significantly enhance shareholder value. Exploitation of narrow high-grade precious metal quartz veins with its exclusive thermal fragmentation process coupled with conventional mining methods will lead the Company in becoming a mid-size gold producer. The acquisition, development and future exploitation activities at the recently acquired Russian Kid property are an excellent example of this strategy.

Rocmec Mining Inc., is a Canadian junior exploration company actively involved in the acquisition, exploration and development of precious metal projects. The Company's exclusive thermal fragmentation process combined with its growth strategy place it as the partner of choice for the development of narrow high-grade precious metal quartz vein properties.

Item 6 - Confidentiality of information

This report is not being filed on a confidential basis.

Item 7 - Omitted Information

N/A

Item 8 - Executive Officer

Mr. Donald Brisebois
President and Chief Executive Officer
(514) 428-4185

Item 9 - Date of Report

March 10, 2006.

Rocmec Mining Inc.
1, Holiday ave.
Suite 501, East Tower
Pointe-Claire (Quebec) H9R 5N3

<u>Press Release</u>

Rocmec Mining Inc. Symbol: RMI: TSX-V

ROCMEC IMPROVES ITS EXCLUSIVE LICENSING AGREEMENT WITH ROCMEC INTERNATIONAL AND COMPLETES A SERIES OF INVESTMENT TRANSACTIONS

Pointe-Claire, Quebec, March 3rd, 2006 - Rocmec Mining Inc. (Rocmec Mining) **(TSX-Venture: RMI)** is pleased to announce, subject to approval from the TSX-Venture exchange**,** that it has concluded a series of transactions aimed at readjusting the exclusive thermal fragmentation licensing agreement with Rocmec International inc. In accordance with the transactions, Rocmec Mining acquires all the equipment from Rocmec International, reduces royality payments on ounces produced by way of thermal fragmentation and eliminates the minimal guaranteed royality payments. In return, Rocmec Mining will take on certain financial obligations of Rocmec International.

License modification and equipment acquisition
Rocmec Mining acquired all the equipment from Rocmec International. The equipment includes the thermal fragmentors and accessories, vacuum equipment and various types of small equipment. The Company entered into a new exclusive licensing agreement that sets royalty payments at $15,00 per ounce produced by way of thermal fragmentation, eliminates the minimal guaranteed royalty payments and terminates the indemnity agreement. Furthermore, Rocmec International agrees to offer to Desjardins-Innovatech S.E.C. a mortgage on its intellectual property and in turn Rocmec Mining will offer an open mortgage to Rocmec International.

Compensation
In return, Rocmec Mining will take on certain obligations of Rocmec International totalling $2,018,345. A total of 6,450,00 common shares will be issued at an average price of $0.29 and 1,000,000 warrants, as detailed below:

A debenture with TCG Ressources inc. including accrued interest. The debenture is reimbursable by the issuance of 2,025,000 common shares of Rocmec having a reputed value of $481,950.

A debenture with Soccrent Nouvelles Technologies including accrued interest and management fees. The debenture is reimbursable by the issuance of 900,000 common shares of Rocmec having a reputed value of $222,019.

Two debentures with the James-Bay Development Society including accrued interest and royalties. The debentures are reimbursable by the issuance of 3,525,000 common shares of Rocmec having a reputed value of $1,163,860 and 1,000,000 warrants. Warrants will be valid for 18 months and will enable the subscriber to acquire one common share at a price $0.25. Additionally, Rocmec will take on 2 loans secured by equipment included in the sale for an amount totaling $150,515.92.

Desjardins-Innovatech Transaction
The transaction provides for the issuance of a first tranche of five $100,000 debentures and a second tranche of five $100,000 debentures. The terms and conditions of the investment proposed by Desjardins-Innovatech are resumed as follows: the issuance of ten debentures of $100,000 each, with an annual interest rate of 12%, payable monthly, reimbursable at different maturity dates between the 18th month following the date of disbursement and the 54th month. The debentures numbered one to five will mature respectively 18, 24, 30, 36 and 42 months following the date of issuance. The debentures numbered six to ten will mature respectively 30, 36, 42, 48 and 54 months following the date of issuance. The debentures are convertible into common shares with conversion prices ranging between $0.23 and $0.28. Desjardins-Innovatech, subject the regulatory approval, may request that interest payments be paid in common shares.

The second tranche will be made no later than six months following the date of the current transaction.

Abitibi-Témiscamingue solidarity FTQ fund, limited partnership Transaction
Rocmec Mining is pleased to announce the closing of the transaction with the Abitibi-Témiscamingue solidarity FTQ fund, limited partnership. The terms and conditions proposed by the Fund are resumed as follows: Issuance of a $200,000 convertible debenture, with an annual interest rate of 12%, payable each semester, in common shares, reimbursable 36 months following the date of issuance. The debenture is convertible into common shares with conversion prices ranging between $0.23 and $0.25. Subject the regulatory approval, interest payments may be paid in common shares.

Flow-through financing transaction
Subject to regulatory approval, Rocmec Mining announces that it intends to proceed with a flow-through private placement of 850,000 common shares priced at $0.30 for total proceeds of $255,000. A cash commission of $25,500 was paid. The securities issued in virtue of this placement are subject to certain resale restrictions imposed under the applicable securities laws, which require that the securities not be traded for a period of four months.

Proceeds will be used to further the development of our Russian Kid gold mine.

All of the above transactions are subject to the approval of the TSX-Venture exchange.

Rocmec's growth strategy is to focus on the development of quality assets that will significantly enhance shareholder value. Exploitation of narrow high-grade precious metal quartz veins with it's exclusive thermal fragmentation process coupled with conventional mining methods will lead the Company in becoming a mid-size gold producer. The acquisition, development and future exploitation activities at the recently acquired Russian Kid property are an excellent example of this strategy.

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For more information please contact:

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