**MATERIAL CHANGE REPORT**

**FORM 51-102F3**

## 1. Name and Address of Company

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

## 2. Date of Material Change

December 1, 2006.

## 3. News Release

Press release was issued on November 30, 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.

## 4. Summary of Material Change

Rocmec completed a private placement of 2,884,615 flow-through units for gross proceeds of $750,000.

## 5. Full Description of Material Change

Rocmec completed a private placement of 2,884,615 flow-through units (the "**FT Units**") at a price of $0.26 per FT Unit. Each FT Unit is comprised of one flow-through common share of the Company and one transferable non-flow-through share purchase warrant. Each warrant entitles its holder to purchase one additional common share of the Company for a period of two years from closing at an exercise price of $0.50 for the first twelve months and $0.75 thereafter.

Limited Market Dealer Inc. obtained a cash finder's fee from the Company equal to 6% of the aggregate gross proceeds along with 230,769 finder's options. The options are issued under the same terms as the warrants issued to the subscribers.

## 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

## 7. Omitted Information

Not applicable.

## 8. Executive Officer

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

## 9. Date of Report

December 11, 2006.

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Corporation minière
Rocmec
Mining
inc.

1, Holiday Ave.
Suite 501, East Tower
Pointe-Claire (Quebec) H9R 5N3

# Press Release

Rocmec Mining inc. Symbol: RMI: TSX-V

**Thermal fragmentation**….the way of the future for mining narrow high-grade precious metal vein deposits

## ROCMEC CLOSES FINANCING WITH THE MINERALFIELDS GROUP

**Pointe-Claire, Quebec, November 30th, 2006–** Rocmec Mining Inc. (TSXV:RMI) is pleased to announce a non-brokered private placement of $750,000 through the sale of 2,884,615 flow-through units ("FT Units") at $0.26 each to the Mineralfields Group. Each FT Unit is comprised of one flow-through common share of the Company and one transferable non-flow-through share purchase warrant. Each warrant entitles its holder to purchase one common share of the Company for a period of two years from closing at an exercise price of Cdn$0.50 for the first twelve months and Cdn$0.75 for the last 12 months.

Limited Market Dealer Inc. will obtain a cash finder's fee from the Company equal to 6% of the aggregate gross proceeds along with finder's options equal to 8% of the number of units subscribed for. The options are issued under the same terms as the warrants issued to the subscribers.

All 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 before March 31, 2007.

The proceeds from the sale of the flow-through units will be used by the Company for underground development of its Rocmec1 (Russian Kid) project located in Rouyn-Noranda, Quebec

"We are very pleased to be entering into this relationship with MineralFields Group", stated Mr. Donald Brisebois, President and CEO. "This is an important milestone in the growth of Rocmec and we look forward to working with MineralFields Group as we develop our holdings."

**About MineralFields**

**MineralFields Group** (a division of Pathway Asset Management) is a Toronto-based mining fund with significant assets under administration that offers its tax-advantaged super flow-through limited partnerships to investors throughout Canada during most of the calendar year, as well as hard-dollar resource limited partnerships to investors throughout the world. Information about the MineralFields Group is available at www.mineralfields.com.

**About Rocmec**

**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. The Company is listed on the TSX-Venture exchange and trades under the symbol: RMI

**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 Rocmec I (Russian Kid) property are an excellent example of this strategy.

For additional information, contact:


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***The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.***