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

May 26, 2008 and May 29, 2008.

Item 3 - Press Release

Press release was issued on May 29, 2008. Copy of the press release is attached hereto.

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

Item 4 - Summary of Material Change

Rocmec announced the closing of a private placements totalling $1,217,000.

Item 5 - Full Description of Material Change

Rocmec announced that it has closed private placements consisting of 2,825,000 flow-through common shares (the "**FT Shares**") at a price of $0.12 per FT Share and of 7,316,665 units (the "**Units**") at a price of $0.12 per Unit for gross proceeds of $1,217,000. Each Unit is comprised of one flow-through common share of the Company and one-half of one transferable common share purchase warrant. Each full common share purchase warrant entitles its holder thereof to purchase one additional common share of the Company at a price of $0.18 for a period of 24 months from the closing date. Subject to the final approval of the TSX Venture Exchange, cash commissions of $36,675 were paid.

Subject to the approval of the TSX Venture Exchange, Rocmec also announced that it will proceed with the issuance of 110,092 common shares in payment of the interest on an unsecured convertible debenture issued to Fonds régional de solidarité Abitibi-Témiscamingue, s.e.c. in March 2006.

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

June 5, 2008.

ROCMEC CLOSES PRIVATE PLACEMENT

POINTE-CLAIRE, QUEBEC--(May 29, 2008) - Rocmec Mining inc. (TSX VENTURE:RMI) (FRANKFURT:D5O) announces the closing of a $1,217,000 private placement.

Rocmec announces that it has closed a private placement consisting of 2,825,000 flow-through shares ("FT") at a price of $0.12 per FT share and a private placement of 7,316,665 units at a price of $0.12 per unit for gross proceeds of $1,217,000. Each unit is comprised of one flow-through common share of the Company and one-half transferable non-flow-through share purchase warrant. Each full share purchase warrant entitles its holder thereof to purchase one additional common share of the Company at a price of $0.18 for a period of 24 months from the closing date.

Subject to the final approval of the TSX Venture stock exchange, Cash commissions of $36,675 were paid. 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 for a period of four months (September 30th 2008).

Subject to the approval of the TSX Venture Exchange, Rocmec announces that it will proceed with the issuance of 110,092 common shares in payment of the interest in accordance with the terms and conditions of the unsecured convertible debenture issued to Fonds regional de solidarite Abitibi-Temiscamingue, s.e.c. in March 2006.

Rocmec Mining's growth strategy is focused on developing quality assets that will significantly enhance shareholder value by using the thermal fragmentation method throughout the Americas to extract narrow vein ore bodies. By utilising the thermal fragmentation method in combination with conventional mining methods, the company aims to become a mid-tier gold producer. In addition, by providing service agreements, the company intends to generate additional revenue and accelerate the spread of this unique technology.

"Thermal fragmentation - the way of the future for mining narrow high-grade veins"

About Rocmec Mining

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 positions it as the partner of choice for the development of narrow high-grade precious metal quartz vein projects. The Company's shares are listed on the TSX-Venture (RMI) and the FSE (D5O) exchange.

Please visit us on the web at www.rocmecmines.com

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Statements in this release that are not historical facts are « forward-looking statements » within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. Readers are cautioned that any such statements are not guarantees of future performance, and that actual developments or results may vary materially from those in these « forward-looking statements ». The TSX Venture Exchange does not accept responsibility for the adequacy or accuracy of this release.