MATERIAL CHANGE REPORT
FORM 51-102F3

Item 1 - Reporting Issuer

Rocmec Mining Inc. ("Rocmec" or the "Company")
162 Saint-Charles Avenue
Vaudreuil-Dorion, Québec, J7V 2L1

Item 2 - Date of Material Change

December 31, 2008.

Item 3 - Press Release

Press release was issued on January 7, 2009.

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 private placements totalling $350,000.

Item 5 - Full Description of Material Change

Rocmec announced the closing of a non-brokered private placement with accredited investors of 3,300,000 units, at a price of $0.10 per unit, for gross proceeds of $330,000. Each unit is comprised of one flow-through common share and one-half of one common share purchase warrant. Each whole common share purchase warrant entitles the holder thereof to purchase one additional common share of Rocmec, at a price of $0.12 per common share, for a period of 24 months following the closing of the private placement.

In connection with the private placement, a cash commission of $26,200 was paid to HDL Capital Corporation, Pinetree Capital and to a person dealing entirely at arm's length with the Company. In addition, a total of 330,000 non transferable broker warrants were issued. Each broker warrant entitles its holder to purchase one common share of Rocmec, at a price of $0.10 per common share, for a period of 24 months following the closing of the private placement.

Rocmec also announces that it has closed a non-brokered private placement with accredited investors of 200,000 flow-through shares, at a price of $0.10 per flow-through share, for total proceeds of $20,000. A cash commission of $1,000 was paid to a person dealing entirely at arm's length with the Company.

The proceeds of the private placements will be used by the Company for its Rocmec1 (Russian Kid) project located in Rouyn-Noranda, Québec.

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
(450) 510-4442

Item 9 - Date of Report

January 8, 2009.

Press Release

Rocmec Mining Inc. Symbols: RMI: TSX-V D5O: FSE

ROCMEC CLOSES FINANCINGS TOTALLING $350,000

Vaudreuil-Dorion, Quebec, January 7th, 2009 – Rocmec Mining Inc. (the "Company" or "Rocmec") (TSX-V Symbol: RMI - FSE Symbol: D5O) announces that it has closed a non-brokered private placement with accredited investors of 3,300,000 units, at a price of $0.10 per unit, for gross proceeds of $330,000. Each unit is comprised of one flow-through common share and one-half of one common share purchase warrant. Each whole common share purchase warrant entitles the holder thereof to purchase one additional common share of Rocmec, at a price of $0.12 per common share, for a period of 24 months following the closing of the private placement.

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The private placements are subject to the final approval of the TSX Venture Exchange and of the regulatory authorities having jurisdiction on the Company's securities. The securities issued in connection with the private placements are subject to certain resale restrictions which require that the securities not be traded for a period of four months expiring on April 30, 2009.

About Rocmec Mining Inc. 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 Stock Exchange (RMI) and the FSE (D5O) exchange.

"Thermal fragmentation – an innovative process for mining narrow high-grade ore bodies"

The Thermal Fragmentation Mining Method video can be viewed on Rocmec's website or by clicking the following link:
http://www.rocmecmines.com/video_an.asp

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

For further information, please contact

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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.