MATERIAL CHANGE REPORT
FORM 51-102F3

Item 1 - Reporting Issuer

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

Item 2 - Date of Material Change

December 3, 2010.

Item 3 - Press Release

The press release was issued on December 6, 2010.

The press release was distributed through TheNewsWire.ca and filed with the securities regulatory authorities in the provinces of Alberta, British Columbia and Québec. A copy of the press release is attached hereto.

Item 4 - Summary of Material Change

The Company closed a private placement of $750,000.

Item 5 - Full Description of Material Change

On December 3, 2010, the Company closed a private placement of $750,000 through the sale of 15,000,000 flow-through units ("FT Units") at a price of $0.05 per FT Unit to the MineralFields Group. Each FT Unit is comprised of one flow-through common share of the Company and one-half of one transferable common share purchase warrant. Each whole common share purchase warrant entitles the holder thereof to purchase one additional common share of the Company at a price of $0.10 for a period of 24 months from the closing date.

In connection with the private placement, Limited Market Dealer Inc. ("LMD") received a cash finder's fee from the Company equal to 2% of the aggregate gross proceeds. LMD also received finder's shares equal to 2% of the FT Units subscribed for and finder's options equal to 10% of the number of FT Units subscribed for, each such option entitling LMD to acquire one Unit at a price of $0.05 for a period of 24 months from the closing date.

All the securities issued pursuant to this placement are subject to certain resale restrictions imposed under the applicable securities laws, which require that the securities not be traded before April 4, 2011.

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

December 13, 2010.

Corporation minière
Rocmec
Mining
inc.

Rocmec Mining Inc.
162 Saint-Charles Avenue
Vaudreuil-Dorion (Quebec)
J7V 2L1

Press Release

Rocmec Mining Inc. Symbol: RMI: TSX-V

Thermal fragmentation…*mining* ***ounces*** *not TONNES!*

ROCMEC CLOSES A FINANCING WITH THE MINERALFIELDS GROUP

Vaudreuil-Dorion, Québec, December 6, 2010 - Rocmec Mining Inc. (the "Company") (TSX-V: RMI) is pleased to announce the closing of a private placement of $750,000 through the sale of 15,000,000 flow-through units ("FT Units") at a price of $0.05 per FT Unit to the MineralFields Group. Each FT Unit is comprised of one flow-through common share of the Company and one-half of one transferable common share purchase warrant. Each whole common share purchase warrant entitles the holder thereof to purchase one additional common share of the Company at a price of $0.10 for a period of 24 months from the closing date.

In connection with the private placement, Limited Market Dealer Inc. ("LMD") received a cash finder's fee from the Company equal to 2% of the aggregate gross proceeds. LMD also received finder's shares equal to 2% of the FT Units subscribed for and finder's options equal to 10% of the number of FT Units subscribed for, each such option entitling LMD to acquire one Unit at a price of $0.10 for a period of 24 months from the closing date.

All the securities issued pursuant to this placement are subject to certain resale restrictions imposed under the applicable securities laws, which require that the securities not be traded before April 4, 2010.

The proceeds from the sale of the FT units will be used by the Company for the development of its Rocmec I (Russian Kid) project located in Rouyn-Noranda, Québec.

"Rocmec is very pleased to be renewing its relationship with the 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 the MineralFields Group as we develop our holdings."

About MineralFields, Pathway and First Canadian Securities ®"
MineralFields Group (a division of Pathway Asset Management), based in Toronto, Vancouver Montreal and Calgary, is a mining fund with significant assets under administration that offers its tax-advantaged super flow-through limited partnerships to investors throughout Canada as well as hard-dollar resource limited partnerships to investors throughout the world. Pathway Asset Management also specializes in the manufacturing and distribution of structured products and mutual funds (including the Pathway Multi Series Funds Inc. corporate-class mutual fund series). Information about MineralFields Group is available at www.mineralfields.com. First Canadian Securities ® (a division of Limited Market Dealer Inc.) is active in leading resource financings (both flow-through and hard dollar PIPE financings) on competitive, effective and service-friendly terms, and offers investment banking, mergers and acquisitions, and mining industry consulting, services to resource companies. MineralFields and Pathway have financed several hundred mining and oil and gas exploration companies to date through First Canadian Securities ®.

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 common shares of the Company are listed and posted for trading on the TSX Venture Exchange 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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Corporation minière Rocmec Mining inc.