MATERIAL CHANGE REPORT

FORM 51-102F3

Item 1 - Reporting Issuer

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

Item 2 - Date of Material Change

May 27, 2011.

Item 3 - Press Release

The press release was issued on May 26, 2011.

The press release was distributed through TheNewsWire.ca. A copy of the press release is attached hereto.

Item 4 - Summary of Material Change

The Corporation announced that it would commence trading its shares on a post-consolidated basis as of the opening of trading on the TSX Venture Exchange on May 27, 2011.

Item 5 - Full Description of Material Change

The Corporation announced that the TSX Venture Exchange had approved the Corporation's share consolidation which was approved by the shareholders at the Corporation's Annual and Special Meeting of Shareholders held on May 16, 2011.

Effective as of the opening of trading on the TSX Venture Exchange, on May 27, 2011, the Corporation commenced trading its common shares on a consolidated basis of one (1) post-consolidation common share for every twenty (20) outstanding common shares under new CUSIP number 774832406 and new ISIN number CA7748324067.

The Corporation's name and trading symbol remained the same.

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

May 31, 2011

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

Press Release

Rocmec Mining Inc.

Symbols: RMI: TSX-V
D5O: FSE

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

ROCMEC TO COMMENCE TRADING ON POST-CONSOLIDATED BASIS MAY 27, 2011

Vaudreuil-Dorion, Quebec, May 26, 2011–Rocmec Mining Inc. («Rocmec» or the **«Corporation») (TSX-V: RMI) (FSE: D5O)** is pleased to announce that the TSX Venture Exchange has approved the Corporation's share consolidation which was approved by the shareholders at the Corporation's Annual and Special Meeting of Shareholders held on May 16, 2011.

Effective as of the opening of trading on the TSX Venture Exchange, on May 27, 2011, the Corporation will commence trading its common shares on a consolidated basis of one (1) post-consolidation common share (the "**New Common Share**") for every twenty (20) outstanding Common Shares **under new CUSIP number 774832406 and new ISIN number CA7748324067.**

The Corporation's name and trading symbol will remain the same.

Post-consolidation, the Corporation anticipates that there will be approximately 15,752,524 New Common Shares of the Corporation issued and outstanding.

Further details of the consolidation are contained in the Corporation's management proxy circular dated April 18, 2011, which was mailed to shareholders on April 21, 2011, and filed on SEDAR (www.sedar.com).

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

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