MATERIAL CHANGE REPORT
FORM 51-102F3

Item 1 - Reporting Issuer

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

Item 2 - Date of Material Change

January 11, 2013.

Item 3 - Press Release

The press release was issued on January 11, 2013.

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 Corporation announced that it has entered into an exclusive engagement agreement with a full service retail and institutional broker/dealer firm located in New York City, U.S.A. to secure, on a best efforts basis, financing that will enable Rocmec to bring its flagship gold property, Rocmec 1 into full production.

Subject to the approval of the TSX Venture Exchange, the Corporation also announced that it will issue 284,687 common shares of the Corporation priced at $0.11 per share as quarterly interest payments totaling $31,315.57 on outstanding debentures.

Finally, the Corporation announced that it has ended its relationship with Shamrock One Capital, LLC ("**Shamrock**") pertaining to the Memorandum of Understanding signed and made public on October 24th, 2012, due to failure of Shamrock to perform its obligations under such Memorandum of Understanding.

Item 5 - Full Description of Material Change

Please refer to the attached press release.

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
Vice-President of Operations and Technologies
(450) 510-4442

Item 9 - Date of Report

January 21, 2013.

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

Press Release

Rocmec retains a New York based full service financial group to secure financing for the Rocmec 1 Gold Property

Vaudreuil-Dorion (Québec), January 11, 2013– Rocmec Mining Inc. (the "Corporation" or "Rocmec") (TSX-V Symbol: RMI), Rocmec Mining Inc. (the "Corporation" or "Rocmec") (TSX-V Symbol: RMI) is pleased to announce that it has entered into an exclusive Engagement Agreement with a full service retail and institutional broke/dealer firm located in New York city, U.S.A. to secure, on a best efforts basis, financing that will enable Rocmec to bring it's flagship gold property, Rocmec 1 into full production.

The U.S.A financial firm located in New York City was established in 1984, it is a full service boutique brokerage operation offering middle market corporate finance, research, and valuation services. It manages retail accounts with over $2 billion of retail customer assets and has in excess of 250 registered investment advisors in 11 offices. They are a member of FINRA & SIPC.

Rocmec 1 gold property

The Rocmec 1 property is located in the Dasserat Township, Province of Quebec on the shores of the Labyrinthe Lake and covers approximately 2171 hectares. It is approximately 35.4 kilometres west of the town of Rouyn-Noranda and is easily accessible from Route 117 and the frontier gravel road separating Quebec and Ontario and a secondary gravel road to the site. The property includes a 100 metres deep two compartment shaft and a 844 metres decline allowing access to five levels (50, 70, 90, 110 and 130 metres). On these levels a total of 1700 metres (drifts and cross-cut drift) were driven. Rocmec conducted several diamond drill campaigns on the Rocmec 1 property over the past years. All of the diamond drill campaigns were designed and carried out following the reasoning of "drill for structure and drift for grade". A NI 43-101 compliant technical report was prepared in connection with the Rocmec 1 property by Systeme Geostat International Inc. Such technical report, which is entitled "Technical Report, Resource Update, Rocmec 1 Mineral Deposit, Abitibi West, Quebec, Canada for Rocmec Mining Inc.", is dated May 25, 2010 and was filed by the Corporation on the SEDAR database on June 1, 2010. The results were prepared with a cut-off grade of 3 g/t, an industry standard, and delineated measured and indicated resources of 119,500 ounces and inferred resources of 359,600 gold ounces.

Subject to the approval of the TSX Venture Exchange, the Corporation also announces that it will issue 284,687 common shares of the Corporation priced at $0.11 per share as quarterly interest payments totaling $31,315.57 on outstanding debentures. Such interest is payable quarterly as approved by the TSX Venture Exchange on May 10th, 2012 and publicly announced by way of a press release. The above-mentioned common shares are subject to a four month hold period.

Management of the Corporation also wishes to inform its shareholders that it has ended its relationship with Shamrock One Capital, LLC ("Shamrock") pertaining to the Memorandum of Understanding signed and made public on October 24th, 2012, due to failure of Shamrock to perform its obligations under such Memorandum of Understanding. Rocmec reserves the right to pursue all legal avenues at its disposal for the non-performance of Shamrock in this matter.

Rocmec is active in the exploration and the development of gold resources in Quebec and Peru. The Corporation holds a gold property with resources recognised in accordance with NI43-101, a modular treatment plant and also an exclusive license for the thermal fragmentation mining method for exploiting narrow-vein ore deposits.

The company's growth strategy is based on:

- *The development of its gold deposits with the objective of producing revenue from its operations;*
- *Increasing the value of its mining assets by prioritizing the exploration targets; and*
- *The commercialisation and employment of its thermal fragmentation technology.*

For additional information:

John Stella, ***Investor relations*** ***(514) 718-7976*** jstella@rocmec.com

André Savard, ***President & CEO*** ***(450) 510-4442*** asavard@rocmec.com