

Corporation minière

Rocmec

Mining
inc.

Rocmec Mining Inc.

(Exploration Stage Company)

INTERIM CONSOLIDATED FINANCIAL STATEMENTS 6-MONTH PERIOD ENDED MARCH 31, 2009 AND 2008

These unaudited interim consolidated financial statements have been prepared by management. The external auditors have not examined these interim consolidated financial statements.

INTERIM CONSOLIDATED FINANCIAL STATEMENTS

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Rocmec Mining Inc.

(Exploration Stage Company)

CONSOLIDATED BALANCE SHEETS

(unaudited)

| | \$ | \$ |
|---|-------------------|--------------------|
| | March 31, 2009 | September 30, 2008 |
| ASSETS | | |
| CURRENT ASSETS | | |
| Precious metals - Fair value | 32,819 | 20,853 |
| Accounts receivable and other receivable | 64,484 | 91,366 |
| Sales taxes receivable | 86,476 | 81,450 |
| Tax credits receivable | 1,389,907 | 1,317,714 |
| Prepaid expenses | 148,344 | 50,215 |
| | <u>1,722,030</u> | <u>1,561,598</u> |
| PROPERTY, PLANT AND EQUIPMENT (Note 8) | 3,240,820 | 2,708,348 |
| FUNDS HELD FOR EXPLORATION AND DEVELOPMENT CHARGES | 19,015 | 234,232 |
| MINING PROPERTIES (Note 9) | 888,417 | 888,142 |
| DEFERRED EXPLORATION AND DEVELOPMENT CHARGES (Note 10) | 15,815,757 | 13,274,792 |
| SECURITY DEPOSITS | 6,440 | 6,440 |
| THERMAL FRAGMENTATION - EXCLUSIVE LICENCE | 1,367,132 | 1,367,132 |
| | <u>23,059,611</u> | <u>20,040,684</u> |
| LIABILITIES | | |
| CURRENT LIABILITIES | | |
| Accounts payable and accrued liabilities | 2,137,652 | 1,286,706 |
| Loans (Note 11) | 1,470,255 | 1,347,810 |
| Current portion of long-term debt (Note 12) | 1,207,000 | 301,285 |
| Current portion of debentures (Note 13) | 1,806,365 | 1,881,168 |
| | <u>6,621,272</u> | <u>4,816,969</u> |
| LONG-TERM DEBT (Note 12) | 1,698,120 | 1,468,363 |
| DEBENTURES (Note 13) | 1,088,382 | 1,071,074 |
| FUTURE INCOME TAXES | 1,897,891 | 1,592,975 |
| | <u>11,305,665</u> | <u>8,949,381</u> |
| SHAREHOLDERS' EQUITY | | |
| Share capital (Note 14) | 27,300,527 | 25,283,415 |
| Contributed surplus | 2,337,873 | 1,618,204 |
| Warrants (Note 14) | 2,997,702 | 3,056,799 |
| Equity component of convertible debentures | 752,944 | 774,944 |
| Deficit | (21,635,100) | (19,642,059) |
| | <u>11,753,946</u> | <u>11,091,303</u> |
| | <u>23,059,611</u> | <u>20,040,684</u> |

CONTINGENCIES AND COMMITMENTS (Notes 15 and 16)

The accompanying notes form an integral part of these consolidated financial statements

ON BEHALF OF THE BOARD OF DIRECTORS

(s) Donald Brisebois _____, Director

(s) Daniel Gilbert _____, Director

Rocmec Mining Inc.

(Exploration Stage Company)

CONSOLIDATED STATEMENTS OF EARNINGS AND COMPREHENSIVE INCOME

(unaudited)

| | \$ | \$ | \$ | \$ |
|---|--|--|--|--|
| | 3-month period ended March 31, 2009 | 6-month period ended March 31, 2009 | 3-month period ended March 31, 2008 | 6-month period ended March 31, 2008 |
| INCOME | | | | |
| Foreign contracts | 16,926 | 166,499 | - | - |
| | 16,926 | 166,499 | - | - |
| DIRECT COST | | | | |
| Labour | 44,977 | 115,913 | - | - |
| Equipment transportation | 6,825 | 6,825 | - | - |
| Travel expenses & lodging | 24,638 | 81,724 | - | - |
| Supplies | 35,173 | 39,034 | - | - |
| Interest - capital lease | 619 | 2,625 | - | - |
| | 112,232 | 246,121 | - | - |
| Depreciation | 2,929 | 2,929 | - | - |
| GROSS PROFIT (LOSS) | (98,235) | (82,551) | - | - |
| GENERAL AND ADMINISTRATIVE EXPENSES | | | | |
| Salaries and fringe benefits | 127,018 | 256,424 | 134,703 | 249,357 |
| Stock-based compensation | - | - | - | 52,284 |
| Insurance | 4,781 | 9,492 | 4,651 | 10,201 |
| Bank charges | 2,135 | 3,967 | 1,805 | 3,627 |
| Trustee fees and registration | 10,360 | 13,538 | 22,324 | 26,378 |
| Management fees | 1,500 | 3,000 | 1,500 | 3,000 |
| Patents fees | 4,357 | 11,329 | - | - |
| Professional fees | 80,398 | 129,516 | 105,472 | 221,143 |
| Financial fees | 63,206 | 134,549 | 17,033 | 21,059 |
| Reporting to shareholders | 5,644 | 7,628 | 2,434 | 7,767 |
| Directors' fees | 600 | 600 | 600 | 1,200 |
| Rent | 23,777 | 46,877 | 12,600 | 24,150 |
| Stationary and office expenses | 4,196 | 11,194 | (10,334) | (4,790) |
| Telecommunications | 3,233 | 10,359 | 2,661 | 5,972 |
| Travelling and promotion | 14,990 | 40,203 | 19,130 | 34,884 |
| Interest on debentures and long-term debt and other interest (A) | 301,988 | 613,013 | 207,220 | 422,445 |
| Amortization of fixed assets | 2,801 | 8,506 | 1,871 | 3,796 |
| Gain on disposal of fixed assets | - | - | (37,297) | (37,297) |
| Loss (gain) on revaluation of precious metals | 1,388 | 6,092 | 4,306 | 16,817 |
| Gain on change rate | (3,022) | (2,289) | - | - |
| Part XII.6 income taxes | 2,208 | 11,190 | 42,208 | 42,208 |
| Write-off of mining properties | 700 | 20,880 | 800 | 800 |
| | 652,258 | 1,336,068 | 533,687 | 1,105,001 |
| LOSS BEFORE INCOME TAXES | (750,493) | (1,418,619) | (533,687) | (1,105,001) |
| INCOME TAXES (Note 18) | | | | |
| Future income taxes | 901,193 | 748,774 | 1,944,056 | 1,820,772 |
| NET EARNINGS (LOSS) AND COMPREHENSIVE INCOME | 150,700 | (669,845) | 1,410,369 | 715,771 |
| NET EARNING (LOSS) PER SHARE | | | | |
| Basic | 0.001 | (0.004) | 0.013 | 0.006 |
| Diluted | 0.001 | (0.004) | 0.008 | 0.004 |
| Weighted average number of shares outstanding | 149,934,736 | 149,934,736 | 112,534,367 | 112,534,367 |
| (A) INTEREST ON DEBENTURES AND LONG-TERM DEBT AND OTHER INTEREST | | | | |
| Interest on debentures and long-term debt | 268,395 | 550,962 | 176,452 | 361,806 |
| Other interest | 33,593 | 62,051 | 30,768 | 60,639 |
| INTEREST ON DEBENTURES AND LONG-TERM DEBT AND OTHER INTEREST | 301,988 | 613,013 | 207,220 | 422,445 |

The accompanying notes form an integral part of these consolidated financial statements

Rocmec Mining Inc.

(Exploration Stage Company)

CONSOLIDATED DEFICIT

(unaudited)

| | \$ | \$ | \$ | \$ |
|--|--|--|--|--|
| | 3-month period ended March 31, 2009 | 6-month period ended March 31, 2009 | 3-month period ended March 31, 2008 | 6-month period ended March 31, 2008 |
| DEFICIT AT BEGINNING OF YEAR | (20,612,769) | (19,642,059) | (14,017,196) | (12,608,748) |
| NET EARNINGS (LOSS) | 150,700 | (669,845) | 1,410,369 | 715,771 |
| SHARE ISSUANCE EXPENSES | | | | |
| Future income taxes related to flow-through shares | (1,053,690) | (1,053,690) | (2,110,582) | (2,110,582) |
| Other share issuance expenses | (119,341) | (269,506) | (101,976) | (815,826) |
| | (1,173,031) | (1,323,196) | (2,212,558) | (2,926,408) |
| DEFICIT AT END OF YEAR | (21,635,100) | (21,635,100) | (14,819,385) | (14,819,385) |

The accompanying notes form an integral part of these consolidated financial statements

Rocmec Mining Inc.

(Exploration Stage Company)

CONSOLIDATED CONTRIBUTED SURPLUS

(unaudited)

| | \$ | \$ |
|---|------------------|--------------------|
| | March 31, 2009 | September 30, 2008 |
| BALANCE, BEGINNING OF YEAR | 1,618,204 | 972,823 |
| Equity component of convertible debentures reimbursed | 22,000 | - |
| Options granted (Note 14) | - | 148,043 |
| Brokers' units options granted (Note 14) | 44,297 | 318,898 |
| Warrants expired (Note 14) | 653,372 | 178,440 |
| BALANCE, END OF YEAR | 2,337,873 | 1,618,204 |

The accompanying notes form an integral part of these consolidated financial statements

Rocmec Mining Inc.

(Exploration Stage Company)

CONSOLIDATED STATEMENTS OF CASH FLOWS

(unaudited)

| | \$ | \$ | \$ | \$ |
|---|--|--|--|--|
| | 3-month period ended March 31, 2009 | 6-month period ended March 31, 2009 | 3-month period ended March 31, 2008 | 6-month period ended March 31, 2008 |
| OPERATING ACTIVITIES | | | | |
| Net earnings (loss) | 150,700 | (669,845) | 1,410,369 | 715,771 |
| Operating items not involving cash | | | | |
| Non-cash interest expense on convertible debentures | 43,967 | 117,505 | 66,874 | 138,444 |
| Amortization of property, plant and equipment | 5,730 | 11,435 | 1,871 | 3,796 |
| Gain on disposal of property, plant and equipment | - | - | (37,297) | (37,297) |
| Stock-based compensation | - | - | - | 52,284 |
| Write-off of mining properties | 700 | 20,880 | 800 | 800 |
| Future income taxes | (901,193) | (748,774) | (1,944,056) | (1,820,772) |
| Changes in working capital items | 398,860 | 417,320 | 21,713 | 70,173 |
| Cash flows from operating activities | (301,236) | (851,479) | (479,726) | (876,801) |
| INVESTING ACTIVITIES | | | | |
| Changes in precious metals | - | - | (424) | (2,706) |
| Acquisition of property, plant and equipment | (383,857) | (479,111) | (4,560) | (121,152) |
| Disposal of fixed assets | - | - | 127,250 | 127,250 |
| Disposal (acquisition) of mining properties | (975) | (21,155) | (192,993) | (274,781) |
| Tax credits received | - | - | 2,191,053 | 2,191,053 |
| Deferred exploration and development charges | (1,047,794) | (2,040,761) | (1,153,252) | (4,035,603) |
| Funds held for exploration and development charges | 70,084 | 215,217 | (95,796) | (261,402) |
| Acquisition of thermal fragmentation - exclusive licence | - | - | (3,711) | (4,724) |
| Cash flows from investing activities | (1,362,542) | (2,325,810) | 867,567 | (2,382,065) |
| FINANCING ACTIVITIES | | | | |
| Loans | - | 141,000 | - | - |
| Loan reimbursement | (3,234) | (18,555) | (909,007) | (1,582,239) |
| Debenture reimbursement | - | (175,000) | - | - |
| Issuance of long-term debt | 300,000 | 900,000 | - | - |
| Long-term debt reimbursement | (49,907) | (44,333) | (40,584) | (79,371) |
| Share issuance expenses | (119,341) | (168,441) | (101,976) | (695,349) |
| Issuance of shares | 1,223,029 | 1,992,712 | 558,208 | 4,199,436 |
| Issuance of warrants | 313,231 | 549,906 | 105,518 | 1,416,389 |
| Equity component of convertible debentures | - | - | - | - |
| Cash flows from financing activities | 1,663,778 | 3,177,289 | (387,841) | 3,258,866 |
| NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS | | | | |
| | - | - | - | - |
| CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR | | | | |
| | - | - | - | - |
| CASH AND CASH EQUIVALENTS, END OF YEAR | | | | |
| | - | - | - | - |
| Interest paid | 193,186 | 484,801 | 134,346 | 384,025 |

Supplemental cash flows information (Note 17)

The accompanying notes form an integral part of these consolidated financial statements

Rocmec Mining Inc.

(Exploration Stage Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2009 (unaudited)

1- GENERAL

The interim consolidated financial statements have been prepared in accordance with accounting policies generally accepted in Canada. They follow the same accounting policies as the annual consolidated financial statements for September 30th, 2008. These financial statements do not include all required information for generally accepted accounting principles used in annual financial statements and should be read with the accompanying notes on the Company's September 30, 2008 financial statements.

2- GOING CONCERN

These consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles and on the basis of the going concern assumption meaning the Company will be able to realize its assets and discharge its liabilities in the normal course of operations.

A number of unfavorable conditions and events have left some doubt as to the appropriateness of this assumption. The Company has incurred significant operating losses in the last period and its working capital is deficient.

The Company is trying to obtain various options from its lenders and shareholders that would allow it to obtain additional financing. The company's ability to continue as a going concern depends on its capacity to raise additional funds and while it has been successful in doing so in the past, there is no assurance it will be able to do so in the future.

These consolidated financial statements do not reflect adjustments that would be necessary if the going concern assumption were not appropriate, because management feels that the measures described above that it took or intends to take will mitigate the effect of the conditions and facts that raise doubt about the appropriateness of this assumption.

3- ACCOUNTING CHANGES

On October 1, 2007, according to the applicable transitional provisions, the Company applied the recommendations of the new section 1506, "Accounting changes", of the Handbook of the Canadian Institute of Chartered Accountant. This new chapter, effective for fiscal periods beginning January 1, 2007, establishes criteria of changes in the accounting methods as well as the accounting treatment and information to provide related to changes in accounting methods, accounting estimate changes, and error corrections. Furthermore, the new standard requires communication of the new primary sources of GAAP issued but not yet into force or not yet adopted by the Company. The new standard has no impact on the financial results of the Company.

On October 1, 2007, in accordance with the applicable transitional provisions, the Company applied the recommendations of Section 1535, "Capital Disclosures" of the Canadian Institute of Chartered Accountants' Handbook. This new section, effective for fiscal years beginning on or after October 1, 2007, establishes standards for disclosing information about the Company's capital and how it is managed. The new accounting standard only addresses disclosures and has no impact on the Company's financial results.

On October 1, 2007, in accordance with the applicable transitional provisions, the Company applied the recommendations of Section 3862 "Financial Instruments – Disclosures" and Section 3863 "Financial Instruments – Presentation" describe the required disclosures and presentation of the financial instruments and non financial derivatives. This new requirements come into force for the fiscal periods starting on October 1, 2007 and the Company shall apply them starting on October 1, 2008. They are replacing sections 3861 "Financial Instruments – Disclosures and presentation". The new requirements only address disclosures and have no impact on the Company's financial results.

Rocmec Mining Inc.

(Exploration Stage Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2009 (unaudited)

4- FUTURE ACCOUNTING CHANGES

Going concern

In June 2007, The Canadian Institute of Chartered Accountants modified section 1400, "General standards of financial statements presentation", in order to require of the management the assessment of the capacity of the Company to continue its operations over at least, but not limited to, a period of 12 months, from the balance sheet date. These new requirements come into force for the fiscal periods from January 1, 2008 and the Company shall apply them from October 1, 2008. The new requirements only address disclosures and will have no impact on the Company's financial results.

Goodwill and Other Intangible Assets

In February 2008, the Canadian Institute of Chartered Accountants published new Section 3064, "Goodwill and Intangible Assets", to replace Section 3062, "Goodwill and Other Intangible Assets". Publication of this new section resulted, in particular, in the withdrawal of Section 3450, "Research and Development Costs", and Emerging Issues Committee Abstract of Issue Discussed EIC-27, "Revenues and Expenditures During the Pre-operating Period", as well as number of amendments to Section 1000, "Financial Statement Concepts", to clarify the criteria for recognition of assets, and Accounting Guideline AcG-11 "Enterprises in the Development Stage".

The new section establishes standards for the recognition, measurement, presentation and disclosure of goodwill and intangible assets by profit-oriented enterprises. It clarifies the recognition of intangible assets and deals with the recognition of internally generated intangible assets. However, the standards relating to goodwill are identical to those in Section 3062. This new section is effective for fiscal years beginning on or after October 1, 2008 and the Company will implement it as of that date. The Company's management is not able to assess the impact that the application of this new section will have on the financial statements.

5- SIGNIFICANT ACCOUNTING POLICIES

Property, plant and equipment

Property, plant and equipment are accounted for at cost. Amortization is based on their estimated useful life using the straight-line method at the following annual rates:

| | |
|------------------------|---------------|
| Equipment | 5 to 10 years |
| Mill plant | 5 to 10 years |
| Computer equipment | 2 to 4 years |
| Automotive equipment | 4 years |
| Leasehold improvements | 3 years |
| Telephone system | 5 years |

Rocmec Mining Inc.

(Exploration Stage Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2009 (unaudited)

6- CAPITAL MANAGEMENT

In terms of capital management, the objectives of the Company are to preserve its ability to continue its mining operations and its thermal fragmentation mining method as well as its current bulk sampling program at the Rocmec 1 mining site. If necessary, the Company raises funds by private placement of common shares, in loans and debentures in order to support the development of its activities. The Company does not intend to pay dividend in the foreseeable future.

The Company includes loans, long-term debt, debentures, share capital, contributed surplus, warrants and equity component of convertible debenture in the definition of capital for a total amount of \$40,659,168 (\$36,803,062 - September 30, 2008).

The property in which the Company has an interest is in the development stage and the use of the thermal fragmentation mining method by other mining companies is also in the development stage; As such, the Company is dependant on external financing to fund its activities.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no significant changes in the Company's approach to capital management during the period ended March 31, 2009. The Company does not have any externally imposed capital requirements neither regulatory nor contractual requirements to which it is subject, other than those related to its flow-through financing agreements.

7- FINANCIAL INSTRUMENTS

The Company is exposed to various financial risks that result from both its operations and its investment activities. Financial risk management is carried out by the Company's management.

Credit risk

The credit risk is the risk associated with non-payment of financial obligations by the customers of the Company. The credit risks that the Company faces are mainly attributable to recovery of various accounts receivable. Cash is held by a Canadian Chartered Bank in which management believes that the risk of loss is minimal but the Company is subject to concentration of credit risk.

Liquidity risk

The liquidity risk is the risk that the Company experiences difficulty honoring commitments related to financial liabilities. The management approach concerning cash management is to ensure, as much as possible, that the Company has the necessary funds to meet its financial obligations at maturity. If considered necessary, management renegotiates extensions to maturity dates to balance the needs in cash and financings.

The company expects to satisfy obligations under accounts payable and accrued liabilities, interest payment on convertible debentures and borrowings and repayment of the short-term part of long-term debts and convertible debentures. Management intends to continue, as was done in the past, to finance its activities by raising funds by private equity investments, in loans or debentures. Even if it succeeded in financing its activities in the past, management cannot comment on the success of its future fund raising and it believes that the liquidity risk is high.

Rocmec Mining Inc.

(Exploration Stage Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2009 (unaudited)

7- FINANCIAL INSTRUMENTS (continued)

Interest rate risk

The interest rate risk is the risk that the fair value of future cash flows of a financial instrument fluctuate because of changes in market interest rates. Loans, long-term debt and debentures issued by the Company bear interest at a fixed rate thus exposing it to the risk of changes in fair value arising from interest rate fluctuations.

Fair value

Financial instruments book values and fair values were as follows:

| | March 31, 2009 | | September 30, 2008 | |
|------------------------------------|----------------|------------|--------------------|------------|
| | Book value | Fair value | Book value | Fair value |
| <u>Other financial liabilities</u> | | | | |
| Long-term debt | 2,905,120 | 2,905,120 | 1,769,648 | 1,769,648 |
| Convertible debentures | 2,894,747 | 2,894,747 | 2,952,242 | 2,952,242 |

The fair value of long-term debt and debentures are estimated using discounted cash-flow analysis, based on current corresponding borrowing rates for similar types of borrowing arrangements.

8- PROPERTY, PLANT AND EQUIPMENT

| | March 31, 2009 | | | September 30, 2008 | | |
|------------------------|------------------|--------------------------|------------------|--------------------|--------------------------|------------------|
| | Cost | Accumulated amortization | Net value | Cost | Accumulated amortization | Net value |
| | \$ | \$ | \$ | \$ | \$ | \$ |
| Equipment | 1,681,192 | 665,677 | 1,015,515 | 1,623,830 | 659,620 | 964,210 |
| Mill plant | 2,095,157 | 365,543 | 1,729,614 | 1,740,540 | 191,004 | 1,549,536 |
| Computer equipment | 34,166 | 22,770 | 11,396 | 31,513 | 17,422 | 14,091 |
| Automotive equipment | 231,312 | 148,605 | 82,707 | 193,608 | 113,029 | 80,579 |
| Leasehold improvements | 29,423 | 2,452 | 26,971 | - | - | - |
| Telephone system | 4,201 | 210 | 3,991 | - | - | - |
| | <u>4,075,451</u> | <u>1,205,257</u> | <u>2,870,194</u> | <u>3,589,491</u> | <u>981,075</u> | <u>2,608,416</u> |
| Capital lease | | | | | | |
| Equipment | 374,805 | 4,179 | 370,626 | 101,850 | 1,918 | 99,932 |
| | <u>374,805</u> | <u>4,179</u> | <u>370,626</u> | <u>101,850</u> | <u>1,918</u> | <u>99,932</u> |
| | <u>4,450,256</u> | <u>1,209,436</u> | <u>3,240,820</u> | <u>3,691,341</u> | <u>982,993</u> | <u>2,708,348</u> |

Rocmec Mining Inc.

(Exploration Stage Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2009 (unaudited)

9- MINING PROPERTIES

| | Balance as at September 30, 2008 | Addition (Decrease) | Write-off | Balance as at March 31, 2009 |
|----------------------------|--|------------------------|-----------|---------------------------------|
| | \$ | \$ | \$ | \$ |
| Montauban (Quebec, Canada) | - | 425 | (425) | - |
| Denain (Quebec, Canada) | - | 275 | (275) | - |
| Rocmec 1 (Quebec, Canada) | 888,142 | 275 | - | 888,417 |
| Puma (Arequipa, Peru) | - | 20,180 | (20,180) | - |
| | 888,142 | 21,155 | (20,880) | 888,417 |

| | Balance as at September 30, 2007 | Addition (Decrease) | Write-off | Balance as at September 30, 2008 |
|------------------------------------|--|------------------------|-------------|--|
| | \$ | \$ | \$ | \$ |
| Montauban (Quebec, Canada) | 807,658 | (25,000) | (782,658) | - |
| Denain (Quebec, Canada) | 142,568 | 300 | (142,868) | - |
| Courville-Maruska (Quebec, Canada) | - | 750 | (750) | - |
| Vauquelin (Quebec, Canada) | - | 50 | (50) | - |
| Rocmec 1 (Quebec, Canada) | 888,142 | - | - | 888,142 |
| Puma (Arequipa, Peru) | - | 334,267 | (334,267) | - |
| | 1,838,368 | 310,367 | (1,260,593) | 888,142 |

a) Montauban project - Montauban and Grondines township, Québec

A 100% interest in 83 mining claims.

b) Denain project - Denain township, Québec

A 85% interest in 23 mining claims subject to a 3.5% net smelter return (NSR) royalty.

c) Courville-Maruska project - Courville township, Québec

A 100% interest in 20 mining claims.

d) Rocmec 1 project - Dasserat township, Québec

A 100% interest in 11 mining claims subject to a 5% Net Metal Royalty on first 25,000 ounces and 3% on the additionnel ounces.

Rocmec Mining Inc.

(Exploration Stage Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2009 (unaudited)

10- DEFERRED EXPLORATION AND DEVELOPMENT CHARGES

| | Balance as at September 30, 2008 | Deferred exploration and development charges | Write-off | Tax credit | Balance as at March 31, 2009 |
|---------------------------|--|---|-----------|------------|---------------------------------|
| | \$ | \$ | \$ | \$ | \$ |
| Rocmec 1 (Quebec, Canada) | 13,274,792 | 2,613,158 | - | (72,193) | 15,815,757 |
| | 13,274,792 | 2,613,158 | - | (72,193) | 15,815,757 |

| | Balance as at September 30, 2007 | Deferred exploration and development charges | Write-off | Tax credit | Balance as at September 30, 2008 |
|----------------------------|--|---|-------------|------------|--|
| | \$ | \$ | \$ | \$ | \$ |
| Montauban (Quebec, Canada) | 836,537 | - | (836,537) | - | - |
| Denain (Quebec, Canada) | 1,114,158 | - | (1,114,158) | - | - |
| Rocmec 1 (Quebec, Canada) | 8,968,909 | 5,174,611 | - | (868,728) | 13,274,792 |
| Others | - | - | (5,851) | 5,851 | - |
| | 10,919,604 | 5,174,611 | (1,956,546) | (862,877) | 13,274,792 |

Rocmec Mining Inc.

(Exploration Stage Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2009 (unaudited)

10- DEFERRED EXPLORATION AND DEVELOPMENT CHARGES (continued)

DETAIL OF DEFERRED EXPLORATION AND DEVELOPMENT CHARGES

| | <u>March 31, 2009</u> | <u>September 30, 2008</u> |
|------------------------------|-----------------------|---------------------------|
| | \$ | \$ |
| Diamond drilling | 58,714 | 237,022 |
| Thermal fragmentation | 50,072 | 315,722 |
| Underground development | 381,344 | 830,428 |
| Supervision | 118,678 | 398,290 |
| Maintenance | 555,621 | 1,610,838 |
| Surface | 222,625 | 433,491 |
| Technical services | 403,034 | 138,884 |
| Other exploration expenses | 171,899 | 288,680 |
| Transport and milling | 245,815 | 15,468 |
| Royalty | - | 55,644 |
| Equipment rental | 190,347 | 566,130 |
| Precious metals sales | - | (22,873) |
| Amortization of fixed assets | 215,009 | 306,887 |
| | <u>2,613,158</u> | <u>5,174,611</u> |

11- LOANS

| | <u>March 31, 2009</u> | <u>September 30, 2008</u> |
|---|-----------------------|---------------------------|
| Loans, bearing 12% and 15% interest, secured by tax credit receivable having a net book value of \$940,921, maturing April 2009. | 871,500 | 730,500 |
| Loans, bearing interest at annual rate of 18%, maturing June 2009. Additional interest of \$ 1 for each of the 50,000 first ounces of gold precessed from the Puma site (Peru) will be payable in the event that the site is put into production. Additional interest will be payable even if the loans have been reimbursed before the production of the first 50 000 ounces of gold. | 500,000 | 500,000 |
| Loans at demand with an officer and a director, bearing 18% interest, maturing December 2010. | 55,000 | 55,000 |
| Loans reimbursable in gold, bearing 1% monthly interest, repayable in 4 equal quarterly installments, commencing on November 30th, 2006 and maturing August 2007. Repayment of interest and principal will be paid in gold ounces delivered to the lenders. The number of ounces of gold to be delivered will be calculated by dividing the sum of the interests and capital to be paid by the average closing price of the last ten days based on the "spot market New York" in Canadian dollars minus 20%. At March 31, 2008, an amount of \$43,755 had not yet been reimbursed. In 2007, the Company has reached an agreement with lenders allowing a reimbursement at demand. | 43,755 | 62,310 |
| | <u>1,470,255</u> | <u>1,347,810</u> |

Rocmec Mining Inc.

(Exploration Stage Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2009 (unaudited)

12- LONG-TERM DEBT

| | <u>March 31, 2009</u> | <u>September 30, 2008</u> |
|--|-----------------------|---------------------------|
| | \$ | \$ |
| Obligations under capital lease secured by the equipment of a net book value of \$370,626, repayable by monthly installments varying from \$4,000 to \$16,000 including interest calculated at rates varying from 8.75% to 18.00%, maturing February 2011. | 334,760 | 96,416 |
| Loans secured by automotive equipment of a net book value of \$77,476 repayable by monthly installments of \$2,376 including principal and interest calculated at rates varying from 0.00% to 1.95%, maturing between August 2011 and October 2013. | 84,895 | 65,131 |
| Loans secured by loader of a net book value of \$86,976 repayable by monthly installments of \$4,191 including principal and interest calculated at rates varying from 4.8% to 7.0%, maturing between August 2009 and August 2011. | 85,465 | 108,101 |
| Loan secured by a modular plant, repayable by quarterly installments of \$300,000 commencing on September 2009, plus interest at a rate of 1.5% per month, maturing June 2011. | 2,400,000 | 1,500,000 |
| | <u>2,905,120</u> | <u>1,769,648</u> |
| Current portion | 1,207,000 | 301,285 |
| | <u>1,698,120</u> | <u>1,468,363</u> |

Long-term debt principal repayments to be made during the following years are as follows:

| | <u>Long-term debt</u> | <u>Capital lease</u> |
|--|-----------------------|----------------------|
| | \$ | \$ |
| 2010 | 967,215 | 264,600 |
| 2011 | 1,260,915 | 99,150 |
| 2012 | 330,290 | - |
| 2013 | 7,541 | - |
| 2014 | 4,399 | - |
| | <u>2,570,360</u> | <u>363,750</u> |
| Total minimum lease payments | | |
| Amounts included in minimum lease payments | | |
| Interest expense | | <u>28,990</u> |
| | | <u>334,760</u> |

Rocmec Mining Inc.

(Exploration Stage Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2009 (unaudited)

13- DEBENTURES

| | <u>March 31, 2009</u> | <u>September 30, 2008</u> |
|---|-----------------------|---------------------------|
| | \$ | \$ |
| <u>Liability component of convertible debentures</u> | | |
| <p>Eight \$100,000 convertible debentures totalling \$1,000,000, bearing interest rate of 12% (effective rate of 40%), repayable monthly, maturing at different maturity dates between September 2007 and November 2010. The debentures are convertible at the holder's option, into common shares at conversion prices ranging between \$0.23 and \$0.28. The holders, subject to regulatory approval, may request that interest payments be paid in common shares, semi-annually.</p> | 719,747 | 656,465 |
| <p>Convertible debenture totalling \$200,000, bearing interest rate of 12% (effective rate of 52%), repayable semi-annually, in common shares, repayable at maturity in March 2009. The debenture is convertible at the holder's option into common shares at conversion prices ranging between \$0.23 and \$0.25. Subject to regulatory approval, interest payments will be paid in common shares.</p> | 200,000 | 164,263 |
| <p>Convertible debentures totalling \$1,300,000, bearing interest rate of 12% (effective rate of 17.75%), plus a maximum NSR royalty of 1.8% on gold ounces produced during the first year at Rocmec 1 and 1.2% thereafter. The debentures will mature from December 31, 2008 to December 31, 2010, are redeemable on demand, at the Company's option, with a 3 month interest and royalty penalty. The debenture holders may convert 30% of the total amount of the debentures into common shares at a price of \$0.30 per share and the issuer has the right to force conversion of 70% of the total amount of the debentures into common shares at a price of \$0.70 if the closing stock price of the last 30 days preceding conversion exceeds \$0.90.</p> | 1,125,000 | 1,281,514 |
| Balance to carry-forward | <u>2,044,747</u> | <u>2,102,242</u> |

Rocmec Mining Inc.

(Exploration Stage Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2009 (unaudited)

13- DEBENTURES (continued)

| | <u>March 31, 2009</u> | <u>September 30, 2008</u> |
|--|-----------------------|---------------------------|
| | \$ | \$ |
| Carry-forward balance | 2,044,747 | 2,102,242 |
| <u>Others debentures</u> | | |
| <p>Debentures, totalling \$450,000, redeemable at any time with a penalty equal to three months interest and are convertible into common shares at the option of the issuer, at the market price on the date of conversion subject to a minimum price of \$0.22, bearing interest at a rate of 12% per year, repayment of interest may be done semi-annually in common shares at the holder's option, subject to approval by regulatory authorities having jurisdiction on the securities of the Company, payable quarterly, repayable at maturity September 2010.</p> | | |
| | 450,000 | 450,000 |
| <p>Debentures, totalling \$850,000, redeemable at any time with a penalty equal to three months interest and are convertible into common shares at the option of the issuer, at the market price on the date of conversion subject to a minimum price of \$0.22, bearing interest at a rate of 12% per year, repayment of interest may be done semi-annually in common shares at the holder's option, subject to approval by regulatory authorities having jurisdiction on the securities of the Company, payable quarterly. The Company has reached an agreement with lenders allowing a reimbursement at demand.</p> | | |
| | 400,000 | 400,000 |
| | 2,894,747 | 2,952,242 |
| Current portion | 1,806,365 | 1,881,168 |
| | <u>1,088,382</u> | <u>1,071,074</u> |

Debentures principal repayments to be made during the following years are as follows:

| | |
|------|------------------|
| | \$ |
| 2010 | <u>1,806,365</u> |
| 2011 | <u>1,088,382</u> |
| | <u>2,894,747</u> |

Rocmec Mining Inc.

(Exploration Stage Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2009 (unaudited)

14- SHARE CAPITAL

Authorized

Unlimited number of common shares without par value, voting, participating, dividend as declared by the Board of Directors.

Changes in the Company's common share capital were as follows:

| | March 31, 2009 | | September 30, 2008 | |
|---|--------------------|-------------------|--------------------|-------------------|
| | Number | Amount | Number | Amount |
| Shares issued | | \$ | | \$ |
| Balance, beginning of year | 138,963,295 | 25,283,415 | 90,470,166 | 19,216,927 |
| Paid in cash | 1,250,000 | 64,246 | 2,474,676 | 274,081 |
| Flow-through financing | 25,868,570 | 1,928,466 | 45,320,440 | 5,674,853 |
| Debt settlement | 162,162 | 12,000 | 178,274 | 24,000 |
| Brokers' fees | 150,571 | 12,400 | 519,739 | 93,554 |
| Balance, end of year | 166,394,598 | 27,300,527 | 138,963,295 | 25,283,415 |
| Weighted average number of shares outstanding | <u>149,934,736</u> | | <u>123,283,929</u> | |

Rocmec Mining Inc.

(Exploration Stage Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2009 (unaudited)

14- SHARE CAPITAL (continued)

Common share purchase options

The Company maintains a stock option plan (the "Plan") whereby the Board of Directors may from time to time grant to employees, officers, directors of, or consultants to the Company, options to acquire common shares in such numbers, for such terms and at such exercise prices as may be determined by the Board of Directors.

The Plan provides that the maximum number of common shares in the capital of the Company that may be reserved for issuance under the Plan shall be equal to 5,000,000 common shares and that the maximum number of common shares which may be reserved for issuance to any one optionee may not exceed 5% of the common shares outstanding at the time of vest. These options must be exercised no later than 5 years after the date of vest. The options currently granted are subject to a minimum of a sixth vesting period for which options will vest gradually, except those granted to consultants providing investor relations services for which options will vest over 12 months.

The option exercise price is established by the Board of Directors and may not be lower than the market price of the common shares at the time of grant.

A summary of changes in the Company's common share purchase options are as follows:

| | March 31, 2009 | | September 30, 2008 | |
|-----------------------------------|-------------------|---------------------------------|--------------------|---------------------------------|
| | Number of options | Weighted average exercise price | Number of options | Weighted average exercise price |
| | | \$ | | \$ |
| Balance, beginning of year | 3,170,000 | 0.169 | 1,925,000 | 0.263 |
| Granted | - | - | 2,130,000 | 0.121 |
| Expired | (410,000) | 0.136 | (885,000) | 0.257 |
| Balance, end of year | 2,760,000 | 0.175 | 3,170,000 | 0.169 |
| Options exercisable at the end | <u>2,072,499</u> | | <u>1,685,833</u> | |

Rocmec Mining Inc.

(Exploration Stage Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2009 (unaudited)

14- SHARE CAPITAL (continued)

Options granted and exercisable as at March 31, 2009:

| | Options granted | Options exercisable | Exercise price | Expiry date |
|-----|--------------------|------------------------|----------------|---------------|
| | 400,000 | 400,000 | 0.30 \$ | June 2009 |
| | 100,000 | 100,000 | 0.30 \$ | December 2009 |
| | 100,000 | 100,000 | 0.30 \$ | January 2011 |
| | 300,000 | 300,000 | 0.21 \$ | November 2011 |
| | 360,000 | 360,000 | 0.16 \$ | October 2012 |
| (a) | 1,500,000 | 812,499 | 0.11 \$ | August 2013 |
| | 2,760,000 | 2,072,499 | | |

Accounting for compensation plans

The fair value of options was estimated using the Black-Scholes option pricing model with the following assumptions:

| | March 31, 2009 | September 30, 2008 |
|--|----------------|--------------------|
| Weighted average Risk-free interest rate | 0.00% | 3.61% |
| Weighted average Expected volatility | 0.00% | 89.82% |
| Weighted average Expected life | - | 60 mois |
| Expected dividends | 0.0% | 0.0% |
| Fair value of options granted at market value | - | \$ 0.108 \$ |
| Fair value of options granted at value greater than market value | - | \$ 0.058 \$ |

Compensation cost for stock-based employee recognized in earning amounts to \$- (\$489,043 in 2008).

(a) Stock options granted at an exercise price of \$0.11 while the market value was \$0.09.

Rocmec Mining Inc.

(Exploration Stage Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2009 (unaudited)

14- SHARE CAPITAL (continued)

Warrants

Outstanding common share purchase warrants, entitling their holders to subscribe to an equivalent number of common shares, were as follows:

| | March 31, 2009 | | |
|-----------------------------------|--------------------|---------------------------------|----------------------|
| | Number of warrants | Weighted average exercise price | Fair value allocated |
| | | | \$ |
| Balance, beginning of year | 57,764,916 | 0.294 | 3,056,799 |
| Granted | 18,523,570 | 0.115 | 594,275 |
| Expired | (11,122,338) | (0.500) | (653,372) |
| Balance, end of year | 65,166,148 | 0.208 | 2,997,702 |

| | September 30, 2008 | | |
|-----------------------------------|--------------------|---------------------------------|----------------------|
| | Number of warrants | Weighted average exercise price | Fair value allocated |
| | | | \$ |
| Balance, beginning of year | 26,823,684 | 0.289 | 1,580,180 |
| Granted | 33,928,990 | 0.249 | 1,655,059 |
| Expired | (2,987,758) | 0.263 | (178,440) |
| Balance, end of year | 57,764,916 | 0.294 | 3,056,799 |

Rocmec Mining Inc.

(Exploration Stage Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2009 (unaudited)

14- SHARE CAPITAL (continued)

Warrants outstanding as at March 31, 2009 are as follows:

| Number | Exercise price | Expiry date |
|-------------------|----------------|----------------|
| 6,547,615 | 0.350 \$ | June 2009 |
| 2,128,310 | 0.350 \$ | June 2009 |
| 1,013,000 | 0.280 \$ | June 2009 |
| 291,332 | 0.195 \$ | August 2009 |
| 900,000 | 0.350 \$ | September 2009 |
| 1,833,331 | 0.300 \$ | September 2009 |
| 20,114,164 | 0.300 \$ | October 2009 |
| 4,958,415 | 0.350 \$ | October 2009 |
| 2,675,194 | 0.300 \$ | November 2009 |
| 1,673,382 | 0.240 \$ | February 2010 |
| 306,500 | 0.180 \$ | March 2010 |
| 3,658,335 | 0.180 \$ | May 2010 |
| 432,000 | 0.120 \$ | August 2010 |
| 111,000 | 0.120 \$ | September 2010 |
| 4,428,570 | 0.100 \$ | October 2010 |
| 4,225,000 | 0.120 \$ | December 2010 |
| 2,400,000 | 0.120 \$ | January 2011 |
| 130,000 | 0.100 \$ | January 2011 |
| 7,340,000 | 0.120 \$ | February 2011 |
| <u>65,166,148</u> | | |

The fair value of warrants was estimated using the Black-Scholes option pricing model with the following assumptions:

| | March 31, 2009 | September 30, 2008 |
|--|----------------|--------------------|
| Weighted average Risk-free interest rate | 1.42% | 3.89% |
| Weighted average expected volatility | 128.42% | 93.65% |
| Weighted average expected life | 24 months | 24 months |
| Expected dividends | 0.0% | 0.0% |

During the year, the Company issued 18,523,570 warrants. Each warrant entitles the holder to purchase one common share with expiry dates from October 2010 to February 2011 at a price between \$0.10 to \$0.12 per share.

The warrants were issued under private placements to common shareholders and to brokers. They have been accounted for at their value of \$561,288 and \$77,284 respectively in warrants under share holder's equity and share issuance charges.

Rocmec Mining Inc.

(Exploration Stage Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2009 (unaudited)

14- SHARE CAPITAL (continued)

Brokers' units options

During the period, the Company issued brokers' units options are as follows:

| | March 31, 2009 | | |
|-----------------------------------|------------------------------------|--|-----------------------------|
| | Number of units options | Weighted average exercise price | Fair value allocated |
| | | \$ | \$ |
| Balance, beginning of year | 2,278,934 | 0.180 | 318,898 |
| Granted | 752,857 | - | 44,297 |
| Balance, end of year | 3,031,791 | 0.135 | 363,195 |

| | September 30, 2008 | | |
|-----------------------------------|------------------------------------|--|-----------------------------|
| | Number of units options | Weighted average exercise price | Fair value allocated |
| | | \$ | \$ |
| Balance, beginning of year | - | - | - |
| Granted | 2,278,934 | 0.180 | 318,898 |
| Balance, end of year | 2,278,934 | 0.180 | 318,898 |

Each unit is comprised of one common share that will entitle to one warrant upon the exercise of the option on the common share.

Outstanding brokers' units options as at March 31, 2009:

| Number | Exercise price | Expiry date |
|------------------|-----------------------|--------------------|
| 454,777 | 0.180 \$ | October 2009 |
| 695,833 | 0.180 \$ | October 2009 |
| 860,805 | 0.180 \$ | October 2009 |
| 267,519 | 0.180 \$ | October 2009 |
| 442,857 | 0.070 \$ | December 2010 |
| 310,000 | 0.100 \$ | December 2010 |
| 3,031,791 | | |

The fair value of each option granted was estimated using the Black-Scholes option pricing model with the following assumptions:

| | March 31, 2009 | September 30, 2008 |
|--|-----------------------|---------------------------|
| Weighted average Risk-free interest rate | 1.76% | 4.07% |
| Weighted average expected volatility | 125.19% | 92.92% |
| Weighted average expected life | 24 months | 24 months |
| Expected dividends | 0.0% | 0.0% |

The fair value of each Brokers' units options granted have been accounted for at their value of \$44,297 under share issuance charges.

Rocmec Mining Inc.

(Exploration Stage Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2009 (unaudited)

15- CONTINGENCIES

The Company's operations are governed by governmental laws and regulations regarding environmental protection. The environmental consequences are hardly identifiable, whether it is the result level, the impact or its deadline. At the present time and to the best knowledge of its management, the Company is in conformity with the laws and regulations. A provision of \$18,500 for restoration of the premises is included in the accounts payable and accrued liabilities. It is possible that real account payable differ from this estimate.

16- COMMITMENTS

- i) The Company has entered into long-term lease agreements until September 2011 for the hiring of spaces and the hiring of equipment. The balance of engagements according to these leases, is established to \$176,933. The minimum lease payments for the following years are as follows:

| | \$ |
|------|---------|
| 2010 | 96,223 |
| 2011 | 60,310 |
| 2012 | 20,400 |
| | <hr/> |
| | 176,933 |
| | <hr/> |

- ii) The Company entered into an agreement with an private independent company to acquire the exclusive rights to operate the thermal fragmentation in the narrow vein. By this agreement, the company can use the exploitation method, develop it or transfer sub-licenses.

The Company is responsible for expenses for maintaining the registration of patents held by the private independent company.

In counterpart of the rights acquired by this agreement, the Company will pay a royalty calculated on the quarterly production and royalty payments at \$15,00 per ounce produced by way of thermal fragmentation.

The Company can terminate this agreement at any time without penalty or compensation, by giving the assignor a written notice of 90 days, by which the Company will be released of all it's obligations towards the assignor.

- iii) The Company is committed to spend exploration expenses amounting to \$2,184,261 relating to flow-through financing. These expenses have to be spent before December 31, 2009.
- iv) The Company is committed to spend exploration expenses amounting to \$1,408,000 relating to flow-through financing. These expenses have to be spent before December 31, 2010.

Rocmec Mining Inc.

(Exploration Stage Company)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2009 (unaudited)

17- CASH FLOWS

Supplemental cash flows information:

| | <u>March 31, 2009</u> | <u>March 31, 2008</u> |
|---|-----------------------|-----------------------|
| | \$ | \$ |
| Non-cash investing and financing activities: | | |
| Asset under capital lease | 279,805 | - |
| Amortization included in the deferred exploration and development charges | 215,009 | 79,308 |
| Share issuance expense paid by the issuance of unit and warrants | 88,665 | 120,477 |
| Future income taxes included in share issuance expenses | 1,053,690 | 2,110,582 |
| Tax credit receivable deducted from exploration and development charges | 72,193 | 528,072 |
| Deferred exploration and development charges financed by accounts payable | 1,016,452 | 794,011 |
| Debt settlement paid by the issuance of share capital | 12,000 | - |
| Brokers' fees paid by the issuance of share capital | 12,400 | - |
| Accounts payable settlement paid by issuance of share capital | - | 105,554 |
| Warrants expired carried to contributed surplus | 653,372 | 178,440 |