

Management's Discussion and Analysis

The following Management's Discussion and Analysis « MD&A » operation's results and financial condition of Rocmec Mining Inc. « Rocmec » constitutes management's review of various elements that have impacted the company's operational and financial performance during the first quarter ended December 31st, 2006. The following MD&A, dated February 28th, 2007 should be read in conjunction with the company's interim financial statements dated December 31st, 2006 and 2005, including related notes. All amounts included in the following document are in Canadian dollars, unless otherwise stated.

Corporate profile

Strategies and objectives

With its exclusive thermal fragmentation licensing agreement, Rocmec is concentrating its thermal fragmentation activities on its own narrow vein deposits, in partnership agreements with other producers and hand-over sub licensing technological agreements with other mining companies.

The 44,000 bulk sampling programme currently underway at the Rocmec1 (Russian Kid) mining site, located near Rouyn-Noranda in Abitibi, Quebec, will enable the company to employ its thermal fragmentation process, which in turn will serve to showcase this unique patented process for extracting ore.

The company's properties are located in the North West region of Quebec and also in the region of Quebec and its head office is located in Pointe-Claire, Quebec.

During the quarter, Rocmec pursued its objective of extracting ore by way of its thermal fragmentation process on narrow vein deposits. The company continued development and rehabilitation work on the underground infrastructure at Rocmec 1 (Russian Kid). Preparatory work for thermal fragmentation was conducted on two work sites; within Block C, the drift on the 46 metre level was extended by 30 metres and a new drift on the 70 metre level was driven over a distance of 40 metres. At the second work site, Block R9, located on the 90 metre level, a drift was driven over a distance of 30 metres. These drifts were, of course, driven directly into the mineralised structures (Block C the McDowell structure and Block R9 the Talus structure). Over the course of the next quarter Block R9 will be completed on the 46 metre level and ready for thermal fragmentation. During the first quarter, the company initiated a surface drill campaign in order to obtain a new NI43-101 compliant resource calculation. A specialised firm was mandated to prepare the report.

With the start of operations at Rocmec1 (Russian Kid), Rocmec will be in a position to continue its efforts of introducing the thermal fragmentation process to the mining industry.

Properties

Russian Kid

Infrastructures: The property includes a 100m deep two compartment shaft, an 844 metre decline allowing access to three levels (150, 300 and 425 feet). On these levels a total of 1700 metres (drifts and cross-cut drift) were driven. The Rocmec 1 (Russian Kid) ore body is well defined by diamond drill holes, certain areas were sampled and mined (McDowell vein).

Geology: The mineralization is associated to an East-West sheared system, almost parallel, broken by faults which create slight displacements. Some of the transversal faults are important, causing displacements exceeding 30 metres (ex: El Coco fault). The orientation of the mineralised structures vary from N070° to N090° with a dip of 55° to 80° towards the south. The movements created by the transversal faults combined with shearing movements are the reason for the discontinued nature of the mineralization. Fractures and tension veins have also developed in close proximity to the sheared zones. They are strongly silicified, very well foliated and are characterized by cataclastic textures with very fine mylonitic grains containing visible or pulverised fragments.

The gold veins on the Rocmec 1 (Russian Kid) property are quartz carbonated narrow veins included in an intrusive rock with included quartz or granophyric textures. The narrow vein can be confined in a more competent ground. The high grade iron ore is most favourable for gold precipitation. These quartz carbonated narrow veins are normally created in a table and lense shape structure and are present in the central portion of the sheared zone with a fragile-ductile rocky behaviour parallel to the host structure and slightly oblique. (Hogson, 1989; Poulsen et Robert, 1989).

Since this type of ore body is low in sulphur, the exploration strategy would be oriented towards geological criteria instead of geophysical criteria. It is important to focus on the sheared zones included in the host rock where high grade iron igneous rock is present. The mapping done by colored mineralised rock is a simple way to localise the more favourable ore zones.

Mineralization: The mineralization is composed of 2 to 10% of fine pyrite disseminated in sheared zones and breaches breaking the diorite. Numerous quartz veins ranging in thickness from a few centimetres to close to 60 centimetres are frequently located in these zones. The veins also contain pyrite, chalcopyrite and visible gold. Silver grades are normally four to five times lower than gold grades.

The McDowell vein is the main gold structure on the property. In assuming that the McDowell West, McDowell and Russian Kid veins form only one vein, it was followed or intercepted on distance of 940 metres with an average width of 1 metre. We can also notice many cross-cut faults which break the quartz carbonated veins. These breaks combined with vertical shears are responsible for the discontinued nature of the mineralization.

Metallurgical test and ore treatment: In 1983, two 45 kg samples from the 130m level of the Beaudoin vein and from the 90m level of the McDowell West vein underwent treatment testing at the Center for Mineral Research (CMR) of the government of Quebec

Gold grades from the Beaudoin and McDowell West veins were 12.8 and 30.3 gr/t Au respectively. Gold recuperation rates with cyanide testing following a recrushing period of 25 minutes of flotation concentrate from the Beaudoin vein attained 95%. However, gold recuperation rates without resorting to recrushing of concentrate from the McDowell West vein were 91-92%.

Table outlining resources

Vein	Category proven		Category probable		Category possible		TOTAL
	Metric tonnes	Grade (oz/t)	Metric tonnes	Grade (oz/t)	Metric tonnes	Grade (oz/t)	Tonnes
McDowell	34 862	0.16	146 654	0.17	222 942	0.19	404 458
Talus	9 960	0.15	50 650	0.17	72 340	0.22	132 950
McDowell West	14 835	0.16	27 035	0.15	19 510	0.27	61 380
Talus West	0	0	56 720	0.25	109 955	0.24	166 675
Shaft	1 458	0.20	18 458	0.23	7 790	0.18	27 706
Beaudoin	1 250	0.15	34 431	0.27	248 990	0.39	284 671
Lachance	0	0	6 420	0.19	1 500	0.15	7 920
Claude West	0	0	7 370	0.65	0	0	7 370
Russian Kid	0	0	22 766	0.18	8 633	0.18	31 399
TOTAL	62 365	0.16	370 507	0.20	691 660	0.28	1 124 529

NOTE: Even though the resource categories used by ABBDL-Tecsult (page 60 ABBDL-Tecsult report) are not in accordance with the National Instrument 43-101, they are stated in this document for the sole purpose to allow the reader to appreciate the significance of each mineralised zone in accordance with the global tonnage and grades of the deposit. The authors of the report did not include the 200,000 tonnes classified as “geological” resources attributed to the Talus vein because additional exploration work is required.

Denain, the property is located in Louvicourt, in close proximity to Val-d'Or, and is a site, on which, the company undertook development work in order to evaluate its future potential. The principal vein, referred to as the south vein, has been intercepted on close to 400 metres in length, and identified to a depth of 100 metres. The technical report prepared by a consulting geologist reports measured and indicated resources of 9,570 ounces and inferred resources of 31,185 ounces. Furthermore, another mineralized structure, referred to as the north vein, has been identified but as of yet no resource calculation has been made. The company, Texas T. Minerals Inc. holds a 15% interest in the property. During the first quarter of the period, an option was granted to Autanabi Resources of Montreal, Quebec to acquire 85% of the property for a period of 24 months starting September 1st, 2006 and includes the following terms. The option calls for a cash payment to Rocmec of \$5,000 upon signature of the agreement, the issuance of 100,000 common shares during the first year, the issuance of an additional 300,000 common shares no later than 18 months following the signature of the agreement and a cash payment of \$2,400,000 within 24 months of the signature of the agreement. Furthermore, a 2.5% NSR is also included in the agreement.

Montauban, the property is located approximately 80 km south-west of Quebec, owned by the company since its founding in 2000. No exploration work was conducted on the site during the past year.

The company has been approached by certain groups interested in acquiring an option on Montauban. Ongoing discussions include an option agreement that would be tied to a partnership agreement. At this stage it is difficult for management to comment on the outcome of the agreement. In the event that no agreement is signed, the company plans on extracting ore by way of thermal fragmentation during the summer of 2007.

On Rocmec's Montauban property, the supracrustal rocks from the Montauban Group property constitute the majority of the outcrop areas and are represented principally within four (4) lithologies: biotite gneiss, amphibolites, quartzites and hornblend-biotite gneiss. However, the biotite gneiss rock is the most prominent on the Montauban property and within the surrounding areas. It is to be noted that the mineralization is generally located in the interface between the previously mentioned lithologies, which are, the biotite gneiss and sillimanite and the amphibolites.

The polymetallic mining site of Montauban, located on the Montauban property operated since the beginning of the century until its closing in 1990. Two types of ore were extracted, 800,000 tonnes of gold-bearing ore grading 3.55 g/t Au and 17.72 g/t Ag and

2,500,000 tonnes of polymetallic ore grading 6.8% Zn, 2.27%Pb, 131 g/t Ag and 1.3 g/t Au. The site is considered as a syngenetic deposit linked in close proximity to exhalites within a volcanic context. The mineralization is basically formed of sphalerite, galena, chalcocypirite in a marble level or an anthophyllite-cordylite-gahnite gneiss associated to sillimanite nodules gneiss and quartzic gneiss. According to certain authors, it is a massive metamorphosed volcanogenic sulphur altered zone. During the mining of the southern section of the mineralised zone, gold and silver were recuperated as by-products, whereas mining and exploration activities on the northern section were concentrated on precious metals. Recent work supports the idea of classifying the Montauban mining site as massive gold-bearing sulphur associated to heavily metamorphosed volcanic rock.

The gold-bearing mineralization on the Montauban property tends to show a certain lateral continuity, controlled by one or more structures that stretch beyond the immediate sectors of the mine. Thus, the Saint-Thomas indicator, located more than 3 kilometres to the south, presents itself as a mineralization with free gold within quartz stockwerk. The authors of the report support the assumption brought forward by certain authors, that the gold-bearing mineralization at Montauban was late in its formation and intersects just about all of the lithologies including the amphibolites. Following work conducted by Muscocho Exploration Ltd., it was thought that the mineralization was located under a particular level of amphibolite; however, the author believes that the mineralization follows a corridor that becomes subhorizontal towards the south. This assumption is valid for the Montauban property considering the presence of a similar lithology within the same structural context. Furthermore, the North and South mineralised zones on the Montauban property display excellent surface continuity observed through overburden removal, trenches spaced at 30 metre intervals and to depth in proximity, as indicated by numerous past and recent diamond drill holes spaced at 30 metre intervals. Zone thicknesses vary from between 1 to 3 metres; however, locally they can reach 10 metres or more. Grades vary from between 1 to 6 g/t Au.

Resource evaluation

Resource estimate done by the Block Method

Zone 1 South

We evaluate the indicated mineral resource of the unmined crown pillar of this zone at 114,473 tonnes with grades of 6, 1 g/t Au and 94 g/t AG, for a total of 22,281 gold ounces and 347,086 silver ounces. Considering a ratio of 73 g Ag pour 1 g Au the equivalent gold grade is 7,3 g/t eqAu (82 % Au et 18 % Ag)

For zone 1 North, we calculate an indicated resource totalling 274,500 tonnes with grades of 2, 8 g/t Au and 15 g/t Ag. for a total of 24,917 gold ounces and 133,912 silver ounces. Considering a ratio of 73 g Ag pour 1 g Au the equivalent gold grade is 3.0 g/t eqAu (93 % Au et 7 % Ag). However, we advise that within this sector 113,284 tonnes with grades of 3.1 g/t Au and 19 g/t Ag (3.4 g/t eqAu), are available in the first 10 metres. The volume corresponds to 46% of the total value of the crown pillar. The above mentioned information was taken from a technical report dated June 2003, prepared by Mr. Jacques Marchand, a consulting engineer geologist.

Courville-Maruska and Vauquelin, are two other properties owned by the company. For the moment they are at the exploration stage. Very little work is planned for both properties during the coming year and Management have not determined when exploration activities will take place.

Financial Aspects

The preparation of financial statements requires the usage of estimates and the formulation of assumptions that effect reported amounts of revenues and expenses and also the amounts of assets and liabilities. Elements reported in the financial statements that require accrued usage of estimates include the calculation of the useful life of assets, amortisation calculations, calculations pertaining to maintenance obligations for out of service assets and those related to income taxes on profits and future mining income taxes. Consequently, actual results could differ from these estimates

Summary of quarterly activities

During the first quarter, the company concentrated its activities on preparing the Rocmec 1 (Russian Kid) site and financing the work planned for the coming year. In order to verify the grades, a bulk sampling permit for 44,000 tonnes was obtained from the Ministry of Natural Resources. Work areas were prepared for thermal fragmentation on the 46 metre level. These areas allowed the company to familiarise itself with the geology of the site and to insure that it would be able to attain sufficient production levels to continue the planned work. During the quarter, the company focussed on preparing two extraction work sites as per its bulk sampling programme. All the necessary services including air, water, electricity, mechanical ventilation, drift maintenance and structural support work have been completed. Diamond drilling was conducted on a regular basis to verify both the angle and grades in preparation for work over the coming months.

During the first quarter, drifting was conducted within the ore. The new drifts will allow the company to employ its thermal fragmentation extraction process to extract ore from one level to the next; meaning from the 46 metre level to the 70 and 90 metre levels, a method advocated by management in order to maximize productivity and minimize extraction costs.

Over the coming months, the company plans on expending the necessary funds to continue the preparation of work sites for bulk sampling. Diamond drilling and exploration drift excavation will allow for further work site preparation. Financings completed since the end of the quarter coupled with current financings will allow the company to pursue the planned work.

ROCMEC MINING INC.First Quarter ended December 31st, 2006

During the last period, the company publicly announced that it received its Canadian patent (no: 2,495,143) from the Canadian patent Office. The patent issued to Rocmec International Inc. grants to the company the exclusive rights to utilise its thermal fragmentation technology as per its licensing agreement. Furthermore, on July 14th, 2006 the company obtained a patent for South Africa. The patent issued to Rocmec International Inc. grants to the company the exclusive rights to utilise its thermal fragmentation technology as per its licensing agreement. The patent number is 2005-4251 and valid for 25 years from the international filing date being November 26th, 2003. Both patents are in addition to the United States patent no: U.S. 6,913,320 received on July 5th, 2005 and the Moroccan patent no: 27552 received on October 3rd, 2005.

Summary of quarterly results

	2 nd 2006	3 rd 2006	4 th 2006	Quarter 1 st 2007
Revenues – management services	164	-	-	-
Stock based remuneration	13,000	-	24,000	77,267
General and Administration expenses	137,276	228,211	443,157	227,265
Amortisation	1,241	1,241	(208)	976
Income Tax from part XII.6	-	-	(2,089)	-
Interest and bank charges	54,999	62,606	199,795	323,253
Financing fees	7,007	17,558	406,461	157,989
Write off of mining properties	-	-	336,205	1,800
Write-off of deferred exploration and development costs	(314,582)	60,849	621,633	90
Future income taxes	(89,704)	(42,654)	(43,912)	(52,600)
Net loss	(190,927)	327,811	1,985,042	736,040
Stock issuance expenses	246,974	303,601	78,359	301,742
Cash flow from operating activities	(928,044)	317,997	(227,908)	(2,851,874)
Investment in fixed assets	2,400	967,279	431,588	15,414
Investment in mining properties	1,182	72,172	286	1,800
Deferred exploration and development costs	780,170	966,328	1,486,317	1,456,936
Cash and cash equivalents	379,064	350,161	16,553	(16,183)
Cash flow	(92,055)	(816,451)	(2,622,603)	(1,856,977)
Shareholder equity	6,630,358	6,586,645	6,075,155	6,413,221
Net loss per share	(0,005)	0,007	0,041	0.013
Weighted average outstanding shares	40,075,243	43,870,872	46,379,541	58,180,296
Shares outstanding	50,633,836	53,059,701	56,574,758	61,248,835

Summary of quarterly results

	2 nd 2005	3 rd 2005	4 th 2005	Quarter 1 st 2006
Revenues – management services	-	22,020	(9)	-
Stock based remuneration	-	-	14,300	-
General and Administration expenses	176,590	194,845	143,609	260,467
Amortisation	1,578	1,577	1,578	1,241
Income Tax from part XII.6	-	-	14,048	-
Interest and bank charges	48,348	43,132	64,036	25,486
Financing fees	-	-	15,000	35,050
Write-off of deferred exploration and development costs	20,370	118,278	133,066	345,693
Future income taxes	-	-	(137,637)	(111,939)
Net loss	246,886	335,812	248,009	555,998
Stock issuance expenses	3,400	31,013	277,219	281,751
Cash flow from operating activities	(26,349)	(202,398)	(138,480)	(519,242)
Investment in fixed assets	294,977	198,841	14,383	11,750
Investment in mining properties	3,036	11,731	2,012	84,000
Deferred exploration and development costs	613,466	(279,482)	(219,347)	266,735
Cash and cash equivalents	126,781	79,336	8,017	41,753
Cash flow	(307,434)	(469,854)	(1,467,290)	(1,632,657)
Shareholder equity	3,918,260	4,141,445	3,855,008	4,175,176
Net loss per share	0,01	0,01	0,01	0.015
Weighted average outstanding shares	27,647,423	28,718,626	29,840,741	36,754,410
Shares outstanding	30,547,022	33,018,897	35,411,728	41,742,927

Summary of financial results for the first quarter of 2007

General and administration expenses

Expenses related to administrative salaries, professional fees, legal expenses, communications and other office expenses. G & A expenses for the first quarter are comparable to the same quarter of last year. Details of G & A expenses are listed in the annual audited financial statements filed with Sedar.

Interest and bank charges

Interest on debentures and the gold loan contracted during the past quarters the represent an important portion of the interest expenses.

Financing Fees

Financing fees represent costs relating to financing activities on loans, debentures and equity financing. During the first quarter, financing fees increase by \$122,939 compared to the same quarter of last year.

Write-off of deferred exploration and development costs

The write-off of deferred exploration and development costs represent costs expended on properties that the company has no intention to conduct further exploration activities.

Results of operations

For the quarter ended December 31st, 2006, operating expenses totalled \$788,640 compared to \$667,937, an increase of \$120,703 over the same period last year.

For the first quarter, the company had a net loss of \$736,040 or \$0.013 per share.

The net loss per share was calculated based on 58,180,296 common shares representing the weighted average outstanding common shares as of December 31st, 2006, compared to 36,754,410 shares representing the weighted average outstanding common shares as of December 31st, 2005.

Data on capital stock

	December 31 2006		September 30 2006		September 30 2005	
	Number	Amount	Number	Amount	Number	Amount
Outstanding at beginning	56,574,758	12,997,688	35,411,728	8,117,588	21,960,022	5,015,294
Issuance of shares for cash	320,000	64,000	3,466,276	415,479	8,484,000	1,613,994
Issuance of shares under flow-through agreements	3,704,077	749,942	9,804,709	2,511,600	2,607,706	942,000
Issuance of shares for acquisition of mining properties	-	-	875,000	136,628	2,360,000	546,300
Issuance of shares on the exercise of stock options and warrants	650,000	132,757	150,000	34,800	-	-
Issuance of shares for settlement of debt	-	-	6,867,045	1,781,593	-	-
Outstanding at end	61,248,835	13,944,387	56,574,758	12,997,688	35,411,728	8,117,588

Liquidity and financial condition

Liquidity

At December 31st, 2006, the company had a negative bank balance position of \$16,183 plus \$112,527 that was set aside for development and exploration expenditures, compared to \$41,753 and \$345,024 at the same period last year.

Tax credit receivable

Tax credit receivables total \$1,453,848, compared to \$488,662 for the same period last year. At December 31st, 2006, the amount includes a 2006 tax credit relating to mineral resources of \$656,885, a mining rights tax credit for 2004, 2005 and 2006 of \$243,486, an estimated reimbursable tax credit relating to mineral resources of \$452,610 and a mining rights tax credit of \$100,867 accumulated over the current period.

Fixed assets

During the quarter, the company acquired equipment, composed mostly of equipment for operations, totalling \$15,414 compared to \$11,750 for the same quarter last year.

Mining properties

During the first quarter, the company invested \$1,456,936 in deferred exploration and development costs compared to \$266,735 for the same quarter last year. The majority of the investments were on the Rocmec 1 (Russian Kid) property and the company plans on continuing to invest in the property over the next quarters.

Intangible assets

During the previous period, the company filed, in the name of Rocmec International Inc, patent requests covering 7 countries including Canada, the related costs of \$5,736 were capitalised as intangible assets.

Assets

As at December 31st, 2006, the company's assets totalled \$13,926,506, an increase of \$7,052,244 compared to December 31st, 2005. The increase is due to the various financing that were completed during the period.

Cash flow insufficiency

As of December 31st, 2006, the company faces a cash flow insufficiency. In order to rectify the situation a series of financing were completed after the end of the quarter.

Loans

During the previous period, the company contracted loans totalling \$2,000,000 with companies and individuals unrelated to the company. The loans, qualified as gold loans, bear a 1% monthly interest rate, payable quarterly, beginning November 30th, 2006. Reimbursement will be in gold ounces. As of December 31st, 2006, the balance remaining is \$1,500,000.

Debentures

During the quarter, the company issued a series of debentures to companies and individuals unrelated to the company. The debentures total \$1,500,000 as described in the quarterly financial statements. They bear an annual interest rate of 12%, (effective rate 28.81%) maturing on December 31st, 2008. The liability component of the debentures is evaluated at \$1,346,000 and the equity component evaluated at \$154,000.

Off-balance sheet arrangements

The company has no off-balance sheet arrangements.

Related party transactions

During the year the company had no related party transactions.

Modification of accounting principals

The company has maintained the same accounting methods, practices and principals as in the past.

Income taxes on profits and future income taxes

Note that the income taxes on profits and future income taxes have been accounted for as both assets and liabilities, the reason being is that the amounts originate from different tax levels such as: federal, provincial and mining income taxes.

Risks and uncertainties**Financial Risks**

An important part of the company's activities may be considered as exploration. In order to continue its exploration and development activities, the company must obtain financing either through existing financial resources or through additional equity or quasi-equity financing. However, even though the company has been successful in the past in raising the required funds there can be no assurance that the company will be able to raise such additional equity.

All of the company's properties are at the exploration and development stage. The long-term profitability of the company's operations will be in part directly related to the cost and success of its exploration and subsequent development programmes, which may be affected by a number of factors. These include the quantity and quality of the ore, the cost to develop infrastructure for production, the financing costs, as well as the market price of gold.

Environmental risks

The company is subject to different environmental incidents that may occur during exploration or development work. Management has implemented programs to manage the risks involved, which include various plans and operational practices.

Flow-through shares

The company is partly financed by the issuance of flow-through shares. However, there is no guarantee that the funds expended by the company will qualify as Canadian exploration charges, even if the company has taken all the necessary measures for this purpose.

Dividend policy

Since the date of incorporation, the company has not declared nor paid a dividend on its common shares. All decisions pertaining to the payment of dividends to holders of common shares shall be the responsibility of the Board of Directors and will be based on the financial situation of the company, its funding requirements to insure future growth and any other pertinent factor given the circumstances.

Evaluation and effectiveness of disclosure controls and procedures

The Company has established and maintains disclosure controls and procedures over financial reporting. The certifying officers have evaluated the effectiveness of the issuer's disclosure controls and procedures as of August 31st, 2006 and have concluded that such procedures are adequate and effective to ensure accurate and complete disclosures in annual filings.

Other information

The discussion and analysis of the interim financial results as of December 31st, 2006 should be read in conjunction with the company's annual audited financial statements for the period ended September 30th, 2006 and 2005. Additional information may be obtained from the company filings on www.sedar.com

On Behalf of the Board
Dated February 28th, 2007

Donald Brisebois (s)

Donald Brisebois
President and CEO

Daniel Gilbert (s)

Daniel Gilbert c.a.
Vice-President and CFO