## MANAGEMENT DISCUSSION AND ANALYSIS

(All amounts are in Canadian dollars)

The following Management's Discussion and Analysis « MD&A » presents results of operations and material changes in financial condition of Rocmec Mining Inc. « Rocmec » and constitutes management's review of various elements that have impacted the company's operational and financial performance for the period ended June 30th, 2009. The following MD&A, dated August 27th, 2009 should be read in conjunction with the company's audited financial statements dated June 30th, 2009 and 2008, including related notes to the financial statements. 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 concentrates its operations on thermal fragmentation: within its own narrow vein deposits, in partnership with other producers and on licensing agreements with other mining companies.

The 44,000 tonne bulk-sampling program currently underway at the Rocmec 1 mining site, located near Rouyn-Noranda in Abitibi, Quebec, allows the Company to use the thermal fragmentation process to verify the grades contained within the mineralised structures.

During the third quarter, The Company has continued milling the tons of mineralised rock currently stockpiled underground and should be completed during the fourth quarter. Once the milling of the tonnes extracted from the bulk sampling programme is completed, The Group SGS Geostat can complete the full report on the results obtained.

The Company aims to acquire, alone or in partnership, mining properties that are sustainable to ore extraction using the thermal fragmentation process. In relation to this aspect of Rocmec's mission, the Company acquired 40% of the Puma property in Peru. This partnership agreement provides that Rocmec will be the operator of the site which consists of six (6) mining concessions and could acquire an additional 30% for 5 million US dollars. Furthermore, the Company has signed an agreement concerning the operating rights of the Ofir property in Peru. This agreement provides that Rocmec may acquire 100% of the property by paying the sum of $1.2 million US dollars. These 2 agreements were concluded during the quarter and preparation of the legal documentation is still in progress.

In order to attain its objective of obtaining service contracts using its thermal fragmentation mining method, Rocmec began, during the quarter, work for a client in Nevada and mobilized thermal equipment for another client in Mexico.

The service contracts themselves are an important milestone for Rocmec because they generate recurring revenues for the Company. The revenue structure for contracts is based on shared savings achieved using the thermal fragmentation process compared to the commonly used method. Rocmec receives a fixed amount based on linear metres extracted and the contracts also include a clause providing for a minimum monthly payment, if necessary.

For the contract in Nevada, Rocmec is employing its new model of thermal fragmentation units dubbed the "mini-dragon" which has been specifically designed to operate in very narrow drifts with widths of 1.3 metres or more. The client has the following responsibilities: sub-level development, mining services, mucking and milling, whereas, Rocmec has the responsibility of focusing on fragmenting the mineralised corridors from within the sub-levels. Each stope is roughly 45 metres long and 15 metres high between the sub-levels and a mineralised corridor has an average width of 0.5 metres.

Regarding the contract in Mexico, Rocmec began mobilization during the quarter. The thermal fragmentation unit has arrived on site and Rocmec's employees are prepared to commence fragmenting the first series of pilot holes previously drilled by the client. This mine is very suitable for the thermal fragmentation mining method considering the numerous narrow veins located within the deposits.

For the clients, the advantages of using Rocmec's thermal fragmentation mining process are numerous: significant reduction in mining waste rock, increased operational safety, improved productivity and reduction in mucking, transportation, milling and backfill costs.

To date, Rocmec is pleased with the progress and results achieved. The successful deployment of the process has generated significant interest in Nevada and surrounding areas, representing new business opportunities for Rocmec's patented thermal fragmentation mining method.

**MANAGEMENT DISCUSSION AND ANALYSIS**
(All amounts are in Canadian dollars)

The company's properties are located in the North western region of Quebec and also in the region of Quebec. Its head office is located in Vaudreuil-Dorion, Quebec.

**Patents**

The company owns the exclusive rights to a Canadian patent issued by 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. The Canadian patent number is 2,495,143. Furthermore, during the quarter, the Company obtained a Tanzanian patent bearing the number TZ/P/05/00085 dated June 1st, 2005. 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. This patent is in addition to the United States patents no: U.S. 6,913,320 received on July 5th, 2005 and patent no: U.S. 7,195,320 B2 received on March 27th, 2007, the Moroccan patent no: 27552 received on October 3rd, 2005, the South African patent no: 2005-4251 received on July 14th, 2006, the Mexican patent no: PA/a/2005/005613 dated May 25th, 2005, the Russian patent no: 2005120014 dated June 24th 2006 and the Australian patent no:2003285235 dated November 5th 2003.

**Properties**

**Rocmec 1**

**Infrastructures**: The property includes a 100m deep two-compartment shaft, an 844 metre decline allowing access to three levels (50, 90, 110 and 130 metres). On these levels a total of 2000 metres (drifts and cross-cut drift) were driven. The Rocmec 1 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 varies from N070° to N090° with a dip of 55° to 80° towards the south. 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 property are quartz-carbonated narrow veins included in an intrusive rock with included quartz or granophyric textures. The narrow veins 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 shaped 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 gold mineralization at the Rocmec 1 Property is linked to east-northeast, centimetric and metric-wide quartz veins, dipping moderately to steeply to the south, within a kilometre in length by 600 meters wide gabbro to granodiorite intrusive host. There are at least six major vein systems identified on the property; however recent underground work by the Company has confirmed that several veins are likely part of the same system, simply offset by north trending faults. The veins are part of diverging / converging or anastomosing fracture system than includes shearing, alteration (silica, chlorite, sericite, epidote and carbonate) and 2 to 10% disseminated and vein-type pyrite that can attain overall widths in excess of 30 meters.

**The best known vein system is termed the McDowell Zone that may include three different vein sets, and has been recognized over a 1,660 meter long strike length, to a 317 meter depth, carrying an average of 6.07 g/t gold capped at 45 g/t over a 0.82 meter horizontal width.**

**MANAGEMENT DISCUSSION AND ANALYSIS**
(All amounts are in Canadian dollars)

**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 of Resources**

| TONNAGE-GRADE VARIATIONS BASED ON TWO CUT-OFF GRADES* | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | MEASURED CATEGORY | | | INDICATED CATEGORY | | | | INFERRED CATEGORY | | |
| Cut-off Grade (g/t) | Tonnes | Grade (g/t gold) | Ounces | Tonnes | Grade (g/t gold) | Ounces | | Tonnes | Grade (g/t gold) | Ounces |
| 3.0 | 91 600 | 6.72 | 19 800 | 274 200 | 6.37 | 56 100 | | 955 200 | 10.37 | 318 450 |
| 0.1 | 107 800 | 6.06 | 21 000 | 414 000 | 4.92 | 65 550 | | 2 250 000 | 6.32 | 456 900 |

* Calculations are in metric units with results rounded to reflect their true estimated nature. Mineral Resources are not Mineral Reserves, since Mineral Reserves have a demonstrable economic viability. Système Géostat International Inc. has verified and is not aware of any environmental, permitting, legal, claim title, taxation, socio-political, marketing or other constraints that could affect the resource estimate.

After more than one year of exploration and development work, the Company now has a calculation of mineral resources in accordance with National Instrument 43-101 for the Rocmec 1 property. The Company estimates that there is a significant opportunity to expand the resources based on the kilometric-long gold corridor on the property.

As defined by the standards of National Instrument 43-101, the qualified person, charged with resource estimates is Mr. Claude Duplessis, P. Eng., of Système Géostat International Inc. The gold mineral resources were estimated on regular blocks on longitudinal sections by the inverse of distance method. The gold zones are: Front West, McDowell, Talus, Shaft, Boucher and Boucher 2. The average true widths of the gold zones vary from 0.61 meters to 2.32 meters. High grade capping was done on the raw data and established at 45 g/t gold. The known mineralization now lies from surface to a vertical depth of 400 meters and was delineated over a strike length of approximately 1.66 kilometres and individual widths of up to 4.10 meters. The complete National Instrument 43-101 Technical Report from Systèmes Géostat International Inc. has been filed on SEDAR (at www.sedar.com) under Rocmec Mining Corporation Inc.

**Denain,**
The property is located in Louvicourt, in close proximity to Val-d'Or, is one of the sites 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.

**Montauban,**
The property is located approximately 80 km southwest of Quebec City and is 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.

**MANAGEMENT DISCUSSION AND ANALYSIS**
(All amounts are in Canadian dollars)

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 mineralization is basically formed of sphalerite, galena, chalcopyrite 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:** For the south Zone 1**,** the Company evaluates 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 north zone, 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,**
For the moment this is at the exploration stage. Very little work is planned for this property during the coming year and Management have not determined when exploration activities will take place.

**MANAGEMENT DISCUSSION AND ANALYSIS**
(All amounts are in Canadian dollars)

## Summary of quarterly activities

During the third quarter, the business activities focused primarily on continuing extraction work at its Rocmec 1 site and on acquiring financing for the work planned in the coming year. The Company continued milling the tons of mineralised rock currently stockpiled underground and it should continue during the fourth quarter. During the quarter a total of 1,204 tonnes were treated during this period. Processing these tonnes allowed us to extract close to 395 kg of gravity concentrate and approximately 39 tonnes of sulphide concentrate. These concentrates will be treated during the next quarter and the results obtained will allow an initial conciliation of the ounces recovered.

Finally, Rocmec commissioned a qualified firm to prepare the surface diamond drilling campaign planned for the end of 2009 and to prepare a full report on the results obtained.

Rocmec has acquired 40% of the Puma property in Peru. This partnership agreement provides that Rocmec will be the operator of the site which consists of six (6) mining concessions and could acquire an additional 30% for 5 million US dollars. Furthermore, the Company has signed an agreement concerning the operating rights of the Ofir property in Peru. This agreement enables Rocmec to acquire 100% of the property by paying the sum of $1.2 million US dollars. In both cases, the parties are currently completing the legal documentation allowing Rocmec to commence operations, management expects to start operations during 2009.

### Service Contracts

For the contract in Nevada, Rocmec is employing its new model of thermal fragmentation units dubbed the "mini-dragon" which has been specifically designed to operate in very narrow drifts with widths of 1.3 metres or more. The client has the following responsibilities: sub-level development, mining services, mucking and milling, whereas, Rocmec has the responsibility of focusing on fragmenting the mineralised corridors from within the sub-levels. Each stope is roughly 45 metres long and 15 metres high between the sub-levels and a mineralised corridor has an average width of 0.5 metres. During the quarter the Company assumed the cost of preparing equipment, the establishment of inventories, mobilization, commencement of work, while revenues from mining only started as of July 2009.

Regarding the contract in Mexico, Rocmec began mobilizing during the quarter. The thermal fragmentation unit has arrived on site and Rocmec's employees are prepared to commence fragmenting the first series of pilot holes previously drilled by the client. This mine is very suitable for the thermal fragmentation mining method considering the numerous narrow veins located within the deposits.

Several targeted visits were organized and representatives of the mining industry present at these meetings demonstrated a keen interest towards this new mining method. The discussions with several mining producers have continued and have helped to progress to serious negotiations with one of them.

In order to respond to the demand for service contracts, Rocmec has mandated an equipment manufacturer to assemble 5 thermal fragmentation units. During the quarter the two thermal fragmentation units currently on the Rocmec 1 site have been modified in order to correspond to the needs of the mining method. Thereafter, the manufacturer began assembling a third thermal fragmentation unit as well as proceeding to the manufacturing of a small-dimension fragmentation unit (Mini-Dragon) for the contract in Nevada.

**MANAGEMENT DISCUSSION AND ANALYSIS**
(All amounts are in Canadian dollars)

## Summary of quarterly results

| | | | | Quarter |
|---|---|---|---|---|
| | 4th 2008 | 1st 2009 | 2nd 2009 | 3rd 2009 |
| Contracts income | - | 149,573 | 16,926 | 127,665 |
| Gross profit | - | 15,684 | (98,236) | (79,824) |
| Stock-based remuneration | 95,759 | - | - | - |
| General and Administration expenses | 198,424 | 259,307 | 280,852 | 234,674 |
| Amortisation | 1,910 | 5,705 | 2,800 | 2,697 |
| Income Tax from part XII.6 | (17,427) | 8,982 | 2,208 | 51,115 |
| Interest and bank charges | 256,921 | 312,857 | 304,123 | 278,265 |
| Financing fees | 77,159 | 71,343 | 63,205 | 33,903 |
| Gain on evaluation of precious metal | (635) | 4,703 | 1,389 | (407) |
| Loss (gain) on exchange rate | - | 733 | (3,022) | 7,506 |
| Write off of mining properties | 1,259,793 | 20,180 | 700 | - |
| Write-off of deferred exploration and development costs | 1,950,695 | - | - | - |
| Future income taxes | (3,096,034) | (152,419) | 901,193 | (104,840) |
| **Net loss (earning)** | 4,222,524 | 820,545 | (150,702) | 792,417 |
| Stock issuance expenses | (103,241) | (150,164) | (1,173,031) | (427,244) |
| Cash flow from operating activities | (473,137) | (550,243) | (301,236) | (995,407) |
| Investment in fixed assets | 384,585 | 95,254 | 383,857 | 57,098 |
| Investment in mining properties | 5,100 | 20,180 | 975 | - |
| Deferred exploration and development costs | 1,153,919 | 1,270,161 | 1,270,804 | 873,667 |
| Cash and cash equivalents | - | - | - | - |
| Cash flow | (3,255,371) | (4,166,468) | (4,899,242) | (5,101,884) |
| Shareholder equity | 11,091,303 | 11,240,017 | 11,753,946 | 12,772,884 |
| Net loss per share | 0.034 | 0.006 | ( 0.001) | 0.005 |
| Weighted average outstanding shares | 123,283,929 | 142,607,914 | 149,934,736 | 158,859,543 |
| Shares outstanding | 138,963,295 | 151,064,598 | 166,394,598 | 193,698,499 |

**MANAGEMENT DISCUSSION AND ANALYSIS**
(All amounts are in Canadian dollars)

## Summary of quarterly results

| | 4th 2007 | 1st 2008 | 2nd 2008 | Quarter 3rd 2008 |
|---|---|---|---|---|
| Stock-based remuneration | - | 52,284 | - | - |
| General and Administration expenses | 162,206 | 283,523 | 270,951 | 167,084 |
| Amortisation | 2,086 | 1,925 | 1,871 | 1,957 |
| Income Tax from part XII.6 | - | - | 42,208 | 53,198 |
| Interest and bank charges | 391,195 | 217,046 | 209,025 | 215,751 |
| Financing fees | 43,919 | 4,026 | 17,033 | 63,006 |
| Gain on evaluation of precious metal | (511) | 12,511 | 4,306 | 3,693 |
| Write-off of mining properties | 212,331 | - | 800 | - |
| Write-off of deferred exploration and development costs | 25,182 | - | - | - |
| Future income taxes | 906,181 | (123,284) | 1,944,056 | (79,046) |
| **Net loss** | 839,952 | 694,599 | (1,410,369) | 583,735 |
| Stock issuance expenses | (562,649) | (713,849) | 2,212,558 | 119,656 |
| Cash flow from operating activities | 2,284,001 | (397,076) | (479,726) | (316,773) |
| Investment in fixed assets | 67,964 | 116,592 | 4,560 | 1,073,026 |
| Investment in mining properties | (4,575) | 81,788 | 192,993 | 30,486 |
| Deferred exploration and development costs | 1,460,244 | 1,209,089 | 1,288,960 | 653,915 |
| Cash and cash equivalents | - | - | - | - |
| Cash flow | (1,475,701) | (472,688) | (2,922,307) | (2,548,723) |
| Shareholder equity | 9,936,126 | 13,758,092 | 13,619,629 | 14,133,237 |
| Net loss per share | 0.022 | 0.006 | (0.012) | 0.005 |
| Weighted average outstanding shares | 71,610,419 | 112,534,367 | 116,063,756 | 119,328,570 |
| Shares outstanding | 90,470,166 | 118,569,745 | 122,529,539 | 132,671,204 |

## MANAGEMENT DISCUSSION AND ANALYSIS

(All amounts are in Canadian dollars)

## 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 financial results for the third quarter of 2009

**Contract income**
The contract income comes from leasing and work done for other mining companies using the thermal fragmentation mining method. During the quarter, the Company recorded a contract income of $127,665.

**Gross profit**
The gross profit (gross loss) comes from the income earned on the service contracts less the direct costs related to these contracts including the depreciation and interest on the equipment used to perform this work.

**General and administration expenses**
Expenses related to administrative salaries, professional fees, legal expenses, communications and other office expenses. The remaining general and administration expenses are $67,590, higher in comparison to same period last year. Details of G & A expenses are listed in the interim financial statements filed with Sedar.

**Interest and bank charges**
Interest on debentures, the loan secured by a modular plant under construction and other loans represent an important portion of the interest expenses. During the quarter, interest and bank charges increased by $62,514 compared to the third quarter of the previous year.

**Financing Fees**
Financing fees represent costs relating to financing activities on loans, debentures and equity financing. During the quarter, financing fees totalled $33,903 compared to $63,006 for the same quarter 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 of conducting further exploration activities.

**Results of operations**
For the quarter ended June 30, 2009, operating expenses totalled $607,753 compared to $504,689, an increase of $103,064 over the same period last year.

For the third quarter, the company had a net loss of $792,417 or $0.005 per share.

The net loss per share was calculated based on 158,859,543 common shares representing the weighted average of outstanding common shares as of June 30, 2009, compared to 119,328,570 shares representing the weighted average outstanding common shares as of June 30, 2008.

**MANAGEMENT DISCUSSION AND ANALYSIS**
(All amounts are in Canadian dollars)

**Data on capital stock**

| | June 30 2009 | | September 30 2008 | | September 30 2007 | |
|---|---|---|---|---|---|---|
| | Number | Amount | Number | Amount | Number | Amount |
| **Outstanding at beginning** | **138,963,295** | **25,283,415** | **90,470,166** | **19,216,927** | **56,574,758** | **12,997,688** |
| Issuance of shares for cash | 9,081,457 | 405,402 | 2,474,676 | 274,081 | 13,813,810 | 2,336,269 |
| Issuance of shares under flow-through agreements | 42,056,570 | 2,990,791 | 45,320,440 | 5,674,853 | 19,061,977 | 3,666,258 |
| Issuance of shares for acquisition of mining properties | - | - | - | - | - | - |
| Issuance of shares on the exercise of stock options and warrants | - | - | - | - | 650,000 | 132,757 |
| Issuance of shares for settlement of debt | 3,106,606 | 224,000 | 178,274 | 24,000 | 319,621 | 68,000 |
| Brokers warrants fees | 490,571 | 27,450 | 519,739 | 93,554 | - | - |
| Exercise of share purchase options | - | - | - | - | 50,000 | 15,955 |
| **Outstanding at end** | **193,698,499** | **28,941,058** | **138,963,295** | **25,283,415** | **90,470,166** | **19,216,927** |

**Liquidity and financial condition**

**Liquidity**
At June 30, 2009, the company has a bank overdraft position of $18,155 that was set aside for development and exploration expenditures, compared to a bank overdraft position of $31,415 at the same period last year.

**Tax credit receivable**
Tax credit receivables total $808,095, compared to $1,403,459 for the same period last year. At June 30, 2009, the amount includes a mining rights tax credit for 2007 and 2008 of $808,095.

**Fixed assets**
During the quarter, the company acquired equipment totalling $57,098 compared to $1,073,026 for the same period last year. These acquisitions consist primarily of equipment needed for service contracts operation.

**Mining properties**
During the third quarter, the Company invested $873,667 in deferred exploration compared to $1,080,315 during the corresponding quarter of the previous year. These investments have been made principally on the Rocmec 1 property. The Company continues to develop this property and it plans on continuing to invest in the property during the next quarters.

**Intangible assets**
During the previous period, the company filed, in the name of Rocmec International Inc, patent requests covering 8 countries including Canada. The costs related to the patent requests are capitalised as an intangible asset. During the quarter, the Company has not incurred any costs related to these requests.

**Assets**
As at June 30, 2009, the company's assets totalled $23,345,398 an increase of $1,915,279 compared to March 30, 2009.

**MANAGEMENT DISCUSSION AND ANALYSIS**
(All amounts are in Canadian dollars)

**Cash flow insufficiency**
As of June 30, 2009, the company faces a cash flow insufficiency. In order to rectify the situation a series of financing was completed after the end of the quarter.

**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 that the amounts originate from different tax levels such as: federal, provincial and mining income taxes.

**Off-balance sheet arrangements**
The company has no off-balance sheet arrangements.

**Related party transactions**
The company has no related party transaction.

**New accounting standards**
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 Accountants. 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 have not yet come into effect and have not yet been 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. These 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.

RISKS AND UNCERTAINTIES

**Financial Risks**
An important part of the company's activities may be considered as exploration. It must regularly obtain financing in order to continue its exploration activities and development. Despite the fact that the company has been successful in the past, there is no guarantee that they will succeed in the future.

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.

## MANAGEMENT DISCUSSION AND ANALYSIS
(All amounts are in Canadian dollars)

### 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 June 30, 2009 and have concluded that such procedures are adequate and effective to ensure accurate and complete disclosures in annual filings.

### Forward-looking statements
This Management's Discussion and Analysis contains forward-looking statements that include risks and uncertainties. When used in this Report, the words "estimate," "project," "anticipate," "expect," "intend," "believe," "hope," "may" and similar expressions, as well as "will," "shall" and other indications of future tense, are intended to identify forward-looking statements. The forward-looking statements are based on current expectations and apply only as of the date on which they were made. These forward-looking statements involve risks, uncertainties and other factors that in some cases have affected our historical results and could cause actual results in the future to differ significantly from the results anticipated in forward-looking statements made in this Report. Important factors that could cause such a difference are discussed in this Report, particularly in the sections entitled "Risks and uncertainties". You are cautioned not to place undue reliance on the forward-looking statements.

The factors that could cause actual results to differ materially from those indicated in such forward-looking statements include the grade of ore mined and unforeseen difficulties in mining operations that could affect revenues and production costs. Other factors, such as uncertainties regarding government regulations, could also affect the results. We undertake no obligation to update or revise our forward-looking statements, whether as a result of new information, future events or otherwise.

### Other information
The discussion and analysis of the interim financial results as of June 30, 2009 should be read in conjunction with the company's annual audited financial statements for the period ended September 30, 2008 and 2007. Additional information may be obtained from the company filings on the following website www.sedar.com in the documents filed by the Company.

On Behalf of the Board
Dated August 27, 2009

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|---|---|
| Donald Brisebois (s) | Daniel Gilbert (s) |
| Donald Brisebois<br>President and CEO | Daniel Gilbert CA<br>Vice-President and CFO |