Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Reporting Issuer

Javelina Resources Ltd.
The Exchange Tower, 130 King Street West
Suite 3680
Toronto, Ontario M5X 1B1

Item 2. Date of Material Change

December 5, 2012

Item 3. News Release

The news release was disseminated on December 5, 2012 through Market subsequently filed on SEDAR.

Item 4. Summary of Material Changes

On December 5, 2012 Javelina Resources Ltd. ("**Javelina**"), a capital pool company listed on the TSX Venture Exchange (the "**TSXV**"), announced that Javelina, BuyFX Ltd. ("**BuyFX**") and a wholly-owned subsidiary of Javelina ("**Subco**") entered into an amalgamation agreement (the "**Amalgamation Agreement**") whereby Javelina will acquire all of the issued and outstanding shares of BuyFX, an arm's length party.

BuyFX operates a peer to peer foreign exchange matching platform through its wholly-owned UK subsidiary. Pursuant to the Amalgamation Agreement, BuyFX, Subco and Javelina will complete a "three cornered" amalgamation wherein BuyFX will amalgamate with Subco and all of the outstanding ordinary shares of BuyFX ("**BuyFX Shares**") will be exchanged for common shares of Javelina ("**Javelina Shares**") resulting in the issuance of 40,000,000 Javelina Shares by Javelina to BuyFX shareholders (the "**Transaction**").

The Transaction and the Offering (as defined below) will constitute Javelina's Qualifying Transaction, as defined in Policy 2.4 of the TSXV (the "**Policy**"). Pursuant to the Amalgamation Agreement, it is agreed that the Qualifying Transaction will be completed on or before February 28, 2013. In connection with the Qualifying Transaction and as required by the Policy, the common shares of Javelina were halted from trading on the TSXV on December 4, 2012.

In connection with the Transaction, Javelina intends to complete a concurrent brokered equity financing of a minimum of $1,500,000 (the "**Offering**"). Additional details of the Offering will be provided once confirmed.

In connection with the Transaction, Javelina has agreed to make a loan of up to $225,000 to BuyFX prior to completion of the Transaction, with an initial advance of $25,000 upon execution of the Amalgamation Agreement and a further $200,000 upon approval of the TSXV. In connection with the loan, BuyFX has agreed to grant a security interest in all of its assets and undertaking to Javelina as evidenced by a general security agreement, a share pledge of the shares of Midpoint and a conditional assignment of BuyFX's intellectual property, including its patent.

Item 5. Full Description of Material Change

Please see attached news release dated December 5, 2012.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8. Executive Officer

For further information, please contact Dennis Gibson, at (416) 599-4959.

Item 9. Date of Report

This material change report is dated December 17, 2012.

FOR IMMEDIATE RELEASE

JAVELINA RESOURCES LTD. ANNOUNCES QUALIFYING TRANSACTION WITH BUYFX LTD.

TORONTO, ON, December 5, **2012** — Javelina Resources Ltd. ("**Javelina**") (TSX Venture Exchange: JRL.P), a capital pool company listed on the TSX Venture Exchange (the "**TSXV**"), is pleased to announce that on December 5, 2012, Javelina, BuyFX Ltd. ("**BuyFX**") and a wholly-owned subsidiary of Javelina ("**Subco**") entered into an amalgamation agreement (the "**Amalgamation Agreement**") whereby Javelina will acquire all of the issued and outstanding shares of BuyFX, an arm's length party. As described in detail below, BuyFX operates a peer to peer foreign exchange matching platform through its wholly-owned UK subsidiary. Pursuant to the Amalgamation Agreement, BuyFX, Subco and Javelina will complete a "three cornered" amalgamation wherein BuyFX will amalgamate with Subco and all of the outstanding ordinary shares of BuyFX ("**BuyFX Shares**") will be exchanged for common shares of Javelina ("**Javelina Shares**") resulting in the issuance of 40,000,000 Javelina Shares by Javelina to BuyFX shareholders (the "**Transaction**").

The Transaction and the Offering (as defined below) will constitute Javelina's Qualifying Transaction, as defined in Policy 2.4 of the TSXV (the "**Policy**"). Pursuant to the Amalgamation Agreement, it is agreed that the Qualifying Transaction will be completed on or before February 28, 2013. In connection with the Qualifying Transaction and as required by the Policy, the common shares of Javelina were halted from trading on the TSXV on December 4, 2012.

The Transaction is an arm's length transaction and Javelina will not be required to obtain shareholder approval of the Qualifying Transaction. Pursuant to the requirements of the Policy, Javelina anticipates filing a prospectus in connection with the Transaction. Upon completion of the Qualifying Transaction, Javelina expects to be a Tier 2 technology issuer on the TSXV. BuyFX is in the process of preparing audited financial statements in accordance with IFRS and, as required by the Policy, further financial information of BuyFX will be disclosed in a future press release.

The Compliance and Disclosure Department of the TSXV has advised Javelina that because Javelina will not have completed a qualifying transaction on or before the second anniversary of the listing of its shares on the TSXV (December 7, 2012), Javelina's shares will be suspended from the TSXV effective as of December 11, 2012. As a result, Javelina will have a 90 day period, which expires on March 11, 2013, within which to (i) complete the Qualifying Transaction with BuyFX; (ii) subject to obtaining shareholder approval, transfer the listing of its shares to the NEX board of the TSXV; or (iii) delist its shares from the TSXV.

BuyFX

BuyFX is a private company incorporated pursuant to the laws of Bermuda. BuyFX operates a peer to peer foreign exchange matching platform through its wholly-owned UK subsidiary, Midpoint & Transfer Ltd. ("**Midpoint**"). The platform allows any registered and authorised individuals or companies to conduct foreign exchange transactions for a transparent fee at the Interbank midpoint or mid-market rate.

Midpoint is registered in London, UK with both the Financial Services Authority ("**FSA**") and Her Majesty's Revenue and Customs ("**HMRC**"), the regulatory bodies for payment services in the UK. Midpoint has launched its service in three initial currencies, USD, EUR and GBP, and has plans to extend its offering to other currencies as the business develops. The company's operations and technology platforms have been designed to scale and there are no limitations on the number of currencies that can be offered over time. The initial currencies selected are used in the majority of global trade transactions and the company's management plan to add other currencies as demand dictates.

Midpoint creates an open market for foreign exchange transactions by directly matching buyers and sellers of a currency at the midpoint of the relevant currency pair interbank cross-rate. By charging a transparent fee the business model dramatically reduces spreads and excessive service fees normally incurred by the client.

The Midpoint management team are pursuing a number of sales and marketing strategies to scale up its business. The target client base for the business includes Small and Medium sized Enterprises (SME's) and individuals, two client segments that traditionally find it difficult to access competitive foreign exchange services. In the SME sector Midpoint will target industry sectors which engage in frequent foreign exchange transactions, such as tourism, fresh flowers, wine and fresh produce. Individuals that will be targeted include ex-patriot white collar workers, wealthy individuals, foreign home owners and migrant workers.

Users of the Midpoint service are not required to pre-fund an account (unlike with competitive offerings) and as a result users keep the interest on the "float". In addition, unlike other competitive offerings, users take no counterparty credit risk on Midpoint. Once a match is found, a user receives an instruction to remit his contracted funds to a segregated trust account at one of the many money centre banks used by Midpoint's payment service provider, Earthport plc, listed on the AIM market in London.

BuyFX was seed funded by Thomas Cook Financial Services (now Travelex/Western Union), ACI Worldwide Inc (NASDAQ: ACIW), Sidley Austin, and Origin IP lawyers in 2000. Currently, the only controlling shareholder of BuyFX is John G. Booth who currently resides in the United Kingdom.

BuyFX has been granted US patent 7,194,481 in 2007 - a computer based system which allows buyers and sellers to be efficiently matched. Authorised users place an order for their currency requirements on the system which then identifies matching trade(s) which are priced and settled at the mid-point of the Interbank rate. The system is able to indentify complex chains of matches enabling Midpoint to offset multiple counterparties transacting in multiple currencies, dramatically increasing the efficiency of the matching process.

Midpoint completed its first trade in July 2012 and its website is currently live for trading in the three currencies mentioned above (www.midpoint.com).

Offering

In connection with the Transaction, Javelina intends to complete a concurrent brokered equity financing of a minimum of $1,500,000 (the "**Offering**"). Additional details of the Offering will be provided once confirmed.

Amalgamation Agreement

Pursuant to the Amalgamation Agreement, Javelina, Subco and BuyFX have agreed to complete the Transaction pursuant to which, among other things, Subco and BuyFX will amalgamate pursuant to the provisions of the *Companies Act* (Bermuda) to form a wholly-owned subsidiary of the Resulting Issuer (as defined below), and each BuyFX shareholder (other than a BuyFX shareholder who exercises dissent rights) will be entitled to receive one Javelina Share for every 4.774423325 BuyFX Shares held by such BuyFX shareholder.

Upon completion of the Transaction, Javelina (the "**Resulting Issuer**") will change its name to "Midpoint Holdings Inc." or such other name as may be approved by BuyFX, the TSXV and any other governmental authority having jurisdiction. The Resulting Issuer will be subject to the *Business Corporations Act* (British Columbia), have its head office in Toronto, Ontario, and will carry on the business of BuyFX.

Upon completion of the Transaction, former BuyFX shareholders will become shareholders of the Resulting Issuer. Prior to giving effect to the Offering, the Resulting Issuer will have 49,690,000 issued and outstanding Resulting Issuer shares (on a non-diluted basis), 40,000,000 to be held by former BuyFX shareholders and 9,690,000 to be held by former Javelina shareholders which represents ownership of the Resulting Issuer of approximately 80.5% by former BuyFX shareholders and approximately 19.5% by former Javelina shareholders, on an undiluted basis.

Completion of the Transaction will be subject to certain conditions including, without limitation: (a) completion of the Offering and the Transaction by no later than February 28, 2013, unless otherwise agreed by BuyFX and Javelina; (b) receipt of all necessary consents, waivers, permits, exemptions, orders and approvals, including the approval of the TSXV for the listing of the Resulting Issuer shares to be issued pursuant to the Transaction; (c) receipt of shareholder approval by BuyFX shareholders to the Transaction, as further discussed below; (d) receipt of a final prospectus of BuyFX pursuant to the Policy; and (e) certain of the current directors and officers of Javelina shall have tendered their resignations and provided releases.

Loan

In connection with the Transaction, Javelina has agreed to make a loan of up to $225,000 to BuyFX prior to completion of the Transaction, with an initial advance of $25,000 upon execution of the Amalgamation Agreement and a further $200,000 upon approval of the TSXV. In connection with the loan, BuyFX has agreed to grant a security interest in all of its assets and undertaking to Javelina as evidenced by a general security agreement, a share pledge of the shares of Midpoint and a conditional assignment of BuyFX's intellectual property, including its patent.

Resulting Issuer

Following completion of the Transaction, except for Mr. Marc Henderson, all current officers and directors of Javelina will resign. Subject to the TSXV approval, the members of the executive management team and directors of the Resulting Issuer will be as follows:

John G. Booth, LLM, Executive Chairman and Director – Mr. Booth has 24 years of international financial markets experience as a banker, broker and lawyer. He articled with Aylesworth Thompson LLP in 1989 prior to joining Merrill Lynch International in London in 1990. He has worked with ICAP, CIBC, ABN AMRO, Climate Change Capital and the World Bank and has co-founded three finance sector companies – one sold, one merged and BuyFX. Since 2004, he has been a partner with JAS Financial

Products LLP (www.cfiholdings.eu) and serves as either Non-Executive Chairman or Director of several TSX and TSXV listed companies.

Mike Hampson, CEO of Midpoint, Director – Mr. Hampson is an experienced financial service executive with a broad background that includes managing global payments businesses, technology and operations. He has more than 20 years' experience working for global banks at senior and board level, including Morgan Stanley, Credit Suisse and ABN AMRO. He left ABN AMRO when they were acquired by RBS, at which point he was running the Financial Institutions business for the global transaction banking, payments and trade business. Key Achievements and roles include: Founder and CEO of Bishopsgate Financial; Global head of Financial Institutions, Transaction Banking, ABN AMRO; EVP Group Operations, ABN AMRO; EVP, head of technology Wholesale Banking, ABN AMRO; and CIO Global Equities, ABN AMRO.

Bradley Lemkus, COO of Midpoint – Mr. Lemkus has a broad business experience and has led a number of businesses with turnovers of £10-100million. He has extensive product and marketing experience in global markets, with particular focus on the sports and leisure industries. He has developed markets in all major continents and has been responsible for developing and sourcing products across Asia and South Africa. In addition to COO, he also serves as interim CFO for Midpoint. Key Achievements and Roles include: Managing director and Board member Hi-Tec Plc; Set up ShooShoos business in Europe; Established Hi-Tec in South Africa and led it to become the No. 2 brand in South Africa during the 90's. In that role, he developed product ranges and marketing programmes for 85 countries worldwide and oversaw acquisition financing and consolidation of distributor companies globally.

Corbin Comishin, CA, Director – Mr. Comishin is a partner in the firm of Comishin & Astle, Chartered Accountants. He has been in private practice for 15 years and originally got involved in BuyFX during the 2007 acquisition of Kootenay Currency Exchange. Corbin sourced much of the third round of investment in BuyFX and will lead the Audit Committee going forward.

Marc C. Henderson, CFA, Director – Mr. Henderson received a Bachelor of Arts degree from the University of Colorado in 1981 and has been a Chartered Financial Analyst since 1990. He has over 20 years of experience as an officer and director of public companies. Mr. Henderson has been the CEO of Laramide Resources Ltd., since May 1995 and was the CEO of Aquiline Resources Inc. from June 1998 until its sale in January 2010, both of which are listed on the TSX. Mr. Henderson has served as a director of Lydian International Limited (TSX: LYD) since January 2008, chairman of Treasury Metals Inc. (TSX: TML) since 2007 and a director of Khan Resources Inc. (CNSX: KRI) since June 2010. He also served as a director of Kinbauri Gold Corp., a formerly company listed on the TSXV, from December 1994 until November 2008.

All directors of the Resulting Issuer will hold office until the next annual general meeting of the Resulting Issuer unless they resign prior thereto or are removed by the shareholders of the Resulting Issuer.

Securities held by all directors, officers and significant shareholders of the Resulting Issuer will be subject to escrow in accordance with Policy 5.4 of the TSXV.

Sponsorship

Sponsorship of a qualifying transaction of a capital pool company is required by the TSXV unless an exemption from this requirement can be obtained in accordance with the policies of the TSXV. Javelina intends to apply to the TSXV for an exemption from the sponsorship requirements, but there is no assurance that such an exemption will be granted.

Other Information

In accordance with TSXV policies, trading in the common shares of Javelina will remain halted pending the satisfaction of all applicable requirements of the TSXV. There can be no assurance that trading in the common shares of Javelina will resume prior to the completion of the Transaction. Javelina will provide further information on the Transaction and the Offering as it becomes available.

Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this release and has in no way passed upon the merits of the Transaction and has neither approved nor disapproved of the contents of this press release.

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Completion of the Transaction is subject to a number of conditions including but not limited to TSXV acceptance and if applicable pursuant to the TSXV requirements, majority of the minority shareholder approval. Where applicable, the Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the Transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

The TSXV has in no way passed upon the merits of the proposed Transaction and has neither approved nor disapproved the contents of this press release.

For Additional Information Contact:

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130 King Street West, Suite 3680
Toronto, Ontario M5X 1B1

Contact: Dennis Gibson, Chief Financial Officer
Phone: 416-573-7363

Cautionary Statements Regarding Forward Looking Information

This press release contains "forward-looking information" within the meaning of Canadian securities legislation. All information contained herein that is not clearly historical in nature may constitute forward-looking information. Generally, such forward-looking information can be identified by the use of forward-looking terminology such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or state that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved”. Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Javelina, BuyFX or the Resulting Issuer to be materially different from those expressed or implied by such forward-looking information, including but not limited to: (i) the possibility that the Amalgamation will not be completed; (ii) volatile stock price; (iii) the general global markets and economic conditions; (iv) the possibility of write-downs and impairments; (v) the risk associated with development and operations of technology companies; (vi) the risk associated with establishing ownership of intellectual property; (vii) competition faced by the Resulting Issuer in securing experienced personnel and financing; (viii) access to adequate infrastructure to support operational activities; (ix) risks related to potential conflicts of interest; (x) the reliance on key personnel; (xi) liquidity risks; (xii) the risk of potential dilution through the issue of Resulting Issuer common shares; (xiii) the Resulting Issuer does not anticipate declaring dividends in the near term; (xiv) the risk of litigation; and (xv) risk management.

Forward-looking information is based on assumptions management believes to be reasonable at the time such statements are made, including but not limited to, completion of the Amalgamation, development plans proceeding in accordance with plans and such plans achieving their stated expected outcomes, receipt of required regulatory approvals, and such other assumptions and factors as set out herein. Although Javelina and BuyFX have attempted to identify important factors that could cause actual results to differ materially from those contained in the forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such forward-looking information. Such forward-looking information has been provided for the purpose of assisting investors in understanding Javelina, BuyFX and the Resulting Issuer’s business and operations and may not be appropriate for other purposes. Accordingly, readers should not place undue reliance on forward-looking information. Forward-looking information is made as of the date of this press release, and Javelina, BuyFX and the Resulting Issuer do not undertake to update such forward-looking information except in accordance with applicable securities laws.