FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Issuer

WEALTH MINERALS LTD. (the "Issuer")
Suite 2300, 1177 West Hastings Street
Vancouver, B.C.
V6E 2K3

Item 2. Date of Material Change

June 15, 2015

Item 3. News Release

The dates of the press releases issued pursuant to section 7.1 of National Instrument 51-102 with respect to the material change disclosed in this report is June 15, 2015. The press release was issued in Vancouver, British Columbia through the facilities of the TSX Venture Exchange via Canada NewsWire.

Item 4. Summary of Material Change

The Issuer reports that they have executed a Letter of Intent for an option to acquire up to 100% of the Noyell Property, located east of the N2 property in Quebec.

Item 5. Full Description of Material Change

The Issuer reports that it has executed an Letter of Intent ("LOI") to secure an exclusive option (the "Option") to acquire up to 100% of the Noyell Property (the "Property" or "Noyell") from Brionor Resources Inc. ("Brionor") through issuance of the Issuer's common shares valued at $850,000 over four years. The Property is contiguous with the Issuer's N2 property in Quebec (Figure 1). The Issuer now has 30 days to complete due diligence and finalize the formal option agreement.

Noyell Property Detail

The known gold mineralization trend on the N2 property extends for approximately 7 kilometers ("km") in an east-west orientation. The Noyell Property is contiguous with the Issuer's N2 property and represents a potential extension of 5 km for a total strike length of 12 km (Figure 1). The Noyell Property contains two known zones of mineralization (Zone 1 and Zone 2) defined through historical drilling.

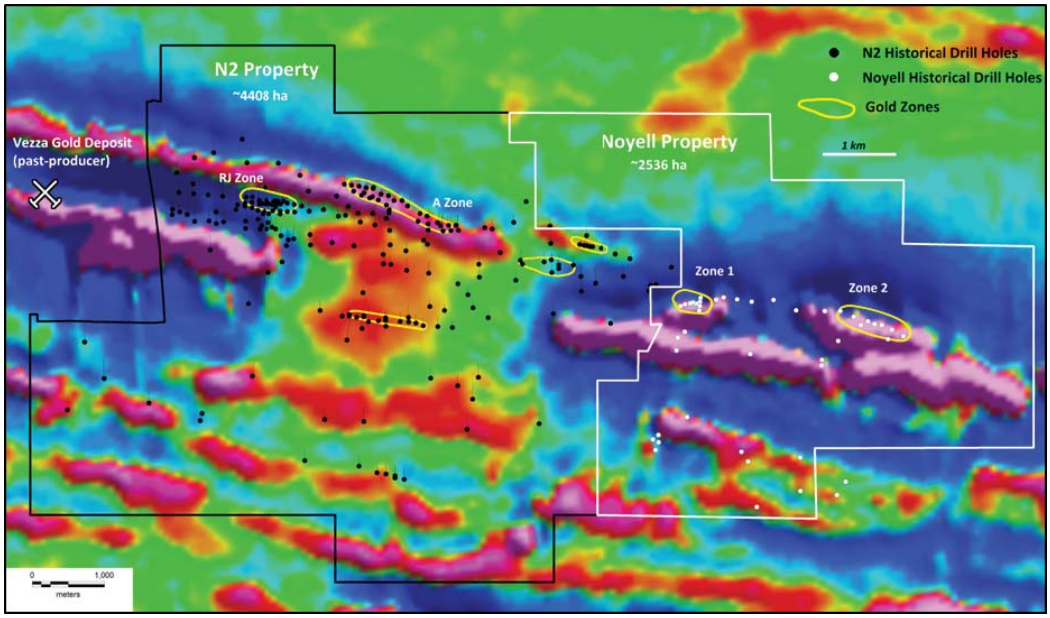


Figure 1: Noyell and N2 Properties. Regional Vertical Gradient Total Magnetic Field showing historical drilling and zones of mineralization.

Acquisition of the Noyell Property is premised on the interpretation that there is considerable potential to verify and expand historically defined mineralization and to discover new mineralized zones. Linear magnetic highs, shown as bright purple trends on Figure 1, define potentially mineralized structural zones, such as the one associated with the former producing Vezza Gold Deposit and those associated with known mineralization on N2 and Noyell.

At Noyell, the main magnetic high, located immediately south of Zones 1 and 2, has not been significantly tested by drilling and remains open for discovery of additional mineralization. In addition, historical data defines an induced polarization ("IP") anomaly immediately east of Zone 2 that is also untested.

Transaction Details

The Issuer may earn up to a 100% interest in three option stages through issuance of common shares valued at $850,000 over four years (Table 1). The Option does not require any cash payments and there are no exploration work commitments.

If the Issuer exercises the first option and acquires the initial 49% interest but thereafter elects not to exercise the second option for 26%, then the Option will terminate and Brionor will have an option (the "Re-Purchase Option") to acquire the Issuer's 49% interest through the issuance of Brionor common shares valued at $75,000 (50% of the value paid by the Issuer to exercise the first option). If Brionor does not exercise the Re-Purchase Option, the Issuer and Brionor will be deemed to have formed a 49:51 joint venture.

If the Issuer exercises both the first and second options and thereby acquires an aggregate 75% interest but does not exercise the third option to acquire the balance of Brionor's interest, then the Option will terminate and the Issuer and Brionor will be deemed to have

been formed a 75:25 joint venture. There is an existing 3% NSR royalty on the Noyell property payable to a third party.

Table 1: Acquisition Terms

		Stock	**Ownership**
Phase I	TSXV Acceptance	$50,000*	49%
	One Year Anniversary	$50,000	
	Two Year Anniverary	$50,000	
Phase II	Three Year Anniversary	$200,000	26%
Phase III	Four Year Anniversary	$500,000	25%
		$850,000	**100%**

* The stock issuance upon TSXV acceptance is a firm commitment. All other stock issuances are optional. Value is based upon the 20 day VWAP on the TSXV prior to the date of issuance.

The Issuer will pay a finder's fee to an arm's length party in connection with the acquisition of the Option. The grant of the Option by Brionor is subject to the settlement and execution of a formal option agreement and the acceptance for filing thereof by the TSXV on behalf of the Issuer.

Qualified Person

Marian Myers, M.Sc., P.Geo., a qualified person as defined by National Instrument 43-101, has reviewed the scientific and technical information that forms the basis for portions of this material change report, and has approved the disclosure herein. Ms. Myers is not independent of the Issuer, as she is a shareholder and holds incentive stock options.

Cautionary Note Regarding Forward-Looking Statements

This material change report contains forward-looking statements and forward-looking information (collectively, "forward-looking statements") within the meaning of applicable Canadian and US securities legislation. All statements, other than statements of historical fact, included herein including, without limitation, statements regarding the anticipated content, commencement, timing and cost of exploration programs, anticipated exploration program results, the discovery and delineation of mineral deposits/resources/reserves, the proposed grant of the Option regarding the Noyell property by Brionor, the anticipated completion of the formal documentation regarding the Noyell option; the potential for the gold mineralized zones on the N2 property to extend onto the Noyell property; the potential for the Issuer to verify and expand historically defined mineralization and to discover new mineralized zones on the Noyell property; and the anticipated business plans and timing of future activities of the Issuer, are forward-looking statements. Although the Issuer believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or are those, which, by their nature, refer to future events.

The Issuer cautions investors that any forward-looking statements by the Issuer are not guarantees of future results or performance, and that actual results may differ materially from those in forward looking statements as a result of various factors, including, but not

limited to, the state of the financial markets for the Issuer's equity securities, the state of the commodity markets generally, variations in the nature, quality and quantity of any mineral deposits that may be located, variations in the market price of any mineral products the Issuer may produce or plan to produce, the inability of the Issuer to obtain any necessary permits, consents or authorizations required, including TSXV acceptance, for its activities, the inability of the Issuer to produce minerals from its properties successfully or profitably, to continue its projected growth, to raise the necessary capital or to be fully able to implement its business strategies, and other risks and uncertainties disclosed in the Issuer's latest interim Management Discussion and Analysis and filed with certain securities commissions in Canada. All of the Issuer's Canadian public disclosure filings may be accessed via www.sedar.com and readers are urged to review these materials, including the technical reports filed with respect to the Issuer's mineral properties.

Caution Regarding Adjacent or Similar Mineral Properties

This material change report contains information with respect to adjacent or similar mineral properties in respect of which the Issuer has no interest or rights to explore or mine. Readers are cautioned that the Issuer has no interest in or right to acquire any interest in any such properties, and that mineral deposits, and the results of any mining thereof, on adjacent or similar properties are not indicative of mineral deposits on the Issuer's properties or any potential exploitation thereof.

Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable

Item 7. Omitted Information

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

Item 8. Senior Officer

The following senior officer of the Issuer is knowledgeable about the material change disclosed in this report.

Henk Van Alphen, President & CEO
Business Telephone No.: (604) 331-0096

Item 9. Date of Report

June 22, 2015