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

March 24, 2016

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 March 24, 2016. 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 arranges up to $1,600,000 non-brokered private placement and negotiates debt settlements.

Item 5. Full Description of Material Change

The Issuer reports that it has arranged a non-brokered private placement of common shares to raise up to $1,600,000. The Issuer has also negotiated debt settlements to settle $687,000 of debt through the issuance of common shares.

Non-brokered Private Placement

The Issuer has arranged a non-brokered private placement of common shares ("Placement") consisting of up to 8,000,000 common shares at a price of $0.20 per share to raise gross proceeds of up to $1,600,000. All shares issued in the Placement will have a hold period in Canada of four months from the closing of the Placement.

The net proceeds from the Placement are intended to be used to fund the costs related to the ongoing discussions with Li3 Energy, Inc. ("Li3") pursuant to the letter of intent with Li3 announced on February 1, 2016 (NR16-01), including to carry out and complete the required due diligence on Li3 and the Maricunga Lithium Project, for the review and assessment of additional potential lithium mineral property acquisitions and the negotiation of related formal documentation for any such acquisition(s), for property payments and for general and administrative expenses and working capital.

Debt Settlements

The Issuer has negotiated the settlement ("Debt Settlement") of an aggregate of $687,000 in debt related to certain accounts payable to Cardero Resource Corp. ($477,000) and a portion ($210,000) of the principal sum of certain outstanding loans originally made to the Issuer in 2011 by a number of individuals, some of whom are non-arm's length to the

Issuer. The debt will be settled by the issuance of an aggregate of 2,000,000 common shares at a deemed price of $0.21 per share. The common shares issued in the Debt Settlement will have a hold period in Canada of four months from the date of issuance. The Issuer is undertaking the Debt Settlement to preserve its working capital and the completion of the Debt Settlement will not create any new control persons.

Completion of the Placement and the Debt Settlement are both subject to the acceptance for filing thereof by the TSX Venture Exchange.

The Issuer is continuing discussions with Li3 under the LOI, and the parties have agreed to extend the due diligence period for an additional 60 days to 120 days total. However, no formal agreements have been entered into and the completion of any transaction with Li3 remains subject to a number of conditions precedent, including the completion of satisfactory due diligence by each company on the other and the Maricunga Lithium Project, the negotiation and settlement of final definitive terms for a transaction satisfactory to both parties and the execution of formal agreements in that regard, receipt of any required shareholder and court approvals, receipt of any required consent from Li3's Chilean partner, the completion of the required financing and the acceptance for filing of any such transaction by the TSX Venture Exchange on behalf of the Issuer. Accordingly, it is not possible to complete any transaction with Li3 until all conditions have been satisfied and that there can be no certainty that any such transaction will be completed, either as presently proposed, or at all.

In addition to the ongoing discussions with Li3 under the LOI, the Issuer is currently also involved in the review and evaluation of a number of prospective lithium mineral projects in South America for possible acquisition. However, no agreements with respect to the acquisition of any such mineral projects has yet been entered into, and there can be no assurance that the Issuer will, in fact, be successful in entering into any such agreements or acquiring interests in any additional mineral properties.

This material change report does not constitute an offer of sale of any of the foregoing securities in the United States. None of the foregoing securities have been and will not be registered under the U.S. Securities Act of 1933, as amended (the "1933 Act") or any applicable state securities laws and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the 1933 Act) or persons in the United States absent registration or an applicable exemption from such registration requirements. This material change report does not constitute an offer to sell or the solicitation of an offer to buy nor will there be any sale of the foregoing securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

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 anticipated completion of the private placement and the proposed use of the proceeds thereof; the Issuer's expectation that it will be able to enter into agreements to acquire interests in additional mineral projects, the anticipated securing of the acceptance for filing by the TSXV on behalf of the Issuer of the

Placement and the Debt Settlement, the proposed acquisition by the Issuer of Li3 and the shares of Li3, and thereby an interest in the Maricunga Lithium Project; the proposed execution and delivery of the required formal documentation in connection with the acquisition of Li3; the completion of the acquisition of Li3, either as presently proposed or at all, by the Issuer; the planned completion of a test work program at the Maricunga Lithium Project; the completion of the proposed financing which is a condition precedent to a transaction with Li3, 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 planned 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.

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

March 24, 2016