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

February 1, 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 February 1, 2016. The press release was issued in Vancouver, British Columbia through the facilities of the TSX Venture Exchange via Newsfile Corp.

Item 4. Summary of Material Change

The Issuer reports that they have entered into an letter of intent to negotiate an agreement to acquire Li3 Energy Inc.

Item 5. Full Description of Material Change

The Issuer reports that it has executed a Letter of Intent (the "LOI") with Li3 Energy Inc. ("Li3") to negotiate, on an exclusive basis an agreement to acquire, by way of a corporate arrangement (the "Transaction"), 100% of the outstanding share capital (the "Li3 Shares") of Li3 in consideration for the issuance of common shares of the Issuer ("Wealth Shares"), with the result that Li3 will become a wholly owned subsidiary of the Issuer and the existing shareholders of Li3 will become shareholders of the Issuer. Completion of the Transaction is subject to the satisfaction of a number of significant conditions, as detailed below.

About Li3 Energy, Inc.

Li3 is a public Issuer incorporated under the laws of Nevada with its head office in Santiago, Chile. Li3's principal asset is a forty-nine (49%) percent shareholding in Minera Li Energy SpA ("Minera Li"), a Chilean Issuer which, in turn, holds (a) a 100% interest in the Cocina 19 to 27 mining concessions and, (b) a 60% interest in the Litio 1 to 6 mining concessions, all located in the northeast section of the Salar de Maricunga in Region III of Atacama in Northern Chile (the Cocina and Litio concessions being collectively referred to as the "Maricunga Lithium Project" or the "Project"). The balance, being fifty-one (51%) percent, of the shares of Minera Li are held by Minera Salar Blanco, SpA, a private Chilean Issuer ("MSB"). MSB manages Minera Li.

Proposed Acquisition

The LOI provides that the Issuer and Li3 will each have a 60 day period to carry out and complete the required due diligence on each other and the Maricunga Lithium Project, including a planned test program, and finalize the specific structure of the Transaction. The due diligence period will commence once the parties have agreed upon, and MSB has provided its consent to, the planned test work program on the Maricunga Lithium Project. In consideration for the grant of the exclusive due diligence period by Li3 and its agreement to deal exclusively with the Issuer during the due diligence period, the Issuer has paid Li3 US$50,000 and will pay an additional US$150,000 on acceptance of the Transaction for filing by the TSXV.

As presently envisioned by the Issuer and Li3, the principle terms of the Transaction as set out in the LOI are as follows:

- The Issuer will arrange an equity financing to close immediately prior to, but contingent upon, the completion of the Transaction, in an amount of not less than three million (CAD $3,000,000) dollars (the "Financing"), upon such terms as are determined by the Issuer in its sole discretion.
- Li3 will continue as a BC Issuer and the parties will participate in a corporate arrangement under the *Business Corporations Act* (BC) whereby the Issuer will acquire the outstanding shares of Li3 in exchange for the issuance of Wealth Shares at a ratio which will result in the Issuer shareholders (post-Financing) holding fifty (50%) percent of the post-Transaction outstanding Wealth Shares, and the existing holders of Li3 Shares holding fifty (50%) percent of the post-Transaction Wealth Shares.
- Following the completion of the Transaction, the Issuer would have a board of directors made up of the four current Wealth directors and three nominees of Li3 (who may be incumbent directors of Li3).
- There will be no change in the existing management or officers of the Issuer.

The completion of the Transaction is subject to a number of conditions precedent, including the completion of satisfactory due diligence by each Issuer on the other and the Maricunga Lithium Project, the negotiation and settlement of final definitive terms for the 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 MSB, the completion of the Financing and the acceptance for filing of the Transaction by the TSX Venture Exchange on behalf of the Issuer.

The Transaction described herein cannot be closed until all conditions have been satisfied and that there can be no certainty that the Transaction will be completed, either as presently proposed, or at all.

This material change report is not an offer of securities for sale in the United States. Securities may not be offered or sold in the United States absent registration or an exemption from registration. Any public offering of securities to be made in the United States will be made by means of a prospectus that may be obtained from the issuer or the selling security holder and that will contain detailed information about the issuer and management, as well as financial statements 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 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 CAD $3M financing which is a condition precedent to the Transaction 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 settle the required formal documentation necessary to acquire Li3, to close the transaction even if such documentation is completed; the inability of the Issuer to obtain any necessary permits, consents or authorizations required for its planned activities, including TSXV acceptance and any required court approvals for the acquisition of Li3, the inability of the Issuer to raise the funds required as a condition precedent to the completion of the Transaction, 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

February 2, 2016