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

August 17, 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 August 17, 2015. The press release was issued in Vancouver, British Columbia through the facilities of the TSX Venture Exchange via Canada NewsWire (CNW).

Item 4. Summary of Material Change

The Issuer completes $450,000 non-brokered private placement.

Item 5. Full Description of Material Change

The Issuer reports that it has completed a non-brokered private placement of common shares ("Placement") consisting of 2,250,000 common shares at a price of $0.20 per share to raise gross proceeds of $450,000. All shares issued in the Placement will have a hold period in Canada of four months from the closing of the Offering.

The net proceeds from the Placement are intended to be used as a reserve to fund the costs associated with the review and assessment of potential mineral property acquisitions and the negotiation of related formal documentation for any such acquisition(s) and for general and administrative expenses and working capital. Finder's fees will be paid on a portion of the Placement.

Completion of the Placement is subject to the final acceptance for filing thereof by the TSX Venture Exchange.

The Issuer is currently involved in the review and evaluation of a number of mineral projects in both Canada and South America for possible acquisition. However, no agreements with respect to the acquisition of any 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 the Placement in the United States. The Placement has not 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 press release 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 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

August 18, 2015