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

January 21, 2013

Item 3. News Release

The date of the press release issued pursuant to section 7.1 of National Instrument 51-102 with respect to the material change disclosed in this report is January 21, 2013. The press release was issued in Vancouver, British Columbia through the facilities of the TSX Venture Exchange via Stockwatch and Market News Publishing.

Item 4. Summary of Material Change

The Issuer arranges a non-brokered private placement and a debt settlement.

Item 5. Full Description of Material Change

The Issuer reports that it has arranged a non-brokered private placement of up to 2,000,000 units (the "Units") at a price of CAD 0.08 per unit for gross proceeds of up to $160,000 (the "Offering"). The Issuer has also entered into an agreement to settle $100,000 of debt through the issuance of common shares at a price of $0.08 per share.

Private Placement

The Issuer has arranged a non-brokered private placement of up to 2,000,000 Units at $0.08 per Unit. Each Unit consists of one common share of the Issuer ("Share") and one transferable common share purchase warrant ("Warrant"). Each Warrant is exercisable to acquire one additional Share for a period of 12 months from closing at an exercise price of $0.10. If, at any time from 4 months after closing until the expiry of the Warrants, the daily volume-weighted average trading price of the Shares on the TSX Venture Exchange exceeds $0.50 for at least 10 consecutive trading days, the Issuer may, within 30 days, give an expiry acceleration notice to the holders of Warrants and, if it does so, the Warrants will, unless exercised, expire on the 30th day after the expiry acceleration notice is given.

All securities issued in the Offering will have a hold period in Canada of four months from the closing of the Offering. All securities issued in the Offering in the United States will be subject to resale restrictions under U.S. federal and state securities laws.

The net proceeds from the Offering are intended to be used to settle certain outstanding accounts payable, fund the investigation and acquisition of additional mineral projects for the Issuer and for general working capital.

Debt Settlement

The Issuer has also arranged to settle the sum of $100,000 owing to Hendrik Van Alphen, the President of the Issuer, by the issuance of 1,250,000 common shares at a deemed price of CAD 0.08 per share. The funds have been advanced by Mr. Van Alphen, commencing in November 2012, and have been used by the Issuer for working capital. These securities will be subject to a hold period of four months from the date of issuance.

Completion of the private placement and debt settlement are subject to the acceptance for filing thereof by the TSX Venture Exchange.

The foregoing securities have 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 shall not constitute an offer to sell or the solicitation of an offer to buy nor shall 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 and cost of exploration programs, anticipated exploration program results, the discovery and delineation of mineral deposits/resources/reserves, the anticipated completion of a private placement and debt settlement, the anticipated use of the net proceeds of such private placement, the ability of the Issuer to acquire new mineral projects, whether in Mexico or elsewhere, the timing of future activities by the Issuer and the anticipated business plans 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 or any of its joint venture partners 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 for its or their activities, the inability of the Issuer to produce minerals from their 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

January 22, 2013