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

May 13, 2016

Item 3. News Release

The dates 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 May 13, 2016. The press release was issued in Vancouver, British Columbia through the facilities of the TSX Venture Exchange via CNW.

Item 4. Summary of Material Change

The Issuer reports that they have signed an Investor Relations Agreement.

Item 5. Full Description of Material Change

The Issuer reports that subject to the acceptance of the TSX Venture Exchange, it has entered into an agreement with Liviakis Financial Communications Inc. ("Liviakis Financial") whereby Liviakis will provide investor relations services to the Issuer.

The agreement provides that Liviakis Financial will make available its President, Mr. Michael Bayes, to provide investor relations services to the Issuer during the term of the agreement, for which the Issuer will pay to Liviakis Financial from its working capital a monthly cash fee of $10,000. The term of the agreement is 24 months, and can be terminated by either party after 12 months. Assuming that the contract runs its full term of 24 months, the Issuer will pay Liviakis Financial $240,000 for investor relations services thereunder.

Liviakis Financial is based in San Francisco, California and has experience with providing investor relations services to junior public companies. The Issuer and Liviakis are at arm's length. Mr. John Liviakis, the founder and Chief Executive Officer of Liviakis Financial holds 2.4 million common shares in the capital of the Issuer, which represents approximately 4% of the Issuer's issued and outstanding share capital.

In addition to the investor relations services, Liviakis Financial will provide corporate development services to the Issuer to assist it in achieving its strategic goals, for which the Issuer will pay Liviakis Financial a monthly fee of $15,000 for a period of 24 months, subject to the right of either party to terminate the agreement after 12 months.

This material change report does not constitute an offer to sell or a solicitation of an offer to buy the securities described herein in the United States, or in any jurisdiction in which such an offer or sale would be unlawful. The securities described herein have not been and will not be registered under the United States *Securities Act of 1933*, as amended (the "1933 Act") or any United States state securities laws, and may not be offered or sold in the United States or to the account or benefit of a "U.S. person" (as defined in Regulation S under the 1933 Act) or a person in the United States absent registration or an applicable exemption from the registration requirements.

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 expected duration of the investor relations and corporate development services agreement, the potential acquisition of additional mineral properties 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", "plan" 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 and the TSX Venture Exchange's acceptance of the investor relations agreement with Liviakis Financial 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. The forward-looking statements made in this press release reflect management's beliefs, opinions and projections on the date the statements are made. Except as required by law, the Issuer assumes no obligation to update the forward-looking statements of beliefs, opinions, projections, or other factors set out herein should they change or to conform these statements to actual results.

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, CEO
Business Telephone No.: (604) 331-0096

Item 9. Date of Report

June 27, 2016