

**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**

September 28, 2017

**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 September 28, 2017. The press release was issued in Vancouver, British Columbia through the facilities of the TSX Venture Exchange via Marketwired.

**Item 4. Summary of Material Change**

The Issuer reports that they have closed a non-brokered private placement of \$3.875 million.

**Item 5. Full Description of Material Change**

The Issuer reports that on September 28, 2017 it has closed the non-brokered private placement as announced on September 25, 2017 (the “Placement”). The Issuer issued a total of 2,583,700 common shares at a price of \$1.50 per share for gross proceeds of \$3,875,550. All shares issued by the Issuer have a four month hold period in Canada ending on January 29, 2018. Finder’s fees were paid in cash to Haywood Securities Inc. (\$113,841.00) and Canaccord Genuity Corp. (\$31,447.50).

The net proceeds from the Placement are intended to fund option payments on the Issuer’s mineral property options, the costs for the review and assessment of additional potential lithium mineral property acquisitions in South America, exploration work on the Issuer’s existing projects and for general and administrative expenses and working capital purposes.

None of the foregoing securities have been and will not be registered under the United States 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.

### **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 U.S. securities legislation, including the United States Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical fact, included herein including, without limitation, anticipated exploration program results from exploration activities, the Issuer’s expectation that it will be able to enter into agreements to acquire interests in additional mineral properties, the discovery and delineation of mineral deposits/resources/reserves, the intended use of the proceeds received from 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, operating and technical difficulties in connection with mineral exploration and development activities, actual results of exploration activities, the estimation or realization of mineral reserves and mineral resources, the timing and amount of estimated future production, the costs of production, capital expenditures, the costs and timing of the development of new deposits, requirements for additional capital, future prices of lithium, changes in general economic conditions, changes in the financial markets and in the demand and market price for commodities, accidents, labour disputes and other risks of the mining industry, delays in obtaining governmental approvals, permits or financing or in the completion of development or construction activities, changes in laws, regulations and policies affecting mining operations, title disputes, the inability of the Issuer to obtain any necessary permits, consents, approvals or authorizations, including acceptance by the TSX-V, required for future exploration activities or the acquisition of additional mineral properties, the timing and possible outcome of any pending litigation, environmental issues and liabilities, and risks related to joint venture operations, 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](http://www.sedar.com) and readers are urged to review these materials, including the technical reports filed with respect to the Issuer’s mineral properties.

Readers are cautioned not to place undue reliance on forward-looking statements. The Issuer undertakes no obligation to update any of the forward-looking statements in this material change report or incorporated by reference herein, except as otherwise required by law.

**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.

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

**Item 9. Date of Report**

October 2, 2017