

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 18, 2018 and June 14, 2018

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 23, 2018 and June 14, 2018. The press release was issued in Vancouver, British Columbia through the facilities of the TSX Venture Exchange via GlobeNewswire.

Item 4. Summary of Material Change

The Issuer reports that they have closed over-subscribed, non-brokered private placement in two tranches.

Item 5. Full Description of Material Change

The Issuer reports that on May 23, 2018 and June 14, 2018, it closed in two tranches a non-brokered private placement as announced on May 7, 2018 (the "Placement").

On May 18, 2018, A total of 5,678,236 units (the "Units") were issued under the Placement at a price of \$1.10 per Unit for gross proceeds of \$6,246,060. Each Unit consists of one common share in the capital of the Company (each, a "Share") and one-half of one common share purchase warrant, with each whole warrant (each, a "Warrant") entitling the holder to acquire one additional Share at a price of \$1.50 per Share for a period of up to two years, expiring on May 18, 2020. In the event that the closing price of the Shares on the TSX Venture Exchange (the "TSXV") is at least \$2.50 per Share for a period of 10 consecutive trading days commencing four months and one day after the closing of the Placement, the Company may accelerate the expiry date of the Warrants by providing notice to the shareholders thereof and, in such case, the Warrants will expire on the 30th day after the date on which such notice is given by the Company.

All securities issued by the Company pursuant to the Placement will have a four month and one day hold period in Canada ending on September 19, 2018. In connection with the Placement the Company paid aggregate finder's fees of 297,871 Units, which Units were issued to Haywood Securities Inc. (as to 168,511 Units), Canaccord Genuity Corp. (as to 72,345 Units), Echelon Wealth Partners Inc. (as to 700 Units), Anders Nerell (as to 52,500 Units) and Thomas McInerney (as to 3,815 Units). All Units issued as finder's

fees have the same terms and conditions as the Units issued under the Placement, provided that the Warrants forming part of the Units issued as finder's fees are non-transferable.

On June 13, 2018 the Issuer issued an additional 108,000 units (each, a "Unit") and 500,000 common shares were issued at a price of \$1.10 per equity security for gross proceeds of \$668,800 under the final tranche and aggregate gross proceeds of \$6,914,859.60 under the Placement. Each Unit consists of one common share in the capital of the Issuer (each, a "Share") and one-half of one common share purchase warrant, with each whole warrant (each, a "Warrant") entitling the holder to acquire one additional Share at a price of \$1.50 per Share for a period of up to two years, expiring on June 14, 2020. In the event that the closing price of the Shares on the TSX Venture Exchange (the "TSXV") is at least \$2.50 per Share for a period of 10 consecutive trading days commencing four months and one day after the closing of the Placement, the Company may accelerate the expiry date of the Warrants by providing notice to the shareholders thereof and, in such case, the Warrants will expire on the 30th day after the date on which such notice is given by the Issuer.

All securities issued by the Issuer pursuant to the Placement will have a four month and one day hold period in Canada. In connection with the final tranche of the Placement, the Issuer paid finder's fees to Edelmetall Finance Inc. in the aggregate amount of 49,955 Units. All Units issued as finder's fees have the same terms and conditions as the Units issued under the final tranche of the Placement, with the exception that the Warrants forming part of the Units issued as finder's fees are non-transferable.

The net proceeds from the Placement are intended to fund option payments on the Issuer's projects, exploration work on the Issuer's existing projects and for general and administrative expenses, and working capital.

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 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 news release 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

June 19, 2018