



Suite 2300 – 1177 West Hastings Street
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ANNUAL NOTICE OF GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the 2020 Annual General Meeting (the “Meeting”) of the Shareholders of Wealth Minerals Ltd. (the “Company”) will be held in the Company’s Boardroom at Suite 2300 – 1177 West Hastings Street, Vancouver, British Columbia, Canada, on Thursday, June 11, 2020, at 2:00 p.m. (Pacific Daylight Time), for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the fiscal year ended November 30, 2019 (with comparative statements relating to the preceding fiscal period) together with the report of the Auditor thereon;
2. to appoint Smythe LLP, Chartered Professional Accountants, as auditor of the Company for the fiscal year ending November 30, 2020 and to authorize the directors to fix the auditor’s remuneration;
3. to fix the number of directors at five (5);
4. to elect directors;
5. to consider and, if thought fit, to pass an ordinary resolution providing the annual re-approval of the Company’s 2004 Incentive Stock Option Plan, as more particularly described in the accompanying management information circular; and
6. to transact such further or other business as may properly come before the Meeting or any adjournment or postponement thereof.

The details of all matters proposed to be put before shareholders at the Meeting are set forth in the management information circular accompanying this Notice of Meeting. At the Meeting, shareholders will be asked to approve each of the foregoing items.

The directors of the Company have fixed the close of business on the 15th day of April, 2020 as the record date (the “Record Date”) for the determination of shareholders who are entitled to receive notice of, and to vote at, the Meeting. The transfer books of the Company will not be closed. Only shareholders of the Company of record as at the Record Date are entitled to receive notice of and to vote at the Meeting or any adjournment or postponement thereof.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please exercise your right to vote by completing and returning the accompanying form of proxy and deposit it with Computershare Investor Services Inc. Proxies must be completed, dated, signed and returned to Computershare Investor Services Inc., Proxy Department, at 9th Floor, 100 University Avenue, Toronto, Ontario, Canada, M5J 2Y1 prior to 2:00 p.m. (PDT) on Tuesday, May 26, 2020, or if the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the date to which the Meeting is adjourned or postponed. Telephone voting can be completed at

1-866-732-8683, voting by fax can be sent to 1-866-249-7775 or 416-263-9524 and Internet voting can be completed at www.investorvote.com.

Late proxies may be accepted or rejected by the Chairman of the Meeting at his discretion and the Chairman of the Meeting is under no obligation to accept or reject any particular late proxy. The Chairman of the Meeting may waive or extend the proxy cut-off without notice.

If you are a non-registered shareholder, please follow the instructions from your bank, broker or other financial intermediary for instructions on how to vote your shares.

DATED at Vancouver, British Columbia, this 4th day of May, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Hendrik Van Alphen

Hendrik Van Alphen,
Chief Executive Officer
and Director