

**Amended B.C.FORM 53-901F
(Previously Form 27)
Securities Act**

Item 1: Reporting Issuer

Wealth Minerals Ltd.
##1901 – 1177 W. Hastings St.,
Vancouver, B.C. V6E 1K3

Item 2: Date of Material Change

December 15, 2004

Item 3: Press Release

December 15, 2004.

Item 4: Summary of Material Change

Wealth Minerals has entered into an exclusive due diligence period for the right of first refusal to acquire two mineral properties in Columbia and in Mexico.

Item 5: Full Description of Material Change

See attached News Release

Item 6: Reliance on Section 85 (2) of the Act

None

Item 7: Omitted Information

None

Item 8: Senior Officers

Rosie Moore, President
or
Gary Freeman,
Vice President, Wealth Minerals Ltd.
(604) 331-0096

Item 9: Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

“Gary Freeman”
Vice President and Director



Wealth Minerals Ltd.

NEWS RELEASE

15 December 2004

Vancouver, B.C.....Wealth Minerals Ltd. (TSX Venture Exchange: WML, OTCBB: WMLLF, Frankfurt: EJZ) is pleased to announce that it has entered into a letter agreement with Minera San Jorge S.A. de C.V. ("MSJ") granting an exclusive due diligence period and right of first refusal to acquire an interest in two mineral exploration properties, one in Colombia and the other in Mexico. The Colombian project comprises a land area covering tens of square kilometers in northwestern Colombia within which local miners have been extracting significant quantities of gold from veins for many years. The Mexican project is located in the state of Jalisco and covers an area of historic silver mining. Wealth has an opportunity to acquire up to a 60% interest in either property, pending completion of satisfactory due diligence prior to January 31, 2005 and entering into an option agreement.

In order to gain the exclusive due diligence period, Wealth advanced a sum of US\$150,000. If Wealth elects to proceed with an acquisition agreement on either property, this advance will be applied to the ensuing agreement. Should Wealth elect not to proceed, the advance is secured by both negotiable securities in an amount exceeding the funds advanced, and by a promissory note.

Wealth Minerals is a newly-formed mineral exploration company with 10.4 million shares outstanding, nearly C\$3 million in the treasury, with listings on the TSX Venture, OTCBB and Frankfurt Exchanges. Wealth is actively evaluating metals exploration properties in the Americas for acquisition and evaluation with a goal of discovering and defining a world class mineral deposit to create value for shareholders.

On behalf of the Board of Directors of
WEALTH MINERALS LTD.

Rosie Moore, President

For further information, please contact:
Rosie Moore, President, or Gary Freeman, Vice President
Phone: 604-331-0096
E-mail: info@wealthminerals.com

The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of the content of this news release, which has been prepared by management.