

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

WEALTH MINERALS LTD.
Suite 1901, 1177 West Hastings Street
Vancouver, B.C.
V6E 2K3

Item 2. Date of Material Change

June 10, 2005

Item 3. News Release

The date 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 June 10 2005. The press release was issued in Vancouver, British Columbia through the facilities of the TSX Venture Exchange, Canada Stockwatch and Market News Publishing.

Item 4. Summary of Material Change

The Issuer enters into an agreement public relations agreement with Institutional Market Communications Inc.

Item 5. Full Description of Material Change

The Issuer announces that it has entered into an agreement with Institutional Market Communications Inc. of North Vancouver, B.C. ("IMC"), whereby IMC will provide the Company with certain public relations services for an initial term of one year. IMC will focus primarily on introducing and presenting the Company and its mineral projects to individual and institutional European investors and analysts, translating the Company's corporate information into German and disseminating such information through the German financial press and internet website portals. In addition, IMC will assist the Company in the preparation of advertising and promotional materials and generally increasing the public's awareness of the Company and its activities and mineral projects. The Company will pay IMC a monthly retainer fee of CDN\$6,500, plus incentive stock options. IMC is at arms length to the Company and its principals, and does not presently hold, directly or indirectly, any securities, or rights to acquire securities of the Company.

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 Company is knowledgeable about the material change disclosed in this report.

Gary Freeman – Vice President
Business Telephone No.: (604) 331-0096

Item 9. Date of Report

June 10, 2005