FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

WEALTH MINERALS LTD. (the "Issuer")
Suite 1920, 1188 West Georgia Street
Vancouver, B.C.
V6E 4A2

Item 2. Date of Material Change

August 12, 2009

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 August 12, 2009. The press release was issued in Vancouver, British Columbia through the facilities of the TSX Venture Exchange via Stockwatch and Market News Publishing.

Item 4. Summary of Material Change

The Issuer reports that it intends to place up to 4,000,000 units by way of a non-brokered private placement

Item 5. Full Description of Material Change

The Issuer reports that it has arranged a non-brokered private placement of up to 4,000,000 units (the "Units") at a price of CAD 0.26 per Unit for gross proceeds of up to CAD 1,040,000 (the "Offering"). Each Unit consists of one common share of the Issuer ("Share") and one transferable common share purchase warrant ("Warrant"). Each Warrant is exercisable to acquire one additional Share for a period of 24 months from closing at an exercise price of CAD 0.40. If, at any time from 4 months after closing until the expiry of the Warrants, the daily volume-weighted average trading price of the Shares on the TSXV exceeds CAD 1.50 for at least 10 consecutive trading days, the Issuer may, within 30 days, give an expiry acceleration notice to the holders of Warrants and, if it does so, the Warrants will, unless exercised, expire on the 30th day after the expiry acceleration notice is given.

All securities issued in the Offering and any Shares issued upon exercise of Warrants will have a hold period in Canada of four months from the closing of the Offering.

The net proceeds from the Offering are intended to be used to fund exploration programs on the Issuer's uranium exploration projects in Argentina, for ongoing mineral property investigations and potential acquisitions, to reduce outstanding loans and for general working capital.

Completion of the placement is subject to the acceptance for filing of the TSX Venture Exchange.

This material change report does not constitute an offer to sell, or a solicitation of an offer to buy, any of the foregoing securities in the United States. None of the foregoing securities have been, nor will they be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

This material change report contains forward-looking statements within the meaning of Canadian Securities Law and Section 27A of the U.S. Securities Act and Section 21E of the U.S. Exchange Act. All statements, other than statements of historical fact, included herein including, without limitation, statements regarding the anticipated content, commencement and cost of exploration programs, anticipated exploration program results, the discovery and delineation of mineral deposits/resources/reserves, the anticipated completion of a private placement, the anticipated use of the net proceeds of such private placement, the timing of future activities by the Issuer and the anticipated business plans 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, but not limited to, the state of the financial markets for the Issuer's equity securities, the state of the uranium markets generally, variations in the nature, quality and quantity of any mineral deposits that may be located, the Issuer's inability to obtain any necessary permits, consents or authorizations required for its activities, the Issuer's inability to produce minerals from its properties successfully or profitably, to continue its projected growth, to raise the necessary capital or to be fully able to implement its business strategies. The reader is referred to the Issuer's recent most annual and interim Management's Discussion and Analysis for a more complete discussion of such risk factors and their potential effects, copies of which may be accessed through the Issuer's page on SEDAR at www.sedar.com.

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.

Henk Van Alphen, President & CEO
Business Telephone No.: (604) 331-0096

Item 9. Date of Report

August 12, 2009.