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

August 18, 2011

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 18, 2011. 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 results from diamond drilling which expand the mineralized channel system at Bororo Nuevo Project in Chabut Province, Argentina.

Item 5. Full Description of Material Change

The Issuer reports final diamond drill results from its 100%-owned Bororo Nuevo Uranium Project ("BN") located in Chubut Province, Argentina.

Alpha Zone Drilling

An additional four drillholes targeting the recently discovered paleo-channel at Alpha Zone have each intersected significant uranium mineralization (Table 1), including **drillhole B11-A-10, which returned 11.8 metres @ 1.03 lbs/ton U_3O_8 (0.044% uranium) including 3.0 metres @ 3.59 lbs/ton U_3O_8 (0.152% uranium). Stepout drillholes B11-A-11 to -13 successfully traced mineralization to both the west and south and mineralization remains open in both of these directions.**

To date, eleven out of the thirteen holes drilled at Alpha zone have successfully intersected significant uranium mineralization and have defined a minimum ~400 metre wide, north-south trending paleo-channel system that dips shallowly (approximately 5°) to the south (Figure 1).

Uranium mineralization consists of autunite, carnotite and rare uraninite hosted in pebble conglomerates, sandstones and siltstones of the productive Los Adobes Formation – host to the past-producing Cerro Condor and Los Adobes deposits as well as the Cerro Solo uranium deposit.

*Table 1: Alpha Zone Drill Intersections**

Hole	From (metres)	To (metres)	Interval (metres)	U_3O_8 (ppm)	lbs/ton U_3O_8	U (%)
B11-A-10	**8.7**	**20.5**	**11.8**	**514.4**	**1.03**	**0.044**
incl.	**15.0**	**18.0**	**3.0**	**1796.5**	**3.59**	**0.152**
B11-A-11	**0.0**	**10.4**	**3.0**	**178.9**	**0.36**	**0.015**
incl.	**5.9**	**8.8**	**2.9**	**481.0**	**0.96**	**0.041**
B11-A-12	**24.0**	**37.3**	**13.3**	**180.5**	**0.36**	**0.015**
incl.	**25.1**	**31.1**	**6.0**	**277.8**	**0.56**	**0.024**
B11-A-13	**30.0**	**46.8**	**16.8**	**136.8**	**0.27**	**0.012**
incl.	**31.3**	**34.3**	**3.0**	**443.2**	**0.89**	**0.038**

*Intersections given represent approximate true widths.

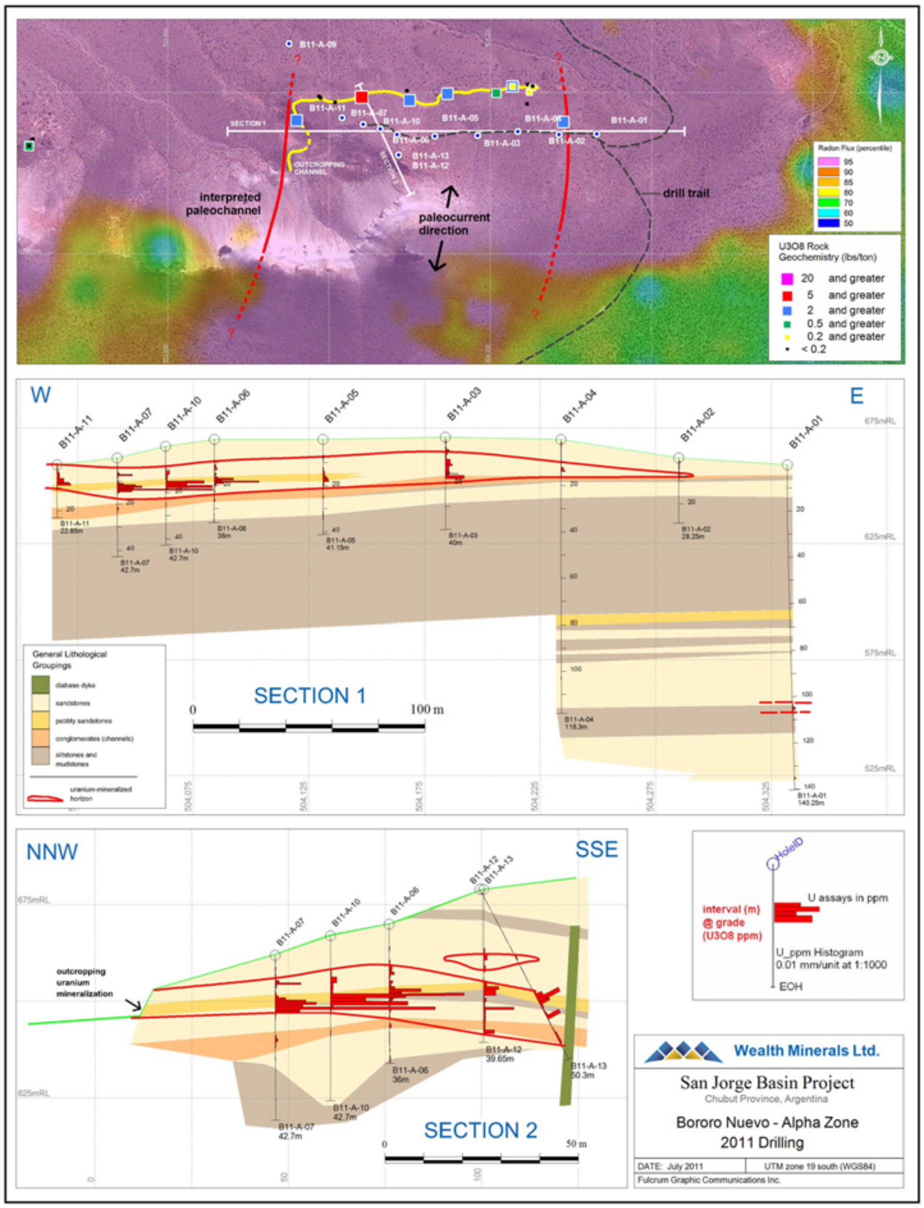

Figure 1: Bororo Nuevo – Alpha Zone 2011 Drilling

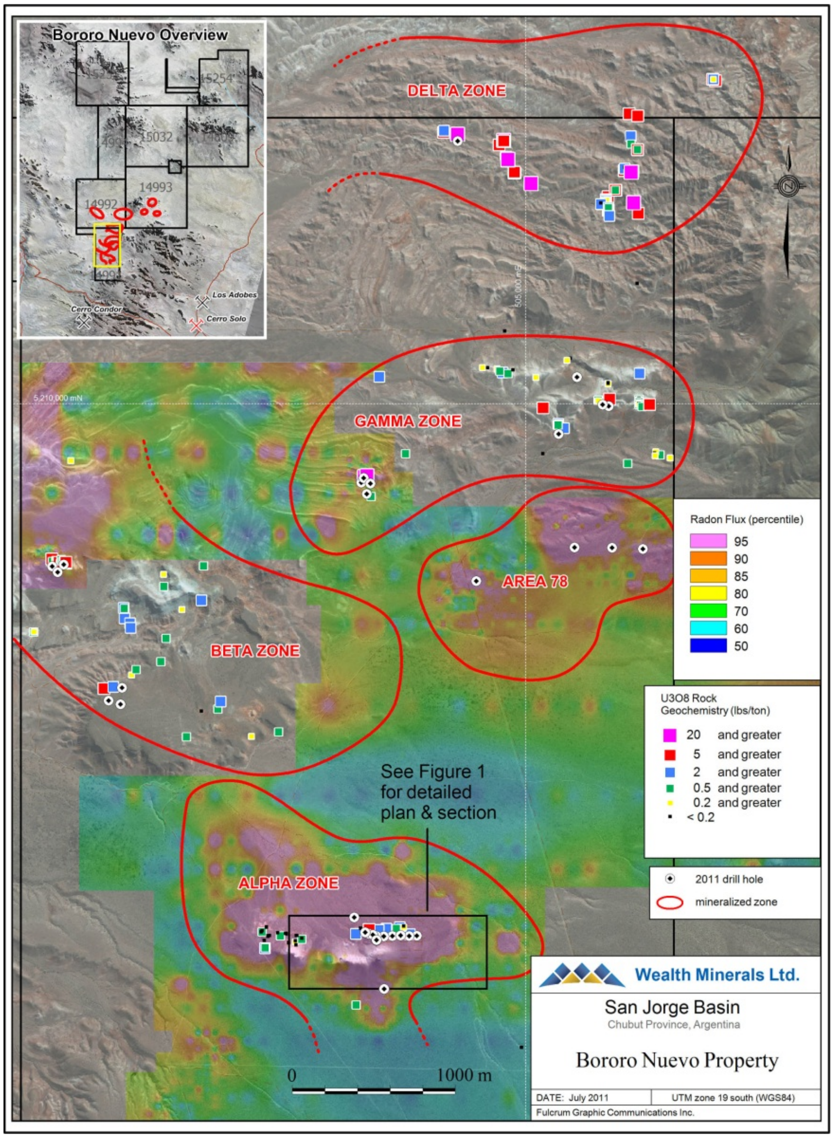

Figure 2: Bororo Nuevo Property Map Bororo Nuevo Property Overview

One of four drillholes (426.65 metres) targeting high-level (>95th percentile) radon soil-gas anomalies in an area covered by pediment at 'Area 78' intersected anomalous levels of uranium mineralization up to 0.28 lbs/ton U_3O_8 (0.014% uranium) over 0.70 metres at a depth of 121.30 from surface indicating potential for additional buried channels on the property. Fourteen drillholes (711.45 metres) targeting outcropping high-grade uranium mineralization at Delta, Gamma and Beta zones did not intersect any significant uranium mineralization (Figure 2).

The Bororo Nuevo property is the flagship of the Company's five uranium properties in the productive San Jorge Basin, which is host to the past-producing Cerro Condor and Los Adobes deposits as well as the Cerro Solo uranium deposit. The San Jorge Basin lies within the Patagonian Provinces of Santa Cruz and Chubut and is readily accessible via an all-season paved road and a network of well-maintained gravel roads. The Company currently owns, or has the exclusive right to acquire, 76 'minas' and 'cateos' (concessions) that total approximately 600,000 hectares (6,000 square kilometres) representing the largest land position in the San Jorge Basin.

The BN property consists of 4 minas and 6 cateos that total approximately 35,500 hectares (355 square kilometres). To date, nine large zones of mineralization have been discovered within a uranium fairway measuring 12 by 4 kilometres and less than 12% of the property has been mapped and prospected. The stratigraphy is known to be productive and the continued success of surficial exploration programs at BN clearly highlights the uranium-rich and underexplored nature of the San Jorge Basin.

Future Work

The Company is actively seeking joint venture partners to advance the Bororo Nuevo project while its efforts and resources are concentrated on the high-grade, advanced stage Rodeo de los Molles rare earth element project.

Qualified Person & QA/QC Controls

R. Scott Heffernan, M.Sc., P.Geol., the Issuer's Vice-President, Exploration, and a qualified person as defined by National Instrument 43-101, has supervised the preparation of the scientific and technical information that forms the basis for this material change report. Mr. Heffernan is not independent of Issuer by virtue of being an officer and shareholder and a holder of incentive stock options.

The Issuer's work programs are supervised by R. Scott Heffernan, P.Geol., the Issuer's Vice-President, Exploration, who is responsible for all aspects of the work, including the quality control/quality assurance program. On-site personnel at the project rigorously collect and track samples which are then sealed and shipped to Alex Stewart Assayers Argentina S.A. (ASA) laboratory facilities in Mendoza, Argentina for analysis. ASA's quality system complies with the requirements for the International Standard ISO 9001:2000. Analytical accuracy and precision are monitored by the analysis of reagent blanks, reference material and replicate samples. Quality control is further assured by the use of international and in-house standards. Finally, representative blind blank and duplicate samples are forwarded to ASA for additional quality control.

Laboratory results are received in parts per million uranium. The conversion factor used to convert parts per million uranium to pounds per short ton U_3O_8 is 1.179, which was verified with the Saskatchewan Research Council (ppm uranium x 1.179 = ppm U_30_8; 10,000 ppm uranium = 1% = 20 lbs/ton uranium).

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this press release, which has been prepared by management.

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 US securities legislation. 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, business and financing plans and business trends, 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, variations in the nature, quality and quantity of any mineral deposits that may be located, dilution, the volatility of the Issuer's common share price and volume; variations in the market price of any mineral products the Issuer may produce or plan to produce, 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, and other risks and uncertainties disclosed in the Issuer's Management Discussion and Analysis filed with certain securities commissions in Canada, and other information released by the Issuer and filed with the appropriate regulatory agencies. 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.

Cautionary Note Concerning Similar or Adjacent Mineral Properties

This press release contains information with respect to adjacent or similar mineral properties in respect of which the Issuer has no interest or rights to explore or mine. The Issuer advises US investors that the US Securities and Exchange Commission's mining guidelines strictly prohibit information of this type in documents filed with the SEC. Readers are cautioned that the Issuer has no interest in or right to acquire any interest in any such properties, and that mineral deposits on adjacent or similar properties are not indicative of mineral deposits on the Issuer's properties.

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 23, 2011