FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

WEALTH MINERALS LTD. (the "Issuer")
Suite 2300, 1177 West Hastings Street
Vancouver, B.C.
V6E 2K3

Item 2. Date of Material Change

November 9, 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 November 9, 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 that they have closed the $1,150,000 loan from individual lenders.

Item 5. Full Description of Material Change

The Issuer reports that it has closed the loans in the aggregate amount of $1,150,000 (see news release dated July 22, 2011) from a number of individual lenders including three (3) directors of the Issuer.

The loans each have a term of one year from the date of the advance of funds, are unsecured and bear interest at a rate of 5% per annum. Interest is payable upon repayment of the loan. As a bonus for making the loans, each lender received, at the election of the lender, either common shares of the Issuer having a value equal to 20% of the principal loan amount utilizing, for such calculation, a value per common share of $0.45, or common share purchase warrants to purchase such number of common shares of the Issuer as is equal to 40% of the loan principal utilizing, for such calculation, a price of $0.45. The bonus warrants are exercisable at a price of $0.50 per share for a period of one year from the advance of the loan. The Issuer issued 466,661 bonus shares and 88,888 bonus warrants in connection with the loans. The securities issued are subject to a four month hold period under applicable securities laws in Canada.

The TSX Venture Exchange accepted the filing on October 20, 2011.

The loan proceeds will be used to continue the Issuer's ongoing drilling program at its Rodeo de los Molles Rare Earth Element Property in Argentina and for working capital.

None of the foregoing securities have been, nor will they be, registered under the U.S. *Securities Act of 1933*, as amended (the "1933 Act") or any applicable state securities laws and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the 1933 Act) or persons in the United States absent registration or an applicable exemption from such registration requirements. This material change report shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the foregoing securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

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, the completion and closing of some or all of the loans, 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.

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**

November 10, 2011