

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

February 13, 2012

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 February 13, 2012. 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 arranges a non-brokered private placement and a debt settlement.

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 shares (the "Shares") at a price of CAD 0.30 per share for gross proceeds of up to CAD 1,200,000 (the "Offering").

All securities issued in the Offering 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 settle outstanding accounts payable, fund exploration programs on the Issuer's Valsequillo Silver project, Mexico and for general working capital.

The Issuer has also arranged to settle the sum of CAD 515,092.80 owing to Mr. Carlos Ballon, an arm's length private lender, by the issuance of 1,716,976 common shares at a deemed price of CAD 0.30 per share. The funds advanced by Mr. Ballon have been used by the Issuer for working capital and to make the initial USD 150,000 payment in respect of the Valsequillo Silver project. These securities will be subject to a hold period of four months from the date of issuance.

Completion of the private placement and debt settlement are subject to the acceptance for filing thereof by the TSX Venture Exchange. The Issuer may pay finder's fees in either cash or common shares, or both, in accordance with TSX Venture Exchange guidelines, on a portion of the private placement.

The foregoing securities have not been and will not 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 press release 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 anticipated completion of a private placement and debt settlement, 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 or any of its joint venture partners 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 commodity markets generally, variations in the nature, quality and quantity of any mineral deposits that may be located, variations in the market price of any mineral products the Issuer may produce or plan to produce, the inability of the Issuer to obtain any necessary permits, consents or authorizations required for its or their activities, the inability of the Issuer to produce minerals from their 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 latest interim Management Discussion and Analysis and filed with certain securities commissions in Canada. 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

February 14, 2012