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 4, 2016

Item 3. News Release

The date of the press releases issued pursuant to section 7.1 of National Instrument 51-102 with respect to the material change disclosed in this report is August 4, 2016. The press release was issued in Vancouver, British Columbia through the facilities of the TSX Venture Exchange via CNW.

Item 4. Summary of Material Change

The Issuer reports that they have signed a letter of intent for an option to acquire the Atacama Project, Salar de Atacama, Chile.

Item 5. Full Description of Material Change

The Issuer reports that executed a Letter of Intent (the "LOI") dated August 2, 2016 to enter into an option agreement giving it the right to acquire a 100% royalty-free interest in 144 exploration concessions (the "Concessions") referred to as the "Proyecto Atacama Lithium" and located in the Atacama Salar in Region II of Antofagasta, northern Chile.

Atacama Salar Details

The Atacama Salar is the World's highest grade and largest producing lithium brine deposit, and currently produces approximately one third of global lithium output from two production facilities operated by Sociedad Quimica y Minera ("SQM") and Rockwood Lithium. Atacama possesses a very high grade of both lithium (1,840mg/l) and potassium (22,630mg/l), has a high rate of evaporation (3,200 mm per year) and extremely low annual rainfall (15mm average per year). These characteristics make Atacama's finished lithium carbonate easier and cheaper to produce than its peer group globally (Table 1). A key factor in lithium production costs is evaporation time and Atacama Salar's evaporation rate is the highest in the lithium industry. It is adjacent to International Highway 23, which connects northern Chile and Argentina.

The Concessions (Figure 1) cover an area of approximately 46,200 hectares located in the northern portion of the Salar de Atacama and are contiguous with concessions owned by BHP Billiton, SQM, and CORFO (the Chilean Economic Development Agency). Both SQM and Rockwood have large-scale production facilities in the salar, located on the ground held by CORFO, which collectively produce over 62,000 tonnes of Lithium Carbonate Equivalent annually and account for 100% of Chile's current lithium output.

Table 1: Comparison of Certain Characteristics of Selected Major Salars

	Salar de Atacama[1]	**Salar de Maricunga[2]**	**Salar de Olaroz[2]**	**Salar de Hombre Muerto[2]**	**Salar de Cauchari[3]**
Country	**Chile**	Chile	Argentina	Argentina	Argentina
Lithium (mg/l)	**1,840**	1,250	690	740	590
Potassium (mg/l)	**22,630**	8,970	5,730	7,400	4,850
Magnesium (mg/l)	**11,740**	8,280	1,660	1,020	1,420
Mg/Li	**6.40**	6.63	2.40	1.40	2.43
K/Li	**12.33**	7.18	8.30	9.95	8.30
K/Mg	**1.93**	1.08	3.46	7.26	3.58

(1) NI 43-101 report prepared for Orocobre Ltd., May 31, 2011
(2) NI 43-101 amended report prepared for LI3 Energy Inc., May 23, 2012
(3) NI 43-101 report prepared for Lithium Americas Corp., July 11, 2012

The Concessions are in the process of being constituted and have preferential rights over the area that they cover. Once constituted, they will be valid for 2 years, and may be extended for an additional two years upon relinquishment of 50% of the area.

Together with the Issuer's Trinity Project, the Issuer now holds exclusive rights to acquire more than 50,000 hectares of lithium brine properties in northern Chile (Figure 2).

Acquisition Terms - Atacama

Under the LOI, subject to the completion of certain conditions precedent, including TSX Venture Exchange acceptance, Wealth would be granted the exclusive option to acquire a 100% royalty-free interest in the Concessions from the arm's length vendor (a private Chilean Issuer) ("Vendor") by making the following payments, and issuing the following fully paid and non-assessable common shares, to the Vendor:

Date	**Cash Payment**	**Share Issuance**
Upon Signing Formal Option Agreement	USD 3,000,000	2,000,000 WML shares
Eight (8) months after signing	USD 3,000,000	4,000,000 WML shares
Sixteen (16) months after signing	USD 3,000,000	4,000,000 WML shares
Twenty-eight (28) months after signing	USD 5,000,000	5,000,000 WML shares

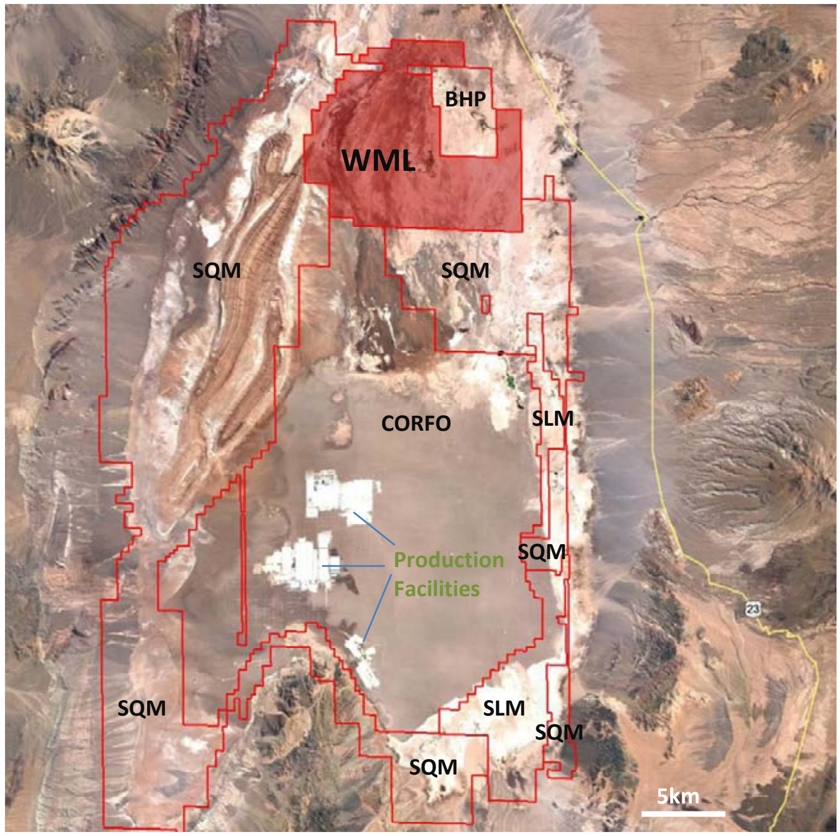

Figure 1: Wealth's newly acquired Atacama Project. SQM and Albemarle both produce lithium carbonate from concessions held by CORFO.

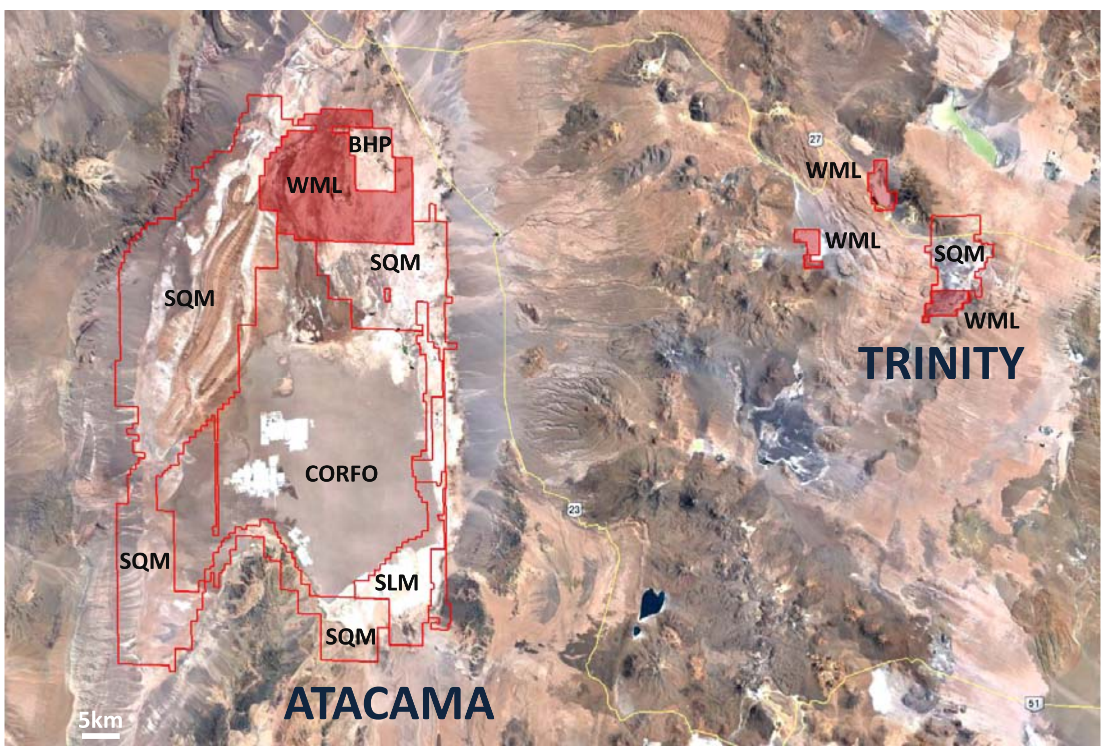

Figure 2: Wealth's total current lithium project position in northern Chile: the Atacama and Trinity Projects

Subject to satisfactory due diligence by Wealth, which is to be completed within 90 days, the Issuer's Chilean subsidiary and the Vendor will execute a formal Option Agreement. There will be no work commitments under the Option Agreement, but Wealth Chile is responsible for completing the process of constituting the Concessions and thereafter maintaining them in good standing during the term of the option.

While there is lithium production from the Atacama Salar, the Concessions have had only very limited exploration work completed. Exploration will be required so that any potential resources can be identified and fully evaluated and quantified. Accordingly, the initial program to be carried out by the Issuer at the Concessions will consist of a program of prospecting and sampling to determine the existence, nature, extent and distribution of lithium on the Concessions.

Qualified Person

Keith J. Henderson, P.Geo., a qualified person as defined by National Instrument 43-101, has reviewed the scientific and technical information that forms the basis for this material change report and has approved the disclosure herein. Mr. Henderson is a consultant to the Issuer, but does hold common shares and incentive stock options in the Issuer.

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 material change report, 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, timing and cost of exploration programs, anticipated exploration program results, the Issuer's expectation that it will be able to enter into agreements to acquire interests in additional mineral properties, including lithium properties, the discovery and delineation of mineral deposits/resources/reserves, the proposed execution of a formal agreement for the option to acquire an interest in the Concessions and the anticipated business plans and timing of future activities 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 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, including TSXV acceptance, for its planned activities, the inability of the Issuer 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 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.
Caution Regarding Adjacent or Similar Mineral Properties

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This material change report contains information with respect to adjacent or similar mineral properties in the Salar de Atacama in respect of which the Issuer has no interest or rights to explore or mine. Readers are cautioned that the Issuer has no interest in or right to acquire any interest in any such properties, and that mineral deposits, and the results of any mining thereof, on adjacent or similar properties, including within the same salar, are not indicative of mineral deposits on the Issuer's properties or any potential exploitation thereof.

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.

Tim McCutcheon, President
Business Telephone No.: (604) 331-0096

Item 9. Date of Report

August 10, 2016