

**Form 45-106F6 – Amended(2)**  
***British Columbia Report of Exempt Distribution***

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution in British Columbia.

**Issuer/underwriter information**

**Item 1: Issuer/underwriter name and contact information**

WEALTH MINERALS LTD.  
Suite 2300 – 1177 West Hastings Street  
Vancouver, BC  
V6E 2K3  
Telephone: 604-331-0096  
E-mail: [marla@wealthminerals.com](mailto:marla@wealthminerals.com)  
Website: [www.wealthminerals.com](http://www.wealthminerals.com)

**Item 2: Reporting issuer status**

The Issuer is a reporting issuer in British Columbia and Alberta.

**Item 3: Issuer's industry**

Indicate the industry of the issuer by checking the appropriate box below.

- |   |   |
|---|---|
| <input type="checkbox"/> Bio-tech                       | Mining  |
| <input type="checkbox"/> Financial Services             | <input checked="" type="checkbox"/> exploration/development |
| <input type="checkbox"/> investment companies and funds | <input type="checkbox"/> production                         |
| <input type="checkbox"/> mortgage investment companies  | <input type="checkbox"/> Oil and gas                        |
| <input type="checkbox"/> Forestry                       | <input type="checkbox"/> Real estate                        |
| <input type="checkbox"/> Hi-tech                        | <input type="checkbox"/> Utilities                          |
| <input type="checkbox"/> Industrial                     | <input type="checkbox"/> Other (describe)                   |
- 

**Item 4: Insiders and promoters of non-reporting issuers**

If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

If the issuer is not a reporting issuer in any jurisdiction of Canada, complete the following table by providing information about each insider and promoter of the issuer. If the insider or promoter is not an individual, complete the table for directors and officers of the insider or promoter.

<b>Information about insiders and promoters</b>			
Full name, municipality and country of principal residence	All positions held (e.g., director, officer, promoter and/or holder of more than 10% of voting securities)	Number and type of securities of the issuer beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution	Total price paid for all securities beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution (Canadian \$)
N/A			

### **Details of distribution**

#### **Item 5: Distribution date**

State the distribution date. If this report is being filed for securities distributed on more than one distribution date, state all distribution dates.

April 6, 2016

#### **Item 6: Number and type of securities**

For each security distributed:

- describe the type of security;

Common Shares

- state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date;

A total of 7,780,000 common shares were issued at a price of CAD 0.20 per share

- if the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, state the exemption(s) relied on. If more than one exemption is relied on, state the amount raised using each exemption.

Not applicable.

#### **Item 7: Geographical information about purchasers**

Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report. The information provided in this table must reconcile with the information provided in item 8 and Schedules I and II.

<b>Each Canadian and foreign jurisdiction where purchasers reside</b>	<b>Number of purchasers</b>	<b>Price per security (Canadian \$)<sup>1</sup></b>	<b>Total dollar value raised from purchasers in the jurisdiction (Canadian \$)</b>
British Columbia	20	\$0.20	721,000.00
Ontario	4	\$0.20	280,000.00
Germany	4	\$0.20	91,000.00
China	1	\$0.20	130,000.00
Cayman Island	1	\$0.20	50,000.00
British Virgin Islands	1	\$0.20	175,000.00
Mexico	1	\$0.20	80,000.00
Dominica	1	\$0.20	25,000.00
United Kingdom	1	\$0.20	4,000.00
<b>Total number of Purchasers</b>	<b>34</b>		
<b>Total dollar value of distribution in all jurisdictions (Canadian \$)</b>			<b>\$1,556,000.00</b>

Note 1: If securities are issued at different prices, list the highest and lowest price for which the securities were sold.

## **Item 8: Information about purchasers**

### *Instructions*

A. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table. Not applicable.

B. Information about the purchasers of securities under the distribution is required to be disclosed in different tables in this report. Complete

- the following table for each purchaser that is not an individual, and
- the tables in Schedules I and II of this report for each purchaser who is an individual.

Do not include in the tables information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report.

C. An issuer or underwriter completing this table in connection with a distribution using the exemption in subparagraph 6.1(1)(j) [*TSX Venture Exchange offering*] of National Instrument 45-106 *Prospectus and Registration Exemptions* may choose to replace the information in the first column with the total number of purchasers, whether individuals or not, by jurisdiction. If the issuer or underwriter chooses to do so, then the issuer or underwriter is not required to complete the second column or the tables in Schedules I and II.

Not applicable.

<b>Information about non-individual purchasers</b>					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Siden Investments Inc. 4773 Belmont Avenue Vancouver, BC V6T 1A8 C: David Sidhoo, President T: 604-617-9339	n/a	100,000 common shares	20,000.00	NI 45-106 2.3	2016-04-06
Canfarm Investments Ltd. 404 – 999 Canada Place Vancouver, BC V6C 3E2 C: Daniel Schieber, Director T: 604-726-7195	n/a	250,000 common shares	50,000.00	NI 45-106 2.5	2016-04-06
Eye Investment Fund Ltd. 80 Nexus Way, Camana Bay Grand Cayman, KYI-9007 Cayman Islands C: Ronald Tomkins, Director T: 61-3-9639-1800	n/a	250,000 common shares	50,000.00	BCI 72-503	2016-04-06
Westside Investments Group Ltd. 30 De Castro Street Wickham Cay 1 Roadtown, Tortola British Virgin Islands C: David Csumrik, Director T: 246-435-8600	n/a	875,000 common shares	175,000.00	BCI 72-503	2016-04-06
Bull Markets Media GmbH Alexanderstrasse 7 10178 Berlin, Germany C: Andre Doerk, Managing Director T: 49-163-9659911	n/a	100,000 common shares	20,000.00	BCI 72-503	2016-04-06
Accent Marketing GMBH Sendlinger Str. 24 80331 Munich, Germany C: Joerg Schweizer, Director T: 49-89-3815-13319	n/a	310,000 common shares	62,000.00	BCI 72-503	2016-04-06
Cevaro Investments Ltd. 885 Everett Crescent Burnaby, BC V5A 2N3 C: Dennis Cappellini, President T: 604-291-9296	n/a	100,000 common shares	20,000.00	NI 45-106 2.3	2016-04-06
Mario Franko Investments Ltd. 2636 Bellevue Avenue West Vancouver, BC C: Mario Felicella, President T: 604-649-7125	n/a	100,000 common shares	20,000.00	NI 45-106 2.3	2016-04-06
2379388 Ontario Ltd. 23 White Harwood Sevenoaks Kent TN13 1RS, United Kingdom C: Dr. M. Kalairajan, President T: 11-447-656-316584	n/a	20,000 common shares	4,000.00	BCI 72-503	2016-04-06
DNG Capital Corp. 1305 – 1090 West Georgia St. Vancouver, BC, V6E 3V7 C: Nick DeMare, President T: 604-685-9316	n/a	50,000 common shares	10,000.00	NI 45-106 2.3	2016-04-06

<b>Information about non-individual purchasers</b>					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Shand Joint Spousal Trust Apt. 601 – 5350 Balsam Street Vancouver, BC V6M 4B4 C: Elizabeth Shand T: 604-263-8633	n/a	100,000 common shares	20,000.00	NI 45-106 2.5	2016-04-06
		<b>2,255,000</b>	<b>451,000.00</b>		

### Commissions and finder's fees

#### Item 9: Commissions and finder's fees

Full name and address of the person being compensated	Indicate if the person being compensated is an insider (I) of the issuer or a registrant (R)	Compensation paid or to be paid (cash and/or securities)				
		Cash (Canadian \$) <sup>(1)</sup>	Securities			Total dollar value of compensation (Canadian \$) <sup>(1)</sup>
			Number and type of securities issued	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
Canaccord Genuity Corp. Suite 2200 609 Granville Street Vancouver, BC V7Y 1H2	R	6,230.00	Nil	n/a	n/a	6,230.00
Haywood Securities Inc. Suite 700 200 Burrard Street Vancouver, BC V6C 3L6	R	13,510.00	Nil	n/a	n/a	13,510.00
Gordon Dycke 2435 Eastgate Place Victoria, BC V8Z 6R7	n/a	26,600.00	Nil	n/a	n/a	26,600.00
Canfarm Investments Ltd. 404 – 999 Canada Place Vancouver, BC V6C 3E2	n/a	17,080.00	Nil	n/a	n/a	17,080.00
Max Sali 2111 Macdonald Street Vancouver, BC V6K 3Y3	n/a	1,400.00	Nil	n/a	n/a	1,400.00
						<b>\$64,820.00</b>

**Certificate**

On behalf of the issuer, I certify that the statements made in this report are true.

Date: April 28, 2016

Wealth Minerals Ltd.

Name of issuer (please print)

Marla Ritchie, Corporate Secretary – 604.638.3886 (direct)

Print name, title and telephone number of person signing

"Marla K. Ritchie" (signed)

Signature

*Instruction*

*The person certifying this report must complete the information in the square brackets by deleting the inapplicable word. For electronic filings, substitute a typewritten signature for a manual signature.*

**Item 10: Contact information**

State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

**IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.****Notice - Collection and use of personal information**

The British Columbia Securities Commission collects and uses the personal information required to be included in this report for the administration and enforcement of the *Securities Act*. If you have any questions about the collection and use of this information, contact the British Columbia Securities Commission at the following address:

**British Columbia Securities Commission**

P.O. Box 10142, Pacific Centre

701 West Georgia Street

Vancouver, British Columbia V7Y 1L2

Telephone: (604) 899-6500

Toll free across Canada: 1-800-373-6393

Facsimile: (604) 899-6581