

Amended
Form 45-106F6
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
Website: 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.

Information about insiders and promoters			
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.

February 27, 2015

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;
 - 1) A total of 7,500,000 common shares were issued at a price of CAD 0.10 per share pursuant to a non-brokered private placement
 - 2) A total of 1,000,000 common shares were issued at a deemed price of CAD 0.10 per share pursuant to the initial share issuance required for property/asset acquisition.
- 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.

Each Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Alberta	3	\$0.10	32,500.00
British Columbia	37	\$0.10	597,500.00
Ontario	2	\$0.10	20,000.00
USA	1	\$0.10	100,000.00
Chile	2	\$0.10	70,000.00
Bahamas	1	\$0.10	30,000.00
Total number of Purchasers	46		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$850,000.00

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.

Information about non-individual purchasers					
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)
GF Consulting Corp. 1763 West 62nd Avenue Vancouver, BC V6P 2G1 Attn: Gary Freeman, President T: 604-889-9295	n/a	500,000 common shares	50,000.00	NI 45-106 2.3	2015-02-27
KF Business Ventures LP 10866 Wilshire Blvd, Suite 1500 Los Angeles, CA USA 90024 Attn: Robert Kopple, President of Kopple Financial Inc. as General Partner T: 310-475-1444	n/a	1,000,000 common shares	100,000.00	BCI 72-503	2015-02-27
Dr. Richard Cudmore Inc. 40763 Thunderbird Ridge Box 9200 Squamish, BC V8B 0C1 Attn: Richard Cudmore, President T: 604-898-2630	n/a	90,000 common shares	9,000.00	NI 45-106 2.3	2015-02-27
Dr. Alasdair Leighton Inc. 4100 Hilderandt Road Prince George, BC V2M 7C8 Attn: Alasdair Leighton, President T: 250- 564-9401	n/a	300,000 common shares	30,000.00	NI 45-106 2.3	2015-02-27
Cervaro Investment Ltd. 885 Everett Crescent Burnaby, BC V5A 2N3 Attn: Dennis Cappellini, President T: 604-291-9296	n/a	50,000 common shares	5,000.00	NI 45-106 2.3	2015-02-27
501689 BC Ltd. 60 Glenmore Drive West Vancouver, BC V7S 1A8 Attn: Gordon Groundwater, President T: 604-926-2544	n/a	100,000 common shares	10,000.00	NI 45-106 2.3	2015-02-27
Vern Blair Inc. 1100 - 1177 West Hastings St. Vancouver, BC V6E 2K3 Attn: Vern Blair, President T: 604-697-5276	n/a	50,000 common shares	5,000.00	NI 45-106 2.3	2015-02-27
572443 BC Ltd. 370 Martindale Road St. Catharines, ON L2N 0A3 Attn: Marco Marrone, Secretary T: 905-934-5147	n/a	100,000 common shares	10,000.00	NI 45-106 2.3	2015-02-27
Balmoral Resources Inc. 2300-1177 West Hastings Street Vancouver, BC V6E 2K3 Darin Wagner, President T: 604-638-3664	n/a	1,000,000 common shares	100,000.00	NI 45-106 2.13	2015-02-27
		3,190,000	319,000.00		

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 \$) ⁽¹⁾	Securities			Total dollar value of compensation (Canadian \$) ⁽¹⁾
			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	\$10,150.00	Nil	Nil	NI 45-106 2.3	\$10,150.00
Haywood Securities Inc. Suite 700 200 Burrard Street Vancouver, BC V6C 3L6	R	\$7,700.00	95,550	\$0.10	NI 45-106 2.3	\$17,255.00
						\$27,405.00

Certificate

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

Date: June 27, 2015

Wealth Minerals Ltd.

Name of issuer (please print)

Marla Ritchie, Corporate Secretary – 604.638.3886

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