



**WEALTH MINERALS LTD.
(An Exploration Stage Company)**

**CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited – Prepared in Canadian Dollars)**

(Expressed in Canadian Dollars)

February 29, 2016 and February 28, 2015

Corporate Head Office
2300 – 1177 West Hastings Street
Vancouver, BC
V6E 2K3

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

WEALTH MINERALS LTD.

(An Exploration Stage Company)

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Unaudited – Prepared by Management)

(Expressed in Canadian Dollars)

	February 29, 2016	November 30, 2015
ASSETS		
Current		
Cash	\$ 147,525	\$ 96,887
Accounts receivable	23,468	23,724
Prepaid expenses	96,570	35,916
	<u>267,563</u>	<u>156,527</u>
Equipment (Note 5)	8,764	9,040
Exploration and evaluation assets (Notes 4 and 11)	450,748	450,748
	<u>\$ 727,075</u>	<u>\$ 616,315</u>
LIABILITIES AND SHAREHOLDERS' DEFICIENCY		
Current		
Accounts payable and accrued liabilities	\$ 250,502	\$ 224,457
Loans payable (Note 6)	1,271,319	1,258,194
Due to related parties (Note 9)	438,286	585,919
Flow-through share premium liability (Note 7)	105,000	-
	<u>2,065,107</u>	<u>2,068,570</u>
Shareholders' deficiency		
Capital stock (Note 7)	45,377,306	45,031,919
Share-based payment reserve (Note 8)	7,000,425	6,976,818
Obligation to issue shares (Note 7)	50,000	50,000
Deficit	(53,765,763)	(53,510,992)
	<u>(1,338,032)</u>	<u>(1,452,255)</u>
	<u>\$ 727,075</u>	<u>\$ 616,315</u>

On behalf of the Board:(signed) "*Hendrik Van Alphen*"

Hendrik Van Alphen, Director

(signed) "*James M. Dawson*"

James M. Dawson, Director

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

WEALTH MINERALS LTD.

(An Exploration Stage Company)

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

(Unaudited – Prepared by Management)

(Expressed in Canadian Dollars)

	Three month ended	
	February 29, 2016	February 28, 2015
Expenses		
Amortization	\$ 276	\$ 385
Consulting (Note 9)	296,977	49,250
Exploration and evaluation expenditures (Note 11)	29,357	6,368
Interest (Note 6)	13,125	13,125
Foreign exchange (gain) loss	(1,599)	278
Forgiveness of debt	(207,135)	(146,423)
Listing and transfer agent fees	30,546	8,150
Office, administration and miscellaneous (Note 9)	14,983	8,095
Professional fees (Note 9)	28,238	8,624
Rent (Note 9)	8,999	7,053
Shareholders' communications	25,562	34,771
Travel and promotion	15,442	12,490
Net Loss and Comprehensive Loss for the Period	\$ (254,771)	\$ (2,166)
Basic and Diluted Loss per Share	\$ (0.01)	\$ (0.00)
Basic and Diluted Weighted Average Number of Common Shares Outstanding	39,472,207	17,460,049

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

WEALTH MINERALS LTD.

(An Exploration Stage Company)

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited –Prepared by Management)

(Expressed in Canadian Dollars)

	Three months ended	
	February 29, 2016	February 28, 2015
Operating Activities		
Net loss for the period	\$ (254,771)	\$ (2,166)
Items not affecting cash		
Accrued interest on loans payable	13,125	13,125
Amortization	276	385
Forgiveness of debt	(207,135)	(146,423)
Changes in non-cash working capital		
Accounts receivable	256	(5,070)
Prepaid expenses	(105,189)	(2,325)
Accounts payable and accrued liabilities	277,715	(118,753)
Due to related parties	(147,633)	53,632
Cash Used in Operating Activities	<u>(423,356)</u>	<u>(207,595)</u>
Financing Activities		
Issuance of capital stock	540,000	680,000
Share issuance costs	(66,006)	(32,915)
Loan repayment	-	(8,760)
Cash Provided by Financing Activities	<u>473,994</u>	<u>638,325</u>
Changes in Cash	50,638	430,730
Cash, Beginning of Period	<u>96,887</u>	<u>4,946</u>
Cash, End of Period	<u>\$ 147,525</u>	<u>\$ 435,676</u>
Supplemental Cash Flow Information		
Shares issued for debt settlement (in accounts payable)	\$ -	\$ 1,290,800
Shares issued for exploration and evaluation assets	\$ -	\$ 190,000
Subscription receivable	\$ -	\$ 70,000
Broker's warrants issued as finder's fees	\$ 23,607	\$ -
Flow-through share premium liability	\$ 105,000	\$ -

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

WEALTH MINERALS LTD.

(An Exploration Stage Company)

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' DEFICIENCY

(Unaudited –Prepared by Management)

(Expressed in Canadian Dollars)

	Number of Common Shares	Capital Stock	Share-based Payment Reserve	Obligation to Issue Shares	Deficit	Total
Balance: November 30, 2014	15,565,897	42,499,967	6,347,263	1,290,800	(52,276,896)	(2,138,866)
Private placements	7,500,000	750,000	-	-	-	750,000
Share issued for finder's fees	95,550	9,555	-	-	-	9,555
Share issuance costs	-	(42,470)	-	-	-	(42,470)
Shares issued for exploration and evaluation assets	1,000,000	190,000	-	-	-	190,000
Shares issued for debt settlement	4,033,752	1,290,800	-	(1,290,800)	-	-
Net loss for the period	-	-	-	-	(2,166)	(2,166)
Balance: February 28, 2015	28,195,199	44,697,852	6,347,263	-	(52,279,062)	(1,233,947)
Private placements	8,250,000	1,170,000	-	-	-	1,170,000
Share issued for finder's fees	21,187	4,661	-	-	-	4,661
Share issuance costs	-	(69,104)	-	-	-	(69,104)
Shares issued for exploration and evaluation assets	211,865	46,610	-	-	-	46,610
Shares issued for debt settlement	-	(968,100)	-	-	-	(968,100)
Shares issued / to be issued for the acquisition of Minera Wealth Peru	750,000	150,000	-	50,000	-	200,000
Share-based compensation (Note 8)	-	-	629,555	-	-	629,555
Net loss for the period	-	-	-	-	(1,231,930)	(1,231,930)
Balance: November 30, 2015	37,428,251	45,031,919	6,976,818	50,000	(53,510,992)	(1,452,255)
Private placements	3,000,000	540,000	-	-	-	540,000
Flow-through share premium	-	(105,000)	-	-	-	(105,000)
Share issuance costs - cash	-	(66,006)	-	-	-	(66,006)
Share issuance costs – finder's warrants	-	(23,607)	23,607	-	-	-
Net loss for the period	-	-	-	-	(254,771)	(254,771)
Balance: February 29, 2016	40,428,251	\$ 45,377,306	\$ 7,000,425	\$ 50,000	\$ (53,765,763)	\$ (1,338,032)

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

WEALTH MINERALS LTD.

(An Exploration Stage Company)

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited –Prepared by Management)

(Expressed in Canadian Dollars)

Three Months Ended February 29, 2016 and February 28, 2015

1. NATURE OF OPERATIONS AND GOING CONCERN

The principal business activity of Wealth Minerals Ltd. (“Wealth” or the “Company”) is the exploration for minerals and the development of exploration and evaluation assets, primarily in Quebec, Peru and Mexico. The Company is an exploration stage company. The Company’s head office is located at 2300 – 1177 West Hastings Street, Vancouver, BC, V6E 2K3. These condensed interim consolidated financial statements were prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business.

Several adverse conditions cast significant doubt on the validity of this assumption. The Company has incurred significant operating losses of \$254,771 during the three months period ended February 29, 2016 (February 28, 2015 - \$2,166). The Company is currently unable to self-finance operations, has a working capital deficit of \$1,797,544 (November 30, 2015 – \$1,912,043), limited resources, no source of operating cash flow, and no assurances that sufficient funding will be available to conduct further exploration and development of its exploration and evaluation assets.

The business of mining and exploration involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The Company’s ability to continue as a going concern is dependent upon the ability of the Company to obtain the necessary financing to complete the development of its exploration and evaluation assets and future profitable production or proceeds from disposition of those exploration and evaluation assets.

The Company does not generate sufficient cash flow from operations to adequately fund its activities and has therefore relied principally upon the issuance of securities for financing. Future capital requirements will depend on many factors, including the Company's ability to execute its business plan. The Company intends to continue relying upon the issuance of securities to finance its future activities, but there can be no assurance that such financing will be available on a timely basis under terms acceptable to the Company.

Although these condensed interim consolidated financial statements do not include any adjustments that may result from the inability to secure future financing, such a situation would have a material adverse effect on the Company’s business, results of operations and financial condition. These condensed interim consolidated financial statements do not include any adjustments to the carrying amount and classification of assets and liabilities should the Company be unable to continue as a going concern.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

These condensed interim consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments that have been measured at fair value. These condensed interim consolidated financial statements are presented in Canadian dollars, which is the functional currency of the Company and its subsidiaries.

These condensed interim consolidated financial statements, including comparatives, have been prepared using accounting policies consistent with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Boards (“IASB”) and in accordance with International Accounting Standards (“IAS”) 34, Interim Financial Reporting.

WEALTH MINERALS LTD.

(An Exploration Stage Company)

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited –Prepared by Management)

(Expressed in Canadian Dollars)

Three Months Ended February 29, 2016 and February 28, 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of presentation (Continued)

The significant accounting policies applied in these condensed interim consolidated financial statements are summarized below and are based on the IFRS issued and outstanding as of February 29, 2016. Any subsequent changes to IFRS after this date could result in changes to the consolidated annual financial statements for the year ended November 30, 2016.

The preparation of condensed interim consolidated financial statements in accordance with IFRS requires the use of certain critical accounting estimates and judgments when applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed below.

These consolidated financial statements were approved for issuance by the Company's Board of Directors on April 28, 2016.

Principles of consolidation

These condensed interim consolidated financial statements include the accounts of the Company and its wholly-owned integrated subsidiaries (see Note 10). Control is based on whether an investor has power over the investee, exposure or rights to variable returns from its involvement with the investee, and the ability to use its power over the investee to affect the amount of returns. All significant intercompany balances and transactions have been eliminated.

Critical accounting estimates and judgments

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment of the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- i) The Company uses the Black-Scholes option pricing model for valuation of share-based compensation. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity settled benefits.

Critical judgments exercised in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements are as follows:

WEALTH MINERALS LTD.

(An Exploration Stage Company)

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited –Prepared by Management)

(Expressed in Canadian Dollars)

Three Months Ended February 29, 2016 and February 28, 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Critical accounting estimates and judgments (Continued)

- i) Economic recoverability and probability of future benefits of exploration and evaluation costs

Management has determined that exploration, evaluation and related costs incurred, which were capitalized, may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits, including geologic and other technical information, history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, scoping and feasibility studies, accessible facilities and existing permits.

Going concern

The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operating expenditures, meet its liabilities for the ensuing year, and to fund planned and contractual exploration programs, involves significant judgment based on historical experience and other factors including expectation of future events that are believed to be reasonable under the circumstances.

Exploration and evaluation expenditures

All of the Company's projects are currently in the exploration and evaluation phase.

- a) Pre-exploration costs

Pre-exploration and property investigation costs are expensed in the period in which they are incurred.

- b) Acquisition expenditures

Acquisition costs for exploration and evaluation assets, net of recoveries, are capitalized on a property-by-property basis. Acquisition costs include cash consideration and the value of common shares, based on recent issue prices, issued for exploration and evaluation assets pursuant to the terms of the agreement.

- c) Exploration and evaluation expenditures

Exploration and evaluation expenditures incurred during the exploration and evaluation phase are expensed as incurred and included in profit or loss.

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, costs begin to be capitalized as the property is considered to be a mine under development and are classified as "mine development costs".

WEALTH MINERALS LTD.

(An Exploration Stage Company)

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited –Prepared by Management)

(Expressed in Canadian Dollars)

Three Months Ended February 29, 2016 and February 28, 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of non-current assets

Non-current assets are evaluated at each reporting date by management for indicators that carrying value is impaired and may not be recoverable. When indicators of impairment are present, the recoverable amount of an asset is evaluated at the level of a cash-generating unit (“CGU”), the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets, where the recoverable amount of a CGU is the greater of the CGU’s fair value less costs to sell and its value in use. An impairment loss is recognized in profit or loss to the extent the carrying amount exceeds the recoverable amount.

In calculating recoverable amount, if applicable, the Company uses discounted cash flow techniques to determine fair value when it is not possible to determine fair value either by quotes from an active market or a binding sales agreement.

Discounted cash flow techniques often require management to make estimates and assumptions.

Reversal of impairment

An impairment loss is reversed if there is an indication that there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset’s carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment had been recognized.

Provision for environmental rehabilitation

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of mine development assets and equipment, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future rehabilitation cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to mining assets if technical feasibility and commercial viability has been established (otherwise expensed) along with a corresponding increase in the rehabilitation provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The rehabilitation asset is depreciated on the same basis as mining assets.

The Company’s estimates of reclamation costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to mining assets with a corresponding entry to the rehabilitation provision. The Company’s estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates. Changes in the net present value, excluding changes in the Company’s estimates of reclamation costs, are charged to profit or loss for the period.

The Company is not aware of any liabilities to be recorded as of February 29, 2016.

Equipment

Equipment is recorded at cost and amortized over their estimated useful lives. The cost of an item includes the purchase price and directly attributable costs to bring the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Where an item of equipment comprises major components with different useful lives, the components are accounted for as separate items of equipment. Amortization is recorded when equipment is put in use over the estimated useful life using the following methods and rates:

WEALTH MINERALS LTD.

(An Exploration Stage Company)

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited –Prepared by Management)

(Expressed in Canadian Dollars)

Three Months Ended February 29, 2016 and February 28, 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Equipment (Continued)

Computer equipment	30% declining-balance basis
Office furniture and equipment	20% declining-balance basis
Leasehold improvements	Four years straight-line

Additions during the period are amortized at one-half the annual rate.

Foreign exchange

The functional currency is the currency of the primary economic environment in which the entity operates and has been determined for each entity within the Company. The functional currency for all entities within the Company is the Canadian dollar. The functional currency determinations were conducted through an analysis of the consideration factors identified in International Accounting Standard (“IAS”) 21 *The Effects of Changes in Foreign Exchange Rates*.

Transactions in currencies other than the Canadian dollar are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, the monetary assets and liabilities of the Company that are denominated in foreign currencies are translated at the rate of exchange at the condensed interim consolidated statement of financial position date while non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are reflected in profit or loss for the period.

Cash and cash equivalents

For purposes of reporting cash flows, the Company considers cash and cash equivalents to include amounts held in banks and cashable highly liquid investments with limited interest and credit risk. The remaining maturities at point of purchase are at three months or less, with no penalties on early retirement. The Company places its cash and cash investments with chartered Canadian banks.

Loss per share

The Company presents basic loss per share for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

Income taxes

Income tax is recognized in profit or loss, except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the period, using tax rates enacted or substantively enacted at year-end, adjusted for amendments to tax payable with regard to previous years.

WEALTH MINERALS LTD.

(An Exploration Stage Company)

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited –Prepared by Management)

(Expressed in Canadian Dollars)

Three Months Ended February 29, 2016 and February 28, 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**Income taxes (Continued)**

Deferred tax is recorded using the statement of financial position liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting nor taxable loss; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amounts of assets and liabilities, using tax rates enacted or substantively enacted at the consolidated statement of financial position date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Additional income taxes that arise from the distribution of dividends are recognized at the same time as the liability to pay the related dividend. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Share-based payments

The Company grants stock options to acquire common shares of the Company to directors, officers, employees and consultants. An individual is classified as an employee when the individual is an employee for legal or tax purposes, or provides services similar to those performed by an employee.

The fair value of stock options granted to employees is measured on the date of grant, using the Black-Scholes option pricing model, and is recognized over the vesting period. Consideration paid for the shares on the exercise of stock options is credited to capital stock.

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of goods or services received.

Capital stock

Proceeds from the issue of units is allocated between common shares and share purchase warrants on a residual value basis, wherein the fair value of the common shares is based on the market value on the date of the announcement of the placement and the balance, if any, is allocated to the attached warrants. Share issue costs are netted against share proceeds.

WEALTH MINERALS LTD.

(An Exploration Stage Company)

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited –Prepared by Management)

(Expressed in Canadian Dollars)

Three Months Ended February 29, 2016 and February 28, 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments

Financial assets

The Company classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss - This category comprises derivatives, or assets acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried at fair value with changes in fair value recognized through profit or loss.

Loans and receivables - These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

Held-to-maturity investments - These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized through profit or loss.

Available-for-sale - Non-derivative financial assets not included in the above categories are classified as available-for-sale. They are carried at fair value with changes in fair value recognized directly in equity. Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized through profit or loss.

All financial assets, except for those at fair value through profit or loss, are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described above.

The Company has classified its cash at fair value through profit or loss. The Company's accounts receivable are classified as loans and receivables.

Financial liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss - This category comprises derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried at fair value with changes in fair value recognized through profit or loss.

Other financial liabilities - This category includes accounts payable and accrued liabilities, amounts due to related parties and loans payable, all of which are recognized at amortized cost.

WEALTH MINERALS LTD.

(An Exploration Stage Company)

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited –Prepared by Management)

(Expressed in Canadian Dollars)

Three Months Ended February 29, 2016 and February 28, 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities (Continued)

Financial instruments that are measured at fair value use inputs, which are classified within a hierarchy that prioritizes their significance. The three levels of the fair value hierarchy are:

- Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 - Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 - Inputs that are not based on observable market data.

Future accounting pronouncements

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its consolidated financial statements.

IFRS 9 Financial Instruments

IFRS 9 will replace IAS 39 *Financial Instruments: Recognition and Measurement* and IFRIC 9 *Reassessment of Embedded Derivatives*.

The main features introduced by this new standard compared with predecessor IFRS are as follows:

- *Classification and measurement of financial assets:*
Debt instruments are classified and measured on the basis of the entity's business model for managing the asset and its contractual cash flow characteristics as either: 'Amortized cost', 'Fair value through other comprehensive income', or 'Fair value through profit or loss' (default). Equity instruments are classified and measured as 'Fair value through profit or loss' unless upon initial recognition elected to be classified as 'Fair value through other comprehensive income'.
- *Classification and measurement of financial liabilities:*
When an entity elects to measure a financial liability at fair value, gains or losses due to changes in the entity's own credit risk is recognized in other comprehensive income (as opposed to previously profit or loss). This change may be adopted early in isolation of the remainder of IFRS 9.
- *Impairment of financial assets:*
An expected credit loss impairment model replaced the incurred loss model and is applied to financial assets at 'Amortized cost' or 'Fair value through other comprehensive income', lease receivables, contract assets or loan commitments and financial guarantee contracts. An entity recognizes 12-month expected credit losses if the credit risk of a financial instrument has not increased significantly since initial recognition, and lifetime expected credit losses otherwise.
- *Hedge accounting:*
Hedge accounting remains a choice, however is now available for a broader range of hedging strategies. Voluntary termination of a hedging relationship is no longer permitted. Effectiveness testing now needs to be performed prospectively only. Entities may elect to continue to applying IAS 39 hedge accounting on adoption of IFRS 9 (until the IASB has completed its separate project on the accounting for open portfolios and macro hedging).

WEALTH MINERALS LTD.

(An Exploration Stage Company)

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited –Prepared by Management)

(Expressed in Canadian Dollars)

Three Months Ended February 29, 2016 and February 28, 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Future accounting pronouncements (Continued)

Applicable to the Company's annual period beginning on December 1, 2018.

Clarification and Acceptable Methods of Depreciation and Amortization (Amendments to IAS 16 and IAS 38)

Amends IAS 16 *Property, Plant and Equipment* and IAS 38 *Intangible Assets* to:

- clarify that a depreciation method that is based on revenue that is generated by an activity that includes the use of an asset is not appropriate for property, plant and equipment
- introduce a rebuttable presumption that an amortization method that is based on the revenue generated by an activity that includes the use of an intangible asset is inappropriate, which can only be overcome in limited circumstances where the intangible asset is expressed as a measure of revenue, or when it can be demonstrated that revenue and the consumption of the economic benefits of the intangible asset are highly correlated
- add guidance that expected future reductions in the selling price of an item that was produced using an asset could indicate the expectation of technological or commercial obsolescence of the asset, which, in turn, might reflect a reduction of the future economic benefits embodied in the asset.

Applicable to the Company's annual period beginning on December 1, 2016.

3. RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

The carrying values of cash, accounts receivable, due to related parties, loans payable, and accounts payable and accrued liabilities approximate their fair values due to the short term expected maturity of these financial instruments.

The Company's risk exposure and the impact on the Company's financial instruments are summarized below:

a) Credit risk

Concentration of credit risk exists with respect to the Company's cash of \$147,525 at February 29, 2016 (November 30, 2015 - \$96,887). The credit risk associated with cash is minimized by ensuring that these financial assets are placed with major Canadian financial institutions with strong investment-grade ratings by a primary ratings agency.

b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they fall due. The Company's approach to managing liquidity risk is to provide reasonable assurance that it will have sufficient funds to meet liabilities when due. The Company manages its liquidity risk by forecasting cash flows required by operations and anticipated investing and financing activities. The Company normally maintains sufficient cash to meet the Company's business requirements. However, at February 29, 2016 the cash balance of \$147,525 would be insufficient to meet the needs for the coming period. Therefore, the Company will be required to raise additional capital in order to fund its operations in 2016. The Company's financial liabilities are due as follows:

WEALTH MINERALS LTD.

(An Exploration Stage Company)

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited –Prepared by Management)

(Expressed in Canadian Dollars)

Three Months Ended February 29, 2016 and February 28, 2015

3. RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

b) Liquidity risk (Continued)

	0 to 3 months	3 to 6 months	6 to 12 months	Total
Accounts payable and accrued liabilities	\$ 250,502	\$ -	\$ -	\$ 250,502
Loans payable	-	-	1,271,319	1,271,319
Due to related parties	438,286	-	-	438,286
	<u>\$ 688,788</u>	<u>\$ -</u>	<u>\$ 1,271,319</u>	<u>\$ 1,960,107</u>

c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risk.

i) Interest rate risk

The Company's cash consists of cash held in bank accounts that earn interest at variable interest rates. Future cash flows from interest income on cash will be affected by interest rate fluctuations. Due to the short-term nature of these financial instruments, fluctuations in market rates do not have a significant impact on estimated fair values. The Company manages interest rate risk by maintaining an investment policy that focuses primarily on preservation of capital and liquidity. The interest income earned on cash is minimal; therefore, the Company is not subject to material interest rate risk.

ii) Foreign currency risk

The Company is exposed to foreign currency risk as certain monetary financial instruments are denominated in Mexican, Peruvian and United States currencies. The Company has not entered into any foreign currency contracts to mitigate this risk, as it believes this risk is minimized by the amount of cash held in this foreign jurisdiction. The Company's sensitivity analysis suggests that reasonably expected changes in the rates of exchange in Mexico, Peru and the United States would change foreign exchange gain or loss by an insignificant amount.

iii) Other price risk

Other price risk is the risk that the fair or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company is not exposed to other price risk.

WEALTH MINERALS LTD.

(An Exploration Stage Company)

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited –Prepared by Management)

(Expressed in Canadian Dollars)

Three Months Ended February 29, 2016 and February 28, 2015

4. EXPLORATION AND EVALUATION ASSETS

Mexico

Valsequillo Silver Project, Mexico

- i) On August 13, 2015, the Company entered into two option agreements with arms-length private individuals to acquire a 100% interest in the Valsequillo property in Mexico. The Company can acquire a 100% interest for a total consideration of US \$6,000,000 over a 90-month (7.5 years) period. The option payments are tied to both the signing of the agreements ("Signing Date") and the date the Company secures the required surface access rights ("Access Date"). Details of the option agreements (collectively) are as follows:

1. Payments Related to the Signing Date

US \$50,000 (paid \$56,600)

US \$50,000 (due on or before August 13, 2016)

US \$50,000 (due on or before August 13, 2017)

2. Payments Related to the Access Date (surface access rights not yet secured)

US \$50,000 (due 12 months from the access date)

US \$100,000 (due 18 months from the access date)

US \$100,000 (due 24 months from the access date)

US \$150,000 (due 30 months from the access date)

US \$150,000 (due 36 months from the access date)

US \$200,000 (due 42 months from the access date)

US \$200,000 (due 48 months from the access date)

US \$300,000 (due 54 months from the access date)

US \$300,000 (due 60 months from the access date)

US \$400,000 (due 66 months from the access date)

US \$400,000 (due 72 months from the access date)

US \$500,000 (due 78 months from the access date)

US \$500,000 (due 84 months from the access date)

US \$2,500,000 (due 90 months from the access date)

Canada

N1/N2 Gold Project, Quebec

On January 27, 2015, the Company entered into an option agreement to acquire up to a 75% interest in the N1/N2 Gold Project in Quebec, Canada.

Pursuant to the option agreement, the Company has the option (the "First Option") to earn an initial 51% interest in the property by incurring aggregate exploration expenditures of \$2,200,000 (of which the initial \$400,000 is a firm commitment), and issuing an aggregate of 3,000,000 common shares over three years. Details of the First Option are as follows:

Share issuances:

Issue 1,000,000 common shares by March 6, 2015 (issued and valued at \$190,000)

Issue 1,000,000 common shares by March 6, 2016

Issue 1,000,000 common shares by March 6, 2017

WEALTH MINERALS LTD.

(An Exploration Stage Company)

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited –Prepared by Management)

(Expressed in Canadian Dollars)

Three Months Ended February 29, 2016 and February 28, 2015

4. EXPLORATION AND EVALUATION ASSETS (Continued)

Canada (Continued)

N1/N2 Gold Project, Quebec (Continued)

Exploration commitments:

Incur \$400,000 by March 6, 2016

Incur aggregate of \$600,000 by March 6, 2017

Incur aggregate of \$1,200,000 by March 6, 2018

On exercise of the First Option, the Company can elect to proceed with a further option (“Second Option”) to earn an additional 24% interest (total of 75%). In order to exercise the Second Option, the Company must incur additional exploration expenditures of \$2,800,000 within three years from the date of the First Option Exercise date with minimum expenditures of \$500,000 per year and make cash payments of up to \$600,000 over three years. The payments can be made in either cash or shares at the Company’s option. N2 is subject to existing net smelter return (“NSR”) royalties payable to various third parties.

Following the exercise of either the First or, if applicable, the Second Option, a joint venture (“JV”) will be formed to further advance the property. The Company will be the operator of the property through the First and, if applicable, Second Options and the initial phase of the JV. If either the Company or the optionor opt not to contribute their respective cost share of ongoing JV expenditures and are thereby reduced to a 5% or less JV interest, that interest will be transferred to the non-diluting participant and the diluted participant will thereafter be entitled to be paid a 1% NSR royalty.

During the period ended February 29, 2016, the Company entered into a termination agreement for its option agreement to acquire a 75% interest in the N1/N2 Gold Project in Quebec, releasing the optionor and the Company from any liabilities and obligations in respect thereof. Pursuant to the Termination Agreement, the Company is required to make a total cash payment of \$400,000 on equal quarterly payments starting April 1, 2016. The Company has the option to issue common shares to satisfy the cash payments required. An impairment expense of \$190,000 was recorded in the consolidated statement of comprehensive loss for the year ended November 30, 2015.

Noyell Property, Quebec

On July 23, 2015, the Company entered into an option agreement with Brionor Resources Inc. (“Brionor”) pursuant to which the Company has the option (the “Option”) to acquire up to 100% of the Noyell Property in Quebec.

Pursuant to the option agreement, the Company may earn up to a 100% interest, in three option stages, through issuance of common shares valued at \$850,000 over four years (211,865 shares issued and valued at \$46,610 during the year ended November 30, 2015). The Option does not require any cash payments and there are no exploration work commitments.

If the Company exercises the first option and acquires the initial 49% interest but thereafter elects not to exercise the second option for an additional 26% interest, then the Option will terminate and Brionor will have an option (the “Re-Purchase Option”) to acquire the Company’s 49% interest through the issuance of Brionor common shares valued at \$75,000 (50% of the value paid by the Company to exercise the first option). If Brionor does not exercise the Re-Purchase Option, the Company and Brionor will be deemed to have formed a 49:51 JV.

WEALTH MINERALS LTD.

(An Exploration Stage Company)

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited –Prepared by Management)

(Expressed in Canadian Dollars)

Three Months Ended February 29, 2016 and February 28, 2015

4. EXPLORATION AND EVALUATION ASSETS (Continued)**Canada (Continued)*****Noyell Property, Quebec (Continued)***

If the Company exercises both the first and second options and thereby acquires an aggregate 75% interest but does not exercise the third option to acquire the balance of Brionor's interest, then the Option will terminate and the Company and Brionor will be deemed to have been formed a 75:25 JV. There is an existing aggregate 3% NSR royalty on the Noyell property payable to arms-length third parties.

		Share Issuance	Interest
Phase I	TSX-V Acceptance	\$50,000 (issued)	
	One Year Anniversary	50,000	49%
	Two Year Anniversary	50,000	
Phase II	Three Year Anniversary	200,000	26%
Phase III	Four Year Anniversary	500,000	25%
		\$850,000	100%

Peru***Yanamina Gold Project, Peru***

On May 21, 2015, the Company entered into a formal share purchase agreement with Coronet Metals Inc. ("Coronet") to acquire up to 100% interest in the advanced stage Yanamina Gold Project, Peru ("Yanamina").

Pursuant to the share purchase agreement, the Company will acquire Yanamina through acquisition of all of the shares of Coronet's Peruvian subsidiary, Coronet Metals Peru S.A.C. ("Coronet Peru"), in consideration of the Company issuing 1,000,000 common shares to Coronet (Note 14).

In addition, the Company will obtain rights over the assets and assume responsibility for Coronet Peru's outstanding liabilities, as well as Coronet's obligations with respect to certain future share issuances and payments to Migme Limited (formerly "Latin Gold Limited") ("LGL") and its subsidiary, Westmag Resources Limited ("WRL"), the former owner of Coronet Peru (including a 1% gross revenue royalty payable to WRL on all gold produced from Yanamina in excess of 200,000 ounces) relating to Coronet's purchase of Coronet Peru from LGL and WRL in 2011. Production from Yanamina is also subject to a 2% NSR in favour of Barrick Gold Corporation ("Barrick"), which can be purchased outright at any time prior to the commencement of construction for USD 200,000 cash.

On October 7, 2015 (the "Closing Date"), the Company completed the transaction to acquire Coronet Peru and issued 750,000 common shares valued at \$150,000. As a result, the Company now has 100% ownership of Yanamina, and the negotiation of a long-term community agreement with the Cruz de Mayo community and surrounding communities can begin in earnest, aiming to secure the necessary social license to operate.

The Company issued the remaining 250,000 common shares valued at \$50,000 to Coronet subsequent to the period ended February 29, 2016.

WEALTH MINERALS LTD.

(An Exploration Stage Company)

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited –Prepared by Management)

(Expressed in Canadian Dollars)

Three Months Ended February 29, 2016 and February 28, 2015

5. EQUIPMENT

	Computer Equipment	Office Furniture and Equipment	Total
Cost			
Balance at November 30, 2014	\$ 49,033	\$ 17,891	\$ 66,924
Addition from acquisition of Minera Wealth Peru	-	5,033	5,033
Balance at November 30, 2015 and February 29, 2016	<u>\$ 49,033</u>	<u>\$ 22,924</u>	<u>\$ 71,957</u>
Accumulated amortization			
Balance at November 30, 2014	\$ 44,740	\$ 16,639	\$ 61,379
Amortization	1,288	250	1,538
Balance at November 30, 2015	46,028	16,889	62,917
Amortization	225	51	276
Balance at February 29, 2016	<u>\$ 46,253</u>	<u>\$ 16,940</u>	<u>\$ 63,193</u>
Carrying amounts			
At November 30, 2015	<u>\$ 3,005</u>	<u>\$ 6,035</u>	<u>\$ 9,040</u>
At February 29, 2016	<u>\$ 2,780</u>	<u>\$ 5,984</u>	<u>\$ 8,764</u>

6. LOANS PAYABLE

During the year ended November 30, 2011, the Company received loans in the aggregate amount of \$1,150,000 from a number of individual lenders. Each loan had a term of one year from the date of the advance of funds (extended to December 31, 2016 subsequent to the period ended February 29, 2016), is unsecured and bears interest at a rate of 5% per annum. Interest continues to accrue on outstanding amounts. Interest is payable upon repayment of the loan.

	Loans Payable
Loans payable at November 30, 2014	\$ 1,223,365
Interest accrued	52,500
Interest repayment	<u>(17,671)</u>
Loans payable at November 30, 2015	1,258,194
Interest accrued	<u>13,125</u>
Loans payable at February 29, 2016	<u>\$ 1,271,319</u>

At February 29, 2016, \$402,266 (November 30, 2015 - \$398,016) of the loans payable is due to related parties, being officers and directors of the Company.

WEALTH MINERALS LTD.

(An Exploration Stage Company)

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited –Prepared by Management)

(Expressed in Canadian Dollars)

Three Months Ended February 29, 2016 and February 28, 2015

7. CAPITAL STOCK

Authorized Unlimited number of common voting shares without par value
Unlimited number of preferred shares, issuable in series

Issued 40,678,251 common shares

During the period ended February 29, 2016, the Company:

- i) issued 3,000,000 flow-through shares at a price of \$0.18 per share for aggregate gross proceeds of \$540,000. The Company paid finders' fees of \$66,006 in cash and issued 240,000 non-transferrable share purchase finders warrants valued at \$23,607. A value of \$105,000 was attributed to the flow-through premium liability premium.

During the year ended November 30, 2015, the Company:

- i) closed a non-brokered private placement of 7,500,000 shares at a price of \$0.10 per share for gross proceeds of \$750,000. The Company issued 95,550 shares valued at \$9,555, paid share issuance costs of \$4,614 in cash and paid finders' fees of \$17,850 in cash.
- ii) issued 1,000,000 shares (Note 4) for the N1/N2 Gold Project in Quebec at a price of \$0.19 per share for a total value of \$190,000. The Company paid share issuance costs of \$2,350 in cash.
- iii) settled debt in the amount of \$1,290,800 owing to insiders and trade creditors through the issuance of 4,033,752 common shares at a price of \$0.08 per share. The Company paid share issuance costs of \$8,101 in cash.
- iv) closed a non-brokered private placement of 6,000,000 shares at a price of \$0.12 per share for gross proceeds of \$720,000. The Company paid finders' fees of \$37,330 in cash.
- v) issued 211,865 shares (Note 4) for the Noyell Project in Quebec at a price of \$0.22 per share for a total value of \$46,610. The Company issued 21,187 shares valued at \$4,661 as finders' fees.
- vi) closed a non-brokered private placement of 2,250,000 shares at a price of \$0.20 per share for gross proceeds of \$450,000. The Company paid finders' fees of \$24,000 and share issuance costs of \$3,113 in cash.
- vii) issued 750,000 shares pursuant to the acquisition of Coronet Peru (Note 4) at a price of \$0.20 per share for a total value of \$150,000.

Obligation to issue shares

Subsequent to February 29, 2016, the Company issued 250,000 shares pursuant to the acquisition of Coronet Peru (Notes 4 and 14) at a price of \$0.20 per share for a total value of \$50,000.

Warrants

	Number of Warrants
Balance, November 30, 2014	861,375
Expired	(861,375)
Balance, November 30, 2015	-
Granted	240,000
Balance, February 29, 2016	240,000

WEALTH MINERALS LTD.

(An Exploration Stage Company)

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited –Prepared by Management)

(Expressed in Canadian Dollars)

Three Months Ended February 29, 2016 and February 28, 2015

8. STOCK OPTION PLAN AND SHARE-BASED COMPENSATION

In January 2004, the Company adopted an incentive stock option plan (the “2004 Plan”). The 2004 Plan had an original life of ten years. On January 31, 2014, the 2004 Plan was extended for an additional ten-year period. The essential elements of the 2004 Plan provide that the aggregate number of common shares of the Company’s capital stock issuable pursuant to options granted under the 2004 Plan may not exceed 10% of the number of issued shares of the Company at the time of granting of the options. Options granted under the 2004 Plan will have a maximum term of ten years. The exercise price of options granted under the 2004 Plan will not be less than the discounted market price of the common shares (defined as the last closing market price of the Company’s common shares immediately preceding the issuance of a news release announcing the granting of the options, less the maximum discount permitted under TSX-V policies), or such other price as may be agreed to by the Company and accepted by the TSX-V. Unless otherwise determined by the directors at the date of grant, options granted under the 2004 Plan vest immediately, except for options granted to consultants conducting investor relation activities, which will become vested with the right to exercise one-fourth of the option upon the conclusion of each three-month period subsequent to the date of grant of the option.

The Company uses the Black-Scholes option pricing model to value stock options granted. The model requires management to make estimates, which are subjective and may not be representative of actual results. Changes in assumptions can materially affect estimates of fair values. For purposes of the calculation and disclosures, the following weighted average assumptions were used:

Expected stock price volatility was derived from an average volatility based on historical movements in the closing prices of the Company’s stock for a length of time equal to the expected life of the options.

Stock option transactions are summarized as follows:

	Number of Options	Weighted Average Exercise Price
Outstanding, November 30, 2014	687,500	\$0.40
Issued	4,000,000	0.29
Expired/Cancelled	<u>(1,052,500)</u>	0.39
Outstanding, November 30, 2015 and February 29, 2016	3,635,000	\$0.29

The following incentive stock options were outstanding at February 29, 2016:

Number of Options	Exercisable	Exercise Price	Expiry Date
2,500,000	2,500,000	\$0.30	April 7, 2016*
535,000	535,000	\$0.32	June 24, 2016
600,000	600,000	\$0.21	October 9, 2016**
<u>3,635,000</u>	<u>3,635,000</u>		

*subsequent to February 29, 2016, 784,000 were exercised and 1,716,000 expired

** subsequent to February 29, 2016, 100,000 were exercised.

WEALTH MINERALS LTD.

(An Exploration Stage Company)

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited –Prepared by Management)

(Expressed in Canadian Dollars)

Three Months Ended February 29, 2016 and February 28, 2015

9. RELATED PARTY TRANSACTIONS AND KEY MANAGEMENT COMPENSATION

These condensed interim consolidated financial statements include transactions with related parties in addition to those disclosed elsewhere as follows. Key management compensation includes all compensation, listed below, to officers and directors of the Company.

- a) The Company paid or accrued consulting fees of:
 - i) \$22,500 (February 28, 2015 - \$7,500) to the Director, President and Chief Executive Officer of the Company.
 - ii) \$14,250 (February 28, 2015 - \$32,250) to a company controlled by the Chief Financial Officer of the Company.
 - iii) \$6,000 (February 28, 2015 - \$2,000) to the corporate secretary of the Company.

- b) The Company has a month-to-month arrangement with Marval Office Management Ltd. (“Marval”), a company with a common officer and a common director. During the period ended February 29, 2016, the Company paid or accrued \$10,906 (February 28, 2015 - \$8,686) to Marval in rent and administrative services, recorded as office and administration, pursuant to the arrangements.

- c) The Company has entered into a retainer agreement dated May 1, 2007 with Lawrence W. Talbot Law Corporation (“LWTLC”), a company owned by an officer, pursuant to which LWTLC agrees to provide legal services to the Company. The Company is required to pay LWTLC a minimum annual retainer of \$67,500, payable as to the sum of \$5,625 per month. The retainer agreement may be terminated by LWTLC on reasonable notice (which would not normally be expected to be less than 60 days), and by the Company on one year’s notice (or payment of one year’s retainer in lieu of notice). During the period ended February 29, 2016, the Company paid or accrued professional fees of \$16,050 (February 28, 2015 - \$Nil) to LWTLC. LWTLC waived its fees for the period from May 31, 2014 to February 28, 2015 and agreed to a reduced rate of \$60,000 per annum (\$5,000 per month) thereafter.

- d) The Company has entered into a consulting agreement dated for reference August 1, 2015 with Tang Xiaohuan, a director and the Chief Operating Officer of the Company. The Company will pay Mr. Tang a monthly consulting fee of USD 13,000 for August to November 2015, and USD 10,000 thereafter. The agreement has a term commencing August 1, 2015, and continuing until terminated in accordance with the provisions of the agreement. The agreement may be terminated by Mr. Tang on 30 days’ notice and by the Company on 60 days’ notice. During the period ended February 29, 2016, the Company paid Mr. Tang the sum of \$53,072 (February 28, 2015 - \$Nil).

WEALTH MINERALS LTD.

(An Exploration Stage Company)

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited –Prepared by Management)

(Expressed in Canadian Dollars)

Three Months Ended February 29, 2016 and February 28, 2015

9. RELATED PARTY TRANSACTIONS AND KEY MANAGEMENT COMPENSATION**(Continued)**

- e) Amounts due to related parties include directors, officers, companies they control, and companies with common directors and/or officers. The amounts are unsecured, without interest, due on demand and expected to be repaid within one year. Amounts due to related parties of \$438,286 (November 30, 2015 - \$585,919) are comprised of \$Nil (November 30, 2015 - \$2,634) for consulting, \$923 (November 30, 2015 - \$nil) to Marval, \$9,524 (November 30, 2015 - \$1,024) to the president of the Company for expense reimbursement, \$279,196 (November 30, 2015 - \$502,748) to Cardero Resources Corp. (“Cardero”), \$148,643 (November 30, 2015 - \$65,000) to various officers and directors of the Company, \$Nil (November 30, 2015 - \$10,500) to Lucas Investment Ltd. for consulting fees and \$Nil (November 30, 2015 - \$4,013) to a director of the Company for expense reimbursements during the period ended February 29, 2016.

10. SUBSIDIARIES**Significant subsidiaries are as follows:**

	Country of Incorporation	Principal Activity	Effective interest
Wealth Minerals Mexico, S.A de C.V.	Mexico	Mineral exploration	100%
Wealth Minerals Peru, S.A.C.	Peru	Mineral exploration	100%
Minera Wealth Peru S.A.C. (formerly Coronet Metals Peru S.A.C.)	Peru	Mineral exploration	100%

11. EXPLORATION AND EVALUATION EXPENDITURES

The acquisition costs capitalized to exploration and evaluation assets during the three months period ended February 29, 2016 were as follows:

	Canada	Mexico	Peru	Total
Balance, November 30, 2014	\$ -	\$ -	\$ -	\$ -
Acquisition of Minera Wealth Peru – shares	-	-	200,000	200,000
Acquisition costs – shares	236,610	-	-	236,610
Acquisition costs – cash	-	56,635	147,503	204,138
Write-off of acquisition costs	(190,000)	-	-	(190,000)
Balance, November 30, 2015 and February 29, 2016	\$ 46,610	\$ 56,635	\$ 347,503	\$ 450,748

During the year ended November 30, 2015, \$190,000 of costs capitalized to the N1/N2 property in Quebec was written off, as the Company had entered into a termination agreement with the optionor.

WEALTH MINERALS LTD.

(An Exploration Stage Company)

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited –Prepared by Management)

(Expressed in Canadian Dollars)

Three Months Ended February 29, 2016 and February 28, 2015

11. EXPLORATION AND EVALUATION EXPENDITURES (Continued)

The exploration and evaluation expenditures during the three months period ended February 29, 2016 were as follows:

	Mexico Valsequillo Project	Canada N1/N2 Gold Project	Peru Yanamina Gold Project	Total
Three months ended February 29, 2016				
Field work	\$ -	\$ -	\$ 13,495	\$ 13,495
Other	-	-	15,862	15,862
Total expenditures for the period ended February 29, 2016	\$ -	\$ -	\$ 29,357	\$ 29,357

12. CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support future business opportunities. The Company defines its capital as shareholders' deficiency. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company currently has no source of revenues; as such, the Company is dependent upon external financings or the sale of assets (or an interest therein) to fund activities. In order to carry future projects and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the period ended February 29, 2016. The Company is not subject to externally imposed capital requirements.

13. GEOGRAPHIC SEGMENTED INFORMATION

The Company operates in one industry segment, the mineral resources industry. The Company's equipment and exploration and evaluation properties at February 29, 2016 of \$459,512 (December 31, 2015 - \$459,788) are located in Mexico, Peru and Canada as follows:

	Canada	Mexico	Peru	Total
February 29, 2016				
Equipment	\$ 3,731	\$ -	\$ 5,033	\$ 8,764
Exploration and evaluation assets	46,610	56,635	347,503	450,748
	\$ 50,341	\$ 56,635	\$ 352,536	\$ 459,512
November 30, 2015				
Equipment	\$ 4,007	\$ -	\$ 5,033	\$ 9,040
Exploration and evaluation assets	46,610	56,635	347,503	450,748
	\$ 50,617	\$ 56,635	\$ 352,536	\$ 459,788

WEALTH MINERALS LTD.

(An Exploration Stage Company)

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited –Prepared by Management)

(Expressed in Canadian Dollars)

Three Months Ended February 29, 2016 and February 28, 2015

14. ACQUISITION OF CORONET PERU

These condensed interim consolidated financial statements include the consolidated financial statements of Minera Wealth Peru S.A.C. (formerly Coronet Metals Peru S.A.C.) (“Wealth Peru”) as a result of a formal share purchase agreement to acquire a 100% interest of the advanced stage Yanamina Gold Project (Note 4) through the acquisition of Wealth Peru. As consideration for the acquisition, the Company will be issuing 1,000,000 common shares to Wealth Peru, of which 750,000 common shares were issued as of November 30, 2015. The acquisition of Wealth Peru was accounted for as an asset acquisition, as Wealth Peru did not qualify as a business under the definition of such in IFRS 3 *Business Combinations*. As of October 7, 2015 the Company owns 100% of Wealth Peru. Wealth Peru was consolidated as a subsidiary from the date of acquisition. The consolidated financial statements of Wealth Peru are prepared for the same reporting period as the Company, using consistent accounting policies. All intercompany balances and transactions are eliminated in full.

As at October 7, 2015, Wealth Peru’s net assets acquired totaled \$299,952. As consideration for the acquisition, the Company issued 750,000 common shares (valued at \$150,000) and incurred legal fees of \$99,952. The remaining 250,000 common shares (valued at \$50,000) were issued subsequent to the period ended February 29, 2016 as part of the acquisition cost. The net assets acquired primarily were accounts payable of \$56,300 and the Yanamina Property (Note 4) of \$347,503.

The net assets acquired are as follows:

Accounts receivable	\$	3,520
Furniture and equipment		5,354
Exploration and evaluation assets		347,503
Bank indebtedness		(125)
Accounts payable		<u>(56,300)</u>
Total net assets acquired	\$	<u>299,952</u>

15. LETTER OF INTENT

The Company entered into a Letter of Intent (the “LOI”) with Li3 Energy Inc. (“Li3”) to negotiate, on an exclusive basis an agreement to acquire, by way of a corporate arrangement (the “Transaction”), 100% of the outstanding share capital (the “Li3 Shares”) of Li3 in consideration for the issuance of common shares of the Company, with the result that Li3 will become a wholly-owned subsidiary of Wealth and the existing shareholders of Li3 will become shareholders of Wealth. Li3’s principal asset is a 49% shareholding in Minera Li Energy SpA (“Minera Li”).

The LOI provides that Wealth and Li3 will each have a 60-day period to carry out and complete the required due diligence and the Maricunga Lithium Project, including a planned test program, and finalize the specific structure of the Transaction. The due diligence period will commence once the parties have agreed upon, and Minera Salar Blanco SpA (“MSB”), the 51% interest shareholder of Minera Li, has provided its consent to the planned test work program on the Maricunga Lithium Project. In consideration for the grant of the exclusive due diligence period by Li3 and its agreement to deal exclusively with Wealth during the due diligence period, Wealth has paid Li3 USD 50,000 and will pay an additional USD 150,000 on acceptance of the Transaction for filing by the TSX-V. The Company will arrange an equity financing to close immediately prior to, but contingent upon, the completion of the Transaction, in an amount of not less than \$3,000,000, upon such terms as are determined by Wealth in its sole discretion.

WEALTH MINERALS LTD.

(An Exploration Stage Company)

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited –Prepared by Management)

(Expressed in Canadian Dollars)

Three Months Ended February 29, 2016 and February 28, 2015

16. SUBSEQUENT EVENTS

Subsequent to February 29, 2016, the Company:

- i) issued 250,000 shares pursuant to the acquisition of Coronet Peru (Note 4) at a price of \$0.20 per share for a total value of \$50,000.
- ii) closed the non-brokered private placement of 7,780,000 common shares at a price of \$0.20 per share. All shares issued by the Company will have a four-month hold period in Canada ending on August 7, 2016. A total of \$64,820 in cash was paid in finder's fees.
- iii) granted incentive stock options to directors, officers, employees and consultants of the Company and its affiliates to purchase up to an aggregate of 3,200,000 common shares in the capital stock of the Company. The options are exercisable on or before April 8, 2018 at a price of \$0.45 per share.
- iv) closed the settlement of \$687,000 in debt related to certain accounts payable to Cardero Resource Corp. and a portion of the principal sum of certain outstanding loans originally made to the Company in 2011. The Company issued 2,000,000 common shares valued at \$270,000 in settlement of such debt.
- v) closed the non-brokered private placement of 4,000,000 common shares at a price of \$0.25 per share. All shares issued by the Company will have a four-month hold period in Canada ending on August 21, 2016. A total of \$20,650 in cash was paid in finder's fees.
- vi) entered into a letter of intent to acquire up to 100% of the Puritama Project, Salar de Aguas Calientes, Chile. The acquisition terms to acquire a 100% interest in the Puritama Property are cumulative cash payments of USD 2,650,000 (USD 150,000 paid subsequently) plus 100,000 shares over 48 months. There are no work commitments under the option agreement.